


Corporate Governance

企業管治





CORPORATE GOVERNANCE

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GOVERNANCE PRINCIPLES AND STRUCTURE

The Company has a policy of seeking to comply with established best practice in the field of corporate governance and to protect the interests of shareholders, customers, staff and other stakeholders is the core value adopted by the Board. So the Company is committed to maintain and uphold good corporate governance. In addition to abiding strictly by the laws and regulations of Hong Kong and observing the rules and guidelines and issued by the relevant regulatory authorities such as the Hong Kong Securities and Futures Commission and the Stock Exchange of Hong Kong, the Company also constantly reviews its corporate governance practices, with a view to conforming to international and local best practices. One of the core values communicated within the Group is a belief that the highest standard of integrity is essential in business.

The Company has complied with the Code of Corporate Governance Practices (the “Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the year ended 31 December 2006, with some deviation from code provisions A.4.1 and A.4.2 of the Code in respect of the service term and rotation of directors as mentioned below.

In order to comply with Code provision A.4.1, all independent non-executive directors have entered into letters of appointment with the Company for a specific term since June 2006. In order to comply with Code provision A.4.2, amendments to the Articles of Association of the Company have been made to reflect the requirements under the Code provision on the retirement of Directors by rotation at least once every three years. Such amendments were approved at the annual general meeting held on 26 May 2006. Code provisions A.4.1 and A.4.2 have been fully complied with thereafter.

管治原則

本公司的既定政策是務求企業管治範疇中達至最佳的企業管治水平並保障股東、客戶、員工及其他與本集團相關人士的利益，作為董事會秉持的核心價值。為此，本公司致力維持和強化高水準的企業管治。除了嚴格遵守香港有關的法律法規、香港證監會及香港聯交所等監管機構的各項規定和指引外，本公司不時對其所採用的企業管治實務作出檢討，並力求符合國際和香港有關企業管治最佳慣例的要求。而當中於本集團普遍傳達的一個關鍵理念是，保持最高操守水準是業務發展的一個必備元素。

除了如下述就守則條文A.4.1及A.4.2規定關於非執行董事指定任期及關於非執行董事指定任期及董事輪值告退的執行略有差異外，本公司於截至二零零六年十二月三十一日年內所有時間均遵守了香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之企業管治常規守則（「守則」）。

為了完全遵從守則條文A.4.1，本公司的所有獨立非執行董事已於二零零六年六月與本公司簽署了委任函，其中條款包括指定任期。為了完全遵從守則條文A.4.2，在二零零六年五月二十六日舉行的股東週年大會上，已提呈一項特別決議案，以修訂本公司組織章程細則，使每名董事須輪值告退，至少每三年一次。該決議已獲股東大會通過。自此本公司已完全符合守則條文A.4.1與A.4.2的規定。



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BOARD

The Board is at the core of the Company's corporate governance framework, and there is clear division of responsibilities between the Board and the Management. The Board is responsible for providing high-level guidance and effective oversight of the Management. Generally, the Board is responsible for:

- formulating the Group's long term strategy and monitoring the implementation thereof;
- reviewing and approving the annual business plan and financial budget;
- approving the annual and interim reports;
- reviewing and monitoring risk management and internal control;
- ensuring good corporate governance and compliance; and
- monitoring the performance of the Management.

The Board authorises the Management to carry out the strategies that have been approved. The Management is responsible for the day to day operation of the Group and is required to report to the Board. The Board has formulated written Board Mandate, which stipulate the circumstances under which the Management should report to and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Group. The Board will regularly review the Board Mandate.

董事會

董事會作為本公司管治架構核心，與管理層之間具有明確分工。董事會負責給予管理層高層指引和有效監控。一般而言，董事會負責：

- 制訂本集團的長期戰略並監控其執行情況；
- 審批年度業務計劃和財務預算；
- 批准有關年度及中期業績；
- 審查及監控本集團的風險管理及內部監控；
- 確保良好的企業管治及合規；及
- 監察管理層的工作表現。

董事會特別授權管理層執行已確定的策略方針，由其負責日常營運並向董事會報告。為此，董事會訂立了授權綱要，特別明確了在何種情況下管理層應向董事會匯報，以及在代表本集團作出何種決定或訂立何種承諾前應取得董事會批准等。董事會將定期對這些授權和指引進行重檢。

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BOARD (continued)

To avoid the concentration of power in any one individual, the positions of the Chairman and the Chief Executive Officer are held by Mr. Wang Mingquan and Dr. Zhou Liqun respectively. Their roles are distinct and are clearly established and stipulated in the Board's Mandate. In short, the Chairman is responsible for ensuring that the Board properly discharges its responsibilities and conforms to good corporate governance practices and procedures. As the Chairman of the Board, he is also responsible for making sure that all Directors are properly informed on important issues that the Company is focusing and that all directors receive accurate timely and clear information. The Chief Executive Officer is responsible for providing leadership for the whole Management and implementing the important policies and development strategies approved by the Board.

Taking into consideration market practices and international best practices in corporate governance, the Board has established 6 standing Board Committees to assist it in carrying out its responsibilities. They are the Executive Committee, Audit and Risk Management Committee, Nomination Committee, Remuneration Committee, Strategy Committee and Management Committee. In addition, the Board will, as necessary, authorise an independent board committee comprising all the independent non-executive Directors to review, approve and monitor connected transactions (including the continuing connected transactions) for compliance with the requirements of relevant laws and regulations.

The Board Mandate has a well-defined terms of reference for each of the Board Committees has a well-defined mandate. The Board Committees make recommendations to the Board on relevant matters within their terms of reference, or make decisions under appropriate circumstances within the power delegated by the Board. Apart from the aforesaid, respective secretarial supports are assigned to all the Board Committees to ensure that each has adequate resources to discharge its responsibilities properly and effectively. According to their mandates, the Board and the Board Committees will review and evaluate their respective work process and effectiveness on an annual basis.

