

## 1.0 經營情況

二零零六年香港經濟受惠於多項中、港融合的發展而表現強勁，令市面洋溢著一片繁榮景象。年內，中國經濟維持強勁的增長步伐，經本港進出內地的貿易量及資金流與日俱增，促進了相關貸款大幅增長。另一方面，環球投資者熱衷於投資中國，為多家國企及大型國有銀行來港上市集資提供了有利條件；加上人民幣持續升值，引致大量資金流入本港市場，令本港銀行同業拆息（「同業拆息」）受壓，與最優惠利率之間呈現高達四厘的息差。與此同時，本港股市交投壯旺，整體大市屢創新高，帶動本地財富效應及消費情緒；更兼失業率跌至六年低位及工資持續上升，均有助支持內部需求上升。

雖然上述各項因素均利好去年整體銀行業的表現，但業界經營環境並非全無隱憂。中央政府為防止經濟過熱所採取的持續調控措施，對市場可能帶來多大的影響仍存疑問，美國息口去向也未明朗，加上本港內部通脹呈現日益加劇的趨勢，均為本港金融業帶來挑戰。

## 1.0 Review of Operations

Hong Kong benefited from its increasing economic integration with China and enjoyed a year of prosperity in 2006. Fuelled by China's robust economic growth, its trade and cross-border bilateral capital flows via the local entrepot flourished and led to a substantial increase in related lending activities in Hong Kong. Meanwhile, fervent interest by global investors in Chinese investment opportunities attracted an abundance of initial public offerings by Chinese state-owned enterprises and large Chinese state-owned banks. The strong liquidity inflows resulting from that and from the continued appreciation of the Renminbi ("RMB") kept the Hong Kong Interbank Offered Rate ("HIBOR") at depressed levels, and drove the spread between the local Prime Lending Rate ("Prime") and HIBOR to as high as 4%. Buoyant turnover also saw the local stock market breaching new highs during the year, which in turn generated a multiplier wealth effect and boosted local consumption sentiment. Domestic demand was further supported by the record six-year low unemployment rate and by rising wages.

While the performance of banks thrived under such favourable economic conditions, the industry as a whole was not free from concerns. Questions remain as to the impact on the market of the Mainland Chinese government's continued tightening measures to curb economic overheating. The uncertain US interest rate outlook and growing domestic inflation in Hong Kong also pose additional challenges to the local financial industry.



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## 2.0 企業發展

中信國際金融控股有限公司（「本集團」）在二零零六年內抓緊市場機遇，堅決鞏固核心業務表現之餘，在穩健的基礎上尋求突破性發展。作為中國中信集團公司（「中信公司」）的境外金融服務旗艦公司，本集團一直以打造「中信」國際銀行及金融服務品牌為宗旨，勾劃獨特的策略性業務發展藍圖，以無限發揮中信公司境內、外金融業務間的協同效應，並彰顯中信公司優秀的國際業務及管理水準。

## 2.0 Corporate Developments

In 2006, CITIC International Financial Holdings Limited (the "Group") stood firm on its resolve to reinforce its core business performance and to strive for strategic breakthrough on strengthened foundations. Accordingly, the Group took steps to grasp all necessary market opportunities during the year. As the offshore financial flagship of the CITIC Group ("CITIC"), the Group's mission is to establish the CITIC brand in international banking and financial services. The Group has put in place a unique strategic business development framework that is designed to maximise the synergies between CITIC's onshore and offshore financial services businesses, and to showcase CITIC's outstanding international business competencies and management standards.

本集團為此於年內作出連串的策略部署及行動。於二零零六年三月三十一日，本集團宣布向中信公司收購中信銀行19.9%策略性權益，作價相當於二零零五年十二月三十一日止中信銀行按照國際財務報告準則計算的19.9%經審計淨賬面值（以人民幣為單位）的1.153倍。因其後中信公司再次分別於二零零六年六月三十日向中信銀行注資人民幣五十億元，及於十二月底將其於二零零六年度攤佔中信銀行人民幣二十四億元的盈利重新投入該行以增強其資本，最終，本集團對中信銀行之權益攤薄至15.17%。是項交易將有助進一步深化中信國際金融及中信銀行的業務合作，令本集團可享有獨特的優勢，參與投資於具高速增長機會的中國銀行業。

於二零零六年十一月二十三日，本集團宣布與享負盛名的Banco Bilbao Vizcaya Argentaria, S.A.（「BBVA」，下稱「西班牙對外銀行」）組成戰略聯盟，由西班牙對外銀行以每股五點八三港元的認購價格，初步入股本集團收購中信銀行股權後已擴大股本的15%權益（包括由本集團發行12%新股及由中信公司出售3%已發行股份）。本集團並隨即與西班牙對外銀行展開第二階段的磋商，目標在六至九個月內完成商議如何整合雙方亞洲業務，初步將專注運用本集團全資擁有的中信嘉華銀行有限公司（「中信嘉華」）作為雙方在區內發展企業銀行及環球金融市場業務的單一營運平台。這項交易極具意義，可為本集團開拓地區性業

During the year, the Group put in motion a series of strategic plans and moves. On 31 March 2006, the Group announced its acquisition of a 19.9% stake in China CITIC Bank (“CNCB”) at a purchase price equivalent to 1.153 times 19.9% of the audited RMB net book value of CNCB for the year ended 31 December 2005 prepared in accordance with International Financial Reporting Standards. Subsequent to the announcement, CITIC increased CNCB’s capital again through a RMB 5 billion cash injection on 30 June 2006, and later through an additional injection of RMB 2.4 billion of CNCB’s retained profits at end-December 2006. As a result, the Group’s stake in CNCB was diluted to 15.17%. The enhanced depth of collaboration between the Group and CNCB is expected to create better leverage for the Group to capture the enormous potential in the PRC banking industry.

On 23 November 2006, the Group announced that it has forged a strategic alliance with the world-renowned Banco Bilbao Vizcaya Argentaria, S.A. (“BBVA”), through which BBVA was to subscribe for an initial effective 15% of the Group’s enlarged issued share capital (post its stake acquisition in CNCB) at a price of HK\$5.83 per share. The 15% stake was to comprise 12% new shares to be issued by the Group and 3% existing shares of the Group to be sold by CITIC. The Group has also immediately commenced second-stage discussions with BBVA to integrate their businesses in Asia, and targets to complete the discussions within a six- to nine-month time frame. The initial focus will be to leverage on the Group’s wholly-owned subsidiary, CITIC Ka Wah Bank Limited (“CKWB”) as the single platform for the development of corporate banking and global financial markets businesses in Asia. This transaction is meaningful as this allows the Group to build regional competencies and to establish

務能力，使旗下商業銀行平台建立有效的環球連結。除了建立業務合作框架外，第二階段的討論將涉及中信嘉華併購西班牙對外銀行現有亞洲企業銀行業務，以及西班牙對外銀行增持本集團權益的安排。

西班牙對外銀行是全球領先銀行之一，經營範疇包括零售、企業及投資銀行，業務涵蓋三十二個國家。它目前是西班牙資產最大的銀行之一，在歐洲及拉美洲市場業績也相當彪炳。截至二零零六年十二月三十一日止年度，西班牙對外銀行總資產約四千一百一十九億歐元（或四萬二千一百七十六億港元），二零零六年全年淨利潤約達四十七億歐元（或四百八十五億港元）。

本集團欣然宣布，收購中信銀行策略性權益的交易於二零零六年十二月二十九日順利完成。此外，本集團售股予西班牙對外銀行的首階段交易，亦於二零零七年二月九日獲獨立股東在特別股東大會上通過，並於二零零七年三月一日順利完成。而第二階段磋商則預期最遲於八月完成。

本集團相信，透過上述股權交易所締造的強大策略性聯盟，將可大大提升本集團的跨境實力，中信銀行、西班牙對外銀行加上中信嘉華三家銀行所建構出優勢互補、獨一無二的「三角凳」商業銀行業務模式，更會為實現創建「中信」國際銀行的遠景，奠定鞏固的基建框架。

effective global linkages for its commercial banking platform. In addition to establishing a business cooperation framework, the second-stage discussions will also include arrangements for the merger and acquisition of BBVA's existing wholesale banking business in Asia by CKWB, which will be aligned with an increase by BBVA of its shareholding interest in the Group.

BBVA is one of the leading global banks with operations that span retail, wholesale and investment banking businesses in 32 countries. It is currently the leading bank by assets in Spain, and has a strong presence in the European and Latin American markets. As at 31 December 2006, BBVA had total assets of approximately EUR 411.9 billion (or HK\$4,217.6 billion), and reported net profit for the full year of 2006 of approximately EUR 4.7 billion (or HK\$48.5 billion).

