

CORPORATE GOVERNANCE REPORT

The Company recognizes the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's needs.

The Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") as promulgated by The Stock Exchange of Hong Kong Limited ("Stock Exchange") came into effect for accounting periods commencing on 1st January, 2005 (save for the provisions on internal controls which came into effect for accounting periods commencing from 1st July, 2005 onwards).

The Company's corporate governance practices are based on the principles and code provisions ("Code Provisions") as set out in the CG Code. Throughout the year under review, the Company has complied with the Code Provisions, save for the deviation from Code Provision A.4.1 which is explained in the relevant paragraph in this report.

The Company periodically reviews its corporate governance practices to ensure that these continue to meet the requirements of the CG Code.

The key corporate governance principles and practices of the Company are summarised as follows:

THE BOARD

Responsibilities

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performances. The senior management was delegated the authority and responsibilities by the Board for the day-to-day management and operations of the Group. In addition, the Board has also established Board committees and has delegated to these Board committees various responsibilities set out in their terms of reference respectively.

The Board reserves for its decisions all major matters of the Company, including: the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those may involve conflicts of interests), financial information, appointment of directors and other significant financial and operational matters.

All directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

企業管治報告

本公司認同良好之企業管治對本公司之穩健發展之重要性及已致力於識別及制定適合本公司需要之企業管治常規。

香港聯合交易所有限公司(「聯交所」)公佈之香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載之企業管治常規守則(「常規守則」)已於二零零五年一月一日開始之會計期間生效，(惟內部監控條文則除外，該等條文由二零零五年七月一日後開始之會計期間生效)。

本公司之企業管治常規乃按照載於常規守則內之原則及守則條文(「守則條文」)而制定。本公司於回顧之年度一直遵守守則條文，惟偏離守則條文A.4.1條，詳情於本報告之有關分段內闡釋。

本公司定期檢討其企業管治常規，以確保該等常規繼續符合常規守則之規定。

本公司主要之企業管治原則及常規概述如下：

董事會

責任

董事會負責本公司之領導及監控及監察本集團之業務，策略性決定及表現。高級管理層獲董事會授權及負責本集團之日常管理及營運。另外，董事會亦已成立董事委員會及已授權此等董事委員會不同之責任分別載於其職權範圍內。

董事會保留對本公司所有重大事宜之決定權，包括：批准及監控所有政策事項，整體策略及預算，內部監控及風險管理系統，重大交易(特別是可能涉及利益衝突之交易)，財務資料，董事任命及其他重要財務及營運事項。

所有董事均可全面及適時獲得所有有關資料以及獲得公司秘書之意見及服務，以確保董事會之程序及所有適用規則及規例均獲得遵守。

CORPORATE GOVERNANCE REPORT (Continued)

THE BOARD (Continued)

Responsibilities (Continued)

Each director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The day-to-day management, administration and operation of the Company are delegated to the Managing Director (who is also the Chief Executive Officer within the meaning of the CG Code) and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned officers.

Composition

The Board currently comprises seven members, consisting of four executive directors and three independent non-executive directors.

The Board of the Company comprises the following directors:

Executive Directors

Mr. Wong Bing Lai (*Chairman of the Board*)
Mr. Wong Tat Chang, Abraham
(*Managing Director and Member of Remuneration Committee*)
Mr. Wong Tat Kee, David
Mr. Wong Tat Sum, Samuel

Independent Non-executive Directors

Mrs. Lam Hsieh Li Chen, Linda (*Member of Audit Committee*)
Mr. Li Kwok Sing, Aubrey
(*Chairman of Audit Committee and Remuneration Committee*)
Mr. Sit Hoi Wah, Kenneth
(*Member of Audit Committee and Remuneration Committee*)

The relationships among the members of the Board are disclosed under "Director's Biographical Information" on pages 5 to 6.

Due to the passing away of Mrs. Chan Ho Lai Kuen on 3rd June 2005, the Company had only two independent non-executive directors and audit committee members. Mr. Sit Hoi Wah, Kenneth was appointed as an independent non-executive director and a member of the audit committee of the Company with effect from 10th October, 2005. Except for this, the Board had met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise during the year ended 30th September, 2006.

