



# 2014 Annual Report

年報

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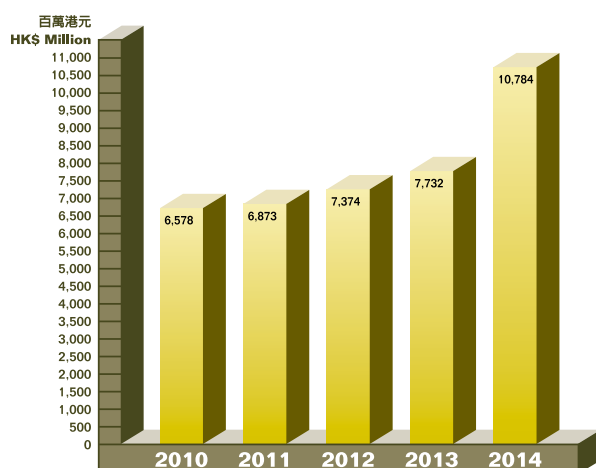
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# 五年財務概況 FIVE-YEAR FINANCIAL SUMMARY

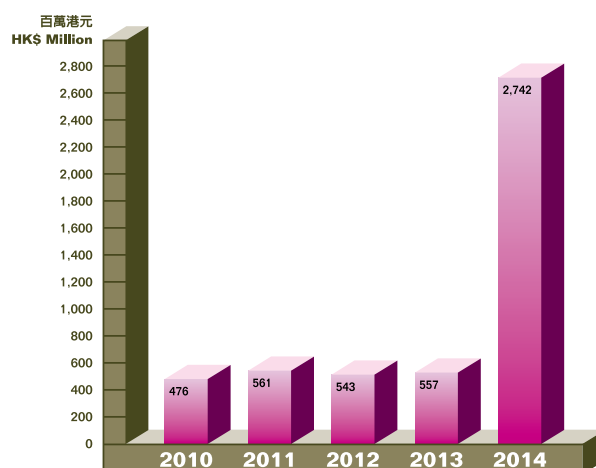
## 客戶貸款總額 / 客戶存款總額 / 資產總額 TOTAL ADVANCES TO CUSTOMERS / TOTAL CUSTOMERS' DEPOSITS / TOTAL ASSETS



## 資金總額 TOTAL EQUITY



## 股本擁有人應佔溢利 PROFIT ATTRIBUTABLE TO EQUITY OWNERS



## 董事會

### 執行董事

梁高美懿女士 銀紫荊星章，太平紳士  
(副主席兼董事總經理)

劉惠民先生  
(行政總裁)

廖鐵城先生  
(副行政總裁)

### 非執行董事

張招興先生  
(主席)

朱春秀先生

王恕慧先生

李 鋒先生

周卓如先生 銅紫荊星章，太平紳士

### 獨立非執行董事

謝德耀先生

鄭毓和先生

馬照祥先生

李家麟先生

## Board of Directors

### Executive Directors

Mrs LEUNG Ko May Yee Margaret, SBS, JP  
(Deputy Chairman and Managing Director)

Mr LAU Wai Man  
(Chief Executive Officer)

Mr LIU Tit Shing Don  
(Deputy Chief Executive Officer)

### Non-executive Directors

Mr ZHANG Zhaoxing  
(Chairman)

Mr ZHU Chunxiu

Mr WANG Shuhui

Mr LI Feng

Mr CHOW Cheuk Yu Alfred, BBS, JP

### Independent Non-executive Directors

Mr CHIRANAKHORN Wanchai

Mr CHENG Yuk Wo

Mr MA Chiu Cheung Andrew

Mr LEE Ka Lun

## 其他高級管理人員

鄧鼎斌先生  
(風險管理總監)

陳凱傑先生  
(財務總監)

曾昭永先生  
(副行政總裁兼營運總監)

吳余錦萍女士  
(個人銀行主管)

屈肇祥先生  
(電子銀行主管)

朱惠雄先生  
(財富管理主管)

李婉華女士  
(企業銀行主管)

楊建華先生  
(公司秘書)

## Other Senior Management

Mr TANG Nai Pan  
(Chief Risk Officer)

Mr CHAN Hoi Kit Frederick  
(Chief Financial Officer)

Mr TSANG Chiu Wing  
(Deputy Chief Executive Officer & Chief Operating Officer)

Mrs NG Yu Kam Ping Alice  
(Head of Personal Banking)

Mr WAT Siu Cheung Patrick  
(Head of e-Banking)

Mr CHU Wai Hung Kevin  
(Head of Wealth Management)

Ms LEE Yuen Wah Teresa  
(Head of Commercial Banking)

Mr YEUNG Kin Wah Michael  
(Company Secretary)

# 公司資料 CORPORATE INFORMATION

於二零一五年二月二十六日  
as of 26 February 2015

## 註冊辦事處

香港德輔道中二十四號  
創興銀行中心地下  
電話：(852) 3768 1111  
傳真：(852) 3768 1888  
環球銀行財務電信代號：LCHB HK HH  
網址：http://www.chbank.com  
電郵：info@chbank.com

## Registered Office

Ground Floor, Chong Hing Bank Centre  
24 Des Voeux Road Central, Hong Kong  
Telephone : (852) 3768 1111  
Facsimile : (852) 3768 1888  
SWIFT BIC : LCHB HK HH  
Website : http://www.chbank.com  
E-mail : info@chbank.com



## 主要法律顧問

蔣尚義律師行  
的近律師行  
何君柱、方燕翔律師樓  
周卓如律師行  
司力達律師事務所

## Principal Legal Advisers

Anthony Chiang & Partners  
Deacons  
K C Ho & Fong  
Kwan & Chow  
Slaughter and May

## 核數師

羅兵咸永道會計師事務所

## Auditor

PricewaterhouseCoopers

## 股份登記及過戶處

香港中央證券登記有限公司

## Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited

## 股份代號及簡稱

本銀行（一）股份、（二）於二零二零年到期之後償票據及（三）無到期日非累計次級額外一級資本證券於香港聯合交易所有限公司之股份代號及簡稱分別為（一）01111（創興銀行）、（二）04327（CH BANK N2011）及（三）05804（CH BANK UCS）。

## Stock Codes and Short Names

The Stock Exchange of Hong Kong Limited's Stock Codes and Short Names in respect of the Bank's (i) shares, (ii) subordinated notes due 2020 and (iii) undated non-cumulative subordinated additional tier 1 capital securities are (i) 01111 (CHONG HING BANK), (ii) 04327 (CH BANK N2011) and (iii) 05804 (CH BANK UCS), respectively.

## 董事及高級管理人員之個人簡歷

### 董事會

#### 執行董事

**梁高美懿女士** 銀紫荊星章，太平紳士

六十二歲，自二零一四年二月十四日起獲委任為本銀行副主席、董事總經理兼執行董事。梁女士為中國建設銀行股份有限公司（股份代號：00939）、第一太平有限公司（股份代號：00142）、利豐有限公司（股份代號：00494）、新鴻基地產發展有限公司（股份代號：00016）以及香港交易及結算所有限公司（股份代號：00388）的獨立非執行董事。上述公司均於香港聯合交易所有限公司（「聯交所」）上市。此外，梁女士為QBE Insurance Group Limited（於澳洲證券交易所上市，股份代號：QBE）獨立非執行董事。梁女士為醫院管理局大會成員兼財務委員會成員；香港大學校務委員會成員、司庫及財務委員會主席及香港大學商學院董事會成員；香港科技大學商學院顧問委員會成員；香港中文大學MBA課程顧問委員會成員；香港賽馬會董事；以及中國人民政治協商會議全國委員會、廣州市委員會及河南省常務委員會委員。於加盟本銀行前，梁女士曾任恒生銀行有限公司（於聯交所上市，股份代號：00011）副主席兼行政總裁及滙豐控股有限公司集團總經理。

#### 劉惠民先生

五十六歲，本銀行之執行董事及自二零一三年三月七日起獲委任為其行政總裁。劉先生自二零一四年二月十四日起出任越秀金融控股有限公司執行董事及候補行政總裁。劉先生持有法律學士及工商管理碩士學位，現為香港銀行學會議副會長、CFP<sup>CM</sup> 認可財務策劃師及香港會計師公會會員，亦曾為特許公認會計師公會資深會員及澳洲銀行學會高級會士。劉先生於一九八八年加入本銀行出任總稽核；於二零零一年八月獲委任為本銀行董事。劉先生曾於二零零七年七月十一日至二零一三年三月六日為本銀行之副行政總裁。入職本銀行前，劉先生曾任職於國際性銀行及跨國會計師行。

## BIOGRAPHICAL DATA ABOUT DIRECTORS AND SENIOR MANAGEMENT

### Board of Directors

#### Executive Directors

**Mrs LEUNG Ko May Yee Margaret, SBS, JP**

aged 62, has been appointed the Deputy Chairman, Managing Director and an Executive Director of the Bank since 14 February 2014. Mrs Leung is an Independent Non-executive Director of China Construction Bank Corporation (Stock Code: 00939), First Pacific Company Limited (Stock Code: 00142), Li & Fung Limited (Stock Code: 00494), Sun Hung Kai Properties Limited (Stock Code: 00016) and Hong Kong Exchanges and Clearing Limited (Stock Code: 00388). All of which are companies listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). In addition, Mrs Leung is an Independent Non-executive Director of QBE Insurance Group Limited, which is listed on the Australian Securities Exchange (Stock Code: QBE). Mrs Leung is a member of the Board of Directors and the Finance Committee of the Hospital Authority; a council member, Treasurer, and the Chairman of the Finance Committee and a member of Business School Board of Directors of the University of Hong Kong; a member of the Business School Advisory Board of the Hong Kong University of Science and Technology; a member of the MBA Program Advisory Board of the Chinese University of Hong Kong; a Steward of The Hong Kong Jockey Club; and a member of the National Committee of the Chinese People's Political Consultative Conference, the Guangzhou Municipal Committee of the Chinese People's Political Consultative Conference and the Standing Committee of the Henan Provincial Committee of the Chinese People's Political Consultative Conference. Prior to joining the Bank, Mrs Leung was the Deputy Chairman and Chief Executive of Hang Seng Bank Limited (Stock Code: 00011), which is listed on the Stock Exchange and General Manager of HSBC Group.

#### Mr LAU Wai Man

aged 56, is an Executive Director of the Bank and has been appointed its Chief Executive Officer since 7 March 2013. Mr Lau has been an Executive Director and Alternate Chief Executive Officer of Yuexiu Financial Holdings Limited since 14 February 2014. He holds a Bachelor of Law degree and a Master of Business Administration degree. Mr Lau is a Vice President of the Council of the Hong Kong Institute of Bankers, a Certified Financial Planner<sup>CM</sup> and a member of the Hong Kong Institute of Certified Public Accountants. He was a fellow of the Association of Chartered Certified Accountants and a senior associate of the Australian Institute of Bankers. Mr Lau joined the Bank as the Chief Auditor in 1988 and became a Director of the Bank in August 2001. He was a Deputy Chief Executive Officer of the Bank from 11 July 2007 to 6 March 2013. Before joining the Bank, he had worked for an international bank and an international accounting firm.

## 公司資料 CORPORATE INFORMATION

於二零一五年二月二十六日  
as of 26 February 2015

### 廖鐵城先生

五十二歲，現任本銀行執行董事兼副行政總裁，監督本銀行之企業銀行及財富管理。廖先生自二零一四年二月十四日起出任越秀金融控股有限公司執行董事及候補行政總裁。廖先生於牛津大學畢業，為英格蘭及威爾斯特許會計師公會會員和香港會計師公會資深會員。廖先生於一九九二年加入本銀行。

### 非執行董事

#### 張招興先生

五十一歲，自二零一四年二月十四日起獲委任為本銀行主席兼非執行董事。張先生為廣州越秀集團有限公司及越秀企業(集團)有限公司(「越秀企業」)董事長兼董事，亦為越秀金融控股有限公司董事長兼非執行董事及越秀地產股份有限公司(「越秀地產」)(於香港聯合交易所有限公司(「聯交所」)上市之公司，股份代號：00123)執行董事兼董事長。張先生獲華中科技大學管理學院授予高級工商管理碩士學位，具備中國高級會計師資格，在大型企業的財務管理、產業經營、資本運作和企業文化建設方面擁有豐富的經驗。張先生於二零零八年加入越秀企業前，原任廣州無線電集團有限公司董事兼總經理、海華電子企業(中國)有限公司董事長兼總經理、廣州廣電房地產開發集團有限公司董事長及廣州廣電運通金融電子股份有限公司(於深圳證券交易所上市之公司，股份代號：002152)董事等職務。此外，張先生曾於二零零八年七月三十一日至二零一四年三月十八日期間出任越秀交通基建有限公司之董事長及執行董事，該公司於聯交所上市(股份代號：01052)，及曾於二零零八年七月三十一日至二零一四年三月二十日期間出任越秀地產之總經理。張先生為中華人民共和國第12屆全國人民代表大會代表。

### Mr LIU Tit Shing Don

aged 52, is an Executive Director and Deputy Chief Executive Officer supervising of Commercial Banking and Wealth Management of the Bank. Mr Liu has been an Executive Director and Alternate Chief Executive Officer of Yuexiu Financial Holdings Limited since 14 February 2014. He graduated from Oxford University and is an associate member of the Institute of Chartered Accountants in England & Wales and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr Liu joined the Bank in 1992.

### Non-executive Directors

#### Mr ZHANG Zhaoxing

aged 51, has been appointed the Chairman and a Non-executive Director of the Bank since 14 February 2014. Mr Zhang is the Chairman and Director of Guangzhou Yue Xiu Holdings Limited and Yue Xiu Enterprises (Holdings) Limited (“Yuexiu”) and the Chairman and a Non-executive Director of Yuexiu Financial Holdings Limited. He is also an Executive Director and the Chairman of Yuexiu Property Company Limited (“Yuexiu Property”), a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: 00123). Mr Zhang holds an Executive Master of Business Administration degree awarded by Huazhong University of Science and Technology, and possesses the qualification of senior accountant in China. He has extensive experience in the financial management, industrial operation, capital operation and corporate culture development of large enterprises. Prior to joining Yuexiu in 2008, Mr Zhang was the Director and General Manager of Guangzhou Radio Group Co., Ltd., Chairman and General Manager of Haihua Electronics Enterprise (China) Corporation, Chairman of Guangzhou Guangdong Real Estate Development Co., Ltd. and a Director of GRG Banking Equipment Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 002152). He was also the Chairman and Executive Director of Yuexiu Transport Infrastructure Limited, a company listed on the Stock Exchange (Stock Code: 01052), from 31 July 2008 to 18 March 2014 and General Manager of Yuexiu Property, from 31 July 2008 to 20 March 2014. Mr Zhang is a deputy of the 12th National People’s Congress of the People’s Republic of China.

#### 朱春秀先生

五十二歲，自二零一四年二月十四日起獲委任為本銀行非執行董事。朱先生自二零一四年三月十九日起獲委任為越秀交通基建有限公司之董事長及執行董事，該公司於香港聯合交易所有限公司（「聯交所」）上市（股份代號：01052）。此外，朱先生為廣州越秀集團有限公司及越秀企業（集團）有限公司（「越秀企業」）的副董事長兼總經理。朱先生亦為越秀金融控股有限公司非執行董事及越秀地產股份有限公司（於聯交所上市之公司，股份代號：00123）副董事長兼執行董事。朱先生曾任廣州農村商業銀行（原廣州農村信用合作社聯合社）董事。朱先生於二零一三年加入越秀企業前，曾任廣州金融控股集團有限公司（原廣州國際控股集團有限公司）副董事長兼總經理。朱先生獲中山大學授予高級管理人員工商管理碩士學位，具備中國經濟師的資格，在大型金融銀行類企業的經營和管理方面有豐富的經驗。朱先生為廣州市第14屆人民代表大會代表。

#### 王恕慧先生

四十三歲，自二零一四年二月十四日起獲委任為本銀行非執行董事。王先生為廣州越秀集團有限公司（「廣州越秀」）、越秀企業（集團）有限公司（「越秀企業」）董事兼副總經理，亦為越秀金融控股有限公司非執行董事。王先生亦為廣州國際信托投資有限公司之董事長。王先生曾於二零零九年十一月三日至二零一四年三月十八日期間出任越秀交通基建有限公司之執行董事，該公司於香港聯合交易所有限公司上市（股份代號：01052）。王先生畢業於西南財經大學金融系，擁有暨南大學貨幣銀行學專業碩士學位和經濟師資格。於二零零六年五月加入越秀企業前，王先生曾在廣州證券有限公司工作逾十三年，先後擔任該公司證券發行諮詢部業務經理、研究拓展部經理、總裁辦公室主任、人力資源部總經理及總裁助理、董事會秘書、副總裁等管理職務。王先生具備金融行業的深厚知識並擁有豐富專業經驗，熟悉了解中國內地金融市場和上市公司業務運作的慣例。

#### Mr ZHU Chunxiu

aged 52, has been appointed a Non-executive Director of the Bank since 14 February 2014. Mr Zhu has been appointed the Chairman and an Executive Director of Yuexiu Transport Infrastructure Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (Stock Code: 01052), since 19 March 2014. Besides, Mr Zhu is the Vice-chairman and General Manager of Guangzhou Yue Xiu Holdings Limited and Yue Xiu Enterprises (Holdings) Limited ("Yuexiu"). He is also a Non-executive Director of Yuexiu Financial Holdings Limited and the Vice-chairman and an Executive Director of Yuexiu Property Company Limited, a company listed on the Stock Exchange (Stock Code: 00123). Mr Zhu was a Director of Guangzhou Rural Commercial Bank (formerly known as "Guangzhou Rural Credit Union"). Prior to joining Yuexiu in 2013, Mr Zhu was the Vice-chairman and General Manager of Guangzhou Finance Holdings Group Co., Ltd. (formerly known as "Guangzhou International Holding Group Co., Ltd."). Mr Zhu was awarded the Degree in Executive Master of Business Administration by Sun Yat-Sen University. Mr Zhu holds the economist qualification in China and has extensive experience in the operation and management of large financial institutions and banks. He is a deputy of the 14th session of the Guangzhou City People's Congress.

#### Mr WANG Shuhui

aged 43, has been appointed a Non-executive Director of the Bank since 14 February 2014. Mr Wang is a Director and a Deputy General Manager of Guangzhou Yue Xiu Holdings Limited ("Guangzhou Yue Xiu") and Yue Xiu Enterprises (Holdings) Limited ("Yuexiu"). He is also a Non-executive Director of Yuexiu Financial Holdings Limited. He is also the Chairman of Guangzhou International Trust & Investment Corp.. Mr Wang was an Executive Director of Yuexiu Transport Infrastructure Limited, a company listed on The Stock Exchange of Hong Kong Limited (Stock Code: 01052), from 3 November 2009 to 18 March 2014. Mr Wang graduated from the School of Finance of the Southwestern University of Finance and Economics and holds a Master degree in Monetary Economics and Banking, and an economist qualification, from Jinan University. Before joining Yuexiu in May 2006, Mr Wang had over 13 years of experience in Guangzhou Securities Co., Ltd. and had held senior management positions (including the Project Manager of the Securities Issuance Consultancy Department, Manager of the Research and Development Department, Director of the Office of the CEO, General Manager of the Human Resource Department and the Assistant to the CEO, Board Secretary, Vice President) in such company. Mr Wang has solid knowledge and extensive professional experiences in financial industry and is familiar with the practice in the financial markets of Mainland China and the practice of listed company business operation.



