

CORPORATE GOVERNANCE REPORT 企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company treasure the shareholders' confidence and trust in the ability and vision of the management team and have pledged to maintain an open and responsive attitude in shareholders' communications that are on par with other leading corporations in the industry. The Board has been adamant in upholding best practice in corporate governance to ensure the timeliness, transparency and fairness of disclosure to maximize the Group's corporate values and will continue to enhance its disclosure practices to display an exemplar corporate governance practice.

It is the Board's belief that a sound corporate governance system has been and will remain as an instrumental element to the healthy growth of the Group.

Compliance with the CG Code

The Company has complied with the Code on Corporate Governance Practices (the "CG Code") and the rules on the Corporate Governance Report (the "CG Rules") as set out respectively in Appendices 14 and 23 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") from the date of listing of its shares on the Stock Exchange on 10 October 2006 to 31 December 2006, except for code provision A.4.2 with respect to the election by shareholders of all directors appointed to fill a casual vacancy at the first general meeting after their appointment, as explained in paragraph A.4.2 below.

企業管治常規

本公司董事會及管理層重視股東對管理團隊能力及遠見所持有的信心及信任，並承諾在與股東溝通方面維持與業內其他主要公司一致的開放且回應積極的做法。董事會一直堅定不移地維持最佳企業管治常規，以確保披露的及時性、透明度及公平性，從而使本集團的企業價值最大化。本集團將繼續提升其披露常規，以顯示其企業管治常規的規範性。

董事會相信，健全的企業管治體系一直並將持續有助於本集團的健康發展。

遵守企業管治常規守則

本公司自其股份於二零零六年十月十日在聯交所上市之日起至二零零六年十二月三十一日止期間內，一直遵守分別載於香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14及附錄23的企業管治常規守則（「企業管治常規守則」）及企業管治報告規則（「企業管治報告規則」），惟與股東於為填補臨時空缺而獲委任的董事獲委任後的首次股東大會上進行的選舉有關的第A.4.2條守則條文則除外，有關詳情載於下文第A.4.2段。

Compliance with the CG Code (Continued)

The following outlines how the Company has adopted and complied with the CG Code and the CG Rules to achieve good corporate governance.

A DIRECTORS**A.1 The Board**

Principle of Good Governance: The Board should assume responsibility for leadership and control of the Company and be collectively responsible for promoting the success of the Company. The directors should take decisions objectively in the interests of the Company.

遵守企業管治常規守則 (續)

下表概述本公司如何採納及遵守企業管治常規守則及企業管治報告規則以達致良好企業管治的詳情。

A 董事**A.1 董事會**

良好管治原則：董事會應承擔領導及控制本公司的責任，並集體負責促進本公司取得成功。董事應在符合本公司利益的前提下作出客觀決定。

Code Provisions 守則條文	Compliance ? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情														
A.1.1																
Board meetings should be held at least four times a year. 董事會會議應至少每年舉行四次。	✓	<p>The Board held four meetings in 2006 (one prior to the appointment of the independent non-executive directors) and has held one meeting in 2007 to date. Individual attendance of each director on a named basis is set out below: 董事會於二零零六年舉行四次會議(其中一次是在委任獨立非執行董事前舉行)，並已於二零零七年截至目前為止舉行了一次會議。每位董事按記名方式記載的個人與會情況載列如下：</p> <p><i>Executive directors: 執行董事:</i></p> <table border="0"> <tr> <td>Mr. WANG Weixian (Note 1) 王偉賢先生(附註1)</td> <td style="text-align: right;">4/5</td> </tr> <tr> <td>Mr. TSE Sai Tung, Stones (Note 1) 謝世東先生(附註1)</td> <td style="text-align: right;">5/5</td> </tr> <tr> <td>Mr. LAI Kin, Jerome (Note 1) 黎健先生(附註1)</td> <td style="text-align: right;">5/5</td> </tr> </table> <p><i>Independent non-executive directors: 獨立非執行董事:</i></p> <table border="0"> <tr> <td>Mr. CHEONG Ying Chew, Henry (Note 2) 張英潮先生(附註2)</td> <td style="text-align: right;">1/4</td> </tr> <tr> <td>Mr. FONG Wo, Felix, JP (Note 2) 方和太平紳士(附註2)</td> <td style="text-align: right;">2/4</td> </tr> <tr> <td>Mr. JIANG Simon X. (Note 2) 蔣小明先生(附註2)</td> <td style="text-align: right;">1/4</td> </tr> <tr> <td>Mr. KWAN Kai Cheong (Note 2) 關啟昌先生(附註2)</td> <td style="text-align: right;">1/4</td> </tr> </table> <p><i>Notes: 附註:</i></p> <ol style="list-style-type: none"> Appointed on 13 April 2006 於二零零六年四月十三日獲委任 Appointed on 19 September 2006 於二零零六年九月十九日獲委任 The Company was incorporated on 13 April 2006 本公司於二零零六年四月十三日註冊成立 	Mr. WANG Weixian (Note 1) 王偉賢先生(附註1)	4/5	Mr. TSE Sai Tung, Stones (Note 1) 謝世東先生(附註1)	5/5	Mr. LAI Kin, Jerome (Note 1) 黎健先生(附註1)	5/5	Mr. CHEONG Ying Chew, Henry (Note 2) 張英潮先生(附註2)	1/4	Mr. FONG Wo, Felix, JP (Note 2) 方和太平紳士(附註2)	2/4	Mr. JIANG Simon X. (Note 2) 蔣小明先生(附註2)	1/4	Mr. KWAN Kai Cheong (Note 2) 關啟昌先生(附註2)	1/4
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A DIRECTORS (Continued)**A.1 The Board (Continued)****A 董事 (續)****A.1 董事會 (續)**

