

企業管治報告

Corporate Governance Report

企業管治常規

本公司明白上市公司對股東的責任，故致力維持高水平的企業管治。為此，本公司已檢討其常規和程序，並確認和制訂合適的措施和步驟。

於截至二零零七年三月三十一日止年度內，本公司均有遵守《香港聯合交易所有限公司證券上市規則》（「上市規則」）附錄十四所載的《企業管治常規守則》（「企管常規守則」）中的所有守則條文，唯主席和行政總裁的角色沒有按企管常規守則中守則條文第A.2.1條的規定而分開，並由不同人士擔任。

關於偏離企管常規守則中守則條文第A.2.1條，鍾輝煌先生現時為本公司主席和行政總裁。董事會認為現時的公司結構對本公司並無任何負面影響，且相信該結構能令本集團更迅速和有效率地作出及執行決策。

董事的證券交易

本公司已採納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》作為本公司董事買賣本公司證券的守則（「標準守則」），並向所有本公司董事就有否遵守標準守則作出特定查詢。所有董事皆確認於截至二零零七年三月三十一日止年度內均有遵守標準守則的規定。

CORPORATE GOVERNANCE PRACTICES

The Company recognises its responsibilities to shareholders and is therefore committed to maintaining a high standard of corporate governance. To accomplish this, the Company has reviewed its practices and procedure, and identified and formalised appropriate measures.

Throughout the year ended 31 March 2007, the Company has complied with all the code provisions set out in the Code on Corporate Governance Practices (“CG Code”) in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) except that the roles of chairman and chief executive officer were not separated and performed by two individuals, which was inconsistent with code provision A.2.1 of the CG Code.

In respect of the deviation from code provision A.2.1 of the CG Code, Mr Cheong Hooi Hong is both the Chairman and chief executive officer of the Company. The Board of Directors considers that the current structure does not have any adverse effect on the Company and believes that this structure enables the Group to make and implement decisions promptly and efficiently.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules as its code for dealing in securities in the Company by its directors (“Model Code”). Specific enquiry has been made with all directors of the Company of any non-compliance with the Model Code, and all directors have confirmed compliance with the required standard set out in the Model Code during the year ended 31 March 2007.

企業管治報告 (續)

Corporate Governance Report (Continued)

董事會

於截至二零零七年三月三十一日止年度，本公司董事會由下列董事組成：

執行董事

鍾輝煌先生 (主席)

鍾瓊林先生 (副主席)

鍾焯輝先生

鍾榮南先生

鍾聰玲小姐

(於二零零七年一月一日上任)

鍾敏卿小姐

(於二零零七年一月一日離任)

非執行董事

冼祖昭先生

劉華森先生

獨立非執行董事

周雲海先生

姚李男先生

李松先生

鍾輝煌先生(本公司之主席和行政總裁)、鍾瓊林先生、鍾焯輝先生、鍾榮南先生和鍾敏卿小姐為兄弟姊妹。鍾聰玲小姐是鍾瓊林先生的女兒，亦是鍾輝煌先生、鍾焯輝先生、鍾榮南先生和鍾敏卿小姐的侄女。部分鍾氏家族成員的董事共同擁有本集團以外的業務。

BOARD OF DIRECTORS

The Board of Directors during the year ended 31 March 2007 comprises the following directors:

Executive directors

Mr Cheong Hooi Hong (*Chairman*)

Mr Cheong Kheng Lim (*Deputy Chairman*)

Mr Cheong Keng Hooi

Mr Cheong Sim Lam

Miss Cheong Chong Ling

(appointed with effect from 1 January 2007)

Miss Cheong Been Kheng

(resigned with effect from 1 January 2007)

Non-executive directors

Mr Sin Cho Chiu, Charles

Mr Lau Wah Sum

Independent non-executive directors

Mr Chow Wan Hoi, Paul

Mr Yau Allen Lee-nam

Mr Lee Chung

Mr Cheong Hooi Hong (who is both the chairman and chief executive officer of the Company), Mr Cheong Kheng Lim, Mr Cheong Keng Hooi, Mr Cheong Sim Lam and Miss Cheong Been Kheng are brothers and sister. Miss Cheong Chong Ling is the daughter of Mr Cheong Kheng Lim and the niece of Messrs Cheong Hooi Hong, Cheong Keng Hooi, Cheong Sim Lam and Miss Cheong Been Kheng. Some of the directors who are members of the Cheong family own business outside the Group together.

