

### 中期股息

董事會欣然宣佈派發中期股息每股港幣11.3仙(二零零四年：港幣6.6仙)。中期股息將於二零零五年九月十五日(星期四)派發予於二零零五年九月九日(星期五)在本公司股東名冊上已登記之股東。

### 暫停股份過戶登記

由二零零五年九月六日(星期二)至二零零五年九月九日(星期五)，首尾兩天在內，本公司將暫停辦理股份過戶登記手續。如欲獲發上述中期股息者，必須於二零零五年九月五日(星期一)下午四時正前，將股份過戶文件連同有關的股票送達本公司的股份登記處「香港中央證券登記有限公司」，地址為香港皇后大道東一八三號合和中心十七樓一七一二至一七一六室，以便辦理股份過戶登記手續。

### 董事及行政總裁權益

於二零零五年六月三十日，根據香港聯合交易所有限公司證券上市規則(「上市規則」)而披露的本公司董事及行政總裁在本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中的權益及淡倉的詳情如下：

#### 1. 本公司股份權益的好倉：

董事姓名 Name of director	身份 Capacity	持有普通股數目 Number of ordinary shares held	佔已發行股本百分率 Percentage of issued share capital
陳許多琳女士 Mrs. Chan Hui Dor Lam Doreen	實益擁有人 Beneficial owner	2,074,689	0.065
江紹智先生 Mr. Kong Siu Chee Kenneth	實益擁有人 Beneficial owner	2,074,689	0.065
趙盛彪先生 Mr. Zhao Shengbiao	實益擁有人 Beneficial owner	2,014,114	0.063

### Interim Dividend

The Board are pleased to declare an interim dividend of HK\$0.113 (2004: HK\$0.066) per share. The interim dividend will be paid on Thursday, 15 September 2005 to all shareholders whose names are on the Register of Members of the Company on Friday, 9 September 2005.

### Closure of Register of Members

The Register of Members of the Company will be closed from Tuesday, 6 September 2005 to Friday, 9 September 2005, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:00 p.m. on Monday, 5 September 2005.

### Directors' and Chief Executive's Interests

As at 30 June 2005, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) disclosed in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") were as follows:

#### 1. Long positions in shares of the Company:

**董事及行政總裁權益 (續)**

**2. 本公司(就股本衍生工具而言)相關股份的好倉：**

根據本公司的購股權計劃，孔丹先生、陳許多琳女士、江紹智先生、盧永逸先生及趙盛彪先生獲授予購股權，以認購本公司普通股。該等購股權屬非上市以實物交收的期權。有關該等購股權在截至二零零五年六月三十日止六個月的資料，見於下列「購股權計劃」項下及中期財務報告附註19內。

此外，本公司全資附屬公司中信嘉華銀行有限公司(「中信嘉華」)授出ELDA予本公司下列董事(ELDA之詳細條款載於中期財務報告附註19中「現金結算之權益性交易」部份)：

**Directors' and Chief Executive's Interests (cont'd)**

**2. Long positions in (in respect of equity derivatives) underlying shares of the Company:**

Share options, being unlisted physically settled equity derivatives, to subscribe for the ordinary shares of the Company were granted to Mr. Kong Dan, Mrs. Chan Hui Dor Lam Doreen, Mr. Kong Siu Chee Kenneth, Mr. Lo Wing Yat Kelvin and Mr. Zhao Shengbiao pursuant to the share option schemes of the Company. Information in relation to these share options during the six months ended 30 June 2005 was shown in the following section under the heading of "Share Option Schemes" and note 19 to the interim financial report.

In addition, ELDA (detailed terms of which are stated in note 19 to the interim financial report under the section "Cash settled share-based transactions") was granted by CITIC Ka Wah Bank Limited ("CKWB"), a wholly owned subsidiary of the Company, to the Directors as follows:

董事姓名 Name of director	授予日期 Offer date	ELDA所涉及的普通股數目 Number of ordinary shares notionally subject to ELDA	ELDA每股股價 (港元) ELDA price per share (HK\$)
陳許多琳女士 Mrs. Chan Hui Dor Lam Doreen	16/04/2004 24/03/2005	150,000 150,000	2.55 2.00
江紹智先生 Mr. Kong Siu Chee Kenneth	16/04/2004 24/03/2005	100,000 100,000	2.55 2.00
盧永逸先生 Mr. Lo Wing Yat Kelvin	16/04/2004 24/03/2005	80,000 80,000	2.55 2.00

**3. 本公司股份及(就股本衍生工具而言)相關股份的淡倉：**

無。

**4. 本公司相聯法團的股份的好倉及淡倉：**

無。

**3. Short positions in shares and (in respect of equity derivatives) underlying shares of the Company:**

None.