The Group is pleased to announce that its acquisition of a strategic stake in CNCB was completed on 29 December 2006. Meanwhile, the first-stage sale of the Group's shares to BBVA was also approved by its independent shareholders at the Extraordinary General Meeting on 9 February 2007, and was duly completed on 1 March 2007. It is expected that the second-stage discussions will be completed in August 2007 at the latest.

The Group is confident that the strong strategic alliance created by the above share transactions will greatly enhance the Group's cross-border capabilities. The synergies generated by the complementary competencies of CNCB, BBVA and CKWB in their unique "tripartite" commercial banking business model will form a solid infrastructural framework for realising the Group's vision to create the CITIC international banking franchise.

本集團非銀行金融業務於二零零六年同樣取得彌足珍貴的成果，所進行的企業重整，對業務重新定位及未來發展均帶來重要而深遠的影響。

二零零六年五月，中信資本控股有限公司（「中信資本」）把其股票資本市場業務（包括企業融資及經紀業務）注入中信証券（香港）有限公司（「中信証券香港」），並重新定位為一家專注中國業務的投資管理及諮詢服務公司。重整企業架構後，中信資本將專注發展私募投資、資產管理、房地產融資及結構性融資等核心業務。

同年十二月，中信國際資產管理有限公司（「中信國際資產管理」）成功引入三名海外策略性股東，這不單大幅提高中信國際資產管理的資本實力，而且憑藉三名新股東在各自不同領域的優勢，發揮相互補足的協同效應，為中信國際資產管理未來加快拓展國內直接投資市場，奠下更堅實基礎。

### 3.0 業績表現

#### 3.1 盈利

本集團於截至二零零六年十二月三十一日止年度，未計減值準備前經營溢利為十一億一千四百萬港元，較二零零五年大幅上升27.2%，主要由於非利息收入持續表現良好，增長達36.6%，抵銷淨利息收入微跌2.7%及經營支出上升4.6%的影響。

The Group's non-bank financial businesses also successfully went through meaningful corporate restructurings in 2006 that are expected to have important and far-reaching impact on their respective efforts to reposition their businesses and on their future developments.

In May 2006, CITIC Capital Holdings Limited ("CCHL") transferred its equity capital markets ("ECM") business (comprising Corporate Finance and Brokerage) to CITIC Securities (HK) Company Limited ("CSHK") and repositioned itself as an investment management and advisory firm. Following the restructuring, CCHL is now focused on its core businesses of private equity, asset management, real estate financing and structured finance.

In December 2006, CITIC International Assets Management Limited ("CIAM") significantly strengthened its capital base with the introduction of three foreign strategic investors. By allowing CIAM to leverage on the different but complementary strengths of these new investors and to benefit from synergies generated from their collaboration, CIAM will have an enhanced base from which to accelerate the development of its direct investment business in China.

### 3.0 Business Performance

#### 3.1 Earnings

For the year ended 31 December 2006, the Group reported operating profit before impairment allowances of HK\$1,114 million, representing a significant 27.2% over 2005. The growth was mainly attributed to a strong 36.6% growth in non-interest income, which helped to offset a slight 2.7% decline in net interest income and a 4.6% rise in operating expenses.



響。期內，由於信貸週期回復正常，錄得五千七百萬港元減值虧損準備，二零零五年則有五千八百萬港元減值虧損回撥。此外，聯營公司溢利也大幅增長185.0%至一億三千一百萬港元。儘管期內再沒有錄得類似二零零五年出售嘉華銀行中心獲得二億二千七百萬港元的龐大一次過收益，二零零六年本集團股東應佔溢利仍能按年微增2.1%至十一億二千六百萬港元。

### 3.2 淨利息收入

本集團期內利息收入顯著上升36.5%至四十一億六百萬港元，主要受惠於最優惠利率與同業拆息長期維持理想息差，以及中信嘉華致力提升核心業務實力初見成效，貸款錄得強勁增長所致。

惟香港三個月同業拆息較二零零五年大幅上升一點二個百分點至4.3%以及孳息曲線平坦，令存款、持有至到期定息投資組合及基金投資的資金成本大幅上升，整體利息支出因而增加59.2%，導致淨利息收入減少2.7%至十億七千萬港元。

但值得注意的是淨利息收入下降的幅度，已遠較二零零六年上半年錄得的按年跌幅11.9%為佳，這除了反映下半年貸款強勁增長的勢頭持續，有利利息收入增加以外，中信嘉華作出的兩項部署亦明顯發揮作用，這包括在二零零六年七月贖回總額三億美元後償債券，以及採取果斷措施減低持有至到期定息投資組合的規模，由二零零五

As the credit cycle normalised, the Group recorded a HK\$57 million charge in impairment losses in 2006, as compared to a HK\$58 million release in impairment losses in 2005. Profits from associated companies also rose sharply by 185.0% over 2005 to HK\$131 million during the year. Although the sizable one-off gain of HK\$227 million from the sale of Ka Wah Bank Centre recorded in 2005 was not repeated in 2006, the Group still managed to register a slight year-on-year growth of 2.1% in its profit attributable to shareholders for 2006 to HK\$1,126 million.

### 3.2 Net Interest Income

During the year, the Group's interest income rose markedly by 36.5% to HK\$4,106 million, helped by the persistently healthy Prime-HIBOR spread during the year, and also by strong loan growth as CKWB's efforts to strengthen its core business fundamentals started to generate positive results.

However, the three-month HIBOR climbed significantly by 1.2 percentage points to 4.3% over 2005. That, coupled with the flat yield curve, significantly intensified funding cost pressures on the Group's deposits, held-to-maturity fixed income investment portfolio and fund investments, and led to a 59.2% rise in overall interest expense. As a result, net interest income declined by 2.7% to HK\$1,070 million.

Nevertheless, this represents a notable improvement from the sharp 11.9% year-on-year decline in net interest income as recorded in the first half of 2006. Apart from the increase in interest income generated by the strong loan growth momentum that continued into the second half of 2006, CKWB undertook two initiatives during the period that helped to substantially reduce interest expense. It recalled its US\$300 million subordinated

年底約達一百七十二億港元，降至二零零六年底時只有一百零二億港元，兩者均對減省利息支出帶來顯著幫助。

雖然中信嘉華於十二月發行另一批總額二億五千萬美元後償債券，但息率遠較七月時贖回的后償債券為低（詳情請參閱 5.143）。

事實上，經調整基金投資的資金成本，將之剔除於利息支出以後，本集團二零零六年淨息差為1.84%，較二零零五年1.80%回升四點子。

### 3.3 非利息收入

二零零六年本集團非利息收入持續表現卓越，較二零零五年上升36.6%至十一億九千萬港元，增長主要來自中信嘉華的基金投資、企業銀行的貸款費用收入及零售銀行費用及佣金收入。非利息收入佔經營收入的比例，由二零零五年的44.2%大幅提升至52.7%。

### 3.4 經營支出

面對本港通脹重臨、工資及租金普遍上揚的經營環境，二零零六年本集團經營支出較二零零五年增加4.6%至十一億四千五百萬港元，除了僱員成本因素外，亦包括中信嘉華在重整寫字樓計劃中所涉及的一次過搬遷開支，但設備開支及折舊支出均有所減少，加上經營收入顯著提升，成本對收入比率由二零零五年55.6%下降至50.7%。

debt in July 2006, and took decisive steps to reduce its held-to-maturity fixed income investment portfolio from approximately HK\$17.2 billion at the end of 2005 to HK\$10.2 billion at the end of 2006.

Although CKWB issued a US\$250 million subordinated debt in December 2006, it was at a much reduced coupon rate compared to the issue recalled in July. (Please see 5.143)

Indeed, after adjusting for the funding cost on its fund investments by deducting it from interest expenses, the Group's net interest margin stood at 1.84% in 2006, up 4 basis points as compared to 1.80% in 2005.

### 3.3 Non-Interest Income

The Group delivered an outstanding 36.6% growth in non-interest income to HK\$1,190 million as compared to 2005. The growth was mainly derived from CKWB's fund investments, corporate loans related fee income as well as retail banking fee and commission income. The share of non-interest income in the Group's operating income rose significantly to 52.7% in 2006 from 44.2% in 2005.

### 3.4 Operating Expenses

Faced with a return of inflation as well as rising wages and rents, the Group's operating expenses rose 4.6% compared to a year ago to HK\$1,145 million. Apart from the rise in staff-related costs, the Group reported one-time relocation expenses related to CKWB's office premise rationalisation plan. However, the reduction in equipment and depreciation expenses and the significant rise in operating income helped to reduce the Group's cost to income ratio from 55.6% in 2005 to 50.7% in 2006.