企業管治報告 (續) Corporate Governance Report (Continued)

董事會 (續)

董事會負責領導和管治本集團，包括制訂目標、具體策略及業務計劃，並監督本集團財務及管理表現。為使本集團之管理更具效率，若干職能和權力均轉授予管理層，包括推行董事會已制訂的目標、策略及計劃和本集團的日常業務管理。

本公司董事會須對編製各財政期間的財務報表負責，務使該等報表真實及公平地反映本集團的財務狀況及業績和現金流量。於按持續經營基準方式編製本集團截至二零零七年三月三十一日止年度的財務報表時，董事會已採納合適的會計政策，並(除在財務報表附註所披露之修訂者外)應用與上一財政年度財務報表中所採用的相同會計政策，且已作出審慎及合理的判斷和估計。

本公司董事會須對保留合適的紀錄，以合理的準確性反映本集團於任何時間的財務狀況負責。本公司核數師就本集團財務報表作出的申報責任聲明列載於獨立核數師報告第40至第42頁。

BOARD OF DIRECTORS (Continued)

The Board is responsible for the leadership and control of the Group. It formulates objectives, overall strategies and business plans and oversees the financial and management performance of the Group. For efficient operation, certain functions and authorities are delegated to the management, which include implementation of objectives, strategies and plans adopted by the Board and the day-to-day management of the Group's business.

The Directors of the Company are responsible for preparation of the financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flow of the Group. In preparing the financial statements of the Group for the year ended 31 March 2007 on a going concern basis, the Directors have adopted suitable accounting policies and, other than the revised accounting policies as disclosed in the notes to the financial statements, applied them consistently with those applied to the financial statements of the previous financial year. The Directors have also made judgements and estimates which are prudent and reasonable.

The Directors of the Company are accountable for keeping proper records which reflect with reasonable accuracy at any time the financial position of the Group. The statement of the Auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 40 to 42.

企業管治報告 (續)

Corporate Governance Report (Continued)

董事會 (續)

於截至二零零七年三月三十一日止年度內，本公司共召開七次董事會會議（其中四次為定期會議），各董事的出席次數如下：

BOARD OF DIRECTORS (Continued)

Seven board meetings, of which four were regular board meetings, were held during the year ended 31 March 2007. Individual attendance of each of the directors is set out below:

董事	Directors	出席會議次數／有資格出席會議次數 Meetings attended/Eligible to attend
執行董事	<i>Executive directors</i>	
鍾輝煌先生 (主席)	Mr Cheong Hooi Hong (Chairman)	5/7
鍾瓊林先生 (副主席)	Mr Cheong Kheng Lim (Deputy Chairman)	7/7
鍾焯輝先生	Mr Cheong Keng Hooi	5/7
鍾燦南先生	Mr Cheong Sim Lam	5/7
鍾聰玲小姐 ^{註1}	Miss Cheong Chong Ling ^{Note 1}	1/1
鍾敏卿小姐 ^{註2}	Miss Cheong Been Kheng ^{Note 2}	3/6
非執行董事	<i>Non-executive directors</i>	
冼祖昭先生	Mr Sin Cho Chiu, Charles	6/7
劉華森先生	Mr Lau Wah Sum	6/7
獨立非執行董事	<i>Independent non-executive directors</i>	
周雲海先生	Mr Chow Wan Hoi, Paul	7/7
姚李男先生	Mr Yau Allen Lee-nam	7/7
李松先生	Mr Lee Chung	6/7

註：

1. 鍾聰玲小姐獲委任為本公司執行董事，並於二零零七年一月一日起生效。在二零零七年一月一日至二零零七年三月三十一日止期間，本公司共召開一次董事會會議。
2. 鍾敏卿小姐已辭任本公司執行董事一職，並於二零零七年一月一日起生效。於二零零六年四月一日至二零零六年十二月三十一日止期間，本公司共召開六次董事會會議。

Notes:

1. Miss Cheong Chong Ling was appointed as an executive director of the Company with effect from 1 January 2007. During the period from 1 January 2007 to 31 March 2007, one board meeting had been held.
2. Miss Cheong Been Kheng resigned from her position as an executive director of the Company with effect from 1 January 2007. During the period from 1 April 2006 to 31 December 2006, six board meetings had been held.