**4. Long and short positions in shares of associated corporations of the Company:**

None.

**董事及行政總裁權益 (續)**

**5. 本公司相聯法團的(就股本衍生工具而言)相關股份的好倉：**

中信資本市場控股有限公司(本公司的聯營公司)授予可認購其普通股的購股權(屬非上市以實物交收的期權)予下列本公司的董事：

**Directors' and Chief Executive's Interests (cont'd)**

**5. Long positions in (in respect of equity derivatives) underlying shares of associated corporations of the Company:**

Share options, being unlisted physically settled equity derivatives, to subscribe for the ordinary shares of CITIC Capital Markets Holdings Limited ("CCMH"), an associated company of the Company, were granted by CCMH to the following Directors of the Company:

董事姓名 Name of director	身份 Capacity	所涉及中信資本 普通股數目 Number of CCMH's shares involved	可行使購股權期間 Exercisable period
孔丹先生 Mr. Kong Dan	實益擁有人 Beneficial owner	30,000	02/03/2007 – 01/03/2010
竇建中先生 Mr. Dou Jianzhong	實益擁有人 Beneficial owner	15,000	02/03/2007 – 01/03/2010
陳許多琳女士 Mrs. Chan Hui Dor Lam Doreen	實益擁有人 Beneficial owner	15,000	02/03/2007 – 01/03/2010
王東明先生 Mr. Wang Dongming	實益擁有人 Beneficial owner	15,000	02/03/2007 – 01/03/2010

**6. 本公司相聯法團的(就股本衍生工具而言)相關股份的淡倉：**

無。

**6. Short positions in (in respect of equity derivatives) underlying shares of associated corporations of the Company:**

None.

**7. 本公司債權證權益：**

無。

**7. Interests in debentures of the Company:**

None.

董事及行政總裁權益 (續)

8. 本公司相聯法團債權證權益：

董事姓名 Name of director	發行人 Issuer	身份 Capacity	債權證數額 (美元) Amount of debentures (US\$)
陳許多琳女士 Mrs. Chan Hui Dor Lam Doreen	CKWB (Cayman Islands) Limited	實益擁有人 Beneficial owner	300,000
盧永逸先生 Mr. Lo Wing Yat Kelvin	CKWB (Cayman Islands) Limited	實益擁有人 Beneficial owner	80,000

除上文所披露者外，於二零零五年六月三十日，本公司董事或行政總裁概無根據證券及期貨條例第XV部第7分部及第8分部於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有或根據證券及期貨條例的有關規定被認為或被視作擁有任何權益或淡倉，或任何必須列入本公司根據證券及期貨條例第352條予以存置的登記冊內的權益。

購股權計劃

本公司於二零零三年五月十六日採納中信國際金融控股有限公司購股權計劃(「新購股權計劃」)，並同時終止本公司於一九九五年三月三十日採納的高級行政人員購股權計劃(「舊購股權計劃」)，然而，舊購股權計劃內的條文仍繼續具有十足效力及作用，惟以有效地行使舊購股權計劃於終止前已授出之購股權為限。

根據新購股權計劃，購股權將由董事會授予各合資格人仕，以不低於下列各項中的較高者為行使價以認購本公司普通股：

- (i) 根據香港聯合交易所有限公司(「聯交所」)每日報價表所載，本公司普通股於授予日在聯交所的收市價；
- (ii) 根據聯交所每日報價表所載，本公司普通股在緊接授予日前五個交易日在聯交所的平均收市價；及
- (iii) 港幣1元(即本公司普通股之面值)。

Directors' and Chief Executive's Interests (cont'd)

8. Interests in debentures of the associated corporations of the Company:

Save as disclosed above, as at 30 June 2005, none of the directors or the chief executive of the Company had, under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be entered into the register kept by the Company pursuant to Section 352 of the SFO.

