



創興銀行有限公司  
Chong Hing Bank Limited



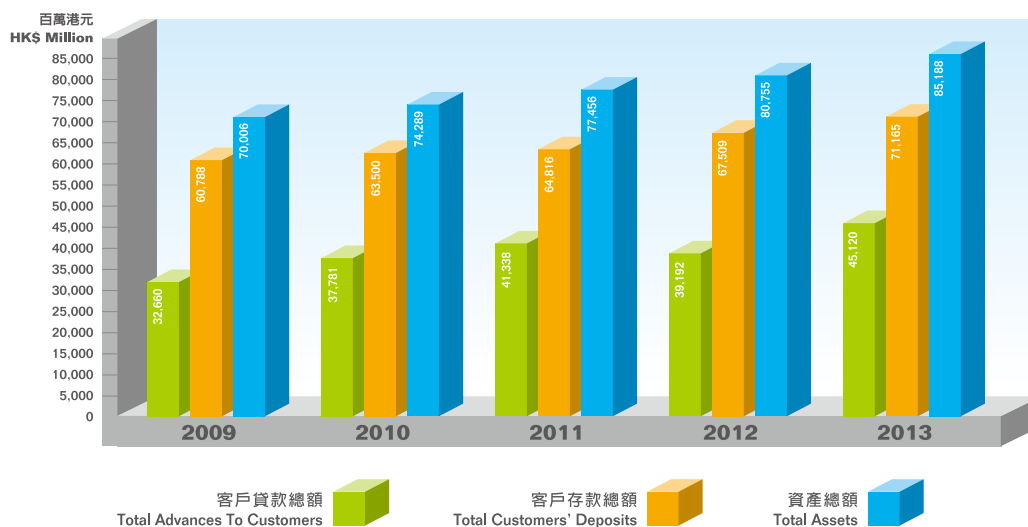
Annual Report  
2013  
年報

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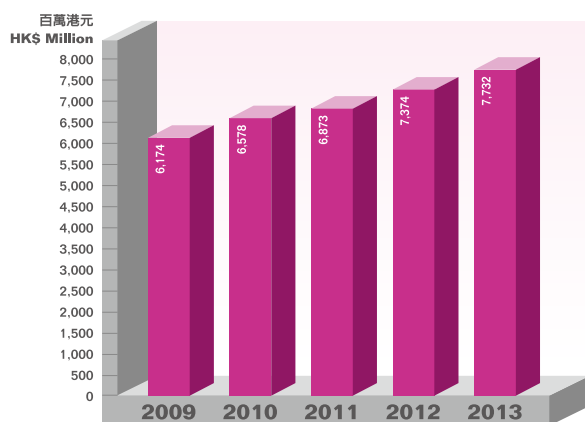
# 五年財務概況

## FIVE-YEAR FINANCIAL SUMMARY

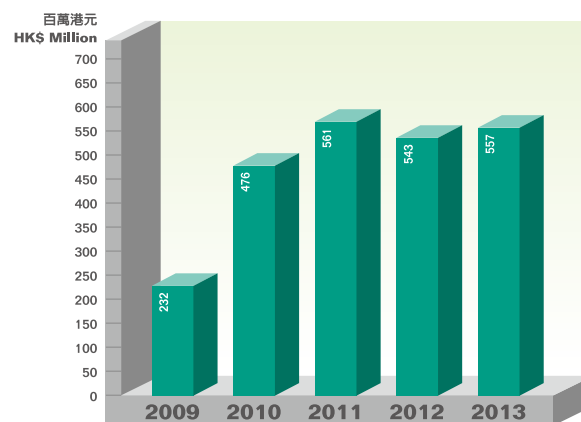
客戶貸款總額 / 客戶存款總額 / 資產總額  
**TOTAL ADVANCES TO CUSTOMERS /  
 TOTAL CUSTOMERS' DEPOSITS / TOTAL ASSETS**



資金總額  
**TOTAL EQUITY**



股東應佔溢利  
**PROFIT ATTRIBUTABLE TO SHAREHOLDERS**



董事會

Board of Directors

常務董事

Executive Directors

梁高美懿女士 銀紫荊星章，太平紳士  
(副主席兼董事總經理)

Mrs LEUNG Ko May Yee Margaret, SBS, JP  
(Deputy Chairman and Managing Director)

劉惠民先生  
(行政總裁)

Mr LAU Wai Man  
(Chief Executive Officer)

廖鐵城先生  
(副行政總裁)

Mr Don Tit Shing LIU  
(Deputy Chief Executive Officer)

非常務董事

Non-executive Directors

張招興先生  
(主席)

Mr ZHANG Zhaoxing  
(Chairman)

朱春秀先生

Mr ZHU Chunxiu

王恕慧先生

Mr WANG Shuhui

李 鋒先生

Mr LI Feng

周卓如先生 銅紫荊星章，太平紳士

Mr Alfred Cheuk Yu CHOW, BBS, JP

獨立非常務董事

Independent Non-executive Directors

謝德耀先生

Mr Wanchai CHIRANAKHORN

鄭毓和先生

Mr CHENG Yuk Wo

馬照祥先生

Mr Andrew Chiu Cheung MA

李家麟先生

Mr LEE Ka Lun

其他副行政總裁

Other Deputy Chief Executive Officers

曾昭永先生  
(營運總監)  
資訊科技處

Mr TSANG Chiu Wing  
(Chief Operating Officer)  
Information Technology Division

王克嘉先生  
信貸風險管理處

Mr WONG Har Kar  
Credit Risk Management Division

## 公司資料

### CORPORATE INFORMATION

於二零一四年二月二十六日

as of 26 February 2014

#### 總經理

#### General Managers

陳凱傑先生  
(財務總監)  
財務及資金管理處

Mr Frederick Hoi Kit CHAN  
(Chief Financial Officer)  
Finance & Treasury Management Division

屈肇祥先生  
零售銀行處

Mr Patrick Siu Cheung WAT  
Retail Banking Division

朱惠雄先生  
財富管理處

Mr Kevin Wai Hung CHU  
Wealth Management Division

楊建華先生  
(公司秘書)  
企業事務處

Mr Michael Kin Wah YEUNG  
(Company Secretary)  
Corporate Affairs Division

李婉華女士  
企業銀行業務處

Ms Teresa Yuen Wah LEE  
Corporate & Commercial Banking Division

#### 註冊辦事處

#### Registered Office

香港德輔道中二十四號  
創興銀行中心地下  
電話：(852) 3768 1111  
傳真：(852) 3768 1888  
電訊：75700 LCHB HX  
環球銀行財務電信代號：LCHB HK HH  
網址：<http://www.chbank.com>  
電郵：[info@chbank.com](mailto:info@chbank.com)

Ground Floor, Chong Hing Bank Centre  
24 Des Voeux Road Central, Hong Kong  
Telephone : (852) 3768 1111  
Facsimile : (852) 3768 1888  
Telex : 75700 LCHB HX  
SWIFT BIC : LCHB HK HH  
Website : <http://www.chbank.com>  
E-mail : [info@chbank.com](mailto:info@chbank.com)



#### 主要法律顧問

#### Principal Legal Advisers

蔣尚義律師行  
的近律師行  
何君柱、方燕翔律師樓  
周卓如律師行  
司力達律師事務所

Anthony Chiang & Partners  
Deacons  
K C Ho & Fong  
Kwan & Chow  
Slaughter and May

#### 核數師

#### Auditor

德勤·關黃陳方會計師行

Deloitte Touche Tohmatsu

#### 股份登記及過戶處

#### Share Registrar and Transfer Office

香港中央證券登記有限公司

Computershare Hong Kong Investor Services Limited

#### 股份代號及簡稱

#### Stock Codes and Short Names

本銀行(一)股份及(二)於二零二零年到期之後償票據於香港聯合交易所有限公司之股份代號及簡稱分別為(一)01111(創興銀行)及(二)04327(CH BANK N2011)。

The Stock Exchange of Hong Kong Limited's Stock Codes and Short Names in respect of the Bank's (i) shares and (ii) subordinated notes due 2020 are (i) 01111 (CHONG HING BANK) and (ii) 04327 (CH BANK N2011), respectively.

## 董事及高級管理人員之個人簡歷

## BIOGRAPHICAL DATA ABOUT DIRECTORS AND SENIOR MANAGEMENT

### 董事會

### Board of Directors

#### 常務董事

#### Executive Directors

**梁高美懿女士** 銀紫荊星章，太平紳士

**Mrs LEUNG Ko May Yee Margaret, SBS, JP**

六十一歲，自二零一四年二月十四日獲委任為本銀行副主席、董事總經理兼常務董事。梁女士為醫院管理局大會成員兼財務委員會成員；香港特別行政區行政會議成員、立法會議員及政治委任制度官員薪津獨立委員會成員；醫護人力規劃及專業發展策略檢討督導委員會成員；及紀律人員薪俸及服務條件常務委員會委員兼警務人員小組主席。梁女士為香港大學校務委員會成員、代司庫、財務委員會主席兼港怡醫院項目督導委員會主席及香港大學商學院董事會成員；香港浸會大學諮議會成員；香港科技大學商學院顧問委員會成員；香港中文大學 MBA 課程顧問委員會成員；以及香港公益金董事會成員兼執行委員會主席。梁女士為中國人民政治協商會議廣州市委員會委員、中國人民政治協商會議河南省委員會常務委員會委員及中國人民政治協商會議全國委員會委員。

aged 61, has been appointed the Deputy Chairman, Managing Director and an Executive Director of the Bank since 14 February 2014. Mrs Leung is a member of the Board of Directors and the Finance Committee of the Hospital Authority; the Independent Commission on Remuneration for Members of the Executive Council and the Legislature, and Officials under the Political Appointment System of the HKSAR; the Steering Committee on Strategic Review on Healthcare Manpower Planning and Professional Development; and the Standing Committee on Disciplined Services Salaries and Conditions of Service and the Chairman of the Police Sub-Committee. She is a council member, acting Treasurer, Chairman of Finance Committee, Chairman of Steering Committee on the Gleneagles Hong Kong Hospital Project and member of Business School Board of Directors of the University of Hong Kong; a court member of the Hong Kong Baptist University; a member of the Business School Advisory Board of the Hong Kong University of Science and Technology; a member of the MBA Program Advisory Board of the Chinese University of Hong Kong; and a Board member and the Chairman of the Executive Committee of the Community Chest of Hong Kong. Mrs Leung is a member of the Guangzhou Municipal Committee of the Chinese People's Political Consultative Conference, the Standing Committee of the Henan Provincial Committee of the Chinese People's Political Consultative Conference, and the National Committee of the Chinese People's Political Consultative Conference.

#### 劉惠民先生

#### Mr LAU Wai Man

五十五歲，本銀行之常務董事及自二零一三年三月七日起獲委任為其行政總裁。劉先生持有法律學士及工商管理碩士學位，現為香港銀行學會議會副會長、香港會計師公會會員及 CFP<sup>CM</sup> 認可財務策劃師，亦曾為特許公認會計師公會資深會員及澳洲銀行學會高級會士。劉先生於一九八八年加入本銀行為其總稽核；於二零零一年八月獲委任為本銀行董事。劉先生曾於二零零七年七月十一日至二零一三年三月六日為本銀行之副行政總裁。入職本銀行前，劉先生曾任職於國際性銀行及跨國會計師行。

aged 55, is an Executive Director of the Bank and has been appointed its Chief Executive Officer since 7 March 2013. He holds a Bachelor of Law degree and a Master of Business Administration degree. Mr Lau is a Vice President of the Council of the Hong Kong Institute of Bankers, a member of the Hong Kong Institute of Certified Public Accountants and a Certified Financial Planner<sup>CM</sup>. He was a fellow of the Association of Chartered Certified Accountants and a senior associate of the Australian Institute of Bankers. Mr Lau joined the Bank as its Chief Auditor in 1988 and became a Director of the Bank in August 2001. He was a Deputy Chief Executive Officer of the Bank from 11 July 2007 to 6 March 2013. Before joining the Bank, he had worked for an international bank and an international accounting firm.

## 公司資料

### CORPORATE INFORMATION

於二零一四年二月二十六日

as of 26 February 2014

#### 廖鐵城先生

五十二歲，現任本銀行常務董事兼副行政總裁，監督本銀行之企業銀行業務處及財富管理處。廖先生於牛津大學畢業，為英格蘭及威爾斯特許會計師公會會員和香港會計師公會資深會員。廖先生於一九九二年加入本銀行。

#### 非常務董事

##### 張招興先生

五十歲，自二零一四年二月十四日獲委任為本銀行主席兼非常務董事。張先生為廣州越秀集團有限公司及越秀企業（集團）有限公司（「越秀企業」）董事長兼董事，亦為越秀金融控股有限公司董事長兼非執行董事、越秀地產股份有限公司（於香港聯合交易所有限公司（「聯交所」）上市之公司，股份代號：00123）執行董事、董事長兼總經理、及越秀交通基建有限公司（於聯交所上市之公司，股份代號：01052）董事長兼執行董事。張先生獲華中科技大學管理學院授予高級工商管理碩士學位，具備中國高級會計師資格，在大型企業的財務管理、產業經營、資本運作和企業文化建設方面擁有豐富的經驗。張先生於二零零八年加入越秀企業前，原任廣州無線電集團有限公司董事兼總經理、海華電子企業（中國）有限公司董事長兼總經理、廣州廣電房地產開發集團有限公司董事長及廣州廣電運通金融電子股份有限公司（於深圳證券交易所上市之公司，股份代號：002152）董事等職務。張先生為中華人民共和國第12屆全國人民代表大會代表，亦為廣州市唯一的國有企業代表。

##### Mr Don Tit Shing LIU

aged 52, is an Executive Director and Deputy Chief Executive Officer supervising of the Corporate & Commercial Banking Division and the Wealth Management Division of the Bank. He graduated from Oxford University and is an associate member of the Institute of Chartered Accountants in England & Wales and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr Liu joined the Bank in 1992.

#### Non-executive Directors

##### Mr ZHANG Zhaoxing

aged 50, has been appointed the Chairman and a Non-executive Director of the Bank since 14 February 2014. Mr Zhang is the Chairman and Director of Guangzhou Yue Xiu Holdings Limited and Yue Xiu Enterprises (Holdings) Limited (“Yuexiu”) and the Chairman and a Non-executive Director of Yuexiu Financial Holdings Limited. He is also an Executive Director, the Chairman and General Manager of Yuexiu Property Company Limited, a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: 00123), and the Chairman and Executive Director of Yuexiu Transport Infrastructure Limited, a company listed on the Stock Exchange (Stock Code: 01052). Mr Zhang holds an Executive Master of Business Administration degree awarded by Huazhong University of Science and Technology, and possesses the qualification of senior accountant in China. He has extensive experience in the financial management, industrial operation, capital operation and corporate culture development of large enterprises. Prior to joining Yuexiu in 2008, Mr Zhang was the Director and General Manager of Guangzhou Radio Group Co., Ltd., Chairman and General Manager of Haihua Electronics Enterprise (China) Corporation, Chairman of Guangzhou Guangdian Real Estate Development Co., Ltd. and a Director of GRG Banking Equipment Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 002152). Mr Zhang is a deputy of the 12th National People’s Congress of the People’s Republic of China and he is the only deputy from Guangzhou state-owned enterprises.

#### 朱春秀先生

五十一歲，自二零一四年二月十四日獲委任為本銀行非常務董事。朱先生為廣州越秀集團有限公司及越秀企業（集團）有限公司（「越秀企業」）的副董事長兼總經理。朱先生亦為越秀金融控股有限公司非執行董事及越秀地產股份有限公司（於香港聯合交易所有限公司上市之公司，股份代號：00123）副董事長兼執行董事，以及廣州農村商業銀行（原廣州農村信用合作社聯合社）董事。朱先生於二零一三年加入越秀企業前，曾任廣州金融控股集團有限公司（原廣州國際控股集團有限公司）副董事長兼總經理。朱先生獲中山大學授予高級管理人員工商管理碩士學位，具備中國經濟師的資格，在大型金融銀行類企業的經營和管理方面有豐富的經驗。朱先生為廣州市第14屆人民代表大會代表。

#### 王恕慧先生

四十二歲，自二零一四年二月十四日獲委任為本銀行非常務董事。王先生為廣州越秀集團有限公司（「廣州越秀」）、越秀企業（集團）有限公司（「越秀企業」）董事兼副總經理，亦為越秀金融控股有限公司非執行董事。王先生亦現任越秀交通基建有限公司執行董事。王先生亦為廣州越秀發展部總經理，主要負責組織廣州越秀集團發展戰略的研究和制訂、廣州越秀集團發展戰略的動態管理以及重大投資項目的可行性研究和立項等。王先生畢業於西南財經大學金融系，擁有暨南大學貨幣銀行學專業碩士學位和經濟師資格。於二零零六年五月加入越秀企業前，王先生曾在廣州證券有限公司工作逾十三年，先後擔任該公司證券發行諮詢部業務經理、研究拓展部經理、總裁辦公室主任、人力資源部總經理及總裁助理、董事會秘書、副總裁等管理職務。王先生具備金融行業的深厚知識並擁有豐富專業經驗，熟悉了解中國內地金融市場和上市公司業務運作的慣例。

#### Mr ZHU Chunxiu

aged 51, has been appointed a Non-executive Director of the Bank since 14 February 2014. Mr Zhu is the Vice-chairman and General Manager of Guangzhou Yue Xiu Holdings Limited and Yue Xiu Enterprises (Holdings) Limited (“Yuexiu”). He is also a Non-executive Director of Yuexiu Financial Holdings Limited and the Vice-chairman and Executive Director of Yuexiu Property Company Limited, a company listed on The Stock Exchange of Hong Kong Limited (Stock Code: 00123). Mr Zhu is also a Director of Guangzhou Rural Commercial Bank (formerly known as “Guangzhou Rural Credit Union”). Prior to joining Yuexiu in 2013, Mr Zhu was the Vice-chairman and General Manager of Guangzhou Finance Holdings Group Co., Ltd. (formerly known as “Guangzhou International Holding Group Co., Ltd.”). Mr Zhu was awarded the Degree in Executive Master of Business Administration by Sun Yat-Sen University. Mr Zhu holds the economist qualification in China and has extensive experience in the operation and management of large financial institutions and banks. He is a deputy of the 14th session of the Guangzhou City People’s Congress.

#### Mr WANG Shuhui

aged 42, has been appointed a Non-executive Director of the Bank since 14 February 2014. Mr Wang is a Director and a Deputy General Manager of Guangzhou Yue Xiu Holdings Limited (“Guangzhou Yue Xiu”) and Yue Xiu Enterprises (Holdings) Limited (“Yuexiu”). He is also a Non-executive Director of Yuexiu Financial Holdings Limited. He is also currently an Executive Director of Yuexiu Transport Infrastructure Limited. He is also the General Manager of Strategic Development Department of Guangzhou Yue Xiu, and is mainly responsible for the formulation and dynamic management of the Guangzhou Yue Xiu group’s development strategy and the feasibility study of major investment projects. Mr Wang graduated from the School of Finance of the Southwestern University of Finance and Economics and holds a Master degree in Monetary Economics and Banking, and an economist qualification, from Jinan University. Before he joined Yuexiu in May 2006, Mr Wang had over 13 years of experience in Guangzhou Securities Co., Ltd. and had held senior management positions (including the Project Manager of the Securities Issuance Consultancy Department, Manager of the Research and Development Department, Director of the Office of the CEO, General Manager of the Human Resource Department and the Assistant to the CEO, Board Secretary, Vice President) in such company. Mr Wang has solid knowledge and extensive professional experiences in financial industry and is familiar with the practice in the financial markets of Mainland China and the practice of listed company business operation.



## 公司資料

### CORPORATE INFORMATION

於二零一四年二月二十六日  
as of 26 February 2014

#### 李 鋒先生

四十五歲，自二零一四年二月十四日獲委任為本銀行非常務董事。李先生身兼廣州越秀集團有限公司（「廣州越秀」）及越秀企業（集團）有限公司（「越秀企業」）總經理助理兼資本經營部總經理、廣州市城市建設開發有限公司董事，主要負責組織及實施廣州越秀集團重大資本運營計劃及統籌協調廣州越秀集團上市公司投資者關係等。李先生自二零一二年六月起亦出任為越秀房託資產管理有限公司（為越秀房地產投資信託基金）於聯交所上市之公司，股份代號：00405）管理人）非執行董事。李先生先後畢業於華南理工大學船舶與海洋工程系及暨南大學工商管理學院，擁有工程系學士學位、工商管理碩士學位以及中國高級工程師資格。彼於二零零一年十二月加入越秀企業，曾擔任企管部副經理、監察稽核室總經理助理、資本經營部副總經理、越秀發展有限公司副總經理等職務。李先生熟悉了解上市公司業務及資本市場運作模式，自二零零八年起參與廣州越秀集團所有重大資本運營項目；在此之前，亦參與越秀房地產投資信託基金成功上市，在資本運營方面擁有豐富實踐經驗。

#### 周卓如先生 銅紫荊星章，太平紳士

六十三歲，自二零零三年二月起為董事會成員，於二零零四年九月由本銀行獨立非常務董事轉任非常務董事。周先生於香港大學畢業，獲頒法律學士學位及社會科學（公共行政）碩士學位，擁有十七年政府工作經驗及超過三十年律師資歷。周先生現為香港一家律師行 - 周卓如律師行 - 的高級合夥人，他亦是中國委托公證人。

周先生是香港潮州商會有限公司及香港潮陽同鄉會有限公司的會董及法律顧問，亦是香港潮屬社團總會有限公司、饒宗頤學術館之友及其他社團的法律顧問。他曾任香港特別行政區護照上訴委員會主席及人事登記審裁處總審裁員，現仍參與其他公務委員會工作。

#### Mr LI Feng

aged 45, has been appointed a Non-executive Director of the Bank since 14 February 2014. Mr Li is the Assistant to General Manager of, as well as the General Manager of the Capital Department of Guangzhou Yue Xiu Holdings Limited (“Guangzhou Yue Xiu”) and Yue Xiu Enterprises (Holdings) Limited (“Yuexiu”), and a Director of Guangzhou City Construction & Development Co., Ltd., mainly responsible for organizing and implementing Guangzhou Yue Xiu group’s major capital operation plans and coordinating investor relations for Guangzhou Yue Xiu group’s listed companies. He is also a Non-executive Director of Yuexiu REIT Asset Management Limited (the Manager of Yuexiu Real Estate Investment Trust (Stock Code: 00405), which is listed on the Stock Exchange) since June 2012. Mr Li graduated from the Faculty of Naval Architecture and Ocean Engineering of South China University of Technology majoring in Naval Architecture, and obtained a Master of Business Administration degree from Jinan University. He holds the qualification of a Senior Engineer in China. Mr Li joined Yuexiu in December 2001 and has successively held positions including Assistant Manager of Corporate Management Department, Assistant to General Manager of Supervision and Auditing Department, Deputy General Manager of Capital Department and Deputy General Manager of Yue Xiu International Development Limited. Mr Li is familiar with business of listed companies and the operations of capital markets. Since 2008, he has participated in all of the major capital operation projects of the Guangzhou Yue Xiu group; before that, he was also engaged in the successful listing of Yuexiu Real Estate Investment Trust, and has extensive practical experience in capital operations.

#### Mr Alfred Cheuk Yu CHOW, BBS, JP

aged 63, has been a member of the Board since February 2003, was redesignated from Independent Non-executive Director to Non-executive Director of the Bank in September 2004. He graduated from the University of Hong Kong with a Bachelor of Laws degree and a Master of Social Sciences (Public Administration) degree. With 17 years working experience in the civil service and over 30 years as a solicitor, Mr Chow is presently the senior partner of Kwan & Chow, Solicitors, a law firm in Hong Kong. He is also a China-Appointed Attesting Officer.

Mr Chow is a director and legal advisor of Hong Kong Chiu Chow Chamber of Commerce Limited and Chiu Yang Residents’ Association of Hong Kong Limited, and legal advisor to Federation of HK Chiu Chow Community Organizations Limited, Jao Tsung-I Petite Ecole Fan Club and various community bodies. He was the Chairman of the HKSAR Passports Appeal Board and Chief Adjudicator of the Registration of Persons Tribunal, and currently serves on other statutory boards.

### 獨立非常務董事

#### 謝德耀先生

七十四歲，自一九九八年九月起為本銀行獨立非常務董事，現任泰國曼谷 C Wans Assets Co, Ltd 董事長，具有超過二十五年國際銀行業務經驗。謝先生於一九六四年畢業於香港浸會學院，曾在香港、倫敦、曼谷及馬來西亞多間銀行任職，於一九八五年加入本銀行，並於一九八七年成為董事。於一九九五年離職本銀行前曾任常務董事，主管海外業務發展部，謝先生於一九九五年五月至一九九八年九月期間曾為非常務董事。

#### 鄭毓和先生

五十三歲，自二零零四年九月起出任本銀行獨立非常務董事。鄭先生為香港一間商人銀行的創辦人之一，現為一間香港執業會計師行之擁有人。鄭先生持有英國倫敦大學經濟學院經濟科學碩士（會計及財務）及英國肯特大學榮譽文學學士學位（會計）。鄭先生為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員，亦為加拿大安大略省特許會計師公會會員。鄭先生擁有超過二十年金融及企業顧問服務之經驗，專於合併、收購及投資。他曾於倫敦永道會計師事務所（現稱羅兵咸永道會計師事務所）及多倫多瑞士銀行（現稱瑞銀集團）任職，亦曾在多間香港上市公司擔任高級管理職位。鄭先生亦出任若干其他上市公司之董事。

### Independent Non-executive Directors

#### Mr Wanchai CHIRANAKHORN

aged 74, an Independent Non-executive Director of the Bank since September 1998, is the Chairman of Executive Board of Directors of C Wans Assets Co, Ltd. He has more than 25 years of experience as an international banker. Upon graduation from Baptist College, Hong Kong in 1964, he served in banks in Hong Kong, London, Bangkok and Malaysia. He joined the Bank in 1985 and became a Director in 1987. Before his departure in May 1995, Mr Chiranhorn served as an Executive Director in charge of the Overseas Business Development Department. He was a Non-executive Director from May 1995 to September 1998.

#### Mr CHENG Yuk Wo

aged 53, has been an Independent Non-executive Director of the Bank since September 2004. Mr Cheng, a co-founder of a Hong Kong merchant banking firm, is currently the proprietor of a certified public accountant practice in Hong Kong. Mr Cheng obtained a Master of Science (Economics) degree in Accounting and Finance from the London School of Economics, England and a Bachelor of Arts (Honours) degree in Accounting from the University of Kent, England. He is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Accountants of Ontario, Canada. Mr Cheng has more than 20 years of expertise in financial and corporate advisory services in mergers, acquisitions and investments. He had worked at Coopers and Lybrand (now known as PricewaterhouseCoopers) in London and Swiss Bank Corporation (now known as UBS AG) in Toronto, and held senior management positions in a number of Hong Kong listed companies. Mr Cheng also serves as a Director for certain other listed companies.

## 公司資料

### CORPORATE INFORMATION

於二零一四年二月二十六日  
as of 26 February 2014

#### 馬照祥先生

七十二歲，自二零零七年八月起出任本銀行獨立非常務董事。馬先生為安馬會計師事務所有限公司（前為馬照祥會計師樓有限公司）之創辦人及前董事，現為美義商理有限公司董事。馬先生於會計、審核及財務方面累積三十多年經驗，彼取得英國倫敦大學倫敦經濟及政治學院經濟學學士學位。馬先生為英格蘭及威爾斯特許會計師公會、香港會計師公會、香港董事學會及香港稅務學會資深會員。彼現亦擔任多家其他於香港上市公司之獨立非執行董事。

#### 李家麟先生

五十八歲，自二零一四年二月十四日獲委任為本銀行獨立非常務董事。李先生為越秀金融控股有限公司獨立非執行董事，亦自二零零零年四月起出任為越秀地產股份有限公司（於香港聯合交易所有限公司（「聯交所」）上市之公司，股份代號：00123）獨立非執行董事。李先生為專業會計師、英國特許公認會計師公會資深會員，並於銀行及審計方面有20多年經驗。彼分別自二零零四年九月及二零零七年四月起擔任周生生集團國際有限公司（股份代號：00116）及御泰中彩控股有限公司（股份代號：00555）獨立非執行董事之職位。上述公司之股份均於聯交所上市。

#### Mr Andrew Chiu Cheung MA

aged 72, has been an Independent Non-executive Director of the Bank since August 2007. Mr Ma is a founder and former director of AMA CPA Limited (formerly known as Andrew Ma DFK (CPA) Limited). He is presently a Director of Mayee Management Limited. Mr Ma has more than 30 years' experience in the fields of accounting, auditing and finance. He received his Bachelor's degree in economics from The London School of Economics and Political Science (University of London) in England. Mr Ma is a fellow member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Directors and The Taxation Institute of Hong Kong. He is currently also an Independent Non-executive Director of several other listed companies in Hong Kong.

#### Mr LEE Ka Lun

aged 58, has been appointed an Independent Non-executive Director of the Bank since 14 February 2014. Mr Lee is an Independent Non-executive Director of Yuexiu Financial Holdings Limited. He has also been an Independent Non-executive Director of Yuexiu Property Company Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (Stock Code: 00123) since April 2000. He is an accountant by profession. Mr Lee is a Fellow of the Association of Chartered Certified Accountants in UK and has over 20 years of experience in banking and auditing. He has been an Independent Non-executive Director of Chow Sang Sang Holdings International Limited (Stock Code: 00116) since September 2004 and REXLot Holdings Limited (Stock Code: 00555) since April 2007. The shares of the companies mentioned above are listed on the Stock Exchange.

## 其他副行政總裁

### 曾昭永先生

五十六歲，分別自二零一三年三月七日及二零一三年五月二十三日起獲委任為本銀行之副行政總裁及營運總監，主管資訊科技處及相關營運部門。曾先生持有香港大學理科碩士（電子商貿及互聯網工程）學位，為英格蘭和威爾斯特許會計師公會會員及香港會計師公會資深會員。曾先生於二零零零年加入本銀行。曾先生曾於二零零五年八月十七日至二零一二年十二月三十日為本銀行常務董事。在加入本銀行前，曾先生曾任一跨國會計師行及一香港主要國際性銀行之高層職員。

### 王克嘉先生

六十一歲，自二零一三年三月七日起獲委任為本銀行之副行政總裁，主管信貸風險管理處。王先生為英格蘭和威爾斯特許會計師公會資深會員及香港會計師公會會員。王先生於二零零二年加入本銀行。王先生曾於二零零五年八月十七日至二零一二年十二月三十日為本銀行常務董事。在加入本銀行前，王先生曾任一跨國會計師行及一香港主要國際性銀行之高層職員。

## 總經理

### 陳凱傑先生

五十三歲，總經理，自二零一三年五月二十三日獲委任為財務總監，主管財務及資金管理處。陳先生畢業於英國倫敦大學帝國學院獲電腦學士學位、繼而取得英國瀚寧學院工商管理碩士學位。陳先生為英格蘭及威爾斯特許會計師公會資深會員、英國電腦學會會員及香港會計師公會資深會員。陳先生擁有超過三十年在金融機構任職的經驗，於二零零四年加入本銀行。在加入本銀行前，陳先生曾在倫敦及香港任職於跨國會計師行及國際性銀行，負責財務申報及策略管理。

## Other Deputy Chief Executive Officers

### Mr TSANG Chiu Wing

aged 56, has been appointed as Deputy Chief Executive Officer and Chief Operating Officer of the Bank since 7 March 2013 and 23 May 2013 respectively, is in charge of its Information Technology Division, and some operational departments. He holds a Master of Science degree in Electronic Commerce and Internet Computing from the University of Hong Kong, and is a member of the Institute of Chartered Accountants in England and Wales and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr Tsang joined the Bank in 2000. He was an Executive Director of the Bank from 17 August 2005 to 30 December 2012. Before joining the Bank, he held senior positions in an international accounting firm and a major international bank in Hong Kong.

### Mr WONG Har Kar

aged 61, has been appointed as Deputy Chief Executive Officer of the Bank since 7 March 2013 and is in charge of its Credit Risk Management Division. He is a fellow of the Institute of Chartered Accountants in England & Wales and a member of the Hong Kong Institute of Certified Public Accountants. Mr Wong joined the Bank in 2002. He was an Executive Director of the Bank from 17 August 2005 to 30 December 2012. Before joining the Bank, he held senior positions in an international accounting firm and a major international bank in Hong Kong.

## General Managers

### Mr Frederick Hoi Kit CHAN

aged 53, General Manager, has been appointed as a Chief Financial Officer since 23 May 2013 and is in charge of Finance and Treasury Management Division. He graduated from Imperial College, University of London in Computing Science and obtained a Master of Business Administration degree from Henley Management College, United Kingdom. He is a fellow of the Institute of Chartered Accountants in England & Wales, a member of BCS, The Chartered Institute for IT and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr Chan has more than 30 years of experience in the financial services industry and worked for an international accounting firm and major international banks in London and Hong Kong in financial reporting and strategic management before joining the Bank in 2004.

## 公司資料

### CORPORATE INFORMATION

於二零一四年二月二十六日

as of 26 February 2014

#### 屈肇祥先生

六十歲，總經理，現為零售銀行處主管。屈先生畢業於香港大學，獲文學士學位，繼而於香港大學取得管理學深造文憑。屈先生歷任香港及英國主要美資銀行財務、業務發展、營運、內部監控及品質管理部門主管，並曾受訓各「全面質量管理」及「六標準品質管理」黑帶訓練課程。屈先生於二零零三年加入本銀行為業務運作處主管，於二零零七年起負責現職。

#### 朱惠雄先生

五十五歲，總經理，現為財富管理處主管。朱先生畢業於哥倫比亞大學，持有工程碩士學位，擁有三十年金融服務經驗，並曾任職多間主要國際銀行之企業銀行部及私人銀行部。朱先生於二零零八年四月加盟本銀行。

#### 楊建華先生

五十七歲，企業事務處總經理，一九八零年取得美國德薩斯州萊斯大學文學士學位，主修法律，政治及哲學；一九八三年在美國德薩斯州大學奧斯丁法學院取得法律博士學位，現登記於美國伊利諾州最高法院之律師總名冊內。楊先生於一九九七年復任本銀行公司秘書前，曾為第一太銀控股有限公司（該公司為當時第一太平集團旗下處理銀行業務之香港上市公司）及南華早報（集團）有限公司（現時名為 SCMP 集團有限公司）之公司秘書。

#### 李婉華女士

六十歲，總經理，現為企業銀行業務處主管。李女士於一九七七年畢業於香港大學，獲社會科學系學士學位，主修經濟、工商管理及財務，並於一九八四年獲香港中文大學工商管理碩士學位。李女士在本港及澳洲擁有超過三十年銀行界經驗。於二零零五年加盟本銀行前，李女士曾於兩大跨國銀行及一間本地銀行任職多項重要職務。

#### Mr Patrick Siu Cheung WAT

aged 60, General Manager, is the head of Retail Banking Division. He holds a Bachelor of Arts degree and a Postgraduate Diploma in Management Studies from the University of Hong Kong. He has held senior positions in Finance, Business Development, Operations, Internal Control and Quality functions with major US banks in Hong Kong and the United Kingdom. He has been trained in TQM (Total Quality Management) and as Black Belt in Six Sigma quality programs. Mr Wat was the head of Operation Division since joining the Bank in 2003 until he assumes his current responsibilities in 2007.

#### Mr Kevin Wai Hung CHU

aged 55, General Manager, is the head of Wealth Management Division. He graduated from Columbia University with a Master degree in Engineering. He has 30 years of financial services experience and worked for a number of major international banks in their corporate banking and private banking departments. Mr Chu joined the Bank in April 2008.

#### Mr Michael Kin Wah YEUNG

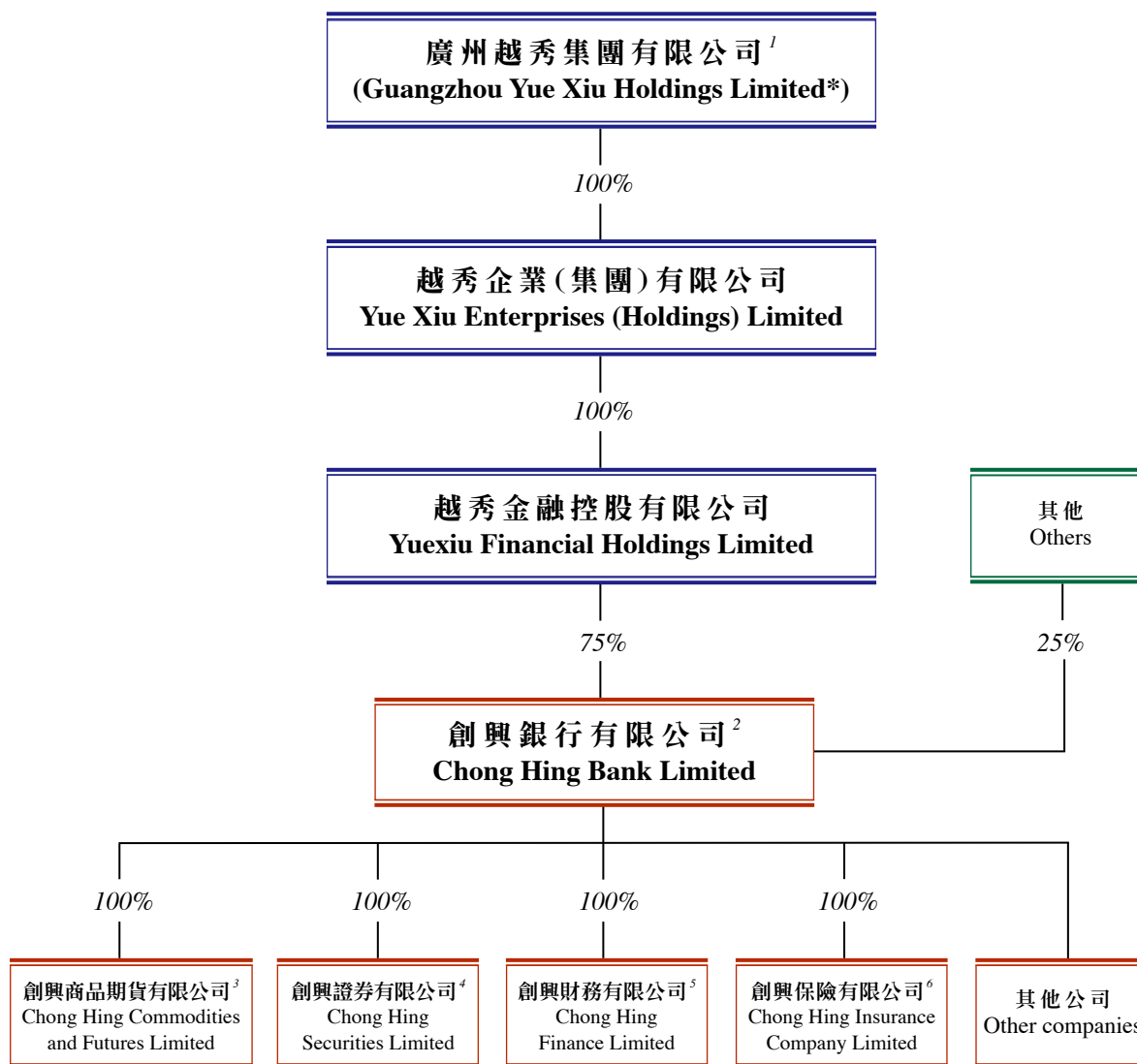
aged 57, General Manager of the Corporate Affairs Division, obtained a Bachelor of Arts degree in legal studies, political science and philosophy from Rice University (Texas, USA) in 1980 and a Doctor of Jurisprudence degree from the School of Law of The University of Texas at Austin (Texas, USA) in 1983. Mr Yeung, who is registered in the Master Roll of Attorneys maintained by the Supreme Court of Illinois in the United States, had served as the Company Secretary of FPB Bank Holding Company Limited (the then Hong Kong-listed banking arm of the First Pacific Group) and South China Morning Post (Holdings) Limited (now known as SCMP Group Limited) before resuming his position as the Company Secretary of the Bank in 1997.

#### Ms Teresa Yuen Wah LEE

aged 60, General Manager, is the head of Corporate and Commercial Banking Division. She holds a Bachelor of Social Sciences degree in Economics, Business Administration and Finance from the University of Hong Kong in 1977 and a MBA degree from the Chinese University of Hong Kong in 1984. She has more than 30 years of experience in the banking industry in Hong Kong and Australia. She has held various senior positions with two major international banks and a major local bank prior to joining the Bank in 2005.

# 集團之簡略架構 ABRIDGED CORPORATE STRUCTURE

於二零一四年二月二十六日  
as of 26 February 2014



<sup>1</sup> 在中華人民共和國註冊成立，由中華人民共和國廣州市人民政府實益全資擁有的國有有限責任公司  
State-owned limited liability company incorporated in the People's Republic of China beneficially wholly-owned by the Guangzhou Municipal People's Government of the People's Republic of China

<sup>2</sup> 於香港聯合交易所有限公司上市  
Listed on The Stock Exchange of Hong Kong Limited

<sup>3</sup> 香港期貨交易所有限公司註冊參與者  
Registered with The Hong Kong Futures Exchange Limited as a participant

<sup>4</sup> 香港聯合交易所有限公司註冊參與者  
Registered with The Stock Exchange of Hong Kong Limited as a participant

<sup>5</sup> 銀行業條例下之持牌接受存款公司  
Licensed under the Banking Ordinance as a deposit-taking company

<sup>6</sup> 保險公司條例下之持牌保險公司  
Licensed under the Insurance Companies Ordinance as an insurance company

\* for identification purpose only

# 股份買賣摘要

## SHARE TRADING SUMMARY

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

創興銀行有限公司股份\* 於二零一三年內在  
香港聯合交易所有限公司(「聯交所」)之買賣摘要如下：

Trading of shares in Chong Hing Bank Limited\*  
on The Stock Exchange of Hong Kong Limited (“HKSE”) during 2013 is summarised below:

月份 Month	每股價格 (港元) (月內平均數) Unit Price (HK\$) (average for the month)				每月成交 Monthly Turnover		恒生指數 # (月內平均數) Hang Seng Index # (average for the month)
	開市 Open	最高 High	最低 Low	收市 Close	股數 Number of Shares	港元 HK\$	收市 Close
一月 January	16.580	16.670	16.474	16.554	2,367,151	39,200,386	23,470.72
二月 February	16.742	16.886	16.565	16.673	3,213,940	53,795,436	23,148.34
三月 March	17.053	17.363	16.905	17.195	7,059,071	122,550,792	22,517.98
四月 April	19.898	20.265	19.616	19.941	8,500,320	172,351,355	22,054.34
五月 May	19.697	19.850	19.478	19.651	4,171,860	81,451,951	22,933.10
六月 June	19.969	20.330	19.653	20.075	7,792,400	159,361,940	21,063.84
七月 July	21.209	21.505	20.991	21.270	5,920,461	127,973,460	21,298.53
八月 August	26.050	26.475	25.683	26.128	16,054,252	428,479,521	22,009.46
九月 September	30.878	31.343	30.350	31.025	19,103,638	610,218,549	22,932.69
十月 October	34.092	34.500	33.771	34.276	19,024,247	656,155,586	23,102.16
十一月 November	34.995	35.055	34.945	35.007	8,223,424	287,744,916	23,304.52
十二月 December	34.675	34.785	34.488	34.625	4,589,632	158,823,997	23,370.77
全年平均數 Average for the year	24.320	24.586	24.077	24.368	8,835,033	241,508,991	22,600.54

* 法定股本 (股) Authorised share capital (shares)	: 600,000,000	每股票面值 (港元) Unit par value (HK\$)	: 0.500	上市日期 (日/月/年) Listing date (dd/mm/yyyy)	: 11/07/1994
發行及已繳足股本 (股) Issued and fully-paid share capital (shares)	: 435,000,000	買賣單位 (股) Board lot (shares)	: 1,000	聯交所股份代號 HKSE stock code	: 01111
聯交所股份簡稱 HKSE stock short name	: 創興銀行 : CHONG HING BANK				
年內最高 (港元)(日/月) Year high (HK\$) (dd/mm)	: 37.500 (23/10)	歷年最高 (港元)(日/月/年) Historic high (HK\$) (dd/mm/yyyy)	: 37.500 (23/10/2013)		
年內最低 (港元)(日/月) Year low (HK\$) (dd/mm)	: 15.480 (04/03)	歷年最低 (港元)(日/月/年) Historic low (HK\$) (dd/mm/yyyy)	: 3.650 (24/08/1998)		

# 年內最高 (日/月) Year high (dd/mm)	: 24,111.55 (02/12)	歷年最高 (日/月/年) Historic high (dd/mm/yyyy)	: 31,958.41 (30/10/2007)
年內最低 (日/月) Year low (dd/mm)	: 19,426.36 (25/06)	基值 (日/月/年) Base value (dd/mm/yyyy)	: 100.00 (31/07/1964)

# 股東日誌 SHAREHOLDERS' CALENDAR

於二零一四年二月二十六日  
as of 26 February 2014

二零一三年八月七日 7 August 2013	宣佈二零一三年上半年中期業績 Interim results for the first half of 2013 announced.
二零一三年八月二十三日 23 August 2013	發送二零一三年中期報告 Interim Report 2013 despatched.
二零一三年九月十七日至十九日 (首尾兩天在內) 17 through 19 September 2013 (both days inclusive)	股票過戶暫停登記，以確定應收中期現金股息之權利 Register of Members closed for the purpose of ascertaining interim cash dividend entitlements.
二零一三年九月二十六日 26 September 2013	派發二零一三年中期現金股息每股港幣 0.14 元 Interim cash dividend for 2013 of HK\$0.14 per share paid.
二零一三年十月二十五日 25 October 2013	越秀金融控股有限公司向創興銀行有限公司作出收購最多其已發行股本的 75% 之自願性現金部份要約 Voluntary cash partial offer made by Yuexiu Financial Holdings Limited to acquire a maximum of 75% of Chong Hing Bank Limited's issued share capital.
二零一四年二月四日 4 February 2014	記錄日期，以確定應收二零一三年特別中期現金股息之權利 Record date for the purpose of ascertaining special interim cash dividend entitlements for 2013.
二零一四年二月五日 5 February 2014	越秀金融控股有限公司自願性現金部份要約的最後截止日期 Final closing date in respect of Yuexiu Financial Holdings Limited's voluntary cash partial offer.
二零一四年二月十四日 14 February 2014	越秀金融控股有限公司自願性現金部份要約的結算日期 Settlement date of Yuexiu Financial Holdings Limited's voluntary cash partial offer.
二零一四年二月二十日 20 February 2014	派發二零一三年特別中期現金股息每股港幣 4.5195 元 Special interim cash dividend for 2013 of HK\$4.5195 per share paid.
二零一四年二月二十六日 26 February 2014	宣佈二零一三年全年業績 Final results for the year of 2013 announced.
於或約於二零一四年三月十四日 on or about 14 March 2014	將發送二零一三年年報 Annual Report 2013 will be despatched.
二零一四年五月二日至七日 (首尾兩天在內) 2 through 7 May 2014 (both days inclusive)	股票過戶將暫停登記，以確定出席及於二零一四年股東週年大會上投票之權利 Register of Members will be closed for the purpose of ascertaining entitlements to attend and vote at the 2014 Annual General Meeting of the Shareholders.
二零一四年五月八日 8 May 2014	將舉行二零一四年股東週年大會 2014 Annual General Meeting of the Shareholders will be held.
二零一四年五月十六日至二十日 (首尾兩天在內) 16 through 20 May 2014 (both days inclusive)	如獲股東於二零一四年股東週年大會上批准，股票過戶將暫停登記，以確定應收末期現金股息之權利 If approved by shareholders at the 2014 Annual General Meeting of the Shareholders, Register of Members will be closed for the purpose of ascertaining entitlements to receive the final cash dividend.
二零一四年五月二十三日 23 May 2014	如獲股東於二零一四年股東週年大會上批准，將派發二零一三年末期現金股息每股港幣 0.33 元 If approved by shareholders at the 2014 Annual General Meeting of the Shareholders, the final cash dividend for 2013 of HK\$0.33 per share will be paid.



# 週年大會通告

## NOTICE OF ANNUAL GENERAL MEETING

茲通告創興銀行有限公司（「本銀行」）謹訂於二零一四年五月八日（星期四）上午十一時正，假座香港德輔道中二十四號創興銀行中心二十七樓舉行二零一四年度股東週年大會，藉以處理下列普通及特別事項：

### 普通事項

作為普通事項，酌情考慮通過有關下列事項之普通決議案：

- (一) 省覽及接納截至二零一三年十二月三十一日止年度之財務報表，以及董事會與核數師報告書。
- (二) 宣佈截至二零一三年十二月三十一日止年度派發末期現金股息。
- (三) 重選董事及釐定彼等及其他董事之袍金。
- (四) 委任羅兵咸永道會計師事務所為本銀行的核數師，任期直至下屆股東週年大會結束為止，並授權本銀行董事釐定其酬金。

### 特別事項

作為特別事項，酌情考慮通過（不論有否修訂）下列普通決議案：

- (五) 動議：
  - (a) 一般性及無條件批准董事會，在符合一切適用法例之情況下，於有關期間內行使本銀行所有權力以購買股份；
  - (b) 依據上述 (a) 段之批准，可在香港聯合交易所有限公司或在香港證券及期貨事務監察委員會及香港聯合交易所有限公司根據香港股份購回守則就此認可之其他證券交易所購買之本銀行股本面值總額及不得超過於通過本決議案日期，本銀行已發行股本面值總額之百分之十，而上述之批准亦因而須受此限制；及

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the shareholders of Chong Hing Bank Limited (the “Bank”) for the year of 2014 will be held on the 27th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Thursday, 8 May 2014 at 11 am for the purposes of conducting the following items of ordinary and special business:

### Ordinary business

As ordinary business, to consider and, if thought fit, pass ordinary resolutions in respect of the following matters:

- (1) To receive and adopt the Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2013.
- (2) To declare the final cash dividend for the year ended 31 December 2013.
- (3) To re-elect directors and fix their and the other directors’ fee.
- (4) To appoint Messrs PricewaterhouseCoopers as the auditor of the Bank to hold office until the conclusion of the next annual general meeting of the shareholders, and to authorise the directors of the Bank to fix their remuneration.

### Special business

As special business, to consider and, if thought fit, pass, with or without modification, the following ordinary resolutions:

- (5) **THAT**
  - (a) the exercise by the board of directors during the Relevant Period of all the powers of the Bank to purchase Shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of Shares in issue at the date of the passing of this resolution, and the said approval be and is hereby limited accordingly; and

## 週年大會通告 NOTICE OF ANNUAL GENERAL MEETING

(c) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列三者較早者為止之期間：

- (i) 本銀行下次股東週年大會結束時；
- (ii) 依照法例之規定，本銀行下次週年大會須予舉行之期限屆滿之時；或
- (iii) 於股東大會上通過普通決議案，撤銷或更改本決議案所授予之權力時。

「股份」指本銀行股本中所有類別之股份。

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the shareholders of the Bank;
- (ii) the expiration of the period within which the next annual general meeting of the Bank is required by law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

“Shares” means shares of all classes in the capital of the Bank.

(六) 動議：

(a) 在須受(c)段之限制之下，一般性及無條件批准本銀行董事會於有關期間內行使本銀行所有權力配發、發行及處理本銀行資本之增發股份，並於須行使此等權力之情況下訂立或發出建議、協議及認購權；

(b) (a)段之批准可授權本銀行董事會於有關期間內訂立或發出建議、協議及認購權，而該等權力會或可能須於有關期間屆滿後行使；

(c) 本銀行董事會依據上述(a)段配發或有條件或無條件同意配發（不論其為依據認購權或其他形式配發）之股本面值總額，不包括(i)任何因供股，(ii)任何按照本銀行組織章程細則以配發及發行股份代替本銀行全部或部份股息之以股代息或其他類似安排而配發之股份，或(iii)任何股份期權計劃批出而行使之期權，不得超過：

(6) THAT

(a) subject to paragraph (c), the exercise by the board of directors of the Bank during the Relevant Period of all the powers of the Bank to allot, issue and deal with additional shares in the capital of the Bank and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the board of directors of the Bank during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the board of directors of the Bank pursuant to the approval in paragraph (a), otherwise than pursuant to (i) any Rights Issue, (ii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Bank in accordance with the Articles of Association of the Bank, or (iii) any exercise of options granted under any share option scheme of the Bank, shall not exceed the aggregate of:

## 週年大會通告

### NOTICE OF ANNUAL GENERAL MEETING

(aa) 本決議案獲通過當日本銀行已發行之股本面值總額百分之二十；及

(bb) (倘董事會獲本銀行股東根據一項獨立之普通決議案授權) 本銀行於本決議案獲通過後所購回之本銀行股本面值總額，

而上文之批准因而須受此限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列三者較早者為止之期間：

(i) 本銀行下次股東週年大會結束時；

(ii) 依照法例之規定，本銀行下次股東週年大會須予舉行之期限屆滿之時；或

(iii) 於股東大會上通過普通決議案，撤銷或更改本決議案所授予之權力時。

「供股」指依照指定之記錄日期，向當日之股東名冊上所載之股份或任何類別股份之持有人，按彼等當時持有該等股份或任何類別股份之比例提出供股建議，以分配可於經本銀行董事會訂定之期限內行使之認股權（本段文中所述之按持股比例提出供股之建議，包括在有涉及零碎配額，或涉及受香港以外地區之法律，或任何認可之管理機構或任何證券交易所，所規定之限制或責任影響時，本銀行董事會可以其認為必要或屬權宜之形式，將該等配額予以撤銷或另作安排之有關配發）。

(aa) 20 per cent of the aggregate nominal amount of the shares in the capital of the Bank in issue at the date of the passing of this resolution; and

(bb) (if the board of directors is so authorised by a separate ordinary resolution of the shareholders of the Bank) the nominal amount of any share capital of the Bank repurchased by the Bank subsequent to the passing of this resolution,

and the said approval be and is hereby limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the shareholders of the Bank;

(ii) the expiration of the period within which the next annual general meeting of the shareholders of the Bank is required by law to be held; or

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the board of directors of the Bank to holders of shares of the Bank or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the board of directors of the Bank may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

**週年大會通告**  
**NOTICE OF ANNUAL GENERAL MEETING**

(七) 動議授權本銀行董事會，就召開本大會通告內第六項決議案(c)段(bb)分段所述之本銀行股本，行使該決議案(a)段所述本銀行之權力。

(7) **THAT** the board of directors of the Bank be and are hereby authorised to exercise the powers of the Bank referred to in paragraph (a) of the resolution set out as Resolution 6 in the notice convening this meeting in respect of the share capital of the Bank referred to in sub-paragraph (bb) of paragraph (c) of that resolution.

**其他普通事項 (若有的話)**

**Any other ordinary business**

(八) 處理本銀行其他普通事項 (若有的話)。

(8) To transact other ordinary business (if any).

承董事會命  
楊建華  
公司秘書

By Order of the Board  
**Michael K W Yeung**  
*Company Secretary*

二零一四年三月十四日

14 March 2014

# 週年大會通告

## NOTICE OF ANNUAL GENERAL MEETING

### 附註：

- (i) 有權出席二零一四年度股東週年大會及於會上投票之股東，可委派代表出席投票，代表人不必為本銀行之股東。代表委任書須於二零一四年度股東週年大會及其任何續會舉行前四十八小時送達本銀行註冊辦事處，地址為香港德輔道中二十四號創興銀行中心地下。
- (ii) 為確定合資格出席及有權於二零一四年度股東週年大會上投票之股東，本銀行由二零一四年五月二日（星期五）至二零一四年五月七日（星期三）首尾兩天在內，暫停辦理本銀行股票過戶登記手續。為確保合資格及有權出席二零一四年度股東週年大會及於會上投票，務須不遲於二零一四年四月三十日（星期三）下午四時三十分，向本銀行股份登記及過戶處（位於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之香港中央證券登記有限公司）遞交過戶申請表及有關之股份證明書，辦理過戶登記手續。
- (iii) 為確定股東應收之末期現金股息，本銀行由二零一四年五月十六日（星期五）至二零一四年五月二十日（星期二）首尾兩天在內，暫停辦理本銀行股票過戶登記手續。為確保合資格獲派末期現金股息，務須不遲於二零一四年五月十五日（星期四）下午四時三十分，向本銀行股份登記及過戶處（位於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之香港中央證券登記有限公司）遞交過戶申請表及有關之股份證明書，辦理過戶登記手續。
- (iv) 本銀行二零一三年年報載有包含有關上述第五至第七項決議案及提供有關銀行回購其本身股份及發行新股的一般性授權之續期、行將退任董事之重選，建議委任新核數師及以投票方式表決之資料的說明函件。

### Notes:

- (i) A shareholder entitled to attend and vote at the 2014 annual general meeting of the shareholders is entitled to appoint a proxy to attend and vote in his stead. A proxy does not have to be a shareholder of the Bank. Forms of proxy are to be lodged with the registered office of the Bank at Ground Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong not later than 48 hours before the time for the holding of the 2014 annual general meeting of the shareholders and any adjournment thereof.
- (ii) For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the 2014 annual general meeting of the shareholders, the register of members of the Bank will be closed from Friday, 2 May 2014 to Wednesday, 7 May 2014 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the 2014 annual general meeting of the shareholders, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Bank's share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 pm on Wednesday, 30 April 2014.
- (iii) For the purpose of ascertaining the Shareholders who qualify to receive the final cash dividend, the register of members of the Bank will be closed from Friday, 16 May 2014 to Tuesday, 20 May 2014 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for receiving the final cash dividend in question, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Bank's share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 pm on Thursday, 15 May 2014.
- (iv) The Bank's Annual Report 2013 includes an Explanatory Statement on Resolutions 5 through 7 with information on the renewal of general mandates for the repurchase by the Bank of its own shares and the issue of new shares, the re-election of retiring directors, the proposed appointment of new auditor as well as poll voting.



主席 *Chairman*

張招興先生 *Mr Zhang Zhaoxing*

## 經濟回顧

二零一三年環球經濟變幻莫測，各國中央銀行之貨幣及利率政策繼續影響全球金融市場。日本自四月推行低日圓匯價之振興經濟方案，帶動日本股市創六年新高。歐元區雖然於下半年走出衰退，惜其低通脹持續，歐洲中央銀行於十一月減低其指標利率至四分一厘之新低。而美國經濟正在復甦，聯邦儲備局（「聯儲局」）於十二月宣佈正式削減資產購買規模；惟於退市陰霾下，新興經濟體及黃金市場飽受衝擊。

## Economic Review

2013 was a volatile year for the global economy. The global financial market continued to be impacted by monetary and interest rate policies of central banks around the world. Japan's weak yen policy launched in April to stimulate economic growth has propelled the Japan stock market to a record high in six years. In the Eurozone, inflation rate remained low despite the fading recession in the second half of the year. The European Central Bank dropped its benchmark interest rate to a record low of 0.25% in November. On the other hand, in light of the reviving economy of the United States, the Federal Reserve Board ("FRB") announced cutting back asset purchases in December, casting a gloom over the emerging economies and bullion market.

## 主席報告書 CHAIRMAN'S STATEMENT

香港經濟受制於不穩之外圍環境，二零一三年第三季本地生產總值較去年同期實質增長2.9%。勞工市場處於全民就業狀態，失業率於二零一三年第四季微跌至3.2%。自香港政府於二零一三年二月推出進一步樓市監控措施後，二手住宅交投按年跌逾40%。股市方面，是年度恒生指數反覆波動，在最後一個交易日收報約二萬三千三百點，全年累升2.9%。

面對環球經濟形勢變化，中央政府堅持既定財政政策及審慎貨幣政策，國家經濟企穩。二零一三年本地生產總值增長達7.7%。通脹方面，物價漲幅於可控範圍內，全年居民消費價格指數為2.6%。

聯儲局於二零一三年最後一次議息會議後，決定維持聯邦基金利率目標範圍在零至四分一厘水平，並同時宣佈由二零一四年一月開始縮減每月資產購買規模至七百五十億美元，正式展開退市行動。

The Hong Kong economy was overshadowed by the turbulent external environment. Compared with that of the same period last year, gross domestic product in the third quarter of 2013 grew by 2.9% in real terms. The labour market remained in a state of full employment, the unemployment rate fell slightly to 3.2% in the fourth quarter of 2013. Since the implementation of tightened property regulations by the Hong Kong Government in February 2013, second-hand residential property transactions dropped by more than 40% year-on-year. On the stock market front, Hang Seng Index zigzagged upwards by 2.9% throughout the year, standing at around 23,300 on the last trading day.

Against the backdrop of a changing global economy, the Central Government upheld its fiscal plan and prudent monetary policy. China's economy remained stable as gross domestic product in 2013 increased by 7.7%. The inflation of prices was within control, with the consumer price index for the year standing at 2.6%.

After its last rate-fixing meeting in 2013, the FRB decided to keep the target range for the federal funds rate at 0% to 0.25% and announced the commencement of its exit plan by cutting back its monthly asset purchases to US\$75 billion since January 2014.

## 業績報告及溢利分析

按綜合方式計算，本銀行二零一三年財政年度業績總結如下：

## Results Announcement and Profit Analysis

The results for the financial year of 2013 of the Bank, on a consolidated basis, are summarised below:

主要財務數據	Key Financial Data	2013 港幣千元 HK\$'000 (除特別註明外) (unless otherwise specified)	2012 港幣千元 HK\$'000 (除特別註明外) (unless otherwise specified)	變動 百分比 Variance %
1. 未計算減值準備之淨營運溢利	1. Net operating profit before impairment	660,430	534,190	+23.63
2. 股東應佔溢利	2. Profit attributable to shareholders	557,418	543,340	+2.59
3. 股東資金回報率	3. Return on equity	7.40%	7.64%	-3.14
4. 每股盈利	4. Earnings per share	港幣 HK\$ 1.28	港幣 HK\$ 1.25	+2.59
5. 淨利息收入	5. Net interest income	1,014,205	836,908	+21.18
6. 淨息差	6. Net interest margin	1.26%	1.10%	+14.55
7. 淨費用及佣金收入	7. Net fee and commission income	209,933	189,365	+10.86
8. 按公平值列賬及列入損益賬之 金融工具之淨(虧損)溢利	8. Net (losses) gains on financial instruments at fair value through profit or loss	(22,414)	57,473	-139.00
9. 營業支出	9. Operating expenses	781,575	788,591	-0.89
10. 營業收入與開支比率	10. Cost-to-income ratio	54.20%	59.62%	-9.09
11. 貸款減值準備 - 減值撥備(淨額)	11. Impairment allowances on loans and advances - net allowances (amounts reversed)	35,237	(65,228)	-154.02
12. 客戶貸款總額	12. Total loans and advances to customers	45,120,214	39,192,189	+15.13
13. 減值貸款比率	13. Impaired loan ratio	0.04%	0.06%	-33.33
14. 貸款減值撥備覆蓋率	14. Provision coverage of impaired loans and advances	1,089.83%	779.36%	+39.84
15. 經重組貸款比率	15. Rescheduled loan ratio	0.58%	0.54%	+7.41
16. 客戶存款總額	16. Total customer deposits	71,164,904	67,508,748	+5.42
17. 貸款對存款比率	17. Loan-to-deposit ratio	57.25%	52.53%	+8.99
18. 資產總額	18. Total assets	85,188,087	80,755,365	+5.49
19. 每股資產淨值 (未扣除末期股息前)	19. Net asset value per share (before final dividend)	港幣 HK\$ 17.77	港幣 HK\$ 16.95	+4.85
20. 總資本比率	20. Total capital ratio	14.57%	15.34%	-5.02
			(資本充足比率) (Capital adequacy ratio)	
21. 普通股權 一級資本比率	21. Common Equity Tier 1 capital ratio	10.82%	10.57%	+2.37
			(核心資本比率) (Core capital ratio)	
22. 平均流動資金比率	22. Average liquidity ratio	41.70%	44.91%	-7.15



## 主要財務數據分析

按綜合方式計算，於二零一三年財政年度，未計算減值準備之淨營運溢利為港幣 6.6 億元，按年改善 23.6%。由於總資產增加 5.5% 及淨息差按年擴闊 16 個基點至 1.26%，淨利息收入較上年度增加 21.2% 至港幣 10.14 億元。淨息差由二零一三年上半年之 1.19% 改善至二零一三年下半年之 1.34%。淨息差增加乃由於貸款增長及因應市場情況減少客戶存款之利息開支所致。

淨費用及佣金收入上升 10.9% 至港幣 2.1 億元，主要由於證券買賣業務佣金收入改善所致。按公平值列入損益賬之金融工具重估由上年度淨溢利港幣 5,700 萬元扭轉為本年度淨虧損港幣 2,200 萬元。有關虧損包括外匯遠期交易合約估值虧損港幣 2,700 萬元，應與列入其他營運收入之外匯交易合約港幣 1.04 億元所得淨外匯收益及淨溢利抵銷。本銀行訂立該等交易合約，以管理流動資金及來自客戶存款的餘裕資金。

另一方面，營業支出與去年相若，人事總費用上升 2.13%。本年度貸款減值準備淨支出為港幣 3,500 萬元，而上年度則為淨回撥港幣 6,500 萬元。

股東應佔溢利為港幣 5.57 億元，較上年度增加 2.59%，折算每股盈利港幣 1.28 元，股東資金回報率為 7.40%。

## Analysis of Key Financial Data

For the financial year of 2013, on a consolidated basis, net operating profit before impairment amounted to HK\$660 million and showed an improvement of 23.6% year on year. Net interest income at HK\$1,014 million was 21.2% higher than last year as total assets increased by 5.5% and net interest margin widened 16 basis points year on year to 1.26%. Net interest margin improved from 1.19% in the first half of 2013 to 1.34% in the second half of 2013. The increase in net interest margin was attributable to the growth in loans and advances and a reduction in interest expenses on customer deposits in line with the market.

Net fee and commission income rose 10.9% to HK\$210 million mainly because of the improvement in commission income from securities dealings. Revaluation of financial instruments at fair value through profit or loss turned from net gains of HK\$57 million in the year before to net losses of HK\$22 million this year. Such losses included revaluation losses on foreign currency forward contracts of HK\$27 million which should be offset by net exchange gains and net gains from foreign currency contracts of HK\$104 million included under other operating income. The Bank entered into these contracts to manage liquidity and surplus funds from customer deposits.

On the other fronts, operating expenses were similar to last year with total staff costs increased by 2.13%. Net impairment allowances on loans and advances were a charge of HK\$35 million this year, as compared to a net reversal of HK\$65 million last year.

Profit attributable to shareholders amounted to HK\$557 million, as increase of 2.59% over that for the year before, translating into earnings of HK\$1.28 per share and return on equity of 7.40%

## 主席報告書 CHAIRMAN'S STATEMENT

客戶貸款總額增加 15.13% 至港幣 451.2 億元，其中用於香港之貸款增加 7.8%、貿易融資增加 163.7%，而用於香港以外之貸款按年增加 25.3%。因審慎管理信貸風險，貸款資產質素持續上升，減值貸款比率為 0.04%，貸款減值撥備覆蓋率為 1,089.83%，而經重組貸款比率為 0.58%。客戶存款總額增加 5.4% 至港幣 711.65 億元。由於貸款增長高於存款增長，貸款對存款比率由二零一二年十二月之 52.53% 上升至二零一三年十二月之 57.25%。

隨著二零一三年上半年出售結構性產品及大部分可換股債券被贖回或到期，按公平值列賬之債券投資大幅減少。然而，可供出售之證券投資按年增加 28.7% 至港幣 54.33 億元，該等投資主要是在香港聯合交易所上市的大型企業擔保或發行的優先債券。

總資本比率因客戶貸款增加而由二零一二年十二月之 15.34% 下降 5.02% 至二零一三年十二月之 14.57%；一級資本比率為 10.82%；普通股權一級資本比率為 10.82%。總資產增加 5.5% 至港幣 851.88 億元。本銀行於二零一三年十二月三十一日之每股資產淨值（未扣除二零一三年末期現金股息）為港幣 17.77 元。總賬面淨值港幣 2.69 億元之創興銀行中心之租賃及物業權益，於二零一四年二月十九日按港幣 22.3 億元代價售予廖創興企業有限公司之交易完成後，即改列為持作出售資產。

總括而言，本銀行之核心業務及整體財政狀況穩健、整體資產質素優良、減值貸款比率低、準備覆蓋率高，而資本充足比率及流動資金比率均遠高於相關法定要求。

Total loans and advances to customers increased by 15.13% to HK\$45,120 million, with loans for use in Hong Kong increased by 7.8%, trade finance increased by 163.7% and loans for use outside Hong Kong increased by 25.3% year on year. With careful management on the exposure to credit risk, asset quality of loans and advances continued to improve with impaired loan ratio at 0.04%, provision coverage of impaired loans and advances at 1,089.83%, and rescheduled loan ratio at 0.58%. Total customer deposits increased by 5.4% to HK\$71,165 million. As loan growth exceeded deposit growth, loan-to-deposit ratio increased from 52.53% in December 2012 to 57.25% in December 2013.

Investments in debt securities designated at fair value dropped significantly after the structured products were sold and most of the convertible bonds were called or matured in the first half of 2013. However, investments in available-for-sale securities rose by 28.7% year on year to HK\$5,433 million and such investments were mainly in senior debt securities guaranteed or issued by large corporate entities which are listed on the Stock Exchange of Hong Kong.

Total capital ratio decreased by 5.02% from 15.34% in December 2012 to 14.57% in December 2013 after the growth in loans and advances to customers, the Tier 1 capital ratio was at 10.82% and the Common Equity Tier 1 capital ratio was also at 10.82%. Total assets increased by 5.5% to HK\$85,188 million. The Bank's net asset value per share (before the payment of the final cash dividend for 2013) was HK\$17.77 as of 31 December 2013. The total net book value for leasehold and buildings of Chong Hing Bank Centre of HK\$269 million was reclassified as assets held for sale as the disposal to Liu Chong Hing Investment Limited at a consideration of HK\$2,230 million was completed on 19 February 2014.

All in all, the Bank's core business lines and overall financial health are strong and sound, overall asset quality good, impaired loan ratio low, provision coverage high, and capital adequacy and liquidity ratios well above the relevant statutory requirements.

# 主席報告書

## CHAIRMAN'S STATEMENT

### 股息

董事會認為應審慎維護本銀行資本，以更有效地符合《巴塞爾協定三》之新規定。就此，董事會建議派發截至二零一三年財政年度末期現金股息每股港幣0.33元（二零一二年末期現金股息：每股港幣0.35元），予二零一四年五月二十日（星期二）辦公時間結束時已登記於股東名冊內之股東，連同二零一三年九月二十六日已派發之中期現金股息每股港幣0.14元（二零一二年中期現金股息：每股港幣0.11元），全年合計派息每股港幣0.47元（二零一二年全年合計派息：每股港幣0.46元）。

按此報告書下文所述，隨著創興銀行中心之轉讓於二零一四年二月十九日完成，特別中期現金股息每股港幣4.5195元已於二零一四年二月二十日派發。

### 業務回顧

#### 企業及零售銀行

##### 貸存業務

隨著香港政府推出進一步樓市監控措施之影響，物業交投持續放緩，惟本銀行於二零一三年之住宅按揭放款宗數及金額均較去年同期錄得合理升幅。是年度存款業務持續增長，本銀行致力維繫現有核心中小存款客戶群，利用零售分行網絡建立穩定及長期之存款來源，以配合業務發展需要。此外，本銀行亦把握現時人民幣產品發展機遇，令人民幣存款顯著增長，整體客戶基礎得以擴大。零售信貸業務方面，本銀行積極發展並強化銷售渠道，收入與業務量按年錄得雙位數字增長。

### Dividend

Your board has considered that it is prudent to preserve the Bank's capital so as to better satisfy the new requirements under "Basel III". As such, your board has recommended paying the final cash dividend of HK\$0.33 per share for the financial year of 2013 (2012 final cash dividend: HK\$0.35 per share) to shareholders whose names appear in the Register of Members at the close of business on Tuesday, 20 May 2014. Total dividends for the financial year of 2013, including the interim cash dividend of HK\$0.14 per share paid on 26 September 2013 (2012 interim cash dividend: HK\$0.11 per share), amounted to HK\$0.47 per share (2012 total dividends: HK\$0.46 per share).

A special interim cash dividend of HK\$4.5195 per share was paid on 20 February 2014 following the completion of the transfer of Chong Hing Bank Centre on 19 February 2014 referred to below in this statement.

### Business Review

#### Corporate and Retail Banking

##### Loan and Deposit Business

The property market remained sluggish as a result of tightened property regulations implemented by the Hong Kong Government. Nevertheless, the Bank's residential mortgage loans recorded reasonable growth in both the number of cases and the loan amounts in 2013 compared with those of the same period last year. Deposit business continued to grow throughout the year. With efforts devoted to consolidating its clientele of small and medium-sized customers, the Bank has established a stable and sustained stream of deposit through its retail branch network to facilitate business development. Moreover, the Bank also capitalised on the development opportunities of Renminbi products and attained a substantial growth in both Renminbi deposits and overall clientele. In respect of retail loan business, the Bank achieved double digit growth year-on-year in income and business volume through active pursuit of development and strengthening of its distribution channels.

## 主席報告書 CHAIRMAN'S STATEMENT

在銀行積極擴充客戶群及調整息率之策略下，本銀行企業貸款之利息收入、非利息收入及淨息差均較去年同期錄得明顯增長；而企業貸款總額亦繼續上升。本銀行繼早前參與香港政府信貸保證計劃，現亦全力支持由香港按揭證券有限公司推出之「中小企融資擔保計劃」，以拓展中小企業客戶基礎。

本銀行秉承與中小企業攜手發展，相輔相成之業務宗旨，五度參選並五度榮膺由香港中小型企業總商會舉辦之「中小企業最佳拍檔獎」，致力為中小企業提供靈活及全方位銀行服務之方針備受業界推崇及肯定。

As a result of our aggressive strategy in expanding clientele and adjusting rates, the Bank's corporate loan business registered substantial growth in terms of interest income, non-interest income and net interest margin compared with those of the same period last year. Total volume of corporate loans also continued to increase. Further to supporting the Hong Kong Government's Loan Guarantee Scheme for the small and medium-sized enterprises ("SME"), the Bank also actively participated in the "SME Financing Guarantee Scheme" of the Hong Kong Mortgage Corporation Limited to enlarge its SME client base.

With a mission to work with SMEs to attain mutual growth, the Bank is committed to providing SMEs with flexible, one-stop banking services. The Bank's SME services were highly recognised by the industry, as it entered the nomination for, and received, the "Best SME's Partner Award" from the Hong Kong General Chamber of Small and Medium Business for the fifth time.



本銀行於二零一三年第五度榮膺由香港中小型企業總商會舉辦之「中小企業最佳拍檔獎」。  
In 2013, the Bank received the "Best SME's Partner Award" from the Hong Kong General Chamber of Small and Medium Business for the fifth time.

本銀行以審慎貸款原則，一直致力支持本地企業。為擴展客戶群，本銀行除積極協助具發展實力之國內公司來港開拓業務，亦支援本銀行客戶發展其國內業務，並加強提供貿易融資、跨境人民幣等服務，以及積極推廣財富管理服务，共同拓展商機。

Maintaining a prudent lending approach, the Bank has been a strong supporter of local enterprises. With the aim of expanding its clientele, the Bank helped mainland companies establish their businesses in Hong Kong while also providing trade finance and cross-border Renminbi services to local customers in support of their business development in the Mainland. Meanwhile, active promotion of wealth management services has been implemented to explore mutual business opportunities.

## 主席報告書 CHAIRMAN'S STATEMENT

### 卡業務

二零一三年，本銀行信用卡業務包括信用卡發卡量、簽賬金額，應收賬款及商戶收單業務均較去年同期錄得增長；而整體商戶收單業務更按年錄得雙位數字升幅，其中銀聯卡收單業務增長強勁，較去年同期升逾三成。

本銀行於二零一三年繼續推出「雙卡行」推廣計劃，反應熱烈，客戶同時申請銀聯雙幣信用卡及其他品牌之創興信用卡，可享有更豐富禮品。

本銀行將繼續拓展信用卡及商戶收單業務，以維持良好之業務增長。

### 財富管理業務

零售投資服務方面，本銀行於二零一三年繼續致力優化銷售程序以提升理財服務質素，年內基金銷售額較去年同期錄得不俗增長。預期本銀行將推出更多切合市場需要之投資產品，如人民幣相關投資產品，並計劃開發其他銷售渠道，讓財富管理業務繼續穩步發展。

私人投資服務方面，本銀行於二零一三年七月增設卓越及私人銀行部，冀能進一步為高端客戶群提供貼身投資服務。此外，本銀行亦繼續拓展「資本投資者入境計劃」賬戶服務，為有意以資本投資移民香港之人士提供一站式投資及資產申報服務。隨著投資理財產品之多元化，期望能為本銀行之財富管理業務開拓更多收入來源。

### Card Business

For 2013, the Bank's credit card business recorded growth in the number of credit cards issued, spending amount, accounts receivable and merchant-billed turnover compared with those of the same period last year. Overall merchant-billed turnover registered double-digit year-on-year growth. In particular, the turnover for UnionPay cards alone attained a remarkable growth of over 30%.

The Bank continued its well-received "Dual Card Program" in 2013. Under the program, customers were rewarded with fabulous treats upon successful application for UnionPay Dual Currency Credit Card together with any other Chong Hing credit card.

To maintain its strong business growth, the Bank will continue to develop its credit card and merchant acquiring businesses.

### Wealth Management Business

On the retail investment business front, the Bank continued to streamline the sales process and enhance the quality of its financial services in 2013. During the year, solid growth was recorded in fund sales compared with that of the same period last year. The Bank intends to offer more investment products that caters for market demand, such as Renminbi-related investment products, and to explore other distribution channels to support the sustained growth of its wealth management business.

On the private investment services front, the Premium and Private Banking Department was established in July 2013 to provide better personalised investment services to high-end customers. Furthermore, the Bank continued to develop its account service with one-stop investment and asset filing services, providing assistance to individuals intending to enter Hong Kong for residence via the "Capital Investment Entrant Scheme". The development of well-diversified product portfolio is expected to expand the income stream of the Bank's wealth management business.

### 中國業務

本銀行擬申請將現有廣州及上海代表處升格為分行，為香港客戶於國內提供財務支援。二零一三年九月，本銀行獲批「人民幣合格境外機構投資者」資格，為香港客戶提供進入國內投資市場良機。

本銀行將繼續於原有跨境人民幣結算業務基礎上，開發新產品，以迎合市場對人民幣產品之需要。

### 財資業務

本銀行於二零一三年之財資業務仍然以貨幣市場操作，外匯服務及債務證券投資為主。秉承本銀行一貫宗旨，所有業務均在審慎之風險管理下進行。

在聯儲局減少資產購買規模之預期下，美元兌主要貨幣普遍呈現強勢。客戶減少對其他貨幣之需求導致本銀行整體外匯業務較去年同期有所下跌。另一方面，於預期人民幣持續升值之帶動下，是年度本銀行人民幣外匯交易總額較上年度增長 33%。

貨幣市場操作仍以提供本銀行流動資金及協助管理淨息差為主。除正常之同業市場拆放外，本銀行亦經常利用外匯資金掉期及回購協議作為資金管理工具。由於多了工具上之運用，本銀行之法定流動資金比率表現相對平穩。而本銀行之淨息差亦於其他業務之帶動下相對回升。

債務證券投資方面，由於受美國減少資產購買規模之預期及各監管機構將對流動資金監控之影響，本銀行於二零一三年以企業債券為主要之投資對象。

### China Business

The Bank is planning to upgrade its current Guangzhou and Shanghai representative offices to branches, so as to provide banking support to Hong Kong customers in the Mainland. In September 2013, the Bank attained the qualification of "Renminbi Qualified Foreign Institutional Investor", opening up investment opportunities in the Mainland market for Hong Kong customers.

Building on the existing cross-border Renminbi clearing services, the Bank will further roll out new Renminbi products in line with market demand.

### Treasury Activities

In 2013, treasury activities of the Bank continued to comprise mainly of money market operations, foreign exchange services and investments in debt securities. In line with the usual practice of the Bank, all these activities were carried out under prudent risk management.

In anticipation of asset purchase cut by the FRB, US dollar remained strong against major currencies. Overall foreign exchange services recorded a drop compared with those of the same period last year, attributable to a decrease in customers' demand for other currencies. On the other hand, as the appreciation of Renminbi was expected to continue, Renminbi foreign exchange service attained a growth of 33% in transaction volume compared with that of the previous year.

Money market operations continued mainly to provide the Bank with liquidity and facilitate the management of net interest margin. In addition to normal interbank market transactions, foreign currency funding swaps and repurchase agreements were also employed by the Bank for liquidity management. With such diversification of instruments, the Bank's statutory liquidity ratio remained relatively stable. On the other hand, net interest margin rebounded as a result of development in other businesses.

In respect of debt securities investment, the Bank mainly invested in corporate bonds during 2013 in light of the anticipated reduction in asset purchases in the US and liquidity requirements to be imposed by the regulators.

# 主席報告書

## CHAIRMAN'S STATEMENT

### 其他相關業務

#### 證券業務

二零一三年，環球投資市場主要於美國退市陰霾中波動，港股亦於眾多不明朗之因素中反覆造好，大市平均成交較二零一二年略有增長。本銀行全資附屬公司創興證券有限公司不斷提升營運效率及服務質素，營業額及稅前盈利均較去年同期錄得雙位數字之理想增長，而智能手機網上證券買賣服務之交易宗數及金額之增長率更分別超逾 34% 及 62%，表現令人滿意。

#### 保險業務

本銀行全資附屬公司創興保險有限公司（「創興保險」）於二零一三年之全年營業額較去年同期錄得相當增長，創興保險將秉承本銀行穩健中求進取之態度，透過不同渠道，繼續致力拓展商企保險及個人保險業務，亦會與時並進提高服務質素，創造更佳業績。

### 企業責任

為貫徹「社區銀行」之宗旨，以及為地區社群提供全面、優質之銀行服務，本銀行致力增強服務網絡，二零一三年九月於屯門安定商場增設自助理財服務中心，為區內居民提供更便利之自助銀行服務。本銀行除位於中環之總行外，本地分行數目為五十一間。

### Other Related Businesses

#### Securities Business

For 2013, the global investment market was turbulent as the US exit plan looms. The Hong Kong stock market zigzagged upwards amid various uncertainties, registering a slight increase in average turnover compared with that in 2012. As a result of constant improvement in operation efficiency and service quality, Chong Hing Securities Limited, a wholly-owned subsidiary of the Bank, recorded satisfactory double-digit growth in turnover and profit before tax compared with those of the same period last year. In particular, the mobile securities trading service attained a satisfactory growth of over 34% and 62% in the volume and the amount of transaction respectively.

#### Insurance Business

Chong Hing Insurance Company Limited (“Chong Hing Insurance”), a wholly-owned subsidiary of the Bank, recorded a moderate increase in turnover compared with that of the same period last year. Maintaining the Bank’s prudent approach of development, Chong Hing Insurance will continue to strive for better results by expanding its corporate and personal insurance business on various fronts with enhanced service quality.

### Corporate Responsibility

In order to practise the preaching of serving as a “community bank” and provide a comprehensive range of high quality banking services to the local community, the Bank strived to strengthen its service network. In September 2013, a self-service banking centre was set up at On Ting Shopping Centre in Tuen Mun, providing the neighbourhood with a more convenient self-service banking channel. Apart from the head office in Central, the Bank now has a total of 51 local branches.



二零一三年九月，本銀行於屯門安定商場增設自助理財服務中心。

In September 2013, the Bank set up a self-service banking centre in On Ting Shopping Centre in Tuen Mun.



本銀行於二零一三年再度資助基督教恩苗東九龍幼稚園，並與該校合辦英語活動日。

In 2013, the Bank made a further donation to Gracefield East Kowloon Christian Kindergarten and co-organised an English activity day for the kindergarteners.

