

The Group is committed to achieving high standards of corporate governance to safeguard the interests of all shareholders and to enhance corporate value and accountability. The Group has applied the principles and complied with most of the code provisions and recommended best practices prescribed in the Code on Corporate Governance Practices (“CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). This report describes its corporate governance practices, explains the applications of the principles of the CG Code and deviations, if any.

1 BOARD OF DIRECTORS

1.1 Board

1.1.1 The Board is responsible to the shareholders for leadership and control of the Company and is collectively responsible for promoting the success of the Company and its businesses by directing and supervising the Company’s affairs.

1.1.2 The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group. The principle functions of the Board are to:

- establish the strategic direction and development of the Group;
- determine the broad policies, strategic plans and performance objectives of the Group;
- monitor management performance;
- approve financial plans and annual budgets, major funding proposals, key funding and investment proposals;
- oversee the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance;
- approve the nominations of directors and appointment of key personnel; and
- assume responsibility for corporate governance.

為保障全體股東權益及提升企業價值和問責性，本集團一向承諾恪守奉行高水平之企業管治。本集團已應用香港聯合交易所（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「企業管治守則」）所規定之原則及遵照其大部份條文及建議之最佳常規。本報告書詳述本集團之企業管治常規，並闡釋企業管治守則之原則應用及偏離行為（如有）。

1 董事會

1.1 董事會

1.1.1 董事會就領導及監控本公司向股東負責，並且透過帶領及監管本公司之事務，共同負責促進本公司及其業務之成功。

1.1.2 董事會專注於整體策略及政策，尤其關注本集團之增長及財務表現。董事會之主要功能如下：

- 制訂本集團之策略性方向及發展；
- 決定本集團主要政策、策略計劃及績效目標；
- 監察管理層之表現；
- 批准財政計劃及年度預算、重大撥款建議、主要融資及投資建議；
- 監察評估內部監控、風險管理、財務匯報及守規之程序；
- 批准提名董事及委任主要人員；及
- 就企業管治承擔責任。

- 1.1.3 The Board delegates day-to-day operations of the Group to executive directors and senior management, while reserving certain key matters for its approval. Decisions of the Board are communicated to the management through executive directors who have attended at Board meetings and circulation of minutes of Board meetings to the management.
- 1.1.4 The Board has adopted a set of guidelines on matters that requires its approval to achieve a clear division of the responsibilities of the Board and the management. Matters requiring the Board's approval include, among others, all matters of strategic importance, corporate governance practices, legal and regulatory compliance, internal control and risk management, corporate strategy, operating and capital budgets, statutory financial reports, changes in Board members, major transactions and investment commitments and remuneration policy of directors and senior management, financial authorisation and approval limits for operating and capital expenditure, the procurement of goods and services, and the acquisition and disposal of investments. Apart from matters that specifically require the Board's approval – such as the issue of shares, dividend distributions and other returns to shareholders – the Board approves transactions exceeding certain threshold limit, while delegating authority for transactions below those limits to Executive Committee so as to facilitate operational efficiency.
- 1.1.5 The Board meets regularly. In addition to at least 4 scheduled meetings each year, it meets as and when warranted by particular circumstances. Meetings via telephone or video-conference are permitted under the Bye-Laws of the Company. A record of the number of Board meetings and Board Committees meetings held during the financial year ended March 31, 2008 is set out in the table on page 49.
- 1.1.6 To maximise the effectiveness of the Board and to encourage active participation and contribution from Board members, the Board has established executive committee, audit committee, nomination committee and remuneration committee with specific and clear written terms of reference to assist in the execution of their duties. The terms of reference of each of the Board committees are reviewed from time to time, as are the committees' structure and memberships. A further description of each of these committees is set out below. Board committees report to the Board on their works and findings. They adopt as far as practicable, the principles, procedures and arrangements of the Board in relation to scheduling and conduct of meetings, notice of meetings and inclusion of agenda items, recording and availability of minutes.
- 1.1.3 董事會委派執行董事及高級管理人員處理日常營運事宜，惟保留批准若干重要事項之權利。董事會之決定透過出席董事會會議之執行董事，及給予管理層傳閱董事會會議之會議記錄而下達至管理層。
- 1.1.4 董事會對須獲其批准之事宜採納一系列指引，以明確界定董事會及管理層之職責。須獲董事會批准之事宜其中包括所有重大策略性事宜、企業管治常規、法例及規管的遵守、內部監控、風險管理、企業策略、營運及資金預算、法定財務報告、董事會成員變動、主要交易及投資承諾以及董事及高級管理人員之薪酬政策，營運及資本開支、貨物與服務之採用、及投資項目之收購與出售之財務授權與批准限額。除卻須獲董事會特別批准之事宜（譬如發行股份、派發股息及其他分配予股東），董事會批准超過若干制定限額之事項，同時下放限額以下之事項的處理權力予執行委員會，以加速營運效率。
- 1.1.5 董事會定期舉行會議。除了每年最少四個定期會議之外，董事會並於情況需要時召開會議。本公司組織細則批准透過電話或視像方式舉行會議。於截至二零零八年三月三十一日止財政年度，董事出席董事會及委員會會議次數之紀錄載列於第49頁概覽表。
- 1.1.6 為提高董事會效能以及鼓勵董事會成員積極參與及作出貢獻，董事會已成立執行委員會、審核委員會、提名委員會及薪酬委員會，並清楚文載及列明特定職權範圍以協助各委員會執行職務。董事會會就各董事委員會之職權範圍、委員會架構及成員不時作出檢討。下文載列各委員會之詳細說明。董事委員會向董事會報告其工作及調查結果。彼等按實際可行情況採納董事會有關擬定會議時間表及會議進行方式、會議通告及載入議程項目、保存及提供會議記錄等之原則、程序及安排。

