

# 企業管治報告

## Corporate Governance Report

本公司致力奉行良好的企業管治常規。本公司的企業管治原則著重有效的董事會、審慎的內部及風險控制、高透明度及清晰的披露，以及對股東負責。

截至二零零六年六月三十日止之年度為本回顧財政年度，本公司董事會（「董事會」）及管理層一直參照本地及國際標準持續檢閱及提昇企業管治常規的質素。董事會相信，董事會努力不懈提昇本公司企業管治常規的質素，已對本公司及其附屬公司（「本集團」）過去數年業務的增長作出貢獻。

### 企業管治常規守則

本公司已遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「管治守則」）的守則條文。

於本年度內，本集團就香港的營運已進行內部檢閱，目的是確保：

- (i) 高水平管理監控已充份及明確定義；
- (ii) 營運管理已到位、充足和有效；
- (iii) 收入適當地收訖、記錄，並具依據；
- (iv) 開支性質適當和經適當批准；及
- (v) 資產適當地受保障。

本集團亦對本集團在中華人民共和國（「中國」）的營運已實施及完成內部檢閱，目的在確保管理及監控有效。

The Company is committed to establish and uphold good corporate governance practices and procedures. The corporate governance principles of the Company emphasise an effective Board, prudent internal and risk control, transparency and accountability to shareholders.

During the year ended 30 June 2006, being the financial year under review, the Board of Directors (the “Board”) and the management of the Company have been continually reviewing and enhancing the corporate governance practices with reference to local and international standards. The Board believes that its continued efforts in enhancing the Company’s corporate governance practices have contributed to the business growth of the Company and its subsidiaries (the “Group”) in the past years.

### CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and complied with the code provisions in the Code on Corporate Governance Practices (the “CG Code”) set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

During the year, the Group carried out an internal review in respect of the Group’s operations in Hong Kong with the objectives of ensuring:

- (i) high level management controls are adequately defined;
- (ii) operational controls are in place, sufficient and effective;
- (iii) income is properly received, recorded and supported;
- (iv) expenses are of proper nature and are properly approved; and
- (v) assets are properly safeguarded.

The Group has also conducted and completed an internal review in respect of the Group’s operations in the People’s Republic of China (the “PRC”) with the objectives of ensuring management and control efficiency.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則 (續)

完成內部檢閱後，已向董事會提出建議，董事會經審閱及考慮建議後，已採納並已實施有關香港的營運及大部份中國營運的建議。董事會將持續監控和檢閱本公司企業管治常規和程序以確保管治守則獲得遵守及提昇。

本公司亦已採納於二零零五年十月四日由董事會批准與管治守則相符合的內部企業管治常規守則（「內部管治守則」），其中包括與上市規則附錄十所載條款相同之董事進行證券交易標準守則。內部管治守則致力促進管治守則之遵守及向董事會成員和本公司高級管理層就這方面作出指引。

為了令本公司之公司細則符合相關的管治守則條文，董事會已建議於二零零六年十二月二十二日召開的應屆股東週年大會上本公司股東批准修訂某些公司細則。

每條守則條文已由本公司完全遵守，其概要及有關遵守相應詳情如下。

### CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

As a result of such internal reviews, recommendations were put forward to the Board. The Board, having reviewed and considered the recommendations, has adopted the recommendations made in respect of its Hong Kong operations and most of the recommendations in respect of its PRC operations. Implementation of such recommendations has been completed. The Board will continue to monitor and review the Company's corporate governance practices and procedures to ensure compliance with the CG Code and to enhance its practices and procedures.

The Company also adopted an internal corporate governance code in line with the CG Code which was approved by the Board on 4 October 2005 ("Internal CG Code") and adopted, amongst others, a code for securities transactions by Directors on the same terms as set out in Appendix 10 to the Listing Rules. The Internal CG Code aims to facilitate compliance with the CG Code and to give guidance to members of the Board and the senior management of the Company in this respect.

In order to bring the bye-laws of the Company in line with the relevant provisions of the CG Code, certain amendments to the Bye-Laws of the Company have been proposed by the Board for approval by shareholders of the Company at the forthcoming annual general meeting to be held on 22 December 2006.

We summarise below each of the code provisions set out in the CG Code, all of which the Company has complied with, together with corresponding details of compliance.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情

#### 甲. 董事

##### 甲.1 董事會

###### 守則原則

董事會應負有領導的責任，並應集體負責統管及監督發行人事務。董事應該客觀行事，所作決策須符合發行人利益。

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES

#### A. DIRECTORS

##### A.1 The Board

###### Code Principle

The Board should assume responsibility for leadership and be collectively responsible for directing and supervising the issuer's affairs. Directors should make decision objectively in the interest of the issuer.

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance								
<p>每年召開至少四次董事會定期會議。</p> <p>At least four regular Board meetings a year.</p>	是 Yes	<p>主席負責董事會會議整體上的進行和會議程序均正確。</p> <p>The Chairman is responsible for the proper conduct and proceedings of Board meetings in general.</p> <p>董事會最少每季召開一次會議。於本年度內，共召開了四次董事會定期會議。董事於本年度內出席董事會及董事會委員會會議的詳情如下：</p> <p>The Board meets at least on a quarterly basis. During the year, a total of four regular Board meetings were held. Details of Directors' attendance record of such regular Board meetings and Board committee meetings during the year are as follows:</p> <table border="1"> <thead> <tr> <th>董事 Director</th> <th>出席率 Attendance</th> </tr> </thead> <tbody> <tr> <td>蔡黎明先生 Mr. CHUA Domingo</td> <td>2/4</td> </tr> <tr> <td>陳永杰博士 Dr. CHAN Wing Kit, Frank (於二零零六年六月十六日獲委任) (appointed on 16 June 2006)</td> <td>1/1</td> </tr> <tr> <td>陳永年先生 Mr. TANENGLIAN Mariano Chua</td> <td>2/4</td> </tr> </tbody> </table>	董事 Director	出席率 Attendance	蔡黎明先生 Mr. CHUA Domingo	2/4	陳永杰博士 Dr. CHAN Wing Kit, Frank (於二零零六年六月十六日獲委任) (appointed on 16 June 2006)	1/1	陳永年先生 Mr. TANENGLIAN Mariano Chua	2/4
董事 Director	出席率 Attendance									
蔡黎明先生 Mr. CHUA Domingo	2/4									
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陳永年先生 Mr. TANENGLIAN Mariano Chua	2/4									

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

##### 甲.1 董事會 (續)

##### A.1 The Board (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance	出席率 Attendance
		<b>董事 Director</b>	
		陳俊望先生 Mr. TAN Lucio Jr. Khao	2/4
		張志明先生 Mr. CHEUNG Chi Ming	2/4
		黃正順先生 Mr. PASCUAL Ramon Sy (於二零零六年六月十六日獲委任) (appointed on 16 June 2006)	1/1
		莊劍青先生 Mr. CHONG Kim Chan, Kenneth	4/4
		SY Robin 先生 Mr. SY Robin	1/4
		麥貴榮先生 Mr. MAK Kwai Wing, Alexander	3/4
		彭傑文先生 Mr. PANG Kit Man, John (於二零零六年六月十六日辭退) (resigned on 16 June 2006)	3/4

董事出席董事會會議及專注公司事務整體理想。本公司將於本公司未來財政年度持續每季召開定期董事會會議。

Attendance of the Directors in Board meetings and to the affairs of the Company was satisfactory as a whole. The Company will continue to hold regularly Board meetings on a quarterly basis in the coming financial years of the Company.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

##### 甲.1 董事會 (續)

##### A.1 The Board (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance
		<p>薪酬委員會於二零零五年十月四日成立。在本年度內，薪酬委員會並未曾舉行會議，而會議將根據其職權範圍按需要而召開。</p> <p>The Remuneration Committee was established on 4 October 2005. During the year, no meeting has been held by the Remuneration Committee and meetings will be held on a need basis in accordance with its terms of reference.</p>
		<p>審核委員會於一九九九年三月二十七日成立，依據審核委員會所有會員按照其職權範圍兩次發出書面同意，接受截至二零零五年六月三十日止年度的已審核綜合財務賬項初稿和截至二零零五年十二月三十一日止六個月的未經審核綜合財務賬項初稿提交給董事會商討及批准。</p> <p>The Audit Committee was established on 27 March 1999 and, pursuant to two consents in writing by all members of the Audit Committee in accordance with its terms of reference, accepted the draft audited consolidated financial statements of the Company for the year ended 30 June 2005 and the draft unaudited consolidated financial statements of the Company for the six months ended 31 December 2005 for submission to the Board for discussion and approval.</p>
全體董事皆有機會提出商討事項列入董事會定期會議議程。 Opportunity to all Directors to include matters in the agenda for regular Board meetings.	是 Yes	<p>在有關董事會定期會議的議程發送予各董事前，諮詢各董事希望列入議程的商討事項。</p> <p>Directors are also consulted as to items which the Directors may wish to include in the agenda for regular Board meetings before the relevant agenda is dispatched to the Directors.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

