

# 補充資料

## Supplementary Information

### 中期股息

董事會欣然宣佈派發中期股息每股港幣7.7仙(二零零五年：港幣11.3仙)。中期股息將於二零零六年九月十二日(星期二)派發予於二零零六年九月五日(星期二)在本公司股東名冊上已登記之股東。

### 暫停股份過戶登記

由二零零六年九月四日(星期一)至二零零六年九月五日(星期二)，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，必須於二零零六年九月一日(星期五)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

於二零零六年六月三十日，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%
趙盛彪先生 Mr. Zhao Shengbiao Peter	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\$0.077 (2005: HK\$0.113) per share. The interim dividend will be paid on Tuesday, 12 September 2006 to all shareholders whose names are on the Register of Members of the Company on Tuesday, 5 September 2006.

### Closure of Register of Members

The Register of Members of the Company will be closed from Monday, 4 September 2006 to Tuesday, 5 September 2006, 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 Friday, 1 September 2006.

### Directors' and Chief Executive's Interests

As at 30 June 2006, 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、竇建中先生、陳許多琳女士、盧永逸先生、施柏雅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付的期權。有關該等購股權在截至二零零六年六月三十日止六個月的資料，見於下列「購股權計劃」項下。

此外，本公司的全資附屬公司中信嘉華銀行有限公司(「中信嘉華」)，向其合資格僱員及本公司數名董事(「合資格人仕」)授出Equity Linked Deferred Award(「ELDA」)，據此，各合資格人仕可於指定的到期日(即授予日的第二週年及退休日，兩者較早發生的日期)獲發現金福利。有關合資格人仕將於到期日獲發現金福利數額，為ELDA所涉及的本公司普通股數目乘以下列兩項中的較低者：

1. ELDA每股股價與根據香港聯合交易所有限公司(「聯交所」)每日報價表所載，本公司普通股於到期日的收市價兩者之差異；及
2. 港幣3元。

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

### 2. Long positions (in respect of equity derivatives) in 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, Mr. Dou Jianzhong, Mrs. Chan Hui Dor Lam Doreen, Mr. Lo Wing Yat Kelvin, Mr. Roger Clark Spyer and Mr. Zhao Shengbiao Peter pursuant to the share option scheme of the Company. Information in relation to these share options during the six months ended 30 June 2006 was shown in the following section under the heading of "Share Option Scheme".

In addition, CITIC Ka Wah Bank Limited ("CKWB"), a wholly owned subsidiary of the Company, has offered Equity Linked Deferred Award (the "ELDA") to the eligible employees of CKWB and certain directors of the Company (the "Eligible Persons") whereby the Eligible Persons will receive cash benefit on the specified maturity date, being the earlier of the second calendar anniversary of the offer date and the date of retirement. The amount of cash benefit to be received by the Eligible Persons on the maturity date shall be calculated by multiplying the number of ordinary shares of the Company notionally subject to ELDA by the lower of:

1. the result obtained by subtracting the ELDA price per share from the closing price of the ordinary share of the Company as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the maturity date; and
2. HK\$3.00.

### 董事及行政總裁權益 (續)

若根據聯交所每日報價表所載，本公司普通股於到期日的收市價低於ELDA每股股價，則各合資格人仕將不會根據ELDA獲發任何款項。各合資格人仕亦不會於ELDA到期時獲配發或轉讓本公司普通股。截至二零零六年六月三十日止，本公司董事獲授予下列ELDA：

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

The Eligible Persons are not entitled to receive any payment pursuant to the ELDA if the closing price of the ordinary share of the Company as stated in the daily quotations sheet of the Stock Exchange on the maturity date falls below the ELDA price. No ordinary shares of the Company will be allotted or transferred to the Eligible Persons upon the maturity of the ELDA. As at 30 June 2006, ELDA granted to the Directors of the Company were 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	24/03/2005 28/04/2006	150,000 250,000	2.00 2.00
盧永逸先生 Mr. Lo Wing Yat Kelvin	24/03/2005	80,000	2.00
施柏雅先生 Mr. Roger Clark Spyer	28/04/2006	100,000	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：**

