





Quality Solutions

優質方案



We at BEA keep close watch on market trends, delivering solutions that cater to the ever-changing needs of our customers. We offer a full range of tailor-made retail and wholesale banking solutions that ensure an exceptional banking experience.

東亞銀行洞悉市場先機，務求為客戶度身設計合適方案，配合其不斷轉變的需求。本行全面的零售和批發理財產品，讓客戶體驗超卓的銀行服務。

REPORT OF THE DIRECTORS

The Directors have pleasure in presenting their annual report together with the audited accounts for the year ended 31st December, 2004.

PRINCIPAL ACTIVITIES

The Bank and its subsidiaries (the "Group") are engaged in the provision of banking and related financial services, and business, corporate and investor services.

PROFIT

The consolidated profit of the Group for the year ended 31st December, 2004, together with particulars of the appropriations that have been made therefrom or that are recommended, and the state of the Bank's and the Group's affairs as at that date are set out in the accounts on pages 70 to 138.

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 other operating income of the Group for the year.

DONATIONS

Donations made by the Group during the year for charitable and community purposes amounted to approximately HK\$2,043,000 (2003: HK\$3,881,000).

FIXED ASSETS

Details of the movements in fixed assets are set out in Note 26 on the accounts.

SHARE CAPITAL

During the year, a sum of HK\$33,203,000 standing to the credit of the share premium account was capitalised and applied in paying up in full at par 13,281,026 shares of HK\$2.50 each that were allotted and issued to shareholders who had elected to receive new shares in lieu of the 2003 final dividend and the 2004 interim dividend.

During the year, 11,264,000 shares of HK\$2.50 each were issued for cash of HK\$172,389,000 on the exercise of options granted under the approved Staff Share Option Schemes.

DEALINGS IN LISTED SECURITIES OF THE BANK

There was no purchase, sale or redemption by the Bank, or any of its subsidiaries, of listed securities of the Bank during the year ended 31st December, 2004.

DIRECTORS

The present Directors of the Bank are shown on page 42.

TAN Man-kou was appointed an Independent Non-executive Director of the Bank on 1st December, 2004. He, being eligible, offers himself for re-election at the Annual General Meeting to be held on Friday, 8th April, 2005 ("2005 AGM").

In accordance with the Articles of Association of the Bank, all Directors, including Non-executive Directors, are subject to retirement by rotation and re-election at the annual general meeting. Accordingly, LI Fook-wo, Joseph PANG Yuk-wing, Thomas KWOK Ping-kwong and Richard LI Tzar-kai will retire and, being eligible, offer themselves for re-election at the 2005 AGM.

No Director proposed for re-election at the 2005 AGM has an unexpired service contract that is not determinable by the Bank or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

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 subsisted at the end of the year or at any time during the year.

None of the Directors of the Bank is interested in any business apart from the Bank's business that competes or is likely to compete, either directly or indirectly, with the Bank's business.

At no time during the year was the Bank or any of its subsidiaries a party to any arrangement to enable the Directors or Chief Executive of the Bank or their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Bank or any other body corporate with the exception of the Staff Share Option Schemes, details of which are set out in the following section under the heading "Information on Share Options", and Notes 2(p)(iv) and 37 on the accounts.

董事會報告書

董事會全寅現謹向各股東發表董事會報告書及截至2004年12月31日止年度的已審核的賬項。

主要業務

本銀行及其附屬公司(「本集團」)的主要業務為提供銀行及有關的金融服務，以及商務、企業及投資者服務。

溢利

本集團截至2004年12月31日止年度的綜合溢利連同此等溢利的分配或有關建議，及本銀行和本集團於當日的財政狀況，請參閱本年報第70頁至第138頁。

主要客戶

董事會認為，本集團5位最大客戶所佔是年度本集團總利息及其他營業收入少於30%。

捐款

本集團本年內所作出的慈善及公益捐款約為港幣2,043,000元(2003年為港幣3,881,000元)。

固定資產

固定資產的變動詳情載於賬項附註26。

股本

年內，本銀行由股份溢價賬項中撥出港幣33,203,000元作為資本，以發行及繳足13,281,026股每股面值港幣2.50元的股份，派發予各選擇以新股份代替2003年度末期股息及2004年度中期股息的股東。

本年內，在認可僱員認股計劃認股權方面，以溢價發行11,264,000股每股面值港幣2.50元的股份，所得現金為港幣172,389,000元。

買賣本銀行上市證券

截至2004年12月31日止的年度內，本銀行或其任何附屬公司並無購入、出售或贖回本銀行的上市證券。

董事會

本銀行現任董事的名單載於本年報第42頁。

陳文裘於2004年12月1日獲委任為本銀行獨立非執行董事。他將在2005年4月8日星期五舉行的股東周年常會(「2005股東周年常會」)上膺選連任。

按照本銀行組織章程，各董事，包括非執行董事，須在股東周年常會上輪值告退及膺選連任。根據此規定，李福和、彭玉榮、郭炳江及李澤楷將在2005股東周年常會上輪值告退，並願膺選連任。