## 公司資料 CORPORATE INFORMATION

於二零一五年二月二十六日  
as of 26 February 2015

### 李 鋒先生

四十六歲，自二零一四年二月十四日起獲委任為本銀行非執行董事。李先生自二零一四年三月二十一日起獲委任為越秀地產股份有限公司之執行董事，該公司於香港聯合交易所有限公司（「聯交所」）上市（股份代號：00123）。此外，李先生身兼廣州越秀集團有限公司（「廣州越秀」）及越秀企業（集團）有限公司（「越秀企業」）總經理助理兼資本經營部總經理、廣州市城市建設開發有限公司董事，主要負責組織及實施廣州越秀集團重大資本運營計劃及統籌協調廣州越秀集團上市公司投資者關係等。李先生自二零一二年六月起亦出任為越秀房託資產管理有限公司（為越秀房地產投資信託基金（於聯交所上市之公司，股份代號：00405）管理人）非執行董事。李先生先後畢業於華南理工大學船舶與海洋工程系及暨南大學工商管理學院，擁有工程系學士學位、工商管理碩士學位以及中國高級工程師資格。彼於二零零一年十二月加入越秀企業，曾擔任企管部副經理、監察稽核室總經理助理、資本經營部副總經理、越秀發展有限公司副總經理等職務。李先生熟悉了解上市公司業務及資本市場運作，自二零零八年起參與廣州越秀集團所有重大資本運營項目；在此之前，亦參與越秀房地產投資信託基金成功上市，在資本運營方面擁有豐富實踐經驗。

### 周卓如先生 銅紫荊星章，太平紳士

六十四歲，自二零零三年二月起為董事會成員，於二零零四年九月由本銀行獨立非執行董事轉任非執行董事。周先生自二零一四年二月十四日起出任越秀金融控股有限公司非執行董事。周先生於香港大學畢業，獲頒法律學士學位及社會科學（公共行政）碩士學位，擁有十七年政府工作經驗及超過三十年律師資歷。周先生現為香港周卓如律師行的高級合夥人，他亦是中國委托公證人。周先生是香港潮州商會有限公司及香港潮屬社團總會有限公司的會董及法律顧問，亦是饒宗頤學術館之友及其他社團的法律顧問。他曾任香港特別行政區護照上訴委員會主席及人事登記審裁處總審裁員，現仍參與其他公務委員會工作。

### Mr LI Feng

aged 46, has been appointed a Non-executive Director of the Bank since 14 February 2014. Mr Li has been appointed an Executive Director of Yuexiu Property Company Limited (“Yuexiu Property”), a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: 00123), since 21 March 2014. Besides, Mr Li is the Assistant to General Manager of, as well as the General Manager of the Capital Department of, Guangzhou Yue Xiu Holdings Limited (“Guangzhou Yue Xiu”) and Yue Xiu Enterprises (Holdings) Limited (“Yuexiu”), and a Director of Guangzhou City Construction & Development Co., Ltd., mainly responsible for organizing and implementing Guangzhou Yue Xiu group’s major capital operation plans and coordinating investor relations for Guangzhou Yue Xiu group’s listed companies. He is also a Non-executive Director of Yuexiu REIT Asset Management Limited (the Manager of Yuexiu Real Estate Investment Trust (Stock Code: 00405), which is listed on the Stock Exchange) since June 2012. Mr Li graduated from the Faculty of Naval Architecture and Ocean Engineering of South China University of Technology majoring in Naval Architecture, and obtained a Master of Business Administration degree from Jinan University. He holds the qualification of a Senior Engineer in China. Mr Li joined Yuexiu in December 2001 and has successively held positions including Assistant Manager of Corporate Management Department, Assistant to General Manager of Supervision and Auditing Department, Deputy General Manager of Capital Department and Deputy General Manager of Yue Xiu International Development Limited. Mr Li is familiar with business of listed companies and the operations of capital markets. Since 2008, he has participated in all of the major capital operation projects of the Guangzhou Yue Xiu group; before that, he was also engaged in the successful listing of Yuexiu Real Estate Investment Trust, and has extensive practical experience in capital operations.

### Mr CHOW Cheuk Yu Alfred, BBS, JP

aged 64, has been a member of the Board since February 2003, was redesignated from Independent Non-executive Director to Non-executive Director of the Bank in September 2004. Mr Chow has been a Non-executive Director of Yuexiu Financial Holdings Limited since 14 February 2014. He graduated from the University of Hong Kong with a Bachelor of Laws degree and a Master of Social Sciences (Public Administration) degree. With 17 years’ working experience in the civil service and over 30 years as a solicitor, Mr Chow is presently the senior partner of Kwan & Chow, Solicitors in Hong Kong. He is also a China-Appointed Attesting Officer. Mr Chow is a director and legal advisor of Hong Kong Chiu Chow Chamber of Commerce Limited and Federation of HK Chiu Chow Community Organizations Limited; and legal advisor to Jao Tsung-I Petite Ecole Fan Club and various community bodies. He was the Chairman of the HKSAR Passports Appeal Board and Chief Adjudicator of the Registration of Persons Tribunal, and currently serves on other statutory boards.

### 獨立非執行董事

#### 謝德耀先生

七十五歲，自一九九八年九月起為本銀行獨立非執行董事。謝先生自二零一四年二月十四日起出任越秀金融控股有限公司獨立非執行董事，現任泰國曼谷 C Wans Assets Co, Ltd 董事長，具有超過二十五年國際銀行業務經驗。謝先生於一九六四年畢業於香港浸會學院，曾在香港、倫敦、曼谷及馬來西亞多間銀行任職，於一九八五年加入本銀行，並於一九八七年成為董事。於一九九五年離職本銀行前曾任常務董事，主管海外業務發展部，謝先生於一九九五年五月至一九九八年九月期間曾為非常務董事。

#### 鄭毓和先生

五十四歲，自二零零四年九月起出任本銀行獨立非執行董事。鄭先生亦為本銀行審計委員會主席；以及提名委員會、薪酬委員會及風險管理委員會委員。他亦自二零一四年二月十四日起出任越秀金融控股有限公司獨立非執行董事。鄭先生為香港一間商人銀行的創辦人之一，現為一間香港執業會計師行之擁有人。鄭先生持有英國倫敦大學經濟學院經濟科學碩士（會計及財務）及英國肯特大學榮譽文學學士學位（會計）。鄭先生為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員，亦為加拿大安大略省特許會計師公會會員。鄭先生擁有超過二十年金融及企業顧問服務之經驗，專於合併、收購及投資。他曾於倫敦永道會計師事務所（現稱羅兵咸永道會計師事務所）及多倫多瑞士銀行（現稱瑞銀集團）任職，亦曾在多間香港上市公司擔任高級管理職位。鄭先生亦出任若干其他上市公司之董事。

### Independent Non-executive Directors

#### Mr CHIRANAKHORN Wanchai

aged 75, an Independent Non-executive Director of the Bank since September 1998. Mr Chiranakhorn has been an Independent Non-executive Director of Yuexiu Financial Holdings Limited since 14 February 2014 and is the Chairman of Executive Board of Directors of C Wans Assets Co, Ltd. He has more than 25 years of experience as an international banker. Upon graduation from Baptist College, Hong Kong in 1964, he served in banks in Hong Kong, London, Bangkok and Malaysia. He joined the Bank in 1985 and became a Director in 1987. Before his departure in May 1995, Mr Chiranakhorn served as an Executive Director in charge of the Overseas Business Development Department. He was a Non-executive Director from May 1995 to September 1998.

#### Mr CHENG Yuk Wo

aged 54, has been an Independent Non-executive Director of the Bank since September 2004. Mr Cheng is also the Chairman of the Bank's Audit Committee; and a member of the Nomination Committee, the Remuneration Committee and the Risk Management Committee. He has also been an Independent Non-executive Director of Yuexiu Financial Holdings Limited since 14 February 2014. Mr Cheng, a co-founder of a Hong Kong merchant banking firm, is currently the proprietor of a certified public accountant practice in Hong Kong. Mr Cheng obtained a Master of Science (Economics) degree in Accounting and Finance from the London School of Economics, England and a Bachelor of Arts (Honours) degree in Accounting from the University of Kent, England. He is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Accountants of Ontario, Canada. Mr Cheng has more than 20 years of expertise in financial and corporate advisory services in mergers, acquisitions and investments. He had worked at Coopers and Lybrand (now known as PricewaterhouseCoopers) in London and Swiss Bank Corporation (now known as UBS AG) in Toronto, and held senior management positions in a number of Hong Kong listed companies. Mr Cheng also serves as a Director for certain other listed companies.

## 公司資料 CORPORATE INFORMATION

於二零一五年二月二十六日  
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### 馬照祥先生

七十三歲，自二零零七年八月起出任本銀行獨立非執行董事及自二零一四年二月十四日起出任越秀金融控股有限公司獨立非執行董事。馬先生為安馬會計師事務所有限公司（前為馬照祥會計師樓有限公司）之創辦人及前董事，現為美義商理有限公司及多間其他私人公司董事。馬先生於會計、審核及財務方面累積三十多年經驗，彼取得英國倫敦大學倫敦經濟及政治學院經濟學學士學位。馬先生為英格蘭及威爾斯特許會計師公會、香港會計師公會、香港董事學會、香港稅務學會及香港華人會計師公會資深會員。彼現亦擔任多家其他於香港上市公司之獨立非執行董事。

### 李家麟先生

五十九歲，自二零一四年二月十四日起獲委任為本銀行獨立非執行董事。李先生為越秀金融控股有限公司獨立非執行董事，亦自二零零零年四月起出任為越秀地產股份有限公司（於香港聯合交易所有限公司（「聯交所」）上市之公司，股份代號：00123）獨立非執行董事。李先生為專業會計師、英國特許公認會計師公會資深會員，並於銀行及審計方面有二十多年經驗。彼分別自二零零四年九月、二零零七年四月及二零一四年十二月起擔任周生生集團國際有限公司（股份代號：00116）、御泰中彩控股有限公司（股份代號：00555）及密迪斯肌控股有限公司（股份代號：08307）獨立非執行董事之職位。上述公司之股份均於聯交所上市。

### Mr MA Chiu Cheung Andrew

aged 73, has been an Independent Non-executive Director of the Bank since August 2007 and an Independent Non-executive Director of Yuexiu Financial Holdings Limited since 14 February 2014. Mr Ma is a founder and former director of AMA CPA Limited (formerly known as Andrew Ma DFK (CPA) Limited). He is presently a Director of Mayee Management Limited and also Directors of several other private companies. Mr Ma has more than 30 years' experience in the fields of accounting, auditing and finance. He received his Bachelor's degree in Economics from The London School of Economics and Political Science (University of London) in England. Mr Ma is a fellow member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Directors, The Taxation Institute of Hong Kong and The Society of Chinese Accountants & Auditors. He is currently also an Independent Non-executive Director of several other listed companies in Hong Kong.

### Mr LEE Ka Lun

aged 59, has been appointed an Independent Non-executive Director of the Bank since 14 February 2014. Mr Lee is an Independent Non-executive Director of Yuexiu Financial Holdings Limited. He has also been an Independent Non-executive Director of Yuexiu Property Company Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (Stock Code: 00123) since April 2000. He is an accountant by profession. Mr Lee is a Fellow of the Association of Chartered Certified Accountants in UK and has over 20 years of experience in banking and auditing. He has been an Independent Non-executive Director of Chow Sang Sang Holdings International Limited (Stock Code: 00116) since September 2004, REXLot Holdings Limited (Stock Code: 00555) since April 2007 and Medicskin Holdings Limited (Stock Code: 08307) since December 2014. The shares of the companies mentioned above are listed on the Stock Exchange.

## 其他高級管理人員

### 鄧鼎斌先生

五十三歲，自二零一四年六月一日起獲委任為本銀行之總經理兼風險管理總監。鄧先生持有明尼蘇達大學數學與統計管理學學士學位及美國芝加哥大學統計學理學碩士，並為美國西北大學凱洛格商學院金融博士候選人。鄧先生於加入銀行業前，曾於香港、加拿大及美國不同的大學任助理教授及講師；自一九九四年起，鄧先生受聘於香港、新加坡及中國一些主要的國際性及中資銀行，擁有逾二十年財資、合規及風險管理的銀行工作經驗。

### 陳凱傑先生

五十四歲，總經理，自二零一三年五月二十三日起獲委任為財務總監。陳先生畢業於英國倫敦大學帝國學院獲電腦學士學位、繼而取得英國瀚寧學院工商管理碩士學位。陳先生為英格蘭及威爾斯特許會計師公會資深會員、英國電腦學會會員及香港會計師公會資深會員。陳先生擁有超過三十年在金融機構任職的經驗，於二零零四年加入本銀行。在加入本銀行前，陳先生曾在倫敦及香港任職於跨國會計師行及國際性銀行，負責財務申報及策略管理。

### 曾昭永先生

五十七歲，分別自二零一三年三月七日及二零一三年五月二十三日起獲委任為本銀行之副行政總裁及營運總監，主管資訊科技處及相關營運部門。曾先生持有香港大學理科碩士(電子商貿及互聯網工程)學位，為英格蘭和威爾斯特許會計師公會會員及香港會計師公會資深會員。曾先生於二零零零年加入本銀行。曾先生曾於二零零五年八月十七日至二零一二年十二月三十日為本銀行常務董事。在加入本銀行前，曾先生曾任一跨國會計師行及一香港主要國際性銀行之高層職員。

## Other Senior Management

### Mr TANG Nai Pan

aged 53, has been appointed as General Manager and Chief Risk Officer of the Bank since 1 June 2014. Mr Tang holds a Bachelor of Arts degree in Mathematics and Statistics from the University of Minnesota and a Master of Science degree in Statistics from The University of Chicago, and is a Doctor of Philosophy Candidate in Finance from Kellogg School, Northwestern University, USA. Before joining the banking industry, Mr Tang worked for different universities as Assistant Professor and Lecturer in Hong Kong, Canada and USA. Since 1994, Mr Tang has worked for a few major international and Chinese banks in Hong Kong, Singapore and China and has more than 20 years of banking experience in treasury, compliance and risk management.

### Mr CHAN Hoi Kit Frederick

aged 54, General Manager, has been appointed as a Chief Financial Officer since 23 May 2013. He graduated from Imperial College, University of London in Computing Science and obtained a Master of Business Administration degree from Henley Management College, United Kingdom. He is a fellow of the Institute of Chartered Accountants in England & Wales, a member of BCS, The Chartered Institute for IT and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr Chan has more than 30 years of experience in the financial services industry and worked for an international accounting firm and major international banks in London and Hong Kong in financial reporting and strategic management before joining the Bank in 2004.

### Mr TSANG Chiu Wing

aged 57, has been appointed as Deputy Chief Executive Officer and Chief Operating Officer of the Bank since 7 March 2013 and 23 May 2013 respectively, is in charge of its Information Technology Division, and some operational departments. He holds a Master of Science degree in Electronic Commerce and Internet Computing from the University of Hong Kong, and is a member of the Institute of Chartered Accountants in England and Wales and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr Tsang joined the Bank in 2000. He was an Executive Director of the Bank from 17 August 2005 to 30 December 2012. Before joining the Bank, he held senior positions in an international accounting firm and a major international bank in Hong Kong.

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### 吳余錦萍女士

五十四歲，總經理，自二零一四年八月加盟本銀行，於二零一四年十一月獲委任為個人銀行主管。吳女士持有澳洲阿德萊德大學工商管理碩士學位。吳女士亦為合資格財務策劃師(CFP<sup>CM</sup>)、英國財務服務學會會士(Aifs)及香港銀行學會會士(AHKIB<sup>TM</sup>)。吳女士擁有逾三十年零售銀行工作經驗，曾於主要國際性銀行擔任不同的重要職務，管理零售銀行及私人銀行團隊。吳女士擅長於財富管理業務發展，於運作監控、品質管理、成本控制及項目管理方面有着豐富的經驗。

### 屈肇祥先生

六十一歲，總經理，現為電子銀行主管。屈先生畢業於香港大學 - 獲文學士學位，繼而於香港大學取得管理學深造文憑。屈先生歷任香港及英國主要美資銀行財務、業務發展、營運、內部監控及品質管理部門主管，並曾受訓各「全面質量管理」及「六標準差品質管理」黑帶訓練課程。屈先生於二零零三年加入本銀行，於二零一四年起負責現職。

### 朱惠雄先生

五十六歲，總經理，現為財富管理主管。朱先生畢業於哥倫比亞大學，持有工程碩士學位，擁有超過三十年金融服務經驗，並曾任職多間主要國際銀行之企業銀行部及私人銀行部。朱先生於二零零八年四月加盟本銀行。

### Mrs NG Yu Kam Ping Alice

aged 54, General Manager, joined the Bank in August 2014, and has been appointed as the Head of Personal Banking since November 2014. She holds a Master Degree of Business and Administration from the University of Adelaide, Australia. Mrs Ng is also a Certified Financial Planner (CFP<sup>CM</sup>), Associate of the Institute of Financial Services, United Kingdom (Aifs) and Associate of the Hong Kong Institute of Bankers (AHKIB<sup>TM</sup>). She possesses more than 30 years of experience in Retail Banking, and has held different senior positions with major international banks in managing retail and private banking teams. Mrs Ng has specialty in wealth management business development and has rich experience in operation control, quality assurance, cost control and project management.

### Mr WAT Siu Cheung Patrick

aged 61, General Manager, is the head of e-Banking. He holds a Bachelor of Arts degree and a Postgraduate Diploma in Management Studies from the University of Hong Kong in 1975. He has held senior positions in Finance, Business Development, Operations, Internal Control and Quality Functions with major US banks in Hong Kong and the United Kingdom. He has been trained in TQM (Total Quality Management) and as Black Belt in Six Sigma quality programs. Mr Wat joined the Bank in 2003 until he assumes his current responsibilities in 2014.

### Mr CHU Wai Hung Kevin

aged 56, General Manager, is the head of Wealth Management. He graduated from Columbia University with a Master degree in Engineering. He has over 30 years of financial services experience and worked for a number of major international banks in their corporate banking and private banking departments. Mr Chu joined the Bank in April 2008.

**李婉華女士**

六十一歲，總經理，現為企業銀行主管。李女士畢業於香港大學，獲社會科學系學士學位，主修經濟、工商管理及財務，並獲香港中文大學工商管理碩士學位。李女士在本港及澳洲擁有超過三十年銀行界經驗。於二零零五年加盟本銀行前，李女士曾於兩大跨國銀行及一間本地銀行任職多項重要職務。

**楊建華先生**

五十八歲，總經理及公司秘書，一九八零年取得美國德薩斯州萊斯大學文學士學位，主修法律，政治及哲學；一九八三年在美國德薩斯州大學奧斯丁法學院取得法律博士學位，現登記於美國伊利諾州最高法院之律師總名冊內。楊先生於一九九七年復任本銀行公司秘書前，曾為第一太銀控股有限公司（該公司為當時第一太平集團旗下處理銀行業務之香港上市公司）及南華早報（集團）有限公司（現時名為 SCMP 集團有限公司）之公司秘書。

**Ms LEE Yuen Wah Teresa**

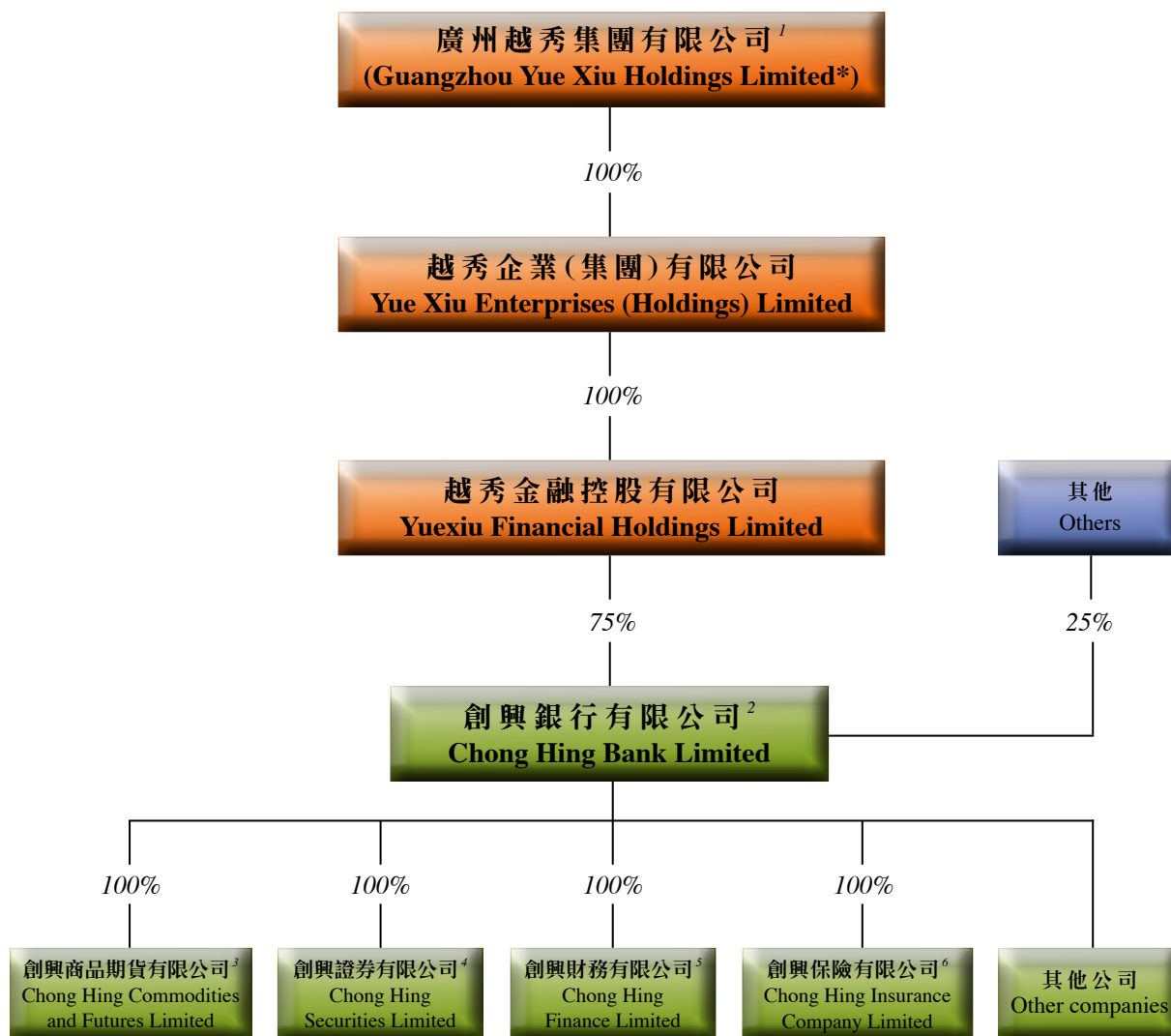
aged 61, General Manager, is the head of Commercial Banking. She holds a Bachelor of Social Sciences degree in Economics, Business Administration and Finance from the University of Hong Kong and a MBA degree from the Chinese University of Hong Kong. She has more than 30 years of experience in the banking industry in Hong Kong and Australia. She has held various senior positions with two major international banks and a major local bank prior to joining the Bank in 2005.