Code Provisions 守則條文	Compliance ? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>A.1.2</p> <p>All directors should be given opportunity to include matters in the agenda for regular board meetings. 所有董事應均有機會提出商討事項列入常規董事會會議議程。</p>	✓	<p>All directors are invited to include matters in the agenda for regular Board meetings. 所有董事均獲邀請提出商討事項列入常規董事會會議議程。</p>
<p>A.1.3</p> <p>Notice of at least 14 days should be given of a regular board meeting. 舉行常規董事會會議須至少提前14天發出通知。</p>	✓	<p>The Company generally gives 14 days prior written notice of a regular Board meeting and reasonable prior notice for all other Board meetings. 本公司舉行常規董事會會議一般會提前14天發出書面通知，而舉行所有其他董事會會議亦會提前在合理時間發出通知。</p>
<p>A.1.4</p> <p>All directors should have access to the advice and services of the Company Secretary. 所有董事應均可獲得公司秘書的意見及服務。</p>	✓	<p>All directors have access to the advice and services of the Company Secretary with a view to ensuring that Board procedures and all applicable rules and regulations are complied with. 所有董事應均可獲得公司秘書的意見及服務，以確保董事會程序及所有適用規則及規例均獲遵守。</p>
<p>A.1.5</p> <p>Minutes of board meetings and meetings of board committees should be kept by a duly appointed secretary of the meeting and such minutes should be open for inspection. 董事會會議及董事會委員會會議的紀錄應由會議正式委任的秘書保存，且該等會議紀錄應可供公開查閱。</p>	✓	<p>The minutes are kept by the Company's legal advisers and they are open for inspection by the directors and the members of the Board committees. 會議紀錄由本公司法律顧問保存，且該等會議紀錄可供董事及董事會委員會的成員查閱。</p>

A DIRECTORS (Continued)**A.1 The Board (Continued)****A 董事 (續)****A.1 董事會 (續)**

Code Provisions 守則條文	Compliance ? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>A.1.6</p> <p>Minutes should record in sufficient detail the matters considered by the board and decisions reached. Draft and final versions of minutes should be sent to all directors for their comment and records within a reasonable time after the meeting.</p> <p>會議紀錄應詳細記錄下董事會所考慮事項及所達致決定的詳情。會議紀錄的初稿及終稿應在會議結束後的合理時間內寄發予所有董事，以供彼等發表意見及作出記錄。</p>	✓	<p>The secretary of the meeting is responsible for taking the minutes which record in sufficient all the matters considered and the decisions reached in the Board meeting are recorded in sufficient detail. The draft minutes are sent to the directors for comment within a reasonable time after each meeting and the final versions are sent to all directors for their records.</p> <p>大會秘書負責作出會議紀錄，會議紀錄應詳細記錄下在董事會會議上所考慮事項及所達致決定的詳情。會議紀錄的初稿在每次會議結束後的合理時間內寄發予所有董事，以供彼等作出記錄。</p>
<p>A.1.7</p> <p>There should be a procedure agreed by the board to enable the directors to seek independent professional advice, at the Company's expense, to assist them to discharge their duties.</p> <p>本公司應制定一項由董事會商定的程序，讓董事能尋求獨立專業意見，以協助彼等履行其職責，費用由本公司支付。</p>	✓	<p>All the directors have recourse to independent professional advice at the Company's expense.</p> <p>所有董事均可尋求獨立專業意見，費用由本公司支付。</p>

A DIRECTORS (Continued)**A.1 The Board** (Continued)**A 董事** (續)**A.1 董事會** (續)

Code Provisions 守則條文	Compliance ? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>A.1.8</p> <p>If a substantial shareholder or a director has a conflict of interest in a matter which the board has determined to be material, a board meeting should be held (and not by way of circulation or by a committee). Independent non-executive directors who, and whose associates, have no material interest in the transaction should be present at such board meeting.</p> <p>倘主要股東或董事於董事會已釐定屬重大的事項中存在利益衝突，則應舉行董事會會議（而不是透過傳話方式由委員會解決）。並無於交易中擁有任何重大權益的獨立非執行董事及其聯繫人均應出席有關董事會會議。</p>	✓	<p>The voting and quorum requirements specified in the Company's Articles of Association (the "Articles") conform with the Code's requirements.</p> <p>本公司章程細則（「細則」）所載列的投票權及法定人數規定均符合守則的規定。</p>

A DIRECTORS (Continued)**A.2 Chairman and Chief Executive Officer**

Principle of Good Governance: There should be a clear division of responsibilities at the Board level — the management of the Board and the day-to-day management of the business — to ensure a balance of power and authority.

A 董事 (續)**A.2 主席及行政總裁**

良好管治原則：董事會級別的责任（即董事會的管理及業務的日常管理）應清楚區分開來，以確保權力與授權間的均衡。

Code Provisions 守則條文	Compliance ? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>A.2.1</p> <p>The roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between them should be clearly established and set out in writing. 主席與行政總裁的角色應有區分，不應由一人同時兼任。彼等之間職責的劃分應清楚界定並以書面列載。</p>	✓	<p>Mr. WANG Weixian is the Chairman who is responsible for the overall investment and business development strategies of the Group. Mr. TSE Sai Tung, Stones is the Chief Executive Officer who is responsible for the Group's business operations and execution of the Group's long term business development policies. 王偉賢先生為主席，負責本集團的整體業務投資及發展策略。謝世東先生為行政總裁，負責本集團業務營運，並負責執行本集團的長期業務發展政策。</p>
<p>A.2.2</p> <p>The Chairman should ensure all directors are properly briefed on issues arising at board meetings. 主席應確保所有董事均完全知悉於董事會會議上所提出的事宜。</p>	✓	<p>The Chairman has a clear responsibility to provide the whole Board with all the information that is required for the discharge of the Board's responsibilities. 主席的明確職責是須向董事會全體成員提供所有與履行董事會職責有關的資料。</p>
<p>A.2.3</p> <p>The Chairman should ensure that the directors receive adequate information, which must be complete and reliable, in a timely manner. 主席應確保董事及時收到充足資料，有關資料須完整及可靠。</p>	✓	<p>The Chairman has been continually improving the quality and timeliness of the dissemination of information to directors. 主席一直持續改善向董事寄發資料的質素及時間性。</p>

A DIRECTORS (Continued)**A.3 Board Composition**

Principle of Good Governance: The Board should have a balance of skills and experience appropriate for the requirements of the business of the Company. The Board should include a balanced composition of executive and non-executive directors (including independent non-executive directors) so that it can effectively exercise independent judgement.

A 董事（續）**A.3 董事會的組成**

良好管治原則：董事會應具備與本公司的業務規定相適用的均衡技巧及經驗。董事會中執行董事與非執行董事（包括獨立非執行董事）的人數組成比例應保持均衡，這樣董事會方能有效地作出獨立判斷。

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
The independent non-executive directors should be expressly identified as such in all corporate communications. 所有公司通訊中，應明確說明獨立非執行董事的身份。	✓	The composition of the Board, by category of the directors, including names of Chairman, executive directors and independent non-executive directors, is disclosed in all corporate communications. 按董事（包括主席、執行董事及獨立非執行董事的姓名）分類的董事會組成於所有公司通訊中進行披露。

A.4 Appointment, Re-election and Removal

Principle of Good Governance: There should be a formal, considered and transparent procedure for the appointment of new directors. There should be plans in place for orderly succession for appointments to the Board. All directors should be subject to re-election at regular intervals.