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

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

**5. Long positions (in respect of equity derivatives) in 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 Holdings Limited ("CCHL"), an associated company of the Company, were granted by CCHL 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 CCHL's ordinary 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
	實益擁有人 Beneficial owner	25,000	04/04/2008 – 03/04/2011
竇建中先生 Mr. Dou Jianzhong	實益擁有人 Beneficial owner	15,000	02/03/2007 – 01/03/2010
	實益擁有人 Beneficial owner	10,000	04/04/2008 – 03/04/2011
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
	實益擁有人 Beneficial owner	10,000	04/04/2008 – 03/04/2011
王東明先生 Mr. Wang Dongming	實益擁有人 Beneficial owner	15,000	02/03/2007 – 01/03/2010
	實益擁有人 Beneficial owner	10,000	04/04/2008 – 03/04/2011

### 董事及行政總裁權益 (續)

#### 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。

#### 7. 本公司債權證權益：

無。

#### 8. 本公司相聯法團債權證權益：

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

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

None.

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

None.

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

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，於二零零六年六月三十日，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。

Save as disclosed above, as at 30 June 2006, none of the directors or 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 and 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.

## 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(「購股權計劃」)。根據購股權計劃，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)。

截至二零零六年六月三十日止六個月，本公司根據購股權計劃，於二零零六年五月十八日向三百二十一名合資格人仕授出可以每股行使價港幣4.275元認購合共8,152,000股普通股的購股權。就授予購股權所獲服務的公平價值，乃經參考授予購股權的公平價值計算，而授予購股權的公平價值估價則根據三項式模式，以購股權的合約年期10年計算。

## Share Option Scheme

The Company adopted The CITIC International Financial Holdings Limited Share Option Scheme (the "Share Option Scheme") on 16 May 2003. Under the Share 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 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.

During the six months ended 30 June 2006, options to subscribe for a total of 8,152,000 ordinary shares of the Company at the exercise price of HK\$4.275 per share were granted to 321 eligible persons under the Share Option Scheme on 18 May 2006. The fair value of services received in return for share options granted are measured by reference to the fair value of the share options granted. The estimate of the fair value of the share options granted is measured based on a trinomial model. The 10 years contractual life of the option is used as an input into this model.

### 於二零零六年五月十八日 授予的購股權 For options granted on 18 May 2006

於計算日期的公平價值 Fair value at measurement date	港幣1.301元 HK\$1.301
股價 Share price	港幣4.275元 HK\$4.275
行使價 Exercise price	港幣4.275元 HK\$4.275
預期波動率(以三項式模式使用的波動率表示) Expected volatility (expressed as volatility used in the trinomial model)	31.00% 31.00%
購股權年期 Option life	10年 10 years
預期股息(持續孳息) Expected dividends (continuous yield)	4.14% 4.14%
無風險利率(根據港元政府債券孳息計算) Risk-free interest rate (based on HK\$ government bond yield)	4.84% 4.84%

## 購股權計劃 (續)

預期波動率是根據本公司於特定日期已發行的可換股債券的隱含波動率計算，購股權乃根據服務條件及(就授予人仕而言)非市場表現條件授予。

於二零零六年六月三十日，董事及其他合資格人仕根據購股權計劃獲授予以下購股權，以認購本公司普通股(於二零零六年六月三十日的每股收市價為港幣4.375元)：

## Share Option Scheme (cont'd)

The expected volatility is based on the implied volatilities of our own issued convertible bond on the specified dates. Share options are granted under a service condition and, for grants to personnel, a non-market performance condition.

At 30 June 2006, the directors and the other eligible persons had the following interests in options, which were granted under the Share Option Scheme, to subscribe for ordinary shares of the Company (closing market value per share at 30 June 2006 was HK\$4.375):