董事會 (續)

為避免使權力集中於一位人士，本公司董事長及行政總裁分別由王明權先生及周立群博士擔任，兩者之間分工明確並已在董事會的授權綱要中作出明文規定。簡而言之，董事長負責確保董事會適當地履行其職能並貫徹良好公司治理常規及程序；此外，作為董事會的主席，董事長亦負責確保所有董事均適當知悉當前公司的重要事項，及時得到準確及清晰的資訊。而行政總裁則負責領導整個管理層，推行及落實董事會所採納的重要策略及發展戰略。

董事會在考慮有關的業界做法和公司治理最佳慣例的基礎上，下設6個常設委員會，負責協助董事會履行其職責，包括：執行委員會、審核及風險管理委員會、提名委員會、薪酬委員會、戰略委員會及管理委員會。此外，董事會亦會按需要授權一個完全由獨立非執行董事組成的獨立董事委員會，負責審閱、批准和監控根據相關法律和監管規定要求須由董事會批准的關連交易（包括持續性關連交易）。

董事會授權綱要對各常設委員會均有清晰界定的職責約章，各常設委員會並就其職權範圍內的有關事項向董事會提出建議，或在適當情況下按董事會轉授權力作出決定。所有常設委員會均獲指派專業秘書服務支援，以確保有關委員會備有足夠資源以有效地及恰當地履行其職責。根據其職責約章的規定，董事會及各常設委員會亦會定期評估及審查其工作程序及有效性。

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BOARD (continued)

The Board is responsible for supervising the management of the business and affairs of the Group with due regard to maximizing shareholder value and enhancing corporate governance of the Group. The role of the Board is to provide strategic guidance for the Group and effective oversight of management.

The Board has 10 members, comprising, 6 executive directors, namely, Mr. Wang Mingquan, Mr. Guo You, Dr. Zhou Liquan, Madam He Ling, Mr. Chen Shuang and Mr. Xu Haoming; 4 independent non-executive directors, namely Mr. Ng Ming Wah, Charles, Mr. Seto Gin Chung, John, Dr. Lin Zhijun and Madam Tung Iring. Mr. Ng and Dr. Lin are independent non-executive directors, of whom are in possession of financial management expertise. Save that Madam Tung Iring were appointed on 18 July 2006, all directors served throughout the period under review. There are over one-third members of the Board are the independent non-executive directors, the composition of the Board ensures that the independence and objectivity of the Board's decision-making process as well as the thoroughness and impartiality of the Board's oversight of the Management. The Board acts honestly and in good faith. Its decisions are made objectively and in the best interests of the Group, with a view to maximising long-term shareholder value and fulfilling its corporate responsibility to other stakeholders of the Group.

All the existing independent non-executive directors of the Company have been appointed for a fixed term, with formal letters of appointment setting out the key terms and conditions of their appointment. Pursuant to the Articles of Association, all directors, including the Chairman and Chief Executive Officer, shall retire by rotation at least once every three years at annual general meetings and be eligible for re-election. All directors appointed by the Board are subject to election by shareholders at the first general meeting following their appointment.

董事會 (續)

董事會負責監督業務及事務管理，以實現股東價值的最大化，並加強本集團的公司治理。董事會的角色是為本集團提供戰略指引，並對管理層進行有效監控。

董事會共有董事10名，包括6名執行董事：王明權先生、郭友先生、周立群博士、賀玲女士、陳爽先生及徐浩明先生；以及4名獨立非執行董事：吳明華先生、司徒振中先生、林志軍博士及董愛菱女士。其中吳明華先生及林志軍博士均為具備財務管理專長的獨立非執行董事。除了董愛菱女士於二零零六年七月十八日獲委任為獨立非執行董事，其餘董事皆於二零零六年全年擔任董事職務。本公司董事會成員超過三分之一為獨立非執行董事，對董事會決策的獨立、客觀及對管理層實行全面和公正的監控。董事會誠實、善意地行事，按照本集團的最佳利益客觀地做出決策，以盡力實現股東長期價值的最大化和切實履行對本集團其他相關者的公司責任。

本公司目前所有獨立非執行董事均有固定任期，並獲發正式聘書，以訂明其委任的主要條款及條件。本公司組織章程細則規定，所有董事（包括董事長及行政總裁）須至少每三年一次輪流於股東週年大會上告退，但可膺選連任，新委任董事在獲委任首年的股東大會上需經股東正式選舉。

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BOARD (continued)

Save as disclosed below, there is no relationship (including financial, business, family or other material/relevant relationship(s)) among the Board members. Mr. Wang Mingquan, Mr. Guo You, Dr. Zhou Liqun and Mr. Chen Shuang are also directors of China Everbright Holdings Company Limited, the controlling shareholder of the Company. One of the independent non-executive directors, Madam Tung Iring, is daughter of Mr. Tung Wai, an independent non-executive director of the company who retired on 26 May 2006. If a substantial shareholder or director has a conflict of interest in a matter to be considered by the Board and general meeting, related directors shall abstain from voting and a Board meeting attended by independent non-executive directors who have no material interest in the matter shall be held to deliberate on the same.

The Company has arranged for appropriate directors' liability insurance policy to indemnify the directors for liabilities arising out of corporate activities. The coverage and the sum insured under the policy are reviewed on an annual basis.

To ensure that the newly appointed directors have adequate understanding of the Company's business and operation, the Board has set up a system for the initial induction of the directors.

7 Board meetings were held during the year with an average attendance rate of 99%. The meeting schedule had been prepared and approved by the Board in the preceding year. In general, Board agenda and meeting materials are dispatched to all Board members for review at least seven days before the meetings. Board agenda is approved by the Chairman following consultation with other Board members and the Management. The Board minutes has in detail recorded all the issues considered by the Board and the minutes approved by all the Board members are properly kept by the Company Secretary. The Chairman of the Board will meet independent non-executive directors in the absence of executive Directors and the Management at least once in a year. This practice has been incorporated in the amended Working Rules of the Board. Individual attendance records of the relevant directors in 2006 are set out in the table at the last part of this report.

董事會 (續)

除下述外，董事會成員之間並不存在任何關係，包括財務、業務、家屬或其他重大或相關的關係。而王明權先生、郭友先生、周立群博士及陳爽先生亦為本公司控股股東中國光大集團有限公司的董事會成員；獨立非執行董事董愛菱女士為已於二零零六年五月二十六日退任獨立非執行董事職務的董偉先生之女兒；若主要股東或董事在股東大會或董事會上考慮的議題中存在潛在利益衝突時，相關董事均會放棄表決，並由在交易中沒有重大利益的獨立非執行董事出席之董事會會議及進行投票。

本公司於年度內為每位董事會成員購買了適當的董事責任保險，以保障其因企業行為而引起之賠償責任，該保險的保額及保障範圍每年均會進行檢討。

為確保新任董事對本集團的運作及業務均有充足瞭解，董事會已制訂了一套關於董事入職介紹的制度。

董事會於二零零五年內共召開了7次會議，會議平均出席率達99%。定期之董事會會議時間表在上一年度即已擬定並經董事會通過。所有會議材料連同會議議程一般在會議預定日期至少7天前送達全體董事會成員審閱。每次會議議程內容均在事前充份諮詢各董事會成員及管理層意見後，經董事長確認而制訂。董事會的會議紀要對會議上各董事所考慮事項及達致的決定均有詳細的記錄，經全體董事審閱後的會議紀要亦備存於公司秘書處。董事會主席每年亦會與獨立非執行董事舉行一次沒有執行董事及管理層出席的會議，有關做法亦將予制度化並列入董事會的工作規則內。於二零零六年，各位董事的出席率詳列於後頁的出席表內。

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BOARD (continued)

The Board has established standing Board Committees to assist it in carrying out its responsibilities in difference aspects.