作為關懷社區之機構，本銀行參與各項支持改善社區生活及推動文化藝術之活動。本銀行於二零一三年再度資助基督教恩苗東九龍幼稚園，該教育捐助乃向低收入、單親或其他有需要之家庭提供優質之幼兒教育。與此同時，本銀行亦贊助多項中西文化藝術交流盛會，包括「2013 倫敦大師傑作展 - 香港館」，「2013 典亞藝博」及香港中樂團音樂會「千年之聲·鐘樂蘇鳴」。此外，本銀行積極參與及支持其他慈善團體之公益活動，並於二零一三年第六度榮獲香港社會服務聯會嘉許「商界展關懷」標誌。

As a caring institution serving the community, the Bank takes part in various social improvement and cultural and arts activities. In 2013, the Bank made a further donation to Gracefield East Kowloon Christian Kindergarten, which provides quality education for children from low-income, single-parent or other needy families. Meanwhile, the Bank also sponsored a number of arts and cultural exchange activities, including “Masterpiece London 2013 - Hong Kong Pavilion”, “Fine Art Asia 2013” and “Chiming Notes that Resonate through Two Millennia” Concert of the Hong Kong Chinese Orchestra. In addition, the Bank also actively participated in and supported activities of other charitable organisations. The Bank was awarded the “Caring Company” logo by the Hong Kong Council of Social Service for the sixth year in 2013.



本銀行於二零一三年贊助多項中西文化藝術交流盛會，包括「2013 典亞藝博」及香港中樂團音樂會「千年之聲·鐘樂蘇鳴」。

In 2013, the Bank sponsored a number of arts and cultural exchange activities, including “Fine Art Asia 2013” and “Chiming Notes that Resonate through Two Millennia” Concert of the Hong Kong Chinese Orchestra.





### 金融服務殊榮

二零一三年三月，本銀行連續第五年榮獲紐約梅隆銀行頒贈「清算直通處理付款格式卓越獎」，獲獎指標為本銀行之超卓清算報文標準化，以及美元報文由電腦全自動清算而不需經由人手修正程序直接付款高達95%以上，服務備受肯定。

### Financial Services Award

In March 2013, the Bank received the “Straight Through Processing (“STP”) Award” from the Bank of New York Mellon for the fifth consecutive year. The award recognised the Bank’s outstanding performance in payment formatting and a high STP rate of over 95% in fully-automated USD payment processing without manual intervention.



本銀行於二零一三年三月連續第五年榮獲紐約梅隆銀行頒贈「清算直通處理付款格式卓越獎」。  
In March 2013, the Bank received the “Straight Through Processing (STP) Award” from the Bank of New York Mellon for the fifth consecutive year.

### 企業管治

本銀行充份明白符合相關法規和監管機構規定，以及維持良好企業管治水平對本銀行之營運效能及效率極為重要。因此，本銀行已投入不少資源，並採取及執行相關措施，確保符合相關法規和監管機構規定，以及維持高水平的企業管治常規。

### Corporate Governance

The Bank is well aware that complying with the relevant statutory and regulatory requirements and maintaining good corporate governance standards are imperative to the effective and efficient operation of the Bank. The Bank has, therefore, deployed considerable resources, as well as adopted and implemented relevant measures, to ensure that the relevant statutory and regulatory requirements are complied with and that a high standard of corporate governance practices is maintained.

## 經濟展望

美國量化寬鬆貨幣政策開始轉向，反映聯儲局對其經濟持續改善之信心，有利全球經濟長遠發展。儘管如此，美國經濟復甦仍然遠未達到，退市情況仍須按其經濟數據表現決定，再加上歐元區及日本續推寬鬆貨幣措施，環球經濟形勢依然潛藏著不少不明朗因素。

面對資金流向逆轉風險，香港政府一直致力維持穩健之金融系統，並積極強化與內地經濟聯繫。二零一三年八月，香港政府及中央政府簽訂《內地與香港關於建立更緊密經貿關係的安排》（「安排」）之《補充協議十》，為落實《安排》以來涵蓋最多措施之補充協議。金融方面，放寬成立合資證券及基金管理公司之規定，並研究兩地基金產品互認安排，提升香港作為國際資產管理中心之地位。再者，是年度中央政府財政部連續第五年於香港發行人民幣國債，發行總值為人民幣二百三十億元，為中央政府於香港發行人民幣國債常規化及作為長期制度之體現，更鞏固香港作為人民幣離岸中心之地位。

## Economic Outlook

Changes in the quantitative easing monetary measures of the US reflected the FRB's confidence in continued economic improvement, which will be conducive to the long-term development of the global economy. Nevertheless, there is a long way to recovery for the US and its exit plan will hinge on the performance of its economic indicators. In addition, the Eurozone and Japan continued to implement quantitative easing monetary measures. Overall, there are still uncertainties looming over the global economy.

Against the risk of a reversal in capital flow, the Hong Kong Government strived continuously to maintain the stability of the financial system and strengthened economic ties with the Mainland. In August 2013, the Hong Kong Government and the Central Government entered into Supplement X to the Mainland and Hong Kong Closer Economic Partnership Arrangement ("CEPA"), containing the greatest number of measures since CEPA was signed. On the financial front, there will be deregulation on setting up joint venture securities and fund management companies. Mutual recognition of fund products between the Mainland and Hong Kong will also be explored, consolidating Hong Kong's role as an international asset management centre. Furthermore, the Central Government issued a total of \$23 billion Renminbi sovereign bonds in Hong Kong. The successive bond issues for five years in a row reflected the Central Government's intention of establishing this as a long-term routine practice, further strengthening the development of Hong Kong as an offshore Renminbi business centre.

## 主席報告書 CHAIRMAN'S STATEMENT

展望未來，憑藉中央政府給予之政策支持，加上國家經濟轉型之新機遇，香港作為一個國際化之金融中心及商業樞紐，將透過內地全面深化改革取得經濟發展動力，同時發揮兩地經濟優勢互補之合作精神，共同拓展國際貿易投資商機。隨著《內地與香港關於建立更緊密經貿關係的安排》之深入實施，香港與內地經貿關係往來日益緊密，而對兩地銀行之跨境金融服務需求亦更殷切。加上內地未來將繼續推動人民幣國際化，香港在先行優勢下於人民幣結算的貿易融資、迎接內地的直接跨境投資、發展人民幣相關投資產品或其他金融業務的發展上仍有莫大發展空間。本銀行定必把握當前契機，進一步開拓中港兩地之跨境金融服務及人民幣相關投資產品，讓整體業務發展更深更廣。

### 收購本銀行股份

二零一三年十月二十五日，本銀行合資格股東接獲越秀金融控股有限公司（「越秀金融」）之收購要約，提出按每股港幣 35.69 元之要約價向合資格之本銀行股東收購最多 326,250,000 股本銀行股份，佔已發行股本 75%。與此同時，本銀行與廖創興企業有限公司（「廖創興企業」）就位於中環之銀行總部物業創興銀行中心（「相關物業」）達成轉讓及租賃協議。按有關協議，本銀行會以港幣 22.3 億元將相關物業轉讓予廖創興企業，而廖創興企業會把相關物業地下及其他 18 層樓層租賃給本銀行，為期五年，而本銀行亦享有再將租賃續展五年的選擇權。該物業轉讓已於二零一四年二月十九日完成及本銀行將轉讓之收益減去物業截至二零一三年六月三十日的未經審計賬面價值（該等未經審計賬面價值約港幣 2.64 億元）以中期特別股息形式，於二零一四年二月二十日向本銀行股東派發每股港幣 4.5195 元現金。

Looking forward, Hong Kong will benefit from the policy support of the Central Government and opportunities emerging from the economic transition of the Mainland. As an international financial centre and business hub, Hong Kong will ride on the deepening reforms in the Mainland and explore international trade and investment opportunities with partners across the border in the spirit of achieving win-win cooperation. As the furtherance of the Mainland and Hong Kong Closer Economic Partnership Arrangement continued to foster a closer economic relationship across the border, banks in the two regions are facing increasing demand for cross-border financial services. Moreover, the internationalisation of Renminbi is expected to continue. In light of this, Hong Kong is well positioned to capitalise on its first-mover advantage in the development of Renminbi trade finance, cross-border direct investment from the Mainland as well as Renminbi-related investment products or other financial services. Capitalising on such opportunities, the Bank will endeavour to further expand its cross-border financial services and Renminbi-related investment products, so as to deepen and widen its overall business development.

### Acquisition of Shares of the Bank

On 25 October 2013, qualifying shareholders of the Bank received an acquisition offer from Yuexiu Financial Holdings Limited (“Yuexiu Financial”) for a maximum of 326,250,000 shares of the Bank (representing 75% of its shares in issue) at an offer price of HK\$35.69 per share. At the same time, the Bank and Liu Chong Hing Investment Limited (“LCHI”) entered into an agreement in respect of the transfer and the lease of Chong Hing Bank Centre (the “Property”), the Bank’s head office building in Central, pursuant to which agreement the Property would be transferred by the Bank to LCHI at HK\$2,230 million, and the ground floor and 18 other floors of the Property would be leased by LCHI to the Bank for a term of five years with the option for the Bank to renew the lease for a further term of five years. The transfer of the Property was completed on 19 February 2014 and the Bank distributed the proceeds of the transfer less the unaudited carrying value of the Property as at 30 June 2013 (such unaudited carrying value being approximately HK\$264 million) to its shareholders by way of a special interim dividend of HK\$4.5195 per share in cash on 20 February 2014.

## 主席報告書 CHAIRMAN'S STATEMENT

於二零一四年一月八日，香港金融管理局根據《銀行業條例》批准廣州越秀集團有限公司（「廣州越秀集團」）、越秀企業（集團）有限公司（「越秀企業」）及越秀金融（統稱「越秀」）各自成為本銀行及其全資擁有之持牌接受存款公司創興財務有限公司（「創興財務」）之大股東控權人。越秀金融為越秀企業之全資附屬公司。越秀企業為廣州越秀集團之全資附屬公司。廣州越秀集團為一家在中國註冊成立、由廣州市政府實益全資擁有之國有有限責任公司。及至二零一四年二月十四日越秀完成收購本銀行已發行股本 75% 之控制性股權。越秀於當日成為《銀行業條例》下本銀行及創興財務之大股東控權人。

Approval was granted by the Hong Kong Monetary Authority on 8 January 2014 for each of 廣州越秀集團有限公司 (Guangzhou Yue Xiu Holdings Limited) (“Guangzhou Yue Xiu Holdings”), Yue Xiu Enterprises (Holdings) Limited (“Yue Xiu Enterprises”) and Yuexiu Financial (collectively “Yue Xiu”) to become a majority shareholder controller of the Bank and its wholly-owned deposit-taking company Chong Hing Finance Limited (“CH Finance”) under the Banking Ordinance. Yuexiu Financial is a wholly-owned subsidiary of Yue Xiu Enterprises. Yue Xiu Enterprises is a wholly-owned subsidiary of Guangzhou Yue Xiu Holdings, which is a State-owned limited liability company incorporated in the People’s Republic of China (“PRC”) beneficially wholly-owned by the Guangzhou Municipal People’s Government of the PRC. The acquisition by Yue Xiu of a controlling shareholding interest in the Bank, amounting to 75% of the Bank’s issued share capital, was settled on 14 February 2014, upon which Yue Xiu became a majority shareholder controller of the Bank and CH Finance under the Banking Ordinance.



越秀集團及廖創興集團於二零一三年十月二十七日舉行收購創興銀行簽約儀式。

*The Signing Ceremony in respect of the Acquisition of Chong Hing Bank held between Yuexiu Group and Liu Chong Hing Group on 27 October 2013.*

## 主席報告書 CHAIRMAN'S STATEMENT

### 董事會及高層管理成員變動

鑑於完成有關收購要約，廖烈武博士（主席）、廖烈智先生（副主席兼董事總經理）及廖俊寧先生辭任常務董事；何家樂先生、堀越秀一先生、廖坤城先生及孟慶惠先生辭任非常務董事；陳有慶博士及范華達先生辭任獨立非常務董事，全部均於二零一四年二月十四日生效。

此外，張招興先生獲委任為主席及非常務董事，梁高美懿女士獲委任為副主席，董事總經理及常務董事、朱春秀、王慧慧及李鋒諸位先生獲委任為非常務董事，以及李家麟先生獲委任為獨立非常務董事，全部均於二零一四年二月十四日生效。

### 謹致謝忱

隨著越秀成為本銀行之控股股東，憑藉共享雙方資源優勢，預料將深化穗港兩地金融合作，並預計本銀行將不斷壯大，業務拓展至珠三角地區，打造更優越之發展前景。

越秀集團與創興銀行之整合將發揮內外聯動的優勢，於保持創興銀行本地客戶資源基本穩定的基礎上，發揮雙方於客戶、網點、人力資源及業務拓展之協同效應。在完成收購後，越秀集團會進一步完善其治理結構和管治機制，提高銀行效率和生產力，並向國際化銀行集團方向轉型，借助越秀在內地的龐大網絡，加速拓展內地業務。本人對新任董事會寄予信任，新任董事會將保持創興銀行穩健的經營理念，相信新成員將分享其實貴之經營卓見，並同時引進新發展思維，與極富本地銀行業經驗之原有管理層磨合，並和本銀行之專業團隊同心合力實踐越秀集團商業策略，透過資源共享及互補優勢，開拓更多元化之業務，達致綜合化經營的雙贏效果。

### Board and Senior Management Changes

In light of the completion of the acquisition offer in question, Dr Liu Lit Mo (Chairman), Mr Liu Lit Chi (Deputy Chairman and Managing Director) and Mr Wilfred Chun Ning Liu resigned as Executive Directors, Mr He Jiale, Mr Hidekazu Horikoshi, Mr Christopher Kwun Shing Liu and Mr Meng Qinghui resigned as Non-executive Directors and Dr Robin Yau Hing Chan and Mr Timothy George Freshwater resigned as Independent Non-executive Directors, all with effect on 14 February 2014.

Moreover, Mr Zhang Zhaoxing was appointed Chairman and Non-executive Director, Mrs Leung Ko May Yee Margaret was appointed Deputy Chairman, Managing Director and Executive Director, and Mr Zhu Chunxiu, Mr Wang Shuhui and Mr Li Feng were appointed Non-executive Directors, and Mr Lee Ka Lun was appointed Independent Non-executive Director, all with effect on 14 February 2014.

### Sincere Acknowledgements

With Yue Xiu as the Bank's controlling shareholder, it is anticipated that there will be more cross-border financial cooperation between Guangzhou and Hong Kong as we complement each other in strengths and resources. It is also anticipated that the Bank will continue to strive for expansion into the Pearl River Delta area with a better prospect for further development.

The amalgamation between the Yuexiu Group and the Bank brings about a beneficial alliance across the border, creating synergy in terms of clientele, networking, human resource and business development while maintaining a stable local client base for the Bank. Upon completion of the acquisition, the Yuexiu Group will strengthen its management framework and governance structure with the aim of enhancing the Bank's operational efficiency and productivity in pursuit of transformation into an international banking group. In addition, the Bank will tap into the extensive network of the Yuexiu Group and further boost its business development in the Mainland. I have strong faith in the new Board of Directors, which is expected to uphold the prudent philosophy of the Bank. Apart from lending invaluable insights and introducing new ideas to the Board, the new members of the Board are expected to establish a close cooperation with members of the incumbent management team, who are well-experienced in local banking operations. They will work hand in hand with the Bank's professional staff members in executing the business strategy of the Yuexiu Group, capitalising on the shared resources and complementary strengths to pursue further diversification and achieve maximum benefit from the integration of operations.

## 主席報告書 CHAIRMAN'S STATEMENT

本人謹在此對本銀行董事會各成員，以及隨著越秀完成是次股份收購行動而剛退任之董事會成員，所作出之寶貴貢獻及善用籌策致以最衷心謝意，同時本人謹代表董事會全人，感謝管理層及每位員工竭誠服務之精神及其卓越之表現。本人期待繼續與董事會各成員、管理層及每位員工，上下一心，群策群力，繼續維持本銀行一向穩健之公司管治理念，創造更亮麗業績，以答謝各位股東及客戶給予長期之信任與支持。

承董事會命  
**張招興**  
主席

二零一四年二月二十六日

I would like to express my sincerest appreciation to my fellow directors, as well as those who have recently stepped down following the completion of this share acquisition exercise by Yue Xiu, for their valuable contributions and wise stewardship. On behalf of your board, I would also like to express my heartfelt gratitude to our management and staff members for their commitment and dedication. I look forward to continue collaborating with my fellow directors, as well as our management and staff members, with an eye to achieving better results while continuing to maintain a prudent management approach in appreciation of the continued trust and support of our shareholders and customers.

By Order of the Board  
**Zhang Zhaoxing**  
Chairman

26 February 2014

# 董事會報告書

## DIRECTORS' REPORT

董事會同寅現謹提呈截至二零一三年十二月三十一日止年度之年報及已審核之綜合財務報表。

### 主要業務

本銀行之主要業務為從事銀行業及有關之金融服務。各主要附屬公司之主要業務詳列於綜合財務報表之附註第 23 項。

### 業務範圍

本集團營業總收入（扣除利息支出、費用及佣金支出），依據主要業務類別分析及報告如下：

企業及零售銀行  
財資業務  
證券買賣業務  
其他

本集團提供之企業及零售銀行服務包括對客戶提供之借貸、貿易融資、汽車信貸、消費者信貸、透支、強積金服務、定期存款、往來及活期儲蓄戶口、信用卡及個人財富管理服務。本集團亦為客戶提供全面自動化之電話銀行服務及網上銀行服務。其他銀行服務包括匯款、外幣找換、保管箱、自動轉賬及直接付款服務。

財資業務主要包括銀行同業拆借、本集團統一利率風險及流動資金、中央現金管理及外匯業務。來自外匯業務的收入乃源於代客從事外匯交易及遠期合約買賣及源於利用外匯資金掉期合約以管理本銀行之現金活動。

本集團證券買賣活動包括證券交易、股票經紀及期貨經紀。

本集團其他銀行相關服務包括投資控股、保險、其他投資顧問服務及物業投資。

### 主要客戶

董事認為，本集團五位最大客戶所佔是年度本集團利息收入及營業收入總額少於百分之三十。

The directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2013.

### PRINCIPAL ACTIVITIES

The Bank is engaged in the provision of banking and related financial services. The principal activities of its subsidiaries are set out in note 23 to the consolidated financial statements.

### BUSINESS

The Group's total operating income (net of interest expense and fee and commission expense) is analysed and reported by significant business classes as follows:

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Corporate and retail banking	958,280	859,955
Treasury activities	308,624	299,351
Securities dealing business	134,211	118,500
Others	39,339	44,140
	<u>1,440,454</u>	<u>1,321,946</u>

The corporate and retail banking services provided by the Group are principally lending and trade finance facilities, auto financing, consumer financing, overdraft facilities, mandatory provident fund services, provision of fixed deposits, current and savings accounts, credit cards and personal wealth management services. The Group also provides fully automated telephone and internet banking services to its customers. Other banking services offered include remittance and money exchange, safe deposit boxes, autopay and direct debit services.

Treasury activities mainly comprise inter-bank placement and deposit transactions, management of overall interest rate risk and liquidity of the Group, centralised cash management and foreign exchange activities. Income from foreign exchange activities is principally generated from services provided to customers in the form of foreign exchange trading and forward contracts, and from the Bank's cash management activities through foreign currency funding swaps.

Securities dealing activities of the Group include securities trading, stockbroking and futures broking.

Other banking-related services of the Group include investment holding, insurance, other investment advisory services and property investments.

### MAJOR CUSTOMERS

The directors believe that the five largest customers of the Group accounted for less than 30% of the total of interest income and operating income of the Group for the year.

### 業績及撥發

截至二零一三年十二月三十一日止年度本集團之業績詳列於第 81 頁及第 82 頁之綜合損益表及其他全面收益表。

本年度已派發予股東的中期現金股息，每股港幣 0.14 元，合共港幣 60,900,000 元。董事會現建議派發截至二零一三年十二月三十一日止之末期現金股息，每股港幣 0.33 元，合共港幣 143,550,000 元予二零一四年五月二十日已登記於股東名冊之股東，並保留本年度溢利餘額。

### 股本

本銀行股本之變動詳列於綜合財務報表之附註第 33 項內。本銀行之股本於年內未有變動。

### 儲備

本年度內本集團及本銀行儲備之變動分別詳列於第 85 頁至第 86 頁之綜合股東權益轉變表及綜合財務報表之附註第 34 項內。

### 投資物業

本集團之投資物業於二零一三年十二月三十一日進行重估。本年度內重估產生淨溢利為港幣 1,910,000 元，此款項已列入綜合損益表內。有關本集團及本銀行之投資物業詳列於綜合財務報表之附註第 26 項內。

### 物業及設備

有關本集團及本銀行於本年度之物業及設備之變動詳列於綜合財務報表之附註第 27 項內。

### 股份期權計劃

股份期權計劃之詳情列於綜合財務報表之附註第 36 項內。股份期權計劃自採納以來並未授出任何股份期權。

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2013 are set out in the consolidated statement of profit or loss and other comprehensive income on page 81 and 82.

An interim cash dividend of HK\$0.14 per share amounting to HK\$60,900,000 was paid to the shareholders during the year. The directors now recommend the payment of a final cash dividend for the year ended 31 December 2013 of HK\$0.33 per share amounting to HK\$143,550,000 to the shareholders on the register of members on 20 May 2014 and the retention of the remaining profit for the year.

### SHARE CAPITAL

Details of the share capital of the Bank during the year are set out in note 33 to the consolidated financial statements. There was no movement in the Bank's share capital during the year.

### RESERVES

Movements in the reserves of the Group and the Bank during the year are set out in the consolidated statement of changes in equity on pages 85 to 86 and note 34 to the consolidated financial statements, respectively.

### INVESTMENT PROPERTIES

The Group's investment properties were revalued as at 31 December 2013. The net increase in fair value arising on the revaluation, which has been credited directly to the consolidated statement of Profit or Loss, amounted to HK\$1,910,000. Details of the investment properties of the Group and the Bank are set out in note 26 to the consolidated financial statements.

### PROPERTY AND EQUIPMENT

Details of the movements in the property and equipment of the Group and the Bank during the year are set out in note 27 to the consolidated financial statements.

### SHARE OPTION SCHEME

Particulars of the scheme are set out in note 36 to the consolidated financial statements. No options have been granted under the scheme since it was adopted.



# 董事會報告書

## DIRECTORS' REPORT

### 董事

於本年度內及於本報告書發表時，  
本銀行董事為：

#### 常務董事

梁高美懿女士 銀紫荊星章，太平紳士  
(副主席兼董事總經理)  
(於二零一四年二月十四日獲委任)

劉惠民先生  
(行政總裁)

廖鐵城先生  
(副行政總裁)

廖烈武先生 博士，員佐勳章，太平紳士  
(於二零一四年二月十四日辭任)

廖烈智先生  
(於二零一四年二月十四日辭任)

廖俊寧先生  
(於二零一四年二月十四日辭任)

#### 非常務董事

張招興先生  
(主席)  
(於二零一四年二月十四日獲委任)

朱春秀先生  
(於二零一四年二月十四日獲委任)

王恕慧先生  
(於二零一四年二月十四日獲委任)

李 鋒先生  
(於二零一四年二月十四日獲委任)

周卓如先生 銅紫荊星章，太平紳士

何家樂先生  
(於二零一四年二月十四日辭任)

堀越秀一先生  
(於二零一四年二月十四日辭任)

廖坤城先生  
(於二零一四年二月十四日辭任)

孟慶惠先生  
(於二零一四年二月十四日辭任)

### DIRECTORS

The directors of the Bank during the year and up to the date of this report are:

#### Executive Directors

Mrs LEUNG Ko May Yee Margaret, SBS, JP  
(Deputy Chairman and Managing Director)  
(appointed on 14 February 2014)

Mr LAU Wai Man  
(Chief Executive Officer)

Mr Don Tit Shing LIU  
(Deputy Chief Executive Officer)

Mr LIU Lit Mo, LLD, MBE, JP  
(resigned on 14 February 2014)

Mr LIU Lit Chi  
(resigned on 14 February 2014)

Mr Wilfred Chun Ning LIU  
(resigned on 14 February 2014)

#### Non-executive Directors

Mr ZHANG Zhaoxing  
(Chairman)  
(appointed on 14 February 2014)

Mr ZHU Chunxiu  
(appointed on 14 February 2014)

Mr WANG Shuhui  
(appointed on 14 February 2014)

Mr LI Feng  
(appointed on 14 February 2014)

Mr Alfred Cheuk Yu CHOW, BBS, JP

Mr HE Jiale  
(resigned on 14 February 2014)

Mr Hidekazu HORIKOSHI  
(resigned on 14 February 2014)

Mr Christopher Kwun Shing LIU  
(resigned on 14 February 2014)

Mr MENG Qinghui  
(resigned on 14 February 2014)

**獨立非常務董事**

謝德耀先生

鄭毓和先生

馬照祥先生

李家麟先生

(於二零一四年二月十四日獲委任)

陳有慶先生 金紫荊星章，博士，太平紳士

(於二零一四年二月十四日辭任)

范華達先生

(於二零一四年二月十四日辭任)

誠如越秀企業（集團）有限公司、越秀金融控股有限公司及本銀行於二零一四年一月十五日聯合刊發的綜合要約及回應文件所載，野村國際（香港）有限公司代表越秀金融控股有限公司作出自願性有條件現金部份要約（「部份要約」），以收購本銀行股本中最多 326,250,000 股股份（佔本銀行已發行股本 75%）。

部份要約完成後，以下董事於二零一四年二月十四日獲委任：梁高美懿女士獲委任為常務董事、張招興先生、朱春秀先生、王恕慧先生及李鋒先生獲委任為非常務董事，李家麟先生獲委任為獨立非常務董事。該等董事須依據本銀行組織章程細則第八十五條，將於現屆股東週年大會上告退，惟願參選連任。此外，由於部份要約已完成，於二零一四年二月十四日廖烈武博士、廖烈智先生及廖俊寧先生辭任常務董事，何家樂先生、堀越秀一先生、廖坤城先生及孟慶惠先生辭任非常務董事，而陳有慶博士及范華達先生辭任獨立非常務董事。諸位辭任的董事均已確認，彼等辭任的原因是部份要約已完成，彼等與董事會並無分歧。

依據本銀行組織章程細則第一百零一條，其中列明任期最長之董事會三分之一成員需於股東週年大會上輪值告退及重選。因此，劉惠民先生及鄭毓和先生將於現屆股東週年大會上輪值告退，惟願參選連任。

鄭毓和先生於二零零四年九月三十日起任職獨立非常務董事已超過九年。本銀行收到有關其根據香港聯合交易所有限公司證券上市規則第 3.13 項而發之確認獨立性週年函件。就此，本銀行認為鄭先生仍然獨立，故有資格於二零一四年股東週年大會上參選連任本銀行之獨立非常務董事。

**Independent Non-executive Directors**

Mr Wanchai CHIRANAKHORN

Mr CHENG Yuk Wo

Mr Andrew Chiu Cheung MA

Mr LEE Ka Lun

(appointed on 14 February 2014)

Mr Robin Yau Hing CHAN, GBS, LLD, JP

(resigned on 14 February 2014)

Mr Timothy George FRESHWATER

(resigned on 14 February 2014)

As set out in the composite offer and response document jointly issued on 15 January 2014 by Yue Xiu Enterprises (Holdings) Limited, Yuexiu Financial Holdings Limited and the Bank, Nomura International (Hong Kong) Limited, on behalf of the Yuexiu Financial Holdings Limited, made a voluntary conditional cash partial offer (the "Partial Offer") to acquire a maximum of 326,250,000 shares in the capital of the Bank (representing 75% of the issued share capital of the Bank).

Following the completion of the Partial Offer the following Directors were appointed on 14 February 2014: Mrs Leung Ko May Yee Margaret as Executive Director, Mr Zhang Zhaoxing, Mr Zhu Chunxiu, Mr Wang Shuhui and Mr Li Feng as Non-executive Directors and Mr Lee Ka Lun as Independent Non-executive Director. These Directors shall retire and offer themselves for re-election at the forthcoming annual general meeting of the shareholders in accordance with Article 85 of the Bank's Articles of Association. In addition, Dr Liu Lit Mo, Mr Liu Lit Chi and Mr Wilfred Chun Ning Liu resigned as Executive Directors, Mr He Jiale, Mr Hidekazu Horikoshi, Mr Christopher Kwun Shing Liu and Mr Meng Qinghui resigned as Non-executive Directors, while Dr Robin Yau Hing Chan and Mr Timothy George Freshwater resigned as Independent Non-executive Directors on 14 February 2014 pursuant to the completion of the Partial Offer. Each of these resigning Directors has confirmed that the reason for their resignation is the completion of the Partial Offer and that they have no disagreement with the Board.

Article 101 of the Bank's Articles of Association stipulates that, among other things, one-third of the directors for the time being, who have been longest in office since their last election, shall be subject to retirement by rotation and re-election at each annual general meeting of the shareholders. Accordingly, Mr Lau Wai Man and Mr Cheng Yuk Wo shall retire and offer themselves for re-election at the forthcoming annual general meeting of the shareholders.

The Bank has received from Mr Cheng Yuk Wo, who has served as its Independent Non-executive Director for more than nine years since 30 September 2004, an annual letter confirming his independence pursuant to Rule 3.13 of the Rule Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. As such, the Bank considers Mr Cheng to be still independent and, therefore, eligible for re-election as its Independent Non-executive Director at the 2014 annual general meeting of the shareholders.

# 董事會報告書

## DIRECTORS' REPORT

### 董事之服務合約

本集團並無與任何在將召開之股東週年大會上參選連任之本銀行董事（除了梁高美懿女士已與本銀行簽訂為期三年的服務協議，並於二零一四年二月十四日起生效外）訂有不能於一年內終止而毋需支付賠償金（惟法定之賠償金除外）之服務合約。

### 董事（包括行政總裁）之證券權益及淡倉

根據《證券及期貨條例》第352條而設立之登記名冊顯示，於二零一三年十二月三十一日，下列董事（包括行政總裁）持有本銀行及其聯繫公司（定義見《證券及期貨條例》第XV部）之證券及相關證券權益及淡倉。請緊記，除非文義另有所指，否則本節所用詞彙與越秀企業（集團）有限公司、越秀金融控股有限公司及本銀行於二零一四年一月十五日聯合刊發的綜合要約及回應文件所界定者具有相同涵義：

#### (I) 本銀行

##### 證券權益 - (甲)

##### Interests in securities - (A)

### DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting of the shareholders (other than Mrs Leung Ko May Yee Margaret who has entered into a service agreement with the Bank for a term of 3 years commencing 14 February 2014) has a service contract, which is not determinable by the Bank within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' (INCLUDING THE CHIEF EXECUTIVE OFFICER'S) INTERESTS AND SHORT POSITIONS IN SECURITIES

As of 31 December 2013, the interests and short positions of the directors (including the chief executive officer) in the securities and underlying securities of the Bank and its associated corporations (under Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept under Section 352 of the SFO, were as follows, bearing in mind that, unless the context requires otherwise, capitalised terms used in this section shall have the same meanings as defined in the composite offer and response document jointly issued on 15 January 2014 by Yue Xiu Enterprises (Holdings) Limited, Yuexiu Financial Holdings Limited and the Bank:

#### (I) The Bank

董事芳名 Director's name	好倉 / 淡倉 Long / short position	個人權益 Personal interests	配偶權益 Spousal interests	持有普通股股份數目 Number of ordinary shares held		佔已發行股本之百分比 Percentage of issued share capital
				公司權益 Corporate interests	總權益 Total interests	
廖烈武 Liu Lit Mo	好倉 Long	1,022,730	—	258,359,628 附註(一) Note (1)	259,382,358	59.62813
	淡倉 Short	—	—	218,359,628 附註(四) Note (4)	218,359,628	50.19762
廖烈智 Liu Lit Chi	好倉 Long	313,248	—	260,622,839 附註(一)及(二) Notes (1) & (2)	260,936,087	59.98531
	淡倉 Short	—	—	220,622,839 附註(四)及(五) Notes (4) & (5)	220,622,839	50.71789
廖鐵城 Don T S Liu	好倉 Long	15,000	—	—	15,000	0.00345
陳有慶 Robin Y H Chan	好倉 Long	48,400	—	1,018,000 附註(三) Note (3)	1,066,400	0.24515
范華達 Timothy G Freshwater	好倉 Long	396	—	—	396	0.00009

董事(包括行政總裁)之證券權益及淡倉 - 續

附註：

(一) 258,359,628 股本銀行股份，即下列各項：

- (i) 由上市公司廖創興企業有限公司之全資附屬公司廖創興置業有限公司(「廖創興置業」)持有之 218,359,628 股股份。根據《證券及期貨條例》，廖烈武及廖烈智兩位先生透過廖氏集團有限公司分別被當作擁有該等股份之權益(廖氏集團有限公司為一私人公司，擁有廖創興企業有限公司約 43.81% 已發行及繳足股本)；及
- (ii) 由三菱東京 UFJ 銀行持有之 40,000,000 股股份。根據一九九四年之協議，三菱東京 UFJ 銀行授予廖創興置業一項優先認股權，使廖創興置業可在該協議期內任何時間行使該項優先認股權購買該等股份，並在若干情況下三菱東京 UFJ 銀行必須將所有該等股份提出售予廖創興置業。根據《證券及期貨條例》，廖烈武及廖烈智兩位先生分別透過廖氏集團有限公司擁有廖創興置業之權益，亦被視為擁有該等股份之權益。

(二) 由愛寶集團有限公司持有之 2,263,211 股本銀行股份，廖烈智先生及其聯繫人士為股東。因此，根據《證券及期貨條例》，廖烈智先生被當作擁有該等股份之權益。

(三) 1,018,000 股本銀行股份由 Asia Panich Investment Company (Hong Kong) Limited 及聯亞行有限公司持有，上述公司或其董事慣常依照陳有慶博士之指示或吩咐而執行事務。

(四) 218,359,628 股股份為廖創興置業持有的廖創興置業 IU 股份，其中廖烈武及廖烈智先生各自根據《證券及期貨條例》被視為透過廖氏集團有限公司擁有權益。廖創興企業有限公司(「廖創興企業」)、廖創興置業、廖氏集團有限公司及愛寶集團有限公司於二零一三年十月二十五日與越秀企業(集團)有限公司(「越秀企業」)達成不可撤銷承諾協議，據此(其中包括)廖創興企業及廖創興置業共同及個別地向越秀企業不可撤銷地承諾，廖創興置業會就該等所有股份接納部份要約。

DIRECTORS' (INCLUDING THE CHIEF EXECUTIVE OFFICER'S) INTERESTS AND SHORT POSITIONS IN SECURITIES - continued

Notes:

(1) 258,359,628 shares in the Bank are attributed as follows:

(i) 218,359,628 shares held by Liu Chong Hing Investment Limited's wholly-owned subsidiary, Liu Chong Hing Estate Company, Limited ("LCH Estate"), in which each of Messrs Liu Lit Mo and Liu Lit Chi is deemed under the SFO to be interested through Liu's Holdings Limited, a private company holding approximately 43.81% of Liu Chong Hing Investment Limited's issued and fully-paid share capital; and

(ii) 40,000,000 shares held by The Bank of Tokyo-Mitsubishi UFJ, Ltd ("Bank of Tokyo-Mitsubishi UFJ"). Pursuant to an agreement in 1994, Bank of Tokyo-Mitsubishi UFJ has granted an option to LCH Estate exercisable at any time during the term of that agreement to purchase all such shares and Bank of Tokyo-Mitsubishi UFJ is required to offer to sell all such shares to LCH Estate in certain circumstances. By virtue of the interests of Messrs Liu Lit Mo and Liu Lit Chi in LCH Estate through Liu's Holdings Limited, each of them is deemed under the SFO to be interested in such shares.

(2) 2,263,211 shares in the Bank are held by Alba Holdings Limited, shareholders of which include Mr Liu Lit Chi and his associates. Accordingly, Mr Liu Lit Chi is deemed under the SFO to be interested in such shares.

(3) 1,018,000 shares in the Bank are held collectively by Asia Panich Investment Company (Hong Kong) Limited and United Asia Company Limited. These corporations or their directors are accustomed to acting in accordance with Dr Robin Y H Chan's directions or instructions.

(4) 218,359,628 shares are the LCH Estate IU shares held by LCH Estate, in which each of Messrs Liu Lit Mo and Liu Lit Chi is deemed under the SFO to be interested through Liu's Holdings Limited. On 25 October 2013, Liu Chong Hing Investment Limited ("LCHI"), LCH Estate, Liu's Holdings Limited and Alba Holdings Limited entered into the Irrevocable Undertaking with Yue Xiu Enterprises (Holdings) Limited ("Yuexiu"), under which, among other things, LCHI and LCH Estate have irrevocably undertaken, jointly and severally, to Yuexiu that the Partial Offer will be accepted by LCH Estate in respect of all of such shares.

# 董事會報告書

## DIRECTORS' REPORT

### 董事(包括行政總裁)之證券權益及淡倉 - 續

(五) 220,622,839 股股份為由下列股份組成的 IU 股份：(i) 廖創興置業 IU 股份，包括廖創興置業持有的本銀行的 218,359,628 股股份，其中廖烈武及廖烈智兩位先生各自根據《證券及期貨條例》被視為透過廖氏集團有限公司擁有權益，及 (ii) 愛寶集團有限公司持有的本銀行的 2,263,211 股股份，愛寶集團有限公司的股東包括廖烈智先生及其聯繫人。根據廖創興企業不可撤銷承諾協議，愛寶集團有限公司不可撤銷地向越秀企業承諾愛寶集團有限公司會就該等股份接納部份要約。

### DIRECTORS' (INCLUDING THE CHIEF EXECUTIVE OFFICER'S) INTERESTS AND SHORT POSITIONS IN SECURITIES - continued

(5) 220,622,839 shares are the IU shares, which comprise (i) LCH Estate IU Shares comprising 218,359,628 shares held by LCH Estate in which each of Messrs Liu Lit Mo and Liu Lit Chi is deemed under the SFO to be interest through Liu's Holdings Limited; and (ii) 2,263,211 shares in the Bank are held by Alba Holdings Limited, shareholders of which include Mr Liu Lit Chi and his associates. Pursuant to the LCHI Irrevocable Undertaking, Alba Holdings Limited has irrevocably undertaken to Yuexiu that the Partial Offer will be accepted by Alba Holdings Limited in respect of such shares.

### 證券權益 - (乙)

#### Interests in securities - (B)

持有二零二零年到期之二億二千五百萬美元息率六厘之後償票據金額  
Amount of US\$225,000,000 6% subordinated notes due 2020 held  
(美元 US\$)

董事芳名 Director's name	好倉 / 淡倉 Long / short position	個人權益 Personal interests	配偶權益 Spousal interests	公司權益 Corporate interests	總權益 Total interests	佔已發行後償票據之百分比 Percentage of issued subordinated notes
廖坤城 Christopher K S Liu	好倉 Long	200,000	—	—	200,000	0.08889

### (II) 廖創興企業有限公司 (本銀行之聯繫公司)

### (II) Liu Chong Hing Investment Limited (associated corporation of the Bank)

### 證券權益

#### Interests in securities

持有普通股股份數目  
Number of ordinary shares held

董事芳名 Director's name	好倉 / 淡倉 Long / short position	個人權益 Personal interests	配偶權益 Spousal interests	公司權益 Corporate interests	總權益 Total interests	佔已發行股本之百分比 Percentage of issued share capital
廖烈武 Liu Lit Mo	好倉 Long	795,600	—	171,840,189 附註(一)及(二) Notes (1) & (2)	172,635,789	45.60046
廖烈智 Liu Lit Chi	好倉 Long	141,668	—	210,963,253 附註(一)及(三) Notes (1) & (3)	211,104,921	55.76179
范華達 Timothy G Freshwater	好倉 Long	7,920	—	—	7,920	0.00209

董事(包括行政總裁)之證券權益及淡倉 - 續

附註：

- (一) 由廖氏集團有限公司合共實益持有廖創興企業有限公司 165,840,189 股股份，廖烈武博士及廖烈智先生為該公司之股東。因此，根據《證券及期貨條例》，廖烈武及廖烈智兩位先生被當作擁有該等股份之權益。
- (二) 由冠福有限公司合共實益持有廖創興企業有限公司 6,000,000 股股份，廖烈武博士及其聯繫人士為股東。因此，根據《證券及期貨條例》，廖烈武博士被當作擁有該等股份之權益。
- (三) 由愛寶集團有限公司合共實益持有廖創興企業有限公司 45,123,064 股股份，廖烈智先生及其聯繫人士為股東。因此，根據《證券及期貨條例》，廖烈智先生被當作擁有該等股份之權益。

其他證券權益及淡倉

根據《證券及期貨條例》，除上述已披露權益外，於二零一三年十二月三十一日，並無任何董事(包括行政總裁)，或彼等之聯繫人士，在本銀行及其聯繫公司持有任何其他證券(或相關證券)權益(或淡倉)。再者，於二零一三年十二月三十一日，董事(包括行政總裁)或彼等之配偶及彼等未滿十八歲之子女並無獲授權向本銀行及其聯繫公司認購股份，更不用說行使認購權。

主要股東之證券權益及淡倉

除上述某些董事(包括行政總裁)已披露之權益外，根據《證券及期貨條例》第三百三十六條而設立之登記名冊顯示，於二零一三年十二月三十一日，下列各方持有本銀行證券及相關證券權益及淡倉。請緊記，除非文義另有所指，否則本節所用詞彙與越秀企業(集團)有限公司(「越秀企業」)、越秀金融控股有限公司及本銀行於二零一四年一月十五日聯合刊發的綜合要約及回應文件所界定者具有相同涵義：

DIRECTORS' (INCLUDING THE CHIEF EXECUTIVE OFFICER'S) INTERESTS AND SHORT POSITIONS IN SECURITIES - continued

Notes:

- (1) 165,840,189 shares in LCHI are beneficially held by Liu's Holdings Limited, shareholders of which include Messrs Liu Lit Mo and Liu Lit Chi. Accordingly, each of Messrs Liu Lit Mo and Liu Lit Chi is deemed under the SFO to be interested in such shares.
- (2) 6,000,000 shares in LCHI are beneficially held by Eternal Wealth Limited, shareholders of which include Dr Liu Lit Mo and his associates. Accordingly, Dr Liu Lit Mo is deemed under the SFO to be interested in such shares.
- (3) 45,123,064 shares in LCHI are beneficially held by Alba Holdings Limited, shareholders of which include Mr Liu Lit Chi and his associates. Accordingly, Mr Liu Lit Chi is deemed under the SFO to be interested in such shares.

Other interests and short positions in securities

Under the SFO, other than those interests disclosed above, as of 31 December 2013, none of the directors (including the chief executive officer), nor their respective associates, had any other interests (nor any short positions) in any securities (nor in any underlying securities) in the Bank and its associated corporations. Moreover, as of 31 December 2013, none of the directors (including the chief executive officer), nor their respective spouses and children under 18 years of age, had been granted any rights to subscribe for the securities in the Bank and its associated corporations, much less had any such rights exercised.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As of 31 December 2013, the register maintained under Section 336 of the SFO showed that, other than the interests disclosed above in respect of certain directors (including the chief executive officer), the following parties had interests and short positions in the securities and underlying securities in the Bank, bearing in mind that, unless the context requires otherwise, capitalised terms used in this section shall have the same meanings as defined in the composite offer and response document jointly issued on 15 January 2014 by Yue Xiu Enterprises (Holdings) Limited ("Yuexiu"), Yuexiu Financial Holdings Limited and the Bank:

# 董事會報告書

## DIRECTORS' REPORT

### 主要股東之證券權益及淡倉 - 續

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SECURITIES - continued

#### 證券權益

#### Interests in securities

名稱 Name	好倉 / 淡倉 Long / short position	身份 Capacity	普通股股份數目 Number of ordinary shares	佔已發行股本之百分比 Percentage of issued share capital
廖創興置業有限公司 Liu Chong Hing Estate Company, Limited	好倉 Long	實益持有人 Beneficial owner	218,359,628 附註(一)及(三) Notes (1) & (3)	50.20
	淡倉 Short	實益持有人 Beneficial owner	218,359,628 附註(四) Note (4)	50.20
廖創興企業有限公司 Liu Chong Hing Investment Limited	好倉 Long	受控制公司之權益 Interest of a controlled corporation	218,359,628 附註(一)及(三) Notes (1) & (3)	50.20
	淡倉 Short	受控制公司之權益 Interest of a controlled corporation	218,359,628 附註(四) Note (4)	50.20
廖氏集團有限公司 Liu's Holdings Limited	好倉 Long	受控制公司之權益 Interest of a controlled corporation	218,359,628 附註(一)及(三) Notes (1) & (3)	50.20
	淡倉 Short	受控制公司之權益 Interest of a controlled corporation	218,359,628 附註(四) Note (4)	50.20
越秀金融控股有限公司 Yuexiu Financial Holdings Limited	好倉 Long	實益持有人 Beneficial owner	220,622,839 附註(四) Note (4)	50.72
越秀企業(集團)有限公司 Yue Xiu Enterprises (Holdings) Limited	好倉 Long	受控制公司之權益 Interest of a controlled corporation	220,622,839 附註(四) Note (4)	50.72
廣州越秀集團有限公司 (Guangzhou Yue Xiu Holdings Limited*)	好倉 Long	受控制公司之權益 Interest of a controlled corporation	220,622,839 附註(四) Note (4)	50.72
Bauhinia 97 Limited	好倉 Long	實益持有人 Beneficial owner	87,000,000 附註(二) Note (2)	20.00
中遠(香港)集團有限公司 COSCO (Hong Kong) Group Limited	好倉 Long	受控制公司之權益 Interest of a controlled corporation	87,000,000 附註(二) Note (2)	20.00
中國遠洋運輸(集團)總公司 China Ocean Shipping (Group) Company	好倉 Long	受控制公司之權益 Interest of a controlled corporation	87,000,000 附註(二) Note (2)	20.00
三菱東京 UFJ 銀行 The Bank of Tokyo-Mitsubishi UFJ, Ltd	好倉 Long	實益持有人 Beneficial owner	42,000,000 附註(三) Note (3)	9.66
Mitsubishi UFJ Financial Group, Inc	好倉 Long	受控制公司之權益 Interest of a controlled corporation	42,000,000 附註(三) Note (3)	9.66

\* for identification purpose only

主要股東之證券權益及淡倉 - 續

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SECURITIES - continued

附註：

Notes:

(一) 此股數與上述「董事(包括行政總裁)之證券權益及淡倉」一節之附註(一)(i)所列之某些董事(包括行政總裁)之權益相同。廖創興置業有限公司(「廖創興置業」)為廖創興企業有限公司之全資附屬公司，而廖創興企業有限公司為一間公眾公司，於香港聯合交易所有限公司上市。廖氏集團有限公司為一間私人公司，擁有廖創興企業有限公司約43.81%已發行及繳足股本。上述所提及有關之218,359,628股同指於廖創興置業持有之218,359,628股股份權益。根據《證券及期貨條例》，廖氏家族成員廖烈武、廖烈智及廖烈忠諸位先生透過廖氏集團有限公司分別被當作擁有該等股份之權益。

(二) Bauhinia 97 Limited 為中遠(香港)集團有限公司之全資附屬公司，而中遠(香港)集團有限公司為中國遠洋運輸(集團)總公司之全資附屬公司。上述所提及有關之87,000,000股同指於Bauhinia 97 Limited名下登記之87,000,000股股份權益。

(三) 三菱東京UFJ銀行為Mitsubishi UFJ Financial Group, Inc之全資附屬公司。上述所提及有關之42,000,000股同指於三菱東京UFJ銀行名下登記之42,000,000股股份權益。

根據一九九四年之協議，三菱東京UFJ銀行授予廖創興置業一項優先認股權，使廖創興置業可在該協議期內任何時間行使該項優先認股權購買上述所提及有關之42,000,000股股份中之40,000,000股股份，並在若干情況下三菱東京UFJ銀行必須將所有該等40,000,000股股份提出售予廖創興置業。根據《證券及期貨條例》，廖烈武、廖烈智及廖烈忠諸位先生各自透過廖氏集團有限公司擁有廖創興置業之權益，各人分別被當作擁有該等40,000,000股股份之權益。

(1) These interests are the same as those of certain directors (including the chief executive officer) disclosed above under the heading "DIRECTORS' (INCLUDING THE CHIEF EXECUTIVE OFFICER'S) INTERESTS AND SHORT POSITIONS IN SECURITIES" Note (1)(i). Liu Chong Hing Estate Company, Limited ("LCH Estate") is a wholly-owned subsidiary of Liu Chong Hing Investment Limited ("LCHI"), a public company listed on The Stock Exchange of Hong Kong Limited. Liu's Holdings Limited, a private company, had an interest in about 43.81% of LCHI's issued and fully-paid share capital. The references to the 218,359,628 shares in question all relate to the same block of 218,359,628 shares held by LCH Estate, in which each of Messrs Liu Lit Mo, Liu Lit Chi and Liu Lit Chung, members of the Liu's family, is deemed under the SFO to be interested through Liu's Holdings Limited.

(2) Bauhinia 97 Limited is a wholly-owned subsidiary of COSCO (Hong Kong) Group Limited, which in turn is a wholly-owned subsidiary of China Ocean Shipping (Group) Company. The references to the 87,000,000 shares in question all relate to the same block of 87,000,000 shares registered in the name of Bauhinia 97 Limited.

(3) The Bank of Tokyo-Mitsubishi UFJ, Ltd is a wholly-owned subsidiary of Mitsubishi UFJ Financial Group, Inc. The references to the 42,000,000 shares in question both relate to the same block of 42,000,000 shares registered in the name of The Bank of Tokyo-Mitsubishi UFJ, Ltd.

Pursuant to an agreement in 1994, The Bank of Tokyo-Mitsubishi UFJ, Ltd has granted an option to LCH Estate exercisable at any time during the term of that agreement to purchase 40,000,000 of the 42,000,000 shares in question and The Bank of Tokyo-Mitsubishi UFJ, Ltd is required to offer to sell all such 40,000,000 shares to LCH Estate in certain circumstances. By virtue of the respective interests of Messrs Liu Lit Mo, Liu Lit Chi and Liu Lit Chung in LCH Estate through Liu's Holdings Limited, each of them is deemed under the SFO to be interested in such 40,000,000 shares.



# 董事會報告書

## DIRECTORS' REPORT

### 主要股東之證券權益及淡倉 - 續

(四) 220,622,839 股股份為由下列股份組成的 IU 股份：(i) 廖創興置業 IU 股份，包括廖創興置業持有的本銀行的 218,359,628 股股份，及 (ii) 愛寶集團有限公司持有的本銀行的 2,263,211 股股份。廖創興企業、廖創興置業、廖氏集團有限公司及愛寶集團有限公司於二零一三年十月二十五日與越秀企業達成不可撤銷承諾協議，據此（其中包括）(i) 廖創興企業及廖創興置業共同及個別地向越秀企業不可撤銷地承諾，廖創興置業會就該等股份接納部份要約；及 (ii) 愛寶集團有限公司不可撤銷地向越秀企業承諾愛寶集團有限公司會就該等股份接納部份要約。

越秀金融控股有限公司是越秀企業全資擁有的公司，而越秀企業是廣州越秀集團有限公司的全資附屬公司。

除上述根據《證券及期貨條例》第 336 條所披露的本銀行證券及相關證券權益及淡倉外，於二零一三年十二月三十一日，本銀行並無接獲任何其他有關本銀行證券及相關證券權益及淡倉之通知。

### 董事在重要合約之利益

除下述「關連交易」所披露之利益外，於年結日或本年度內任何時間，本銀行各董事並無直接或間接在本銀行或任何其附屬公司所訂立之重大合約中享有重大利益。

### 委任獨立非常務董事

本銀行收到各獨立非常務董事有關其根據上市規則第 3.13 項而發之確認獨立性週年函件。本銀行認為所有獨立非常務董事仍然獨立。

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SECURITIES - continued

(4) 220,622,839 shares are the IU shares which comprise (i) LCH Estate IU shares comprising of 218,359,628 shares held by LCH Estate; and (ii) 2,263,211 shares held by Alba Holdings Limited. On 25 October 2013, LCHI, LCH Estate, Liu's Holdings Limited and Alba Holdings Limited entered into the Irrevocable Undertaking with Yuexiu, under which, among other things: (i) LCHI and LCH Estate have irrevocably undertaken, jointly and severally, to Yuexiu that the Partial Offer will be accepted by LCH Estate in respect of such shares; and (ii) Alba Holdings Limited has irrevocably undertaken to Yuexiu that the Partial Offer will be accepted by Alba Holdings Limited in respect of such shares.

Yuexiu Financial Holdings Limited is wholly-owned by Yuexiu. In turn, Yuexiu is a wholly-owned subsidiary of 廣州越秀集團有限公司 (Guangzhou Yue Xiu Holdings Limited\*).

Other than those interests and short positions in the securities and underlying securities in the Bank as disclosed above under Section 336 of the SFO, the Bank had not been notified of any other interests and short positions in its securities and underlying securities as of 31 December 2013.

*\* for identification purpose only*

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than those interests disclosed below under the heading "CONNECTED TRANSACTIONS", no contracts of significance to which the Bank or any of its subsidiaries was a party and in which a director of the Bank had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Bank has received, from each of the independent non-executive directors, an annual letter confirming his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Bank considers all of the independent non-executive directors to be still independent.

## 關連交易

(i) 本集團與廖創興企業有限公司及其聯營公司（「廖創興企業集團」）及中遠（香港）集團有限公司及其聯營公司（「中遠集團」）彼此間於二零一三年十二月三十一日為止之關連交易概述如下：

甲、本銀行為廖創興企業集團各成員處理一般日常銀行交易。本銀行提供之服務有支票結算、提供往來、儲蓄及存款戶口、外匯匯款及其他銀行服務。

乙、本集團向廖創興企業集團各成員提供證券及期貨買賣及代理人服務。

丙、廖創興企業有限公司透過其全資附屬公司，廖創興物業管理及代理有限公司及廣州市裕利物業管理有限公司，提供物業管理、物業顧問及物業維修服務予本銀行及其附屬公司。

丁、廖創興企業有限公司向本銀行租用四層創興銀行中心。另一方面，本銀行已租用多個寫字樓物業，這些物業由廖創興企業及其他關連公司擁有。

戊、誠如本銀行於二零一三年十二月四日的通函所載，本銀行與廖創興企業有限公司於二零一三年十月二十五日訂立買賣協議（「物業協議」），據此 (i) 本銀行同意出售、而廖創興企業有限公司同意購買位於香港中環德輔道中 24 號創興銀行中心，物業轉讓對價為港幣 22.3 億元及 (ii) 廖創興企業有限公司同意向本銀行租出創興銀行中心的地下至 19 樓（含該兩層樓）及 26 樓，每月租金為港幣 5,660,000 元，租期為五年（「租賃」）。本銀行可以選擇將租賃再續延五年。物業協議於二零一三年十二月二十日獲得股東批准，並於二零一四年二月十九日完成。

己、本集團為中遠集團提供銀行及與財務有關之服務，服務包括支票結算，往來及儲蓄戶口、定期存款、外匯買賣、匯款及代理人服務。

## CONNECTED TRANSACTIONS

(i) The connected transactions between the Group, Liu Chong Hing Investment Limited and its associates (“Liu Chong Hing Investment Group”) and COSCO (Hong Kong) Group Limited and its associates (“COSCO Group”) during the year ended 31 December 2013 are as follows:

A. The Bank handled routine banking transactions for Liu Chong Hing Investment Group. Services provided by the Bank are cheque clearing, current and savings accounts, fixed deposits, foreign exchange, remittances and other banking facilities.

B. The Group provided securities and futures brokerage and nominee services to Liu Chong Hing Investment Group.

C. Liu Chong Hing Investment Limited through its wholly-owned subsidiaries, Liu Chong Hing Property Management and Agency Limited and Guangzhou Wealth Good Property Management Company Limited, provided property management, property consultancy and property maintenance services to the Bank and its subsidiaries.

D. Liu Chong Hing Investment Limited leased 4 floors of Chong Hing Bank Centre from the Bank. On the other hand, the Bank leased various premises from Liu Chong Hing Investment Limited and other connected companies.

E. As set out in the Bank’s circular dated 4 December 2013, on 25 October 2013 the Bank and Liu Chong Hing Investment Limited entered into an agreement for sale and purchase (the “**Property Agreement**”) pursuant to which (i) the Bank agreed to sell, and Liu Chong Hing Investment Limited agreed to purchase, Chong Hing Bank Centre at No. 24 Des Voeux Road, Central, Hong Kong for a consideration of HK\$2,230 million and (ii) Liu Chong Hing Investment Limited agreed to lease to the Bank ground to 19th floors (both inclusive) and the 26th floor of Chong Hing Bank Centre for a monthly rent of HK\$5,660,000 for a term of five years (the “**Lease**”). The Bank has an option to renew the Lease for a further term of five years. Shareholder approval for the Property Agreement was obtained on 20 December 2013 and completion took place on 19 February 2014.

F. The Group provided banking and related financial services to COSCO Group including cheque clearing, current and savings accounts, fixed deposits, foreign exchange, remittance and nominee services.

# 董事會報告書

## DIRECTORS' REPORT

### 關連交易 - 續

(ii) 本銀行與其董事及其聯繫人彼此間於二零一三年十二月三十一日為止之關連交易概述如下：

甲、本銀行為其董事及聯繫人處理日常銀行交易，包括支票結算、往來及儲蓄戶口、定期存款、外匯、匯款及其他銀行服務。根據香港聯合交易所證券上市規則第 14A.33(1) 條，由於有關銀行服務是按一般商務條款提供，而且 (i) 屬於提供予私人使用之日常服務；(ii) 是提供予有關董事及其聯繫人私人使用；(iii) 所涉總代價低於本銀行最近期刊發之經審核綜合財務報表所示總收入之 1%；及 (iv) 給予有關董事及其聯繫人之條款不優於給予獨立第三者之條款等，因此有關交易可豁免遵守該章的申報、年度審核、公告及獨立股東批准規定。

乙、本銀行於二零一二年十一月二十八日就物業租賃與業主簽訂租賃協議，租金為每月港幣 280,000 元（不包括公共設施費用、維修保養費用及其他費用和開支），自二零一二年十一月一日起為期兩年。該業主為本銀行董事廖烈智先生及其聯繫人（具香港聯合交易所證券上市規則界定之涵義）分別擁有大約 80% 及 20% 股權之公司。截至二零一三年十二月三十一日止年度，本銀行所支付之租金、公共設施費用、維修保養費用及其他費用和開支合共為港幣 4,447,000 元，低於本銀行於二零一二年十一月二十八日就該事項刊發之公告所列之有關年度上限。

### CONNECTED TRANSACTIONS - continued

(ii) The connected transactions between the Bank and its directors and their associates during the year ended 31 December 2013 are as follows:

A. The Bank handled routine banking transactions for its directors and their associates including cheque clearing, current and savings accounts, fixed deposits, foreign exchange, remittances and other banking facilities. Such transactions are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements pursuant to Rule 14A.33(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as such banking services are provided on normal commercial terms and are, among other things, (i) of a type ordinarily supplied for private use; (ii) for the directors and their associates' own use; (iii) of a total consideration that represents less than 1% of the total revenue of the Bank as shown in its latest published audited consolidated financial statements; and (iv) on terms no more favourable to the directors and their associates than those available to independent third parties.

B. The Bank entered into a tenancy agreement with the landlord, a company owned as to about 80% by Mr Liu Lit Chi, a director, and as to about 20% by his associates (within the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), on 28 November 2012 for the lease of a property for a monthly rent of HK\$280,000 (exclusive of utilities, maintenance charges and other charges and outgoings) with effect from 1 November 2012 for a term of two years. For the year ended 31 December 2013, the rent, utilities, maintenance charges and other charges and outgoings paid by the Bank amounted to HK\$4,447,000 which is below the annual cap in question as set forth in the Bank's announcement dated 28 November 2012 about this matter.

### 關連交易 - 續

廖烈武、廖烈智、陳有慶及范華達（前述多人已於二零一四年二月十四日辭任）及廖鐵城諸位董事，分別直接或間接持有廖創興企業及 / 或本銀行之股本。

根據香港聯合交易所有限公司證券上市規則第14A.38項，董事會已委任其外聘核數師按照香港會計師公會頒佈的香港監證業務準則第3000號下之「非審核或審閱過往財務資料之監證工作」規定，並參照實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，審查本集團之持續關連交易。根據上市規則第14A.38條，本銀行之外聘核數師已就上述(i)及(ii)段所述之持續關連交易之審查結果及結論，發出無保留意見之函件。有關函件之副本已提交予香港聯合交易所有限公司。獨立非常務董事已評核持續關連交易及核數師之函件，並已確認本銀行進行之交易乃按日常和慣常營業模式，以一般商業條款，及根據此等交易以合約交易。其條款屬公平及合理，亦符合本銀行整體股東之利益。

### 權益申報

並無董事（陳有慶博士、堀越秀一先生及梁高美懿女士除外）於直接或間接與本銀行業務可能會或可能不會構成競爭之任何業務中佔有權益。

陳有慶博士（已於二零一四年二月十四日辭任本銀行獨立非常務董事）是亞洲金融集團（控股）有限公司的執行董事及主要股東。

堀越秀一先生（已於二零一四年二月十四日辭任本銀行非常務董事）是三菱東京UFJ銀行有限公司執行役員、香港區主管及香港分行總經理。堀越秀一先生同時是BTMU Nominees (HK) Limited的董事、三菱日聯證券（香港）控股有限公司的董事及大新金融集團有限公司的非執行董事。

梁高美懿女士是中國建設銀行股份有限公司的獨立非執行董事。

### CONNECTED TRANSACTIONS - continued

Messrs Liu Lit Mo, Liu Lit Chi, Robin Yau Hing Chan, Timothy George Freshwater (each of them resigned on 14 February 2014) and Don Tit Shing Liu are interested, directly or indirectly, in the respective share capital of Liu Chong Hing Investment Limited and / or the Bank.

Pursuant to Rule 14A.38 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the board of directors engaged its external auditor to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions set out in paragraphs (i) and (ii) above in accordance with Listing Rule 14A.38. A copy of the auditor's letter has been provided to The Stock Exchange of Hong Kong Limited. The independent non-executive directors have reviewed the continuing connected transactions and the auditor's letter and have confirmed that the transactions have been entered into by the Bank in the ordinary course of its business, on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of shareholders of the Bank as a whole.

### DECLARATION OF INTERESTS

No directors (other than Dr Robin Yau Hing Chan, Mr Hidekazu Horikoshi and Mrs Leung Ko May Yee Margaret) are interested in any business which may or may not compete, either directly or indirectly, with the business of the Bank.

Dr Robin Yau Hing Chan (who resigned as Independent Non-executive Director of the Bank on 14 February 2014) is an executive director of and a substantial shareholder of Asia Financial Holdings Limited.

Mr Hidekazu Horikoshi (who resigned as Non-executive Director of the Bank on 14 February 2014) is Executive Officer, Regional Head for Hong Kong and General Manager of The Bank of Tokyo-Mitsubishi UFJ, Ltd, Hong Kong Branch. Mr Hidekazu Horikoshi is also Director of BTMU Nominees (HK) Limited, Director of Mitsubishi UFJ Securities (HK) Holdings, Limited and Non-executive director of Dah Sing Financial Holdings Limited.

Mrs Leung Ko May Yee Margaret is an Independent Non-executive Director of China Construction Bank Corporation.

# 董事會報告書

## DIRECTORS' REPORT

### 股票及債券認購權之安排

除於綜合財務報表之附註第36項內所述之股份期權計劃外，本年度內本銀行或任何其附屬公司從未參與任何安排，致使各董事因取得本銀行或其他任何公司之股份或債券而獲益。

### ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than the share option schemes disclosed in note 36 to the consolidated financial statements, at no time during the year was the Bank or any of its subsidiaries a party to any arrangements to enable the directors of the Bank to acquire benefits by means of the acquisition of shares in, or debentures of, the Bank or any other body corporate.

### 本銀行上市股份之購買、出售或贖回

於本年度內，本銀行及其附屬公司並無購買、出售或贖回本銀行之上市股份。

### PURCHASE, SALE OR REDEMPTION OF THE BANK'S LISTED SECURITIES

Neither the Bank nor any of its subsidiaries had purchased, sold or redeemed any of the Bank's listed securities during the year.

### 捐款

本年度內本集團共捐款約港幣277,000元（二零一二年：港幣1,551,000元）作慈善及其他用途。

### DONATIONS

During the year, the Group made charitable and other donations amounting to approximately HK\$277,000 (2012: HK\$1,551,000).

### 薪酬制度

本銀行已成立薪酬委員會，負責範圍包括通過參考本銀行的公司目標檢討及審批董事及高級管理層以工作表現為基礎之薪酬。

### EMOLUMENT POLICY

The Bank has set up a Remuneration Committee, responsibilities of which include reviewing and approving the performance-based remuneration packages payable to directors and senior management, if any, by reference to the Bank's corporate goals and objectives.

### 遵守指引

本銀行已完全符合香港銀行業條例的《銀行業（披露）規則》編製二零一三年度財務報表。

### STATEMENT OF COMPLIANCE

In preparing the financial statements for 2013, the Bank has fully complied with the Banking (Disclosure) Rules of the Hong Kong Banking Ordinance.

## 足夠之公眾持股量

本集團於截至二零一三年十二月三十一日止年度全年均維持足夠之公眾持股量。

誠如本銀行、越秀企業（集團）有限公司及越秀金融控股有限公司於二零一四年一月十五日聯合刊發的綜合要約及回應文件（「綜合文件」）所載，野村國際（香港）有限公司代表越秀金融控股有限公司作出自願性有條件現金部份要約（「部份要約」），以收購本銀行股本中最多 326,250,000 股股份（佔本銀行已發行股本 75%）。

部份要約在二零一四年二月十四日結算後，越秀金融控股有限公司收購本銀行股本中合共 326,250,000 股股份（佔本銀行已發行股本 75%），而廖創興置業有限公司（「廖創興置業」）持有本銀行股本中的 50,408,488 股股份（佔本銀行已發行股本約 11.59%），因此繼續成為本銀行的主要股東及關連人士（定義見《上市規則》第一章）。於二零一四年二月十四日，本銀行的公眾持股比例跌至大約 13%，低於《上市規則》第 8.08(1)(a) 條的最低公眾持股量要求。

誠如綜合文件所披露，廖創興企業有限公司已同意對其全資附屬公司廖創興置業持有的本銀行股本中部份股份進行實物分派或者採取可能令聯交所滿意的其他措施，減少廖創興置業在本銀行股本中的剩餘持股，從而就《上市規則》項下的公眾持股量要求而言，廖創興置業將不再是本銀行的主要股東和關連人士（定義見《上市規則》第一章）。

## SUFFICIENCY OF PUBLIC FLOAT

The Group maintained a sufficient public float throughout the year ended 31 December 2013.

As set out in the composite offer and response document (the “Composite Document”) dated 15 January 2014 jointly issued by the Bank, Yue Xiu Enterprises (Holdings) Limited and Yuexiu Financial Holdings Limited, Nomura International (Hong Kong) Limited, on behalf of the Yuexiu Financial Holdings Limited, made a voluntary conditional cash partial offer (the “Partial Offer”) to acquire a maximum of 326,250,000 shares in the capital of the Bank (representing 75% of the issued share capital of the Bank).

Upon settlement of the Partial Offer on 14 February 2014, Yuexiu Financial Holdings Limited acquired a total of 326,250,000 shares in the capital of the Bank (representing 75% of the issued share capital of the Bank) and Liu Chong Hing Estate Company, Limited (“Liu Chong Hing Estate”) holds 50,408,488 shares in the capital of the Bank (representing approximately 11.59% of the issued share capital of the Bank) and therefore continues to be a substantial shareholder and connected person (as defined in Chapter 1 of the Listing Rules) of the Bank. On 14 February 2014, the public float of the Bank fell to approximately 13% which is below the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

As disclosed in the Composite Document, Liu Chong Hing Investment Limited has agreed to reduce the residual shareholding of its wholly owned subsidiary, Liu Chong Hing Estate, in the Bank by way of a distribution in specie of some of the shares in the capital of the Bank held by Liu Chong Hing Estate or by the taking of such other steps as may be satisfactory to the Stock Exchange so that Liu Chong Hing Estate will cease to be a substantial shareholder and a connected person (as defined in Chapter 1 of the Listing Rules) of the Bank for the purpose of the public float requirement under the Listing Rules.

## 董事會報告書 DIRECTORS' REPORT

### 有關無須嚴格遵守《上市規則》 第 8.08(1)(a) 條公眾持股量規定之 豁免

根據《上市規則》第 8.08(1)(b) 條附註 (1)，本銀行的股份及債務證券由二零一四年二月六日上午九時起暫停買賣。本銀行已向聯交所申請及聯交所已授予豁免，在二零一四年二月五日至二零一四年五月五日止三個月期間（含首尾兩日）內無需嚴格遵守《上市規則》第 8.08(1)(a) 條有關公眾持股量的規定。現正採取積極步驟恢復所需的最低公眾持股量，而有關恢復買賣交易的公告將會儘快作出。

### 核數師

核數師德勤·關黃陳方會計師行將在其目前的任期屆滿後在本銀行將舉行的股東週年大會結束時退任本銀行的核數師，而羅兵咸永道會計師事務所願意獲委任為本銀行的核數師。

### 報告日後之事項

報告日後發生之主要事項詳列於綜合財務報表之附註第 43 項內。

承董事會命  
張招興  
主席

二零一四年二月二十六日

### WAIVER FROM STRICT COMPLIANCE WITH PUBLIC FLOAT REQUIREMENT UNDER RULE 8.08(1)(a) OF THE LISTING RULES

Pursuant to Note 1 to Rule 8.08(1)(b) of the Listing Rules, trading in the shares and debt securities of the Bank was suspended with effect from 9:00 a.m. on 6 February 2014. The Bank has applied for and the Stock Exchange has subsequently granted a waiver from strict compliance with the public float requirement under Rule 8.08(1)(a) of the Listing Rules for a three-month period from 5 February 2014 to 5 May 2014 (both days inclusive). Active steps are being taken to restore the required minimum public float and announcement(s) regarding the restoration of public float and resumption of trading will be made as soon as possible.

### AUDITOR

At the conclusion of the Bank's forthcoming annual general meeting of the shareholders, Messrs Deloitte Touche Tohmatsu will retire as auditor of the Bank upon expiration of its current term of office and Messrs PricewaterhouseCoopers shall offer itself for appointment as the auditor of the Bank.

### EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period are set out in note 43 of the consolidated financial statements.

On behalf of the Board  
Zhang Zhaoxing  
Chairman

26 February 2014

## 企業管治常規

創興銀行（「本銀行」）乃根據《銀行業條例》，並受香港金融管理局（「金管局」）監管之認可機構。本銀行董事會（「董事會」）監察本集團之政策、程序及監控措施，用以監察及控制因銀行及有關金融服務業務所帶來之風險。由本銀行董事及高級管理人員組成之各個專責委員會獲授權監察本集團之日常主要工作。按照《銀行業（披露）規則》所編製，有關企業管治、風險管理及其他未經審核之財務補充資料詳細報告有關董事會及高級管理層之監督及風險管理過程。

## 企業管治政策聲明

本銀行之《企業管治政策聲明》為各董事行事的指導原則，闡述本銀行承諾遵守高水平的企業管治常規（即此制度由本銀行指導及管控，本銀行的目標制定、表現監控和達致該等目標等方式均在該制度架構下進行），而本銀行的董事會為負責本銀行企業管治常規的最終管治組織。

具體而言，本銀行奉行以下企業管治常規：

董事會每年度最少定期召開四次全體會議，最少每季度一次。除緊急情況外，全體董事均被給予充分的董事會會議通知，使彼等皆有機會參與會議。會議議程及相關會議文件全文均須於董事會會議預定日期最少一星期前寄予全體董事。

所有董事均有權查閱董事會會議文件及相關資料。當非常務董事提出疑問時，本銀行將採取措施及時和全面作出回應。倘若獨立非常務董事與常務董事就任何討論議題持相反意見時，會議記錄將清晰地反映有關情況。公司秘書負責保管完整的會議記錄，任何董事可於發出合理通知後，於辦公時間內可隨時查閱該等會議記錄。

## Corporate Governance Practices

Chong Hing Bank Limited (the “Bank”) is an authorised institution supervised by the Hong Kong Monetary Authority (the “HKMA”) under the Banking Ordinance. The board of directors of the Bank (the “Board”) oversees the Group’s policies, procedures and controls of measuring, monitoring and controlling risks arising from banking and related financial service businesses. The day-to-day supervision of major functional areas is delegated to various specialised committees comprising directors and senior management members of the Bank. The unaudited supplementary financial information regarding corporate governance, risk management and other financial information disclosed pursuant to the Banking (Disclosure) Rules provides a detailed report on the Board and senior management oversight and the risk management process.

## Policy Statement on Corporate Governance

The Bank’s Policy Statement on Corporate Governance, which serves as a source of guiding principles for the directors, has set forth that the Bank is committed to observing high standards of corporate governance practices (namely, the system by which the Bank is directed and controlled, the structure through which its objectives are set, and the means of monitoring its performance and achieving such objectives) and that its board of directors is the ultimate governing body responsible for the Bank’s corporate governance practices.

Specifically, the Bank subscribes to and implements the following corporate governance practices:

At least four regular full board meetings are being held every year - at least one in each quarter. Except in emergencies, adequate notice is being given of a board meeting so that all directors have an opportunity to attend. An agenda and accompanying board papers are being sent in full to all directors at least a week before the intended date of a board meeting.

All directors are entitled to have access to board papers and related materials. Where queries are raised by non-executive directors, steps will be taken to respond as promptly and fully as possible. If the independent non-executive directors hold views contrary to those of the executive directors in respect of any matter discussed at a board meeting, the minutes will have this reflected clearly. Full minutes are being kept by the company secretary and such minutes are open for inspection at any time during office hours on reasonable notice by any director.



## 企業管治報告書

### CORPORATE GOVERNANCE REPORT

於二零一四年二月二十六日

as of 26 February 2014

支付予獨立非常務董事的董事袍金，以及其他報酬或薪酬（如有）須在本銀行的年報及財務報表作全面披露。

Directors' fees, as well as other reimbursement or emolument (if any), payable to independent non-executive directors are disclosed in full in the Bank's annual reports and financial statements.

於每次股東週年大會上，當時自上次當選任期最長的三分之一的董事必須輪值告退，該等退任董事屆時將有資格重選。

One-third of the directors who have been longest in office since their last election shall retire by rotation at each annual general meeting of the shareholders. The retiring directors shall then be eligible for re-election.

本銀行應獨立非常務董事要求，在適當情況下為該等董事尋求專業意見所引致的費用由本銀行承擔。

At the request of the independent non-executive directors, arrangements shall be made in appropriate circumstances to enable such directors to seek professional advice at the expense of the Bank.

各非常務董事須確保有足夠的時間及專注處理本銀行的事務，若無法履行者則不會接受委任。倘若董事會所考慮的事項涉及任何主要股東或董事的利益衝突時，則須召開全體董事會會議，不得以傳閱方式或由轄下之委員會處理。

Every non-executive director has made sure that he can give sufficient time and attention to the affairs of the Bank and that he will not accept the appointment if he cannot do so. If a matter to be considered by the Board involves a conflict of interest for a substantial shareholder or a director, a full board meeting will be held and the matter will not be dealt with by circulation or by committee.

倘若獨立非常務董事辭任或被免職，則須通知香港聯合交易所有限公司（「聯交所」）及向其說明相關原因。

If an independent non-executive director resigns or is removed from office, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") will be notified of the reasons involved.

# 企業管治報告書 CORPORATE GOVERNANCE REPORT

於二零一四年二月二十六日  
as of 26 February 2014

本銀行已提醒各董事時刻留意作為本銀行董事的責任。本銀行會向新委任的董事適當地簡報本銀行事務，並由公司秘書持續提供有關聯交所、金管局及其他機構編製之相關企業管治資料。除其他企業管治文獻外，各董事已獲給予並應遵行企業管治資料當中，包括聯交所網頁內的董事及企業管治指引（該文件旨在讓包括本銀行在內之上市公司的董事熟悉彼等在香港聯合交易所有限公司證券上市規則（「上市規則」）下的責任）、金管局的指引《本地註冊認可機構的企業管治》（該文件簡介包括本銀行在內之認可機構在審慎管理方面的重要事項，並作為該等認可機構之董事局成員履行董事職責及責任的最佳常規指引）、公司註冊處的《董事責任指引》、香港董事學會的《董事指引》，以及本銀行的《組織章程大綱》（該文件不但列明本銀行的目標，亦界定其權力和限制）及《組織章程細則》（該文件載有管理本銀行內部事務的規定，除其他事項外，列明董事會組成，以及董事會向委員會授權和委任個別職位如行政總裁及副行政總裁等以管理本銀行業務等相關程序）。總括而言，各董事已獲悉彼等應貫徹避免任何利益衝突，並真誠行事以本銀行的整體利益為依歸。各董事應以審慎、技巧及努力不懈履行其職責，並僅就恰當的企業宗旨而行使其權力。

The Bank has reminded every director that he has to keep abreast of his responsibilities as a director of the Bank. Newly appointed directors will receive an appropriate briefing on the Bank's affairs and be provided by the company secretary with relevant corporate governance materials published by the Stock Exchange, the HKMA and others on an ongoing basis. Directors have been given, among other corporate governance literature, copies of, and are expected to refer to, the Stock Exchange's webpage on Directors and Corporate Governance Practices (which aims to acquaint directors of listed companies, of which the Bank is one, with their responsibilities under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")), the HKMA's guideline entitled "*Corporate Governance of Locally Incorporated Authorized Institutions*" (which addresses issues important for the prudent management of authorised institutions, of which the Bank is one, and serves as a best practice guide for directors concerning their duties and responsibilities as board members of such authorised institutions), the Companies Registry's *A Guide on Directors' Duties*, the Hong Kong Institute of Directors' guidelines for directors, and the Bank's *Memorandum of Association* (which not only states the objects of the Bank, but also defines and limits its powers) and Articles of Association (which contains regulations for the management of the internal affairs of the Bank by setting forth, among other things, the constitution of the Board as well as such procedures as the delegation of the powers of the Board to committees and the appointment of individuals to such offices as those of chief executive officer and deputy chief executive officer(s) to manage the Bank's business). In short, directors have been reminded that they should guard against any conflict of interest and act in good faith in the interests of the Bank as a whole at all time. They should exercise due care, diligence and skill when performing their duties and should use their powers for proper corporate purposes only.

### 董事會職權範圍

董事會根據本銀行當時有效的組織章程細則組成。在不影響該等細則效力的前提下，該等職權範圍，除其他事項外，訂明董事會的組成及其權力和職責。

董事人數應為七名至二十五名之間。於每次股東週年大會上，當時自上次當選任期最長的三分之一的董事必須輪值告退，該等退任董事屆時將有資格重選。

在不影響本銀行於股東大會上委任任何人士為董事的權力之前提下，董事會有權委任任何人士為董事，惟有關任命須經金管局同意。任何由董事會委任的董事之任期至下次股東週年大會為止，屆時將有資格重選。

主席應由董事會從眾成員中委任，主持董事會會議及股東大會。公司秘書應由董事會委任。

#### 1. 權力及職責

董事會為本銀行的最終管治組織，負責：

- 制訂本銀行的策略目標及政策；
- 填補高級管理職位及檢討該等職位的接任計劃；
- 確保具備適當的內部監控制度；
- 監察管理層達致及遵守該等目標及政策的表現；以及
- 對本銀行的營運負責。

本銀行的業務應由董事會管理，其權力包括：

- 委任行政總裁領導本銀行的管理架構，惟有關人士之任命須經金管局同意；以及
- 向行政總裁或其認為合適人士所組成的一個或多個委員會授予其所享有的任何權力（包括本銀行日常業務管理）。

除本銀行不時有效的《組織章程細則》賦予董事會的權力（包括借款、籌集資金或提供抵押支付、委任授權代表、授出權力、以及受權轉授權力）外，董事會可行使該等本銀行可行使、進行或批准的一切權力及進行的一切事項（本銀行《組織章程細則》或其他相關規則及規例明確規定須由本銀行在股東大會上行使者除外）。

### Terms of Reference for the Board

The Board is constituted in accordance with the Bank's Articles of Association for the time being in force. Without prejudice to such articles, these terms of reference set out, among other things, the composition of the Board as well as its powers and duties.

The number of directors shall be between seven and twenty-five. One-third of the directors who have been longest in office since their last election shall retire by rotation at each annual general meeting of the shareholders. The retiring directors shall then be eligible for re-election.

Without prejudice to the power of the Bank in general meeting of the shareholders to appoint any person to be a director, the Board shall have the power to appoint any person to be a director provided that the HKMA shall have consented to that person being so appointed in both cases. Any director so appointed by the Board shall hold office until the next annual general meeting of the shareholders and shall then be eligible for re-election.

The chairman shall be appointed by the Board from amongst its members to preside at board meetings and general meetings of the shareholders. The company secretary shall be appointed by the Board.

#### 1. Powers and Duties

The Board is the ultimate governing body of the Bank responsible for:

- setting the Bank's strategic goals and policies;
- filling senior management positions and reviewing succession plans for such positions;
- ensuring that a proper system of internal controls exists;
- monitoring management performance against the achievement of such goals and the compliance with such policies; and
- accounting for the Bank's operations.

The business of the Bank shall be managed by the Board whose powers include those:

- to appoint the chief executive officer to head the Bank's management structure provided that the HKMA shall have consented to that person being so appointed; and
- to delegate any of its powers (including the day-to-day management of the business of the Bank) to the chief executive officer or to a committee or committees consisting of such individuals as it sees fit.

In addition to the powers conferred upon the Board by the Bank's Articles of Association for the time being in force (including the powers to borrow, raise or secure the payment of money; to appoint attorneys; to delegate; and to authorise subdelegation), the Board may exercise all such powers and do all such acts and things as may be exercised, done or approved by the Bank and are not expressly required to be exercised by the Bank in general meeting of the shareholders under the Bank's Articles of Association or such other relevant rules and regulations.

## 2. 董事類別

本銀行董事分為三類：常務董事、非常務董事及獨立非常務董事。

### (i) 常務董事

常務董事除應承擔董事會成員的職責外，亦應以本銀行僱員身份履行行政、管理及監督職能，彼等應就董事會可能不時向其指派有關本銀行業務管理履行職責及行使權力。在董事會並無作出具體指示的情況下，常務董事應有一般權力及責任妥善領導及管理本銀行的業務，惟須符合本銀行《組織章程細則》及任何其他相關規則及規例。常務董事應盡其能力，在符合董事會指示的情況下促進及拓展本銀行的業務。

### (ii) 非常務董事及獨立非常務董事

有別於常務董事，非常務董事及獨立非常務董事並非本銀行的僱員。因此，非常務董事及獨立非常務董事均不會參與本銀行的日常業務管理。然而，作為董事會成員，他們最終亦負有與常務董事相同的責任及職責。就此，該等董事應對本銀行事務投入足夠的時間及專注。非常務董事及獨立非常務董事應有助提升本銀行的問責意識，並為議會帶來其可能缺乏的專業知識、技能、信息、見解及連繫，從而擴闊本銀行的策略視野。此外，彼等亦須協助加強對管理層的監督，例如參與《審計委員會》等董事會轄下委員會，確保決策過程公正不偏。

## 2. Types of Directors

There are three types of directors: executive directors, non-executive directors and independent non-executive directors.

### (i) Executive Directors

Executive directors shall carry out administrative, managerial and supervisory functions as employees of the Bank in addition to their duties as board members. They shall perform the duties and exercise the powers that the Board may from time to time assign to them in relation to the management of the business of the Bank. In the absence of any specific directions from the Board, executive directors shall have the general control and responsibility for the proper direction and management of the business of the Bank subject to the Articles of Association of the Bank and any other relevant rules and regulations. Executive directors shall do all in their power to promote and develop the business of the Bank, and conform to the directions of the Board while doing so.