A.4 委任、重選及罷免

良好管治原則：本公司應制訂正式、經審慎考慮且具透明度的新董事委任程序。董事會應制定計劃，以按循序先後委任替任董事。所有董事均應按定期時間間隔接受重新選舉。

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
A.4.1 Non-executive directors should be appointed for a specific term, subject to re-election. 非執行董事應有特定任期，並須接受重新選舉。	✓	The term of appointment of the independent non-executive directors is one year renewable by mutual agreement on an annual basis. 獨立非執行董事的任期為一年，可每年按雙方協議進行續約。 Under the Company's Articles, one-third of all directors (whether executive or non-executive) is subject to retirement by rotation and re-election at each annual general meeting provided that every director shall be subject to retirement at least once every three years. 根據本公司細則，全體董事的三分之一（不論為執行董事還是為非執行董事）須於每屆股東週年大會上輪值告退並接受重新選舉，惟每名董事至少須每三年輪值告退一次。

A DIRECTORS (Continued)**A.4 Appointment, Re-election and Removal** (Continued)**A 董事** (續)**A.4 委任、重選及罷免** (續)

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>A.4.2</p> <p>All directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment.</p> <p>所有為填補臨時空缺而獲委任的董事應在彼等獲委任後的首屆股東大會上接受股東的選舉。</p>	<p>Deviation explained 已作出說明的偏離事項</p>	<p>The Company's Articles provide that any director so appointed by the Board to fill a casual vacancy shall hold office until the next following annual general meeting and shall be eligible for re-election at that meeting.</p> <p>本公司細則規定，為填補臨時空缺而獲董事會委任的任何董事將任職至下屆股東週年大會結束為止，並須合乎資格方可於大會上接受重新選舉。</p> <p>Such arrangement is considered appropriate in light of the requirement of paragraph 4(2) of Appendix 3 to the Listing Rules which requires that any person appointed by the directors to fill a casual vacancy shall hold office only until the next following annual general meeting and shall then be eligible for re-election.</p> <p>根據上市規則附錄三第4(2)段的規定，該段規定，為填補臨時空缺而獲董事委任的任何人士將僅任職至下屆股東週年大會結束為止，並須合乎資格方可接受重新選舉，該項安排被視為適當。</p>
<p>Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.</p> <p>每名董事（包括該等有特定任期的董事）應至少每三年輪值告退一次。</p>		<p>Under the Company's Articles, one-third of all directors (whether executive or non-executive) is subject to retirement by rotation and re-election at each annual general meeting provided that every director shall be subject to retirement at least once every three years.</p> <p>根據本公司細則，全體董事的三分之一（不論為執行董事還是為非執行董事）須於每屆股東週年大會上輪值告退並接受重新選舉，惟每名董事至少須每三年輪值告退一次。</p>

A DIRECTORS (Continued)**A.5** (Continued)**A 董事** (續)**A.5** (續)

Code Provisions 守則條文	Compliance ? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>A.5.1</p> <p>Every newly appointed director should receive a comprehensive, formal and tailored induction, on the first occasion of his appointment, and subsequently such briefing and professional development as is necessary, to ensure that he has a proper understanding of the operations and business of the Company and that he is fully aware of his responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the Company.</p> <p>每名新委任的董事均會在首次接受委任時獲得全面、正式及特為其而制定的就任須知，其後亦會獲得所需的介紹及專業培訓，以確保其對本公司的運作及業務均有適當的理解，以及充分知悉其本身根據法規及普通法、上市規則、適用法例規定及其他監管規定以及本公司業務及管治政策所須承擔的職責。</p>	✓	<p>On appointment, new directors will be briefed by the Chairman and senior executives on the Group's corporate goals and objectives, activities and business, strategic plans and financial situations. They will also be provided with orientation materials package including induction of the duties and responsibilities of directors of a listed company.</p> <p>主席及高級行政人員將於新委任的董事獲委任時向彼等簡要講述本集團的企業目標及目的、活動及業務、策略性計劃及財務狀況。彼等亦將獲提供一套介紹資料（包括上市公司董事的職責及責任須知）。</p> <p>The Company aims at keeping all directors updated on the Listing Rules, statutory and regulatory requirements.</p> <p>本公司旨在讓所有董事知悉最新的上市規則、法定及監管規定。</p>

A DIRECTORS (Continued)
A.5 (Continued)

A 董事 (續)
A.5 (續)

Code Provisions 守則條文	Compliance ? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>A.5.2</p> <p>The functions of non-executive directors should at least include: 非執行董事的職能應至少包括:</p> <p>(a) to bring an independent judgement at board meetings; 於董事會會議上提供獨立判斷;</p> <p>(b) to take the lead where potential conflicts of interests arise; 於出現潛在利益衝突的事項發揮牽頭引導作用;</p> <p>(c) to serve on board committees, if invited; and 應邀出任董事會委員會的成員; 及</p> <p>(d) to scrutinise the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance. 仔細審閱本公司的表現是否達致既定企業目標及目的, 並監察表現的匯報情況。</p>	<p>✓</p>	<p>All independent non-executive directors serve on the audit and remuneration committees of the Company. 所有獨立非執行董事均出任本公司審核委員會及薪酬委員會成員。</p> <p>All independent non-executive directors are invited to participate in Board meetings so that independent judgement can be brought at such meetings. 所有獨立非執行董事均獲邀參加董事會會議, 以獲得彼等在該等會議上所提供的獨立判斷。</p>

A DIRECTORS (Continued)**A.5** (Continued)**A 董事** (續)**A.5** (續)

Code Provisions 守則條文	Compliance ? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>A.5.3</p> <p>Every director should ensure that he can give sufficient time and attention to the affairs of the Company. 每名董事應確保其有充足的時間密切關注本公司的事務。</p>	✓	<p>All the directors have given prompt attention to the affairs of the Company. 所有董事均已即時關注本公司的事務。</p>
<p>A.5.4</p> <p>All directors must comply with their obligations under the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules. 所有董事須遵守彼等根據上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）所須承擔的責任。</p>	✓	<p>The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules regarding directors' dealing in securities. 本公司已採納上市規則附錄十所載有關董事買賣證券的標準守則。</p> <p>All the directors complied with the required standard set out in the Model Code. 所有董事均遵守了標準守則所載的所需準則。</p>

A DIRECTORS (Continued)**A.6 Supply of and Access to Information**

Principle of Good Governance: The directors should be provided in a timely manner with appropriate information in such form and of such quality as will enable them to make an informed decision and to discharge their duties and responsibilities.

