

董事會謹提呈截至二零零一年十二月三十一日止年度之報告及經審核之賬目。

### 主要業務及營運之分項分析

大新金融集團有限公司(「本公司」)之主要業務為投資控股，而附屬公司之主要業務則見賬目附註廿四。本年度按業務分項之本公司及附屬公司(「本集團」)業績表現分析載於賬目附註四十。

### 業績及盈餘分配

本集團截至二零零一年十二月三十一日止年度之業績載於第31頁之綜合損益結算表內。

董事會宣派中期股息每股0.52港元，共派128,221,000港元，已於二零零一年九月三日派發。

董事會建議派發末期股息每股0.60港元，共派147,947,000港元。

### 股本

本公司股本之變動詳情載於賬目附註卅二。

### 儲備

本集團及本公司是年度之儲備變動詳情載於賬目附註卅三。

### 捐款

本集團是年度之慈善及其他捐款共達330,000港元。

### 固定資產

本公司並無持有任何固定資產。集團固定資產變動則詳載於賬目附註廿五。

### 董事會

本年度內及直至本報告日期止董事芳名：

王守業  
主席

周忠繼 O.B.E. J.P.  
副主席

賈世德  
副主席

The Directors submit their report together with the audited accounts for the year ended 31st December 2001.

### PRINCIPAL ACTIVITIES AND SEGMENT ANALYSIS OF OPERATIONS

The principal activity of Dah Sing Financial Holdings Limited (the "Company") is investment holding. The principal activities of the subsidiaries are shown in note 24 to the accounts. An analysis of the performance of the Company and its subsidiaries (the "Group") for the year by business segment is set out in note 40 to the accounts.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December 2001 are set out in the consolidated profit and loss account on page 31.

The Directors declared an interim dividend of HK\$0.52 per share, totalling HK\$128,221,000 which was paid on 3rd September 2001.

The Directors recommend the payment of a final dividend of HK\$0.60 per share, totalling HK\$147,947,000.

### SHARE CAPITAL

Details of the movements in share capital of the Company are shown in note 32 to the accounts.

### RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in note 33 to the accounts.

### DONATIONS

During the year, the Group made charitable and other donations amounting to HK\$330,000.

### FIXED ASSETS

The Company does not hold any fixed assets. Details of the movements in fixed assets of the Group are shown in note 25 to the accounts.

### DIRECTORS

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

David Shou-Yeh Wong  
Chairman

Chung-Kai Chow O.B.E. J.P.  
Vice Chairman

Ronald Carstairs  
Vice Chairman

**董事會 (續)**

生田正治

周偉偉

Ian Harley

韓以德

莊先進

Peter G. Birch C.B.E.

史習陶

高宮泉

黃漢興

常務董事

伍耀明

安德生

王伯凌

(二零零一年八月八日獲委任)

孫大倫

(二零零二年一月一日獲委任)

蔭山真人

(二零零二年三月五日獲委任)

中村清次

(生田正治之替任董事)

Graham S. Long

(Ian Harley之替任董事)

藤本公亮

(二零零一年五月十日退任)

川俣喜昭

(二零零一年五月十日獲委任及於二零零二年三月五日退任)

大島誠

(於二零零一年五月十日獲委任為川俣喜昭之替任董事及於同日退任藤本公亮之替任董事；於二零零二年三月五日退任川俣喜昭之替任董事)

按照本公司組織章程細則第110條規定，賈世德、Peter G. Birch、Ian Harley 與生田正治輪值告退，但表示如再度獲選，願繼續連任。

**DIRECTORS (Continued)**

Masaharu Ikuta

John Wai-Wai Chow

Ian Harley

David R. Hinde

John W. Simpson

Peter G. Birch C.B.E.

Robert Tsai-To Sze

Izumi Takamiya

Hon-Hing Wong

Managing Director

Yiu-Ming Ng

Roderick Stuart Anderson

Gary Pak-Ling Wang

(appointed on 8th August 2001)

Tai-Lun Sun (Dennis Sun)

(appointed on 1st January 2002)

Mahito Kageyama

(appointed on 5th March 2002)

Seiji Nakamura

(alternate to Masaharu Ikuta)

Graham S. Long

(alternate to Ian Harley)

Kimisuke Fujimoto

(resigned on 10th May 2001)

Yoshiaki Kawamata

(appointed on 10th May 2001 and resigned on 5th March 2002)

Makoto Oshima

(appointed as an alternate to Yoshiaki Kawamata and ceased to be an alternate to Kimisuke Fujimoto on 10th May 2001; resigned as an alternate to Yoshiaki Kawamata on 5th March 2002)

In accordance with Article 110 of the Company's Articles of Association, Ronald Carstairs, Peter G. Birch, Ian Harley and Masaharu Ikuta retire by rotation and, being eligible, offer themselves for re-election.

