

A hand is shown holding a glowing green ring. The background is dark with several curved, glowing green lines that create a sense of motion and depth. The overall color palette is dominated by shades of green and black.

實力雄厚
POWERFUL ARMS

中國工商銀行(亞洲)有限公司(「本行」, 前稱香港友聯銀行有限公司)董事會謹此提呈本行及本集團截至二零零零年十二月三十一日止年度之年報及經審核賬目。

按主要業務及地區劃分之業務分析

本行之主要業務為提供銀行、財務及其他相關服務, 而各附屬公司之主要業務則載於賬目附註23。

本集團於本年度按主要業務及市場劃分之利息收入及經營溢利貢獻分析載於「附加財務資料」一節。

更改公司名稱

本行於二零零零年八月七日通過特別決議案, 由香港友聯銀行有限公司易名為中國工商銀行(亞洲)有限公司。本行更改名稱於二零零零年八月二十一日正式生效。

業績及分派

本集團截至二零零零年十二月三十一日止年度之業績載於第56頁之綜合損益表。

董事建議派發每股13港仙之末期股息, 股息總額為58,613,000港元。

捐款

本集團於本年度內之慈善及其他捐款總額為25,000港元。

固定資產

本集團及本行之固定資產變動詳情載於賬目附註24。

The Directors of Industrial and Commercial Bank of China (Asia) Limited (the "Bank", formerly known as Union Bank of Hong Kong Limited) have pleasure in submitting their annual report together with the audited accounts of the Bank and the Group for the year ended 31st December 2000.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activities of the Bank are the provision of banking, financial and other related services. The principal activities of the subsidiaries are shown in Note 23 to the accounts.

An analysis of the Group's net interest income and contribution to operating profit for the year by principal activities and markets is set out in the section headed Supplementary Financial Information.

CHANGE OF NAME

The Bank has by a special resolution passed on 7th August 2000 resolved to change its name from Union Bank of Hong Kong Limited to Industrial and Commercial Bank of China (Asia) Limited. The name of the Bank was formally changed with effect from 21st August 2000.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December 2000 are set out in the consolidated profit and loss account on page 56.

The Directors recommend the payment of a final dividend of 13 HK cents per share, totalling HK\$58,613,000.

DONATIONS

During the year, the Group made charitable and other donations amounting to HK\$25,000.

FIXED ASSETS

Details of the movements in fixed assets of the Group and of the Bank are set out in Note 24 to the accounts.

董事會報告 • REPORT OF THE DIRECTORS

儲備

本集團及本行儲備於年內之變動詳情載於賬目附註31。

可供分派儲備

本行於二零零零年十二月三十一日根據香港公司條例第79B條計算之可供分派儲備為360,628,000港元(一九九九年: 251,535,000港元)。

五年財務摘要

以下為本集團過去五個財政年度之業績、資產及負債概要。

RESERVES

Movements in the reserves of the Group and of the Bank during the year are set out in Note 31 to the accounts.

DISTRIBUTABLE RESERVES

Distributable reserves of the Bank at 31st December 2000, calculated under section 79B of the Hong Kong Companies Ordinance, amounted to HK\$360,628,000 (1999: HK\$251,535,000).

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out below.

		2000	1999	1998	1997	1996
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
業績	Results					
股東應佔 溢利/(虧損)	Profit/(loss) attributable to shareholders	150,063	(545,010)	32,957	340,932	270,422
資產及負債	Assets and liabilities					
總資產	Total assets	20,656,987	19,158,247	21,464,943	21,435,918	16,555,203
總負債	Total liabilities	18,132,287	16,728,550	19,048,902	19,028,907	14,952,439
資本來源	Capital resources	2,524,700	2,429,697	2,416,041	2,407,011	1,602,764
		20,656,987	19,158,247	21,464,943	21,435,918	16,555,203

購買、出售或贖回股份

本行於年內概無贖回任何股份，而本行及各附屬公司於年內亦無買賣本行之股份。

PURCHASES, 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.

股本

本行之股本變動詳情載於賬目附註30。

董事會

本行董事會於本年度之成員如下：

陳志強先生 (董事總經理暨行政總裁)

喬維明先生

姜建清博士 (主席)

(於二零零零年六月三十日獲委任)

李禮輝博士 (副主席)

(於二零零零年六月三十日獲委任)

張建國先生

(於二零零零年六月三十日獲委任)

朱琦先生

(於二零零零年六月三日獲委任)

趙京芬女士

(於二零零零年六月三日獲委任)

王于漸教授, S.B.S., 太平紳士*

(於二零零零年七月六日獲委任)

馮華健先生, 資深大律師*

(於二零零零年七月二十八日獲委任)

徐耀華先生*

(於二零零零年八月二十二日獲委任)

傅育寧博士 (主席)

(於二零零零年七月六日辭任)

黃大展博士

(於二零零零年七月六日辭任)

梁日柱先生

(於二零零零年七月六日辭任)

楊孫西博士, S.B.S., 太平紳士*

(於二零零零年七月六日辭任)

余國春先生, S.B.S., 太平紳士*

(於二零零零年七月六日辭任)

胡經昌先生*

(於二零零零年七月六日辭任)

* 獨立非執行董事

SHARE CAPITAL

Details of movements in share capital of the Bank are set out in Note 30 to the accounts.