Share Option Schemes

The Company adopted The CITIC International Financial Holdings Limited Share Option Scheme (the "New Option Scheme") on 16 May 2003 and, at the same time, terminated the Senior Executive Share Option Scheme adopted by the Company on 30 March 1995 (the "Old Option Scheme"). However, the provisions of the Old Option Scheme remained in full force and effect to the extent necessary to give effect to the exercise of all options granted prior to the termination of the Old Option Scheme.

Under the New Option Scheme, options will be granted by the Board to the eligible persons to subscribe for ordinary shares of the Company at the exercise price of which shall not be less than the higher of:

- (i) the closing price of the ordinary shares of the Company as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of offer;
- (ii) the average closing price of the ordinary shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of offer; and
- (iii) HK\$1.00, representing the nominal value of the ordinary share of the Company.

購股權計劃 (續)

截至二零零五年六月三十日止六個月，本公司根據新購股權計劃，於二零零五年六月十三日向二百七十五名合資格人仕授出可以每股行使價港幣2.925元認購合共6,800,000股普通股的購股權；而根據舊購股權計劃，本公司並未有於截至二零零五年六月三十日止六個月期間內授出任何購股權。

於二零零五年六月三十日，董事及其他合資格人仕根據新購股權計劃及/或舊購股權計劃獲授以下購股權，以認購本公司普通股(於二零零五年六月三十日的每股收市價為港幣3.00元)：

Share Option Schemes (cont'd)

During the six months ended 30 June 2005, options to subscribe for a total of 6,800,000 ordinary shares of the Company at the exercise price of HK\$2.925 per share were granted to 275 eligible persons under the New Option Scheme on 13 June 2005. No option had been granted by the Company under the Old Option Scheme during the six months ended 30 June 2005.

At 30 June 2005, the directors and the other eligible persons had the following interests in options, which were granted under the New Option Scheme and/or the Old Option Scheme, to subscribe for ordinary shares of the Company (closing market value per share at 30 June 2005 was HK\$3.00):

於二零零五年 一月一日 尚未行使的 購股權數目 Number of options outstanding as at 01/01/2005	於二零零五年 六月三十日 尚未行使的 購股權數目 Number of options outstanding as at 30/06/2005	授予日期 Date of grant	授予期間 Vesting period	可行使 購股權期間 Exercisable period	截至二零零五年 六月三十日止		行使 購股權的 每股行使價 (港元) Price per share on exercise of options (HK\$)	加權平均 收市價 (附註2) (港元) Weighted average closing price (Note 2) (HK\$)
					六個月 獲授予的 購股權數目 (附註1) Number of options granted during the six months ended 30/06/2005 (Note 1)	截至二零零五年 六月三十日止 已行使的 購股權數目 Number of options exercised during the six months ended 30/06/2005		
<b>孔丹董事</b>								
<b>根據新購股權計劃</b>								
<b>Mr. Kong Dan, Director</b>								
400,000	400,000	01/12/2003	17/11/2003 – 16/11/2005	17/11/2005 – 16/11/2013	/	/	3.540	/
400,000	400,000	06/04/2004	06/04/2004 – 05/04/2006	06/04/2006 – 05/04/2014	/	/	3.775	/
/	400,000	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	400,000	/	2.925	/
<b>陳許多琳董事</b>								
<b>根據舊購股權計劃</b>								
<b>Mrs. Chan Hui Dor Lam Doreen, Director</b>								
1,000,000	/	17/08/1999	/	20/04/2000 – 29/03/2005	/	1,000,000	2.217	3.0195
74,689	/	28/02/2002	/	28/02/2002 – 29/03/2005	/	74,689	2.217	3.0195
<b>根據新購股權計劃</b>								
<b>Under the New Option Scheme</b>								
300,000	300,000	01/12/2003	17/11/2003 – 16/11/2005	17/11/2005 – 16/11/2013	/	/	3.540	/
300,000	300,000	06/04/2004	06/04/2004 – 05/04/2006	06/04/2006 – 05/04/2014	/	/	3.775	/
/	300,000	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	300,000	/	2.925	/