**Mr YEUNG Kin Wah Michael**

aged 58, General Manager and Company Secretary, obtained a Bachelor of Arts degree in legal studies, political science and philosophy from Rice University (Texas, USA) in 1980 and a Doctor of Jurisprudence degree from the School of Law of The University of Texas at Austin (Texas, USA) in 1983. Mr Yeung, who is registered in the Master Roll of Attorneys maintained by the Supreme Court of Illinois in the United States, had served as the Company Secretary of FPB Bank Holding Company Limited (the then Hong Kong-listed banking arm of the First Pacific Group) and South China Morning Post (Holdings) Limited (now known as SCMP Group Limited) before resuming his position as the Company Secretary of the Bank in 1997.

# 集團之簡略架構 ABRIDGED CORPORATE STRUCTURE

於二零一五年二月二十六日  
as of 26 February 2015



<sup>1</sup> 廣州市人民政府國有資產監督管理委員會監管下的全資國有企業  
Wholly state-owned enterprise under the supervision of the State-owned Assets Supervision and Administration Commission of the Guangzhou Municipal People's Government

<sup>2</sup> 於香港聯合交易所有限公司上市  
Listed on The Stock Exchange of Hong Kong Limited

<sup>3</sup> 香港期貨交易所有限公司註冊參與者  
Registered with The Hong Kong Futures Exchange Limited as a participant

<sup>4</sup> 香港聯合交易所有限公司註冊參與者  
Registered with The Stock Exchange of Hong Kong Limited as a participant

<sup>5</sup> 銀行業條例下之持牌接受存款公司  
Licensed under the Banking Ordinance as a deposit-taking company

<sup>6</sup> 保險公司條例下之持牌保險公司  
Licensed under the Insurance Companies Ordinance as an insurance company

\* for identification purpose only

# 股份買賣摘要 SHARE TRADING SUMMARY

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

創興銀行有限公司股份\* 於二零一四年年內在  
香港聯合交易所有限公司(「聯交所」)之買賣摘要如下：

Trading of shares in Chong Hing Bank Limited\*  
on The Stock Exchange of Hong Kong Limited (“HKSE”) during 2014 is summarised below:

月份 Month	每股價格(港元) (月內平均數) Unit Price (HK\$) (average for the month)				每月成交 Monthly Turnover		恒生指數 <sup>#</sup> (月內平均數) Hang Seng Index <sup>#</sup> (average for the month)
	開市 Open	最高 High	最低 Low	收市 Close	股數 Number of Shares	港元 HK\$	收市 Close
一月 January	34.883	35.052	34.712	34.881	13,126,567	461,863,036	22,725.16
二月 February <sup>^</sup>	30.250	30.250	27.800	28.500	286,000	8,058,707	22,188.31
三月 March <sup>^</sup>	–	–	–	–	–	–	21,980.77
四月 April <sup>^</sup>	–	–	–	–	–	–	22,598.44
五月 May <sup>^^</sup>	16.413	16.616	16.161	16.318	16,993,426	300,177,334	22,584.93
六月 June	14.989	15.055	14.780	14.896	5,091,973	76,239,940	23,144.90
七月 July	14.800	14.899	14.712	14.785	7,048,226	104,577,126	23,760.03
八月 August	17.426	17.762	17.160	17.490	26,087,055	465,266,498	24,812.08
九月 September	17.741	17.883	17.529	17.692	7,261,924	128,640,806	24,341.81
十月 October	16.779	16.988	16.678	16.859	3,952,109	66,350,063	23,301.23
十一月 November	17.277	17.381	17.120	17.256	2,537,751	43,761,559	23,779.12
十二月 December	16.797	16.936	16.690	16.831	2,396,818	40,361,607	23,386.16
<b>全年平均數 Average for the year</b>	<b>19.736</b>	<b>19.882</b>	<b>19.334</b>	<b>19.551</b>	<b>8,478,184</b>	<b>169,529,668</b>	<b>23,216.91</b>

\* 發行及已繳足股本(股) : 435,000,000  
Issued and fully-paid share capital (shares)

買賣單位(股) : 1,000  
Board lot (shares)

上市日期(日/月/年) : 11/07/1994  
Listing date (dd/mm/yyyy)

聯交所股份代號 : 01111  
HKSE stock code

聯交所股份簡稱 : 創興銀行  
HKSE stock short name : CHONG HING BANK

年內最高(港元)(日/月) : 36.150 (20/01)  
Year high (HK\$) (dd/mm)

歷年最高(港元)(日/月/年) : 37.500 (23/10/2013)  
Historic high (HK\$) (dd/mm/yyyy)

年內最低(港元)(日/月) : 14.020 (20/06)  
Year low (HK\$) (dd/mm)

歷年最低(港元)(日/月/年) : 3.650 (24/08/1998)  
Historic low (HK\$) (dd/mm/yyyy)

<sup>#</sup> 年內最高(日/月) : 25,362.98 (04/09)  
Year high (dd/mm)

歷年最高(日/月/年) : 31,958.41 (30/10/2007)  
Historic high (dd/mm/yyyy)

年內最低(日/月) : 21,137.61 (20/03)  
Year low (dd/mm)

基值(日/月/年) : 100.00 (31/07/1964)  
Base value (dd/mm/yyyy)

<sup>^</sup> 創興銀行股份於二零一四年二月六日上午九時起於聯交所停止買賣。

Suspension of trading of Chong Hing Bank's shares on HKSE took place from 9 am on 6 February 2014.

<sup>^^</sup> 創興銀行股份於二零一四年五月七日上午九時起於聯交所恢復買賣。

Resumption of trading of Chong Hing Bank's shares on HKSE took place from 9 am on 7 May 2014.



# 股東日誌

## SHAREHOLDERS' CALENDAR

於二零一五年二月二十六日  
as of 26 February 2015

二零一四年八月七日 7 August 2014	宣佈二零一四年上半年中期業績 Interim results for the first half of 2014 announced.
二零一四年八月二十二日 22 August 2014	發送二零一四年中期報告 Interim Report 2014 despatched.
二零一四年九月十七日至十九日 (包括首尾兩天) 17 through 19 September 2014 (both days inclusive)	股票過戶暫停登記，以確定應收中期現金股息之權利 Register of Members closed for the purpose of ascertaining interim cash dividend entitlements.
二零一四年九月二十六日 26 September 2014	派發二零一四年中期現金股息每股港幣 0.19 元 Interim cash dividend for 2014 of HK\$0.19 per share paid.
二零一五年二月二十六日 26 February 2015	宣佈二零一四年全年業績 Final results for the year of 2014 announced.
於或約於二零一五年三月二十日 on or about 20 March 2015	將發送二零一四年年報 Annual Report 2014 will be despatched.
二零一五年五月十一日至十四日 (包括首尾兩天) 11 through 14 May 2015 (both days inclusive)	股票過戶將暫停登記，以確定出席及於二零一五年股東週年大會上投票之權利 Register of Members will be closed for the purpose of ascertaining entitlements to attend and vote at the 2015 Annual General Meeting of the Shareholders.
二零一五年五月十五日 15 May 2015	將舉行二零一五年股東週年大會 2015 Annual General Meeting of the Shareholders will be held.
二零一五年五月二十六日至二十九日 (包括首尾兩天) 26 through 29 May 2015 (both days inclusive)	如獲股東於二零一五年股東週年大會上批准，股票過戶將暫停登記，以確定應收末期現金股息之權利 If approved by shareholders at the 2015 Annual General Meeting of the Shareholders, Register of Members will be closed for the purpose of ascertaining entitlements to receive the final cash dividend.
二零一五年六月三日 3 June 2015	如獲股東於二零一五年股東週年大會上批准，將派發二零一四年末期現金股息每股港幣 0.41 元 If approved by shareholders at the 2015 Annual General Meeting of the Shareholders, the final cash dividend for 2014 of HK\$0.41 per share will be paid.

## 週年大會通告 NOTICE OF ANNUAL GENERAL MEETING

茲通告創興銀行有限公司(「本銀行」)謹訂於二零一五年五月十五日(星期五)上午十一時,假座香港德輔道中二十四號創興銀行中心二十七樓舉行二零一五年度股東週年大會,藉以處理下列普通及特別事項:

### 普通事項

作為普通事項,酌情考慮通過有關下列事項之普通決議案:

- (一) 省覽及接納截至二零一四年十二月三十一日止年度之財務報表,以及董事會與核數師報告書。
- (二) 宣佈截至二零一四年十二月三十一日止年度派發末期現金股息。
- (三) 重選董事及釐定彼等及其他董事之袍金。
- (四) 續聘核數師及授權董事會釐定核數師之酬金。

### 特別事項

作為特別事項,酌情考慮通過(不論有否修訂)下列普通決議案:

- (五) 動議:
  - (a) 一般性及無條件批准董事會,在符合一切適用法例之情況下,於有關期間內行使本銀行所有權力以購買股份;
  - (b) 依據上述(a)段之批准,可在香港聯合交易所有限公司或香港證券及期貨事務監察委員會及香港聯合交易所有限公司根據香港股份購回守則就此認可之其他證券交易所購買之股份總數,不得超過於通過本決議案當日本銀行全部已發行股份數目之百分之十,而上述之批准亦因而須受此限制;及

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the shareholders of Chong Hing Bank Limited (the "Bank") for the year of 2015 will be held on the 27th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Friday, 15 May 2015 at 11 am for the purposes of conducting the following items of ordinary and special business:

### Ordinary business

As ordinary business, to consider and, if thought fit, pass ordinary resolutions in respect of the following matters:

- (1) To receive and adopt the Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2014.
- (2) To declare the final cash dividend for the year ended 31 December 2014.
- (3) To re-elect directors and fix their and the other directors' fee.
- (4) To re-appoint auditor and authorise the directors to fix the auditor's remuneration.

### Special business

As special business, to consider and, if thought fit, pass, with or without modification, the following ordinary resolutions:

- (5) **THAT**
  - (a) the exercise by the board of directors during the Relevant Period of all the powers of the Bank to purchase Shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the total number of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the total number of Shares in issue at the date of the passing of this resolution, and the said approval be and is hereby limited accordingly; and

## 週年大會通告 NOTICE OF ANNUAL GENERAL MEETING

(c) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列三者較早者為止之期間：

- (i) 本銀行下次股東週年大會結束時；
- (ii) 依照法例之規定，本銀行下次股東週年大會須予舉行之期限屆滿之時；或
- (iii) 於股東大會上通過普通決議案，撤銷或更改本決議案所授予之權力時。

「股份」指本銀行股本中所有類別之股份

(六) 動議：

- (a) 在須受 (c) 段之限制之下，一般性及無條件批准本銀行董事會於有關期間內行使本銀行所有權力配發、發行及處理本銀行資本之增發股份，並於須行使此等權力之情況下訂立或發出建議、協議及認購權；
- (b) (a) 段之批准可授權本銀行董事會於有關期間內訂立或發出建議、協議及認購權，而該等權力會或可能須於有關期間屆滿後行使；
- (c) 本銀行董事會依據上述 (a) 段配發或有條件或無條件同意配發（不論其為依據認購權或其他形式配發）之股份總數，不包括 (i) 任何因供股，(ii) 任何按照本銀行組織章程細則以配發及發行股份代替本銀行全部或部份股息之以股代息或其他類似安排而配發之股份，或 (iii) 任何股份期權計劃批出而行使之期權，不得超過：

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the shareholders of the Bank;
- (ii) the expiration of the period within which the next annual general meeting of the shareholders of the Bank is required by law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

“Shares” means shares of all classes in the capital of the Bank.

(6) THAT

- (a) subject to paragraph (c), the exercise by the board of directors of the Bank during the Relevant Period of all the powers of the Bank to allot, issue and deal with additional shares in the capital of the Bank and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the board of directors of the Bank during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the board of directors of the Bank pursuant to the approval in paragraph (a), otherwise than pursuant to (i) any Rights Issue, (ii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Bank in accordance with the Articles of Association of the Bank, or (iii) any exercise of options granted under any share option scheme of the Bank, shall not exceed the aggregate of:

## 週年大會通告 NOTICE OF ANNUAL GENERAL MEETING

(aa) 本決議案獲通過當日本銀行股本內全部已發行股份數目之百分之二十；及

(bb) (倘董事會獲本銀行股東根據一項獨立之普通決議案授權) 本銀行於本決議案獲通過後所回購之本銀行股份總數，

而上文之批准因而須受此限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列三者較早者為止之期間：

- (i) 本銀行下次股東週年大會結束時；
- (ii) 依照法例之規定，本銀行下次股東週年大會須予舉行之期限屆滿之時；或
- (iii) 於股東大會上通過普通決議案，撤銷或更改本決議案所授予之權力時。

「供股」指依照指定之記錄日期，向當日之股東名冊上所載之股份或任何類別股份之持有人，按彼等當時持有該等股份或任何類別股份之比例提出供股建議，以分配可於經本銀行董事會訂定之期限內行使之認股權(本段文中所述之按持股比例提出供股之建議，包括在有涉及零碎配額，或涉及受香港以外地區之法律，或任何認可之管理機構或任何證券交易所，所規定之限制或責任影響時，本銀行董事會可以其認為必要或屬權宜之形式，將該等配額予以撤銷或另作安排之有關配發)。

「股份」指本銀行股本中所有類別之股份。

(aa) 20 per cent of the total number of Shares in the capital of the Bank in issue at the date of the passing of this resolution; and

(bb) (if the board of directors is so authorised by a separate ordinary resolution of the shareholders of the Bank) the total number of Shares of the Bank bought-back by the Bank subsequent to the passing of this resolution,

and the said approval be and is hereby limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the shareholders of the Bank;
- (ii) the expiration of the period within which the next annual general meeting of the shareholders of the Bank is required by law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the board of directors of the Bank to holders of shares of the Bank or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the board of directors of the Bank may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

“Shares” means shares of all classes in the capital of the Bank.

## 週年大會通告 NOTICE OF ANNUAL GENERAL MEETING

(七) 動議授權本銀行董事會，就召開本大會通告內第六項決議案(c)段(bb)分段所述之本銀行股份總數，行使該決議案(a)段所述本銀行之權力。

(7) **THAT** the board of directors of the Bank be and are hereby authorised to exercise the powers of the Bank referred to in paragraph (a) of the resolution set out as Resolution 6 in the notice convening this meeting in respect of the total number of Shares of the Bank referred to in subparagraph (bb) of paragraph (c) of that resolution.

### 其他普通事項(若有的話)

(八) 處理本銀行其他普通事項(若有的話)。

### Any other ordinary business

(8) To transact other ordinary business (if any).

承董事會命  
楊建華  
公司秘書

By Order of the Board  
**Yeung Kin Wah Michael**  
Company Secretary

二零一五年三月二十日

20 March 2015

## 週年大會通告 NOTICE OF ANNUAL GENERAL MEETING

### 附註：

- (i) 有權出席二零一五年度股東週年大會及於會上投票之股東，可委派代表出席投票，代表人不必為本銀行之股東。代表委任書須於二零一五年度股東週年大會及其任何續會舉行前四十八小時送達本銀行註冊辦事處，地址為香港德輔道中二十四號創興銀行中心地下。
- (ii) 為確定合資格出席及有權於二零一五年度股東週年大會上投票之股東，本銀行由二零一五年五月十一日（星期一）至二零一五年五月十四日（星期四）包括首尾兩天，暫停辦理本銀行股票過戶登記手續。為確保合資格及有權出席二零一五年度股東週年大會及於會上投票，務須不遲於二零一五年五月八日（星期五）下午四時三十分，向本銀行股份登記及過戶處（位於香港皇后大道東一八三號合和中心十七樓一七一二至一七一六室之香港中央證券登記有限公司）遞交過戶申請表及有關之股票，辦理過戶登記手續。
- (iii) 為確定股東應收之末期現金股息，本銀行由二零一五年五月二十六日（星期二）至二零一五年五月二十九日（星期五）包括首尾兩天，暫停辦理本銀行股票過戶登記手續。為確保合資格獲派末期現金股息，務須不遲於二零一五年五月二十二日（星期五）下午四時三十分，向本銀行股份登記及過戶處（位於香港皇后大道東一八三號合和中心十七樓一七一二至一七一六室之香港中央證券登記有限公司）遞交過戶申請表及有關之股票，辦理過戶登記手續。
- (iv) 本銀行二零一四年年報載有包括有關上述第五至第七項決議案及提供有關銀行回購其本身股份及發行新股的一般性授權之續期、行將退任董事之重選及以投票方式表決之資料的說明函件。

### Notes:

- (i) A shareholder entitled to attend and vote at the 2015 annual general meeting of the shareholders is entitled to appoint a proxy to attend and vote in his stead. A proxy does not have to be a shareholder of the Bank. Forms of proxy are to be lodged with the registered office of the Bank at Ground Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong not later than 48 hours before the time for the holding of the 2015 annual general meeting of the shareholders and any adjournment thereof.
- (ii) For the purpose of ascertaining the shareholders who are entitled to attend and vote at the 2015 annual general meeting of the shareholders, the register of members of the Bank will be closed from Monday, 11 May 2015 to Thursday, 14 May 2015 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the 2015 annual general meeting of the shareholders, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Bank's share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 pm on Friday, 8 May 2015.
- (iii) For the purpose of ascertaining the shareholders who are qualified to receive the final cash dividend, the register of members of the Bank will be closed from Tuesday, 26 May 2015 to Friday, 29 May 2015 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for receiving the final cash dividend in question, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Bank's share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 pm on Friday, 22 May 2015.
- (iv) The Bank's Annual Report 2014 includes an Explanatory Statement on Resolutions 5 through 7 with information on the renewal of general mandates for the buy-back by the Bank of its own shares and the issue of new shares, the re-election of retiring directors as well as poll voting.

## 主席報告書 CHAIRMAN'S STATEMENT



張招興先生  
Mr Zhang Zhaoxing

主席 Chairman

二零一四年環球經濟溫和復甦，各大主要經濟體系歐美日，經濟增長表現步伐不一。美國多項經濟數據呈現增長，股市表現出眾，經濟復甦步伐加快，令美元不斷轉強，加息條件漸趨成熟。歐元區方面，歐洲市場接近零增長，股市普遍下跌。歐洲央行於最後一次議息後，宣佈繼續維持利率不變，並於今年一月二十二日宣佈擴大資產購買計劃，整個量化寬鬆計劃規模約1.1萬億歐元，超出市場預期。毗鄰俄羅斯，因吞併克里米亞而受西方逐出八國集團，新冷戰陰霾密佈，觸動資金大逃亡，令俄國股市及其貨幣盧布重挫。亞洲方面，日圓匯價大幅貶值，刺激日本出口，令股市受盈利上升之帶動下得以上揚，為疲弱經濟注入活力，惜其經濟數據仍未如理想，日本正陷入衰退。

In 2014, with the moderately reviving economy across the globe, major economies of Europe, the United States and Japan were recovering at different paces. In the US, a number of economic indicators reported growth and the stock market flourished. With accelerating economic recovery and a strong greenback, this created a mature condition for initiating a rate hike. As to the Eurozone, the market growth was near zero with stock markets falling in general. The European Central Bank announced at the last rate-fixing meeting that the interest rate would remain unchanged and announced on 22 January this year to expand the asset purchase programme with the size of approximately 1.1 trillion Euro for the entire quantitative easing programme, which went beyond market expectations. Its neighbouring country Russia was expelled from Group of Eight due to the annexation of Crimea. This evolved into a new cold war era and triggered a wave of capital outflow which significantly battered the Russian stock market and its currency, Ruble. In Asia, Yen dropped sharply, giving a boost to Japan's export. The stock market rose on the back of surging corporate profits, giving momentum to its weak economy. However, its economic data remained unsatisfactory, putting Japan in recession.