### 3.5 減值準備

本集團一向審慎借貸，並致力不斷提升資產素質。惟二零零六年信貸週期回復正常，本集團作個別評估貸款錄得淨準備九千八百萬港元，至於作綜合評估貸款之淨回撥則錄得二千一百萬港元，加上回收壞賬四千二百萬港元，全年涉及貸款淨減值虧損準備三千五百萬港元，計及其他資產的減值後，本集團錄得淨減值虧損準備五千七百萬港元，而二零零五年則有五千八百萬港元淨回撥。

### 3.6 末期股息

董事會建議派發末期股息每股五點六港仙，連同已派發每股七點七港仙的中期股息，二零零六年度每股將合共派發股息十三點三港仙，全年派息比率為50.3%。

## 4.0 資產素質

### 4.1 資產、貸款及存款規模

年內，本集團的資產規模顯著擴大。於二零零六年十二月底，本集團總資產為一千零二十一億港元，較二零零五年底大幅增加20.1%，主要由於總貸款較二零零五年底上升18.0%至五百一十二億港元及成功收購中信銀行股權。期內主要貸款增長來自用於香港以外貸款、金融業貸款、批發及零售業貸款及貿易融資；總存款則按年上升17.4%至七百二十七億港元。

### 3.5 Impairment Allowances

The Group lent conservatively and strived to continually improve its asset quality. However, with the credit cycle normalising in 2006, the Group reported a HK\$98 million charge for its individually assessed loans and a HK\$21 million release for its collectively assessed loans during the period. That, coupled with a recovery of HK\$42 million in bad debts, resulted in HK\$35 million in net impairment losses charged on loans and advances in 2006. Including impairment losses on other assets, the Group registered a HK\$57 million net charge in impairment losses in 2006, as compared to a net release of HK\$58 million in 2005.

### 3.6 Final Dividend

The Board of Directors proposed a final dividend of HK\$0.056 per share. Together with an interim dividend of HK\$0.077 per share, the total dividend for 2006 will amount to HK\$0.133 per share, representing a total dividend pay-out ratio of 50.3% for the year.

## 4.0 Asset Quality

### 4.1 Asset, Loan, and Deposit Sizes

The Group's asset size expanded significantly by 20.1% from the end of 2005 to HK\$102.1 billion as at 31 December 2006. This was mainly attributed to a 18.0% rise in total loans from 2005 year-end to HK\$51.2 billion and to the successful stake acquisition in CNCB. During the year, loan growth was driven mainly by a rise in loans for use outside Hong Kong, financial sector related loans, wholesale and retail loans, and trade finance. Total deposits grew by 17.4% year-on-year to HK\$72.7 billion.



#### 4.2 資產素質指標

期內，多項資產素質指標均有所提升。於二零零六年十二月底，減值貸款比率由二零零五年的2.73%減至1.67%，這除了資產素質提升以外，另一主要原因是於年結日本集團持有中信國際資產管理的權益降至40%，因此其減值貸款不再綜合計算在本集團賬目內。覆蓋率則由二零零五年的92.7%擴大至98.0%。

#### 4.3 財務狀況

於二零零六年十二月底，本集團之未經調整資本充足比率為17.1%，貸存比率為70.4%，貸款對資產總值比率為50.1%。

#### 4.2 Asset Quality Indicators

During the year, the Group made improvements in several asset quality indicators. Its impaired loans ratio was reduced from 2.73% as at 31 December 2005 to 1.67% as at 31 December 2006. In addition to the general improvement in asset quality, it was due more significantly to the exclusion of the impaired loans of CIAM in the Group's consolidated account as at year-end date following the reduction of the Group's stake in it to 40%. The Group's coverage expanded from 92.7% as at 2005 year-end to 98.0% as at 31 December 2006.

#### 4.3 Financial Position

As at 31 December 2006, the Group's unadjusted capital adequacy ratio was 17.1%. Its loans to deposits ratio was 70.4%, and its loans to total assets ratio was 50.1%.

### 中信國際金融主要財務指標

#### CITIC International Financial Holdings' Key Financial Indicators

		二零零六年 十二月 三十一日 31 December 2006	二零零五年 十二月 三十一日 31 December 2005
未經調整資本充足比率	Unadjusted capital adequacy	17.1%	16.0%
貸存比率	Loans to deposits	70.4%	70.1%
貸款對資產總值比率	Loans to total assets	50.1%	51.0%
減值貸款比率	Impaired loans	1.67%	2.73%
覆蓋率*	Coverage*	98.0%	92.7%
貸款虧損覆蓋率	Loan loss coverage	38.9%	48.6%
綜合減值準備覆蓋率	Collective assessment coverage	0.49%	0.68%

\* 計法為將個別評估減值準備及減值貸款押品之和除以減值貸款總額

\* Calculated by dividing the sum of individually assessed impairment allowances and collateral of impaired loans by the gross impaired loans

## 5.0 主要業務發展

### 商業銀行業務

#### 5.1 中信嘉華銀行有限公司

##### 5.11 經營情況

二零零六年，中信嘉華抓緊本港及內地經濟高速增長所帶來的機會，配合過去一段時間鞏固核心業務及建立新優勢的努力漸見成效，主要業務部門在二零零六年均創下佳績。

更重要是年內取得的成績，肯定了中信嘉華由主力發展借貸業務的傳統商業銀行，轉型為解決客戶財務需要的方案銀行的發展策略正確，亦為未來業務躍進創造了條件。加上與中信銀行及西班牙對外銀行優勢互補的「三角凳」商業銀行業務模式大致底定，中信嘉華未來將朝發展為亞洲區最佳區域性中資銀行的目標而努力。

##### 5.12 業績

###### 5.121 盈利

中信嘉華於二零零六年佔本集團純利達81.4%，故業績表現與集團整體相若。年內中信嘉華未計減值準備前經營溢利為十一億二千萬港元，較二零零五年上升31.8%，主要由於非利息收入大幅上升44.3%，抵銷淨利息收入輕微下跌3.6%及經營支出上升4.2%的影響。期內由於信貸週期回復正常，錄得五千八百萬港元減值虧損準備，二零零五年則有八千萬

## 5.0 Core Business Development

### Commercial Banking Business

#### 5.1 CITIC Ka Wah Bank Limited

##### 5.11 Operating Environment

CKWB reported outstanding performances by all its major business lines in 2006, as its efforts to strengthen its core businesses and to build new competencies started to yield results. It also benefited by grasping opportunities arising from the robust economic growth in Hong Kong and China.

More significantly, however, the results affirmed the validity of its strategy to transform itself from a traditional money-lending commercial bank into a solutions bank catering to the financial needs of its customers, and gave evidence that the right conditions have been put in place to enhance its future growth. With its tripartite commercial banking model with CNCB and BBVA largely confirmed which will enable all parties to leverage synergistic capabilities, CKWB is now well placed to strive for its transformation to become the best PRC Asian regional bank.

##### 5.12 Business Performance

###### 5.121 Earnings

In 2006, CKWB accounted for 81.4% of the Group's net profit, as such its overall results performance was largely in line with that of the Group. During the year, CKWB reported operating profit before impairment allowances of HK\$1,120 million, representing a significant 31.8% over 2005. The growth was mainly attributed to a strong 44.3% growth in non-interest income, which helped to offset a slight 3.6% decline in net interest income and a 4.2% rise in operating expenses. As the credit cycle normalised, CKWB recorded a HK\$58 million charge in impairment losses in 2006, as

港元減值虧損回撥，加上期內再沒有錄得類似二零零五年出售嘉華銀行中心獲得二億二千七百萬港元的龐大一次過收益，以致二零零六年股東應佔溢利按年下降12.3%至九億一千八百萬港元。

#### 5.122 淨利息收入

期內，由於最優惠利率與同業拆息之間長期維持理想的息差，加上中信嘉華積極提升核心業務實力，令企業及零售貸款均錄得理想表現，支持利息收入顯著上升37.1%至四十億八千二百萬港元。惟受到利息支出因市場利率大幅攀升而增加60.9%的影響，二零零六年中信嘉華淨利息收入較二零零五年輕微減少3.6%至十億六千一百萬港元，經調整基金投資的資金成本後，年內淨息差為1.85%，較二零零五年1.82%回升三點子。

#### 5.123 非利息收入

二零零六年中信嘉華各項核心業務均錄得理想表現，令非利息收入持續表現卓越，較二零零五年大幅上升44.3%至十一億五千三百萬港元，其中基金投資總收益上升81.2%，企業貸款費用收入增加51.4%，零售銀行費用及佣金收入上升39.7%，而外匯買賣收益則增加62.8%。非利息收入佔經營收入的比例由二零零五年的42.0%顯著上升至52.1%。

compared to a HK\$80 million release in impairment losses in 2005. Given that the sizable one-off gain of HK\$227 million from the sale of Ka Wah Bank Centre recorded in 2005 was not repeated in 2006, CKWB reported a 12.3% decline in profit attributable to shareholders to HK\$918 million as compared to 2005.