THE ROLES OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The division of responsibilities between the Chairman of the Board, Mr. Wang Mingquan and the Chief Executive Officer, Dr. Zhou Liquan is clearly defined and has been approved by the Board. The Chairman leads the Board in the determination of the corporate objectives and the relevant strategies. The Chairman is responsible for organising the business of the Board, ensuring its effectiveness and setting its agenda. The Chairman facilitates the effective contribution of directors and effective communication with shareholders and ensures that the directors receive accurate, timely and clear information. The Chief Executive Officer has direct charge of the Group on a day-to-day basis and is accountable to the Board for the financial and operational performance of the Group.

BOARD COMMITTEES

Executive Committee

As the decision making body of the Company's major affairs, the Executive Committee, as delegated by the Board Mandate, will call meetings from time to time to make the decisions for the major issues on the Company's operational, business and management, including reviewing and approving the Group's corporate goals, business plan and major business projects submitted by the Company or its subsidiaries. Executive Committee is comprises by the Chairman of the Board, the Chief Executive Officer and other 4 executive directors. The Committee is chaired by Mr. Wang Mingquan. 2 Executive Committee meetings were held during the year with an average attendance rate of 92%. Individual attendance records of the relevant members in 2006 are set out in the table at the last part of this report.

董事會 (續)

董事會下設不同的常設委員會專門負責不同範疇的事項。

主席及行政總裁的角色

董事會主席王明權先生及行政總裁周立群博士的責任分工已清楚界定及已經獲董事會審批。主席帶領董事會制訂企業目標及有關策略，亦負責安排董事會事務，確保其有效性及擬定會議議程，並鼓勵董事全力投入董事會事務，以及促進與股東之間有良好的溝通。同時主席亦確保其他董事獲得充份、及時和清晰的資訊。行政總裁直接負責本集團日常業務營運，並定期向董事會匯報有關本集團的財務及營運業績。

董事會組成

執行委員會

執行委員會作為本公司的重大事務決策機構，在董事會的授權下，通過不斷的會議，對本集團的重大經營管理事項作出決策，其中包括審批本公司的企業目標、業務發展計劃本集團各部門或附屬公司提出的重大業務計劃。執行委員會現時成員共6名，由主席、行政總裁及其餘4名執行董事組成，委員會主席由王明權董事長擔任。執行委員會本年度共召開了2次會議，出席率達92%。於二零零六年，各位委員會成員的出席率詳列於後頁的出席表內。

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BOARD COMMITTEES (continued)

Audit and Risk Management Committee

In order to rationalise the functions of the Strategic Committee, the Board has on 14 December 2006 resolved that the risk management functions of the former Strategic and Risk Management Committee be assumed by the former Audit Committee. Accordingly, the committee was renamed to Audit and Risk Management Committee in December 2006.

The Audit and Risk Management Committee is to assist the Board in fulfilling its oversight responsibility relating to the financial statements, internal control, internal audit and external audit of the Group. The Committee also assists the Board in fulfilling its oversight role over the Company and its subsidiaries in, among others, the following areas:

- integrity of financial statements and financial reporting process;
- internal control systems;
- effectiveness of internal audit function;
- appointment of external auditors and assessment of their qualifications, independence and performance and, with authorisation of the Board, determination of their remuneration;
- periodic review and annual audit of the Company's and the Group's financial statements;
- compliance with applicable accounting standards as well as legal and regulatory requirements on financial disclosures;
- review and handle major risk event; and
- corporate governance framework of the Group and implementation thereof.

The work performed by the Audit and Risk Management Committee in 2006 included the review and, where applicable, approval of:

- the Company's Directors' Report and financial statements for the year ended 31 December 2005 and the annual results announcement that were recommended to the Board for approval;

董事會組成 (續)

審核及風險管理委員會

為使戰略委員會之職責更為合理化，董事會於二零零六年十二月十四日通過風險管理之職能將由前戰略及風險管理委員會轉移至前審核委員會。因此，該委員會在二零零六年十二月改名為審核及風險管理委員會。

審核及風險管理委員會協助董事會對本集團的財務報表、內部控制、內部審計和外部審計等方面實施監督。該委員會亦協助董事會對本公司及其附屬公司在以下方面（但不僅限於以下方面）實現監控職責：

- 財務報表的真實性和財務報告程序；
- 內部監控系統；
- 內部稽核職能的有效性；
- 外部審計師的聘任、資格及獨立性的審查和工作表現的評估，及（如獲董事會授權）酬金的釐定；
- 本公司及本集團財務報告的定期審閱和年度審計；
- 遵循有關會計準則及法律和監管規定中有關財務資訊披露的要求；
- 審議及處理主要風險事項；及
- 本集團的企業管治架構及實施。

審核及風險管理委員會在二零零六年內的主要工作包括審閱和批核（如適用）：

- 本公司截至二零零五年十二月三十一日止年度的財務報表及全年業績公告，並建議董事會通過；

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BOARD COMMITTEES (continued)

Audit and Risk Management Committee (continued)

- the Company's interim financial statements for the six months ended 30 June 2006 and the interim results announcement that were recommended to the Board for approval;
- the audit report and management letter submitted by the external auditors;
- the re-appointment of external auditors, the audit fees payable to external auditors for the annual audit and interim review; and
- the Group's internal audit plan for 2006 and key areas identified.

In addition, pursuant to paragraph C.2 of the Code, the Audit and Risk Management Committee conducted an annual review of the effectiveness of the internal control systems of the Group. This review covered all material controls, including financial, operational and compliance controls as well as risk management. Upon completion of the review, the Audit and Risk Management Committee considered that the key areas of the Group's internal control systems are reasonably implemented and are able to prevent material misstatements or losses, safeguard the Group's assets, maintain appropriate accounting records, ensure compliance with applicable laws and regulations, as well as fulfill the requirements of the Code regarding internal control systems in general. For detailed information on this topic, please refer to the Internal Control section.