### (ii) Non-executive Directors and Independent Non-executive Directors

Non-executive directors and independent non-executive directors, unlike executive directors, are not employees of the Bank. Non-executive directors and independent non-executive directors are, therefore, not involved in the day-to-day management of the Bank's business. However, their responsibility and liability are ultimately the same as those of the executive directors as members of the Board. As such, they shall devote sufficient time and attention to the Bank's affairs. Non-executive directors and independent non-executive directors shall help to enhance the Bank's sense of accountability and to widen its strategic horizons by bringing into the boardroom expertise, skills, information, insights and contacts that the Board might otherwise lack. Besides, they shall help to better supervise the management and ensure that the decision-making process is fair and balanced, for example, by serving on such board committees as the Audit Committee.

### (iii) 獨立非常務董事

董事會期望獨立非常務董事在不受本銀行管理層或主要股東影響或控制的情況下行事。獨立非常務董事不應直接或間接或以其他方式持有本銀行的業務財務利益，亦不應與本銀行有任何重大銀行往來關係或與本銀行主要股東有任何關係，可能嚴重影響其本身的自由判斷。獨立非常務董事應為董事會提供策略方向、專業知識，更重要是獨立自主的能力。在必要情況下，彼等應能勇於挑戰傳統智慧，在不受本銀行管理層或主要股東影響或控制的情況下，為董事會闡述其獨立觀點。

各董事應謹記，董事雖區分為不同類別，每當有議題提呈予董事會向個別董事作集體評議、決策及批准時，各董事應各自作出判斷。各董事應貫徹避免任何利益衝突，並真誠行事以本銀行的整體利益為依歸。各董事應以謹慎、技巧及努力不懈履行其職責，並僅可就恰當的企業宗旨而行使其權力。

### 3. 酬金

董事有權就其服務收取本銀行在股東大會不時決定的酬金。此外，董事會可因應本銀行要求對執行任何特殊或額外服務的任何董事給予特別酬金。

### 4. 出席會議

董事有權出席董事會會議。其他無投票權人士亦可不時在董事會認為適當的條件下獲邀出席會議。

### 5. 會議次數

每個財政年度最少召開四次董事會定期會議，最少每季度一次。其他董事會會議可在董事認為適當的情況下於相關財政年度內召開。

### 6. 會議及程序

董事會會議法定人數為五名董事。董事會會議及程序應受本銀行當時有效的《組織章程細則》規定。

### (iii) Independent Non-executive Directors

The Board expects the independent non-executive directors to be free from the influence or control of the management or the substantial shareholders of the Bank. Independent non-executive directors should have no direct or indirect financial interest or otherwise in the business of the Bank. Nor should they have any significant banking relationship with the Bank or any relationship with the substantial shareholders of the Bank that might materially interfere with the exercise of their own free judgement. Independent non-executive directors shall bring strategic direction, expertise and, above all, autonomy to the Board. If necessary, they shall be prepared to challenge conventional wisdom so as to provide the Board with their own viewpoints that are free from the influence or control of the management or the substantial shareholders of the Bank.

The directors should bear in mind that despite these directorial classifications, each of them shall exercise his own judgement when matters are submitted to the Board for the individual directors' collective view, decision and approval. The directors shall guard against any conflict of interest and act in good faith in the interests of the Bank as a whole at all times. They shall exercise due care, diligence and skill when performing their duties and shall use their powers for proper corporate purposes only.

### 3. Remuneration

A director shall be entitled to receive remuneration for his services such sum as shall from time to time be determined by the Bank in general meeting of the shareholders. Moreover, the Board may grant special remuneration to any director who, being called upon, shall perform any special or extra services to or at the request of the Bank.

### 4. Attendance at Meetings

The directors shall have the right of attendance at meetings of the Board. Other non-voting parties may be invited from time to time to attend upon such conditions as the Board sees fit.

### 5. Frequency of Meetings

There shall be at least four regular board meetings scheduled for each financial year - at least one in each quarter. Other board meetings may be held during the financial year in question as the directors see fit.

### 6. Meetings and Proceedings

Five directors shall constitute a quorum. The meetings and proceedings of the Board shall be governed by the Bank's *Articles of Association* for the time being in force.

7. 會議權力

符合法定人數的董事會會議應能勝任行使本銀行當時有效的《組織章程細則》賦予董事會或規定其可行使的任何權力。

8. 書面決議案

書面決議案獲過半數董事簽署即屬有效，等同在正式召開及舉行的董事會會議通過的決議案一樣。

企業管治常規的最終責任

為確保董事會會議之間發生的事項能適時和及時處理，董事會就不同職能範疇授出監督權，並交由不同委員會（該等委員會主要旨在深入檢視董事會全體會議難以深入檢視的事項）及部門處理，而董事會對本銀行的企業管治常規仍然負有最終責任。

按照董事會的政策，其委員會及管理層應就本銀行的重要事宜向董事會提供充分和及時資料，以便董事會作出明智的決策。有關事項包括策略規劃、業務發展、接任計劃、管理發展、內部監控、應變計劃、壓力測試、風險管理、財務規劃與匯報、審計事宜、股份表現，以及符合有關本銀行《組織章程大綱及細則》及其他相關法例、規則、規例、守則、指引、常規說明及公告的事宜。

董事會現行常規是於每個財政年度召開不少於四次定期會議，每季度最少舉行一次。此外，在有需要的情況下亦會召開董事會特別會議。管理層應及時就董事會關注的事項提呈定期報告，以便各董事可於董事會會議上考慮相關事項。除於正式召開的董事會會議上提呈文件外，在有需要的情況下亦可以傳閱方式向董事會提呈相關文件。目前有關文件主要涵蓋的範疇包括預算及財務報表、核數師及監管機構報告及建議、股份表現簡報，以及對關連人士的貸款資料。

儘管董事會已授權管理層處理本銀行的日常事務，但董事會對本銀行的企業管治常規仍然負有最終責任。

7. Power of Meeting

A meeting of the Board at which a quorum is present shall be competent to exercise any power vested in or exercisable by the Board under the Bank's *Articles of Association* for the time being in force.

8. Written Resolutions

A written resolution signed by a majority of the directors shall be as valid and effectual as a resolution passed at a board meeting duly convened and held.

Ultimate Responsibility for Corporate Governance Practices

In order to better ensure that matters arising between board meetings are handled properly and in a timely fashion, supervision of functional areas have been delegated by the Board and handled by committees (a major purpose of such committees is to examine issues in greater depth than is possible in full board meetings) and departments, while the Board remains ultimately responsible for the Bank's corporate governance practices.

It is the policy of the Board that its committee and the management provide it with adequate and timely information on issues important to the Bank in order for the Board to make informed decisions. Such issues include strategic planning; business development; succession planning; management development; internal controls; contingency planning; stress testing; risk management; financial planning and reporting; auditing matters; share performance; and compliance with the Bank's *Memorandum and Articles of Association* and such other relevant laws, rules, regulations, codes, guidelines, practice notes and circulars.

The current practice of the Board is to hold no fewer than four regular meetings during each financial year and at least one in each quarter. Besides, extraordinary board meetings will be held if and when warranted. The management shall submit regular reports on the issues concerned to the Board in time for the directors' consideration at the board meetings in question. Relevant documents will also be submitted to the Board by circulation if and when warranted on top of those presented at physical board meetings. The papers in question currently cover such major areas as budgets and financial statements; auditor's and regulators' findings and recommendations; share performance summary updates; and loans and advances to connected parties.

Although the Board has delegated to the management the authority to conduct the day-to-day affairs of the Bank, it (namely, the Board) remains ultimately responsible for the Bank's corporate governance practices.

# 企業管治報告書

## CORPORATE GOVERNANCE REPORT

於二零一四年二月二十六日

as of 26 February 2014

董事會明白，為建立清晰明確的匯報架構能促進本銀行穩健及有效地運作，董事會需履行下列各項，確保本銀行具備一個能勝任的管理團隊：

- (i) 委任一位具誠信、能力及在銀行和相關金融服務行業具經驗的人士為行政總裁（直接向董事會匯報），並向其授予權力和責任，審慎及有效地管理本銀行的事務；
- (ii) 監督其他高級行政人員（例如副行政總裁、公司秘書、稽核及其他處/部門主管）的委任事宜，確保彼等為管理及掌管本銀行重要職能及業務的適當人選；
- (iii) 檢討及審批本銀行的組織架構，確保本銀行有適當制度進行主要管理人員的招聘、培訓、監督、留任及接任安排；以及
- (iv) 界定董事及高級管理層的權力及責任，並提供足夠的制衡機制，以確保所涉及的政策和程序得以妥善發展和執行。此外，高級管理人員應充分督導各特定範疇之管理人員的活動，確保匯報架構清晰明確，促進信息流動暢順。內部稽核員應可直接向董事會主席匯報，並可自由接觸董事會或其審計委員會，以便直接向彼等報告調查結果及提出建議。

董事會有責任代表本銀行股東對管理層進行監督，並由董事會轄下委員會協助履行監督職能。儘管董事會全體成員不會參與所有事務，董事會已授權轄下若干的委員會（包括常務董事委員會、風險管理及條例執行委員會、薪酬委員會及審計委員會）負責監督主要職能範疇。該等董事會轄下之委員會均已清楚訂明其宗旨、權限及責任。各董事會轄下之委員會已維持其職權範圍書，並須在適當情況下更新。有關委員會應定期向董事會匯報工作情況。董事會應因應本銀行的規模和業務、董事會的組成及董事各自的專業知識，確保該等委員會有適當的數目及架構。

本銀行已為其董事及高級人員安排適當的董事及高級人員責任保險。

The Board understands that in order to facilitate the establishment of clear reporting lines to enable the Bank to be run soundly and efficiently, it needs to do the following things to ensure that a competent management team is in place:

- (i) appoint a chief executive officer (who shall report directly to the Board) with integrity, competence and experience in the banking and related financial service businesses, and delegate to him the authority and responsibility to manage the affairs of the Bank effectively and prudently;
- (ii) oversee the appointment of other senior executives (such as deputy chief executive officers, company secretary, head of internal audit and other division / department heads) and ensure that they are fit and proper to manage and supervise the Bank's key functions and business lines;
- (iii) review and approve the organisational structure of the Bank and ensure that a system is in place for the recruitment, training, supervision, retention and succession of the Bank's key managers; and
- (iv) define the authorities and responsibilities of the directors and the senior management, and provide adequate checks and balances to ensure proper development and implementation of the policies and procedures involved. Senior managers shall in turn exercise adequate supervision over the activities of line managers in specific areas and ensure that clear reporting lines are in place to facilitate a smooth flow of communication. Internal auditors shall have a direct reporting line to the chairman of the Board and unfettered access to the Board or its audit committee to enable them to report their findings and make their recommendations directly.

The Board is responsible for the supervision of the management on behalf of the shareholders of the Bank. The Board is assisted in its supervisory function by board committees. Instead of involving the full board in handling every matter, the supervision of major functional areas have been delegated to certain committees of the Board (including the Executive Committee, the Risk Management and Compliance Committee, the Remuneration Committee, and the Audit Committee). All such board committees have been established with clearly defined objectives, authorities and responsibilities. Written terms of reference of each board committee have been maintained and shall be updated appropriately. The committees in question shall report their activities regularly to the Board. The Board shall ensure that the number of such committees and the structure of each of them are suitable, having regard to the Bank's size and business, the Board's composition and the individual directors' expertise.

Directors and officers of the Bank are covered by appropriate directors and officers liability insurance.

### 董事會成員多元化政策聲明

本銀行致力令董事會在成員之個人才幹、知識、教育、專業才能及能力方面形成最佳組合，確保董事會在經驗、觀點、技能、見解、關係網絡、意見及資訊方面達致多元化，以履行其管治職能。

因此，本銀行的董事會力求賢能領導，按職位所需選賢任能，培養出一種多元文化，有利於加強繼任規劃及提高問責性，並為董事會引入豐富之專業才能、技能、資訊、見解及關係網絡，從而擴闊董事會之策略領域。此外，這種多元文化亦可促進審辯式思維和建設性的討論，有助董事會較佳地督管理工作，並確保決策過程公平公正。

基於以上所述，董事會認為其包容的多元性是本銀行的重要資產。

本政策聲明並非旨在亦不會增加或減少董事根據本銀行之《組織章程大綱及章程細則》，以及其他有關法例、規則、規例、守則、指引、實務說明、通函等所負的責任。然而，本政策聲明旨在作為董事恰當行事之指導原則，以達致上述董事會多元化之目標。董事會會因應經驗、企業管治標準之演變及任何其他環境變化，不時檢討並在適當情況下修訂本政策聲明。

### 提名委員會

董事會於二零一四年二月十四日成立一個名為提名委員會之董事會委員會，其職責及責任包括檢討董事會之多元性；以及物色具有適當資格可擔任董事之人選，並選擇提名擔任董事之人士或就有關選擇向董事會提出建議。

### Policy Statement on Board Diversity

The Bank aims to equip its Board with an optimal combination of personal attributes, knowledge, education, expertise and competencies so as to better ensure that the Board has a diversity of experiences, perspectives, skills, insights, contacts, ideas and information to carry out its governing functions.

The Bank, therefore, aims for meritocracy in the boardroom and all board appointments are made on merit where the best person is selected for the post. This cultivates a diverse culture which facilitates succession planning, enhances accountability and widens strategic horizons by bringing into the boardroom a wide array of expertise, skills, information, insights and contacts that the Board might otherwise lack. Besides, this diverse culture promotes critical thinking and fosters constructive debate, thereby helping the Board to better supervise the management and ensure that the decision-making process is fair and balanced.

In view of the above, the Board considers that its inclusive diversity is an invaluable asset to the Bank.

This policy statement is not intended to, and does not, either enlarge or diminish the responsibilities of the directors under the Bank's *Memorandum and Articles of Association* and such other relevant laws, rules, regulations, codes, guidelines, practice notes, circulars and the like. This policy statement is, however, intended to serve as a source of guiding principles for the directors to take appropriate actions to achieve the aims of board diversity as outlined above. The Board will review and, where appropriate, revise from time to time this policy statement in the light of experience, evolving standards of corporate governance and any other changing circumstances.

### Nomination Committee

The Board established a board committee on 14 February 2014 known as Nomination Committee whose duties and responsibilities include the review of the diversity of the Board, and the identification of individuals suitably qualified to become directors and the selection or the making of recommendations to the Board on the selection of individuals nominated for directorships.



# 企業管治報告書

## CORPORATE GOVERNANCE REPORT

於二零一四年二月二十六日

as of 26 February 2014

### 出席記錄

二零一三年度董事會、審計委員會會議、薪酬委員會會議、股東週年大會及股東特別大會之出席記錄如下：

### Attendance Records

Board meetings (BM), Audit Committee meetings, Remuneration Committee meetings, annual general meeting (AGM) and extraordinary general meeting (EGM) attendance records for 2013 are as follows:

董事芳名	Names of Directors	2013				
		董事會 BM	審計委員會 會議 Audit Committee Meeting	薪酬委員會 會議 Remuneration Committee Meeting	股東 週年大會 AGM	股東 特別大會 EGM
		會議舉行次數 Number of Meetings Held				
		出席會議次數 Number of Meetings Attended				
廖烈武博士 (於二零一四年二月十四日辭任)	Dr LIU Lit Mo (resigned on 14 February 2014)	7	4	3	1	1
廖烈智先生 (於二零一四年二月十四日辭任)	Mr LIU Lit Chi (resigned on 14 February 2014)	7/7	-	-	1/1	1/1
劉惠民先生	Mr LAU Wai Man	7/7	-	-	1/1	1/1
廖鐵城先生	Mr Don Tit Shing LIU	7/7	-	-	1/1	1/1
廖俊寧先生 (於二零一四年二月十四日辭任)	Mr Wilfred Chun Ning LIU (resigned on 14 February 2014)	7/7	-	-	0/1	0/1
何家樂先生 (於二零一四年二月十四日辭任)	Mr HE Jiale (resigned on 14 February 2014)	6/7	-	-	0/1	0/1
堀越秀一先生 (於二零一四年二月十四日辭任)	Mr Hidekazu HORIKOSHI (resigned on 14 February 2014)	6/7	-	-	1/1	0/1
廖坤城先生 (於二零一四年二月十四日辭任)	Mr Christopher Kwun Shing LIU (resigned on 14 February 2014)	7/7	-	-	1/1	1/1
周卓如先生	Mr Alfred Cheuk Yu CHOW	7/7	4/4	3/3	1/1	1/1
孟慶惠先生 (於二零一四年二月十四日辭任)	Mr MENG Qinghui (resigned on 14 February 2014)	6/7	-	-	0/1	0/1
陳有慶博士 (於二零一四年二月十四日辭任)	Dr Robin Yau Hing CHAN (resigned on 14 February 2014)	7/7	-	-	1/1	1/1
范華達先生 (於二零一四年二月十四日辭任)	Mr Timothy George FRESHWATER (resigned on 14 February 2014)	7/7	-	-	1/1	1/1
謝德耀先生	Mr Wanchai CHIRANAKHORN	7/7	4/4	3/3	1/1	1/1
鄭毓和先生	Mr CHENG Yuk Wo	7/7	4/4	3/3	1/1	1/1
馬照祥先生	Mr Andrew Chiu Cheung MA	7/7	-	-	1/1	0/1

## 董事會組成

截至二零一三年十二月三十一日，董事會由十五位成員組成，包括五位常務董事、五位非常務董事及五位獨立非常務董事。

鑑於完成野村國際（香港）有限公司代表越秀金融控股有限公司收購創興銀行股份之部份要約，廖烈武博士（主席）、廖烈智先生（副主席兼董事總經理）、及廖俊寧先生辭任常務董事；何家樂先生、堀越秀一先生、廖坤城先生及孟慶惠先生辭任非常務董事；陳有慶博士及范華達先生辭任獨立非常務董事，全部均於二零一四年二月十四日生效。

此外，張招興先生獲委任為主席及非常務董事、梁高美懿女士獲委任為副主席，董事總經理及常務董事、朱春秀、王恕慧及李鋒諸位先生獲委任為非常務董事，以及李家麟先生獲委任為獨立非常務董事，全部均於二零一四年二月十四日生效。

截至二零一四年二月十四日，董事會由十二位成員組成，包括三位常務董事、五位非常務董事及四位獨立非常務董事。本銀行最新的董事名單（包括其角色和職能）可瀏覽本銀行及聯交所之網站。

本銀行收到各獨立非常務董事有關其根據上市規則第 3.13 項而發之確認獨立性週年函件。本銀行認為所有獨立非常務董事仍然獨立。

董事會成員來自各種不同背景，擁有廣泛的商業、銀行及專業知識。有關簡歷包括本銀行各董事會成員、高層管理人員和主要股東（根據《上市規則》之定義）的關係，刊載於第 5 頁「董事及高級管理人員之個人簡歷」一欄。

## Composition of the Board

As of 31 December 2013, the Board was made up of 15 members, comprising 5 Executive Directors, 5 Non-executive Directors and 5 Independent Non-executive Directors.

In light of the completion of the partial offer by Nomura International (Hong Kong) Limited on behalf of Yuexiu Financial Holdings Limited to acquire shares in the Bank, Dr Liu Lit Mo (Chairman), Mr Liu Lit Chi (Deputy Chairman and Managing Director) and Mr Wilfred Chun Ning Liu resigned as Executive Directors, Mr He Jiale, Mr Hidekazu Horikoshi, Mr Christopher Kwun Shing Liu and Mr Meng Qinghui resigned as Non-executive Directors, Dr Robin Yau Hing Chan and Mr Timothy George Freshwater resigned as Independent Non-executive Directors, all with effect on 14 February 2014.

Moreover, Mr Zhang Zhaoxing was appointed Chairman and Non-executive Director, Mrs Leung Ko May Yee Margaret was appointed Deputy Chairman, Managing Director and Executive Director, and Mr Zhu Chunxiu, Mr Wang Shuhui and Mr Li Feng were appointed Non-executive Directors, and Mr Lee Ka Lun was appointed Independent Non-executive Director, all with effect on 14 February 2014.

As of 14 February 2014, the Board was made up of 12 members, comprising 3 Executive Directors, 5 Non-executive Directors and 4 Independent Non-executive Directors. A current list of the directors of the Bank (including their roles and functions) is available on the websites of both the Bank and the Stock Exchange.

The Bank has received, from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Bank considers all of its independent non-executive directors to be still independent.

Members of the Board come from a variety of different backgrounds and have a diverse range of business, banking and professional expertise. Biographies which include relationships with members of the Board, senior management and substantial shareholders (as defined in the Listing Rules) of the Bank are shown on page 5 headed "Biographical Data about Directors and Senior Management".

### 持續專業發展

本銀行，除了別的來源如為其他公司之董事會董事和其所屬之專業機構（視情況而定），持續提供相關培訓課程和閱讀材料予所有董事（其姓名載列如下）以持續發展和更新其知識及技能：

- 張招興先生  
（於二零一四年二月十四日獲委任）
- 廖烈武博士  
（於二零一四年二月十四日辭任）
- 廖烈智先生  
（於二零一四年二月十四日辭任）
- 梁高美懿女士  
（於二零一四年二月十四日獲委任）
- 劉惠民先生
- 廖鐵城先生
- 廖俊寧先生  
（於二零一四年二月十四日辭任）
- 朱春秀先生  
（於二零一四年二月十四日獲委任）
- 王恕慧先生  
（於二零一四年二月十四日獲委任）
- 李 鋒先生  
（於二零一四年二月十四日獲委任）
- 何家樂先生  
（於二零一四年二月十四日辭任）
- 堀越秀一先生  
（於二零一四年二月十四日辭任）
- 廖坤城先生  
（於二零一四年二月十四日辭任）
- 周卓如先生
- 孟慶惠先生  
（於二零一四年二月十四日辭任）
- 陳有慶博士  
（於二零一四年二月十四日辭任）
- 范華達先生  
（於二零一四年二月十四日辭任）
- 謝德耀先生
- 鄭毓和先生
- 馬照祥先生
- 李家麟先生  
（於二零一四年二月十四日獲委任）

### 主席及行政總裁

本銀行主席（即張招興先生）及其行政總裁（即劉惠民先生）的角色及職責是分開的，由兩位不同人士承擔。主席負責管理董事會，而行政總裁則負責管理本銀行日常業務。

### Continuous Professional Development

The Bank, among other sources such as boards of directors of other companies on which its directors sit and professional bodies to which its directors belong (as the case may be), has continued to provide all of its directors (whose names are set forth below) with relevant training sessions and reading materials to further develop and refresh their knowledge and skills:

- Mr ZHANG Zhaoxing  
(appointed on 14 February 2014)
- Dr LIU Lit Mo  
(resigned on 14 February 2014)
- Mr LIU Lit Chi  
(resigned on 14 February 2014)
- Mrs LEUNG Ko May Yee Margaret  
(appointed on 14 February 2014)
- Mr LAU Wai Man
- Mr Don Tit Shing LIU
- Mr Wilfred Chun Ning LIU  
(resigned on 14 February 2014)
- Mr ZHU Chunxiu  
(appointed on 14 February 2014)
- Mr WANG Shuhui  
(appointed on 14 February 2014)
- Mr LI Feng  
(appointed on 14 February 2014)
- Mr HE Jiale  
(resigned on 14 February 2014)
- Mr Hidekazu HORIKOSHI  
(resigned on 14 February 2014)
- Mr Christopher Kwun Shing LIU  
(resigned on 14 February 2014)
- Mr Alfred Cheuk Yu CHOW
- Mr MENG Qinghui  
(resigned on 14 February 2014)
- Dr Robin Yau Hing CHAN  
(resigned on 14 February 2014)
- Mr Timothy George FRESHWATER  
(resigned on 14 February 2014)
- Mr Wanchai CHIRANAKHORN
- Mr CHENG Yuk Wo
- Mr Andrew Chiu Cheung MA
- Mr LEE Ka Lun  
(appointed on 14 February 2014)

### Chairman and Chief Executive Officer

The roles and responsibilities of the Bank's Chairman (namely, Mr Zhang Zhaoxing) and its Chief Executive Officer (namely, Mr Lau Wai Man) are separate. They are assumed by two different individuals. The Chairman is responsible for the management of the Board, while the Chief Executive Officer is charged with the responsibilities to manage the day-to-day business of the Bank.

### 董事會月報表

董事會成員每月均獲提供更新資料，載列有關本銀行的表現、財務狀況及前景的公正及易於理解的評估，內容足以讓董事履行其職務。

### 薪酬委員會

本銀行已制定一個兼備特定職權範圍之薪酬委員會委託其權力及職責，其中包括就本銀行及其附屬公司（「本銀行集團」）之薪酬政策作出建議及檢討，同時須考慮到本銀行集團之董事、高級管理層、主要人員，以及基於其本身職位對本銀行集團之風險承擔可能帶來重大影響之員工之個別薪酬方案及條件。薪酬委員會應確保薪酬獎勵框架及決策能鼓勵職員作出有利於本銀行集團之風險承擔、風險管理架構及長遠財務穩健之行為，並能支持及推進本銀行集團達至其願景及策略；亦確保任何董事、行政總裁或任何彼等聯繫人不能自行釐定薪酬。

薪酬委員會對本銀行集團之薪酬制度表示滿意，認為制度以定額現金為主，加上具克制尺度按表現釐定之獎勵花紅，一方面能鼓勵長期表現而非短視冒進行為，符合本銀行穩健增長之風險取向，另一方面亦能推動、肯定和獎勵貢獻突出之員工和表現優異之團隊。

薪酬委員會獲得董事會授權，可在薪酬委員會認為合適之情況下徵詢專業意見，並須負責就有關薪酬之一切事宜物色及委任顧問向薪酬委員會提供意見。薪酬委員會由董事會委任之三名獨立非常務董事及一位非常務董事組成。薪酬委員會主席由謝德耀先生出任，其他委員為周卓如先生、鄭毓和先生及馬照祥先生。

薪酬委員會每年召開至少兩次會議。二零一三年薪酬委員會會議之個別委員出席記錄在第 64 頁。

### Monthly Reports to the Board

Members of the Board are provided with monthly updates giving a balanced and understandable assessment of the Bank's performance, position and prospects in sufficient detail to enable them to discharge their duties as members of the Board.

### Remuneration Committee

The Bank has established a Remuneration Committee with specific terms of reference entrusted it with the authority and duties, including amongst others, making recommendation and reviewing the remuneration policy of the Bank and its subsidiaries (the "Bank Group") by taking into account the pay and conditions across the Bank Group's individual remuneration packages including directors, senior management and key personnel as well as those in positions of significant influence and those having an impact on the Bank Group's risk profile. It is to ensure that the reward frameworks and decisions shall be developed in a manner to encourage employee behavior that supports the Bank Group's risk tolerance, risk management framework and long-term financial soundness, as well as to support and reinforce the achievement of the Bank Group's vision and strategy. It is also to ensure that no Director, Chief Executive or any of their associates will be involved in deciding his own remuneration.

The Remuneration Committee is satisfied that the remuneration system of the Bank Group is mainly fixed cash-based with controlled scale of performance-related incentive bonus which is, on the one hand, in conformity with the risk appetite of the Bank Group to grow steadily and prudently by encouraging long-term performance, rather than short-term risk taking, and on the other hand, to motivate, recognise and reward both high individual contribution and sound team performance.

Appointed by the Board, the Remuneration Committee is authorised to obtain professional advice as it shall deem appropriate and shall be responsible for selection and appointment of consultants to advise it on all aspects of remuneration. It comprises three independent non-executive directors and one non-executive director appointed by the Board. This Committee is chaired by Mr Wanchai Chiranakhorn. The other members are Mr Alfred Cheuk Yu Chow, Mr Cheng Yuk Wo and Mr Andrew Chiu Cheung Ma.

The Remuneration Committee shall meet no less than twice a year. The number of meetings held by the Remuneration Committee and the attendance of individual members at Remuneration Committee meeting in 2013 is recorded on page 64.

# 企業管治報告書

## CORPORATE GOVERNANCE REPORT

於二零一四年二月二十六日  
as of 26 February 2014

薪酬委員會獲充足資源以履行其職責。薪酬委員會於二零一三年之工作概述如下：

- (i) 檢討本銀行《薪酬政策》和制度及其成效及執行情況；
- (ii) 修訂本銀行《薪酬政策》，因應日趨嚴謹的監管要求進一步強化本銀行就薪酬方面的管治；
- (iii) 檢閱給予創興證券有限公司行政董事之退休花紅；
- (iv) 檢閱給予新任創興證券有限公司之董事薪酬；
- (v) 檢討薪酬委員會的職權範圍；
- (vi) 審閱 2012/13 年年度之薪酬檢討建議，並提呈董事會通過有關事項；及
- (vii) 討論及檢討本銀行董事成員之袍金，並提呈董事會通過有關事項。

薪酬委員會之詳情，包括職權範圍書、職責及責任載於本銀行及聯交所網站。

本銀行各董事薪酬將按個別僱傭合約之條款（如有）及薪酬委員會所提出之建議而釐定。有關董事薪酬已詳列於綜合財務報表之附註 14。根據本銀行集團薪酬政策之定義，共有 20 名職員被列入為高級管理層及主要人員類別。按照《指引》第 3.2.3 項之披露規定，該等高級行政人員於二零一二年及二零一三年之總支出顯示於下表中。

The Remuneration Committee is provided with sufficient resources to discharge its duties and the following is a summary of the work of the Remuneration Committee during 2013:

- (i) Reviewed the Remuneration Policy and remuneration systems and the adequacy and effectiveness of its implementation;
- (ii) Updated the Remuneration Policy to further strengthen the Bank's governance in response to the tightened;
- (iii) Reviewed the grant of final bonus payment to the Executive Director of Chong Hing Securities Limited upon his retirement;
- (iv) Reviewed the remuneration packages for newly-appointed Directors of Chong Hing Securities Limited;
- (v) Reviewed the Terms of Reference of the Remuneration Committee;
- (vi) Reviewed the pay proposal for 2012/13 and recommended the same to the Board for approval; and
- (vii) Discussed and reviewed the fees payable to directors and recommended the same to the Board for approval;

Details of the Remuneration Committee, including its terms of reference and duties and responsibilities, are available on the websites of the Bank and the Stock Exchange.

The emolument payable to directors will depend on their respective contractual terms under employment contracts, if any, and as recommended by the Remuneration Committee. Details of the directors' emolument are set out in note 14 of the Consolidated Financial Statements. As defined in the Remuneration Policy of the Bank Group, there are 20 employees categorised as Senior Management and Key Personnel. The aggregate payouts for these senior executives for 2012 and 2013 are shown in the table below in accordance with the disclosure requirement of 3.2.3 of the Guideline.

# 企業管治報告書 CORPORATE GOVERNANCE REPORT

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除於綜合財務報表之附註第 14 項內所述之董事薪酬外，截至二零一三年十二月三十一日止高級管理層及主要人員之年度薪酬如下：

In addition to the directors' emolument disclosed in note 14 of the Consolidated Financial Statements, the remuneration for the senior management and key personnel for the year ended 31 December 2013 is as follows:

	截至二零一三年 十二月三十一日止 Year ended 31 December 2013 港幣千元 HK\$'000	截至二零一二年 十二月三十一日止 Year ended 31 December 2012 港幣千元 HK\$'000	
固定薪酬	Fixed remuneration	38,396	35,762
浮動薪酬：	Variable remuneration:		
- 現金	- Cash	2,424	197
- 股份	- Shares	不適用 N/A	不適用 N/A
- 股份期權	- Share Options	不適用 N/A	不適用 N/A
- 其他	- Others	不適用 N/A	不適用 N/A
		2,424	197
受益人數目	Number of beneficiaries	5	5
遞延薪酬：	Deferred remuneration:		
- 已歸屬	- Vested	-	-
- 未歸屬	- Unvested	-	-
- 授予	- Awarded	-	-
- 已付	- Paid out	-	-
- 透過績效調整後削減	- Reduced through performance adjustments	-	-

薪酬委員會將繼續參照指引，並會特別留意表現評核之風險校正，以調整本銀行集團之薪酬政策，同時確保提供之待遇具競爭力。

The Remuneration Committee will continue to align the Bank Group's remuneration policies with the Guideline with particular attention paid to risk adjustments to performance assessment, while ensuring that the rewards are competitive.

## 審計委員會

審計委員會是由三名獨立非常務董事及兩名非常務董事組成，委員擁有財務管理專業資格及豐富商業管理經驗。審計委員會主席由鄭毓和先生出任，其餘委員為王恕慧先生、周卓如先生、謝德耀先生及李家麟先生。

## Audit Committee

The Audit Committee comprises three independent non-executive directors and two non-executive directors who possess the appropriate professional expertise and experience in financial management and business. The Audit Committee is chaired by Mr Cheng Yuk Wo and the other members are Mr Wang Shuhui, Mr Alfred Cheuk Yu Chow, Mr Wanchai Chiranakhorn and Mr Lee Ka Lun.

根據審計委員會之職權範圍，審計委員會需要就聘用及續聘核數師向董事會提供意見、檢討核數師之獨立性及客觀性、監督與本銀行核數師之關係、檢討半年及全年報告及財務報表、檢討核數師之管理建議書、與香港金融管理局進行會議、評估本銀行內部監控系統之充足性及有效性、檢討本銀行稽核部之功能、檢討並建議內部工序以確保其能符合法定要求及普遍採納之會計標準。審計委員會之詳情，包括職權範圍書、職責及責任載於本銀行及聯交所網站。

Under its terms of reference, the Audit Committee is required, among other things, to advise the Board on the appointment and retention of the external auditor, to review the external auditor's independence and objectivity, to oversee the relationship with the external auditor, to review the half-yearly and annual reports and financial statements, to review the external auditor's management letter, to hold meetings with the HKMA, to assess the adequacy and effectiveness of the Bank's systems of internal control, to review the internal audit function, and to review and recommend internal procedures to ensure compliance with regulatory requirements and generally accepted accounting standards. Details of the Audit Committee, including its terms of reference and duties and responsibilities, are available on the websites of both the Bank and the Stock Exchange.

審計委員會每年最少召開三次會議。二零一三年審計委員會會議之委員出席記錄載列在第 64 頁。

The Audit Committee shall meet at least three times a year. Committee members' Audit Committee meetings attendance records for 2013 are set out on page 64.

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為履行其職責，審計委員會於二零一三年曾進行以下主要檢討工作：

## 財務報表

審計委員會與核數師及負責本銀行財務及資金管理處之高級行政人員，曾就本銀行截至二零一二年十二月三十一日止年度之全年財務報表及截至二零一三年六月三十日止六個月之中期財務報表舉行會議進行討論；審計委員會亦曾與核數師檢討及討論，以確保本銀行的財務報表是按照本港普遍採納之會計標準編製。

## 與核數師之關係

審計委員會已檢討核數師之獨立性及客觀性、其審核服務範疇及相關核數師費用以呈董事會批核。此外，審計委員會亦與核數師舉行會議，商討其審核策略及評估本銀行內部監控之充足性。

## 內部監控檢討

審計委員會亦對內部監控事宜及稽核部之功能作出檢討，包括年度稽核計劃、稽核部之人力及資源編配、稽核發現及建議事項與及有關稽核建議之落實。

## 核數師酬金

已付及將付予本銀行集團核數師德勤·關黃陳方會計師行二零一三年酬金為：

審計服務
中期審閱
稅務、資訊科技及監管諮詢
總額

## 股東權利

1. 根據本銀行章程細則第五十六條，董事會可在任何其認為適當的時候召開股東特別大會，而股東特別大會亦須應公司條例訂定的請求書召開，如沒有應該請求書召開，則可由請求人召開。同樣地，股東可按下列公司條例第一百一十三條應請求書召開股東特別大會：

To discharge its responsibilities, the Audit Committee performed the following major reviews in 2013:

## Financial Statements

The Audit Committee met with the external auditor and the senior executive in charge of Finance and Treasury Management Division to discuss the financial statements for the year ended 31 December 2012 and for the six months ended 30 June 2013. The Audit Committee reviewed and discussed with the external auditor to ensure that the Bank's financial statements had been prepared in accordance with the accounting principles generally accepted in Hong Kong.

## Relationship with the External Auditor

The Audit Committee reviewed the independence and objectivity of the external auditor, the scope of audit services and related audit fees payable to the external auditor for the Board's approval. Moreover, the Audit Committee met and discussed with the external auditor on the audit strategy and assessment of the sufficiency of the internal control of the Bank.

## Internal Control Review

The Audit Committee also reviewed the internal control issues and the internal audit function of the Bank, covering the annual audit plan, the staffing and resources of Internal Audit Department, the audit findings and recommendations raised in the internal audits undertaken, and the implementation status of related audit recommendations.

## Auditor's Remuneration

The remuneration paid and payable to the Bank Group's auditor, Deloitte Touche Tohmatsu, for 2013 amounted to:

	港幣 HK\$
Audit services	4,365,000
Interim review	460,000
Tax, information technology and regulatory consulting	880,700
Total	<u>5,705,700</u>

## Shareholders' Rights

1. Per Article 56 of the Bank's Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on requisition, as provided by the Companies Ordinance, or, in default, may be convened by the requisitionists. As such, shareholders can convene an extraordinary general meeting under Section 113 of the Companies Ordinance which states as follows:

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- (i) 即使公司的章程細則有任何規定，公司的董事應公司成員請求書的請求，須立即妥為安排召開公司特別大會，而該等公司成員在存放該請求書當日須持有不少於二十分之一的公司已繳足資本，而且該資本在該請求書存放當日附有在公司大會上表決的權利；如屬無股本的公司，則該等成員須佔在上述日期有權在公司大會上表決的全體成員不少於二十分之一的總表決權。
- (ii) 請求書必須述明會議的目的，並由請求人簽署及存放於公司的註冊辦事處；請求書可包含數份同樣格式的文件，而每份文件均由一名或多於一名請求人簽署。
- (iii) 如董事在該請求書存放日期起計二十一天內，未有妥為安排一次在召開會議通知書發出日期後二十八天內召開的會議，則該等請求人或佔全體請求人一半以上總表決權的請求人，可自行召開會議，但如此召開的會議不得在上述日期起計三個月屆滿後舉行。
- (iv) 由請求人根據本條召開的會議，須盡可能以接近董事召開會議的方式召開。
- (v) 請求人因董事沒有妥為召開會議而招致的任何合理費用，須由公司償還請求人，而任何如此償還的款項，須由公司從到期或即將到期就失責董事的服務而應向其支付的費用或酬金中保留。
- (vi) 就本條而言，如某項決議擬在某次會議上以特別決議的形式提出，而董事沒有發出第一百一十六條所規定的會議通知書，則董事須當作並未妥為召開會議。
- (i) The directors of a company, notwithstanding anything in its articles shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-twentieth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, members of the company representing not less than one-twentieth of the total voting rights of all the members having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene an extraordinary general meeting of the company.
- (ii) The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form, each signed by one or more requisitionists.
- (iii) If the directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting for a day not more than 28 days after the date on which the notice convening the meeting is given, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months from the said date.
- (iv) A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.
- (v) Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such of the directors as were in default.
- (vi) For the purposes of this section, the directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by section 116.



### 2. 股東可按下列公司條例一百一十五A條在股東大會上提呈決議案：

- (i) 在符合本條的規定下，一間公司在下文所指明數目的成員提出書面請求時以及（除非公司另有決議）在請求人支付費用的情況下，有責任 -
  - (a) 向有權接收下屆週年大會通知書的公司成員發出通知書，內容有關可能會在該會議上恰當地動議並擬在該會議上動議的任何決議；
  - (b) 向有權獲送交大會通知書的成員傳閱一份字數不多於一千字的陳述書，內容有關在任何建議決議內所提述的事宜，或有關將在該會議上處理的事務。
- (ii) 根據第(1)款提出的請求書所需成員人數為 -
  - (a) 任何不少於在該請求書提出的日期有權在該請求書有關的會議上表決的成員的總表決權四十分之一的成員人數；或
  - (b) 不少於五十名持有該公司股份的成員，然而每名成員就其所持股份已繳足的平均股款不少於港幣二千元。
- (iii) 任何此等決議的通知及任何此等陳述書，須以准許用於送達會議通知書的方式，將該決議或陳述書的副本向有權獲送交會議通知書的公司成員發出或傳閱；至於向公司的任何其他成員發出任何此等決議的通知，則須以准許用於向該等任何其他成員發出公司會議通知書的方式，向其發出具該等決議大意的通知：

但該副本的送達方式或該等決議大意通知的發出方式（視屬何情況而定），須與會議通知書發出的方式相同，而送達或發出的時間，亦須在切實可行範圍內與會議通知書發出的時間相同，如當時不能送達或發出，則須於隨後在切實可行範圍內盡快送達或發出。

### 2. Shareholders can make proposals at shareholders' meetings under Section 115A of the Companies Ordinance which states as follows:

- (i) Subject to this section, it shall be the duty of a company, on the requisition in writing of such number of members as is hereinafter specified and (unless the company otherwise resolves) at the expense of the requisitionists -
  - (a) to give to members of the company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting;
  - (b) to circulate to members entitled to have notice of any general meeting sent to them any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.
- (ii) The number of members necessary for a requisition under subsection (1) shall be -
  - (a) any number of members representing not less than one-fortieth of the total voting rights of all members having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
  - (b) not less than 50 members holding shares in the company on which there has been paid up an average sum, per member, of not less than HK\$2,000.
- (iii) Notice of any such resolution shall be given, and any such statement shall be circulated, to members of the company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such member in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other member of the company by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the company:

Provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.

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- (iv) 公司不須根據本條發出有關任何決議的通知或傳閱任何陳述書，除非 -
- (a) 有人於下述時間將一份由請求人簽署的請求書（或兩份或多於兩份載有全體請求人簽署的請求書）存放於公司的註冊辦事處 -
- (i) 如屬要求發出決議通知的請求書，在有關會議舉行前不少於六個星期；及
- (ii) 如屬任何其他請求書，在有關會議舉行前不少於一個星期；及
- (b) 有人隨該請求書存放或付交一筆合理地足以應付公司為實行請求書的要求而作的開支的款項：
- 但如要求發出決議通知的請求書在存放於公司的註冊辦事處後，有關方面在該請求書存放後六個星期或較短期間內的某一日召開週年大會，則該請求書雖然並非在本款所規定的時間內存放，但就本款而言，亦須當作已恰當地存放。
- (v) 如公司或任何其他聲稱受屈的人向法院提出申請，而法院信納，本條所授予的權利正被濫用，以取得誹謗性質的事宜上不必要的宣傳，則公司同樣地不須根據本條傳閱任何陳述書；此外，即使上述請求人並非該申請的其中一方，法院仍可命令該等請求人支付公司因一項根據本條提出的申請而招致的全部或部份訟費。
- (iv) A company shall not be bound under this section to give notice of any resolution or to circulate any statement unless-
- (a) a copy of the requisition signed by the requisitionists (or 2 or more copies which between them contain the signatures of all the requisitionists) is deposited at the registered office of the company-
- (i) in the case of a requisition requiring notice of a resolution, not less than 6 weeks before the meeting; and
- (ii) in the case of any other requisition, not less than 1 week before the meeting; and
- (b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the company's expenses in giving effect thereto:
- Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called for a date 6 weeks or less after the copy has been deposited, the copy though not deposited within the time required by this subsection shall be deemed to have been properly deposited for the purposes thereof.
- (v) The company shall also not be bound under this section to circulate any statement if, on the application either of the company or of any other person who claims to be aggrieved, the court is satisfied that the rights conferred by this section are being abused to secure needless publicity for defamatory matter; and the court may order the company's costs on an application under this section to be paid in whole or in part by the requisitionists, notwithstanding that they are not parties to the application.

(vi) 即使公司的章程細則有任何規定，在週年大會上可予處理的事務，須包括與按照本條發出的通知有關的任何決議，而就本款而言，該通知即使因意外遺漏發給一名或多於一名成員，仍須當作已如此發出。

(vii) 如因沒有遵從本條條文而構成失責，公司每名失責高級人員均可處罰款。

3. 股東可向董事會提出已簽署之查詢送交本銀行之註冊辦事處香港德輔道中二十四號創興銀行中心地下（公司秘書部收）。

### 股東大會投票程序

上市規則要求於股東大會上提呈的決議案須以投票方式表決。投票結果會於股東大會後即日在聯交所和本銀行網站刊登。

### 股東大會

二零一三年股東週年大會及二零一三年股東特別大會已分別於二零一三年五月八日及二零一三年十二月二十日舉行，於二零一三年股東週年大會及二零一三年股東特別大會上提呈的決議案之投票結果已分別於二零一三年五月八日及二零一三年十二月二十日在聯交所及本銀行網站刊登。

二零一四年股東週年大會將於二零一四年五月八日舉行，詳情請參閱本銀行將於或約於二零一四年三月十四日寄發予股東之二零一三年年報及隨附之股東週年大會通函。

(vi) Notwithstanding anything in the company's articles, the business which may be dealt with at an annual general meeting shall include any resolution of which notice is given in accordance with this section, and for the purposes of this subsection notice shall be deemed to have been so given notwithstanding the accidental omission, in giving it, of 1 or more members.

(vii) In the event of any default in complying with the provisions of this section, every officer of the company who is in default shall be liable to a fine.

3. Shareholders can lodge their signed, written enquires to the Board with the Bank's registered office at Ground Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong (Attention: Company Secretarial Department).

### Voting Procedures at General Meetings

The Listing Rules require that any vote of shareholders on all resolutions at general meetings must be taken by poll. The poll results will be posted on the websites of both the Stock Exchange and the Bank on the same day following the shareholders' meeting.

### General Meeting of Shareholders

The Bank held its Annual General Meeting ("2013 AGM") and Extraordinary General Meeting ("2013 EGM") on 8 May 2013 and 20 December 2013 respectively. Poll results in respect of the resolutions proposed at the 2013 AGM and the 2013 EGM were published on the websites of both the Stock Exchange and the Bank on 8 May 2013 and 20 December 2013 respectively.

The 2014 Annual General Meeting will be held on 8 May 2014. Please refer to the Bank's Annual Report 2013 and its accompanying Explanatory Statement which are expected to be despatched to the shareholders on or about 14 March 2014 for further details.

## 投資者關係及資料披露

董事會已採納披露政策，強調向其業務有關人士及公眾提供本銀行業務的財務狀況、損益和資本充足率之準確及適時資訊的重要性。本銀行認為維護其業務有關人士的利益可透過與投資界、媒體和公眾持續和積極對話，準確及適時地披露其企業策略、業務優勢和弱點、發展機遇、威脅和前景。本銀行致力為其業務有關人士和公眾提供關鍵資訊，以公平和及時的基礎上合理地作出投資決策。

## 與股東的溝通

本銀行與股東建立及維持不同的溝通渠道，例如公佈年報及中期報告、公告、股東大會通告及投票結果，以及於聯交所及本銀行網站發佈之新聞稿。

## 遵守企業管治守則

董事會充份明白維持良好企業管治標準對本銀行營運上之效能及效率極為重要。因此，董事會已採取上述之企業管治政策聲明，確保維持高標準的企業管治常規。董事確認本銀行於截至二零一三年十二月三十一日止之財政年度已遵載於上市規則附錄十四之過往守則《企業管治常規守則》及經修改守則《企業管治守則》內之守則條文，惟：

1. 依據本銀行組織章程細則，當時的三分之一（或如董事人數除以三後所得之商數並非整數，則以最接近三分之一之數目計）董事，並自上次當選任期最長者，需於每次股東週年大會上輪值告退及重選。若於同日出任董事者，則以抽籤方式決定何人先行告退（除非他們自行達成協議）。由董事會額外委任為董事或填補董事會臨時空缺之人士，其董事任期僅至下屆股東週年大會止，屆時有資格於該週年大會參選連任（惟其不被視為輪值告退之董事或用以計算輪值告退董事之人數）。除根據那些守則條文 A.4.1 及 A.4.2 就有關委任非常務董事之指定任期及董事之輪值告退的建議運作方法之外，董事視此運作方法為一適合的選擇。

## Investor Relations and Information Disclosure

The Board has adopted a Disclosure Policy highlighting the importance of providing accurate and timely information relating to its businesses, state of affairs, profit or loss and capital adequacy ratio to its stakeholders and the public. The Bank believes that stakeholders' interests can best be served by accurate and timely disclosure of its corporate strategies, business strengths and weaknesses, growth opportunities and threats, and prospects through a continuous and active dialogue with the investment community, the media and the public. The Bank is committed to providing its stakeholders and the public with access to key information that is reasonably required to make an investment decision on a fair and timely basis.

## Communications with Shareholders

The Bank establishes and maintains different communication channels with its shareholders through, for example, the publication of annual and interim reports, circulars, notices and results of general meetings, and press releases on the Bank's and the Stock Exchange's websites.

## Compliance with Corporate Governance Code

The Board is well aware that maintaining good corporate governance standards is important to the effective and efficient operation of the Bank. The Board has, therefore, adopted the above-mentioned Policy Statement on Corporate Governance to better ensure that a high standard of corporate governance practices is maintained. The directors confirm that, for the financial year ended 31 December 2013, the Bank has complied with the former (Code on Corporate Governance Practices) and the revised (Corporate Governance Code) Code Provisions as set forth in Appendix 14 to the Listing Rules except:

1. Under the Bank's Articles of Association, one-third (or, if the quotient resulting from the division of the number of directors by three is not a whole number, the number nearest one-third) of the directors for the time being, who have been longest in office since their last election, shall be subject to retirement by rotation and re-election at each annual general meeting. As between persons who became directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by drawing lots. And as to those persons additionally appointed as directors or appointed as directors to fill casual vacancies by the board of directors, they shall hold office only until the next following annual general meeting and shall then be eligible for re-election (but not to be taken into account in determining the directors or the number of directors who are to retire by rotation) at that annual general meeting. The directors consider such practices to be appropriate alternatives to those recommended under Code Provisions A.4.1 and A.4.2.

2. 至於提名人選予董事會作出委任事宜，除根據守則條文 A.5.1 由一個提名委員會處理之外，任何董事如認為合適，均有權推薦任何合適人選予董事會以及其他相關法定及監管機構考慮及批准委任為董事，該等人選需能對本銀行作出貢獻及履行對本銀行及其股東整體利益之責任。除根據守則條文 A.5.1 就有關提名委任董事的建議運作方法之外，董事視此運作方法為一適合的選擇。
2. As to the nomination of candidates for appointment to the board, instead of having a nomination committee in place under Code Provision A.5.1, any director is entitled to recommend for the consideration and, if thought fit, approval of the board, as well as other relevant supervisory and regulatory bodies, suitable candidates who can contribute to the Bank, and discharge their responsibilities in the interests of the Bank and its shareholders as a whole. The directors consider such a practice to be an appropriate alternative to that recommended under Code Provision A.5.1.
3. 按照本銀行的《企業管治政策聲明》所列，董事應謹記，當有議題提呈予董事會向個別董事作集體審核、決策及批准時，各董事應不論其董事身份（不論為常務董事、非常務董事或獨立非常務董事）而自行作出判斷。各董事應貫徹避免任何利益衝突，並真誠行事以本銀行的整體利益為依歸。各董事應以謹慎、技巧及努力履行其職責，並僅就適當的企業目的而行使其權力。
3. As set forth in the Bank's Policy Statement on Corporate Governance, the directors should bear in mind that despite their respective directorial classifications (as the case may be, as executive directors, non-executive directors or independent non-executive directors), each of them shall exercise his own judgement when matters are submitted to the board for the individual directors' collective review, decision and approval. The directors shall guard against any conflict of interest and act in good faith in the interests of the Bank as a whole at all times. They shall exercise due care, diligence and skill when performing their duties and shall use their powers for proper corporate purposes only.

根據本銀行的《企業管治政策聲明》，董事會主席鼓勵各董事（不論為常務董事、非常務董事或獨立非常務董事）自由表達其意見，並於董事會全體成員會議時預留充足時間供各董事討論議題。倘若在董事會全體成員會議上，非常務董事（包括獨立非常務董事）與常務董事就任何討論議題持相反意見時，會議記錄將清晰地反映有關情況。有鑑於此項既定運作方式，各董事均認為在董事會全體成員會議上向各董事進行這種自由公開討論更具成效；因此，並無需要進一步根據守則條文第 A.2.7 條所列，舉行非常務董事（包括獨立非常務董事）會議而沒有常務董事出席。

In line with the Bank's Policy Statement on Corporate Governance, the Chairman has encouraged his fellow directors (be they executive directors, non-executive directors or independent non-executive directors) to freely express their views and has allowed sufficient time for discussion of issues at full board meetings. If, for example, the non-executive directors (including the independent non-executive directors) hold views contrary to those of the executive directors in respect of any matter discussed at a full board meeting, the minutes will have this reflected clearly. In the light of such an established practice, the directors are of the view that such open and free discussions at full board meetings among all the directors are more productive and, as such, there is no further need for the non-executive directors (including the independent non-executive directors) to hold meetings, under Code Provision A.2.7, without the presence of the executive directors.

再者，本銀行已採用董事進行證券交易之守則，其標準不低於上市規則附錄十所列之上市發行人董事進行證券交易的標準守則（「證券交易標準守則」）。經本銀行具體查詢後，所有董事確認截至二零一三年十二月三十一日止之財政年度內已遵守證券交易標準守則及本銀行有關守則訂定之所需標準。

Furthermore, the Bank has adopted a code for securities transactions by directors with terms no less exacting than those set out in the Model Code for Securities Transactions by Directors of Listed Issuers under Appendix 10 to the Listing Rules (the "Model Securities Transactions Code"). After specific enquiry by the Bank, all of the directors confirmed that, for the financial year ended 31 December 2013, they had complied with the required standards as set out in both the Model Securities Transactions Code and the Bank's own code in question.



致創興銀行有限公司股東  
(於香港註冊成立的有限公司)：

本核數師(以下簡稱「我們」)已審核列載於第81頁至第253頁創興銀行有限公司(「本銀行」)及其附屬公司(「統稱「本集團」)的綜合財務報表，此綜合財務報表包括於二零一三年十二月三十一日的綜合及銀行之財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合股東權益轉變表和綜合現金流動表，以及主要會計政策概要及其他附註解釋。

#### 董事就綜合財務報表須承擔的責任

本銀行董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》編製及真實而公平地列報該等綜合財務報表，以及維持董事認為必要的有關內部控制，以確保編製綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

#### 核數師的責任

我們的責任是根據我們審核工作的結果，對該等綜合財務報表表達獨立的意見，並按照香港《公司條例》第141條僅向整體股東作出報告，而本報告將不適用於其他用途，我們不會就本報告的內容向任何其他人士負上或承擔任何責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

TO THE MEMBERS OF CHONG HING BANK LIMITED  
(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Chong Hing Bank Limited (the “Bank”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 81 to 253, which comprise the consolidated and the Bank’s statements of financial position as at 31 December 2013, the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Directors’ Responsibility for the Consolidated Financial Statements

The directors of the Bank are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditor’s Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

# 獨立核數師報告書

## INDEPENDENT AUDITOR'S REPORT

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報綜合財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映本銀行及本集團於二零一三年十二月三十一日的事務狀況及截至該日止年度的利潤及現金流量，並已按照香港《公司條例》妥為編製。

德勤·關黃陳方會計師行  
執業會計師  
香港

二零一四年二月二十六日

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Bank and of the Group as at 31 December 2013, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu  
Certified Public Accountants  
Hong Kong

26 February 2014

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# 綜合損益表

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

		附註 Notes	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
利息收入	Interest income		1,595,667	1,563,820
利息支出	Interest expense		(581,462)	(726,912)
淨利息收入	Net interest income	9	1,014,205	836,908
費用及佣金收入	Fee and commission income		283,196	253,949
費用及佣金支出	Fee and commission expenses		(73,263)	(64,584)
淨費用及佣金收入	Net fee and commission income	10	209,933	189,365
按公平值列賬及列入損益賬 之金融工具之淨(虧損)溢利	Net (losses) gains on financial instruments at fair value through profit or loss	11	(22,414)	57,473
公平值對沖之淨溢利	Net gains on fair value hedge	11	536	1,200
其他營業收入	Other operating income	12	239,745	237,835
營業支出	Operating expenses	13	(781,575)	(788,591)
			660,430	534,190
貸款減值準備淨(支出)回撥	Net (charge) reversal of impairment allowances on loans and advances	22	(35,237)	65,228
出售物業及設備之淨溢利(虧損)	Net gains (losses) on disposal of property and equipment		6,740	(1,861)
出售可供出售證券之淨溢利	Net gains on disposal of available-for-sale securities		1,582	594
出售投資物業及其公平值調整之 淨溢利	Net gains on disposal of and fair value adjustments on investment properties	26	4,237	12,206
所佔聯營公司之溢利	Share of profits of associates		32,103	36,028
除稅前溢利	Profit before taxation		669,855	646,385
稅項	Taxation	15	(112,437)	(103,045)
年度溢利	Profit for the year		557,418	543,340
- 屬於本銀行擁有人	- attributable to owners of the Bank		557,418	543,340
每股盈利 - 基本	Earnings per share - basic	17	HK1.28	HK\$1.25

# 綜合損益及其他全面收益表

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
年度溢利	Profit for the year	<u>557,418</u>	<u>543,340</u>
其他全面收益	Other comprehensive income		
可隨後重新分類至損益表之項目：	Items that may be reclassified subsequently to profit or loss:		
因折算之外匯調整	Exchange differences arising on translation	18,022	4,588
本年度可供出售證券其公平值之 (虧損)溢利	Fair value (losses) gains of available-for-sale securities arising during the year	(4,061)	183,500
因出售可供出售證券而導致重新 分類到損益表之金額	Amount reclassified to the profit or loss upon disposal of available-for-sale securities	(1,582)	(594)
關於出售可供出售證券之所得稅 影響	Income tax effect relating to disposal of available-for-sale securities	261	98
關於可供出售證券公平值調整之 所得稅影響	Income tax effect relating to fair value change of available-for-sale securities	514	(29,914)
所佔聯營公司之其他全面收益	Share of other comprehensive income of associates	<u>464</u>	<u>430</u>
年度其他全面收益 (除稅後)	Other comprehensive income for the year (net of tax)	<u>13,618</u>	<u>158,108</u>
年度全面收益總額	Total comprehensive income for the year	<u>571,036</u>	<u>701,448</u>
全面收益總額屬於：	Total comprehensive income attributable to:		
本銀行擁有人	Owners of the Bank	<u>571,036</u>	<u>701,448</u>

# 綜合財務狀況表

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一三年十二月三十一日  
at 31 December 2013

	附註 Notes	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
<b>資產</b>	<b>Assets</b>		
庫存現金及短期資金	18	16,145,437	17,331,877
存放同業及其他財務機構於 一至十二個月內到期之款項		7,920,502	4,789,513
衍生金融工具	19	170,135	187,911
按公平值列賬及列入損益賬之 金融資產	20	92,179	1,213,410
可供出售之證券	20	5,433,241	4,222,217
持至到期日之證券	20	8,326,722	9,600,020
貸款及其他賬項	22	45,803,583	42,109,218
應收稅項		796	-
待出售之資產	25	269,268	-
聯營公司權益	24	199,437	182,970
投資物業	26	136,575	135,318
物業及設備	27	635,702	928,380
預付土地租金	28	2,403	2,423
遞延稅項資產	35	1,501	1,502
商譽	38	50,606	50,606
<b>資產總額</b>	<b>Total assets</b>	<b>85,188,087</b>	<b>80,755,365</b>
<b>負債</b>	<b>Liabilities</b>		
同業及其他財務機構存款及結餘		1,674,231	1,843,477
於回購協議下出售之金融資產		1,256,657	433,681
客戶存款	30	71,164,904	67,508,748
存款證	31	563,003	667,636
衍生金融工具	19	100,653	248,656
其他賬項及應付費用		852,430	740,229
應付稅款		52,146	16,327
借貸資本	32	1,766,436	1,898,957
遞延稅項負債	35	25,661	23,574
<b>負債總額</b>	<b>Total liabilities</b>	<b>77,456,121</b>	<b>73,381,285</b>
<b>屬於本銀行擁有的資金</b>	<b>Equity attributable to owners of the Bank</b>		
股本	33	217,500	217,500
儲備		7,514,466	7,156,580
<b>資金總額</b>	<b>Total equity</b>	<b>7,731,966</b>	<b>7,374,080</b>
<b>負債及資金總額</b>	<b>Total liabilities and equity</b>	<b>85,188,087</b>	<b>80,755,365</b>

董事會於二零一四年二月二十六日核准及授權發行，並承董事會命簽署。

張招興 主席  
梁高美懿 副主席兼董事總經理  
劉惠民 常務董事兼行政總裁  
楊建華 公司秘書

Approved and authorised for issue by the Board of Directors on 26 February 2014 and signed on its behalf by:

Zhang Zhaoxing, Chairman  
Leung Ko May Yee Margaret, Deputy Chairman and Managing Director  
Lau Wai Man, Executive Director and Chief Executive Officer  
Michael K W Yeung, Company Secretary

# 本銀行財務狀況表

## STATEMENT OF FINANCIAL POSITION OF THE BANK

於二零一三年十二月三十一日

at 31 December 2013

	附註 Notes	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
<b>資產</b>	<b>Assets</b>		
庫存現金及短期資金	Cash and short-term funds	16,134,941	17,321,474
存放同業及其他財務機構於 一至十二個月內到期之款項	Placements with banks and other financial institutions maturing between one to twelve months	7,906,576	4,775,716
衍生金融工具	Derivative financial instruments	170,135	187,911
按公平值列賬及列入損益賬之 金融資產	Financial assets at fair value through profit or loss	91,968	1,213,149
可供出售之證券	Available-for-sale securities	5,326,882	4,130,090
持至到期日之證券	Held-to-maturity securities	8,326,722	9,600,020
貸款及其他賬項	Advances and other accounts	45,563,453	41,885,579
投資於附屬公司	Investments in subsidiaries	261,984	261,984
附屬公司欠款	Amounts due from subsidiaries	235,662	248,376
待出售之資產	Assets held for sale	790,930	–
聯營公司權益	Interests in associates	21,500	21,500
投資物業	Investment properties	102,300	101,990
物業及設備	Property and equipment	393,917	1,198,783
預付土地租金	Prepaid lease payments for land	2,403	2,423
遞延稅項資產	Deferred tax assets	1,316	1,502
<b>資產總額</b>	<b>Total assets</b>	<b>85,330,689</b>	<b>80,950,497</b>
<b>負債</b>	<b>Liabilities</b>		
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	1,674,231	1,843,477
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	1,256,657	433,681
客戶存款	Deposits from customers	71,164,904	67,508,748
欠附屬公司款項	Amounts due to subsidiaries	834,696	846,080
存款證	Certificates of deposit	563,003	667,636
衍生金融工具	Derivative financial instruments	100,653	248,656
其他賬項及應付費用	Other accounts and accruals	624,977	502,201
應付稅款	Current tax liabilities	48,759	15,598
借貸資本	Loan capital	1,766,436	1,898,957
遞延稅項負債	Deferred tax liabilities	14,851	15,129
<b>負債總額</b>	<b>Total liabilities</b>	<b>78,049,167</b>	<b>73,980,163</b>
<b>屬於本銀行擁有人的資金</b>	<b>Equity attributable to owners of the Bank</b>		
股本	Share capital	217,500	217,500
儲備	Reserves	7,064,022	6,752,834
<b>資金總額</b>	<b>Total equity</b>	<b>7,281,522</b>	<b>6,970,334</b>
<b>負債及資金總額</b>	<b>Total liabilities and equity</b>	<b>85,330,689</b>	<b>80,950,497</b>

董事會於二零一四年二月二十六日核准及授權發行，並承董事會命簽署。

張招興 主席  
梁高美懿 副主席兼董事總經理  
劉惠民 常務董事兼行政總裁  
楊建華 公司秘書

Approved and authorised for issue by the Board of Directors on 26 February 2014 and signed on its behalf by:

Zhang Zhaoxing, Chairman  
Leung Ko May Yee Margaret, Deputy Chairman and Managing Director  
Lau Wai Man, Executive Director and Chief Executive Officer  
Michael K W Yeung, Company Secretary

# 綜合股東權益轉變表

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

附註 Note	股本 Share capital 港幣千元 HK\$'000	股本溢價 Share premium 港幣千元 HK\$'000	投資重估儲備		公積金 General reserve 港幣千元 HK\$'000	換算儲備 Translation reserve 港幣千元 HK\$'000	法定儲備 Regulatory reserve 港幣千元 HK\$'000	保留溢利 Retained profits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
			商譽 Goodwill 港幣千元 HK\$'000	Investment revaluation reserve 港幣千元 HK\$'000					
<b>集團</b>	<b>THE GROUP</b>								
於二零一三年一月一日	217,500	1,542,817	(182)	187,327	1,388,500	26,236	387,000	3,624,882	7,374,080
年度溢利	-	-	-	-	-	-	-	557,418	557,418
因折算之外匯調整	-	-	-	-	-	18,022	-	-	18,022
本年度可供出售證券 其公平值調整之虧損	-	-	-	(4,061)	-	-	-	-	(4,061)
因出售可供出售證券而導致 重新分類到損益表之金額	-	-	-	(1,582)	-	-	-	-	(1,582)
關於出售可供出售證券之所得稅影響	-	-	-	261	-	-	-	-	261
關於可供出售證券公平值調整之 所得稅影響	-	-	-	514	-	-	-	-	514
所佔聯營公司之儲備	-	-	-	464	-	-	-	-	464
其他全面(支出)收益	-	-	-	(4,404)	-	18,022	-	-	13,618
年度全面(支出)收益總額	-	-	-	(4,404)	-	18,022	-	557,418	571,036
已派二零一三年度中期股息	16	-	-	-	-	-	-	(60,900)	(60,900)
已派二零一二年度末期股息	16	-	-	-	-	-	-	(152,250)	(152,250)
於保留溢利中特別指定之法定儲備	-	-	-	-	-	-	54,000	(54,000)	-
於二零一三年十二月三十一日	217,500	1,542,817	(182)	182,923	1,388,500	44,258	441,000	3,915,150	7,731,966

# 綜合股東權益轉變表

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一三年十二月三十一日止年度

for the year ended 31 December 2013

附註 Note	股本 Share capital 港幣千元 HK\$'000	股本溢價 Share premium 港幣千元 HK\$'000	投資重估儲備		公積金 General reserve 港幣千元 HK\$'000	換算儲備 Translation reserve 港幣千元 HK\$'000	法定儲備 Regulatory reserve 港幣千元 HK\$'000	保留溢利 Retained profits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
			商譽 Goodwill 港幣千元 HK\$'000	Investment revaluation reserve 港幣千元 HK\$'000					
<b>集團</b>	<b>THE GROUP</b>								
於二零一二年一月一日	217,500	1,542,817	(182)	33,807	1,388,500	21,648	408,000	3,260,642	6,872,732
年度溢利	-	-	-	-	-	-	-	543,340	543,340
因折算之外匯調整	-	-	-	-	-	4,588	-	-	4,588
本年度可供出售證券 其公平值調整之溢利	-	-	-	183,500	-	-	-	-	183,500
因出售可供出售證券而導致 重新分類到損益表之金額	-	-	-	(594)	-	-	-	-	(594)
關於出售可供出售證券之所得稅影響	-	-	-	98	-	-	-	-	98
關於可供出售證券公平值調整之 所得稅影響	-	-	-	(29,914)	-	-	-	-	(29,914)
所佔聯營公司之儲備	-	-	-	430	-	-	-	-	430
其他全面收益	-	-	-	153,520	-	4,588	-	-	158,108
年度全面收益總額	-	-	-	153,520	-	4,588	-	543,340	701,448
已派二零一二年中期股息	16	-	-	-	-	-	-	(47,850)	(47,850)
已派二零一一年度末期股息	16	-	-	-	-	-	-	(152,250)	(152,250)
釋放特別指定之法定儲備至保留溢利	-	-	-	-	-	-	(21,000)	21,000	-
於二零一二年十二月三十一日	<u>217,500</u>	<u>1,542,817</u>	<u>(182)</u>	<u>187,327</u>	<u>1,388,500</u>	<u>26,236</u>	<u>387,000</u>	<u>3,624,882</u>	<u>7,374,080</u>

本集團之保留溢利包括本集團聯營公司所保留一筆為數港幣 82,567,000 元之保留溢利（二零一二年：保留溢利為港幣 66,564,000 元）。

法定儲備之成立乃為符合香港金融管理局之要求及法定儲備派發予本銀行股東前須諮詢香港金融管理局之意見。

公積金包括以往年度保留溢利之調撥。

The retained profits of the Group included retained profits of HK\$82,567,000 (2012: retained profits of HK\$66,564,000) retained by the associates of the Group.

The regulatory reserve is set up in compliance with the Hong Kong Monetary Authority's requirements and is distributable to shareholders of the Bank subject to consultation with the Hong Kong Monetary Authority (the "HKMA").

The general reserve comprises transfers from previous years' retained profits.

# 綜合現金流動表

## CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
<b>經營業務</b>	<b>OPERATING ACTIVITIES</b>	
除稅前溢利	669,855	646,385
調整：	Adjustments for:	
淨利息收入	(1,014,205)	(836,908)
貸款減值準備淨支出（回撥）	35,237	(65,228)
出售物業及設備之淨（溢利）虧損	(6,740)	1,861
出售可供出售證券之淨溢利	(1,582)	(594)
出售投資物業及其公平值調整之淨溢利	(4,237)	(12,206)
所佔聯營公司之溢利	(32,103)	(36,028)
公平值對沖之淨溢利	(536)	(1,200)
投資股息收入	(10,991)	(10,799)
折舊	54,878	59,209
預付土地租金之釋放	66	66
匯兌調整	17,697	818
營運資產及負債變動前之營運現金流	(292,661)	(254,624)
營運資產之（增額）減額：	(Increase) decrease in operating assets:	
逾三個月到期之通知及短期存款	249,906	(1,738,466)
逾三個月到期之外匯基金票據	(509,278)	(50,061)
逾三個月到期之存放同業及其他財務機構款項	(2,663,657)	(1,975,578)
按公平值列賬及列入損益賬之金融資產	1,121,231	632,179
客戶貸款	(5,947,761)	2,187,309
同業及其他財務機構貸款	2,164,842	(659,433)
其他賬項	36,851	(254,426)
營運負債之增額（減額）：	Increase (decrease) in operating liabilities:	
逾三個月到期之同業及其他財務機構存款及結餘	(202,593)	1,003,864
於回購協議下出售之金融資產	822,976	13,029
客戶存款	3,656,156	2,693,035
存款證	(104,633)	(877,926)
衍生金融工具	(106,862)	(51,127)
其他賬項及應付費用	120,550	127,317
經營業務之現金（支出）收入	(1,654,933)	795,092
已付香港利得稅稅款	(51,501)	(99,265)
已付海外稅款	(23,050)	(16,409)
已收利息	1,309,623	1,219,979
已付利息	(526,091)	(605,553)
<b>經營業務之現金（支出）收入淨額</b>	<b>(945,952)</b>	<b>1,293,844</b>
	<b>NET CASH (USED IN) FROM OPERATING ACTIVITIES</b>	



# 綜合現金流動表

## CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
<b>投資業務</b>	<b>INVESTING ACTIVITIES</b>		
收取可供出售之證券及持至到期日之證券利息	Interest received from available-for-sale securities and held-to-maturity securities	302,391	274,151
收取投資之股息	Dividends received on investments	10,991	10,799
收取由聯營公司之股息	Dividends received from associates	16,100	7,360
購入持至到期日之證券	Purchase of held-to-maturity securities	(18,738,706)	(20,184,070)
購入可供出售證券	Purchase of available-for-sale securities	(1,375,235)	(2,168,631)
購入物業及設備	Purchase of property and equipment	(33,142)	(70,105)
贖回持至到期之證券所得款項	Proceeds from redemption of held-to-maturity securities	20,012,004	18,872,132
出售及贖回可供出售證券所得款項	Proceeds from sale and redemption of available-for-sale securities	2,479	1,748
出售物業及設備所得款項	Proceeds from disposal of property and equipment	8,472	6
出售投資物業所得款項	Proceeds from disposal of investment properties	3,927	4,316
<b>投資業務之現金收入（支出）淨額</b>	<b>NET CASH FROM (USED IN) INVESTING ACTIVITIES</b>	<b>209,281</b>	<b>(3,252,294)</b>
<b>融資業務</b>	<b>FINANCING ACTIVITIES</b>		
借貸資本之利息支出	Interest paid on loan capital	(62,006)	(65,225)
支付股息	Dividends paid	(213,150)	(200,100)
<b>融資業務之現金支出淨額</b>	<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(275,156)</b>	<b>(265,325)</b>
<b>淨現金及等同現金項目減額</b>	<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(1,011,827)</b>	<b>(2,223,775)</b>
一月一日之現金及等同現金項目	<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>14,868,955</b>	<b>17,092,730</b>
十二月三十一日之現金及等同現金項目	<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>13,857,128</b>	<b>14,868,955</b>
代表：	Represented by:		
庫存現金及存放同業及其他財務機構款項	Cash and balances with banks and other financial institutions	3,248,318	6,060,810
原定到期日少於三個月之通知及短期存款	Money at call and short notice with original maturity of three months or less	9,132,026	7,565,351
原定到期日少於三個月之外匯基金票據	Exchange fund bills with original maturity of three months or less	300,000	499,995
原定到期日少於三個月之存放同業及其他財務機構款項	Placements with banks and other financial institutions with original maturity of three months or less	1,776,448	1,309,116
原定到期日少於三個月之同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions with original maturity of three months or less	(599,664)	(566,317)
		<b>13,857,128</b>	<b>14,868,955</b>

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 1. 概論

創興銀行有限公司（「本銀行」）為香港註冊成立之公眾有限公司，其股票於香港聯合交易所有限公司上市。於二零一三年十二月三十一日，本銀行之直接控股公司為廖創興置業有限公司及最終控股公司為廖創興企業有限公司，兩者皆於香港註冊成立。本銀行從事銀行業及有關之金融服務。本銀行之註冊辦事處地址及主要業務區域已披露於本年報內。

本綜合財務報表以港幣呈列，港幣是本銀行之本位幣。

### 2. 採用新頒佈及經修訂之香港財務報告準則

本年度，本集團及本銀行已採用由香港會計師公會頒佈之新頒佈及經修訂之香港財務報告準則，如下：

香港財務報告準則之修訂

香港財務報告準則第7條之修訂

香港財務報告準則第13條

香港會計準則第1條之修訂

Amendments to HKFRSs

Amendments to HKFRS 7

HKFRS 13

Amendments to HKAS 1

除下列敘述外，本年度採用新頒佈及經修訂之香港財務報告準則並未對本年度及之前年度的本集團財務表現和本集團及本銀行財務狀況及/或綜合財務報表的披露構成重大影響。

### 1. GENERAL

Chong Hing Bank Limited (the “Bank”) is a public limited company incorporated in Hong Kong and its shares are listed on the Stock Exchange of Hong Kong Limited. As at 31 December 2013, its immediate holding company was Liu Chong Hing Estate Company Limited and its ultimate holding company was Liu Chong Hing Investment Limited (“LCHI”), both of which are incorporated in Hong Kong. The Bank is engaged in the provision of banking and related financial services. The address of the registered office and principal place of business of the Bank is disclosed in the Annual Report.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Bank.

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group and the Bank have applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), as follows:

香港財務報告準則年度改進二零零九年至二零一一年系列

披露 - 抵銷金融資產及金融負債

公平值計量

其他全面收益項目的呈列

Annual Improvements to HKFRSs 2009 - 2011 Cycle

Disclosures - Offsetting Financial Assets and Financial Liabilities

Fair Value Measurement

Presentation of Items of Other Comprehensive Income

Except as described below, the application of the new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and the Group’s and the Bank’s financial positions for the current and prior years and / or on the disclosures set out in these consolidated financial statements.

2. 採用新頒佈及經修訂之香港  
財務報告準則 - 續

香港財務報告準則第 7 條之修訂披  
露 - 抵銷金融資產及金融負債

本集團及本銀行已於本年度首次應用香港財務報告準則第 7 條之修訂「披露 - 抵銷金融資產及金融負債」。按照香港財務報告準則第 7 條之修訂要求企業披露關於：

- (a) 確認根據香港會計準則第 32 條「金融工具：披露」而抵銷的金融工具；及
- (b) 確認涉及可執行總互抵銷安排或類似協議的金融工具，不論此金融工具是否已根據香港會計準則第 32 條而抵銷。

香港財務報告準則第 7 條之修訂已追溯應用。有關修訂之應用對本集團的綜合財務報表中所公佈的金額並無重大影響，但會導致可執行總互抵銷安排或類似協議中的金融工具的抵銷權利及其相關的安排須作出更廣泛的披露。詳情列於附註 8。

2. APPLICATION OF NEW AND REVISED HONG KONG  
FINANCIAL REPORTING STANDARDS (“HKFRSs”)  
- continued

Amendments to HKFRS 7 Disclosures - Offsetting Financial Assets  
and Financial Liabilities

The Group and the Bank have applied the amendments to HKFRS 7 “Disclosures - Offsetting Financial Assets and Financial Liabilities” for the first time in the current year. The amendments to HKFRS 7 require entities to disclose information about:

- (a) recognised financial instruments that are set off in accordance with HKAS 32 “Financial Instruments: Presentation”; and
- (b) recognised financial instruments that are subject to an enforceable master netting agreement or similar agreement, irrespective of whether the financial instruments are set off in accordance with HKAS 32.

The amendments to HKFRS 7 have been applied retrospectively. The application of the amendments has had no material impact on the amounts reported in the Group’s consolidated financial statements but has resulted in more disclosures about rights of offset and related arrangements for financial instruments under an enforceable master netting agreement or similar arrangement. Detailed disclosures are set out in note 8.

2. 採用新頒佈及經修訂之香港財務報告準則 - 續

香港財務報告準則第 13 條公平值計量

本集團及本銀行已於本年度首次應用香港財務報告準則第 13 條。香港財務報告準則第 13 條就公平值的計量和披露建立了單一指引來源。香港財務報告準則第 13 條的應用範圍廣泛：此準則同時適用於金融與非金融工具項目，而其他香港財務報告準則則要求或准許公平值計量及披露，除香港財務報告準則第 2 條「股份基礎給付」內的股份基礎給付交易、香港會計準則第 17 條「租賃」內的租賃交易，及與公平值計量有些相似，但並非公平值（例如用作計算存貨之可變現淨值或用作減值評估的使用價值）。

香港財務報告準則第 13 條定義資產的公平值為在目前的市場條件下於主要（或最有利）的市場以有序交易於計量日出售資產時所收取的（或用作釐定負債的公平值作轉讓負債時所支付的）價格。根據香港財務報告準則第 13 條公平值是一個出口價格無論其是否能夠直接觀察或採用其他估值技術估計。此外，香港財務報告準則第 13 條包括廣泛的披露要求。

香港財務報告準則第 13 條需按未來適用法應用。按照香港財務報告準則第 13 條的過渡性規定，本集團及本銀行並未就香港財務報告準則第 13 條要求對二零一二年的比較期間作任何新披露。詳情列於附註 7。除額外披露外，香港財務報告準則第 13 條之應用對本集團的綜合財務報表中所確認的金額並無重大影響。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) - continued

HKFRS 13 Fair Value Measurement

The Group and the Bank have applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements. The scope of HKFRS 13 is broad: the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

HKFRS 13 requires prospective application. In accordance with the transitional provisions of HKFRS 13, the Group and the Bank have not made any new disclosures required by HKFRS 13 for the 2012 comparative period. Disclosures of fair value information of financial instruments are set out in note 7. Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

2. 採用新頒佈及經修訂之香港財務報告準則 - 續

香港會計準則第1條之修訂其他全面收益項目的呈列

本集團及本銀行已應用香港會計準則第1條之修訂其他全面收益項目的呈列。於採用香港會計準則第1條之修訂，本集團之「綜合全面收益表」重新命名為「綜合損益及其他全面收益表」，而「綜合損益賬」則重新命名為「綜合損益表」。香港會計準則第1條之修訂為損益及其他全面收益保留選擇權，可以單一報表或分開兩份但連續的報表呈列。此外，香港會計準則第1條之修訂要求其他全面收益部分作額外披露以令其他全面收益項目分為兩類：(一) 隨後不會重新分類至損益表之項目；及(二) 隨後在特定情況符合下可能重新分類至損益表之項目。其他全面收益項目相關之所得稅需以相同基準分配 - 新修訂對其他全面收益項目以除稅前或除稅後呈列的選擇權不變。有關修訂經已追溯應用，因此其他全面收益項目的呈列已修改以反映改變。除上述呈列的改變，香港會計準則第1條之修訂應用不會對損益、其他全面收益及全面收益總額造成任何影響。

比對數目

若干比對數目已重新分類以符合本年度的呈列。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) - continued

Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income

The Group and the Bank have applied the amendments to HKAS 1 Presentation of Items of Other Comprehensive Income. Upon the adoption of the amendments to HKAS 1, the Group’s “consolidated statement of comprehensive income” is renamed as the “consolidated statement of profit or loss and other comprehensive income” and the “consolidated income statement” is renamed as the “consolidated statement of profit or loss”. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. Furthermore, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis - the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

Comparative amounts

Certain comparative figures have been reclassified to conform with the current year’s presentation.

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

**3. 新頒佈及經修訂但未生效之香港財務報告準則**

本集團尚未提早採用下列適用於本集團之新頒佈及經修訂但未生效之香港財務報告準則：

香港財務報告準則之修訂

香港財務報告準則之修訂

香港財務報告準則第 9 條

香港財務報告準則第 9 條及

香港財務報告準則第 7 條之修訂

香港會計準則第 19 條之修訂

香港會計準則第 32 條之修訂

香港會計準則第 36 條之修訂

香港會計準則第 39 條之修訂

Amendments to HKFRSs

Amendments to HKFRSs

HKFRS 9

Amendments to HKFRS 9 and HKFRS 7

Amendments to HKAS 19

Amendments to HKAS 32

Amendments to HKAS 36

Amendments to HKAS 39

**3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET EFFECTIVE**

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective which are applicable to the Group:

香港財務報告準則年度改進二零一零年至二零一二年系列<sup>2</sup>

香港財務報告準則年度改進二零一一年至二零一三年系列<sup>2</sup>

金融工具<sup>3</sup>

香港財務報告準則第 9 條之強制生效日期及過渡性披露<sup>3</sup>

既定福利計劃：員工供款<sup>2</sup>

抵銷金融資產及金融負債<sup>1</sup>

非金融資產可收回金額披露<sup>1</sup>

衍生工具的更替及對沖會計法的延續<sup>1</sup>

Annual Improvements to HKFRSs 2010-2012 Cycle<sup>2</sup>

Annual Improvements to HKFRSs 2011-2013 Cycle<sup>2</sup>

Financial Instruments<sup>3</sup>

Mandatory Effective Date of HKFRS 9 and Transition Disclosures<sup>3</sup>

Defined Benefit Plans: Employee Contributions<sup>2</sup>

Offsetting Financial Assets and Financial Liabilities<sup>1</sup>

Recoverable Amount Disclosures for Non-Financial Assets<sup>1</sup>

Novation of Derivatives and Continuation of Hedge Accounting<sup>1</sup>

<sup>1</sup> 生效於二零一四年一月一日或以後開始之年度期間並准許提早應用。

Effective for annual periods beginning on or after 1 January 2014, with earlier application permitted.

<sup>2</sup> 生效於二零一四年七月一日或以後開始之年度期間，除下列披露外准許提早應用。

Effective for annual periods beginning on or after 1 July 2014, except as disclosed below. Early application is permitted.

<sup>3</sup> 可供應用 - 當香港財務報告準則第 9 條餘下階段完成時強制生效日期將被確定。

Available for application - the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.