- 1.1.7 The company secretary attends all Board/Board committees meetings. All Directors have access to the company secretary who is responsible for ensuring that Board/Board committees procedures are observed and advising the Board/Board committees on compliance matters.
- 1.1.8 To address the competing time commitments of directors who sit on multiple boards, Board/Board committees meetings dates are scheduled well in advance at the beginning of every calendar year. Notices of regular Board/Board committees meetings are given at least 14 days before the meeting date. For all other Board/Board committees meetings, reasonable notices are given.
- 1.1.9 All directors were given the opportunities to include matters to be discussed in the agenda of Board/Board committees meetings. The company secretary is delegated with the responsibility to prepare these agendas and, where appropriate, take into account any matters proposed by each director/committee member for inclusion in the agenda.
- 1.1.10 Other than in exceptional circumstances, an agenda accompanied by detailed board papers (prepared in such form and quality as will enable the Board to make an informed decision on matters placed before it, including but not limited to, background or explanatory information relating to matters to be brought before the Board and internal financial information such as quarterly management accounts, forecasts and budgets with material variance between projections and actual results explained) are circulated to all directors in a timely manner and at least three days before the date of scheduled meeting.
- 1.1.11 Minutes of Board/Board committees meetings are recorded in detail the matters considered by the participants of such meetings and decisions reached, including concerns raised by directors or dissenting views expressed. Draft minutes are circulated to relevant directors/committee members within a reasonable time after the meetings are held for comments and before being approved by the Board/Board committees and taken as the true records of the proceedings of such meetings at the immediate following meetings. They are kept by the company secretary and are open for inspection at any reasonable time on reasonable notice by any director.
- 1.1.7 公司秘書出席所有董事會／董事委員會會議。全體董事均可聯絡公司秘書。公司秘書負責確保遵守董事會／董事委員會程序並向董事會／董事委員會就守規事宜作出建議。
- 1.1.8 為確保身兼多個董事會職務之董事能抽空出席會議，董事會／董事委員會會議日期於每年年初先行擬定。定期董事會／董事委員會會議通告最少於會議日期前十四天發出。所有其他董事會／董事委員會會議均給予合理之通知時間。
- 1.1.9 全體董事均有機會提出將予商討事項，以供列入董事會／董事委員會會議之議程內。公司秘書有責任編製會議議程，並(如適合)考慮各董事／委員會成員建議之任何事項，以便載入議程內。
- 1.1.10 除特殊情況外，董事會議程連同隨附之文件(編製之形式及素質須能致使董事會就提呈事項作出知情決定，包括但不限於有關向董事會提呈之事項背景或說明資料以及內部財務資料，例如季度管理賬目、預測及預算(包括預期與實際業績分歧闡釋))將適時傳遞予全體董事傳閱，期限為擬舉行會議日期前最少三日。
- 1.1.11 董事會／董事委員會會議之會議記錄均詳盡記錄參加該等會議人士所考慮之事項及達成之決定，包括董事所關注之事宜或發表之反對意見。會議記錄草稿於會議後一段合理時間內(於下一個隨即召開會議內獲董事會／董事委員會同意成為該會議真確記錄前)傳遞予有關董事／委員會成員，以供彼等提出意見。該等記錄由公司秘書存置，並於任何董事發出合理通知後於任何合理時間內供查閱。

- 1.1.12 Directors are provided in a timely manner with complete, adequate explanation and information about the Company and its subsidiaries, its activities, performances and its projects particularly including any significant variances from a planned course of actions to enable them to make an informed decision or assessment of Group's performance, position and prospects and to discharge their duties and responsibilities. In the case when the directors have queries, they are provided with the names and contact details of the Group's senior management for separate and independent access to them and they are able to obtain more information than is volunteered by the management. Senior management are from time to time brought into formal and informal contact with the Board at Board meetings and other events.
- 1.1.13 The Board and Board committees are provided with sufficient resources to properly discharge their duties including access to independent professional advisers under agreed procedures, if necessary, at the expense of the Company.
- 1.1.14 If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by holding a Board meeting or a meeting of a Board committee set up for that purpose pursuant to a resolution passed in a Board meeting. Any directors or any of their associates who have material interests in a matter proposed by the Board, the directors concerned will not be counted in the quorum present at the Board meeting. The Board will take into account the exceptions to the general voting prohibition, as set out in the Listing Rules in considering whether a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board. If the relevant exceptions apply, such Board/Board committees meeting need not be held.
- 1.1.15 The Group has arranged appropriate directors' and officers' liability insurance cover to indemnify directors of the Group against all costs, charges, losses, expenses and liabilities incurred by the directors in the execution and discharge of his/her duties or in relation thereto.
- 1.1.12 董事適時獲提供有關公司及其附屬公司、其業務、績效及其項目(尤其包括與一系列已計劃之行動有重大差異者)之完整且足夠的闡釋及資料,以便彼等就本集團績效、狀況及前景作出知情決定或評估,並履行彼等之職務及責任。倘董事有任何疑問,彼等可獲取本集團高級管理層之姓名及聯絡資料,以分別獨立聯絡有關人士,並可要求管理層提供(主動提供以外)其他額外資料。高級管理層不時與董事會於董事會及其他活動作正式及非正式的接觸。
- 1.1.13 董事會及董事委員會獲得足夠之資源以妥善履行彼等之職責,其中包括於既定的程序下,如有需要時,諮詢獨立專業顧問,有關費用由本公司支付。
- 1.1.14 倘董事會認為主要股東或董事在董事會將予考慮的事項中存有董事會認為屬重大的利益衝突,該事項將以舉行董事會會議或根據董事會會議通過之決議案就此而成立之董事委員會會議處理。任何董事或其任何聯繫人士於董事會建議之事項上有重大利益者,有關之董事將不會計算在出席董事會會議之法定人數內。董事會在考慮主要股東或董事是否在董事會將予考慮的事項中存有利益衝突時將會考慮上市規則所載一般禁制表決例外情況。倘有關例外情況適用,則不需進行該董事會/董事委員會會議。
- 1.1.15 本集團已安排購買董事及高級職員責任保險,以向本集團董事作出彌償保證,範圍包括董事於執行及履行彼等之職責或與職責有關事宜時所引致之所有成本、開支、損失、費用及負債。

1.2 Board Composition

1.2.1 The Board composition is reviewed, considered and discussed by the Nomination Committee on an annual basis and the Nomination Committee will make recommendations to the Board after the review. The Nomination Committee has devised guidelines for ideal board size, optimum number of executive and non-executive directors and board membership criteria and those guidelines shall be reviewed and revised periodically to meet business needs of the Group.

1.2.2 The Board currently comprises nine directors, of whom three are executive directors, one is non-executive director and five are independent non-executive directors. The size of the Board is conducive to effective discussion and decision-making and has an appropriate balance of independent directors to exercise independent judgement. The non-executive directors are of sufficient calibre and number for their views to carry weight.

1.2.3 The attributes, skills and expertise among the existing directors are considered appropriate to effectively lead and control the Group, taking into account the scope and nature of its operations. The directors have a mix of core competencies in areas such as accounting and finance, business and management, industry knowledge and marketing strategies. The experience and qualifications of directors and senior management are set out in the "Directors and Senior Management" section on page 22 to page 27 of this annual report.

1.2.4 Non-executive directors have the same duties of care and skill and fiduciary duties as executive directors. They are expressly identified as such in all corporate communications that disclose the names of the directors of the Company. The functions of non-executive directors include, but not limited to:

- participating in Board meetings to bring in independent judgment to bear on issues of corporate strategy, corporate performance, accountability, resources, key appointments and standard of conducts;
- taking the lead where potential conflicts of interests arise;

1.2 董事會組成

1.2.1 董事會之組成每年由提名委員會作出檢討、考慮及商討，提名委員會於檢討後會向董事會作出建議。提名委員會已就董事會之適當成員數目、適當之執行董事及非執行董事人數，以及擔任董事會成員之先決條件制定指引，該等指引將會定期予以檢討及修訂以合乎本集團的業務需要。

1.2.2 董事會現由九位成員組成，其中三位成員為執行董事、一位成員為非執行董事及五位為獨立非執行董事。董事會之人數促使有效之討論及決策，包含適當及均衡分配的獨立董事，以便作出獨立判斷。非執行董事具備足夠才能及人數使彼等之意見發揮影響力。

1.2.3 就本集團之業務範疇及性質而言，現任董事所具備之特質、技能及專業知識足以令彼等能有效地引領及監控本集團。董事具有各方面如會計及財務、商業及管理、業界知識及市場策略等專才。有關董事及高級管理人員之經驗及資歷資料載於本年報第22頁至第27頁「董事及高級管理人員」一節。

1.2.4 非執行董事與執行董事須同樣以嚴謹態度和技能行事及承擔受信責任，並在披露本公司董事姓名之所有企業通訊中明確識別。非執行董事之職能包括，但不限於：

- 參加董事會會議，就公司策略、公司績效、問責性、資源、委任要員及操守準則作出獨立判斷；
- 在出現潛在利益衝突時引領董事會；

- serving on board committees, if invited; and
- scrutinising the Group's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

1.2.5 In assessing the independence of the directors, the Board has examined the different relationships identified under the Listing Rules that might impair the directors' independence and objectivity. The Board considers that all of the independent non-executive directors are independent and is satisfied of the directors' ability to act with independent judgement. Each of the independent directors has provided to the Company an annual confirmation of independence required by the Listing Rules.