Audit and Risk Management Committee comprises 4 members, including the chairman, are all independent non-executive directors. The committee is chaired by Mr. Ng Ming Wah, Charles who has extensive experience in financial and accounting. 5 Audit and Risk Management Committee meetings were held during the year with an average attendance rate of 100%. Individual attendance records of the relevant members in 2006 are set out in the table at the last part of this report. The Committee's terms of reference are available from the Company Secretary and are displayed on the Group's website, www.everbright165.com.hk.

董事會組成 (續)

審核及風險管理委員會 (續)

- 本公司截至二零零六年六月三十日止六個月的中期財務報表和中期業績公告，並建議董事會通過；
- 由外部審計師提交的審計報告及致管理函；
- 年度外部審計師續聘的建議、支付予外部審計師的年度審計費用及審閱中期報表的費用；及
- 本集團二零零六年內部審計計劃及主要審核部份。

此外，根據《守則》第C.2條之有關規定，審核及風險管理委員會亦對本集團的內部監控系統是否有效進行了年度檢討，有關檢討涵蓋所有重要的監控及措施，包括財務、運作、合規及風險管理功能。通過有關檢討，審核及風險管理委員會認為本集團的內部監控系統能合理地落實各項重大方面的監控措施，防止嚴重錯漏或損失的發生，保障本集團資產的安全、會計紀錄的基本完善及法規的遵循，整體上基本符合《守則》中對內部監控系統的要求。有關此次檢討的具體內容，可參見內部監控部份。

審核及風險管理委員會由4名成員組成，全部成員包括主席均為獨立非執行董事。委員會主席由具豐富財務及金融業經驗的吳明華先生擔任。審核及風險管理委員會於本年度內共召開5次會議，平均出席率達100%。於二零零六年，各位委員會成員的出席率詳列於後頁的出席表內。委員會之職權範圍可向公司秘書索取及已刊載於本集團網頁 www.everbright165.com.hk。

CORPORATE GOVERNANCE

企業管治

BOARD COMMITTEES (continued)

Management Committee

The Management Committee assists the Board for managing the Group's day-to-day management and operations and implement the Board Resolutions among others, embodied the following functions:

- To oversights and manages the daily operations of all the business units and back office of the Group, to ensure the Group's business operations are comply with requirements of relevant laws and regulatory bodies.
- Efficaciously implements all the business plans, guidelines, polices and directions resolved by the Board and/or Executive Committee and coordinated the collaboration and business relations among all the business units and back office departments.
- Establish and review all the operational and managerial terms and reference of the Group, and approves all the business manuals and operational programs thereof.
- Establish internal control system to review and prevent material risks faced by the various business units of the Group, which including market risks, credit risks, financial risks and other risks.
- Organises the implementation of the Group's budget plan, which including the yearly investment budget, the yearly revenue budget, the yearly costs budget and any other various budget adjustments; oversee the progress of the budget implementation and properly report to the Board or Executive Committee.

董事會組成 (續)

管理委員會

管理委員會協助董事會管理本公司日常經營及執行董事會決議，其具體職能包括：

- 監督及管理本集團所有業務部門及後臺部門的日常經營運作，確保本集團各部門和附屬公司的業務運作符合有關法律和監管機構的規定及要求。
- 有效地執行經董事會及／或執行委員會審批的業務計劃及其它方針、政策及指引，並協調各業務部門及後臺部門之間的協作及業務關係。
- 制定和修改本集團的一切經營和管理規章制度，並審批本集團各項業務的管理和操作程式。
- 設立內部監控系統以便有效地監管及防範一切可能影響本集團各項業務的風險，包括市場風險、信貸風險、財務風險及其它風險。
- 組織執行本集團的年度預算，包括年度投資預算、年度收入預算、年度成本預算及各項調整預算方案，監督有關預算的執行及完成情況，並向董事會或執行委員會匯報。

CORPORATE GOVERNANCE

企業管治

BOARD COMMITTEES (continued)

Management Committee (continued)

- Management Committee currently has 6 members comprising 3 executive directors, the Chief Financial Officer and 2 Assistant General Managers of the Company. The Committee is chaired by Dr. Zhou Liqun, the Chief Executive Officer of the Company. The Management Committee usually holds meeting every two to three weeks but it will also deal with matters on an ad-hoc basis as and when necessary. 17 committee meetings were held during the year with an average attendance rate of 98%. Individual attendance records of the relevant members in 2006 are set out in the table at the last part of this report.

Nomination Committee

The Nomination Committee is responsible for assisting the Board in nominating the right candidates of the directors and senior management as well as to evaluate the competence of the candidates to ensure that they are in line with the Group's overall development strategies. The committee assists the Board in fulfilling its oversight role over the Company and its subsidiaries in, among others, the following areas:

- selection and nomination of directors, Board Committee members and certain senior management members as specified by the Board from time to time;
- review the structure, size and composition (including skills, experience and knowledge) of directors and Board Committee members periodically;
- evaluate the independency of the independent non-executive directors; and
- look out for the right candidate of director with appropriate competency and making suggestions to the Board thereof.

董事會組成 (續)

管理委員會 (續)

- 管理委員會成員現時共有6名成員包括3位執行董事、財務總監及兩位助理總經理。主席由行政總裁周立群博士擔任。管理委員會一般每二至三星期召開會議一次，但亦會因應按特別需求而召開臨時會議。管理委員會於年內共召開17次會議，出席率達98%。於二零零六年，各位委員會成員的出席率詳列於後頁的出席表內。

提名委員會

提名委員會負責協助董事會邀請新的董事會成員及高級管理人員並對其資格作出評估。確保董事會成員及高層管理人員的委任符合本集團總體發展方向。該委員會負責協助董事會對本公司及其附屬公司在以下方面（但不僅限於以下方面）實現監控職責：

- 董事、董事會常設委員會成員、及由董事會不時確定的部分高級管理人員的篩選和提名；
- 定期檢討董事和各常設委員會的結構、規模、組成（包括成員的技能、經驗和知識）；
- 評核獨立非執行董事的獨立性；及
- 物色具備合適資格及條件擔任本公司董事的人士，並就挑選提名有關人事出任董事或就此向董事會提供意見。

CORPORATE GOVERNANCE

企業管治

BOARD COMMITTEES (continued)

Nomination Committee (continued)

Based on the successful experience in the recruitment of directors and senior management, the Committee will first take into account the existing skills, knowledge and experience of the Board and the business requirements of the Group in order to determine the key requirements for the new director and objective criteria for selection. Such criteria will include relevant expertise, integrity, industry experience and independence. The work performed by the committee in 2006 included the review:

- matters relating to the appointment of independent non-executive directors to the Board.
- matters relating to the structures, size and composition of Strategy Committee.
- matters relating to appointment of Company Secretary.

