

董事會同人現謹向各股東發表截至二〇〇〇年十二月三十一日止年度之報告書及已審核之賬目。

### 主要業務

本銀行及其附屬公司之主要業務為銀行及有關之財務服務。附屬公司之業務見賬目註釋(二十)。

### 業績及分配

本集團是年度之溢利連同有關溢利分配說明列於本年賬目第二十五頁之綜合損益表內。

是年度已派發及建議派發之股息見賬目註釋(十)。

### 捐款

是年度本集團之慈善捐款共為港幣一十八萬元。

### 固定資產

本集團及本銀行固定資產之變動詳載於賬目註釋(二十一)。

### 儲備

本集團及本銀行儲備之變動詳載於賬目註釋(二十五)。

按照香港公司條例第79B條計算，本銀行於二〇〇〇年十二月三十一日之可分配儲備總額為港幣三十六億零九百一十二萬一千元(一九九九年為港幣三十億七千八百二十五萬四千元)。

### 董事

本屆董事芳名，詳載於本年報第四頁。

董事伍黎宜博士、伍步昌先生及鍾子森先生照本銀行註冊章程第一百條，例應告退，但均願應選連任。

在即將舉行之股東年會上擬應選連任之董事，均無與本銀行訂立不能由本銀行於一年內毋須作出補償(法定補償除外)而終止之服務合約。

非執行董事須根據本銀行註冊章程之規定在股東年會上輪值告退及應選連任。

### 董事之合約權益

本銀行向永時實業有限公司租用永恒商業大廈部份寫字樓，與該公司訂有兩份租約，租期分別為一九九九年一月起計三年及一九九六年十二月起計六年，租值均經專業人士獨立評估後訂定。伍

The directors have pleasure in presenting their report together with the audited accounts for the year ended 31 December 2000.

### Principal activities

The Bank and its subsidiaries are engaged in the provision of banking and related financial services. The principal activities of the subsidiaries are set out in note 20 to the accounts.

### Results and appropriations

The profit of the Group for the year is set out in the consolidated profit and loss account on page 25 together with particulars of the appropriations therefrom which have been made or which are recommended.

Dividends paid and proposed for the year are set out in note 10 to the accounts.

### Donations

Charitable and other donations made by the Group during the year amounted to HK\$180,000.

### Fixed assets

Details of the movements in the Group's and the Bank's fixed assets are set out in note 21 to the accounts.

### Reserves

Details of the movements in the Group's and the Bank's reserves are set out in note 25 to the accounts.

Distributable reserves of the Bank at 31 December 2000, calculated under section 79B of the Hong Kong Companies Ordinance, amounted to HK\$3,609,121,000 (1999: HK\$3,078,254,000).

### Directors

The directors during the year are listed on page 4.

In accordance with Article 100 of the Bank's Articles of Association, Dr Jieh-ye WU, Mr Albert Po-cheung WU and Mr Che-shum CHUNG retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

None of the directors proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Bank which is not determinable by the Bank within one year without payment of compensation (other than statutory compensation).

Non-executive directors are subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association of the Bank.

### Directors' interests in contracts

The Bank rents from Wings Investment Company Limited certain office space in Wings Building under two tenancy agreements, for terms of three years commencing January 1999 and six years commencing December 1996, at rentals based on independent professional valuations. Dr Michael Po-ko WU,

步高、伍步剛、伍黎宜、伍步昌、伍步謙、伍步揚及何子棟諸先生均為永時實業有限公司之股東。

此外，是年度內及至是年終結日止，本銀行或其附屬公司並無訂立任何與本銀行業務有關而董事直接或間接享有重大權益之其他重要合約。

### 董事之股本權益

根據本銀行依照證券(披露權益)條例第二十九條而設之登記冊，各董事及行政總裁於二〇〇〇年十二月三十一日持有本銀行之股本權益如下：

Dr Patrick Po-kong WU, Dr Jieh-ye WU, Mr Albert Po-cheung WU, Dr Philip Po-him WU, Mr Ivan Po-young WU and Mr Stephen Tze-tung HO are interested in Wings Investment Company Limited as shareholders.

No other contracts of significance in relation to the Bank's business to which the Bank or 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.

### Directors' interests in shares

At 31 December 2000, the interests of the directors and chief executive in the shares of the Bank as recorded in the register maintained under section 29 of the Securities (Disclosure of Interests) Ordinance were as follows:

		所持股數			
		Number of shares			
		個人權益 Personal interests	家族權益 Family interests	其他權益 Other interests	總數 Total
伍步高 (行政總裁)	Dr Michael Po-ko WU (Chief Executive)	194,184	84,166	—	278,350
伍步剛	Dr Patrick Po-kong WU	313,449	9,990	—	323,439
伍黎宜	Dr Jieh-ye WU	348,280	445,256	—	793,536
伍步昌	Mr Albert Po-cheung WU	—	—	—	—
伍步謙	Dr Philip Po-him WU	166,915	25,876	—	192,791
伍步揚	Mr Ivan Po-young WU	—	—	—	—
陳曾燾	Dr Thomas Tseng-tao CHEN	—	* 17,742,654	—	17,742,654
何子棟	Mr Stephen Tze-tung HO	189,385	—	—	189,385
鍾子森	Mr Che-shum CHUNG	3,373	—	—	3,373
黃記祖	Mr Kee-choe NG	—	—	—	—
伍兆燦	Dr Siu-chan NG	—	—	—	—
陳仰宗 (陳曾燾之代行董事)	Mr Roy Yang-chung CHEN (Alternate to Dr Thomas Tseng-tao CHEN)	—	—	* 17,742,654	17,742,654
伍尚豐 (伍黎宜之代行董事)	Mr Anthony Shang-fung WU (Alternate to Dr Jieh-ye WU)	30,474	—	—	30,474
馬毅強 (伍步揚之代行董事)	Mr Kenneth Ngai-keung MA (Alternate to Mr Ivan Po-young WU)	—	—	—	—