1.2.6 Details of the membership of the Board (including the independent non-executive directors) and roles and functions of directors are posted on the Company's website and such information is updated whenever there are changes.

1.3 Appointment, Re-election and Removal

1.3.1 Appointment of new directors is a matter for consideration by the Nomination Committee. It reviews the profiles of the candidates and makes recommendations to the Board on the appointment, re-nomination and retirement of directors.

1.3.2 At each annual general meeting ("AGM"), one-third of the directors are required to retire from office. The directors to retire in every year shall be those appointed by the Board after the last AGM and those who have been longest in office since their last election or re-election. New directors appointed by the Board after the last AGM shall retire and submit themselves for re-election at the AGM immediately following their appointments. The new directors shall not be taken into account in determining the number of directors who are to retire by rotation at that AGM. Mr. Kao Ying Lun, Mr. Jack Schmuckli, Professor Woo Chia Wei and Professor Yoram (Jerry) Wind will retire by rotation. Dr. Lam Yee Wah, Eva, who was appointed after the 2007 AGM will retire at the forthcoming AGM. Dr. Lam Yee Wah, Eva, Mr. Kao Ying Lun and Mr. Jack Schmuckli, being eligible, will offer themselves for re-election. Professor Woo Chia Wei and Professor Yoram (Jerry) Wind will not offer themselves for re-election.

- 應邀出任董事會屬下委員會(如獲邀請);及
- 詳查集團績效是否達到既定的企業目標和目的,並監察公司匯報表情況。

1.2.5 於評估董事之獨立性時,董事會已檢查訂明於上市規則內有可能損害董事獨立性及客觀性的不同關係。董事會認為所有獨立非執行董事皆為獨立並滿意彼等之能力可作出獨立之判斷。每位獨立非執行董事均按上市規則之規定向本公司提供年度獨立確認書。

1.2.6 董事會成員(包括獨立非執行董事)之詳情及各董事之職責及功能載於本公司網站,該等資料於有所改動時將予以更新。

1.3 委任、重選及罷免

1.3.1 提名委員會負責考慮委任新董事。該委員會審閱候選人之履歷及就董事委任、重新提名及退任之事宜向董事會作出建議。

1.3.2 於每屆股東週年大會(「股東週年大會」)上,三分之一董事須退任。每年之退任董事須為董事會於上屆股東週年大會後委任及彼等自上次獲選或重選以來任期為最長者。於上屆股東週年大會後獲董事會委任之新董事須於緊隨彼等獲委任後之股東週年大會上退任並膺選連任。於釐定股東週年大會上須輪值告退之董事人數時,毋須計及新任董事。高英麟先生、Jack Schmuckli先生、吳家瑋教授及Yoram (Jerry) Wind教授將輪值告退。林綺華博士乃於二零零七年股東週年大會後獲委任,故彼將於應屆股東週年大會上退任。林綺華博士、高英麟先生及Jack Schmuckli先生符合重選資格並願意膺選連任。吳家瑋教授及Yoram (Jerry) Wind教授將不會膺選連任。

- 1.3.3 Mr. Kao Ying Lun and Mr. Jack Schmuckli have served as independent non-executive directors for more than nine years. They are neither connected with any connected persons of the Group nor do they have any material interest in the Group's business activities. The Board considers their long directorship services had not influenced their ability and willingness to exercise their judgement independently which takes into account the best interests of the Group. Mr. Kao and Mr. Schmuckli have shown independency and objectivity in the performance of their obligations as independent non-executive directors of the Company. The Board considers them to remain independent with reference to all the guidance factors for assessing independence as set out in Rule 3.13 of the Listing Rules. They have over all these years developed deep insights into the Group's business and operations. The Board recognises their contribution and considers retaining their services as independent non-executive directors would be in the best interest of the Group.
- 1.3.4 Non-executive directors are appointed for a fixed term of three years and are subject to retirement by rotation and re-election by shareholders at AGM in accordance with the Company's Bye-Laws.
- 1.3.5 The names and biographical details of the directors who will offer themselves for election or re-election at the next AGM are set out in the circular to shareholders to assist shareholders in making an informed decision on their elections.
- 1.3.6 Newly appointed directors of the Company will receive induction and reference materials to enable him/her to familiarise with Group's history, mission, business operations and board and company policies. Each director is briefed and updated from time to time to ensure that he/she has a proper understanding of the operations and business of the Group and that he/she is fully aware of his/her responsibilities under statute and common law, the Listing Rules, applicable legal and other regulatory requirements and the governance policies of the Company.
- 1.3.3 高英麟先生及Jack Schmuckli先生已擔任獨立非執行董事逾九年。彼等與本集團任何關連人士概無關連，亦無於本集團之業務活動中擁有重大利益。董事會認為高先生及Schmuckli先生長期擔任董事職務，並未有影響其基於本集團最佳利益而施行之獨立判斷能力及意願。高先生及Schmuckli先生作為獨立非執行董事於其履行職務之表現展現了獨立性及客觀性，董事會經參照上市規則第3.13條所載評估獨立性之全部指引因素後，認為彼等仍屬獨立人士。彼等於過去多年任職期間，對本集團之業務及營運建立深刻了解。董事會確認彼等之貢獻並認為彼等留任獨立非執行董事職務符合本集團之最佳利益。
- 1.3.4 非執行董事以三年固定任期委任，並須根據本公司組織細則於股東週年大會上輪值告退並重選連任。
- 1.3.5 將於應屆股東週年大會上膺選連任董事之姓名及履歷載於致股東之通函內，以協助彼等於表決時作出知情決定。
- 1.3.6 本公司新委任董事將獲發指引及參考資料，以便其熟識本集團歷史、使命、業務運作與董事會及公司政策。各董事不時獲簡要提示最新資料，確保其妥為瞭解本集團運作及業務，並完全知悉其根據憲法及普通法、上市規則、適用法例及其他監管規定與本公司管治政策須承擔之各項責任。

1.4 Chairman and Chief Executive Officer

1.4.1 Dr. Raymond Chan assumes the role of both the chairman and the chief executive officer of the Company. While serving as the chairman responsible for the proceedings of the Board, Dr. Chan also bears executive responsibility for the Group's businesses. He ensures that:

- the Board functions effectively, and that all key and appropriate issues are properly briefed and discussed by the Board in a timely manner;
- good corporate governance practices and procedures are established and encourages all directors to make full and active participation to the affairs of the Group; and
- the Board acts in the best interests of the Group. He also attends to the formulation and successful implementation of group policies, the development of strategic operating plans to reflect the longer-term objectives and priorities established by the Board and is directly accountable to the Board for the operating performance of the Group. With the assistance of the management, Dr. Chan ensures that the funding requirements of the businesses are met and closely monitors the operating and financial results against plans and budgets, taking remedial actions when necessary and advising the Board of significant development and issues. He is also responsible for building and maintaining an effective executive team to support him in his role.