A 董事 (續)**A.6 資料的提供及使用**

良好管治原則: 董事應及時獲提供適當的資料, 有關資料的形式及質素將能讓彼等作出知情的決定並能履行彼等的職責及責任。

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>A.6.1</p> <p>An agenda and accompanying board papers should be sent to all directors at least 3 days before the intended date of a meeting. 會議議程及隨附的董事會文件應至少在會議既定舉行日期前三天寄發予所有董事。</p>	✓	<p>An agenda and the relevant paper and materials are usually sent to the directors at least 3 days before the meeting. 會議議程及相關文件及材料一般至少在會議舉行日期前三天寄發予董事。</p>
<p>A.6.2</p> <p>Each director should have separate and independent access to the senior management of the Company to make further enquiries or to obtain more information in order to fulfil his duties properly. 每名董事應可單獨及獨立接觸本公司高級管理層人員, 以為適當履行其職責而作出進一步查詢或獲取更多資料。</p>	✓	<p>The directors have access to the senior management of the Company whenever they feel necessary. 董事於彼等認為有需要時均可接觸本公司的高級管理層人員。</p>
<p>A.6.3</p> <p>All directors are entitled to have access to board papers and related materials. Where queries are raised by the directors, steps must be taken to respond as promptly and fully as possible. 所有董事均有權查閱董事會文件及相關資料。倘有董事提出問題, 必須採取步驟以盡快作出盡量全面的回應。</p>	✓	<p>Board minutes and the related materials are available for inspection by the directors whenever requested. All efforts are made to ensure that queries of the directors are responded to promptly and fully. 董事會會議紀錄及相關資料均可應董事要求供其查閱。本公司盡力確保董事提出的問題盡快及充分獲得回應。</p>

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

B.1 The Level and Make-up of Remuneration and Disclosure

Principle of Good Governance: There should be a formal and transparent procedure for setting policy on executive directors' remuneration and for fixing the remuneration packages for all directors. No director should be involved in deciding his own remuneration.

B. 董事及高級管理層人員的薪酬

B.1 薪酬及披露的水平及組成

良好管治原則：公司應設立正式且具透明度的程序，以制訂執行董事的薪酬政策及釐訂所有董事的薪酬組合。董事不得參與釐定其本身的酬金。

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>B.1.1</p> <p>The Company should establish a remuneration committee with specific written terms of reference. A majority of the members should be independent non-executive directors. 本公司應設立薪酬委員會，並訂明特定書面職權範圍。大部分成員應為獨立非執行董事。</p>	<p>✓</p>	<p>The remuneration committee was established on 19 September 2006 with specific written terms of reference which deal clearly with its authority and responsibilities. The remuneration committee comprises the Chairman and all independent non-executive directors. 薪酬委員會於二零零六年九月十九日設立，並訂明特定書面職權範圍，清楚列明其權限及職責。薪酬委員會包括主席及全體獨立非執行董事。</p>
<p>B.1.2</p> <p>The committee should consult the Chairman and/or the Chief Executive Officer about their proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary. 委員會應就有關其他執行董事的薪酬諮詢主席及／或行政總裁的建議，倘認為必要，亦可獲取專業意見。</p>	<p>✓</p>	<p>Pursuant to the terms of the remuneration committee, the committee should consult with the Chairman and/or the Chief Executive Officer about their proposals relating to the remuneration of other executive directors. The committee is authorised to obtain such professional advice as it considers necessary. 根據薪酬委員會的職權範圍，委員會應就有關其他執行董事的薪酬諮詢主席及／或行政總裁的建議。委員會獲授權於其認為必要時獲取專業意見。</p>

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT (Continued)**B. 董事及高級管理層人員的薪酬** (續)**B.1 The Level and Make-up of Remuneration and Disclosure** (Continued)**B.1 薪酬及披露的水平及組成** (續)

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>B.1.3</p> <p>The terms of reference of the committee should include the minimum prescribed duties. 委員會的職權範圍至少應包括規定須列明的職責。</p>	✓	<p>The terms of reference of the committee include the minimum prescribed responsibilities. 委員會的職權範圍至少應包括規定須列明的職責。</p>
<p>B.1.4</p> <p>The committee should make available its terms of reference, explaining its role and authority delegated to it by the board. 委員會應公開其職權範圍，說明其角色及董事會授予其之權力。</p>	✓	<p>The terms of reference including, among other things, its role and authority of the committee delegated to it by the Board are made available on request. 職權範圍(包括(其中包括)委員會的角色及董事會授予其之權力)須在要求時予以公開。</p>
<p>B.1.5</p> <p>The committee should be provided with sufficient resources to discharge its duties. 委員會應獲提供充足資源以履行其職責。</p>	✓	<p>The committee can seek independent professional advice to complement its own resources to discharge its duties. 委員會可尋求獨立專業意見，以補充其本身資源從而履行其職責。</p>

C. ACCOUNTABILITY AND AUDIT

C.1 Financial Reporting

Principle of Good Governance: The Board should present a balanced, clear and comprehensible assessment of the Company's performance, position and prospects.

C. 問責及核數

C.1 財務申報

良好管治原則：董事會應平衡、清晰及全面評核本公司的表現、狀況及前景。

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>C.1.1</p> <p>Management should provide such explanation and information to enable the board to make an informed assessment of the matters put before the board for approval. 管理層應向董事會提供有關提呈董事會批准的事項的解釋及資料，以讓董事會能就該等事項作出知情的評估。</p>	✓	<p>The directors are regularly provided with updates on the Company's business and the management's strategic plans, financial objectives and other actions. 董事定期獲提供有關本公司的業務及管理層的策略性計劃、財務目標及其他行動的最新資料。</p>
<p>C.1.2</p> <p>The directors should acknowledge in the Corporate Governance Report their responsibilities for preparing the accounts, and there should be a statement by the auditors about their reporting responsibilities in the auditors' report on the financial statements. 董事應在企業管治報告中陳述其編製賬目的責任，核數師亦應在有關財務報表的核數師報告中就彼等的申報責任作出聲明。</p>	✓	<p>A statement of directors' responsibilities for preparing the financial statements is set out in this Corporate Governance Report. 董事編製財務報表的責任聲明載於本企業管治報告。</p> <p>The report of the auditors states the auditors' reporting responsibilities. 核數師的申報責任於核數師報告內作出陳述。</p>

C. ACCOUNTABILITY AND AUDIT (Continued)**C. 問責及核數** (續)**C.1 Financial Reporting** (Continued)**C.1 財務申報** (續)

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>C.1.3</p> <p>The board's responsibility to present a balanced, clear and understandable assessment extends to annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements.</p> <p>董事會的責任是作出均衡、清晰及明白的評估，評估內容涉及年報及中期報告、其他有關股價敏感資料的公佈及根據上市規則規定須予披露的其他財務資料、向監管機構提交的報告以及將須根據法例規定予以披露的資料。</p>	✓	<p>The Board aims at presenting a comprehensive, balanced and understandable assessment of the Group's performance, position and prospects in all shareholder communications.</p> <p>董事會旨在就本集團的表現、狀況及前景在所有股東滙報中作出均衡、清晰及明白的評估。</p>

C. ACCOUNTABILITY AND AUDIT (Continued)

C.2 Internal Controls

Principle of Good Governance: The Board should ensure that the Company maintains sound and effective internal controls to safeguard shareholders' investment and the Company's assets.

