

公司管治

Corporate Governance

中信泰富致力在公司管治方面達致卓越的水平。有關董事會之運作、內部監控系統、審核委員會、薪酬委員會、公司紀律守則，以及財務報告詳情，已列載於二零零四年年報第57頁。

董事會現由十名執行董事及六名非執行董事組成。根據香港聯合交易所有限公司證券上市規則（「上市規則」），在該六名非執行董事中，四名具有「獨立」身份。

審核委員會已聯同本公司之管理層、內部審核人員，以及本公司之外聘核數師審閱本中期報告，並建議董事會採納。審核委員會由兩名獨立非執行董事韓武敦先生（主席）及陸鍾漢先生連同一名非執行董事張偉立先生組成。審核委員會成員中具有不同行業的豐富經驗和包括會計及財務方面的專業經驗。

本中期賬目乃根據香港會計準則第34號「中期財務報告」編製，並經由本公司獨立核數師羅兵咸永道會計師事務所根據核數準則第700號「審閱中期財務報告的委聘」進行審閱。

本公司已採納上市規則附錄十所載之「上市公司董事進行證券交易的標準守則」。在向所有董事作出具體查詢後，彼等於截至二零零五年六月三十日止六個月內均已遵守上述守則所規定之標準。

於二零零五年三月，審核委員會及薪酬委員會之職權範圍加以修訂，以錄入上市規則附錄十四「企業管治常規守則」所載之若干規定，並針對可能掌握價格敏感資料之僱員，採納進行證券交易的標準守則。此外，本公司組織章程細則之修訂，已於二零零五年五月十二日舉行的股東週年大會上獲得批准，由此各董事均須輪值退任，至少每三年一次。自此，本公司已遵守上市規則附錄十四「企業管治常規守則」所載之所有守則規定。

CITIC Pacific is committed to excellent standards of corporate governance and a full description of the operation of the Board, System of Internal Control, Audit Committee, Remuneration Committee, Codes and financial reporting may be found on page 57 of the 2004 Annual Report.

The Board currently comprises ten executive and six non-executive directors of whom four are 'independent' under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the 'Listing Rules').

The Audit Committee has reviewed the Interim Report with management and the Company's internal and external auditors and recommended its adoption by the Board. The Audit Committee consists of two independent non-executive directors, Messrs Alexander Reid Hamilton (Chairman) and Hansen Loh Chung Hon and one non-executive director, Mr Willie Chang. The Committee members possess diversified industrial and professional experience including that of accounting and finance.

The Interim Accounts, which are prepared in accordance with HKAS 34 'Interim Financial Reporting', have been reviewed by the Company's independent auditors PricewaterhouseCoopers in accordance with the Auditing Standard SAS 700 'Engagements To Review Interim Financial Reports'.

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Listing Rules. Having made specific enquiry, all Directors have complied with the required standard set out in the Model Code throughout the six months ended 30 June 2005.

In March 2005, the terms of reference of the Audit Committee and the Remuneration Committee were modified to incorporate certain provisions set out in the Code of Corporate Governance Practices in Appendix 14 of the Listing Rules and a model code for securities transactions was adopted for those employees that are likely to possess price sensitive information. In addition, amendment to the Company's Articles of Association was approved at the Annual General Meeting of the Company held on 12 May 2005 so that every Director shall be subject to retirement by rotation at least once every three years. Subsequently, the Company has complied with all code provisions of the Code of Corporate Governance Practices in Appendix 14 of the Listing Rules.