#### 5.122 Net Interest Income

During the year, the persistently healthy Prime-HIBOR spread and CKWB's efforts to strengthen its core business fundamentals resulted in strong performances by both its wholesale and retail loan portfolios. As a result, its interest income rose significantly by 37.1% to HK\$4,082 million. However, the sharp rise in market interest rates led to a 60.9% rise in interest expenses, and caused its net interest income to contract mildly by 3.6% to HK\$1,061 million in 2006. After adjusting for the funding cost of its fund investments, CKWB's net interest margin stood at 1.85% in 2006, up 3 basis points as compared to 1.82% in 2005.

#### 5.123 Non-Interest Income

In 2006, strong performances by CKWB's core businesses contributed to a significant 44.3% growth in its non-interest income to HK\$1,153 million as compared to 2005. The growth was mainly derived from a 81.2% increase in gross income from fund investments, a 51.4% increase in corporate loans related fee income, a 39.7% increase in retail banking fee and commission income as well as a 62.8% increase in foreign exchange trading gains. The share of non-interest income in its operating income rose significantly to 52.1% in 2006 from 42.0% in 2005.

#### 5.124 經營支出

二零零六年中信嘉華之經營支出較二零零五年增加4.2%，除了僱員成本因素外，亦包括中信嘉華在重整寫字樓計劃中，把零售銀行及後勤營運部門遷往鰂魚涌常盛大廈所涉及的一次過支出所致。但設備開支及折舊支出均有所減少，加上經營收入顯著提升，成本對收入比率由二零零五年55.2%減至49.4%。

#### 5.125 減值準備

中信嘉華一向審慎借貸，致力不斷提升資產素質。但隨著二零零六年信貸週期回復正常，中信嘉華作個別評估貸款錄得淨準備一億一千五百萬港元，至於作綜合評估貸款之淨回撥則錄得二千萬港元，加上壞賬回收四千一百萬港元，全年涉及貸款淨減值虧損準備五千四百萬港元，計及其他資產的減值後，中信嘉華錄得淨減值虧損準備五千八百萬港元，而二零零五年則有八千萬港元淨回撥。

#### 5.124 Operating Expenses

CKWB's operating expenses for 2006 rose by 4.2% over 2005, primarily due to the rise in staff-related costs as well as one-time relocation expenses related to the consolidation of its retail and back-office operations in Somerset House in Quarry Bay under its office premise rationalisation plan. However, the reduction in its equipment and depreciation expenses and the significant rise in its operating income helped to reduce its cost to income ratio from 55.2% in 2005 to 49.4% in 2006.

#### 5.125 Impairment Allowances

CKWB lent conservatively and strived to continually improve its asset quality. With the credit cycle normalising in 2006, CKWB recorded a HK\$115 million charge in individually assessed loans and a HK\$20 million release in collectively assessed loans. That, coupled with a recovery of HK\$41 million in bad debts, resulted in HK\$54 million in impairment losses charged on loans and advances in 2006. Including impairment on other assets, CKWB registered a HK\$58 million net charge in impairment losses in 2006, as compared to a net release of HK\$80 million in 2005.

### 5.13 資產素質

#### 5.131 資產、貸款及存款規模

隨著核心業務不斷增長，中信嘉華的資產規模亦顯著擴大。於二零零六年十二月底，中信嘉華總資產約為八百九十七億港元，較二零零五年底增加9.7%；總貸款較二零零五年底大幅增加19.2%至五百一十二億港元，主要貸款金額的增長來自用於香港以外貸款、金融業貸款、批發及零售業貸款及貿易融資；總存款則為七百三十二億港元，較二零零五年底上升17.6%。

#### 5.132 資產素質指標

期內，中信嘉華多項資產素質指標均有所提升。於二零零六年十二月底，減值貸款比率由二零零五年底的1.89%減至1.67%；覆蓋率由二零零五年底87.8%擴大至98.0%。此外，二零零六年底的按揭貸款拖欠比率及信用咭撇賬率分別維持於0.14%及1.4%。

#### 5.133 財務狀況

於二零零六年十二月底，中信嘉華的未經調整資本充足比率為16.8%，平均流動資金比率為40.4%，貸存比率為69.9%，貸款對資產總值比率為57.1%。

### 5.13 Asset Quality

#### 5.131 Asset, Loan, and Deposit Sizes

In tandem with the continuous growth in CKWB's core businesses, its asset size has also expanded significantly. As at 31 December 2006, CKWB's total assets were HK\$89.7 billion, representing a 9.7% increase over 2005 year-end. Total loans rose significantly by 19.2% from 2005 year-end to HK\$51.2 billion, driven mainly by a rise in loans for use outside Hong Kong, financial sector related loans, wholesale and retail loans, and trade finance. Total deposits grew by 17.6% from 2005 year-end to HK\$73.2 billion.

#### 5.132 Asset Quality Indicators

During the year, CKWB made improvements in several asset quality indicators. Its impaired loans ratio reduced from 1.89% as at 31 December 2005 to 1.67% as at 31 December 2006. Its coverage expanded from 87.8% as at 2005 year-end to 98.0% as at 31 December 2006. Meanwhile, its mortgage delinquency ratio and credit card charge-off ratio remained at 0.14% and 1.4% respectively as at 2006 year-end.

#### 5.133 Financial Position

As at 31 December 2006, CKWB's unadjusted capital adequacy ratio was 16.8%. Its average liquidity ratio was 40.4%. Its loans to deposits ratio was 69.9% and its loans to total assets ratio was 57.1%.

## 中信嘉華主要財務指標

### CITIC Ka Wah Bank's Key Financial Indicators

		二零零六年 十二月 三十一日 <b>31 December 2006</b>	二零零五年 十二月 三十一日 31 December 2005
未經調整資本充足比率	Unadjusted capital adequacy	<b>16.8%</b>	16.4%
平均流動資金比率	Average liquidity	<b>40.4%</b>	51.1%
貸存比率	Loans to deposits	<b>69.9%</b>	69.0%
貸款對資產總值比率	Loans to total assets	<b>57.1%</b>	52.5%
減值貸款比率	Impaired loans	<b>1.67%</b>	1.89%
覆蓋率*	Coverage*	<b>98.0%</b>	87.8%
貸款虧損覆蓋率	Loan loss coverage	<b>38.9%</b>	50.9%
綜合減值準備覆蓋率	Collective assessment coverage	<b>0.49%</b>	0.69%
內地放款佔總貸款比率	Mainland loans to total customer advances	<b>13.2%</b>	15.1%

\* 計法為將個別評估減值準備及減值貸款押品之和除以減值貸款總額

\* Calculated by dividing the sum of individually assessed impairment allowances and collateral of impaired loans by the gross impaired loans

#### 5.14 業務發展

##### 5.141 零售銀行部

二零零六年中信嘉華之零售銀行部表現非常理想，在成功開拓定位獨特的財富管理平台，配合理想的息率及投資環境下，淨利息收入及非利息收入較二零零五年分別增加31.5%及14.6%，加上控制成本得宜，資產素質優良，全年稅前溢利大幅增長93.4%至三億五千八百萬港元，成績驕人。

#### 5.14 Business Development

##### 5.141 Retail Banking Group ("RBG")

RBG delivered excellent performance in 2006. Supported by the successful launch of its uniquely positioned wealth management platform and underpinned by the healthy interest rate and investment environment, its net interest income and non-interest income grew by 31.5% and 14.6% respectively over 2005. Coupled that with prudent cost control and good asset quality, RBG achieved outstanding results of HK\$358 million in profit before tax, representing a remarkable growth of 93.4% compared to 2005.