\* 該等股票由信託基金持有，其受益人包括陳仰宗先生及陳曾燾博士之另一家庭成員。

\* This batch of shares is held by trusts the beneficiaries of which include Mr Roy Yang-chung CHEN and another family member of Dr Thomas Tseng-tao CHEN.

是年度內本銀行或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法人團體之股份或債券而獲益。

At no time during the year was the Bank or 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.

在截至二〇〇〇年十二月三十一日止年度內，本銀行並無授予任何人士認購本銀行股份之權利，亦無任何人士行使該等權利。

No right to subscribe for securities of the Bank has been granted by the Bank to, nor have any such rights been exercised by, any person during the year ended 31 December 2000.

### 主要股東

根據本銀行依照證券(披露權益)條例第十六(一)條而設之主要股東登記冊顯示，於二〇〇〇年十

### Substantial shareholders

At 31 December 2000, the register of substantial shareholders maintained under section 16(1) of the Securities (Disclosure of Interests) Ordinance showed

二月三十一日持有本銀行已發行股本百分之十或以上權益者如下：

伍宜孫有限公司  
伍黎宜有限公司  
宜康有限公司  
新加坡發展銀行有限公司

\*\* 此數包括伍宜孫有限公司持有控制性股權之宜康有限公司所持股份在內。

#### 買入、出售或贖回股份

是年度本銀行並無贖回本銀行之股份，本銀行及各附屬公司均無買入或出售本銀行之股份。

#### 管理合約

是年度內，本銀行並無就全盤或其中重大部份業務簽訂或存有任管理合約。

#### 董事及高層管理人員個人資料

本銀行董事及高層管理人員個人資料詳列於第六頁至第八頁。

#### 主要客戶

是年度本集團從五位最大客戶所賺取之收入佔本集團總收入少於百分之三十。

#### 審核委員會

審核委員會之主席為陳曾燾博士，成員為何子棟先生和伍兆燦博士。委員會的主要職責包括審閱集團之財務報告及內部監控方面之事宜。

#### 披露財務資料

本銀行已全面遵從金融管理專員於二〇〇〇年十二月發出之「本地註冊認可機構披露財務資料」之指引。

#### 公司監管

本銀行在截至二〇〇〇年十二月三十一日止年度內均符合香港聯合交易所有限公司證券上市規則附錄十四之最佳應用守則。

#### 核數師

本賬目經由羅兵咸永道會計師事務所審核，該核數師亦照章告退，但願意應聘續任。羅兵咸永道會計師事務所於一九九九年財政年度接替與永道會計師事務所合併之羅兵咸會計師事務所出任核數師。

承董事會命  
董事長 伍步高 謹啟

香港 二〇〇一年二月二十一日

that the Bank had been notified of the following interests, being 10% or more of the Bank's issued share capital:

	所持股數 Number of shares
Wu Yee Sun Company Limited	** 58,366,241
Wu Jieh Yee Company Limited	42,375,919
Yee Hong Company Limited	25,571,406
The Development Bank of Singapore Limited	23,219,010

\*\* This includes the shares held by Yee Hong Company Limited in which Wu Yee Sun Company Limited holds a controlling interest.

#### Purchase, sale or redemption of shares

The Bank has not redeemed any of its shares during the year. Neither the Bank nor any of its subsidiaries has purchased or sold any of the Bank's shares during the year.

#### Management contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Bank were entered into or existed during the year.

#### Biographical details of directors and senior management

Brief biographical details in respect of the directors and senior management of the Bank are set out on pages 6-8.

#### Major customers

The percentage of the Group's income for the year attributable to the five largest customers of the Group is less than 30%.

#### Audit Committee

The members of the Audit Committee are Dr Thomas Tseng-tao CHEN (Chairman), Mr Stephen Tze-tung HO and Dr Siu-chan NG. The principal duties of the Committee include the review of the Group's financial reports and aspects in relation to the Group's internal controls.

#### Financial disclosures

The Bank has fully complied with the requirements set out in the guideline entitled "Financial Disclosure by Locally Incorporated Authorized Institutions" issued by the Monetary Authority in December 2000.

#### Corporate governance

The Bank was in compliance with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited during the year ended 31 December 2000.

#### Auditors

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment. PricewaterhouseCoopers replaced Price Waterhouse in the financial year 1999 following their merger with Coopers & Lybrand.

By Order of the Board  
Michael Po-ko WU  
Chairman

Hong Kong, 21 February 2001