企業管治報告 (續) Corporate Governance Report (Continued)

非執行董事和獨立非執行董事

非執行董事和獨立非執行董事被委任的年期為一年。根據本公司的組織章程細則，非執行董事須於每三年最少輪值退任一次，唯該等董事可膺選連任。

本公司已收到各獨立非執行董事向本公司發出有關其獨立性(按上市規則第3.13條的定義)的確認文件，並認為所有該等獨立非執行董事確屬獨立人士。其中一名獨立非執行董事擁有上市規則要求備有的適當會計或相關財務管理專長。

董事薪酬

本集團薪酬政策的最終目的是以具競爭力的薪酬吸引具合適才能的董事和員工留任。為此，董事會已成立薪酬委員會。按本集團薪酬政策的規定，所有董事或其聯繫人不可參與與其薪酬有關的決定。

NON-EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS

The non-executive directors and independent non-executive directors are appointed for a term of one year. According to the Company's Articles of Association, they are required to retire by rotation, but eligible for re-election, at least once every three years.

The Company has received confirmation from each independent non-executive director about his independence as set out in rule 3.13 of the Listing Rules and considers each of them to be independent. One of the independent non-executive directors possesses appropriate professional qualifications in accounting or related financial management expertise as required under the Listing Rules.

REMUNERATION OF DIRECTORS

The primary objective of the Group's remuneration policy is to retain directors and staff of suitable calibre by remunerating them at competitive level. In order to achieve this, the Board has established a remuneration committee. Under the Group's remuneration policy, no director or his associates is allowed to be involved in decisions relating to his own remuneration.

企業管治報告 (續) Corporate Governance Report (Continued)

董事薪酬 (續)

薪酬委員會由三名獨立非執行董事和兩名非執行董事組成。成員包括周雲海先生(委員會主席)、劉華森先生、冼祖昭先生、李松先生和姚李男先生。該委員會的主要職責是協助本公司制訂董事及高層管理人員的薪酬政策及結構；審批所有執行董事和高層管理人員的薪酬；向董事會建議非執行董事和獨立非執行董事的薪酬；按公司目標檢討及批准以表現釐定的薪酬；和檢討及批准向執行董事和高層管理人員支付的賠償和因董事行為失當而解僱或罷免有關董事的賠償安排。薪酬委員會的書面職權範圍已詳細闡明其權力和責任，有關資料的副本可向公司秘書索取。

執行董事和高層管理人員的薪酬每年由薪酬委員會在考慮行政總裁的建議後釐定(唯鍾輝煌先生的薪酬則在無須諮詢或聽取行政總裁的建議下，由薪酬委員會全權決定)。薪酬委員會每年亦就非執行董事和獨立非執行董事的薪酬向董事會作出建議。其他員工的薪酬則於每年由執行董事在考慮有關部門主管的建議後釐定。

REMUNERATION OF DIRECTORS (Continued)

The remuneration committee comprises three independent non-executive directors and two non-executive directors. The members are Mr Chow Wan Hoi, Paul (committee chairman), Mr Lau Wah Sum, Mr Sin Cho Chiu, Charles, Mr Lee Chung and Mr Yau Allen Lee-nam. The main duties of the committee are to assist the Company in formulating remuneration policy and structure for directors and senior management; to determine the remuneration packages for all executive directors and senior management; to make recommendations to the Board on the remuneration for non-executive directors and independent non-executive directors; to review and approve performance-based remuneration by reference to corporate goals and objectives; and to review and approve compensation payable to executive directors and senior management and compensation arrangements relating to dismissal or removal of directors for misconduct. Details of the remuneration committee's authority and duties are set out in the written terms of reference, a copy of which is available on application to the company secretary.

Remuneration for executive directors and senior management is determined by the remuneration committee on the recommendations of the chief executive officer (except Mr Cheong Hooi Hong whose remuneration package is determined by the remuneration committee without recommendation of or reference to the chief executive officer) on an annual basis. The remuneration committee also makes recommendations to the Board on the review of remuneration for non-executive directors and independent non-executive directors annually. For all other staff, the executive directors fix their remuneration packages on the recommendations of their respective department heads on an annual basis.