所有擬在2005股東周年常會上膺選連任的董事，並沒有尚未屆滿的服務合約，該等合約屬本銀行或其附屬公司在一年內不可在不予賠償(法定賠償除外)的情況下終止者。

本年內凡與本銀行或其任何附屬公司業務有重大關係的合約，本銀行各董事均無佔有任何實質上的權益。

除本銀行業務外，本銀行各董事並無在其他業務中佔有權益，而該其他業務直接或間接與本銀行的業務構成競爭或可能構成競爭。

除於下列「認股權資料」項下及賬項附註2(p)(iv)及37所詳載的僱員認股計劃外，本年內本銀行或其任何附屬公司並無簽訂任何合約，以致本銀行各董事或行政總裁或他們的配偶或18歲以下子女從中取得本銀行或其他法人團體的股份或債券而獲益。

The Bank has received independence confirmation from the Independent Non-executive Directors, namely: WONG Chung-hin, LEE Shau-kee, Allan WONG Chi-yun, Winston LO Yau-lai, Thomas KWOK Ping-kwong and TAN Man-kou, and considers them to be independent.

The Chairman received HK\$200,000 and each of the other Directors, including the Independent Non-executive Directors, received HK\$100,000, as directors' fees for the year ended 31st December, 2004.

The fee to the Director who was appointed during the year was paid in accordance with his length of service.

AUDIT COMMITTEE

The composition of the Audit Committee is shown on page 42. TAN Man-kou was appointed as a member of the Audit Committee on 1st December, 2004. All the members are Independent Non-executive Directors.

The Audit Committee is responsible for reviewing the financial controls, internal control and risk management systems, annual report and accounts, and half-year report. All issues raised have been addressed by management. The work and findings of the Committee have been reported to the Board. During the year, no issues brought to the attention of management and the Board were of sufficient importance to require disclosure in the Annual Report.

The Audit Committee met three times during 2004. Winston LO Yau-lai and Allan WONG Chi-yun attended all three meetings; WONG Chung-hin and Thomas KWOK Ping-kwong attended two meetings each; TAN Man-kou attended one meeting (the only meeting held following his appointment to the Audit Committee).

The Chairman received HK\$20,000 and each of the other members of the Audit Committee received HK\$10,000 as remuneration for the year ended 31st December, 2004.

NOMINATION COMMITTEE

The Nomination Committee is chaired by Simon LI Fook-sean. The other members are David LI Kwok-po, LI Fook-wo, LEE Shau-kee, Allan WONG Chi-yun and Aubrey LI Kwok-sing.

The Nomination Committee is responsible for recommending to the Board all new appointments of Directors, senior management and key personnel of the Bank, and for review of management succession planning for senior management and key personnel of the Bank.

No remuneration was paid to the Chairman or members of the Nomination Committee for the year ended 31st December, 2004.

REMUNERATION COMMITTEE

The Remuneration Committee is chaired by Allan WONG Chi-yun. The other members are Simon LI Fook-sean, Aubrey LI Kwok-sing, Winston LO Yau-lai and Thomas KWOK Ping-kwong.

The Remuneration Committee is responsible for making recommendations to the Board regarding the Bank's remuneration policy, and for the formulation and review of the specific remuneration packages of all Executive Directors and senior management of the Bank.

The Chairman received HK\$20,000 and each of the other members of the Remuneration Committee received HK\$10,000 as remuneration for the year ended 31st December, 2004.

OTHER COMMITTEES

There are ten other specialised committees formed under the Board, namely: Sealing Committee, Executive Committee, Risk Management Committee, Credit Committee, Asset and Liability Management Committee, Operational and Other Risks Management Committee, Investment Committee, Policy Committee, Crisis Management Committee and Steering Committee for the Basel Project. The roles, functions and composition of these committees are disclosed in Part (6) of Unaudited Supplementary Financial Information.

本銀行已收到獨立非執行董事：黃頌顯、李兆基、黃子欣、羅友禮、郭炳江及陳文裘的獨立性確認函。本銀行對他們的獨立性表示認同。

本銀行主席獲港幣200,000元，而其他董事包括獨立非執行董事各獲得港幣100,000元，作為截至2004年12月31日止財政年度的董事袍金。

在年內獲委任的董事之袍金則按其服務期支付。

審核委員會

審核委員會的成員名單刊載於本年報第42頁。陳文裘於2004年12月1日獲委任為審核委員會委員。該委員會的所有成員均為獨立非執行董事。

審核委員會負責檢討財務監控、內部監控及風險管理系統；審閱年度報告及賬目，以及半年度報告。所發現的事項已交由管理層處理。委員會的工作情況及審閱結果已向董事會報告。在年內，已提交管理層以及董事會所需留意的事項，其重要性不足以需在年報內披露。