面對環球經濟未明朗因素，中國於二零一四年維持平穩增長。現時中國經濟步入「新常態」，經濟增長速度由高速轉為中高速，但其增長速度仍然領跑世界主要經濟體系。國內經濟結構正不斷優化升級，消費需求亦逐步成為增長主體，增長動力更多元化。主要經濟增長推動力已由以往之要素及投資推動轉化為以創新推動，令整體經濟增長質量變得更佳。踏入二零一五年，全球多國央行先後推出量化寬鬆計劃，人民銀行於二月宣佈下調存款準備金率0.5厘，為三年內首度全面調整準備金率，顯示中央政府繼續採取寬鬆貨幣政策。

本人欣然宣佈，二零一四年財政年度本銀行之核心業務及整體財政狀況穩健、資產質素維持良好、盈利質量有所提高。本銀行未計算減值準備之淨營業溢利為港幣8.64億元，按年增加31%；扣除創興銀行中心之股本擁有人應佔溢利為港幣7.93億元，較二零一三年增加42%，折算每股盈利港幣1.82元；總資產增加27%至港幣1,080.46億元，每股資產淨值（扣除額外股權工具及未扣除二零一四年末期股息）為港幣19.48元。董事會建議派發是年度末期股息為每股港幣0.41元，連同中期股息每股港幣0.19元，經計入有關期間額外股本工具的票息後，派息比率為34.68%。

Against the uncertainties over the global economy, China maintained steady growth in 2014. China is now moving to a new economic status of “new normal”, the economic growth is switching from high speed to medium-to-high speed, despite China’s growth rate is still outpacing those of the world’s major economies. With optimising economic structure in China, consumer demand is gradually becoming a major growth driver, adding diversity to growth momentum. Economic growth is now mainly driven by innovation instead of input and investment. This enhances the quality of the overall economic growth. On entering 2015, central banks around the globe launched quantitative easing programmes sequentially. The People’s Bank of China announced to lower the reserve requirement ratio (“RRR”) by 0.5% in February, marking the first time of comprehensive RRR adjustment in 3 years. It demonstrated that the Central Government has further implemented easing monetary policy.

It gives me great pleasure to report our results for the financial year of 2014, the Bank’s core business lines and overall financial health were strong and sound, asset quality remained good and profitability enhanced. The Bank’s net operating profit before impairment was HK\$864 million and showed an improvement of 31% year-on-year. Profit attributable to equity owners excluding the profit from the disposal of Chong Hing Bank Centre amounted to HK\$793 million and showed an improvement of 42% compared with that in 2013, translating into earnings of HK\$1.82 per share. Total assets increased by 27% to HK\$108,046 million and net asset value per share (excluding additional equity instruments and before the payment of the final dividend for 2014) was HK\$19.48. The board of directors has recommended payment of the final dividend of HK\$0.41 per share for the year. Together with the interim dividend of HK\$0.19 per share, the payout ratio is 34.68% after taking into consideration the coupon of the additional equity instruments relevant for the period.



## 主席報告書 CHAIRMAN'S STATEMENT

二零一四年主要財務比率如下，有關計算股東資金回報時，已扣除創興銀行中心之溢利及已計入有關期間額外股本工具的票息之因素：

- 股東資金回報率：9.35%
- 平均流動資金比率：40.38%
- 總資本比率：15.94%
- 一級資本比率：12.77%
- 貸款與存款比率：60.27%

二零一四年，中央政府落實並推出一系列人民幣發展之措施，本銀行亦把握當下機遇，積極拓展人民幣相關產品及優化跨境服務，進一步開拓內地市場。

「滬港通」這項上海及香港兩地股票市場互聯互通之計劃，於二零一四年十一月正式啟動，令人民幣使用範圍由貿易擴展至證券，並增加人民幣於本港之成交量。再者，二零一四年中央政府財務部連續第五年於香港發行人民幣國債，於五月及十一月發行共人民幣二百八十億元，充份體現中央政府支持及鞏固香港作為人民幣離岸中心之地位。藉着國家開通「滬港通」及撤銷香港居民兌換人民幣之限制，本銀行將繼續擴闊人民幣存款基礎、推出更多元化人民幣計價投資產品，以及強化跨境貿易融資與人民幣貸款業務；並透過靈活運用「人民幣合格境外機構投資者」之投資額度，擴大人民幣資金規模。

The major financial ratios for 2014 are as follows, and the return on shareholders' equity is calculated after excluding the profit from the sale of Chong Hing Bank Centre and taken into consideration the coupon of the additional equity investments relevant for the period:

- Return on shareholders' equity: 9.35%
- Average liquidity ratio: 40.38%
- Total capital ratio: 15.94%
- Tier 1 capital ratio: 12.77%
- Loan to deposit ratio: 60.27%

In 2014, the Central Government launched and implemented a series of Renminbi development measures. Capitalising on such opportunities, the Bank actively extended its Renminbi-related products and optimised its cross-border services to further expand the Mainland market. Shanghai-Hong Kong Stock Connect, a programme that enabled mutual access of Shanghai and Hong Kong stock markets, was officially rolled out in November 2014, extending the usage of Renminbi from trade to stock and increasing the transaction volume of Renminbi in Hong Kong. In addition, 2014 was the fifth consecutive year that the Ministry of Finance of the Central Government had announced the issuance of Renminbi sovereign bonds in Hong Kong. The issuances totalled RMB28 billion and took place in May and November respectively, which fully demonstrated the support from the Central Government to consolidate Hong Kong's position as an international financial centre and offshore Renminbi business centre. Leveraging on the Shanghai-Hong Kong Stock Connect and the removal of the Renminbi conversion limit for Hong Kong residents, the Bank will continue to expand the Renminbi deposit base, launch diversified Renminbi-denominated investment products and strengthen the cross-border trade financing and Renminbi loan business; and expand the Renminbi fund size through flexibly utilising the Renminbi Qualified Foreign Institutional Investor investment quota.

在人民幣開放這重要里程碑之同時，中港貿易於《內地與香港關於建立更緊密經貿關係的安排》(CEPA)之基礎上持續迅速發展，兩地保持緊密發展之夥伴關係。是年度正值CEPA簽署了十週年，中央政府多年來實施多項有利香港金融發展之政策。二零一四年十二月十二日，國務院頒佈落實廣東自貿區，在功能上聚焦粵港澳合作，積極擴大服務業對香港之開放，為實施CEPA框架創造更優秀條件，探索建設現代金融服務更創新之一頁。此外，國家商務部及香港政府於二零一四年十二月十九日簽訂了CEPA框架下之新協議《關於內地在廣東與香港基本實現服務自由化的協議》，宣佈由二零一五年三月起，廣東將對香港開放逾95%之服務業，當中包括銀行業，讓香港服務業在廣東省進行經濟貿易活動享有國民待遇，中港貿易合作關係將更緊密。

創興銀行自二零一四年二月十四日起成為越秀集團成員。併購創興銀行是國內首次由地方國企對境外銀行之併購，也是廣州市改革開放以來最大之併購，對越秀集團發展別具意義。越秀集團目前擁地產、金融、交通基建三大核心產業，資產總額超過人民幣三千億元，銀行業是越秀集團未來發展戰略之重點，創興銀行將會是越秀集團業務之重要基礎，集團之龐大產業基礎及雄厚金融資源為創興銀行業務穩健發展提供資本支援。期望本銀行可以充分利用CEPA框架下提供之契機，把握珠三角區域之金融服務機遇及粵港兩地豐富之資源，在穩健之服務基礎上快速拓展內地市場。在併購後短短數月時間，本銀行已開設汕頭分行廣州支行及佛山支行，增添之營業網點正好為廣東自貿區帶來之機遇作好準備。本銀行將繼續加快國內營業網點之佈局，全面提升跨境綜合金融服務，銳意成為一個建基香港、覆蓋廣州及國內其他地區、輻射亞太區、具競爭力之金融機構。

Marking an important milestone of the Renminbi internationalisation, the trade between Hong Kong and the Mainland continued to develop swiftly under the Mainland and Hong Kong Closer Economic Partnership Arrangement ("CEPA") and a close partnership was secured thereon. The year 2014 marked the tenth anniversary of CEPA and over the years, the Central Government has implemented a number of policies in favour of Hong Kong's financial development. On 12 December 2014, the State Council approved the establishment of Guangdong's free trade zone. Functionally speaking, it focuses on cooperation among Guangdong, Hong Kong and Macau, and actively opens up the service sector to Hong Kong, providing sound conditions for implementing the CEPA framework and exploring a new era of modern and innovative financial services. Furthermore, the Ministry of Commerce and the Hong Kong Government entered into a new agreement under the CEPA framework, the Agreement between the Mainland and Hong Kong on Achieving Basic Liberalisation of Trade in Services in Guangdong, on 19 December 2014, pursuant to which with effect from March 2015, Guangdong will open up more than 95% of the service sector to Hong Kong, including the banking sector, so that the Hong Kong service sector can enjoy national treatment when engaging in economic and trade activities in Guangdong Province with the aim of building closer trade relationship between the Mainland and Hong Kong.

Chong Hing Bank has been a member of Yue Xiu Group since 14 February 2014. The acquisition of Chong Hing Bank represented the first acquisition by a Mainland state-owned enterprise of an offshore bank in China, and also the largest acquisition since the reform and opening up of Guangzhou. This is of special significance to the development of Yue Xiu Group. Currently, Yue Xiu Group operates three core businesses (namely, real estate, finance and transport infrastructure) with total assets exceeding RMB300 billion. Moving forward, banking industry will be a main focus of Yue Xiu Group's development strategies and Chong Hing Bank will be an important basis for Yue Xiu Group's operation. Strong business backing and solid financial strengths of Yue Xiu Group provide capital support for Chong Hing Bank's robust development. By fully capitalising on the opportunities arising from the CEPA framework and seizing the financial services opportunities in the Pearl River Delta Region and the abundant resources in Guangdong and Hong Kong, it is expected that the Bank will rapidly expand into the Mainland market on the back of its sound services. In only a few months after the acquisition, the Bank opened the Guangzhou Sub-branch of the Shantou Branch and the Foshan Sub-branch. The expansion of business network well positioned the Bank for the opportunities arising from the free trade zone in Guangdong. The Bank will continue to accelerate the setup of the Mainland business network and comprehensively enhance the cross-border integrated financial services with the aim of transforming itself into a competitive financial institution based in Hong Kong with service coverage radiating to Guangzhou and other parts of the Mainland, as well as the Asia-Pacific region.

## 主席報告書 CHAIRMAN'S STATEMENT

本人謹此對本銀行董事會表示謝意，感謝各成員於過去一年所提出之真知灼見，以履行職責。同時，感謝管理層及全體員工盡心盡力，各人熱誠付出及優秀表現令本銀行創造亮麗業績。最後本人謹代表創興銀行向所有股東、客戶及業務夥伴之長久支持致以謝忱。展望未來，創興銀行將繼續抓緊中港兩地融合發展及越秀集團全力支持之機遇，充分發展，秉承越秀集團「不斷超越，更加優秀」之核心理念，為股東創造更佳成績。

承董事會命  
**張招興**  
主席

二零一五年二月二十六日

On behalf of the board of directors of the Bank, I would like to express my sincerest appreciation to my fellow directors for their valuable insight over the past year when discharging their duties. At the same time, I would like to thank the management and our staff members for their best efforts, passion and outstanding performance in delivering remarkable results for the Bank. Last but not least, on behalf of Chong Hing Bank, I would like to express my heartfelt gratitude to our shareholders, customers and business partners for their longstanding support. Looking ahead, Chong Hing Bank will continue to seize the opportunities arising from the integrated development between the Mainland and Hong Kong and the strong support of Yue Xiu Group to fully excel itself in adherence to the core values of Yue Xiu Group, “Excellence without Limits”, with a view to achieving better returns for shareholders.

By Order of the Board  
**Zhang Zhaoxing**  
Chairman

26 February 2015



梁高美懿女士

銀紫荊星章，太平紳士

**Mrs Leung Ko May Yee Margaret**  
SBS, JP

副主席兼董事總經理

*Deputy Chairman and Managing Director*

## 環球經濟

二零一四年環球經濟變化不斷，全球主要中央銀行貨幣政策依然寬鬆，低息環境持續，惟全球經濟增長不均，各大經濟體系貨幣政策個別發展。美國經濟明顯好轉，聯邦儲備局（「聯儲局」）於十月決定全面結束買債行動，縱使聯儲局於十二月之議息會議宣佈維持聯邦基金利率目標範圍在0至0.25厘水平，然而在議息聲明中之長時間維持低息承諾已被刪除，可見美國經濟穩健復甦步伐已為加息提供基礎，至二零一五年一月之議息聲明，除維持官方利率於0至0.25厘不變，兩年來首次提及決策時會考慮外圍經濟因素。相反，歐元區及日本經濟增長疲弱，潛藏通縮陰霾；歐洲央行於六月首度實施存款負利率，並於九月再度削減存款利率至負0.2厘，而日本央行於十月進一步擴大其量化及質化寬鬆規模，是年度日圓貶值13.8%。

## Global Economy

In 2014, the global economy experienced constant changes. Monetary policies of major central banks around the world remained eased amid continuing low interest rate environment. However, economic growth across the globe was uneven with mixed monetary policies of different major economies. As the economy of the United States improved significantly, the Federal Reserve Board ("FRB") decided to end the bond purchase programme entirely in October. Despite the FRB announced at the rate-fixing meeting in December to keep the target range for the federal funds rate at 0% to 0.25%, the commitment to persist with low-interest rates for a long time has been removed in the announcement. The steady recovery of the US economy has provided the basis for interest rate hike. In the announcement of January 2015, the FRB decided to maintain the official federal funds rate unchanged at 0% to 0.25%, and will consider macroeconomic factors when determining its rate policy for the first time in two years. Contrarily, economic growth in the Eurozone and Japan was weak and likely to face deflation. The European Central Bank implemented a negative deposit rate for the first time in June and further reduced the deposit rate to -0.2% in September, whereas the Japanese Central Bank further expanded its quantitative and qualitative easing scale in October. Yen went down by 13.8% for the year.

## 董事總經理報告書 MANAGING DIRECTOR'S STATEMENT

面對複雜多變之國際環境，內地經濟增速放緩，中國經濟結構不斷優化升級，並轉向創新驅動，步入經濟發展「新常態」。二零一四年六月，國務院擴大「定向下調存款準備金率」以支持經濟；為進一步刺激經濟，人民銀行更於十一月宣佈啟動不對稱減息，將一年期存款及貸款基準利率分別下調25及40個基點，並擴大存款利率浮動上限；至二零一五年二月，調整大型銀行存款準備金率由20%降至19.5%，並表示將繼續實施穩健之貨幣政策，保持鬆緊適度，促進經濟平穩運行。

在不穩之外圍環境下，二零一四年香港經濟表現較為波動。第三季本地生產總值較二零一三年同期實質增長2.7%，繼續溫和增長。勞工市場亦相當平穩，第四季失業率為3.3%，接近全民就業狀態。物業市場暢旺，在雙倍印花稅措施微調、發展商積極推出大量新盤，以及置業需求強勁之因素支持下，樓市氣氛回暖，是年度整體物業註冊量及金額均錄得顯著升幅，當中一手私人住宅註冊量更按年升近70%。股市方面，是年度恒生指數波幅逾四千二百點，在「滬港通」消息刺激下，九月更創下六年新高，而在最後一個交易日收報約二萬三千六百點，全年僅累升1.28%。

Against such complicated and ever-changing international environment, economic growth in the Mainland slowed down. Along with optimising and innovation-driven economic structure, China's economy is heading towards an economic development of "new normal". In June 2014, the State Council expanded the policy to targetedly lower the required reserve ratio to support the economy. To further boost the economy, the People's Bank of China ("PBoC") also announced in November to cut the interest rates unevenly by reducing the one-year deposit and lending benchmark rates by 25 basis points and 40 basis points respectively. In addition, it raised the upper limit for the floating range of deposit rates; PBoC reduced the reserve requirement ratio from 20% to 19.5% for big banks in February 2015 and stated that it would continue to implement prudent monetary policy to maintain an appropriate level of tightness to promote stable economic growth.

Amid unstable external environment, economic performance in Hong Kong was relatively volatile in 2014. Gross domestic product in the third quarter continued to grow moderately by 2.7% in real terms compared with that of the same period in 2013. The labour market was also fairly steady with the unemployment rate of 3.3% recorded for the fourth quarter, close to full employment. The property market was booming. Driven by the factors of fine-tuning of the double stamp duty measure, active rolling out of new supply by developers and strong demand for property purchase, the property market picked up and recorded significant growth in both volume and amount of overall property registration for the year, among which private housing registration in the primary market rose by approximately 70% year-on-year. On the stock market front, the Hang Seng Index zigzagged by more than 4,200 points for the year. Boosted by the news of Shanghai-Hong Kong Stock Connect, the Hang Seng Index set its record high over the past six years in September and closed at around 23,600 on the last trading day, up by only 1.28% throughout the year.

## 業績報告及溢利分析

以下概述本銀行二零一四年財政年度按綜合方式計算的業績，其中包括出售待出售資產之淨溢利，並於適當情況下呈列扣除出售創興銀行中心所得溢利（「扣除創興銀行中心溢利」）之數據，以反映核心業務之表現：

## Results Announcement and Profit Analysis

The results for the financial year of 2014 of the Bank, on a consolidated basis, are summarised below as the results included net gains on disposal of assets held for sale, wherever appropriate figures excluding the profit from the sale of Chong Hing Bank Centre (“excluding profit from CHBC”) are shown to reflect the performance of the core business lines:

### 主要財務數據

1. 未計算減值準備之淨營運溢利
2. 扣除創興銀行中心溢利後之屬於股本擁有人應佔溢利
3. 扣除創興銀行中心溢利後之股東資金回報率
4. 扣除創興銀行中心溢利後之每股盈利
5. 淨利息收入
6. 淨息差
7. 淨費用及佣金收入
8. 淨買賣收入
9. 其他營業收入
10. 營業支出
11. 營業收入與開支比率
12. 貸款減值準備  
- 淨回撥金額（準備）
13. 客戶貸款總額
14. 減值貸款比率
15. 貸款減值撥備覆蓋率
16. 經重組貸款比率
17. 客戶存款總額
18. 貸款對存款比率
19. 資產總額
20. 每股資產淨值  
（扣除額外股本工具及未扣除末期股息前）
21. 總資本比率
22. 一級資本比率
23. 普通股權一級資本比率
24. 平均流動資金比率

### Key Financial Data

1. Net operating profit before impairment
2. Profit attributable to equity owners excluding profit from CHBC
3. Return on shareholders' equity excluding profit from CHBC
4. Earnings per share excluding profit from CHBC
5. Net interest income
6. Net interest margin
7. Net fee and commission income
8. Net trading income
9. Other operating income
10. Operating expenses
11. Cost-to-income ratio
12. Impairment allowances on loans and advances  
- net amounts reversed (allowances)
13. Total loans and advances to customers
14. Impaired loan ratio
15. Provision coverage of impaired loans and advances
16. Rescheduled loan ratio
17. Total customer deposits
18. Loan-to-deposit ratio
19. Total assets
20. Net asset value per share (excluding additional equity instruments and before the final dividend)
21. Total capital ratio
22. Tier 1 capital ratio
23. Common Equity Tier 1 capital ratio
24. Average liquidity ratio

	2014 港幣千元 HK\$'000 (除特別註明外) (unless otherwise specified)	2013 港幣千元 HK\$'000 (除特別註明外) (unless otherwise specified)	變動 百分比 Variance %
	864,024	660,430	+30.83
	792,522	557,418	+42.18
	9.35%	7.40%	+26.35
	港幣 HK\$ 1.82	港幣 HK\$ 1.28	+42.18
	1,371,747	1,014,205	+35.25
	1.58%	1.26%	+25.40
	224,771	209,933	+7.07
	99,123	82,532	+20.10
	134,114	135,335	-0.90
	965,731	781,575	+23.56
	52.78%	54.20%	-2.62
	32,344	(35,237)	-191.79
	56,925,420	45,120,214	+26.16
	0.04%	0.04%	-
	1,086.76%	1,089.83%	-0.28
	0.01%	0.58%	-98.28
	82,133,391	71,164,904	+15.41
	60.27%	57.25%	+5.28
	108,045,762	85,188,087	+26.83
	港幣 HK\$ 19.48	港幣 HK\$ 17.77	+9.62
	15.94%	14.57%	+9.40
	12.77%	10.82%	+18.02
	9.60%	10.82%	-11.28
	40.38%	41.70%	-3.17

## 董事總經理報告書 MANAGING DIRECTOR'S STATEMENT

### 主要財務數據分析

按綜合方式計算，於二零一四年財政年度，未計算減值準備之淨營運溢利為港幣 8.64 億元，按年改善 31%。由於淨息差按年擴闊 32 基點至 1.58%、總資產增加 27%、其中客戶貸款增加 26%、於銀行之短期資金及存款增加 31%，以及證券投資增加 19%，淨利息收入較上年度增加 35% 至港幣 13.72 億元。淨息差由二零一四年上半年之 1.52% 增加至二零一四年下半年之 1.64%。淨息差增加乃由於客戶貸款及債券投資增長所致。

淨費用及佣金收入上升 7% 至港幣 2.25 億元，主要由於銷售人壽保險及財富管理產品之代理服務佣金收入增加，以及企業借貸和其他銀行服務費用增長所致。受惠於外匯交易收入增長強勁，淨買賣收入上升 20% 至港幣 9,900 萬元。

其他方面，營業支出較去年增加 24%，部分是由於二零一四年二月十九日出售創興銀行中心後支付租金所致。人事費用及其他營業支出較去年增加約 20%，原因在於本銀行正致力奠定日後增長的基礎及發展內地的業務網絡。相對於上年度貸款減值準備淨支出港幣 3,500 萬元，本年度為貸款減值準備淨回撥港幣 3,200 萬元，並因成功向多名客戶收回款項而回撥貸款減值準備合共港幣 9,300 萬元，而減值準備之增幅主要是來自集體評估的減值準備。

股本擁有人應佔溢利為港幣 27.42 億元，經扣除來自創興銀行中心的溢利後為港幣 7.93 億元，較上年度增加 42%，折算每股盈利港幣 1.82 元，股東資金回報率為 9.35%。股東資金回報已計入有關期間額外股本工具的票息。

### Analysis of Key Financial Data

For the financial year of 2014, on a consolidated basis, net operating profit before impairment amounted to HK\$864 million and showed an improvement of 31% year on year. Net interest income at HK\$1,372 million was 35% higher than last year as net interest margin widened 32 basis points year on year to 1.58% and total assets grew by 27% with advances to customers increasing by 26%, short-term funds and placements with banks increasing by 31% and investments in securities increasing by 19%. Net interest margin increased from 1.52% in the first half of 2014 to 1.64% in the second half of 2014. The increase in net interest margin was attributable to the growth in advances to customers and investments in debt securities.