DIRECTORS

The Directors of the Bank during the year were:

Mr Chan Chi Keung, Chris (*Managing Director and Chief Executive*)

Mr Kiu Wai Ming

Dr Jiang Jianqing (*Chairman*)

(appointed on 30th June 2000)

Dr Li Lihui (*Vice-Chairman*)

(appointed on 30th June 2000)

Mr Zhang Jianguo

(appointed on 30th June 2000)

Mr Zhu Qi

(appointed on 3rd June 2000)

Ms Zhao Jingfen

(appointed on 3rd June 2000)

Professor Wong Yue Chim, Richard, S.B.S. JP*

(appointed on 6th July 2000)

Mr Fung, Daniel Richard, SC *

(appointed on 28th July 2000)

Mr Tsui Yiu Wa, Alec *

(appointed on 22nd August 2000)

Dr Fu Yu Ning (*Chairman*)

(resigned on 6th July 2000)

Dr Huang Dazhan

(resigned on 6th July 2000)

Mr Leung Yat Chue

(resigned on 6th July 2000)

Dr Yu Sun Say, S.B.S., JP*

(resigned on 6th July 2000)

Mr Yu Kwok Chun, S.B.S., JP *

(resigned on 6th July 2000)

Mr Wu King Cheong *

(resigned on 6th July 2000)

* *Independent Non-Executive Directors*

董事會報告 • REPORT OF THE DIRECTORS

董事會 (續)

根據本行之組織章程細則第94(1)及94(2)條規定，姜建清博士、朱琦先生及趙京芬女士將依章輪值告退，惟彼等願意於應屆股東週年大會上膺選連任。

王于漸教授, S.B.S., 太平紳士、馮華健先生，資深大律師及徐耀華先生分別於二零零零年七月六日、二零零零年七月二十八日及二零零零年八月二十二日獲委任為獨立非執行董事，以代替於二零零零年七月六日辭任之三名獨立非執行董事。彼等之任期直至根據本行之組織章程細則第94(1)及94(2)條規定依章輪值告退時終止。

董事之服務合約

陳志強先生及喬維明先生與本行訂有服務合約。陳志強先生之合約由一九九九年七月一日起計，初步為期三年，其後將一直有效，直至本行發出不少於四個月書面通知或陳志強先生以不少於六個月書面通知予以終止為止，惟任何一方不得於一九九九年七月一日起計三十個月內提出終止。

喬維明先生之服務合約由一九九九年七月一日起計，並無指定限期，直至其中一方發出不少於三個月書面通知予以終止為止。

除上述所披露者外，擬於應屆股東週年大會上膺選連任之董事與本行概無訂立於一年內終止而須予支付賠償（一般法定賠償除外）之服務合約。

DIRECTORS (Cont'd)

In accordance with Articles 94(1) and 94(2) of the Bank's Articles of Association, Dr Jiang Jianqing, Mr Zhu Qi and Ms Zhao Jingfen retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Professor Wong Yue Chim, Richard, S.B.S., JP, Mr Fung, Daniel Richard, SC and Mr Tsui Yiu Wa, Alec were appointed as Independent Non-Executive Directors on 6th July 2000, 28th July 2000 and 22nd August 2000 respectively to replace the three Independent Non-Executive Directors who had resigned on 6th July 2000. The terms of their appointments will expire when they are required to retire by rotation in accordance with Articles 94(1) and 94(2) of the Bank's Articles of Association.

DIRECTORS' SERVICE CONTRACTS

Mr Chan Chi Keung, Chris and Mr Kiu Wai Ming have service contracts with the Bank. The initial term of the contract with Mr Chan Chi Keung, Chris is for a period of three years commencing from 1st July 1999. Thereafter this contract will continue indefinitely until terminated by either party giving not less than four months' written notice by the Bank or six months' written notice by Mr Chan Chi Keung, Chris, provided that no such termination could be initiated by either parties for thirty months commencing from 1st July 1999.

The service contract with Mr Kiu Wai Ming is for an indefinite term commencing from 1st July 1999 until terminated by either party giving not less than three months' written notice.