企業管治報告 (續)

董事會 (續)

責任 (續)

每位董事一般可於適當之情況下向董事會要求尋求獨立專業意見，而費用由本公司支付。

本公司之日常管理、行政及營運已授權予董事總經理 (其根據常規守則之定義亦為行政總裁) 及高級管理層。獲授權之職能及工作任務會定期檢討。上述高級職員於訂立任何重大交易前須事先獲得董事會之批准。

成員

董事會現由七位成員組成，包括四位執行董事及三位獨立非執行董事。

本公司董事會由下列董事組成：

執行董事

黃炳禮先生 (*董事會主席*)
黃達漳先生
(*董事總經理及薪酬委員會成員*)
黃達琪先生
黃達琛先生

獨立非執行董事

林謝麗瓊女士 (*審核委員會成員*)
李國星先生
(*審核委員會及薪酬委員會主席*)
薛海華先生
(*審核委員會及薪酬委員會成員*)

董事會成員相互之關係已於第5頁至第6頁之「董事個人資料」內披露。

因陳何麗娟女士於二零零五年六月三日辭世，本公司只有二名獨立非執行董事及審核委員會會員。薛國華先生自二零零五年十月十日起獲委任為本公司之獨立非執行董事及審核委員會會員。除此以外，截至二零零六年九月三十日止年度內，董事會一直符合上市規則有關委任至少三名獨立非執行董事，而其中至少一位獨立非執行董事具備適當之專業資格，或會計或相關之財務管理專長之規定。

CORPORATE GOVERNANCE REPORT (Continued)

THE BOARD (Continued)

Composition (Continued)

The Company has received written annual confirmation from each independent non-executive director of his/her independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

The independent non-executive directors bring a wide range of business and financial expertise, experiences and independent judgement to the Board. Through active participation in Board meetings and serving on Board committees, all independent non-executive directors make various contributions to the effective direction of the Company.

Appointment and Succession Planning of Directors

The Company has established formal, considered and transparent procedures for the appointment and succession planning of directors.

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

Although the independent non-executive directors are not appointed for a specific term, all directors of the Company are subject to retirement by rotation once every three years in accordance with Article 119 of the Company's Articles of Association and any new director appointed to fill a casual vacancy or as an additional director shall submit himself/herself for re-election by shareholders at the first general meeting of the Company after appointment (in case of filling of casual vacancy) or the next following annual general meeting of the Company (in case of appointment of additional director) pursuant to Article 124 of the Company's Articles of Association which were amended by a special resolution at the annual general meeting held on 29th December, 2005 for the purpose of compliance with the CG Code.

The Board reviewed its own structure, size and composition regularly to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company.

企業管治報告 (續)

董事會 (續)

成員 (續)

本公司已從每位獨立非執行董事獲得按上市規則之規定就其獨立性之年度確認書。根據上市規則所載有關獨立性之指引，本公司認為全部獨立非執行董事均屬獨立人士。

獨立非執行董事為董事會帶來多方面之營商及金融專業知識、經驗及獨立判斷。透過積極參與董事會會議及成為董事委員會成員，所有獨立非執行董事對有效領導本公司作出多方面之貢獻。

董事之委任及接任計劃

本公司已就董事之委任及接任計劃，成立正式、周詳及具透明度之程序。

守則條文第A.4.1條規定非執行董事應有特定任期，惟可予以重選。

雖然獨立非執行董事之委任並無特定任期，但本公司所有董事須根據本公司之組織章程細則第119條，至少每三年輪值退任一次，而根據本公司組織章程細則第124條，任何獲委任以填補空缺之新董事將須於獲委任後之本公司首屆股東大會上由股東重選，或任何作為新增董事之新董事將須於本公司下一屆之股東週年大會上由股東重選。為符合常規守則，該等細則已經按二零零五年十二月二十九日舉行之股東週年大會上通過之特別決議案作出修訂。

董事會定期檢討其本身架構，規模及組成情況，以確保擁有平衡之專長、技能及經驗適用於本公司業務之需求。

CORPORATE GOVERNANCE REPORT (Continued)

THE BOARD (Continued)

Appointment and Succession Planning of Directors(Continued)

Where vacancies on the Board exist, the Board will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary.