Net fee and commission income rose 7% to HK\$225 million mainly because of the improvements in commission income arising from agency services in selling life insurance and wealth management products and fees from corporate lending and other banking services. Net trading income improved by 20% to HK\$99 million due to strong growth in foreign exchange income.

On the other fronts, operating expenses rose by 24% from last year partly due to the lease payment for Chong Hing Bank Centre, which was sold on 19 February 2014. Both staff costs and other operating expenses increased by around 20% from last year as the Bank is building the foundation for future growth and developing its business network in the Mainland. Net impairment allowances on loans and advances were net reversal of HK\$32 million this year, as compared to a net charge of HK\$35 million last year, after a total of HK\$93 million of impairment allowances was reversed after recoveries from various customers, and the increase in impairment allowances was mainly in collectively assessed impairment allowances.

Profit attributable to equity owners amounted to HK\$2,742 million and after excluding the profit from CHBC, amounted to HK\$793 million, an increase of 42% over that for the year before, translating into earnings of HK\$1.82 per share and return on shareholders' equity of 9.35%. Return on shareholders' equity took into consideration the coupon of the additional equity investments relevant for the period.

## 董事總經理報告書 MANAGING DIRECTOR'S STATEMENT

客戶貸款總額增加 26% 至港幣 569.25 億元，其中部分增幅源於跨境貿易融資及企業借貸業務之增長。貿易融資增加主要由於因應內地信用良好的機構發出之信用狀進行更多票據再貼現所致。對內地客戶的貸款有所增加，惟於二零一四年十二月僅佔貸款總額的 6%；而貸款總額中 89% 乃授予香港客戶。因審慎管理信貸風險承擔，貸款資產質素保持良好，減值貸款比率為 0.04%，貸款減值撥備覆蓋率為 1,086.76%；而經重組貸款比率為 0.01%。客戶存款總額增加 15% 至港幣 821.33 億元。由於貸款增長高於存款增長，貸款對存款比率由二零一三年十二月之 57.25% 上升至二零一四年十二月之 60.27%。

企業債券投資按年上升 84% 至港幣 121.69 億元，該等投資主要是信用評級達投資級別的大型企業或在香港聯合交易所上市的大型企業所擔保或發行的優先債券。資產負債表內對內地非銀行對手的風險承擔較上年度增加 86%，主要為對內地及香港客戶的債券投資及貸款。

總資本比率因發行額外一級資本證券而由二零一三年十二月之 14.57% 上升 9% 至二零一四年十二月之 15.94%；一級資本比率為 12.77%；普通股權一級資本比率為 9.60%。

總括而言，本銀行之核心業務及財政穩固及健全、資產質素良好、減值貸款比率低及撥備覆蓋率高、以及資本充足比率及流動資金比率均遠高於相關法定要求。

Total loans and advances to customers increased by 26% to HK\$56,925 million, and some of such growth was attributable to growth in cross border businesses in trade finance and corporate lending. The growth in trade finance was mainly related to more bills rediscounting made under letters of credit issued by credit strong counterparties in the Mainland. Advances to customers in the Mainland had increased but were still only 6% of total advances in December 2014 whereas 89% of total advances was made to customers in Hong Kong. With careful management on the exposure to credit risk, asset quality of loans and advances continued to be good with impaired loan ratio at 0.04%, provision coverage of impaired loans and advances at 1,086.76%, and rescheduled loan ratio at 0.01%. Total customer deposits increased by 15% to HK\$82,133 million. As loan growth exceeded deposit growth, loan-to-deposit ratio increased from 57.25% in December 2013 to 60.27% in December 2014.

Investments in debt securities issued by corporate entities rose by 84% year on year to HK\$12,169 million and such investments were mainly in senior debt securities guaranteed or issued by large corporate entities which have investment grade credit ratings or are very large corporations listed on the Stock Exchange of Hong Kong. Non-bank Mainland on-balance sheet exposures increased by 86% from last year through investments in debt securities and advances to customers in the Mainland and Hong Kong.

Total capital ratio increased by 9% from 14.57% in December 2013 to 15.94% in December 2014 after the issuance of additional tier 1 capital securities, the Tier 1 capital ratio was at 12.77% and the Common Equity Tier 1 capital ratio was at 9.60%.

Overall, the Bank's core business lines and financial health are strong and sound, asset quality good, impaired loan ratio low, provision coverage high, and capital adequacy and liquidity ratios well above the relevant statutory requirements.



## 董事總經理報告書 MANAGING DIRECTOR'S STATEMENT

### 股息

董事會認為應審慎維護本銀行資本，以更有效地符合《巴塞爾協定三》之新規定。就此，董事會建議派發截至二零一四年財政年度末期現金股息每股港幣0.41元（二零一三年末期現金股息：每股港幣0.33元），予二零一五年五月二十九日（星期五）辦公時間結束時已登記於股東名冊內之股東，連同二零一四年九月二十六日已派發之中期現金股息每股港幣0.19元（二零一三年中期現金股息：每股港幣0.14元），全年合計派息每股港幣0.60元（二零一三年全年合計派息：每股港幣0.47元）。

### 發行額外一級資本證券

為募集資金作為額外一級資本，本銀行於二零一四年九月二十五日結算並完成三億美元額外一級資本證券發行。該資本證券無固定到期日，票面固定年利率為6.5%，利息前五年每半年繳付一次，是次發行獲熱烈支持，募集訂單總額達四十八億美元，相當於十六倍之超額認購，發行規模達至三億美元，是本銀行歷史上規模最大之資本市場公開發行交易。為配合本銀行穩健發展之作風，發行募集所得資本將作為本銀行運營資金及一般企業用途。該資本證券已於二零一四年九月二十六日於香港聯合交易所上市，股份代號為05804。

### Dividend

The board has considered that it is prudent to preserve the Bank's capital so as to better satisfy the new requirements under "Basel III". As such, the board has recommended paying the final cash dividend of HK\$0.41 per share for the financial year of 2014 (2013 final cash dividend: HK\$0.33 per share) to shareholders whose names appear in the Register of Members at the close of business on Friday, 29 May 2015. Total dividends for the financial year of 2014, including the interim cash dividend of HK\$0.19 per share paid on 26 September 2014 (2013 interim cash dividend: HK\$0.14 per share), amounted to HK\$0.60 per share (2013 total dividend: HK\$0.47 per share).

### Issuance of Additional Tier 1 Capital Securities

To raise funds for additional tier 1 capital, the Bank settled and closed a US\$300 million additional tier 1 capital securities offering on 25 September 2014. These capital securities have no fixed maturity date but a fixed distribution rate of 6.5% per annum payable semi-annually for the first five years. The offering was well-received and drew a total orderbook of US\$4.8 billion, representing an oversubscription of 16 times. The Bank achieved an issue size of up to US\$300 million, which is the largest public capital market offering ever by the Bank. In line with the Bank's prudent and stable development approach, the proceeds from the offering will be used for its working capital and general corporate purposes. The capital securities have been listed on the Hong Kong Stock Exchange under Stock Code of 05804 on 26 September 2014.

## 業務回顧

### 企業及零售銀行

#### 貸存業務

因應市場發展趨勢，本銀行銳意拓展人民幣存款業務，持續擴大客戶基礎，隨着「滬港通」之開通及撤銷香港居民兌換人民幣之限制，人民幣存款增長強勁，總額較二零一三年同期錄得可觀升幅。貸款業務方面，受惠於樓市交投及樓價較二零一三年輕微上升，本銀行於二零一四年之樓宇按揭貸款餘額較二零一三年同期保持平穩增長。儘管零售信貸業務之經營環境充滿挑戰，面對劇烈競爭，通過推出適合之產品推廣，吸納更多新客戶，令本銀行利息收入取得持續增長。

企業貸款業務方面，本銀行透過全方位之銀行服務（包括為企業客戶提供非單一貨幣之存款及貸款融資計劃）為香港及內地企業提供融資，以及在持續調整息率之策略下，藉以拓展客戶群及提升盈利效益。本銀行於二零一四年之企業貸款總額、企業貸款總收入、企業貸款利息收入及淨息差均較二零一三年同期錄得穩步增長。此外，本銀行繼早前參與香港政府信貸保證計劃，現亦全力支持由香港按揭證券公司推出之「中小企融資擔保計劃」，以擴充中小企業客戶基礎。

## Business Review

### Corporate and Retail Banking

#### Loan and Deposit Business

In view of the market growth trends, the Bank aimed to expand the Renminbi deposit business and continued to broaden client base. With the roll out of the Shanghai-Hong Kong Stock Connect and the removal of the Renminbi conversion limit by Hong Kong residents, Renminbi deposits recorded tremendous growth with total balance significantly higher compared with that of the same period in 2013. On the deposit business front, benefiting from the slight increase in both the volume and price of property transaction, the Bank maintained steady growth in mortgage loan balance in 2014 as compared with that of the same period in 2013. In spite of the challenging operating environment and fierce competition for the retail loan business, the Bank continued to record growth in interest income through launching appropriate product promotion to attract new customers.



本銀行把握人民幣發展機遇，二零一四年推出多項產品推廣，銳意拓展人民幣存款業務。  
The Bank grasped the opportunity of Renminbi development and launched a number of product promotions in 2014 with the aim of expanding the Renminbi deposit business.

In respect of corporate loan business, the Bank provided financing for enterprises in Hong Kong and the Mainland by offering proactive and diversified banking services (including the provision of multi-currency deposit and loan financing programmes for enterprise customers). Coupled with the continued strategic adjustment of interest rates, the Bank aimed to expand its clientele and enhance profitability. In 2014, the Bank registered a steady increase in terms of total volume, total income and interest income

of corporate loans, and net interest margin compared with those of the same period in 2013. Further to supporting the Hong Kong Government's Loan Guarantee Scheme for the small and medium-sized enterprises ("SME"), the Bank also actively participated in the "SME Financing Guarantee Scheme" of the Hong Kong Mortgage Corporation Limited to enlarge its SME client base.

## 董事總經理報告書 MANAGING DIRECTOR'S STATEMENT

本銀行將繼續投放資源，擴展中小企業客戶群，加強跨境貿易及資本開支融資業務，並積極推廣財富管理服務。除協助具發展實力之國內企業來港開拓業務，亦全力支援本銀行客戶發展其國內業務。憑藉本銀行審慎貸款原則，以及積極吸納本地優質客戶之策略，務求為股東帶來更佳回報。

### 卡業務

二零一四年，本銀行信用卡業務包括信用卡發卡量及商戶收單業務均較二零一三年同期錄得增長；而整體商戶收單業務更按年錄得約20%升幅，其中銀聯卡收單業務增長強勁，較二零一三年同期升逾50%。

本銀行於二零一四年首季推出「雙卡行」推廣計劃，市場反應熱烈，客戶同時申請銀聯雙幣信用卡及其他品牌之創興信用卡，可享有更豐富禮品。

本銀行將繼續拓展信用卡及商戶收單業務，以維持良好之業務增長。

The Bank will continue to allocate resources in a move to expand its SME clientele and strengthen its cross-border trade and capital expenditure financing business, while actively promoting wealth management services. In addition to providing assistance to the Mainland enterprises in expanding their business in Hong Kong, the Bank will also fully support its clients to expand their business in China. Maintaining a prudent lending approach and the proactive strategy to source quality customers locally, the Bank endeavours to generate better returns for its shareholders.

### Card Business

In 2014, the Bank's credit card business recorded growth in the number of credit cards issued and merchant-billed turnover compared with those of the same period in 2013. Overall merchant-billed turnover registered an increase of approximately 20% on a year-on-year basis. In particular, the turnover for UnionPay cards alone attained a remarkable growth of more than 50% as compared with that in the same period in 2013.

本銀行於二零一四年首季推出「雙卡行」推廣計劃，市場反應熱烈。

In the first quarter of 2014, the Bank rolled out its well-received "Dual Card Program".

In the first quarter of 2014, the Bank rolled out its well-received "Dual Card Program". Under the programme, customers were rewarded with fabulous treats upon successful application for UnionPay Dual Currency Credit Card together with any other Chong Hing credit card.

To maintain its strong business growth, the Bank will continue to develop its credit card and merchant acquiring businesses.

### 財富管理業務

投資業務方面，由於環球經濟穩定復甦，投資意欲轉強，帶動本銀行基金銷售錄得不俗增長。二零一四年股票基金需求有所增長，與此同時，在持續低息之環境下，收益型基金繼續備受青睞。「滬港通」正式開通及撤銷香港居民兌換人民幣之限制進一步促進市場發展，預期客戶對人民幣產品需求更趨殷切，本銀行將積極推出各類人民幣計價產品，以配合市場需求。展望未來，投資業務為本銀行重點發展業務之一，本銀行將引入更多合作伙伴，豐富投資產品選擇，優化銷售環境以提升客戶體驗，同時配合不同推廣活動擴闊客源，以助推動本銀行零售投資業務及私人銀行業務之穩健發展。

### 資產管理業務

隨着本銀行人民幣業務之發展，二零一四年一月獲批之「人民幣合格境外機構投資者」(RQFII) 人民幣十億元投資額度，已全數用於本銀行自有資金對於人民幣債券資產之投資，有利於息差之改善。再者，本銀行於二零一四年九月追加並獲批人民幣三億元投資額度，此乃二零一四年 RQFII 總額公佈前之最後一批投資額度。

本銀行持續積極爭取 RQFII 投資額度，同時增加可參與交易之市場，本銀行已於二零一五年一月獲批人民銀行准入銀行間債券交易市場，這除可進一步改善交易流通性及提高財資部位之回報率，同時有助本銀行人民幣業務之發展。此外，RQFII 專戶投資機制亦已建立，未來將在自有資金與客戶資金間依需求彈性調配額度使用，惟短期仍繼續聚焦於擴大自有資金之規模。

### Wealth Management Business

On the investment business front, as the global economy gradually recovered with stronger investment appetite, the Bank recorded solid fund sales growth. In 2014, demand for equity fund increased. At the same time, income fund continued to be favoured in light of the continued low interest rate environment. The official roll out of the Shanghai-Hong Kong Stock Connect and the removal of the Renminbi conversion limit for Hong Kong residents further facilitated market development. It is expected that customers' demand for Renminbi related products will increase. The Bank will actively launch various Renminbi-denominated products to cater for the market needs. Moving forward, the investment business will be one of the key growth businesses of the Bank. By introducing more business partners, diversifying investment product mix and optimising the sales tools to enhance customer experience, coupled with a range of promotion campaigns to expand client base, the Bank's retail investment business and private banking business will grow steadily.

### Asset Management Business

In line with the development of the Bank's Renminbi business, the investment quota amounting to RMB1 billion approved for Renminbi Qualified Foreign Institutional Investor ("RQFII") in January 2014 has been fully utilised as the Bank's equity fund for investing in Renminbi bond assets to improve interest rate spread. Furthermore, the Bank applied for and was approved of an additional investment quota of RMB300 million in September 2014, which was the last investment quota approved prior to the announcement of the total quota for RQFII in 2014.

While actively capturing the RQFII investment quota, the Bank also expanded into markets that are allowed to participate in dealing. In January 2015, the Bank was approved by PBoC to enter the inter-bank bond market. In addition to further improving the liquidity and increasing the rate of return on treasury portion, it also facilitated the development of the Bank's Renminbi business. Moreover, the mechanism for RQFII special accounts has also been established. Looking ahead, the quota will be utilised flexibly between equity fund and clients' fund according to demand. However, the Bank has to continue its focus on expanding the scale of equity fund in the near term.

## 董事總經理報告書 MANAGING DIRECTOR'S STATEMENT

### 國內業務

本銀行短期內於國內擴展營業網點，汕頭分行廣州支行於二零一四年十月三十日順利開業，開業至今得到各方支持，存款數字非常理想；而佛山支行亦已於二零一五年一月二十八日正式開業。



作為本銀行加入越秀集團以後首增之營業單位，汕頭分行廣州支行於二零一四十月三十日在廣州國際金融中心順利開業，標誌着本銀行開展在內地業務之新一頁。  
As the Bank's first business entity since its accession to Yue Xiu Group, the Guangzhou Sub-branch of the Shantou Branch was officially opened at Guangzhou International Finance Center on 30 October 2014, marking a brand new page of its Mainland business.

### Mainland Operations

In a short period of time, the Bank has expanded its business network in China. Its Guangzhou Sub-branch of the Shantou Branch was opened on 30 October 2014 and has gained support from various parties since its opening with very promising deposit figures; whereas its Foshan Sub-branch was also officially opened on 28 January 2015.

On the Mainland operations front, the Bank was approved an additional RQFII quota in 2014 and will continue to strengthen the synergies from the Shanghai-Hong Kong Stock Connect investment. On the cross-border Renminbi business front, as a key business in 2015, the Bank will actively work with its banking peers, cater for its customers' needs for cross-border loans and roll out more cross-border business related products.

國內業務方面，二零一四年本銀行獲批增加RQFII額度，繼續加強與「滬港通」投資之協同效應。而跨境業務繼續為本銀行二零一五年之重點業務，積極與同業合作，配合客戶跨境貸款之需求，以及推出更多跨境業務相關之產品。



二零一五年一月二十八日，本銀行繼廣州支行後，在廣東地區設立之第二家異地支行——佛山支行亦正式開業，標誌着本銀行於珠三角區域之佈局又邁進了一步。  
On 28 January 2015, following the opening of the Bank's Guangzhou Sub-branch, the second cross-location sub-branch established in Guangdong province, Foshan Sub-branch was also officially opened, marking the Bank's progress in expanding its distribution network in the Pearl River Delta Region.

### 財資業務

本銀行之財資業務主要包括貨幣市場操作、外匯服務、債務證券投資及其他銀行同業市場或資本市場業務。與此同時，管理本銀行之資金及其流動性，以及由銀行業務產生之市場風險。自二零一四年十月起，本銀行被指定為香港銀行同業拆息定價之報價行。

外匯業務收入主要來自提供予客戶之外匯買賣及遠期外匯合約交易。資產及負債表外之衍生工具只用作對沖客戶及本銀行之倉盤。然而，為增加總資產之回報率，本銀行計劃審慎地擴充財資業務，目前正在設立專門以企業客戶為對象之交易平台，並提升系統以提供優質及多元化服務。本銀行同時增聘人手，如交易員，負責管理剩餘之流動資金，及其他專業人員以發展結構性產品。

人民幣業務方面，本銀行將繼續提供全面性之人民幣財資產品及服務，以涵蓋個人及企業銀行業務。

### 證券業務

二零一四年，環球投資市場表現波動，港股在眾多不明朗因素中反覆靠穩。受惠「滬港通」於二零一四年十一月正式開通及國內其後放寬銀根之措施，香港證券市場交投亦漸見活躍。本銀行全資附屬公司創興證券有限公司（「創興證券」）不斷提升營運效率及服務質素，整體業務平穩有進。對比二零一三年同期，智能手機網上證券買賣服務完成交易宗數及金額均有理想增長，分別超逾15%及10%，表現令人鼓舞。此外，創興證券更是首批通過系統測試，於二零一四年十一月十七日「滬港通」開通日提供買賣「滬股通」A股票服務之本地證券商之一。展望未來，隨着與內地市場更為融合，期望可帶動本地證券市場成交量持續增加，本銀行證券經紀業務前景審慎樂觀。

### Treasury Activities

Treasury activities mainly comprised money market operations, foreign exchange services, investments in debt securities and the other interbank market or capital market business. Meanwhile, it managed the funding and liquidity positions of the Bank, and the market risks associated with banking business. Since October 2014, the Bank has been designated as a contributing bank of the Hong Kong Interbank Offered Rate.