Nomination Committee currently has 4 members comprising the chairman of the Board, the Chief Executive Officer and 2 independent non-executive directors. The independent non-executive directors represent half of the committee members. The Committee is chaired by Mr. Wang Mingquan, the Chairman of the Board. 3 Nomination Committee meetings were held during the year with an average attendance rate of 100%. Individual attendance records of the relevant members in 2006 are set out in the table at the last part of this report.

Remuneration Committee

The Remuneration Committee is responsible for assisting the Board in ensuring that the Group's human resources and remuneration policies. The committee assists the Board in fulfilling its supervisory role over the Company and its subsidiaries in, among others, the following areas:

- setting of overall human resources strategies, basic criteria and goal of remuneration of the Group;
- approve remuneration, bonus and other benefit in kind of directors, Board Committee members and senior management; and

董事會組成 (續)

提名委員會 (續)

提名委員會在總結過往招聘董事及高級管理人員成功經驗的基礎上，在綜合考慮董事會及各委員會現有的技能、知識和經驗以及本集團業務需求的基礎上，提出對所需候選人的基本要求和篩選的客觀標準。有關標準包括董事之適當專業知識、個人操守、行業經驗及獨立性等。該委員會於二零零六年內的工作主要包括審議：

- 有關委任獨立非執行董事的事宜。
- 有關戰略委員會的結構、規模及人員組成。
- 有關委任公司秘書的事宜。

提名委員會現時共有4名成員，由董事會主席、行政總裁及2名獨立非執行董事組成，獨立非執行董事佔委員會成員的二分之一，委員會主席由董事會主席王明權先生擔任。提名委員會於二零零五年內共召開三次會議，平均出席率達100%。於二零零六年，各位委員會成員的出席率詳列於後頁的出席表內。

薪酬委員會

薪酬委員會負責協助董事會確保本集團人力資源和薪酬管理策略。該委員會負責協助董事會對本公司及其附屬公司在以下方面（但不僅限於以下方面）實現監控職責：

- 制訂本集團的人力資源戰略和薪酬的基本原則及方向；
- 批核董事、各委員會成員和高級管理人員的薪酬、花紅及其他福利的分配制度；及

CORPORATE GOVERNANCE

企業管治

BOARD COMMITTEES (continued)

Remuneration Committee (continued)

The work performed by the committee in 2006 included the review and, where applicable, approval of:

- performance appraisal of the executive director and senior management for year 2005;
- the proposal on staff bonus (including the senior management) for year 2005 and salary adjustment for year 2006 for the Group;
- the incentive scheme of the Group; and
- the policies on performance appraisal of staff (including senior management), annual bonus policy and annual salary adjustment;

During the year, to ensure that the Board of Directors are reasonably compensated for their time and efforts dedicated to the Group. In recommending the remuneration of directors, the committee makes reference to companies of comparable business type or scale, and the nature and quantity of work at both Board and Board Committee levels (including frequency of meetings and nature of agenda items) in order to compensate directors reasonably for their time and efforts spent, the proposed remuneration will be put to shareholders for final approval at general meetings. The Remuneration Committee also has the delegated responsibility to determine the specific remuneration package of executive directors and senior management, including share options and benefits in kind. Currently the principal components of the Company's remuneration package for executive directors and senior management include basic salary, discretionary bonus and other benefits in kind. A significant portion of the executive director's or senior management's discretionary bonus is based on the Group's and the individual's performance during the year. The committee reviews and approves the annual and long-term performance targets for senior management by reference to corporate goals and objectives approved by the Board from time to time. The committee also reviews the performance of the senior management against the targets set on an ongoing basis, and reviews and approves the specific performance-based remuneration of the senior management.

董事會組成 (續)

薪酬委員會 (續)

該委員會於二零零六年內的工作主要包括審議及在必要時，批核：

- 執行董事及高級管理人員二零零五年度的績效考核結果；
- 本集團（包括高級管理人員）二零零五年度花紅發放方案及二零零六年度薪酬調整方案；
- 本集團的激勵機制；及
- 審議有關本集團員工（包括高級管理人員）績效考核、年度花紅及年度調薪等管理政策；

本年度，為了確保董事會成員為本集團所付出的時間及精神獲得合理的補償，薪酬委員會在建議董事會成員的袍金水準時，參考同類型業務或規模公司的袍金水準，及董事會和常設委員會的工作性質及工作量（包括會議次數及議程內容），制定了董事的會議及其他津貼，並交由股東於股東大會上作最終審批。薪酬委員會已獲得董事會轉授有關職責，負責釐定全體董事及高級管理人員的薪酬待遇，包括認股權及其他非金錢利益權利。目前，對於執行董事及高級管理人員而言，其薪酬主要由基本薪金、酌情花紅及其它非金錢福利構成，而其中酌情花紅部分將在很大程度上由本集團及該董事或高級管理人員當年的表現所決定。薪酬委員會透過參照董事會不時通過的企業目標，檢討及審批高級管理人員的年度及長期績效目標，按照設定的績效目標對高級管理人員進行持續考核，並檢討和審批按表現而釐定的薪酬待遇。

CORPORATE GOVERNANCE

企業管治

BOARD COMMITTEES (continued)

Remuneration Committee (continued)

Remuneration Committee currently has 5 members comprising the Chairman of the Board and 4 independent non-executive directors. The independent non-executive directors represent over two-third of the committee members. The Committee is chaired by Mr. Wang Mingquan, the Chairman of the Board. 4 Remuneration Committee meetings were held during the year with an average attendance rate of 90%. Individual attendance records of the relevant directors in 2006 are set out in the table at the last part of this report. The committee's terms of reference can be obtained from the Company Secretary and are displayed on the Group's website, www.everbright165.com.hk.

Strategy Committee

As the importance of the Company's mid to long term business strategic planning and business layout, the Board decided to set up a new Board Committee, Strategy Committee in August 2006. The committee is responsible for developing study of the mid to long term strategy and the business layout of the Group and making suggestions to the Board. There is a working team under the committee in supporting for the counseling services in the aspects of development history of the Group, market direction and update rules and regulations. Strategy Committee currently has 6 members comprising 3 executive directors and 3 independent non-executive directors. The independent non-executive directors represent half of the committee members. The committee is chaired by Mr. Seto Gin Chung, John, an independent non-executive director who has extensive experience in the financial services sector. 2 Strategy Committee meetings were held during the year with an average attendance rate of 92%. Individual attendance records of the relevant members in 2006 are set out in the table at the last part of this report.