企業管治報告 (續) Corporate Governance Report (Continued)

董事薪酬 (續)

董事之薪酬乃根據若干因素而決定，包括同類公司支付的薪酬、本集團業績、各董事的工作量、責任和須付出的時間。在釐定高層管理人員和其他員工的薪酬時，薪酬委員會和執行董事(如適用)考慮的因素則包括市場狀況、本集團業績、個人表現、工作性質和職責。

除列載於第125至第126頁的財務報表附註26的退休計劃外，本集團並無任何長期的獎勵計劃。

於截至二零零七年三月三十一日止年度內，薪酬委員會共召開兩次會議，並於會上檢討本公司的薪酬政策、結構及就該事宜向董事會作出建議；根據執行董事和高層管理人員的表現釐定其薪酬；就非執行董事及獨立非執行董事的薪酬向董事會作出建議；釐定獲新委任之執行董事的薪酬及就本公司與該執行董事簽訂的服務合約條款向董事會作出建議。

REMUNERATION OF DIRECTORS (Continued)

The amount of remuneration payable to the directors is determined by reference to a number of factors, including remuneration paid by comparable companies, the Group's results as well as the workload, responsibility and time commitment of the directors. When determining the remuneration packages for senior management and all other staff, the remuneration committee and executive directors, whoever applicable, take(s) into consideration the factors including market condition, the Group's results, individual performance, job nature and duties.

Other than the retirement scheme as set out in note 26 to the financial statements on pages 125 to 126, the Group does not have any long-term incentive scheme.

During the year ended 31 March 2007, the remuneration committee held two meetings, at which, the committee reviewed and made recommendations to the Board on the Company's remuneration policy and structure; considered and fixed the remuneration packages for executive directors and senior management; made recommendations to the Board on the remuneration for both the non-executive directors and independent non-executive directors; fixed the remuneration package for the newly appointed executive director; and recommended the Board on the terms and conditions of the service contract between the Company and the newly appointed executive director.

企業管治報告 (續)

Corporate Governance Report (Continued)

董事薪酬 (續)

各薪酬委員會成員出席會議之次數如下：

成員	Members	出席會議次數／有資格出席會議次數 Meetings attended/Eligible to attend
周雲海先生 (委員會主席)	Mr Chow Wan Hoi, Paul (committee chairman)	2/2
劉華森先生	Mr Lau Wah Sum	1/2
冼祖昭先生	Mr Sin Cho Chiu, Charles	1/2
李松先生	Mr Lee Chung	2/2
姚李男先生	Mr Yau Allen Lee-nam	2/2

董事提名

由於提名委員會的角色和職能現由董事會擔任，故本公司並未成立提名委員會。

在董事提名方面，董事會負責委任、重新委任及罷免董事。為能擁有均衡的董事會組合，董事會在委任新董事時，不僅會考慮候選人的能力和經驗，亦會考慮候選人對本公司的價值。重選董事的程序是按本公司組織章程細則而規定(i)各董事須於每三年最少輪值退任一次，唯退任的董事可膺選連任；及(ii)因新增董事會成員而獲董事會委任的董事，須在下次股東周年大會退任；因填補臨時空缺而獲委任的董事則須在下次股東大會(並非下次股東周年大會)退任，唯該等董事均可膺選連任。

REMUNERATION OF DIRECTORS (Continued)

The attendance record of each member of the remuneration committee is set out below:

NOMINATION OF DIRECTORS

The Company does not have a nomination committee as the role and function of such committee are currently performed by the Board.

As regards nomination of directors, the Board is responsible for the appointment, re-appointment and removal of directors. For appointment of a new director, the Board considers not only the skills and experience of the candidate, but also his/her value to the Company, so as to ensure that there is a balanced composition of the Board. The process for re-election of a director is pursuant to the Company's Articles of Association, which requires that (i) every director should be subject to retirement by rotation at least once every three years and a retiring director shall be eligible for re-election; and (ii) directors who are appointed by the Board as an addition to the Board shall retire at the next annual general meeting whilst those appointed to fill casual vacancies shall retire at the next general meeting (instead of the next annual general meeting) and directors so appointed are eligible for re-election.

企業管治報告 (續) Corporate Governance Report (Continued)

董事提名 (續)

於截至二零零七年三月三十一日止年度，董事會已向本公司股東就膺選連任的董事作出建議和提供該等董事的個人資料。主席亦不時檢討董事會的組合，並特別留意獨立非執行董事的人數。董事會亦就委任和重新委任董事之適合性及年期(如適用)作出檢討及決定。

在截至二零零七年三月三十一日止年度內所召開的七次董事會會議中，兩次會議與委任和／或重新委任董事有關。各董事出席該兩次董事會議之次數如下：

NOMINATION OF DIRECTORS (Continued)

During the financial year ended 31 March 2007, the Board has made recommendations and provided biographical details to shareholders of the Company on directors standing for re-election. The Chairman from time to time reviews the composition of the Board with particular regard to the number of independent non-executive directors. The Board also reviews and determines the suitability and terms, where applicable, for appointment and re-appointment of directors.