In accordance with Article 119 of the Company's Articles of Association, Messrs. Wong Bing Lai, Wong Tat Chang, Abraham and Wong Tat Kee, David shall retire by rotation and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The Board recommended the re-appointment of the directors standing for re-election at the forthcoming annual general meeting of the Company.

The Company's circular dated 4th December, 2006 contains detailed information of the directors standing for re-election.

Training for Directors

Each newly appointed director receives comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

There are also arrangements in place for providing continuing briefing and professional development to directors whenever necessary.

The directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities.

企業管治報告 (續)

董事會 (續)

董事之委任及接任計劃 (續)

倘董事會出現職位空缺，則董事會將透過參考候選人之技能、經驗、專業知識、個人誠信及可撥出時間、本公司之需要及其他相關法定規定及規例而落實選舉程序。如有必要可聘請外界招聘代理，以進行招聘及遴選程序。

根據本公司之組織章程細則第119條，黃炳禮先生、黃達漳先生及黃達琪先生將於應屆股東週年大會上輪值告退，並符合資格且願膺選連任。

董事會建議重新委任願意於本公司應屆股東週年大會上膺選連任之董事。

本公司於二零零六年十二月四日之通函載有願意膺選連任之董事詳細資料。

董事培訓

每位新委任之董事於首次接受委位時均會獲得全面、正式兼特為其而設之就任須知，以確保該董事對本公司之業務及運作均有適當之理解，以及完全清楚其本人按上市規則及有關監管規定所應負之責任及義務。

本公司當有需要之時候亦會安排提供持續之簡報及專業發展予董事。

董事持續獲得最新之法律及監管發展，以及業務及市場改變之信息，以幫助履行其責任。

CORPORATE GOVERNANCE REPORT (Continued)

THE BOARD (Continued)

Board and Board Committees Meetings

Number of Meetings and Directors' Attendance

Five Board meetings were held during the year.

The individual attendance record of each director at the meetings of the Board, Remuneration Committee and Audit Committee during the year ended 30th September, 2006 is set out below:

Name of Directors	董事名稱	Attendance/Number of Meetings 出席次數／會議次數		
		Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會
<i>Executive Directors</i>				
Wong Bing Lai (Chairman of the Board)	黃炳禮先生 (董事會主席)	5/5	N/A 不適用	N/A 不適用
Wong Tat Chang, Abraham (Managing Director and Member of Remuneration Committee)	黃達漳先生 (董事總經理及薪酬 委員會成員)	5/5	1/1	N/A 不適用
Wong Tat Kee, David	黃達琪先生	5/5	N/A 不適用	N/A 不適用
Wong Tat Sum, Samuel	黃達琛先生	5/5	N/A 不適用	N/A 不適用
<i>Independent Non-executive Directors</i>				
Lam Hsieh Li Chen, Linda (Member of Audit Committee)	林謝麗瓊女士 (審核委員會成員)	4/5	N/A 不適用	3/3
Li Kwok Sing, Aubrey (Chairman of Audit Committee and Remuneration Committee)	李國星先生 (審核委員會及薪酬 委員會主席)	4/5	1/1	3/3
Sit Hoi Wah, Kenneth (Member of Audit Committee and Remuneration Committee)	薛海華先生 (審核委員會及薪酬 委員會成員)	3/5	1/1	3/3

企業管治報告 (續)

董事會 (續)

董事會及董事委員會會議

會議次數及董事出席次數

本年度舉行了五次董事會會議。

截至二零零六年九月三十日止年度內，每位董事於董事會、薪酬委員會及審核委員會之會議個人出席記錄如下：

CORPORATE GOVERNANCE REPORT (Continued)

THE BOARD (Continued)

Board and Board Committees Meetings(Continued)

Practices and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to directors in advance.

Notices of regular Board meetings are served to all directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notice is generally given.

Board papers are sent to all directors at least 3 days before each Board meeting or committee meeting to keep the directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each director also have separate and independent access to the senior management whenever necessary.