3. 新頒佈及經修訂但未生效之  
香港財務報告準則 - 續

香港財務報告準則年度改進二零  
一零年至二零一二年系列

「香港財務報告準則年度改進二零一零年至二零一二年系列」包括多項香港財務報告準則之修訂並概述如下。

香港財務報告準則第2條之修訂(i)更改「既得條件」和「市場情況」的定義；及(ii)新增以往包括在「既得條件」定義內之「績效條件」及「服務條件」的定義。此修訂生效於授予日為二零一四年七月一日及以後之股份基礎給付交易。

香港財務報告準則第3條之修訂釐清被分類為資產或負債之或有對價應於每個報告日按公平值計量，不論或有對價是否為香港財務報告準則第9條或香港會計準則第39條範圍內之金融工具，或屬非金融資產或負債。公平值之變動（除計量期間內之調整外）應確認於損益表。香港財務報告準則第3條之修訂生效於收購日在二零一四年七月一日及以後之企業合併。

香港財務報告準則第8條之修訂(i)要求企業披露營業分項在應用合計準則時管理層所作出之判斷，包括已合計之營業分項的描述，及用於決定營業分項是否具有「相似經濟特性」之經濟指標；及(ii)釐清企業僅於分項資產於定期提供予主要營運決策人之情況下才將報告分項資產總額與企業資產總額達成一致。

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET  
EFFECTIVE - continued

Annual Improvements to HKFRSs 2010-2012 Cycle

The “Annual Improvements to HKFRSs 2010-2012 Cycle” include a number of amendments to various HKFRSs, which are summarised below.

The amendments to HKFRS 2 (i) change the definitions of “vesting condition” and “market condition”; and (ii) add definitions for “performance condition” and “service condition” which were previously included within the definition of “vesting condition”. The amendments to HKFRS 2 are effective for share-based payment transactions for which the grant date is on or after 1 July 2014.

The amendments to HKFRS 3 clarify that contingent consideration that is classified as an asset or a liability should be measured at fair value at each reporting date, irrespective of whether the contingent consideration is a financial instrument within the scope of HKFRS 9 or HKAS 39 or a non-financial asset or liability. Changes in fair value (other than measurement period adjustments) should be recognised in profit and loss. The amendments to HKFRS 3 are effective for business combinations for which the acquisition date is on or after 1 July 2014.

The amendments to HKFRS 8 (i) require an entity to disclose the judgements made by management in applying the aggregation criteria to operating segments, including a description of the operating segments aggregated and the economic indicators assessed in determining whether the operating segments have “similar economic characteristics”; and (ii) clarify that a reconciliation of the total of the reportable segments’ assets to the entity’s assets should only be provided if the segment assets are regularly provided to the chief operating decision-maker.

3. 新頒佈及經修訂但未生效之  
香港財務報告準則 - 續

香港財務報告準則年度改進二零  
一零年至二零一二年系列 - 續

香港財務報告準則第 13 條中結論基礎之修訂釐清香港財務報告準則第 13 條的頒佈及隨後香港會計準則第 39 條及香港財務報告準則第 9 條之修訂，在折算影響並不重大的情況下，並沒有消除在發票金額上沒有指定利率而不折算的短期應收款及應付款的計量能力。

香港會計準則第 16 條及第 38 條之修訂消除先前物業、廠房及設備或無形資產因重估引致累積折舊 / 攤銷在會計上之不一致。有關修訂釐清資產總賬面值與重估之賬面值以一致之方式調整，而其累積折舊 / 攤銷為總賬面值與考慮其累積減值損失後之賬面值差額。

香港財務報告準則第 24 條之修訂釐清為一個管理個體向一個報告個體提供主要管理人員服務，管理個體被視為報告個體之關聯方。因此，該報告個體應披露所支付的服务金額或應付予管理個體關於提供主要管理人員服務的金額為關聯方交易。然而，無需披露有關補償的項目。

本銀行董事並不預期應用「香港財務報告準則年度改進二零一零年至二零一二年系列」之修訂將會對本集團之綜合財務報表產生重大影響。

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET  
EFFECTIVE - continued

Annual Improvements to HKFRSs 2010-2012 Cycle - continued

The amendments to the basis for conclusions of HKFRS 13 clarify that the issue of HKFRS 13 and consequential amendments to HKAS 39 and HKFRS 9 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of discounting is immaterial.

The amendments to HKAS 16 and HKAS 38 remove perceived inconsistencies in the accounting for accumulated depreciation / amortisation when an item of property, plant and equipment or an intangible asset is revalued. The amended standards clarify that the gross carrying amount is adjusted in a manner consistent with the revaluation of the carrying amount of the asset and that accumulated depreciation / amortisation is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

The amendments to HKAS 24 clarify that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. Consequently, the reporting entity should disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services. However, disclosure of the components of such compensation is not required.

The directors of the Bank do not anticipate that the application of the amendments included in the “Annual Improvements to HKFRSs 2010-2012 Cycle” will have a material effect on the Group’s consolidated financial statements.



3. 新頒佈及經修訂但未生效之  
香港財務報告準則 - 續

香港財務報告準則年度改進二零  
一一年至二零一三年系列

「香港財務報告準則年度改進二零  
一一年至二零一三年系列」包括  
多項香港財務報告準則之修訂並  
概述如下。

香港財務報告準則第 3 條之修訂  
釐清準則並不適用於共同安排本身  
之財務報表中對所有類型的共同  
安排成立之會計處理。

香港財務報告準則第 13 條之修訂  
釐清包括所有合約符合香港會計  
準則第 39 條或香港財務報告準則  
第 9 條的金融資產及金融負債  
組合均以淨額基礎計量公平值的  
例外組合範圍，即使該等合約並不  
符合香港會計準則第 32 條中金融  
資產或金融負債之定義。

香港會計準則第 40 條之修訂釐清  
香港會計準則第 40 條及香港財務  
報告準則第 3 條並非互斥及可能需  
要同時應用兩個準則。因此，企業  
收購投資物業時必須確定：

- (a) 該物業是否符合香港會計準則  
第 40 條投資物業之定義；及
- (b) 該交易是否符合香港財務報告  
準則第 3 條中業務合併之定  
義。

本銀行董事並不預期應用「香港  
財務報告準則年度改進二零一  
一年至二零一三年系列」之修訂將會  
對本集團之綜合財務報表產生重大  
影響。

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET  
EFFECTIVE - continued

Annual Improvements to HKFRSs 2011-2013 Cycle

The “Annual Improvements to HKFRSs 2011-2013 Cycle” include a  
number of amendments to various HKFRSs, which are summarised  
below.

The amendments to HKFRS 3 clarify that the standard does not apply to  
the accounting for the formation of all types of joint arrangement in the  
financial statements of the joint arrangement itself.

The amendments to HKFRS 13 clarify that the scope of the portfolio  
exception for measuring the fair value of a group of financial assets and  
financial liabilities on a net basis includes all contracts that are within the  
scope of, and accounted for in accordance with, HKAS 39 or HKFRS 9,  
even if those contracts do not meet the definitions of financial assets or  
financial liabilities within HKAS 32.

The amendments to HKAS 40 clarify that HKAS 40 and HKFRS 3 are  
not mutually exclusive and application of both standards may be required.  
Consequently, an entity acquiring investment property must determine  
whether:

- (a) the property meets the definition of investment property in terms of  
HKAS 40; and
- (b) the transaction meets the definition of a business combination under  
HKFRS 3.

The directors of the Bank do not anticipate that the application  
of the amendments included in the “Annual Improvements to HKFRSs  
2011-2013 Cycle” will have a material effect on the Group’s consolidated  
financial statements.

3. 新頒佈及經修訂但未生效之  
香港財務報告準則 - 續

香港財務報告準則第9條金融工具

於二零零九年頒佈的香港財務報告準則第9條對金融資產的分類及計量提出新要求。隨後於二零一零年修訂之香港財務報告準則第9條對金融負債的分類及計量及終止確認提出要求，並於二零一三年進一步修訂包括對對沖會計法提出新要求。

香港財務報告準則第9條的主要要求敘述如下：

- 全部符合香港會計準則第39條「金融工具：確認及計量」所確認的金融資產會隨後以攤銷成本或公平值計量。此準則明確指出債券投資持作收取契約的現金流及契約中的現金流是唯一用來支付本金及未償還本金的利息一般在隨後的會計期末以攤銷成本計量。所有其他債券投資及證券投資均在隨後的報告期末以公平值計量。此外，根據香港財務報告準則第9條，個體有不可撤回的選擇權把證券投資（非持作買賣用途）隨後的公平值計量變動呈列於其他全面收益內，一般只有股息收入確認於損益表中。
- 對於指定按公平值列賬及列入損益賬之金融負債的計量，香港財務報告準則第9條要求，若金融負債的公平值變動是由於該金融負債的信用風險變動而產生，有關金額須於其他全面收益中呈列，除非負債信用風險變動的影響確認於其他全面收益會對損益表產生或擴大會計錯配。金融負債的信用風險變動所產生的公平值變動其後不會重新分類至損益表。根據香港會計準則第39條，指定按公平值列賬及列入損益賬之金融負債之全部公平值金額變動會於損益表內呈列。

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET  
EFFECTIVE - continued

HKFRS 9 Financial Instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include the requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for hedge accounting.

Key requirements of HKFRS 9 are described as follows:

- All recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities’ credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

3. 新頒佈及經修訂但未生效之  
香港財務報告準則 - 續

香港財務報告準則第9條金融工具  
- 續

新的一般對沖會計法要求保留三種對沖會計法。但對於合資格作對沖會計法的交易種類提供更大靈活性，尤其是放寬合資格作對沖工具的工具種類及可進行對沖會計法的非金融項目的風險要素種類。此外，有效性測試已經被修正及被「經濟關係」原則所取代。對沖的有效性已無需作追溯評估。並提出加強有關企業風險管理活動之披露要求。

本銀行董事預期將來應用香港財務報告準則第9條會對本集團的金融資產及金融負債所公佈的金額可能構成重大影響。但此影響是不可被合理地估計直至詳細審查完成為止。

香港會計準則第19條之修訂既定  
福利計劃：員工供款

香港會計準則第19條之修訂釐清企業應如何計算由員工或第三方所支付的既定福利計劃供款，有關供款是否以員工的服務年數決定。

與服務年數無關之供款，企業可確認有關供款以有關服務提供期間的服務成本減少，或以預計單位基數法來歸屬有關供款至員工的服務期間內；而與服務年數有關之供款，企業則需歸屬有關供款至員工的服務期間內。

本銀行董事並不預期應用香港會計準則第19條之修訂將會對本集團之綜合財務報表產生重大影響因沒有既定福利計劃的供款是來自員工或第三方。

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET  
EFFECTIVE - continued

HKFRS 9 Financial Instruments - continued

The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an “economic relationship”. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

The directors of the Bank anticipate that the adoption of HKFRS 9 in the future may have significant impact on amounts reported in respect of the Group’s financial assets and financial liabilities. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

Amendments to HKAS 19 Defined Benefit Plans: Employee Contributions

The amendments to HKAS 19 clarify how an entity should account for contributions made by employees or third parties to defined benefit plans, based on whether those contributions are dependent on the number of years of service provided by the employee.

For contributions that are independent of the number of years of service, the entity may either recognise the contributions as a reduction in the service cost in the period in which the related service is rendered, or to attribute them to the employees’ periods of service using the projected unit credit method; whereas for contributions that are dependent on the number of years of service, the entity is required to attribute them to the employees’ periods of service.

The directors of the Bank do not anticipate that the application of these amendments to HKAS 19 will have a significant impact on the Group’s consolidated financial statements as the defined benefit plan had no contribution made by employees or third parties.

3. 新頒佈及經修訂但未生效之  
香港財務報告準則 - 續

香港會計準則第 32 條之修訂抵銷  
金融資產及金融負債

香港會計準則第 32 條之修訂釐清  
現行關於抵銷金融資產及金融  
負債的應用要求。修訂明確釐清  
「目前擁有法定執行之抵銷權利」  
及「同時兌現與結算」的界定。

本銀行董事預期應用香港會計準則  
第 32 條之修訂可能會導致將來須  
作更廣泛的披露。

香港會計準則第 36 條之修訂非金  
融資產可收回金額披露

香港會計準則第 36 條之修訂對  
商譽或無使用年期的其他無形資產  
當中的現金產生單位並沒有減值或  
減值回撥，現金賺取單位之可收回  
金額的披露要求被取消。此外，  
修訂提出當決定資產或現金產生  
單位的可收回金額是根據公平值減  
銷售成本釐定時所應用的公平值等  
級架構，主要假設及估值技術作額  
外的披露要求。

本銀行董事並不預期應用香港會計  
準則第 36 條之修訂將會對本集團  
之綜合財務報表產生重大影響。

香港會計準則第 39 條之修訂衍生  
工具的更替及對沖會計法的延續

香港會計準則第 39 條之修訂提供  
當衍生對沖工具在若干情況下被更  
替時可終止對沖會計法的豁免要  
求。該修訂亦釐清因更替而令衍生  
對沖工具的公平值產生任何變化時  
亦應包括在對沖有效性的評估內。

本銀行董事並不預期應用香港會計  
準則第 39 條之修訂將會對本集團  
之綜合財務報表產生任何影響因  
本集團並沒有任何須更替的衍生  
工具。

本銀行董事預期應用其他新頒佈及  
經修訂的準則、修訂或詮釋將不會  
對綜合財務報表產生重大影響。

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET  
EFFECTIVE - continued

Amendments to HKAS 32 Offsetting Financial Assets and Financial  
Liabilities

The amendments to HKAS 32 clarify existing application issues relating  
to the offset of financial assets and financial liabilities requirements.  
Specifically, the amendments clarify the meaning of “currently has a  
legally enforceable right of set-off” and “simultaneous realisation and  
settlement”.

The directors of the Bank anticipate that the application of the  
amendments to HKAS 32 may result in more disclosures being made in  
the future.

Amendments to HKAS 36 Recoverable Amount Disclosures for  
Non-Financial Assets

The amendments to HKAS 36 remove the requirement to disclose  
the recoverable amount of a cash-generating unit (“CGU”) to which  
goodwill or other intangible assets with indefinite useful lives had been  
allocated when there has been no impairment or reversal of impairment  
of the related CGU. Furthermore, the amendments introduce additional  
disclosure requirements regarding the fair value hierarchy, key  
assumptions and valuation techniques used when the recoverable amount  
of an asset or CGU was determined based on its fair value less costs of  
disposal.

The directors of the Bank do not anticipate that the application of these  
amendments to HKAS 36 will have a significant impact on the Group’s  
consolidated financial statements.

Amendments to HKAS 39 Novation of Derivatives and Continuation  
of Hedge Accounting

The amendments to HKAS 39 provide relief from the requirement to  
discontinue hedge accounting when a derivative hedging instrument  
is novated under certain circumstances. The amendments also clarify  
that any change to the fair value of the derivative hedging instrument  
arising from the novation should be included in the assessment of hedge  
effectiveness.

The directors of the Bank do not anticipate that the application of  
these amendments to HKAS 39 will have any effect on the Group’s  
consolidated financial statements as the Group does not have any  
derivatives that are subject to novation.

The directors of the Bank anticipate that the application of the other  
new and revised standards, amendments or interpretations will have no  
material impact on the consolidated financial statements.

#### 4. 主要會計政策

本綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，本綜合財務報表包含《香港聯合交易所有限公司證券上市規則》及香港《公司條例》要求之適用披露。

本綜合財務報表已根據歷史成本為基準編製，惟如下文所載之會計政策所解釋，若干物業及金融工具以公平值計量。歷史成本一般以換取貨物的公平值報酬計量。

公平值為市場參與者於計量日在有序交易中出售資產所收取的價格或轉讓負債所支付的價格，不管該價格是否可被直接觀察得到或採用其他估值技術評估。於評估資產或負債的公平值時，本集團考慮該資產或負債的特點，若市場參與者於計量日定價資產或負債時考慮這些特點。公平值於本綜合財務報表作計量及/或披露是按此基準釐定，除非屬於香港財務報告準則第2條內之以股份基礎給付交易、屬於香港會計準則第17條內之租賃交易及計量與公平值有些相似，但並非公平值，例如香港會計準則第2條內的可變現淨值或香港會計準則第36條內的使用值。

此外，根據公平值計量之輸入變數的可觀察程度及其對整體公平值計量之重要性分為第一、第二或第三級別，以作財務報告之用，敘述如下：

- 第一級別的輸入變數是指個體能於計量日在活躍市場上得到相同的資產或負債的標價（不做任何調整）；
- 第二級別的輸入變數是指除包含在第一級別的標價以外，可直接或間接觀察得到的資產或負債的輸入變數；及
- 第三級別的輸入變數是指資產或負債不可觀察得到的輸入變數。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

4. 主要會計政策 - 續

主要會計政策詳列如下：

**綜合基準**

綜合財務報表包括本銀行及由本銀行控制之個體及附屬公司之財務報表。控制權被定為擁有，當本銀行：

- 可對被投資者行使權力；
- 從參與被投資者之業務獲得或有權獲得可變回報；及
- 有能力藉對被投資者行使其權力而影響其回報。

因素中之一項或多項出現變化，本銀行將重新評估其是否對被投資者擁有控制權。

附屬公司之綜合由本銀行對附屬公司擁有控制權開始，並於本銀行失去對附屬公司的控制權時終止。尤其是對於年內所收購或出售一間附屬公司之收入及開支將由本銀行獲得控制權日期起直至本銀行終止控制附屬公司當日止計入收益表。

如有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團會計政策一致。

有關本集團股東之間的所有集團內資產及負債、權益、收入、開支及現金流量均於綜合賬目時全面對銷。

**投資於附屬公司**

呈列於本銀行財務狀況表中投資於附屬公司是以成本扣除減值損失撥備計量。本銀行根據股息收入或應收以計算附屬公司的業績。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

The principal accounting policies are set out below:

**Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Bank and entities controlled by the Bank and its subsidiaries. Control is achieved when the Bank:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Bank reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Bank obtains control over the subsidiary and ceases when the Bank loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Bank gains control until the date when the Bank ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

**Investments in subsidiaries**

Investments in subsidiaries are stated in the Bank's statement of financial position at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Bank on the basis of dividends received or receivable.

4. 主要會計政策 - 續

商譽

於二零零五年一月一日或之後，但於二零一一年一月一日之前因收購所產生的商譽

於二零零五年一月一日或之後，但於二零一一年一月一日之前因收購其他個體所產生之商譽，代表於收購日本集團應佔有關被收購的個體之可識別資產、負債及或有負債之公平值之權益，比收購成本值高出之差額。此商譽是以成本扣除累積減值損失計量。

收購其他個體所產生的資本化商譽於綜合財務狀況表內單獨呈列。

為進行減值測試，收購產生之商譽均被分配至預期從合併產生協同效應之每個相關現金賺取單位或多組現金賺取單位。

已被分配商譽之現金賺取單位將每年或更經常地進行減值測試，及一旦有跡象顯示該單位可能減值便立刻進行減值測試。對於在某一報告年度內收購產生之商譽，被分配商譽之現金賺取單位將於報告年度結算日前進行減值測試。假如該現金賺取單位的可回收金額低於該單位的賬面價值，則首先分配減值虧損以降低該單位所獲分配之任何商譽之賬面值，再以該單位每項資產之賬面值按比例分配予該單位之其他資產。任何商譽虧損均直接於綜合損益表內確認。任何商譽之減值虧損均不會於其後期間撥回。

出售有關現金賺取單位時，商譽應佔金額已包括在出售收益或虧損金額內。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Goodwill

*Goodwill arising on acquisitions on or after 1 January 2005 but before 1 January 2011*

Goodwill arising on an acquisition of a business on or after 1 January 2005 but before 1 January 2011 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant business at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a business is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment losses are allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment losses for goodwill is recognised directly in the consolidated statement of profit or loss. An impairment losses recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

4. 主要會計政策 - 續

聯營公司權益

聯營公司是指本集團對一個個體有重大影響。重大影響是指有權參與被投資者的財政及營運政策的決策但並不能夠控制或共同控制這些政策。

聯營公司之業績、資產及負債均採用權益會計法計入綜合財務報表。按照權益法，於聯營公司的投資初步在綜合財務狀況表按成本確認，並於其後就確認本集團應佔該等聯營公司之損益及其他全面收益作出調整。倘本集團對某一聯營公司所承擔之虧損超逾對該聯營公司所享權益，(其中包括任何長期利息基本上成為本集團於聯營公司的淨投資的一部份)本集團停止確認其分佔之進一步虧損。僅當本集團招致司法或引伸債務或代表聯營公司支付時，才對額外虧損額進行撥備。

投資聯營公司是由被投資者成為聯營公司當日起以權益會計法入賬。當收購投資聯營公司，任何投資成本比本集團應佔被投資者的可識別資產及負債之淨公平值高出之差額便確認為商譽，已包括在投資的賬面值中。任何本集團應佔的可識別資產及負債之淨公平值比投資成本高出之差額，於重新評估後，立即於收購投資時於損益表中確認。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Interests in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.



4. 主要會計政策 - 續

聯營公司權益 - 續

香港會計準則第 39 條之規定予以應用，以釐定是否需要就本集團於聯營公司之投資確認任何減值虧損。於需要時，該項投資之全部賬面值（包括商譽）乃根據香港會計準則第 36 條「資產減值」以單一項資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公平值減出售成本之較高者）與賬面值。任何已確認之減值虧損構成該項投資之賬面值的一部份。根據香港會計準則第 36 條，確認有關減值虧損之任何回撥，乃於該項投資之可收回金額於其後增加。

倘一集團個體與其聯營公司交易，只有在聯營公司之權益與本集團無關的情況下，此等與聯營公司交易所產生之損益才會於本集團之綜合財務報表中確認。

呈列於本銀行財務狀況表中聯營公司權益是以成本扣除減值損失撥備計量。本銀行根據股息收入或應收以計算聯營公司的業績。

利息收入與支出

利息收入和支出按時間比例基準以未付本金及現行之有效利率確認。有效利率乃指將金融工具之預計未來現金付款或收入於該工具的預計年期內完全折算，或（如適用）於較短期間內確實折算至該金融資產或金融負債首次確認時的淨賬面值的利率。有關計算亦包括構成有效利率之重要收費及交易成本，及溢價或折讓。

當金融資產的減值虧損一經被確認為計量減值虧損而用以折算未來現金流之利率亦被用於確認其後利息收入。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Interests in associates - continued

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment losses with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment losses recognised forms part of the carrying amount of the investment. Any reversal of that impairment losses are recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Investments in associates are stated in the Bank's statement of financial position at cost less provision for impairment losses. The results of associates are accounted for by the Bank on the basis of dividends received or receivable.

Interest income and expenses

Interest income and expenses are recognised on a time-proportion basis by reference to the principal outstanding and at the effective interest rate applicable. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, where appropriate, a shorter period to the net carrying amount of the financial asset or financial liability on initial recognition. The calculation includes significant fees and transaction costs that are an integral part of the effective interest rate, and premiums or discounts.

Once an impairment loss of a financial asset has been recognised, subsequent interest income is recognised using the rate of interest used to discount the future cash flows measuring the impairment losses.

4. 主要會計政策 - 續

非利息收入確認

費用及佣金收入

倘費用及佣金收入是金融資產的有效利率的一部份，此費用及佣金收入會包含在計算有效利率內。

其他費用及佣金收入包括會計服務費、投資管理費、銷售佣金、存款費及銀團費，是提供有關服務時被確認的。

股息

當股東之收款權確立後，投資（包括按公平值列賬及列入損益賬之金融資產）之股息收入即被確認為收入（倘若本集團很大可能獲取經濟收益及有關收益金額能可靠地計量的情況下）。

服務收益

服務收益（包括保管箱租金及其他銀行服務收益）於提供服務時確認。

物業及設備

如有物業及設備包括土地及樓宇，主要包括於財務狀況表呈列之分行及辦公室，應按照其成本值扣除期後之累積折舊及累積減值虧損入賬，如有。

物業及設備之折舊確認乃按其估計可使用年期，並考慮其估算剩餘價值，以直線法將其成本撇銷。有關估計的可使用年期、剩餘價值及折舊方法於每個報告期末作出審查，並以預期基準下考慮有關估計的改變。

某項物業或設備出售時或未能透過繼續使用該項資產獲得未來經濟收益時即不再被確認。一項資產因出售或退役所導致之任何收益或虧損是按出售所得款項與其賬面值之差額計算，並確認於損益表內。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Non-interest income revenue recognition

Fees and commission income

Fees and commission income that are integral to the effective interest rate on a financial asset are included in the measurement of the effective interest rate.

Other fees and commission income, including account servicing fees, investment management fees, sales commission, placement fees and syndication fees, are recognised as the related services are performed.

Dividends

Dividend income from investments including financial assets at fair value through profit or loss is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

Service income

Service income (including safe deposit box rentals and other banking services income) is recognised when services are provided.

Property and equipment

Property and equipment including land and buildings, which mainly comprise branches and offices are stated in the statements of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property and equipment over their estimated useful lives after taking into account their estimated residual value, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gains or losses arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

4. 主要會計政策 - 續

待出售之非流動資產

當非流動資產的賬面值將以出售形式大部份地收回而非持續使用，此資產便分類為待出售。只有資產適用於以現狀即時出售並只取決於此資產的一般及習慣出售條款及有有很大機會出售才被視為符合情況。管理層須致力於此出售，並應預期於分類後起一年內確認為完成出售。

非流動資產被分類為待出售是以此之前的賬面值及公平值減出售成本兩者較低者為準。

投資物業

投資物業是指持有作收租或待價格升值之物業。

投資物業初始以成本入賬並包括任何直接應佔開支。首次確認後，投資物業以公平值計量。投資物業公平值變動所產生之收益或虧損於產生之期間包括於損益表內。

當投資物業出售或永久停止使用及預計未來不會從出售該項物業中獲得經濟收益時，即不再被確認。資產不再被確認後所導致之任何收益或虧損（按出售所得款淨額與該資產之賬面值之差額計算），於不再確認資產年度計入損益表。

租賃

當合約實質上將業權所產生之大部份風險及得益轉移給承租人，該等合約被視為融資租賃。其他所有租賃均被視為營運租賃。

本集團為出租人

營運租賃產生之租金收入按有關租賃之期間以直線法於損益表內確認。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs of disposal.

Investment properties

Investment properties are properties held to earn rentals or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposals. Any gains or losses arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the item is derecognised.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

4. 主要會計政策 - 續

租賃 - 續

本集團為承租人

支付營運租賃是根據租期內按直線法確認為支出。

土地及樓宇

當租賃包括土地及樓宇，本集團需要考慮其風險與報酬是否全部轉移至本集團並把每項資產劃分為融資租賃或營運租賃，如土地和樓宇皆明顯是營運租賃，整項租賃便視為營運租賃。尤其最少應付租金（包括任何一次性預付款）在租賃期開始時，需按出租方從租賃土地、樓宇所獲取利益的公平值的比例分派。

當租金能可靠地被分配時，除被確認為以公平值方式計量的投資物業外，營運租賃的土地利益應在綜合財務狀況表中「預付土地租金」，按直線基準在租賃期間攤銷。當租金不能可靠地分配到土地及樓宇時，整項租賃視為融資租賃，並列賬於物業及設備中。

外幣

本集團編製財務報表時，以非功能性貨幣（外幣）進行之交易以該個體之功能性貨幣換算（即該個體營運地區主要經濟體系所採用之貨幣），以交易日匯率折算入賬。於報告期末，以外幣為單位之貨幣性項目按報告日匯率折算。以公平值入賬並以外幣為單位的非貨幣性項目，按公平值確定當日之匯率折算。以外幣歷史成本計量的非貨幣性項目不予再折算。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Leasing - continued

*The Group as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the term of the lease.

*Leasehold land and building*

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments for land” in the statements of financial position and is released over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property and equipment.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4. 主要會計政策 - 續

外幣 - 續

結算及再折算貨幣性項目所產生之匯兌差額於產生之期間確認於損益表。以公平值入賬之非貨幣性資產重新折算所產生之匯兌差額計入當期損益表，重新折算之損益並直接於其他全面收益內確認之非貨幣性資產則例外，其匯兌差額亦直接於其他全面收益內確認。

為便於呈列綜合財務報表，本集團海外業務之資產及負債均按報告期末匯率折算成本集團之呈列貨幣（如：港幣），其收入及支出則按當年平均匯率折算，若期間匯率大幅波動則按交易日匯率折算。所產生之任何匯兌差額均於其他全面收益及累積於股東資金之換算儲備內確認。

出售海外業務（例如出售本集團海外業務的全部利益，或者出售因失去控制權的附屬公司，而其附屬公司包含海外業務），所有匯兌差額累計入權益內，可歸屬於本銀行擁有人並確認於損益表內。

退休福利成本

當員工已提供服務，本集團支付界定供款退休福利計劃之供款便視為支出。

界定利益退休福利計劃以預計單位基數法來計算提供退休福利之成本，定期（但最少三年一次）進行精算評估。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Foreign currencies - continued

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Bank are reclassified to profit or loss.

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out periodically, but at least triennially.

#### 4. 主要會計政策 - 續

##### 退休福利成本 - 續

資產上限（如適用）及計劃資產回報（不包括利息）重估改變之影響，構成精算損益，會立即反映於綜合財務狀況表中及於其發生期間列入或回撥於其他全面收益中。於其他全面收益中確認之重估將立即反映於保留溢利中並不會重新分類至損益表。過去服務成本於計劃修訂期間確認於損益表中。淨利息是以期初的貼現率應用於淨既定福利負債或資產計算的。既定福利成本分類如下：

- 服務成本（包括現服務成本、過去服務成本，以及削減及結算之收益及虧損）；
- 淨利息支出或收入；及
- 重估

財務狀況表內確認之退休福利權益責任代表本集團的退休福利計劃的實際赤字或盈餘。由此計算產生之任何盈餘將不多於以收回款項模式的經濟收益之現值或未來供款減額。

##### 稅項

稅項開支是指當期應付稅項及遞延稅項之總額。

當期應付稅項是根據本年度之應課稅溢利計算。應課稅溢利與綜合損益表上呈報之除稅前溢利當中差異，源於應課稅溢利並不包括隨後年期才計稅之若干收入或支出項目，亦不包括不需課稅及不可扣稅之項目。本集團之應付當期稅項乃按於報告期末成立或接近成立之稅率計算。

#### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

##### Retirement benefit costs - continued

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained profits and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

The retirement benefit obligation recognised in the statements of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

##### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before taxation" as reported in the consolidated statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

4. 主要會計政策 - 續

稅項 - 續

遞延稅項是指綜合財務報表資產及負債之賬面值及其用於計算應課稅溢利的相應稅基之間的臨時差額。一般情況之下，所有因應課稅臨時差額而產生之遞延稅項負債均予確認，而遞延稅項資產則按將來應課稅溢利可用作抵銷可扣稅之臨時差額之限額內計算。如暫時性差異是由商譽或因某交易初次確認（業務合併除外）其他資產及負債而產生，又不影響應課稅溢利及會計溢利，則不予以確認此等遞延資產及負債。

除非集團有權力回撥臨時差額及有很大可能有關臨時差額會於可預期之未來回撥，否則與投資於附屬公司及聯營公司之權益有關的應課稅臨時差額需確認為遞延稅項負債。因上述投資所產生的可扣稅之臨時差額則只有在有足夠應課稅溢利可用作抵銷臨時差額所帶來的收益和可在預期的未來回撥有關臨時差額的情況下確認遞延稅項資產。

遞延稅項資產的賬面值會於報告期末進行評估並會降至沒有足夠應課稅溢利可用作收回全部或部份資產的限額內。

遞延稅項資產及負債是以預期資產兌現及負債償還時之稅率計算，並根據已頒佈或截至報告期間頒佈的稅率（及稅法）。遞延稅項負債及資產的計算反映本集團於報告期末期望資產及負債的賬面值之收回或結算方式所帶來的稅項後果。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Taxation - continued

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interest in associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

4. 主要會計政策 - 續

稅項 - 續

計量以公平值模式計量的投資物業之遞延稅項負債或遞延稅項資產時是假設其賬面淨值會透過出售而完全地回撥，除非有關假設被推翻。當投資物業不是通過出售，而是可折舊及屬於以消耗投資物業所產生之大部份經濟收益的模式持有，假設則被推翻。如假設被推翻，投資物業的遞延稅項負債及遞延稅項資產會按照上述載於香港會計準則第 12 條的一般原則計量（即基於物業預期的回撥方式）。

除非有關項目於全面收益或直接於股東資金中被確認，其當期稅項及遞延稅項便分別於全面收益或直接於股東資金中被確認，否則，當期稅項及遞延稅項於損益表中被確認。因業務合併初次確認而產生的當期稅項及遞延稅項影響需包括在業務合併的入賬內。

金融工具

當集團個體成為金融工具合約之訂約方，金融資產及金融負債於財務狀況表內確認。

金融資產及金融負債初步按公平值計量。應直接計入收購或發行金融資產及金融負債（按公平值列賬及列入損益賬之金融資產及金融負債除外）之交易成本，於首次確認時從金融資產或金融負債之公平值適當地加入或扣減。應直接計入收購或發行按公平值列賬及列入損益賬之金融資產或金融負債的交易成本，會立即於損益表內確認。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Taxation - continued

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax liabilities and deferred tax assets for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Financial instruments

Financial assets and financial liabilities are recognised in the statements of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or issue of financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.



4. 主要會計政策 - 續

金融工具 - 續

金融資產

本集團之金融資產分為以下四類其中一類，包括按公平值列賬及列入損益賬之金融資產、貸款及應收款項、持至到期日之投資及可供出售之金融資產。其分類是根據該金融資產的性質和購買目的於初始入賬時決定。從所有一般渠道購買或出售金融資產以交易日基準確認及終止確認。從一般渠道之購買或出售是指須於規定或市場慣例訂立的期間內交付資產的金融資產購買或出售。

有效利息方法

有效利息方法是指計算金融資產的攤銷成本及在有關期內分配利息收入之方法。有效利率是由金融資產的預計年期或（如適用）由較短期間的首次確認的賬面淨值，真實地折算預計未來的現金收入（包括所有形成有效利率的所有費用支付或收取、交易成本及其他溢價或折讓）。

按公平值列賬及列入損益賬之金融資產

按公平值列賬及列入損益賬之金融資產可分成兩類，包括持作買賣用途的金融資產及初始入賬時被指定為按公平值列賬及列入損益賬之金融資產。

金融資產被分類為持作買賣用途如：

- 產生此金融資產的主要目的是在不久將來出售；或
- 此金融資產乃本集團集體管理及在近期有實際短期獲利買賣活動的獨立金融工具投資組合的一部份；或
- 此金融資產是衍生工具但不是被指定及有效的對沖工具。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial assets

The Group's financial assets are classified into one of the four categories, including financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss have two subcategories, including financial assets held for trading and those designated at fair value through profit or loss on initial recognition.

A financial asset is classified as held for trading if:

- it has been incurred principally for the purpose of selling in the near future; or
- it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

#### 4. 主要會計政策 - 續

##### 金融工具 - 續

##### 金融資產 - 續

##### 按公平值列賬及列入損益賬之金融資產 - 續

除了持作買賣用途之金融資產外，金融資產在初始入賬時可能被分類為指定按公平值列賬及列入損益賬之金融資產如：

- 此指定能抵銷或大幅減少計量或確認時之前後矛盾；或
- 此金融資產是一組金融資產或一組金融負債或同屬兩者之一部份，該組金融資產及負債是根據本集團之風險管理或投資策略文件來管理及按公平值衡量其表現，相關分類資料亦基於此於內部提供；或
- 此金融資產是包含一或多個嵌入衍生工具的合約的一部份。香港會計準則第39條准許整個結合式合約（資產或負債）被指定為按公平值列賬及列入損益賬。

按公平值列賬及列入損益賬之金融資產是以公平值計量，因再計量時產生的公平值轉變會於期內入賬於綜合損益表。於綜合損益表確認的淨溢利或虧損不包括任何金融資產的利息收入，並已包含在綜合損益表的利息收入中。

##### 貸款及應收款項

貸款及應收款項乃非衍生金融資產並帶有固定或可議定之付款，及無交投活躍之市場報價。於初始入賬後，貸款及應收款項包括現金及短期資金、於銀行及其他財務機構之貸款及存款、應收利息、應收票據、貿易票據、其他客戶貸款、其他賬項及附屬公司借款均使用有效利息方法按攤銷成本入賬，並減去已確認之減值虧損（參閱會計政策中金融資產的減值如下）。

#### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

##### Financial instruments - continued

##### Financial assets - continued

##### Financial assets at fair value through profit or loss - continued

A financial asset other than a financial asset held for trading may be designated as at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

Financial assets at fair value through profit or loss are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any interest earned on the financial assets and is included in interest income in the consolidated statement of profit or loss.

##### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables including cash and short-term funds, placements with and advances to banks and other financial institutions, interest receivable, bills receivable, trade bills and other advances to customers, other accounts and amounts due from subsidiaries are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

4. 主要會計政策 - 續

金融工具 - 續

金融資產 - 續

持至到期日之投資

持至到期日之投資乃非衍生金融資產，有固定或可議定之付款及固定到期日，而本集團之管理層有積極意願及能力持有至到期日除那些符合貸款及應收款項的定義外。初始入賬後，持至到期日之投資是以有效利息方法按攤銷成本減除任何已識別的減值虧損計量（參閱會計政策中金融資產的減值如下）。

可供出售之金融資產

可供出售之金融資產乃指定或非分類為按公平值列賬及列入損益賬之金融資產、貸款及應收款項或持至到期日之投資之非衍生工具。

於每個報告期末，本集團所持有的被分類為可供出售之金融資產之股本及債務證券是於活躍市場交易並按公平值計量。有關運用有效利息方法所計算的利息收入以致可供出售之金融資產之賬面值的變動及可供出售之股本投資的股息會於損益表內確認。可供出售之金融資產之賬面值的其他變動會於其他全面收益內確認及累計在投資重估儲備內。當該投資被出售或被評定為減值時，之前累計在投資重估儲備中的累計溢利或虧損，會被重新分類到損益表內（參閱會計政策中金融資產的減值如下）。

當本集團收取股息權被確立時，被分類為可供出售之股本工具之股息會於損益表內確認。

可供出售之證券投資如沒有活躍的市場提供市場價格，而且其公平值不能準確計量，會以成本減任何可確定的減值虧損於報告期末計量（參閱會計政策中金融資產的減值如下）。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial assets - continued

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Group's management has the positive intention and ability to hold to maturity other than those that meet the definition of loans and receivables. Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

Equity and debt securities held by the Group that are classified as available-for-sale financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale monetary financial assets relating to interest income calculated using the effective interest method and dividends on available-for-sale equity investments are recognised in profit or loss. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment of financial assets below).

Dividends on equity instruments classified as available-for-sale are recognised in profit or loss when the Group's right to receive the dividends is established.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy on impairment of financial assets below).

#### 4. 主要會計政策 - 續

##### 金融工具 - 續

##### 金融資產的減值

除按公平值列賬及列入損益賬之金融資產外，金融資產會於報告期末進行減值提示測試。當有客觀的證據，於首次確認金融資產後，一件或更多的事件發生導致金融資產的估計未來現金流受影響，金融資產便要減值。

當可供出售之股本投資的公平值大幅地或長期地下降至低於其成本，這便視為客觀的減值證據。

所有其他金融資產的客觀減值證據包括：

- 發行人及對方有嚴重的財務困難；或
- 違反合約、不履行或拖欠利息或本金付款；或
- 借款人很有可能破產或進行財務重組；或
- 由於財務困難以致金融資產的活躍市場消失。

某些金融資產種類（例如客戶貸款），未經個別作減值評估，便作集體減值評估。

個別重大及有客觀減值證據的貸款之個別減值準備是以折算現金流方法評估。個別減值準備是按資產之賬面值及以原本有效利率折算估計未來現金流之現值之差額計量。

#### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

##### Financial instruments - continued

##### Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as advances to customers, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis.

Individual impairment allowances are assessed by a discounted cash flow method for loans and advances that are individually significant and have objective evidence of impairment. The individual impairment allowances are measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate.

4. 主要會計政策 - 續

金融工具 - 續

金融資產的減值 - 續

並沒有發現需個別減值的個別不重要貸款會根據過往處理具備相類信用風險特點的貸款之虧損經驗為現況作基礎作出集體減值評估。

以攤銷成本入賬的金融資產，其確認的減值虧損為該金融資產的賬面值與以原本有效利率折算估計未來現金流之現值之差額。

以成本入賬的金融資產，減值虧損為該金融資產的賬面值與以相似的金融資產的現時市場回報率折算估計未來現金流之現值之差額計量。此減值虧損不會於期後回撥。

金融資產的賬面值是透過使用準備金削減。當金融資產被認為不能收回時，其金額便會在準備金內撇銷。以往已撇銷而其後收回之金額，會於損益表內列賬。

以攤銷成本入賬的金融資產，如在期後減值虧損減少及其減少是由於客觀事件發生於減值虧損確認後，以往已確認之減值虧損可在綜合損益表中回撥，但其金融資產的賬面值在回撥減值時不能超越減值未被確認時的攤銷成本。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Impairment of financial assets - continued

Individually insignificant advances or advances where no impairment has been identified individually are assessed for collective impairment by considering the historical loss experience of advances with similar credit risk characteristics adjusted for current conditions.

For financial assets carried at amortised cost, the amount of the impairment losses recognised is the difference between the financial asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment losses is measured as the difference between the financial asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced through the use of an allowance account. When the financial assets are considered to be uncollectible, the amounts are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to the profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decrease and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment losses are reversed through the consolidated statement of profit or loss to the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

4. 主要會計政策 - 續

金融工具 - 續

金融資產的減值 - 續

當按公平值列賬之可供出售之金融資產被確認為減值時，其於以前所累積確認在其他全面收益內的虧損會於減值發生的年度被重新分類到損益表內。

按公平值列賬之可供出售之證券投資減值虧損不會於期後回撥到損益表內。在減值虧損被確認後，任何公平值的增加會直接確認於其他全面收益及累積於投資重估儲備內。關於可供出售之債券投資，如投資的公平值增加是由於客觀事件發生於減值虧損確認後，減值虧損可在其後於損益表中回撥。

金融負債及股本工具

金融負債

本集團個體所發行之金融負債及股本工具乃根據所訂立合約安排之內容及金融負債和股本工具之定義予以分類為金融負債或股本工具。

股本工具

股本工具為以合約訂明於扣除集團個體所有負債後之剩餘資產權益。本銀行所發行的股本工具是以收益減去直接發行成本予以確認。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Impairment of financial assets - continued

When an available-for-sale financial asset carried at fair value is considered to be impaired, cumulative losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

Impairment losses on available-for-sale equity investments carried at fair value will not be reversed through profit or loss in subsequent periods. Any increase in fair value subsequent to impairment losses are recognised directly in other comprehensive income and accumulated in investment valuation reserve. For available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment losses.

Financial liabilities and equity instruments

Financial liabilities

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or equity instruments in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

Equity instrument is any contract that evidences a residual interest in the assets of a group entity after deducting all of its liabilities. Equity instruments issued by the Bank are recognised at the proceeds received, net of direct issue costs.

4. 主要會計政策 - 續

金融工具 - 續

金融負債及股本工具 - 續

有效利息方法

有效利息方法是指計算金融負債的攤銷成本及在有關期內分配利息支出之方法。有效利率是由金融負債的預計年期或(如適用)由較短期間的首次確認的淨賬面值, 真實地折算預計未來的現金付款(包括所有形成有效利率的所有費用支付或收取、交易費及其他溢價或折讓)。

利息支出是根據有效利息基礎確認的。

按公平值列賬及列入損益賬之金融負債

按公平值列賬及列入損益賬之金融負債可分成兩類, 包括持作買賣用途的金融負債及初始入賬時被指定為按公平值列賬及列入損益賬之金融負債。

金融負債被分類為持作買賣用途如:

- 產生此金融負債的主要目的是在不久將來回購; 或
- 於初始確認時, 此金融負債乃本集團集體管理及在近期有實際短期獲利買賣活動的獨立金融工具投資組合的一部份; 或
- 此金融負債是衍生工具但不是被指定及有效的對沖工具。

按公平值列賬及列入損益賬之金融負債是以公平值計量, 而再計量時所產生的公平值轉變會於發生期內直接入賬於損益表內。於損益表內確認的淨溢利或虧損並不包括任何金融負債的利息支出。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial liabilities and equity instruments - continued

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss has two subcategories, including financial liabilities held for trading and those designated at fair value through profit or loss on initial recognition.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing in the near future; or
- on initial recognition, it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gains or losses recognised in profit or loss excludes any interest paid on the financial liabilities.

4. 主要會計政策 - 續

金融工具 - 續

金融負債及股本工具 - 續

其他金融負債

其他金融負債在初始入賬時，均以扣減交易成本後的公平值計量。而其他金融負債包括同業及其他財務機構存款及結餘、於回購協議下出售之金融資產、客戶存款、其他應付賬項、應付附屬公司款項、存款證及借貸資本，使用有效利息方法按攤銷成本入賬。

抵銷金融工具

當金融資產及金融負債之抵銷有法定執行權利，並有意以淨額基準結算，或同意同時變現金融資產及償還金融負債時，金融資產及金融負債予以抵銷，並以淨額於財務狀況表內報告。

衍生金融工具及對沖

衍生工具於初始訂立合約時按公平值入賬，期後於每個報告期末按公平值重新計量，其有關之溢利或虧損將即時確認於損益表內，除非該衍生工具被指定為有效的對沖工具，則其確認於損益表的時間乃根據對沖關係的性質決定。

嵌入衍生工具

當嵌入衍生工具符合衍生工具的定義，其風險及特點與主合約並無密切關係及主合約不會按公平值計量而其公平值變動不會確認於損益表時，在非衍生工具主合約中之嵌入衍生工具會被視為獨立的衍生工具。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial liabilities and equity instruments - continued

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs. Other financial liabilities, including deposits and balances of banks and other financial institutions, financial assets sold under repurchase agreements, deposits from customers, other accounts payables, amounts due to subsidiaries, certificates of deposit and loan capital are subsequently measured at amortised cost, using the effective interest method.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the financial asset and settle the financial liability simultaneously.

Derivative financial instruments and hedging

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gains or losses are recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of hedge relationship.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.



4. 主要會計政策 - 續

金融工具 - 續

對沖會計法

本集團會指定若干衍生工具為可供出售之證券及固定利率後償票據的公平值變動作對沖(公平值對沖)。

在對沖關係開始時，相關主體須記錄對沖工具及被對沖項目之間的關係，同時記錄進行各類對沖交易的風險管理目標及策略。此外，本集團亦須在對沖關係開始時及在進行對沖的持續期間，記錄對沖工具是否能高度有效地對沖被對沖項目的公平值變動。

公平值對沖

被指定為公平值對沖且符合公平值對沖條件的衍生工具的公平值變動，均會連同與其對沖風險有關的對沖資產或負債的公平值變動，一起立即確認在損益表中。對沖工具之公平值變動及與對沖風險有關的對沖項目之變動會於損益表內關於對沖項目一項中確認。

當本集團解除對沖關係、對沖工具已到期或被出售、被終止、被行使或者已不再符合對沖會計法的條件時，對沖會計法便會終止。

財務擔保合約

財務擔保合約指發行人須按合約償還特定款項予持保人，以補償持保人因特定債務人無法償還根據原來或經修改之債務條款於到期日之欠款。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Hedge accounting

The Group designates certain derivatives as hedges of the fair value of available-for-sale securities and fixed-rate subordinated notes (fair value hedges).

At the inception of the hedging relationship, the entity documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument that is used in a hedging relationship is highly effective in offsetting changes in fair values of the hedged item.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in the fair value of the hedging instrument and the change in the hedged item attributable to the hedged risk are recognised in profit or loss in the line item relating to the hedged item.

Hedge accounting is discontinued when the Group revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for losses it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

4. 主要會計政策 - 續

金融工具 - 續

財務擔保合約 - 續

本集團發行之財務擔保合約，如沒有指定為按公平值列賬及列入損益賬，則初始時按公平值減除發行財務擔保合約直接相關交易費用入賬。初始入賬後，本集團計量財務擔保合約是以：(i) 根據香港會計準則第37條「準備、或有負債和或有資產」決定之金額；及(ii) 初始入賬之金額減根據收入確認政策所確認之累計攤銷（如適用），兩者中較高者結算。

終止確認

當從金融資產收取現金流之合約權利屆滿，或金融資產已予轉讓或已轉讓擁有金融資產之幾乎全部風險及回報給另一個體，本集團會終止確認該金融資產。如本集團沒有轉讓也沒有保留擁有金融資產之幾乎全部風險及回報並繼續控制已轉讓之金融資產，本集團會繼續確認金融資產基於其繼續參與及會確認相關的負債。如本集團保留已轉讓擁有金融資產之幾乎全部風險及回報，本集團會繼續確認該金融資產並且確認另一抵押借款當收到該款項。

於完全終止確認金融資產時，金融資產之賬面值與已收及應收代價及已於其他全面收益和權益內確認之累計溢利或虧損總和之差額，於損益表內確認。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial guarantee contracts - continued

A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 "Provisions, contingent liabilities and contingent assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the revenue recognition policy.

Derecognition

The Group derecognises financial assets only when the contractual rights to the cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the risks and rewards of ownership of the financial asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred financial asset, the Group continues to recognise the financial asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the financial asset's carrying amount and the sum of the consideration received and receivable and the cumulative gains or losses that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

4. 主要會計政策 - 續

金融工具 - 續

終止確認 - 續

於非完全終止確認金融資產時，本集團會把該金融資產之前的賬面值根據各部份於轉讓日相對的公平值分配給繼續確認的部份及不再被確認的部份。分配給不再被確認的部份的賬面值與已收代價及已於其他全面收益內確認之累計溢利或虧損總和之差額，於損益表內確認。而確認於其他全面收益內的累計溢利或虧損則根據各部份相對的公平值分配給繼續確認的部份及不再被確認的部份。

只有當有關合約指定之本集團之債務被解除、註銷或屆滿時，本集團將終止確認金融負債。該被終止確認的金融負債的賬面值與已付及應付代價之差額，於損益表內確認。

回購協議

於回購協議下出售之金融資產繼續被適當地確認為可供出售之證券及持至到期日之證券。而相關的負債則包含在於回購協議下出售之金融資產內。

購買與出售價格之差額會以合約之年期用有效利息方法於損益表中的利息支出內確認。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Derecognition - continued

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group derecognises financial liabilities when, and only when the Group's obligations specified in the relevant contract are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Repurchase agreements

Financial assets sold subject to repurchase agreements continue to be recognised and recorded as available-for-sale securities and held-to-maturity securities as appropriate. The corresponding liability is included in financial assets sold under repurchase agreements.

The difference between purchase and sale price is recognised as interest expense in profit or loss over the life of the agreements using the effective interest method.

#### 4. 主要會計政策 - 續

##### 金融工具 - 續

##### 準備

本集團因以往發生的事件而承擔的責任，本集團應就有可能引致之損失提撥準備金。準備金的計量是根據於報告期末對承擔現有責任價值的最佳估算，並考慮責任相關的風險及不確定因素。如準備金的計量是以估算的現金流支付現有的責任，賬面值便是其現金流的現值（如金錢時間值有重大的影響）。

##### 非金融資產的減值（商譽除外）

於報告期末，本集團會評估非金融資產的賬面值去決定該資產有否遭受減值虧損的跡象。如這些跡象存在，該資產的可收回金額會被計量，從而決定減值虧損的程度（如有）。當單一資產的可收回金額不可能被計量，本集團會估計該資產所屬的現金賺取單位的可收回金額。在確認一個合理及一致的分配基礎後，企業的資產會分配給單一的現金賺取單位，或是根據其已確認的合理及一致的分配基礎，分配給最小組別的現金賺取單位。

可收回金額是公平值減出售成本與使用價值之較高者。當評估使用價值時，是使用稅前折算率把估計的未來現金流折算成現值，而該稅前折算率是能反映現時市場評估的金錢時間值及該資產的特定風險並且其對未來現金流的估計沒有作出調整。

#### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

##### Financial instruments - continued

##### Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

##### Impairment of non-financial assets (other than goodwill)

At the end of the reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment losses, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

4. 主要會計政策 - 續

金融工具 - 續

非金融資產的減值(商譽除外) - 續

如資產的估計可收回值少於其賬面值，資產的賬面值會減低至其可收回值。減值虧損會立即被確認至損益表內。

當減值虧損於期後回撥，資產的賬面值便會升至經估計調整之可收回值。但上升之賬面值不會高於往年度未確認減值虧損前的資產的賬面值。減值虧損的回撥會立即被確認為收入。

現金及等同現金項目

就綜合現金流動表而言，現金及等同現金項目包括於購入日期起少於三個月內到期之結餘，包括現金、於同業及其他財務機構之結餘、通知及短期存放、存放同業及其他財務機構之存款和外匯基金票據。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Impairment on non-financial assets (other than goodwill) - continued

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised immediately in profit or loss.

Where impairment losses subsequently reverse, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment losses been recognised for the asset in prior years. A reversal of impairment losses is recognised as income immediately.

Cash and cash equivalents

For the purposes of the consolidated statement of cash flows, cash and cash equivalents comprise balances with less than three months' maturity from the date of acquisition, including cash, balances with banks and other financial institutions, money at call and short notice, placements with and deposits of banks and other financial institutions as well as exchange fund bills.

**5. 關鍵會計判斷及估計不穩定因素之主要來源**

敘述於附註4，管理層於應用本集團的會計政策時，需就沒有其他明顯消息來源的資產及負債之賬面值作出判斷、評估及假設。評估及潛在的假設乃根據從前的經驗及其他認為有關的因素。真實結果可能與此評估不同。

評估及潛在的假設會不斷進行回顧。如修正只影響評估修正期間，會計評估的修正會在評估修正期內被確認，或如修正影響該修正期間及將來，會計評估的修正會在期內及將來被確認。

**估計不穩定因素之主要來源**

於報告期末，因將來之假設及估計帶來之主要不穩定因素，可能對資產及負債之賬面值於下一財政年度內帶來重大調整之風險，討論如下。

**(a) 貸款之減值準備**

本集團就貸款所帶來之估計虧損提撥減值準備，並與溢利相減。此準備包括個別減值準備及集體減值準備。整體減值準備代表管理層認為貸款組合內必須撇減之數額，致使貸款組合可收回淨額準確地列於財務狀況表。

於釐定個別減值準備時，管理層考慮減值之客觀證據。當一項貸款出現減值時，以折算現金流方法評估個別減值準備，按資產之賬面值及原本有效利率折算估計未來現金流之現值之差額計量。準備數額亦受抵押品之價值所影響，在若干情況下，抵押品價值可能折讓，以反映強制出售或迅速套現之影響。

**5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Group's accounting policies, which are described in note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

**Key sources of estimation uncertainty**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**(a) Impairment allowances on loans and advances**

The Group establishes, through charges against profit, impairment allowances in respect of estimated incurred losses in loans and advances. The allowances consist of individual impairment allowances and collective impairment allowances. The overall impairment allowances represent the aggregate amount by which management considers necessary to write down its loan portfolio in order to state it in the statements of financial position at its estimated net recoverable value.

In determining individual impairment allowances, management considers objective evidence of impairment. When a loan is impaired, an individual impairment allowance is assessed by a discounted cash flow method, measured at the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate. The quantum of the allowance is also impacted by the collateral value and this, in turn, may be discounted in certain circumstances to recognise the impact of forced sale or quick liquidation.

5. 關鍵會計判斷及估計不穩定因素之主要來源 - 續

估計不穩定因素之主要來源 - 續

(a) 貸款之減值準備 - 續

在釐定集體減值準備時，管理層採用過往處理具備相類信用風險特點的集體貸款之虧損經驗為基礎作出減值虧損估計。更多資料詳列於附註7。

有關減值準備之變動，詳列於附註22。

(b) 衍生工具及其他金融工具的公平值

本集團的管理層利用其判斷來選擇適合未於交投活躍市場的金融工具之估值技術。其估價法是應用由市場從業員普遍採用的估值技術。至於衍生金融工具、可換股債券及擁有嵌入衍生工具的結構性工具，假設是根據公開市場價格再以工具的特性作調整而產生。

所使用的假設詳列於附註7。

(c) 對商譽減值估計

根據香港會計準則第36條「資產減值」，當一項資產的賬面值超出其可收回金額，便要確認減值虧損。可收回金額是以公平值減出售費用及使用值之兩者中的較高者計算。

管理層根據已分配商譽到有關被收購附屬公司（最少現金賺取單位）的賬面值及使用值作出比較，並檢討商譽減值。其被收購附屬公司是從事保險業務。

使用值的計算是根據附屬公司管理層審閱的三年財務預算中現金流動預測及三年期末評估終值預測。於已審閱預算所覆蓋期間，現金流動預測的準備是包括一些假設和評估。主要假設包括預期收入增長和折算率的選擇。

可收回金額的計算詳列於附註38。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY - continued

Key sources of estimation uncertainty - continued

(a) Impairment allowances on loans and advances - continued

In determining collective impairment allowances, management uses estimates based on historical loss experience on a collective basis for loans and advances with similar credit risk characteristics to assess the impairment loss. More details are set out in note 7.

Details of the impairment allowance movements are disclosed in note 22.

(b) Fair value of derivatives and other financial instruments

The management of the Group uses its judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For derivative financial instruments, convertible bonds and structured products with embedded derivatives, assumptions are made based on quoted market rates adjusted for specific features of the instruments.

Details of the assumptions used are disclosed in note 7.

(c) Estimated impairment of goodwill

According to HKAS 36 "Impairment of Assets", impairment losses are made when the carrying amount of an asset exceeds its recoverable amount, which is calculated at the higher of the fair value less costs to sell and value in use.

Management has reviewed goodwill for impairment by comparing the carrying amount and value in use of an acquired subsidiary (the smallest cash-generating unit) to which the goodwill has been allocated. The acquired subsidiary is involved in insurance business.

The value in use calculations primarily use cash flow projections based on three year financial budgets approved by management of the subsidiary and estimated terminal value at the end of the three-year period. There are a number of assumptions and estimates involved for the preparation of cash flow projections for the period covered by the approved budget. Key assumptions include the expected growth in revenues and selection of discount rates.

Details of the recoverable amount calculation are disclosed in note 38.

5. 關鍵會計判斷及估計不穩定因素之主要來源 - 續

應用個體的會計政策的關鍵性判斷

除關於評估的判斷之外，以下是管理層於應用對綜合財務報表有最重大影響個體會計政策之關鍵性判斷。

投資物業之遞延稅項

為計量以公平值模式計量的投資物業之遞延稅項負債或遞延稅項資產時，董事已對本集團於香港及中華人民共和國的投資物業組合進行檢討並總結本集團的投資物業並不屬於以消耗投資物業所產生之大部份經濟收益的模式持有。因此，在計量本集團投資物業之遞延稅項時，董事已確定以公平值模式計量的投資物業之賬面值會透過出售而完全地回撥的假設並未有被推翻。因此，本集團未有就位於香港的投資物業之公平值改變而確認遞延稅項因出售有關投資物業時並不會造成任何利得稅項。

於中華人民共和國的分行之累積溢利所產生的臨時差額所帶來之遞延稅項

董事已確定銀行有能力控制於中華人民共和國的分行之累積溢利所產生的臨時差額為港幣 274,804,000 元（二零一二年：港幣 209,801,000 元）及有關臨時差額很大可能不會於可預期的將來作出回撥。因此，並未對有關臨時差額作遞延稅項準備。

持至到期日之投資

本集團將某些具有固定或可議定付款及固定到期日之非衍生工具金融資產分類為持至到期日。此分類需要作出判斷。在作出此項判斷時，本集團評估其持有該項投資至到期日之意願及能力。倘若本集團在特別情況以外未能保留此等投資至到期日，舉例而言在臨近到期時出售不重大數額，則須重新分類整個類別為可供出售。該項投資因此按公平值而並非攤銷成本計量。

此類資產詳列於附註 20。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY - continued

Critical judgements in applying the entity's accounting policies

The following are the critical judgements, apart from those involving estimations, that the management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios in Hong Kong and the Government of the People's Republic of China (the "PRC") and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in measuring the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties located in Hong Kong as the Group is not subject to any income taxes on disposal of these investment properties.

Deferred taxation in respect of temporary differences attributed to the accumulated profits of the PRC branch

The directors have determined that the Bank is able to control the timing of the reversal of the temporary differences attributable to accumulated profits of the PRC branch amounting to HK\$274,804,000 (2012: HK\$209,801,000) and that it is probable that the temporary differences will not reverse in the foreseeable future. Accordingly, deferred taxation relating to such temporary differences is not provided.

Held-to-maturity investments

The Group classified certain non-derivative financial assets with fixed or determinable payments and fixed maturity as held-to-maturity. This classification requires judgement. In making this judgement, the Group evaluates its intention and ability to hold such investments to maturity. If the Group fails to keep these investments to maturity other than for the specific circumstances - for example, selling an insignificant amount close to maturity - it will be required to reclassify the entire class as available-for-sale. The investments would therefore be measured at fair value instead of amortised cost.

Details of these assets are set out in note 20.



## 6. 分項資料

### (甲) 營業分項

本集團的營業分項亦是報告分項，是根據主要營運決策人（本集團的常務董事委員會）定期審閱的資料，以分配資源到該分項並按本集團的業務劃分評估其表現如下：

本集團提供之企業及零售銀行服務主要包括對客戶提供之借貸、貿易融資、汽車信貸、消費者信貸、透支、強積金服務、定期存款、往來及活期儲蓄戶口、信用卡及個人財富管理服務。本集團亦為客戶提供全面自動化之電話銀行服務及網上銀行服務。其他銀行服務包括匯款、外幣找換、保管箱、自動轉賬及直接付款服務。

財資業務主要包括銀行同業拆借、本集團統一利率風險及流動資金管理及中央現金管理。來自外匯業務的收入乃源於代客從事外匯交易、遠期合約買賣及源於利用外匯資金掉期合約以管理本銀行之現金活動。

本集團證券買賣活動包括證券交易、股票經紀及期貨經紀。

其他包括投資控股、保險、其他投資顧問服務及物業投資。

主要營運決策人確認並沒有營業分項是合計於本集團之報告分項內。

## 6. SEGMENT INFORMATION

### (a) Operating segments

The Group's operating segments, which are also the reportable segments, based on information regularly reviewed by the chief operating decision maker (Executive Committee of the Group) for the purpose of allocating resources to segments and assessing their performance on business divisions of the Group, are as follows:

The corporate and retail banking services provided by the Group are principally lending and trade finance facilities, auto financing, consumer financing, overdraft facilities, mandatory provident fund services, provision of fixed deposits, current and savings accounts, credit cards and personal wealth management services. The Group also provides automated telephone and internet banking services to its customers. Other banking services offered include remittance and money exchange, safe deposit boxes, autopay and direct debit services.

Treasury activities mainly comprise inter-bank placement and deposit transactions, management of overall interest rate risk and liquidity of the Group and centralised cash management. Income from foreign exchange activities is generated from services provided to customers in the form of foreign exchange trading and forward contracts, and from the Bank's cash management activities through foreign currency funding swaps.

Securities dealing activities of the Group include securities trading, stockbroking and futures broking.

Others comprise investment holding, insurance, other investment advisory services and property investments.

No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 6. 分項資料 - 續

### (甲) 營業分項 - 續

- (i) 截至二零一三年十二月三十一日止年度，營業分項資料如下：

#### 營業分項收益及結果

源自外界客戶利息收入	Interest income from external customers
給予外界客戶利息支出	Interest expense to external customers
跨業務利息收入 (附註 1)	Inter-segment interest income (Note 1)
跨業務利息支出 (附註 1)	Inter-segment interest expense (Note 1)
淨利息收入	Net interest income
費用及佣金收入	Fee and commission income
費用及佣金支出	Fee and commission expenses
按公平值列賬及列入損益賬之 金融工具之淨溢利 (虧損)	Net gains (losses) on financial instruments at fair value through profit or loss
公平值對沖淨溢利	Net gains on fair value hedge
其他營業收入 (附註 2)	Other operating income (Note 2)
分項收益	Segment revenue
營業收入總額	Total operating income
包含：	Comprising:
- 源自外界客戶分項收益	- segment revenue from external customers
- 跨業務交易	- inter-segment transactions
營業支出 (附註 3)	Operating expenses (Note 3)
貸款減值準備	Impairment allowances on loans and advances
出售物業及設備之淨溢利 (虧損)	Net gains (losses) on disposal of property and equipment
出售可供出售證券之淨溢利	Net gains on disposal of available-for-sale securities
出售投資物業及其公平值調整 之淨溢利	Net gains on disposal of and fair value adjustments on investment properties
分項溢利	Segment profit
未分類企業支出	Unallocated corporate expenses
未分類企業收入	Unallocated corporate income
所佔聯營公司之溢利	Share of profits of associates
除稅前溢利	Profit before taxation

- 附註：1. 跨業務資金交易之價格是以客戶當前存款利率計算。
2. 未分類企業收入是綜合損益表內的其他營業收入與營業分項內的其他營業收入之差額。
3. 未分類企業支出是綜合損益表內的營業支出與營業分項內的營業支出之差額。

## 6. SEGMENT INFORMATION - continued

### (a) Operating segments - continued

- (i) Operating segment information for the year ended 31 December 2013 is presented below:

#### Operating segment revenues and results

企業及 零售銀行	財資業務	證券業務	其他	抵銷	綜合
Corporate and retail banking	Treasury activities	Securities business	Others	Eliminations	Consolidated
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
1,040,118	552,385	3,164	-	-	1,595,667
(491,452)	(90,010)	-	-	-	(581,462)
235,732	-	-	-	(235,732)	-
-	(235,732)	-	-	235,732	-
784,398	226,643	3,164	-	-	1,014,205
151,767	-	131,429	-	-	283,196
(72,881)	-	(382)	-	-	(73,263)
585	(22,965)	-	(34)	-	(22,414)
-	536	-	-	-	536
94,411	104,410	-	39,373	-	238,194
958,280	308,624	134,211	39,339	-	1,440,454
722,548	544,356	134,211	39,339	-	
235,732	(235,732)	-	-	-	
(437,781)	(29,989)	(66,087)	(11,075)	-	(544,932)
(35,237)	-	-	-	-	(35,237)
6,750	-	-	(10)	-	6,740
-	-	-	1,582	-	1,582
-	-	-	4,237	-	4,237
492,012	278,635	68,124	34,073	-	872,844
					(236,643)
					1,551
					637,752
					32,103
					669,855

- Notes: 1. Inter-segment pricing for funding transactions is charged at prevailing customer deposits interest rates.
2. The difference between the other operating income in the consolidated statement of profit or loss and other operating income in the operating segments is the unallocated corporate income.
3. The difference between the operating expenses in the consolidated statement of profit or loss and the operating expenses in the operating segments is the unallocated corporate expenses.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 6. 分項資料 - 續

#### (甲) 營業分項 - 續

- (i) 截至二零一三年十二月三十一日止年度，營業分項資料如下：- 續

於二零一三年十二月三十一日的營業分項資產及負債

#### 資產

分項資產  
聯營公司權益  
未分類企業資產  
綜合資產總額

#### 負債

分項負債  
未分類企業負債

綜合負債總額

其他資料 - 包括在分項結果及分項資產中計量的金額

本年度之資本開支

折舊

預付土地租金之釋放

營業分項的會計政策跟載於附註4的本集團的會計政策是相同的。

不同分項所產生的全部直接費用已歸類到個別的分項之下。非直接費用及後勤支援費用已根據所付出的努力及時間分類到不同的分項及產品，而分項的其他營業收入分類是依靠所產生的費用性質。關於不能分類到分項或產品的費用及收入及其後勤支援的企業業務費用及收入並已分別歸類於未分類企業支出及收入。這是給主要營運決策人衡量報告以用作資源分配和績效評估。

沒有單一的外界客戶達到或超過本集團百分之十之總營業收入。

未能分類到分項，產品及後勤支援的企業業務之資產及負債已歸類為於未分類企業資產及負債，而所有直接分項資產及負債已分類到個別的分項。

### 6. SEGMENT INFORMATION - continued

#### (a) Operating segments - continued

- (i) Operating segment information for the year ended 31 December 2013 is presented below: - continued

#### Operating segment assets and liabilities as at 31 December 2013

	企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
<b>Assets</b>					
Segment assets	49,053,404	34,735,973	239,241	448,102	84,476,720
Interests in associates					199,437
Unallocated corporate assets					511,930
Consolidated total assets					<u>85,188,087</u>
<b>Liabilities</b>					
Segment liabilities	71,427,805	5,443,608	135,351	94,297	77,101,061
Unallocated corporate liabilities					355,060
Consolidated total liabilities					<u>77,456,121</u>

#### Other information - amounts included in the measure of segment results and segment assets

	企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	未分類業務 Unallocated 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
Capital expenditure during the year	16,733	318	250	130	15,711	33,142
Depreciation	35,417	1,291	3,385	354	14,431	54,878
Release of prepaid lease payments for land	66	-	-	-	-	66

The accounting policies of the operating segments are the same as the Group's accounting policies in note 4.

All direct costs incurred by different segments are grouped under respective segments. Indirect costs and support functions' costs are allocated to various segments and products based on effort and time spent while segments' other operating income is allocated depending on the nature of costs incurred. Indirect costs and support functions' costs and income related to corporate activities that cannot be reasonably allocated to segments or products are grouped as unallocated corporate expenses and unallocated corporate income respectively. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of performance.

There is no operating income with a single external customer amounting to or exceeding 10% of the Group's and the Bank's total operating income.

Assets and liabilities related to corporate activities that cannot be reasonably allocated to segments, products and support functions are grouped as unallocated corporate assets and liabilities. All direct segment assets and liabilities are grouped under respective segments.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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## 6. 分項資料 - 續

### (甲) 營業分項 - 續

- (ii) 截至二零一二年十二月三十一日止年度，營業分項資料如下：

#### 營業分項收益及結果

		企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	抵銷綜合 Eliminations 港幣千元 HK\$'000	Consolidated 港幣千元 HK\$'000
源自外界客戶利息收入	Interest income from external customers	1,012,559	548,938	2,323	-	-	1,563,820
給予外界客戶利息支出	Interest expense to external customers	(567,076)	(159,836)	-	-	-	(726,912)
跨業務利息收入 (附註 1)	Inter-segment interest income (Note 1)	255,975	-	-	-	(255,975)	-
跨業務利息支出 (附註 1)	Inter-segment interest expense (Note 1)	-	(255,975)	-	-	255,975	-
淨利息收入	Net interest income	701,458	133,127	2,323	-	-	836,908
費用及佣金收入	Fee and commission income	137,194	-	116,755	-	-	253,949
費用及佣金支出	Fee and commission expenses	(64,006)	-	(578)	-	-	(64,584)
按公平值列賬及列入損益賬之 金融工具之淨溢利	Net gains on financial instruments at fair value through profit or loss	677	56,796	-	-	-	57,473
公平值對沖淨溢利	Net gains on fair value hedge	-	1,200	-	-	-	1,200
其他營業收入 (附註 2)	Other operating income (Note 2)	84,632	108,228	-	44,140	-	237,000
分項收益	Segment revenue						
營業收入總額	Total operating income	859,955	299,351	118,500	44,140	-	1,321,946
包含：	Comprising:						
- 源自客戶分項收益	- segment revenue from customers	603,980	555,326	118,500	44,140	-	1,321,946
- 跨業務交易	- inter-segment transactions	255,975	(255,975)	-	-	-	-
營業支出 (附註 3)	Operating expenses (Note 3)	(470,941)	(30,213)	(69,493)	(10,769)	-	(581,416)
貸款減值準備回撥	Reversal of impairment allowances on loans and advances	65,228	-	-	-	-	65,228
出售物業及設備之淨虧損	Net losses on disposal of property and equipment	(1,852)	-	-	(9)	-	(1,861)
出售可供出售證券之淨溢利	Net gains on disposal of available-for-sale securities	-	-	-	594	-	594
出售投資物業及其公平值調整 之淨溢利	Net gains on disposal of and fair value adjustments on investment properties	-	-	-	12,206	-	12,206
分項溢利	Segment profit	452,390	269,138	49,007	46,162	-	816,697
未分類企業支出	Unallocated corporate expenses						(207,175)
未分類企業收入	Unallocated corporate income						835
							610,357
所佔聯營公司之溢利	Share of profits of associates						36,028
除稅前溢利	Profit before taxation						646,385

附註：1. 跨業務資金交易之價格是以客戶當前存款利率計算。

2. 未分類企業收入是綜合損益表內的其他營業收入與營業分項內的其他營業收入之差額。

3. 未分類企業支出是綜合損益表內的營業支出與營業分項內的營業支出之差額。

## 6. SEGMENT INFORMATION - continued

### (a) Operating segments - continued

- (ii) Operating segment information for the year ended 31 December 2012 is presented below:

#### Operating segment revenues and results

		Corporate and retail banking 港幣千元 HK\$'000	Treasury activities 港幣千元 HK\$'000	Securities business 港幣千元 HK\$'000	Others 港幣千元 HK\$'000	Eliminations 港幣千元 HK\$'000	Consolidated 港幣千元 HK\$'000
Interest income from external customers		1,012,559	548,938	2,323	-	-	1,563,820
Interest expense to external customers		(567,076)	(159,836)	-	-	-	(726,912)
Inter-segment interest income (Note 1)		255,975	-	-	-	(255,975)	-
Inter-segment interest expense (Note 1)		-	(255,975)	-	-	255,975	-
Net interest income		701,458	133,127	2,323	-	-	836,908
Fee and commission income		137,194	-	116,755	-	-	253,949
Fee and commission expenses		(64,006)	-	(578)	-	-	(64,584)
Net gains on financial instruments at fair value through profit or loss		677	56,796	-	-	-	57,473
Net gains on fair value hedge		-	1,200	-	-	-	1,200
Other operating income (Note 2)		84,632	108,228	-	44,140	-	237,000
Segment revenue							
Total operating income		859,955	299,351	118,500	44,140	-	1,321,946
Comprising:							
- segment revenue from customers		603,980	555,326	118,500	44,140	-	1,321,946
- inter-segment transactions		255,975	(255,975)	-	-	-	-
Operating expenses (Note 3)		(470,941)	(30,213)	(69,493)	(10,769)	-	(581,416)
Reversal of impairment allowances on loans and advances		65,228	-	-	-	-	65,228
Net losses on disposal of property and equipment		(1,852)	-	-	(9)	-	(1,861)
Net gains on disposal of available-for-sale securities		-	-	-	594	-	594
Net gains on disposal of and fair value adjustments on investment properties		-	-	-	12,206	-	12,206
Segment profit		452,390	269,138	49,007	46,162	-	816,697
Unallocated corporate expenses							(207,175)
Unallocated corporate income							835
							610,357
Share of profits of associates							36,028
Profit before taxation							646,385

Notes: 1. Inter-segment pricing for funding transactions is charged at prevailing customer deposits interest rates.

2. The difference between the other operating income in the consolidated statement of profit or loss and other operating income in the operating segments is the unallocated corporate income.

3. The difference between the operating expenses in the consolidated statement of profit or loss and the operating expenses in the operating segments is the unallocated corporate expenses.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 6. 分項資料 - 續

#### (甲) 營業分項 - 續

- (ii) 截至二零一二年十二月三十一日止年度，營業分項資料如下：- 續

於二零一二年十二月三十一日的營業分項資產及負債

資產	Assets	企業及 零售銀行	財資業務	證券業務	其他	綜合
		Corporate and retail banking 港幣千元 HK\$'000	Treasury activities 港幣千元 HK\$'000	Securities business 港幣千元 HK\$'000	Others 港幣千元 HK\$'000	Consolidated 港幣千元 HK\$'000
分項資產	Segment assets	48,290,655	31,156,460	232,982	437,396	80,117,493
聯營公司權益	Interests in associates					182,970
未分類企業資產	Unallocated corporate assets					454,902
綜合資產總額	Consolidated total assets					80,755,365
負債	Liabilities					
分項負債	Segment liabilities	67,818,689	5,172,703	174,138	65,204	73,230,734
未分類企業負債	Unallocated corporate liabilities					150,551
綜合負債總額	Consolidated total liabilities					73,381,285

其他資料 - 包括在分項結果及分項資產中計量的金額

本年度之資本開支	Capital expenditure during the year	企業及 零售銀行	財資業務	證券業務	其他	未分類業務	綜合
		Corporate and retail banking 港幣千元 HK\$'000	Treasury activities 港幣千元 HK\$'000	Securities business 港幣千元 HK\$'000	Others 港幣千元 HK\$'000	Unallocated 港幣千元 HK\$'000	Consolidated 港幣千元 HK\$'000
折舊	Depreciation	35,531	1,178	243	508	32,645	70,105
預付土地租金之釋放	Release of prepaid lease payments for land	66	-	-	-	-	66

### 6. SEGMENT INFORMATION - continued

#### (a) Operating segments - continued

- (ii) Operating segment information for the year ended 31 December 2012 is presented below: - continued

#### Operating segment assets and liabilities as at 31 December 2012

Assets	企業及 零售銀行	財資業務	證券業務	其他	綜合
	Corporate and retail banking 港幣千元 HK\$'000	Treasury activities 港幣千元 HK\$'000	Securities business 港幣千元 HK\$'000	Others 港幣千元 HK\$'000	Consolidated 港幣千元 HK\$'000
Segment assets	48,290,655	31,156,460	232,982	437,396	80,117,493
Interests in associates					182,970
Unallocated corporate assets					454,902
Consolidated total assets					80,755,365
Liabilities					
Segment liabilities	67,818,689	5,172,703	174,138	65,204	73,230,734
Unallocated corporate liabilities					150,551
Consolidated total liabilities					73,381,285

Other information - amounts included in the measure of segment results and segment assets

Capital expenditure during the year	企業及 零售銀行	財資業務	證券業務	其他	未分類業務	綜合
	Corporate and retail banking 港幣千元 HK\$'000	Treasury activities 港幣千元 HK\$'000	Securities business 港幣千元 HK\$'000	Others 港幣千元 HK\$'000	Unallocated 港幣千元 HK\$'000	Consolidated 港幣千元 HK\$'000
Depreciation	35,531	1,178	243	508	32,645	70,105
Release of prepaid lease payments for land	66	-	-	-	-	66

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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## 6. 分項資料 - 續

### (乙) 區域資料

區域資料(包括以區域分析之總分項收益)是按照本集團分行及附屬公司報告業績或資產入賬的主要營運地區作出分析。下列非流動資產是按照企業本身所定居的國家與非流動資產的位置相同。

區域資料的詳細資料如下：

香港  
澳門及汕頭  
- 中國大陸  
美國  
總額

## 6. SEGMENT INFORMATION - continued

### (b) Geographical information

Geographical information (including geographical analysis of total segment revenue) is analysed by the Group based on the locations of the principal operations of the branches and subsidiaries which are responsible for reporting the results or booking the assets. Non-current assets presented below are based on the location of the entities' country of domicile which is the same as the location of the non-current assets.

Details of geographical information are set out below:

		2013						
		總營業收入	除稅前溢利	資產總額	負債總額	或有負債及承擔總額	非流動資產	年內資本開支
		Total operating income	Profit before taxation	Total assets	Total liabilities and commitments	contingent liabilities and commitments	Non-current assets	Capital expenditure during the year
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
香港	Hong Kong	1,314,319	569,639	82,966,678	76,813,803	18,064,831	1,009,636	29,579
澳門及汕頭 - 中國大陸	Macau and Shantou, Mainland China	110,098	90,267	1,569,851	591,861	477,982	14,486	3,056
美國	America	17,588	9,949	651,558	50,457	16,913	535	507
總額	Total	<u>1,442,005</u>	<u>669,855</u>	<u>85,188,087</u>	<u>77,456,121</u>	<u>18,559,726</u>	<u>1,024,657</u>	<u>33,142</u>

		2012						
		總營業收入	除稅前溢利	資產總額	負債總額	或有負債及承擔總額	非流動資產	年內資本開支
		Total operating income	Profit before taxation	Total assets	Total liabilities and commitments	contingent liabilities and commitments	Non-current assets	Capital expenditure during the year
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
香港	Hong Kong	1,220,635	569,471	78,627,449	72,677,568	18,649,141	1,286,546	68,057
澳門及汕頭 - 中國大陸	Macau and Shantou, Mainland China	85,984	67,172	1,533,533	631,873	376,181	12,915	2,004
美國	America	16,162	9,742	594,383	71,844	15,215	170	44
總額	Total	<u>1,322,781</u>	<u>646,385</u>	<u>80,755,365</u>	<u>73,381,285</u>	<u>19,040,537</u>	<u>1,299,631</u>	<u>70,105</u>

附註：總營業收入包括淨利息收入、淨費用及佣金收入、按公平值列賬及列入損益賬之金融工具之淨溢利(虧損)、公平值對沖淨溢利及其他營業收入。

非流動資產包括聯營公司權益、投資物業、物業及設備、預付土地租金(非流動部份)及商譽。

Note: Total operating income consists of net interest income, net fee and commission income, net gains (losses) on financial instruments at fair value through profit or loss, net gains on fair value hedge and other operating income.

Non-current assets consist of interests in associates, investment properties, property and equipment, prepaid lease payments for land (non-current portion) and goodwill.

## 7. 財務風險管理

本集團的營運活動面對多種不同的財務風險，而這些營運活動包括分析、評估、接受及管理不同程度的風險或混合的風險。本集團的目的是為適當地平衡風險及回報和減少對本集團在財務表現上潛在的不利因素。

本集團乃按確認及分析此類風險，建立適當的風險額度及監察，和以可靠及現代的資訊系統控制此風險和達至訂定之額度內，從而編製成風險管理政策。本集團定期審查此風險管理政策和系統，以反映市場、產品和新的最佳做法的改變。

資產及負債管理委員會（「資債管委會」）及放款審核委員會負責執行經董事會及風險管理及條例執行委員會審批後的風險管理政策。資債管委會與本集團內其他營運單位密切地合作，以確認、評估及減低財務風險。董事會及風險管理及條例執行委員會以書面方式編訂整體風險管理的原則，及涵蓋包括外匯風險、利率風險、信用風險、衍生金融工具及非衍生金融工具之使用的相關政策。同時，內部審計乃負責風險管理及監控環境的獨立審查。而運用金融工具的最主要風險為信用風險、市場風險及流動資金風險。市場風險則包括貨幣風險、利率風險及價目風險。

## 7. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risks. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise potential adverse effects on the Group's financial performance.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to date information systems. The Group regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practice.

Risk management functions are carried out by the Asset and Liability Management Committee (the "ALCO") and the Loans Committee under policies approved by the Board of Directors and the Risk Management and Compliance Committee (the "RMCC"). The ALCO identifies, evaluates and mitigates financial risks in close co-operation with the Group's operating units. The Board and the RMCC provide written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments. In addition, internal audit is responsible for the independent review of risk management and the control environment. The most important types of risks from the use of financial instruments are credit risk, market risk and liquidity risk. Market risk includes currency risk, interest rate risk and price risk.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 7. 財務風險管理 - 續

### 金融工具種類

#### 金融資產

按公平值列賬及列入損益賬

- 指定按公平值列賬
- 持作買賣用途
- 衍生工具指定作對沖會計關係列賬

可供出售之證券

持至到期日之證券

貸款及應收款項

(包括現金及等同現金項目)

#### 金融負債

按公平值列賬及列入損益賬

- 持作買賣用途
- 衍生工具指定作對沖會計關係列賬

攤銷成本

#### 信用風險

本集團所承擔之信用風險，為對方於到期時未能全數支付貸款之風險。於報告期末已招致之虧損者已作出減值準備。因經濟或某行業之狀況發生重大改變，可能導致額外虧損，可能與報告期末已撥備之數額不同，管理層因此於管理信用風險時行事審慎。

#### 信用風險管理

本集團根據自身經驗、香港《銀行業條例》、香港金融管理局所發出之指引及其他法定要求（即有關海外分行及附屬公司之相關的本地法例及規則）而編製成貸款政策。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Categories of financial instruments

	集團 THE GROUP		銀行 THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
<b>Financial assets</b>				
Fair value through profit or loss				
- designated at fair value	91,968	1,213,149	91,968	1,213,149
- held for trading	11,273	21,407	11,062	21,146
- derivative instruments in designated hedge accounting relationship	159,073	166,765	159,073	166,765
Available-for-sale securities	5,433,241	4,222,217	5,326,882	4,130,090
Held-to-maturity securities	8,326,722	9,600,020	8,326,722	9,600,020
Loans and receivables (including cash and cash equivalents)	<u>69,869,522</u>	<u>64,230,608</u>	<u>69,840,632</u>	<u>64,231,145</u>
<b>Financial liabilities</b>				
Fair value through profit or loss				
- held for trading	53,070	118,154	53,070	118,154
- derivative instruments in designated hedge accounting relationship	47,583	130,502	47,583	130,502
Amortised cost	<u>77,277,661</u>	<u>73,092,728</u>	<u>77,884,904</u>	<u>73,700,780</u>

#### Credit risk

The Group takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Impairment allowances are made for losses that have been incurred at the end of the reporting period. Significant changes in the economy, or in the health of a particular industry segment, could result in losses that are different from those provided for at the end of the reporting period. Management therefore carefully manages its exposure to credit risk.

