

CRIC Pacific is committed to excellent standards of corporate governance and first class business practices extending beyond compliance with the mandatory requirements such as that of the Companies Ordinance, accounting standards and the Stock Exchange.

The Board

The Board currently comprises eleven executive and six non-executive directors of whom five are “independent” under the Stock Exchange Listing Rules. In 2002 the Board met four times to review the financial and operating performance of the Group and each business, and approve future strategy. Attendance at the meeting was over 73%. The Board has established an Executive Committee of executive directors and senior managers who meet monthly to review and make decisions on financial and operational matters.

System of Internal Control

The Board recognizes its responsibility for ensuring prompt and transparent reporting and full disclosure of information to the public and investors at large.

The accounting system and internal controls of the Group are designed to provide reasonable assurance that assets are safeguarded against losses from unauthorized use or disposition, that transactions are executed in accordance with management authorization, the financial records are reliable and financial statements show a true and fair view of the business.

Audit Committee

An Audit Committee of the Board was established in 1995 comprising three independent non-executive directors. It met four times in 2002, together with management and auditors, both internal and external, to review audit reports and assure the completeness and accuracy of the Group’s interim and final financial statements. The Audit Committee reviews the system of internal controls throughout the Group, including adherence to various Codes described below.

External Auditors

PricewaterhouseCoopers has been appointed by the shareholders as the CRIC Pacific’s statutory auditor and their report is on pages 137 to 138. Approximately HK\$5 million was charged to the account for their statutory audit and tax services.

中信泰富致力在公司管治方面達致卓越水平及奉行第一等級之商業操守，超出公司條例、會計準則及聯交所指定之要求。

董事會

董事會現由十一名執行董事及六名非執行董事組成，而在該六名非執行董事中，五名具有聯交所上市規則所規定之「獨立」身份。於二零零二年，董事會先後召開四次會議，旨在檢討本集團及旗下各項業務之財政及營運表現及通過未來之發展策略，會議出席率超過73%。董事會已成立由執行董事及高層管理人員組成之常務委員會，每月舉行一次會議，專責檢討財政及營運事宜及制訂有關決策。

內部監控系統

董事會明白本身有責任確保盡早向公眾人士及廣大投資者如實具報及充份披露有關資料。

本集團之會計系統及內部監控旨在提供合理保障，確保資產避免因非法濫用或處理而引致損失，交易在獲管理層授權下進行，財務記錄準確可靠及財務報告能真實而公平地反映業務狀況。

審核委員會

董事會於一九九五年委派三名獨立非執行董事成立審核委員會。委員會於二零零二年與管理層及核數師（包括內部及外界核數師）舉行四次會議，旨在檢討審核報告及確保本集團中期及全年財務報告所載資料完整及準確。審核委員會負責檢討本集團之內部監控系統，包括恪守下文所述之守則。

外界核數師

羅兵咸永道會計師事務所獲股東委任為中信泰富之法定核數師，該會計師事務所之報告載於第137至138頁。羅兵咸永道會計師事務所就其進行之法定審核及稅務事宜之費用約為港幣五百萬元。

Internal Audit

The Group Internal Audit Department supports management by carrying out a systematic review of all business operations over a period that is determined after an assessment of the risks involved. The Audit Committee endorses the audit plan annually. The Group Internal Auditor has unrestricted access to all parts of the business, and direct access to any level of management including the Chairman, or the Chairman of the Audit Committee, as he considers necessary.

Codes

To ensure the highest standard of integrity in our businesses, in 1995 the Group adopted a Code of Conduct defining the ethical standards expected of all employees, and the Group's non-discriminatory employment practices. Training courses on the Code are held regularly for all employees and the Audit Committee receives a report on the operation of the Code every year.

The Group has issued its own Code for Securities Transactions by Director that follows the Stock Exchange of Hong Kong's Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Exchange's Listing Rules. Throughout 2002 the Group has complied with the Code of Best Practice contained in Appendix 14 of the Listing Rules.

The Group has endorsed the guide to good employment practices issued by the Employers' Federation of Hong Kong to promote good and responsible employment standards.

Connected Transactions

During the year CITIC Pacific obtained the approval of independent shareholders to "connected transactions" that involved its 29% shareholder - China International Trust & Investment Corporation Hong Kong (Holdings) Limited ("CITIC HK"). In one, CITIC Pacific acquired 80% interest of CITIC Square in Shanghai and 100% of Royal Pavilion also in Shanghai, and in the other, CITIC Pacific sold to CITIC HK its entire 80% interest in the China Express No. 1 Backbone Network. CITIC HK simultaneously granted an option, valid for six years, to CITIC Pacific to reacquire the business derived from the Network.

In each case, a committee consisting of independent non-executive directors, advised by an independent financial adviser, was appointed to advise independent shareholders on the merits of the transactions. Full details are contained in the circulars issued at that time and the related press announcements which can be found on the Group's website (www.citicpacific.com).

