CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company (the "Board") is responsible for ensuring proper standards of corporate governance are maintained and for accounting to shareholders. The Company has applied the principles and complied with all the applicable code provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") for the year ended 31 December 2006, except that:

- 1. Under the code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual and the division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. The Company does not maintain the office of chief executive officer, however, the day-to-day management of the Group is responsible by the Vice Chairman. The division of responsibilities between the Chairman and the Vice Chairman has been clearly established and was set out in writing.
- 2. Under the code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. However, all the non-executive directors are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision of the Company's bye-laws. The Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

企業管治常規

本公司董事會(「董事會」)負責確保維持適當企 業管治標準及向股東問責。本公司於截至二零 零六年十二月三十一日止年度內已應用原則及 遵守載於香港聯合交易所有限公司證券上市規 則(「上市規則」)附錄十四之企業管治常規守則 (「守則」)所載之一切適用守則條文,惟以下除 外:

- 根據守則條文A.2.1,主席及行政總裁之 角色應有區分,不應由一人同時兼任, 而主席及行政總裁之間職責之分工應清 楚界定並以書面列載。本公司並無設有 行政總裁之職位,惟本集團之日常管理 由副主席負責。主席及副主席之間職責 之分工已清楚界定並以書面列載。
- 根據守則條文A.4.1,非執行董事之委任 應有指定任期,並須接受重新選舉。然 而,全體非執行董事之委任並無指定任 期,惟彼等須根據本公司之公司細則規 定於本公司之股東週年大會上輪值告 退。本公司認為已採取足夠措施確保本 公司之企業管治常規不比守則寬鬆。

CORPORATE GOVERNANCE PRACTICES (Continued)

3. Under the code provisions B.1.4 and C.3.4 of the Code, the issuer should make available the terms of reference of its remuneration committee and audit committee on request and by including the information on the issuer's website. Since the Company has recently established its own website, the above requirement regard to provide such information on website cannot be met accordingly. However, the terms of reference of the two committees are available on request and will be posted on our website soon.

The Board will periodically review and improve the corporate governance practices and standards of the Company with a view to continuously improve the Company's corporate governance practices by assessing their effectiveness with evolving standards to meet changing circumstances and needs.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules for securities transactions by the directors of the Company. All the members of the Board have confirmed, following specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2006. The Model Code also applies to other specified senior management of the Group.

BOARD OF DIRECTORS

The Board represents shareholders of the Company in managing the Company's affairs. Members of the Board are expected to maximise the investment return and the Company's long-term value.

企業管治常規(續)

3. 根據守則條文B.1.4及C.3.4,發行人應在 有人要求時提供其薪酬委員會及審核委 員會之職權範圍以及將資料登載於發行 人之網站上。由於本公司的本身網站新 近成立,故未能符合上述關於將有關資 料登載於網站上之規定。然而,兩個委 員會之職權範圍可在有人要求時提供並 於盡快於我們公司網站刊登。

董事會將定期審閱及改善企業管治常規,通過 不斷演變以迎合不斷改變的情況及需要的守 則,來評估其有效性,從而不斷改善本公司的 企業管治常規。

董事證券交易

本公司已就本公司董事進行證券交易採納上市 規則附錄十所載之上市公司董事進行證券交易 的標準守則(「標準守則」)。經本公司作出特定 查詢後,全體董事會成員確認,彼等於截至二 零零六年十二月三十一日止年度內一直遵守標 準守則所載之所訂標準。標準守則亦適用於本 集團其他特定高級管理人員。

董事會

董事會代表本公司股東管理本公司事務。預期 董事會成員會將投資回報及本公司之長遠價值 提升至最高。

BOARD OF DIRECTORS (Continued)

The Board comprises two executive directors and three independent non-executive directors. There is no relationship between members of the Board except that Mr. Heung Wah Keung, the Chairman, is the husband of Ms. Chen Ming Yin, Tiffany, the Vice Chairman of the Company. The biographical details of the directors are set out in the "Profiles of Directors and Senior Management" on pages 32 to 33. In addition, one of the independent non-executive directors possesses appropriate professional accounting qualifications and financial management expertise.

