

# AUDIT COMMITTEE REPORT

The Audit Committee of the Board has been established since December 1998 and comprises three Non-executive Directors, two of whom are independent.

The Audit Committee operates pursuant to written terms of reference that is available on the Company's website at [www.kerryprops.com](http://www.kerryprops.com). In general, the Audit Committee is responsible for assisting the Board in discharging its responsibilities in monitoring the integrity of the Group's financial reporting process, the financial statements and reports of the Company, the effectiveness of the Group's system of internal controls, the performance of the Group's internal audit function, as well as arrangements with external auditors.

In discharging its responsibilities, set out below is a summary of the work performed by the Audit Committee during the financial year ended 31 December 2005:–

- (i) The Audit Committee reviewed the draft annual and interim financial statements and the draft results announcements of the Company, focusing on main areas of judgement, consistency of and changes in accounting policies and adequacy of information disclosure prior to recommending them to the Board for approval.
- (ii) The Audit Committee reviewed, in conjunction with the external auditors, the developments of accounting standards and assessed their potential impacts on the Group's financial statements.
- (iii) The Audit Committee assessed the independence of the Company's external auditors, prior to formally engaging the external auditors to carry out the audit for the Company's financial statements for the year ended 31 December 2005.
- (iv) Prior to the actual commencement of the audit, the Audit Committee discussed the proposed scope of work and approach of the audit with the external auditors. Upon completion of the audit, the Audit Committee reviewed the results of the external audit, and discussed with the external auditors on any significant findings and audit issues.
- (v) The Audit Committee recommended to the Board regarding the appointment and remuneration of the external auditors.
- (vi) The Audit Committee reviewed and approved the internal audit programme, reviewed the internal audit reports and discussed any significant issues with the internal audit team and the Group's senior management.
- (vii) The Audit Committee reviewed the independence of the internal audit function and the level of support and co-operation given by the Group's management to the internal audit team, as well as the resources of the internal audit team when undertaking its duties and responsibilities.
- (viii) The Audit Committee reviewed the adequacy and effectiveness of the Group's system of internal controls, through a review of the work undertaken by the Group's internal and external auditors, written representations by the senior management of each of the Group's business divisions and discussions with the Board.

During the financial year ended 31 December 2005, the Audit Committee met four times and the Audit Committee also conducted meetings with the Group's senior management, the external auditors and the internal audit team from time to time. Minutes of the Audit Committee Meetings are documented and circulated to the Board for information. The Audit Committee also reports and presents its findings and makes recommendations for consideration and discussion at Board meetings.

On 17 March 2006, the Audit Committee also reviewed the financial statements of the Group for the year ended 31 December 2005 prior to recommending them to the Board for approval.

## MEMBERS OF THE AUDIT COMMITTEE

**Christopher Roger MOSS, O.B.E. (Chairman)**

**William Winship FLANZ (ceased to act as  
Audit Committee member on  
1 September 2005)**

**LAU Ling Fai, Herald**

**TSE Kai Chi (appointed on 1 September 2005)**

Hong Kong, 24 March 2006