1.4.2 The role of chairman and chief executive officer of the Group rests on the same individual which deviates from the code provision in the CG Code of not having a clear division of responsibilities. The Board is of the view that this has not compromised accountability and independent decision-making for the following reasons:

- the non-executive directors form the majority of the Board of which five out of a total of six are independent; and

1.4 主席及行政總裁

1.4.1 陳煒文博士擔任本公司主席及行政總裁之職位。陳博士在擔任主席時除負責董事會程序外，亦承擔本集團業務的行政責任。彼確保：

- 董事會有效運作與及董事會均適當知悉及磋商一切重要及適當事宜；
- 制定良好企業管治常規及程序，並鼓勵全體董事全面積極參與本集團事務；及
- 董事會之任何行動符合本集團最佳利益。彼參與集團政策的制訂及成功推行、策略性營運計劃的發展以反映董事會確定的長期目標及重點，並為本集團的營運績效直接向董事會負責。加上管理層之輔助，陳博士確保業務之資金充裕並藉著對比營運及財政表現之計劃及預算案作出緊密監督營運、並於必須時採取修正行動及匯報重大發展和事宜予董事會。彼亦負責建立及維持一組有效率的行政人員隊伍以輔助他的職務。

1.4.2 本集團主席及行政總裁之職位乃由同一個人擔任，因此並無明確劃分兩者職責，偏離企業管治守則之條文。董事會認為，這並無影響其問責行事及作出獨立決定，原因如下：

- 董事會主要由非執行董事組成，六位非執行董事當中有五位為獨立人士；及

- through discussions with the chairman and among themselves during board meetings and beyond on pertinent issues affecting the affairs and businesses of the Group, these independent directors challenge the proposals and directions of the management, thus enabling the Board to benefit from the objective judgment.

1.4.3 Dr. Chan is one of the founders and a substantial shareholder of the Group and has considerable industry experience. The Board is of the view that it is in the best interests of the Group to have an executive chairman so that the Board, and in particular the non-executive directors, can have the benefit of a chairman who is knowledgeable about the business of the Group and is most capable to guide discussions and brief the Board in a timely manner on pertinent issues and developments to facilitate open dialogue between the Board and the management. He is also motivated to contribute to the growth and profitability of the Group.

1.4.4 Other than regular board meetings, the chairman from time to time meets with individual non-executive directors (including independent non-executive directors) without the executive directors or management present to discuss matters of particular interest.

1.5 Board Committee

1.5.1 Executive Committee (“EC”)

1.5.1.1 An EC of the Board comprises of all executive directors. The quorum necessary for transaction of business is two.

1.5.1.2 The EC meets as and when required to oversee the day-to-day management of the Group and has all the general powers of the Board except those matters specifically reserved for the Board.

1.5.1.3 The principal duties of EC include:

- to manage the business and investments by overseeing the Group’s operations, projects, assets and liabilities, budgets, compliance obligations and financial performance in accordance with the policies and directives of the Board;
- to make recommendations to the Board as to the Group’s overall policies, strategies and financial objectives in the development of its business and to ensure their implementation and execution; and

- 獨立董事透過與主席及其他董事，於董事會會議與及以外時間磋商影響本集團事務及業務之相關事宜，積極質詢管理層作出之建議及方針，此舉能讓董事會從客觀判斷中獲益。

1.4.3 陳博士為本集團其中一位創辦人及主要股東，彼具有豐富之業內經驗。董事會認為，董事會內有一位執行主席熟悉本集團業務、最能帶領討論及適時向董事會簡報相關事宜及發展，以及促進董事會及管理層之間公開對話，乃符合本集團之最佳利益，並可令董事會(尤其是非執行董事)獲益。彼亦獲激勵為本集團之增長及盈利能力作出貢獻。

1.4.4 除卻董事會定期會議外，主席不時於執行董事及管理層並不在場下與個別非執行董事(包括獨立非執行董事)會面以討論特別關注的事項。

1.5 董事委員會

1.5.1 執行委員會

1.5.1.1 董事會執行委員會由全體執行董事組成。處理事務之法定人數為兩人。

1.5.1.2 執行委員會於需要時舉行會議以便監察本集團日常管理事務，除需要董事會作出決定之特別事宜外，執行委員會擁有董事會所有一般權力。

1.5.1.3 執行委員會之主要職責包括：

- 透過監察本集團之營運、項目、資產與負債、預算、守規責任及財務表現，依照董事會之政策及指示，管理業務及投資；
- 就本集團業務發展而制定之整體政策、策略及財務目標向董事會作出建議，以及確保該等建議得以實施及執行；及

- to provide leadership to staff and management and to nominate key personnel and ensure appropriate levels of authority are delegated to them.

1.5.1.4 Eight meetings of the EC were held during the year ended March 31, 2008. All resolutions resolved by the EC are reported to the Board at quarterly Board meetings.

1.5.2 Nomination Committee (“NC”)

1.5.2.1 The NC comprises of a majority of independent non-executive directors, which meets at least once a year. It is chaired by Mr. Jack Schmuckli and comprises two other members, namely Mr. Kao Ying Lun and Mrs. Chan Pau Shiu Yeng, Shirley. All NC members, with the exception of Mrs. Chan Pau Shiu Yeng, Shirley, are independent non-executive directors. The quorum necessary for the transaction of business is two.

1.5.2.2 The terms of reference of the NC are posted on the Company’s website. The principal functions of the NC include:

- to make recommendations to the Board on all new appointments or re-appointments of directors, the establishment of a succession plan for directors, in particular the chairman and chief executive officer and the composition of the Board;
- to identify and nominate qualified individuals, subject to the approval of the Board, to be additional directors or to fill vacancy in the Board as and when they arise;
- to review on an annual basis the Board structure, size and composition and the independent element of the Board;
- to develop the criteria for selection of directors; and
- to assess the independence of independent non-executive directors.