The Board includes a balanced composition of executive and nonexecutive directors (including independent non-executive directors) so that there is an independent element on the Board, which can effectively exercise independent judgment, and that non-executive directors should be of sufficient caliber and number for their views to carry weight.

The Company has received from each of the independent nonexecutive directors an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules.

The Company considers all of the independent non-executive directors are independent. The independent non-executive directors are explicitly identified in all corporate communications.

While at all times the Board retains full responsibility for guiding and monitoring the Company in discharging its duties, certain responsibilities are delegated to various standing committees of the Board, including Audit Committee, Finance Committee, Nomination Committee and Remuneration Committee, the Vice Chairman and the senior management of the Company

董事會 (續)

董事會由兩名執行董事及三名獨立非執行董事 組成。除主席向華強先生為本公司副主席陳明 英女士之丈夫外,各董事間概無任何關繫。董 事之履歷詳情載於第32至第33頁之董事及高級 管理人員履歷。此外,其中一名獨立非執行董 事具備適當之專業會計資格及財務管理專業知 識。

董事會中執行董事及非執行董事(包括獨立非 執行董事)之組合應保持均衡,以使董事會具 備獨立元素,可有效地作出獨立判斷,而非執 行董事應具備足夠才幹及人數,以使其意見具 有影響力。

本公司已收到各獨立非執行董事根據上市規則 第3.13條之規定所發出有關其獨立性之年度確 認書。

本公司認為全體獨立非執行董事均具獨立性。 本公司所有公司通訊中,均已明確識別獨立非 執行董事之身份。

董事會在任何時間內均須為指導及監察本公司 履行其職責負上全部責任,而若干責任則授權 予多個董事會常務委員會(包括審核委員會、 財務委員會、提名委員會及薪酬委員會)、副 主席及本公司高級管理人員。

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS (Continued)

The types of decisions which are reserved to be taken by the Board include:

- matters relating to conflict of interest for a substantial shareholder or a director of the Company;
- formulation of the Company's policies relating to the overall strategic direction and strategic plans, key business and financial objectives, dividend policy or entering into contracts involving significant capital acquisition or expenditure;
- financial controls, compliance and risk management for the approval of annual operating and capital expenditure budgets, the Company's financial statements, published reports, price-sensitive announcements and other disclosure required under the Listing Rules or other statutory requirements;
- 4. changes to the Company's capital structure, including reductions of share capital, share buy-backs or issue of new securities;
- major appointments or removal to the Board, the Vice Chairman, the Company's chief financial officer, company secretary and external auditors;
- changes to the terms of reference or membership of any committee of the Board and the authority delegated to the Vice Chairman and the senior management; and
- 7. matters exceed the authorities of the Vice Chairman and the senior management.

董事會 (續)

保留予董事會作出決策之類別包括:

- 有關本公司主要股東或董事之利益衝突 事宜;
- 制定本公司有關整體策略性方向及策略 性計劃、主要業務及財務目標、股息政 策或訂立涉及重大資本收購或開支之合 約等政策;
- 批准年度運作及資本開支預算、本公司 之財務報表、已刊發報告、價格敏感公 佈及其他根據上市規則或其他法律規定 之披露時之財務監控、遵例及風險管 理;
- 更改本公司之資本架構,包括削減股 本、股份購回或發行新證券;
- 董事會、副主席、本公司主要財務總 監、公司秘書及外聘核數師之主要委任 或罷免;
- 董事會任何委員會之職權範圍或成員變 動,以及授予副主席及高級管理人員權 力之變動;及
- 超出副主席及高級管理人員權力範圍之 事宜。

BOARD OF DIRECTORS (Continued)

During the year, seven full board meetings (of which four were regular quarterly meetings) were held and the individual attendance of each director is set out below:

董事會(續)