Save as disclosed above, none of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Bank which is not determinable within one year without payment of compensation, other than statutory compensation.

董事之合約權益

本行、控股公司、附屬公司或同系附屬公司並無參與訂立於本年度結算日或本年度任何時間內生效而本行董事直接或間接擁有重大權益之重大合約。

關連交易

年內，本集團曾進行董事認為根據上市規則屬關連交易之多宗交易。該等交易之詳情載於賬目附註5、6、29、30(b)(ii)及33。

董事之股份或債券權益

二零零零年十二月三十一日，根據本行按證券(披露權益)條例(「披露權益條例」)第29條存置之登記冊所示或本行所獲通知，各董事及行政總裁所擁有本行及其聯營公司(定義見披露權益條例)股份、認股權證及購股權之權益如下：

本行每股面值 2 港元之普通股

陳志強先生	Mr Chan Chi Keung, Chris
喬維明先生	Mr Kiu Wai Ming

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Bank or any of its holding companies, subsidiaries, or fellow 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.

CONNECTED TRANSACTIONS

During the year, the Group entered into a number of transactions which in the opinion of the Directors constitute connected transactions under the Listing Rules. The details of these transactions have been set out in Notes 5, 6, 29, 30(b)(ii) and 33 to the accounts.

DIRECTORS' INTEREST IN EQUITY OR DEBT SECURITIES

At 31st December 2000, the interests of the Directors and Chief Executive in the shares, warrants and options of the Bank and its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance")), as recorded in the register maintained by the Bank under Section 29 of the SDI Ordinance or as notified to the Bank were as follows:

Ordinary shares of HK\$2 each in the Bank

		股份數目	
		Number of shares	
		個人權益	合計
		Personal interests	Total
陳志強先生	Mr Chan Chi Keung, Chris	150,000	150,000
喬維明先生	Mr Kiu Wai Ming	150,000	150,000

董事會報告 • REPORT OF THE DIRECTORS

董事之股份或債券權益 (續)

董事收購股份之權利

董事所持購股權在年內之變動及於二零零零年十二月三十一日尚餘之購股權如下：

		購股權 Options		
		已授出	已註銷	於二零零零年 十二月三十一日 As at 31/12/2000
		Granted	Cancelled	
陳志強先生	Mr Chan Chi Keung, Chris	2,000,000	(2,000,000)	—
喬維明先生	Mr Kiu Wai Ming	1,500,000	(1,500,000)	—

購股權乃於二零零零年二月二十五日根據本行現有之僱員購股權計劃授予陳志強先生及喬維明先生，可於二零零一年二月二十五日至二零零六年二月二十四日期間分別認購本行2,000,000股及1,500,000股股份，行使價為每股5.408港元（「購股權」）。繼陳先生及喬先生同意接受中國工商銀行（「工商銀行」）附屬公司工商東亞融資有限公司代表工商銀行於二零零零年六月二日就購股權提出之有條件自願現金收購建議後，該等購股權已於二零零零年七月十八日被放棄及註銷。

除上文所披露者外，本行、各附屬公司、各同系附屬公司或其控股公司於年內任何時間概無訂立任何安排，致使本行董事可藉收購本行或任何其他法人團體之股份或債券而獲益。

DIRECTORS' INTEREST IN EQUITY OR DEBT SECURITIES (Cont'd)

Directors' rights to acquire shares

Details of the movements in the share options held by Directors during the year and the balance outstanding as at 31st December 2000 were as follows:

The share options granted on 25th February 2000 to Mr Chan Chi Keung, Chris and Mr Kiu Wai Ming under the existing employee share option scheme of the Bank, to subscribe up to 2,000,000 shares and 1,500,000 shares respectively in the Bank and exercisable in stages during the period from 25th February 2001 to 24th February 2006 at an exercise price of HK\$5.408 per share in the Bank (the "Options") were renounced and cancelled on 18th July 2000 upon Mr Chan's and Mr Kiu's acceptance of the conditional voluntary cash offer for the Options made by ICEA Capital Limited, a subsidiary of Industrial and Commercial Bank of China ("ICBC"), on behalf of ICBC on 2nd June 2000.

Save as disclosed above, at no time during the year was the Bank, its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangement 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.

主要股東

除上文披露之董事及行政總裁權益外，於二零零零年十二月三十一日，根據本行按披露權益條例第16(1)條設立之登記冊所示，本行得悉下列主要股東持有本行10%或以上已發行股本。

SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained under section 16(1) of the SDI Ordinance shows that as at 31st December 2000, the Bank had been notified of the following substantial shareholder's interests, being 10% or more of the Bank's issued share capital. These interests are in addition to those disclosed above in respect of the Directors and Chief Executive.