#### Management of credit risk

The Group's lending policies have been formulated on the basis of its own experience, the Hong Kong Banking Ordinance, the Hong Kong Monetary Authority guidelines and other statutory requirements (in the case of overseas branches and subsidiaries, the relevant local laws and regulations).



7. 財務風險管理 - 續

信用風險 - 續

信用風險管理 - 續

常務董事放款審核委員會及放款審核委員會為本集團的主要審批信用之組織。放款審核委員會由本銀行之高級管理人員組成；而常務董事放款審核委員會則由本銀行所有常務董事所組成。常務董事放款審核委員會全面負責本集團之信用政策及監督本集團之貸款組合信用質素。在常務董事放款審核委員會的監管下，本集團之管理人員根據貸款額度、提供之抵押品、借款人之信用級別及其他規定的信用指引，授權審批信用。

信貸評審部負責審核所有信用申請。當客戶填寫貸款申請書或信用額度之要求後，分行或貸款部門之客戶主任從約見客戶、收取文件、作可行性研究及以其他途徑獲得有關資料，繕寫及提交信用建議書予信用評審主任審核申請。信用評審主任則需要覆審提交資料之真確及信用建議書是否符合指定要求，同時，在允許或反對貸款申請及續期之建議時，需要提供獨立之信用評估作支持。

本集團之貸款政策授權放款審核委員會批核信用申請。放款審核委員會則根據客戶之貸款目的、財務優勢、還款能力、以往戶口表現及提供之抵押品（如適用）而作出批核。若貸款額度超越放款審核委員會獲授權批核之額度時，常務董事放款審核委員會則負責批核申請。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Management of credit risk - continued

The Group's primary credit approval bodies are the Loans Committee, which comprises senior staff members of the Bank, and the Executive Loans Committee, comprising all the Executive Directors of the Bank. The Executive Loans Committee has overall responsibility for the Group's credit policies and oversees the credit quality of the Group's loan portfolio. Under the oversight of the Executive Loans Committee, officers of the Group are authorised to approve credit based on the size of the loan, the collateral provided, the credit standing of the applicant and other prescribed credit guidelines.

The Credit Assessment Department is responsible for reviewing all credit applications. When a customer fills out a loan application or requests a credit line, the branch or lending department account officer collects information through customer interviews, documentation requests and feasibility studies as well as other sources. The account officer then prepares and submits a credit proposal based on the information gathered for the review of the Credit Review Officers. Credit Review Officers are required to check the accuracy of the information submitted and that the credit proposal meets the underwriting standards required, and are required to provide an independent credit evaluation in support of a recommendation for granting or rejecting the loan and the subsequent renewal applications.

Credit approval is performed by the Loans Committee in accordance with the delegated lending authority from the Lending Policy of the Group with reference to a customer's objective of borrowing, financial strength, repayment ability, past account performance and collateral being offered as security, as appropriate. Approval from the Executive Loans Committee is required as and when the requested amount of the loan exceeds the delegated authority of the Loans Committee.

7. 財務風險管理 - 續

信用風險 - 續

信用風險管理 - 續

本集團通過對單一貸款人、或多組貸款人，及對地區及行業設定可接受之風險限額，為所承受之風險水平設定限制。該等風險普遍以循環基準予以監察，並定期進行檢討。對產品、行業及國家之信用風險水平之限額每年經董事會批准。

信用風險之風險承擔乃通過定期分析借款人及潛在借款人應付償還利息及本金責任之能力，並於適當時候更改貸出限額予以控制。信用風險之風險承擔亦部份通過取得抵押品及公司和個人擔保控制。

減輕風險之政策

監察及減輕風險措施詳列如下：

(a) 抵押品

本集團對接受之抵押品種類或減輕信用風險作出指引。主要的貸款抵押品種類如下：

- 按揭之住宅及商用物業；
- 將商業資產如樓宇、存貨及應收賬項作押記；或
- 將金融工具如債務證券及股本作押記。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Management of credit risk - continued

The Group structures the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to one borrower, or groups of borrowers, and to geographical and industry segments. Such risks are typically monitored on a revolving basis and are subject to periodic reviews. Limits on the level of credit risk by product, industry sector and by country are approved annually by the Board.

Exposure to credit risk is managed through regular reviews of the ability of borrowers and potential borrowers to meet interest and capital repayment obligations and by changing these lending limits where appropriate. Exposure to credit risk is also managed in part by obtaining collateral and corporate and personal guarantees.

Risk mitigation policies

Some specific control and mitigation measures are outlined below.

(a) Collateral

The Group implements guidelines on the acceptability of specific classes of collateral or credit risk mitigation. The principal collateral types for loans and advances are:

- Mortgages over residential and commercial properties;
- Charges over business assets such as premises, inventory and accounts receivable; or
- Charges over financial instruments such as debt securities and equities.

7. 財務風險管理 - 續

信用風險 - 續

減輕風險之政策 - 續

(a) 抵押品 - 續

此外，若發現客戶之貸款出現減值訊號，本集團將盡快要求對方提供額外的抵押品以減輕信用風險。

抵押品之公平值評估是根據相關資產常用的估值技術於貸款時決定，除非個別貸款減值，否則一般不會更新。當貸款被確認減值時，其抵押品之公平值將參考市場價格例如最近物業交易價格以作更新。

(b) 其他減輕風險措施

本集團使用擔保將信用風險減輕。當本集團接受對方的擔保時，內部會對保證人設立上限以減輕信用之風險。

減值及減值準備政策

減值準備是基於報告期末已發現的損失及客觀的減值證據確認作財務報告之用。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Risk mitigation policies - continued

(a) Collateral - continued

In addition, in order to minimise the credit losses, the Group will seek additional collateral from the counterparty as soon as impairment indicators are noticed for the relevant individual loans and advances.

Estimates of fair value of collateral are based on the fair value of collateral determined using valuation techniques commonly used for the corresponding assets at the time of borrowing, and generally not updated except when a loan is individually impaired. When a loan is identified as impaired, the corresponding fair value of collateral of that loan is updated by reference to market value such as recent transaction price of properties.

(b) Other risk mitigations

The Group uses guarantees as credit risk mitigations. Whilst the Group may accept guarantees from any counterparty, it sets a threshold internally for considering guarantors to be eligible for credit risk mitigation.

Impairment and provisioning policies

Impairment allowances are recognised for financial reporting purposes and only for losses that have been incurred at the end of each reporting period based on objective evidence of impairment.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 7. 財務風險管理 - 續

### 信用風險 - 續

#### 減值及減值準備政策 - 續

按照借款人之借款用途或主要業務活動並適當地參考監管報告準則，本集團之客戶貸款總額（包括海外分行及附屬公司所貸出者）分析及報告如下：

#### 在本港使用貸款

##### 工業、商業及金融

- 物業發展
- 物業投資
- 與財務有關
- 證券經紀
- 批發及零售業
- 製造業
- 運輸及運輸設備
- 康樂活動
- 資訊科技
- 其他 (附註 2)

##### 個別人士

- 購買「居者有其屋」、  
「私人機構參與計劃」及  
「租者置其屋計劃」單位之貸款
- 購買其他住宅樓宇之貸款
- 信用卡貸款
- 其他 (附註 3)

#### 貿易融資

#### 在本港以外使用之貸款

## 7. FINANCIAL RISK MANAGEMENT - continued

### Credit risk - continued

#### Impairment and provisioning policies - continued

Based on the loan usage or the principal business activities of the borrowers, where applicable with reference to the regulatory reporting criteria, the Group's gross advances to customers (including advances booked in overseas branches and subsidiaries) are analysed and reported as follows:

二零一三年十二月三十一日 31 December 2013					
貸款總額 and advances 港幣千元 HK\$'000	集體 減值準備 allowances 港幣千元 HK\$'000	個別 減值準備 allowances 港幣千元 HK\$'000	有抵押品 覆蓋之貸款 Loans and advances secured by collateral 港幣千元 HK\$'000	減值貸款 總額 impaired advances 港幣千元 HK\$'000	
(附註 Note 1)					
Loans for use in Hong Kong					
Industrial, commercial and financial					
- Property development	1,479,980	2	642,248	-	-
- Property investment	8,307,110	-	8,272,041	2	2
- Financial concerns	2,407,128	-	1,853,502	-	-
- Stockbrokers	773,195	10	609,550	-	-
- Wholesale and retail trade	1,934,329	5,616	1,581,434	5,158	5,158
- Manufacturing	1,923,830	-	1,172,244	-	-
- Transport and transport equipment	755,028	-	654,770	-	-
- Recreational activities	1,296	1	1,297	-	-
- Information technology	21,067	29	17,231	-	-
- Others (Note 2)	7,770,364	6,055	4,448	4,555,683	6,684
Individuals					
- Loans for the purchase of flats in the Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	469,597	-	469,597	-	-
- Loans for the purchase of other residential properties	7,058,570	287	7,057,313	-	-
- Credit card advances	109,166	9,136	484	-	516
- Others (Note 3)	2,082,372	-	283	1,510,997	474
	<u>35,093,032</u>	<u>21,136</u>	<u>10,375</u>	<u>28,397,907</u>	<u>12,834</u>
Trade finance	3,287,545	60,643	3,592	610,909	3,592
Loans for use outside Hong Kong	<u>6,739,637</u>	<u>107,646</u>	<u>788</u>	<u>2,926,781</u>	<u>2,308</u>
	<u>45,120,214</u>	<u>189,425</u>	<u>14,755</u>	<u>31,935,597</u>	<u>18,734</u>

附註：1. 有抵押品之貸款以抵押品市場價格或餘下貸款本金兩者較低者為準。

2. 包括在「其他」的主要項目是電力和天然氣、酒店、餐飲、保證金貸款及其他商業用途。

3. 主要項目包括專業人士貸款及個人貸款作其他私人用途。

Notes: 1. The amount of loans and advances secured by collateral is determined as the lower of the market value of collateral or outstanding loan principal.

2. Major items included in "Others" are for electricity and gas, hotels, catering, margin lending and other business purposes.

3. Major items mainly included loans to professionals and other individuals for various private purposes.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 減值及減值準備政策 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Impairment and provisioning policies - continued

		二零一二年十二月三十一日 31 December 2012				
		貸款總額 and advances 港幣千元 HK\$'000	集體 減值準備 allowances 港幣千元 HK\$'000	個別 減值準備 allowances 港幣千元 HK\$'000	有抵押品 覆蓋之貸款 Loans and advances secured by collateral 港幣千元 HK\$'000	減值貸款 總額 Gross impaired advances 港幣千元 HK\$'000
		(附註 Note 1)				
在本港使用貸款	Loans for use in Hong Kong					
工業、商業及金融	Industrial, commercial and financial					
- 物業發展	- Property development	1,366,467	1,347	-	769,767	-
- 物業投資	- Property investment	8,924,108	-	1,774	8,857,224	1,774
- 與財務有關	- Financial concerns	1,741,910	-	-	1,131,827	-
- 證券經紀	- Stockbrokers	594,689	150	-	438,481	-
- 批發及零售業	- Wholesale and retail trade	1,460,007	5,157	3,273	1,085,418	3,273
- 製造業	- Manufacturing	1,677,166	557	1,098	994,699	1,098
- 運輸及運輸設備	- Transport and transport equipment	754,094	-	-	696,577	-
- 康樂活動	- Recreational activities	2,154	8	-	2,154	-
- 資訊科技	- Information technology	15,320	108	-	75	-
- 其他 (附註 2)	- Others (Note 2)	7,114,661	25,619	4,669	3,556,824	4,669
個別人士	Individuals					
- 購買「居者有其屋」、 「私人機構參與計劃」及 「租者置其屋計劃」單位之貸款	- Loans for the purchase of flats in the Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	475,392	-	-	475,392	-
- 購買其他住宅樓宇之貸款	- Loans for the purchase of other residential properties	6,613,370	238	-	6,611,275	-
- 信用卡貸款	- Credit card advances	109,491	4,883	328	2,947	375
- 其他 (附註 3)	- Others (Note 3)	1,717,229	6,561	2,181	1,354,133	2,181
		32,566,058	44,628	13,323	25,976,793	13,370
貿易融資	Trade finance	1,246,727	29,924	8,516	427,959	8,516
在本港以外使用之貸款	Loans for use outside Hong Kong	5,379,404	89,954	2,215	2,564,067	2,308
		39,192,189	164,506	24,054	28,968,819	24,194

附註：1. 有抵押品之貸款以抵押品市場價格或餘下貸款本金兩者較低者為準。

2. 包括在「其他」的主要項目是電力和天然氣、酒店、餐飲、保證金貸款及其他商業用途。

3. 主要項目包括專業人士貸款及個人貸款作其他私人用途。

Notes: 1. The amount of loans and advances secured by collateral is determined as the lower of the market value of collateral or outstanding loan principal.

2. Major items included in "Others" are for electricity and gas, hotels, catering, margin lending and other business purposes.

3. Major items mainly included loans to professionals and other individuals for various private purposes.

7. 財務風險管理 - 續

信用風險 - 續

減值及減值準備政策 - 續

本集團之政策要求最少每年對個別重要的金融資產或當個別情況需要更頻密地作回顧。減值準備於個別評估戶口是根據於報告期末，按每個案件的評估已發現之損失決定。此方法適用於個別重大戶口。此評估一般包括個別戶口持有的抵押品及預期還款。

以集體形式進行的減值準備提供準備於：(i) 個別並非重要的同性質之資產組合；及 (ii) 考慮過往處理相類信用風險特點資產之虧損經驗以評估未確定但已發生之損失。管理層要視乎現時經濟及信貸情況去評估潛在損失的實際程度可能高於或低於過往經驗。

金融資產的信用風險集中性

當區域或業務因素轉變，相同地影響貸款客戶，其信用風險相對於本集團之整體風險為重大時，集中信用風險存在。

最能代表本集團及本銀行的金融資產之最高信用風險之區域及業務集中分析披露如下。

金融資產之區域位置是取決於對手最終信用風險之位置，並由董事評估。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Impairment and provisioning policies - continued

The Group's policy requires the review of individual financial assets that are above materiality thresholds at least annually or more regularly when individual circumstances require. Impairment allowances on individually assessed accounts are determined by an evaluation of the incurred losses at the end of the reporting period on a case-by-case basis, and are applied to all individually significant accounts. The assessment normally encompasses the fair value of collateral held and the anticipated receipts for that individual account.

Collectively assessed impairment allowances are provided for: (i) portfolios of homogenous assets that are individually below materiality thresholds; and (ii) losses that have been incurred but have not yet been identified by considering the historical loss experience in portfolios of similar credit risk characteristics. The management has also made judgement as to whether the current economic and credit conditions are such that the actual level of inherent losses is likely to be greater or less than that suggested by historical experience.

Concentration of risks of financial assets with credit risk exposure

Concentration of credit risk exists when changes in geographical or industry factors similarly affect counterparties whose aggregate credit exposure is material in relation to the Group's total exposures.

An analysis of geographical and industry sector concentration of the Group's and the Bank's financial assets that best represent the maximum exposure to credit risk is disclosed below.

The geographical locations of the financial assets are determined by the locations of the counterparties with the ultimate credit exposures, as assessed by the directors.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 金融資產的信用風險集中性 - 續

#### 區域位置

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Concentration of risks of financial assets with credit risk exposure - continued

#### Geographical locations

		集團 THE GROUP				銀行 THE BANK			
		亞太區 除香港以外 Asia Pacific		其他 Others	總額 Total	亞太區 除香港以外 Asia Pacific		其他 Others	總額 Total
香港 Hong Kong	excluding Hong Kong	港幣千元 HK\$'000	港幣千元 HK\$'000			港幣千元 HK\$'000	港幣千元 HK\$'000		
		(附註 Note 1)	(附註 Note 2)			(附註 Note 1)	(附註 Note 2)		
於二零一三年十二月三十一日	At 31 December 2013								
短期資金	Short-term funds	4,277,143	7,729,872	3,451,017	15,458,032	4,266,688	7,729,872	3,451,017	15,447,577
存放同業及其他財務機構款項	Placements with banks and other financial institutions	563,486	7,320,599	36,417	7,920,502	549,560	7,320,599	36,417	7,906,576
衍生金融工具	Derivative financial instruments	6,037	91,284	72,814	170,135	6,037	91,284	72,814	170,135
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	31,818	60,150	-	91,968	31,818	60,150	-	91,968
可供出售之債務證券	Available-for-sale debt securities	3,106,504	528,864	1,553,955	5,189,323	3,106,504	528,864	1,553,955	5,189,323
持至到期日之證券	Held-to-maturity securities	3,289,960	4,076,870	959,892	8,326,722	3,289,960	4,076,870	959,892	8,326,722
貸款及其他賬項	Advances and other accounts	42,643,698	1,704,098	1,455,787	45,803,583	42,409,053	1,698,613	1,455,787	45,563,453
附屬公司欠款	Amounts due from subsidiaries	-	-	-	-	235,662	-	-	235,662
		<u>53,918,646</u>	<u>21,511,737</u>	<u>7,529,882</u>	<u>82,960,265</u>	<u>53,895,282</u>	<u>21,506,252</u>	<u>7,529,882</u>	<u>82,931,416</u>
於二零一二年十二月三十一日	At 31 December 2012								
短期資金	Short-term funds	6,884,344	6,751,760	3,322,717	16,958,821	6,873,958	6,751,760	3,322,717	16,948,435
存放同業及其他財務機構款項	Placements with banks and other financial institutions	312,939	4,290,656	185,918	4,789,513	299,142	4,290,656	185,918	4,775,716
衍生金融工具	Derivative financial instruments	14,263	8,146	165,502	187,911	14,263	8,146	165,502	187,911
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	555,726	238,322	419,101	1,213,149	555,726	238,322	419,101	1,213,149
可供出售之債務證券	Available-for-sale debt securities	2,203,479	327,725	1,462,336	3,993,540	2,203,479	327,725	1,462,336	3,993,540
持至到期日之證券	Held-to-maturity securities	2,291,716	6,128,890	1,179,414	9,600,020	2,291,716	6,128,890	1,179,414	9,600,020
貸款及其他賬項	Advances and other accounts	37,635,486	3,536,803	936,929	42,109,218	37,417,697	3,530,953	936,929	41,885,579
附屬公司欠款	Amounts due from subsidiaries	-	-	-	-	248,376	-	-	248,376
		<u>49,897,953</u>	<u>21,282,302</u>	<u>7,671,917</u>	<u>78,852,172</u>	<u>49,904,357</u>	<u>21,276,452</u>	<u>7,671,917</u>	<u>78,852,726</u>

附註：1. 報告在「亞太區除香港以外」內的國家主要包括中國、日本、澳洲及其他亞洲國家。

2. 報告在「其他」內的國家主要包括加拿大、美國及部份歐洲國家。

Notes: 1. The countries reported in "Asia Pacific excluding Hong Kong" mainly included the PRC, Japan, Australia and other Asian countries.

2. The countries reported in "Others" covered mainly Canada, United States and certain European countries.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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## 7. 財務風險管理 - 續

### 信用風險 - 續

### 金融資產的信用風險集中性 - 續

### 業務分析

## 7. FINANCIAL RISK MANAGEMENT - continued

### Credit risk - continued

### Concentration of risks of financial assets with credit risk exposure - continued

### Industry sectors

		集團 THE GROUP					
		同業及其他 財務機構 Banks and other financial institutions 港幣千元 HK\$'000	中央政府及 中央銀行 Central governments and central banks 港幣千元 HK\$'000	公營機構 Public sector entities 港幣千元 HK\$'000	企業 Corporate entities 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一三年十二月三十一日	At 31 December 2013						
短期資金	Short-term funds	14,252,813	1,205,219	-	-	-	15,458,032
存放同業及其他財務機構款項	Placements with banks and other financial institutions	7,920,502	-	-	-	-	7,920,502
衍生金融工具	Derivative financial instruments	168,804	-	-	1,331	-	170,135
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	-	-	91,968	-	91,968
可供出售之債務證券	Available-for-sale debt securities	320,493	-	55,029	4,813,801	-	5,189,323
持至到期日之證券	Held-to-maturity securities	6,619,205	7,627	176,769	1,523,121	-	8,326,722
貸款及其他賬項	Advances and other accounts	480,437	100,183	76,721	32,898,092	12,248,150	45,803,583
		<u>29,762,254</u>	<u>1,313,029</u>	<u>308,519</u>	<u>39,328,313</u>	<u>12,248,150</u>	<u>82,960,265</u>
於二零一二年十二月三十一日	At 31 December 2012						
短期資金	Short-term funds	16,060,006	898,815	-	-	-	16,958,821
存放同業及其他財務機構款項	Placements with banks and other financial institutions	4,789,513	-	-	-	-	4,789,513
衍生金融工具	Derivative financial instruments	183,024	-	-	4,817	70	187,911
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	419,101	-	-	794,048	-	1,213,149
可供出售之債務證券	Available-for-sale debt securities	323,709	-	56,016	3,613,815	-	3,993,540
持至到期日之證券	Held-to-maturity securities	7,809,345	3,382	196,401	1,590,892	-	9,600,020
貸款及其他賬項	Advances and other accounts	2,798,881	78,607	176,750	28,381,537	10,673,443	42,109,218
		<u>32,383,579</u>	<u>980,804</u>	<u>429,167</u>	<u>34,385,109</u>	<u>10,673,513</u>	<u>78,852,172</u>



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 金融資產的信用風險集中性 - 續

#### 業務分析 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Concentration of risks of financial assets with credit risk exposure - continued

#### Industry sectors - continued

		銀行					總額
		同業及其他 財務機構 Banks and other financial institutions	中央政府及 中央銀行 Central governments and central banks	公營機構 Public sector entities	企業 Corporate entities	其他 Others	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一三年十二月三十一日	At 31 December 2013						
短期資金	Short-term funds	14,242,358	1,205,219	-	-	-	15,447,577
存放同業及其他財務機構款項	Placements with banks and other financial institutions	7,906,576	-	-	-	-	7,906,576
衍生金融工具	Derivative financial instruments	168,804	-	-	1,331	-	170,135
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	-	-	91,968	-	91,968
可供出售之債務證券	Available-for-sale debt securities	320,493	-	55,029	4,813,801	-	5,189,323
持至到期日之證券	Held-to-maturity securities	6,619,205	7,627	176,769	1,523,121	-	8,326,722
貸款及其他賬項	Advances and other accounts	479,807	100,183	76,721	32,658,592	12,248,150	45,563,453
附屬公司欠款	Amounts due from subsidiaries	-	-	-	235,662	-	235,662
		<u>29,737,243</u>	<u>1,313,029</u>	<u>308,519</u>	<u>39,324,475</u>	<u>12,248,150</u>	<u>82,931,416</u>
於二零一二年十二月三十一日	At 31 December 2012						
短期資金	Short-term funds	16,049,620	898,815	-	-	-	16,948,435
存放同業及其他財務機構款項	Placements with banks and other financial institutions	4,775,716	-	-	-	-	4,775,716
衍生金融工具	Derivative financial instruments	183,024	-	-	4,817	70	187,911
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	419,101	-	-	794,048	-	1,213,149
可供出售之債務證券	Available-for-sale debt securities	323,709	-	56,016	3,613,815	-	3,993,540
持至到期日之證券	Held-to-maturity securities	7,809,345	3,382	196,401	1,590,892	-	9,600,020
貸款及其他賬項	Advances and other accounts	2,798,193	78,607	176,750	28,158,586	10,673,443	41,885,579
附屬公司欠款	Amounts due from subsidiaries	-	-	-	248,376	-	248,376
		<u>32,358,708</u>	<u>980,804</u>	<u>429,167</u>	<u>34,410,534</u>	<u>10,673,513</u>	<u>78,852,726</u>

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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## 7. 財務風險管理 - 續

### 信用風險 - 續

在沒有抵押品或其他信用改進前的最高信用風險

財務狀況表以內的有關資產的最高信用風險如下：

短期資金	Short-term funds
存放同業及其他財務機構款項	Placements with banks and other financial institutions
衍生金融工具	Derivative financial instruments
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss
可供出售之債務證券	Available-for-sale debt securities
持至到期日之證券	Held-to-maturity securities
貸款及其他賬項	Advances and other accounts
附屬公司欠款	Amounts due from subsidiaries

有關財務狀況表以外的項目的最高信用風險如下：

直接信用代替品	Direct credit substitutes
與貿易有關之或有項目	Trade-related contingencies
未動用之正式備用信貸、 信貸額度及其他承擔 不包括可無條件取消 而不需作事前通知者	Undrawn formal standby facilities, credit lines and other commitments excluding those that are unconditionally cancellable without prior notice

## 7. FINANCIAL RISK MANAGEMENT - continued

### Credit risk - continued

Maximum exposure to credit risk before collateral held or other credit enhancements

Maximum exposure to credit risk relating to assets on the statements of financial position are as follows:

		集團 THE GROUP		銀行 THE BANK	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
短期資金	Short-term funds	15,458,032	16,958,821	15,447,577	16,948,435
存放同業及其他財務機構款項	Placements with banks and other financial institutions	7,920,502	4,789,513	7,906,576	4,775,716
衍生金融工具	Derivative financial instruments	170,135	187,911	170,135	187,911
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	91,968	1,213,149	91,968	1,213,149
可供出售之債務證券	Available-for-sale debt securities	5,189,323	3,993,540	5,189,323	3,993,540
持至到期日之證券	Held-to-maturity securities	8,326,722	9,600,020	8,326,722	9,600,020
貸款及其他賬項	Advances and other accounts	45,803,583	42,109,218	45,563,453	41,885,579
附屬公司欠款	Amounts due from subsidiaries	-	-	235,662	248,376
		<b>82,960,265</b>	<b>78,852,172</b>	<b>82,931,416</b>	<b>78,852,726</b>

Maximum exposure to credit risk relating to items unrecorded in the statements of financial position are as follows:

		集團及銀行 THE GROUP AND THE BANK	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
直接信用代替品	Direct credit substitutes	1,041,747	1,077,350
與貿易有關之或有項目	Trade-related contingencies	479,056	425,309
未動用之正式備用信貸、 信貸額度及其他承擔 不包括可無條件取消 而不需作事前通知者	Undrawn formal standby facilities, credit lines and other commitments excluding those that are unconditionally cancellable without prior notice	10,111,868	10,557,895
		<b>11,632,671</b>	<b>12,060,554</b>

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 信用質素

客戶貸款之信用質素，除應收利息外，總結如下：

非逾期或非減值

已逾期但非減值

減值

減：減值準備

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Credit quality

Credit quality of loans and advances to customers, excluding interest receivable, are summarised as follows:

#### 集團及銀行 THE GROUP AND THE BANK

		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
非逾期或非減值	Neither past due nor impaired	44,984,993	38,934,792
已逾期但非減值	Past due but not impaired	116,487	233,203
減值	Impaired	18,734	24,194
		<u>45,120,214</u>	<u>39,192,189</u>
減：減值準備	Less: Allowances for impairment	(204,180)	(188,560)
		<u><u>44,916,034</u></u>	<u><u>39,003,629</u></u>

#### (i) 非逾期或非減值貸款

非逾期或非減值貸款的信用質素是參考本集團的內部評級系統所估計的，這也是應香港金融管理局要求採用的分類系統。

#### (i) Loans and advances neither past due nor impaired

The credit quality of the portfolio of loans and advances that were neither past due nor impaired can be assessed by reference to the internal rating system adopted by the Group which is also the classification system required to be adopted for reporting to the Hong Kong Monetary Authority.

#### 集團及銀行 THE GROUP AND THE BANK

	分期償還 貸款 Overdrafts	定期 貸款 Term loans	銀團貸款 Syndication loans	外幣貸款 Foreign currency loans	貿易融資 Trade finance	個人貸款及 稅務貸款 Personal loans and tax loans	其他 Others	總額 Total	
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一三年十二月三十一日 評級：									
合格	1,999,583	20,281,023	13,804,574	4,318,438	115,965	3,127,699	215,870	633,977	44,497,129
特別監察	10,789	169,308	63,078	-	-	-	-	-	243,175
次級或以下	5,262	18,557	172,000	-	-	48,870	-	-	244,689
總額	<u>2,015,634</u>	<u>20,468,888</u>	<u>14,039,652</u>	<u>4,318,438</u>	<u>115,965</u>	<u>3,176,569</u>	<u>215,870</u>	<u>633,977</u>	<u>44,984,993</u>
於二零一二年十二月三十一日 評級：									
合格	1,495,026	18,810,942	12,112,179	4,330,509	70,306	1,205,818	134,538	722,322	38,881,640
特別監察	13,446	8,967	-	-	-	3,978	461	-	26,852
次級或以下	603	21,853	-	-	-	3,844	-	-	26,300
總額	<u>1,509,075</u>	<u>18,841,762</u>	<u>12,112,179</u>	<u>4,330,509</u>	<u>70,306</u>	<u>1,213,640</u>	<u>134,999</u>	<u>722,322</u>	<u>38,934,792</u>

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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## 7. 財務風險管理 - 續

### 信用風險 - 續

### 信用質素 - 續

#### (ii) 已逾期但非減值貸款

按客戶分類的已逾期但非減值的貸款總額分析如下：

## 7. FINANCIAL RISK MANAGEMENT - continued

### Credit risk - continued

### Credit quality - continued

#### (ii) Loans and advances past due but not impaired

Gross amount of loans and advances by class of customers that were past due but not impaired were as follows:

### 集團及銀行 THE GROUP AND THE BANK

	透支 Overdrafts 港幣千元 HK\$'000	分期償還 貸款 Instalment loans 港幣千元 HK\$'000	定期 貸款 Term loans 港幣千元 HK\$'000	銀團貸款 Syndication loans 港幣千元 HK\$'000	貿易融資 Trade finance 港幣千元 HK\$'000	個人貸款及 稅務貸款 Personal loans and tax loans 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一三年十二月三十一日	At 31 December 2013							
逾期三十日或以下	1,919	4,048	-	-	-	-	-	5,967
逾期三十一日至九十日	7,818	17,882	-	-	1,468	703	1,595	29,466
逾期九十日以上	3,339	2,309	-	75,406	-	-	-	81,054
總額	<u>13,076</u>	<u>24,239</u>	<u>-</u>	<u>75,406</u>	<u>1,468</u>	<u>703</u>	<u>1,595</u>	<u>116,487</u>
抵押品之公平值	<u>81,706</u>	<u>88,371</u>	<u>-</u>	<u>1,372,549</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,542,626</u>
有抵押品之貸款 (附註)	<u>4,878</u>	<u>23,097</u>	<u>-</u>	<u>75,406</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>103,381</u>
於二零一二年十二月三十一日	At 31 December 2012							
逾期三十日或以下	397	544	122,422	-	9,063	-	-	132,426
逾期三十一日至九十日	2,815	4,142	-	-	-	129	1,740	8,826
逾期九十日以上	2,088	14,449	-	75,406	-	8	-	91,951
總額	<u>5,300</u>	<u>19,135</u>	<u>122,422</u>	<u>75,406</u>	<u>9,063</u>	<u>137</u>	<u>1,740</u>	<u>233,203</u>
抵押品之公平值	<u>20,573</u>	<u>96,049</u>	<u>308,434</u>	<u>1,276,692</u>	<u>29,412</u>	<u>370</u>	<u>-</u>	<u>1,731,530</u>
有抵押品之貸款 (附註)	<u>4,757</u>	<u>18,881</u>	<u>121,200</u>	<u>75,406</u>	<u>9,063</u>	<u>8</u>	<u>-</u>	<u>229,315</u>

抵押品主要是物業及定期存款。

Collateral is mainly properties and fixed deposits.

附註：有抵押品之貸款值以抵押品市場價格或餘下貸款本金兩者較低者為準。

Note: The amount of loans and advances secured by collateral is determined as the lower of the market value of collateral or outstanding loan principal.

## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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#### 7. 財務風險管理 - 續

信用風險 - 續

信用質素 - 續

(iii) 個別減值貸款

客戶貸款

按客戶性質分類的個別減值貸款總額的明細如下：

於二零一三年十二月三十一日

個別減值貸款

抵押品之公平值

有抵押品之貸款 (附註)

於二零一二年十二月三十一日

個別減值貸款

抵押品之公平值

有抵押品之貸款 (附註)

抵押品主要是物業及定期存款。

附註：有抵押品之貸款值以抵押品市場價格或餘下貸款本金兩者較低者為準。

(iv) 銀行及其他財務機構貸款

於二零一三年十二月三十一日及二零一二年十二月三十一日，銀行貸款為非逾期或非減值及沒有抵押品。

#### 7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Credit quality - continued

(iii) Loans and advances individually impaired

Loans and advances to customers

The breakdown of the gross amount of individually impaired loans and advances by class of customers are as follows:

#### 集團及銀行 THE GROUP AND THE BANK

	透支 Overdrafts 港幣千元 HK\$'000	分期償還 貸款 Instalment loans 港幣千元 HK\$'000	定期 貸款 Term loans 港幣千元 HK\$'000	貿易融資 Trade finance 港幣千元 HK\$'000	個人貸款及 稅務貸款 Personal loans and tax loans 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
At 31 December 2013							
Individually impaired loans	7,358	5,259	-	5,672	226	219	18,734
Fair value of collateral	1,227	12,854	-	-	-	-	14,081
Loans and advances secured by collateral (Note)	1,226	3,647	-	-	-	-	4,873
At 31 December 2012							
Individually impaired loans	6,615	5,503	2,080	9,845	43	108	24,194
Fair value of collateral	49,989	26,646	-	-	-	-	76,635
Loans and advances secured by collateral (Note)	3,339	4,082	-	-	-	-	7,421

Collateral is mainly properties and fixed deposits.

Note: The amount of loans and advances secured by collateral is determined as the lower of the market value of collateral or outstanding loan principal.

(iv) Advances to banks and other financial institutions

As at 31 December 2013 and 31 December 2012, the advances to banks are neither past due nor impaired and unsecured.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 7. 財務風險管理 - 續

### 信用風險 - 續

#### 債務證券

##### 按評級機構分類的金融投資

下表呈列本集團所持有的金融證券，除貸款以外，於報告期末根據穆迪之評級分析。沒有穆迪評級的金融證券會被當作沒有評級分類。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Credit risk - continued

#### Debt securities

##### Financial investments by rating agency designation

The following table presents an analysis of financial securities, other than loans and advances, held by the Group by rating agency designation at the end of the reporting period, based on Moody's ratings. Financial securities not rated by Moody's are treated as unrated ones.

		集團及銀行 THE GROUP AND THE BANK			
		按公平值列賬及列入 損益賬之金融資產 Financial assets at fair value through profit or loss 港幣千元 HK\$'000	可供出售之 債務證券 Available-for-sale debt securities 港幣千元 HK\$'000	持至 到期日 之證券 Held-to- maturity securities 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一三年十二月三十一日		At 31 December 2013			
Aa1 至 Aa3	Aa1 to Aa3	60,150	375,523	2,975,433	3,411,106
A1 至 A3	A1 to A3	-	1,655,946	2,633,595	4,289,541
低於 A3	Lower than A3	-	1,870,491	1,050,984	2,921,475
沒有評級	Unrated	31,818	1,287,363	1,666,710	2,985,891
總額	Total	<u>91,968</u>	<u>5,189,323</u>	<u>8,326,722</u>	<u>13,608,013</u>
於二零一二年十二月三十一日		At 31 December 2012			
Aa1 至 Aa3	Aa1 to Aa3	470,820	379,724	4,270,459	5,121,003
A1 至 A3	A1 to A3	186,603	1,200,355	3,970,694	5,357,652
低於 A3	Lower than A3	-	1,594,132	77,293	1,671,425
沒有評級	Unrated	555,726	819,329	1,281,574	2,656,629
總額	Total	<u>1,213,149</u>	<u>3,993,540</u>	<u>9,600,020</u>	<u>14,806,709</u>

#### 被收回的抵押品

於指出的年度，本集團及本銀行取得之抵押品資產，詳列如下：

#### Repossessed collateral

During the years indicated, the Group and the Bank obtained assets by taking possession of collateral held as security, as follows:

		集團及銀行 THE GROUP AND THE BANK	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
資產種類		Nature of assets	
住宅物業	Residential properties	-	31,000
其他	Others	<u>16,040</u>	<u>17,320</u>

在可行的情況下盡快出售被收回的資產，其收益會用來抵銷未償還債務。

Repossessed assets are sold as soon as practicable with the proceeds used to reduce the outstanding indebtedness.

7. 財務風險管理 - 續

市場風險

本集團承擔市場風險。市場風險乃當市場價格變動，金融工具的公平值或將來的現金流會隨之波動。市場風險是從利息、貨幣及證券產品的未平盤額而產生，並受一般及特別的市場轉變及市場率或市場價格，例如利率、信用息差、外匯率及證券價格水平調整的轉變所影響。本集團分別於交易或非交易組合中承擔市場風險。

交易組合包括因做市商交易而產生的未平盤額，其中本集團為對客戶或市場之交易對手。

非交易組合主要來自零售及商業銀行的資產及負債之利息管理。非交易組合也包含由本集團的持至到期日及可供出售之投資而產生的外匯及資產風險。

市場風險管理

市場風險管理主要由資金管理職能承擔並在董事會或其指定之委員會批准的風險限額內進行。限額在每個組合、產品及風險類別分別設立，而市場的流動性是決定風險限額程度的主要因素。本集團致力確立準則、制度及程序來控制及監控市場風險。個別業務產生之市場風險是由資債管委會評估及管理。

此外，本集團利用衍生工具來減輕利率及外匯風險。

壓力測試是用來測試在極端情況下的潛在虧損之提示。每個業務單位的高級管理層及董事會會檢閱壓力測試之結果。壓力測試是因應業務類別而設計及一般採用情節分析。

貨幣風險

本集團有相當的交易是以外幣進行，所以會產生匯率浮動風險。此匯率風險是由經核准的政策限額利用外幣遠期合約管理。

7. FINANCIAL RISK MANAGEMENT - continued

Market risk

The Group takes on exposure to market risk, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, credit spreads, foreign exchange rates and equity prices. The Group separates exposures to market risk into either trading or non-trading portfolios.

Trading portfolios include those positions arising from market-making transactions where the Group acts as principal with clients or with the market.

Non-trading portfolios primarily arise from the interest rate management of the Bank's retail and commercial banking assets and liabilities. Non-trading portfolios also consist of foreign exchange and equity risks arising from the Group's held-to-maturity and available-for-sale investments.

Management of market risk

The management of market risk is principally undertaken in treasury function using risk limits approved by the Board of Directors or its designated committee. Limits are set for each portfolio, product and risk type, with market liquidity being a principal factor in determining the level of limits set. The Group has dedicated standards, policies and procedures in place to control and monitor the market risk. The market risks which arise on each business are assessed and managed under the supervision of the ALCO.

In addition, the Group uses derivatives to mitigate interest rate and foreign exchange risks.

Stress tests are carried out to provide an indication of the potential size of losses that could arise in extreme conditions. The results of the stress tests are reviewed by senior management in each business unit and by the Board of Directors. The stress-testing is tailored to the business segments and typically uses scenario analysis.

Currency risk

The Group undertakes certain transactions denominated in foreign currencies and, hence exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising foreign currency forward contracts.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 7. 財務風險管理 - 續

#### 市場風險 - 續

#### 貨幣風險 - 續

由於外匯交易買賣額屬於中等，本集團並無任何重大之外匯風險。日常外匯管理工作由資金部負責，並維持在已核准的限額內。

本集團之財務狀況及現金流量因應當時匯率變動之影響而承擔風險。董事會或其指定之委員會對隔夜及即日持倉外幣及總額所承擔之風險水平設定限額，每日予以監察。

下表顯示於每個報告期末貨幣風險集中之分佈：

於二零一三年十二月三十一日

#### 資產

庫存現金及短期資金

存放同業及其他財務機構款項

衍生金融工具

按公平值列賬及列入損益賬之金融資產

可供出售之證券

持至到期日之證券

客戶貸款

其他金融資產

**金融資產總額**

#### 負債

同業及其他財務機構存款及結餘

於回購協議下出售之金融資產

客戶存款

存款證

衍生金融工具

借貸資本

其他金融負債

**金融負債總額**

**淨額 - 金融資產及負債總額**

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Market risk - continued

#### Currency risk - continued

The Group does not have any significant foreign exchange risk as foreign exchange dealing is moderate. Day-to-day foreign exchange management is performed by the Treasury Department within approved limits.

The Group takes on exposure to the effects of fluctuations in the prevailing foreign currency exchange rates on their financial positions and cash flows. The Board of Directors or its designated committee sets limits on the level of exposure by currency and in total for both overnight and intra-day positions, which are monitored daily.

The following table indicates the concentration of currency risk at the end of each reporting periods:

集團 THE GROUP						
港幣 HK\$	美元 US\$	澳門幣 MOP	人民幣 RMB	其他 Others	總額 Total	
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
(附註 Note)						
<b>At 31 December 2013</b>						
<b>Assets</b>						
Cash and short-term funds	8,198,638	2,690,598	95,222	1,724,197	3,436,782	16,145,437
Placements with banks and other financial institutions	937,465	3,551,653	-	2,289,634	1,141,750	7,920,502
Derivative financial instruments	984	159,697	-	-	9,454	170,135
Financial assets at fair value through profit or loss	92,179	-	-	-	-	92,179
Available-for-sale securities	204,161	5,194,884	-	31,973	2,223	5,433,241
Held-to-maturity securities	4,787,185	2,312,976	-	676,783	549,778	8,326,722
Advances to customers	41,292,388	1,447,942	24,901	2,293,259	61,724	45,120,214
Other financial assets	365,511	22,581	283	241,018	53,976	683,369
<b>Total financial assets</b>	<b>55,878,511</b>	<b>15,380,331</b>	<b>120,406</b>	<b>7,256,864</b>	<b>5,255,687</b>	<b>83,891,799</b>
<b>Liabilities</b>						
Deposits and balances of banks and other financial institutions	581,210	1,091,616	-	-	1,405	1,674,231
Financial assets sold under repurchase agreements	-	1,256,657	-	-	-	1,256,657
Deposits from customers	52,785,647	5,631,005	68,451	6,273,365	6,406,436	71,164,904
Certificates of deposit	-	563,003	-	-	-	563,003
Derivative financial instruments	19,941	43,857	-	-	36,855	100,653
Loan capital	-	1,766,436	-	-	-	1,766,436
Other financial liabilities	672,083	124,759	607	39,822	15,159	852,430
<b>Total financial liabilities</b>	<b>54,058,881</b>	<b>10,477,333</b>	<b>69,058</b>	<b>6,313,187</b>	<b>6,459,855</b>	<b>77,378,314</b>
<b>Net position - total financial assets and liabilities</b>	<b>1,819,630</b>	<b>4,902,998</b>	<b>51,348</b>	<b>943,677</b>	<b>(1,204,168)</b>	<b>6,513,485</b>

附註：包括在「其他」內的貨幣主要代表澳元及新西蘭元。

Note: Currencies included in "Others" mainly represented Australian dollars and New Zealand dollars.



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 7. 財務風險管理 - 續

市場風險 - 續

貨幣風險 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Currency risk - continued

	集團						總額
	港幣	美元	澳門幣	人民幣	其他	港幣	
	HK\$	US\$	MOP	RMB	Others	HK\$	Total
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一二年十二月三十一日	(附註 Note)						
資產	At 31 December 2012						
資產	Assets						
庫存現金及短期資金	11,201,394	2,510,425	77,404	1,521,510	2,021,144	17,331,877	
存放同業及其他財務機構款項	2,266,032	1,008,613	-	749,387	765,481	4,789,513	
衍生金融工具	5,071	167,381	-	-	15,459	187,911	
按公平值列賬及列入損益賬之金融資產	671,394	542,016	-	-	-	1,213,410	
可供出售之證券	188,493	4,000,071	-	31,090	2,563	4,222,217	
持至到期日之證券	2,850,564	4,270,494	-	643,456	1,835,506	9,600,020	
客戶貸款	36,988,292	1,355,011	25,591	726,984	96,311	39,192,189	
同業及其他財務機構貸款	30,614	-	-	2,134,228	-	2,164,842	
其他金融資產	272,626	142,257	2,372	325,344	9,588	752,187	
<b>金融資產總額</b>	<b>54,474,480</b>	<b>13,996,268</b>	<b>105,367</b>	<b>6,131,999</b>	<b>4,746,052</b>	<b>79,454,166</b>	
負債	Liabilities						
同業及其他財務機構存款及結餘	882,850	510,438	-	422,824	27,365	1,843,477	
於回購協議下出售之金融資產	-	433,681	-	-	-	433,681	
客戶存款	51,320,386	6,114,896	47,384	3,956,597	6,069,485	67,508,748	
存款證	465,927	77,378	-	124,331	-	667,636	
衍生金融工具	118,451	129,581	-	-	624	248,656	
借貸資本	-	1,898,957	-	-	-	1,898,957	
其他金融負債	633,795	44,931	604	33,671	27,228	740,229	
<b>金融負債總額</b>	<b>53,421,409</b>	<b>9,209,862</b>	<b>47,988</b>	<b>4,537,423</b>	<b>6,124,702</b>	<b>73,341,384</b>	
<b>淨額 - 金融資產及負債總額</b>	<b>1,053,071</b>	<b>4,786,406</b>	<b>57,379</b>	<b>1,594,576</b>	<b>(1,378,650)</b>	<b>6,112,782</b>	

附註：包括在「其他」內的貨幣主要代表  
澳元及新西蘭元。

Note: Currencies included in "Others" mainly represented Australian dollars and New Zealand dollars.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 7. 財務風險管理 - 續

### 市場風險 - 續

### 貨幣風險 - 續

於二零一三年十二月三十一日

#### 資產

庫存現金及短期資金

存放同業及其他財務機構款項

衍生金融工具

按公平值列賬及列入損益賬之金融資產

可供出售之證券

持至到期日之證券

客戶貸款

其他金融資產

#### 金融資產總額

#### 負債

同業及其他財務機構存款及結餘

於回購協議下出售之金融資產

客戶存款

存款證

衍生金融工具

借貸資本

其他金融負債

#### 金融負債總額

淨額 - 金融資產及負債總額

## 7. FINANCIAL RISK MANAGEMENT - continued

### Market risk - continued

### Currency risk - continued

At 31 December 2013

#### Assets

Cash and short-term funds

Placements with banks and other financial institutions

Derivative financial instruments

Financial assets at fair value through profit or loss

Available-for-sale securities

Held-to-maturity securities

Advances to customers

Other financial assets

#### Total financial assets

#### Liabilities

Deposits and balances of banks and other financial institutions

Financial assets sold under repurchase agreements

Deposits from customers

Certificates of deposit

Derivative financial instruments

Loan capital

Other financial liabilities

#### Total financial liabilities

Net position - total financial assets and liabilities

銀行 THE BANK						
港幣 HK\$	美元 US\$	澳門幣 MOP	人民幣 RMB	其他 Others	總額 Total	
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
(附註 Note)						
8,188,142	2,690,598	95,222	1,724,197	3,436,782	16,134,941	
923,539	3,551,653	-	2,289,634	1,141,750	7,906,576	
984	159,697	-	-	9,454	170,135	
91,968	-	-	-	-	91,968	
97,802	5,194,884	-	31,973	2,223	5,326,882	
4,787,185	2,312,976	-	676,783	549,778	8,326,722	
41,292,388	1,447,942	24,901	2,293,259	61,724	45,120,214	
366,507	22,581	283	235,554	53,976	678,901	
<u>55,748,515</u>	<u>15,380,331</u>	<u>120,406</u>	<u>7,251,400</u>	<u>5,255,687</u>	<u>83,756,339</u>	
581,210	1,091,616	-	-	1,405	1,674,231	
-	1,256,657	-	-	-	1,256,657	
52,785,647	5,631,005	68,451	6,273,365	6,406,436	71,164,904	
-	563,003	-	-	-	563,003	
19,941	43,857	-	-	36,855	100,653	
-	1,766,436	-	-	-	1,766,436	
1,279,409	124,759	607	39,739	15,159	1,459,673	
<u>54,666,207</u>	<u>10,477,333</u>	<u>69,058</u>	<u>6,313,104</u>	<u>6,459,855</u>	<u>77,985,557</u>	
<u>1,082,308</u>	<u>4,902,998</u>	<u>51,348</u>	<u>938,296</u>	<u>(1,204,168)</u>	<u>5,770,782</u>	

附註：包括在「其他」內的貨幣主要代表  
澳元及新西蘭元。

Note: Currencies included in "Others" mainly represented Australian dollars and New Zealand dollars.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 7. 財務風險管理 - 續

#### 市場風險 - 續

#### 貨幣風險 - 續

於二零一二年十二月三十一日

#### 資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之金融資產
可供出售之證券
持至到期日之證券
客戶貸款
同業及其他財務機構貸款
其他金融資產

#### 金融資產總額

#### 負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債

#### 金融負債總額

#### 淨額 - 金融資產及負債總額

附註：包括在「其他」內的貨幣主要代表  
澳元及新西蘭元。

本集團及本銀行簽訂了多項外幣  
遠期合約來管理貨幣風險，詳列於  
附註 19。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Market risk - continued

#### Currency risk - continued

At 31 December 2012

#### Assets

	港幣 HK\$ 港幣千元 HK\$'000	美元 US\$ 港幣千元 HK\$'000	澳門幣 MOP 港幣千元 HK\$'000	人民幣 RMB 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
Cash and short-term funds	11,190,991	2,510,425	77,404	1,521,510	2,021,144	17,321,474
Placements with banks and other financial institutions	2,252,235	1,008,613	-	749,387	765,481	4,775,716
Derivative financial instruments	5,071	167,381	-	-	15,459	187,911
Financial assets at fair value through profit or loss	671,133	542,016	-	-	-	1,213,149
Available-for-sale securities	96,366	4,000,071	-	31,090	2,563	4,130,090
Held-to-maturity securities	2,850,564	4,270,494	-	643,456	1,835,506	9,600,020
Advances to customers	36,988,292	1,355,011	25,591	726,984	96,311	39,192,189
Advances to banks and other financial institutions	30,614	-	-	2,134,228	-	2,164,842
Other financial assets	303,212	142,257	2,372	319,495	9,588	776,924
<b>Total financial assets</b>	<b>54,388,478</b>	<b>13,996,268</b>	<b>105,367</b>	<b>6,126,150</b>	<b>4,746,052</b>	<b>79,362,315</b>

#### Liabilities

Deposits and balances of banks and other financial institutions	882,850	510,438	-	422,824	27,365	1,843,477
Financial assets sold under repurchase agreements	-	433,681	-	-	-	433,681
Deposits from customers	51,320,386	6,114,896	47,384	3,956,597	6,069,485	67,508,748
Certificates of deposit	465,927	77,378	-	124,331	-	667,636
Derivative financial instruments	118,451	129,581	-	-	624	248,656
Loan capital	-	1,898,957	-	-	-	1,898,957
Other financial liabilities	1,241,847	44,931	604	33,671	27,228	1,348,281
<b>Total financial liabilities</b>	<b>54,029,461</b>	<b>9,209,862</b>	<b>47,988</b>	<b>4,537,423</b>	<b>6,124,702</b>	<b>73,949,436</b>
<b>Net position - total financial assets and liabilities</b>	<b>359,017</b>	<b>4,786,406</b>	<b>57,379</b>	<b>1,588,727</b>	<b>(1,378,650)</b>	<b>5,412,879</b>

Note: Currencies included in "Others" mainly represented Australian dollars and New Zealand dollars.

The Group and the Bank entered into a number of foreign currency forward contracts to manage the currency risk exposure, details of which are set out in note 19.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 7. 財務風險管理 - 續

### 市場風險 - 續

### 貨幣風險 - 續

#### 外匯敏感度分析

本集團主要面對美元、人民幣及澳門幣匯率變動之風險。下表詳細列出本集團對百分之一美元及澳門幣匯率改變及百分之十人民幣匯率改變的敏感度。這百分率是應用於內部報告外匯風險給主要管理人員之準則及代表管理層對匯率的可能變化所作的評估。報告期末的敏感度分析是根據本集團於報告期末外匯調整而決定匯率風險。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Market risk - continued

### Currency risk - continued

#### Foreign currency sensitivity

The Group is mainly exposed to US dollars, Renminbi and Macau Pataca. The following table details the Group's sensitivity to a 1 per cent change in Hong Kong dollars against the US dollars and Macau Pataca, and 10 percent change in Hong Kong dollars against Renminbi. The respective percentages are the rates used when reporting foreign currency risk internally to key management personnel and represent management's assessment of the possible change in foreign exchange rates. The sensitivity analyses of the Group's exposure to foreign currency risk at the end of the reporting period have been determined based on the foreign exchange rates adjusted at the end of the reporting period.

	匯率之改變 Change in currency rate					
	美元 US Dollars		人民幣 Renminbi		澳門幣 Macau Pataca	
	增值 Appreciate +1%	貶值 Depreciate -1%	增值 Appreciate +10%	貶值 Depreciate -10%	增值 Appreciate +1%	貶值 Depreciate -1%
<b>集團</b>	<b>THE GROUP</b>					
港幣千元等值	Hong Kong dollars equivalents (HK\$'000)					
<b>二零一三年</b>	<b>2013</b>					
除稅後溢利	<u>86</u>	<u>(86)</u>	<u>1,983</u>	<u>(1,983)</u>	<u>28</u>	<u>(28)</u>
<b>二零一二年</b>	<b>2012</b>					
除稅後溢利	<u>258</u>	<u>(258)</u>	<u>3,351</u>	<u>(3,351)</u>	<u>89</u>	<u>(89)</u>
<b>銀行</b>	<b>THE BANK</b>					
<b>二零一三年</b>	<b>2013</b>					
除稅後溢利	<u>86</u>	<u>(86)</u>	<u>1,445</u>	<u>(1,445)</u>	<u>28</u>	<u>(28)</u>
<b>二零一二年</b>	<b>2012</b>					
除稅後溢利	<u>258</u>	<u>(258)</u>	<u>2,766</u>	<u>(2,766)</u>	<u>89</u>	<u>(89)</u>

括弧內的數字表示減少。

Numbers in bracket mean decrease.

7. 財務風險管理 - 續

市場風險 - 續

利率風險

現金流動利率風險為金融工具之未來現金流動因應市場利率變動產生波動出現之風險。公平值利率風險為金融工具之價值因應市場利率變動產生之風險。本集團之公平值及現金流量風險因應市場利率現行水平波動之影響而承擔風險。息差可能因變動而上升，但可能因產生未能預計之波動而減少或出現虧損。利率重新訂價錯配之水平已設定限額，及予以定期監察。

本集團主要是以利率差距分析來計算其資產及負債對利率波動的反應。這反映本集團之利率風險是由生息資產及付息負債中契約到期日及重新定價的錯配而產生。

7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. The Group takes on exposure to the effects of fluctuations in the prevailing levels of market interest rates on both fair value and cash flow risks. Interest margins may increase as a result of such changes but may reduce or create losses in the event that unexpected movements arise. Limits are set on the level of mismatch of interest rate repricing that may be undertaken, which are monitored regularly.

The Group measures the exposure of its assets and liabilities to fluctuations in interest rates primarily by way of interest rate gap analysis which shows the Group's interest rate risk arising from the mis-matches between contractual maturities and re-pricing of interest-generating assets and interest-bearing liabilities.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 7. 財務風險管理 - 續

### 市場風險 - 續

### 利率風險 - 續

下表概述本集團之利率風險承擔。下表已包括按合約重新訂價或到期日(以較早發生者為準)分類本集團按賬面值列賬之資產及負債。有關可供出售之證券,本集團所顯示之風險承擔已經考慮本集團用作管理固定利率債務證券之利率風險所簽訂的利率掉期合約或跨貨幣利率掉期合約。

於二零一三年十二月三十一日

#### 資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之金融資產
可供出售之證券
持至到期日之證券
客戶貸款
其他金融資產

#### 金融資產總額

#### 負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債

#### 金融負債總額

淨額 - 金融資產及負債總額

## 7. FINANCIAL RISK MANAGEMENT - continued

### Market risk - continued

### Interest rate risk - continued

The tables below summarise the Group's exposure to interest rate risks. Included in the tables are the Group's assets and liabilities at carrying amounts, categorised by the earlier of contractual repricing or maturity dates. For available-for-sale securities, the Group's exposure is shown after taking into account interest rate swaps or cross-currency interest rate swaps that have been entered by the Group to manage the interest rate risk of the fixed rate debt securities.

At 31 December 2013

#### Assets

Cash and short-term funds	14,621,793	757,797	-	-	765,847	16,145,437
Placements with banks and other financial institutions	3,970,639	3,949,863	-	-	-	7,920,502
Derivative financial instruments	-	-	-	-	170,135	170,135
Financial assets at fair value through profit or loss	60,150	31,818	-	-	211	92,179
Available-for-sale securities	5,182,952	-	-	-	250,289	5,433,241
Held-to-maturity securities	5,104,993	2,443,279	537,908	238,542	2,000	8,326,722
Advances to customers	41,726,113	3,021,376	187,185	12,477	173,063	45,120,214
Other financial assets	155,872	114,734	-	-	412,763	683,369
<b>Total financial assets</b>	<b>70,822,512</b>	<b>10,318,867</b>	<b>725,093</b>	<b>251,019</b>	<b>1,774,308</b>	<b>83,891,799</b>

#### Liabilities

Deposits and balances of banks and other financial institutions	1,592,700	65,000	-	-	16,531	1,674,231
Financial assets sold under repurchase agreements	945,074	311,583	-	-	-	1,256,657
Deposits from customers	56,812,230	8,384,573	76,348	-	5,891,753	71,164,904
Certificates of deposit	154,946	408,057	-	-	-	563,003
Derivative financial instruments	-	-	-	-	100,653	100,653
Loan capital	1,766,436	-	-	-	-	1,766,436
Other financial liabilities	-	-	-	-	852,430	852,430
<b>Total financial liabilities</b>	<b>61,271,386</b>	<b>9,169,213</b>	<b>76,348</b>	<b>-</b>	<b>6,861,367</b>	<b>77,378,314</b>
<b>Net position - total financial assets and liabilities</b>	<b>9,551,126</b>	<b>1,149,654</b>	<b>648,745</b>	<b>251,019</b>	<b>(5,087,059)</b>	<b>6,513,485</b>

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 7. 財務風險管理 - 續

#### 市場風險 - 續

#### 利率風險 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Market risk - continued

#### Interest rate risk - continued

		集團 THE GROUP					總額 Total 港幣千元 HK\$'000
		三個月 以內 Up to 3 months 港幣千元 HK\$'000	三個月 以上 一年以內 3 - 12 months 港幣千元 HK\$'000	一年以上 五年以內 1 - 5 years 港幣千元 HK\$'000	五年以上 Over 5 years 港幣千元 HK\$'000	不計利息 Non-interest bearing 港幣千元 HK\$'000	
於二零一二年十二月三十一日	At 31 December 2012						
<b>資產</b>	<b>Assets</b>						
庫存現金及短期資金	Cash and short-term funds	16,789,099	98,531	-	-	444,247	17,331,877
存放同業及其他財務機構款項	Placements with banks and other financial institutions	3,948,937	840,576	-	-	-	4,789,513
衍生金融工具	Derivative financial instruments	-	-	-	-	187,911	187,911
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	1,182,407	-	30,742	-	261	1,213,410
可供出售之證券	Available-for-sale securities	3,990,868	-	-	-	231,349	4,222,217
持至到期日之證券	Held-to-maturity securities	7,061,580	1,837,563	459,439	239,438	2,000	9,600,020
客戶貸款	Advances to customers	37,923,395	975,072	102,911	24,158	166,653	39,192,189
同業及其他財務機構貸款	Advances to banks and other financial institutions	1,470,328	694,514	-	-	-	2,164,842
其他金融資產	Other financial assets	133,194	112,616	-	-	506,377	752,187
<b>金融資產總額</b>	<b>Total financial assets</b>	<b>72,499,808</b>	<b>4,558,872</b>	<b>593,092</b>	<b>263,596</b>	<b>1,538,798</b>	<b>79,454,166</b>
<b>負債</b>	<b>Liabilities</b>						
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	1,469,018	344,484	-	-	29,975	1,843,477
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	354,801	78,880	-	-	-	433,681
客戶存款	Deposits from customers	55,432,728	6,748,130	88,972	-	5,238,918	67,508,748
存款證	Certificates of deposit	590,258	77,378	-	-	-	667,636
衍生金融工具	Derivative financial instruments	-	-	-	-	248,656	248,656
借貸資本	Loan capital	1,898,957	-	-	-	-	1,898,957
其他金融負債	Other financial liabilities	-	-	-	-	740,229	740,229
<b>金融負債總額</b>	<b>Total financial liabilities</b>	<b>59,745,762</b>	<b>7,248,872</b>	<b>88,972</b>	<b>-</b>	<b>6,257,778</b>	<b>73,341,384</b>
<b>淨額 - 金融資產及負債總額</b>	<b>Net position - total financial assets and liabilities</b>	<b>12,754,046</b>	<b>(2,690,000)</b>	<b>504,120</b>	<b>263,596</b>	<b>(4,718,980)</b>	<b>6,112,782</b>

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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## 7. 財務風險管理 - 續

### 市場風險 - 續

### 利率風險 - 續

## 7. FINANCIAL RISK MANAGEMENT - continued

### Market risk - continued

### Interest rate risk - continued

於二零一三年十二月三十一日

At 31 December 2013

#### 資產

#### Assets

庫存現金及短期資金	存放同業及其他財務機構款項	衍生金融工具	按公平值列賬及列入損益賬之金融資產	可供出售之證券	持至到期日之證券	客戶貸款	其他金融資產	金融資產總額
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Cash and short-term funds	Placements with banks and other financial institutions	Derivative financial instruments	Financial assets at fair value through profit or loss	Available-for-sale securities	Held-to-maturity securities	Advances to customers	Other financial assets	<b>Total financial assets</b>
14,621,793	3,967,930	-	60,150	5,182,952	5,104,993	41,726,113	155,871	70,819,802
757,797	3,938,646	-	31,818	-	2,443,279	3,021,376	114,734	10,307,650
-	-	-	-	-	537,908	187,185	-	725,093
-	-	-	-	-	238,542	12,477	219,420	470,439
-	-	-	-	143,930	2,000	173,063	188,876	1,433,355
-	-	-	-	-	8,326,722	45,120,214	678,901	83,756,339
-	-	-	-	-	-	-	-	-

#### 負債

#### Liabilities

同業及其他財務機構存款及結餘	於回購協議下出售之金融資產	客戶存款	存款證	衍生金融工具	借貸資本	其他金融負債	金融負債總額	淨額 - 金融資產及負債總額
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Deposits and balances of banks and other financial institutions	Financial assets sold under repurchase agreements	Deposits from customers	Certificates of deposit	Derivative financial instruments	Loan capital	Other financial liabilities	<b>Total financial liabilities</b>	<b>Net position - total financial assets and liabilities</b>
1,592,700	945,074	56,812,230	154,946	-	1,766,436	789,589	62,060,975	8,758,827
65,000	311,583	8,384,573	408,057	-	-	41,897	9,211,110	1,096,540
-	-	76,348	-	-	-	-	76,348	648,745
-	-	-	-	-	-	-	-	470,439
-	-	5,891,753	-	100,653	-	628,187	6,637,124	(5,203,769)
-	-	71,164,904	563,003	100,653	1,766,436	1,459,673	77,985,557	5,770,782
-	-	-	-	-	-	-	-	-

#### 銀行 THE BANK

三個月 以內 Up to 3 months 港幣千元 HK\$'000	三個月 以上 一年以內 3 - 12 months 港幣千元 HK\$'000	一年以上 五年以內 1 - 5 years 港幣千元 HK\$'000	五年以上 Over 5 years 港幣千元 HK\$'000	不計利息 Non-interest bearing 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
14,621,793	757,797	-	-	755,351	16,134,941
3,967,930	3,938,646	-	-	-	7,906,576
-	-	-	-	170,135	170,135
60,150	31,818	-	-	-	91,968
5,182,952	-	-	-	143,930	5,326,882
5,104,993	2,443,279	537,908	238,542	2,000	8,326,722
41,726,113	3,021,376	187,185	12,477	173,063	45,120,214
155,871	114,734	-	219,420	188,876	678,901
70,819,802	10,307,650	725,093	470,439	1,433,355	83,756,339
1,592,700	65,000	-	-	16,531	1,674,231
945,074	311,583	-	-	-	1,256,657
56,812,230	8,384,573	76,348	-	5,891,753	71,164,904
154,946	408,057	-	-	-	563,003
-	-	-	-	100,653	100,653
1,766,436	-	-	-	-	1,766,436
789,589	41,897	-	-	628,187	1,459,673
62,060,975	9,211,110	76,348	-	6,637,124	77,985,557
8,758,827	1,096,540	648,745	470,439	(5,203,769)	5,770,782



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 7. 財務風險管理 - 續

#### 市場風險 - 續

#### 利率風險 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Market risk - continued

#### Interest rate risk - continued

		銀行					總額
		THE BANK					
		三個月 以內	三個月 以上 一年以內	一年以上 五年以內	五年以上	不計利息	
		Up to 3 months	3 - 12 months	1 - 5 years	Over 5 years	Non-interest bearing	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一二年十二月三十一日	At 31 December 2012						
<b>資產</b>	<b>Assets</b>						
庫存現金及短期資金	Cash and short-term funds	16,789,099	98,531	-	-	433,844	17,321,474
存放同業及其他財務機構款項	Placements with banks and other financial institutions	3,946,248	829,468	-	-	-	4,775,716
衍生金融工具	Derivative financial instruments	-	-	-	-	187,911	187,911
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	1,182,407	-	30,742	-	-	1,213,149
可供出售之證券	Available-for-sale securities	3,990,868	-	-	-	139,222	4,130,090
持至到期日之證券	Held-to-maturity securities	7,061,580	1,837,563	459,439	239,438	2,000	9,600,020
客戶貸款	Advances to customers	37,923,395	975,072	102,911	24,158	166,653	39,192,189
同業及其他財務機構貸款	Advances to banks and other financial institutions	1,470,328	694,514	-	-	-	2,164,842
其他金融資產	Other financial assets	133,194	112,616	-	224,579	306,535	776,924
<b>金融資產總額</b>	<b>Total financial assets</b>	<b>72,497,119</b>	<b>4,547,764</b>	<b>593,092</b>	<b>488,175</b>	<b>1,236,165</b>	<b>79,362,315</b>
<b>負債</b>	<b>Liabilities</b>						
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	1,469,018	344,484	-	-	29,975	1,843,477
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	354,801	78,880	-	-	-	433,681
客戶存款	Deposits from customers	55,432,728	6,748,130	88,972	-	5,238,918	67,508,748
存款證	Certificates of deposit	590,258	77,378	-	-	-	667,636
衍生金融工具	Derivative financial instruments	-	-	-	-	248,656	248,656
借貸資本	Loan capital	1,898,957	-	-	-	-	1,898,957
其他金融負債	Other financial liabilities	774,299	68,323	-	-	505,659	1,348,281
<b>金融負債總額</b>	<b>Total financial liabilities</b>	<b>60,520,061</b>	<b>7,317,195</b>	<b>88,972</b>	<b>-</b>	<b>6,023,208</b>	<b>73,949,436</b>
<b>淨額 - 金融資產及負債總額</b>	<b>Net position - total financial assets and liabilities</b>	<b>11,977,058</b>	<b>(2,769,431)</b>	<b>504,120</b>	<b>488,175</b>	<b>(4,787,043)</b>	<b>5,412,879</b>

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 7. 財務風險管理 - 續

### 市場風險 - 續

### 利率風險 - 續

#### 利率敏感度分析

下列敏感度分析是根據報告期末時所面對的浮動利率風險及假設其規定的變動是由財政年度初已開始並於整個報告年度保持不變。此分析以100個基點向上改變及10個基點向下改變作為內部報告利率風險給主要管理人員之準則及代表管理層對利率的可能變化所作的評估。

#### 集團

除稅後溢利

#### 銀行

除稅後溢利

括弧內的數字表示減少。

#### 價目風險

本集團對其上市股本證券投資承擔價目風險。除那些被分類為持作買賣用途的投資外，本集團對此類投資並沒有進行活躍的交易活動。以下的敏感度分析是根據投資價目轉變十個百分比計算。

#### 價目敏感度分析

#### 集團

除稅後溢利

其他全面收益

#### 銀行

除稅後溢利

其他全面收益

括弧內的數字表示減少。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Market risk - continued

### Interest rate risk - continued

#### Interest rate sensitivity

The sensitivity analyses below have been determined based on the exposure to floating interest rates at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period. A 100 basis points change in upwards and 10 basis points change in downwards are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the possible change in interest rates.

	2013		2012	
	基點之改變 Change in basis points		基點之改變 Change in basis points	
	+100	-10	+100	-10
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
<b>THE GROUP</b>				
Profit after tax	<u>111,999</u>	<u>(11,200)</u>	<u>99,020</u>	<u>(9,902)</u>
<b>THE BANK</b>				
Profit after tax	<u>113,715</u>	<u>(11,371)</u>	<u>100,780</u>	<u>(10,078)</u>

Numbers in bracket mean decrease.

#### Price risk

The Group is exposed to price risk arising from its listed investments in equity securities. Except for those classified as held for trading, the Group does not actively trade these investments. The sensitivity analysis below is determined based on 10% changes in the price of the underlying investments.

#### Price sensitivity

	2013		2012	
	價目變動 Change in price		價目變動 Change in price	
	+10%	-10%	+10%	-10%
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
<b>THE GROUP</b>				
Profit after tax	18	(18)	22	(22)
Other comprehensive income	<u>17,317</u>	<u>(17,317)</u>	<u>16,121</u>	<u>(16,121)</u>
<b>THE BANK</b>				
Profit after tax	-	-	-	-
Other comprehensive income	<u>8,768</u>	<u>(8,768)</u>	<u>8,760</u>	<u>(8,760)</u>

Numbers in bracket mean decrease.

7. 財務風險管理 - 續

流動資金風險

流動資金風險是指本集團未能履行於金融負債到期時的付款責任及當資金被提取時未能取得替代資金之風險。其後果可能是未能償還存款給存款者及履行貸款承擔。

流動資金風險管理

主要目標

本集團流動資金風險管理框架的主要目標是為了每天維持流動資金於一穩健水平，以確保本集團有充足的現金流量如期支付正常業務中的短期債務、掌握貸款及投資機遇，以及符合法定流動資金比率之要求。本集團已根據香港金融管理局於二零一一年四月頒佈的監管政策手冊 LM-2「穩健的流動資金風險管理系統及管控措施」（「監管政策手冊 LM-2」）之規定，通過進行現金流量分析，進一步強化流動資金風險管理框架，以確保本集團有充足之流動資金及融資能力，以應付其日常的業務營運及能承受持續資金壓力。這些現金流量分析也為其他風險管理工具包括壓力測試及應變融資計劃提供了基礎。

組織結構

本集團在充分考慮本集團的組織結構、主要業務特點及監管政策基礎後，採用集中及分散二者相結合的流動資金風險管理模式。總行對管理本集團的整體流動資金風險負最終責任，而汕頭、三藩市及澳門海外分行在總行政策及授權範圍內則透過遞交管理月報表及現金流量狀況日報表予總行以管理自身的流動資金風險。

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its payment obligations associated with its financial liabilities when they fall due and to replace funds when they are withdrawn. The consequence may be the failure to meet obligations to repay depositors and fulfill commitments to lend.

Management of liquidity risk

Principal objective

The principal objective of the Group's liquidity risk management framework is to maintain a conservative level of liquid funds on a daily basis so that the Group has sufficient cash flows to meet its current obligations when they fall due in the ordinary course of business, to make new loans and investments as opportunities arise and to satisfy statutory liquidity ratio requirements. The Group has enhanced its liquidity risk management framework by conducting cash flow analysis to ensure that the Group has adequate liquidity and funding capacity to meet its normal business operations and to withstand a prolonged period of liquidity stress in accordance with the requirements set out in the Supervisory Policy Manual LM-2 "Sound Systems and Controls for Liquidity Risk Management" ("SPM LM-2") published by the HKMA in April 2011. This also provides a foundation to other risk management tools including stress-testing and contingency funding plan.

Organisation structure

The Group adopts a liquidity risk management model that incorporates both centralised and decentralised elements based on the thorough consideration of the organisational structure and major business characteristics of the Group as well as regulatory policies. The Head Office is ultimately responsible for managing the Group's overall liquidity risk, while the overseas branches in Shantou, San Francisco and Macau manage their own liquidity risk pursuant to the Head Office's policies within authorised scope through submission of monthly management accounts and daily cash flow positions to the Head Office.

## 7. 財務風險管理 - 續

### 流動資金風險 - 續

#### 流動資金風險管理 - 續

##### 組織結構 - 續

風險管理功能是由董事會所成立的資債管委會及風險管理及條例執行委員會負責執行。資債管委會與本集團各營運單位密切地合作，以確認、評估及減低流動資金風險。董事會及風險管理及條例執行委員會以書面方式提供整體風險管理的原則，及涵蓋特定範疇包括流動資金風險的書面政策。此外，稽核部會定期進行獨立審查，以確保風險管理功能得以有效地執行。

本集團的流動資金風險管理乃受到經資債管委會檢閱及經風險管理及條例執行委員會及董事會審批的流動資金風險管理政策所監管。該政策詳列流動資金狀況、適當的限額及觸發額的主要特點。資債管委會及風險管理及條例執行委員會獲董事會授權，負責監察本集團的流動資金風險管理。他們是負責監察及控制本集團的流動資金狀況，其監控是透過持續及定期檢閱不同流動資金的衡量標準，這些標準包括但不局限於法定流動資金比率、資產及負債的期限錯配、貸存比率、正常及壓力現金流量預測及同業交易。本集團運用各個行內開發及外來專家提供的管理資訊系統去準備及編製定期管理報表，以協助完成流動資金風險管理的職責。

資金部負責管理本集團即日及日常的現金流量及流動資金狀況。而風險管理部、財務及資金管理處及財務部負責確認、計量及監察流動資金風險、進行流動資金成本分析及壓力測試、處理有關流動資金風險的監管報告及組織編製貸款及存款的定期預測、流動資金比率、流動資金及融資。根據其嚴重程度，所有政策違規會由這些單位向資債管委會及 / 或風險管理及條例執行委員會匯報，尋求他們緩和措施的考慮或指示。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Liquidity risk - continued

#### Management of liquidity risk - continued

##### Organisation structure - continued

Risk management functions are carried out by the ALCO and the RMCC established by the Board. The ALCO identifies, evaluates and mitigates liquidity risk in close co-operation with the Group's operating units. The Board and the RMCC provide written principles for overall risk management, as well as written policies covering specific areas, including liquidity risk. In addition, the Internal Audit Department performs independent periodic reviews to ensure the risk management functions are carried out effectively.

The management of the Group's liquidity risk is governed by the Liquidity Risk Management Policy which is reviewed by the ALCO and approved by the RMCC and the Board. Key features of liquidity position, appropriate limits and triggers are set in the Liquidity Risk Management Policy. The ALCO and the RMCC are delegated by the Board to oversee the Group's liquidity risk management. They are responsible for monitoring and controlling of the Group's liquidity position through ongoing and periodic review of different liquidity metrics, including but not limited to the statutory liquidity ratios, the maturity mismatch of assets and liabilities, loan-to-deposit ratios, normal and stressed cash flow projections and inter-bank transactions. The Group uses various management information systems developed in-house and provided by external experts to prepare and compile regular management reports to facilitate the liquidity risk management duties.

The Treasury Department is responsible for the Group's intraday and day-to-day management of cash flow and liquidity positions while the Risk Management Department, the Finance and Treasury Management Division and the Finance Department are responsible for the identification, measurement and monitoring of liquidity risk exposures, conducting liquidity cost analysis and stress-testing, handling regulatory reporting in relation to liquidity risk and coordinating the regular forecast of loans and deposits, liquidity ratio, liquidity and funding. Depending on the level of severity, any breach in policies will be reported by these units to the ALCO and / or the RMCC, whilst seeking their considerations or instructions on mitigating measures.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

#### 流動資金風險管理 - 續

本集團的非衍生金融負債合約剩餘到期日詳列於下表。下表是根據未折算的金融負債合約到期日，包括除本集團有資格及準備償還未到期之負債外所產生的有關負債利息，並參考有關合約利率包括於報告期末時合約內之有關浮動利率工具之現行市場利率。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

#### Management of liquidity risk - continued

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables below have been drawn up based on the contractual maturities of the undiscounted financial liabilities including interest that will accrue, with reference to their respective contractual interest rate, and for those variable rate instruments, by using the appropriate prevailing market rates as at the end of the reporting period as stated in their contracts.

		集團 THE GROUP						
		一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	總額		
		Repayable after 1 month but within 3 months	Repayable after 3 months but within 1 year	Repayable after 1 year but within 5 years	Repayable after 5 years	Repayable after 5 years	Total	
		即時償還 Repayable on demand	一個月 以內償還 Repayable within 1 month	三個月 以內償還 Repayable within 3 months	一年 以內償還 Repayable within 1 year	五年 以內償還 Repayable within 5 years	五年 以內償還 Repayable within 5 years	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
未付利息負債調整	Liabilities adjusted with interest payable							
於二零一三年十二月三十一日	At 31 December 2013							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	99,663	776,133	738,751	65,404	-	1,679,951	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreement	-	797,625	147,609	312,354	-	1,257,588	
客戶存款	Deposits from customers	27,997,502	19,788,747	15,023,534	8,499,559	77,186	71,386,528	
存款證	Certificates of deposit	-	-	-	571,381	-	571,381	
借貸資本	Loan capital	-	-	-	104,688	418,754	1,954,184	
其他金融負債	Other financial liabilities	337,767	6,517	103,596	166,092	119,948	733,920	
未折算的金融負債總額	Total undiscounted financial liabilities	28,434,932	21,369,022	16,013,490	9,719,478	615,888	1,954,184	
		78,106,994						
於二零一二年十二月三十一日	At 31 December 2012							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	35,287	814,592	673,006	351,040	-	1,873,925	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	354,818	-	79,452	-	434,270	
客戶存款	Deposits from customers	26,837,810	19,923,589	14,023,223	6,844,017	90,110	67,718,749	
存款證	Certificates of deposit	-	99,991	390,267	177,378	-	667,636	
借貸資本	Loan capital	-	-	-	104,071	418,608	2,058,156	
其他金融負債	Other financial liabilities	401,414	9,091	60,677	105,047	14,907	591,136	
未折算的金融負債總額	Total undiscounted financial liabilities	27,274,511	21,202,081	15,147,173	7,661,005	523,625	2,058,156	
		73,866,551						

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 7. 財務風險管理 - 續

### 流動資金風險 - 續

### 流動資金風險管理 - 續

## 7. FINANCIAL RISK MANAGEMENT - continued

### Liquidity risk - continued

### Management of liquidity risk - continued

		銀行 THE BANK						
		一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還		總額	
		Repayable after 1 month but within 1 month	Repayable after 3 months but within 3 months	Repayable after 1 year but within 5 years	Repayable after 5 years	Repayable after 5 years	Total	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
未付利息負債調整	Liabilities adjusted with interest payable							
於二零一三年十二月三十一日	At 31 December 2013							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	99,663	776,133	738,751	65,404	-	1,679,951	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreement	-	797,625	147,609	312,354	-	1,257,588	
客戶存款	Deposits from customers	27,997,502	19,788,747	15,023,534	8,499,559	77,186	71,386,528	
存款證	Certificates of deposit	-	-	-	571,381	-	571,381	
借貸資本	Loan capital	-	-	-	104,688	418,754	1,954,184	
其他金融負債	Other financial liabilities	433,268	498,264	165,776	144,130	99,725	1,341,163	
未折算的金融負債總額	Total undiscounted financial liabilities	28,530,433	21,860,769	16,075,670	9,697,516	595,665	1,954,184	
於二零一二年十二月三十一日	At 31 December 2012							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	35,287	814,592	673,006	351,040	-	1,873,925	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	354,818	-	79,452	-	434,270	
客戶存款	Deposits from customers	26,837,810	19,923,589	14,023,223	6,844,017	90,110	67,718,749	
存款證	Certificates of deposit	-	99,991	390,267	177,378	-	667,636	
借貸資本	Loan capital	-	-	-	104,071	418,608	2,058,156	
其他金融負債	Other financial liabilities	451,389	508,792	109,249	129,758	-	1,199,188	
未折算的金融負債總額	Total undiscounted financial liabilities	27,324,486	21,701,782	15,195,745	7,685,716	508,718	2,058,156	

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

#### 流動資金風險管理 - 續

下表詳細列明本集團所持有的衍生金融工具的預計到期日。該表是根據衍生金融工具的未折算淨現金流入（流出）所決定如該衍生工具的交易是按淨額計算的。但如該衍生工具的交易是按總額計算，則須根據未折算總現金流入和（流出）作制定基礎。當應付或應收金額不是固定時，其披露金額則是根據以報告期末的孳息率曲線為參考的預算利率計算。

於二零一三年十二月三十一日

以淨額交易之衍生工具

利率掉期合約

- 流出

以總額交易之衍生工具

匯率合約

- 流入

- 流出

於二零一二年十二月三十一日

以淨額交易之衍生工具

利率掉期合約

- (流出) 流入

以總額交易之衍生工具

匯率合約

- 流入

- 流出

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

#### Management of liquidity risk - continued

The following tables detail the Group's expected maturity for its derivative financial instruments. The tables have been drawn up based on the undiscounted net cash inflows (outflows) on the derivative financial instruments that settle on a net basis and the undiscounted gross inflows and (outflows) on those derivatives that require gross settlement. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period.