Among the seven board meetings held during the year ended 31 March 2007, two of the meetings have covered issues in relation to the appointment and/or re-appointment of directors. The individual attendance of each of the directors at the said two board meetings is set out below:

董事	Directors	出席會議次數／有資格出席會議次數 Meetings attended/Eligible to attend
執行董事	<i>Executive directors</i>	
鍾輝煌先生 (主席)	Mr Cheong Hooi Hong (Chairman)	1/2
鍾瓊林先生 (副主席)	Mr Cheong Kheng Lim (Deputy Chairman)	2/2
鍾焯輝先生	Mr Cheong Keng Hooi	1/2
鍾榮南先生	Mr Cheong Sim Lam	1/2
鍾聰玲小姐 ^{註1}	Miss Cheong Chong Ling ^{Note 1}	0/0
鍾敏卿小姐 ^{註2}	Miss Cheong Been Kheng ^{Note 2}	1/2
非執行董事	<i>Non-executive directors</i>	
冼祖昭先生	Mr Sin Cho Chiu, Charles	1/2
劉華森先生	Mr Lau Wah Sum	1/2
獨立非執行董事	<i>Independent non-executive directors</i>	
周雲海先生	Mr Chow Wan Hoi, Paul	2/2
姚李男先生	Mr Yau Allen Lee-nam	2/2
李松先生	Mr Lee Chung	2/2

企業管治報告 (續)

Corporate Governance Report (Continued)

董事提名 (續)

註：

1. 鍾聰玲小姐獲委任為本公司執行董事，並於二零零七年一月一日起生效。在二零零七年一月一日至二零零七年三月三十一日止期間，本公司並無就委任和／或重新委任董事召開董事會會議。
2. 鍾敏卿小姐已辭任本公司執行董事一職，並於二零零七年一月一日起生效。於二零零六年四月一日至二零零六年十二月三十一日止期間，本公司就委任和／或重新委任董事之事宜共召開兩次董事會會議。

核數師酬金

於截至二零零七年三月三十一日止年度，本公司核數師一畢馬威會計師事務所向本集團提供價值約港幣479,000元的核數服務。畢馬威會計師事務所亦向本集團提供價值約港幣226,000元之非核數服務，其中包括分別為港幣76,000元和港幣135,000元的稅務服務和中期審閱服務。

NOMINATION OF DIRECTORS (Continued)

Notes:

1. Miss Cheong Chong Ling was appointed as an executive director of the Company with effect from 1 January 2007. During the period from 1 January 2007 to 31 March 2007, no board meeting which covered issues relating to appointment and/or re-appointment of directors had been held.
2. Miss Cheong Been Kheng resigned from her position as an executive director of the Company with effect from 1 January 2007. During the period from 1 April 2006 to 31 December 2006, two board meetings which covered issues relating to appointment and/or re-appointment of directors had been held.

AUDITORS' REMUNERATION

During the year ended 31 March 2007, the Auditors of the Company, KPMG, provided audit services to the Group of a value of approximately HK\$479,000. KPMG also provided non-audit services to the Group of a value of approximately HK\$226,000, including HK\$76,000 and HK\$135,000 being provision of tax services and charges on interim review respectively.

企業管治報告 (續) Corporate Governance Report (Continued)

審核委員會

本公司審核委員會的主要職責是向董事會就委任、重新委任及罷免外聘核數師作出建議；批准外聘核數師的薪酬、聘用條款及處理所有有關該核數師辭職或辭退該核數師的事宜；檢討及監察外聘核數師的獨立性及客觀性和審核程序的效率；在審核工作開始前，與外聘核數師討論審核性質及範疇和相關的申報責任；制訂及推行由外聘核數師提供非核數服務的政策；監督財務申報制度及內部監控程序和檢討本集團的財務資料。審核委員會的書面職權範圍已詳細闡明其權力和責任，有關資料的副本可向公司秘書索取。

審核委員會由三名獨立非執行董事和兩名非執行董事組成。成員包括周雲海先生(委員會主席)、劉華森先生、冼祖昭先生、李松先生和姚李男先生。

AUDIT COMMITTEE

The primary responsibilities of the audit committee of the Company are to make recommendations to the Board on appointment, re-appointment and removal of external auditors; to approve remuneration and terms of engagement, and handle all issues relating to resignation or dismissal in respect of external auditors; to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process; to discuss with the external auditors on the nature and scope of audit and reporting obligations before commencement of audit; to develop and implement policy on engagement of external auditors to supply non-audit services; to oversee financial reporting system and internal control procedure and to review financial information of the Group. Details of the audit committee's authority and duties are set out in the written terms of reference, a copy of which is available on application to the company secretary.