1.5.2.3 The chairman of the NC will report to the Board on its proceedings and recommendations after each meeting.

1.5.2.4 One NC meeting was held during the year ended March 31, 2008.

- 領導員工及管理層、提名要員及確保授予彼等適當之權力。

1.5.1.4 截至二零零八年三月三十一日止年度內，執行委員會已舉行八次會議。獲執行委員會通過之所有決議案已於季度董事會會議上向董事會匯報。

1.5.2 提名委員會

1.5.2.1 提名委員會成員大多數為獨立非執行董事。提名委員會最少每年舉行一次會議，由Jack Schmuckli先生擔任主席，且包括兩位其他成員：高英麟先生及陳鮑雪瑩女士。除陳鮑雪瑩女士外，全體提名委員會成員均為獨立非執行董事。處理事務之法定人數為兩人。

1.5.2.2 提名委員會之職權範圍載於本公司網站。其主要職責包括：

- 就新委任或續聘董事、制定董事繼任計劃（尤其是主席及行政總裁）及董事會之組合向董事會作出建議；
- 物色及提名合資格之人選（須待董事會批准）為新增董事或於董事會出現空缺時填補人選；
- 每年審閱董事會架構、規模及組合以及董事會之獨立元素；
- 制定挑選董事之標準；及
- 評估獨立非執行董事之獨立性。

1.5.2.3 提名委員會之主席須於每次會議後向董事會匯報會議進程及向其作出建議。

1.5.2.4 於截至二零零八年三月三十一日止財政年度，提名委員會舉行了一次會議。



1.5.3 Remuneration Committee ("RC")

1.5.3.1 The RC comprises a majority of independent non-executive directors, which meets at least once a year. It is chaired by Mr. Jack Schmuckli and comprises two other members, namely Mr. Kao Ying Lun and Mrs. Chan Pau Shiu Yeng, Shirley. All RC members, with the exception of Mrs. Chan Pau Shiu Yeng, Shirley, are independent non-executive directors. The quorum necessary for the transaction of business shall be two.

1.5.3.2 The terms of reference of the RC are posted on the Company's website. The RC consults the chairman and chief executive officer about its proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary. The principal functions include:

- to recommend to the Board on the Company's policies and structure for the remuneration of the directors and senior management of the Group;
- to determine the remuneration packages of all executive directors and senior management; and
- to review and approve their performance-based remuneration.

1.5.3.3 The chairman of the RC will report to the Board on its proceedings and recommendations, where appropriate, to the Board for its consideration and/or approval.

1.5.3.4 The RC met once during the year ended March 31, 2008. In accordance with its terms of reference, the RC reviewed the directors' fees policy, the Group's executive remuneration policy and the grant of share options to the management of the Group during the year.

1.5.3.5 A general description of the Group's emolument policy and long-term incentive schemes as well as the basis of determining the emolument payable to the directors are disclosed in the section of "Operations Review" from page 17 to page 18 of this annual report.

1.5.3 薪酬委員會

1.5.3.1 薪酬委員會成員大多數為獨立非執行董事。薪酬委員會最少每年舉行一次會議，由Jack Schmuckli先生擔任主席，並包括兩位其他成員：高英麟先生及陳鮑雪瑩女士。除陳鮑雪瑩女士外，全體薪酬委員會成員均為獨立非執行董事。處理事務之法定人數為兩人。

1.5.3.2 薪酬委員會之職權範圍載於本公司網站。薪酬委員會就其建議其他執行董事之薪酬事宜徵詢主席兼行政總裁之意見，並可於有需要時諮詢獨立顧問。其主要職能包括：

- 就本集團董事及高級管理層薪酬之公司政策及架構向董事會作出建議；
- 釐定所有執行董事及高級管理層之薪酬計劃；及
- 檢討及批准該等人士按表現而釐定之薪酬。

1.5.3.3 薪酬委員會之主席須向董事會匯報會議進程及，如適當，向董事會要求對其建議作出考慮及接納。

1.5.3.4 薪酬委員會於截至二零零八年三月三十一日止年度已舉行了一次會議。根據其職權範圍，薪酬委員會於年度內檢討董事酬金政策、本集團行政人員薪酬政策及授出購股權予管理層政策。

1.5.3.5 有關本集團之薪酬政策及長期獎勵計劃以及釐訂董事薪酬準則的概括說明載於本年報第17頁至第18頁「業務回顧」一節內。

1.5.4 Audit Committee (“AC”)

1.5.4.1 The AC consists of three members, namely Mr. Lo Kai Yiu, Anthony (Chairman), Mr. Kao Ying Lun and Mr. Jack Schmuckli, all of whom are independent non-executive directors. The Board is of the opinion that the majority of the members of the AC possess accounting and financial management expertise or experience to discharge their duties.

1.5.4.2 The operations of the AC are regulated by its terms of reference which have been approved by the Board and is subject to review by the Board from time to time. The terms of reference of the AC are posted on the Company’s website. The major duties of AC include:

- to consider and recommend the appointment, re-appointment and removal of external auditor;
- to approve the remuneration and terms of engagement of external auditor, any questions of resignation or dismissal of that auditor;
- to review and monitor external auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- to discuss with external auditor the nature and scope of the audit and reporting obligations before the audit commences;
- to develop and implement policy on the engagement of an external auditor to supply non-audit services and to make recommendation of any measures for improvements to be taken;
- to monitor integrity of financial statements, annual and interim reports and to review significant financial reporting judgement contained in them. In this regard, in reviewing the quarterly, interim and annual financial statements and the annual and the interim reports before submission to the Board, focusing particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;

1.5.4 審核委員會

1.5.4.1 審核委員會由三位成員組成：包括羅啟耀先生（主席）、高英麟先生及Jack Schmuckli先生，全體成員均為獨立非執行董事。董事會認為，大部份審核委員會成員均擁有會計及財務管理專業知識或經驗，以履行彼等之職務。

1.5.4.2 審核委員會之運作受董事會批准的職權範圍規管，董事會會不時就其職權範圍作出審閱。審核委員會之職權範圍載於本公司網站，其主要職責包括：

- 考慮及建議委任、續聘及罷免外聘核數師；
- 批准外聘核數師之薪酬、聘用條款及該核數師辭任或辭退之任何問題；
- 根據適用標準審閱及監察外聘核數師之獨立性及客觀性，以及核數程序之有效性；
- 於開始進行核數前與外聘核數師討論有關核數之性質及範疇和申報責任；
- 就聘用外聘核數師提供非審核服務制定及落實政策，並就需要改善之事宜提出建議措施；
- 監察財務報表、年度及中期報告的完整性，並審閱其所載有關財務申報之重大判斷。因此，於遞交董事會前先行審閱季度、中期及年度財務報表與年度及中期報告時，尤其集中於以下各項：
 - (i) 任何會計政策及慣例變動；
 - (ii) 涉及重要判斷的地方；
 - (iii) 因核數所產生之重大調整；