Revenue from foreign currency business mainly came from the foreign exchange trading and forward foreign exchange contract transactions provided to customers. The off-balance sheet derivatives can only be used to hedge against the positions of the customers and the Bank. However, the Bank planned to prudently expand its treasury business in order to enhance the rate of return on total asset portfolio. Currently, the Bank has set up a special trading platform targeting at corporate clients and enhanced its systems to provide quality and diversified services. At the same time, the Bank increased its headcount for such staff as dealers and other professionals to manage the excess liquidity and develop structured products respectively.

In the area of Renminbi business, the Bank continued to offer a comprehensive range of treasury products and services in Renminbi, covering both personal and corporate banking businesses.

### Securities Business

In 2014, the global investment market was volatile. Hong Kong stocks were corrected despite a number of uncertainties. Benefiting from the official roll out of the Shanghai-Hong Kong Stock Connect in November 2014 and the subsequent relaxation of the measures of monetary base in China, trading in the Hong Kong stock market also gradually became active. Chong Hing Securities Limited (“Chong Hing Securities”), a wholly-owned subsidiary of the Bank, continued to enhance its operating efficiency and quality of service and its overall business grew steadily. Compared with the same period in 2013, the volume and the amount of transaction completed via mobile securities trading service grew satisfactorily by more than 15% and 10% respectively. The results were encouraging. In addition, Chong Hing Securities is one of the first local securities firms that have passed the system testing and provided the A share trading service via the Shanghai Stock Exchange Securities on the day of rolling out of the Shanghai-Hong Kong Stock Connect on 17 November 2014. Looking forward, as Hong Kong further integrates with the Mainland market, it is expected that the turnover of the Hong Kong stock market will continue to increase. The Bank is prudently optimistic about the prospects of its securities business.

## 董事總經理報告書 MANAGING DIRECTOR'S STATEMENT



二零一四年十月三十日，本銀行藉着協辦「創興」粵港澳金融合作論壇，與監管機構之領導及各行業之嘉賓，作多方面、多層次之粵港金融合作交流。

On 30 October 2014, the Bank capitalised on the opportunity at the "Chong Hing" Forum on Financial Cooperation between Guangdong, Hong Kong and Macau to exchange views on the financial cooperation between Guangdong and Hong Kong from a multi-angle and multi-level perspective with the leaders from regulatory authorities and guests from different sectors.

### 保險業務

本銀行全資附屬公司創興保險有限公司（「創興保險」）於二零一四年之全年稅前盈利較二零一三年同期錄得大幅增長，創興保險將透過集團強大之業務網絡，積極拓展保險業務，同時向客戶提供更全面及優質服務，創造更佳業績。

### Insurance Business

Chong Hing Insurance Company Limited ("Chong Hing Insurance"), a wholly-owned subsidiary of the Bank, recorded substantial growth in profit before tax in 2014 compared with that of the same period in 2013. Leveraging on the strong business network of the Group, Chong Hing Insurance will seek further growth by actively expanding its insurance business and offering a more comprehensive range of quality services to customers.

### 與越秀集團融合發展

本銀行於二零一四年二月十四日起成為越秀集團成員。廣州越秀集團有限公司（「越秀集團」）為一家廣州市人民政府國有資產監督管理委員會監管下之全資國有企業，是廣州市資產規模最大、總體經濟效益位居前列之國有企業集團。因此，在越秀集團作為本銀行大股東控權人之支持下，憑藉廣州市人民政府及越秀集團強勁實力及更多資源之配合，本銀行於二零一四年積極抓緊越秀集團給予之契機，發揮潛力，拓展國內業務之發展空間。五月二十九日，廣東省官員一行到本銀行調研越秀集團及本銀行之發展情況，強調本銀行需積極吸收同業銀行之先進經驗，發揮作為香港及內地之橋樑樞紐作用，為港粵金融合作作出更大貢獻。六月二十至二十二日，本銀行與越秀集團旗下其他多間金融附屬公司參與於廣州舉行之「第三屆中國（廣州）國際金融交易·博覽會」，在展示本銀行多元化之跨境銀行服務同時，本銀行更藉此機會

### Integration with Yue Xiu Group

The Bank has been a member of Yue Xiu Group since 14 February 2014. Guangzhou Yue Xiu Holdings Limited ("Yue Xiu Group"), a wholly state-owned enterprise under the supervision of the State-owned Assets Supervision and Administration Commission of the Guangzhou Municipal People's Government, is the largest state-owned enterprise group in Guangzhou in terms of asset size with leading performance in overall economic efficiency. In this connection, with the support from Yue Xiu Group as the majority shareholder controller of the Bank and leveraging on the powerful strengths and abundant resources of the Guangzhou Municipal People's Government and the Yue Xiu Group, the Bank actively seized the opportunities arising from Yue Xiu Group and extended its potential to explore growth in the Mainland business in 2014. On 29 May, government officials of Guangdong Province visited the Bank to look into the development between Yue Xiu Group and the Bank. The delegation stressed that the Bank should actively learn from the successful experiences of its peers and fully capitalise on its position as the bridge connecting Hong Kong and the Mainland, which is conducive to facilitating the financial cooperation between Hong Kong and Guangdong. From 20 June to 22 June, the Bank together with a number of Yue Xiu Group's other financial subsidiaries participated in the 3rd China (Guangzhou) International Finance Expo held in Guangzhou. While displaying the Bank's well-diversified cross-border banking services, the Bank made use of this opportunity to interact with other financial institutions and the

## 董事總經理報告書 MANAGING DIRECTOR'S STATEMENT

與金融同業及市民大眾互相交流，造就業務發展良機。此外，十月三十日本銀行汕頭分行廣州支行在廣州國際金融中心順利開業。作為加入越秀集團以後第一個開業之營業單位，汕頭分行廣州支行之開業標誌着本銀行由越秀集團之總部－廣州市開始出發，開展在內地業務之新一頁。與此同時，本銀行同日協辦「創興」粵港澳金融合作論壇，藉此與監管機構之領導及各行業之嘉賓，作多方面、多層次之粵港金融合作交流。及至二零一五年一月二十八日，本銀行佛山支行亦已正式開業，進一步實踐本銀行在廣東省內增設營業網點、加速發展之願景。

展望將來，本銀行作為在香港這個國際金融中心深耕多年之銀行，積累了優秀之經營管理文化及豐富之經驗，不斷先行先試，抓緊粵港兩地之金融合作機遇，配合越秀集團本身優勢，以廣州作為全新發展起點，並通過充分發揮地理優勢、股東優勢、及專業服務優勢，大力拓展內地市場，全速加快國內業務發展及營業網點佈局。

public at large in creating business development opportunities. Furthermore, the Guangzhou Sub-branch of the Shantou Branch was officially opened at Guangzhou International Finance Center on 30 October. As the first business entity since its accession to Yue Xiu Group, the opening of the Guangzhou Sub-branch of the Shantou Branch marked the beginning of the Bank's journey from Guangzhou, where the headquarters of Yue Xiu Group are situated, and the brand new page of its Mainland business. At the same time, the "Chong Hing" Forum on Financial Cooperation between Guangdong, Hong Kong and Macau was jointly held by the Bank on the same day to exchange views on the financial cooperation between Guangdong and Hong Kong from a multi-angle and multi-level perspective with the leaders from regulatory authorities and guests from different sectors. On 28 January 2015, the Foshan Sub-branch was also officially opened, which further realised the Bank's business network expansion in Guangdong Province and the vision of accelerating its growth.

Looking ahead, as a longstanding bank in Hong Kong, an international financial centre, the Bank will, leveraging on its superior management culture and extensive experience, continue to implement pilot programmes and seize the opportunities for financial cooperation between Guangdong and Hong Kong. Coupled with the inherit strengths of Yue Xiu Group, it will take off from a new starting point, Guangzhou, and vigorously expand into the Mainland market by fully capitalising on the geographical advantage, shareholders' backing and professional services with the aim of accelerating the business expansion and business network in China.



二零一四年六月二十至二十二日，本銀行與越秀集團旗下多間金融附屬公司參與於廣州舉行之「第三屆中國（廣州）國際金融交易·博覽會」。  
From 20 June to 22 June 2014, the Bank together with a number of Yue Xiu Group's other financial subsidiaries participated in the 3rd China (Guangzhou) International Finance Expo held in Guangzhou.





本銀行於二零一四年十二月二十九日起全面使用併入越秀集團品牌印記之新標誌，同時更推出「新標誌·新力量」之企業形象廣告。  
On 29 December 2014, the new logo which incorporated the Yue Xiu Group logo was fully launched by the Bank, and an advertisement featuring the corporate image of "New Logo · New Power" was also launched at the same time.

## 使用新標誌

為反映本銀行之新股權結構，本銀行於二零一四年十二月二十九日起，全面使用併入越秀集團品牌印記（）之新標誌  創興銀行 Chong Hing Bank，代表本銀行自二零一四年二月十四日成為越秀集團成員後，再邁進一個新里程。

越秀集團品牌印記以越秀英文首字母“Y”及卓越(Excellent)之英文首字母“E”演化成一隻翱翔天際之鯤鵬。「鯤鵬之翼」由三條速度線構成，在增強標誌動勢與韻律之同時，更表現了越秀品牌「不斷超越，更加優秀」之價值觀。本銀行新標誌秉承並延伸越秀集團超越與務實兼顧之品牌主基調，同時保持本銀行六十多年來之品牌價值，繼續為廣大客戶提供優質及便捷之銀行服務。

## New Logo Implementation

To reflect the new ownership structure of the Bank, the new logo  創興銀行 Chong Hing Bank, which incorporates the Yue Xiu Group logo , has been fully launched by the Bank on 29 December 2014. The implementation of the new logo represents a new milestone after the Bank's accession to Yue Xiu Group since 14 February 2014.

The Yue Xiu logo consists of the initial “Y” representing Yue Xiu Group and the initial “E” representing the word “Excellent”, tactfully morphed into a roc soaring into the sky. The “Wings of the Roc” are composed of three velocity lines to strengthen the dynamics and rhythm of the logo which showcases the values of Yue Xiu Group “Excellence Without Limits”. The Bank's new logo aligns and extends the theme of the Yue Xiu brand in stressing both transcendence and pragmatism, while maintaining the brand value of the Bank established for more than six decades. The Bank will continue to provide quality and convenient banking services to its customers.

本銀行所有分行營業網點、網站、網上銀行、流動理財服務、各式宣傳物品及所有企業用品等，已全面於二零一四年十二月二十九日換上新標誌。本銀行更推出以「新標誌·新力量」之企業形象廣告，寓意創興銀行在實力雄厚之越秀集團全面支持下，將繼續傳承悠久之優質品牌，全面提升跨境綜合金融服務能力，為客戶提供專業之金融服務解決方案。

### 謹致謝忱

二零一四年是充滿挑戰之一年，本銀行在加入越秀集團後得到集團大力支持，成為越秀集團發展戰略中之重要一環，憑藉董事會各成員之寶貴卓見，引領本銀行在實踐越秀集團商業策略之同時，繼續秉承本銀行穩健之公司管治理念及確保一切業務在有效風險監控下營運。本人謹此就各位成員給予本銀行無限支持，致以由衷謝意。最後，本人深明在推動本銀行發展之進程，管理層及全體員工皆擔當重要角色，有賴大家同心同德、並肩努力才能成就本銀行持續發展並提供優質金融服務之目標，本人謹代表董事會全人，衷心答謝每一位員工多年來為本銀行作出之貢獻，並藉此機會對一直給予本銀行信任與支持之廣大股東、客戶及業務夥伴衷心致謝。

承董事會命  
**梁高美懿**  
副主席兼董事總經理

二零一五年二月二十六日

All branch business network, website, Internet banking, mobile banking, various promotional materials and all corporate items, etc. across the Bank have been changed with the new logo since 29 December 2014. The Bank has launched an advertisement featuring the corporate image of “New Logo • New Power”. With the full strong backing from Yue Xiu Group, Chong Hing Bank will continue to inherit its longstanding quality brand and comprehensively enhance its cross-border integrated financial services to provide customers with professional financial service solutions.

### Sincere Acknowledgements

2014 was a challenging year. The Bank, upon its accession to Yue Xiu Group, has gained strong support therefrom and become an integral part of the growth strategies of Yue Xiu Group. Taking valuable insight from my fellow directors to execute Yue Xiu Group's business strategies, the Bank's principle of achieving sound corporate governance continued to be followed through and all lines of business were ensured to operate under effective risk management. I would like to express my sincerest appreciation to my fellow directors for their relentless support. Last but not least, I strongly understand the important role our management and staff members take in the course of driving the Bank's development and their concerted efforts and united strength in achieving the Bank's objective of sustainable development and provision of quality financial services. On behalf of the board of directors, I would like to express my heartfelt gratitude to each of our staff members for their contributions to the Bank, and also to our shareholders, customers and business partners for their continued trust and support to the Bank.

By Order of the Board  
**Leung Ko May Yee Margaret**  
Deputy Chairman and Managing Director

26 February 2015

# 環境、社會及管治報告書 ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

於二零一五年二月二十六日  
as of 26 February 2015

作為一家自一九四八年於香港紮根之金融機構，本銀行致力於日常業務及運作中加入環境、社會及管治之重要考慮，以實踐本銀行之企業社會責任，並同時堅守符合本銀行員工、客戶及其他持份者之利益，使本銀行之營運達致最佳效益。

## 工作環境質素

員工一向被視為企業營運中最重要之資產。本銀行竭力為個人及企業客戶提供多元化理財方案，全賴每一位員工通力合作，本銀行才能為客戶提供優質之銀行產品及服務，因此，為員工提供一個適舒之工作環境是一個成功企業不可忽略之要素。

## 營業網點及僱員

本銀行現在除設有香港總行及50間本地分行外，在汕頭、澳門及三藩市設有分行，在廣州及佛山設有支行，以及上海設有代表處。計及全資附屬公司，本銀行合共有1,460名員工。

## 健康與工作安全

本銀行關注員工之職業安全，根據香港法例第509A章《職業安全及健康規例》規定，每150名於同一工作地點內工作之員工中，最少有一名曾受訓練之急救員。本銀行透過招募員工接受相關訓練，以提升員工於工作間之安全。此外，本銀行定期為員工提供不同之職安健培訓課程，如工作間之急救常識、辦公室僱員之職業健康、工作與壓力講座等。面對可能危害員工健康之潛在疾病，如流感，本銀行除加強內部清潔及編製預防相關疾病之小冊子外，更會於流感高峰期前為每一位員工安排免費疫苗注射，並給予員工家屬疫苗注射優惠，以保障員工及其家屬可得到最佳之保障及減低出現併發症之機會，同時減低疾病在工作間傳播之機會。

As a financial institution that has been established in Hong Kong since 1948, the Bank takes environment, society and governance into consideration in its course of business and daily operations to fulfill its corporate social responsibilities. At the same time, the Bank stands for the interest of its employees, customers and other stakeholders to maximise its operating efficiency.

## Working Condition

Our employees have always been regarded as our most important asset. The Bank provides diversified financial solutions for individuals and corporate clients. Thanks to the efforts of our employees, the Bank is able to offer customers with quality banking products and services. Indeed, providing employees with a comfortable working environment is an indispensable element of a successful enterprise.

## Business Network and Employees

The Bank operates Hong Kong Main Branch and 50 local branches; it has branches in Shantou, Macau and San Francisco, sub-branches in Guangzhou and Foshan and a representative office in Shanghai. Including its wholly-owned subsidiaries, the Bank has a total of 1,460 employees.

## Health and Work Safety

The Bank pays great attention to the occupational safety of its employees. Under Occupational Safety and Health Regulation (Chapter 509A of the Laws of Hong Kong), for each 150 employees employed at the workplace, at least one of those employees should be trained as first aid personnel. The Bank enhanced the staff safety at workplace through recruiting staff for the related training. In addition, the Bank regularly provided employees with different occupational and health training programmes such as first aid general knowledge workshops, occupational health of office employees as well as work and pressure seminars, etc. With respect to latent disease, such as influenza that may be detriment to the health of the staff, in addition to strengthening internal hygiene and preparation of disease related booklet, the Bank also arranged free vaccine shots for each of the employees before the influenza season and offered the family members of the employees with discounted vaccine shots to ensure the best protection for its employees and their family members, thereby minimising the occurrence of complications and the spread of diseases at workplace.

### 培訓及進修

在受聘後，本銀行會向每一位員工提供入職培訓或因應不同崗位而提供合適之在職訓練。在這個瞬息萬變之金融市場，本銀行會因應當下市場形勢，並參考各個部門按其職務而提出之培訓需求，從而制訂及優化每年度之訓練課程，為員工提供專業之網上自學課程或專業培訓工作坊等，如有關內地金融體系講解、銀行前線員工需注意之合規事宜等。再者，本銀行鼓勵員工持續進修及考取相關專業資格，以提高員工之行業知識、技能及專業操守水平，發揮工作潛能及擁有更佳職場表現。



本銀行因應當下市場形勢，制訂年度之訓練課程，為員工提供專業的培訓工作坊及網上自學課程。

The Bank will, depending on prevailing market conditions, formulate the training programme for each year, and provide professional training workshops and eLearning programmes for employees.

### Training and Continuing Education

Upon appointment, the Bank would provide induction training or on-the-job training as appropriate for each employee depending on different positions. In this ever-changing financial market, the Bank will, depending on prevailing market conditions and with reference to the training requirements proposed by each department, formulate and enhance the training programme for each year, and provide professional online self-learning courses or professional training workshops etc, such as description of the Mainland's financial system and compliance issues that frontline banking staff should pay attention to. Furthermore, the Bank encouraged its employees to further their education and obtain relevant professional qualifications in order to enhance their industry knowledge, skills and professional conduct, and realise their potential to deliver better performance at work.

### 員工康樂會

為進一步優化員工之工作環境質素，本銀行設有員工「康樂會」，除為員工提供每月康樂資訊分享外，同時亦為員工、家屬及退休員工提供不同類型之康樂活動，如中秋節月餅製作班、咖啡拉花班及燒烤同樂日等。

### Employee Recreation Club

To further optimise the employees' working environment, the Bank has established an employee "Recreation Club", which provides monthly Chong Hing Recreational Update and a wide range of recreational activities such as Mid-Autumn Festival mooncake making class, coffee art class and barbecue day for employees, their family members and retirees.



本銀行員工積極參與本銀行「康樂會」舉辦之康樂活動。

The Bank's employees actively participated in the recreational activities held by the Bank's "Recreation Club".

# 環境、社會及管治報告書 ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

於二零一五年二月二十六日  
as of 26 February 2015

## 環境保護

保護環境由「我們」做起，在能源及資源使用上本銀行鼓勵「應用則用」，並盡量於制定措施及日常運作上加入環保元素，帶領員工愛惜環境。



每逢佳節，本銀行會向客戶送上電子賀卡，既可聊表心意，又可減低使用不必要之印刷品，有助保護環境。

*During festive seasons, the Bank will send greetings via e-cards to customers, which reduced the use of unnecessary printed items and is conducive to saving the environment.*

## Environmental Protection

Environmental protection starts from “us”. The Bank upholds the principle of “using only where justified” with respect to energy and resources by considering environmental factors when formulating measures and incorporating environmental protection elements into daily operations, encouraging every staff member to care for the environment.

## 有效使用能源

本銀行承持節約使用能源之原則，在添置電子器材時會選購附有節省能源標籤之電器。本銀行香港總行舖面招牌採用發光二極體（「LED」）照明系統，多間遍佈香港、九龍及新界之營業網點之燈箱均採用LED照明系統，而九龍灣企業廣場辦公場所之照明系統亦採用節能T5光管，務求於所有可行之情況下有效地使用能源。

## Effective Use of Energy

Adhering to the principle of energy saving, the Bank would only select electrical appliances with energy-efficiency label when purchasing new electronic equipment. At our Hong Kong Main Branch, the Bank uses the light-emitting diode (“LED”) lighting system for the shopfront signs and the LED lighting system is used in a number of lightboxes across its business network in Hong Kong Island, Kowloon and the New Territories. At the office in Enterprise Square, Kowloon Bay, the energy-saving T5 lighting tubes are also used in the lighting system with a view to achieving effective use of energy under all practicable circumstances.