股東名稱

中國工商銀行

Name of shareholder

Industrial and Commercial Bank of China

普通股數目

Number of ordinary shares

318,042,029

管理合約

年內並無訂立或訂有任何涉及本行全部或大部份業務之管理及行政合約。

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.

主要客戶

本集團本年度最大五名客戶佔本集團之利息收入及其他營運收入總和少於30%。

MAJOR CUSTOMERS

During the year, the five largest customers of the Group accounted for less than 30% of the total of interest income and other operating income of the Group.

遵照上市規則最佳應用守則

董事會認為，本集團於本年度一直遵守上市規則所列之最佳應用守則，惟非執行董事及獨立非執行董事並無特定任期，但須根據本行之組織章程細則於股東週年大會上輪值告退及膺選連任。

COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES

In the opinion of the Directors, the Group has complied with the Code of Best Practice as set out in the Listing Rules throughout the year, except that the Non-Executive Directors and the Independent Non-Executive Directors are not appointed for specific terms but are subject to retirement by rotation and re-election at annual general meeting in accordance with the Bank's Articles of Association.

董事會報告 • REPORT OF THE DIRECTORS

遵照「本地註冊認可機構披露財務資料」指引

本行已全面遵守金融管理局於二零零零年十二月頒佈之「本地註冊認可機構披露財務資料」指引所載之規定。

審核委員會

關於審核委員會之權力及職責之明文規定乃參考香港會計師公會於一九九七年十二月頒佈之「成立審核委員會之指引」而訂立。

審核委員會為董事會與本行核數師就本集團核數事宜之重要聯繫。此外，審核委員會亦負責評估本行之外部及內部核數事宜、內部監控及風險評估。原有之審核委員會已於二零零零年七月六日繼黃大展博士、楊孫西博士、余國春先生及胡經昌先生辭任後解散。於年內獲委任為非執行董事之朱琦先生及三位獨立非執行董事之王于漸教授、S.B.S.，太平紳士、馮華健先生、資深大律師及徐耀華先生已組成新審核委員會。於本財政年度，新舊審核委員會曾分別舉行兩次會議。

董事於競爭性業務之權益

以下為根據上市規則第8.10(2)段須予披露之資料：

朱琦先生為工商銀行香港分行之總經理及工商國際金融有限公司之主席。工商銀行香港分行之商業銀行服務屬於本集團之競爭業務。

COMPLIANCE WITH THE GUIDELINE ON “FINANCIAL DISCLOSURE BY LOCALLY INCORPORATED AUTHORIZED INSTITUTIONS”

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

AUDIT COMMITTEE

The written terms of reference which describe the authority and duties of the Audit Committee were prepared and adopted with reference to “A Guide for The Formation of An Audit Committee” published by the Hong Kong Society of Accountants in December 1997.

The Audit Committee provides an important link between the Board and the Bank's auditors in matters coming within the scope of the Group audit. It also reviews the effectiveness both of the external and internal audit and of internal controls and risk evaluation. Following the resignation of Dr. Huang Dazhan, Dr Yu Sun Say, S.B.S., JP, Mr Yu Kwok Chun, S.B.S., JP and Mr Wu King Cheong on 6th July 2000, the old Committee was dissolved. A new Committee comprising Mr Zhu Qi, Non-Executive Director and the three Independent Non-Executive Directors, namely Professor Wong Yue Chim, Richard, S.B.S., JP, Mr Fung, Daniel Richard, SC and Mr Tsui Yiu Wa, Alec appointed in the year was formed. Two meetings were held by the old and the new Committees respectively during the current financial year.

DIRECTORS' INTEREST IN COMPETING BUSINESS

Set out below is information disclosed pursuant to paragraph 8.10(2) of the Listing Rules:—

Mr Zhu Qi is the General Manager of ICBC, Hong Kong Branch and the Chairman of Industrial and Commercial International Capital Limited. The commercial banking activities of the Branch constitutes a competing business to the Group.

核數師

賬目由羅兵咸永道會計師事務所審核。羅兵咸永道會計師事務所將任滿告退，惟符合資格並願重選連任。

安永會計師事務所為本行截至一九九九年十二月三十一日止三個年度之核數師，並已於二零零零年八月十日辭任。安永會計師事務所辭任後，羅兵咸永道會計師事務所獲委任為本行之核數師。

承董事會命
姜建清 博士
主席

香港，二零零一年二月二十七日

AUDITORS

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

Ernst & Young were auditors of the Bank for the three years ended 31st December 1999 who resigned on 10th August 2000. Since their resignation, PricewaterhouseCoopers have been appointed as auditors of the Bank.

On Behalf of the Board
Dr Jiang Jianqing
Chairman

Hong Kong, 27th February 2001