##### 甲.1 董事會 (續)

##### A.1 The Board (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance
<p>召開董事會定期會議前應向全體董事發出至少十四天通知。 At least 14 days' notice given to all Directors prior to a regular Board meeting.</p>	是 Yes	<p>董事會定期會議通知及議程在該會議不少於十四天前發送予全體董事。有關的資料及文件在該會議不少於三天前發送予全體董事。 Notice and agenda of a regular Board meeting are given to all Directors not less than 14 days prior to such meeting. The relevant papers and documents are given to all Directors not less than 3 days prior to such meeting.</p>
<p>可獲得公司秘書的意見和服務。 Access to advice and services of the company secretary.</p>	是 Yes	<p>本公司的公司秘書(「公司秘書」)負責本集團的公司秘書事宜，包括董事會程序。 The company secretary of the Company (the “Company Secretary”) is responsible for company secretarial matters of the Group, including Board procedures.</p> <p>此外，如情況需要，本公司尋求法律顧問協助提供法律意見及秘書服務予本公司。 In addition, the Company seeks assistance from legal advisers to provide legal advice and secretarial services to the Company when the situation requires.</p> <p>全體董事皆可獲得公司秘書的服務和意見。 All Directors have access to the services and advice of the Company Secretary.</p>
<p>公司秘書應備存會議紀錄以供查閱。 Minutes of meetings kept by company secretary and available for inspection.</p>	是 Yes	<p>所有董事會及董事會委員會會議紀錄均由公司秘書備存，並可在香港供查閱。 All Board and Board committees minutes and records are kept by the Company Secretary and will be available for inspection in Hong Kong.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

##### 甲.1 董事會 (續)

##### A.1 The Board (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance
<p>董事會會議紀錄初稿及最後定稿均應在合理時間內發送予全體董事，以分別供其表達意見及紀錄之用。</p> <p>Draft and final minutes of Board meetings sent to all Directors for comments and records respectively, in both cases, within reasonable time.</p>	是 Yes	<p>董事會會議紀錄初稿由公司秘書負責編寫，將分發予全體董事以供其審閱及表達意見，董事會會議紀錄最後定稿將於有關董事會會議後在切實可行時間內盡快發送予全體董事以供紀錄。</p> <p>Draft minutes of a Board meeting will be prepared by the Company Secretary and circulated to all the Directors for review and comment, and final version of the Board minutes will be sent to all Directors for record as soon as practicable after the relevant Board meeting.</p>
<p>應有已商定的程序，讓董事諮詢獨立專業意見，所需費用由公司承擔。</p> <p>Agreed procedure for Directors to seek independent professional advice at the company's expense.</p>	是 Yes	<p>董事可諮詢獨立專業意見，所需費用由本公司承擔。</p> <p>Directors may request for independent professional advice which will be sought at the Company's expense.</p>



# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

##### 甲.1 董事會 (續)

##### A.1 The Board (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance
<p>如有主要股東董事(或任何其聯繫人仕)在事項中存有董事會認為是重大的利益衝突,應召開董事會會議。於上述事項存有利益的董事須放棄投票,並且不得計算在法定人數之內。在交易中本身及其聯繫人仕均沒有重大利益的獨立非執行董事應該出席有關的董事會會議。</p> <p>If a substantial shareholder/Director (or any of his/her associates) has a conflict of interest in a matter which the Board has determined to be material, a Board meeting should be held. The Director having interest in the matter must abstain from voting and not be counted in quorum. Independent Non-executive Directors who, and whose associates, have no material interest in the transaction should be present at such Board meeting.</p>	是 Yes	<p>本公司之公司細則訂明,董事就其所知,於有關本公司的合約或安排或建議中的合約或安排存有任何利益時,應於董事會會議上聲明彼或其任何聯繫人仕之利益性質。</p> <p>The Bye-Laws of the Company stipulate that a Director who to his knowledge is in any way interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest or associates at meeting of the Board.</p> <p>本公司的公司細則也訂明,(除其中所載若干例外情況外),倘若董事或其任何聯繫人仕就其所知於任何合約或安排或其他建議存有重大利益,則彼於有關的任何董事會決議案,均無權投票,亦不得計算在有關法定人數之內,倘若彼投票,其投票亦不獲計算(彼亦不得計算在有關決議之法定人數之內)。</p> <p>The Bye-Laws of the Company also stipulate that (subject to certain exceptions contained therein) a Director shall not be entitled to vote (nor shall be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he is or any of his associates are to his knowledge materially interested, and if he shall do so his vote shall not be counted (nor will he be counted in the quorum for the resolution).</p> <p>董事會的慣例是以召開會議,決定主要股東或董事(或其任何聯繫人仕)存有重大利益關係的任何事宜,並要求獨立非執行董事出席。</p> <p>It is the practice of the Board to hold a meeting to decide on any matter in which a substantial shareholder or a Director (or any of his associates) has a material interest and to request for presence of Independent Non-executive Directors.</p>



# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

##### 甲.1 董事會 (續)

##### A.1 The Board (Continued)

守則條文	是否遵守	遵守詳情
Code Provisions	Compliance	Details of Compliance
		<p>如有主要股東或董事在商討事項中存有董事會認為是重大的利益衝突，該事項會根據適用的規則和規例處理。如有需要，一獨立董事會委員會將成立處理該事項。</p> <p>If a substantial shareholder or a Director has a conflict of interest in a matter to be considered material by the Board, the matter will be dealt with according to applicable rules and regulations and, if required, an independent Board committee will be set up to deal with the matter.</p> <p>就於二零零六年一月六日公佈於本年度內發生的有關裕景國際商務廣場的關連交易和持續關連交易（「裕景交易」），董事會成立了由三位獨立非執行董事：莊劍青先生，SY Robin 先生，麥貴榮先生組成的一獨立董事會委員會處理該事項。三位獨立非執行董事中有兩位出席於二零零六年一月三日之董事會，批准達成裕景交易和成立上述獨立董事會委員會。</p> <p>Regarding the Connected Transaction and Continuing Connected Transactions in relation to Eton Place announced on 6 January 2006 which took place during the year (the “Eton Transaction”), an independent Board committee, comprising Mr. CHONG Kim Chan, Kenneth, Mr. SY Robin and Mr. MAK Kwai Wing, Alexander, the three Independent Non-executive Directors, was set up to deal with the matter. Two of the three Independent Non-executive Directors were present at the Board meeting held on 3 January 2006 to approve the entering into of the Eton Transaction and the establishment of the said independent Board committee.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 甲. 董事 (續)

##### 甲.2 主席及行政總裁

###### 守則原則

董事會的經營管理和發行人業務的日常管理應有明確劃分，並分別由不同的主管承擔，以確保權力和授權分布均衡。

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### A. DIRECTORS (Continued)

##### A.2 Chairman and chief executive officer

###### Code Principle

The management of the Board and the day-to-day management of the issuer's business should be clearly divided and separately undertaken by different officers to ensure a balance of power and authority.

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>主席及行政總裁的角色及職責應有區分及清楚界定，並具文列載。</p> <p>Roles and responsibilities of chairman and chief executive officer should be separate and clearly established and set out in writing.</p>	是 Yes	<p>本公司主席(「主席」)及行政總裁(「行政總裁」)的角色及職責有清楚區分並具文列載於內部管治守則。</p> <p>The roles and responsibilities of the chairman (the “Chairman”) and the chief executive officer (the “CEO”) of the Company are separate and set out in writing in the Internal CG Code.</p> <p>主席蔡黎明先生負責統管和帶領董事會，分配董事會成員間的職責，並於董事會會議和本公司股東會議上維持正確進行和程序，監管本集團整體方向及策略計劃。此外，主席在促使全體董事積極參與董事會事務及在建立良好企業管治常規及程序方面扮演重要角色。</p> <p>Mr. CHUA Domingo, the Chairman, is responsible for directing and leading the Board, the assignment of responsibilities among members of the Board, and the proper conduct and proceedings of meetings of the Board and shareholders of the Company, and overseeing the Group's overall direction and strategic planning. In addition, the Chairman also plays a key role in driving all Directors to actively contribute to Board affairs and establishing good corporate governance practices and procedures.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