零售銀行部於二零零六年的策略性發展重點集中於開拓旗下嶄新的CITICfirst尊貴財富管理服務。該服務的目標是為私人財富管理服務訂立新標準，並將一直屬於私人銀行的服務及產品帶到零售市場。自二零零六年三月份正式向市場作全面推廣以來，該服務便深受客戶愛戴，截至二零零六年底吸納客戶近六千人，其中約20%為全新客戶，為客戶管理資產總額達二百一十四億港元。CITICfirst的推出亦直接帶動財富管理收入的增長，其中單位信託基金銷售收入增長42.0%，證券交易佣金收入上升58.3%，而投資掛鈎產品收入更增加106.3%。在CITICfirst成功開展下，中信嘉華在中高端市場的份額已由二零零五年底佔2%，顯著上升至二零零六年底佔4%。

在按揭業務方面，中信嘉華雖然未有跟隨同業減息的幅度，但透過向客戶推出多元化的按揭產品及提供其他增值服務，故在劇烈的競爭環境下，中信嘉華於二零零六年仍能將新取用住宅按揭的市場份額提高零點六個百分點至3.6%，按揭貸款總額增加10.2%。

此外，中信嘉華的中小企業業務也錄得理想增長，期內貸款上升32.1%，其中貿易貸款更增加47.0%。

During the year, RBG focused its strategic development on the launch of its unique CITICfirst wealth management platform. CITICfirst aims at setting new standards for private wealth management by bringing private banking services and products to the retail segment. CITICfirst was strongly received by customers since its full-scale marketing launch in March 2006. As at 2006 year-end, it has attracted close to 6,000 customers, of whom about 20% were new-to-bank customers. Total assets under management amounted to HK\$21.4 billion. The launch of CITICfirst also boosted CKWB's wealth management income in 2006, with a 42.0% year-on-year growth in its unit trust income, a 58.3% year-on-year growth in its securities income and a 106.3% year-on-year growth in its investment-linked products income. With the successful launch of CITICfirst, CKWB's penetration of the affluent market rose significantly from 2% as at 2005 year-end to 4% as at 2006 year-end.

In mortgage lending, although CKWB did not match the rate-cutting competition by its peers, its market share of newly drawn residential mortgages in 2006 grew by 0.6 percentage points to 3.6% and its mortgage loan balances increased by 10.2%. This was achieved through the offer of a diversified range of mortgage solutions and other value-added services.

Meanwhile, CKWB also experienced good growth momentum in the small- and medium-sized enterprises business, registering total loans growth of 32.1% year-on-year, of which trade loans increased by 47.0% year-on-year.

#### 5.142 企業銀行部

企業銀行部經過二零零五年重要的策略性重新定位，將業務重點由借貸拓展至為客戶提供全面財務解決方案的增值服務，並銳意建立具核心優勢的服務領域，又積極與中國業務部合作，共同促進與中信銀行之間業務合作及轉介，這些部署在二零零六年獲得令人鼓舞的初步成果。年內貸款增長27.1%、非利息收入大幅上升63.2%，同時又能保持成本穩定，因此企業銀行部的稅前溢利能錄得12.1%的理想增長。

年內，各個具核心優勢的服務領域均取得令人滿意的成績，為企業銀行部的經營收入增長作出重大貢獻。其中擴充後的銀團貸款部，年內完成了二十四宗銀團貸款籌組，其中十七宗擔當牽頭安排行，為客戶籌組金額中共承銷八十八億港元。與此同時，旗下商業銀行業務亦有出色表現，並錄得較市場整體表現為佳的貿易貸款增長。

#### 5.143 財資部

財資部於二零零六年繼續加強與零售銀行部及企業銀行部的合作，推動客戶主導的業務發展，以及擴闊其結構性產品的分銷渠道及增強交叉銷售。年內，基金投資組合也繼續錄得穩定且令人滿意的回報，並為中信嘉華提供重要的非利息收入來源。

#### 5.142 Wholesale Banking Group (“WBG”)

WBG kicked off its strategic repositioning in 2005 to transform itself from a pure lender to a full-service value-added solutions provider for its customers. It also focused on establishing key Centres of Excellence, and worked closely with the China Banking Division to promote business collaboration and referrals with CNCB. Such efforts yielded encouraging initial results in 2006. WBG achieved a 27.1% increase in its lending business and a significant 63.2% rise in its non-interest income while managing to hold its costs steady in 2006. As a result, WBG recorded a satisfactory 12.1% growth in its profit before tax.

During the year, all Centres of Excellence performed well and significantly contributed to WBG's operating income growth. Its expanded Syndication Department completed 24 syndicated loans in 2006, including 17 syndicated loans for which it acted as lead manager. Total underwritten amount for these syndicated deals totalled HK\$8.8 billion. Meanwhile, its Commercial Banking Department also delivered strong results, with its trade finance growth outperforming the overall market.

#### 5.143 Treasury and Markets Group (“TMG”)

TMG continued to strengthen its cooperation with RBG and WBG to promote the development of its customer-driven business, and to broaden its structured product distribution channels and strengthen its cross-selling capabilities. During the year, its fund investments portfolio continued to record steady and satisfactory returns, providing an important source of non-interest income for CKWB.

二零零六年十二月，中信嘉華成功按面值發行二億五千萬美元五年期後償浮息債券，票面息率為三個月倫敦銀行同業美元拆息加一百六十八點子，但可於發行一年後以99%折讓價提早贖回。以是項債券取代於二零零六年七月贖回總額三億美元後償債券，不單大大減輕了中信嘉華有關利息支出，亦有助保持該行資本充足比率以支持正常業務發展所需。債券年期較短及附有一年期贖回權亦為中信嘉華的資本管理提供靈活性，方便與西班牙對外銀行亞洲區業務整合後，可按當時需要調整其資本結構。

#### 5.144 中國業務

中信嘉華中國業務持續取得良好的發展。中國國際財務有限公司(深圳)(「中國國際財務」)在二零零六年繼續錄得穩定盈利增長，並且獲得中國銀監會批准申請升格為國內註冊法人銀行。中信嘉華深信中國國際財務升格後將為未來加強與中信銀行及西班牙對外銀行之間的合作，締造更大可能性。

上海分行於二零零六年繼續錄得盈利貢獻，除了內地按揭業務取得不俗成績以外，亦開始推出財富管理產品。於二零零六年四月獲發衍生工具牌照後，已先後推出兩項結構性存款產品，以測試市場反應。二零零六年十月，北京代辦處正式升格為分行，自此可加強為環渤海經濟區及中國北部客戶提供多元化服務，滿足當地客戶的財務需要及提供跨境方案。

In December 2006, CKWB successfully issued a US\$250 million five-year subordinated debt. Issued at par, this subordinated debt carries a coupon of three-month USD LIBOR plus 168 basis points, with an option to redeem after one year at a discount of 99%. As a replacement for the US\$300 million subordinated debt that CKWB redeemed in July 2006, this issue helps to significantly reduce CKWB's related interest expense. The proceeds from the issue will be used to maintain CKWB's capital adequacy ratio in order to support its normal business growth. Its shorter tenor and one-year callable feature also give CKWB greater flexibility as it reviews its capital structure needs following its business integration with BBVA's Asian operations.

#### 5.144 China Banking

CKWB's China Banking business continued to make good progress. China International Finance Company Limited (Shenzhen) ("CIFC") continued to record steady growth in its earnings, and has received approval from the China Banking Regulatory Commission to apply for an upgrade to a locally incorporated bank. CKWB is confident that the upgraded CIFC will create a lot more possibilities for collaboration with CNCB and BBVA in the future.

Its Shanghai branch achieved profitability again in 2006. Its China mortgage business delivered satisfactory performance, and it has also begun to offer wealth management products. Having received its derivatives licence in April 2006, it has tested the market with the launch of two structured deposit products. Meanwhile, in October 2006, CKWB's Beijing representative office was formally upgraded to a branch. The new branch will allow CKWB to offer a diversified range of cross-border solutions and services to customers in the Pan-Bohai economic region and in the northern China region in order to cater to their financing needs.

展望未來，中信嘉華將專注發展跨境業務，繼續重點支持和服務海外客戶在中國的經營和內地客戶在海外的發展，提供跨境業務服務平台，為活躍於中外雙邊業務和國際貿易的大中華和海外客戶提供全面的跨境財務方案；同時亦會深化與中信銀行的合作，互補實力，提供一站式的跨境增值財務服務，聯手全面發揮「中信」金融服務的品牌效應，成為客戶的最佳業務夥伴。

### 5.15 再獲殊榮

中信嘉華於二零零六年取得數項殊榮，包括獲香港生產力促進局頒發「二零零六年香港工商業獎：生產力及品質優異證書」、VISA國際組織頒授「二零零五年傑出零售簽賬大獎—金獎」及連續第三年獲香港社會服務聯會「商界展關懷」標誌。年內中信嘉華屬下員工素質備受業界肯定，其中一位優秀員工同時榮獲香港銀行學會所頒發的首個傑出財務策劃師大獎及由香港註冊財務策劃師學會頒發的第四屆香港財務策劃師選舉銅獎。

## 5.2 中信銀行

本集團於二零零六年十二月二十九日完成收購中信銀行15.17%權益，並已委任兩名董事加入中信銀行董事會。透過委派代表加入中信銀行董事會，本集團能在中信銀

Looking ahead, CKWB will focus on developing a cross-border business platform to offer a full range of financing solutions to Greater China and overseas customers who are active in the two-way business between China and the rest of the world and in international trade, in particular to support and serve the Mainland operations of overseas customers as well as to help Mainland customers in their overseas development needs. In order to position itself as the ideal business partner for its customers, CKWB will deepen its collaboration with CNCB to leverage each other's complementary strengths, provide one-stop cross-border value-enhancing solutions, and jointly maximise the value of the "CITIC" financial services brand.