The Company Secretary is responsible to take and keep minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to directors for comment within a reasonable time after each meeting and the final version is open for directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a director, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's Articles of Association also contain provisions requiring directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

CHAIRMAN AND MANAGING DIRECTOR

The positions of the Chairman and Managing Director are held by Mr. Wong Bing Lai and Mr. Wong Tat Chang, Abraham respectively. Their respective responsibilities are clearly defined and set out in writing.

The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the senior management, the Chairman is also responsible for ensuring that the directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings.

The Managing Director focuses on implementing objectives, policies and strategies approved and delegated by the Board. He is in charge of the Company's day-to-day management and operations. The Managing Director is also responsible for developing strategic plans and formulating the organizational structure, control systems and internal procedures and processes for the Board's approval.

企業管治報告(續)

董事會(續)

董事會及董事委員會會議(續)

會議常規及程序

週年大會之日程及每次會議之草擬議程一般會預早發給董事。

定期舉行之董事會會議通告乃於董事會會議舉行前至少十四日送達予所有董事。至於其他董事會及委員會會議，一般會發出合理通知。

董事會文件會於各董事會會議及委員會會議舉行前至少三日寄發予所有董事，以通知董事本公司之最近發展及財政狀況，讓彼等達致知情決定。董事會及各董事亦可於有需要時個別獨立接觸高級管理層。

公司秘書負責編製及保存所有董事會會議及委員會會議之會議記錄。會議記錄初稿一般於該大會舉行後之合理時間內向董事傳閱以供彼等給予意見，而最終版本乃公開供董事查閱。

根據現時之董事會常規，任何涉及主要股東或董事利益衝突之重大交易將由董事會於正式召開之董事會會議上考慮及處理。本公司之組織章程細則亦載有條文，規定董事須於批准該等董事或彼等之任何聯繫人士擁有重大利益之交易之大會上放棄投票，且不計入有關會議之法定人數。

主席及董事總經理

主席及董事總經理之職位分別由黃炳禮先生及黃達濶先生擔任。彼等各自之職責已清楚界定，並以書面記載。

主席負責領導及根據良好之企業管治常規有效地運作董事會。憑藉高級管理層之支持，主席亦負責確保董事及時收取充足、完整及可靠之資料，並就於董事會會議上提出之事宜獲得適當簡報。

董事總經理則專注於實踐董事會所批准及委派之目標、政策及策略。彼負責本公司之日常管理及營運。董事總經理亦負責發展策略計劃，及制定組織架構、監控系統及內部程序及過程，以供董事會批准。

CORPORATE GOVERNANCE REPORT (Continued)

BOARD COMMITTEES

The Board has established two committees, namely, the Remuneration Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are available to shareholders upon request.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Remuneration Committee

Code Provision B.1.1 provides that a remuneration committee should be established.

A remuneration committee was formed on 24th November, 2005. The majority of the members of the remuneration committee are independent non-executive directors and the terms of reference of the remuneration committee were adopted on the same date.

Messrs. Wong Tat Chang, Abraham, Li Kwok Sing, Aubrey and Sit Hoi Wah, Kenneth are the members of the Remuneration Committee and Mr. Li Kwok Sing, Aubrey is the chairman of the Committee.

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of all directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Remuneration Committee normally meets at least once a year for reviewing the remuneration policy and structure and determination of the annual remuneration packages of all directors and the senior management and other related matters.

The Remuneration Committee met once during the year ended 30th September, 2006 and reviewed the remuneration policy and structure of the Company and remuneration packages of all directors and the senior management for the year under review.