購股權計劃 (續)

Share Option Schemes (cont'd)

於二零零五年 一月一日 尚未行使的 購股權數目 Number of options outstanding as at 01/01/2005	於二零零五年 六月三十日 尚未行使的 購股權數目 Number of options outstanding as at 30/06/2005	授予日期 Date of grant	授予期間 Vesting period	可行使 購股權期間 Exercisable period	截至二零零五年 六月三十日止			行使 購股權的 每股行使價 Price per share on exercise of options (HK\$)	加權平均 收市價 (附註2) (港元) Weighted average closing price (Note 2) (HK\$)
					六個月 獲授予的 購股權數目 (附註1) Number of options granted during the six months ended 30/06/2005 (Note 1)	截至二零零五年 六月三十日止 六個月 已行使的 購股權數目 Number of options exercised during the six months ended 30/06/2005	截至二零零五年 六月三十日止 六個月 已失效的 購股權數目 Number of options lapsed during the six months ended 30/06/2005		
<b>江紹智董事</b>									
<b>Mr. Kong Siu Chee</b>									
<b>Kenneth, Director</b>									
根據舊購股權計劃									
Under the Old Option Scheme									
1,000,000	/	17/08/1999	/	18/05/2001 – 29/03/2005	/	1,000,000	/	2.217	3.0195
74,689	/	28/02/2002	/	28/02/2002 – 29/03/2005	/	74,689	/	2.217	3.0195
根據新購股權計劃									
Under the New Option Scheme									
200,000	200,000	01/12/2003	17/11/2003 – 16/11/2005	17/11/2005 – 16/11/2013	/	/	/	3.540	/
200,000	200,000	06/04/2004	06/04/2004 – 05/04/2006	06/04/2006 – 05/04/2014	/	/	/	3.775	/
/	200,000	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	200,000	/	/	2.925	/
<b>盧永逸董事</b>									
<b>Mr. Lo Wing Yat</b>									
<b>Kelvin, Director</b>									
根據舊購股權計劃									
Under the Old Option Scheme									
300,000	/	17/08/1999	/	31/10/1999 – 29/03/2005	/	300,000	/	2.217	3.0195
74,689	/	28/02/2002	/	28/02/2002 – 29/03/2005	/	74,689	/	2.217	3.0195
根據新購股權計劃									
Under the New Option Scheme									
200,000	200,000	01/12/2003	17/11/2003 – 16/11/2005	17/11/2005 – 16/11/2013	/	/	/	3.540	/
200,000	200,000	06/04/2004	06/04/2004 – 05/04/2006	06/04/2006 – 05/04/2014	/	/	/	3.775	/
/	200,000	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	200,000	/	/	2.925	/
<b>趙盛彪董事</b>									
<b>Mr. Zhao Shengbiao,</b>									
<b>Director</b>									
根據新購股權計劃									
Under the New Option Scheme									
40,000	40,000	01/12/2003	17/11/2003 – 16/11/2005	17/11/2005 – 16/11/2013	/	/	/	3.540	/
40,000	40,000	06/04/2004	06/04/2004 – 05/04/2006	06/04/2006 – 05/04/2014	/	/	/	3.775	/
/	40,000	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	40,000	/	/	2.925	/

購股權計劃 (續)

Share Option Schemes (cont'd)