審核委員會在2004年內共舉行了三次會議。羅友禮及黃子欣均出席所有會議；黃頌顯及郭炳江各出席兩次會議；陳文裘出席一次會議(其獲委任後只舉行了一次會議)。

審核委員會的主席獲港幣20,000元，而其他委員各獲得港幣10,000元，作為截至2004年12月31日止年度的酬金。

提名委員會

提名委員會的主席為李福善，其他成員包括李國寶、李福和、李兆基、黃子欣及李國星。

提名委員會負責就本銀行委任董事、高層管理人員及主要職員，以及審議高層管理人員及主要職員的繼任安排，向董事會提出建議。

提名委員會的主席及各成員在2004年12月31日止的年度內並無獲支付任何薪酬。

薪酬委員會

薪酬委員會的主席為黃子欣，其他成員包括李福善、李國星、羅友禮及郭炳江。

薪酬委員會負責就本銀行的薪酬政策，以及就訂立及審議本銀行的執行董事及高層管理人員的特定薪酬待遇，向董事會提出建議。

薪酬委員會的主席獲港幣20,000元，而其他成員各獲得港幣10,000元，作為截至2004年12月31日止年度的酬金。

其他委員會

其他10個由董事會成立的專責委員會包括印章委員會、執行委員會、風險管理委員會、信貸委員會、資產負債管理委員會、營運及其他風險管理委員會、投資委員會、政策委員會、危機管理委員會以及巴塞爾項目督導委員會。該等委員會的角色、職能及組織載於未經審核補充財務資料第(6)項下。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS

As at 31st December, 2004, interests and short positions of the Directors and Chief Executive in the shares, underlying shares and debentures of the Bank or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) disclosed in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") were as follows:

I. Long positions in shares of the Bank

Name	Capacity and nature	No. of shares	Total	% of issued share capital
David LI Kwok-po	Beneficial owner	19,742,844	20,390,444 ¹	1.37
	Interest of spouse	647,600		
LI Fook-wo	Beneficial owner	1,235,804	32,191,182 ²	2.16
	Founder of discretionary trust	30,955,378		
WONG Chung-hin	Beneficial owner	46,810	390,941 ³	0.03
	Interest of spouse	344,131		
LEE Shau-kee	Beneficial owner	647,985	1,647,985 ⁴	0.11
	Interest of corporation	1,000,000		
Simon LI Fook-sean	Beneficial owner	894,000	47,452,185 ⁵	3.18
	Interest of spouse	3,152,800		
	Founder of discretionary trust	43,405,385		
Allan WONG Chi-yun	Interest of spouse	124	10,483,025 ⁶	0.70
	Founder of discretionary trust	10,482,901		
Aubrey LI Kwok-sing	Beneficial owner	23,391	31,012,923 ⁷	2.08
	Interest of spouse	34,154		
	Beneficiary of discretionary trust	30,955,378		
Joseph PANG Yuk-wing	Beneficial owner	349,718	349,718	0.02
William MONG Man-wai	Beneficial owner	807,693	6,050,354 ⁸	0.41
	Interest of corporation	5,242,661		
CHAN Kay-cheung	Beneficial owner	348,800	348,800	0.02
Winston LO Yau-lai	Trustee of trust	258,390	258,390 ⁹	0.02
KHOO Kay-peng	Interest of corporation	1,000,000	1,000,000 ¹⁰	0.07
Thomas KWOK Ping-kwong	–	–	Nil	Nil
Richard LI Tzar-kai	–	–	Nil	Nil
TAN Man-kou	–	–	Nil	Nil

董事會報告書(續)

董事及行政總裁權益

根據《香港聯合交易所有限公司證券上市規則》(「上市規則」)公布的各董事及行政總裁於2004年12月31日所持有本銀行及任何其相聯法團(定義見《證券及期貨條例》第XV部)的股份、相關股份及債權證中的權益及淡倉的詳情如下：

I. 本銀行股份權益的好倉

姓名	身分及性質	股份數目	總數	佔已發行股本的百分率
李國寶	實益擁有人	19,742,844	20,390,444 ¹	1.37
	配偶的權益	647,600		
李福和	實益擁有人	1,235,804	32,191,182 ²	2.16
	酌情信託的成立人	30,955,378		
黃頌顯	實益擁有人	46,810	390,941 ³	0.03
	配偶的權益	344,131		
李兆基	實益擁有人	647,985	1,647,985 ⁴	0.11
	法團的權益	1,000,000		
李福善	實益擁有人	894,000	47,452,185 ⁵	3.18
	配偶的權益	3,152,800		
	酌情信託的成立人	43,405,385		
黃子欣	配偶的權益	124	10,483,025 ⁶	0.70
	酌情信託的成立人	10,482,901		
李國星	實益擁有人	23,391	31,012,923 ⁷	2.08
	配偶的權益	34,154		
	酌情信託的受益人	30,955,378		
彭玉榮	實益擁有人	349,718	349,718	0.02
蒙民偉	實益擁有人	807,693	6,050,354 ⁸	0.41
	法團的權益	5,242,661		
陳棋昌	實益擁有人	348,800	348,800	0.02
羅友禮	信託的受託人	258,390	258,390 ⁹	0.02
邱繼炳	法團的權益	1,000,000	1,000,000 ¹⁰	0.07
郭炳江	—	—	無	無
李澤楷	—	—	無	無
陳文裘	—	—	無	無

Notes:

- 1 *David LI Kwok-po was the beneficial owner of 19,742,844 shares and he was deemed to be interested in 647,600 shares through the interests of his spouse, Penny POON Kam-chui.*
- 2 *LI Fook-wo was the beneficial owner of 1,235,804 shares. The remaining 30,955,378 shares were held by The Fook Wo Trust, of which LI Fook-wo was the founder, but he had no influence on how the trustee exercised his discretion. The disclosure of these 30,955,378 shares was made on a voluntary basis. Aubrey LI Kwok-sing was also interested in this same block of 30,955,378 shares as one of the discretionary beneficiaries of the trust (please refer to note 7 below).*
- 3 *WONG Chung-hin was the beneficial owner of 46,810 shares and he was deemed to be interested in 344,131 shares through the interests of his spouse, LAM Mei-lin.*
- 4 *LEE Shau-kee was the beneficial owner of 647,985 shares.*
LEE Shau-kee was deemed to be interested in 1,000,000 shares held through Superfun Enterprises Limited ("Superfun"). Superfun was wholly owned by The Hong Kong and China Gas Company Limited, which was 36.91% held by Henderson Investment Limited, which in turn was 73.48% held by Kingslee S.A., a wholly-owned subsidiary of Henderson Land Development Company Limited ("Henderson Land").
Henderson Land was 61.87% held by Henderson Development Limited ("Henderson Development"). Hopkins (Cayman) Limited ("Hopkins") as trustee of a unit trust (the "Unit Trust") owned all the issued ordinary shares of Henderson Development. Rimmer (Cayman) Limited ("Rimmer") and Riddick (Cayman) Limited ("Riddick"), as trustees of respective discretionary trusts, held units in the Unit Trust. The entire issued share capital of Hopkins, Rimmer and Riddick were owned by LEE Shau-kee.
- 5 *Simon LI Fook-sean was the beneficial owner of 894,000 shares and he was deemed to be interested in 3,152,800 shares through the interests of his spouse, YANG Yen-ying. The remaining 43,405,385 shares were held by two discretionary trusts, Settlement of Dr. Simon F.S. Li and The Longevity Trust, of which Simon LI Fook-sean was the founder, but he had no influence on how the trustee exercised his discretion. The disclosure of these 43,405,385 shares was made on a voluntary basis.*
- 6 *Allan WONG Chi-yun was deemed to be interested in 124 shares through the interests of his spouse, Margaret KWOK Chi-wai. He was also deemed to be interested in 10,482,901 shares held by a discretionary trust, The Wong Chung Man 1984 Trust, of which Allan WONG Chi-yun was a founder.*
- 7 *Aubrey LI Kwok-sing was the beneficial owner of 23,391 shares and he was deemed to be interested in 34,154 shares through the interests of his spouse, Elizabeth WOO. The remaining 30,955,378 shares were held by The Fook Wo Trust, a discretionary trust in which Aubrey LI Kwok-sing was one of the discretionary beneficiaries. LI Fook-wo had also made disclosure in respect of the same block of 30,955,378 shares as founder of the discretionary trust (please refer to note 2 above).*
- 8 *William MONG Man-wai was the beneficial owner of 807,693 shares. Of the remaining 5,242,661 shares, (i) 4,502,798 shares were held through Shun Hing Electronic Trading Co. Ltd., (ii) 668,323 shares were held through Shun Hing Technology Co. Ltd., and (iii) 71,540 shares were held through Shun Hing Advertising Co. Ltd. Such corporations are accustomed to act in accordance with the directions or instructions of William MONG Man-wai, who is the Chairman of these corporations.*
- 9 *Winston LO Yau-lai was deemed to be interested in 258,390 shares that were held by K.S. Lo Foundation of which he was a trustee.*
- 10 *KHOO Kay-peng was deemed to be interested in 1,000,000 shares that were held through Bonham Industries Limited, a company beneficially owned by him.*

附註：

- 1 李國寶為19,742,844股的實益擁有人。由於其配偶潘金翠擁有647,600股之權益，他亦被視為擁有該等股份。
- 2 李福和為1,235,804股的實益擁有人。餘下之30,955,378股由The Fook Wo Trust持有，李福和為該信託的成立人，惟他不可以影響受託人如何行使其酌情權。披露該30,955,378股出於自願性質。李國星作為該信託其中一位酌情受益人，亦擁有該30,955,378股的權益(請參閱下列附註7)。
- 3 黃頌顯為46,810股的實益擁有人。由於其配偶林美蓮擁有344,131股之權益，他亦被視為擁有該等股份。
- 4 李兆基為647,985股的實益擁有人。

李兆基被視為擁有由Superfun Enterprises Limited (「Superfun」) 持有之1,000,000股。Superfun由香港中華煤氣有限公司(「中華煤氣」) 全資擁有。由Kingslee S.A. 持有73.48%股權的恒基兆業發展有限公司持有中華煤氣36.91%股權。而Kingslee S.A.是恒基兆業地產有限公司(「恒基地產」)的全資附屬公司。