	於二零零六年 一月一日 尚未行使的 購股權數目 Number of options outstanding as at 01/01/2006	於二零零六年 六月三十日 尚未行使的 購股權數目 Number of options outstanding as at 30/06/2006	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 二零零六年 六月三十日止 六個月 獲授予的 購股權數目 (附註1) Number of options granted during the six months ended 30/06/2006 (Note 1)	截至 二零零六年 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 30/06/2006	截至 二零零六年 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 30/06/2006	行使 購股權的 每股行使價 (港幣(元)) Price per share on exercise of options (HK\$)	加權平均 收市價 (附註2) Weighted average closing price (Note 2) (HK\$)
						孔丹董事 Mr. Kong Dan, Director	400,000	400,000	17/11/2003	17/11/2003 – 16/11/2005
	400,000	400,000	06/04/2004	06/04/2004 – 05/04/2006	06/04/2006 – 05/04/2014	/	/	/	3.775	/
	400,000	400,000	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	/	/	/	2.925	/
	/	400,000	18/05/2006	18/05/2006 – 17/05/2008	18/05/2008 – 17/05/2016	400,000	/	/	4.275	/
竇建中董事 Mr. Dou Jianzhong, Director	/	400,000	18/05/2006	18/05/2006 – 17/05/2008	18/05/2008 – 17/05/2016	400,000	/	/	4.275	/
陳許多琳董事 Mrs. Chan Hui Dor Lam Doreen, Director	300,000	300,000	17/11/2003	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	300,000	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	/	/	/	2.925	/
	/	300,000	18/05/2006	18/05/2006 – 17/05/2008	18/05/2008 – 17/05/2016	300,000	/	/	4.275	/

購股權計劃 (續)

Share Option Scheme (cont'd)

	於二零零六年 一月一日 尚未行使的 購股權數目 Number of options outstanding as at 01/01/2006	於二零零六年 六月三十日 尚未行使的 購股權數目 Number of options outstanding as at 30/06/2006	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 二零零六年 六月三十日止 購股權數目 (附註1) Number of options granted during the six months ended 30/06/2006 (Note 1)	截至 二零零六年 六月三十日止 已行使的 購股權數目 Number of options exercised during the six months ended 30/06/2006	截至 二零零六年 六月三十日止 已失效的 購股權數目 Number of options lapsed during the six months ended 30/06/2006	行使 購股權的 每股行使價 (港幣(元)) Price per share on exercise of options (HK\$)	加權平均 收市價 (附註2) (港幣(元)) Weighted average closing price (Note 2) (HK\$)
盧永逸董事 Mr. Lo Wing Yat Kelvin, Director	200,000	200,000	17/11/2003	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	200,000	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	/	/	/	2.925	/
	/	200,000	18/05/2006	18/05/2006 – 17/05/2008	18/05/2008 – 17/05/2016	200,000	/	/	4.275	/
施柏雅董事 Mr. Roger Clark Spyer, Director	/	140,000	18/05/2006	18/05/2006 – 17/05/2008	18/05/2008 – 17/05/2016	140,000	/	/	4.275	/
趙盛彪董事 Mr. Zhao Shengbiao Peter, Director	40,000	40,000	17/11/2003	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	40,000	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	/	/	/	2.925	/
	/	40,000	18/05/2006	18/05/2006 – 17/05/2008	18/05/2008 – 17/05/2016	40,000	/	/	4.275	/
江紹智先生 (於2006年1月1日 辭任董事)	200,000	/	17/11/2003	17/11/2003 – 16/11/2005	17/11/2005 – 16/11/2013	/	200,000	/	3.540	4.685
Mr. Kong Siu Chee Kenneth (resigned as Director on 1 January 2006)	200,000	/	06/04/2004	06/04/2004 – 05/04/2006	06/04/2006 – 05/04/2014	/	200,000	/	3.775	4.638
	200,000	/	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	/	200,000	/	2.925	4.506



## 購股權計劃 (續)

## Share Option Scheme (cont'd)

於二零零六年 一月一日 尚未行使的 購股權數目 Number of options outstanding as at 01/01/2006	於二零零六年 六月三十日 尚未行使的 購股權數目 Number of options outstanding as at 30/06/2006	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 二零零六年 六月三十日止 六個月 獲授予的 購股權數目 (附註1) Number of options granted during the six months ended 30/06/2006 (Note 1)	截至 二零零六年 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 30/06/2006	截至 二零零六年 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 30/06/2006	行使 購股權的 每股行使價 (港幣(元)) Price per share on exercise of options (HK\$)	加權平均 收市價 (附註2) Weighted average closing price (Note 2) (HK\$)	
其他合資格 人仕總計 Aggregate total of other eligible persons	3,476,000	2,004,000	17/11/2003	17/11/2003 – 16/11/2005	17/11/2005 – 16/11/2013	/	1,396,000	76,000	3.540	4.685
	4,184,000	2,548,000	06/04/2004	06/04/2004 – 05/04/2006	06/04/2006 – 05/04/2014	/	1,560,000	76,000	3.775	4.638
	5,344,000	5,092,000	13/06/2005	13/06/2005 – 12/06/2007	13/06/2007 – 12/06/2015	/	8,000	244,000	2.925	4.506
	/	6,672,000	18/05/2006	18/05/2006 – 17/05/2008	18/05/2008 – 17/05/2016	6,672,000	/	/	4.275	/
	<b>16,424,000</b>	<b>20,616,000</b>				<b>8,152,000</b>	<b>3,564,000</b>	<b>396,000</b>		