### 5.15 Awards

CKWB received several awards in 2006. These included the "Hong Kong Awards for Industries 2006: Productivity and Quality Certificate of Merit" bestowed by the Hong Kong Productivity Council, the "2005 Outstanding Retail Sales Volume — Gold Prize" awarded by VISA International, and the "Caring Company Logo" awarded by the Hong Kong Council of Social Service for the third consecutive year. Additionally, CKWB also received recognition for the quality of its talent pool, with one of its best performing staff winning both the "Outstanding Financial Planner Grand Award" given for the first time by the Hong Kong Institute of Bankers and the "Fourth Annual Hong Kong Financial Planner of the Year Bronze Award" given by the Society of Registered Financial Planners.

## 5.2 China CITIC Bank

The Group completed its acquisition of a 15.17% stake in CNCB on 29 December 2006, and has also appointed two directors to the Board of CNCB. Through this board representation, the Group will be in a position to exercise influence over CNCB. This is

行管理上發揮影響力，這對加強管理層溝通及集團內各公司未來的合作尤為重要，也有利於進一步提升中信嘉華與中信銀行及西班牙對外銀行之間的合作，藉三方優勢互補，為未來業務高速增長構建出鞏固的商業銀行業務平台，本集團並期望在風險管理及企業管治等方面，為中信銀行提供有益的幫助。

中信銀行正計劃上市，本集團亦已取得股東在特別股東大會上的批准，為日後追加認購中信銀行股份作好準備，確保所持權益不會低於15%。

## 非銀行金融業務

### 5.3 中信國際資產管理有限公司

#### 5.3.1 業績

中信國際資產管理於二零零六年着力完成公司重組及鞏固現有投資項目的工作，以便為日後的發展奠下堅實的基礎。另一方面，由於未有錄得類似二零零五年處理問題資產所獲的大筆收益，以及市場波動令投資活動承受一定壓力，二零零六年中信國際資產管理錄得總收入五千八百萬港元，較二零零五年下降39.8%，加上重組開支增加，以致經營溢利較二零零五年減少57.3%至三千萬港元，不過受惠於問題貸款的減值虧損回撥，期間仍能錄得稅前溢利四千二百萬港元，較二零零五年下降

particularly important to strengthen management communication and cooperation between CNCB and the Group's subsidiaries. It will also further enhance the tripartite cooperation between CKWB, CNCB and BBVA in order to complement each other's strengths, and to build a solid commercial banking platform to drive strong business growth in the future. The Group looks forward to providing support for the development of CNCB in such areas as risk management and corporate governance.

CNCB plans for an initial public offering are underway. To enable the Group to top up its investment holdings in CNCB upon its listing to maintain a minimum 15% stake, the Group has already secured shareholders' approval at an extraordinary general meeting to subscribe for additional shares in CNCB in due course.

## Non-Bank Financial Businesses

### 5.3 CITIC International Assets Management Limited

#### 5.3.1 Business Performance

In 2006, CIAM diligently pursued and completed its efforts to restructure itself and to consolidate its portfolio of existing investments in order to establish a solid foundation for future growth. During the year, CIAM's performance was affected by the fact that the huge gain from the disposal of problem assets recorded in 2005 was not repeated and that its investment activities were affected by market volatility, as a result, its consolidated income fell 39.8% to HK\$58 million as compared to 2005. After taking into account increased expenses related to its corporate restructuring, its operating profit fell 57.3% to HK\$30 million as compared to 2005. A release in impairment losses in problem loans helped to lift its profit before tax to HK\$42 million,

21.9%。而股東應佔溢利則為三千八百萬港元，較二零零五年下降24.9%。

### **5.32 問題貸款及債轉資產**

中信國際資產管理在處理問題貸款及資產方面繼續取得進展，期內除成功回收問題貸款本金而獲得現金一千五百萬港元以外，並以理想價格出售押品約值四千萬港元，因此年內整體問題貸款及債轉資產錄得淨減值虧損回撥逾一千二百萬港元。於二零零六年底，賬上問題貸款總額為三億四千二百萬港元，較二零零五年年底減少6.7%。而經過過去數年的努力，中信國際資產管理已成功解決二零零二年成立時問題貸款總額近52.0%。

### **5.33 直接投資及結構性貸款**

年內中信國際資產管理仍然着力於重組工作，故只有少量新增的投資業務。雖然面對大市波動及個別投資減值影響，但主要由於直接投資及結構性貸款組合內個別投資成功上市，令該組合於年內有二千二百萬港元的升值進賬。長遠來看，中信國際資產管理相信整個組合仍將為公司提供更大盈利及增值貢獻。

### **5.34 引進策略性股東**

經過多月的甄選及談判，中信國際資產管理於二零零六年底完成引入策略性投資者及公司重組工作。透過中信國際資產管理發行新股及本集團出售部分舊股的安排，

which represented a 21.9% decline over 2005. Profit attributable to shareholders amounted to HK\$38 million, a decline of 24.9% compared to the previous year.

### **5.32 Problem Loans and Debt-swapped Assets**

CIAM continued to make progress in managing its problem loans and asset portfolio. During the year, in addition to successfully receiving HK\$15 million cash for problem loan principal, it sold collaterals at favourable prices which totalled approximately HK\$40 million. As a result, it registered over HK\$12 million net release in impairment losses on its aggregate problem loans and debt-swapped assets. As at 2006 year-end, the gross book value of its aggregate problem loans was reduced by 6.7% over 2005 year-end to over HK\$342 million. With continuous efforts over the past few years, CIAM has successfully resolved close to 52.0% of its aggregate problem loans portfolio since its establishment in 2002.

### **5.33 Direct Investment and Structured Loans**

Given CIAM's continued focus on its corporate restructuring during the year, it only registered a modest increase in its investment activities. Despite market volatility and impairment charges on certain individually assessed projects, the successful listing of individual investments contributed to an appreciation of HK\$22 million in its original direct investment and structured loan portfolio during the year. In the long run, CIAM is confident that this portfolio will generate more profits and value-added contributions.

### **5.34 Introduction of Strategic Shareholders**

After months of selection and negotiation, CIAM successfully completed its corporate restructuring at the end of 2006 with the introduction of strategic investors through the issuance of new shares and the sale of part of its existing shares by the Group.



本集團既維持其單一大股東地位，同時又為中信國際資產管理引入了三名背景不同、各具專長的海外股東，包括日本的資產管理公司Asset Managers Co., Ltd.、中東巴林的投資銀行Ithmaar Bank B.S.C.、以及東南亞商人背景的Mega Rider Offshore Limited，三方合共斥資約十四億港元，收購中信國際資產管理擴大發行股本後的60%股權，至此，本集團在中信國際資產管理擴大發行股本後的股權亦攤薄至40%。透過是次股權重組，本集團除獲中信國際資產管理派發中期股息一億二千三百萬港元以外，並透過減持部份所持中信國際資產管理的舊股而收取現金代價三億九千四百萬港元。中信國際資產管理將憑藉各股東的不同背景、地區關係網絡及優勢，發揮相互補足的協同效應，並藉此為該公司未來開拓國內直接投資新機遇的歷程，揭開嶄新一頁。

## 5.4 中信資本控股有限公司

### 5.4.1 業績

中信資本於二零零六年進行企業重整，把業務重新定位為一家專注中國的領先國際性投資管理及諮詢服務公司，為客戶提供全面的另類投資產品。作為重整的一部份，中信資本於二零零六年五月把其股票資本市場業務(包括企業融資及經紀業務)注入中信証券(香港)有限公司(「中信証券香港」)，其母公司為內地領先上市投資銀行中信証券股份有限公司(「中信証券」)。自此以後，中信資本專注發展的核心業務包括私募投資、資產管理、房地產融資及結構性融資。

The Group remains the single largest shareholder in CIAM. The three foreign investors all come from different backgrounds and offer different areas of know-how to CIAM. They include Japan's Asset Managers Co., Ltd, Bahrain's Ithmaar Bank B.S.C., and Mega Rider Offshore Limited which is backed by business persons in Southeast Asia. The three parties will invest about HK\$1.4 billion in aggregate in exchange for a combined 60% shareholding in CIAM's enlarged share capital. Accordingly, the Group's shareholding in CIAM's enlarged share capital has been diluted to 40%. Through this shareholding restructuring, the Group received a cash consideration of HK\$394 million for selling down part of its existing shares in CIAM as well as an interim dividend of HK\$123 million declared by CIAM. Capitalising on the different backgrounds, regional networks and competencies of all the shareholders, CIAM will exploit synergies to turn a new page in its journey of exploring new direct investment opportunities in the Mainland.