恒基兆業有限公司(「恒基兆業」) 持有恒基地產61.87%股權。Hopkins (Cayman) Limited (「Hopkins」)，作為一個單位信託(「該單位信託」)的受託人，擁有恒基兆業的全部已發行普通股股份。Rimmer (Cayman) Limited (「Rimmer」)及Riddick (Cayman) Limited (「Riddick」)，分別為不同全權信託的受託人，持有該單位信託的單位。李兆基擁有Hopkins，Rimmer及Riddick的全部已發行股份。
- 5 李福善為894,000股的實益擁有人。由於其配偶楊延茵擁有3,152,800股之權益，他亦被視為擁有該等股份。餘下之43,405,385股由兩個酌情信託Settlement of Dr. Simon F.S. Li及The Longevity Trust持有，李福善為該兩個酌情信託的成立人，惟他不可以影響受託人如何行使其酌情權。披露該43,405,385股出於自願性質。
- 6 由於其配偶郭志蕙擁有124股之權益，黃子欣被視為擁有該等股份。而由於黃子欣為一個酌情信託The Wong Chung Man 1984 Trust的成立人，他亦被視為擁有該酌情信託所持有的10,482,901股。
- 7 李國星為23,391股的實益擁有人。由於其配偶吳伊莉擁有34,154股之權益，他亦被視為擁有該等股份。餘下之30,955,378股由一個酌情信託The Fook Wo Trust持有，李國星為該信託的其中一位酌情受益人。作為該酌情信託的成立人，李福和亦已就該等30,955,378股作出披露(請參閱上列附註2)。
- 8 蒙民偉為807,693股的實益擁有人。餘下的5,242,661股當中：(i) 4,502,798股由信興電器貿易有限公司持有；(ii) 668,323股由信興科技有限公司持有；及(iii) 71,540股由信興廣告有限公司持有。蒙民偉為該等法團的主席。該等法團慣於按照蒙民偉的指令或指示行事。
- 9 由於羅友禮為K.S. Lo Foundation的一位受託人，他被視為擁有K.S. Lo Foundation持有之258,390股。
- 10 邱繼炳被視為擁有由他實益擁有的Bonham Industries Limited持有之1,000,000股。

II. Long positions in (in respect of equity derivatives) underlying shares of the Bank

Share options, being unlisted physically settled equity derivatives, to subscribe for the ordinary shares of the Bank were granted to David LI Kwok-po, Joseph PANG Yuk-wing and CHAN Kay-cheung pursuant to the approved Staff Share Option Schemes. Information in relation to these share options during the year ended 31st December, 2004 is shown in the following section under the heading "Information on Share Options".

III. Interests in debentures of the associated corporation of the Bank

Name	Issuer	Capacity and nature	Amount of debentures	Total
Simon LI Fook-sean	East Asia Financial Holding (BVI) Limited	Beneficial owner Founder of discretionary trust	US\$1,000,000 US\$1,000,000	US\$2,000,000

Note: Simon LI Fook-sean was the beneficial owner of the debentures of East Asia Financial Holding (BVI) Limited ("EAFH (BVI)") in the amount of US\$1,000,000 and he was deemed to be interested in the debentures of EAFH (BVI) in the amount of US\$1,000,000 held by a discretionary trust, Settlement of Dr. Simon F.S. Li, of which Simon LI Fook-sean was the founder, but he had no influence on how the trustee exercised his discretion. The disclosure of the US\$1,000,000 debentures held by the discretionary trust was made on a voluntary basis.

Save as disclosed above, as at 31st December, 2004, under Part XV of the SFO, none of the Directors or the Chief Executive of the Bank had, nor were they taken to or deemed to have, any interests or short positions in the shares, underlying shares or debentures of the Bank or any of its associated corporations (within the meaning of Part XV of the SFO) or any interests that are required to be entered into the register kept by the Bank pursuant to section 352 of the SFO or any interests that are required to be notified to the Bank and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules.

II. 本銀行相關股份(就股本衍生工具而言)的好倉

根據本銀行的認可僱員認股計劃，李國寶、彭玉榮及陳棋昌獲授予認股權，以認購本行普通股股份。該等認股權屬於非上市以實物交收的期權。有關此等認股權在截至2004年12月31日止期間的資料，見於下列「認股權資料」項下。

III. 本銀行相關法團債權證權益

姓名	發行人	身分及性質	債權證數額	總數
李福善	East Asia Financial	實益擁有人	1,000,000美元	2,000,000美元
	Holding (BVI) Limited	酌情信託的成立人	1,000,000美元	

附註：李福善實益擁有為數1,000,000美元由East Asia Financial Holding (BVI) Limited (「EAFH (BVI)」) 發行的債權證，而他亦被視為擁有由一個酌情信託Settlement of Dr. Simon F.S. Li持有為數1,000,000美元由EAFH (BVI) 發行的債權證。李福善為該酌情信託的成立人，惟他不可以影響受託人如何行使其酌情權。披露該等由酌情信託持有之1,000,000美元債權證出於自願性質。

除上文所披露者外，於2004年12月31日，本銀行各董事或行政總裁概無根據《證券及期貨條例》第XV部於本銀行或其任何相聯法團(定義見《證券及期貨條例》第XV部)的股份、相關股份或債權證中擁有(或根據《證券及期貨條例》的有關規定被認為或被視作擁有)任何權益或淡倉，或任何必須列入本銀行根據《證券及期貨條例》第352條予以存置的登記冊內的權益，或任何根據《上市規則》所載「上市發行人董事進行證券交易的標準守則」必須向本行及香港聯合交易所有限公司申報的權益。

INFORMATION ON SHARE OPTIONS

Information in relation to share options disclosed in accordance with the Listing Rules was as follows:

(1) Movement of share options during the year ended 31st December, 2004:

Name	Date of Grant ^a	Number of Share Options				Outstanding at 31/12/2004
		Outstanding At 1/1/2004	Granted	Exercised	Lapsed	
David Li Kwok-po	21/4/1999	145,000	–	145,000 ^c	–	Nil
	20/4/2000	145,000	–	–	–	145,000
	19/4/2001	850,000	–	–	–	850,000
	18/4/2002	850,000	–	–	–	850,000
	02/5/2003	1,000,000	–	–	–	1,000,000
	22/4/2004	–	1,000,000 ^b	–	–	1,000,000
Joseph PANG Yuk-wing	21/4/1999	130,000	–	130,000 ^c	–	Nil
	20/4/2000	130,000	–	–	–	130,000
	19/4/2001	400,000	–	–	–	400,000
	18/4/2002	400,000	–	–	–	400,000
	02/5/2003	500,000	–	–	–	500,000
	22/4/2004	–	500,000 ^b	–	–	500,000
CHAN Kay-cheung	21/4/1999	130,000	–	130,000 ^c	–	Nil
	20/4/2000	130,000	–	–	–	130,000
	19/4/2001	400,000	–	–	–	400,000
	18/4/2002	400,000	–	–	–	400,000
	02/5/2003	500,000	–	–	–	500,000
	22/4/2004	–	500,000 ^b	–	–	500,000
Aggregate of other Employees*	21/4/1999	331,000	–	331,000 ^c	–	Nil
	20/4/2000	3,293,000	–	2,218,000 ^c	–	1,075,000
	19/4/2001	1,785,000	–	1,250,000 ^c	–	535,000
	18/4/2002	1,800,000	–	655,000 ^c	–	1,145,000
	02/5/2003	13,165,000	–	6,405,000 ^c	190,000	6,570,000
	22/4/2004	–	13,495,000 ^b	–	450,000	13,045,000

* Employees working under employment contracts that were regarded as "Continuous Contracts" for the purpose of the Hong Kong Employment Ordinance.

董事會報告書（續）

認股權資料

根據《上市規則》所披露有關認股權的資料如下：

(1) 截至2004年12月31日止年內認股權的變動：

姓名	授予日期 ^a	認股權數目				
		於1/1/2004日 尚未行使	授出	行使	失效	於31/12/2004日 尚未行使
李國寶	21/4/1999	145,000	—	145,000 ^c	—	無
	20/4/2000	145,000	—	—	—	145,000
	19/4/2001	850,000	—	—	—	850,000
	18/4/2002	850,000	—	—	—	850,000
	02/5/2003	1,000,000	—	—	—	1,000,000
	22/4/2004	—	1,000,000 ^b	—	—	1,000,000
彭玉榮	21/4/1999	130,000	—	130,000 ^c	—	無
	20/4/2000	130,000	—	—	—	130,000
	19/4/2001	400,000	—	—	—	400,000
	18/4/2002	400,000	—	—	—	400,000
	02/5/2003	500,000	—	—	—	500,000
	22/4/2004	—	500,000 ^b	—	—	500,000
陳棋昌	21/4/1999	130,000	—	130,000 ^c	—	無
	20/4/2000	130,000	—	—	—	130,000
	19/4/2001	400,000	—	—	—	400,000
	18/4/2002	400,000	—	—	—	400,000
	02/5/2003	500,000	—	—	—	500,000
	22/4/2004	—	500,000 ^b	—	—	500,000
其他僱員 的總數*	21/4/1999	331,000	—	331,000 ^c	—	無
	20/4/2000	3,293,000	—	2,218,000 ^c	—	1,075,000
	19/4/2001	1,785,000	—	1,250,000 ^c	—	535,000
	18/4/2002	1,800,000	—	655,000 ^c	—	1,145,000
	02/5/2003	13,165,000	—	6,405,000 ^c	190,000	6,570,000
	22/4/2004	—	13,495,000 ^b	—	450,000	13,045,000

* 按香港《僱傭條例》所指的「連續合約」工作的僱員

(2) No share options were cancelled during the year ended 31st December, 2004.

(3) The accounting policy adopted for share options is set out in Note (2(p)(iv)) on the accounts.

Notes:

a Particulars of share options:

Date of Grant	Vesting Period	Exercise Period	Exercise Price Per Share HK\$
21/4/1999	21/4/1999 – 20/4/2000	21/4/2000 – 21/4/2004	12.09
20/4/2000	20/4/2000 – 19/4/2001	20/4/2001 – 20/4/2005	16.46
19/4/2001	19/4/2001 – 18/4/2002	19/4/2002 – 19/4/2006	16.96
18/4/2002	18/4/2002 – 17/4/2003	18/4/2003 – 18/4/2007	15.80
02/5/2003	02/5/2003 – 01/5/2004	02/5/2004 – 02/5/2008	14.90
22/4/2004	22/4/2004 – 21/4/2005	22/4/2005 – 22/4/2009	23.23

b (i) The closing price of the shares of the Bank immediately before 22nd April, 2004 on which the options were granted was HK\$23.20.