#### 集團及銀行 THE GROUP AND THE BANK

少於 一個月 Less than 1 month 港幣千元 HK\$'000	一個月至 三個月 1 - 3 months 港幣千元 HK\$'000	三個月 至一年 3 months to 1 year 港幣千元 HK\$'000	一年至 五年 1 - 5 years 港幣千元 HK\$'000	超過五年 Over 5 years 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
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At 31 December 2013

Derivatives settled net

Interest rate contracts

- outflow

(11,133)	(21,591)	(793)	(60,755)	(48,790)	(143,062)
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Derivatives settled gross

Exchange rate contracts

- inflow

2,168,775	651,628	2,835,132	124,308	-	5,779,843
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- outflow

(2,182,171)	(655,187)	(2,836,507)	(124,088)	-	(5,797,953)
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(13,396)	(3,559)	(1,375)	220	-	(18,110)
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At 31 December 2012

Derivatives settled net

Interest rate contracts

-(outflow) inflow

(44)	(20,829)	16,361	(7,943)	40,534	28,079
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Derivatives settled gross

Exchange rate contracts

- inflow

2,198,901	2,514,355	1,324,502	-	-	6,037,758
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- outflow

(2,196,427)	(2,530,816)	(1,309,173)	-	-	(6,036,416)
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2,474	(16,461)	15,329	-	-	1,342
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綜合財務報表之附註  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

7. 財務風險管理 - 續

流動資金風險 - 續

流動資金風險管理 - 續

關於本集團及本銀行未有記錄於財務狀況表的承擔及或有負債的合約金額按到期日計算用作提供客戶信用及作其他信用安排及財務擔保詳列於綜合財務報表之附註 39 並總結如下表：

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Management of liquidity risk - continued

The dates of the contractual amounts of the Group's and the Bank's commitments and contingencies unrecorded in the statements of financial position that commit them to extending credit to customers and other facilities and financial guarantees are set out in note 39 to the consolidated financial statements and summarised in the table below:

		集團及銀行 THE GROUP AND THE BANK 不超過一年 No later than 1 year 港幣千元 HK\$'000
於二零一三年十二月三十一日	At 31 December 2013	
直接信用代替品	Direct credit substitutes	1,041,747
與貿易有關之或有項目	Trade-related contingencies	479,056
未動用之正式備用信貸、 信貸額度及其他承擔 不包括可無條件取消 而不需作事前通知者	Undrawn formal standby facilities, credit lines and other commitments excluding those that are unconditionally cancellable without prior notice	10,111,868
		<u>11,632,671</u>
於二零一二年十二月三十一日	At 31 December 2012	
直接信用代替品	Direct credit substitutes	1,077,350
與貿易有關之或有項目	Trade-related contingencies	425,309
未動用之正式備用信貸、 信貸額度及其他承擔 不包括可無條件取消 而不需作事前通知者	Undrawn formal standby facilities, credit lines and other commitments excluding those that are unconditionally cancellable without prior notice	10,557,895
		<u>12,060,554</u>



7. 財務風險管理 - 續

流動資金風險 - 續

流動資金風險的來源

流動資金風險可來自資產負債表內外的交易。本集團流動資金風險的主要來源包括資產及負債之間的期限錯配、客戶存款的支取及客戶提取貸款。在正常業務情況及壓力情況下，本集團分別會每天及每月透過對一系列適當時間內的資產負債表內外項目進行現金流量分析，以確認流動資金需要，從而管理流動資金風險。

本集團管理流動資金風險亦包括設置及觀察流動資金標準與其法定及內部限額，設計及實施早期預警指標從而將例外情況作出報告，及分配流動資金成本。最後防線是要確保本集團有良好的聲譽及流動資金緩衝去支持其融資能力。

本集團亦會計量及管理資產負債表外項目及或有資款義務所產生的流動資金風險，如貸款承諾、衍生工具及或有負債。這些風險取決於設定的限額，並會在本集團的壓力測試中反映。本集團並無從事任何會產生提供流動資金支援需求的交易，如證券。

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Sources of liquidity risk

Liquidity risk can arise from both sides of the on-balance sheet and the off-balance sheet transactions. The major sources of liquidity risk include the maturity mismatches between the Group's assets and liabilities, withdrawal of customers' deposits and drawing of loans by customers. The Group manages liquidity risk by conducting cash flow analysis arising from on- and off-balance sheet items over an appropriate set of time horizons under normal business conditions and stress scenarios on a daily and monthly basis respectively to identify liquidity needs.

The Group's liquidity risk management process also includes the use of liquidity metrics against which statutory and internal limits are set and observed, the design and implementation of early warning indicators of which exceptions should be reported, and the allocation of liquidity costs. The last line of defense is to ensure that the Group has funding capacity supported by good reputation and liquidity cushion.

The Group also measures and manages liquidity risk arising from off-balance sheet exposures and contingent funding obligations such as loan commitments, derivatives and contingent liabilities. Such exposures are subject to the limits set and are also factored into the Group's stress-testing. The Group does not engage in any transactions, such as securitization, which give rise to the need of providing liquidity support.

7. 財務風險管理 - 續

流動資金風險 - 續

融資策略

本集團擁有穩健的資本基礎及穩定的客戶存款，作為其主要的資金來源。內部透過對大額存戶的監察及外部透過銀行同業市場、發行存款證及透過於回購協議下出售之金融資產及掉期市場，以達到資金來源更多元化，這些都是本集團部份的融資策略。

本集團海外分行的主要資金來源是來自總行。本集團的政策是以總行來支持他們的流動資金需求。而給予海外分行的資金有預設的限額，用作鼓勵他們於其本地市場尋找他們自身的資金來源。但是，當存在流動資金轉移限制，如用於中國內地的人民幣，這些海外業務可能無法識別總行的流動資金過剩，反之亦然。

流動資金緩衝

為了能夠解決及減低市場流動資金風險，本集團維持充足的優質可隨時變現的流動資產，即使在資金受壓期間仍可出售或用作抵押品，從而提供流動資金。本集團投資於具市場深度及流通性高而且信貸質素良好的投資，以確保能在經審慎釐定的限額內符合短期資金要求。本集團會定期通過抵押借貸將一部份優質可隨時變現的流動資產貨幣化，以測試這些資產的可用性。維持流動資金來源及應變融資計劃能及早確認緊絀情況之預警指標，從而提供策略性的流動資金以應付未能預計及大量的資金流出，並且描述在出現危機的情況下應採取的補救行動。

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Funding strategies

The Group has strong capital base and stable customer deposits which are its main funding sources. Funding diversification is achieved internally through surveillance on large depositors and externally by maintaining its access to the interbank market, issuance of certificates of deposit and through financial assets sold under repurchase agreements and swap markets. All of these are part of the Group's funding strategy.

The main funding source of the Group's overseas branches is from the Head Office. It is the Group's policy that the Head Office is to support their liquidity needs. The funding to overseas branches is subject to preset limits so as to encourage them to source their own funding in the local markets. However, when liquidity transfer restrictions exist, such as for Renminbi in Mainland China, these overseas operations may not recognise the excess liquidity held by the Head Office and vice versa.

Liquidity cushion

In order to address and mitigate market liquidity risk, the Group maintains a sufficient cushion of high quality readily liquefiable assets ("HQRLA") which can be sold or used as collateral to provide liquidity even under periods of stress. The Group invests in good credit quality investments with deep and liquid markets to ensure short term funding requirements are covered within prudent limits. The Group periodically monetises a proportion of these HQRLA through secured borrowing to test the usability of these assets. Liquidity sources and contingency funding plan are maintained to identify early warning indicators of stress conditions, provide strategic liquidity to meet unexpected and material cash outflows and to describe remedial actions to be taken under crisis scenarios.

7. 財務風險管理 - 續

流動資金風險 - 續

流動資金緩衝 - 續

本集團持有優質可隨時變現的流動資產作為緩衝，即使於壓力期間，仍可把這些資產出售或用作抵押品以提供流動資金。合資格的資產主要包括本集團能不受任何限制地出售或抵押借款的債務證券。這些資產須不承擔錯向風險、有活躍市場及承擔低信貸風險及市場風險。結構性產品及集中的倉盤並不符合資格，以確保估值方法簡易及明確。流動資金緩衝整體上須由合適的合資格資產組成，並透過限制對單一信貸風險的承擔，確保充分分散風險。流動資金緩衝亦包括重大部份信貸風險加權值為0%（《新巴塞爾資本協定》信貸風險標準計算法下）的政府發行的債務證券以降低風險。

流動資金緩衝的規模須確保本集團在正常及壓力的市場情況下，能足夠滿足其即日支付責任及對日常流動資金的需求。倘本集團內個體信用評級下降，本集團仍不受限於特定抵押品安排或合約規定。

上述要求已詳列於本集團的投資指引內，該文件每年由資債管委會檢閱及審批。

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Liquidity cushion - continued

The Group maintains a cushion of HQRLA which can be sold or used as collateral to provide liquidity even under periods of stress. The eligible assets are mainly debt securities which the Group is free of any restrictions to sell or collateralize them. The eligible assets are not exposed to wrong way risk, there are active markets and their credit risk and market risk are low. Structured products and concentrated positions are not allowed in order to ensure the ease and certainty of valuation. For the liquidity cushion as a whole, there is an appropriate mix of eligible assets to ensure a high degree of diversification by limiting the exposure to each single credit. The liquidity cushion also contains a significant proportion of 0% risk weight (under the Basel II standardised approach for credit risk) government issued debt securities to minimise risks.

The size of the liquidity cushion should be sufficient for the Group to meet its intraday payment obligations and to cover the day-to-day liquidity needs under both normal and stress market conditions. The Group is not subject to particular collateral arrangements or requirements in contracts if there is a credit rating downgrade of entities within the Group.

Such requirements are set out in details in the Group's Investment Guidelines which are reviewed and approved by the ALCO on an annual basis.

7. 財務風險管理 - 續

流動資金風險 - 續

壓力測試

本集團以壓力測試輔助各項風險類型的分析工作。壓力測試是一種風險管理工具，用以評估當市場或宏觀經濟因素急劇變化所產生的壓力情況下風險暴露的情況。財務及資金管理處按照監管政策手冊 LM-2 及香港金融管理局於二零一二年五月所頒佈的監管政策手冊 IC-5「壓力測試」（「監管政策手冊 IC-5」）內的原則，按月進行壓力測試。如有必要時可結合監管要求及外部經營環境變化，進行特別壓力測試，如監管主導壓力測試。資債管委會、風險管理及條例執行委員會及董事會會定期檢閱及審批壓力測試的結果。

本集團採用現金流量分析以進行流動資金風險壓力測試，當中已充分考慮各種宏觀及微觀因素，並結合本集團業務的特點及其複雜程度。透過運用適當的虛擬、歷史及行為假設，資產負債表內外的項目均已列入考慮範圍，用以解決融資及市場流動資金風險。四個壓力情況（即個別銀行危機、調整後個別銀行危機、整體市場危機及綜合危機）均採用根據監管政策手冊 LM-2 界定的最短存活期。本集團會參照壓力測試結果，確認其流動資金狀況在受壓之市場情況下的潛在影響，及制定應變融資計劃，詳列處理流動資金問題的補救行動（如進行回購協議交易或變賣持作流動資金風險管理用途之資產）。

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Stress-testing

The Group supplements the analysis of various types of risks with stress-testing. Stress-testing is a risk management tool for estimating risk exposures under stressed conditions arising from extreme but plausible market or macroeconomic movements. The Finance and Treasury Management Division performs stress-testing on a monthly basis in accordance with the principles stated in SPM LM-2 and the Supervisory Policy Manual IC-5 “Stress-testing” (“SPM IC-5”) published by the HKMA in May 2012, and when necessary, may carry out special stress-testing such as Supervisor-Driven Stress-Testing in accordance with regulatory requirements and changes in the external operating environment. The stress-test results are regularly reviewed by the ALCO, approved by the RMCC and the Board.

In performing the stress-testing on liquidity risk, the Group adopts the cash flow analysis which has taken full consideration of various macroscopic and microscopic factors in line with the characteristics and complexity of the Group’s businesses. Both on- and off-balance sheet items with applicable hypothetical, historical and behavioral assumptions are considered to address both funding and market liquidity risks. Four stress scenarios, namely the institution-specific crisis, the modified institution-specific crisis, the general market crisis and the combined crisis are adopted with minimum survival periods defined according to SPM LM-2. With reference to the stress-testing results, the Group identifies potential vulnerabilities on its liquidity position under stressed market conditions and formulates the contingency funding plan that sets out remedial actions for dealing with liquidity problems (e.g. conducting repo transactions or liquidation of assets held for liquidity risk management purpose).

**7. 財務風險管理 - 續**

**流動資金風險 - 續**

**壓力測試 - 續**

本集團亦根據監管政策手冊 IC-5 進行反向壓力測試，反向壓力測試是一個反覆嚴謹的過程，協助本集團確認及評估一些可導致業務無法運作的極端壓力情況（如違反法定資本比率、流動資金不足及嚴重負利潤）。它是採用定性及計量的混合分析，由導致業務無法運作的事件作開始，反向推斷引起該事件的逆向操作過程。本集團使用反向壓力測試的結果，藉以發出早期預警，用於制定管理行動及應變融資計劃，以減低本集團可能面對的潛在壓力及風險，從而加強其面對流動資金壓力的復原能力。

**應變融資計劃**

本集團將可能面對的流動資金危機劃分為不同的階段，分別為：融資壓力、流動資金流失及擠提。這種遞增階段反映流動資金的惡化情況，這包括由進行壓力測試所評估的流動資金短缺。

**7. FINANCIAL RISK MANAGEMENT - continued**

**Liquidity risk - continued**

**Stress-testing - continued**

The Group also performs reverse stress-testing in accordance with SPM IC-5. Reverse stress-testing is an iterative process assisting the Group to identify and assess extreme stress scenarios that can cause business failures (e.g. breaches of regulatory capital ratios, illiquidity and severe negative profitability). It is a process of working backwards from the event causing business failures and involves a mix of qualitative and quantitative analyses. The Group uses results of reverse stress-testing to strengthen resilience to liquidity stress and serve as early-warning triggers for the formulation of management actions and contingency funding plan to mitigate potential stresses and vulnerabilities which the Group might face.

**Contingency funding plan**

The Group distinguishes between different stages of a liquidity crisis that the Group may face, namely: Funding Stress, Liquidity Drain and Bank Run. The escalation is to reflect the worsening liquidity conditions. This includes the liquidity shortfalls estimated from stress-testing performed.

7. 財務風險管理 - 續

流動資金風險 - 續

應變融資計劃 - 續

本集團的應變融資計劃，包括流動資金風險管理政策及應變融資計劃的程序手冊，詳細說明本集團應對緊急情況的即時措施，當中包括三個主要部份：(1) 啟動計劃的預設條件；(2) 本集團應付不同危機情況的策略及潛在的融資方法；及(3) 可行的行動計劃及程序，當中清晰列明管理層及其支援團隊的責任。當情況惡化時，會成立由高級管理層領導的流動資金危機管理小組去處理情況，其主要目標是確保本集團能持續經營。

流動資金風險管理政策及應變融資計劃的程序手冊須最少每年作檢閱及更新，以應付要求的轉變及改進。此兩份文件的所有更新須由風險管理及條例執行委員會及董事會審批。

為確保應變融資計劃能維持其可行性及有效性，本集團每年會進行演習測試。

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Contingency funding plan - continued

The Group's contingency funding plan, as stipulated in the Liquidity Risk Management Policy and the Procedures Manual for Contingency Funding Plan, details the Group's immediate action in order to react to emergency situation. It covers three major components: (1) Predefined conditions to activate the plan; (2) The Group's strategy and potential funding options to deal with different crisis scenarios; and (3) Practical action plans and procedures with clear responsibilities of management and its supporting teams. Once the situation gets worse, a Liquidity Crisis Management Team, which is led by senior management, is formed to handle the situation, with the main objective to ensure business continuity of the Group.

The Liquidity Risk Management Policy and the Procedures Manual for Contingency Funding Plan are reviewed and updated at least annually to cope with required changes and improvements. All changes to the two documents need approval from the RMCC and the Board.

To ensure the contingency funding plan remains practical and effective, drill test is conducted by the Group on an annual basis.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析

財務狀況表內金融資產及負債的到期日分析是以報告期末至合約到期日之剩餘期間作分析如下。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity

The maturity analysis of financial assets and liabilities shown on the statements of financial position, based on the remaining period at the end of the reporting period to the contractual maturity date is shown below.

		集團 THE GROUP							
		一個月 以內償還 (不包括 即時償還) Repayable within 即時償還 Repayable on demand 港幣千元 HK\$'000	一個月 至三個月 以內償還 Repayable but within 3 months 港幣千元 HK\$'000	三個月 至一年 以內償還 Repayable but within 1 year 港幣千元 HK\$'000	一年 至五年 以內償還 Repayable but within 5 years 港幣千元 HK\$'000	超過五年 償還 Repayable after 5 years 港幣千元 HK\$'000	無明確 日期 Undated 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	
於二零一三年十二月三十一日	At 31 December 2013								
資產	Assets								
庫存現金及短期資金	Cash and short-term funds	3,287,091	12,100,549	19,418	738,379	-	-	16,145,437	
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	3,970,639	3,949,863	-	-	-	7,920,502	
衍生金融工具	Derivative financial instruments	-	5,011	4,708	13,476	146,940	-	170,135	
按公平值列賬及列入損益賬之 金融資產	Financial assets at fair value through profit or loss	-	-	91,968	-	-	211	92,179	
可供出售之證券	Available-for-sale securities	-	-	55,029	3,340,570	1,793,724	243,918	5,433,241	
持至到期日之證券	Held-to-maturity securities	-	822,978	1,316,401	2,832,052	738,640	-	8,326,722	
客戶貸款	Advances to customers	2,142,672	2,933,084	3,162,690	9,988,186	12,944,831	13,779,423	169,328	45,120,214
其他金融資產	Other financial assets	338,511	177,076	146,994	180,902	17,425	-	(177,539)	683,369
金融資產總額	Total financial assets	5,768,274	16,033,687	8,621,153	17,841,087	18,932,953	16,458,727	235,918	83,891,799

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 7. 財務風險管理 - 續

### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析 - 續

## 7. FINANCIAL RISK MANAGEMENT - continued

### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity - continued

		集團 THE GROUP							
		一個月 以內償還 (不包括 即時償還) Repayable within 1 month after demand	一個月 至三個月 以內償還 Repayable after 1 month but within 3 months	三個月 至一年 以內償還 Repayable but within 3 months 1 year	一年 至五年 以內償還 Repayable after 1 year but within 5 years	超過五年 償還 Repayable after 5 years	無明確 日期 Undated	總額 Total	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一三年十二月三十一日	At 31 December 2013								
<b>負債</b>	<b>Liabilities</b>								
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	99,663	772,871	736,697	65,000	-	-	1,674,231	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	797,541	147,533	311,583	-	-	1,256,657	
客戶存款	Deposits from customers	27,994,659	19,741,663	14,959,437	8,392,797	76,348	-	71,164,904	
存款證	Certificates of deposit	-	-	-	563,003	-	-	563,003	
衍生金融工具	Derivative financial instruments	-	13,899	9,353	29,766	43,757	3,878	100,653	
借貸資本	Loan capital	-	-	-	-	1,766,436	-	1,766,436	
其他金融負債	Other financial liabilities	337,814	49,394	135,125	210,117	119,980	-	852,430	
<b>金融負債總額</b>	<b>Total financial liabilities</b>	<b>28,432,136</b>	<b>21,375,368</b>	<b>15,988,145</b>	<b>9,572,266</b>	<b>240,085</b>	<b>1,770,314</b>	<b>77,378,314</b>	
<b>淨額 - 金融資產及負債總額</b>	<b>Net position - total financial assets and liabilities</b>	<b>(22,663,862)</b>	<b>(5,341,681)</b>	<b>(7,366,992)</b>	<b>8,268,821</b>	<b>18,692,868</b>	<b>14,688,413</b>	<b>6,513,485</b>	
存款證當中包括：	Of which certificates of deposit included in:								
持至到期日之證券	Held-to-maturity securities	-	822,979	1,252,354	2,426,319	173,969	-	4,675,621	
債務證券當中包括：	Of which debt securities included in:								
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss								
- 指定按公平值列賬	- Designated at fair value	-	-	-	91,968	-	-	91,968	
可供出售之證券	Available-for-sale securities	-	-	-	55,029	3,340,570	1,793,724	5,189,323	
持至到期日之證券	Held-to-maturity securities	-	822,978	1,316,401	2,832,052	2,616,651	738,640	8,326,722	
		-	822,978	1,316,401	2,979,049	5,957,221	2,532,364	13,608,013	



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity - continued

		集團 THE GROUP								
		一個月 以內償還 (不包括 即時償還)	一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額		
		Repayable within 1 month after demand	Repayable after 1 month but within 3 months	Repayable after 3 months but within 1 year	Repayable after 1 year but within 5 years	Repayable after 5 years	Undated	Total		
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一二年十二月三十一日	At 31 December 2012									
資產	Assets									
庫存現金及短期資金	Cash and short-term funds	6,099,570	11,103,776	30,000	98,531	-	-	-	17,331,877	
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	-	3,948,937	840,576	-	-	-	4,789,513	
衍生金融工具	Derivative financial instruments	-	6,562	3,987	6,106	-	171,256	-	187,911	
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	-	-	216,196	996,953	-	261	1,213,410	
可供出售之證券	Available-for-sale securities	-	-	-	-	2,625,897	1,367,643	228,677	4,222,217	
持至到期日之證券	Held-to-maturity securities	-	1,225,799	2,576,757	2,538,779	2,519,363	739,322	-	9,600,020	
客戶貸款	Advances to customers	1,634,953	2,284,996	2,398,222	7,369,363	12,717,092	12,619,406	168,157	39,192,189	
同業及其他財務機構貸款	Advances to banks and other financial institutions	-	105,497	1,364,831	694,514	-	-	-	2,164,842	
其他金融資產	Other financial assets	327,140	128,130	193,336	181,311	94,216	-	(171,946)	752,187	
金融資產總額	Total financial assets	8,061,663	14,854,760	10,516,070	11,945,376	18,953,521	14,897,627	225,149	79,454,166	

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 7. 財務風險管理 - 續

### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析 - 續

## 7. FINANCIAL RISK MANAGEMENT - continued

### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity - continued

		集團 THE GROUP							
		即時償還 Repayable on demand 港幣千元 HK\$'000	一個月 以內償還 (不包括 即時償還) Repayable within 1 month (except those on demand) 港幣千元 HK\$'000	一個月 至三個月 以內償還 Repayable after 1 month but within 3 months 港幣千元 HK\$'000	三個月 至一年 以內償還 Repayable but within 3 months 1 year 港幣千元 HK\$'000	一年 至五年 以內償還 Repayable after 1 year but within 5 years 港幣千元 HK\$'000	超過五年 償還 Repayable after 5 years 港幣千元 HK\$'000	無明確 日期 Undated 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一二年十二月三十一日	At 31 December 2012								
<b>負債</b>	<b>Liabilities</b>								
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	35,287	803,806	659,900	344,484	-	-	-	1,843,477
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	354,801	-	78,880	-	-	-	433,681
客戶存款	Deposits from customers	26,837,602	19,872,678	13,961,059	6,748,437	88,972	-	-	67,508,748
存款證	Certificates of deposit	-	99,991	390,267	177,378	-	-	-	667,636
衍生金融工具	Derivative financial instruments	-	3,131	17,943	27,942	142,985	56,655	-	248,656
借貸資本	Loan capital	-	-	-	-	-	1,898,957	-	1,898,957
其他金融負債	Other financial liabilities	401,465	59,876	102,005	161,879	15,004	-	-	740,229
<b>金融負債總額</b>	<b>Total financial liabilities</b>	<u>27,274,354</u>	<u>21,194,283</u>	<u>15,131,174</u>	<u>7,539,000</u>	<u>246,961</u>	<u>1,955,612</u>	<u>-</u>	<u>73,341,384</u>
<b>淨額 - 金融資產及負債總額</b>	<b>Net position - total financial assets and liabilities</b>	<u>(19,212,691)</u>	<u>(6,339,523)</u>	<u>(4,615,104)</u>	<u>4,406,376</u>	<u>18,706,560</u>	<u>12,942,015</u>	<u>225,149</u>	<u>6,112,782</u>
存款證當中包括：	Of which certificates of deposit included in:								
持至到期日之證券	Held-to-maturity securities	-	225,243	2,110,648	1,357,430	-	-	-	3,693,321
債務證券當中包括：	Of which debt securities included in:								
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss								
- 指定按公平值列賬	- Designated at fair value	-	-	-	216,196	996,953	-	-	1,213,149
可供出售之證券	Available-for-sale securities	-	-	-	-	2,625,897	1,367,643	-	3,993,540
持至到期日之證券	Held-to-maturity securities	-	1,225,799	2,576,757	2,538,779	2,519,363	739,322	-	9,600,020
		<u>-</u>	<u>1,225,799</u>	<u>2,576,757</u>	<u>2,754,975</u>	<u>6,142,213</u>	<u>2,106,965</u>	<u>-</u>	<u>14,806,709</u>

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity - continued

		銀行 THE BANK							
		一個月 以內償還 (不包括 即時償還)	一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額	
		Repayable within 1 month on demand	Repayable after 1 month but within 3 months	Repayable after 3 months but within 1 year	Repayable after 1 year but within 5 years	Repayable after 5 years	Undated	Total	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一三年十二月三十一日	At 31 December 2013								
資產	Assets								
庫存現金及短期資金	Cash and short-term funds	3,276,595	12,100,549	19,418	738,379	-	-	16,134,941	
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	3,967,930	3,938,646	-	-	-	7,906,576	
衍生金融工具	Derivative financial instruments	-	5,011	4,708	13,476	146,940	-	170,135	
按公平值列賬及列入損益賬之 金融資產	Financial assets at fair value through profit or loss	-	-	91,968	-	-	-	91,968	
可供出售之證券	Available-for-sale securities	-	-	55,029	3,340,570	1,793,724	137,559	5,326,882	
持至到期日之證券	Held-to-maturity securities	-	822,978	1,316,401	2,832,052	738,640	-	8,326,722	
客戶貸款	Advances to customers	2,142,672	2,933,084	3,162,690	9,988,186	12,944,831	169,328	45,120,214	
其他金融資產	Other financial assets	129,238	175,503	145,333	179,613	219,420	(187,631)	678,901	
金融資產總額	Total financial assets	5,548,505	16,032,114	8,616,783	17,828,581	18,932,953	119,256	83,756,339	

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 7. 財務風險管理 - 續

### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析 - 續

## 7. FINANCIAL RISK MANAGEMENT - continued

### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity - continued

		銀行 THE BANK						
		一個月 以內償還 (不包括 即時償還) Repayable within 1 month on demand 港幣千元 HK\$'000	一個月 至三個月 以內償還 Repayable after 1 month but within 3 months 港幣千元 HK\$'000	三個月 至一年 以內償還 Repayable after 3 months but within 1 year 港幣千元 HK\$'000	一年 至五年 以內償還 Repayable after 1 year but within 5 years 港幣千元 HK\$'000	超過五年 償還 Repayable after 5 years 港幣千元 HK\$'000	無明確 日期 Undated 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一三年十二月三十一日	At 31 December 2013							
<b>負債</b>	<b>Liabilities</b>							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	99,663	772,871	736,697	65,000	-	-	1,674,231
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	797,541	147,533	311,583	-	-	1,256,657
客戶存款	Deposits from customers	27,994,659	19,741,663	14,959,437	8,392,797	76,348	-	71,164,904
存款證	Certificates of deposit	-	-	563,003	-	-	-	563,003
衍生金融工具	Derivative financial instruments	-	13,899	9,353	29,766	43,757	3,878	100,653
借貸資本	Loan capital	-	-	-	-	1,766,436	-	1,766,436
其他金融負債	Other financial liabilities	433,315	541,141	197,305	188,155	99,757	-	1,459,673
<b>金融負債總額</b>	<b>Total financial liabilities</b>	<b>28,527,637</b>	<b>21,867,115</b>	<b>16,050,325</b>	<b>9,550,304</b>	<b>219,862</b>	<b>1,770,314</b>	<b>77,985,557</b>
<b>淨額 - 金融資產及負債總額</b>	<b>Net position - total financial assets and liabilities</b>	<b>(22,979,132)</b>	<b>(5,835,001)</b>	<b>(7,433,542)</b>	<b>8,278,277</b>	<b>18,713,091</b>	<b>14,907,833</b>	<b>119,256</b>
存款證當中包括：	Of which certificates of deposit included in:							
持至到期日之證券	Held-to-maturity securities	-	822,979	1,252,354	2,426,319	173,969	-	4,675,621
債務證券當中包括：	Of which debt securities included in:							
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss							
- 指定按公平值列賬	- Designated at fair value	-	-	-	91,968	-	-	91,968
可供出售之證券	Available-for-sale securities	-	-	-	55,029	3,340,570	1,793,724	5,189,323
持至到期日之證券	Held-to-maturity securities	-	822,978	1,316,401	2,832,052	2,616,651	738,640	8,326,722
		-	822,978	1,316,401	2,979,049	5,957,221	2,532,364	13,608,013

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度

for the year ended 31 December 2013

### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity - continued

		銀行								
		THE BANK								
		一個月 以內償還 (不包括 即時償還)	一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額		
		Repayable within 1 month (except those on demand)	Repayable after 1 month but within 3 months	Repayable after 3 months but within 1 year	Repayable after 1 year but within 5 years	Repayable after 5 years	Undated	Total		
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一二年十二月三十一日	At 31 December 2012									
資產	Assets									
庫存現金及短期資金	Cash and short-term funds	6,089,167	11,103,776	30,000	98,531	-	-	-	17,321,474	
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	-	3,946,248	829,468	-	-	-	4,775,716	
衍生金融工具	Derivative financial instruments	-	6,562	3,987	6,106	-	171,256	-	187,911	
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	-	-	216,196	996,953	-	-	1,213,149	
可供出售之證券	Available-for-sale securities	-	-	-	-	2,625,897	1,367,643	136,550	4,130,090	
持至到期日之證券	Held-to-maturity securities	-	1,225,799	2,576,757	2,538,779	2,519,363	739,322	-	9,600,020	
客戶貸款	Advances to customers	1,634,953	2,284,996	2,398,222	7,369,363	12,717,092	12,619,406	168,157	39,192,189	
同業及其他財務機構貸款	Advances to banks and other financial institutions	-	105,497	1,364,831	694,514	-	-	-	2,164,842	
其他金融資產	Other financial assets	134,026	125,784	192,183	180,312	94,216	224,579	(174,176)	776,924	
金融資產總額	Total financial assets	7,858,146	14,852,414	10,512,228	11,933,269	18,953,521	15,122,206	130,531	79,362,315	

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 7. 財務風險管理 - 續

### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析 - 續

## 7. FINANCIAL RISK MANAGEMENT - continued

### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity - continued

		銀行 THE BANK							
		一個月 以內償還 (不包括 即時償還) Repayable within 1 month after demand	一個月 至三個月 以內償還 Repayable after 1 month but within 3 months	三個月 至一年 以內償還 Repayable after 3 months but within 1 year	一年 至五年 以內償還 Repayable after 1 year but within 5 years	超過五年 償還 Repayable after 5 years	無明確 日期 Undated	總額 Total	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一二年十二月三十一日	At 31 December 2012								
<b>負債</b>	<b>Liabilities</b>								
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	35,287	803,806	659,900	344,484	-	-	1,843,477	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	354,801	-	78,880	-	-	433,681	
客戶存款	Deposits from customers	26,837,602	19,872,678	13,961,059	6,748,437	88,972	-	67,508,748	
存款證	Certificates of deposit	-	99,991	390,267	177,378	-	-	667,636	
衍生金融工具	Derivative financial instruments	-	3,131	17,943	27,942	142,985	56,655	248,656	
借貸資本	Loan capital	-	-	-	-	1,898,957	-	1,898,957	
其他金融負債	Other financial liabilities	451,440	559,577	150,577	186,590	97	-	1,348,281	
<b>金融負債總額</b>	<b>Total financial liabilities</b>	<u>27,324,329</u>	<u>21,693,984</u>	<u>15,179,746</u>	<u>7,563,711</u>	<u>232,054</u>	<u>1,955,612</u>	<u>73,949,436</u>	
<b>淨額 - 金融資產及負債總額</b>	<b>Net position - total financial assets and liabilities</b>	<u>(19,466,183)</u>	<u>(6,841,570)</u>	<u>(4,667,518)</u>	<u>4,369,558</u>	<u>18,721,467</u>	<u>13,166,594</u>	<u>5,412,879</u>	
存款證當中包括：	Of which certificates of deposit included in:								
持至到期日之證券	Held-to-maturity securities	-	225,243	2,110,648	1,357,430	-	-	3,693,321	
債務證券當中包括：	Of which debt securities included in:								
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss								
- 指定按公平值列賬	- Designated at fair value	-	-	-	216,196	996,953	-	1,213,149	
可供出售之證券	Available-for-sale securities	-	-	-	-	2,625,897	1,367,643	3,993,540	
持至到期日之證券	Held-to-maturity securities	-	1,225,799	2,576,757	2,538,779	2,519,363	739,322	9,600,020	
		<u>-</u>	<u>1,225,799</u>	<u>2,576,757</u>	<u>2,754,975</u>	<u>6,142,213</u>	<u>2,106,965</u>	<u>14,806,709</u>	

## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

#### 7. 財務風險管理 - 續

##### 金融資產及負債之公平值

除下表詳述外，本集團及本銀行之董事認為於綜合財務報表內以攤銷成本入賬的金融資產及金融負債之賬面值與其公平值相若。

金融資產  
- 持至到期日之證券

金融負債  
- 借貸資本

下表提供於每個報告期末有關不按公平值計量的金融資產及金融負債的公平值披露資料。

於二零一三年十二月三十一日

持至到期日之證券

存款證

其他債務證券

借貸資本

總額

上市證券的公平值是根據相關的證券交易所的公開市場買入價來釐定的。

#### 7. FINANCIAL RISK MANAGEMENT - continued

##### Fair value of financial assets and liabilities

Except as detailed in the following table, the directors of the Group and the Bank consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

		集團及銀行 THE GROUP AND THE BANK			
		賬面值 Carrying value		公平值 Fair value	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Financial assets					
- Held-to-maturity securities		<u>8,326,722</u>	9,600,020	<u>8,362,290</u>	9,634,003
Financial liabilities					
- Loan capital		<u>1,766,436</u>	1,898,957	<u>1,800,816</u>	1,927,742

The following table gives information about financial assets and financial liabilities which are not measured at fair value at the end of each reporting period, but for which the fair value is disclosed.

		集團及銀行 THE GROUP AND THE BANK			
		第一級別 Level 1	第二級別 Level 2	第三級別 Level 3	總額 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
At 31 December 2013					
Held-to-maturity securities					
Certificates of deposit		-	4,675,621	-	4,675,621
Other debt securities		-	3,651,101	-	3,651,101
Loan capital		-	1,766,436	-	1,766,436
<b>Total</b>		<u>-</u>	<u>10,093,158</u>	<u>-</u>	<u>10,093,158</u>

The fair values of listed securities are determined with reference to quoted market bid prices from relevant stock exchanges.

7. 財務風險管理 - 續

金融資產及負債之公平值 - 續

指定按公平值列賬及列入損益賬之金融資產的可換股債券、被分類為可供出售之證券的債務證券、存款證及被分類為持至到期日之證券的其他債務證券及借貸資本的公平值是根據證券商及市場經紀所提供的參考價格來決定的。此外，本集團會將從價格服務提供者及其他服務提供者所得到的參考價格與其運用估價模式如折算現金流方法計算出來的價格作比較，從而核實債務證券的參考價格。估價模式所運用的主要輸入變數是於報告期末可觀察得到的利率資料。估價模式的目標是能得出一個可於報告日反映金融工具價格的公平值估計，而這價格是由市場參與者以公平原則來釐定的。

外幣遠期合約的公平值是根據比較約定的遠期匯率及於報告期末時可觀察的遠期匯率報價來計量的。

利率掉期合約及跨貨幣利率掉期合約的公平值是根據於報告期末時可觀察的利率報價所產生之適用孳息率曲線去估計未來的現金流，折算成現值來計量的。

7. FINANCIAL RISK MANAGEMENT - continued

Fair value of financial assets and liabilities - continued

The fair values of convertible bonds designated as financial assets at fair value through profit or loss, debt securities classified as available-for-sale securities, certificates of deposit and other debt securities classified as held-to-maturity securities and loan capital are determined based on indicative prices provided by the dealers and brokers. In addition, the Group makes comparison of the indicative prices with the prices obtained from pricing service providers and other service providers and with the values calculated using valuation models such as discounted cash flows method to substantiate the indicative prices of the debt securities. The key inputs used in the valuation models are the interest rate data, which are observable at the end of the reporting period. The objective of valuation models is to arrive at a fair value estimation that reflects the price of the financial instrument at the reporting date, which would have been determined by market participants acting at arm's length.

The fair value of foreign currency forward contracts is measured by comparing the contracted forward rates and the quoted forward exchange rates, which are observable at the end of the reporting period.

The fair value of interest rate swaps and cross-currency interest rate swaps are measured by the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates, which are observable at the end of the reporting period.



7. 財務風險管理 - 續

在財務狀況表中確認的公平值計量

本集團及本銀行部份的金融資產及金融負債於每個報告期末是以公平值計量的。下表及段落提供資料關於如何釐定這些金融資產及金融負債的公平值（尤其所採用的估值技術及輸入變數），及公平值計量根據其輸入變數的可觀察程度分類到公平值等級架構的等級（第一級別至第三級別）。

- 第一級別公平值計量是指由活躍市場上相同資產或負債的標價（不做任何調整）得出的公平值計量。
- 第二級別公平值計量是指由除第一級別所含標價外，可直接（即價格）或間接（即由價格得出）由觀察得到的與資產或負債相關的輸入資料得出的公平值計量。
- 第三級別公平值計量是指由包含以不可觀察得到的市場資料為依據的與資產或負債相關的輸入變數（不可觀察輸入變數）的估值技術得出的公平值計量。

7. FINANCIAL RISK MANAGEMENT - continued

Fair value measurements recognised in the statements of financial position

Some of the Group's and the Bank's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table and paragraph give information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 7. 財務風險管理 - 續

在財務狀況表中確認的公平值計量  
- 續

於二零一三年十二月三十一日

持作買賣用途之金融資產  
指定按公平值列賬及  
列入損益賬之金融資產  
可供出售之證券  
股本證券  
其他債務證券  
非用作對沖的衍生金融資產  
  
用作對沖的衍生金融資產  
  
非用作對沖的衍生金融負債  
  
用作對沖的衍生金融負債  
  
總額

### 7. FINANCIAL RISK MANAGEMENT - continued

Fair value measurements recognised in the statements of financial  
position - continued

At 31 December 2013

Financial assets held for trading  
Financial assets designated at  
fair value through profit or loss  
Available-for-sale securities  
Equity securities  
Other debt securities  
Derivative financial assets not  
used for hedging  
Derivative financial assets used  
for hedging  
Derivative financial liabilities  
not used for hedging  
Derivative financial liabilities  
used for hedging  
  
Total

集團 THE GROUP			
公平值等級架構 Fair value hierarchy			
第一級別 Level 1 港幣千元 HK\$'000	第二級別 Level 2 港幣千元 HK\$'000	第三級別 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
211	-	-	211
-	91,968	-	91,968
207,393	-	71	207,464
-	5,182,952	6,371	5,189,323
-	11,062	-	11,062
-	159,073	-	159,073
-	(53,070)	-	(53,070)
-	(47,583)	-	(47,583)
<u>207,604</u>	<u>5,344,402</u>	<u>6,442</u>	<u>5,558,448</u>

### 銀行

#### THE BANK

公平值等級架構  
Fair value hierarchy

第一級別 Level 1 港幣千元 HK\$'000	第二級別 Level 2 港幣千元 HK\$'000	第三級別 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
-	91,968	-	91,968
105,002	-	71	105,073
-	5,182,952	6,371	5,189,323
-	11,062	-	11,062
-	159,073	-	159,073
-	(53,070)	-	(53,070)
-	(47,583)	-	(47,583)
<u>105,002</u>	<u>5,344,402</u>	<u>6,442</u>	<u>5,455,846</u>

於二零一三年十二月三十一日

指定按公平值列賬及  
列入損益賬之金融資產  
可供出售之證券  
股本證券  
其他債務證券  
非用作對沖的衍生金融資產  
  
用作對沖的衍生金融資產  
  
非用作對沖的衍生金融負債  
  
用作對沖的衍生金融負債  
  
總額

At 31 December 2013

Financial assets designated at  
fair value through profit or loss  
Available-for-sale securities  
Equity securities  
Other debt securities  
Derivative financial assets not  
used for hedging  
Derivative financial assets used  
for hedging  
Derivative financial liabilities  
not used for hedging  
Derivative financial liabilities  
used for hedging  
  
Total

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 7. 財務風險管理 - 續

在財務狀況表中確認的公平值計量  
- 續

於二零一二年十二月三十一日

持作買賣用途之金融資產  
指定按公平值列賬及  
列入損益賬之金融資產  
可供出售之證券  
股本證券  
其他債務證券  
非用作對沖的衍生金融資產  
  
用作對沖的衍生金融資產  
  
非用作對沖的衍生金融負債  
  
用作對沖的衍生金融負債

總額

於二零一二年十二月三十一日

指定按公平值列賬及  
列入損益賬之金融資產  
可供出售之證券  
股本證券  
其他債務證券  
非用作對沖的衍生金融資產  
  
用作對沖的衍生金融資產  
  
非用作對沖的衍生金融負債  
  
用作對沖的衍生金融負債

總額

於上述兩年期間，第一級別及第二級別兩者間並沒有發生任何轉移。

### 7. FINANCIAL RISK MANAGEMENT - continued

Fair value measurements recognised in the statements of financial position - continued

At 31 December 2012

Financial assets held for trading  
Financial assets designated at fair value through profit or loss  
Available-for-sale securities  
Equity securities  
Other debt securities  
Derivative financial assets not used for hedging  
Derivative financial assets used for hedging  
Derivative financial liabilities not used for hedging  
Derivative financial liabilities used for hedging

Total

At 31 December 2012

Financial assets designated at fair value through profit or loss  
Available-for-sale securities  
Equity securities  
Other debt securities  
Derivative financial assets not used for hedging  
Derivative financial assets used for hedging  
Derivative financial liabilities not used for hedging  
Derivative financial liabilities used for hedging

Total

There were no transfers between Levels 1 and 2 in both years.

集團 THE GROUP			
公平值等級架構 Fair value hierarchy			
第一級別 Level 1 港幣千元 HK\$'000	第二級別 Level 2 港幣千元 HK\$'000	第三級別 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
261	-	-	261
-	794,048	419,101	1,213,149
193,067	-	39	193,106
-	3,990,868	2,672	3,993,540
-	21,146	-	21,146
-	166,765	-	166,765
-	(118,154)	-	(118,154)
-	(130,502)	-	(130,502)
193,328	4,724,171	421,812	5,339,311

銀行 THE BANK			
公平值等級架構 Fair value hierarchy			
第一級別 Level 1 港幣千元 HK\$'000	第二級別 Level 2 港幣千元 HK\$'000	第三級別 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
-	794,048	419,101	1,213,149
104,908	-	39	104,947
-	3,990,868	2,672	3,993,540
-	21,146	-	21,146
-	166,765	-	166,765
-	(118,154)	-	(118,154)
-	(130,502)	-	(130,502)
104,908	4,724,171	421,812	5,250,891

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

**7. 財務風險管理 - 續**

在財務狀況表中確認的公平值計量  
- 續

金融資產第三級別公平值計量的  
調節

**7. FINANCIAL RISK MANAGEMENT - continued**

**Fair value measurements recognised in the statements of financial position - continued**

*Reconciliation of Level 3 fair value measurements of financial assets*

		集團及銀行 THE GROUP AND THE BANK		
		指定按公平值列賬 及列入損益賬 之金融資產 Financial assets designated at fair value through profit or loss 港幣千元 HK\$'000	可供出售 之證券 Available- for-sale securities 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一二年一月一日結餘	<b>Balance at 1 January 2012</b>	417,647	1,076	418,723
於綜合損益表內確認之淨溢利總額	Total net gains recognised in consolidated statement of profit or loss	47,759	-	47,759
於投資重估儲備內確認之淨溢利總額	Total net gains recognised in the investment revaluation reserve	-	1,635	1,635
到期 / 出售	Matured / disposals	(45,506)	-	(45,506)
外幣匯率之變動	Foreign exchange rate movements	(799)	-	(799)
於二零一三年一月一日結餘	<b>Balance at 1 January 2013</b>	<b>419,101</b>	<b>2,711</b>	<b>421,812</b>
於綜合損益表內確認之淨虧損總額	Total net losses recognised in consolidated statement of profit or loss	<b>(493)</b>	-	<b>(493)</b>
於投資重估儲備內確認之淨溢利總額	Total net gains recognised in the investment revaluation reserve	-	<b>3,731</b>	<b>3,731</b>
到期 / 出售	Matured / disposals	<b>(418,608)</b>	-	<b>(418,608)</b>
於二零一三年十二月三十一日結餘	<b>Balance at 31 December 2013</b>	<b>-</b>	<b>6,442</b>	<b>6,442</b>

7. 財務風險管理 - 續

在財務狀況表中確認的公平值計量  
- 續

本集團大部份的投資價值是根據公開市場的資訊或可觀察的市場數據所釐定。當中根據估計，以公平值入賬於第三級別內的投資只佔總資產的一小部份 (0.01%) (二零一二年：0.5%)。此估價對估計假設相當敏感，當一個或多個假設轉變至合理及有可能的代替假設時，相信不會對本集團及本銀行的財務狀況造成重大影響。

包含在綜合損益表內的是年度淨溢利或虧損總額，無 (二零一二年：港幣 47,759,000 元溢利) 是關於報告期末仍然持有的投資。這些投資的公平值的溢利或虧損是包含在按公平值列賬及列入損益賬之金融工具之淨溢利中。

包含在其他全面收益內的是年度淨溢利或虧損總額，其中港幣 3,731,000 元溢利 (二零一二年：港幣 1,635,000 元溢利) 是關於報告期末仍然持有的可供出售之證券。

7. FINANCIAL RISK MANAGEMENT - continued

Fair value measurements recognised in the statements of financial position - continued

The majority of the Group's investments are valued based on quoted market information or observable market data. A small percentage, 0.01% (2012: 0.5%), of total assets recorded at fair value, are based on estimates and recorded as Level 3 investments. Whilst such valuations are sensitive to estimates, it is believed that changing one or more of the assumptions to reasonably possible alternative assumptions would not have a big impact on the Group's and Bank's financial positions.

Of the total net gains or losses for the year included in consolidated statement of profit or loss, nil (2012: HK\$47,759,000 gains) are related to these investments held at the end of the reporting period. Fair value gains or losses of these investments are included in net gains on financial instruments at fair value through profit or loss.

Of the total net gains or losses for the year included in other comprehensive income, an amount of HK\$3,731,000 gains (2012: HK\$1,635,000 gains) relate to available-for-sale securities held at the end of the reporting period.

**8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債**

下表所載的披露包括以下類別的金融資產及金融負債：

- 已於本集團及本銀行的財務狀況表內抵銷；或
- 涉及可執行總互抵銷安排或涵蓋同類金融工具的類似協議，不論其是否已於財務狀況表內抵銷。

本集團及本銀行是根據國際掉期與衍生工具協會（“ISDA”）總協議及全球性回購總協議（“GMRA”）來進行衍生工具及銷售及回購協議。

本集團及本銀行在交易所以外進行的衍生工具交易是根據 ISDA 總協議訂立的。本集團及本銀行的銷售及回購交易是受到與 ISDA 總協議相類似，而且包含淨額結算條款的 GMRA 所涵蓋。ISDA 總協議及 GMRA 並不符合於財務狀況表內抵銷的條件。可是，這些協議只有在本集團或交易對手發生違約、無力償債及破產事件後才會產生可執行抵銷不同合約的權利。在這些情況下，所有在協議下的未到期合約將會被終止，其終止價值會被評估，並只會以單一淨額作應收或應付來結算所有交易。

**8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS**

The disclosures set out in the tables below include financial assets and financial liabilities that:

- are offset in the Group’s and the Bank’s statements of financial position; or
- are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the statements of financial position.

The Group and the Bank entered into International Swaps and Derivatives Association (“ISDA”) Master Agreements and Global Master Repurchase Agreements (“GMRA”) for derivatives and sale and repurchase agreements.

The Group’s and the Bank’s derivative transactions that are not transacted on an exchange are entered into under ISDA Master Agreements. The Group’s and the Bank’s sale and repurchase transactions are covered by GMRA with netting terms similar to those of ISDA Master Agreements. The ISDA Master Agreements and GMRA do not meet the criteria for offsetting in the statements of financial position. However, they create a right of set-off of different contracts that is enforceable only following an event of default, insolvency and bankruptcy of the Group or the counterparties. In such circumstances, all outstanding contracts under the agreements are terminated, the termination value is assessed and only a single net amount is due or payable in settlement of all contracts.

**8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續**

此外，本集團及本銀行以現金形式收取及給予與其衍生工具交易及銷售及回購協議相關的抵押品。該等抵押品是受到 ISDA 信用擔保附件或 GMRA 的行業標準條款所規限。所有收取或給予的抵押品必須在交易到期日歸還。

根據本集團與香港中央結算有限公司簽訂的持續淨額交收協議，於同日到期結算的應收及應付款項會以淨額結算。

本集團擁有合法權利抵銷經紀客戶於同日到期結算的應收及應付款項，而本集團擬將這些結餘作淨額結算。

**8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS**

**- continued**

In addition, the Group and the Bank received and pledged collateral in the form of cash in respect of its derivative transactions and sale and repurchase agreements. Such collateral is subject to the standard industry terms of ISDA Credit Support Annex or GMRA. Collateral received or pledged must be returned on maturity of the transactions.

Under the agreement of Continuous Net Settlement made between the Group and Hong Kong Securities Clearing Company Limited (“HKSCC”), money obligations receivable and payable with HKSCC on the same settlement date are settled on net basis.

The Group has a legally enforceable right to set off the trades receivable and payable with brokerage clients that are due to be settled on the same date and the Group intends to settle these balances on a net basis.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

## 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

		集團 THE GROUP						
金融資產類別	Types of financial assets	綜合財務狀況表 內可被抵銷的 金融負債 總額			綜合財務狀況表 內呈列的金融資產 淨額		綜合財務狀況表 內沒有被抵銷的相關金額 Related amounts not offset in the consolidated statement of financial position	
		Gross amounts of recognised financial liabilities confirming total of recognised	offset in the consolidated statement of financial position	financial assets presented in the consolidated statement of financial position	Net amounts of financial assets presented in the consolidated statement of financial position	已收取的 現金 / 金融 抵押品 Cash / financial collateral	金融工具 Financial instruments	淨額 amount
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一三年十二月三十一日		At 31 December 2013						
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	160,057	-	160,057	(34,448)	(102,738)	22,871	
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	4,707	-	4,707	(4,707)	-	-	
可供出售之債務證券	Available-for-sale debt securities	1,287,098	-	1,287,098	(1,115,597)	(3,335)	168,166	
持至到期日之債務證券	Held-to-maturity debt securities	156,463	-	156,463	(141,060)	-	15,403	
香港中央結算有限公司及經紀客戶應收款	Amount due from HKSCC and brokerage clients	462,551	(254,345)	208,206	-	(82,238)	125,968	
<b>總額</b>	<b>Total</b>	<b>2,070,876</b>	<b>(254,345)</b>	<b>1,816,531</b>	<b>(1,295,812)</b>	<b>(188,311)</b>	<b>332,408</b>	



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

### 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

		集團 THE GROUP					
		綜合財務狀況表 內可被抵銷的 金融資產 總額 Gross amounts of recognised financial assets of recognised statement of financial position 港幣千元 HK\$'000		綜合財務狀況表 內呈列的金 融負債 淨額 Net amounts of financial liabilities presented in the consolidated statement of financial position 港幣千元 HK\$'000		綜合財務狀況表 內沒有被抵銷的相關金額 Related amounts not offset in the consolidated statement of financial position 已抵押的 現金/金融 抵押品 Cash/ financial collateral 淨額 Net amount 港幣千元 HK\$'000	
金融負債類別	Types of financial liabilities	financial liabilities 港幣千元 HK\$'000	financial position 港幣千元 HK\$'000	financial position 港幣千元 HK\$'000	金融工具 港幣千元 HK\$'000	pledged 港幣千元 HK\$'000	Net amount 港幣千元 HK\$'000
於二零一三年十二月三十一日		At 31 December 2013					
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	58,643	-	58,643	(34,448)	(15,382)	8,813
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	31,484	-	31,484	(4,707)	(1,835)	24,942
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	1,256,657	-	1,256,657	(1,256,657)	-	-
香港中央結算有限公司及經紀客戶應付款	Amount due to HKSCC and brokerage clients	381,659	(254,345)	127,314	-	-	127,314
<b>總額</b>	<b>Total</b>	<b>1,728,443</b>	<b>(254,345)</b>	<b>1,474,098</b>	<b>(1,295,812)</b>	<b>(17,217)</b>	<b>161,069</b>

(附註 Note)

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

## 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

		集團 THE GROUP						
金融資產類別	Types of financial assets	綜合財務狀況表 內可被抵銷的 金融負債 總額			綜合財務狀況表 內呈列的金融資產 淨額		綜合財務狀況表 內沒有被抵銷的相關金額 Related amounts not offset in the consolidated statement of financial position	
		Gross amounts of recognised financial assets	financial liabilities offset in the consolidated statement of financial position	Net amounts of financial assets presented in the consolidated statement of financial position	已收取的 現金 / 金融 抵押品 Cash / financial collateral	金融工具 Financial instruments	received 港幣千元 HK\$'000	淨額 amount 港幣千元 HK\$'000
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一二年十二月三十一日		At 31 December 2012						
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	171,327	-	171,327	(17,029)	-	154,298	
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	8,583	-	8,583	(5,479)	-	3,104	
可供出售之債務證券	Available-for-sale debt securities	393,490	-	393,490	(326,687)	(502)	66,301	
持至到期日之債務證券	Held-to-maturity debt securities	117,621	-	117,621	(106,994)	(164)	10,463	
香港中央結算有限公司及經紀客戶應收款	Amount due from HKSCC and brokerage clients	444,937	(248,941)	195,996	-	(33,837)	162,159	
<b>總額</b>	<b>Total</b>	<u>1,135,958</u>	<u>(248,941)</u>	<u>887,017</u>	<u>(456,189)</u>	<u>(34,503)</u>	<u>396,325</u>	

(附註 Note)

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

### 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

		集團 THE GROUP						
		綜合財務狀況表 內可被抵銷的 金融資產 總額			綜合財務狀況表 內呈列的金 融負債 淨額		綜合財務狀況表 內沒有被抵銷的相關金額 Related amounts not offset in the consolidated statement of financial position	
		Gross amounts of recognised financial assets	offset in the consolidated statement of financial position	Net amounts of financial liabilities presented in the consolidated statement of financial position	已抵押的 現金 / 金融 抵押品 Cash / financial collateral		淨額 Net amount	
金融負債類別	Types of financial liabilities	Gross amounts of recognised financial liabilities 港幣千元 HK\$'000	offset in the consolidated statement of financial position 港幣千元 HK\$'000	Net amounts of financial liabilities presented in the consolidated statement of financial position 港幣千元 HK\$'000	金融工具 Financial instruments 港幣千元 HK\$'000	已抵押的 現金 / 金融 抵押品 pledged 港幣千元 HK\$'000	淨額 Net amount 港幣千元 HK\$'000	
於二零一二年十二月三十一日		At 31 December 2012						
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	227,276	-	227,276	(17,029)	(75,817)	134,430	
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	20,561	-	20,561	(5,479)	(15,082)	-	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	433,681	-	433,681	(433,681)	-	-	
香港中央結算有限公司及經紀客戶應付款	Amount due to HKSCC and brokerage clients	412,923	(248,941)	163,982	-	-	163,982	
<b>總額</b>	<b>Total</b>	<u>1,094,441</u>	<u>(248,941)</u>	<u>845,500</u>	<u>(456,189)</u>	<u>(90,899)</u>	<u>298,412</u>	

(附註 Note)

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

## 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

金融資產類別	Types of financial assets	銀行 THE BANK					
		綜合財務狀況表 內可被抵銷的 金融負債 總額 Gross amounts of recognised financial liabilities 確認總額 of recognised financial assets	綜合財務狀況表 內呈列的金融資產 淨額 Net amounts of financial assets presented in the consolidated statement of financial position	綜合財務狀況表 內沒有被抵銷的相關金額 Related amounts not offset in the consolidated statement of financial position 已收取的 現金 / 金融 抵押品 Cash / financial collateral	金融工具 Financial instruments	淨額 Net amount	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一三年十二月三十一日	At 31 December 2013						
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	160,057	-	160,057	(34,448)	(102,738)	22,871
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	4,707	-	4,707	(4,707)	-	-
可供出售之債務證券	Available-for-sale debt securities	1,287,098	-	1,287,098	(1,115,597)	(3,335)	168,166
持至到期日之債務證券	Held-to-maturity debt securities	156,463	-	156,463	(141,060)	-	15,403
<b>總額</b>	<b>Total</b>	<b>1,608,325</b>	<b>-</b>	<b>1,608,325</b>	<b>(1,295,812)</b>	<b>(106,073)</b>	<b>206,440</b>

(附註 Note)

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

### 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

金融負債類別	Types of financial liabilities	銀行 THE BANK						
		綜合財務狀況表 內可被抵銷的 金融資產 總額 Gross amounts of recognised financial assets 確認總額 of recognised financial liabilities 港幣千元 HK\$'000	綜合財務狀況表 內呈列的金 融負債 淨額 Net amounts of financial liabilities presented in the consolidated statement of financial position 港幣千元 HK\$'000	綜合財務狀況表 內沒有被抵銷的 相關金額 Related amounts not offset in the consolidated statement of financial position 已抵押的 現金/金融 抵押品 Cash/ financial collateral 淨額 Net amount 港幣千元 HK\$'000	金融工具 Financial instruments 港幣千元 HK\$'000	已抵押的 現金/金融 抵押品 pledged 港幣千元 HK\$'000	淨額 Net amount 港幣千元 HK\$'000	
於二零一三年十二月三十一日	At 31 December 2013							
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	58,643	-	58,643	(34,448)	(15,382)	8,813	
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	31,484	-	31,484	(4,707)	(1,835)	24,942	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	1,256,657	-	1,256,657	(1,256,657)	-	-	
<b>總額</b>	<b>Total</b>	<b>1,346,784</b>	<b>-</b>	<b>1,346,784</b>	<b>(1,295,812)</b>	<b>(17,217)</b>	<b>33,755</b>	

(附註 Note)

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

## 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

## 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

金融資產類別	Types of financial assets	銀行 THE BANK				
		綜合財務狀況表 內可被抵銷的 金融負債 總額 Gross amounts of recognised financial liabilities confirming total of recognised financial assets	綜合財務狀況表 內呈列的金融資產 淨額 Net amounts of financial assets presented in the consolidated statement of financial position	綜合財務狀況表 內沒有被抵銷的相關金額 Related amounts not offset in the consolidated statement of financial position	已收取的 現金 / 金融 抵押品 Cash / financial collateral	淨額 Net amount
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一二年十二月三十一日	At 31 December 2012					
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	171,327	-	171,327	(17,029)	-
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	8,583	-	8,583	(5,479)	-
可供出售之債務證券	Available-for-sale debt securities	393,490	-	393,490	(326,687)	(502)
持至到期日之債務證券	Held-to-maturity debt securities	117,621	-	117,621	(106,994)	(164)
<b>總額</b>	<b>Total</b>	<u>691,021</u>	<u>-</u>	<u>691,021</u>	<u>(456,189)</u>	<u>(666)</u>

(附註 Note)

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

### 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

金融負債類別	Types of financial liabilities	銀行					
		THE BANK			THE BANK		
		綜合財務狀況表 內可被抵銷的 金融資產 總額	綜合財務狀況表 內呈列的金 融負債 淨額	綜合財務狀況表 內沒有被抵銷的相關金額	綜合財務狀況表 內沒有被抵銷的相關金額	綜合財務狀況表 內沒有被抵銷的相關金額	綜合財務狀況表 內沒有被抵銷的相關金額
Gross amounts of recognised financial assets	Net amounts of financial liabilities presented in the consolidated statement of financial position	Related amounts not offset in the consolidated statement of financial position	Related amounts not offset in the consolidated statement of financial position	Related amounts not offset in the consolidated statement of financial position	Related amounts not offset in the consolidated statement of financial position		
金融負債 確認總額	offset in the consolidated statement of financial position	consolidated statement of financial position	consolidated statement of financial position	consolidated statement of financial position	consolidated statement of financial position		
Gross amounts of recognised financial liabilities	financial liabilities financial position	financial position	financial position	financial position	financial position		
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
於二零一二年十二月三十一日	At 31 December 2012						
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	227,276	-	227,276	(17,029)	(75,817)	134,430
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	20,561	-	20,561	(5,479)	(15,082)	-
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	433,681	-	433,681	(433,681)	-	-
<b>總額</b>	<b>Total</b>	<b>681,518</b>	<b>-</b>	<b>681,518</b>	<b>(456,189)</b>	<b>(90,899)</b>	<b>134,430</b>

附註：於二零一三年及二零一二年十二月三十一日已收取/抵押的現金及金融抵押品代表其公平值。

Note: The cash and financial collateral received / pledged as at 31 December 2013 and 2012 represent their fair value.

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

**8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續**

呈列於財務狀況表內並於上表中披露的金融資產及金融負債之總額及其淨額是以下列基準於財務狀況表內計量：

- 衍生金融資產及負債 - 公平值；
- 於回購協議下出售之金融資產 - 攤銷成本；
- 可供出售之債務證券 - 公平值；
- 持至到期日之債務證券 - 攤銷成本；
- 香港中央結算有限公司及經紀客戶應收款或應付款 - 攤銷成本

除了可供出售之債務證券是用不同於相關的於回購協議下出售之金融資產的計量基準外，於本集團及本銀行的財務狀況表內或涉及可執行總互抵銷安排或類似協議內的已抵銷相關金融資產及金融負債的金額是以相同於其確認的金融資產及金融負債的基準作計量。本銀行之董事認為不同的計量基準並沒有產生重大差異。

**8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS - continued**

The gross amounts of financial assets and financial liabilities and their net amounts as presented in the statements of financial position that are disclosed in the above tables are measured in the statements of financial position on the following basis:

- derivative financial assets and liabilities - fair value;
- financial assets sold under repurchase agreements - amortised cost;
- available-for-sale debt securities - fair value;
- held-to-maturity debt securities - amortised cost;
- amounts due from / to HKSCC and brokerage clients - amortised cost

The amounts which have been offset against the related recognised financial assets and financial liabilities in the Group's and the Bank's statements of financial position or subject to enforceable master netting arrangements or similar agreements are measured on the same basis as the recognised financial assets and financial liabilities except for available-for-sale debt securities, which are measured on different basis as the related financial assets sold under repurchase agreements. The directors of the Bank consider there are no material differences arising from the measuring differences.



## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

#### 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

下表調節由呈列於上述本集團及本銀行的財務狀況表內的金融資產及金融負債的淨額到其呈列於本集團及本銀行的財務狀況表內的相關項目。

#### 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS - continued

The tables below reconcile the net amounts of financial assets and financial liabilities presented in the Group's and the Bank's statements of financial position, as set out above, to the line items presented in the Group's and the Bank's statements of financial position.

金融資產類別	Types of financial assets	集團 THE GROUP		銀行 THE BANK	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
衍生工具 - 上述之利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps as stated above	160,057	171,327	160,057	171,327
衍生工具 - 上述之外幣遠期合約	Derivatives - foreign currency forward contracts as stated above	4,707	8,583	4,707	8,583
		<u>164,764</u>	<u>179,910</u>	<u>164,764</u>	<u>179,910</u>
衍生金融資產不在抵銷披露範疇	Derivative financial assets not in scope of offsetting disclosures	5,371	8,001	5,371	8,001
衍生金融資產總額列於附註 19	Total derivative financial assets stated in note 19	<u>170,135</u>	<u>187,911</u>	<u>170,135</u>	<u>187,911</u>
上述之可供出售之債務證券	Available-for-sale debt securities as stated above	1,287,098	393,490	1,287,098	393,490
可供出售之證券不在抵銷披露範疇	Available-for-sale securities not in scope of offsetting disclosures	4,146,143	3,828,727	4,039,784	3,736,600
可供出售之證券總額列於附註 20	Total available-for-sale securities stated in note 20	<u>5,433,241</u>	<u>4,222,217</u>	<u>5,326,882</u>	<u>4,130,090</u>
上述之持至到期日之債務證券	Held-to-maturity debt securities as stated above	156,463	117,621	156,463	117,621
持至到期日之證券不在抵銷披露範疇	Held-to-maturity securities not in scope of offsetting disclosures	8,170,259	9,482,399	8,170,259	9,482,399
持至到期日之證券總額列於附註 20	Total held-to-maturity securities stated in note 20	<u>8,326,722</u>	<u>9,600,020</u>	<u>8,326,722</u>	<u>9,600,020</u>
上述之香港中央結算有限公司及經紀客戶應收款	Amount due from HKSCC and brokerage clients as stated above	208,206	195,996	-	-
其他賬項不在抵銷披露範疇	Other accounts not in scope of offsetting disclosures	463,420	512,481	-	-
其他賬項總額列於附註 22	Total other accounts stated in note 22	<u>671,626</u>	<u>708,477</u>	<u>-</u>	<u>-</u>

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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## 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

## 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

金融負債類別	Types of financial liabilities	集團 THE GROUP		銀行 THE BANK	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
衍生工具 - 上述之利率掉期合約及 跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps as stated above	58,643	227,276	58,643	227,276
衍生工具 - 上述之外幣遠期合約	Derivatives - foreign currency forward contracts as stated above	31,484	20,561	31,484	20,561
		<u>90,127</u>	<u>247,837</u>	<u>90,127</u>	<u>247,837</u>
衍生金融負債不在抵銷披露範疇	Derivative financial liabilities not in scope of offsetting disclosures	10,526	819	10,526	819
衍生金融負債總額列於附註 19	Total derivative financial liabilities stated in note 19	<u>100,653</u>	<u>248,656</u>	<u>100,653</u>	<u>248,656</u>
上述及列於附註 29 之 於回購協議下出售之金融資產	Financial assets sold under repurchase agreements as stated above and in note 29	<u>1,256,657</u>	<u>433,681</u>	<u>1,256,657</u>	<u>433,681</u>
上述及包括在其他賬項內之 香港中央結算有限公司及 經紀客戶應付款	Amounts due to HKSCC and brokerage clients as stated above and included in other accounts	127,314	163,982	-	-
其他賬項及應付費用總額 不在抵銷披露範疇	Total other accounts and accruals not in scope of offsetting disclosures	725,116	576,247	-	-
呈列於本集團及本銀行的財務狀況表內之 其他賬項及應付費用總額	Total other accounts and accruals as stated in the Group's and the Bank's statements of financial position	<u>852,430</u>	<u>740,229</u>	<u>-</u>	<u>-</u>

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 9. 淨利息收入

### 9. NET INTEREST INCOME

		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
利息收入	Interest income		
存放於同業及其他財務機構之 結餘及款項	Balances and placements with banks and other financial institutions	264,401	317,724
證券投資	Investments in securities	299,615	293,085
貸款及借貸	Loans and advances	1,014,332	890,160
利率掉期合約	Interest rate swaps	17,319	62,851
		<u>1,595,667</u>	<u>1,563,820</u>
利息支出	Interest expense		
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	(9,312)	(21,217)
客戶存款	Deposits from customers	(491,389)	(567,021)
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	(3,028)	(4,640)
存款證	Certificates of deposit	(4,830)	(31,417)
發行借貸資本	Loan capital in issue	(63,725)	(66,910)
利率掉期合約	Interest rate swaps	(9,178)	(35,707)
		<u>(581,462)</u>	<u>(726,912)</u>
淨利息收入	Net interest income	<u>1,014,205</u>	<u>836,908</u>
已計入利息收益	Included within interest income		
減值貸款利息收入	Interest income on impaired loans and advances	238	374

包括在利息收入及利息支出中來自非按公平值列賬及列入損益賬之金融資產及金融負債中所獲得及產生的收入及支出分別為港幣1,580,167,000元(二零一二年:港幣1,484,940,000元)及港幣572,284,000元(二零一二年:港幣691,205,000元)。

以上金額包括來自非上市投資債務證券之利息收入為港幣299,615,000元(二零一二年:港幣293,085,000元)。

Included within interest income and interest expense are HK\$1,580,167,000 (2012: HK\$1,484,940,000) and HK\$572,284,000 (2012: HK\$691,205,000) earned and incurred from financial assets and financial liabilities that are not at fair value through profit or loss, respectively.

Included above is interest income from unlisted investments in debt securities of HK\$299,615,000 (2012: HK\$293,085,000).

綜合財務報表之附註  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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10. 淨費用及佣金收入

10. NET FEE AND COMMISSION INCOME

		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
費用及佣金收入	Fee and commission income		
證券買賣	Securities dealings	131,429	116,755
信貸限額	Credit lines	16,325	15,090
貿易融資	Trade finance	13,205	12,067
信用卡服務	Credit card services	76,947	68,880
代理服務	Agency services	29,153	25,085
其他	Others	16,137	16,072
費用及佣金收入總額	Total fee and commission income	<u>283,196</u>	253,949
減：費用及佣金支出	Less: Fee and commission expenses	<u>(73,263)</u>	(64,584)
淨費用及佣金收入	Net fee and commission income	<u>209,933</u>	<u>189,365</u>
其中：	of which:		
淨費用及佣金，不包括用作計算 實際利率之金額，關於不是 持作買賣用途或指定按公平值 列賬及列入損益賬之金融資產 及金融負債	Net fee and commission, other than amounts included in determining the effective interest rate, arising from financial assets or financial liabilities that are not held for trading nor designated at fair value through profitor loss		
- 費用收入	- fee income	114,121	104,855
- 費用支出	- fee expenses	<u>(70,665)</u>	(62,511)
		<u>43,456</u>	<u>42,344</u>

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 11. 按公平值列賬及列入損益賬之 金融工具之淨（虧損）溢利 / 公平值對沖之淨溢利

		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
按公平值列賬及列入損益賬之 金融工具之淨（虧損）溢利	Net (losses) gains on financial instruments at fair value through profit or loss		
- 指定按公平值列賬及列入 損益賬（附註 1）	- designated at fair value through profit or loss (Note 1)	(75,739)	(28,721)
- 持作買賣用途（附註 2）	- held for trading (Note 2)	53,325	86,194
		<u>(22,414)</u>	<u>57,473</u>
公平值對沖之淨溢利	Net gains on fair value hedge		
- 與對沖風險有關的對沖 項目之淨虧損	- net losses on hedged items attributable to the hedged risk	(22,829)	(23,068)
- 對沖工具之淨溢利	- net gains on hedging instruments	23,365	24,268
		<u>536</u>	<u>1,200</u>

附註：1. 兩年之指定按公平值列賬及  
列入損益賬之金融工具之  
淨虧損主要是來自結構性  
工具及可換股債券之公平值  
變動。

2. 淨溢利主要是和持作買賣  
用途的外幣遠期合約、利  
率掉期合約及跨貨幣利率  
掉期合約相關，剩餘合約  
詳列於附註 19。

Notes: 1. The net losses on financial instruments designated at fair value through  
profit or loss in both years were primarily attributable to the changes  
in fair value of the structured products and the convertible bonds.

2. The net gains mainly related to foreign currency forward contracts,  
interest rate swaps and a cross-currency interest rate swap held for  
trading. Details of the outstanding contracts are set out in note 19.

綜合財務報表之附註  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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12. 其他營業收入

股息收入
- 上市投資
- 非上市投資
外匯交易及外幣合約所得收益淨額
投資物業租金收入毛額
減：開支
租金收入淨額
保管箱租金收入
除索償及佣金支出之保險承保溢價
其他銀行服務收入
其他

12. OTHER OPERATING INCOME

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Dividend income		
- Listed investments	6,136	6,214
- Unlisted investments	4,855	4,585
Net exchange gains and net gains from foreign currency contracts	104,410	108,228
Gross rents from investment properties	16,979	16,447
Less: Outgoings	(1,034)	(1,206)
Net rental income	15,945	15,241
Safe deposit box rentals	42,461	36,136
Insurance underwriting premiums less claims and commission expense	12,436	18,100
Other banking services income	48,213	45,117
Others	5,289	4,214
	<u>239,745</u>	<u>237,835</u>

13. 營業支出

核數師酬金
人事費用（包括董事酬金）
- 薪金及其他費用
- 退休福利計劃供款
人事費用總額
折舊
預付土地租金之釋放
行址及設備支出，
折舊 / 預付土地租金之釋放
除外：
- 物業租金及差餉
- 其他
其他營業支出

13. OPERATING EXPENSES

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Auditor's remuneration	4,607	4,304
Staff costs (including directors' emoluments)		
- Salaries and other costs	432,385	423,522
- Retirement benefits scheme contributions	31,655	30,846
Total staff costs	464,040	454,368
Depreciation	54,878	59,209
Release of prepaid lease payments for land	66	66
Premises and equipment expenses, excluding depreciation / release of prepaid lease payments for land		
- Rentals and rates for premises	42,299	44,030
- Others	23,313	26,367
Other operating expenses	192,372	200,247
	<u>781,575</u>	<u>788,591</u>

營運租賃之最低租金支出為港幣35,007,000元（二零一二年：港幣37,220,000元）已包括於行址及設備支出中。

Included in the premises and equipment expenses are minimum lease payments under operating lease of HK\$35,007,000 (2012: HK\$37,220,000).

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 14. 董事、行政總裁及僱員薪酬

支付或應付予本銀行董事及行政總裁之薪酬總額如下：

### 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

The emoluments paid or payable to each of the directors and the chief executive of the Bank were as follows:

	2013					2012				
	袍金 Fees 港幣千元 HK\$'000	薪金及 其他福利 Salaries and other benefits 港幣千元 HK\$'000	特別獎金 Discretionary bonus 港幣千元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefits scheme 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	袍金 Fees 港幣千元 HK\$'000	薪金及 其他福利 Salaries and other benefits 港幣千元 HK\$'000	特別獎金 Discretionary bonus 港幣千元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefits scheme 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
<b>常務董事及行政總裁</b>	(附註 Note 2)					(附註 Note 2)				
<b>Executive Directors and Chief Executive</b>										
廖烈武	250	437	34	41	762	250	454	34	41	779
廖烈智 (附註 1)	150	7,980	280	336	8,746	150	7,515	280	318	8,263
劉惠民	150	3,568	330	356	4,404	150	2,328	195	231	2,904
廖鐵城	150	4,013	329	395	4,887	150	4,337	329	395	5,211
廖俊寧	150	2,433	135	162	2,880	150	2,047	135	161	2,493
曾昭永 (於二零一二年十二月三十一日辭任常務董事)	-	-	-	-	-	150	2,186	182	215	2,733
王克嘉 (於二零一二年十二月三十一日辭任常務董事)	-	-	-	-	-	150	2,130	180	205	2,665
<b>常務董事及行政總裁薪酬總額</b>	<b>850</b>	<b>18,431</b>	<b>1,108</b>	<b>1,290</b>	<b>21,679</b>	<b>1,150</b>	<b>20,997</b>	<b>1,335</b>	<b>1,566</b>	<b>25,048</b>
<b>非常務董事</b>	<b>Non-executive Directors</b>					<b>Non-executive Directors</b>				
何家樂	170	-	-	-	170	104	-	-	-	104
廖駿倫 (於二零一二年十二月三十一日辭任非常務董事)	-	-	-	-	-	170	23	-	-	193
堀越秀一	170	-	-	-	170	68	-	-	-	68
廖坤城	250	-	-	-	250	170	-	-	-	170
周卓如	250	-	-	-	250	250	-	-	-	250
孟慶惠	170	-	-	-	170	170	-	-	-	170
王曉明 (於二零一二年五月二十二日辭任非常務董事)	-	-	-	-	-	66	-	-	-	66
大塚英充 (於二零一二年八月八日辭任非常務董事)	-	-	-	-	-	102	-	-	-	102
<b>非常務董事薪酬總額</b>	<b>1,010</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,010</b>	<b>1,100</b>	<b>23</b>	<b>-</b>	<b>-</b>	<b>1,123</b>
<b>獨立非常務董事</b>	<b>Independent Non-executive Directors</b>					<b>Independent Non-executive Directors</b>				
陳有慶	250	-	-	-	250	250	-	-	-	250
范華達 (於二零一二年八月八日調任為獨立非常務董事)	250	80	-	-	330	250	80	-	-	330
謝德耀	250	-	-	-	250	250	-	-	-	250
鄭毓和	250	-	-	-	250	250	-	-	-	250
馬照祥	250	-	-	-	250	250	-	-	-	250
<b>獨立非常務董事薪酬總額</b>	<b>1,250</b>	<b>80</b>	<b>-</b>	<b>-</b>	<b>1,330</b>	<b>1,250</b>	<b>80</b>	<b>-</b>	<b>-</b>	<b>1,330</b>
<b>總額</b>	<b>3,110</b>	<b>18,511</b>	<b>1,108</b>	<b>1,290</b>	<b>24,019</b>	<b>3,500</b>	<b>21,100</b>	<b>1,335</b>	<b>1,566</b>	<b>27,501</b>

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 14. 董事、行政總裁及僱員薪酬 - 續

附註：1. 本銀行之副主席兼董事總經理。

2. 特別獎金參照董事個人表現及由薪酬委員會批准。

劉惠民先生也是本銀行的行政總裁而以上披露之薪酬已包括其以行政總裁身份提供的服務。

本集團二零一三年及二零一二年分別四名及五名薪酬最高之僱員均為本銀行之董事，其薪酬詳列於上述附註。本集團二零一三年的五名薪酬最高之僱員中其餘者的薪酬範圍介乎港幣 2,500,001 元至港幣 3,500,000 元。截至二零一三年十二月三十一日及二零一二年十二月三十一日止年度，並沒有董事或行政總裁放棄薪酬。

## 15. 稅項

稅項支出包括：

香港利得稅  
- 是年度  
- 往年度回撥差額

海外稅項  
- 是年度  
- 往年度撥備（回撥）差額

遞延稅項（附註 35）

香港利得稅乃依據本年度估計應課稅溢利稅率百分之十六點五計算（二零一二年：百分之十六點五）。

其他司法管轄地區之稅率乃根據其司法管轄地區之現行稅率計算。

## 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS - continued

Notes: 1. Being the Deputy Chairman and Managing Director.

2. The discretionary bonus is determined by reference to the individual performance of the directors and approved by the Remuneration Committee.

Mr Lau Wai Man is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

The four and five highest paid individuals in the Group in 2013 and 2012 respectively were the directors of the Bank and details of their emoluments are included above. The remaining in the five highest paid individuals in the Group in 2013 was the emolument band of HK\$2,500,001 - HK\$3,500,000. No directors nor the chief executive waived any emoluments in the years ended 31 December 2013 and 31 December 2012.

## 15. TAXATION

The tax charge comprises:

Hong Kong Profits Tax  
- current year  
- over provision in prior years

Overseas taxation  
- current year  
- under (over) provision in prior years

Deferred tax (Note 35)

Hong Kong Profits Tax is calculated at 16.5% (2012: 16.5%) of the estimated assessable profit for the year.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
	88,204	84,641
	(1,728)	(229)
	<u>86,476</u>	<u>84,412</u>
	21,390	16,815
	1,708	(402)
	<u>2,863</u>	<u>2,220</u>
	<u><u>112,437</u></u>	<u><u>103,045</u></u>



## 綜合財務報表之附註

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#### 15. 稅項 - 續

本集團的綜合損益表中除稅前溢利與是年度之稅項支出之對賬如下：

除稅前溢利
按本地之利得稅稅率百分之十六點五（二零一二年：百分之十六點五）計算之稅項
所佔聯營公司之溢利之稅務影響
不可扣減支出之稅務影響
毋須課稅之收入之稅務影響
往年度回撥差額
在其他司法管轄地區經營之附屬公司及分行繳納不同稅率之稅務影響
其他
本年度稅項支出

#### 15. TAXATION - continued

The tax charge for the year can be reconciled to the Group's profit before taxation per the consolidated statement of profit or loss as follows:

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Profit before taxation	<u>669,855</u>	<u>646,385</u>
Tax at the domestic income tax rate of 16.5% (2012: 16.5%)	110,526	106,654
Tax effect of share of profits of associates	(5,297)	(5,945)
Tax effect of expenses not deductible for tax purpose	68	64
Tax effect of income not taxable for tax purpose	(2,546)	(4,881)
Over provision in prior years	(20)	(631)
Effect of different tax rates of subsidiaries and branches operating in other jurisdictions	6,958	5,350
Others	<u>2,748</u>	<u>2,434</u>
Tax charge for the year	<u>112,437</u>	<u>103,045</u>

#### 16. 股息

本年度被確認為派發之股息：

二零一三年年度中期， 每股港幣 0.14 元 (二零一二年：二零一二年 年度中期，每股港幣 0.11 元)
二零一二年年度末期， 每股港幣 0.35 元 (二零一二年：二零一一年 年度末期，每股港幣 0.35 元)

#### 16. DIVIDENDS

Dividends recognised as distribution during the year:

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
2013 Interim - HK\$0.14 (2012: 2012 Interim - HK\$0.11) per share	60,900	47,850
2012 Final - HK\$0.35 (2012: 2011 Final - HK\$0.35) per share	152,250	152,250
	<u>213,150</u>	<u>200,100</u>

董事會建議擬派發本年度末期股息為每股港幣 0.33 元，合共港幣 143,550,000 元（二零一二年：港幣 0.35 元，合共港幣 152,250,000 元），並將於下次週年股東大會中由股東批核。

The final dividend of HK\$0.33 per share, totalling HK\$143,550,000, in respect of the current financial year (2012: HK\$0.35 per share, totalling HK\$152,250,000) has been proposed by the directors and is subject to approval by the shareholders in the next annual general meeting.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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## 16. 股息 - 續

於二零一三年十二月二十日召開的特別股東大會，批准於二零一四年二月四日已登記於本銀行的股東名冊內之股東獲得每股港幣4.5195元之中期特別股息，合共港幣1,965,982,500元。當最終控股公司及廣州越秀集團有限公司於二零一三年十月二十五日的部份出售（定義及規定見本銀行發出的聯合公告）成為無條件限制及物業轉讓（定義及規定見本銀行發出的聯合公告）已於二零一四年二月十九日完成，支付中期特別股息的附帶條件已於二零一四年二月五日被滿足。每股港幣4.5195元之中期特別股息已於二零一四年二月二十日支付。有關物業轉讓詳情，請參閱附註43。

## 17. 每股盈利 - 基本

每股基本盈利之計算乃根據本銀行擁有人應佔溢利港幣577,418,000元（二零一二年：港幣543,340,000元）及於年內已發行435,000,000股（二零一二年：435,000,000股）普通股計算。

因為截至二零一三年十二月三十一日止年度沒有發行潛在普通股，所以並沒有每股攤薄盈利（二零一二年：無）。

## 18. 庫存現金及短期資金

## 16. DIVIDENDS - continued

At an extraordinary general meeting on 20 December 2013, a special interim dividend of HK\$4.5195 per share, totaling HK\$1,965,982,500 to shareholders on the Bank's register of members as of 4 February 2014 was approved. The conditions for payment of the special interim dividend were satisfied on 5 February 2014, when the Partial Disposal, as defined and stipulated in the joint announcement made by the Bank, the ultimate holding company and Guangzhou Yue Xiu Holdings Limited on 25 October 2013, became unconditional, and on 19 February 2014 when the completion of the Property Transfer, as defined and stipulated in this joint arrangement, took place. The special interim dividend of HK\$4.5195 per share was paid on 20 February 2014. Further details of the Property Transfer are set out in note 43.

## 17. EARNINGS PER SHARE - BASIC

The calculation of basic earnings per share is based on the profit attributable to owners of the Bank of HK\$577,418,000 (2012: HK\$543,340,000) and on 435,000,000 (2012: 435,000,000) ordinary shares in issue during the year.

No diluted earnings per share is presented as no potential ordinary shares were in issue during the year ended 31 December 2013 (2012: nil).

## 18. CASH AND SHORT-TERM FUNDS

	集團 THE GROUP		銀行 THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
庫存現金及存放同業及 其他財務機構款項	3,248,318	6,060,810	3,237,822	6,050,407
通知及短期存款	11,789,323	10,472,554	11,789,323	10,472,554
外匯基金票據	1,107,796	798,513	1,107,796	798,513
	<b>16,145,437</b>	<b>17,331,877</b>	<b>16,134,941</b>	<b>17,321,474</b>

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 19. 衍生金融工具

### 19. DERIVATIVE FINANCIAL INSTRUMENTS

#### 集團及銀行 THE GROUP AND THE BANK

	2013						2012					
	名義金額 Notional amount 港幣千元 HK\$'000	公平值 Fair values			名義金額 Notional amount 港幣千元 HK\$'000	公平值 Fair values						
		資產 Assets		負債 Liabilities		資產 Assets		負債 Liabilities				
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000				
持作買賣用途的衍生工具	Derivatives held for trading											
- 外幣遠期合約	- Foreign currency forward contracts											
	5,779,843	10,078	42,011	6,037,758	16,584	21,380						
- 利率掉期合約	- Interest rate swaps											
	120,000	984	11,059	796,280	4,562	95,192						
- 跨貨幣利率掉期合約	- Cross-currency interest rate swap											
	-	-	-	36,040	-	1,582						
指定作對沖工具的衍生工具	Derivatives designated as hedging instruments											
- 利率掉期合約	- Interest rate swaps											
	6,700,061	159,073	42,499	5,286,864	166,765	120,792						
- 跨貨幣利率掉期合約	- Cross-currency interest rate swaps											
	233,306	-	5,084	233,306	-	9,710						
		170,135	100,653		187,911	248,656						

於二零一三年十二月三十一日，外幣遠期合約的主要買入貨幣包括港幣及澳幣（二零一二年：港幣及澳幣），及主要賣出貨幣包括人民幣及美元（二零一二年：人民幣及美元）。於二零一三年及二零一二年十二月三十一日，所有這些合約的結算日均在報告期末一年內。

The currencies of foreign currency forward contracts as at 31 December 2013 mainly comprise buying Hong Kong dollars and Australian dollars (2012: Hong Kong dollars and Australian dollars), and selling Renminbi and United States dollars (2012: Renminbi and United States dollars). As at 31 December 2013 and 2012, all of these contracts have a settlement date within one year from the end of the reporting period.