BOARD EVALUATION

The Board and Board Committees shall conduct self-assessment review of their own effectiveness at least once a year, and review and amend as appropriate, their mandates and working rules according to the outcome of these self-assessment.

董事會組成 (續)

薪酬委員會 (續)

薪酬委員會現時成員共5名，由董事會主席及4名獨立非執行董事組成。獨立非執行董事佔委員會成員的超過三分之二，委員會主席由董事會主席王明權先生擔任。薪酬委員會於本年度內共召開4次會議，平均出席率達90%。於二零零六年，各位委員會成員的出席率詳列於後頁的出席表內。委員會之職權範圍可向公司秘書索取及已刊載於本集團網頁www.everbright165.com.hk。

戰略委員會

鑒於本集團的業務規劃及中長期業務發展戰略的重要性，董事會於二零零六年八月決定成立戰略委員會。負責研究本公司的長期發展戰略、規劃，向董事會建議本集團的中長期業務發展戰略。戰略委員會下設工作小組，負責就本公司的發展變化、市場趨勢、最新的法律規定向委員會提供諮詢服務，並根據委員會會議的需要搜集和提供有關的資料。戰略委員會現時成員共6名，由3名執行董事及3名獨立非執行董事組成，獨立非執行董事佔委員會成員的二分之一，委員會主席由具有豐富金融業經驗的獨立非執行董事司徒振中先生擔任。戰略委員會於二零零六年內共召開2次會議，平均出席率達92%。於二零零六年，各位委員會成員的出席率詳列於後頁的出席表內。

董事會評估

董事會及董事會下屬委員會每年將至少進行一次對其工作有效性的自我評估，亦將根據評估結果，適時重檢及修定其職責約章和工作規則。

CORPORATE GOVERNANCE

企業管治

DIRECTORS' SECURITIES TRANSACTIONS

The Company has devised special rules governing securities dealing of directors in the "Employee Dealing Manual" which is no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 of the Listing Rules. Having made specific enquiry of all directors, the directors confirmed that they have complied with the required standard set out in the said manual and the Model Code throughout the year of 2006.

EXTERNAL AUDITORS

Pursuant to delegated responsibility by the Board, the Audit and Risk Management Committee reviewed and monitored and was satisfied with the independence and objectivity of KPMG, the Group's external auditors, and the effectiveness of their audit procedures. Upon the recommendation of the Audit and Risk Management Committee, the Board will propose that KPMG be re-appointed as auditors of the Group at the Company's 2007 annual general meeting. Subject to authorisation by the shareholders, the Board will authorise the Audit and Risk Management Committee to determine the remuneration of KPMG.

For 2006, the total fee charged by KPMG was approximately HK\$1,637,000 include non-audit service fee of HK\$241,000 for review of interim financial statements. For 2005, the fee charged by KPMG was HK\$1,259,000. The increase was mainly due to change in scope of work, the Group's expansion in operation and the increase in the cost of human resources of audit firm. With the Board's authorisation, the Audit and Risk Management Committee deliberated and approved the fee of HK\$1,350,000, for audit services provided by KPMG in 2006.

INTERNAL CONTROL

The Board has the responsibility to ensure that the Group maintains sound and effective internal controls to safeguard the Group's assets. The internal control system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss; to manage rather than completely eliminate the risk of system failure; and to assist in the achievement of the Group's objectives. In addition to safeguarding the Group's assets, it also ensures the maintenance of proper accounting records and compliance with relevant laws and regulations.

董事的證券交易

本公司在《僱員交易手冊》中已就董事之證券交易作出特別規定。該內部守則的條款比《上市規則》附錄十《上市公司董事證券交易的標準守則》中的強制性標準更為嚴格。經就此事專門徵詢所有董事，彼等均已確認其於二零零六年度內嚴格遵守了前述內部守則及標準守則有關條款的規定。

外部核數師

根據董事會授權，審核及風險管理委員會已對本集團外部審計師畢馬威會計師事務所的獨立性、客觀性及其審計程式的有效性作出檢討及監察，並滿意有關檢討的結果。根據審核及風險管理委員會的建議，董事會將向股東建議於二零零七年度股東週年大會上重新委任畢馬威會計師事務所為本集團審計師；倘獲股東授權，董事會將授權審核及風險管理委員會釐定畢馬威會計師事務所的酬金。

於二零零六年度，本集團須向畢馬威會計師事務所支付的費用合共約港幣1,637,000元，其中包括審閱中期財務報表之非核數服務費港幣241,000元。對比二零零五年度，畢馬威會計師事務所所收取的費用合共港幣1,259,000元，上升的主要原因是工作範圍之改變、本集團之業務增長及會計師事務所人力資源成本上升。審核及風險管理委員會根據董事會的授權審議及通過港幣1,350,000元為二零零六年度審計服務費用。

內部監控

董事會有責任維持本集團的內部監控系統穩健妥善而且有效，以保障本集團的資產。內部監控系統旨在提供合理（而非絕對）的保證，以防出現嚴重錯漏或損失的情況，並管理（而非完全杜絕）運作系統故障的風險，以及協助達成本集團的目標。除保障本公司資產安全外，亦確保妥善的會計紀錄及遵守有關法例及規定。

CORPORATE GOVERNANCE

企業管治

INTERNAL CONTROL (continued)

The Group conducts an annual review of the effectiveness of its internal control systems covering all material controls, including financial, operational and compliance controls as well as risk management. The review is conducted by making reference to the guidelines and definitions given by the regulatory and professional bodies for the purpose of assessing five different internal control elements, namely, the control environment, risk assessment, control activities, information and communication, and monitoring. The assessment covers all the major internal controls and measures, including financial, operational and compliance controls as well as risk management functions. The annual review is coordinated by the Group's Internal Audit, which, after the Management and various business departments have performed their self-assessment, carries out independent examination and other post-assessment work on the review process and results. The results of the 2006 review had been reported to the Audit Committee and the Board.

The Audit and Risk Management Committee and the Board considered that the key areas of the Group's internal control systems are reasonably implemented and are able to prevent material misstatements or losses, safeguard the Group's assets, maintain appropriate accounting records, ensure compliance with applicable laws and regulations, as well as fulfill the requirements of the Code regarding internal control systems in general.