(ii) Value of share options granted during the year ended 31st December, 2004:

The Directors consider that it is not appropriate to disclose the value of options granted during the year ended 31st December, 2004, since any valuation of the options would be subject to a number of assumptions that would be subjective and uncertain. The Directors believe that the evaluation of options based upon speculative assumptions would not be meaningful and would be misleading to shareholders.

c Annual weighted average ("AWA") closing price of the shares of the Bank immediately before the date on which the Options were exercised during the year ended 31st December, 2004:

Date of Grant	No. of Options Exercised	Exercise Price Per Share HK\$	AWA Closing Price HK\$
21/4/1999	736,000	12.09	24.18
20/4/2000	2,218,000	16.46	23.45
19/4/2001	1,250,000	16.96	23.82
18/4/2002	655,000	15.80	23.90
02/5/2003	6,405,000	14.90	22.33

Save as disclosed above, as at 31st December, 2004, none of the Directors or Chief Executive of the Bank or their spouses or children under 18 years of age were granted or exercised any right to subscribe for any equity or debt securities of the Bank or any of its associated corporations.

董事會報告書 (續)

(2) 截至2004年12月31日止年內並無認股權被註銷。

(3) 有關認股權的會計政策載於賬項附註2(p)(iv)。

附註：

a 認股權詳情：

授予日期	有效期	行使期	每股行使價 港幣(元)
21/4/1999	21/4/1999 - 20/4/2000	21/4/2000 - 21/4/2004	12.09
20/4/2000	20/4/2000 - 19/4/2001	20/4/2001 - 20/4/2005	16.46
19/4/2001	19/4/2001 - 18/4/2002	19/4/2002 - 19/4/2006	16.96
18/4/2002	18/4/2002 - 17/4/2003	18/4/2003 - 18/4/2007	15.80
02/5/2003	02/5/2003 - 01/5/2004	02/5/2004 - 02/5/2008	14.90
22/4/2004	22/4/2004 - 21/4/2005	22/4/2005 - 22/4/2009	23.23

b (i) 本銀行股份在緊接2004年4月22日授出認股權當日之前的收市價為港幣23.20元。

(ii) 在截至2004年12月31日止年內授出認股權的價值：

董事會認為評估認股權的價值涉及多方面主觀及不肯定的假設，因此不宜披露於截至2004年12月31日止年內授出之認股權的價值。董事會相信基於揣測性的假設以評估認股權的價值意義不大，且對股東有所誤導。

c 在截至2004年12月31日止年內本銀行股份在緊接有關認股權行使日期之前的全年加權平均收市價：

授予日期	行使認股權數目	每股行使價 港幣(元)	全年加權 平均收市價 港幣(元)
21/4/1999	736,000	12.09	24.18
20/4/2000	2,218,000	16.46	23.45
19/4/2001	1,250,000	16.96	23.82
18/4/2002	655,000	15.80	23.90
02/5/2003	6,405,000	14.90	22.33

除上述所披露外，於2004年12月31日，本銀行的董事或行政總裁或他們的配偶或18歲以下子女概無獲授予或行使任何權利，以認購本銀行或其任何相聯公司的股本或債務證券。

INFORMATION ON SHARE OPTION SCHEME

The following is a summary of the Staff Share Option Scheme 2002 that was adopted on 26th March, 2002 (the "Scheme") disclosed in accordance with the Listing Rules:

1 Purpose of the Scheme:

- (a) The Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions that eligible persons had made or may make to the Group.
- (b) The Scheme will provide the eligible persons with an opportunity to have a personal stake in the Bank with the view to motivating the eligible persons to optimise their performance and efficiency for the benefit of the Group.

2 Participants of the Scheme:

The Board may at its discretion grant options to any employees including Executive Directors and Chief Executive of the Group.

3 Total number of shares available for issue under the Scheme and % of issued share capital at 31st December, 2004:

The number of shares available for issue under the Scheme is 71,696,959 shares representing 4.81% of the issued share capital at 31st December, 2004.

4 Maximum entitlement of each participant under the Scheme:

No options may be granted to any eligible persons, which if exercised in full would result in the total number of shares issued and to be issued upon exercise of the share options already granted or to be granted to such eligible person under the Scheme or any other schemes of the Bank (including exercised, cancelled and outstanding share options) in the 12-month period up to and including the date of such new grant exceeding 1% of the issued share capital as at the date of such new grant. Any grant of further options above this limit shall be subject to certain requirements as stipulated in the rules of the Scheme.

5 The period within which the shares must be taken up under an option:

Beginning on the first anniversary of the Date of Grant of such options and ending on the fifth anniversary thereof.

6 The minimum period for which an option must be held before it can be exercised:

From the Date of Grant of such options up to the day immediately before the first anniversary thereof.

7 The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be paid:

N/A

8 The basis of determining the exercise price:

The exercise price is determined by the Directors and being not less than the highest of:

- (a) the closing price of the Bank's shares in the Stock Exchange's daily quotations sheet on the date of grant of the relevant options;
- (b) an amount equivalent to the average closing price of the Bank's shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant of the relevant options; and
- (c) the nominal value of the Bank's shares.

9 The remaining life of the Scheme:

The Scheme Period will end on 25th March, 2007.