**董事會 (續)**

按照本公司組織章程細則第114條規定，王伯凌、孫大倫與蔭山真人將於應屆之股東週年大會告退，但表示如再度獲選，願繼續連任。

**董事權益**

於二零零一年十二月三十一日，根據本公司依證券(披露權益)條例第29條規定而設置之登記冊所載記錄顯示，各董事在本公司股本中權益如下：

**DIRECTORS (Continued)**

In accordance with Article 114 of the Company's Articles of Association, Gary Pak-Ling Wang, Tai-Lun Sun (Dennis Sun) and Mahito Kageyama will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

**DIRECTORS' INTERESTS**

At 31st December 2001, the interests of the Directors in the share capital of the Company as recorded in the register maintained under section 29 of the Securities (Disclosure of Interests) Ordinance were as follows:

董事	Director	股份數量			合計 Total
		Number of shares			
		個人權益 Personal Interests	法團權益 Corporate Interests	其他權益 Other Interests	
王守業	David Shou-Yeh Wong	–	4,344,746 (註甲)(Note a)	87,379,236 (註乙)(Note b)	91,723,982
周忠繼 O.B.E. J.P.	Chung-Kai Chow O.B.E. J.P.	650,676	–	–	650,676
周偉偉	John Wai-Wai Chow	797,248	–	–	797,248
莊先進	John W. Simpson	16,017	–	–	16,017
Peter G. Birch C.B.E.	Peter G. Birch C.B.E.	50,000	–	–	50,000
安德生	Roderick Stuart Anderson	60,131	–	–	60,131

註：

甲) 王守業之法團權益乃指由其擁有三分之一或以上權益公司所持有之股份。

乙) 此等股份乃由為王守業及其家族利益而成立之全權信託受託人匯豐國際信託有限公司間接持有。

Notes:

a) The corporate interest of David Shou-Yeh Wong is in respect of shares held by a company in which he has an interest of one third or more.

b) Such shares are indirectly held by HSBC International Trustee Limited, the trustee of a discretionary trust established for the benefit of David Shou-Yeh Wong and his family.

根據本公司股東於一九九五年五月十七日所通過之行政人員優先認股計劃，本公司若干董事獲授予按每份認股權1港元代價可認購本公司股本中每股面值2港元股份之權利。認購價仍按本公司於香港交易所買賣之股份，在授予日期前五個交易日之平均收市價相對折讓百分之十(適用於在一九九七年十一月二十七日所授予之認股權)或折讓百分之五(適用於在二零零零年四月三日所授予之認股權)所計算。該等認股權可於獲授予日期起計第一至第五周歲日期間按不同數額行使。

Pursuant to the Executive Share Option Scheme approved by the shareholders of the Company on 17th May 1995, certain Directors of the Company were granted options at a consideration of HK\$1 per option to subscribe for shares of the Company with a par value of HK\$2 each. The subscription prices were calculated at a discount of 10% (in respect of the options granted on 27th November 1997) or 5% (in respect of the options granted on 3rd April 2000) relative to the average closing prices of the Company's shares traded on the Hong Kong Stock Exchange for the 5 trading days immediately preceding the dates of grant. The options can be exercised in varying amounts between the first and fifth anniversaries of the dates of grant.

**董事權益(續)**

截至二零零一年十二月三十一日止，各董事仍未行使之可認購本公司股份權利之結餘股份數目如下：

授予日期 Date of grant	一九九七年十一月二十七日 27th November 1997	二零零零年四月三日 3rd April 2000
每股行使價 Exercise price per share	13.57港元 HK\$13.57	26.28港元 HK\$26.28
黃漢興 Hon-Hing Wong	–	800,000
伍耀明 Yiu-Ming Ng	–	200,000
安德生 Roderick Stuart Anderson	–	200,000
王伯凌 Gary Pak-Ling Wang	100,000	–

於二零零一年間，賈世德於二零零一年五月行使認股權認購200,000股本公司股份。依據行政人員認股計劃賦予權力，本公司已按認股權行使當日本公司股份每股收市價與其設定認購26.28港元之溢價每股17.52港元，以現金代替配發新股予賈世德。支付總額為三百五十萬零四千港元。賈世德擁有本公司200,000股之認股權確認為已全數行使。

除上述所載外，本年度內本公司及各附屬公司概無簽訂任何協議，使本公司董事及其配偶和未滿十八歲之子女可藉收購本公司或任何其他法人團體之股份或債券而取得利益。

各董事與本公司並無簽訂任何服務合約。

本年度內或年結時，本公司及各附屬公司概無簽訂任何有關本公司之業務而本公司董事直接或間接擁有重大權益之重要合約。

**DIRECTORS' INTERESTS (Continued)**

The number of shares available under the outstanding options for respective Directors as at 31st December 2001 were as follows:

In 2001, Mr. Ronald Carstairs exercised his option to subscribe for 200,000 shares of the Company in May 2001. Instead of allotting new shares, the Company exercised its discretion as allowed by the Executive Share Option Scheme by paying Mr. Carstairs HK\$17.52 per share in cash, which is the excess of closing market price on the exercise date over the predetermined subscription price of HK\$26.28 each. The aggregate payment amounted to HK\$3,504,000 and the option granted to Mr. Carstairs to subscribe for 200,000 shares was confirmed as exercised.