C. 問責及核數 (續)

C.2 內部控制

良好管治原則：董事會應確保本公司維持健全及有效的內部控制，以保障股東的投資及本公司的資產。

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
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C.2.1

The directors should at least annually conduct a review of the effectiveness of the system of internal control of the company and its subsidiaries.
董事應至少每年對本公司及其子公司內部控制體系的有效性進行檢討。

✓

The Board has overall responsibility for the system of internal control and for reviewing its effectiveness.
董事會就內部控制體系及檢討其有效性負有整體責任。

The Chief Executive Officer and the Chief Financial Officer reports to the audit committee on key findings regarding internal controls. The audit committee, in turn, communicates any material issues to the Board.
行政總裁及首席財務官每年向審核委員會匯報兩次有關內部控制的主要調查結果，而審核委員會則向董事會匯報任何重大事項。

Following the establishment of the audit committee on 19 September 2006, one meeting was held in 2007 to date at which the audit committee was apprised of the Group's internal control systems.
於二零零六年九月十九日成立審核委員會後，已於二零零七年截至目前為止舉行了一次會議，而審核委員會已於該會議上獲知本集團的內部控制體系。

The Board has conducted a review of the effectiveness of the system of internal control of the Company and its subsidiaries and is satisfied with the adequacy of the Group's system of internal control.
董事會已對本公司及其子公司的內部控制體系進行檢討，並對本集團內部控制體系的充足性感到滿意。

C. ACCOUNTABILITY AND AUDIT (Continued)**C.3 Audit Committee**

Principle of Good Governance: The Board should establish formal and transparent arrangements for considering how it applies the financial reporting and internal control principles and for maintaining an appropriate relationship with the Company's auditors. The audit committee should have clear terms of reference.

C. 問責及核數 (續)**C.3 審核委員會**

良好管治原則：董事會應就考慮如何應用財務申報及內部控制原則及如何維持與本公司核數師的適當關係作出正式並具透明度的安排。審核委員會應具有清晰的職權範圍。

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>C.3.1</p> <p>Minutes of audit committee meetings should be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes should be sent to all committee members for their comment and records within a reasonable time after the meeting.</p> <p>審核委員會的會議紀錄應由會議正式委任的秘書保存。會議紀錄的初稿及終稿應在會議結束後的合理時間內寄發予委員會所有成員，以供彼等發表意見及作出紀錄。</p>	✓	<p>The minutes are kept by the Company's legal advisers. The draft minutes are sent to the committee members for comment within a reasonable time after each meeting and the final versions are sent to all members for their records.</p> <p>會議紀錄由本公司法律顧問保存。會議紀錄的初稿於每次會議結束後的合理時間內寄發予委員會成員，以供彼等發表意見，而會議紀錄的終稿則寄發予所有成員，以供彼等作為記錄。</p>
<p>C.3.2</p> <p>A former partner of the existing audit firm should not be a member of the committee for a period of one year commencing on the date of his ceasing to be a partner of the firm.</p> <p>本公司的委員會並沒有委任現任核數師事務所（「該事務所」）的任何合夥人，或在過去一年內為該事務所的合夥人。</p>	✓	<p>None of the committee members is or was a partner of the existing audit firm.</p> <p>概無委員會成員現時或曾擔任現任核數師事務所的合夥人。</p>

C. ACCOUNTABILITY AND AUDIT (Continued)

C.3 Audit Committee (Continued)

C. 問責及核數 (續)

C.3 審核委員會 (續)

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>C.3.3</p> <p>The terms of reference of the committee should include the minimum prescribed duties. 委員會的職權範圍至少應包括規定須列明的職責。</p>	<p>✓</p>	<p>The terms of reference of the committee include, among other things, the minimum prescribed responsibilities. 委員會的職權範圍至少包括（其中包括）規定須列明的職責。</p>
<p>C.3.4</p> <p>The committee should make available its terms of reference, explaining its role and authority delegated to it by the board. 委員會應公開其職權範圍，說明其角色及董事會授予其之權力。</p>	<p>✓</p>	<p>The terms of reference of the committee which, among other things, explain the role and authority delegated to it by the Board, are made available on request. 委員會的職權範圍（（其中包括）說明其角色及董事會授予其之權力）須在要求時予以公開。</p>

C. ACCOUNTABILITY AND AUDIT (Continued)**C.3 Audit Committee** (Continued)**C. 問責及核數** (續)**C.3 審核委員會** (續)

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>C.3.5</p> <p>Where the board disagrees with the audit committee's view on the selection, appointment, resignation or dismissal of the external auditors, the company should include in the Corporate Governance Report a statement from the audit committee explaining its recommendation and also the reason(s) why the board has taken a different view.</p> <p>倘董事會不同意審核委員會對甄選、委任、辭任或罷免外部核數師事宜的意見，則本公司應在企業管治報告中列載審核委員會闡述其推薦建議的聲明以及董事會持不同意見的原因。</p>	✓	<p>The committee recommended to the Board (which endorsed the view) that, subject to shareholders' approval at the forthcoming annual general meeting, KPMG be re-appointed as the external auditors for 2007.</p> <p>委員會向董事會建議(董事會已同意其意見)重新委任畢馬威華振會計師事務所為二零零七年度的外部核數師，惟須獲股東於應屆股東週年大會上批准。</p>
<p>C.3.6</p> <p>The committee should be provided with sufficient resources to discharge its duties.</p> <p>委員會應獲提供充足資源以履行其職責。</p>	✓	<p>The committee can seek independent professional advice to complement its own resources to discharge its duties.</p> <p>委員會可尋求獨立專業意見，以補充其本身資源從而履行其職責。</p>

D. DELEGATION BY THE BOARD**D.1 Management Functions**

Principle of Good Governance: The Company should have a formal schedule of matters specifically reserved to the Board for its decision. The Board should give clear directions to management as to the matters that must be approved by the Board before decisions are made on behalf of the Company.