認股權計劃資料

根據《上市規則》披露的有關於2002年3月26日採納的僱員認股計劃2002(「計劃」)的摘要如下：

1 計劃的目的：

- (a) 本計劃屬於一項股份獎勵計劃，設立的目的是在於肯定合資格人士對本集團作出或可能作出的貢獻。
- (b) 本計劃為合資格人士提供機會持有本銀行的股權，藉此鼓勵僱員努力工作，提高效率，為本集團賺取更多利益。

2 計劃的參與人：

董事會可按其酌情權，向本集團任何僱員，包括執行董事和行政總裁，授予認股權。

3 計劃中可予發行的股份數目及其於2004年12月31日佔已發行股本的百分率：

計劃中可予發行的股份數目為71,696,959股，佔本行於2004年12月31日已發行股本的4.81%。

4 計劃中每名參與人可獲授權益上限：

凡合資格人士在行使全部認股權後，會導致該位合資格人士在截至獲授新認股權之日(包括當日)止十二個月內，因行使已經根據或將會根據本計劃及本銀行任何其他計劃獲授的認股權(包括已行使、已註銷及尚未行使的認股權)時，所獲發行及將予發行的股份總數超出新認股權授出當日的已發行股份的1%，則不得向該位合資格人士再授出新認股權。再度授出超出該上限的認股權，須受載於該計劃的規則內的若干規定所約束。

5 可根據認股權認購股份的期限：

由該認股權授予日的第一周年開始截至授予日的第五周年止。

6 認股權行使之前必須持有的最短期限：

由認股權授出之日起直至授予日的第一周年之前一日。

7 申請或接受認股權須付金額以及付款或通知付款的期限或償還申請期權貸款的期限：

不適用

8 行使價的釐定基準：

行使價由董事會釐定，但不少於下列的較高價：

- (a) 於授出有關認股權當日，本銀行股份於聯交所日報表的收市價；
- (b) 相等於緊接授出有關認股權當日之前五個營業日，本銀行股份於聯交所日報表的平均收市價；及
- (c) 本銀行股份的面值。

9 計劃尚餘的有效期限：

計劃期間將於2007年3月25日終止。

INTEREST OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

Save as disclosed below, as at 31st December, 2004, the Directors were not aware of any person (other than a Director or Chief Executive of the Bank or his respective associate(s)) who had an interest or short position in the shares or underlying shares of the Bank that would fall to be disclosed to the Bank under Division 2 and 3 of Part XV of the SFO.

Long positions in shares of the Bank:

Name	Capacity and nature	No. of shares	% on issued share capital
East Asia International Trustees Limited	Trustee	113,301,397*	7.59

* *East Asia International Trustees Limited was deemed to be interested in these 113,301,397 shares held by various trusts of which this company was the trustee.*

PUBLIC FLOAT

As at the date of this Report, the Bank has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Bank and within the knowledge of the Directors.

COMPLIANCE

- (1) In preparing the accounts for 2004, the Bank has fully complied with the guideline set out in the Supervisory Policy Manual "Financial Disclosure by Locally Incorporated Authorized Institutions" issued by the Hong Kong Monetary Authority.
- (2) The Bank has complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules throughout the year ended 31st December, 2004.
- (3) During the year, the Bank established its own code of securities transactions by Directors and Chief Executive ("Own Code") on terms no less exacting than the required standard set out in Appendix 10 – Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code"), of the Listing Rules.

Having made specific enquiry of all Directors of the Bank, during the period ended 31st December, 2004 from adoption of the Own Code, Directors of the Bank have complied with the required standard set out in the Model Code and in the Own Code, which is incorporated in the Bank's Policy on Insider Trading – Directors and Chief Executive.

AUDITORS

A resolution for the re-appointment of KPMG as auditors of the Bank is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

David Li Kwok-po

Chairman and Chief Executive

Hong Kong, 3rd February, 2005

大股東及其他人士的權益

除下文所披露者外，董事並不知悉有任何其他人士(本行的董事或行政總裁或其各自的聯繫人士除外)於2004年12月31日在本銀行的股份或相關股份中，擁有根據《證券及期貨條例》第XV部第2及第3分部必須向本行披露的權益或淡倉。

本行權益股份的好倉：

姓名	身分及性質	股份數目	佔已發行股本的百分率
East Asia International Trustees Limited	受託人	113,301,397*	7.59

* 該等股份由多個信託持有，East Asia International Trustees Limited為該等信託的受託人，因而被視為擁有該等113,301,397股股份。

公眾持股量

基於公開予本銀行查閱之資料及據董事所知悉，截至本報告日期為止，本銀行一直維持《上市規則》所訂明之公眾持股量。

符合指引

- (1) 本銀行已完全符合香港金融管理局所頒布的監管政策手冊《本地註冊認可機構披露財務資料》所載的指引編製2004年度賬目。
- (2) 在截至2004年12月31日止年度內本銀行已符合《上市規則》附錄14所載的「最佳應用守則」。
- (3) 本年內，本銀行已自行訂立一套與《上市規則》附錄10「上市發行人董事進行證券交易的標準守則」(「標準守則」)所訂標準同樣嚴格的董事及行政總裁證券交易守則(「自訂守則」)。

經向所有董事作出特定的查詢後，由採納「自訂守則」以至2004年12月31日止的期間內，本銀行董事已遵守「標準守則」及載於本銀行《內幕交易政策—董事及行政總裁》內的「自訂守則」中所要求的標準。

核數師

在即將召開的股東周年常會中，將提請通過再聘畢馬威會計師事務所為本銀行核數師的議案。

主席兼行政總裁

李國寶

香港，2005年2月3日