於二零零五年 一月一日 尚未行使的 購股權數目 Number of options outstanding as at 01/01/2005	於二零零五年 六月三十日 尚未行使的 購股權數目 Number of options outstanding as at 30/06/2005	授予日期 Date of grant	授予期間 Vesting period	可行使 購股權期間 Exercisable period	截至二零零五年 六月三十日止			行使 購股權的 每股行使價 Price per share on exercise of options (HK\$)	加權平均 收市價 (附註2) (港元) Weighted average closing price (Note 2) (HK\$)
					六個月 獲授予的 購股權數目 (附註1) Number of options granted during the six months ended 30/06/2005 (Note 1)	截至二零零五年 六月三十日止 六個月 已行使的 購股權數目 Number of options exercised during the six months ended 30/06/2005	截至二零零五年 六月三十日止 六個月 已失效的 購股權數目 Number of options lapsed during the six months ended 30/06/2005		
<b>常振明先生</b>									
<b>Mr. Chang Zhenming</b>									
<b>根據新購股權計劃</b>									
<b>Under the New Option Scheme</b>									
400,000	/	01/12/2003	17/11/2003 – 16/11/2005	17/11/2005 – 16/11/2013	/	/	400,000	3.540	/
400,000	/	06/04/2004	06/04/2004 – 05/04/2006	06/04/2006 – 05/04/2014	/	/	400,000	3.775	/
<b>其他合資格人士總計</b>									
<b>Aggregate total of other eligible persons</b>									
<b>根據舊購股權計劃</b>									
<b>Under the Old Option Scheme</b>									
203	/	28/02/2002	/	28/02/2002 – 29/03/2005	/	/	203	1.620	/
600,000	/	17/08/1999	/	01/04/2000 – 29/03/2005	/	600,000	/	2.217	3.0195
44,813	/	28/02/2002	/	28/02/2002 – 29/03/2005	/	44,813	/	2.217	3.0195
500,000	/	28/03/2000	/	31/03/2000 – 29/03/2005	/	500,000	/	1.758	3.0250
37,344	/	28/02/2002	/	28/02/2002 – 29/03/2005	/	37,344	/	1.758	3.0250
100,000	/	10/08/2000	/	11/08/2001 – 29/03/2005	/	/	100,000	2.198	/
4,203	/	28/02/2002	/	28/02/2002 – 29/03/2005	/	/	4,203	2.198	/
<b>根據新購股權計劃</b>									
<b>Under the New Option Scheme</b>									
4,178,000	3,794,000	01/12/2003	17/11/2003 – 16/11/2005	17/11/2005 – 16/11/2013	/	/	384,000	3.540	/
5,004,000	4,620,000	06/04/2004	06/04/2004 – 05/04/2006	06/04/2006 – 05/04/2014	/	/	384,000	3.775	/
/	5,660,000	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	5,660,000	/	/	2.925	/
<b>16,072,630</b>	<b>17,494,000</b>				<b>6,800,000</b>	<b>3,706,224</b>	<b>1,672,406</b>		

### 購股權計劃 (續)

附註：

1. 本公司普通股於二零零五年六月十三日授出購股權之前一天的收市價為港幣2.9元。
2. 此為本公司普通股於緊接購股權行使日期前的加權平均收市價。

除上述所披露者外，於二零零五年六月三十日，本公司的董事或行政總裁或其配偶或十八歲以下子女，概無獲授予或行使任何權利，以認購本公司或其任何相聯法團的股本或債務證券。

### 主要股東及其他人仕的權益

除下文所披露者外，董事並不知悉有任何其他人仕(本公司的董事或行政總裁或其各自的聯繫人仕除外)於二零零五年六月三十日在本公司的股份及相關股份中，擁有根據證券及期貨條例第XV部第2分部及第3分部之規定必須向本公司披露的權益或淡倉。

#### 1. 本公司股份權益的好倉：

股東名稱 Name of shareholder	身份 Capacity	持有普通股數目 Number of ordinary shares held	佔已發行股本百分率 Percentage of issued share capital
中國中信集團公司 CITIC Group	實益擁有人 Beneficial owner	1,789,048,220	56.01
	所控制的法團的權益 Interest of controlled corporations	11,678,770	0.37
中國建設銀行股份有限公司 China Construction Bank Corporation	實益擁有人 Beneficial owner	168,599,268	5.27

#### 2. 本公司股份權益的淡倉：

無。

#### 3. 本公司(就股本衍生工具而言)相關股份的好倉及淡倉：

無。

### Share Option Schemes (cont'd)

Notes:

1. The closing price of the ordinary shares of the Company immediately before 13 June 2005 on which the options were granted was HK\$2.9.
2. This represents the weighted average closing price of the ordinary shares of the Company immediately before the dates on which the options were exercised.

Save as disclosed above, as at 30 June 2005, none of the directors or chief executive of the Company or their spouses or children under 18 years of age were granted or exercised any right to subscribe for any equity or debt securities of the Company or any of its associated corporations.