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| <ul style="list-style-type: none"> (iv) the going concern assumptions and any qualifications; (v) compliance with accounting standards; and (vi) compliance with the Listing Rules and other legal requirements in relation to financial reporting; <ul style="list-style-type: none"> • to review the Group's financial controls, internal control and risk management systems; • to discuss with the management the system of internal control and ensure that the management has discharged its duty to have an effective internal control system; • to consider any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response; • to review the internal audit programme, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company and to review and monitor the effectiveness of the internal audit function; • to review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response and to ensure that the Board will provide a timely response to the issues raised; • to review the Group's financial and accounting policies and practices; and • to report to the Board on matters set out above and to consider other topics, as defined by the Board. | <ul style="list-style-type: none"> (iv) 企業持續經營假設及任何保留意見； (v) 是否遵守會計準則；及 (vi) 是否遵照上市規則及其他有關財務申報之法例規定； <ul style="list-style-type: none"> • 檢討本集團之財務監控、內部監控及風險管理制度； • 與管理層討論內部監控系統，並確保管理層履行其職責，以維持有效之內部監控制度； • 考慮有關內部監控事宜之重要調查結果(不論董事會委派或其自發進行)及管理層之回應； • 檢討內部審核規劃，確保內部審計部及外聘核數師通力合作，並確保內部審計功能有足夠資源運作，且於本公司內有適當的地位，以及檢討及監控內部審計職能之有效性； • 檢討外聘核數師呈交予管理層的《審核情況說明函件》，以及核數師就會計記錄、財務賬目或監控系統向管理層提出任何重大疑問及管理層之回應，以確保董事會對提出之事宜及時作出回應； • 檢討本集團之財務及會計政策與慣例；及 • 就上述各項所載的事宜向董事會匯報，及研究其他由董事會界定的課題。 |
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1.5.4.3 The AC has explicit authority to investigate into any matter under the scope of its duties and the authority to obtain independent professional advice. It is given full access to and cooperation of the management. It has been provided with reasonable resources to discharge its duties properly. In the course of reviewing the Group's financial information, the AC members liaise closely with the Board and the Group Chief Financial Officer to gather relevant information. At least once a year, the AC meets the external auditors.

1.5.4.4 The AC had met four times to review the quarterly, interim and annual results of the Group during the year ended March 31, 2008.

1.5.4.5 Full minutes of the AC are kept by the company secretary of the Company. Draft and finalised minutes of the AC meetings are circulated to all members of the AC for their comment and records respectively, in both cases within reasonable time after the conclusion of the meetings.

1.6 The following table summarises the attendance of individual directors and committee members in the financial year under review:

1.5.4.3 審核委員會具有明確權力，按其職責範圍調查任何事宜及有權獲取獨立專業意見，並獲管理層提供全面的支援及通力合作。審核委員會並獲提供合理的資源，以妥為履行其職務。在審閱本集團之財務資料的過程中，審核委員會與董事會及集團財務總監緊密聯繫以取得有關資料。審核委員會最少每年一次與外聘核數師會面。

1.5.4.4 於截至二零零八年三月三十一日止年度審核委員會曾舉行四次會議，審閱季度、中期及全年業績。

1.5.4.5 審核委員會之詳盡會議記錄由本公司公司秘書存置，審核委員會會議記錄之草稿及最終稿，於會議結束後一段合理時間內傳遞予全體審核委員會成員，以供彼等提出意見及存檔。

1.6 個別董事及委員會會員於回顧財政年度內出席會議之紀錄如下：

		No. of Meeting Attended / No. of Meeting held 出席會議次數 / 會議舉行次數					2007 AGM 二零零七年 股東週年大會
		Board 董事會 (note 1) (附註1)	Executive Committee 執行委員會	Audit Committee 審核委員會	Nominating Committee 提名委員會 (note 2) (附註2)	Remuneration Committee 薪酬委員會	
Executive Director	執行董事						
Raymond Chan	陳煒文	4/4	8/8	-	-	-	1/1
Chan Pau Shiu Yeng, Shirley	陳鮑雪瑩	4/4	8/8	-	1/1	1/1	1/1
Non-Executive Director	非執行董事						
Woo Chia Wei	吳家瑋	4/4	-	-	-	-	-
Independent Non-Executive Director	獨立非執行董事						
Lo Kai Yiu, Anthony	羅啟耀	4/4	-	4/4	-	-	1/1
Kao Ying Lun	高英麟	4/4	-	4/4	1/1	1/1	1/1
Jack Schmuckli	Jack Schmuckli	2/4	-	4/4	1/1	1/1	-
Kenichi Ohmae	大前研一	1/4	-	-	-	-	-
Yoram (Jerry) Wind	Yoram (Jerry) Wind	3/4	-	-	-	-	-

Notes:

- (1) Apart from the duly convened meetings of the directors, resolutions in writing were circulated and passed by all directors on two occasions during the financial year ended March 31, 2008.
- (2) Apart from the duly convened meeting of Nomination Committee, resolutions in writing were circulated and passed by all committee members on one occasion during the financial year ended March 31, 2008.

附註：

- (1) 於截至二零零八年三月三十一日止財政年度，董事除了出席適時召開之董事會議外，亦曾兩次作出書面決議（經傳閱獲全體董事通過）。
- (2) 於截至二零零八年三月三十一日止財政年度，提名委員會成員除了出席委員會適時召開之會議外，亦曾一次作出書面決議（經傳閱獲全體委員會成員通過）。

1.7 Securities Transactions by Officers

- 1.7.1 The Company has adopted a Code for Securities Transactions by Officers of the Group (the "Code") on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in Appendix 10 of the Listing Rules.
- 1.7.2 Having made specific enquiry of all directors, they have confirmed that they fully complied with the required standards set out in both the Model Code and the Code throughout the year ended March 31, 2008.
- 1.7.3 Officers as defined in the Code who is deemed to be in possession of unpublished price sensitive information in the relation to the Company or its shares are required to prohibit to deal in shares of the Company during the black-out period.

2 ACCOUNTABILITY AND AUDIT

2.1 Financial Reporting

- 2.1.1 The Board acknowledges its responsibility for preparing the financial statements which give a true and fair view of the state of affairs of the Company and of the Group on a going concern basis, with supporting assumptions or qualifications as necessary. In preparing the financial statements for the year ended March 31, 2008, the directors have selected suitable accounting policies and applied them consistently and made judgements and estimates that are prudent and reasonable.
- 2.1.2 Management recognises the importance of providing the Board with appropriate and relevant information on an accurate and timely basis. Quarterly business review and financial reports comparing the Group's actual performance with budget and highlighting major relevant issues are provided to the Board to enable it to make an informed assessment on the Group's performance, position and prospects.
- 2.1.3 The Board endeavours to ensure a balanced, clear and understandable assessment of the Group's position and prospects to extend to the Group's financial reporting including annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as information required to be disclosed pursuant to statutory requirements.

