

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

大新銀行有限公司(「本銀行」)之主要業務為提供銀行、財務及其他有關服務，而附屬公司之主要業務則見賬目附註廿二。

業績及盈餘分配

本銀行及附屬公司(「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107頁之綜合損益結算表內。

董事會宣派中期股息每股25.00港元，共派200,000,000港元，已於二零零一年九月支付。

董事會建議派發末期股息每股30港元，共派240,000,000港元。

儲備

本集團及本銀行是年度之儲備變動詳情載於賬目附註廿八。

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

本集團及本銀行之固定資產變動詳載於賬目附註廿三。

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

PRINCIPAL ACTIVITIES

The principal activities of Dah Sing Bank, Limited (the "Bank") are the provision of banking, financial and other related services. The principal activities of the subsidiaries are shown in note 22 to the accounts.

RESULTS AND APPROPRIATIONS

The results of the Bank and its subsidiaries (the "Group") for the year ended 31st December 2001 are set out in the consolidated profit and loss account on page 107.

The Directors declared an interim dividend of HK\$25.00 per share, totalling HK\$200,000,000 which was paid in September 2001.

The Directors recommend the payment of a final dividend of HK\$30.00 per share, totalling HK\$240,000,000.

RESERVES

Movements in the reserves of the Group and of the Bank during the year are set out in note 28 to the accounts.

DONATIONS

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

FIXED ASSETS

Details of the movements in fixed assets of the Group and of the Bank are shown in note 23 to the accounts.

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

賈世德

副主席

周忠繼 O.B.E. J.P.

韓以德

莊先進

史習陶

黃漢興

常務董事

伍耀明

夏達德

趙龍文

王伯凌

何文燦

高米棋

周偉偉

(周忠繼 O.B.E. J.P. 之替任董事)

范上欽

(二零零一年十一月一日退任)

由於本銀行之組織章程細則並無董事須輪值告退之規定，故全體現任董事繼續留任。

董事權益

遵照本銀行之最終控股公司大新金融集團有限公司(「大新金融」)股東通過之行政人員優先認股計劃，本銀行若干董事獲授予按每份認股權1港元代價可認購大新金融每股面值2港元之股份之權利。每股之行使價按授予認股權之不同時期而各異，有關資料載於下表。該等認股權可於獲授予日期起計第一至第五周歲日或至上述計劃屆滿日二零零五年五月十六日期間按不同數額行使。

DIRECTORS

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

David Shou-Yeh Wong

Chairman

Ronald Carstairs

Vice Chairman

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

David R. Hinde

John W. Simpson

Robert Tsai-To Sze

Hon-Hing Wong

Managing Director

Yiu-Ming Ng

Arthur John Augustus Haddon

Lung-Man Chiu

Gary Pak-Ling Wang

Man-Chan Ho

Michael David Grover

John Wai-Wai Chow

(alternate to Chung-Kai Chow O.B.E. J.P.)

Horace Sheung-Yam Fan

(resigned on 1st November 2001)

There being no provision in the Bank's Articles of Association for retirement by rotation, all Directors continue in office.

DIRECTORS' INTERESTS

Pursuant to the Executive Share Option Scheme approved by the shareholders of Dah Sing Financial Holdings Limited ("DSFH"), the Bank's ultimate holding company, certain Directors of the Bank were granted options at a consideration of HK\$1 per option to subscribe for shares of DSFH with a par value of HK\$2 each. Exercise price per share for the options varied by tranches of grant with particulars is stated at table below. The options can be exercised in varying amounts between the first and fifth anniversaries of the dates of grant or up to the expiry of the scheme falling on 16th May 2005.

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大新金融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	二零零零年 六月十二日 12th June 2000
每股行使價 Exercise price per share	13.57港元 HK\$13.57	26.28港元 HK\$26.28	30.41港元 HK\$30.41
黃漢興 Hon-Hing Wong	–	800,000	–
伍耀明 Yiu-Ming Ng	–	200,000	–
趙龍文 Lung-Man Chiu	–	75,000	–
王伯凌 Gary Pak-Ling Wang	100,000	–	–
何文燦 Man-Chan Ho	–	75,000	–
高米棋 Michael David Grover	–	–	150,000

於二零零一年間，夏達德行使其認股權以行使價每股13.57港元認購50,000股大新金融股份。於二零零一年五月間，賈世德行使認股權認購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價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3,504,000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，本年度內本銀行、附屬公司、同系附屬公司及控股公司概無簽訂任何協議，使本銀行董事可藉收購本銀行或任何其他法人團體之股份或債券而取得利益。

各董事與本銀行並無簽訂任何服務合約。

本年度內或年結時，本銀行、附屬公司、同系附屬公司及控股公司概無簽訂任何有關本銀行之業務而本銀行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, Arthur John Augustus Haddon exercised his option to subscribe for 50,000 shares of DSFH at an exercise price of HK\$13.57 per share. Mr. Ronald Carstairs exercised his option to subscribe for 200,000 shares of DSFH in May 2001. Instead of allotting new shares, DSFH 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 Bank, its subsidiaries, its fellow subsidiaries or its holding company 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.

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

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

管理合約

本年度內，本銀行並無就全盤或其中重大部份業務簽訂或存有任何管理及行政合約。

符合指引聲明

本銀行已完全遵照香港金融管理局所頒佈之「本地註冊認可機構披露財務資料」指引之各項準則。

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 二零零二年三月四日

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.

STATEMENT OF COMPLIANCE

The Bank 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.

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, 4th March 2002