企業管治報告 (續)

董事委員會

董事會已成立兩個委員會，分別為薪酬委員會及審核委員會，以監督本公司事務之各特定方面。本公司之所有董事委員會之職權範圍均以書面界定。董事委員會之職權範圍於股東要求時可供查閱。

董事委員會獲提供充足資源以履行彼等之職責，並能於作出合理要求時在適當情況下尋求獨立專業意見，而費用由本公司支付。

薪酬委員會

守則條文 B.1.1 條規定應成立薪酬委員會。

薪酬委員會已於二零零五年十一月二十四日成立。薪酬委員會大部分成員為獨立非執行董事及薪酬委員會之職權範圍已於當天通過。

薪酬委員會之成員為黃達漳先生，李國星先生及薛海華先生，而委員會之主席為李國星先生。

薪酬委員會的主要目的包括提議及審批薪酬政策及架構及全部董事及高級管理層之薪酬待遇。薪酬委員會亦負責設立具透明度之程序，以制定該薪酬政策及架構，並確保董事或任何聯繫人士不得參與訂定其本身之酬金。該薪酬之釐定將參考個人及本公司之表現以及市場慣例及情況。

薪酬委員會一般每年至少開會一次，以檢討薪酬政策及架構及釐訂全部董事及高級管理層每年薪酬待遇及其他相關事項。

截至二零零六年九月三十日止年度，薪酬委員會舉行了一次會議，以審閱本公司之薪酬政策及架構及回顧年度全部董事及高級管理層之薪酬待遇。

CORPORATE GOVERNANCE REPORT (Continued)

BOARD COMMITTEES (Continued)

Audit Committee

The Audit Committee comprises three independent non-executive directors (including one independent non-executive director who possesses the appropriate professional qualifications or accounting or related financial management expertise) and Mr. Li Kwok Sing, Aubrey is the chairman of the Committee. None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee include the following:

- (a) To review the financial statements and reports and consider any significant or unusual items raised by the qualified accountant or external auditors before submission to the Board.
- (b) To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.
- (c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The Audit Committee held three meetings during the year ended 30th September, 2006 to review the financial results and reports, financial reporting and compliance procedures, financial control system, internal control system, risk management system and the re-appointment of the external auditors.

The Company's annual results for the year ended 30th September, 2006 has been reviewed by the Audit Committee.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the directors and the directors have confirmed that they have complied with the Model Code throughout the year ended 30th September, 2006.

The Company also has established written guidelines on no less exacting terms than the Model Code ("Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

企業管治報告 (續)

董事委員會 (續)

審核委員會

審核委員會由三名獨立非執行董事(包括一位具備適當之專業資格, 或會計或相關之財務管理專長之獨立非執行董事)組成及李國星先生為委員會主席。審核委員會所有成員並非本公司現時之外聘核數師之前任合夥人。

審核委員會的主要職責包括如下:

- (a) 審閱財務報表及報告及考慮任何由合資格會計師或外聘核數師向董事會提出之重大或不尋常事項。
- (b) 審閱公司與外聘核數師之關係, 參考外聘核數師之工作、酬金及聘用條款, 並向董事會提供有關外聘核數師之委任、重新委任及罷免之建議。
- (c) 審閱本公司之財務申報系統、內部監控系統、風險管理系統及有關程序是否足夠及有效。

截至二零零六年九月三十日止年度內, 審核委員會舉行了三次會議, 以檢討本公司之財務業績及報告、財務申報及合規程序、財務監控系統、內部監控系統、風險管理系統及外聘核數師之重新委任。

本公司截至二零零六年九月三十日止年度之年度業績已由審核委員會審閱。

進行證券交易之標準守則

本公司已採納上市規則附錄10所載之上市公司董事進行證券交易之標準守則(「標準守則」)。

經向本公司所有董事作出查詢及董事已確認截至二零零六年九月三十日止年度一直遵守標準守則。

對於可能會擁有本公司未公開而可引致股價波動資料之僱員, 本公司亦已就有關僱員買賣證券事宜設定內容與標準守則相同之書面指引(「僱員書面指引」)。

本公司並無發現有任何僱員不遵守僱員書面指引。

CORPORATE GOVERNANCE REPORT (Continued)

RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 30th September, 2006.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Report of the Auditors" on page 28.

AUDITORS' REMUNERATION

The remuneration paid to the external auditors of the Company in respect of audit services and non-audit services (taxation services) for the year ended 30th September, 2006 amounted to HK\$690,200 and HK\$49,200 respectively.