1.7 高級職員進行證券交易

- 1.7.1 本公司已採納本集團高級職員進行證券交易的標準守則(「守則」)，其條款並不較上市規則附錄10所載上市公司董事進行證券交易的標準守則(「標準守則」)之條款寬鬆。
- 1.7.2 經向全體董事作出具體查詢後，彼等確認已於截至二零零八年三月三十一日止年度全面遵守標準守則及守則所載之標準規定。
- 1.7.3 被視為知悉有關本公司或其股份未經公佈價格敏感資料之高級職員(定義見守則)禁止於限制期間買賣本公司股份。

2 問責及審核

2.1 財務匯報

- 2.1.1 董事會知悉其責任乃編製反映本公司及本集團真實公平財政狀況之財務報表(按企業持續經營基準，並在有需要時以假設及保留意見作支持)。於編製截至二零零八年三月三十一日止年度之財務報表時，董事已挑選適合之會計政策及貫徹應用，並作出審慎合理之判斷及估計。
- 2.1.2 管理層認同在準確與及時的基準上向董事會提供適當及相關之資料的重要性。董事會獲提供季度業務檢閱及財務報表(載有本集團實際表現與預算案之比較及主要相關事項摘要)，使其對本集團之績效、情況及前景能作出知情評估。
- 2.1.3 董事會致力確保對本集團之狀況及前景作出客觀、明確及可理解之評估，並將範圍擴大至本集團之年度及中期報告財務申報、其他涉及股價敏感資料的公佈、其他根據上市規則須予披露之財務資料、致監管機構之報告書以及法定須予披露之其他資料。

2.1.4 The Company publishes its interim and annual financial results within 3 months after the end of six months of each financial year and 4 months after each financial year end date respectively.

2.2 Internal Controls

2.2.1 The Board is responsible for the Group's system of internal controls and is committed to managing business risks and maintaining a sound and effective internal control system to safeguard the shareholders' investment and the Group's assets.

2.2.2 The Group's internal control system encompasses its policies, processes, tasks, and other aspects of the Group that taken together:

- facilitate its effective and efficient operation by allowing it to respond appropriately to significant business, operational, financial, compliance and other risks with a view of achieving business objectives. This includes the safeguarding of assets from inappropriate use or from loss and fraud and ensuring that liabilities are identified and managed;
- help ensure maintenance of proper accounting records for the provision of reliable financial information for internal or external reporting; and
- help ensure compliance with relevant legislation and regulations, and also with internal policies with respect to the conduct of business.

2.2.3 The internal control system is designed to provide reasonable, but not absolute, assurance of no material mis-statement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

2.2.4 The key procedures that the Board established to provide effective internal controls are as follows:

- A distinct organisation structure exists with defined lines of authority and responsibilities. Division/Departments Heads are involved in preparing the strategic plan which laid down the corporate strategies to be pursued in the coming year for achieving the annual operating plan and the annual operational and financial targets. Both the strategic plan and the annual operating plan laid down the foundation for the preparation of the annual budget by which resources are allocated in accordance with identified and prioritised business opportunities. The strategic plan has been approved by the Executive Committee subject to annual review. The annual operating plan and annual budget are approved by the Board yearly;

2.1.4 本公司於每個財政年度六個月期間結束後的三個月內及於每個財政年度結束後四個月內分別刊發中期及全年財務業績。

2.2 內部監控

2.2.1 董事會負責本集團之內部監控系統和致力管理業務風險，並維護健全及有效的內部監控制度，以保障股東之投資及本集團之資產。

2.2.2 本集團之內部監控系統包含其政策、程序、工作連同本集團其他範疇，旨在：

- 容許其適當地於重大業務、營運上、財務上、遵守上及其他風險作出的意見，以促進營運之效率及成效及達致業務目標。此包括保障投資，免受不適當的使用或損失及詐騙，並且保證責任得以確定及處理；
- 確保保存妥當的會計記錄以提供可靠之財務資料供內部使用或對外匯報；及
- 確保遵守相關法例及規定，以及有關工作方式遵守內部政策。

2.2.3 內部監控制度乃為合理但非絕對地確保防範重大錯誤陳述或損失，以及旨在管理而非消除營運制度失當之風險，以達致本集團之目標。

2.2.4 董事會為提供有效內部監控而制定之主要程序如下：

- 訂定一個權力範圍與責任界定清楚的企業架構。分部／部門主管參予準備策略性計劃，當中列出來年須跟隨之企業策略以達成年度營運計劃及年度營運與財務目標。策略性計劃及年度營運計劃均為準備年度預算案之基礎，並按既定及優先的商業契機分配資源。該策略性計劃已經由執行委員會批准並須每年進行檢討。年度營運計劃及年度預算案則由董事會每年批准；

- A comprehensive monthly management reporting system is in place providing financial and operational performance indicators to the management, and the relevant financial information for reporting and disclosure purpose. Variances against budgets are analysed, and explained, and appropriate actions are taken, if necessary, to rectify deficiencies noted; and
- System and procedures are in place to identify, measure, manage and control risks including legal, credit, market, operational, environmental, behavioral and system risks that may have an impact on the Group.
- 訂立每月詳細的管理匯報制度，以向管理層提供財務及營運表現指標，並提供財務資料，供有關匯報及披露用途。對預算差異作出分析及闡釋，並於有需要時採取適當之行動以彌補所知之不足；及
- 訂立制度及程序以識別、衡量、管理及監控可能影響本集團之法律、信貸、市場、營運、環境、行為及制度等風險。

- 2.2.5 The Group's Internal Audit Department ("IA") performs regular audit reviews of the risks and key controls of the Group. IA plays an important role in monitoring the Group's internal governance, evaluating the quality of the internal control system and informing the Board on a quarterly basis whether a sound internal control system is maintained and operated by the management in compliance with agreed processes and standards. To preserve the independence of the internal audit function, the Head of IA reports directly to the AC on audit matters and to the chief executive officer on administrative matters.
- 2.2.5 本集團內部審計部（「內部審計部」）就本集團之風險及主要監控進行定期審核檢討。內部審計部於監察本集團內部管治上、評估內部監控系統質素、按季度向董事會匯報管理層是否已遵照協定之程序及標準及實施妥善之內部監控制度上擔當重要角色。為保留內部審計功能之獨立性，內部審計部主管直接向審核委員會匯報有關審核事宜及向行政總裁匯報行政事宜。
- 2.2.6 Using a risk-based approach audit, IA plans its internal audit projects annually in consultation with, but independent of, management. The audit methodology and process adopted by IA include understanding and analysing the business, determining risk areas within key processes, analysing and evaluating the process control effectiveness and communicating results and follow up. Independent reviews of different financial, business and functional operations and activities will be conducted with audit resources being focused on higher risk areas. Ad-hoc reviews will also be conducted on areas of concern identified by the AC and the management.
- 2.2.6 內部審計部採用風險為本之審核方法，規劃其年度內部審核規劃（會諮詢但獨立於管理層），並將之提交予審核委員會批准。內部審計部所採納之一般方法及程序包括理解及分析業務、在主要程序上決定風險範圍、分析及評估程序監控之有效性及傳達結果與跟進。不同之財政、業務、功能運作及活動之獨立檢討將配合審核資源進行，並集中於高風險之範圍。倘審核委員會及管理層識別出值得關注之事宜，亦會以專責方式進行檢討。
- 2.2.7 Division/Department Heads will be notified of the control deficiencies noted for rectification, and IA will follow up with the implementation of audit recommendations on a quarterly basis. Significant internal control weaknesses are brought to the attention of the AC and if necessary to the Board, and to the senior management for remedial actions.
- 2.2.7 分部／部門主管將獲通知監控不足之處以進行修正，而內部審計部將每季跟進落實審核建議之事宜。重要之內部監控不足將提呈審核委員會請予注意（及如有需要提呈予董事會），及高級管理層以作出補救行動。

2.2.8 The Board, through the AC, has conducted reviews of the effectiveness of the Group's system of internal control covering all material controls, including financial, operational and compliance controls, and risk management functions. The Board, through the review of the AC, is satisfied that the Group has fully complied with the code provisions on internal controls during the year under review as set forth in the CG Code.