年內已舉行七次全體董事會會議(其中四次為 定期季度會議),而各董事之個別出席紀錄載 列如下:

Name of director		Number of board meetings attended 出席董事會 會議之次數	Attendance rate 出席率
	董事姓名		
Mr. Heung Wah Keung	向華強先生	7/7	100%
Ms. Chen Ming Yin, Tiffany	陳明英女士	7/7	100%
Mr. Tang Chak Lam, Gilbert	鄧澤林先生	7/7	100%
Mr. Ho Wai Chi, Paul	何偉志先生	7/7	100%
Mr. Lien Wai Hung	連偉雄先生	7/7	100%

The directors of the Company are responsible for the preparation of financial statements of the Group which give a true and fair view, are prepared in accordance with the relevant statutory requirements and applicable accounting standards in force, and are published in a timely manner.

The directors of the Company are also responsible for selecting and applying on a consistent basis suitable accounting policies and ensuring timely adoption of Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards.

The directors of the Company acknowledge their responsibility for preparing the financial statements of the Company and report that the Company has announced its annual and interim results in a timely manner after the end of the relevant period, as laid down in the Listing Rules.

A statement by the auditors of the Company about their reporting responsibilities is set out in the Independent Auditors' Report on pages 34 to 36.

本公司董事負責根據現行之相關法律規定及適 用會計準則編製並盡快刊發本集團真實兼公平 之財務報表。

本公司董事負責採用適當之會計政策,並且貫 徹應用該等會計政策,亦負責確保適時採納香 港會計準則及香港財務報告準則。

本公司董事確認彼等編製本公司財務報表及報 告之責任,而本公司已根據上市規則之規定, 於相關期間後盡快公佈其年度及中期業績。

本公司核數師就其申報責任所發出之聲明載於 第34至36頁之獨立核數師報告。

CHAIRMAN AND VICE CHAIRMAN

The roles of Chairman and Vice Chairman are separate and not performed by the same individual to ensure that there is a clear division of responsibilities at the board level to entail a balance of power and authority.

The Chairman is responsible for leadership of the Board, for ensuring that the Board functions effectively, and for ensuring communication of the views of the Board to the public. In performing this role, the Chairman's responsibilities include chairing meetings of the Board; ensuring the Board meetings receive accurate, complete, timely and clear information concerning affairs of the Company; ensuring constructive relations between executive and non-executive directors; formulating for discussion and decision, guestions which have been moved for the consideration of the Board; ensuring that all directors are properly briefed on issues arising at Board meetings; acting as liaison between the Board and management; in consultation with the Vice Chairman and the company secretary or his/her designated delegates, drawing up and approving the agenda for each Board meeting taking into account, where appropriate, any matters proposed by the other directors for inclusion in the agenda and at least annually hold meetings with non-executive directors (including independent non-executive director) without the presence of the executive directors.

The Vice Chairman is primarily responsible for recommending policy and strategic directions for Board approval; implementing the strategies and policies adopted by the Board; and conducting the day-to-day operation of the Group.

主席與副主席

主席與副主席之角色已有區分,且並非由一人 同時兼任,以確保董事會之責任有清晰分工, 從而建立均衡之權力與授權。

主席負責領導董事會,以確保董事會有效地運 作,並確保公眾得以獲悉董事會之意見。於履 行此角色時,主席之責任包括主持董事會會 議;確保董事會會議已迅速接獲有關本公司事 務之準確、完備及清晰之資料;確保執行董事 及非執行董事間得以維持建設性關係;就提交 董事會考慮之事宜進行討論、決策與提問;確 保妥善應之事宜進行討論、決策與提問;確 以調主席及公司秘書或其指派之受委人之意見, 並經考慮(如適用)其他董事所提出以納入會議 議程之任何事宜後,擬備及批准各董事會會議 之會議議程;及最少每年與非執行董事(包括 獨立非執行董事)舉行一次執行董事不得出席 之會議。

副主席主要負責就政策及策略性方向提出建 議,以供董事會批准;及實行董事會所採納之 策略及政策,並負責本集團之日常業務。

TERMS OF NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the Code requires that non-executive directors should be appointed for a specific term and should be subject to re-election. The non-executive directors of the Company are not appointed for specific terms but are subject to retirement by rotation and re-election at least once every three years in accordance with the provision of the Company's bye-laws. As such, the Company considers that sufficient measures have been taken to serve the purpose of this code provision. Each of the non-executive directors has remunerated at HK\$120,000 per year.