持作買賣用途的利率掉期合約的剩餘到期日為一至七年（二零一二年：一至八年）。

The remaining maturity of interest rate swaps held for trading ranged from 1 to 7 years (2012: 1 to 8 years).

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 19. 衍生金融工具 - 續

於二零一三年十二月三十一日，持作買賣用途的利率掉期合約的名義金額為港幣 120,000,000 元（二零一二年：港幣 796,280,000 元），當中名義金額有港幣 35,000,000 元（二零一二年：港幣 60,000,000 元）為浮動利率換固定利率的掉期合約，餘下名義金額有港幣 85,000,000 元（二零一二年：港幣 736,280,000 元）為固定利率換浮動利率的掉期合約。

於二零一二年十二月三十一日，持作買賣用途的跨貨幣利率掉期合約為浮動利率換浮動利率的償還日圓收取美元的掉期合約。

衍生工具風險之加權信貸風險金額是根據香港《銀行業條例》下的《銀行業（資本）規則》計算如下：

## 19. DERIVATIVE FINANCIAL INSTRUMENTS - continued

Of the interest rate swaps held for trading with a notional amount of HK\$120,000,000 (2012: HK\$796,280,000) as at 31 December 2013, the notional amount of HK\$35,000,000 (2012: HK\$60,000,000) was floating-to-fixed rate swaps, the remaining notional amount of HK\$85,000,000 (2012: HK\$736,280,000) was fixed-to-floating rate swaps.

The cross-currency interest rate swap held for trading as at 31 December 2012 was a floating-to-floating rate swap paying Japanese yen receiving United States dollars.

The credit risk weighted amounts of derivative exposures calculated based on the Banking (Capital) Rules of the Hong Kong Banking Ordinance are as follows:

		集團及銀行 THE GROUP AND THE BANK					
		2013			2012		
		名義金額 Notional amount 港幣千元 HK\$'000	重置成本 Replacement cost 港幣千元 HK\$'000	加權信貸 風險金額 Credit risk weighted amount 港幣千元 HK\$'000	名義金額 Notional amount 港幣千元 HK\$'000	重置成本 Replacement cost 港幣千元 HK\$'000	加權信貸 風險金額 Credit risk weighted amount 港幣千元 HK\$'000
匯率合約	Exchange rate contracts	6,013,149	10,078	19,515	6,307,104	16,584	22,865
利率合約	Interest rate contracts	6,820,061	160,057	51,237	6,083,144	171,327	53,978
			<u>170,135</u>	<u>70,752</u>		<u>187,911</u>	<u>76,843</u>

19. 衍生金融工具 - 續

重置成本是指本集團為代替該現有交易或該現有合約而須與另一對手訂立另一項對本集團有大致相同經濟後果的合約的情況下，本集團會產生的成本及是藉將該現有交易或該現有合約按市價計值方式計算的。如所得值對本集團而言是正數，重置成本則為該現有交易或該現有合約的所得值。如所得值對本集團而言是負數，重置成本則為零。重置成本乃此等合約之信用風險於報告期末之接近的估計金額。

衍生金融工具包括匯率合約及利率合約以公平值於財務狀況表列賬。

衍生金融工具的公平值並不考慮雙邊淨額結算協議之影響。

固定利率債券的公平值對沖

本集團指定相當利率掉期合約及跨貨幣利率掉期合約作為公平值對沖，以對沖其可供出售之債務證券之公平值變動。於二零一三年十二月三十一日，這些可供出售之債務證券的賬面值為港幣 5,182,952,000 元（二零一二年：港幣 3,990,868,000 元）。目的是要減低因公平值變動所引致之風險，方法是透過把這些固定利率債券的利率由固定利率轉換為浮動利率。這些利率掉期合約及跨貨幣利率掉期合約及其相關的固定利率債券擁有相同的條款，本集團之管理層認為該等利率掉期合約及跨貨幣利率掉期合約是高度有效的對沖工具。這些利率掉期合約、跨貨幣利率掉期合約及債務證券的剩餘到期日為一至十年。

19. DERIVATIVE FINANCIAL INSTRUMENTS - continued

Replacement cost is the cost which would be incurred by the Group if it was required to enter into another contract to replace the existing transaction or existing contract with another counterparty with substantially the same economic consequences for the Group and is calculated by marking-to-market the existing transaction or contract. If the resultant value is positive for the Group, the replacement cost shall be the resultant value of the existing transaction or existing contract. If the resultant value is negative for the Group, the replacement cost shall be zero. Replacement cost is a close approximation of the credit risk for these contracts at the end of the reporting period.

The derivative financial instruments including exchange rate contracts and interest rate contracts have been recognised in the statements of financial position at fair value.

The fair values of the derivative financial instruments do not take into account the effect of any bilateral netting agreement.

Fair value hedge of fixed-rate bonds

The Group designates certain interest rate swaps and cross-currency interest rate swaps as fair value hedges of available-for-sale debt securities with carrying amounts of HK\$5,182,952,000 (2012: HK\$3,990,868,000) as at 31 December 2013. The purpose is to minimise its exposure to fair value changes of its fixed-rate bonds by swapping these fixed-rate bonds from fixed rates to floating rates. The interest rate swaps and cross-currency interest rate swaps and the corresponding fixed-rate bonds have the same terms. The management of the Group considers that the interest rate swaps and cross-currency interest rate swaps are highly effective hedging instruments. The remaining maturity of these interest rate swaps, cross-currency interest rate swaps and debt securities ranged from 1 to 10 years.

19. 衍生金融工具 - 續

固定利率債券的公平值對沖 - 續

於二零一三年及二零一二年十二月三十一日止年度期間，上述公平值對沖能有效地對沖因利率變動所引致的公平值變動風險，於是，相關的債券之公平值的虧損為港幣 157,671,000 元（二零一二年：溢利為港幣 25,349,000 元）及利率掉期合約之公平值的溢利為港幣 153,490,000 元（二零一二年：虧損為港幣 25,759,000 元）及跨貨幣利率掉期合約之公平值的溢利為港幣 4,150,000 元（二零一二年：溢利為港幣 478,000 元），已包含於綜合損益表內。

已發行後償票據的公平值對沖

本集團指定利率掉期合約作為公平值對沖，以對沖其發行的 2.25 億美元後償票據之利率變動（詳細參閱附註 32）。目的是要減低因公平值變動所引致之風險，方法是透過把固定利率票據的利率由固定利率轉換為浮動利率。該利率掉期合約及被對沖的後償票據擁有相同的條款，本集團之管理層認為該利率掉期合約是高度有效的對沖工具。

此對沖能有效地對沖因利率變動所引致的公平值變動風險，於是，票據之公平值的減少為港幣 134,842,000 元（二零一二年：公平值的增加為港幣 48,417,000 元）及利率掉期合約之公平值的虧損為港幣 134,275,000 元（二零一二年：溢利為港幣 49,549,000 元），已包含於綜合損益表內。

19. DERIVATIVE FINANCIAL INSTRUMENTS - continued

Fair value hedge of fixed-rate bonds - continued

During the years ended 31 December 2013 and 2012, the above fair value hedges were effective in hedging the fair value exposures to interest rate movements and, as a result, both the losses in fair value of the bonds of HK\$157,671,000 (2012: gains of HK\$25,349,000) and gains in fair value of the interest rate swaps of HK\$153,490,000 (2012: losses of HK\$25,759,000) and gains in fair value of cross-currency interest rate swaps of HK\$4,150,000 (2012: gains of HK\$478,000) were included in the consolidated statement of profit or loss.

Fair value hedge of subordinated note issued

The Group designates an interest rate swap as fair value hedge of the interest rate movement of the US\$225 million subordinated note issued (see note 32 for details). The purpose is to minimise its exposure to fair value changes of its fixed-rate note by swapping fixed-rate note from fixed rates to floating rates. The interest rate swap and the hedged subordinated note have the same terms and management of the Group considers that the interest rate swap is a highly effective hedging instrument.

The hedge was effective in hedging the fair value exposure to interest rate movements and as a result, both the decrease in fair value of the note of HK\$134,842,000 (2012: increase in fair value of HK\$48,417,000) and losses in fair value of the interest rate swap of HK\$134,275,000 (2012: gains of HK\$49,549,000) were included in the consolidated statement of profit or loss.

# 綜合財務報表之附註

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### 20. 證券投資

### 20. INVESTMENTS IN SECURITIES

		集團 THE GROUP					銀行 THE BANK				
		按公平值列賬及 列入損益賬之金融資產 Financial assets at fair value through profit or loss					按公平值列賬及 列入損益賬之金融資產 Financial assets at fair value through profit or loss				
		持作 買賣用途 Held for trading	指定按 公平值列賬 Designated at fair value	可供出售 之證券 Available- for-sale securities	持至到期 日之證券 Held-to- maturity securities	總額 Total	持作 買賣用途 Held for trading	指定按 公平值列賬 Designated at fair value	可供出售 之證券 Available- for-sale securities	持至到期 日之證券 Held-to- maturity securities	總額 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
二零一三年	2013										
股本證券：	Equity securities:										
香港上市	Listed in Hong Kong	211	-	199,680	-	199,891	-	-	97,289	-	97,289
海外上市	Listed overseas	-	-	7,713	-	7,713	-	-	7,713	-	7,713
		211	-	207,393	-	207,604	-	-	105,002	-	105,002
非上市	Unlisted	-	-	36,525	-	36,525	-	-	32,557	-	32,557
		211	-	243,918	-	244,129	-	-	137,559	-	137,559
債務證券：	Debt securities:										
存款證	Certificates of deposit	-	-	-	4,675,621	4,675,621	-	-	-	4,675,621	4,675,621
可換股債券	Convertible bonds	-	91,968	-	-	91,968	-	91,968	-	-	91,968
其他債務證券 - 非上市	Other debt securities - Unlisted	-	-	5,189,323	3,651,101	8,840,424	-	-	5,189,323	3,651,101	8,840,424
		-	91,968	5,189,323	8,326,722	13,608,013	-	91,968	5,189,323	8,326,722	13,608,013
總額：	Total:										
香港上市	Listed in Hong Kong	211	-	199,680	-	199,891	-	-	97,289	-	97,289
海外上市	Listed overseas	-	-	7,713	-	7,713	-	-	7,713	-	7,713
非上市	Unlisted	-	91,968	5,225,848	8,326,722	13,644,538	-	91,968	5,221,880	8,326,722	13,640,570
		211	91,968	5,433,241	8,326,722	13,852,142	-	91,968	5,326,882	8,326,722	13,745,572
上市證券市值：	Market value of listed securities:										
香港上市	Listed in Hong Kong	211	-	199,680	-	199,891	-	-	97,289	-	97,289
海外上市	Listed overseas	-	-	7,713	-	7,713	-	-	7,713	-	7,713
		211	-	207,393	-	207,604	-	-	105,002	-	105,002
按發行人分類：	As analysed by issuing entities:										
中央政府及中央銀行	Central governments and central banks	-	-	-	7,627	7,627	-	-	-	7,627	7,627
公營機構	Public sector entities	-	-	55,029	176,769	231,798	-	-	55,029	176,769	231,798
同業及其他財務機構	Banks and other financial institutions	43	-	363,505	6,619,205	6,982,753	-	-	322,456	6,619,205	6,941,661
企業	Corporate entities	168	91,968	5,010,154	1,523,121	6,625,411	-	91,968	4,948,812	1,523,121	6,563,901
其他	Others	-	-	4,553	-	4,553	-	-	585	-	585
		211	91,968	5,433,241	8,326,722	13,852,142	-	91,968	5,326,882	8,326,722	13,745,572

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### 20. 證券投資 - 續

### 20. INVESTMENTS IN SECURITIES - continued

		集團 THE GROUP					銀行 THE BANK				
		按公平值列賬及 列入損益賬之金融資產 Financial assets at fair value through profit or loss					按公平值列賬及 列入損益賬之金融資產 Financial assets at fair value through profit or loss				
		持作 買賣用途 Held for trading	指定按 公平值列賬 Designated at fair value	可供出售 之證券 Available- for-sale securities	持至到期 日之證券 Held-to- maturity securities	總額 Total	持作 買賣用途 Held for trading	指定按 公平值列賬 Designated at fair value	可供出售 之證券 Available- for-sale securities	持至到期 日之證券 Held-to- maturity securities	總額 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
二零一二年	2012										
股本證券：	Equity securities:										
香港上市	Listed in Hong Kong	261	-	184,012	-	184,273	-	-	95,853	-	95,853
海外上市	Listed overseas	-	-	9,055	-	9,055	-	-	9,055	-	9,055
		261	-	193,067	-	193,328	-	-	104,908	-	104,908
非上市	Unlisted	-	-	35,610	-	35,610	-	-	31,642	-	31,642
		261	-	228,677	-	228,938	-	-	136,550	-	136,550
債務證券：	Debt securities:										
存款證	Certificates of deposit	-	-	-	3,693,321	3,693,321	-	-	-	3,693,321	3,693,321
結構性工具	Structured products	-	419,101	-	-	419,101	-	419,101	-	-	419,101
可換股債券	Convertible bonds	-	794,048	-	-	794,048	-	794,048	-	-	794,048
其他債務證券 - 非上市	Other debt securities - Unlisted	-	-	3,993,540	5,906,699	9,900,239	-	-	3,993,540	5,906,699	9,900,239
		-	1,213,149	3,993,540	9,600,020	14,806,709	-	1,213,149	3,993,540	9,600,020	14,806,709
總額：	Total:										
香港上市	Listed in Hong Kong	261	-	184,012	-	184,273	-	-	95,853	-	95,853
海外上市	Listed overseas	-	-	9,055	-	9,055	-	-	9,055	-	9,055
非上市	Unlisted	-	1,213,149	4,029,150	9,600,020	14,842,319	-	1,213,149	4,025,182	9,600,020	14,838,351
		261	1,213,149	4,222,217	9,600,020	15,035,647	-	1,213,149	4,130,090	9,600,020	14,943,259
上市證券市值：	Market value of listed securities:										
香港上市	Listed in Hong Kong	261	-	184,012	-	184,273	-	-	95,853	-	95,853
海外上市	Listed overseas	-	-	9,055	-	9,055	-	-	9,055	-	9,055
		261	-	193,067	-	193,328	-	-	104,908	-	104,908
按發行人分類：	As analysed by issuing entities:										
中央政府及中央銀行	Central governments and central banks	-	-	-	3,382	3,382	-	-	-	3,382	3,382
公營機構	Public sector entities	-	-	56,016	196,401	252,417	-	-	56,016	196,401	252,417
同業及其他財務機構	Banks and other financial institutions	43	419,101	353,885	7,809,345	8,582,374	-	419,101	325,618	7,809,345	8,554,064
企業	Corporate entities	218	794,048	3,807,796	1,590,892	6,192,954	-	794,048	3,747,904	1,590,892	6,132,844
其他	Others	-	-	4,520	-	4,520	-	-	552	-	552
		261	1,213,149	4,222,217	9,600,020	15,035,647	-	1,213,149	4,130,090	9,600,020	14,943,259



20. 證券投資 - 續

本集團及本銀行為被分類為可供出售的金融工具中的股本證券多年累計的減值損失分別為港幣 44,740,000 元 (二零一二年: 港幣 44,879,000 元) 及港幣 16,013,000 元 (二零一二年: 港幣 16,012,000 元)。

所有結構性工具已於二零一三年十二月三十一日年度期間出售。於二零一二年十二月三十一日, 包含在結構性工具的信貸掛鈎票據為港幣 419,101,000 元。本集團所持有的信貸掛鈎票據, 其票面年息率由三個月的倫敦銀行同業拆息加 1.3% 至 2.0% 不等, 並將於二零一五年至二零一六年到期。假如其參考機構 (於二零一二年十二月三十一日, 穆迪的信貸評級為 A1 或以上) 違約, 信貸掛鈎票據的發行商無須償還本集團票據的債務。

本集團及本銀行分別持有港幣 36,454,000 元 (二零一二年: 港幣 35,571,000 元) 及港幣 32,486,000 元 (二零一二年: 港幣 31,603,000 元) 被分類為可供出售的非上市股本證券是以成本扣除減值計量的。這些股本證券並沒有作任何減值。

20. INVESTMENTS IN SECURITIES - continued

For the equity securities classified as available-for-sale financial instruments, impairment losses accumulated through the years of HK\$44,740,000 (2012: HK\$44,879,000) and HK\$16,013,000 (2012: HK\$16,012,000) have been provided by the Group and the Bank respectively.

All structured products have been disposed during the year ended 31 December 2013. As at 31 December 2012, included in structured products were credit linked notes of HK\$419,101,000. The credit linked notes held by the Group bore three-month LIBOR with spreads ranging from 1.3% to 2.0% per annum and maturity dates ranging from 2015 to 2016. The note issuers were not obligated to repay the debt to the Group if the reference entities (rated A1 or above by Moody's as at 31 December 2012) defaulted.

Unlisted equity securities classified as available-for-sale held by the Group and the Bank amounting to HK\$36,454,000 (2012: HK\$35,571,000) and HK\$32,486,000 (2012: HK\$31,603,000) respectively are measured at cost less impairment. No impairment has been recognised.

綜合財務報表之附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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**20. 證券投資 - 續**

本銀行三藩市分行持有港幣 17,060,000 元 (二零一二年: 港幣 17,054,000 元) 持至到期日之存款證, 已遵照加利福尼亞州財務守則之要求, 質押予美利堅合眾國加利福尼亞州。

由香港特別行政區及中國發行而被分類為持至到期日之債務證券總額為港幣 7,627,000 元 (二零一二年: 港幣 3,382,000 元)。

本集團及本銀行所持有的被分類為可供出售之證券及持至到期日之證券的可換股債券及債務證券主要是由來自中國、香港及澳洲的企業及財務機構作擔保或發行。

本集團及本銀行所持有的被分類為持至到期日證券的存款證主要是由中國、日本及香港銀行發行。本集團及本銀行持有上述持至到期日之存款證總額為港幣 2,474,632,000 元 (二零一二年: 港幣 1,731,693,000 元) 及持至到期日之債務證券總額為港幣 256,467,000 元 (二零一二年: 港幣 900,850,000 元), 其信用風險來自中國。

**20. INVESTMENTS IN SECURITIES - continued**

Certain held-to-maturity certificates of deposit of HK\$17,060,000 (2012: HK\$17,054,000) held by the San Francisco Branch of the Bank have been pledged to the State of California of the United States of America in compliance with the requirements of the California Financial Code.

Debt securities classified as held-to-maturity amounting to HK\$7,627,000 (2012: HK\$3,382,000) were issued by the Government of Hong Kong Special Administrative Region and the PRC.

The convertible bonds and the debt securities classified as available-for-sale securities and held-to-maturity securities held by the Group and the Bank are mainly guaranteed or issued by corporates and financial institutions from the PRC, Hong Kong and Australia.

The certificates of deposit classified as held-to-maturity securities held by the Group and the Bank are mainly issued by banks from the PRC, Japan and Hong Kong. Of the above, held-to-maturity certificates of deposit amounting to HK\$2,474,632,000 (2012: HK\$1,731,693,000) and held-to-maturity debt securities amounting to HK\$256,467,000 (2012: HK\$900,850,000) held by the Group and the Bank are credit exposures to the PRC.

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### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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#### 21. 金融資產的轉移

以下為本集團及本銀行於二零一三年十二月三十一日及二零一二年十二月三十一日已轉移至另一個體並同意在指定日期以指定價格回購的被分類為持至到期日及可供出售之債務證券。由於本集團沒有轉移有關這些債務證券之主要風險及報酬予該個體，這些債務證券的全數賬面值會繼續被確認。該轉移所收到的現金會被呈報為負債列於「於回購協議下出售之金融資產」項下（參閱附註29）。已轉移的債務證券會被視作這些負債的抵押品。於所涉及的期間內，這些債務證券的法定權益已轉移給該個體，該個體可以不受限制地把這些抵押品出售或再抵押。這些債務證券會以攤銷成本或按公平值計量列於本集團的綜合財務狀況表內。

轉移資產之賬面值

相關負債之賬面值  
(附註29)

轉移資產之賬面值

相關負債之賬面值  
(附註29)

#### 21. TRANSFER OF FINANCIAL ASSETS

The following were the Group's and the Bank's debt securities classified as held-to-maturity and available-for-sale as at 31 December 2013 and 31 December 2012 that were transferred to an entity with terms to repurchase these debt securities at agreed dates and prices. As the Group has not transferred the significant risks and rewards relating to these debt securities to the entity, the full carrying amount of these debt securities continued to be recognised. The cash received on the transfer was reported as liabilities under "Financial assets sold under repurchase agreements" (see note 29). The transferred debt securities serve as collateral to secure these liabilities. During the covered period, the legal title of the debt securities are transferred to the counterparty entity and there is no restriction for the counterparty entity to sell or repledge the collateral. These debt securities are either measured at amortised cost or carried at fair value in the statements of financial position.

於二零一三年十二月三十一日  
As at 31 December 2013

可供出售之 債務證券 Available- for-sale debt securities 港幣千元 HK\$'000	持至到期日 之債務證券 Held-to- maturity debt securities 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
1,287,098	156,463	1,443,561
<u>1,115,597</u>	<u>141,060</u>	<u>1,256,657</u>

於二零一二年十二月三十一日  
As at 31 December 2012

可供出售之 債務證券 Available- for-sale debt securities 港幣千元 HK\$'000	持至到期日 之債務證券 Held-to- maturity debt securities 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
393,490	117,621	511,111
<u>326,687</u>	<u>106,994</u>	<u>433,681</u>

Carrying amount of  
transferred assets

Carrying amount of  
associated liabilities  
(Note 29)

Carrying amount of  
transferred assets

Carrying amount of  
associated liabilities  
(Note 29)

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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## 22. 貸款及其他賬項

## 22. ADVANCES AND OTHER ACCOUNTS

		集團 THE GROUP		銀行 THE BANK	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
客戶貸款	Advances to customers				
應收票據	Bills receivable	406,924	373,401	406,924	373,401
貿易票據	Trade bills	2,164,983	453,669	2,164,983	453,669
其他客戶貸款	Other advances to customers	42,548,307	38,365,119	42,548,307	38,365,119
		<u>45,120,214</u>	<u>39,192,189</u>	<u>45,120,214</u>	<u>39,192,189</u>
應收利息	Interest receivable	215,923	232,270	215,578	231,965
減值準備	Impairment allowances				
- 個別評估	- Individually assessed	(14,755)	(24,054)	(14,755)	(24,054)
- 集體評估	- Collectively assessed	(189,425)	(164,506)	(189,425)	(164,506)
		<u>45,131,957</u>	<u>39,235,899</u>	<u>45,131,612</u>	<u>39,235,594</u>
同業及其他財務機構貸款	Advances to banks and other financial institutions	-	2,164,842	-	2,164,842
		<u>45,131,957</u>	<u>41,400,741</u>	<u>45,131,612</u>	<u>41,400,436</u>
其他賬項	Other accounts	671,626	708,477	431,841	485,143
		<u>45,803,583</u>	<u>42,109,218</u>	<u>45,563,453</u>	<u>41,885,579</u>

包含在本集團之「其他賬項」為若干存放於銀行的利率掉期合約之變動保證金，外匯遠期合約及回購協議為港幣 20,554,000 元（二零一二年：港幣 94,479,000 元）及其中一筆為數約港幣 271,049,000 元（二零一二年：港幣 246,484,000 元）為本銀行汕頭分行存放中國之財務機構作為儲備金之款項。存放於中國人民銀行之法定存款準備金及額外存款準備金，分別為港幣 55,791,000 元（二零一二年：港幣 64,861,000 元）及港幣 44,157,000 元（二零一二年：港幣 13,699,000 元）；法定存款準備金並不用作本集團的日常運作。以符合中國外資金融機構管理條例之規定，存放於中國其他財務機構的定期存款為港幣 171,101,000 元（二零一二年：港幣 167,924,000 元）。

本集團「其他賬項」的餘額為港幣 380,023,000 元（二零一二年：港幣 367,514,000 元）主要包括來自香港中央結算有限公司及與客戶證券買賣之應收賬款為港幣 208,206,000 元（二零一二年：港幣 195,996,000 元）。

Included in the “Other Accounts” of the Group and the Bank are variation margin of HK\$20,554,000 (2012: HK\$94,479,000) deposited in banks for certain interest rate swaps, foreign currency forward contracts and repurchase agreements and an amount of approximately HK\$271,049,000 (2012: HK\$246,484,000) placed as reserve funds with the financial institutions in the PRC by the Shantou Branch of the Bank. Among which, HK\$55,791,000 (2012: HK\$64,861,000) and HK\$44,157,000 (2012: HK\$13,699,000) are the mandatory reserve deposits and surplus reserve deposits placed with the People’s Bank of China, respectively. The mandatory reserve deposits are not available for the Group’s daily operation; HK\$171,101,000 (2012: HK\$167,924,000) are the fixed deposits placed with other financial institutions in the PRC in compliance with the requirements of Regulations Governing Foreign Financial Institutions of the PRC.

The remaining balance of “Other Accounts” of the Group amounting to HK\$380,023,000 (2012: HK\$367,514,000) mainly included account receivables from HKSCC and brokerage clients in relation to securities dealing of HK\$208,206,000 (2012: HK\$195,996,000).

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 22. 貸款及其他賬項 - 續

貸款之減值準備：

於二零一三年一月一日結餘	減值準備(淨額)	- 增加減值準備	- 撥回額	註銷額	收回往年已註銷之貸款	折扣計算的效果	匯兌調整	於二零一三年十二月三十一日結餘
於二零一二年一月一日結餘	減值回撥準備(淨額)	- 增加減值準備	- 撥回額	註銷額	收回往年已註銷之貸款	折扣計算的效果	匯兌調整	於二零一二年十二月三十一日結餘

減值貸款詳情如下：

減值貸款總額	減：個別評估減值準備	淨減值貸款	減值貸款總額佔客戶貸款總額之百分比	抵押品之市值
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### 22. ADVANCES AND OTHER ACCOUNTS - continued

Impairment allowances on advances:

	集團 THE GROUP			銀行 THE BANK		
	個別評估 Individual assessment 港幣千元 HK\$'000	集體評估 Collective assessment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	個別評估 Individual assessment 港幣千元 HK\$'000	集體評估 Collective assessment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
<b>Balance 1 January 2013</b>	24,054	164,506	188,560	24,054	164,506	188,560
Charge of impairment allowances (net)	10,437	24,800	35,237	10,437	24,800	35,237
- Increase in impairment allowances	20,726	24,800	45,526	20,726	24,800	45,526
- Amounts reversed	(10,289)	-	(10,289)	(10,289)	-	(10,289)
Amounts written off	(20,055)	-	(20,055)	(20,055)	-	(20,055)
Recoveries of advances written off in previous years	557	-	557	557	-	557
Unwinding effect of discount rate	(238)	-	(238)	(238)	-	(238)
Exchange difference	-	119	119	-	119	119
<b>Balance 31 December 2013</b>	<b>14,755</b>	<b>189,425</b>	<b>204,180</b>	<b>14,755</b>	<b>189,425</b>	<b>204,180</b>
<b>Balance 1 January 2012</b>	40,553	172,015	212,568	40,553	172,015	212,568
Reversal of impairment allowances (net)	(57,513)	(7,715)	(65,228)	(57,513)	(7,715)	(65,228)
- Increase in impairment allowances	6,214	-	6,214	6,214	-	6,214
- Amounts reversed	(63,727)	(7,715)	(71,442)	(63,727)	(7,715)	(71,442)
Amounts written off	(3,709)	-	(3,709)	(3,709)	-	(3,709)
Recoveries of advances written off in previous years	45,097	-	45,097	45,097	-	45,097
Unwinding effect of discount rate	(374)	-	(374)	(374)	-	(374)
Exchange difference	-	206	206	-	206	206
<b>Balance 31 December 2012</b>	<b>24,054</b>	<b>164,506</b>	<b>188,560</b>	<b>24,054</b>	<b>164,506</b>	<b>188,560</b>

Details of the impaired loans are as follows:

	集團及銀行 THE GROUP AND THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Gross impaired loans	18,734	24,194
Less: Impairment allowances under individual assessment	(14,755)	(24,054)
Net impaired loans	3,979	140
Gross impaired loans as a percentage of gross advances to customers	0.04%	0.06%
Market value of collateral pledged	14,081	76,635

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## 23. 投資於附屬公司 / 附屬公司 欠款

(i) 投資於附屬公司

非上市股票，成本值

於二零一三年及二零一二年  
十二月三十一日主要附屬公司  
之資料如下：

## 23. INVESTMENTS IN SUBSIDIARIES / AMOUNTS DUE FROM SUBSIDIARIES

(i) Investments in subsidiaries

Unlisted shares, at cost

Details of the principal subsidiaries as at 31 December 2013 and  
2012 are as follows:

### 銀行 THE BANK

2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
<u>261,984</u>	<u>261,984</u>

公司名稱 Name of company	註冊成立 / 營業地點 Place of incorporation / operation	已發行及 繳足普通股股本 Issued and fully paid ordinary share capital	直接持有 已發行股本 百分比 Percentage of issued share capital directly held	主要業務 Principal activities
創興（代理）有限公司 Chong Hing (Nominees) Limited	香港 Hong Kong	港幣 HK\$ 100,000	100%	提供代理人服務 Provision of nominee services
創興財務有限公司 Chong Hing Finance Limited	香港 Hong Kong	港幣 HK\$ 25,000,000	100%	接受存款及貸款 Deposit-taking and lending
創興資訊科技有限公司 Chong Hing Information Technology Limited	香港 Hong Kong	港幣 HK\$ 100,000	100%	提供電子資料處理服務 Provision of electronic data processing services
創興證券有限公司 Chong Hing Securities Limited	香港 Hong Kong	港幣 HK\$ 10,000,000	100%	股票買賣 Stockbroking
創興商品期貨有限公司 Chong Hing Commodities and Futures Limited	香港 Hong Kong	港幣 HK\$ 5,000,000	100%	投資及商品期貨買賣 Investment holding and commodities and futures broking
高堡富有限公司 Gallbraith Limited	香港 Hong Kong	港幣 HK\$ 16,550,000	100%	物業投資 Property investment
高潤企業有限公司 Top Benefit Enterprise Limited	香港 Hong Kong	港幣 HK\$ 100,000	100%	物業投資 Property investment
卡聯有限公司 Card Alliance Company Limited	香港 Hong Kong	港幣 HK\$ 18,000,000	100%	信用卡管理 Credit card management
創興保險有限公司 Chong Hing Insurance Company Limited	香港 Hong Kong	港幣 HK\$ 85,000,000	100%	保險 Insurance underwriting
鴻強有限公司 Hero Marker Limited	香港 Hong Kong	港幣 HK\$ 100,000	100%	物業投資 Property investment

## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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#### 23. 投資於附屬公司 / 附屬公司 欠款 - 續

##### (i) 投資於附屬公司 - 續

於年結日或本年度任何時間內所有附屬公司並無發行任何債務資本。

董事認為以上陳列集團的附屬公司是主要影響年度業績或佔集團的淨資產相當部份。董事認為詳細列出其他附屬公司會過於冗長。

##### (ii) 附屬公司欠款

##### 附屬公司欠款

包括在附屬公司欠款為按揭貸款予附屬公司為港幣234,853,000元(二零一二年:港幣240,341,000元)。此貸款為有抵押及計算市場利息並於二零一一年十一月至二零一二年三月期間到期。

於二零一三年十二月三十一日及二零一二年十二月三十一日,餘下的附屬公司欠款為無抵押、不計利息,及按董事會意見,於三個月內還款。

#### 24. 聯營公司權益

非上市股票,成本值

扣除已收股息,

應佔收購後溢利及其他全面收益

董事認為,本集團及本銀行於此等聯營公司擁有重大影響。

#### 23. INVESTMENTS IN SUBSIDIARIES / AMOUNTS DUE FROM SUBSIDIARIES - continued

##### (i) Investments in subsidiaries - continued

None of the subsidiaries had any debt security subsisting at the end of the year or at any time during the year.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results of the year or form a substantial portion of the net assets of the Group. In the opinion of the directors, listing details of other subsidiaries would result in particulars of excessive length.

##### (ii) Amounts due from subsidiaries

##### Amounts due from subsidiaries

	銀行 THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Amounts due from subsidiaries	<u>235,662</u>	<u>248,376</u>

Included in the amounts due from subsidiaries are mortgage loans to subsidiaries of HK\$234,853,000 (2012: HK\$240,341,000). The loans are secured and bear interest at prevailing market interest rate with maturities ranging from November 2041 to March 2042.

As at 31 December 2013 and 2012, the remaining amounts due from subsidiaries are unsecured, non-interest bearing and, in the opinion of the directors, are repayable within three months.

#### 24. INTERESTS IN ASSOCIATES

	集團 THE GROUP		銀行 THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Unlisted shares, at cost	-	-	21,500	21,500
Share of post-acquisition profits and other comprehensive income net of dividends received	<u>199,437</u>	<u>182,970</u>	-	-
	<u>199,437</u>	<u>182,970</u>	<u>21,500</u>	<u>21,500</u>

The directors consider the Group and the Bank have significant influence over these entities.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 24. 聯營公司權益 - 續

於二零一三年及二零一二年十二月三十一日，本集團於下列聯營公司所佔權益如下：

公司名稱 Name of company	註冊成立及 營業地點 Place of incorporation and operation	所持股份 種類 Class of share held	所佔 擁有權 Ownership interest	所佔 投票權 Proportion of voting power (附註 Note)	業務性質 Nature of business
銀聯控股有限公司	香港	普通股			投資控股及退休計劃之信託、 管理與託管服務
Bank Consortium Holding Limited	Hong Kong	Ordinary	13.3%	14.3%	Investment holding and provision of trustee, administration and custodian services for retirement schemes
銀和再保險有限公司	香港	普通股			分保
BC Reinsurance Limited	Hong Kong	Ordinary	21.0%	21.0%	Reinsurance
香港人壽保險有限公司	香港	普通股			壽險服務
Hong Kong Life Insurance Limited	Hong Kong	Ordinary	16.7%	16.7%	Life insurance underwriting
網聯有限公司	香港	普通股			網上服務
Net Alliance Co., Limited	Hong Kong	Ordinary	17.6%	15.0%	Provision of internet services

附註：本集團能夠對所有有關個體行使重大影響，因本集團有權在公司股東協議中規定的條款下在有關公司從五名董事中委任一名至八名董事中委任的兩名董事。

Note: The Group is able to exercise significant influence over all of these entities because it has the power to appoint one out of five to two out of eight directors of these companies under the provisions stated in the shareholder's agreements.

所有有關的聯營公司於此綜合財務報表均以權益會計法入賬。

All of these associates are accounted for using the equity method in these consolidated financial statements.

本集團應佔其聯營公司權益之個別非重大總額之概括財務資料詳列如下：

The summarised financial information below represent the aggregate amount of the Group's share of its interests in associates which are not individually material:

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
其他全面收益	464	430
全面收益總額	32,567	36,458
除稅後溢利	<u>32,103</u>	<u>36,028</u>



24. 聯營公司權益 - 續

對於聯營公司以現金股息的形式將資金轉移至本集團或由本集團償還貸款的能力並沒有重大限制，除了香港人壽保險需按照香港保險公司（償付準備金）規例要求維持淨資產不低於的償付能力充足率之150% 會有可能引致資金轉移的限制。

25. 待出售之資產

於二零一三年十月二十五日，本集團及本銀行就出售之前持有作自用的香港物業與最終控股公司達成買賣協議。有關出售詳情列於附註43。於二零一三年十二月三十一日，本銀行董事會認為此出售有很大機會於一年內完成及確保確認為完成出售。買賣協議中的對價為港幣22.3億元並超過物業於二零一三年十二月三十一日的賬面值。

待出售之資產的賬面值包括：

於香港租賃土地  
長期租約（剩餘年期超過五十年）  
  
於香港的租約物業（樓宇）  
長期租約（剩餘年期超過五十年）

24. INTERESTS IN ASSOCIATES - continued

There are no significant restrictions on the ability of the associates to transfer funds to the Group in the form of cash dividends, or to repay loans or advances made by the Group, except for Hong Kong Life Insurance Limited which has to maintain net assets of not less than 150% of the required margin of solvency which is determined in accordance with the Hong Kong Insurance Companies (Margin of Solvency) Regulations and which may trigger restrictions to fund transfer.

25. ASSETS HELD FOR SALE

On 25 October 2013, the Group and the Bank entered into a sale and purchase agreement with the ultimate holding company for disposal of a property in Hong Kong previously held for own use. Details of the disposal are set out in note 43. As at 31 December 2013, the directors of the Bank considered that it was highly probable that the sale would be completed and qualify for recognition as a completed sale within one year. The consideration in the sales and purchase agreement was HK\$2,230 million which exceeds the carrying value of the property as at 31 December 2013.

The carrying amount of assets held for sale comprises:

		集團 THE GROUP		銀行 THE BANK	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
於香港租賃土地	Leasehold land in Hong Kong				
長期租約（剩餘年期超過五十年）	Held on long-term lease (over 50 years unexpired)	82,271	—	603,933	—
於香港的租約物業（樓宇）	Leasehold properties (building) in Hong Kong				
長期租約（剩餘年期超過五十年）	Held on long-term lease (over 50 years unexpired)	186,997	—	186,997	—
		<u>269,268</u>	<u>—</u>	<u>790,930</u>	<u>—</u>

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 26. 投資物業

## 26. INVESTMENT PROPERTIES

	集團 THE GROUP		銀行 THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
於一月一日	135,318	127,171	101,990	94,100
列入損益表之公平值淨增加				
出售	1,910	9,390	1,910	9,390
匯兌調整	(1,600)	(1,500)	(1,600)	(1,500)
於十二月三十一日	947	257	-	-
	<u>136,575</u>	<u>135,318</u>	<u>102,300</u>	<u>101,990</u>

本集團所有以營運租賃形式收取租金及 / 或待價格升值的物業是以公平值模式計量，被確認為及以投資物業入賬。

All of the Group's property interests held under operating leases to earn rentals and / or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

出售投資物業及公平值調整之淨溢利：

Net gains on disposal of and fair value adjustments on investment properties:

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
出售投資物業之淨溢利	2,327	2,816
投資物業公平值調整之淨溢利		
	<u>1,910</u>	<u>9,390</u>
	<u>4,237</u>	<u>12,206</u>

本集團所擁有之投資物業經獨立專業測量師行威格斯資產評估顧問有限公司按二零一三年十二月三十一日以直接比較方法及參考同類物業最近的成交來重估。公平值是從相類物業的可比較市場交易獲得。

Investment properties owned by the Group were revalued at 31 December 2013 by adopting the direct comparison approach and with reference to the recent transactions for similar premises by Vigers Hong Kong Limited, independent professionally qualified valuers. The fair value is mainly arrived at by reference to comparable market transactions for similar properties.

投資物業之公平值的評估是假設於報告期末時，在任何情況下，投資物業並沒有被強迫出售及其結構良好。

The fair value of investment properties is estimated based on assumptions that there would be no forced sale situation in any manner for these investment properties and the structure of these investment properties were in a reasonable condition at the end of the reporting period.

在預計物業的公平值時，最高及最好的物業使用為當前的使用狀況。

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

在評定投資物業的價值時，其中主要投入包括考慮到時間、地點及個別因素（例如：樓宇的大小及層數）的銷售單位價格，每平方呎介附港幣 2,500 元至港幣 16,920 元。銷售單位價格會隨著投資物業公平值計量的減少以同一百分比而減值，相反也是對的。

One of the key inputs used in valuing the investment properties was the unit sale rate taking into account of time, location and individual factors such as size and levels of building, which ranged from HK\$2,500 to HK\$16,920 per square feet. A decrease in the unit sale rate would result in decrease in fair value measurement of the investment properties by the same percentage decrease and vice versa.

## 綜合財務報表之附註

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#### 26. 投資物業 - 續

本集團的管理層利用適用於市場可觀察的數據來評估本集團投資物業的公平值。當第1級輸入不適用時，本集團的管理層便會外聘合資格測量師來評估本集團的投資物業。於每個報告期末，本銀行董事會與外聘合資格測量師緊密合作，共同訂立及決定適合的評估方法及第2級及第3級公平值計量的輸入。本集團的管理層會首先考慮及採用第2級輸入，此輸入為來自活躍市場可觀察的公開價格。當第2級輸入不適用時，本集團的管理層便會採用包括在第3級輸入中的評估方法。當資產的公平值重大轉變時，變動的原因便會匯報本銀行董事會。

本集團的投資物業評估方法的資料及用於決定公平值的輸入已於上述披露。

於二零一三年十二月三十一日，所有投資物業獲分類為公平值架構第3級。在年內，並無轉撥至或轉出第3級。

投資物業以經營租賃形式租出。

本集團的投資物業之賬面淨值包括：

#### 租約物業

在香港之中期租約  
(剩餘年期於十至五十年內)

在香港以外之中期租約  
(剩餘年期於十至五十年內)

#### 26. INVESTMENT PROPERTIES - continued

In estimating the fair value of the Group's investment properties, the management of the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the management of the Group engages third party qualified valuers to perform the valuation of the Group's investment properties. At the end of each reporting period, the directors of the Bank works closely with the qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 2 and Level 3 fair value measurement. The management of the Group will first consider and adopt Level 2 inputs where inputs can be derived from observable quoted prices in the active market. When Level 2 inputs are not available, the management of the Group will adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors of the Bank.

Information about the valuation techniques and inputs in determining the fair value of the Group's investment properties are disclosed above.

Investment properties are classified as Level 3 under fair value hierarchy as at 31 December 2013. There were no transfers into or out of Level 3 during the year.

The investment properties are rented out under operating leases.

The carrying amount of investment properties of the Group comprises:

	集團 THE GROUP		銀行 THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Leasehold properties				
Held in Hong Kong on medium-term lease (10 - 50 years unexpired)	102,300	101,990	102,300	101,990
Held outside Hong Kong on medium-term lease (10 - 50 years unexpired)	34,275	33,328	—	—
	<u>136,575</u>	<u>135,318</u>	<u>102,300</u>	<u>101,990</u>

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27. 物業及設備

27. PROPERTY AND EQUIPMENT

		集團 THE GROUP				銀行 THE BANK			
		租賃土地 Leasehold land 港幣千元 HK\$'000	樓宇 Buildings 港幣千元 HK\$'000	設備 Equipment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	租賃土地 Leasehold land 港幣千元 HK\$'000	樓宇 Buildings 港幣千元 HK\$'000	設備 Equipment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
成本	COST								
於二零一三年一月一日	At 1 January 2013	575,421	375,285	546,606	1,497,312	911,671	312,863	494,401	1,718,935
添置	Additions	-	6,675	26,467	33,142	-	6,675	26,036	32,711
出售	Disposals	(419)	(141)	(7,726)	(8,286)	(419)	(141)	(7,550)	(8,110)
匯兌調整	Exchange adjustments	-	406	79	485	-	406	79	485
重新分類到待出售之資產	Reclassified to assets held for sale	(83,039)	(215,122)	-	(298,161)	(609,546)	(215,122)	-	(824,668)
於二零一三年十二月三十一日	At 31 December 2013	491,963	167,103	565,426	1,224,492	301,706	104,681	512,966	919,353
累積折舊	ACCUMULATED DEPRECIATION								
於二零一三年一月一日	At 1 January 2013	101,005	62,214	405,713	568,932	98,212	59,853	362,087	520,152
折舊	Depreciation	10,974	7,526	36,378	54,878	6,232	5,800	32,950	44,982
出售後註銷	Eliminated on disposals	(99)	(96)	(6,359)	(6,554)	(99)	(96)	(6,192)	(6,387)
匯兌調整	Exchange adjustments	-	359	68	427	-	359	68	427
重新分類到待出售之資產	Reclassified to assets held for sale	(768)	(28,125)	-	(28,893)	(5,613)	(28,125)	-	(33,738)
於二零一三年十二月三十一日	At 31 December 2013	111,112	41,878	435,800	588,790	98,732	37,791	388,913	525,436
賬面淨值	CARRYING AMOUNTS								
於二零一三年十二月三十一日	At 31 December 2013	380,851	125,225	129,626	635,702	202,974	66,890	124,053	393,917
於二零一三年一月一日	At 1 January 2013	474,416	313,071	140,893	928,380	813,459	253,010	132,314	1,198,783

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 27. 物業及設備 - 續

### 27. PROPERTY AND EQUIPMENT - continued

		集團 THE GROUP				銀行 THE BANK			
		租賃土地 Leasehold land 港幣千元 HK\$'000	樓宇 Buildings 港幣千元 HK\$'000	設備 Equipment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	租賃土地 Leasehold land 港幣千元 HK\$'000	樓宇 Buildings 港幣千元 HK\$'000	設備 Equipment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
成本	COST								
於二零一二年一月一日	At 1 January 2012	562,418	372,392	505,334	1,440,144	911,671	312,863	452,382	1,676,916
添置	Additions	13,003	2,893	54,209	70,105	-	-	51,599	51,599
出售	Disposals	-	-	(13,308)	(13,308)	-	-	(9,949)	(9,949)
匯兌調整	Exchange adjustments	-	-	371	371	-	-	369	369
於二零一二年十二月三十一日	At 31 December 2012	575,421	375,285	546,606	1,497,312	911,671	312,863	494,401	1,718,935
累積折舊	ACCUMULATED DEPRECIATION								
於二零一二年一月一日	At 1 January 2012	90,078	53,963	377,135	521,176	91,860	53,314	336,169	481,343
折舊	Depreciation	10,927	8,251	40,031	59,209	6,352	6,539	34,624	47,515
出售後註銷	Eliminated on disposals	-	-	(11,441)	(11,441)	-	-	(8,694)	(8,694)
匯兌調整	Exchange adjustments	-	-	(12)	(12)	-	-	(12)	(12)
於二零一二年十二月三十一日	At 31 December 2012	101,005	62,214	405,713	568,932	98,212	59,853	362,087	520,152
賬面淨值	CARRYING AMOUNTS								
於二零一二年十二月三十一日	At 31 December 2012	474,416	313,071	140,893	928,380	813,459	253,010	132,314	1,198,783

以上的物業及設備是按以下  
年率的直線折舊法計算：

The above items of property and equipment are depreciated on a straight-line basis at the following  
rates per annum:

租賃土地	租賃土地之租賃期 由三十三年至 九百二十九年	Leasehold land	Over the lease term of the leasehold land ranging from 33 to 929 years
樓宇	使用年期大約五十 年或樓宇位於的 土地之租賃期由 三十三年至九百 二十九年，兩者 中的較短者	Buildings	Over its estimated useful life of 50 years or the remaining lease period of the land which it is situated ranging from 33 to 929 years, whichever is the shorter
設備	10% - 20%	Equipment	10% - 20%

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27. 物業及設備 - 續

27. PROPERTY AND EQUIPMENT - continued

上列的租賃土地之賬面淨值包括：

The carrying amounts of leasehold land shown above comprise:

	集團 THE GROUP		銀行 THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
於香港租賃土地：				
長期租約 (剩餘年期超過五十年)	40,586	123,565	40,586	645,751
中期租約 (剩餘年期於十至五十年內)	339,355	349,912	161,478	166,769
於香港以外租賃土地：				
中期租約 (剩餘年期於十至五十年內)	910	939	910	939
	<u>380,851</u>	<u>474,416</u>	<u>202,974</u>	<u>813,459</u>

上列的樓宇之賬面淨值包括：

The carrying amounts of buildings shown above comprise:

	集團 THE GROUP		銀行 THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
租約物業 (樓宇)				
在香港長期租約 (剩餘年期超過五十年)	9,565	193,771	9,565	193,771
在香港中期租約 (剩餘年期於十至五十年內)	108,911	112,480	50,576	52,419
在香港以外中期租約 (剩餘年期於十至五十年內)	6,749	6,820	6,749	6,820
	<u>125,225</u>	<u>313,071</u>	<u>66,890</u>	<u>253,010</u>

## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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#### 28. 預付土地租金

本集團的預付土地租金包括：

##### 成本

於香港以外：

租約於十至五十年

賬面淨值於一月一日

預付經營租賃租金之釋放

匯兌調整

賬面淨值於十二月三十一日

分析：

流動部份

非流動部份

總額

#### 28. PREPAID LEASE PAYMENTS FOR LAND

The Group's prepaid lease payments for land comprise:

##### COST

Outside Hong Kong held on:

Leases of between 10 to 50 years

Net book value at 1 January

Release of prepaid operating  
lease payments

Exchange adjustments

Net book value at 31 December

Analysed as:

Current portion

Non-current portion

Total

##### 集團及銀行 THE GROUP AND THE BANK

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
	<u>2,850</u>	<u>2,850</u>
	2,423	2,483
	(66)	(66)
	<u>46</u>	<u>6</u>
	<u>2,403</u>	<u>2,423</u>
	66	66
	<u>2,337</u>	<u>2,357</u>
	<u>2,403</u>	<u>2,423</u>

#### 29. 於回購協議下出售之金融資產

以抵押品類別分析：

債務證券被分類為：

可供出售 (附註 21)

持至到期日 (附註 21)

#### 29. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS

Analysed by collateral type:

Debt securities classified as:

Available-for-sale (Note 21)

Held-to-maturity (Note 21)

##### 集團及銀行 THE GROUP AND THE BANK

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
	1,115,597	326,687
	<u>141,060</u>	<u>106,994</u>
	<u>1,256,657</u>	<u>433,681</u>

於二零一三年十二月三十一日，被分類為可供出售之債務證券及持至到期日之債務證券的賬面值分別為港幣 1,287,098,000 元 (二零一二年：港幣 393,490,000 元) 及港幣 156,463,000 元 (二零一二年：港幣 117,621,000 元)，已根據回購協議售予其他銀行。所有回購協議於報告期末十二個月內到期。

As at 31 December 2013, debt securities which are classified as available-for-sale and held-to-maturity with carrying amount of HK\$1,287,098,000 (2012: HK\$393,490,000) and HK\$156,463,000 (2012: HK\$117,621,000) respectively were sold under repurchase agreements with other banks. All repurchase agreements are due within 12 months from the end of the reporting period.

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30. 客戶存款

30. DEPOSITS FROM CUSTOMERS

		集團及銀行 THE GROUP AND THE BANK	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
活期存款及往來賬戶	Demand deposits and current accounts	5,891,753	5,238,918
儲蓄存款	Savings deposits	22,064,051	21,557,659
定期、即時及通知存款	Time, call and notice deposits	43,209,100	40,712,171
		<b>71,164,904</b>	<b>67,508,748</b>

31. 存款證

於二零一三年十二月三十一日，本集團及本銀行發行以攤銷成本計算之存款證，其賬面總值為港幣563,003,000元（二零一二年：港幣667,636,000元）。此等存款證的年利率由1.24585%至1.65%不等，將於二零一四年到期。所有已發行的存款證均沒有以抵押品作抵押。

31. CERTIFICATES OF DEPOSIT

The Group and the Bank have issued certificates of deposit which are measured at amortised cost with a total carrying amount of HK\$563,003,000 as at 31 December 2013 (2012: HK\$667,636,000). Certificates of deposit bear interest at rates between 1.24585% to 1.65% per annum and will mature in 2014. All certificates of deposit issued are not secured by any collateral.

32. 借貸資本

32. LOAN CAPITAL

		集團及銀行 THE GROUP AND THE BANK	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
於2020年到期之2.25億美元 固定息率後償票據以公平值對沖 (已作利率風險對沖調整) (附註(a)及(b))	US\$225 million fixed rate subordinated note due 2020 under fair value hedge (after adjustment of hedged interest rate risk) (Notes (a) & (b))	1,766,436	1,898,957



## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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#### 32. 借貸資本 - 續

附註：

(a) 此票面值為 225,000,000 美元  
的後償票據於二零一零年十一月  
五日發行，被評定為次級資本。  
此票據將於二零二零年十一月  
四日到期。如於二零一三年  
一月一日或之後任何時間，  
由於監管機構規定轉變，此票  
據不再完全符合本銀行類別 II  
- 附加資本中的後償票據，本  
銀行有權及在香港金融管理局  
書面預先批准下，對票據持有  
者發出「狀況轉變通知書」以  
轉變票據狀況。當「狀況轉變  
通知書」生效時，此票據從這  
時開始建立非後償票據條例  
及票據的年息率由 6% 下降至  
5.5%。由於沒有發出「狀況轉  
變通知書」，票據的年息率保  
持為 6%。

(b) 已發行的後償票據沒有以任何  
抵押品作抵押。

#### 32. LOAN CAPITAL - continued

Notes:

(a) This represented a subordinated note qualifying as tier 2 capital with face value of US\$225,000,000 issued on 5 November 2010. The note will mature on 4 November 2020. If at any time (on or) after 1 January 2013, the note no longer fully qualifies as term subordinated debt for inclusion in Category II - Supplementary Capital of the Bank upon changes to regulatory requirements, the Bank may, at its option and subject to the prior written approval of the HKMA, exercise a change of the status of the note by serving the "Change in Status Notice" to the noteholders. Upon a "Change in Status Notice" becoming effective, the note shall thereafter constitute unsubordinated obligations and the rate of interest on the note shall be reduced from 6% per annum to 5.5% per annum. As "Change in Status Notice" has not been served, the rate of interest on the note remains at 6% per annum.

(b) The subordinated note issued is not secured by any collateral.

#### 33. 股本

法定股本：

600,000,000 股，  
每股面值港幣 0.50 元

發行及已繳足股本：

435,000,000 股，  
每股面值港幣 0.50 元

#### 33. SHARE CAPITAL

Authorised:

600,000,000 shares of HK\$0.50 each

Issued and fully paid:

435,000,000 shares of HK\$0.50 each

2013 & 2012  
港幣千元  
HK\$'000

300,000

217,500

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34. 儲備

34. RESERVES

		股本溢價 Share premium 港幣千元 HK\$'000	投資 重估儲備 Investment revaluation reserve 港幣千元 HK\$'000	公積金 General reserve 港幣千元 HK\$'000	換算儲備 Translation reserve 港幣千元 HK\$'000	法定儲備 Regulatory reserve 港幣千元 HK\$'000	保留溢利 Retained profits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
<b>銀行</b>	<b>THE BANK</b>							
於二零一三年一月一日	At 1 January 2013	1,542,817	143,607	1,378,500	22,526	387,000	3,278,384	6,752,834
年度溢利	Profit for the year	-	-	-	-	-	515,945	515,945
可隨後重新分類至損益表之項目：	Items that may be reclassified subsequently to profit or loss:							
因折算之外匯調整	Exchange differences arising from translation	-	-	-	13,850	-	-	13,850
本年度可供出售證券其公平值調整之虧損	Fair value losses on available-for-sale securities during the year	-	(6,348)	-	-	-	-	(6,348)
關於可供出售證券公平值調整之所得稅影響	Income tax effect relating to fair value change of available-for-sale securities	-	891	-	-	-	-	891
其他全面（支出）收益	Other comprehensive (expense) income	-	(5,457)	-	13,850	-	-	8,393
年度全面（支出）收益總額	Total comprehensive (expense) income for the year	-	(5,457)	-	13,850	-	515,945	524,338
已派中期股息	Interim dividend paid	-	-	-	-	-	(60,900)	(60,900)
已派末期股息	Final dividend paid	-	-	-	-	-	(152,250)	(152,250)
於保留溢利中特別指定之法定儲備	Earmark of retained profits as regulatory reserve	-	-	-	-	54,000	(54,000)	-
於二零一三年十二月三十一日	At 31 December 2013	1,542,817	138,150	1,378,500	36,376	441,000	3,527,179	7,064,022

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 34. 儲備 - 續

### 34. RESERVES - continued

		股本溢價 Share premium 港幣千元 HK\$'000	投資 重估儲備 Investment revaluation reserve 港幣千元 HK\$'000	公積金 General reserve 港幣千元 HK\$'000	換算儲備 Translation reserve 港幣千元 HK\$'000	法定儲備 Regulatory reserve 港幣千元 HK\$'000	保留溢利 Retained profits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
<b>銀行</b>	<b>THE BANK</b>							
於二零一二年一月一日	At 1 January 2012	1,542,817	253	1,378,500	18,195	408,000	2,959,661	6,307,426
年度溢利	Profit for the year	-	-	-	-	-	497,823	497,823
可隨後重新分類至損益表之項目：	Items that may be reclassified subsequently to profit or loss:							
因折算之外匯調整	Exchange differences arising from translation	-	-	-	4,331	-	-	4,331
本年度可供出售證券其公平值調整之溢利	Fair value gains on available-for-sale securities during the year	-	171,714	-	-	-	-	171,714
因出售可供出售證券而導致重新分類到損益表之金額	Amount reclassified to the profit or loss upon disposal of available-for-sale securities	-	(468)	-	-	-	-	(468)
關於出售可供出售證券之所得稅影響	Income tax effect relating to disposal of available-for-sale securities	-	77	-	-	-	-	77
關於可供出售證券公平值調整之所得稅影響	Income tax effect relating to fair value change of available-for-sale securities	-	(27,969)	-	-	-	-	(27,969)
其他全面收益	Other comprehensive income	-	143,354	-	4,331	-	-	147,685
年度全面收益總額	Total comprehensive income for the year	-	143,354	-	4,331	-	497,823	645,508
已派中期股息	Interim dividend paid	-	-	-	-	-	(47,850)	(47,850)
已派末期股息	Final dividend paid	-	-	-	-	-	(152,250)	(152,250)
釋放特別指定之法定儲備至保留溢利	Release of regulatory reserve to retained profits	-	-	-	-	(21,000)	21,000	-
於二零一二年十二月三十一日	At 31 December 2012	1,542,817	143,607	1,378,500	22,526	387,000	3,278,384	6,752,834

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**34. 儲備 - 續**

本銀行於二零一三年十二月三十一日之可派發予擁有人之儲備包括保留溢利為港幣 3,232,105,000 元(二零一二年:港幣 2,807,472,000 元)及公積金為港幣 1,378,500,000 元(二零一二年:港幣 1,378,500,000 元)。

法定儲備之成立乃為符合香港金融管理局之要求及法定儲備派發予本銀行擁有人前須諮詢香港金融管理局之意見。

公積金包括以往年度保留溢利之調撥。

投資重估儲備代表於其他全面收益中確認之可供出售投資的重估累積溢利及虧損。當出售此可供出售投資或此可供出售投資確定被減值時，其淨額便會重新分類至損益表。

因本集團海外業務之淨資產由本位幣折算至呈列貨幣(即港幣)而產生之外匯調整，會直接於其他全面收益中確認及於換算儲備中累積。當出售海外業務時，此累積在換算儲備中的外匯調整便會重新分類至損益表。

**34. RESERVES - continued**

The Bank's reserves available for distribution to owners as at 31 December 2013 comprised retained profits of HK\$3,232,105,000 (2012: HK\$2,807,472,000) and general reserve of HK\$1,378,500,000 (2012: HK\$1,378,500,000).

The regulatory reserve is set up in compliance with the HKMA's requirements and is distributable to owners of the Bank subject to consultation with the HKMA.

The general reserve is comprised of transfers from previous years' retained profits.

The investment revaluation reserve represents cumulative gains and losses arising on the revaluation of available-for-sale investments that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those available-for sale investments are disposed of or are determined to be impaired.

Exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollars) are recognised directly in other comprehensive income and accumulated in the translation reserve. Such exchange differences accumulated in the translation reserve are reclassified to profit or loss on the disposal of the foreign operations.

## 綜合財務報表之附註

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#### 35. 遞延稅項

以綜合財務報表的呈列為由，部份遞延稅項資產及遞延稅項負債已被對銷。根據財務報告，遞延稅項總額分析如下：

#### 35. DEFERRED TAXATION

For the purpose of presentation in the statements of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		集團 THE GROUP	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
遞延稅項資產	Deferred tax assets	1,501	1,502
遞延稅項負債	Deferred tax liabilities	<u>(25,661)</u>	<u>(23,574)</u>
		<u>(24,160)</u>	<u>(22,072)</u>

		銀行 THE BANK	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
遞延稅項資產	Deferred tax assets	1,316	1,502
遞延稅項負債	Deferred tax liabilities	<u>(14,851)</u>	<u>(15,129)</u>
		<u>(13,535)</u>	<u>(13,627)</u>

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 35. 遞延稅項 - 續

本年度及上年度已確認之主要遞延稅項資產（負債）及其變動如下：

## 35. DEFERRED TAXATION - continued

The following are the major deferred tax assets (liabilities) recognised and movements thereon during the current and prior reporting year:

集團	THE GROUP	稅項折舊	集體評估之	投資物業	可供出售之	退休福利	總額
		Accelerated tax depreciation	Collectively assessed impairment allowance	Investment properties	Revaluation of available-for-sale securities	Remeasurement of retirement benefits	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一三年一月一日	At 1 January 2013	(11,387)	26,531	(2,909)	(32,613)	(1,694)	(22,072)
是年度於損益表內（列入）回撥 （附註 15）	(Charge) credit to profit or loss for the year (Note 15)	(4,188)	3,253	(1,928)	-	-	(2,863)
是年度於其他全面收益中回撥	Credit to other comprehensive income for the year	-	-	-	775	-	775
於二零一三年十二月三十一日	At 31 December 2013	<u>(15,575)</u>	<u>29,784</u>	<u>(4,837)</u>	<u>(31,838)</u>	<u>(1,694)</u>	<u>(24,160)</u>
於二零一二年一月一日	At 1 January 2012	(10,540)	27,869	(2,874)	(2,797)	(1,694)	9,964
是年度於損益表內列入 （附註 15）	Charge to profit or loss for the year (Note 15)	(847)	(1,338)	(35)	-	-	(2,220)
是年度於其他全面收益中列入	Charge to other comprehensive income for the year	-	-	-	(29,816)	-	(29,816)
於二零一二年十二月三十一日	At 31 December 2012	<u>(11,387)</u>	<u>26,531</u>	<u>(2,909)</u>	<u>(32,613)</u>	<u>(1,694)</u>	<u>(22,072)</u>

## 綜合財務報表之附註

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#### 35. 遞延稅項 - 續

銀行
於二零一三年一月一日
是年度於損益表內(列入)回撥
是年度於其他全面收益中回撥
於二零一三年十二月三十一日
於二零一二年一月一日
是年度於損益表內列入
是年度於其他全面收益中列入
於二零一二年十二月三十一日

在中華人民共和國企業所得稅法下，由二零零八年一月一日起，需就於中華人民共和國的銀行分行的分配溢利徵收預提稅。因為本集團有能力控制於中華人民共和國的分行之累積溢利所產生的臨時差額為港幣 274,804,000 元(二零一二年：港幣 209,801,000 元)，及有關臨時差額很大可能不會於可預期的將來作出回撥，所以有關的遞延稅項並沒有於綜合財務報表中作準備。

#### 35. DEFERRED TAXATION - continued

	稅項折舊 Accelerated tax depreciation 港幣千元 HK\$'000	集體評估之 減值準備 Collectively assessed impairment allowance 港幣千元 HK\$'000	可供出售之 證券重估 Revaluation of available- for-sale securities 港幣千元 HK\$'000	退休福利 計劃重估 Remeasurement of retirement benefits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
THE BANK					
At 1 January 2013	(11,188)	26,531	(27,276)	(1,694)	(13,627)
(Charge) credit to profit or loss for the year	(4,052)	3,253	-	-	(799)
Credit to other comprehensive income for the year	-	-	891	-	891
At 31 December 2013	<u>(15,240)</u>	<u>29,784</u>	<u>(26,385)</u>	<u>(1,694)</u>	<u>(13,535)</u>
At 1 January 2012	(9,930)	27,869	616	(1,694)	16,861
Charge to consolidated statement of profit or loss for the year	(1,258)	(1,338)	-	-	(2,596)
Charge to other comprehensive income for the year	-	-	(27,892)	-	(27,892)
At 31 December 2012	<u>(11,188)</u>	<u>26,531</u>	<u>(27,276)</u>	<u>(1,694)</u>	<u>(13,627)</u>

Under the Enterprise Income Tax Law of the PRC, withholding tax is imposed on profits distributed by the Bank's PRC branch from 1 January 2008 onwards. Deferred taxation has not been provided in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC branch amounting to HK\$274,804,000 (2012: HK\$209,801,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

### 36. 股份期權計劃

本銀行已根據二零一二年五月九日通過之決議案採納新的股份期權計劃（「新股份期權計劃」），主要旨在為董事及合資格僱員提供激勵及獎賞，以及取代於二零一二年四月二十四日屆滿的股份期權計劃。新股份期權計劃的條款與該已屆滿的股份期權計劃相似。根據新股份期權計劃，本銀行董事會可向合資格人士（包括本銀行及其附屬公司之董事及僱員）授出股份期權，以供認購本銀行股份。

未經本銀行股東核准，根據新股份期權計劃授出之股份期權所涉股份，不得超過新股份期權計劃採納當日本銀行已發行股份的10%。在截至新股份期權的授出日期（包括該日）止之十二個月期間內，向任何人士授出或將予授出之股份期權（包括已行使、已註銷及尚未行使之股份期權，但不包括已失效之股份期權）獲悉數行使後而發行或將予發行的股份總數，不得超過本銀行授出新股份期權當日已發行股份的1%。本銀行可授出超逾該限額的股份期權，除其他事項外，有關擬授出的股份期權應於另行召開的股東大會尋求股東批准，而於會上該名擬獲授股份期權的承授人及其聯繫人士（定義見《香港聯合交易所證券上市規則》）必須放棄投票。

授出的股份期權須於要約日期起計二十八天內接納，對價為每份股份期權港幣十元，而其行使期不得超過有關股份期權授出日期起計十年。股份期權的行使價由本銀行董事會根據本銀行股份於要約日期的收市價、緊接要約日期前五個營業日的股份平均收市價及股份面值三者之最高者釐定。

新股份期權計劃在採納以來並未授出任何股份期權。

### 36. SHARE OPTION SCHEME

The Bank adopted a new share option scheme (the “New Scheme”) pursuant to a resolution passed on 9 May 2012 for the primary purpose of providing incentives to directors and eligible employees and to replace the share option scheme which expired on 24 April 2012. The terms of the New Scheme are similar to those of the expired scheme. Under the New Scheme, the Board of Directors of the Bank may grant options to eligible persons, including directors and employees of the Bank and its subsidiaries, to subscribe for shares in the Bank.

The total number of shares in respect of which options may be granted under the New Scheme is not permitted to exceed 10% of the shares of the Bank in issue at the date of approval of the Scheme, without prior approval from the Bank’s shareholders. No option may be granted to any person which, if exercised in full, would result in the total number of shares issued and to be issued upon exercise of the option already granted and to be granted to such person (including exercised, cancelled and outstanding options but excluding lapsed options) in the 12-month period up to and including the date of such new grant exceeding 1% of the shares in issue as at the date of such new grant, provided that options may be issued in excess of such limit if, among other things, such grant shall have been separately approved by shareholders of the Bank in a general meeting at which that proposed grantee and his associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) shall have abstained for voting.

Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$10 per option, and the exercise period shall not in any event be longer than 10 years from the date of grant of the relevant options. The exercise price is determined by the Board of Directors of the Bank, and will be the highest of the closing price of the Bank’s shares on the date of offer, the average closing price of the shares for the five business days immediately preceding the date of offer and the nominal value of the shares.

No options have been granted under the New Scheme since it was adopted.



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#### 37. 高級人員之貸款

茲依據香港《公司條例》第161B條之規定，公佈有關高級人員之貸款結餘總額（已包含在附註22「客戶貸款」中）：

二零一三年

此等貸款的利率由百分之零至最優惠利率加百分之十不等。董事及行政人員之貸款中有為數港幣82,487,000元是有抵押貸款。這些抵押品主要有物業、證券及定期存款。

#### 38. 商譽

##### 成本

於一月一日及十二月三十一日

##### 減值

於一月一日及十二月三十一日

##### 賬面淨值

於十二月三十一日

#### 37. LOANS TO OFFICERS

The aggregate relevant loans to officers, included in “advances to customers” in note 22, and disclosure pursuant to Section 161B of the Hong Kong Companies Ordinance are as follows:

集團及銀行 THE GROUP AND THE BANK		
全部有關貸款戶口之 結餘總額 Aggregate balance of all relevant loans outstanding		年內有關貸款戶口之 最高結餘總額 Maximum aggregate balance of relevant loans
於一月一日 at January 1	於十二月三十一日 at December 31	during the year
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
	<b>94,318</b>	<b>199,228</b>
	<b>184,092</b>	<b>199,228</b>

The loans bear interest at rates ranging from 0% to prime rate plus 10%. Included in the loans to officers are loans of HK\$82,487,000 secured by collateral. The collateral consists mainly of properties, securities and fixed deposits.

#### 38. GOODWILL

##### COST

At 1 January and 31 December

##### IMPAIRMENT

At 1 January and 31 December

##### CARRYING VALUES

At 31 December

2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
<b>110,606</b>	110,606
<b>60,000</b>	60,000
<b>50,606</b>	50,606

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38. 商譽 - 續

本集團購買創興保險有限公司全部發行股本。因為收購而產生的商譽為港幣 110,606,000 元。

截至二零一三年十二月三十一日止年度，管理層已檢討商譽的減值測試。檢討內容包括比較被購買的附屬公司之賬面值及使用值（最少之現金賺取單位），以分配商譽。該被購買的附屬公司是從事保險業務的。

使用值的計算是根據附屬公司的管理層已審閱的三年財務預算中現金流動預測和三年期末的評估終值。於已審閱預測和評估終值所覆蓋期間，現金流動預測的準備是包括一些假設和評估。主要假設包括預期收入增長（增長率 3.5% 至 4%）和折算率的選擇（12%）。

使用值是折算預期未來的現金流動計算所得的。

截至二零一三年及二零一二年十二月三十一日止年度，本集團的管理層決定無商譽減值。

38. GOODWILL - continued

The Group acquired 100% of issued share capital of Chong Hing Insurance Company Limited. The amount of goodwill arising as a result of acquisition was HK\$110,606,000.

For the year ended 31 December 2013, management has reviewed goodwill for impairment testing purpose. The review comprised a comparison of the carrying amount and value in use of an acquired subsidiary (the smallest cash-generating unit) to which the goodwill has been allocated. The acquired subsidiary is involved in insurance business.

The value in use calculations primarily use cash flow projections based on three-year financial budgets approved by management of the subsidiary and estimated terminal value at the end of the three year period. There are a number of assumptions and estimates involved for the preparation of cash flow projections for the period covered by the approved budget and the estimated terminal value. Key assumptions include the expected growth in revenues (growth rate at 3.5% to 4%) and selection of discount rate (12%).

Value in use is derived at by discounting the expected future cash flows.

The management of the Group determines that there is no impairment loss on the goodwill for the year ended 31 December 2013 and 2012.

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### 39. 或有負債及承擔

### 39. CONTINGENT LIABILITIES AND COMMITMENTS

		集團		銀行	
		THE GROUP		THE BANK	
		2013	2012	2013	2012
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
或有負債及承擔	Contingent liabilities				
- 約定數額	and commitments				
	- contractual amounts				
直接信用代替品	Direct credit substitutes	1,041,747	1,077,350	1,041,747	1,077,350
與貿易有關之或有項目	Trade-related contingencies	479,056	425,309	479,056	425,309
遠期資產買入	Forward asset purchases	7,049	7,864	7,049	7,864
未動用之正式備用信貸、 信貸額度及其他承擔：	Undrawn formal standby facilities, credit lines and other commitments:				
可無條件取消而不需作事前通知者	Which are unconditionally cancellable without prior notice	6,864,582	6,913,604	6,864,582	6,913,604
原到期日於一年與一年以下	With an original maturity of one year and under	8,212,601	8,137,008	8,212,601	8,137,008
原到期日於一年以上	With an original maturity of over one year	1,899,267	2,420,887	1,899,267	2,420,887
租金承擔	Lease commitments	55,424	58,515	103,266	118,569
		<u>18,559,726</u>	<u>19,040,537</u>	<u>18,607,568</u>	<u>19,100,591</u>

或有負債及承擔之加權信貸風險金額為港幣 3,196,283,000 元（二零一二年：港幣 3,507,559,000 元）。

The credit risk weighted amount of contingent liabilities and commitments is HK\$3,196,283,000 (2012: HK\$3,507,559,000).

加權信貸風險金額是按照「標準計算法」計算。計算加權信貸風險金額所採用之風險比重為 0% 至 100%（二零一二年：0% 至 100%）並按照《銀行業（資本）規則》作評估。

The credit risk weighted amount is calculated based on “standardised approach”. The risk weights used in the computation of credit risk weighted amounts range from 0% to 100% (2012: 0% to 100%) which is assessed in accordance with the Banking (Capital) Rules.

直接信用代替品包括由本集團及本銀行發出之融資擔保。

Direct credit substitutes include financial guarantees given by the Group and the Bank.

大部份的或有負債及承擔是以港幣作為單位。

Most of contingent liabilities and commitments are denominated in Hong Kong dollars.

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### 39. 或有負債及承擔 - 續

於報告期末，本集團不可撤銷之租賃物業營運租約之未來最低租金支出根據到期情況分析如下：

一年內  
第二至第五年內  
(包括首尾兩年)  
五年以上

營運租約租金指本集團部份辦公室之應付租金。租約內租金固定不變及平均長達三年。

於報告期末，資本承擔結餘如下：

已簽約但未於綜合財務賬上撥備之物業及設備的資本承擔

於報告期末，本集團以出租人身份與租戶簽訂之租約，未來應收最低租金列明如下：

一年內  
第二至第五年內  
(包括首尾兩年)  
五年以後

### 39. CONTINGENT LIABILITIES AND COMMITMENTS - continued

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	集團 THE GROUP		銀行 THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Within one year	26,614	24,416	38,825	36,628
In the second to fifth years inclusive	28,810	33,627	64,441	81,469
Over five years	-	472	-	472
	<u>55,424</u>	<u>58,515</u>	<u>103,266</u>	<u>118,569</u>

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of three years and rentals are fixed.

Capital commitments outstanding at the end of the reporting period are as follows:

	集團及銀行 THE GROUP AND THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of property and equipment	<u>7,049</u>	<u>7,864</u>

At the end of the reporting period, the Group as lessor had contracted with tenants for the following future minimum lease payments:

	集團 THE GROUP		銀行 THE BANK	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Within one year	16,077	14,881	23,767	23,051
In the second to fifth years inclusive	1,901	15,954	3,716	24,557
After five years	2,730	-	-	-
	<u>20,708</u>	<u>30,835</u>	<u>27,483</u>	<u>47,608</u>

#### 40. 退休福利計劃

本集團於報告期末共實行兩個退休計劃，包括自一九九五年起根據《職業退休計劃條例》登記之供款計劃（「原有計劃」）及免供款既定福利退休計劃（「原有計劃（既定福利）」）。而自二零零零年十二月起根據《強制性公積金計劃條例》成立之強制性公積金計劃（「強積金計劃」）。在強積金計劃成立前，原有計劃成員之員工可留在原有計劃或轉為加入強積金計劃，然而所有在二零零零年十二月或以後加入本集團之新員工則須參加強積金計劃。大部份員工均選擇參與強積金計劃以取代原有計劃（「參與人士」）。強積金計劃之資產由獨立信託人控制之基金持有，並與本集團之資產分開。作為強積金計劃成員，員工須按其有關入息供款百分之五，而本集團之供款則視乎員工服務年資而按其有關入息計算百分之五至十。

本集團為所有合資格員工提供原有計劃（既定福利）。在原有計劃（既定福利）下，員工年屆五十五歲退休年齡，有權提取之退休福利金額為其銀行供款總額百分之零至一百。員工於退休時根據服務年資計算其有權每月提取直至死亡之退休金的幅度為最後薪酬比例百分之零至一百。

精算師韜睿惠悅顧問有限公司最近於二零一一年十二月三十一日對原有計劃（既定福利）作出精算估值。精算估值會定期（但最少三年一次）進行。於二零一三年十二月三十一日無估值作出。評估方式以預計單位基數法來計算既定福利責任的現值及現服務成本。

於二零一一年十二月三十一日，本銀行最近已正式完成獨立精算評估。其原有計劃（既定福利）的淨退休資產為港幣 10,747,000 元。

#### 40. RETIREMENT BENEFITS SCHEME

At the end of the reporting period, the Group had two retirement schemes in operation including a defined contribution plan (the “ORSO Scheme”) and a defined benefit plan (the “ORSO (Defined benefit) Scheme”), which were both registered under the Occupational Retirement Scheme Ordinance in 1995, and a Mandatory Provident Fund Scheme (the “MPF Scheme”) established under the Mandatory Provident Fund Ordinance in December 2000. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme could stay within the ORSO Scheme or switch to the MPF Scheme, whereas all new employees joining the Group on or after December 2000 are required to join the MPF Scheme. Most of the employees enrolled in the MPF Scheme in replacement of the ORSO Scheme (the “participating members”). The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Under the MPF Scheme, the employee contributes 5% of the relevant payroll to the MPF Scheme while the Group contributes from 5% to 10% of the relevant payroll to the MPF Scheme depending on the years of service completed.

The Group operates the ORSO (Defined benefit) Scheme for qualifying employees. Under the ORSO (Defined benefit) Scheme, the employees are entitled to retirement benefits varying between 0 and 100 percent of total contributions on attainment of a retirement age of 55. Upon retirement, the employees are entitled to monthly pension until death varying between 0 and 100 percent of final salary depending on years of service completed at the time of retirement.

The most recent actuarial valuation of the ORSO (Defined benefit) Scheme was carried out as at 31 December 2011 by the qualified actuaries of Towers Watson Hong Kong Limited. The actuarial valuation is carried out periodically, but at least triennially. No valuation is carried out as at 31 December 2013. The present value of the defined benefit obligation and the current service cost have been measured using the Projected Unit Credit method.

At the date of the latest formal independent actuarial valuation made on 31 December 2011, the net retirement asset of the ORSO (Defined benefit) Scheme was HK\$10,747,000.

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**40. 退休福利計劃 - 續**

**40. RETIREMENT BENEFITS SCHEME - continued**

		<b>2011 港幣千元 HK\$'000</b>
於綜合損益表中確認的既定福利計劃詳列如下：	Amounts recognised in consolidated statement of profit or loss in respect of the defined benefit plans are as follow:	
福利責任的利息支出	Interest cost on benefit obligation	(610)
計劃資產的利息收入	Interest income on plan assets	1,096
淨利息收入	Net interest income	486
現服務成本	Current service cost	(59)
		<u>427</u>
於綜合損益及其他全面收益表中確認的既定福利計劃詳列如下：	Amount recognised in consolidated statement of profit or loss and other comprehensive income in respect of the defined benefit plans is as follow:	
計劃及利息中的實際回報與精算虧損的差額	Difference between actual return on plan assets and interest, and actuarial losses	10,268
在綜合財務狀況中本集團的既定福利計劃詳列如下：	The amount included in the consolidated statement of financial position arising from the Group's defined benefit retirement benefit plan is as follows:	
		<b>2011 港幣千元 HK\$'000</b>
既定福利責任的現值	Present value of defined benefit obligation	(24,073)
計劃資產的公平值	Fair value of plan assets	34,820
		<u>10,747</u>
既定福利責任的現值之轉變詳列如下：	Changes in the present value of the defined benefit obligation are as follow:	
		<b>2011 港幣千元 HK\$'000</b>
期初既定福利責任	Opening defined benefit obligation	25,450
利息支出	Interest cost	610
現服務成本	Current service cost	59
精算虧損 (由於財務假設轉變)	Actuarial losses (resulting from changes of financial assumptions)	502
支付福利	Benefits paid	(2,548)
期末既定福利責任	Closing defined benefit obligation	<u>24,073</u>

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#### 40. 退休福利計劃 - 續

計劃資產的公平值之轉變詳列如下：

期初計劃資產的公平值  
利息收入  
計劃資產的回報  
支付福利  
期末計劃資產公平值

計劃資產的主要類別以總計劃資產的公平值作百分比詳列如下：

現金  
股票 (附註)

附註：股票包括投資於香港聯合交易所上市的香港中華煤氣有限公司及廖創興企業有限公司的股票。

於二零一一年十二月三十一日，計劃資產中每個類別詳列如下：

存放在本銀行的存款  
應收利息  
於香港上市的股本證券：  
香港中華煤氣有限公司  
廖創興企業有限公司

股本工具的公平值是根據活躍市場中的公開價格來決定。

#### 40. RETIREMENT BENEFITS SCHEME - continued

Changes in fair value of plan assets are as follow:

	2011 港幣千元 HK\$'000
Opening fair value of plan assets	25,502
Interest income	1,096
Return on plan assets	10,770
Benefits paid	(2,548)
Closing fair value of plan assets	<u>34,820</u>

The major categories of plan assets as a percentage of the fair value of total plan assets are as follow:

	2011 %
Cash	20
Equities (Note)	80

Note: The equities represented investments in two equity securities which are securities of The Hong Kong & China Gas Limited and Liu Chong Hing Investment Limited, which are both listed on the Hong Kong Stock Exchange.

The fair value of the plan assets as at 31 December 2011 for each category, are as follow:

	2011 港幣千元 HK\$'000
Deposits with the Bank	6,814
Interest receivable	99
Equity securities listed in Hong Kong:	
The Hong Kong & China Gas Limited	15,044
Liu Chong Hing Investment Limited	<u>12,863</u>
	<u>34,820</u>

The fair values of the equity instruments are determined based on quoted market prices in active markets.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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for the year ended 31 December 2013

### 40. 退休福利計劃 - 續

於二零一一年十二月三十一日，此原有計劃（既定福利）的資產金額在本銀行擁有的存款戶口詳列如下：

存放在本銀行的存款

截至二零一一年十二月三十一日，原有計劃（既定福利）使本集團承擔利率風險、長壽風險及價目風險。

#### 利率風險

既定福利計劃負債之現值乃參照香港政府外匯基金票據之收益率而決定之貼現率計算的。貼現率下跌將增加計劃負債。

#### 長壽風險

既定福利計劃負債之現值乃參考合資格僱員就職期間及離職後死亡率之最佳估值計算的。合資格僱員之預期壽命增加將增加計劃負債。

#### 價目風險

如上所述，於二零一一年十二月三十一日，百分之八十之資產已作兩項股本證券投資。此高集中可能使本集團於股票價格波動時承擔價格風險。

用於決定既定福利責任的主要假設如下：

貼現率（每年）

預期薪酬遞增率（每年）

預期年金遞增率（每年）

福利餘額利息（每年）

### 40. RETIREMENT BENEFITS SCHEME - continued

The amounts of assets of the ORSO (Defined benefit) Scheme invested in the Bank's own deposit account as at 31 December 2011 were:

	2011 港幣千元 HK\$'000
Deposits with the Bank	6,814

The ORSO (Defined benefit) Scheme exposes the Group to the interest rate risk, longevity risk and price risk as at 31 December 2011.

#### Interest rate risk

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the yields of the Hong Kong Government Exchange Fund Notes. A decrease in the discount rate would increase the plan liability.

#### Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of qualifying employees both during and after their employment. An increase in the life expectancy of the qualifying employees will increase the plan's liability.

#### Price risk

As stated above, 80% of the assets were invested into two equity securities as at 31 December 2011. Such high concentration may expose to the Group to price risk when the equity prices fluctuate.