2.3 Auditors' remuneration

2.3.1 During the year, the fees paid to Deloitte Touche Tohmatsu, the Company's external auditor for audit services of the Company and its subsidiaries amounted to HK\$7.4 million (2007: HK\$5.8 million) and for non-audit related services, representing mainly taxation services, amounted to HK\$1.4 million (2007: HK\$1.1 million).

3 COMMUNICATION WITH SHAREHOLDERS

3.1 The Company strives to convey to shareholders pertinent information in a clear, detailed, timely manner and on a regular basis and to take into consideration their views and inputs, and address shareholders concerns. Their views are communicated to the Board as a whole.

3.2 The Company communicates with its shareholders through the publication of annual and interim reports, results announcement and press release. All shareholders' communications are also available on the Company's website at www.idthk.com and investor relations portal at www.irasia.com/listco/hk/idt/.

3.3 The AGM provides a useful forum for shareholders to exchange views with the Board. The chairman of the Board as well as chairmen of AC, NC and/or RC, or in their absence, members of the Board committees are available to answer shareholders' questions.

3.4 Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual directors. In the case of voting at general meetings, except where a poll is demanded, the chairman indicates to the meeting the level of proxies lodged on each resolution, and the balance for and against the resolution before it has been dealt with on a show of hands. Votes cast on each resolution at the general meetings are properly counted and recorded.

3.5 Details of the poll voting procedures and rights of shareholders to demand a poll are included in the circular to shareholders dispatched together with this annual report.

2.2.8 董事會已通過審核委員會對本集團內部監控系統的有效性(涵蓋所有重大監控、包括財務、營運及於合規監控, 以及風險管理程序)進行檢討。董事會通過審核委員會的檢討, 滿意本集團於回顧年度內已全面遵守企業管治守則內所載有關內部監控的守則條文。

2.3 核數師酬金

2.3.1 年內, 支付予本公司外聘核數師德勤•關黃陳方會計師行為本公司及其附屬公司提供核數服務之金額為港幣7.4百萬元(二零零七年: 港幣5.8百萬元), 而非核數相關服務(主要為稅務服務)之金額為港幣1.4百萬元(二零零七年: 港幣1.1百萬元)。

3 與股東之溝通

3.1 本公司致力向股東傳達明確、詳盡、適時及定期之相關資料, 並考慮彼等之意見及建議以及處理股東關注之事宜。彼等之意見會整體向董事會傳達。

3.2 本公司透過刊發年報、中期報告、財務業績報告、報章公告及新聞發報與股東溝通。所有與股東之通訊亦載於本公司網站www.idthk.com及投資者關係平台www.irasia.com/listco/hk/idt/。

3.3 股東週年大會為股東與董事會交換意見之有用論壇。董事會主席以及審核委員會、提名委員會及/或薪酬委員會之主席(如彼等缺席, 則委員會成員)將出席回答股東之問題。

3.4 每一個實質上無關連之個別事項(包括選舉個別董事), 以獨立決議案提呈於股東大會上。於股東大會上當每項決議案以舉手方式表決後(要求以投票方式進行表決除外), 主席將於大會上表明所有委任代表投票的票數以及贊成和反對票數比例。所有股東大會上對每項決議案的票數均獲適當地點算及記錄在案。

3.5 投票表決程序及股東要求投票表決權力之詳情載於連同本年報寄發予股東之通函內。

3.6 At the commencement of the meeting, the shareholders are provided with an explanation of the procedures for demanding a poll before putting a resolution to the vote on a show of hands and the detailed procedures for conducting a poll and answers on any questions from shareholders whenever voting by way of poll is required. The poll results are posted on, the Stock Exchange's website, the Company's website and www.irasia.com/listco/hk/idt.

4 INVESTOR RELATIONS

4.1 The Board recognised that effective communication to investors is the key to establish investor confidence and attracting new investors. Measures taken by the Group include:

4.1.1 Annual & Interim reporting

Annual and interim reports are prepared and issued to all shareholders within the prescribed period stipulated by the Stock Exchange. All press and results announcement and reports are posted on the Stock Exchange's website, the Company's website and investor relations portal at www.irasia.com/listco/hk/idt.

4.1.2 Media and analysts briefings

Briefings for media and analysts are organised by the Company from time to time. During the briefings, the Group's management provides detailed explanations on the Group's business trends and drivers in respect of the relevant periods and ensures that the financial performance and accounts of the Group are well understood. There is also ample opportunity for the analysts and media to ask questions and interact with the executive directors and senior management. All presentation materials on the Group's financial results, announcements and news release are available on the Company's website at www.idthk.com and www.irasia.com/listco/hk/idt/, the investor relations portal.

4.1.3 Plant Visit

The Group also arranges factory plant visits for investment professionals to update them on the status of our continuous improvements in production and R&D capabilities.

4.2 The Group regularly releases corporate information such as awards received, product launches and the latest news of the Group's developments on its Company's website at www.idthk.com and investor relations portal at www.irasia.com/listco/hk/idt/. The public are welcome to give their comments and make their enquiries through the Company's website and the management will provide their prompt response.

3.6 在會議開始時，股東獲提供在決議案以舉手方式表決之前，要求以投票方式進行表決的程序及進行以該表決方式之詳細程序。就所需投票表決程序，股東之任何提問將獲解答。以投票方式表決之結果載於報章、聯交所網站、本公司網站及www.irasia.com/listco/hk/idt公佈。

4 投資者關係

4.1 董事會深知與投資者之有效溝通，乃建立投資者信心及吸引新投資者之關鍵。有關舉措包括：

4.1.1 全年及中期匯報

本集團於聯交所規定期間內編製年度及中期報告，並刊發予全體股東。所有報章公告、業績公佈及報告均載於聯交所網站，本公司網站及投資者關係平台www.irasia.com/listco/hk/idt。

4.1.2 新聞界及分析員簡報會

本公司不時舉行新聞界簡報會及分析員簡報會。於簡報會上，本集團管理層會提供本集團於有關期間業務動向與及推動力之詳盡解釋，並確保與會人士充分理解本集團財務表現及賬目。本集團亦提供足夠機會予分析員及新聞界提問及與執行董事和高級管理層溝通。所有本集團的財務業績、公佈及新聞稿等簡報均載於本公司網站www.idthk.com及投資者關係平台www.irasia.com/listco/hk/idt/。

4.1.3 到訪廠房

本集團亦會安排專業投資人士參觀廠房，讓彼等了解本集團不斷改良生產及科研設施之最新情況。

4.2 本集團定期於本公司網站www.idthk.com及投資者關係平台www.irasia.com/listco/hk/idt/公佈公司資料，例如其所獲得獎項、產品推出情況及本集團發展之最新消息等。本集團歡迎公眾人士透過本公司網站提出意見及查詢，管理層將會迅速跟進。