Apart from the above, at no time during the year was the Company or its subsidiaries a party to any arrangements to enable the Directors of the Company nor their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

The Directors do not have any service contracts with the Company.

No contracts of significance in relation to the Company's business to which the Company or its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## 主要股東

於二零零一年十二月三十一日，依證券(披露權益)條例第16(1)條而設置之主要股東登記冊，顯示本公司已接獲有關下列持有本公司發行股本百分之十或以上權益之通知。此等權益並不包括以上披露之董事權益。

## SUBSTANTIAL SHAREHOLDERS

At 31st December 2001, the register of substantial shareholders maintained under section 16(1) of the Securities (Disclosure of Interests) Ordinance showed that the Company had been notified of the following interests, being 10% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of Directors.

股東 Shareholder	股份數量 Number of shares
UFJ Bank Limited (formerly, The Sanwa Bank, Limited)	36,998,266 (註) (Note)

註：

於二零零二年三月五日本公司截至二零零一年十二月三十一日止財政年度賬目通過日，UFJ Bank Limited 實質持有本公司37,268,266股權益。

Note:

As at 5th March 2002 when the Company's accounts for the financial year ended 31st December 2001 were approved, UFJ Bank Limited was beneficially interested in 37,268,266 shares of the Company in issue.

## 購買、出售或贖回股份

本公司於年內並無贖回任何本身之股份。另本公司及各附屬公司於年內亦無購買或出售任何本公司之股份。

## PURCHASE, SALE OR REDEMPTION OF SHARES

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

## 管理合約

本年度內，本公司並無就全盤或其中重大部份業務簽訂或存有任何管理及行政合約。

## MANAGEMENT CONTRACTS

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

## 符合指引聲明

本集團已完全遵照香港金融管理局頒佈之「本地註冊認可機構披露財務資料」指引之各項準則披露其銀行業務之業績。

## STATEMENT OF COMPLIANCE

The Group has fully complied with the requirements set out in the guideline on "Financial Disclosure by Locally Incorporated Authorized Institutions" issued by the Hong Kong Monetary Authority in disclosing the results of its banking business.

## 五年財務數據

本集團過去五年之公佈業績、資產及負債已載列於本年報之「財政狀況概要」內。

## FIVE YEAR FINANCIAL INFORMATION

The published results and the assets and liabilities of the Group for the last five years are included in the section of the annual report under "Financial Summary".

## 主要客戶

是年度少於百分之三十之利息收入及其他營運收入源自本集團最大五名客戶。

## MAJOR CUSTOMERS

During the year, the Group derived less than 30% of its interest income and other operating income from its five largest customers.

### 最佳應用守則

本公司於是年度已遵行香港聯合交易所有限公司上市規則中建議之最佳應用守則，惟（一）因所有董事（不包括常務董事）均須根據本公司之組織章程細則規定在股東週年大會上輪值告退，因此非執行董事並無指定之委任任期；（二）集團審核委員會成員共五名，四名為獨立非執行董事，並有一名執行董事，該名執行董事為審核委員會提供有關銀行業務專才及對集團廣泛之認知。

### 結算日後事項

於二零零二年二月十九日，集團與中國建設銀行簽定一項買賣協議，集團同意出售其持有經營銀行業務及其他相關服務之建新銀行有限公司及其附屬機構餘下之百分之三十股份。交易已於二零零二年二月二十二日完成，實收金額為105,165,000 港元，乃依據協議價103,800,000 港元，加以由二零零一年九月一日起至完成日前一日止期內按香港銀行同業拆息計算之利息。

### 核數師

本賬目已經羅兵咸永道會計師事務所審核，該核數師任滿告退，但表示願應聘連任。

承董事會命

王守業

主席

香港 二零零二年三月五日

### CODE OF BEST PRACTICE

During the year, the Company was in compliance with the Code of Best Practice as set out in the Listing Rules of The Stock Exchange of Hong Kong Limited, except that (1) non-executive Directors were not appointed for a specific term since all Directors, excluding the Managing Director, have been subject to rotation in annual general meetings pursuant to the Company's Articles of Association and (2) the Audit Committee comprises five members with four independent non-executive Directors and one executive Director who brings particular banking expertise and extensive knowledge of the Group to the Audit Committee.

### SUBSEQUENT EVENT

On 19th February 2002, the Group reached an agreement with China Construction Bank to dispose of its remaining 30% interest in Jian Sing Bank Limited and its subsidiaries which are engaged in banking and other related services. The transaction was completed on 22nd February 2002 and the actual consideration received was HK\$105,165,000 based on an agreed price of HK\$103,800,000 together with the interest calculated thereon in respect of the period commencing on 1st September 2001 and ending on the date immediately preceding the completion date at a rate equal to Hong Kong Interbank Offered Rate.

### AUDITORS

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

On behalf of the Board

**David Shou-Yeh Wong**

Chairman

Hong Kong, 5th March 2002