#### 甲.2 主席及行政總裁 (續)

#### A.2 Chairman and chief executive officer (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance
		<p>行政總裁陳永杰博士 (於本財政年度二零零六年六月十六日接任彭傑文先生) 負責管理本公司業務及事務、建議和實施策略、業務和營運計劃、統管及監管本公司活動、根據董事會採納的策略方向發展和實施營運政策、發展及建議組織結構、管理股東與公共關係，並確保董事會具所有所需資訊以履行其職責。</p> <p>Dr. CHAN Wing Kit, Frank (succeeding Mr. PANG Kit Man, John during the financial year under review on 16 June 2006), the CEO, is responsible for managing the business and affairs of the Company, recommending and implementing strategic, business and operational plans, directing and monitoring the activities of the Company, developing and implementing operational policies under the strategic directions adopted by the Board, developing and recommending organizational structure, managing shareholders and public relations and ensuring that the Board has all the information it requires to fulfill its duties.</p> <p>就董事間的關係特別就主席和行政總裁之間的關係，請分別參閱本年報第11頁至13頁的管理人員簡介及第55頁至64頁的董事報告書內董事於競爭業務中之權益的一節。</p> <p>Please refer to the profile of management on pages 11 to 13 and pages 55 to 64 respectively of this Annual Report for the relationships and the section on Directors' interests in competing business in the Directors' report among the Directors, in particular, between the Chairman and the CEO.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

#### 甲.2 主席及行政總裁 (續)

#### A.2 Chairman and chief executive officer (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance
<p>主席應確保全體董事均適當知悉董事會會議上所提及事項。</p> <p>The chairman should ensure all Directors be briefed on issues arising at Board meetings.</p>	是 Yes	<p>目前主席負責 (透過主席本人或管理層其他成員) 向全體董事提供董事會會議所提及事項所需資訊。</p> <p>Currently, the Chairman is responsible for provision of the necessary information, either through himself or other members of the management, to all Directors on issues arising at the Board meeting.</p>
<p>主席應確保董事獲得充分的資訊。</p> <p>The chairman should ensure that Directors receive adequate information.</p>	是 Yes	<p>董事會已經建立有關提供及獲取資訊的程序 (見下文甲.6一節)。</p> <p>The Board has established procedures regarding supply and access of information (see Section A.6 below).</p> <p>主席 (透過主席本人或管理層其他成員) 會應要求向全體董事提供彼等履行任務所必需的資訊。</p> <p>The Chairman will upon request provide the necessary information, either through himself or other members of the management, to all Directors for discharging their duties.</p> <p>內部管治守則也訂明行政總裁其中職責是與主席及其他董事會成員會面，以確保及時提供彼等所需資訊。</p> <p>The Internal CG Code also stipulates that it is one of the duties of the CEO to meet with the Chairman and other Board members to ensure they are provided all the information they need in a timely manner.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 甲. 董事 (續)

##### 甲.3 董事會組成

###### 守則原則

董事會應擁有發行人業務所需的技巧及經驗，並維持適度的平衡。董事會中的執行董事及非執行董事 (包括獨立非執行董事) 的組合亦應取得平衡，以確保有效地作出獨立判斷。

###### 本公司董事會

董事會目前由六名執行董事及三名獨立非執行董事組成。於二零零六年六月三十日，董事會成員如下：

蔡黎明先生 (主席及執行董事)

陳永杰博士 (行政總裁及執行董事)

陳永年先生 (執行董事)

陳俊望先生 (執行董事)

張志明先生 (執行董事)

黃正順先生 (執行董事)

莊劍青先生 (獨立非執行董事)

SY Robin 先生 (獨立非執行董事)

麥貴榮先生 (獨立非執行董事)

在本年度內，彭傑文先生 (行政總裁及執行董事) 於二零零六年六月十六日辭退，而陳永杰博士獲委任以填補臨時空缺。此外，黃正順先生於同日獲委任為董事會新增執行董事。

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### A. DIRECTORS (Continued)

##### A.3 Board composition

###### Code Principle

The Board should have a balance of skills and experience appropriate for the requirements of the business of the issuer. The Board should also include a balanced composition of Executive and Non-executive Directors (including Independent Non-executive Directors) to ensure that independent judgment can be made effectively.

###### The Board of the Company

The Board currently comprises six Executive Directors and three Independent Non-executive Directors. As at 30 June 2006, the Board members were as follows:

Mr. CHUA Domingo (Chairman and Executive Director)

Dr. CHAN Wing Kit, Frank (CEO and Executive Director)

Mr. TANENGLIAN (Executive Director)

Mariano Chua

Mr. TAN Lucio Jr. Khao (Executive Director)

Mr. CHEUNG Chi Ming (Executive Director)

Mr. PASCUAL Ramon Sy (Executive Director)

Mr. CHONG Kim Chan, Kenneth (Independent Non-executive Director)

Mr. SY Robin (Independent Non-executive Director)

Mr. MAK Kwai Wing, Alexander (Independent Non-executive Director)

During the year, Mr. PANG Kit Man, John, the CEO and an Executive Director, resigned on 16 June 2006 and Dr. CHAN Wing Kit, Frank was appointed to fill the casual vacancy. Further, Mr. PASCUAL Ramon Sy was appointed as an addition to the Board on the same day as an Executive Director.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 甲. 董事 (續)

##### 甲.3 董事會組成 (續)

本公司董事會 (續)

關於董事會成員的資歷、經驗、專長及關係 (如有)，請分別參閱本年報第11頁至13頁的管理人員簡介及第55頁至64頁的董事報告書內董事於競爭業務中之權益的一節。

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### A. DIRECTORS (Continued)

##### A.3 Board composition (Continued)

*The Board of the Company (Continued)*

For qualifications, experience, expertise and relationships (if any) of the Board members, please refer to the Profile of Management and the section on Directors' interests in competing business in the Directors' Report on pages 11 to 13 and pages 55 to 64 respectively of this Annual Report.

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
於所有載有董事姓名的企業通訊中註明獨立非執行董事的身份。 Identify the Independent Non-executive Directors in all corporate communications where Directors have been mentioned.	是 Yes	於所有載有董事姓名的企業通訊 (包括年報、公告、致股東通函、股東大會通告及本公司網站) 中均有披露全體董事的名字及職位 (包括主席、行政總裁、執行董事及獨立非執行董事)。 The names of all Directors and their titles (including Chairman, Chief Executive Officer, Executive Directors and Independent Non-executive Directors) are disclosed in all corporate communications that disclose the names of the Directors, including annual reports, announcements, circulars to shareholders, notices of general meetings and in the Company's website.

#### 甲.4 委任、重選及罷免

守則原則

新董事之委任

委任新董事加入董事會應有正式、經審慎考慮及具透明的程序。所有董事應定期重選。

#### A.4 Appointment, re-election and removal

*Code Principle*

*Appointment of New Directors*

There should be a formal, considered and transparent procedures for the appointment of new Directors to the Board. All Directors should be subject to re-election at regular intervals.



# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 甲. 董事 (續)

#### 甲.4 委任、重選及罷免 (續)

##### 新董事之委任 (續)

目前，本公司並無提名委員會以作委任新董事加入董事會。由董事會集體負責物色及挑選合資格人士成為董事會成員。如董事會或董事認為有需要或適宜委任一名新董事會成員（不論是填補臨時空缺或其他原因），每名董事會成員均可提名合適的人士作為董事會成員的候選人，讓董事會決定。

在挑選合適的候選人成為董事會成員時，董事會將考慮多方面的條件，如該候選人的教育水平、資歷、經驗、技能及可作出的貢獻。於二零零六年六月十六日召開的董事會會議，考慮及批准委任陳永杰博士為行政總裁及執行董事，填補彭傑文先生於同日辭任後的臨時空缺，並委任黃正順先生為執行董事，蔡黎明先生，陳永年先生，陳俊望先生，張志明先生及莊劍青先生均有出席該董事會會議並批准該等委任。

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### A. DIRECTORS (Continued)

#### A.4 Appointment, re-election and removal (Continued)

##### Appointment of New Directors (Continued)

Currently, the Company does not have a nomination committee for appointment of new Directors to the Board. The responsibilities of identifying and selecting suitably qualified individuals to become members of the Board are undertaken by the Board collectively. Where the Board or a Director considers necessary or desirable to appoint a new member to the Board (whether to fill a casual vacancy or otherwise), each member of the Board may nominate suitable individual(s) as candidate(s) of member(s) of the Board for the decision of the Board.

In selecting a suitable candidate to become a member of the Board, the Board will consider various criteria such as education, qualification, experience, skills and possible contribution of such candidate. A Board meeting was held on 16 June 2006 to consider and approve the appointment of Dr. CHAN Wing Kit, Frank as the CEO and an Executive Director to fill the casual vacancy upon the resignation of Mr. PANG Kit Man, John effective on the same day and, further, the appointment of Mr. PASCUAL Ramon as an Executive Director, pursuant to which Mr. CHUA Domingo, Mr. TANENGLIAN Mariano Chua, Mr. TAN Lucio Jr. Khao, Mr. CHEUNG Chi Ming and Mr. CHONG Kim Chan, Kenneth attended the said Board meeting to approve such appointments.