D. 董事會權力的轉授**D.1 管理職能**

良好管治原則：本公司應有一個正式的預定計劃表，列載特別須董事會作決定的事項。董事會在代表本公司作出決定前，應就須獲董事會批准的事項給予管理層清晰指示。

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>D.1.1 and D.1.2 D.1.1及D.1.2</p> <p>The board should give clear directions as to the powers of management, in particular, with respect to the circumstances where management should obtain prior approval from the board before making decisions or entering into any commitments on behalf of the company. 董事會應就管理層的權力給予清晰指示，特別是於何種情況下管理層在代表本公司訂立任何承諾前應事先獲得董事會的批准。</p> <p>The company should formalise the functions reserved to the board and those delegated to management. 本公司應正式確定董事會應保留的職能及該等轉授予管理層的職能。</p>	<p>✓</p>	<p>Important matters are reserved for the Board's decision, including: 以下重要事項均由董事會保留決定權，包括：</p> <ul style="list-style-type: none"> • long-term objectives and strategies 長期目標及策略 • extension of the Group's activities into new business areas 將本集團的業務擴充至新業務領域 • appointments to the Board and the Board committees 董事會及董事會委員會的委任 • annual internal controls assessment and annual budgets 年度內部控制評估及年度預算 • material acquisitions and disposals 重大收購及出售事項 • material connected transactions 重大關連交易 • material banking facilities 重大銀行貸款額度 • announcements of interim and final results 中期及末期業績公佈 • payment of dividends 派發股息

D. DELEGATION BY THE BOARD (Continued)**D.2 Board Committees**

Principle of Good Governance: Board committees should be formed with specific written terms of reference that deal clearly with the committees' authority and duties.

D. 董事會權力的轉授 (續)**D.2 董事會委員會**

良好管治原則：董事會委員會應訂明特定書面職權範圍，清楚列明委員會的權力及職責。

Code Provisions 守則條文	Compliance ? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>D.2.1</p> <p>The board should prescribe sufficiently clear terms of reference to enable such committees to discharge their functions properly. 董事會應充分清楚地訂明該等委員會的職權範圍，以令有關委員會能適當地履行其職能。</p>	✓	<p>The Board has established two board committees each with specific terms of reference, namely the audit committee and remuneration committee. 董事會已成立兩個委員會：審核委員會及薪酬委員會；並訂明該等委員會的職權範圍。</p>
<p>D.2.2</p> <p>The committees should be required to report back to the board on their decisions or recommendations. 委員會須向董事會匯報其決定或推薦建議。</p>	✓	<p>The minutes of the committee meetings containing the committee's decisions and/or recommendations are circulated to all members of the Board unless a conflict of interest arises. The committees are required to report back to the Board on key findings during the year. 載有委員會決定及／或推薦建議的委員會會議紀錄均向董事會所有成員傳閱，惟出現利益衝突的情況則除外。委員會須於本年度內向董事會匯報主要調查結果。</p>

E. COMMUNICATION WITH SHAREHOLDERS

E.1 Effective Communication

Principle of Good Governance: The Board should endeavour to maintain an on-going dialogue with shareholders and, in particular, use annual general meetings or other general meetings to communicate with shareholders and encourage their participation.

E. 與股東的溝通

E.1 有效溝通

良好管治原則：董事會應盡力維持與股東進行持續對話，尤其應藉股東週年大會或其他股東大會與股東進行溝通並鼓勵彼等參加會議。

Code Provisions 守則條文	Compliance? 是否遵守?	Compliance by the Company in 2006 本公司於二零零六年的遵守詳情
<p>E.1.1</p> <p>In respect of each substantially separate issue at a general meeting, a separate resolution should be proposed by the chairman of that meeting. 就各項重大不同的事項而言，會議主席應提呈不同的決議案。</p>	✓	<p>A separate resolution is proposed for each substantially separate issue. 就各項重大不同的事項均會提呈不同的決議案。</p>
<p>E.1.2</p> <p>The Chairman of the board should attend the annual general meeting and arrange, for the chairmen of the audit, nomination and remuneration committees (as appropriate) to be available to answer questions at the annual general meeting. 董事會主席應出席股東週年大會，並安排審核委員會、提名委員會及薪酬委員會（如適用）的主席於股東週年大會上回答提問。</p>	✓	<p>The Company's first annual general meeting will be held on 8 June 2007. The Chairman of the Board who is also the chairman of the remuneration committee will attend such forthcoming annual general meeting and be available to answer questions thereat and will arrange for the chairman of the audit committee to be available to answer questions at the forthcoming annual general meeting. 本公司首屆股東週年大會將於二零零七年六月八日舉行。董事會主席（亦為薪酬委員會主席）將出席該應屆股東週年大會並於會上回答提問，並將安排審核委員會主席於應屆股東週年大會上回答提問。</p>

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules.

All directors have confirmed, following specific enquiry by the Company, that they complied with the required standard set out in the Model Code since the date of listing of the Company's shares on the Stock Exchange.

BOARD OF DIRECTORS

The Board comprises a Chairman, a Group Managing Director and Chief Executive Officer, a Group Chief Financial Officer and four independent non-executive directors:

Executive directors:

WANG Weixian (*Chairman*)

(appointed on 13 April 2006)

TSE Sai Tung, Stones

(*Group Managing Director and Chief Executive Officer*)

(appointed on 13 April 2006)

LAI Kin, Jerome (*Chief Financial Officer*)

(appointed on 13 April 2006)

Independent non-executive directors:

CHEONG Ying Chew, Henry

(appointed on 19 September 2006)

FONG Wo, Felix, JP

(appointed on 19 September 2006)

JIANG Simon X.

(appointed on 19 September 2006)

KWAN Kai Cheong

(appointed on 19 September 2006)

The Board has a balance of skills and experience appropriate for the requirements of the business of the Company. The Board has extensive management experience in the property market in the PRC. The Board has the required knowledge, experience and capabilities to operate and develop the Group's business and implement the Company's business strategies. The biographical details and experience of the directors and senior management are set out on pages 61 to 66.