The significant assumptions used in determining the defined benefit obligations are shown below:

	2011 %
Discount rate (per annum)	1.5
Expected rate of salary increase (per annum)	3.0
Expected rate of pension increase (per annum)	0.0
Interest credited on welfare balance (per annum)	2.0



40. 退休福利計劃 - 續

當既定福利責任的重大假設轉變而產生的潛在影響，詳列如下：

貼現率  
預期薪酬遞增率  
預期年金遞增率  
福利餘額利息

於二零一一年十二月三十一日，既定福利責任的加權平均時間為9.3年。

本集團負責提供原有計劃（既定福利）成員中利益的成本。根據《職業退休計劃條例》，週期性基金估值是用決定本集團提供多少成本以達致供款要求。

根據上次於二零一一年十二月三十一日完成的原有計劃（既定福利）法定估值，於二零一一年十二月三十一日，本集團並未就原有計劃（既定福利）中的成員被提出供款要求。當下次於二零一四年十二月三十一日的原有計劃（既定福利）法定基金估值完成後，本集團的供款率或有可能改變。

40. RETIREMENT BENEFITS SCHEME - continued

The table below indicates the potential effect of change of the significant assumptions on the defined benefit obligation:

	2011 假設的轉變 Change in assumption	
	+0.25% 港幣千元 HK\$'000	-0.25% 港幣千元 HK\$'000
Discount rate	(547)	572
Expected rate of salary increase	65	(63)
Expected rate of pension increase	404	—
Interest credited on welfare balance	<u>9</u>	<u>8</u>

As at 31 December 2011, the weighted average duration of the defined benefit obligation is approximately 9.3 years.

The costs for providing benefits to the members of the ORSO (Defined benefit) Scheme are funded by the Group. The contributions required by the Group to fund the costs are determined by periodic funding valuations in accordance with the Occupational Retirement Scheme Ordinance.

As of 31 December 2011, the Group is not required to contribute to the ORSO (Defined benefit) Scheme with respect to the members of the ORSO (Defined benefit) Scheme according to the results of the last statutory funding valuation of the ORSO (Defined benefit) Scheme as at 31 December 2011. The Group's contribution rate may be subject to change when the results of the next statutory funding valuation of the ORSO (Defined benefit) Scheme as at 31 December 2014 become available.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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## 41. 關聯方交易

是年度本集團及本銀行與關聯方之重大交易詳列如下：

最終控股公司  
同系附屬公司  
聯營公司  
主要管理人員 (附註)

## 41. RELATED PARTY TRANSACTIONS

During the year, the Group and the Bank entered into the following material transactions with related parties:

		利息、佣金及租金收入		利息及租金支出	
		Interest, commission and rental income		Interest and rental expenses	
		2013	2012	2013	2012
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
最終控股公司	Ultimate holding company	2,920	8,760	11,836	16,618
同系附屬公司	Fellow subsidiaries	1,641	1,175	-	-
聯營公司	Associates	24,303	19,852	3,262	3,260
主要管理人員 (附註)	Key management personnel (Note)	6,914	5,513	10,615	10,960

於報告期末，本集團及本銀行與關聯方之重大結欠情況如下：

At the end of reporting period, the Group and the Bank had the following material outstanding balances with related parties:

		貸款給關聯方		來自關聯方的存款	
		Loan to related parties		Deposit from related parties	
		2013	2012	2013	2012
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
最終控股公司	Ultimate holding company	-	-	254,745	159,663
同系附屬公司	Fellow subsidiaries	36,800	34,592	-	-
聯營公司	Associates	11,503	14,337	110,166	97,147
主要管理人員 (附註)	Key management personnel (Note)	507,899	417,568	786,463	653,558

以上結欠之利息與給予一般客戶之計算方法相類。部份給予關聯方的貸款以物業、證券及定期存款作抵押。

The above outstanding balances bear interest at rates similar to those made available to non-related parties. A portion of the loans to related parties are secured with properties, securities and fixed deposits.

附註：主要管理人員包括其家屬及主要管理人員有直接或間接關係的投票權控制或共同控制的個體。

Note: Includes key management personnel, close family members of key management personnel and entity that is controlled or jointly controlled, directly or indirectly, by key management personnel.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一三年十二月三十一日止年度  
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### 41. 關聯方交易 - 續

關聯方所欠款項已包括在財務狀況表中的貸款及其他賬項內。

欠關聯方款項已包括在財務狀況表中的客戶存款內。

是年度本銀行與附屬公司之重大交易詳列如下：

附屬公司

於報告期末，本銀行與附屬公司有  
以下之重大結欠：

附屬公司

欠附屬公司款項已包括為數港幣  
221,639,000 元的往來賬戶（二零  
一二年：港幣 210,175,000 元）。  
此往來賬戶並無抵押，非利息及  
要求即時付還的。

### 41. RELATED PARTY TRANSACTIONS - continued

Amounts due from related parties are included in advances and other accounts on the statements of financial position.

Amounts due to related parties are included in deposits from customers on the statements of financial position.

During the year, the Bank entered into the following material transactions with its subsidiaries:

	利息、佣金及租金收入 Interest, commission and rental income		利息及租金支出 Interest and rental expenses		電腦服務支出 Computer service expense		股息收入 Dividend income	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Subsidiaries	<u>16,694</u>	<u>15,885</u>	<u>26,567</u>	<u>27,723</u>	<u>16,520</u>	<u>17,195</u>	<u>40,000</u>	<u>39,000</u>

At the end of reporting period, the Bank had the following material outstanding balances with subsidiaries:

	附屬公司所欠款項 Amounts due from		欠附屬公司款項 Amounts due to	
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Subsidiaries	<u>235,662</u>	<u>248,376</u>	<u>834,696</u>	<u>846,080</u>

Included in the amounts due to subsidiaries are bank current accounts of approximately HK\$221,639,000 (2012: HK\$210,175,000). The current accounts are unsecured, non-interest bearing and repayable on demand.

綜合財務報表之附註  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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41. 關聯方交易 - 續

欠附屬公司款項已包括為數港幣14,199,000元的儲蓄存款(二零一二年:港幣13,672,000元)。此儲蓄存款並無抵押,附息以市場息率計算及要求即時付還的。

餘下的欠附屬公司款項為數港幣598,858,000元的定期存款(二零一二年:港幣622,233,000元),此定期存款並無抵押,附息以市場息率計算及一年內到期。

主要管理人員之補償

年內董事及其他管理層要員之薪酬如下:

短期僱員福利

退休福利

董事及主要管理層之薪酬乃由薪酬委員會考慮到個別人士表現及市場標準釐定。

41. RELATED PARTY TRANSACTIONS - continued

Included in the amounts due to subsidiaries are saving accounts of approximately HK\$14,199,000 (2012: HK\$13,672,000). The saving accounts are unsecured, bear interest at prevailing market interest rates and repayable on demand.

The remaining amounts due to subsidiaries are fixed deposits of approximately HK\$598,858,000 (2012: HK\$622,233,000). The fixed deposits are unsecured, bearing interest at prevailing market interest rates and mature within one year.

Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

集團及銀行 THE GROUP AND THE BANK		
	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Short-term benefits	66,103	66,002
Post employment benefits	4,740	4,873
	<u>70,843</u>	<u>70,875</u>

The remuneration of directors and key management is reviewed by Remuneration Committee having regard to the performance of individuals and market trends.

#### 42. 資本管理

本集團採取維持雄厚資本之政策，  
以：

- 符合香港《銀行業條例》下  
《銀行業(資本)規則》下之  
資本要求；及
- 支持本集團之穩定及商業增長，  
並替股東賺取合理回報。

於二零一三年十二月三十一日及  
二零一二年十二月三十一日之資本  
充足比率，乃依據香港金融管理局  
法定要求以本銀行及部份附屬公司  
綜合計算。此規則乃根據香港  
《銀行業條例》下之《銀行業(資本)  
規則》而制定。

本集團已建立一套資本規劃程序，  
藉以評估資本是否足夠支持現  
有及未來之業務，並於考慮相關  
風險及本集團之策略重點及業務  
計劃後訂定資本充足目標。主要  
考慮因素包括：未來業務擴充所需  
之額外資本、定期執行之壓力測試  
結果、股息政策、收入確認及撥備  
政策等。

#### 42. CAPITAL MANAGEMENT

The Group has adopted a policy of maintaining a strong capital base to:

- comply with the capital requirements under the Banking (Capital) Rules of the Hong Kong Banking Ordinance; and
- support the Group's stability and business growth so as to provide reasonable returns for shareholders.

The capital adequacy ratios as at 31 December 2013 and 31 December 2012 are computed on the consolidated basis, which includes the Bank and certain of its subsidiaries as specified by the Hong Kong Monetary Authority for its regulatory purposes, and are in accordance with the Banking (Capital) Rules of the Hong Kong Banking Ordinance.

The Group has established a capital planning process to assess the adequacy of its capital to support current and future activities and to set the Group's capital adequacy goals in relation to risk, taking into account its strategic focus and business plan. Key factors to consider in this process include additional capital required for future expansion, results of the stress test programme regularly conducted, dividend policy, income recognition and provisioning policies.

#### 43. 報告日後之事項

於二零一三年十月二十五日本銀行合資格股東接受由越秀金融控股有限公司（「越秀金融」）提出收購要約，按要約價每股港幣 35.69 元收購最多 326,250,000 股本銀行股份（佔已發行股份的 75%）。同時，本銀行與廖創興企業有限公司（「廖創興企業」）就有關創興銀行中心（「該物業」）之轉讓和租賃達成協議，本銀行中環總行大廈，根據協議，該物業以港幣 22.3 億元由本銀行轉讓予廖創興企業，而該物業的地下和其他十八樓層由廖創興企業租賃給本銀行，為期五年，而本銀行亦享有再將租賃續展五年的選擇權。本銀行以每股港幣 4.5195 元之特別中期現金股息之方式分派由物業轉讓所得的款項減去物業於二零一三年六月三十日的未經審計賬面值（此未經審計賬面值約為港幣 2.64 億元）予其股東。

於二零一四年一月八日香港金融管理局批准授予廣州越秀集團有限公司（「廣州越秀集團」），越秀企業（集團）有限公司（「越秀企業」）和越秀金融（下文統稱為「越秀」）成為本銀行股東控權人。越秀金融為越秀企業之全資附屬公司。越秀企業為廣州越秀集團之全資附屬公司。廣州越秀集團為一家在中國註冊成立、由廣州市政府實益全資擁有之國有有限責任公司。

越秀收購本銀行之控股股權，相當於本銀行已發行股本的 75%，已於二零一四年二月十四日完成。出售該物業已於二零一四年二月十九日完成及特別中期股息亦已於二零一四年二月二十日支付。

#### 43. EVENT AFTER THE REPORTING PERIOD

On 25 October 2013, qualifying shareholders of the Bank received an acquisition offer from Yuexiu Financial Holdings Limited (“Yuexiu Financial”) for a maximum of 326,250,000 shares of the Bank (representing 75% of its shares in issue) at an offer price of HK\$35.69 per share. At the same time, the Bank and LCHI entered into an agreement in respect of the transfer and the lease of Chong Hing Bank Centre (the “Property”), the Bank’s head office building in Central, pursuant to which the Property would be transferred by the Bank to LCHI at HK\$2,230 million, and the ground floor and 18 other floors of the Property would then be leased by LCHI to the Bank for a term of five years with the option for the Bank to renew the lease for a further term of five years. The Bank would distribute the proceeds of the transfer of the Property less the unaudited carrying value of the Property as at 30 June 2013 (such unaudited carrying value being approximately HK\$264 million) to its shareholders by way of a special interim dividend of HK\$4.5195 per share in cash.

Approval was granted by the Hong Kong Monetary Authority on 8 January 2014 for each of 廣州越秀集團有限公司 (Guangzhou Yue Xiu Holdings Limited) (“Guangzhou Yue Xiu Holdings”), Yue Xiu Enterprises (Holdings) Limited (“Yue Xiu Enterprises”) and Yuexiu Financial (hereinafter collectively referred to as “Yue Xiu”) to become a controlling shareholder of the Bank. Yuexiu Financial is a wholly-owned subsidiary of Yue Xiu Enterprises. Yue Xiu Enterprises is a wholly-owned subsidiary of Guangzhou Yue Xiu Holdings, which is a state-owned limited liability company established in the PRC beneficially wholly-owned by the Guangzhou Municipal People’s Government of the PRC.

The acquisition by Yue Xiu of a controlling shareholding interest in the Bank, amounting to 75% of the Bank’s issued share capital, was completed on 14 February 2014. On 19 February 2014, the sale of the Property was completed, and on 20 February 2014, the special interim dividend was paid.

## 未經審核補充財務資料

### UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

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按照《銀行業(披露)規則》之指引，有關企業管治、風險管理及其他未經審核之財務資料詳列如下：

#### 1. 專責委員會

本銀行董事會(「董事會」)之組成乃根據本銀行組織章程細則並為本銀行最終管治組織。為更確保董事會會議與會議之間所出現之事項能適當並及時地處理，董事會授權下列專責委員會負責監管本銀行之日常主要業務。專責委員會均有清晰的目標、權限、責任及任期。以書面方式列明各專責委員會之職責範圍亦由董事會批准及定期作適當更新。提名委員會及風險管理委員會已在年結後於二零一四年二月十四日成立。

##### (i) 常務董事委員會

常務董事委員會乃由本銀行所有常務董事所組成。

委員會所行使之權力及其所行使、採取或批核之所有行動均由董事會所授權，藉以免除由董事會詳細審理資料及業務運作的程序。常務董事委員會指導本集團之日常政策及運作決策，及負責處理須由董事會審議但適逢董事會會議前後出現的事務。此外，委員會也負責統籌董事會轄下其他委員會的工作。

The unaudited supplementary financial information regarding corporate governance, risk management and other financial information disclosed pursuant to the Banking (Disclosure) Rules is as follows:

#### 1. SPECIALISED COMMITTEES

The Board of Directors of the Bank (the “Board”) is constituted in accordance with the Bank’s Articles of Association and is the ultimate governing body. In order to ensure that matters arising between meetings of the Board are handled properly and timely, the Board delegates the day-to-day supervision of major functional areas to the following specialised committees. These committees are established with clearly defined objectives, authorities, responsibilities and tenure. Written terms of reference are approved by the Board and are updated appropriately. The Nomination Committee and the Risk Management Committee were established after the year end on 14 February 2014.

##### (i) Executive Committee

The Executive Committee comprises all executive directors of the Bank.

It is authorised by the Board to exercise all such powers and do all such acts as may be exercised, done or approved by Board, thus relieving the full Board of detailed review of information and operational activities. The Executive Committee steers the Group’s policy and operational decisions on a day-to-day basis, and attends to matters that require the review and supervision of the Board between regular board meetings. Moreover, it also coordinates the work of other committees as it sees fit.

# 未經審核補充財務資料

## UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

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### 1. 專責委員會 - 續

#### (ii) 常務管理委員會

常務管理委員會乃由董事總經理、行政總裁、部份常務董事及處主管組成。其責任包括管理銀行日常事務及運作。常務管理委員會每星期舉行例會兩次，商討及制定運作及管理政策、討論日常重要運作事務、審閱關鍵商業表現、討論由市場變化及競爭情況產生之商機。常務管理委員會務必依據董事會當時訂立之方向及要求運作。

#### (iii) 審計委員會

審計委員會由本銀行非常務董事組成，其中大部份成員為獨立非常務董事。

審計委員會之設立乃向董事會就外聘核數師有關事項提供意見，審閱於呈交董事會前之中期報告及年報、評估本集團之內部監控系統、財務報告及風險管理制度之充足性及有效性，並檢討本銀行內部稽核職能。

#### (iv) 薪酬委員會

薪酬委員會由不少於三名成員組成，其中大部份成員為獨立非常務董事。

薪酬委員會之設立乃負責考慮有關僱傭、薪酬及退休福利的規則及條款等人力資源事宜，並向董事會就本集團所有僱員，包括董事、高級管理層及主要人員之薪酬政策、架構及執行實務提出建議。

### 1. SPECIALISED COMMITTEES - continued

#### (ii) Executive Management Committee

Members of the Executive Management Committee, comprising the Managing Director, the Chief Executive Officer and certain other executive directors and division heads, are responsible for managing the day-to-day business and the affairs of the Bank group. The Executive Management Committee holds regular meetings twice a week to discuss and formulate operation and management policies, discuss significant daily operational issues, review key business performance, and discuss business opportunities arising from changing market and competitive conditions. In performing its functions, the Executive Management Committee shall act in accordance with the directions and requirements as may from time to time be stipulated by the Board.

#### (iii) Audit Committee

The Audit Committee comprises non-executive directors of the Bank and majority of the members are independent non-executive directors.

The Audit Committee is established to advise the Board on matters relating to the external auditor, review the half-year and annual reports before submission to the Board, assess the adequacy and effectiveness of the Group's systems of internal controls, financial reporting and risk management, and review the internal audit function within the Bank.

#### (iv) Remuneration Committee

The Remuneration Committee comprises of not less than three members and majority of the members are independent non-executive directors.

The Remuneration Committee is established to consider human resources issues relating to terms and conditions of employment, remuneration and retirement benefits and make recommendations to the Board of the Group's policy, structure and practices for remuneration of all employees including directors, senior management and key personnel.



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#### 1. 專責委員會 - 續

##### (v) 提名委員會

提名委員會由不少於三名成員組成，其中包括董事會主席及大部份成員為獨立非常務董事。

提名委員會負責檢討本銀行董事會及創興財務有限公司董事會之架構、人數及組成。

##### (vi) 風險管理委員會

風險管理委員會由不少於三名成員組成，其中大部份成員為非常務董事。

風險管理委員會向董事會負責並協助董事會處理風險管理事宜，特別就本集團的整體風險取向 / 風險承受能力及風險管理策略向董事會提出建議，並監督高級管理層執行策略。

#### 1. SPECIALISED COMMITTEES - continued

##### (v) Nomination Committee

The Nomination Committee comprises of not less than three members including the Chairman of the Board and majority of the members are independent non-executive directors.

The Nomination Committee is responsible for reviewing the structure, size and composition of the Boards of the Bank and Chong Hing Finance Limited.

##### (vi) Risk Management Committee

The Risk Management Committee comprises of not less than three members and majority of the members are non-executive directors.

The Risk Management Committee is responsible to the Board for assisting the Board in dealing with risk management issues, in particular for advising the Board on the overall risk appetite / risk tolerance and risk management strategy of the Group, and for overseeing the implementation of the strategy by senior management.

# 未經審核補充財務資料

## UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

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### 1. 專責委員會 - 續

#### (vii) 常務董事放款審核委員會

常務董事放款審核委員會乃由本銀行常務董事及副行政總裁所組成。

常務董事放款審核委員會負責指導及審理放款審核委員會之運作，及不時授予其適當權力。委員會亦會按照本集團既定之貸款政策及有關的法例和規則，進行批核若干特定或涉及龐大金額的新貸款申請和貸款續期申請，並更改現有貸款額度。

#### (viii) 放款審核委員會

放款審核委員會成員乃由董事會委派。委員會由本銀行之高級管理人員包括監督企業銀行業務處及財富管理處之常務董事兼副行政總裁及信貸風險管理處主管組成。

放款審核委員會的職責是確保本集團設有妥善的貸款政策，及適時發出指引以指導集團之貸款活動。此外，委員會亦指示信貸評審部及信貸監管部監察貸款組合質素，藉以及早找出問題及採取適當之糾正行動，如履行債務重組計劃及為貸款虧損撥留足夠之準備金。放款審核委員會成員定期參與審批貸款申請及作出授信決定。放款審核委員會之其他主要功能為監督本集團遵守法例所定貸款限額，評審及批核新貸款產品及致力遵守常務董事放款審核委員會之指示。

### 1. SPECIALISED COMMITTEES - continued

#### (vii) Executive Loans Committee

The Executive Loans Committee comprises executive directors and deputy chief executive officers of the Bank.

The Executive Loans Committee is established to guide and review the operations of, and to delegate proper authorities as it deems appropriate from time to time to the Loans Committee. It also approves large and certain specific new loan applications and applications for renewal and amendment of existing loans, having due regard to the Group's Lending Policy and the relevant laws and regulations.

#### (viii) Loans Committee

Members of the Loans Committee are appointed by the Board. It comprises senior staff members of the Bank including the Executive Director and Deputy Chief Executive Officer supervising the Corporate & Commercial Banking Division and the Wealth Management Division, and the head of the Credit Risk Management Division.

The Loans Committee ensures that the Group's Lending Policy is adequate, and issues guidelines from time to time to guide lending activities of the Group. It also directs the Credit Assessment Department and Credit Control Department to monitor loans portfolio quality through identifying problems early and taking timely corrective actions such as implementing debt-restructuring schemes and maintaining adequate provisions for loan losses. The Loans Committee members meet regularly to evaluate loan applications and make credit decisions. The monitoring of compliance of the Group with statutory lending limits, the assessment and approval of new loan products, the implementation of policies and instructions set by the Executive Loans Committee are other key functions of the Loans Committee.

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#### 1. 專責委員會 - 續

(ix) 資產及負債管理委員會(「資債管委會」)

資債管委會成員由董事會委派。資債管委會由本銀行主要處之高級管理人員組成。

資債管委會成立目標為協助董事會監督本集團之資產負債組合中有關流動資金、利率風險、外匯風險及其他市場風險之管理。資債管委會其他主要功能為評估現時經濟及商業環境對本集團之資產負債項目之影響、制定相關策略和計劃及審批非貸款產品。

(x) 風險管理及條例執行委員會

風險管理及條例執行委員會由董事會委任。委員會由負責風險管理、條例執行及日常運作之本銀行高級職員組成。

委員會之設立乃協助董事會監督有關本銀行風險管理及條例執行之事宜。委員會履行的責任包括認清及分析主要風險管理及條例執行事宜、核准及監督風險管理及條例執行政策及程序之實施。委員會亦負責協調及監控由監管機構提出之改善措施之實行。委員會定時對董事會作出匯報。

#### 1. SPECIALISED COMMITTEES - continued

(ix) The Asset and Liability Management Committee (the “ALCO”)

Members of the ALCO are appointed by the Board. It comprises senior staff members representing major divisions of the Bank.

The ALCO is established to facilitate the oversight of the Board in the management of the assets and liabilities of the Group from the perspective of containing the pertinent liquidity, interest rate, foreign exchange and other market risks. The assessment of the impact of the current economic and business climate on the Group’s balance sheet, the formulation of the corresponding strategies and plans, and the evaluation of non-credit related products also come under other key functions of the ALCO.

(x) The Risk Management and Compliance Committee (the “RMCC”)

Members of the RMCC are appointed by the Board. It comprises senior staff members who are responsible for risk management, compliance issues and operations of the Bank.

The RMCC is established to facilitate the oversight of the Board concerning risk management and compliance issues of the Bank. The RMCC discharges its responsibilities by identifying and analysing major risk management and compliance issues, and by approving and overseeing the implementation of the risk management and compliance policies and procedures. The RMCC also takes charge of coordinating and monitoring the implementation of the recommendations made by the regulators. Regular reports as prepared by the RMCC are submitted to the Board.

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### 2. 風險管理

本集團已制定政策、程序及監控措施，用以計量、監察及控制因銀行及有關之金融服務業務所帶來之風險。此等政策、程序及監控措施由本集團各委員會及主要部門執行，並由董事會定期檢討。內部稽核員於整個風險管理過程亦扮演重要角色，執行定期及非定期之符合性審計。

資債管委會負責監督本集團之資產及負債管理。通過每兩星期一次或以上之會議，檢討及指導有關政策，以監測銀行之整體狀況。資金部、財務部及財務及資金管理處則透過各種定性及計量分析，每天管理本集團日常之流動資金風險、外匯風險、利率風險及其他市場風險，並確保符合資債管委會及風險管理及條例執行委員會所制定之政策。

除輔助資債管委會管理資產與負債外，風險管理及條例執行委員會更監督執行關於管理本集團之營運、法律、信譽風險及條例執行要求之政策及程序。

#### (i) 業務操作及法律風險

業務操作風險涉及人為錯誤、系統失靈、訛騙或內部控制不足及程序不當所引致不可預見之損失。

常務董事、部門主管、行內法律顧問及稽核部透過適當之人力資源政策、下放權力、分工及掌握適時且精確之管理資訊，攜手管理業務操作及法律風險。高級管理層及審計委員會負責為董事會維持一穩固及有系統之監察環境，為求確保業務操作及法律風險得以妥善管理。

一套完善之應變計劃現已制定，以確保主要業務能持續如常運作。一旦受到任何商業干預，日常運作亦可有效率地回復正常。

### 2. MANAGEMENT OF RISKS

The Group has established policies, procedures, and controls for measuring, monitoring and controlling risks arising from the banking and related financial services business. These policies, procedures, and controls are implemented by various committees and departments of the Group and are regularly reviewed by the Board. The internal auditors also play an important role in the risk management process by performing regular, as well as sporadic compliance audits.

The management of assets and liabilities of the Group is conducted under the guidance of the ALCO. The ALCO holds meetings every two weeks, and more frequent meetings when required, to review and direct the relevant policies, and to monitor the bank-wide positions. The day-to-day management of the liquidity, foreign exchange, interest rate and other market risks, and the compliance with the ALCO and the RMCC policies are monitored by the Treasury Department, the Finance Department and the Finance and Treasury Management Division with the assistance of various qualitative and quantitative analyses.

In addition to complementing the ALCO in the management of assets and liabilities, the RMCC also oversees the implementation of the policies and procedures established for managing the Group's operational, legal, and reputation risks and compliance requirements.

#### (i) Operational and legal risk

Operational risk is the risk of unexpected losses attributable to human error, systems failures, frauds, or inadequate internal controls and procedures.

Executive directors, department heads, in-house legal counsels, and internal auditors collaborate to manage operational and legal risks through proper human resources policies, delegation of authorities, segregation of duties, and timely and accurate management information. Senior management and the Audit Committee are accountable to the Board for maintaining a strong and disciplined control environment to provide reasonable assurance that the operational and legal risks are prudently managed.

A comprehensive contingency plan is available to ensure that key business functions continue and normal operations are restored effectively and efficiently in the event of business interruption.

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#### 2. 風險管理 - 續

##### (ii) 信譽風險

信譽風險乃指公眾負面輿論對利潤或資本造成之風險。

透過適當及足夠之溝通及公關工作，本集團之信譽得以提高，信譽風險亦受到管理。一個由高級管理層包括常務董事及高級經理負責之風險管理機制現已成立，以處理與傳媒之溝通、客戶及有關團體之投訴及建議，並確保新增之商業活動及由本集團作代理人之業務不會損害本集團之信譽。

有關本集團對資本管理、信用風險、流動資金風險、市場風險、外匯風險及利率風險之管理政策及測量，詳列於綜合財務報表之附註 7。

#### 2. MANAGEMENT OF RISKS - continued

##### (ii) Reputation risk

Reputation risk is the risk to earnings or capital arising from negative public opinion.

Reputation risk is managed by ensuring proper and adequate communications and public relation efforts to foster the reputation of the Group. A risk management mechanism guided by the senior management including executive directors and senior managers has been established to manage the media exposure, handle customers' and other relevant parties' complaints and suggestions, and to ensure that new business activities and agents acting on the Group's behalf do not jeopardise its reputation.

Details of the Group's capital management, credit risk, liquidity risk, market risk, foreign exchange risk, interest rate risk management policies and measures are set out in note 7 to the consolidated financial statements.

# 未經審核補充財務資料 UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

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### 3. 資本管理

#### 資本充足比率

總資本比率

一級資本比率

普通股權一級資本比率

資本充足比率

核心資本比率

於二零一三年十二月三十一日之資本充足比率乃按照《銀行業（資本）規則》計算。此資本規則乃根據香港《銀行業條例》因應實施《巴塞爾資本協定 III》而制定，並於二零一三年一月一日生效。根據《銀行業（資本）規則》，本銀行選擇採納「標準計算法」計算信用風險之風險加權資產，「標準（市場風險）計算法」計算市場風險及「基本指標計算法」計算業務操作風險。資本充足比率，乃綜合本銀行、創興財務有限公司、Right Way Investments Limited、高堡富有限公司、創興資訊科技有限公司、卡聯有限公司、高潤企業有限公司及鴻強有限公司之財務資料，根據《銀行業（資本）規則》計算。

於二零一二年十二月三十一日之資本充足比率乃按照《銀行業（資本）規則》計算。此資本規則乃根據香港《銀行業條例》因應實施《巴塞爾資本協定 II》而制定。

### 3. CAPITAL MANAGEMENT

#### Capital adequacy ratio

Total capital ratio

Tier 1 capital ratio

Common Equity Tier 1 (“CET 1”) capital ratio

Capital adequacy ratio

Core capital ratio

**2013**  
%

**14.57**

**10.82**

**10.82**

**2012**  
%

15.34

10.57

Capital adequacy ratios as at 31 December 2013 were compiled in accordance with the Banking (Capital) Rules under Hong Kong Banking Ordinance for the implementation of the “Basel III” capital accord, which became effective on 1 January 2013. In accordance with the Banking (Capital) Rules, the Bank has adopted the “standardised approach” for the calculation of the risk-weighted assets for credit risk, “standardised (market risk) approach” for the calculation of market risk and “basic indicator approach” for the calculation of operational risk. The capital adequacy ratio is consolidated, under the Banking (Capital) Rules, with reference to the financial information of the Bank, Chong Hing Finance Limited, Right Way Investments Limited, Gallbraith Limited, Chong Hing Information Technology Limited, Card Alliance Company Limited, Top Benefit Enterprise Limited and Hero Marker Limited.

The capital adequacy ratio as at 31 December 2012 was compiled in accordance with the Banking (Capital) Rules under Hong Kong Banking Ordinance for the implementation of the “Basel II” capital accord.

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#### 4. 其他財務資料

本銀行已在其網站內設立「監管披露」一節以符合《銀行業(披露)規則》之一切有關披露監管資本的資料。根據《銀行業(披露)規則》第45條,「監管披露」章節將會包括下列資料:

- 採用依據香港金融管理局之標準披露範本披露普通股權一級資本、額外一級資本、二級資本以及資本基礎的監管扣減的詳細細目分類;
- 普通股權一級資本項目、額外一級資本項目、二級資本項目以及資本基礎的監管扣減與發佈的財務報表中的資產負債表的全面對賬;及
- 所有資本票據之全部條款及條件。

根據《銀行業(披露)規則》之規定,以上資料將可見於本銀行之網站 [www.chbank.com](http://www.chbank.com) 內之「監管披露」章節。

#### 5. 分項資料

本集團之區域分析乃根據分行及負責報告業績或將資產入賬之附屬公司之主要業務地點予以分類。有關詳情列於綜合財務報表之附註6。

#### 4. OTHER FINANCIAL INFORMATION

The Bank has set up a “Regulatory Disclosure” section on its website to house all of information relating to the disclosure of regulatory capital to comply with Banking (Disclosure) Rules. In accordance with section 45 of Banking (Disclosure) Rules, the “Regulatory Disclosure” section includes the following information:

- A detailed breakdown of the Common Equity Tier 1 capital, Additional Tier 1 capital, Tier 2 capital and regulatory deductions to the capital base by using the standard disclosure templates as specified by the HKMA;
- A full reconciliation of the Common Equity Tier 1 capital items, Additional Tier 1 capital items, Tier 2 capital items and regulatory deductions to the capital base and the balance sheet in the published financial statements; and
- The full terms and conditions of all capital instruments.

The above information will be available on the Bank’s website: [www.chbank.com](http://www.chbank.com) in the “Regulatory Disclosure” section in accordance with the Banking (Disclosure) Rules.

#### 5. SEGMENTAL INFORMATION

The Group’s information concerning geographical analysis has been classified by the location of the principal operations of the branches and subsidiary companies responsible for reporting the results or booking the assets. Details are set out in note 6 to the consolidated financial statements.

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## 6. 客戶貸款 - 按業務範圍劃分

本集團之客戶貸款總額(包括海外分行及附屬公司賬內的貸款),按借款用途及/或借款人之業務範圍分析及報告。有關詳情列於綜合財務報表之附註7(信用風險)。

佔本集團之客戶貸款總額百分之十或以上的逾期三個月以上之貸款、及於二零一三年與二零一二年十二月三十一日止年度之新減值準備及貸款註銷按業務範圍分析如下:

在本港使用之貸款  
工業、商業及金融  
- 物業投資  
- 其他  
個別人士  
- 購買其他住宅樓宇之貸款

在本港以外使用之貸款

在本港使用之貸款  
工業、商業及金融  
- 物業投資  
- 其他  
個別人士  
- 購買其他住宅樓宇之貸款

在本港以外使用之貸款

## 6. ADVANCES TO CUSTOMERS - BY INDUSTRY SECTORS

The Group's gross advances to customers (including advances booked in overseas branches and subsidiaries) are analysed and reported by industry sectors according to the usage of the loans and / or business activities of the borrowers. Details are set out in note 7 (credit risk) to the consolidated financial statements.

The Group's advances to customers overdue for over three months, and new impairment allowances and advances written off during the year ended 31 December 2013 and 2012 in respect of industry sectors which constitute not less than 10 per cent of gross advances to customers are analysed as follows:

於十二月三十一日 逾期三個月 以上之貸款 Advances overdue for over three months as at 31 December 港幣千元 HK\$'000	2013	
	是年度 新減值準備 New impairment allowances during the year 港幣千元 HK\$'000	是年度 貸款註銷 Advances written-off during the year 港幣千元 HK\$'000
Loans for use in Hong Kong		
Industrial, commercial and financial		
- property investment	626	2
- others	5,419	3,533
Individuals		
- loans for the purchase of other residential properties	1,571	-
Loans for use outside Hong Kong	77,715	121
	<u>77,715</u>	<u>121</u>

於十二月三十一日 逾期三個月 以上之貸款 Advances overdue for over three months as at 31 December 港幣千元 HK\$'000	2012	
	是年度 新減值準備 New impairment allowances during the year 港幣千元 HK\$'000	是年度 貸款註銷 Advances written-off during the year 港幣千元 HK\$'000
Loans for use in Hong Kong		
Industrial, commercial and financial		
- property investment	12,893	1
- others	5,192	278
Individuals		
- loans for the purchase of other residential properties	438	-
Loans for use outside Hong Kong	77,716	127
	<u>77,716</u>	<u>127</u>



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#### 7. 客戶貸款 - 按區域分類

本集團之客戶貸款總額按國家或區域分類，經考慮風險轉移因素後，披露如下：

#### 7. ADVANCES TO CUSTOMERS - BY GEOGRAPHICAL AREAS

The Group's gross advances to customers by countries or geographical areas after taking into account any risk transfers are as follows:

		2013				
		逾期三個月 以上之貸款 Advances Total advances 港幣千元 HK\$'000	減值貸款 for over three months advances 港幣千元 HK\$'000	減值貸款 Impaired advances 港幣千元 HK\$'000	個別 減值準備 Individual impairment allowance 港幣千元 HK\$'000	集體 減值準備 Collective impairment allowance 港幣千元 HK\$'000
香港	Hong Kong	42,346,053	92,487	16,426	13,967	172,533
中華人民共和國	People's Republic of China	649,113	2,308	2,308	788	4,321
澳門	Macau	636,156	-	-	-	6,367
美國	America	612,875	-	-	-	6,204
其他	Others	876,017	-	-	-	-
		<u>45,120,214</u>	<u>94,795</u>	<u>18,734</u>	<u>14,755</u>	<u>189,425</u>

		2012				
		逾期三個月 以上之貸款 Advances Total advances 港幣千元 HK\$'000	減值貸款 for over three months advances 港幣千元 HK\$'000	減值貸款 Impaired advances 港幣千元 HK\$'000	個別 減值準備 Individual impairment allowance 港幣千元 HK\$'000	集體 減值準備 Collective impairment allowance 港幣千元 HK\$'000
香港	Hong Kong	37,188,661	113,460	21,886	23,266	151,692
中華人民共和國	People's Republic of China	832,593	2,308	2,308	788	5,070
澳門	Macau	231,764	-	-	-	2,318
美國	America	535,681	-	-	-	5,426
其他	Others	403,490	-	-	-	-
		<u>39,192,189</u>	<u>115,768</u>	<u>24,194</u>	<u>24,054</u>	<u>164,506</u>

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## 8. 跨國債權

本集團之跨國債權根據國家或區域分類。經考慮風險轉移因素後，國家或區域風險額佔總風險額百分之十或以上者，披露如下：

## 8. CROSS-BORDER CLAIMS

The Group's cross-border claims by countries or geographical areas which constitute 10% or more of the relevant disclosure items after taking into account any risk transfers are as follows:

		二零一三年十二月三十一日 31 December 2013			
		同業及其他 財務機構 Banks and other financial institutions 港幣千元 HK\$'000	公營機構 Public sector entities 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
亞太區（香港除外）	Asia Pacific excluding Hong Kong	22,321,106	87,701	1,303,616	23,712,423
- 其中 - 中國	- of which - China	<u>15,824,927</u>	<u>30,027</u>	<u>597,953</u>	<u>16,452,907</u>

		二零一二年十二月三十一日 31 December 2012			
		同業及其他 財務機構 Banks and other financial institutions 港幣千元 HK\$'000	公營機構 Public sector entities 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
亞太區（香港除外）	Asia Pacific excluding Hong Kong	20,341,530	90,476	861,630	21,293,636
- 其中 - 中國	- of which - China	9,268,912	32,078	580,226	9,881,216
- 其中 - 日本	- of which - Japan	<u>3,875,185</u>	<u>3,241</u>	<u>1,679</u>	<u>3,880,105</u>

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#### 9. 貨幣風險

本集團因非買賣及結構性倉盤而產生之外匯風險，佔外匯淨盤總額百分之十或以上者，披露如下：

#### 9. CURRENCY RISK

The Group's foreign currency exposures arising from non-trading and structural position which constitute 10% or more of the total net position in all foreign currencies are as follows:

港幣千元等值

Equivalent in thousand of HK\$

現貨資產

Spot assets

2013  
人民幣  
RMB

9,344,291

總額  
Total

9,344,291

現貨負債

Spot liabilities

(8,779,126)

(8,779,126)

遠期買入

Forward purchases

33,704

33,704

遠期賣出

Forward sales

(394,541)

(394,541)

長盤淨額

Net long position

204,328

204,328

結構性倉盤淨額

Net structural position

澳門幣  
MOP

48,545

人民幣  
RMB

351,377

總額  
Total

399,922

港幣千元等值

Equivalent in thousand of HK\$

現貨資產

Spot assets

14,311,091

6,588,766

20,899,857

現貨負債

Spot liabilities

(9,612,043)

(5,364,226)

(14,976,269)

遠期買入

Forward purchases

338,731

18,405

357,136

遠期賣出

Forward sales

(5,011,862)

(1,096,712)

(6,108,574)

長盤淨額

Net long position

25,917

146,233

172,150

結構性倉盤淨額

Net structural position

澳門幣  
MOP

48,545

人民幣  
RMB

351,377

總額  
Total

399,922

2012  
美元  
US\$

14,311,091

(9,612,043)

338,731

(5,011,862)

25,917

澳門幣  
MOP

48,545

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**10. 逾期及重組貸款**

**10. OVERDUE AND RESCHEDULED ASSETS**

		2013	
		貸款總額 Gross amount of advances 港幣千元 HK\$'000	佔貸款總額 之百分比 Percentage to total advances %
逾期貸款	Advances overdue for		
- 六個月或以下惟三個月以上	- 6 months or less but over 3 months	1,545	0.0
- 一年或以下惟六個月以上	- 1 year or less but over 6 months	2,728	0.0
- 超過一年	- over 1 year	<u>90,522</u>	<u>0.2</u>
逾期貸款總額	Total overdue advances	<u>94,795</u>	<u>0.2</u>
重組之貸款	Rescheduled advances	<u>263,085</u>	<u>0.6</u>
逾期貸款的個別減值準備	Individual impairment allowances made in respect of overdue loans and advances	<u>11,996</u>	
		2012	
		貸款總額 Gross amount of advances 港幣千元 HK\$'000	佔貸款總額 之百分比 Percentage to total advances %
逾期貸款	Advances overdue for		
- 六個月或以下惟三個月以上	- 6 months or less but over 3 months	78,204	0.2
- 一年或以下惟六個月以上	- 1 year or less but over 6 months	5,012	0.0
- 超過一年	- over 1 year	<u>32,552</u>	<u>0.1</u>
逾期貸款總額	Total overdue advances	<u>115,768</u>	<u>0.3</u>
重組之貸款	Rescheduled advances	<u>210,821</u>	<u>0.5</u>
逾期貸款的個別減值準備	Individual impairment allowances made in respect of overdue loans and advances	<u>23,723</u>	

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#### 10. 逾期及重組貸款 - 續

以上逾期貸款之抵押品市值分析如下：

覆蓋之逾期貸款

非覆蓋之逾期貸款

覆蓋之逾期貸款的抵押品之市值

於二零一三年十二月三十一日及二零一二年十二月三十一日，貸予同業及其他財務機構之款額或其他資產，並無逾期三個月以上或經重組之貸款。

本集團於二零一三年十二月三十一日所持有之被收回資產總計為港幣16,040,000元（二零一二年：港幣48,320,000元）。

#### 10. OVERDUE AND RESCHEDULED ASSETS - continued

The value of the security of the above overdue advances is analysed as follows:

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Covered portion of overdue loans and advances	83,564	99,371
Uncovered portion of overdue loans and advances	<u>11,231</u>	<u>16,397</u>
	<u>94,795</u>	<u>115,768</u>
Market value of collateral held against covered portion of overdue loans and advances	<u>1,533,567</u>	<u>1,487,330</u>

There were no advances to banks and other financial institutions or other assets which were overdue for over three months as at 31 December 2013 and 31 December 2012, nor were there any rescheduled advances to banks and other financial institutions.

Reposessed assets held by the Group as at 31 December 2013 amounted to HK\$16,040,000 (2012: HK\$48,320,000).

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## 11. 對內地非銀行對手的風險承擔

## 11. NON-BANK MAINLAND EXPOSURES

		二零一三年十二月三十一日 31 December 2013			
相應團體的類別	Types of counterparties	資產負債表 以內的項目 On-balance sheet exposure 港幣千元 HK\$'000	資產負債表 以外的項目 Off-balance sheet exposure 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	個別 減值準備 Individual impairment allowance 港幣千元 HK\$'000
內地團體	Mainland entities	3,166,256	606,437	3,772,693	-
對非內地公司及個人， 而涉及的貸款乃於內地使用	Companies and individuals outside Mainland where the credit is granted for use in Mainland	6,275,281	989,231	7,264,512	788
其他相應團體之項目被視為 對內地非銀行業務之項目	Other counterparties the exposures to whom are considered to be non-bank Mainland exposures	100,593	-	100,593	-
		<u>9,542,130</u>	<u>1,595,668</u>	<u>11,137,798</u>	<u>788</u>

		二零一二年十二月三十一日 31 December 2012			
相應團體的類別	Types of counterparties	資產負債表 以內的項目 On-balance sheet exposure 港幣千元 HK\$'000	資產負債表 以外的項目 Off-balance sheet exposure 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	個別 減值準備 Individual impairment allowance 港幣千元 HK\$'000
內地團體	Mainland entities	2,832,392	710,131	3,542,523	-
對非內地公司及個人， 而涉及的貸款乃於內地使用	Companies and individuals outside Mainland where the credit is granted for use in Mainland	5,373,881	1,206,393	6,580,274	7,445
其他相應團體之項目被視為 對內地非銀行業務之項目	Other counterparties the exposures to whom are considered to be non-bank Mainland exposures	91,659	-	91,659	-
		<u>8,297,932</u>	<u>1,916,524</u>	<u>10,214,456</u>	<u>7,445</u>

## 12. 流動資金比率

## 12. LIQUIDITY RATIO

		2013 %	2012 %
全年之平均流動資金比率	Average liquidity ratio for the year	<u>41.70</u>	<u>44.91</u>

平均流動資金比率，乃按本銀行、創興財務有限公司、Right Way Investments Limited 及高堡富有限公司之財務資料，根據香港《銀行業條例》附表四計算每月平均流動資金比率之平均值，作百分比表達。

The average liquidity ratio is calculated as the ratio, expressed as a percentage, of the average of each calendar month's average ratio, as specified in the Fourth Schedule of the Hong Kong Banking Ordinance, with reference to the financial information of the Bank, Chong Hing Finance Limited, Right Way Investments Limited and Gallbraith Limited.

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#### 13. 信用、市場及業務操作風險之資本要求

每類風險承擔之資本要求簡述如下。這披露是根據本集團按相關計算方法算出之加權風險承擔以8%列出，並非本集團之真實法定資本。

##### (i) 信用風險之資本要求

官方實體風險承擔
公營單位風險承擔
銀行風險承擔
證券商號風險承擔
法團風險承擔
現金項目
監管零售風險承擔
住宅按揭貸款
不屬逾期風險承擔的其他 風險承擔
逾期風險承擔
資產負債表內風險承擔之 資本要求總額
直接信用代替品
與貿易有關之或有項目
遠期資產買入
其他承擔
匯率合約
利率合約
證券融資交易
資產負債表外風險承擔之 資本要求總額
證券化類別風險承擔之 資本要求總額
信用估值調整之資本要求總額
信用風險之資本總額

#### 13. CAPITAL CHARGE FOR CREDIT, MARKET AND OPERATIONAL RISKS

The capital requirements for each class of exposures are summarised below. This disclosure is made by multiplying the Group's risk-weighted amount derived from the relevant computation method by 8%, not the Group's actual regulatory capital.

##### (i) Capital charge for credit risk

		資本規定	
		Capital requirement	
		2013	2012
		港幣千元	港幣千元
		HK\$'000	HK\$'000
Sovereign exposures		–	–
Public sector entity exposures		11,806	12,064
Bank exposures		795,337	637,571
Securities firm exposures		20,836	12,728
Corporate exposures		2,375,345	2,113,331
Cash items		1,928	1,896
Regulatory retail exposures		13,178	7,755
Residential mortgage loans		437,323	412,106
Other exposures which are not past due exposures		553,060	507,278
Past due exposures		22,830	18,779
Total capital charge for on-balance sheet exposures		4,231,643	3,723,508
Direct credit substitutes		61,099	64,225
Trade-related contingencies		6,202	5,310
Forward asset purchases		564	629
Other commitments		187,838	210,440
Exchange rate contracts		1,561	1,829
Interest rate contracts		4,099	4,318
Securities financing transaction		5,570	–
Total capital charge for off-balance sheet exposures		266,933	286,751
Total capital charge for securitisation exposures		6,371	–
Total capital charge for credit valuation adjustment		13,772	–
Total capital charge for credit risk		4,518,719	4,010,259

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**13. 信用、市場及業務操作風險之資本要求 - 續**

**(ii) 市場風險之資本要求**

下列之市場風險資本要求源自本集團於二零一三年十二月三十一日之外匯承擔淨額港幣622,150,000元(二零一二年:港幣568,800,000元)。於年結日並無其他市場風險。

外匯風險承擔  
(包括黃金及期權)

市場風險之資本要求

本集團採用標準(市場風險)計算法以計算市場風險。

**(iii) 業務操作風險之資本要求**

業務操作風險之資本要求

本集團採用基本指標計算法以計算業務操作風險。

**14. 風險管理**

**(i) 信用風險**

**(甲) 信用風險承擔**

本集團採用穆迪投資者服務作為外部信用評估機構，以評定下列各項之風險承擔。用於評定於銀行賬冊內以外外部信用評估機構評估發債人評級之程序，乃符合《銀行業(資本)規則》第四部份之要求。

**13. CAPITAL CHARGE FOR CREDIT, MARKET AND OPERATIONAL RISKS - continued**

**(ii) Capital charge for market risk**

The market risk capital charge set out below relates to net open positions of the Group's foreign exchange exposures of HK\$622,150,000 as at 31 December 2013 (2012: HK\$568,800,000). There are no other market risk exposures as at that date.

		資本要求 Capital charge	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Foreign exchange exposures (including gold and options)		49,772	45,504
Capital charge for market risk		49,772	45,504

The Group uses the Standardised (Market Risk) Approach for calculating market risk.

**(iii) Capital charge for operational risk**

		資本要求 Capital charge	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Capital charge for operational risk		196,128	182,817

The Group uses the Basic Indicator Approach for calculating operational risk.

**14. RISK MANAGEMENT**

**(i) Credit risk**

**(a) Credit risk exposures**

Moody's Investors Service is the external credit assessment institution (the "ECAI") that the Group has used in relation to each class of exposures set out below. The process used to map ECAI issuer ratings to exposures booked in the banking book is a process as prescribed in Part 4 of the Banking (Capital) Rules.



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### 14. 風險管理 - 續

#### (i) 信用風險 - 續

##### (甲) 信用風險承擔 - 續

### 14. RISK MANAGEMENT - continued

#### (i) Credit risk - continued

##### (a) Credit risk exposures - continued

		2013						2012	
		信用風險承擔分類						Class of credit risk exposures	
風險承擔 總額	認可減低信用風險 措施後之風險承擔 獲評級	無評級	風險加權數額		風險加權 總額	涵蓋認可 抵押品之 風險承擔 總額	涵蓋認可 擔保之 風險承擔 總額		
			獲評級	無評級				exposures covered by recognised collateral	exposures covered by recognised guarantees
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000		
甲、資產負債表內	A. On-balance Sheet								
一、官方實體	1. Sovereign	1,836,741	1,836,741	-	-	-	-	-	
二、公營單位	2. Public sector entity	308,519	267,266	470,596	53,454	94,119	147,573	-	
三、銀行	3. Bank	30,770,262	29,458,501	1,311,761	9,664,362	277,347	9,941,709	-	
四、證券商號	4. Securities firm	520,910	-	520,910	-	260,455	260,455	-	
五、法團	5. Corporate	31,864,534	5,045,000	25,938,325	3,753,483	25,938,325	29,691,808	881,209	
六、現金項目	6. Cash items	695,414	-	1,675,676	-	24,099	24,099	-	
七、監管零售	7. Regulatory retail	228,118	-	219,626	-	164,720	164,720	8,492	
八、住宅按揭貸款	8. Residential mortgage loan	11,657,341	-	11,212,007	-	5,466,542	5,466,542	15,991	
九、不屬逾期風險的 其他風險承擔	9. Other exposures which are not past due exposures	6,650,213	-	6,575,644	-	6,913,248	6,913,248	74,569	
十、逾期風險承擔	10. Past due exposures	280,890	-	280,890	-	285,378	285,378	270,000	
乙、資產負債表外	B. Off-balance Sheet								
一、資產負債表外風險 承擔屬非場外 衍生工具交易 或信用衍生工具 合約	1. Off-balance sheet exposures other than OTC derivative transactions or credit derivative contracts	3,736,761	453,175	3,283,586	261,773	2,934,510	3,196,283	281,443	
二、場外衍生工具交易	2. OTC derivative transactions	294,488	292,403	2,085	68,667	2,085	70,752	-	
三、證券融資交易	3. Securities financing transactions	1,443,561	1,005,401	438,160	39,694	29,935	69,629	1,256,657	
丙、證券化類別風險承擔	C. Securitisation Exposures	6,371	-	6,371	-	79,638	79,638	-	
丁、信用估值調整	D. Credit Valuation Adjustment	308,297	306,212	2,085	170,650	1,500	172,150	-	

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**14. 風險管理 - 續**

**(i) 信用風險 - 續**

**(甲) 信用風險承擔 - 續**

**14. RISK MANAGEMENT - continued**

**(i) Credit risk - continued**

**(a) Credit risk exposures - continued**

		2012							
		信用風險承擔分類							
		Class of credit risk exposures							
		風險承擔 總額 Total exposures 港幣千元 HK\$'000	認可減低信用風險 措施後之風險承擔		風險加權數額		風險加權 總額 Total risk- weighted amounts 港幣千元 HK\$'000	涵蓋認可 抵押品之 風險承擔 總額 Total exposures covered by recognised collateral 港幣千元 HK\$'000	涵蓋認可 擔保之 風險承擔 總額 Total exposures covered by recognised guarantees 港幣千元 HK\$'000
			獲評級 Exposures after recognised credit risk mitigation Rated 港幣千元 HK\$'000	無評級 Unrated 港幣千元 HK\$'000	獲評級 Risk-weighted amounts Rated 港幣千元 HK\$'000	無評級 Unrated 港幣千元 HK\$'000			
<b>甲、資產負債表內</b>	<b>A. On-balance Sheet</b>								
一、官方實體	1. Sovereign	5,664,641	5,664,641	-	-	-	-	-	-
二、公營單位	2. Public sector entity	285,140	334,735	419,281	66,947	83,856	150,803	-	-
三、銀行	3. Bank	27,091,234	26,470,080	621,154	7,815,379	154,264	7,969,643	-	-
四、證券商號	4. Securities firm	318,201	-	318,201	-	159,101	159,101	-	-
五、法團	5. Corporate	28,873,068	5,382,975	22,589,218	3,827,425	22,589,218	26,416,643	854,295	548,671
六、現金項目	6. Cash items	374,229	-	1,312,835	-	23,703	23,703	-	-
七、監管零售	7. Regulatory retail	132,967	-	129,254	-	96,941	96,941	3,713	-
八、住宅按揭貸款	8. Residential mortgage loan	10,944,157	-	10,499,938	-	5,151,325	5,151,325	21,924	422,295
九、不屬逾期風險的 其他風險承擔	9. Other exposures which are not past due exposures	6,399,646	-	6,340,972	-	6,340,972	6,340,972	58,674	-
十、逾期風險承擔	10. Past due exposures	229,687	-	229,687	-	234,739	234,739	219,539	-
<b>乙、資產負債表外</b>	<b>B. Off-balance Sheet</b>								
一、資產負債表外風險 承擔屬非場外 衍生工具交易 或信用衍生工具 合約	1. Off-balance sheet exposures other than OTC derivative transactions or credit derivative contracts	4,008,122	370,555	3,637,567	118,720	3,388,839	3,507,559	278,936	113,747
二、場外衍生工具交易	2. OTC derivative transactions	320,456	313,974	6,483	70,360	6,483	76,842	-	-
在資本基礎扣減之 風險承擔	Exposures deducted from Capital Base	241,422							

# 未經審核補充財務資料

## UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

截至二零一三年十二月三十一日止年度  
for the year ended 31 December 2013

### 14. 風險管理 - 續

#### (i) 信用風險 - 續

##### (甲) 信用風險承擔 - 續

物業及現金存款分別為逾期風險承擔及其他承擔之認可抵押品。由銀行及香港政府所發出之擔保為認可擔保。本集團亦接受物業及上市股票分別為港幣 29,227,432,000 元 (二零一二年: 港幣 25,191,817,000 元) 及港幣 1,253,434,000 元 (二零一二年: 港幣 1,758,373,000 元) 作抵押品。

##### (乙) 對手方信用風險承擔

本集團亦持有主要為外匯及利率合約之場外衍生工具，以作對沖客戶及本身倉盤用途。用以編配內部資本及信用限額予對手方信用風險承擔之方法，乃建基於《銀行業(資本)規則》。場外衍生工具之對手均為信譽良好之銀行及證券商，因此一般並無提供抵押品。

本集團源自場外衍生工具交易之信用風險承擔簡述如下。於二零一三年十二月三十一日並無信用衍生工具合約。

場外衍生工具  
公平價值之正數總額  
信用等值數額  
風險加權數額

### 14. RISK MANAGEMENT - continued

#### (i) Credit risk - continued

##### (a) Credit risk exposures - continued

Properties and cash deposits are recognised collateral for past due exposures and other exposures respectively. Recognised guarantees are guarantees issued by banks and the Government of the HKSAR. The Group has also taken properties and listed shares as collateral pledged as security against loans totalling HK\$29,227,432,000 (2012: HK\$25,191,817,000) and HK\$1,253,434,000 (2012: HK\$1,758,373,000) respectively.

##### (b) Counter-party credit risk exposures

The Group enters into Over-The-Counter (“OTC”) derivative transactions, mainly exchange and interest rate contracts, for hedging customers’ and own positions. The methodology used to assign internal capital and credit limits for counter-party credit exposures is based on Banking (Capital) Rules. Counter-parties of these OTC derivative transactions are reputable banks and security firms and collateral is not normally required.

The following table summarises the Group’s credit exposures arising from OTC derivative transactions. There is no credit derivative contract outstanding as at 31 December 2013.

#### 場外衍生工具交易 OTC derivative transactions

		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
場外衍生工具	OTC derivative		
公平價值之正數總額	Gross total positive fair value	<u>155,948</u>	<u>187,911</u>
信用等值數額	Credit equivalent amounts	<u>294,488</u>	<u>320,456</u>
風險加權數額	Risk-weighted amounts	<u>70,752</u>	<u>76,843</u>

未經審核補充財務資料  
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14. 風險管理 - 續

(i) 信用風險 - 續

(乙) 對手方信用風險承擔 - 續

信用等值數額及風險加權數額之細目分類如下：

名義數額：

- 銀行
- 法團
- 其他

信用等值數額：

- 銀行
- 法團
- 其他

風險加權數額：

- 銀行
- 法團
- 其他

(丙) 減低信用風險措施

本集團一般接受抵押品及金融擔保以支持客戶貸款。但本集團並無採用資產負債表內及資產負債表外淨額計算及信用衍生工具合約作為減低信用風險措施。

被採納之主要認可抵押品包括現金存款及物業，而主要認可擔保則為由銀行及香港政府所發出之金融擔保。

14. RISK MANAGEMENT - continued

(i) Credit risk - continued

(b) Counter-party credit risk exposures - continued

The breakdown of the credit equivalent amounts and the risk-weighted amount is summarised as follows:

場外衍生工具交易  
OTC derivative  
transactions

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Notional amounts:		
- Banks	12,350,919	11,865,629
- Corporates	305,536	464,619
- Others	35,000	60,000
	<u>12,691,455</u>	<u>12,390,248</u>
Credit equivalent amounts:		
- Banks	286,568	311,011
- Corporates	6,411	4,359
- Others	1,509	5,087
	<u>294,488</u>	<u>320,457</u>
Risk-weighted amounts:		
- Banks	65,749	68,754
- Corporates	3,494	3,002
- Others	1,509	5,087
	<u>70,752</u>	<u>76,843</u>

(c) Credit risk mitigation

The Group generally accepts collateral pledged as security and financial guarantees to support loans and advances made to customers. However, on-balance sheet and off-balance sheet netting and credit derivative contracts are not used for credit risk mitigation purposes.

Main types of recognised collateral include cash deposits and properties, whereas main types of recognised guarantees include financial guarantees issued by banks and the Government of the HKSAR.

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#### 14. 風險管理 - 續

##### (i) 信用風險 - 續

##### (丙) 減低信用風險措施 - 續

本集團只接受下列抵押品：

- 該抵押品能隨時變現；
- 該抵押品之價值穩定，並容易計算或可從估值中計算；及
- 該抵押品之權益能隨時核實，並能合法地轉讓予本集團。

本集團的貸款政策是按不同貸款類別訂定相關之貸款與價值（抵押品價值）之比例。於新批出貸款及貸款續約時，以市場價值評估抵押品之價值。抵押品需定期或遇上相關資產價格大幅波動時重估。權益契約如物業契據或定期存款證等由本集團持有。辦妥登記抵押契約於官方機構為批出抵押貸款之先決條件。

#### 14. RISK MANAGEMENT - continued

##### (i) Credit risk - continued

##### (c) Credit risk mitigation - continued

The Group only accepts collateral pledged as security:

- when it is readily realisable;
- when it has stable value that can be quantified or supported by valuation; and
- the title of which can be verified and legally assigned to the Group.

Loan to value (collateral value) ratios are prescribed by the Lending Policy of the Group for various types of loan. At loan inception and renewal, collateral to be pledged as security is valued by reference to its market value. Collateral is subject to re-valuation on a regular basis and at times of significant price fluctuations of the underlying assets. Physical custody of title documents such as title deeds of properties and deposit certificates of cash deposits are required to be placed with the Group. Completion of registration of charges on the collateral pledged as security with the relevant authorities is a condition precedent for granting secured loans.

# 未經審核補充財務資料 UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

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## 14. 風險管理 - 續

### (ii) 證券化類別風險承擔

本集團採用標準(證券化)計算法計算證券化資產之信用風險承擔，並於下列各類證券化風險承擔中僅為一投資機構。

本集團採用穆迪投資者服務為外部信用評估機構。評級下列各項相關證券化風險承擔：

證券化類別風險承擔

再證券化

結構性投資工具

證券化類別風險承擔

再證券化

結構性投資工具

## 14. RISK MANAGEMENT - continued

### (ii) Securitisation exposures

The Group uses the standardised (securitisation) approach to calculate the credit risk for securitisation exposures, and is an investing institution for all classes of exposures set out below.

Moody's Investors Services is the ECAI that the Group has used in relation to the rated securitisation exposures set out below:

		2013		
		風險剩餘數額	風險權重	風險加權數額
		Outstanding amounts	Risk-weight	Risk-weighted amounts
		港幣千元	百分比	港幣千元
		HK\$'000	%	HK\$'000
	Securitisation exposures			
	Re-securitisations			
	Structured investment vehicles	6,371	1,250	79,638

		2012		
		風險剩餘數額	扣減該等風險承擔於 核心資本 附加資本	
		Outstanding amounts	Exposures deducted from its Core Capital	Supplementary Capital
		港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000
	Securitisation exposures			
	Re-securitisations			
	Structured investment vehicles	156	78	78

## 未經審核補充財務資料

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#### 14. 風險管理 - 續

##### (iii) 銀行賬冊內之股權風險承擔

本集團在股本證券方面之目標政策為長線投資。策略性之股權持有主要透過聯營經營以直接配合本集團之銀行及其他財務服務業務。

股權以可供出售之金融資產入賬，相關之會計政策詳列於綜合財務報表之附註4。於年結日，上市股本證券以公平值入賬，公平值乃指當天於相關股票市場之交易價，非上市股本證券以成本價並加入調整值入賬，調整值乃反映相類之上市公司之每股溢利倍數及被投資公司業績高於預期。在必需之情況下，股本證券或會被減值，以反映其投資價值下降。

#### 14. RISK MANAGEMENT - continued

##### (iii) Equity exposures in banking book

The Group adopts a policy of holding equity securities for long-term investment purposes. Equity holdings taken for strategic reasons are primarily associate operations that complement directly the Group's banking and other financial services business.

Equity securities are accounted for as available-for-sale financial assets, the accounting policy of which is set out in note 4 to the consolidated financial statements. At the balance sheet date, listed equity securities are stated at fair value which is determined by reference to prices quoted in the respective stock markets. Unlisted equity securities are valued at cost, as adjusted to reflect earning multiples for comparable listed companies if the investee companies are performing at or above expectation. When deemed necessary, equity securities are carried at written down value to reflect the impairment in value of those investee companies.

#### 集團

由銷售產生之已實現淨溢利

未實現重估淨溢利：

- 包括於儲備但不列入綜合損益及其他全面收益表內
- 包括於披露儲備內之數額
- 包括於附加資本內之數額

#### THE GROUP

Net realised gains from sales

Net unrealised revaluation gains:

- Amount included in reserves but not through consolidated statement of profit or loss and other comprehensive income
- Amount included in disclosed reserves
- Amount included in supplementary capital

	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
Net realised gains from sales	<u>1,582</u>	<u>594</u>
Net unrealised revaluation gains:		
- Amount included in reserves but not through consolidated statement of profit or loss and other comprehensive income	<u>210,606</u>	<u>216,248</u>
- Amount included in disclosed reserves	<u>56,377</u>	<u>-</u>
- Amount included in supplementary capital	<u>-</u>	<u>30,122</u>

# 未經審核補充財務資料 UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

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## 14. 風險管理 - 續

### (iv) 銀行賬冊內之利率風險承擔

綜合財務報表之附註7列明利率風險之性質及計量之頻密程度。於計量利率風險承擔時，本集團假設過往之約定再定價表現於未來十二個月內持續。

按照本集團用於壓力測試之方法，就重大利率向上及向下變動而對盈利之變動，按主要貨幣作出細目分類詳列如下：

#### 利率風險衝擊

港幣千元等值

- 盈利變動  
(+100 基點)
- 盈利變動  
(-10 基點)

#### 利率風險衝擊

港幣千元等值

- 盈利變動  
(+100 基點)
- 盈利變動  
(-10 基點)

## 14. RISK MANAGEMENT - continued

### (iv) Interest rate exposures in banking book

Note 7 to the consolidated financial statements sets out the nature and the frequency of measurement of the interest rate risk. In measuring the interest rate exposures, the Group assumes that past contractual re-pricing behaviour will continue in the same manner over the next 12 months.

Variations in earnings for significant upward and downward interest rate movements in accordance with the method the Group uses for stress-testing, broken down by major currencies are set out below:

2013 貨幣 Currency			
港幣 HK\$	美元 US\$	其他 Others	總額 Total
<u>82,365</u>	<u>39,980</u>	<u>(10,346)</u>	<u>111,999</u>
<u>(8,237)</u>	<u>(3,998)</u>	<u>1,035</u>	<u>(11,200)</u>

2012 貨幣 Currency			
港幣 HK\$	美元 US\$	其他 Others	總額 Total
<u>93,087</u>	<u>28,246</u>	<u>(22,313)</u>	<u>99,020</u>
<u>(9,309)</u>	<u>(2,824)</u>	<u>2,231</u>	<u>(9,902)</u>



## 未經審核補充財務資料

### UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

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#### 15. 綜合基準

綜合財務報表所載之資料為本銀行及其所有附屬公司綜合財務資料，亦包括本集團之聯營公司之權益。

編製本集團的資本充足比率及流動資金比率，是按香港金融管理局用作監管用途之綜合基準編製。而編製用作會計用途及監管用途之綜合基準之最大分別是前者包括本銀行、其所有附屬公司及本集團之聯營公司之權益，而後者只包括本銀行及集團部份主要從事銀行業務或其他與銀行業務有關的附屬公司。

包括在會計綜合準則內但不包括在監管綜合準則內的附屬公司概述如下：

#### 15. BASIS OF CONSOLIDATION

The consolidated financial statements cover the consolidated financial information of the Bank and all its subsidiaries and included the attributable share of interest in the Group's associates.

In preparing the capital adequacy ratio and liquidity ratio of the Group, they are prepared according to the basis of consolidation determined by the Hong Kong Monetary Authority for regulatory purposes. The main difference between the consolidation basis for accounting and regulatory purposes is that the former includes the Bank, all its subsidiaries and the attributable share of interests in the Group's associates whereas the latter includes the Bank and only some of the Group's subsidiaries which mainly conduct banking business or other business incidental to banking business.

Subsidiaries that are included within the accounting scope of consolidation but are not included within the regulatory scope of consolidation are as follows:

公司名稱 Name of company	主要業務 Principal activities	資產總額 Total assets		資金總額 Total equity	
		2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2012 港幣千元 HK\$'000
創興(代理)有限公司 Chong Hing (Nominees) Limited	提供代理人服務 Provision of nominee services	100	100	100	100
創興證券有限公司 Chong Hing Securities Limited	股票買賣 Stockbroking	797,614	732,973	581,905	560,393
創興商品期貨有限公司 Chong Hing Commodities and Futures Limited	投資及商品期貨買賣 Investment holding and commodities and futures broking	66,074	62,231	60,149	58,058
創興保險有限公司 Chong Hing Insurance Company Limited	保險 Insurance underwriting	294,619	265,250	186,530	178,382
創興(代客管理)有限公司 Chong Hing (Management) Hong Kong Limited	提供管理人服務 Provision of management services	720	100	100	100

## 董事資料變動披露 DISCLOSURE OF CHANGES IN DIRECTORS' INFORMATION

於二零一四年二月二十六日  
as of 26 February 2014

根據香港聯合交易所有限公司（「聯交所」）證券上市規則第 13.51B(1) 項及第 13.51B(3) 項，除於本年報第 5 至 10 頁列出之董事個人簡歷及於第 206 頁列出之董事薪酬的變動外，董事資料變動如下：

Pursuant to Rules 13.51B(1) and 13.51B(3) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "HKSE"), other than those changes in directors' biographical data as set out on pages 5 to 10, as well as their emoluments as set out on page 206, of this annual report, the changes in directors' information are set out as follows:

張招興先生自二零一四年二月十四日起獲委任為本銀行主席兼非常務董事。

**Mr ZHANG Zhaoxing** was appointed as the Bank's Chairman and Non-executive Director on 14 February 2014.

梁高美懿女士自二零一四年二月十四日起獲委任為本銀行副主席、董事總經理兼常務董事。

**Mrs LEUNG Ko May Yee Margaret** was appointed as the Bank's Deputy Chairman, Managing Director and Executive Director on 14 February 2014.

朱春秀先生自二零一四年二月十四日起獲委任為本銀行非常務董事。

**Mr ZHU Chunxiu** was appointed as the Bank's Non-executive Director on 14 February 2014.

王恕慧先生自二零一四年二月十四日起獲委任為本銀行非常務董事。

**Mr WANG Shuhui** was appointed as the Bank's Non-executive Director on 14 February 2014.

李 鋒先生自二零一四年二月十四日起獲委任為本銀行非常務董事。

**Mr LI Feng** was appointed as the Bank's Non-executive Director on 14 February 2014.

李家麟先生自二零一四年二月十四日起獲委任為本銀行獨立非常務董事。

**Mr LEE Ka Lun** was appointed as the Bank's Independent Non-executive Director on 14 February 2014.

鄭毓和先生於二零一三年十二月三十一日辭任 21 控股有限公司之執行董事，該公眾公司在聯交所上市。

**Mr CHENG Yuk Wo** resigned as an Executive Director of 21 Holdings Limited, which is a public company listed on HKSE, on 31 December 2013.

馬照祥先生於二零一三年十一月十二日辭任亞洲果業控股有限公司之獨立非執行董事，該公眾公司分別在聯交所及倫敦證券交易所另類投資市場上市。

**Mr Andrew Chiu Cheung MA** resigned as an Independent Non-executive Director of Asian Citrus Holdings Limited, which is a public company listed on both HKSE and AIM board of The London Stock Exchange, on 12 November 2013.

## 董事資料變動披露

### DISCLOSURE OF CHANGES IN DIRECTORS' INFORMATION

於二零一四年二月二十六日

as of 26 February 2014

廖烈武博士於二零一四年二月十四日辭任本銀行主席兼常務董事。

**Dr LIU Lit Mo** resigned as the Bank's Chairman and Executive Director on 14 February 2014.

廖烈智先生於二零一四年二月十四日辭任本銀行副主席，董事總經理及常務董事。

**Mr LIU Lit Chi** resigned as the Bank's Deputy Chairman, Managing Director and Executive Director on 14 February 2014.

廖俊寧先生於二零一四年二月十四日辭任本銀行常務董事。

**Mr Wilfred Chun Ning LIU** resigned as the Bank's Executive Director on 14 February 2014.

何家樂先生於二零一四年二月十四日辭任本銀行非常務董事。

**Mr HE Jiale** resigned as the Bank's Non-executive Director on 14 February 2014.

堀越秀一先生於二零一四年二月十四日辭任本銀行非常務董事。

**Mr Hidekazu HORIKOSHI** resigned as the Bank's Non-executive Director on 14 February 2014.

廖坤城先生於二零一四年二月十四日辭任本銀行非常務董事。

**Mr Christopher Kwun Shing LIU** resigned as the Bank's Non-executive Director on 14 February 2014.

孟慶惠先生於二零一四年二月十四日辭任本銀行非常務董事。

**Mr MENG Qinghui** resigned as the Bank's Non-executive Director on 14 February 2014.

陳有慶博士於二零一四年二月十四日辭任本銀行獨立非常務董事。

**Dr Robin Yau Hing CHAN** resigned as the Bank's Independent Non-executive Director on 14 February 2014.

范華達先生於二零一四年二月十四日辭任本銀行獨立非常務董事。

**Mr Timothy George FRESHWATER** resigned as the Bank's Independent Non-executive Director on 14 February 2014.

除上述披露者外，並無有關本銀行上述董事及任何其他董事之資料需就聯交所證券上市規則第 13.51B(1) 項及第 13.51B(3) 項而需作出披露。

Other than those disclosed above, there is no other information in respect of the above directors and any other directors of the Bank required to be disclosed pursuant to Rules 13.51B(1) and 13.51B(3) of the Rules Governing the Listing of Securities on HKSE.

總分行、主要附屬公司及聯營公司  
HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一四年二月二十六日  
as of 26 February 2014

		電話 Telephone
<b>總行</b> <b>HEAD OFFICE</b>	香港德輔道中 24 號 24 Des Voeux Road Central, Hong Kong	3768 1111
<b>港島分行</b> <b>HONG KONG ISLAND BRANCHES</b>		
香港仔 Aberdeen	香港仔大道 166 至 168 號 166-168 Aberdeen Main Road	3768 6210
銅鑼灣 Causeway Bay	謝斐道 488 號 488 Jaffe Road	3768 6290
跑馬地 Happy Valley	毓秀街 1 至 9 號 1-9 Yuk Sau Street	3768 6430
北角 North Point	英皇道 376 號 376 King's Road	3768 6200
西營盤 Sai Ying Pun	德輔道西 81 至 85 號 81-85 Des Voeux Road West	3768 6340
筲箕灣 Shau Kei Wan	筲箕灣道 203 至 205 號 203-205 Shau Kei Wan Road	3768 6330
上環 Sheung Wan	永樂街 163 號 163 Wing Lok Street	3768 6220
灣仔 Wan Chai	軒尼詩道 265 至 267 號 265-267 Hennessy Road	3768 6350
環翠邨 Wan Tsui Estate	柴灣環翠邨環翠商場地下 G11A 號 Shop No. G11A, G/F, Wan Tsui Shopping Centre Wan Tsui Estate, Chai Wan	3768 6730
西區 Western	德輔道西 347 至 349 號 347-349 Des Voeux Road West	3768 6280
<b>九龍分行</b> <b>KOWLOON BRANCHES</b>		
青山道 Castle Peak Road	青山道 285 至 287 號 285-287 Castle Peak Road	3768 6320
海麗邨 Hoi Lai Estate	深水埗海麗邨海麗商場 112 號 Shop No. 112, Hoi Lai Shopping Centre Hoi Lai Estate, Sham Shui Po	3768 6700
巧明街 How Ming Street	巧明街 114 號 114 How Ming Street	3768 6480

## 總分行、主要附屬公司及聯營公司

### HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一四年二月二十六日

as of 26 February 2014

		電話 Telephone
<b>九龍分行 - 續</b> <b>KOWLOON BRANCHES - continued</b>		
佐敦 Jordan	佐敦吳松街 120 號地下 G/F, 120 Woosung Street, Jordan	3768 6720
九龍灣 Kowloon Bay	九龍灣宏開道 8 號其士商業中心地下 8 號 Shop Unit 8, G/F, Chevalier Commercial Centre 8 Wang Hoi Road, Kowloon Bay	3768 6740
九龍城 Kowloon City	衙前圍道 31 至 33 號 31-33 Nga Tsin Wai Road	3768 6300
廣田邨 Kwong Tin Estate	廣田邨廣田商場 205 號 No. 205, Kwong Tin Shopping Centre, Kwong Tin Estate	3768 6460
觀塘 Kwun Tong	物華街 31 至 33 號 31-33 Mut Wah Street	3768 6410
荔枝角道 Lai Chi Kok Road	荔枝角道 139 號 139 Lai Chi Kok Road	3768 6380
鯉魚門 Lei Yue Mun	油塘鯉魚門廣場地下下層 LG1 號 Shop No. LG1, Lower Ground Floor Lei Yue Mun Plaza, Yau Tong	3768 6530
旺角 Mongkok	彌敦道 591 號 591 Nathan Road	3768 0001
寶達邨 Po Tat Estate	觀塘寶達邨寶達商場 2 樓 203B-204 號 Shop No. 203B-204, 2/F, Po Tat Shopping Centre Po Tat Estate, Kwun Tong	3768 6750
新蒲崗 San Po Kong	衍慶街 55 至 57 號 55-57 Yin Hing Street	3768 6360
深水埗 Sham Shui Po	大埔道 144 至 148 號 144-148 Tai Po Road	3768 6310
順利邨 Shun Lee Estate	順利邨利益樓 Lee Yat House, Shun Lee Estate	3768 6420
德田邨 Tak Tin Estate	德田邨德田廣場 207 號 No. 207, Tak Tin Plaza, Tak Tin Estate	3768 6470
土瓜灣 To Kwa Wan	譚公道 34 至 34A 號 34-34A Tam Kung Road	3768 6370
尖沙咀 Tsim Sha Tsui	加連威老道 16 號 16 Granville Road	3768 6240
慈雲山 Tsz Wan Shan	雙鳳街 60 至 64 號 60-64 Sheung Fung Street	3768 6390

# 總分行、主要附屬公司及聯營公司 HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一四年二月二十六日  
as of 26 February 2014

		電話 Telephone
<b>新界分行 NEW TERRITORIES BRANCHES</b>		
蝴蝶邨 Butterfly Estate	屯門蝴蝶邨蝴蝶廣場蝶翎樓地下 L196 至 L199 號 Shop Nos. L196-L199, G/F, Tip Ling House Butterfly Plaza, Butterfly Estate, Tuen Mun	3768 6590
長發邨 Cheung Fat Estate	青衣長發邨長發廣場 3 樓 304 及 311 號 Shop Nos. 304 & 311, Level 3 Cheung Fat Plaza, Cheung Fat Estate, Tsing Yi	3768 6560
祖堯邨 Cho Yiu Chuen	敬祖路 C 座地下 G/F, Block C, King Cho Road	3768 6250
彩明苑 Choi Ming Court	將軍澳彩明苑彩明商場 2 樓 265, 267 至 268 號 Shop Nos. 265 & 267-268, 2/F, Choi Ming Shopping Centre Choi Ming Court, Tseung Kwan O	3768 6790
粉嶺 Fanling	粉嶺聯和墟和隆街 2 號 2 Wo Lung Street, Luen Wo Market, Fanling	3768 6260
置富嘉湖 Fortune Kingswood	天水圍置富嘉湖 2 期 1 樓 103 號 Shop 103, 1/F, Phase 2, Fortune Kingswood, Tin Shui Wai	3768 6500
富泰邨 Fu Tai Estate	屯門富泰邨富泰商場 1 樓 101 號 Shop 101, Level 1, Fu Tai Shopping Centre Fu Tai Estate, Tuen Mun	3768 6550
厚德邨 Hau Tak Estate	將軍澳厚德邨厚德商場西翼 1 樓 L111-112 號 Shop Nos. L111-112, 1/F, West Wing Hau Tak Shopping Centre, Hau Tak Estate, Tseung Kwan O	3768 6780
恒安邨 Heng On Estate	沙田馬鞍山恒安邨恒安商場 3 樓 Level 3, Commercial Centre, Heng On Estate Ma On Shan, Sha Tin	3768 6450
葵涌邨 Kwai Chung Estate	葵涌葵涌邨葵涌商場 1 樓 111 號 Shop 111, Podium Level 1, Kwai Chung Shopping Centre Kwai Chung Estate, Kwai Chung	3768 6540
瀝源邨 Lek Yuen Estate	沙田瀝源邨瀝源廣場 212 號 Shop No. 212, Lek Yuen Plaza, Lek Yuen Estate, Shatin	3768 6400

# 總分行、主要附屬公司及聯營公司

## HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一四年二月二十六日

as of 26 February 2014

		電話 Telephone
<b>新界分行 - 續</b> <b>NEW TERRITORIES BRANCHES - continued</b>		
良景邨 Leung King Estate	屯門良景邨良景廣場 2 樓 L220 號 Shop No. L220, Level Two, Leung King Plaza Leung King Estate, Tuen Mun	3768 6770
上水 Sheung Shui	上水新豐路 71 號 71 San Fung Avenue, Sheung Shui	3768 6270
尚德邨 Sheung Tak Estate	將軍澳尚德邨尚德廣場 237 號 Shop No. 237, Sheung Tak Plaza Sheung Tak Estate, Tseung Kwan O	3768 6510
太和廣場 Tai Wo Plaza	大埔太和廣場 225 號 Shop No. 225, Level 2, Tai Wo Plaza, Tai Po	3768 6900
天澤邨 Tin Chak Estate	天水圍天澤邨天澤商場 1 樓 112 號 Shop 112, 1/F, Tin Chak Shopping Centre Tin Chak Estate, Tin Shui Wai	3768 6570
荃灣 Tsuen Wan	荃灣沙咀道 298 號翡翠廣場 Jade Plaza, 298 Sha Tsui Road, Tsuen Wan	3768 6440
屯門富健花園 Tuen Mun Glorious Garden	屯門龍門路 45 號富健花園 82 號 Shop No. 82, Glorious Garden, 45 Lung Mun Road Tuen Mun	3768 6520
屯門康麗花園 Tuen Mun Hong Lai Garden	屯門鄉事會路 117 號康麗花園地下 G/F, Hong Lai Garden, 117 Heung Sze Wui Road Tuen Mun	3768 6580
蓮頭塘邨 Wan Tau Tong Estate	大埔蓮頭塘邨運來樓 11 至 12A 號 Shop Nos. 11-12A, Wan Loi House, Wan Tau Tong Estate Tai Po	3768 6490
逸東邨 Yat Tung Estate	東涌逸東邨逸東商場地下 1 及 2 號 Shop Nos. 1 & 2, G/F, Yat Tung Shopping Centre Yat Tung Estate, Tung Chung	3768 6710
元朗 Yuen Long	元朗青山道 99 至 109 號 99-109 Castle Peak Road, Yuen Long	3768 6230

總分行、主要附屬公司及聯營公司  
HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一四年二月二十六日  
as of 26 February 2014

電話  
Telephone

廣州代表處

GUANGZHOU REPRESENTATIVE OFFICE

廣州	中國廣東省廣州市越秀區環市東路 339 號 A 附樓 18A 房 01 室	(86-20) 8375 8300
Guangzhou	Room 01, Unit 18A, 18/F, Annex A 339 Huanshi Dong Lu, Yuexiu District Guangzhou, Guangdong China	

澳門分行

MACAU BRANCH

澳門	澳門南灣大馬路 693 號 大華大廈地下	(853) 2833 9982
Macau	No. 693, Avenida da Praia Grande Edificio Tai Wah, R/C Macau	

三藩市分行

SAN FRANCISCO BRANCH

三藩市	美國加州三藩市 加利福尼亞街 601 號 國際大廈 94108-2804	(1-415) 433 6404
San Francisco	International Building, 601 California Street San Francisco, California 94108-2804 USA	

上海代表處

SHANGHAI REPRESENTATIVE OFFICE

上海	中國上海市黃浦區南京西路 288 號 創興金融中心 2605 室	(86-21) 6358 8099
Shanghai	Room 2605, Chong Hing Finance Centre 288 Nanjing Road West Huangpu District, Shanghai China	

汕頭分行

SHANTOU BRANCH

汕頭	中國廣東省汕頭市金砂路 162 號 豐澤莊藍堡國際公寓 1 幢 103 至 105 號	(86-754) 8890 3222
Shantou	Lanbao International Mansion No. 103-105, Block One Fengzezhuang No. 162 Jinsha Road Shantou, Guangdong China	



## 總分行、主要附屬公司及聯營公司

### HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一四年二月二十六日

as of 26 February 2014

#### 主要附屬公司

卡聯有限公司

創興商品期貨有限公司

創興財務有限公司

創興資訊科技有限公司

創興保險有限公司

創興(代客管理)有限公司

創興(代理)有限公司

創興證券有限公司

高堡富有限公司

鴻強有限公司

高潤企業有限公司

#### PRINCIPAL SUBSIDIARIES

Card Alliance Company Limited

Chong Hing Commodities and Futures Limited

Chong Hing Finance Limited

Chong Hing Information Technology Limited

Chong Hing Insurance Company Limited

Chong Hing (Management) Limited

Chong Hing (Nominees) Limited

Chong Hing Securities Limited

Gallbraith Limited

Hero Marker Limited

Top Benefit Enterprise Limited

#### 聯營公司

銀聯控股有限公司

銀和再保險有限公司

香港人壽保險有限公司

網聯(香港)有限公司

#### ASSOCIATES

Bank Consortium Holding Limited

BC Reinsurance Limited

Hong Kong Life Insurance Limited

Net Alliance Co., Limited

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