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance
非執行董事的委任應有指定任期，並須接受重選。 Non-executive Directors should be appointed for a specific term, subject to re-election.	是 Yes	目前，所有非執行董事（包括獨立非執行董事）任期為二年，並須根據本公司的公司細則輪席告退。 Currently, the term of appointment of all Independent Non-executive Directors are two years subject to retirement by rotation in accordance with the bye-laws of the Company.
所有獲委任填補臨時空缺的董事須於接受委任後的首次股東大會上接受選舉。 All Directors appointed to fill a casual vacancy should be subject to election at the first general meeting after appointment.	是 Yes	董事會已建議於二零零六年十二月二十二日召開的應屆股東週年大會上批准修訂本公司的公司細則，以回應此要求。 Amendment to the bye-laws of the Company has been proposed by the Board for approval at the forthcoming annual general meeting to be held on 22 December 2006 to reflect this requirement.



# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

#### 甲.4 委任、重選及罷免 (續)

#### A.4 Appointment, re-election and removal (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance
<p>每名董事應輪席告退，至少每三年一次。</p> <p>Every Director should be subject to retirement by rotation at least once every three years.</p>	是 Yes	<p>陳永杰博士於二零零六年六月十六日獲委任為行政總裁及執行董事，填補彭傑文先生辭任的臨時空缺。彼將於二零零六年十二月二十二日的應屆股東週年大會（被委任後的首次股東大會）上接受選舉。</p> <p>Dr. CHAN Wing Kit, Frank, was appointed on 16 June 2006 to fill the casual vacancy of Mr. PANG Kit Man, John as the CEO and an Executive Director. He will be subject to election at the forthcoming annual general meeting to be held on 22 December 2006, being the first general meeting after his appointment.</p> <p>本公司的公司細則訂明，每名董事至少每三年輪席告退一次。</p> <p>The Company's bye-laws stipulate that every Director will be subject to retirement by rotation at least once every three years.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 甲. 董事 (續)

##### 甲.5 董事的責任

###### 守則原則

所有董事(包括非執行董事)須不時瞭解其作為發行人董事的職責,以及發行人的經營方式、業務活動及發展。

###### 守則條文

###### Code Provisions

每名新獲委任的董事均應獲得全面、正式的就任須知,以確保彼能適當理解發行人的業務;以及彼在監管規定以及發行人的業務及管治政策下的職責,彼亦察覺其在法律、法規或其他方面的職責。

Every newly appointed Director should receive a comprehensive, formal induction to ensure that he/she has proper understanding of the business and his/her responsibilities under regulatory requirements, business and governance policies of the issuer and also aware of his responsibilities by law, regulations or otherwise.

###### 是否遵守

###### Compliance

是  
Yes

###### 遵守詳情

###### Details of compliance

董事會將向新獲委任董事提供有關董事根據百慕達法例、香港法例及上市規則的職務及責任的資料,以協助彼理解其責任。

The Board will provide information on Director's duties and obligations under Bermuda laws, Hong Kong laws and the Listing Rules to a newly appointed Director to assist such Director to understand his responsibilities.

董事會亦將安排本公司的法律顧問與新獲委任董事開會,本公司的法律顧問將在會上向該名董事解釋彼根據相關法律和法規所須承擔的責任。

The Board will also arrange for a meeting between the Company's legal advisers and a newly appointed Director in which the Company's legal advisers will explain to such Director his responsibilities under the relevant legal and regulatory requirements.

此外,本公司將提供相關資料及籌辦不同活動,以確保新獲委任董事適當理解本公司的業務及管治政策,並會安排高級管理人員向該新獲委任董事簡述本公司的業務及運作。新獲委任董事並獲得機會提出問題及意見。

In addition, the Company will provide relevant information and organize activities to ensure the newly appointed Director properly understands the business and governance policies of the Company and will arrange for the senior management to brief such newly appointed Director on the business and operations of the Company. The newly appointed Director will be given opportunities to raise questions and give comments.

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### A. DIRECTORS (Continued)

##### A.5 Responsibilities of Directors

###### Code Principle

All Directors (including Non-executive Directors) shall keep abreast of their responsibilities as a Director of an issuer, and of the conduct, business activities and development of such issuer.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 甲. 董事 (續)

#### 甲.5 董事的責任 (續)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
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非執行董事的職能包括： Functions of Non-executive Directors include:	是 Yes	
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- 在董事會會議上提供獨立的意見。
- bringing an independent judgment at Board meetings.
- 在出現潛在利益衝突時發揮牽頭引導作用。
- taking the lead where potential conflicts of interests arise.
- 應邀加入委員會。
- serving on committees if invited.
- 仔細評審發行人的表現。
- scrutinizing the issuer's performance.

董事須確保彼等能付出足夠時間及專注以處理發行人的事務。 Directors should ensure that they can give sufficient time and attention to the affairs of the issuer.	是 Yes	
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### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### A. DIRECTORS (Continued)

#### A.5 Responsibilities of Directors (Continued)

非執行董事就應納入董事會會議的討論事項而被諮詢，並獲得機會在董事會會議上提出問題及意見。  
Non-executive Directors are consulted as to the matters to be included for discussion at Board meetings and are provided with opportunities to raise questions or comments at Board meetings.

就有關裕景交易須獲得獨立股東批准，由三位獨立非執行董事組成的獨立董事會委員會就裕景交易事項已發表獨立意見。

In relation to the Eton Transaction, which required independent shareholders' approval, an independent Board committee was formed comprising the three Independent Non-executive Directors to give independent opinion on the Eton Transaction.

全體獨立非執行董事均為審核委員會及薪酬委員會的成員，兩個委員會均肩負監管本公司的職責。

All the Independent Non-executive Directors are members of the Audit Committee and the Remuneration Committee; both committees serve the function of scrutinising the Company.

董事出席會議及專注公司事務整體理想。

There have been satisfactory attendances in general for meetings and attention to the affairs of the Company by the Directors.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

##### 甲.5 董事的責任 (續)

##### A.5 Responsibilities of Directors (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>董事必須遵守上市規則附錄十上市發行人董事進行證券交易的標準守則(「標準守則」)履行彼等有關證券交易的責任。</p> <p>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 regarding their securities transactions.</p>	是 Yes	<p>本公司已採用與上市規則附錄十條款相同的董事進行證券交易標準守則。在標準守則具文列明每名董事被特定須定期向本公司確認彼已遵守標準守則，並無任何董事不遵守任何有關規定。</p> <p>The Company has adopted a code for securities transactions by Directors on the same terms as set out in Appendix 10 to the Listing Rules. Each Director is specifically required to confirm with the Company that he has complied with the required standard set out in the Model Code on a regular basis and there has not been any non-compliance by any Directors in this respect.</p>

##### 甲.6 資料提供及使用

##### A.6 Supply of and access to information

###### 守則原則

###### Code Principle

董事應獲提供適當及時資料，其形式及素質須使董事能夠在掌握有關資料的情況下作出決定，並能履行其作為發行人董事的職責及責任。

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 as Director of an issuer.

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>董事會定期會議的所有議程及文件應至少在舉行該董事會會議日期的三天前或已同意其他期限送交全體董事。</p> <p>Agenda and papers for regular Board meetings should be sent in full to all Directors at least three days before the date of such Board meetings (or such other period as agreed).</p>	是 Yes	<p>現時董事會定期會議的所有議程及文件至少在舉行該董事會會議日期的三天前送交全體董事。</p> <p>Agenda and Board papers are currently sent in full to all Directors at least three days before the date of a regular Board meeting.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

#### 甲.6 資料提供及使用 (續)

#### A.6 Supply of and access to information (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance
<p>每名董事應有自行接觸高級管理人員的獨立途徑，並能夠在掌握完全和可靠資料的情況下作出決定。</p> <p>Each Director should have separate and independent access to senior management for complete and reliable information to enable it to make informed decisions.</p>	是 Yes	<p>董事會及每名董事有自行接觸高級管理人員的獨立途徑。高級管理人員與董事不時進行正式或非正式會議。</p> <p>The Board and each Director can separately and independently access the senior management of the Company. Senior management will meet, formally and informally, with the Directors from time to time.</p> <p>內部管治守則亦列明行政總裁有責任促使董事會成員可接觸管理層以允許董事會能履行其職責。</p> <p>The Internal CG Code also stipulates that it is the CEO's responsibility to ensure that Board members have access to management in order to permit the Board to fulfill its obligations.</p>
<p>董事有權查閱董事會文件及有關資料，並對董事提問須採取步驟以作出迅速及全面的回應。</p> <p>Directors are entitled to have access to Board papers and related materials and steps must be taken to respond promptly and fully to Directors' queries.</p>	是 Yes	<p>公司秘書備存董事會會議記錄、文件及有關資料並可應董事要求時查閱。高級管理人員及公司秘書須對董事提問作出跟進。</p> <p>Board minutes, papers and related materials are kept by the Company Secretary and are made available for inspection by Directors. Queries raised by Directors will be followed up by the senior management or the Company Secretary.</p> <p>所有董事會及董事會委員會會議紀錄及文件可供董事及董事會委員會成員查閱。</p> <p>Board and Board committee minutes and papers are available for inspection by Directors and Board committee members.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 甲. 董事 (續)