內部稽核

集團內部稽核部對所有業務之營運狀況於一段期間（在評估牽涉之風險後釐定）內進行有系統之分析，藉以支援管理層。審核委員會每年批核審核計劃。集團內部核數師可在不受限制之情況下審查業務運作之每個環節，且可在彼認為有需要時直接聯絡各階層管理人員，包括主席或審核委員會主席。

守則

為確保業務上奉行最高之操守標準，本集團於一九九五年訂立「紀律守則」，為員工界定操守之標準及確定本集團之平等僱傭政策。本集團定期安排有關該守則之訓練課程予所有員工，而每年審核委員會亦收到實施有關守則之報告。

本集團亦按香港聯合交易所上市規則附錄十所載之「上市公司董事進行證券交易的標準守則」自行制訂「董事之證券交易守則」。於二零零二年間，本集團已遵守上市規則附錄十四所載之「最佳應用守則」。

本集團已響應「香港僱主聯合會」所制定之良好僱傭行為指引，以便提高良好及負責任之僱傭標準。

關連交易

於本年度，中信泰富就涉及與持有本公司29%股權的中國國際信托投資（香港集團）有限公司（「中信香港」）所進行的關連交易取得獨立股東批准，其一為中信泰富收購上海中信泰富廣場的80%權益及上海華山公寓的100%權益，另一宗交易則為中信泰富將其於中國奔騰一號骨幹網所持有的80%權益悉數售予中信香港，中信香港同時向中信泰富授予一項認購權，以便重新收購來自有關網絡的業務，有效期為六年。

在進行上述交易時，本公司均委派獨立非執行董事組成委員會，負責在獲得獨立財務顧問提供意見之情況下就交易之各項優點向獨立股東提供意見。交易詳情載於當時刊發之通函及相關之報章公佈，內容可登入本集團網頁（www.citicpacific.com）查閱。

Fair Disclosure and Investor Relations

CITIC Pacific uses its best endeavours to distribute material information about the Group to all interested parties as widely as possible. When announcements are made through the Hong Kong Stock Exchange the same information will be on its way to journalists and investment analysts where an e-mail address or fax number is known and is available to shareholders on the Company's website.

CITIC Pacific recognizes its responsibility to explain its activities to those with a legitimate interest and to respond to their questions. Investors are regularly received and visited to explain the Group's business. During 2002, investment conferences were attended in Beijing, Hong Kong and New York, and investors were visited in Europe, the United States and Singapore. Approximately 100 investors visited CITIC Pacific's offices. Questions on the company and its products and services are received from the general public, individual shareholders and investment analysts and these are answered promptly. In all cases great care is taken to ensure that no price sensitive information is disclosed.

Information about CITIC Pacific can be found in the Group's website (www.citicpacific.com) including descriptions of each business, copies of all announcements made and Annual Reports for last four years.

Financial Reporting

CITIC Pacific prepares its financial statements in accordance with generally accepted accounting standards published by the Hong Kong Society of Accountants. Hong Kong accounting standards broadly follow international accounting standards. The Group adopted the SSAPs which were effective for the current financial year. Appropriate accounting policies are selected and applied consistently; judgments and estimates made are prudent and reasonable. The directors endeavour to ensure a balanced and understandable assessment of the Group's position and prospects in financial reporting.

American Depositary Receipts

As a further service to investors a United States American Depositary Receipts (ADR) program was established in January 2002 providing an additional method of investing in the ordinary shares of CITIC Pacific. The stock code is CTPCY.

公平披露及投資者關係

中信泰富致力盡可能向所有利益人士發放有關本集團之重要資料。本公司在透過香港聯交所發表公佈時，有關資料將同時發放予記者及投資分析員（倘知悉其電郵地址或圖文傳真號碼），及登載於本公司網站供股東瀏覽。

中信泰富明白本身有責任向持有合法權益之人士交代其業務狀況及回應彼等之提問。本公司定期接待及拜訪投資者，藉以闡釋本集團之業務。於二零零二年，中信泰富先後出席在北京、香港及紐約等地舉行的投資會議，亦造訪歐洲、美國及新加坡的投資者。約有 100 名投資者參觀中信泰富的辦事處。公眾人士、個別股東及投資分析員就有關本公司及其產品和服務所提出之問題，均獲盡快解答。在所有情況下本公司均採取審慎態度確保不會披露任何影響股價之資料。

有關中信泰富之資料可登入本集團網頁 (www.citicpacific.com) 查閱，包括各項業務之簡介、中信泰富於過去四年來發表之所有公佈及年報。

財務報告

中信泰富所編制之財務報表乃根據香港會計師公會公佈而普遍被採用之香港會計準則。香港所採用之會計準則大致遵從國際會計標準。本集團採納於本財政年度生效之香港會計準則。本公司選擇合適之會計政策並貫徹採用，所作判斷及估計均屬審慎及合理。董事致力在財務報告上對本集團的現有狀況及前景作出中肯及易於理解的評估。

美國預託證券

為向投資者提供進一步服務，本公司於二零零二年一月成立美國預託證券，提供一項投資於中信泰富普通股之額外途徑。股票代號為 CTPCY。