In addition, the key procedures that the Group has established and implemented to provide internal controls are summarised as follows:

- Management has established an organisational structure, with appropriate delegation of authority and responsibility. The Group has established written policies and procedures to define the functionality for all the operating units, ensure reasonable safeguard of the Group's assets, implementation of internal controls and adherence to relevant laws and regulations and risk management in its operations.
- The Management draws up and continuously monitors the implementation of the Group's strategies, business plans and financial budgets. The accounting and management systems that are in place provide the basis for evaluating financial and operational performance.

內部監控(續)

本集團每年均對內部監控系統進行檢討，有關檢討工作是以監管機構及專業團體的指引、定義為基礎，根據內部監控環境、風險識別、監控措施、資訊與交流及監控機制的五項內部監控元素進行評估，涵蓋所有重要的監控及措施，包括財務、運作及合規、及風險管理功能。有關檢討由本集團內審部統籌，透過管理層及業務部門的自我評估，內審部對檢討過程及結果進行獨立的檢查及後評價工作。有關二零零六年度的檢討結果已向每次的審核及風險管理委員會及董事會的定期會議上匯報。

審核及風險管理委員會及董事會認為本集團的內部監控系統能合理地落實各項重大方面的監控措施，防止嚴重錯漏或損失的發生，保障本集團資產的安全、會計紀錄的基本完善及法規的遵循，整體上基本符合《守則》中對內部監控系統的要求。

此外，本集團已基本建立且落實執行各項監控程式及措施，主要包括：

- 管理層建立了相應的組織架構和各級人員的職、權、責，制定書面的政策和程式，對各部門建立了相互牽制的職能分工，合理地保障本集團的各項資產安全及內部監控措施的執行，並能在合法、合規及風險控制方面有效經營及運作。
- 管理層制定並持續監察本集團的發展策略、業務計劃及財務預算的執行情況，並已設置了會計管理制度，提供衡量財務及營運表現的基礎。

CORPORATE GOVERNANCE

企業管治

INTERNAL CONTROL (continued)

- The Group has various risk management and human resources policies. There are specific units and personnel that are responsible for identifying, assessing and managing all the major risks. These include reputation, strategic, legal, compliance, credit, market, operation, liquidity and interest rate risks.
- The Risk Management Committee, a committee under the Management Committee responsible to discharge the core responsibility of the internal control function of the Group. Members of Risk committee comprises various heads of business units and the risk compliance department. The committee is responsible to making suggestion to the management and assist the management to define and assess the key risk exposures of the Group's core business and conduct the co-ordination thereon, in addition, to define, assess and record the risk structure of the Group and make sure the relevant business units aware of such issues. The Risk Management Committee is chaired by an Assistant General Manager of the Group, and will report to Management Committee periodically. The Risk Management Committee also submits risk evaluation semi-annual report of the Company to Audit and Risk Management Committee for their review.
- The Group's internal audit department conducts independent reviews on areas including financial activities, various business units, various kinds of risks, operations and activities. Audit reports are submitted directly to the Audit and Risk Management Committee. The internal audit department will closely follow up the items that require attention and put forward recommendations for improvement.
- The Audit and Risk Management Committee reviews the reports submitted by external auditors to the Group's Management in connection with the annual audit as well as the recommendations made by regulatory bodies on internal control. Internal audit department will follow up the same on a continuous basis to ensure timely implementation of the recommendations, and will also periodically report the status of the implementation to the Management and the Audit and Risk Management Committee.

內部監控(續)

- 本集團制定了相應的風險管理政策及人力資源管理政策，對各重大風險類別均設既定單位和人員承擔職責及處理程式，在風險的識別、評估及管理範疇，包括信譽、策略、法律、合規、信貸、市場、業務操作、流動性、利率等，均發揮了應有的監控功能。
- 本集團大部分風險管理工作是由管理委員會下設之風險管理委員會負責，成員由各業務單位主管及風險監控部門組成，負責向管理層提供意見及協助管理層識別及評估本集團業務上面對之主要風險並發揮協調作用；並且評估、識別及紀錄本集團之風險結構，以及確保業務部門關注業務上的重要問題。主席由一名助理總經理擔任，並會定期向管理委員會匯報。風險管理委員會就本集團風險評估報告書需每半年交由審核及風險管理委員會及董事會審閱。
- 本集團的內審部採用風險為本的評估方法，對財務範疇、各業務領域、各風險類別、職能運作及活動進行獨立的檢查，並直接向審核及風險管理委員會提交報告，對須關注的事項及需改善的方面作持續跟進。
- 審核及風險管理委員會審閱外部審計師在年度審計中致本集團管理層的報告以及監管機構提出的內部監控建議，並由內審部及其他負責監察的相關部門持續跟進以確保本集團有計劃地實施有關建議，並定期向管理層及審核及風險管理委員會報告建議的落實情況。

CORPORATE GOVERNANCE

企業管治

COMMUNICATION WITH SHAREHOLDERS AND SHAREHOLDERS' RIGHTS

The Board attaches a high degree of importance to continuous communication with shareholders, especially the direct dialogue with them at the Company's annual general meetings. Shareholders are therefore encouraged to actively participate at such meetings.

The Chairman of the Board, the Executive Committee, Nomination Committee and Remuneration Committee as well as members of the Audit Committee and representatives of KPMG were present at the Company's 2006 annual general meeting held on 26 May 2006 at the Hong Kong Ritz Carlton Hotel to respond to questions and comments raised by shareholders.

The Company has also provided additional information on the 2006 annual general meeting in a circular to shareholders. This includes background information to the proposed resolutions, information on the retiring and reelecting directors in order to let all the shareholders to have knowledge of their rights and conduct the voting with sufficient information.

DIRECTORS' RESPONSIBILITY IN RESPECT OF FINANCIAL STATEMENTS

The following statement should be read in conjunction with the Auditors' statement of their responsibilities as set out in the auditors' report contained in the Annual Report 2006 of the Company. The statement is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditors in relation to the financial statements.