#### A. DIRECTORS (Continued)

##### 甲.6 資料提供及使用 (續)

##### A.6 Supply of and access to information (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of Compliance
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每名董事均有機會於董事會或董事會委員會會議上提出問題或意見，有關提問將於會議上或在會議後盡快獲回答，意見會記錄在案，並於討論後採取相關行動（如適合）。

Each Director will be given the opportunity to raise questions or provide comments at Board meetings or meetings of Board committees and his questions will be answered at the meeting or promptly thereafter. Comments will be noted and relevant action will be taken (if appropriate) after discussion.

#### 乙. 董事及高級管理人員的薪酬

#### B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

##### 乙.1 薪酬及披露的水平及組成

##### B.1 The level and make-up of remuneration and disclosure

###### 守則原則

###### Code Principle

發行人應設有正規而具透明度的程序，以制訂有關執行董事酬金的政策及釐訂全體董事的薪酬待遇。沒有董事能參與訂定本身的酬金。

An issuer should establish a formal and transparent procedure for setting policy on Executive Directors' remuneration and for fixing the remuneration package for all Directors. No Director should be involved in deciding his own remuneration.



# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 乙. 董事及高級管理人員的薪酬 (續)

##### 乙.1 薪酬及披露的水平及組成 (續)

###### 薪酬委員會

薪酬委員會於二零零五年十月四日成立，現時由以下成員組成：

蔡黎明先生	(主席及執行董事)
陳永杰博士	(行政總裁及 執行董事)
莊劍青先生	(獨立非執行董事)
SY Robin 先生	(獨立非執行董事)
麥貴榮先生	(獨立非執行董事)

薪酬委員會並無正式委任主席，然而在每次薪酬委員會會議開始時會委任主席。

薪酬委員會主要負責以下職務：

1. 就彼等對其他執行董事的薪酬方案諮詢主席及／或行政總裁；
2. 就本公司董事及高級管理人員的全體薪酬政策及架構，及就建立正規及具透明度的程序制訂此等薪酬政策，向董事會提出建議；
3. 獲授權釐訂全體執行董事及高級管理人員的特定薪酬待遇；

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

##### B.1 The level and make-up of remuneration and disclosure (Continued)

###### Remuneration Committee

The Remuneration Committee was established on 4 October 2005 and currently consists of the following members:

Mr. CHUA Domingo	(Chairman and Executive Director)
Dr. CHAN Wing Kit, Frank	(CEO and Executive Director)
Mr. CHONG Kim Chan, Kenneth	(Independent Non-executive Director)
Mr. SY Robin	(Independent Non-executive Director)
Mr. MAK Kwai Wing, Alexander	(Independent Non-executive Director)

No chairman has been formally appointed for the Remuneration Committee. However, a chairman will be appointed at the commencement of each meeting of the Remuneration Committee.

The Remuneration Committee is primarily responsible for the following duties:

1. to consult the Chairman and/or the CEO about their proposals relating to the remuneration of other executive Directors;
2. to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing the policy on such remuneration;
3. to have the delegated responsibilities to determine the specific remunerations packages of all executive Directors and senior management;



# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 乙. 董事及高級管理人員的薪酬 (續)

##### 乙.1 薪酬及披露的水平及組成 (續)

###### 薪酬委員會 (續)

4. 透過參照董事會不時通過的企業目標，檢討及批准按表現而釐定的薪酬；
5. 檢討及批准向執行董事及高級管理人員支付喪失或終止職務或委任有關的賠償，以確保該等賠償按有關合約條款釐定；如非按合約條款釐定，該等賠償亦須公平而對本公司不會過多；
6. 檢討及批准董事因行為失當而遭解僱或罷免董事所涉及的賠償安排，以確保該等安排按有關合約條款釐定；若未能按合約條款釐定，有關賠償亦須合理適當；
7. 確保任何董事或其任何聯繫人仕不得自行釐訂本身的薪酬；及
8. 向本公司股東建議按上市規則第13.68條就須獲股東批准的任何董事服務合同應如何投票。

在本年度內，薪酬委員會並無召開會議，而薪酬委員會已於二零零六年九月三十日開會以考慮董事及高級管理人員的薪酬。

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

##### B.1 The level and make-up of remuneration and disclosure (Continued)

###### Remuneration Committee (Continued)

4. to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
5. to review and approve the compensation payable to Executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
6. to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
7. to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
8. to advise the Company's shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under rule 13.68 of Listing Rules.

During the year, no meeting was held by the Remuneration Committee. The Remuneration Committee met on 30 September 2006 to consider the remuneration of the Directors and senior management.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 乙. 董事及高級管理人員的薪酬 (續)

##### 乙.1 薪酬及披露的水平及組成 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

##### B.1 The level and make-up of remuneration and disclosure (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>設立薪酬委員會時應具有特定書面職權範圍 (包括上市規則附錄十四第B.1.3段所載最低限度特定職責)，並須應要求提供有關資料，而多數會員為非執行董事。</p> <p>Remuneration committee should be established with specific written terms of reference (containing the minimum prescribed details as set out in paragraph B.1.3 of Appendix 14 to the Listing Rules) and should be available on request, with a majority of members being non-Executive Directors.</p>	是 Yes	<p>本公司已設立薪酬委員會，其書面訂明之職權範圍已符合上市規則附錄十四第B.1.3段所載規定。</p> <p>The Company has established a Remuneration Committee with terms of reference which meet the requirements as set out in paragraph B.1.3 of Appendix 14 to the Listing Rules.</p> <p>薪酬委員會的職權範圍應要求提供及載於本公司網站。</p> <p>The terms of reference of the Remuneration Committee are available on request and on the website of the Company.</p> <p>薪酬委員會五位成員中其中三位是獨立非執行董事。</p> <p>Of the five members of the Remuneration Committee, three are Independent Non-executive Directors.</p>
<p>薪酬委員會應就其他執行董事的薪酬方案諮詢主席及／或行政總裁，如有需要，亦可索取專業意見。</p> <p>The remuneration committee should consult the chairman and/or chief executive officer regarding proposed remuneration of other Executive Directors and have access to professional advice if necessary.</p>	是 Yes	<p>薪酬委員會的職權範圍訂明委員會成員應就其他執行董事的薪酬方案諮詢主席及／或行政總裁。</p> <p>The terms of reference of the Remuneration Committee provide that the committee should consult the Chairman and/or the CEO about proposed remuneration of other executive Directors.</p> <p>薪酬委員會已獲授權於有需要時尋求獨立專業意見，所需費用由本公司承擔。</p> <p>The Remuneration Committee has also been authorized to obtain independent professional advice if it considers this necessary, at the Company's expense.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 乙. 董事及高級管理人員的薪酬 (續)

#### B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

##### 乙.1 薪酬及披露的水平及組成 (續)

##### B.1 The level and make-up of remuneration and disclosure (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>薪酬委員會應可獲提供充足資源以履行其職責。</p> <p>The remuneration committee should be provided with sufficient resources to discharge its duties.</p>	<p>是</p> <p>Yes</p>	<p>薪酬委員會的職權範圍訂明薪酬委員會可於有需要時尋求獨立專業意見。</p> <p>The terms of reference of the Remuneration Committee provide that the Remuneration Committee may obtain independent professional advice if it considers necessary.</p> <p>此外，董事會與高級管理人員將對薪酬委員會提供全面支援。</p> <p>In addition, the Board and the senior management will give full support to the Remuneration Committee.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 丙. 問責及核數

##### 丙.1 財務匯報

###### 守則原則

董事會應對公司表現、情況及前景作出平衡、清晰及明白的評核。

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### C. ACCOUNTABILITY AND AUDIT

##### C.1 Financial reporting

###### Code Principle

The Board should present a balanced, clear and comprehensible assessment of the company's performance, position and prospects.