REMUNERATION COMMITTEE

The Remuneration Committee comprises two independent nonexecutive directors, namely Mr. Tang Chak Lam, Gilbert and Mr. Lien Wai Hung, and an executive director, namely Ms. Chen Ming Yin, Tiffany. Ms. Chen Ming Yin, Tiffany is the chairman of the Remuneration Committee.

The Remuneration Committee is principally responsible for formulating and making recommendation to the Board on the Group's policy and structuring for all remuneration of the directors of the Company and the senior management of the Group. The terms of reference of the Remuneration Committee shall make available to the public on request.

The Remuneration Committee shall meet at least once a year or as requested by the director responsible for human resources function.

In determining the emolument payable to directors, the Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and the desirability of performance-based remuneration.

During the year, the Remuneration Committee met once to review the remuneration packages of the staff of the Group. All the committee members attended the meeting.

非執行董事之任期

守則條文A.4.1規定,非執行董事之委任應有 指定任期,並須接受重新選舉。本公司非執行 董事之委任並無指定任期,惟彼等須根據本公 司細則之條文最少每三年輪值告退一次並重新 選舉。因此,本公司認為已採取足夠措施以遵 守該守則條文之宗旨。各非執行董事之每年酬 金為120,000港元。

薪酬委員會

薪酬委員會由兩名獨立非執行董事鄧澤林先生 及連偉雄先生以及一名執行董事陳明英女士組 成。陳明英女士為薪酬委員會主席。

薪酬委員會主要負責制訂本集團對本公司董事 及本集團高級管理人員之所有薪酬政策及架 構,並就此向董事會提出建議。薪酬委員會之 職權範圍須在有人要求時向公眾提供。

薪酬委員會須最少每年舉行一次會議或應負責 人力資源工作之董事要求時舉行會議。

於釐訂應付董事酬金時,薪酬委員會已考慮可 資比較公司所付薪金、董事所付出之時間及責 任、本集團其他部門之僱用條件及按表現釐訂 薪酬之意願等因素。

年內,薪酬委員會已舉行一次會議,以檢討本 集團員工之薪酬政策。全體委員會成員均已出 席會議。

NOMINATION COMMITTEE

The Nomination Committee comprises one executive director, namely Mr. Heung Wah Keung and two independent non-executive directors, namely Mr. Tang Chak Lam, Gilbert and Mr. Lien Wai Hung. Mr. Heung Wah Keung is the chairman of the Nomination Committee. The terms of reference of the Nomination Committee shall make available to the public on request.

The main function of the Nomination Committee is, having regard to the independence and quality of nominees, to make recommendations to the Board as to ensure that all nominations are fair and transparent.

During the year, the Board did not have any meeting to nominate any new director for appointment.

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive directors, namely Mr. Tang Chak Lam, Gilbert, Mr. Ho Wai Chi, Paul and Mr. Lien Wai Hung. Mr. Tang Chak Lam, Gilbert is the chairman of the Audit Committee. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. The terms of reference of the Audit Committee shall make available to the public on request.

The main function of the Audit Committee is to assist the Board to oversee the financial reporting system, risk management and internal control procedures and the internal and external audit functions. The Audit Committee annually assesses the appointment of the external auditors, taking into account the quality and rigor of the audit, the quality of the audit service provided, the auditing firm's quality control procedures, relationships between the external auditors and the Company, and the independence of the external auditors.