## 減少排放物

本銀行積極推行電子化，減少用紙。本銀行致力將超過280款傳統印刷方式之表格轉化為電子表格，當中不少電子表格已上載至本銀行網站供客戶於網上使用，此舉既省時又方便。另外，每逢佳節，本銀行亦會向客戶送上電子賀卡，聊表心意。因此，電子化計劃令本銀行大大減低使用不必要之印刷品，有助保護環境。實際上，本銀行在節約用紙之同時，亦會同步進行回收活動。於二零一三年七月一日至二零一四年六月三十日期間，本銀行回收辦公室廢紙重量達53,849千克，即相對可減少二氧化碳排放量高達258,476千克；而打印機墨盒回收再用率更高達100%。

## Emission Reduction

The Bank actively implemented the paperless digital solution and converted more than 280 traditional printed forms into electronic forms, of which many electronic forms have been uploaded to the Bank’s website for download. This is a time-saving and convenient initiative. Besides, the Bank would only send greetings via e-cards to customers during festive seasons. The digital solution significantly reduced the Bank’s use of unnecessary printed items and is conducive to saving the environment. The Bank is also engaged in recycling in addition to saving paper. From 1 July 2013 to 30 June 2014, the Bank recycled waste paper amounting to 53,849 kg at the office, this was equivalent to carbon dioxide emission reduction of 258,476 kg; and the recycling rate of ink and toner cartridges was up to 100%.

### 珍惜環境

在提升營運效率之餘，本銀行亦不忘愛護環境，重視資源價值，循環再用。本銀行適時為員工更換舊式電腦及電話等，而相關電子產品實可繼續使用，二零一四年本銀行遂透過明愛電腦工場，將電腦翻新後再贈送予有需要人士。這行動既可減少環境污染，亦有助社會之弱勢社群，為香港締造更美好之生活環境。

### 營運慣例

本銀行作為一家具誠信之持牌銀行，在制定營運策略時會遵循香港金融管理局、香港銀行公會及其他專業聯會之守則。本銀行不時通過內聯網向員工發佈最新銀行營運資訊，如有需要更會安排參與本銀行或其他認可機構提供之營運守則訓練課程。

### 供應鏈管理

為減低供應鏈對環境及社會造成之負面影響，本銀行堅守着環境保護之企業責任。當選擇供應商時，本銀行會以具備環保認證為挑選原則。於添置內部電器時，本銀行只會向提供附有節省能源標籤電器之供應商選購。此外，本銀行挑選一家採用環保再造紙之供應商為合作夥伴，以印製員工名片及其他企業印刷品。

### 以客為本之服務

本銀行致力提供以客為本之銀行服務。客戶只需以港幣 10 元之開戶金額，便可於本銀行開立港幣儲蓄賬戶；同時，本銀行並沒有最低賬戶結餘收費。再者，為響應由香港金融管理局於二零一三年推行之「公平待客約章」，本銀行同年已簽訂約章。本銀行積極實行公平待客之企業文化，於二零一三年十一月八日起，已取消低結餘之不動戶口收費，務求為社會不同階層及種族人士提供全方位之專業銀行服務。

### Care for the Environment

While boosting operating efficiency, the Bank never forgets to care for the environment, cherish resources, and recycle and reuse. In 2014, the Bank replaced certain old computer and phone models for employees and sent such electronic products, which remained in good working condition, to Caritas Computer Workshop at which the electronic products were refurbished and denoted to those in need. This move not only minimise environmental pollution, but can also help the underprivileged, thereby creating a better living environment for Hong Kong.

### Operating Practices

As a reputable licensed bank, the Bank follows the codes issued by the Hong Kong Monetary Authority, The Hong Kong Association of Banks and other professional federations when formulating operating practices. The Bank publishes the latest news on banking operations to its employees through its intranet from time to time and will arrange for training courses on operating practices provided by the Bank or other recognised institutions if necessary.

### Supply Chain Management

To minimise the negative impacts of the supply chain on the environment and society, the Bank strongly adheres to its corporate responsibility of environmental protection. When selecting suppliers, the Bank will select those with environmental certifications. When purchasing electrical appliances for internal use, the Bank only purchases electrical appliances from suppliers with energy-saving labels. In addition, the Bank has selected a supplier which uses recycled paper as partner to print its employee name cards and other corporate publications.

### Customer-oriented Services

The Bank is dedicated to providing customer-oriented banking services. The initial deposit of account opening for the Bank's HKD savings account is only at HK\$10 for customers. The Bank also has no minimum account balance fee. Furthermore, in response to the Treat Customers Fairly Charter introduced by the Hong Kong Monetary Authority in 2013, the Bank entered into the charter in the same year. The Bank actively implements the corporate culture of treating customers fairly. Starting from 8 November 2013, the inactive account charge for low balance has been waived with the aim of providing comprehensive professional banking services to the people from different walks of life and ethnic backgrounds.

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於二零一五年二月二十六日  
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## 反貪污

本銀行對員工之個人操守及公司營運道德有嚴格要求。本銀行定期向員工灌輸有關防貪污之資訊，確保員工遵守相關準則及具備能力以識別可疑交易及活動。本銀行亦已制定上報機制，讓員工若發現可疑交易，可即時在絕對保密及安全之情況下匯報事件。

## 獎項

本銀行秉承與中小企業攜手發展，相輔相成之業務宗旨，六度榮膺由香港中小型企業總商會舉辦之「中小企業最佳拍檔獎」，致力為中小企業提供多元化及靈活銀行服務之方針備受業界推崇及確認。

二零一四年三月，本銀行連續第六年榮獲紐約梅隆銀行頒贈「清算直通處理付款格式卓越獎」，獲獎指標為本銀行之超卓清算報文標準化，以及美元報文由電腦全自動清算而不需經由人手修正程序直接付款高達95%以上，服務備受肯定。



本銀行於二零一四年連續第六年榮獲由紐約梅隆銀行頒贈「清算直通處理付款格式卓越獎」。

In 2014, the Bank received the "Straight Through Processing (STP) Award" from the Bank of New York Mellon for the sixth consecutive year.

## Anti-corruption

The Bank upholds strict standards of employees' code of conduct and business ethics. The Bank regularly disseminates information on anti-corruption to its employees to ensure their compliance with relevant standards and equip them with the skills to identify suspicious transactions and activities. The Bank has also formulated a reporting system. When an employee identifies a suspicious transaction, the staff member may immediately report the incident in absolute confidence and safety.

## Awards

With a mission to work with the small and medium-sized enterprises ("SME") to attain mutual growth, the Bank is committed to providing SMEs with diversified and flexible banking services. The Bank's SME services were highly recognised by the industry, as it received the "Best SME's Partner Award" from the Hong Kong General Chamber of Small and Medium Business for the sixth time.

In March 2014, the Bank received the "Straight Through Processing (STP) Award" from the Bank of New York Mellon for the sixth consecutive year. The award recognised the Bank's outstanding performance in payment formatting and a high STP rate of over 95% in fully-automated USD payment processing without manual intervention.



本銀行於二零一四年第六度榮膺由香港中小型企業總商會舉辦之「中小企業最佳拍檔獎」。

In 2014, the Bank received the "Best SME's Partner Award" from the Hong Kong General Chamber of Small and Medium Business for the sixth time.

## 社區參與

本銀行用心為社區提供專業而便捷之銀行服務，亦同時積極參與多項不同類型之社區事務。因此，本銀行於二零一四年第七度榮獲香港社會服務聯會頒發「商界展關懷」標誌。

## 關愛兒童

本銀行深明兒童是社會未來之棟樑，下一代除學習一般知識，亦需要無窮關心與愛心。本銀行於二零一四年十一月與保良局合作，一群充滿愛心之員工充當義工，在一個週末前往探訪一群保良局院社兒童。員工為院社兒童安排了一連串以「香港貨幣」為題材之攤位遊戲活動，讓兒童在遊玩之同時，可以在輕鬆愉快之氣氛中學習分辨貨幣。

## Community Involvement

The Bank is dedicated to providing professional and convenient banking services for the community. It also actively participates in a wide range of community affairs. Accordingly, the Bank was awarded the “Caring Company” logo by The Hong Kong Council of Social Service for the seventh year in 2014.

## Care for Children

The Bank truly understands that children are the future pillar of the community. In addition to acquiring general knowledge, the children need our infinite care and love. In November 2014, the Bank worked with Po Leung Kuk. A group of loving employees volunteered and visited the children at Po Leung Kuk homes on a weekend and set up a number of game booths themed “Currency in Hong Kong” for the children to learn how to distinguish the currencies in a happy and relax way while playing.



本銀行於二零一四年十一月與保良局合作，為其院社兒童安排了一連串以「香港貨幣」為題材之攤位遊戲活動。  
In November 2014, the Bank worked with Po Leung Kuk and set up a number of game booths themed “Currency in Hong Kong” for children at Po Leung Kuk homes.



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於二零一五年二月二十六日  
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## 捐贈好書行動

二零一四年，本銀行成功號召員工慷慨捐出書籍作行內好書交換及舊書回收義賣活動。本銀行員工毫不吝嗇，積極參與本銀行首次舉辦之捐贈好書活動，收集得來之書籍先在本銀行員工之好書交換活動中覓得新讀者，讓書籍繼續傳遞知識；餘下書籍，本銀行已捐贈予香港世界宣明會「舊書回收義賣大行動 2014」，而義賣所得收益將用於興建國內鄉鎮小學，為適齡學童提供一個優化之學習環境。

## Book Donation Campaign

In 2014, the Bank successfully rallied its employees to generously donate recommendable books for the book exchange campaign within the bank and used books for charity sale. The Bank's employees were generous in actively participating in the Bank's first ever book donation campaign. The books collected from the staff members' book exchange campaign found new readers, passing on the knowledge contained therein. The Bank donated the rest of the books to the "Used Book Recycling Campaign 2014" organised by World Vision Hong Kong where the proceeds therefrom would be used for building township elementary schools in the Mainland, providing school-aged children with a pleasant learning environment.



本銀行員工慷慨捐出書籍，一方面讓員工互相交換好書；其餘書籍則捐贈予香港世界宣明會「舊書回收義賣大行動 2014」，而義賣所得收益將用於興建國內鄉鎮小學，為適齡學童提供一個優化之學習環境。

The Bank's employees generously donated recommendable books for the book exchange campaign among employees. The rest of the books were donated to the "Used Book Recycling Campaign 2014" organised by World Vision Hong Kong where the proceeds therefrom would be used for building township elementary schools in the Mainland, providing school-aged children with a pleasant learning environment.

## 回饋社會

本銀行義務與多個慈善團體合作，協助相關機構進行多元化之慈善活動。

本銀行透過遍佈港九新界不同地區之營業網點，不時為慈善團體如東華三院、仁濟醫院，以及圓玄學院等，進行不同社區籌款活動，包括銷售慈善獎券、收集賣旗日旗袋善款，以及附夾慈善機構之勸捐宣傳單張郵寄予本銀行客戶。

## 企業管治

本銀行充份明白符合相關法規和監管機構規定，以及維持良好企業管治水平對本銀行之營運效能及效率極為重要。因此，本銀行已投入不少資源，並採取及執行相關措施，確保符合相關法規和監管機構規定，以及維持高水平的企業管治常規。

有關本銀行企業管治詳情，請參閱本銀行二零一四年年報內《企業管治報告書》部份。

## Paying Back to Society

The Bank does volunteer work in conjunction with a number of charitable organisations, assisting the relevant institutions to carry out a range of philanthropic activities. Capitalising on its business network coverage in Hong Kong Island, Kowloon and the New Territories, the Bank conducts different community fundraising activities for charitable bodies, such as Tung Wah Group of Hospitals, Yan Chai Hospital, and the Yuen Yuen Institute, from time to time. The activities included selling fundraising lottery tickets, collecting donations from flag bags and inserting promotional leaflets of charitable bodies into customer mails of the Bank.



本銀行透過分行營業網點，不時為慈善團體進行不同社區籌款活動，屢獲相關團體嘉許。  
*Capitalising on the branch business network, the Bank conducted different community fundraising activities for charitable bodies and received a number of accolades by related bodies.*

## Corporate Governance

The Bank is well aware that complying with the relevant statutory and regulatory requirements and

maintaining good corporate governance standards are imperative to the effective and efficient operation of the Bank. The Bank has, therefore, deployed considerable resources, as well as adopted and implemented relevant measures, to ensure that the relevant statutory and regulatory requirements are complied with and that a high standard of corporate governance practices is maintained.

For details of the Bank's corporate governance practices, please refer to the section entitled "Corporate Governance Report" in its Annual Report 2014.

## 董事會報告書 DIRECTORS' REPORT

董事會同寅現謹提呈截至二零一四年十二月三十一日止年度之年報及經審核之綜合財務報表。

### 主要業務

本銀行之主要業務為從事銀行業及有關之金融服務。各主要附屬公司之主要業務詳列於綜合財務報表之附註第 23 項。

### 業務範圍

本集團營業總收入（扣除利息支出、費用及佣金支出），依據主要業務類別分析及報告如下：

企業及零售銀行  
財資業務  
證券買賣業務  
其他

本集團提供之企業及零售銀行服務包括對客戶提供之借貸、貿易融資、汽車信貸、消費者信貸、透支、強積金服務、定期存款、往來及活期儲蓄戶口、信用卡及個人財富管理服務。本集團亦為客戶提供全面自動化之電話銀行服務及網上銀行服務。其他銀行服務包括匯款、外幣找換、保管箱、自動轉賬及直接付款服務。

財資業務主要包括銀行同業拆借、本集團統一利率風險及流動資金、中央現金管理及外匯業務。來自外匯業務的收入乃源於代客從事外匯交易及遠期合約買賣及源於利用外匯資金掉期合約以管理本銀行之現金活動。

本集團證券買賣活動包括證券交易、股票經紀及期貨經紀。

本集團其他銀行相關服務包括投資控股、保險、其他投資顧問服務及物業投資。

### 主要客戶

董事認為，本集團五位最大客戶所佔是年度本集團利息收入及營業收入總額少於百分之三十。

The directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2014.

### PRINCIPAL ACTIVITIES

The Bank is engaged in the provision of banking and related financial services. The principal activities of its subsidiaries are set out in note 23 to the consolidated financial statements.

### BUSINESS

The Group's total operating income (net of interest expense and fee and commission expense) is analysed and reported by significant business classes as follows:

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Corporate and retail banking	1,164,440	958,280
Treasury activities	489,223	308,624
Securities dealing business	139,383	134,211
Others	36,709	39,339
	<u>1,829,755</u>	<u>1,440,454</u>

The corporate and retail banking services provided by the Group are principally lending and trade finance facilities, auto financing, consumer financing, overdraft facilities, mandatory provident fund services, provision of fixed deposits, current and savings accounts, credit cards and personal wealth management services. The Group also provides fully automated telephone and internet banking services to its customers. Other banking services offered include remittance and money exchange, safe deposit boxes, autopay and direct debit services.

Treasury activities mainly comprise inter-bank placement and deposit transactions, management of overall interest rate risk and liquidity of the Group, centralised cash management and foreign exchange activities. Income from foreign exchange activities is principally generated from services provided to customers in the form of foreign exchange trading and forward contracts, and from the Bank's cash management activities through foreign currency funding swaps.

Securities dealing activities of the Group include securities trading, stockbroking and futures broking.

Other banking-related services of the Group include investment holding, insurance, other investment advisory services and property investments.

### 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 operating income of the Group for the year.

### 業績及撥發

截至二零一四年十二月三十一日止年度本集團之業績詳列於第107頁及第108頁之綜合收益表及綜合全面收益表。

本年度已派發予股東的中期現金股息，每股港幣0.19元，合共港幣82,650,000元。董事會現建議派發截至二零一四年十二月三十一日止之末期現金股息，每股港幣0.41元，合共港幣178,350,000元予二零一五年五月二十九日已登記於股東名冊之股東，並保留本年度溢利餘額。

### 股本

本銀行股本之變動詳列於綜合財務報表之附註第33項內。本銀行之股本於年內未有變動。

### 儲備

本年度內本集團及本銀行儲備之變動分別詳列於第111頁至第112頁之綜合股東權益轉變表及綜合財務報表之附註第35項內。

### 投資物業

本集團之投資物業於二零一四年十二月三十一日進行重估。本年度內重估產生淨溢利為港幣3,100,000元，此款項已列入綜合收益表內。有關本集團及本銀行之投資物業詳列於綜合財務報表之附註第26項內。

### 物業及設備

有關本集團及本銀行於本年度之物業及設備之變動詳列於綜合財務報表之附註第27項內。

### 股份期權計劃

股份期權計劃之詳情列於綜合財務報表之附註第37項內。股份期權計劃自採納以來並未授出任何股份期權。

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2014 are set out in the consolidated income statement and consolidated statement of comprehensive income on page 107 and 108.

An interim cash dividend of HK\$0.19 per share amounting to HK\$82,650,000 was paid to the shareholders during the year. The Board now recommend the payment of a final cash dividend for the year ended 31 December 2014 of HK\$0.41 per share amounting to HK\$178,350,000 to the shareholders on the register of members on 29 May 2015 and the retention of the remaining profit for the year.

### SHARE CAPITAL

Details of the share capital of the Bank during the year are set out in note 33 to the consolidated financial statements. There was no movement in the Bank's share capital during the year.

### RESERVES

Movements in the reserves of the Group and the Bank during the year are set out in the consolidated statement of changes in equity on pages 111 to 112 and note 35 to the consolidated financial statements, respectively.

### INVESTMENT PROPERTIES

The Group's investment properties were revalued as at 31 December 2014. The net increase in fair value arising on the revaluation, which has been credited directly to the consolidated income statement, amounted to HK\$3,100,000. Details of the investment properties of the Group and the Bank are set out in note 26 to the consolidated financial statements.

### PROPERTY AND EQUIPMENT

Details of the movements in the property and equipment of the Group and the Bank during the year are set out in note 27 to the consolidated financial statements.

### SHARE OPTION SCHEME

Particulars of the scheme are set out in note 37 to the consolidated financial statements. No options have been granted under the scheme since it was adopted.

## 董事會報告書 DIRECTORS' REPORT

### 董事

於本年度內及於本報告書發表時，  
本銀行董事為：

### 執行董事

梁高美懿女士 銀紫荊星章，太平紳士  
(副主席兼董事總經理)  
(於二零一四年二月十四日獲委任)

劉惠民先生  
(行政總裁)

廖鐵城先生  
(副行政總裁)

廖烈武先生 博士，員佐勳章，太平紳士  
(於二零一四年二月十四日辭任)

廖烈智先生  
(於二零一四年二月十四日辭任)

廖俊寧先生  
(於二零一四年二月十四日辭任)

### 非執行董事

張招興先生  
(主席)  
(於二零一四年二月十四日獲委任)

朱春秀先生  
(於二零一四年二月十四日獲委任)

王恕慧先生  
(於二零一四年二月十四日獲委任)

李 鋒先生  
(於二零一四年二月十四日獲委任)

周卓如先生 銅紫荊星章，太平紳士

何家樂先生  
(於二零一四年二月十四日辭任)

堀越秀一先生  
(於二零一四年二月十四日辭任)

廖坤城先生  
(於二零一四年二月十四日辭任)

孟慶惠先生  
(於二零一四年二月十四日辭任)

### DIRECTORS

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

### Executive Directors

Mrs LEUNG Ko May Yee Margaret, SBS, JP  
(Deputy Chairman and Managing Director)  
(appointed on 14 February 2014)

Mr LAU Wai Man  
(Chief Executive Officer)

Mr LIU Tit Shing Don  
(Deputy Chief Executive Officer)

Dr LIU Lit Mo, LLD, MBE, JP  
(resigned on 14 February 2014)

Mr LIU Lit Chi  
(resigned on 14 February 2014)

Mr LIU Chun Ning Wilfred  
(resigned on 14 February 2014)

### Non-executive Directors

Mr ZHANG Zhaoxing  
(Chairman)  
(appointed on 14 February 2014)

Mr ZHU Chunxiu  
(appointed on 14 February 2014)

Mr WANG Shuhui  
(appointed on 14 February 2014)

Mr LI Feng  
(appointed on 14 February 2014)

Mr CHOW Cheuk Yu Alfred, BBS, JP

Mr HE Jiale  
(resigned on 14 February 2014)

Mr HORIKOSHI Hidekazu  
(resigned on 14 February 2014)

Mr LIU Kwun Shing Christopher  
(resigned on 14 February 2014)

Mr MENG Qinghui  
(resigned on 14 February 2014)

**獨立非執行董事**

謝德耀先生

鄭毓和先生

馬照祥先生

李家麟先生

(於二零一四年二月十四日獲委任)

陳有慶先生 金紫荊星章，博士，太平紳士

(於二零一四年二月十四日辭任)

范華達先生

(於二零一四年二月十四日辭任)

依據本銀行《組織章程細則》第一百零一條，其中列明任期最長之董事會三分之一成員需於股東週年大會上輪值告退及重選。因此，廖鐵城先生、周卓如先生、謝德耀先生及馬照祥先生將於現屆股東週年大會上輪值告退，惟願參選連任。

謝德耀先生於一九九八年九月十七日起任職本銀行之獨立非執行董事已超過九年。本銀行收到有關其根據《香港聯合交易所有限公司證券上市規則》(「《上市規則》」)第 3.13 項而發之確認獨立性函件。就此，本銀行認為謝先生仍然獨立，故有資格於二零一五年股東週年大會上參選連任本銀行之獨立非執行董事。

**董事之服務合約**

本集團並無與任何在將召開之股東週年大會上參選連任之本銀行董事訂有不能於一年內終止而毋需支付賠償金(惟法定之賠償金除外)之服務合約。

**Independent Non-executive Directors**

Mr CHIRANAKHORN Wanchai

Mr CHENG Yuk Wo

Mr MA Chiu Cheung Andrew

Mr LEE Ka Lun

(appointed on 14 February 2014)

Dr CHAN Yau Hing Robin, GBS, LL.D, JP

(resigned on 14 February 2014)

Mr FRESHWATER Timothy George

(resigned on 14 February 2014)

Article 101 of the Bank's Articles of Association stipulates that, among other things, one-third of the directors for the time being, who have been longest in office since their last election, shall be subject to retirement by rotation and re-election at each annual general meeting of the shareholders. Accordingly, Mr Liu Tit Shing Don, Mr Chow Cheuk Yu Alfred, Mr Chiranakhorn Wanchai and Mr Ma Chiu Cheung Andrew shall retire and offer themselves for re-election at the forthcoming annual general meeting of the shareholders.