### Interests of Substantial Shareholders and Other Persons

Save as disclosed below, as at 30 June 2005, the directors were not aware of any person (other than a director or chief executive of the Company or their respective associate(s)) who had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

#### 1. Long positions in shares of the Company:

#### 2. Short positions in shares of the Company:

None.

#### 3. Long and short positions in (in respect of equity derivatives) underlying shares of the Company:

None.



## 購回、出售或贖回本公司的上市證券

本公司在截至二零零五年六月三十日止六個月並無贖回任何本公司的上市證券。本公司及各附屬公司在截至二零零五年六月三十日止六個月均無購回或出售任何本公司的上市證券。

## 企業管治

本公司致力維持高水平的企業管治。截至二零零五年六月三十日止六個月期間，除下文所披露者外，本公司已遵守上市規則附錄十四所載「企業管治常規守則」的守則條文：

就守則條文A.4.1而言，本公司非執行董事的委任並沒有指定的任期，惟本公司的非執行董事與本公司所有其他董事一樣，需要按照本公司的公司組織章程細則第98條於每年股東週年大會上輪值告退並可膺選連任。

就守則條文B.1.1而言，本公司現正籌備提名及薪酬委員會的成立，並正為其組合及職權範圍書作出檢視以遵守守則之條文。

就守則條文E.1.2而言，本公司董事長原已安排出席本公司於二零零五年五月十九日舉行的股東週年大會，惟因當日有另一項其必須出席的重要事宜，在不得已的情況下更改其時間表。惟當日與會董事按本公司的公司組織章程細則第67條，推選本公司的行政總裁竇建中先生為該大會主席。

## 遵從「上市發行人董事進行證券交易的標準守則」

本公司已就證券交易採納了上市規則附錄十所載的「上市發行人董事進行證券交易的標準守則」為本公司的標準行為守則（「行為守則」）。經向本公司董事作出特定查詢後，本公司所有董事在截至二零零五年六月三十日止六個月期間內已遵守行為守則內的指定標準。

## Purchase, Sale or Redemption of the Company's Listed Securities

The Company has not redeemed any of its listed securities during the six months ended 30 June 2005. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed securities during the six months ended 30 June 2005.

## Corporate Governance

The Company is committed to maintaining high standards of corporate governance. Throughout the six months ended 30 June 2005, the Company has complied with the code provisions in the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules except for the followings:

With respect to Code A.4.1, Non-executive Directors of the Company are not appointed for a specific term, but same as all other Directors of the Company, are subject to retirement and re-election at each annual general meeting in accordance with article 98 of the Articles of Association of the Company.

With respect to Code B.1.1, the Company is in the process of setting up a nomination and remuneration committee and is considering the composition and terms of reference of the committee in compliance with this code provision.

With respect to Code E.1.2, the Chairman had originally scheduled to attend the annual general meeting of the Company held on 19 May 2005; however, due to the occurrence of certain event which he must attend in the meantime, he had no alternative but to reschedule his itinerary. The Directors presented at the meeting had elected Mr. Dou Jianzhong, the Chief Executive Officer of the Company, to chair the meeting in accordance with article 67 of the Articles of Association of the Company.

## Compliance with the "Model Code for Securities Transactions by Directors of Listed Issuers"

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the Company (the "Code"). Having made specific enquiry of the Directors of the Company, all Directors of the Company had complied with the required standards as set out in the Code.

### 審核委員會審閱

本公司截至二零零五年六月三十日止六個月期間的財務報表已經由本公司的審核委員會(成員包括三名獨立非執行董事及一名非執行董事)審閱。

承董事會命

**中信國際金融控股有限公司**

**竇建中**

董事兼行政總裁

香港，二零零五年八月十六日

### Review by the Audit Committee

The financial statements of the Company for the six months period ended 30 June 2005 have been reviewed by the Company's Audit Committee, which comprises three Independent Non-executive Directors and one Non-executive Director of the Company.

By Order of the Board

**CITIC International Financial Holdings Limited**

**Dou Jianzhong**

Director and Chief Executive Officer

Hong Kong, 16 August 2005