## 5.4 CITIC Capital Holdings Limited

### 5.4.1 Business Performance

CCHL underwent a corporate restructuring during the year to reposition itself as a leading China-focused international investment management and advisory firm with the most comprehensive alternative investments product coverage. As part of the restructuring, CCHL transferred its ECM business (comprising Corporate Finance and Brokerage) to CITIC Securities (HK) Company Limited ("CSHK"), whose parent company, CITIC Securities Co. Ltd., is a leading listed investment bank in China. Following the restructuring, CCHL is now focused on its core businesses in private equity, asset management, real estate financing and structured finance.

中信資本憑藉其紮根中國的堅實業務平台，於二零零六年底所管理資產總額按年大幅上升至超過十一億美元。同年股東應佔溢利較二零零五年增加96.1%至二億三千四百萬港元，部份原因是上述重整計劃帶來的一次過收益所致。

#### 5.42 私募投資

中信資本之旗艦中國私募投資基金CITIC Capital China Partners, L.P. (「CCCCP」)於二零零六年九月首階段集資期完結時共籌得二億二千萬美元，由於該基金深受投資者歡迎，預期於二零零七年第一季最後集資期完結時所籌得資金將遠超原來二億五千萬美元的目標。CCCCP專注有關國有企業的管理層收購或私有化投資機會，將是歷來首個及最大型同類中國私募基金。憑藉中信集團在內地無與倫比的業務網絡，CCCCP已發掘多個投資項目，並已完成首項投資。

在國際領域中，中信資本的策略是投資於美國及日本企業，並透過協助其加快中國發展步伐而帶來增值。年內在日本成功發掘及完成一項具代表性的管理層收購投資項目，並且是該項目唯一投資者，這也是中信資本歷來在日本完成的第三個同類項目。同時，中信資本在美國亦完成第三個管理層收購投資項目，並定位為美國中游管理層收購企業尋求在中國提供增值投資支援的首選合作夥伴。

Leveraging its strong China-based business platform, CCHL reported remarkable year-on-year growth in its assets under management to more than US\$1.1 billion at the end of 2006. Its profit attributable to equity shareholders grew 96.1% from a year ago to HK\$234 million, partly attributed to the one-time gain from the above-mentioned restructuring.

#### 5.42 Private Equity

In September 2006, CITIC Capital China Partners, L.P. (“CCCCP”), CCHL’s flagship China private equity fund, made a first closing at US\$220 million. Given very strong investor interest, the fund is expected to well exceed its target fund size of US\$250 million at its final closing scheduled in the first quarter of 2007. CCCC, which focuses on buy-outs and privatisations of state-owned enterprises, will be the largest and first-time private equity fund ever raised for China. Capitalising on CITIC Group’s unrivalled business network in China, CCCC has developed a strong deal pipeline and has already made its first investment.

On the international front, CCHL’s strategy is to invest in US and Japanese companies for which the firm can offer value-add with a China angle. During the year, CCHL closed its third investment in Japan, which was a defining management buy-out (“MBO”) that it sourced and led as the sole investor. CCHL also made its third MBO investment in the US and clearly set itself out as the preferred partner for US mid-market buy-out firms in investments that require China value-add.

**5.43 資產管理**

資產管理業務方面，中信資本於二零零六年繼續吸納不同地區及種類的投資者，令投資客戶基礎更龐大及更趨多元化。適值中國股票市場表現旺盛，年內旗下中國股票產品的表現尤為理想。海外投資者繼續熱衷於投資區內，中信資本亦計劃於二零零七年推出新產品，以掌握其中商機。

**5.44 房地產及結構性融資**

房地產投資基金「中信資本中國房地產投資基金」在上海擁有單一地產投資項目，於二零零六年初該基金再度集資，並增購該地產投資項目餘下部份。在市場看好內地房地產前景下，該基金正尋求將該投資項目出售變現的機會。

二零零六年三月，中信資本夥拍內地領先房地產發展商萬科企業股份有限公司推出一個新的房地產基金「中信萬科中國房地產開發基金」，並吸引了一家美國藍籌機構投資者成為主要投資者，基金推出後獲市場熱烈反應，並在集資期結束時錄得超額認購。該基金在組成不足一年內，已投放超過半數資金於國內不同地區的五個房地產項目之中。

同時，中信資本亦夥拍澳洲著名結構性融資集團Allco Finance Group共同管理CITIC Allco Investments Limited。該基金專注發掘中國的夾層融資商機，於二零零五年底推出，並於二零零六年內完成三項投資。

**5.43 Asset Management**

CCHL continued to expand and diversify its investor base in the asset management business in 2006, both geographically and by investor type. Capturing the bullish sentiment of the China equity markets, its China equity products, in particular, performed well during the year. Given continuous overseas interest to invest in the region, CCHL plans to launch new products to capture these opportunities in 2007.

**5.44 Real Estate and Structured Finance**

CITIC Capital China Property Investment Fund, an investment property fund with a single property investment in Shanghai, raised additional capital and made an add-on investment in the same project in early 2006. To capture the positive market sentiment in China properties, the firm is now looking for opportunities to monetise this investment.

In March 2006, CCHL teamed up with Vanke, a leading Chinese property developer, to launch a new property development fund, CITIC Capital Vanke China Property Development Fund. With a blue chip institutional investor in the US as anchor investor, the fund received overwhelming interest from investors and was over-subscribed at its final close. In less than a year, the fund was already more than 50% invested in five projects in different locations in China.

CCHL also partnered with Allco Finance Group, a well-known Australian structured finance group, to manage CITIC Allco Investments Limited, a fund that targets mezzanine finance opportunities in China. Launched at the end of 2005, the fund made three investments in 2006.

#### 5.45 中信証券(香港)有限公司

中信資本透過保留中信證券香港20%權益，繼續參與股票資本市場業務。二零零六年香港資本市場交投活躍，股票市場的每日成交量及首次公開招股的集資總額均有顯著上升，這種有利環境固然令中信證券香港的股票資本市場業務受惠，但中信證券香港也要面對競爭加劇及邊際利潤受壓帶來不同程度的挑戰。中信證券香港將憑藉中信證券在中國資本市場的領導地位，發展其香港股票資本市場業務的競爭優勢，成為公認的國企及紅籌專家及市場領導者。中信證券香港亦準備與中信證券更緊密合作，以有效利用其龐大的綜合資源發展業務及開拓其他互惠的業務範疇。

### 6.0 風險管理

隨着《新巴塞爾資本標準》的開展，本集團的風險管理工作在二零零六年邁進了新里程。《新巴塞爾資本標準》乃國際銀行監管機構為了更能完善地衡量銀行的資本充足度所作出的共同努力。根據該標準，一所銀行的資本須足以包容該銀行所面對的信貸、市場及營運風險。經籌備數年，中信嘉華已於二零零六年九月成功利用自行開發的系統按新資本標準計算並申報資本充足比率。

為了量度顧客的不履行合約風險，中信嘉華已透過內部的專業信貸評審系統把客戶的信貸風險劃分為十四等級，並於二零零

#### 5.45 CITIC Securities (HK) Company Limited

CCHL continues to maintain a stake in the ECM business through a 20% ownership in CSHK. Activities in the Hong Kong capital markets were buoyant during 2006, with significant growth in daily market turnover registered by the stock market and in capital raised through initial public offerings. The ECM businesses of CSHK have benefited from this favourable environment, although challenges of varying degrees were also experienced in terms of increasing competition and narrowing profit margins. Backed by CITIC Securities, a clear market leader in China's capital markets, CSHK is set to solidify the competitive niches of its ECM businesses in Hong Kong and to become a recognised H-share and red chip expert and market leader. CSHK will also collaborate closely with CITIC Securities to leverage on their vast combined resources to focus on business development and tap into other mutually beneficial business areas.