董事的證券交易

本公司已採納上市規則附錄十所載的標準守則。

所有董事均已在本公司作出特定查詢後確認，彼等自本公司股份於聯交所上市之日起均已遵守標準守則所載的規定標準。

董事會

董事會包括一名主席、一名集團董事總經理兼行政總裁、一名集團首席財務官及四名獨立非執行董事：

執行董事：

王偉賢 (主席)

(於二零零六年四月十三日獲委任)

謝世東

(集團董事總經理兼行政總裁)

(於二零零六年四月十三日獲委任)

黎健 (首席財務官)

(於二零零六年四月十三日獲委任)

獨立非執行董事：

張英潮

(於二零零六年九月十九日獲委任)

方和太平紳士

(於二零零六年九月十九日獲委任)

蔣小明

(於二零零六年九月十九日獲委任)

關啟昌

(於二零零六年九月十九日獲委任)

董事會應具備與本公司的業務規定相適用的均衡技巧及經驗。董事會於中國物業市場擁有豐富管理經驗。董事會具備經營及發展本集團業務及實施本公司業務策略所需的知識、經驗及能力。董事及高級管理層人員的簡歷詳情及經驗載於第61至66頁。



BOARD OF DIRECTORS (Continued)

Each director has a duty to act in good faith in the best interests of the Company. The directors, individually and collectively, are aware of their responsibilities and accountability to shareholders and for the manner in which the affairs of the Company are managed and operated.

Regular board meetings are scheduled in advance for 2007 to give the directors an opportunity to attend. Directors can attend board meetings either in person or by electronic means of communication.

Directors have timely access to relevant information prior to each board meeting to enable them to make an informed decision and to discharge their duties and responsibilities.

The Company has received an annual confirmation of independence from each of the independent non-executive directors. The Company is of the view that all the independent non-executive directors meet the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and considers them to be independent.

To the best knowledge of the Company, there is no financial, business, family or other material or relevant relationship among members of the Board or between the Chairman and the Chief Executive Officer.

The Company provides directors with directors' and officers' liability insurance coverage to protect them from loss as a result of any legal proceeding against the Company.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. WANG Weixian is the Chairman and Mr. TSE Sai Tung, Stones serves as the Chief Executive Officer. The role of the Chairman is separate from that of the Chief Executive Officer so as to delineate their respective areas of responsibility. They receive significant support from the directors and the senior management team.

董事會 (續)

各董事均有責任本著符合本公司最佳利益的原則真誠行事。董事均個別及共同知悉彼等對股東的責任及問責性以及管理和經營本公司事務的方式。

須事先確定舉行二零零七年度常規董事會會議的時間，以讓董事有機會出席。董事可親身或透過電子通訊方式出席董事會會議。

於舉行各董事會會議前，董事有權適時獲得相關資料，以令彼等能作出知情決定及履行彼等的職責及責任。

本公司已收到每名獨立非執行董事的年度獨立性確認函。本公司認為，所有獨立非執行董事均符合上市規則第3.13條所載評估獨立性的指引，並認為彼等均具獨立性。

就本公司所知，董事會成員之間或主席與行政總裁之間概無任何財務、業務、家庭或其他重大或相關關係。

本公司為董事提供董事及高級職員責任保險，以保障彼等不會因任何針對本公司的法律訴訟而須遭受損失。

主席及行政總裁

王偉賢先生為主席，而謝世東先生則為行政總裁。主席的角色與行政總裁相互分開，以便清楚劃分彼等各自的責任範圍。彼等獲董事及高級管理團隊大力支持。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER (Continued)

The Chairman is responsible for the overall business and investment strategies of the Group. The Chairman is also responsible for overseeing effective functioning of the Board and application of good corporate governance practices and procedures. The Chief Executive Officer is responsible for managing the Group's overall operations and execution of the Group's long term business development policies. The Board, led by the Chairman, sets the overall directions, strategies and policies of the Group. Under the leadership of the Chief Executive Officer, the management is responsible for executing the Board's strategy and implementing its policies through the day-to-day management and operations of the Company.

The Board delegates appropriate aspects of its management and administrative functions to the management who shall report to the Board. The Board reviews on a periodic basis such delegations to ensure that they remain appropriate.

NON-EXECUTIVE DIRECTORS

The independent non-executive directors of the Company have diversified backgrounds and industry skills and one member has an appropriate accounting qualification as required by the Listing Rules. With their expertise, they offer experience, independent judgement and advice on the overall management of the Company. Their responsibilities include maintaining a balance between the interests of all shareholders of the Company as a whole.

They are members of the audit and remuneration committees.

The term of appointment of the independent non-executive directors is one year renewable by mutual agreement on an annual basis. Under the Company's Articles, one-third of all directors (whether executive or non-executive) is subject to retirement by rotation and re-election at each annual general meeting provided that every director shall be subject to retirement at least once every three years.

主席及行政總裁 (續)

主席負責本集團的整體業務及投資策略。主席亦負責監察董事會的有效運作及良好企業管治常規和程序的運用情況。行政總裁負責管理本集團的整體運營以及執行本集團的長期業務發展政策。董事會由主席領導，董事會負責制訂本集團的整體方向、策略及政策。在行政總裁的領導下，管理層負責執行董事會策略並透過本公司的日常管理及營運實施其政策。

董事會授予須向其匯報的管理層適當的管理及行政職能。董事會定期檢討該等授權，以確保有關授權仍屬適當。

非執行董事

本公司的獨立非執行董事具有不同的背景及行業技巧，其中一名成員擁有上市規則所規定的適當會計資格。憑藉彼等的專長，彼等為本公司的整體管理提供經驗、獨立判斷及意見。彼等的責任包括維持本公司所有股東之間整體利益的平衡。

彼等均為審核委員會及薪酬委員會成員。

獨立非執行董事的任期為一年，可每年按雙方協議進行續約。根據本公司細則，全體董事（不論為執行董事還是為非執行董事）的三分之一須於每屆股東週年大會上輪值告退並接受重新選舉，惟每名董事須至少每三年輪值告退一次。

REMUNERATION OF DIRECTORS

The Board established the remuneration committee on 19 September 2006 with specific written terms of reference which deal clearly with its authority and responsibilities. The committee is responsible for formulating and reviewing the remuneration policy and specific remuneration packages of all executive directors. In formulating the remuneration policy, the committee takes into consideration factors such as salaries paid by comparable companies, employment conditions and responsibilities, and individual performance of the directors, senior management, and the general staff. The committee can seek independent professional advice to complement its own resources to discharge its duties.

The remuneration committee comprises Mr. WANG Weixian, who is the chairman of the committee and all the independent non-executive directors.

Following the establishment of the committee 19 September 2006, one meeting was held in 2007 to date to discuss remuneration related matters. All members attended the meeting.

Details of the emoluments and options of each director, on a named basis, are set out in note 15 to the financial statements.