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>管理層應向董事會就財務及其他資料提供解釋，讓董事會作出有明智的評審。</p> <p>Management should provide explanation on financial and other information to enable the Board to make informed assessment.</p>	是 Yes	<p>董事透過每季定期舉行的董事會會議及適當時定期獲得本集團的一般財務資料及解釋(如適用)。</p> <p>Directors are provided with general financial information with explanation thereof (if appropriate) of the Group on a regular basis, through the regular quarterly Board meetings and when appropriate.</p> <p>此外，管理層亦會定期與執行董事開會，商討本公司財務資料(如適用)。</p> <p>Moreover, the Executive Directors also meet with the management to discuss the financial information of the Company when appropriate.</p>
<p>董事應承認彼等有編製賬目的責任，以及核數師亦應在核數師報告中就其申報責任作出聲明。董事須在持續經營的基礎下編製賬目(除不適當情況外)。</p> <p>Acknowledgement of responsibility from the Directors for preparing the accounts and a statement by the auditors regarding reporting responsibilities in auditors' report. The Directors should prepare the accounts on a going concern basis unless it is inappropriate to do so.</p>	是 Yes	<p>董事每年承認彼等有編製本集團財務賬項的責任，並確保財務賬項根據法定規定及適用的會計標準。</p> <p>The Directors annually acknowledge their responsibility for preparing the financial statements of the Group and ensure that the preparation of the financial statements are in accordance with statutory requirements and applicable accounting standards.</p> <p>核數師申報責任的聲明列載於核數師報告內。</p> <p>Auditors' reporting responsibilities statement is set out in the auditors' report.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 丙. 問責及核數 (續)

#### C. ACCOUNTABILITY AND AUDIT (Continued)

##### 丙.1 財務匯報 (續)

##### C.1 Financial reporting (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>董事會有責任於年度／中期報告、涉及股價敏感資料的通告及監管規定下須予披露的其他財務披露／報告中作出平衡、清晰及明白的評審。</p> <p>Board's responsibility to present a balanced, clear and understandable assessment in annual/interim reports, price-sensitive announcements and other financial disclosures/reports under regulatory requirements.</p>	<p>是 Yes</p>	<p>董事會共同負責於年度／中期報告、涉及股價敏感資料的通告及法例規定須予披露的其他財務披露／報告作出清晰及明白的評核。此外，已成立審核委員會以監察本公司財務賬項完整性。</p> <p>The Board is collectively responsible for ensuring clear and understandable assessment in annual/interim reports, price-sensitive announcement and other financial disclosures/reports under regulatory requirements. In addition, the Audit Committee has been established to monitor the integrity of financial statements of the Company.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 丙. 問責及核數 (續)

##### 丙.2 內部監控

###### 守則原則

董事會應確保發行人的內部監控系統妥善而且有效，以保障股東的投資及發行人的資產。

###### 守則條文

###### Code Provisions

董事應最少每年檢閱一次內部監控系統是否有效。

The Directors should at least annually conduct a review of the effectiveness of the system of internal control.

###### 是否遵守

###### Compliance

是  
Yes

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### C. ACCOUNTABILITY AND AUDIT (Continued)

##### C.2 Internal controls

###### Code Principle

The Board should ensure that the issuer maintains sound and effective internal controls to safeguard the shareholders' investment and the issuer's assets.

###### 遵守詳情

###### Details of compliance

於本年度內，董事會已內部檢閱本集團在香港的營運，目的是確保：—

During the year, the Board has conducted an internal review of the Group's operations in Hong Kong with the objectives of ensuring:

- 高水平管理監控已充份及明確定義；
- high level management controls are adequately defined;
- 營運管理已到位、充足和有效；
- operational controls are in place, sufficient and effective;
- 收入適當地收訖、記錄，並具依據；
- income is properly received, recorded and supported;
- 開支性質適當和經適當批准；及
- expenses are of proper nature and are properly approved; and
- 資產適當地受保障。
- assets are properly safeguarded.

本集團亦對集團在中國營運已實施及完成內部檢閱，目的在確保管理及監控有效。

The Group has also conducted and completed an internal review in respect of the Group's operations in the PRC with the objectives of ensuring management and control efficiency.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 丙. 問責及核數 (續)

#### C. ACCOUNTABILITY AND AUDIT (Continued)

##### 丙.2 內部監控 (續)

##### C.2 Internal controls (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
該等檢閱函蓋所有重要監控，包括財務、營運及合規監控，以及風險管理功能。		Such reviews cover all material controls including financial, operational and compliance controls, and risk management functions.

##### 丙.3 審核委員會

##### C.3 Audit committee

###### 守則原則

###### Code Principle

董事會應就應用到財務匯報及內部監控原則及維持與本公司核數師一適當的關係而作出正規及具透明度的安排。所成立的審核委員會應具有清晰的職權範圍。

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

###### 審核委員會

###### Audit Committee

審核委員會於一九九九年三月二十七日成立，目前由以下成員組成：

The Audit Committee was established on 27 March 1999 and currently consists of the following members:

莊劍青先生\* (獨立非執行董事)

Mr. CHONG Kim Chan, Kenneth\* (Independent Non-executive Director)

SY Robin 先生 (獨立非執行董事)

Mr. SY Robin (Independent Non-executive Director)

麥貴榮先生 (獨立非執行董事)

Mr. MAK Kwai Wing, Alexander (Independent Non-executive Director)

\* 審核委員會主席

\* Chairman of Audit Committee

審核委員會主要負責以下職務：

The Audit Committee is primarily responsible for the following duties:

1. 就外聘核數師的委任、重新委任及罷免向董事會提供建議，批准外聘核數師的薪酬及聘用條款，及處理有關該核數師辭職或辭退該核數師的任何問題；

1. to make recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of that auditor;



# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 丙. 問責及核數 (續)

##### 丙.3 審核委員會 (續)

###### 審核委員會 (續)

2. 按適用的標準檢閱及監察外聘核數師是否獨立客觀及核數程序有效性；
3. 就外聘核數師提供非核數服務制定政策，並予以執行；
4. 監察本公司的財務賬項及本公司年度報告及賬目、半年度報告，並審閱上述賬項及報告所載有關財務匯報的重大判斷；及
5. 監督本公司的財務匯報系統及內部監控程序。

審核委員會於本年度內，依據審核委員所有成員按其職權範圍發出的兩次書面同意，接受截至二零零五年六月三十日止年度的已審核綜合財務賬項初稿和截至二零零五年十二月三十一日止六個月的未經審核綜合財務賬項初稿提交給董事會商討及批准。

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### C. ACCOUNTABILITY AND AUDIT (Continued)

##### C.3 Audit committee (Continued)

###### Audit Committee (Continued)

2. to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard;
3. to develop and implement policy on the engagement of an external auditor to supply non-audit services;
4. to monitor integrity of financial statements of the Company and the Company's annual report and accounts, half-year report and to review significant financial reporting judgments contained in them; and
5. to oversee the Company's financial reporting system and internal control procedures.

During the year, members of the Audit Committee, pursuant to two consents in writing by all members of the Audit Committee in accordance with its terms of reference, accepted the draft audited consolidated financial statements of the Company for the year ended 30 June 2005 and the draft unaudited consolidated financial statements of the Company for the six months ended 31 December 2005 for submission to the Board for discussion and approval.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 丙. 問責及核數 (續)

##### 丙.3 審核委員會 (續)

###### 核數師酬金

於截至二零零六年六月三十日止的年度，本公司的核數師德勤•關黃陳方會計師行向本集團提供的核數及非核數服務，及與該等服務有關的已付及應付酬金列載如下：

###### 服務 Services

###### 核數服務

###### Audit services

- 已付核數費用 — 截至二零零五年六月三十日止年度全年業績 566
- Audit fee paid — Final results for the year ended 30 June 2005
- 已付核數費用 — 審閱本集團公積金基金 8
- Audit fee paid — Review of provident funds of the Group

###### 非核數服務

###### Non-audit services

- 就編製於二零零五年十月四日公布有關出售達力貨櫃中心的會計師報告已付費用 600
- Fee paid for the preparation of the accountants' report in relation to the disposal of Dynamic Cargo Centre announced on 4 October 2005
- 就編製有關裕景交易的會計師報告已付費用 445
- Fee paid for the preparation of the accountants' report in relation to the Eton Transaction
- 向本集團提供培訓的已付費用 1
- Fee paid for provision of training to the Group

審核委員會認為核數師對本集團所提供的上述非核數服務並無影響核數師的獨立性。

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### C. ACCOUNTABILITY AND AUDIT (Continued)

##### C.3 Audit committee (Continued)

###### Auditors' remuneration

During the year ended 30 June 2006, audit and non-audit services were provided to the Group by Deloitte Touche Tohmatsu, the auditors of the Company, and the amounts of remuneration paid and payable in connection therewith are as follows:

金額約數  
Approximate Amount  
港幣千元  
HK\$'000

The Audit Committee is of the view that the auditors' independence was not affected by the provision of the abovementioned non-audit services to the Group.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 丙. 問責及核數 (續)

##### 丙.3 審核委員會 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### C. ACCOUNTABILITY AND AUDIT (Continued)

##### C.3 Audit committee (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>會議紀錄應由正式委任的秘書備存，並應在合理時間內送交委員會全體成員。</p> <p>Minutes should be kept by a duly appointed secretary and should be sent to all committee members within a reasonable time.</p>	是 Yes	<p>審核委員會職權範圍規定審核委員會的秘書應由公司秘書擔任，彼應備存整份委員會會議紀錄。而會議紀錄初稿及最後定稿送交委員會全體成員分別以作審閱及記錄，有關文件均於相關審核委員會會議後合理時間內送交。</p> <p>The terms of reference of the Audit Committee provide that the Company Secretary should be the secretary of the Audit Committee, who should keep the full minutes of the committee's meetings, and that draft and final minutes should be sent to all members of the committee for their comment and record respectively within reasonable time after the meetings.</p>
<p>現任核數師的前任合夥人不得擔任審核委員會成員。</p> <p>A former partner of the existing auditors should not sit on the Audit Committee.</p>	是 Yes	<p>審核委員會的成員皆非本集團現任核數師的前任合夥人。</p> <p>None of the Audit Committee members is a former partner of the existing auditors of the Group.</p>
<p>審核委員會的職權範圍應最少包括上市規則附錄十四第C.3.3段所載的特定職責，並須應要求提供。</p> <p>The terms of reference of audit committee should contain the minimum prescribed details in paragraph C.3.3 of Appendix 14 to the Listing Rules and should be made available on request.</p>	是 Yes	<p>本公司已設立審核委員會，其職權範圍符合上市規則附錄十四第C.3.3段所載的要求。</p> <p>The Company has established an Audit Committee with terms of reference which meet the requirements as set out in paragraph C.3.3 of Appendix 14 to the Listing Rules.</p> <p>審核委員會的職權範圍可應要求提供及載於公司網站。</p> <p>The terms of reference of the Audit Committee will be available on request and on the Company's website.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 丙. 問責及核數 (續)

#### C. ACCOUNTABILITY AND AUDIT (Continued)

##### 丙.3 審核委員會 (續)

##### C.3 Audit committee (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>凡董事會不同意審核委員會對甄選、委任、辭任或罷免外聘核數師事宜的意見，發行人應在企業管治報告中列載審核委員會的建議，以及董事會所持的意見。</p> <p>Where the Board disagrees with the audit committee's view on the selection, appointment, resignation or dismissal of the external auditors, the issuer should include in the Corporate Governance Report the audit committee's recommendation and the Board's view.</p>	是 Yes	<p>董事會並無不同意審核委員會對甄選、委任、辭任或罷免外聘核數師事宜的意見。倘雙方意見不一致，董事會將在企業管治報告中列載有關詳情。</p> <p>The Board has not had any disagreement with the Audit Committee on the selection, appointment, resignation or dismissal of its external auditors. Should there be such a disagreement, the Board will include the relevant details in its Corporate Governance Report.</p>
<p>審核委員會應獲提供充足資源以履行其職責。</p> <p>The audit committee should be provided with sufficient resources to discharge its duties.</p>	是 Yes	<p>根據審核委員會的職權範圍，審核委員會成員可於有需要時尋求外界法律或其他獨立專業意見。</p> <p>The terms of reference of the Audit Committee provide that it is authorized to obtain outside legal or other independent professional advice if it considers this necessary.</p> <p>此外，董事會與高級管理人員將為審核委員會提供全面支援。</p> <p>In addition, the Board and the senior management will give full support to the committee.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 丁. 董事會權力的轉授

##### 丁.1 管理功能

###### *守則原則*

發行人應有一個正式的明細表列載特定有待董事會作決定的事項。董事會應明確指示管理層有關事項在代表發行人作出決定前，須由董事會批准。

###### *董事會及管理層的角色和功能*

董事會負責制定業務發展策略，審閱及監督本集團的業務表現，以及編製及批准財務賬項。在情況需要時，董事會就有關於行政及管理職能轉授予由行政總裁領導下的管理層給予清晰的指引。董事會定期審閱有關安排及可不時作出適當調整，以確保董事會的決定能及時有效執行。

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### D. DELEGATION BY THE BOARD

##### D.1 Management functions

###### *Code Principle*

An issuer 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 issuer.

###### *Roles and functions of the Board and the management*

The Board is responsible for formulating strategic business development, reviewing and monitoring the business performance of the Group, as well as preparing and approving financial statements. The Board gives clear directions as the situation requires as to the administrative and management functions of the Group delegated to the management led by the CEO. Such arrangements are reviewed by the Board on a periodic basis and appropriate adjustments may, from time to time, be made to ensure the decisions of the Board can be carried out effectively in a timely fashion.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 丁. 董事會權力的轉授 (續)

#### D. DELEGATION BY THE BOARD (Continued)

##### 丁.1 管理功能 (續)

##### D.1 Management functions (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>董事會必須就有關管理及行政職能轉授給管理層給予清晰的指引，包括在甚麼情況下管理層應事前取得董事會批准。</p> <p>The Board must give clear directions as to aspects of management and administrative functions delegated to management, including circumstances where management should obtain prior approval from the Board.</p> <p>應將保留予董事會的職能及轉授予管理層的職能分別確定下來。</p> <p>Formalise the functions reserved to the Board and those delegated to management.</p>	<p>是 Yes</p>	<p>概括而言，董事會負責為本集團制訂策略及指引，訂立業務目標及發展計劃，監察高級管理人員表現，以及確保良好的企業管治。高級管理人員由行政總裁領導，負責實施董事會制訂的策略及計劃，並定期向董事會匯報，確保策略及計劃能正確地實施。</p> <p>In general, the Board is responsible for establishing the strategies and direction of the Group, setting business objectives and development plans, monitoring the performance of the senior management, and ensuring good corporate governance. The senior management, which is led by the CEO, is responsible for implementing the strategies and plans set by the Board, and reporting to the Board periodically to ensure proper implementation.</p>
<h4>丁.2 董事會委員會</h4> <p><i>守則原則</i></p> <p>董事會委員會成立時應具文訂立特定的職權範圍，清楚列載委員會權力及職責。</p> <p><i>董事會委員會之成立</i></p> <p>目前董事會已成立審核委員會及薪酬委員會，其具文訂立的職權範圍詳情已分別載列於上文乙.1和丙.3兩節。</p>		<h4>D.2 Board committees</h4> <p><i>Code Principle</i></p> <p>Board committees should be formed with specific written terms of reference which deal clearly with the committees' authority and duties.</p> <p><i>Establishment of Board Committees</i></p> <p>Currently, the Board has established the Audit Committee and Remuneration Committee with written terms of reference, details of which are set out in Sections B.1 and C.3 above respectively.</p>



# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 丁. 董事會權力的轉授 (續)

##### 丁.2 董事會委員會 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### D. DELEGATION BY THE BOARD (Continued)

##### D.2 Board committees (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>清楚訂明的職權範圍，讓委員會能適當地履行其職能。</p> <p>Clear terms of reference to enable proper discharge of committee functions.</p>	是 Yes	<p>本公司目前設有兩個董事會委員會，包括審核委員會及薪酬委員會，各委員會均具有明確的書面職權範圍。</p> <p>The Company currently has two Board committees, being the Audit Committee and the Remuneration Committee, each of which has clear written terms of reference.</p> <p>上述董事會委員會的職權範圍書可應要求提供及載於本公司網址。</p> <p>The terms of reference of the Audit and Remuneration Committees are available on request and on the Company's website.</p>
<p>職權範圍應規定該等委員會要向董事會匯報其決定或建議。</p> <p>The terms of reference should require committees to report back to the Board their decisions or recommendations.</p>	是 Yes	<p>各董事會委員會的職權範圍均有條文規定該委員會須向董事會匯報彼等所作的任何決定或建議。</p> <p>The terms of reference of each of the Board committees contain provisions which require such Board committees to report back or make recommendations to the Board.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 戊. 與股東的溝通

##### 戊.1 有效的溝通

###### 守則原則

董事會應盡力與股東持續保持對話，尤其是藉股東週年大會或其他股東大會與股東溝通及鼓勵他們的參與。

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### E. COMMUNICATION WITH SHAREHOLDERS