### 6.0 Risk Management

The entry into force of the New Basel Capital Accord ("Basel II") in 2006 marked a monumental year for the Group's risk management efforts. Basel II is an effort by international banking supervisors to update the original international standards for measuring the adequacy of a bank's capital against credit risk, market risk and operational risk. Following years of preparation, CKWB successfully implemented in September 2006 a self-developed system that calculates and reports capital charges in accordance with the regulatory requirements of the Standardised Approach.

To calibrate probability of credit default, customer credit risk is quantitatively differentiated through a 14-grade expert judgment model. By 2006 year-end, CKWB has completed the regrading

六年底完成把所有商業客戶重新評級的工作。由於內地市場日趨重要，中信嘉華亦加強了對內地貸款的監控。通過內部監控系統的改進，中信嘉華自二零零六年第四季起除了在客戶層面之外，亦能就貸款的用途監控與內地相關貸款之風險。非與內地相關的客戶若其貸款是用於內地，則該貸款所屬風險亦被視為內地風險加以監控。

在市場風險管理方面，本集團之主要風險源自中信嘉華。中信嘉華根據其商業目標、風險承受程度及產品範圍，建立了一套風險限額架構：政策、商務及交易等級限額。各級架構由一系列的限額組成，包括溢利及虧損、交易盤及敏感度等限額。任何限額超越均會引發提示訊息給予高級管理層，並在必要時觸發適當之行動。

中信嘉華採納風險價值、回溯測試、壓力測試、風險因素敏感度、虧損限額及其他先進和複雜的工具以進行市場風險監控，中信嘉華已修訂並進一步完善其監控政策及架構。在此基礎之上，中信嘉華成功擴闊金融產品之系列，為客戶提供最佳之問題解決方案。

業務操作風險方面，本集團為達至國際穩健管理標準，已於二零零六年中就營運風險管理架構展開重組。中信嘉華除了把業務操作風險撥歸風險管理部作獨立監控外，亦正就其業務操作風險管理政策進行重新審視，營運風險管理架構亦在改進中。

of all its corporate loans. Given the increasing importance of the PRC market, CKWB also enhanced its internal credit control system in the fourth quarter of 2006 to capture and monitor PRC loan exposures not only at the customer level but also at the transaction level. A non-PRC related customer to whom the loan is advanced for use in the PRC has been deemed an exposure to the PRC since then.

For market risk management, CKWB (from which the Group's main exposure is derived) has established a hierarchy of market risk limits, including policy, business and transaction limits with reference to the Bank's business goals, risk appetites and product scope. Each level consists of a series of limits, including profit and loss, position and sensitivity limits. Any excesses in limits will alert the attention of senior management and trigger appropriate actions when necessary.

CKWB has adopted value-at-risk, back-testing, stress testing, risk factor sensitivities, loss limits and other types of advanced and sophisticated tools for market risk control. At the same time, control policies and framework have been revised and refined. With such foundation, CKWB has successfully widened its financial product range and offered the best solutions to customers.

On operational risk management, the Group endeavoured to identify with international best practice through the revamp of its operational risk management framework. Accordingly, CKWB's operational risk is now anchored to the Risk Management Group to be managed as a separate category of risks besides credit risk and market risk at the bank level. CKWB's operational risk management policies are currently being revised and its framework is also being refined.

## 7.0 人力資源發展

本集團一如其訂下的遠景及使命所言，致力採納最佳國際標準及提升能力，亦將二零零六年取得的策略性發展成果，歸功於旗下優秀員工的不懈努力及創意。

香港及內地經濟持續表現強勁及金融服務業蓬勃發展，對合資格專業人士及優秀管理人才帶來龐大需求，因此年內整體銀行業面對很大的人才流失問題。本集團視吸納及保留人才為首要任務之一，並透過設立審慎人事管理、員工關懷及康樂計劃，以及與市場看齊的薪酬福利制度（包括獎賞長期服務員工的認股權計劃）等方面而不斷努力。本集團亦特別重視職效管理，透過不同歸類及分層將員工的浮動報酬與其表現掛鉤。

同時，重視員工培訓及發展仍是本集團發展及培訓人才策略的重點。本集團為確保人才來源而推出見習人員培訓計劃，在著名學府招聘頂尖畢業生，於二零零六年共有三十四名來自內地的畢業生參與該計劃。截至二零零六年底本集團員工總數一千五百五十二人，年內每名員工平均接受五日培訓，範圍涵蓋商業、技術、管理、提升個人有效性訓練以及獲取專業資格。

## 8.0 未來發展

二零零六年本集團致力落實二零零五年所訂定的策略性業務發展藍圖，一方面優化核心業務的營運模式，增強核心競爭力及

## 7.0 Human Resources Development

True to its vision and mission, the Group strives to adopt the best international standards and to build capabilities, and attributes its strategic accomplishments in 2006 to the dedication, diligence and innovativeness of its talented staff force.

The continuous economic boom and the thriving financial services industry in Hong Kong and China have created tremendous demand on qualified professionals and world-class managers. As a result, the banking industry as a whole experienced high staff turnover during the year. The Group places high priority on its on-going efforts to attract and retain talent through a combination of prudent people management practices, employee care and recreation programmes, and market-aligned compensation schemes (including the Share Option Scheme for long-term reward). Emphasis is also placed on performance management, with variable reward linked to results through differentiation and levelling.

At the same time, training and development remain at the core of the Group's talent development and retention strategy. The Group invests in building its talent pipeline by recruiting top graduates from reputable educational institutes for its Management Trainee Programme. In 2006, a total of 34 graduates from the PRC joined the programme. Meanwhile, the Group's staff force of 1,552 employees at year-end received an average of five training days during the year, covering business, technical, managerial, and personal effectiveness training as well as attainment of professional qualifications.

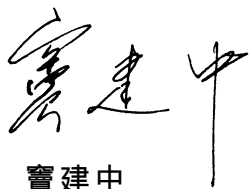
## 8.0 Future Development

The Group laid down its focus in 2006 to execute its blueprint for strategic business development. To ensure that it can strive for strategic breakthrough on solid foundations, the Group



盈利能力，以確保可在堅穩的根基上為未來發展謀求突破；另一方面，本集團按照中信公司在金融主業中以商業銀行為核心、努力打造治理完善和具強大跨境綜合金融服務能力的大型金融企業的遠景，不懈地籌劃及建構具獨特優勢和富增長動力的國際業務框架，履行建立「中信」國際銀行及金融服務品牌的使命，同時兌現對客戶、股東及員工作出「茁壯成長，創造價值」的承諾。

展望二零零七年，本集團除了盡快完成與西班牙對外銀行第二階段的合作磋商以外，亦將致力深化與中信銀行及西班牙對外銀行之間的策略性合作，憑藉與西班牙對外銀行合組的海外平台，將提供強大跨境產品及分銷實力，為中信銀行在國內高速發展的業務產生優勢互補效用，並彰顯策略性成員之間所能發揮的協同效應。管理層相信，在獨一無二的「三角凳」商業銀行業務模式下，本集團的獨特定位已為迎接中國騰飛經濟所帶來的無限跨境業務商機創造了有利條件，而本集團亦已準備就緒，未來將朝轉型為亞洲區最佳區域性中資銀行集團的目標而努力。



竇建中

**Dou Jianzhong**

行政總裁

Chief Executive Officer

made improvements to the operational model of its fundamental businesses to raise its competitiveness and profitability. Meanwhile, to align with CITIC's vision to establish itself into a well-managed large-scale financial conglomerate with strong integrated cross-border capability, in particular with commercial banking at the core, the Group worked incessantly to design and construct an international business framework with unique competitive advantages and strong growth potential. In doing so, the Group strives to successfully execute its mission to build the CITIC international banking and financial services brand on the one hand, and to deliver on its promise to customers, shareholders and staff to drive growth and create value on the other hand.

Looking ahead into 2007, the Group will place priority on completing its second-stage cooperation discussions with BBVA as soon as possible. It will also seek to deepen its strategic cooperation with CNCB and BBVA. The offshore platform to be jointly built by the Group and BBVA will offer strong cross-border products and distribution support to complement CNCB's high growth business platform in the Mainland China, and will unleash the synergies that can be generated by the three-way strategic collaboration. The Group's management is confident that with its differentiated positioning under its unique tripartite commercial banking business model, it is well-placed to capture the immense cross-border business opportunities brought about by China's rapid economic growth, and the Group is also poised to work towards its goal to transform into the best PRC Asian regional banking group.