提名委員會

提名委員會由一名執行董事向華強先生及兩名 獨立非執行董事鄧澤林先生及連偉雄先生組 成。向華強先生為提名委員會主席。提名委員 會之職權範圍須在有人要求時向公眾提供。

提名委員會之主要職能為經考慮提名人之獨立 性及質素後,向董事會提出建議,以確保所有 提名均在公平及具透明度之情況下作出。

年內,董事會並無舉行任何會議,以提名委任 任何新董事。

審核委員會

審核委員會由三名獨立非執行董事鄧澤林先 生、何偉志先生及連偉雄先生組成。鄧澤林先 生為審核委員會主席。審核委員會之組成及成 員符合上市規則第3.21條之規定。審核委員會 之職權範圍須在有人要求時向公眾提供。

審核委員會之主要職責為協助董事會監督財務 報告制度、風險管理及內部監控程式及內部及 外部審核職能。審核委員會每年評估外聘核數 師之委聘、考慮核數師行之品質控制程式、核 數師行提供服務的質素、核數師行之品質控制 程式、外聘核數師與本公司之間之關係及外聘 核數師之獨立性。

AUDIT COMMITTEE (Continued)

審核委員會(續)

During the year, three Audit Committee meetings were held and the individual attendance of each member is set out below:

年內已舉行三次審核委員會會議,而各成員之 個別出席紀錄載列如下:

		Number of	Attendance
Name of member	成員姓名	meeting attended 出席會議之次數	rate 出席率
Mr. Tang Chak Lam, Gilbert	鄧澤林先生	3/3	100%
Mr. Ho Wai Chi, Paul	何偉志先生	3/3	100%
Mr. Lien Wai Hung	連偉雄先生	3/3	100%

The Audit Committee has reviewed the accounting principles and policies adopted by the Company and discussed with management the internal controls and financial reporting matters. During the year, the Audit Committee has recommended to the Board for reappointment of external auditors of the Company.

The Board agreed with the recommendation of the Audit Committee and passed the resolution to re-appoint Messrs. HLB Hodgson Impey Cheng as auditors of the Company. To monitor the integrity of the financial statements of the Company, the Auditor Committee has reviewed both the 2006 interim report, 2006 annual report and the audited financial statements for the year ended 31 December 2006 before their submission to the Board.

AUDITORS' REMUNERATION

During the year, the Company engaged Messrs. HLB Hodgson Impey Cheng to perform audit and audit related services, and non-audit services and incurred audit and audit related service fees of approximately HK\$677,000 and non-audit service fees of approximately HK\$792,000. The audit and audit related service fees included approximately HK\$600,000 for auditing the Company's 2006 financial statements and approximately HK\$77,000 for reviewing the Company's 2006 interim financial statements. 審核委員會已審閱本公司所採納之會計原則及 政策,並與管理層討論內部監控及財務報告事 宜。年內,審核委員會向董事會建議續委任本 公司之外聘核數師。

董事會同意審核委員會之建議並通過決議案續 聘國衛會計師事務所為本公司之核數師。為監 察本公司財務報表之完整性,審核委員會已於 向董事會呈交二零零六年中期報告、二零零六 年年報及截至二零零六年十二月三十一日止年 度之經審核財務報表前,將該等報告及報表審 閲。

核數師酬金

年內,本公司委聘國衛會計師事務所進行核數 及核數相關服務,以及非核數服務,並產生核 數及核數相關服務費約677,000港元及非核數 服務費約792,000港元。核數及核數相關服務 費包括審核本公司二零零六年財務報表約 600,000港元及審閱本公司二零零六年中期財 務報表約77,000港元。

INTERNAL CONTROLS

The Board is responsible for overseeing the Group's internal control system and to ensure that a sound and effective internal control system is maintained. The Board is responsible for approving and reviewing internal control policy while the responsibility of dayto-day management of operational risks and implementation of mitigation measures lies with the management. As the internal control system is designed to manage the Group's risks within an acceptable risk profile, rather than to eliminate the risk of failure, and to achieve the business objectives of the Group. Accordingly, it can only provide reasonable assurance but not absolute assurance against material misstatement of management and financial information and records or against financial losses or fraud.