附註：

1. 本公司普通股於二零零六年五月十八日授出購股權之前一天的收市價為港幣4.3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，於二零零六年六月三十日，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。

Notes:

1. The closing price of the ordinary shares of the Company immediately before 18 May 2006 on which the options were granted was HK\$4.3.
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 2006, 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.

## 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）於二零零六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	55.88%
	所控制的法團的權益 Interest of controlled corporations	2,070,770	0.07%
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。

## 購回、出售或贖回本公司的上市證券

本公司在截至二零零六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二零零六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。

## Interests of Substantial Shareholders and Other Persons

Save as disclosed below, as at 30 June 2006, 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 respect of equity derivatives) in underlying shares of the Company:

None.

## 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 2006. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed securities during the six months period ended 30 June 2006.

## 企業管治

本公司致力維持高水平的企業管治。截至二零零六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。

守則條文A.4.1規定，非執行董事的委任應有指定任期，並需接受重新選舉。

本公司非執行董事的委任並沒有指定的任期，惟彼等與本公司所有其他董事一樣，均需要按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告退，並可膺選連任。董事認為，非執行董事需要每年重選的機制已達到守則條文的預期目標。

守則條文B.1.1規定，薪酬委員會的大部份成員應為獨立非執行董事。

本公司提名及薪酬委員會（「委員會」）的組合，並非大部份成員為獨立非執行董事。董事認為，現時由董事會轉授予委員會的職責條文，令整體董事會對委員會作出全面監控，已達到守則條文對獨立性的要求。委員會成員不能參予決定其自己個人的薪酬或與其直接或間接有利益衝突的事項，而本公司所有非執行董事均有權出席委員會會議。委員會的組合及職權範圍書亦會不時作出檢討。

守則條文E.1.2規定，董事會主席應出席股東週年大會。

本公司董事長孔丹先生因身體輕微抱恙，未能出席本公司於二零零六年五月十六日舉行的股東週年大會。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主持該次會議。

## Corporate Governance

The Company is committed to maintaining high standards of corporate governance. Throughout the six months ended 30 June 2006, 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 following deviations.

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

The 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 eligible for re-election at each annual general meeting in accordance with article 98 of the Articles of Association of the Company. The Directors believe that subjecting the Non-executive Directors to annual re-election achieves the intended aims of the Code.

Code Provision B.1.1 stipulates that a majority of the members of the remuneration committee should be independent non-executive directors.

The composition of the Nomination and Remuneration Committee of the Company (the "N&R Committee") does not include a majority of members who are Independent Non-executive Directors of the Company. The Directors believe that the terms of the delegation of duties by the Board subject the decisions of the N&R Committee to the oversight of the full Board, which in itself satisfies the independence requirements under the Code. The members of the N&R Committee shall not vote in decisions concerning each of their own remuneration or any other matters which he/she has any direct or indirect interest. All Non-executive Directors of the Company have the right to attend the meetings of the N&R Committee. The composition and the terms of reference of the N&R Committee shall be reviewed from time to time.

Code Provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting.

Mr. Kong Dan, Chairman of the Board, was unable to attend the annual general meeting of the Company held on 16 May 2006 due to minor medical condition. The Directors presented at that 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.

### 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二零零六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。

### 審核委員會審閱

本公司截至二零零六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，二零零六年八月十七日

### 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 “Model 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 Model Code during the six months period ended 30 June 2006.

### Review by the Audit Committee

The financial statements of the Company for the six months period ended 30 June 2006 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, 17 August 2006

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中信國際金融控股有限公司

CITIC INTERNATIONAL FINANCIAL HOLDINGS LIMITED

香港中環夏慤道十二號

美國銀行中心一八零一至二室

Suites 1801-2, Bank of America Tower

12 Harcourt Road, Central, Hong Kong

電話 Tel : (852) 2843 0280

傳真 Fax : (852) 2525 3303

[www.citicifh.com](http://www.citicifh.com)