The directors are required by the Hong Kong Companies Ordinance to prepare financial statements, which give a true and fair view of the state of affairs of the Company. The financial statements should be prepared on a going concern basis unless it is not appropriate to do so. The directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the financial statements comply with the requirements of the Hong Kong Companies Ordinance. The directors also have general responsibilities for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

與股東溝通及股東權利

董事會高度重視與股東持續保持對話，尤其是藉著股東週年大會與股東直接溝通及鼓勵他們的參與。

董事會主席、執行委員會主席、提名委員會主席、薪酬委員會主席、審核委員會成員及畢馬威會計師事務所の代表均出席了本公司於二零零六年五月二十六日於香港麗嘉酒店舉行的二零零六年度股東週年大會，以回應股東於會上提出的查詢。

此外，本公司亦於致股東通函中向股東提供關於二零零六年度股東週年大會的詳盡資料，包括擬在股東週年大會上通過的決議案的說明、退任及膺選連任董事的資料，以便股東對其在股東週年大會上的權利有進一步的瞭解，及能夠在掌握足夠及必須的資料的情況下作出決定。

董事會就財務報表所承擔的責任

以下聲明應與本公司二零零六年年報中核數師報告內的審計師責任聲明一併閱讀。該聲明旨在區別董事及核數師在財務報表方面的責任。

董事須按香港《公司條例》規定編製真實兼公平之財務報表。除非並不適宜假設本公司及本集團將繼續其業務，否則財務報表必須以持續經營基準編製。董事有責任確保本公司存置的會計記錄，可合理準確披露本公司財務狀況以及可確保所編製的財務報表符合香港《公司條例》的規定。董事亦有責任採取合理可行的步驟，以保護本集團資產，並且防止及揭發欺詐及其他不正常情況。

CORPORATE GOVERNANCE

企業管治

DIRECTORS' RESPONSIBILITY STATEMENT IN RELATION TO FINANCIAL STATEMENTS (continued)

The directors consider that in preparing the financial statements in its Annual Report 2006, the Company has adopted appropriate accounting policies which have been consistently applied with the support of reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

THE ROLES OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board believes independent non-executive directors play an important role in corporate governance. The help to provide the necessary check and balance to ensure that the Group operates in a safe and sound manner and that its interests are protected. Independent non-executive directors can also assist by bringing in outside experience and providing objective judgment. They are particularly useful in a monitoring role. The Board considers all its independent non-executive directors to be independent in character and judgment and has received written confirmation from the independent non-executive directors of their independence pursuant to the requirement of Rule 3.13 of the Listing Rules.

To determine the independency of the independent non-executive directors, the Nomination Committee is responsible to evaluate the independence of the existing independent non-executive directors as well as the candidates of independent non-executive directors.

THE COMPANY SECRETARY

The Company Secretary is responsible for advising the Board on all governance matters. The directors have access to the advice and services of the Company Secretary. The Company Secretary is undertaken by a person with relevant professional qualification. The Company's Articles of Association and the schedule of matters reserved to the Board for decision provide that the appointment and removal of the Company Secretary is a matter for the full Board.

Hong Kong, 29 March 2007

董事會對財務報告書的責任聲明 (續)

董事認為於編製載於二零零六年年報內的財務報表時，本公司已採用合適的會計政策並貫徹使用，且具有合理及審慎的判斷及估計支持，並已遵守所有適用的會計標準。

獨立非執行董事的角色

董事會認為獨立非執行董事在公司治理中發揮著重要的作用。其有助於提供必要的制衡，確保本集團在安全及恰當的狀態下運行，同時使各方利益得到保護。獨立非執行董事不但有助於引入外部經驗，並可同時提供客觀判斷。獨立非執行董事在發揮監控作用方面作用顯著。董事會認為所有獨立非執行董事於品格及判斷力上均具獨立性。董事會亦已接獲各獨立非執行董事就根據上市規則第3.13條之要求確認其獨立性之確認函。

為確保有關獨立董事的獨立性，本董事會下屬提名委員會負責對獨立董事候選人或在任獨立非執行董事進行獨立性評價。

公司秘書

公司秘書負責向董事會就所有公司治理事宜提供意見。董事均可取得公司秘書的意見及享用其所提供的服務。本公司的公司秘書由具備專業資格的人士擔任，本公司組織章程細則及於董事會審批事項中公司秘書的任免需要經由董事會以開會形式通過。

香港，二零零七年三月二十九日

CORPORATE GOVERNANCE

企業管治

ATTENDANCE

The attendance of the directors and members at board meetings and various committee meetings is set out below:

出席率

各董事出席董事會及各委員會的情況如下列：

Directors/members 董事／委員	Board Meeting 董事會會議	Executive Committee Meeting 執行委員會會議	Nomination Committee Meeting 提名委員會會議	Audit & Risk Management Committee Meeting 審核及風險管理委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Management Committee Meeting 管理委員會會議
<i>Executive Directors</i> 執行董事						
Wang Ming Quan 王明權	6/6	2/2	3/3	**	4/4	**
Guo You 郭友	6/6	0/1	**	**	**	**
Zhou Liqun 周立群	6/6	2/2	3/3	**	2/2	17/17
He Ling 賀玲	6/6	2/2	**	**	**	16/17
Chen Shuang 陳爽	6/6	2/2	**	**	**	14/17
Xu Haoming 徐浩明	5/6	1/1	**	**	**	**
<i>Independent Non-executive Directors</i> 獨立非執行董事						
Ng Ming Wah, Charles 吳明華	5/6	**	**	5/5	3/4	**
Seto Gin Chung, John 司徒振中	6/6	**	3/3	5/5	4/4	**
Lin Zhijun 林志軍	6/6	**	3/3	5/5	2/2	**
Tung Wai, David 董偉 (retired on 26 May 2006) (二零零六年五月二十六日退任)	1/2	**	**	1/2	2/3	**
Tung Iring 董愛菱 (appointed on 18 July 2006) (二零零六年七月十八日獲委任)	4/4	**	**	1/1	0/1	**

** N/A 不適用

Mr. Guo You and Mr. Xu Haoming were appointed as members of the Executive Committee on 23 March 2006.

郭友先生及徐浩明先生於二零零六年三月二十三日獲委任為執行委員會成員。

Dr. Lin Zhijun was appointed as a member of the Remuneration Committee on 23 March 2006.

林志軍博士於二零零六年三月二十三日獲委任為薪酬委員會成員。

Madam Tung Iring was appointed as a member of the Audit and Risk Management Committee and a member of the Remuneration Committee on 14 September 2006.

董愛菱女士於二零零六年九月十四日獲委任為審核及風險管理委員會成員、薪酬委員會成員。

Dr. Zhou Liqun resigned as a member of the Remuneration Committee on 23 March 2006.

周立群博士於二零零六年三月二十三日辭任薪酬委員會成員。

Mr. Tung Wai, David retired as a member of the Audit and Risk Management Committees, a member of the Nomination Committee and a member of Remuneration Committee on 26 May 2006.

董偉先生於二零零六年五月二十六日退任審核及風險管理委員會、提名委員會及薪酬委員會成員。