##### E.1 Effective communication

###### Code Principle

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

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>會議主席應就每項實際獨立的事宜個別提出決議案。</p> <p>A separate resolution should be proposed by the chairman for each substantially separate issue.</p>	是 Yes	<p>根據本公司適用的法律及法規規定，股東大會上均就每項實際獨立的事宜個別提出決議案，包括每名董事的選舉或重選提名。</p> <p>Separate resolutions are proposed at general meeting on each substantially separate issue in accordance with legal and regulatory requirements applicable to the Company, including the election or re-election of individual Directors.</p>
<p>董事會主席應出席股東週年大會，並安排審核委員會、薪酬委員會及提名委員會(如適用)的主席，或在該等委員會的主席缺席時由另一名委員出席，在股東週年大會上回答提問。</p> <p>The chairman of the Board should attend the annual general meeting and arrange for the chairmen of the audit, remuneration and nomination committees (as appropriate) or in the absence of the chairman of such committees, another member of the committee to be available to answer questions at the annual general meeting.</p>	是 Yes	<p>於本年度內，本公司於二零零五年十二月二十九日舉行了股東週年大會。審核委員會主席莊劍青先生及薪酬委員會的三名成員均已出席該股東週年大會。</p> <p>During the year, the Company held its annual general meeting on 29 December 2005. The Chairman of the Audit Committee, Mr. CHONG Kim Chan, Kenneth, and three of the members of the Remuneration Committee attended the said annual general meeting.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

#### 戊. 與股東的溝通 (續)

##### 戊.1 有效的溝通 (續)

守則條文 Code Provisions	是否遵守 Compliance
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董事會轄下的獨立委員會 (如有) 的主席亦應在任何批准關連交易或任何其他須經獨立股東批准的交易的股東大會上回應問題。

The chairman of the independent Board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that is subject to independent shareholders' approval.

是  
Yes

遵守詳情 Details of compliance
-------------------------------

於本年度內，獨立董事會委員會成員包括於二零零六年一月三日就有關裕景交易委任的三位獨立非執行董事。獨立委員會並無委任主席，然而其中兩名成員出席了有關股東特別大會。

During the year, an independent Board committee comprising the three Independent Non-executive Directors was appointed on 3 January 2006 in relation to the Eton Transaction. There was no chairman appointed in respect of the independent Board committee, however, two of its members attended the relevant special general meeting.

##### 戊.2 以投票方式表決

###### 守則原則

發行人應定期通知股東以投票方式表決的程序，並確保符合上市規則有關以投票方式表決的規定及發行人本身的組織章程文件。

守則條文 Code Provisions	是否遵守 Compliance
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在召開股東大會的通函內披露以投票方式表決的程序，以及股東要求以投票方式表決的權利。

Disclosure in general meeting circulars of procedures and rights of shareholders to demand a poll.

是  
Yes

遵守詳情 Details of compliance
-------------------------------

要求以投票方式表決的權利及程序將載於隨附股東大會通知的致股東通函內。投票表決程序亦於股東大會上向股東解釋。

The rights and the procedures for demanding a poll are set out in circulars accompanying notices of general meetings dispatched to shareholders. The poll procedures are also explained to shareholders at general meetings.

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### E. COMMUNICATION WITH SHAREHOLDERS (Continued)

##### E.1 Effective communication (Continued)

##### E.2 Voting by poll

###### Code Principle

The issuer should regularly inform shareholders of the procedure for voting by poll and ensure compliance with the requirements about voting by poll contained in the Listing Rules and the constitutional documents of the issuer.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 企業管治常規守則遵守詳情 (續)

### COMPLIANCE OF THE CODE ON CORPORATE GOVERNANCE PRACTICES (Continued)

#### 戊. 與股東的溝通 (續)

#### E. COMMUNICATION WITH SHAREHOLDERS (Continued)

#### 戊.2 以投票方式表決 (續)

#### E.2 Voting by poll (Continued)

守則條文 Code Provisions	是否遵守 Compliance	遵守詳情 Details of compliance
<p>確保所有票數均適當點算及記錄在案。 Ensure that votes cast are properly counted and recorded.</p>	是 Yes	<p>本公司的慣例為委派本公司股份過戶登記處代表為表決程序的監察人。 It is the practice of the Company to appoint representatives of the share registrar of the Company as scrutineer for the voting procedures.</p>
<p>大會主席應在會議開始時充分解釋股東要求投票表決的程序，以及投票表決的程序。 Chairman of meeting should adequately explain the procedure for demanding a poll by shareholders and the poll procedures at the commencement of meeting.</p>	是 Yes	<p>於本年度內，所舉行的股東週年大會及股東特別大會上，主席已在會議開始時解釋投票表決的程序。 At each of the annual general meeting and the special general meetings held in the year, the chairman explained the poll procedures to the shareholders at the commencement of the meetings.</p>

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 其他企業管治資料

#### I 股東權利

公司致力確保股東權益。就此，本公司透過多個途徑與股東保持溝通，包括股東週年大會、股東特別大會、年報、股東大會通知、致股東通函、公告、新聞稿及其他在本公司網站刊登的企業通訊。

此外，行政總裁負責管理及監督本公司與股東及投資者、媒體、政府、員工及公眾的關係。

登記股東以郵遞方式收取股東會議通知。任何登記股東均有權出席股東週年大會及股東特別大會，惟其股份必須已繳足並已登記於本公司的股東名冊內。就截至二零零六年六月三十日止年度，本公司的股東週年大會將於二零零六年十二月二十二日召開。

根據本公司公司細則第62條及百慕達公司法1981(經修訂)，本公司之一位或多位股東，通過向本公司在的註冊辦事處遞交書面向董事會請求，列明會議目的並由請求者簽署，要求董事會召開股東大會，惟該等請求者在遞交該書面請求當日須持有不少於本公司十分之一的已繳足股本，該等股本須附有本公司股東大會上的投票權。

倘若董事會在該書面請求遞交日期起計21天內未有妥為召開該大會，則該等請求者，或其中任何持有超過彼等合共投票權50%的請求者，可按由董事會所召開大會的同樣方式或最接近方式自行召開大會，惟不可遲於該書面請求遞交日期起計三個月，而因董事未能召開大會致使該等請求者產生的一切合理開支須由本公司償付請求者。

### ADDITIONAL CORPORATE GOVERNANCE INFORMATION

#### I. Shareholders' rights

The Company is committed to ensure shareholders' interest. To this end, the Company communicates with its shareholders through various channels, including annual general meetings, special general meetings, annual reports, notices of general meetings, circulars sent to shareholders, announcements, press releases and other corporate communications available on the Company's website.

In addition, the CEO is responsible for managing and overseeing the relations of the Company with its shareholders and investors, the media, the government, its employees and the general public.

Registered shareholders are notified by post for the shareholders' meetings. Any registered shareholder is entitled to attend annual and special general meetings of the Company provided that their shares have been fully paid up and recorded in the register of members of the Company. In respect of the year ended 30 June 2006, an annual general meeting of the Company will be held on 22 December 2006.

Pursuant to Bye-Law 62 of the Company and under the Companies Act 1981 of Bermuda (as amended), a member or members of the Company may request the Board to convene a general meeting by depositing at the registered office of the Company specifying the purposes of the meeting and signed by the requisitioner(s), provided that such requisitioner(s) hold(s) as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

If the Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitioner(s) or any of them representing more than one-half of the total voting rights of all of them may themselves convene a general meeting in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and any reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company.

# 企業管治報告 (續)

## Corporate Governance Report (Continued)

### 其他企業管治資料 (續)

#### I 股東權利 (續)

股東可透過以下「投資者關係」一節所列的聯絡詳情向本公司作出查詢或提出意見。

#### II. 投資者關係

本公司認為，與投資者之間的溝通，實為加強本集團透明度，以及定期收集投資者意見及回應的重要途徑。

股東、投資者及媒體均可透過以下聯絡方法向本公司作出查詢：

熱線電話： (852) 2881 5221  
傳真： (852) 2881 5224  
郵遞： 香港銅鑼灣希慎道8號  
裕景商業中心17樓

網站： <http://www.dynamic.hk>  
電郵： [info@dynamic-hk.com](mailto:info@dynamic-hk.com)

### ADDITIONAL CORPORATE GOVERNANCE INFORMATION (Continued)

#### I. Shareholders' rights (Continued)

Shareholders can make enquiries or proposals to the Company by putting their enquiries or proposals to the Company using the contact details listed under the Section headed "Investor relations" below.

#### II. Investor relations

The Company regards communication with investors as an important means to enhance the transparency of the Group and regularly collects views and feedbacks from them.

Shareholders, investors and the media can make enquiries to the Company through the following means:

Hotline telephone number: (852) 2881 5221  
Fax: (852) 2881 5224  
Post: 17th Floor  
Eton Tower  
8 Hysan Avenue  
Causeway Bay  
Hong Kong  
Website: <http://www.dynamic.hk>  
Email: [info@dynamic-hk.com](mailto:info@dynamic-hk.com)