INTERNAL CONTROLS

The Board is responsible for maintaining an adequate internal control system to safeguard shareholder investments and Company assets, and reviewing the effectiveness of such on an annual basis through the Audit Committee.

During the year under review, the Board, through the Audit Committee, has conducted a review of the effectiveness of the internal control system of the Company.

The Company has developed its systems of internal control and risk management and will continue to review procedures implemented for assessing their effectiveness.

The Company has maintained a tailored governance structure with defined lines of responsibility and appropriate delegation of responsibility and authority to the senior management.

The management is responsible for establishing the Group's internal control framework, covering all material controls including financial, operational and compliance controls. The internal control framework also provides for identification and management of risk.

The management also conducts periodic independent reviews on the operations of individual divisions to identify any irregularities and risks, develops action plans and recommendations to address the identified risks and to report to the Audit Committee on any key findings.

The Audit Committee, in turn, reports to the Board on any material issues and makes recommendations to the Board.

企業管治報告 (續)

有關財務報表之責任

董事會負責呈列對年報及中期報告、價格敏感公佈及按上市規則及其他監管要求規定之其他披露作出平衡、清晰而可理解之評估。

董事確認負上編製本公司截至二零零六年九月三十日止年度之財務報表之責任。

本公司外聘核數師於財務報告作出之申報責任聲明載於第28頁之「核數師報告書」。

核數師酬金

截至二零零六年九月三十日止年度，支付予本公司外聘核數師之核數服務酬金及非核數服務（稅務服務）酬金分別為港幣690,200元及港幣49,200元。

內部監控

董事會負責維持足夠之內部監控系統，以保障股東投資及本公司資產，及透過審核委員會每年檢討內部監控系統之效率。

於回顧年度內，董事會透過審核委員會已對本公司之內部監控系統效率作出檢討。

本公司已建立其內部監控系統及風險管理及將會持續檢討已執行之程序用作評估其效率。

本公司已採用之管治架構具備明確之責任劃分，並向高級管理層授予適當之責任及權力。

管理層負責建立本集團之內部監控架構，涵蓋所有重要監控，包括財務、營運及合規監控。內部監控架構亦提供風險識別及管理。

管理層亦對個別部門之營運進行定期獨立檢討以識別有否任何違規及風險，制訂行動計劃及提出建議以處理所識別之風險並向審核委員會報告任何主要發現。

審核委員會則向董事會報告任何重大事項並向董事會提出建議。

CORPORATE GOVERNANCE REPORT (Continued)

SHAREHOLDER RIGHTS AND INVESTOR RELATIONS

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's Articles of Association. Details of such rights to demand a poll and the poll procedures are included in all circulars to shareholders and will be explained during the proceedings of meetings.

Poll results, if any, will be published in newspapers on the business day following the shareholders' meeting and posted on the website of the Stock Exchange.

The general meetings of the Company provide a forum for communication between the shareholders and the Board. The Chairman of the Board as well as chairman of the Remuneration Committee and Audit Committee or, in their absence, other members of the respective committees, and where applicable, the independent Board committee, are available to answer questions at the shareholders' meetings.

Separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors.

The Company continues to enhance communications and relationships with its investors. Enquiries from investors are dealt with in an informative and timely manner. Investors may write directly to the Company at its registered office for any inquiries.

企業管治報告 (續)

股東權利及與投資者之關係

股東要求於股東大會以投票方式表決之權利及程序載於本公司之組織章程細則。該要求以投票方式表決之權利及程序詳情載於致股東之通函及於會議上將予以說明。

投票方式表決之結果(如有)將於股東大會後下一個營業日於報章上公佈，並刊登於聯交所之網頁。

本公司之股東大會提供給股東與董事會一溝通平台。董事會主席以及薪酬委員會及審核委員會之主席或如該等委員會主席未能出席，則由各委員會及(倘適用)獨立董事委員會之其他成員於股東大會上回答問題。

於股東大會上，會就每項獨立之事項，包括選舉個別董事，提出個別決議案。

本公司繼續加強與投資者之溝通及關係。投資者之查詢會獲提供充分並及時之資料。如有任何查詢，投資者可直接致函本公司之註冊辦事處。