Key control procedures of the Group's internal control system are as follows:

- Segregation of duties and functions of the respective operational departments of the Group
- Monitoring the strategic plan and performance
- Designing an effective accounting and information system
- Controlling price-sensitive information

The Board has established an on-going process for identifying, evaluating and managing the significant risks faced by the Group and this process includes updating the internal control manual when there are changes to business environment or regulatory guidelines.

The Group has conducted an annual review of the effectiveness of its internal control system covering all material controls, including financial, operational and compliance as well as risk management. Besides the Group has also engaged HLB Hodgson Impey Cheng Consultants Limited (the "Consultant") to conduct review and make recommendations for the improvement and strengthening of the internal control system.

內部監控

董事會負責監督本集團之內部監控系統,並確 保維持一個健全及有效之內部監控系統。董事 會負責批准及審核內部監控政策,管理層則負 責經營風險之日常管理並實施舒緩措施。由於 內部監控系統旨在將本集團之風險管理於某一 可接受之風險範圍內(而非杜絕失誤之風險), 並達至本集團之業務目標,故對於管理及財務 信息及記錄之重大錯誤陳述,或財務損失及欺 詐,內部監控系統僅可提供合理保障而非絕對 保障。

本集團內部監控系統之主要控制程序如下:

- 區分本集團各經營部門之職責及職能
- 監察策略方案及表現
- 設計一套有效之會計及資訊系統
- 控制股價敏感之資料

董事會已確立持續程序,以確定、評估及管理 本集團所面對之重大風險,該程序包括當營商 環境或規例指引變更時,更新內部監控系統。

管理層每年對其內部監控系統之有效性進行檢 討,涵蓋包括財務、營運及合規之所有重大監 管及風險管理。此外本集團亦聘請國衛顧問有 限公司(「顧問」)進行內部監控檢討、提出改善 意見及強化內部監控系統。

INTERNAL CONTROLS (Continued)

The review by the Consultant is conducted with reference to the principles outlined in Internal Control and Risk Management — A Basic Framework issued by the Hong Kong Institute of Certified Public Accountants. The assessment covers the major internal controls and measures, including financial, operational and compliance as well as risk management. Any material non-compliance or failures in internal controls maintained by the Group's management and relevant recommendations for improvements are reported to the Audit Committee.

Based on the assessments made by the Consultant, the Audit Committee and the Board considered that the key areas of the Group's internal control system are reasonably implemented with room for improvement. The Group shall use its best endeavour to implement the recommendations made by the Consultant in order to further improve the internal control system.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

To enhance transparency, the Company endeavours to maintain an on-going dialogue with shareholders and investors through a variety of communication channels.

The annual general meeting is used as an opportunity to communicate with all shareholders. The Company is also committed to providing clear and full performance information in its annual report, interim report and press releases. The Company also maintains a website at http://www.riche.com.hk, where detailed information of the Company's business developments, operations, financial and other information are posted.

內部監控(續)

顧問所進行之檢討乃參考香港會計師公會頒布 之「內部監控與風險管理-基本架構」所概述之 原則進行。評估涵蓋主要內部控制及措施,包 括財務、經營、合規、及風險管理。任何重大 不合規事宜或內部監控失效由本集團管理層記 錄及有關改進建議則向審核委員會報告。

根據顧問所作之評估,審核委員會及董事會認 為本集團內部監控系統之主要環節均已合理落 實,並有改進空間。本集團須竭力落實顧問所 作之建議,以進一步改善內部監控系統。

與股東之溝通及投資者關係

為提升透明度,本集團盡力透過多個溝通管道 維持與股東及投資者之持續溝通。

股東週年大會乃用作與全體股東溝通之良機。 本公司亦致力於年報、中期報告及新聞稿中提 供清晰詳盡之業績資料。本公司亦設立網站 http://www.riche.com.hk,有關本公司之業務 拓展、營運、財務及其他資料之詳情刊登於該 網站。