



EXECUTIVE COMMITTEE TERMS OF REFERENCE

1. CONSTITUTION

- 1.1 The Executive Committee (the “Committee”) is appointed by the board of directors of the Company (the “Board”).
- 1.2 Subject to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the bye-laws of the Company, the Committee shall be regulated by these terms of reference (the “Terms of Reference”).

2. MEMBERSHIP & SECRETARY

- 2.1 The Committee shall consist of all executive directors of the Company (the “Members”).
- 2.2 The Chief Executive Officer of the Company shall be the Chairman of the Committee.
- 2.3 The Company Secretary or his/her nominee shall be the secretary of the Committee.

3. MEETINGS

- 3.1 The Committee shall meet as and when required between regular board meetings of the Company.
- 3.2 Meetings and proceedings of the Committee shall be governed by the provisions contained in the Company’s bye-laws for regulating the meetings and proceedings of directors. Unless otherwise determined, two Members shall be a quorum.
- 3.3 The Committee may invite others to attend the meeting of the Committee without voting rights.
- 3.4 Full minutes of meetings shall be kept by the secretary of the Committee and shall be open for inspection by any director of the Company. Draft and final versions of minutes shall be sent to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting.

4. AUTHORITY

- 4.1 The Committee is authorized by the Board to exercise all the powers and discretion of the Board subject to reservation of the following:
 - any matter which, pursuant to any applicable rule or law, requires to be considered and approved by the independent non-executive director(s) of the Company; or
 - any matter which, pursuant to any applicable rule or law, requires to be considered and



approved by the full Board; or

- any matter which, pursuant to any applicable rule or law, requires the approval of the shareholders of the Company; or
- any transaction which constitutes a notifiable transaction and/or connected transaction of the Company under the Listing Rules; or
- any change to the Board and the board committees; or
- payment of interim dividends, the recommendation of final dividends, the approval for publication of announcement of the Company's interim/annual results and the Company's interim/annual report and accounts; or
- any matter which has already been assigned to other board committees of the Company.

4.2 The Committee is authorized by the Board to seek any information it requires from senior management of the Company in order to perform its duties.

4.3 The Committee is authorized by the Board to obtain outside legal or other independent professional advice at the Company's expense and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. Arrangement to seek the advice could be made through the Company Secretary.

4.4 The Committee shall be provided with sufficient resources to discharge its duties.

5. DUTIES

5.1 To handle all matters on behalf of the Board, acting within authorities delegated to it by the Board.

5.2 To assume such other responsibilities as from time to time may be delegated by the Board.

6. REPORTING PROCEDURES

6.1 The Committee shall report back to the Board on its decisions or recommendations after each meeting, unless there are legal or regulatory restrictions on its ability to do so.

Note:

“Senior management” should refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under Appendix 16 of the Listings Rules.

5 May 2005