NOMINATION OF DIRECTORS

The Board selects and recommends candidates for directorship having regard to the balance of skills and experience appropriate to the Company's business. It applied these criteria to identify the four independent non-executive directors resulting in their appointments in September 2006, prior to the Company's initial public offering in October 2006. Together the independent non-executive directors contribute accounting and related financial management expertise and extensive business management and public company board experiences.

董事薪酬

董事會於二零零六年九月十九日設立薪酬委員會，並訂明特定書面職權範圍，清楚列明其權限及職責。該委員會負責制訂及檢討薪酬政策及所有執行董事的具體薪酬範圍。在制訂薪酬政策時，委員會考慮多方面的因素，比如可資比較公司所支付的薪金、僱傭條件及責任以及董事、高級管理層人員及一般職員的個人表現。委員會可尋求獨立專業意見，以補充其本身資源從而履行其職責。

薪酬委員會成員包括王偉賢先生（為委員會的主席）及所有獨立非執行董事。

於二零零六年九月十九日成立該委員會後，已於二零零七年截至目前為止舉行了一次會議，以討論與薪酬相關的事宜。所有成員均出席了有關會議。

每名董事按姓名列載的酬金及購股權詳情載於財務報表附註十五。

董事提名

董事會視乎就本公司業務而言適合的技能與經驗之平衡而遴選及推薦董事候選人。董事會已運用該等準則確定四位獨立非執行董事，而彼等均在本公司於二零零六年十月進行首次公開發售前，於二零零六年九月獲委任。該等獨立非執行董事提供了會計及相關財務管理專業知識以及豐富的業務管理及上市公司董事會經驗。

AUDIT COMMITTEE

The Board established the audit committee on 19 September 2006 with specific written terms of reference which deal clearly with its authority and responsibilities. The committee is responsible for formulating and reviewing the financial and internal control principles of the Company. The committee is also responsible for making recommendation to the Board on the appointment, re-appointment and removal of the external auditors, approving the remuneration and terms of engagement of the external auditors and considering any questions of resignation or dismissal of such auditors. The committee can seek independent professional advice to complement its own resources to discharge its duties.

The committee comprises all the independent non-executive directors. Mr. KWAN Kai Cheong is the chairman of the committee.

Following the establishment of the audit committee on 19 September 2006, one meeting was held in 2007 to date. All members attended the meeting. The committee reviewed, together with the senior management and the external auditors, the financial statements for the year ended 31 December 2006, the accounting principles and practices adopted by the Company, statutory compliance, other financial reporting matters and the internal control system.

FINANCIAL REPORTING

The Board aims at presenting a comprehensive, balanced and understandable assessment of the Group's performance, position and prospects. Management provides such explanation and information to enable the Board to make an informed assessment of the matters put before the Board for approval.

The directors acknowledge their responsibilities for preparing the financial statements for the Group.

The statement of the external auditors of the Company regarding their responsibilities for the financial statements of the Group is set out in the report of the auditors on page 86.

審核委員會

董事會於二零零六年九月十九日設立審核委員會，並訂明特定書面職權範圍，清楚列明其權限及職責。該委員會負責制訂及檢討本公司的財務及內部控制原則。委員會亦負責就委任、重新委任及罷免外部核數師、批准聘用外部核數師的酬金及條款以及省覽任何有關該等核數師的辭任或解聘問題向董事會作出推薦建議。委員會可尋求獨立專業意見，以補充其本身資源從而履行其職責。

該委員會成員包括所有獨立非執行董事。關啟昌先生為該委員會的主席。

於二零零六年九月十九日成立審核委員會後，已於二零零七年截至目前為止舉行了一次會議。所有成員均出席了有關會議。該委員會會同高級管理層人員及外部核數師一起審閱截至二零零六年十二月三十一日止年度的財務報表、本公司採納的會計原則及實務、法規遵守情況、其他財務申報事宜及內部控制體系。

財務申報

董事會旨在就本集團的表現、狀況及前景作出全面、均衡及明白的評估。管理層提供有關解釋及資料，以讓董事會能於批准有關事項前對該等事項作出知情的評估。

董事承認彼等編製本集團財務報表的責任。

本公司外部核數師有關彼等對本集團財務報表所承擔責任而發表的聲明載於第八十六頁的核數師報告。



INTERNAL CONTROLS

The Board has overall responsibility for maintaining a sound and effective system of internal control and for reviewing its effectiveness, particularly in respect of the controls on financial, operational, compliance and risk management, to safeguard shareholders' investment and the Group's assets.

The Board is satisfied with the adequacy of the system of internal control of the Company.

AUDITORS REMUNERATION

KPMG, the external auditors of the Company, is primarily responsible for providing audit services in connection with annual financial statements of the Group for the year ended 31 December 2006.

For the year ended 31 December 2006, the total remuneration in respect of statutory audit services provided by KPMG for the Group amounted to RMB1,600,000. Fee for initial public offering amounted to RMB4,200,000.

The audit committee recommended to the Board (which endorsed the view) that, subject to shareholders' approval at the forthcoming annual general meeting, KPMG be re-appointed as the external auditors for the Company for 2007.

SHAREHOLDINGS INFORMATION

As at 31 December 2006:

Authorised share capital: HK\$1,000,000,000, comprising 10,000,000,000 ordinary shares of HK\$0.1 each.

Issued and fully paid-up capital: HK\$103,750,000 comprising 1,037,500,000 ordinary shares of HK\$0.1 each.

Class of shares: one class of ordinary shares of HK\$103,750,000 each with equal voting rights.

內部控制

董事會對維持健全及有效的內部控制體系以及檢討其有效性(尤其是有關財務、營運、合規情況及風險管理的監控)負有全部責任,以保障股東投資及本集團資產。

董事會對本公司內部控制體系的充足性感到滿意。

核數師酬金

本公司外部核數師畢馬威華振會計師事務所主要負責提供與本集團截至二零零六年十二月三十一日止年度的年度財務報表有關的審核服務。

截至二零零六年十二月三十一日止年度,有關畢馬威華振會計師事務所向本集團提供的法定審核服務的酬金總額為人民幣1,600,000元。首次公開發售的費用為人民幣4,200,000元。

審核委員會向董事會建議(董事會已同意其意見)重新委任畢馬威華振會計師事務所為本公司二零零七年度的外部核數師,惟須獲股東於應屆股東週年大會上批准。

股權資料

於二零零六年十二月三十一日:

法定股本: 1,000,000,000 港元, 包括 10,000,000,000 股每股面值 0.1 港元的普通股。

已發行及繳足股本: 103,750,000 港元, 包括 1,037,500,000 股每股面值 0.1 港元的普通股。

股份類別: 一類 103,750,000 港元每股具有相同投票權的普通股。