The audit committee comprises three independent non-executive directors and two non-executive directors. The members are Mr Chow Wan Hoi, Paul (committee chairman), Mr Lau Wah Sum, Mr Sin Cho Chiu, Charles, Mr Lee Chung and Mr Yau Allen Lee-nam.

企業管治報告 (續)

Corporate Governance Report (Continued)

審核委員會 (續)

於截至二零零七年三月三十一日止年度內，審核委員會共召開五次會議，並於會上就重新委任外聘核數師向董事會作出建議；批准外聘核數師的薪酬；在向董事會提交本集團中期及年度財務報表前對該等文件包括其完整性及所載有關財務申報的重大意見進行審閱；分別在本集團年度審核和中期審閱開始前與外聘核數師討論審核性質及範疇和審閱範疇和程度；確保本公司遵守其就外聘核數師向本集團提供非核數服務的政策；檢討本集團的內部監控制度的成效和在沒有本公司董事會行政成員在場下會見外聘核數師。

各審核委員會成員出席會議之次數如下：

AUDIT COMMITTEE (Continued)

During the year ended 31 March 2007, the audit committee met five times, at which the audit committee made recommendations to the Board on the re-appointment of the external auditors, approved the remuneration of the external auditors; reviewed the half-yearly and annual financial statements of the Group, including integrity and significant financial reporting judgements contained therein, before submission to the Board for approval; discussed with the external auditors the nature and scope of the audit and scope and extent of interim review before commencement of annual audit and interim review in respect of the Group respectively; ensured that the Company had complied with its policy on engagement of external auditors to supply non-audit services to the Group; reviewed the effectiveness of the Group's internal control system and met the external auditors without the presence of executive board members of the Company.

The attendance record of each member of the audit committee is set out below:

成員	Members	出席會議次數／有資格出席會議次數 Meetings attended/Eligible to attend
周雲海先生 (委員會主席)	Mr Chow Wan Hoi, Paul (committee chairman)	5/5
劉華森先生	Mr Lau Wah Sum	4/5
冼祖昭先生	Mr Sin Cho Chiu, Charles	4/5
李松先生	Mr Lee Chung	4/5
姚李男先生	Mr Yau Allen Lee-nam	5/5

企業管治報告 (續) Corporate Governance Report (Continued)

內部監控

董事會須對本公司的內部監控制度及檢討有關方面的成效負責。本公司已制定程序和系統，務使其資產免在未准許的情況下被使用或處置；並確保本公司會計紀錄得以妥善保存、財務資料準確及遵守適用的法規、條例及規則。除此以外，員工的角色、職權及匯報途徑亦清楚界定。然而，該等程序和系統旨在減少和緩和因運作失誤及無法達到本公司目標所產生的危機而設，並非可絕對防範錯誤、損失或詭騙。

在本公司審核委員會的協助下，董事會已在二零零七年三月三十一日止年度內，就本集團內部監控制度的成效進行檢討。該檢討涵蓋所有重要監控範疇，包括財務監控、運作監控、合規監控和風險管理功能。根據檢討結果，董事會沒有察覺須就任何重要事項向股東作出交待。

INTERNAL CONTROL

The Board is responsible for the Company's internal control system and reviewing its effectiveness. Procedure and systems are in place to safeguard assets against unauthorised use or disposition; to maintain proper accounting records and to ensure accuracy of financial information and compliance with applicable statutes, rules and regulations. Defined roles, responsibilities and reporting lines are established. However, these procedure and systems are designed to minimise and mitigate the risk of failure in operation and achievement of the Company's objectives and can only provide reasonable but not absolute assurance against errors, losses or fraud.

The Board, with the assistance of the audit committee of the Company, has conducted a review of the effectiveness of the system of internal control of the Group during the year ended 31 March 2007. The review covers all material controls, including financial, operational and compliance controls, and risk management functions. Based on the result of the review, the Board is not aware of any significant areas of concern which needs to be brought to the attention of the shareholders.