The Bank has received from Mr Chiranakhorn Wanchai, who has served as its Independent Non-executive Director for more than nine years since 17 September 1998, a letter confirming his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). As such, the Bank considers Mr Chiranakhorn to be still independent and, therefore, eligible for re-election as its Independent Non-executive Director at the 2015 annual general meeting of the shareholders.

**DIRECTORS' SERVICE CONTRACTS**

No director proposed for re-election at the forthcoming annual general meeting of the shareholders has a service contract, which is not determinable by the Bank within one year without payment of compensation, other than statutory compensation.

## 董事會報告書 DIRECTORS' REPORT

### 董事(包括行政總裁)之證券權益及淡倉

根據《證券及期貨條例》第352條而設立之登記名冊顯示，於二零一四年十二月三十一日，下列董事(包括行政總裁)持有本銀行及其聯繫公司(定義見《證券及期貨條例》第XV部)之證券及相關證券權益及淡倉：

越秀地產股份有限公司(根據《證券及期貨條例》為本銀行之聯繫公司)

### DIRECTORS' (INCLUDING THE CHIEF EXECUTIVE OFFICER'S) INTERESTS AND SHORT POSITIONS IN SECURITIES

As of 31 December 2014, the interests and short positions of the directors (including the chief executive officer) in the securities and underlying securities of the Bank and its associated corporations (under Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept under Section 352 of the SFO, were as follows:

Yuexiu Property Company Limited (associated corporation of the Bank under the SFO)

#### 證券權益

#### Interests in securities

董事芳名 Director's name	好倉 / 淡倉 Long / short position	持有普通股股份數目 Number of ordinary shares held			
		個人權益 Personal interests	配偶權益 Spousal interests	公司權益 Corporate interests	總權益 Total interests
李 鋒 Li Feng	好倉 Long	172,900	—	—	172,900
李家麟 Lee Ka Lun	好倉 Long	4,200,000	—	—	4,200,000

#### 其他證券權益及淡倉

根據《證券及期貨條例》，除上述已披露權益外，於二零一四年十二月三十一日，並無任何董事(包括行政總裁)，或彼等之聯繫人士，在本銀行及其聯繫公司持有任何其他證券(或相關證券)權益(或淡倉)。再者，於二零一四年十二月三十一日，董事(包括行政總裁)或彼等之配偶及彼等未滿十八歲之子女並無獲授權向本銀行及其聯繫公司認購股份，更不用說行使認購權。

#### Other interests and short positions in securities

Under the SFO, other than those interests disclosed above, as of 31 December 2014, none of the directors (including the chief executive officer), nor their respective associates, had any other interests (nor any short positions) in any securities (nor in any underlying securities) in the Bank and its associated corporations. Moreover, as of 31 December 2014, none of the directors (including the chief executive officer), nor their respective spouses and children under 18 years of age, had been granted any rights to subscribe for the securities in the Bank and its associated corporations, much less had any such rights exercised.

主要股東之證券權益及淡倉

除上述某些董事(包括行政總裁)已披露之權益外(如有),根據《證券及期貨條例》第336條而設立之登記名冊顯示,於二零一四年十二月三十一日,下列各方持有本銀行證券及相關證券權益及淡倉:

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As of 31 December 2014, the register maintained under Section 336 of the SFO showed that, other than the interests disclosed above in respect of certain directors (including the chief executive officer) (if any), the following parties had interests and short positions in the securities and underlying securities in the Bank:

證券權益

Interests in securities

名稱 Name	好倉 / 淡倉 Long / short position	身份 Capacity	普通股 股份數目 Number of ordinary shares	佔已發行股本 之百分比 Percentage of issued share capital
越秀金融控股有限公司 Yuexiu Financial Holdings Limited	好倉 Long	實益持有人 Beneficial owner	326,250,000	75
越秀企業(集團)有限公司 Yue Xiu Enterprises (Holdings) Limited	好倉 Long	受控制公司之權益 Interest of a controlled corporation	326,250,000	75
廣州越秀集團有限公司 (Guangzhou Yue Xiu Holdings Limited*)	好倉 Long	受控制公司之權益 Interest of a controlled corporation	326,250,000	75

附註 Note:

越秀金融控股有限公司為越秀企業(集團)有限公司全資擁有(「越秀企業」),而越秀企業則為廣州越秀集團有限公司全資擁有。

Yuexiu Financial Holdings Limited is wholly-owned by Yue Xiu Enterprises (Holdings) Limited ("Yuexiu"), and Yuexiu is wholly-owned by 廣州越秀集團有限公司 (Guangzhou Yue Xiu Holdings Limited\*).

\* for identification purpose only

除上述根據《證券及期貨條例》第336條所披露之本銀行證券及相關證券權益及淡倉外,於二零一四年十二月三十一日,本銀行並無接獲任何其他有關本銀行證券及相關證券權益及淡倉之通知。

Other than those interests and short positions in the securities and underlying securities in the Bank as disclosed above under Section 336 of the SFO, the Bank had not been notified of any other interests and short positions in its securities and underlying securities as of 31 December 2014.



## 董事會報告書 DIRECTORS' REPORT

### 董事在重要合約之利益

除下述「關連交易」所披露之利益外，於年結日或本年度內任何時間，本銀行各董事並無直接或間接在本銀行或任何其附屬公司所訂立之重大合約中享有重大利益。

### 委任獨立非執行董事

本銀行收到各獨立非執行董事有關其根據《上市規則》第 3.13 項而發之確認獨立性週年函件。本銀行認為所有獨立非執行董事仍然獨立。

### 關連交易

(i) 本集團與廖創興企業有限公司及其聯繫人（「廖創興企業集團」）彼此間於二零一四年一月一日至二零一四年四月三十日為止之關連交易概述如下：

甲、本銀行為廖創興企業集團處理一般日常銀行交易。本銀行提供之服務有支票結算、往來及儲蓄戶口、定期存款、外匯買賣、匯款及其他銀行服務。

乙、本集團向廖創興企業集團提供證券及期貨買賣及代理人服務。

丙、廖創興企業有限公司透過其全資附屬公司，廖創興物業管理及代理有限公司及廣州市裕利物業管理有限公司，提供物業管理、物業顧問及物業維修服務予本銀行及其附屬公司。

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than those interests disclosed below under the heading "CONNECTED TRANSACTIONS", 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, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Bank has received, from each of the independent non-executive directors, an annual letter confirming his independence pursuant to Rule 3.13 of the Listing Rules. The Bank considers all of the independent non-executive directors to be still independent.

### CONNECTED TRANSACTIONS

(i) The connected transactions between the Group and Liu Chong Hing Investment Limited and its associates ("Liu Chong Hing Investment Group") during the period from 1 January 2014 to 30 April 2014 are as follows:

A. The Bank handled routine banking transactions for Liu Chong Hing Investment Group. Services provided by the Bank are cheque clearing, current and savings accounts, fixed deposits, foreign exchange, remittances and other banking facilities.

B. The Group provided securities and futures brokerage and nominee services to Liu Chong Hing Investment Group.

C. Liu Chong Hing Investment Limited through its wholly-owned subsidiaries, Liu Chong Hing Property Management and Agency Limited and Guangzhou Wealth Good Property Management Company Limited, provided property management, property consultancy and property maintenance services to the Bank and its subsidiaries.

關連交易 - 續

丁、由二零一四年一月一日至二零一四年二月十八日，廖創興企業有限公司向本銀行租用四層創興銀行中心。另一方面，本銀行已租用多個寫字樓物業，這些物業由廖創興企業及其他關連公司擁有。

戊、誠如本銀行於二零一三年十二月四日的通函所載，本銀行與廖創興企業有限公司於二零一三年十月二十五日訂立買賣協議（「物業協議」），據此 (i) 本銀行同意出售、而廖創興企業有限公司同意購買位於香港中環德輔道中 24 號創興銀行中心，物業轉讓對價為港幣 22.3 億元及 (ii) 廖創興企業有限公司同意向本銀行租出創興銀行中心的地下至 19 樓（含該兩層樓）及 26 樓，每月租金為港幣 5,660,000 元，租期為五年（「租賃」）。本銀行可以選擇將租賃再續延五年。物業協議於二零一三年十二月二十日獲得股東批准，並於二零一四年二月十九日完成。

由二零一四年二月十九日至二零一四年四月三十日，本銀行向廖創興企業有限公司支付租金合共港幣 13,341,429 元。

CONNECTED TRANSACTIONS - continued

D. Liu Chong Hing Investment Limited leased 4 floors of Chong Hing Bank Centre from the Bank from 1 January 2014 to 18 February 2014. On the other hand, the Bank leased various premises from Liu Chong Hing Investment Limited and other connected companies.

E. As set out in the Bank's circular dated 4 December 2013, the Bank and Liu Chong Hing Investment Limited entered into an agreement for sale and purchase (the "Property Agreement") on 25 October 2013 pursuant to which (i) the Bank agreed to sell, and Liu Chong Hing Investment Limited agreed to purchase, Chong Hing Bank Centre at No. 24 Des Voeux Road, Central, Hong Kong for a consideration of HK\$2,230 million and (ii) Liu Chong Hing Investment Limited agreed to lease to the Bank ground to 19th floors (both inclusive) and the 26th floor of Chong Hing Bank Centre for a monthly rent of HK\$5,660,000 for a term of five years (the "Lease"). The Bank has an option to renew the Lease for a further term of five years. Shareholder approval for the Property Agreement was obtained on 20 December 2013 and completion took place on 19 February 2014.

For the period from 19 February 2014 to 30 April 2014, the Bank paid a total of HK\$13,341,429 rent to Liu Chong Hing Investment Limited.

## 董事會報告書 DIRECTORS' REPORT

### 關連交易 - 續

(ii) 本集團與中遠(香港)集團有限公司及其聯繫人(「中遠集團」)彼此間於二零一四年一月一日至二零一四年二月十四日為止之關連交易概述如下:

甲、本銀行為中遠集團處理一般日常銀行交易。本銀行提供之服務有支票結算、往來及儲蓄戶口、定期存款、外匯買賣、匯款及其他銀行服務。

(iii) 本集團與廣州越秀集團有限公司及其聯繫人(「廣州越秀集團」)彼此間於二零一四年二月十四日至二零一四年十二月三十一日為止之關連交易概述如下:

甲、本銀行為廣州越秀集團處理一般日常銀行交易。本銀行提供之服務有支票結算、往來及儲蓄戶口、定期存款、外匯買賣、匯款及其他銀行服務。

乙、本銀行向越秀地產股份有限公司(越秀企業(集團)有限公司)的聯繫人購買債券。於二零一四年十二月三十一日,債券的價值約為港幣 2.28 億元。

### CONNECTED TRANSACTIONS - continued

(ii) The connected transaction between the Group and COSCO (Hong Kong) Group Limited and its associates (“COSCO Group”) during the period from 1 January 2014 to 14 February 2014 are as follows:

A. The Bank handled routine banking transactions for COSCO Group. Services provided by the Bank are cheque clearing, current and savings accounts, fixed deposits, foreign exchange, remittances and other banking facilities.

(iii) The connected transaction between the Group and Guangzhou Yue Xiu Holdings Limited and its associates (“Guangzhou Yue Xiu Group”) during the period from 14 February 2014 to 31 December 2014 are as follows:

A. The Bank handled routine banking transactions for Guangzhou Yue Xiu Group. Services provided by the Bank are cheque clearing, current and savings accounts, fixed deposits, foreign exchange, remittances and other banking facilities.

B. The Bank also bought debt securities from Yuexiu Property Company Limited, an associate of Yue Xiu Enterprise (Holdings) Limited, which amounted to HK\$ 228 million as at 31 December 2014.

關連交易 - 續

丙、誠如本銀行於二零一四年六月二十三日的公告所載，本銀行與廣州越秀城建國際金融中心有限公司（越秀企業（集團）有限公司的聯繫人）於二零一四年六月二十三日訂立租賃協議（「租賃協議」）。據此，本銀行同意向廣州越秀城建國際金融中心有限公司租賃中國廣州市天河區珠江江西路5號160房廣州國際金融中心裙樓第一層103單元及中國廣州市天河區珠江江西路5號260房廣州國際金融中心裙樓第二層203單元（「物業」）。由二零一四年七月一日至二零一六年六月三十日，每月租金為人民幣233,068元，而由二零一六年七月一日至二零一七年六月三十日，每月租金則為人民幣244,722元。本銀行於二零一四年七月一日至二零一四年十月三十一日止期間享有總額合共人民幣699,204元的租金優惠。如本銀行於租賃屆滿前終止租賃協議，本銀行須向業主支付同等金額。

本銀行與廣州越秀城建仲量聯行物業服務有限公司（越秀企業（集團）有限公司的聯繫人）於二零一四年六月二十三日訂立物業管理協議（「物業管理協議」），就物業提供管理服務。根據物業管理協議，本銀行須於租賃協議租期內每月向物業經理支付管理費人民幣34,720元。

CONNECTED TRANSACTIONS - continued

C. As set out in the Bank's announcement dated 23 June 2014, the Bank and Guangzhou Yue Xiu City Construction International Finance Centre Co., Ltd. (an associate of Yue Xiu Enterprise (Holdings) Limited) entered into a tenancy agreement (the "Tenancy Agreement") on 23 June 2014 for the lease of Unit 103, 1/F Podium, Guangzhou International Finance Centre, House 160, 5 Zhujiang West Road, Tianhe District, Guangzhou, the People's Republic of China and Unit 203, 2/F Podium, Guangzhou International Finance Centre, House 260, 5 Zhujiang West Road, Tianhe District, Guangzhou, the People's Republic of China (the "Property") at a monthly rent of RMB233,068 from 1 July 2014 to 30 June 2016 and RMB244,722 from 1 July 2016 to 30 June 2017. The Bank is entitled to a rent concession in the total amount of RMB699,204 for the period from 1 July 2014 to 31 October 2014. If the Tenancy Agreement is terminated by the Bank before the expiry of the tenancy, the Bank is required to pay back the same amount to Guangzhou Yue Xiu City Construction International Finance Centre Co., Ltd.

On 23 June 2014, the Bank and Guangzhou Yue Xiu City Construction Jones Lang LaSalle Property Services Co., Ltd. (an associate of Yue Xiu Enterprise (Holdings) Limited) entered into a property management agreement (the "Property Management Agreement") for the provision of management services in relation to the Property at a monthly management fee of RMB34,720.

## 董事會報告書 DIRECTORS' REPORT

### 關連交易 - 續

(iv) 本銀行與其董事及其聯繫人彼此間於二零一四年十二月三十一日為止之關連交易概述如下：

甲、本銀行為其董事及聯繫人處理日常銀行交易，包括支票結算、往來及儲蓄戶口、定期存款、外匯、匯款及其他銀行服務。根據香港聯合交易所證券上市規則第 14A.97 條，有關交易可豁免遵守該章的申報、年度審核、公告及獨立股東批准規定。

乙、本銀行於二零一二年十一月二十八日就物業租賃與業主簽訂租賃協議，租金為每月港幣 280,000 元（不包括公共設施費用、維修保養費用及其他費用和開支），自二零一二年十一月一日起為期兩年。該業主為本銀行董事廖烈智先生及其聯繫人（具香港聯合交易所證券上市規則界定之涵義）分別擁有大約 80% 及 20% 股權之公司。由二零一四年一月一日至二零一四年二月十四日，本銀行所支付之租金、公共設施費用、維修保養費用及其他費用和開支合共為港幣 785,801 元，低於本銀行於二零一二年十一月二十八日就該事項刊發之公告所列之有關年度上限。

### CONNECTED TRANSACTIONS - continued

(iv) The connected transactions between the Bank and its directors and their associates during the year ended 31 December 2014 are as follows:

A. The Bank handled routine banking transactions for its directors and their associates including cheque clearing, current and savings accounts, fixed deposits, foreign exchange, remittances and other banking facilities. Such transactions are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements pursuant to Rule 14A.97 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

B. The Bank entered into a tenancy agreement with the landlord, a company owned as to about 80% by Mr Liu Lit Chi, a director, and as to about 20% by his associates (within the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), on 28 November 2012 for the lease of a property for a monthly rent of HK\$280,000 (exclusive of utilities, maintenance charges and other charges and outgoings) with effect from 1 November 2012 for a term of two years. From 1 January 2014 to 14 February 2014, the rent, utilities, maintenance charges and other charges and outgoings paid by the Bank amounted to HK\$785,801 which is below the annual cap in question as set forth in the Bank's announcement dated 28 November 2012 about this matter.

### 關連交易 - 續

根據香港會計師公會發佈的香港鑒證業務準則 3000 號「歷史財務資料審核或審閱以外的鑒証工作」並參考實務說明第 740 號「香港《上市規則》規定的持續關連交易的核數師函件」，本銀行之外聘核數師已就本集團持續關連交易作出報告。根據香港聯合交易所有限公司證券上市規則第 14A.56 條，核數師已就年報由第 56 頁至第 60 頁所載本集團披露的持續關連交易，發出無保留意見的函件，並載有其發現和結論。本銀行已將核數師函件副本向香港聯合交易所有限公司提供。獨立非執行董事已評核持續關連交易及核數師之函件，並已確認本銀行進行之交易乃按日常和慣常營業模式，以一般商業條款，及根據此等交易以合約交易。其條款屬公平及合理，亦符合本銀行整體股東之利益。

### 權益申報

並無董事（梁高美懿女士除外）於直接或間接與本銀行業務可能會或可能不會構成競爭之任何業務中佔有權益。

梁高美懿女士是中國建設銀行股份有限公司的獨立非執行董事。

### CONNECTED TRANSACTIONS - continued

The Bank's external auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group from page 56 to 60 of the Annual Report in accordance with paragraph 14A.56 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A copy of the auditor's letter has been provided by the Bank to The Stock Exchange of Hong Kong Limited. The independent non-executive directors have reviewed the continuing connected transactions and the auditor's letter and have confirmed that the transactions have been entered into by the Bank in the ordinary course of its business, on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of shareholders of the Bank as a whole.

### DECLARATION OF INTERESTS

No directors (other than Mrs Leung Ko May Yee Margaret) are interested in any business which may or may not compete, either directly or indirectly, with the business of the Bank.

Mrs Leung Ko May Yee Margaret is an Independent Non-executive Director of China Construction Bank Corporation.

## 董事會報告書 DIRECTORS' REPORT

### 股票及債券認購權之安排

除於綜合財務報表之附註第 37 項內所述之股份期權計劃外，本年度內本銀行或任何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任何公司之股份或債券而獲益。

### 本銀行上市股份之購買、出售或贖回

於本年度內，本銀行及其附屬公司並無購買、出售或贖回本銀行之上市股份。

### 捐款

本年度內本集團共捐款約港幣 537,000 元（二零一三年：港幣 277,000 元）作慈善及其他用途。

### 薪酬制度

本銀行已成立薪酬委員會，負責範圍包括通過參考本銀行的公司目標檢討及審批董事及高級管理層以工作表現為基礎之薪酬。

### 遵守指引

本銀行已完全符合香港銀行業條例的《銀行業（披露）規則》編製二零一四年度財務報表。

### ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than the share option schemes disclosed in note 37 to the consolidated financial statements, at no time during the year was the Bank or any of 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.

### PURCHASE, SALE OR REDEMPTION OF THE BANK'S LISTED SECURITIES

Neither the Bank nor any of its subsidiaries had purchased, sold or redeemed any of the Bank's listed securities during the year.

### DONATIONS

During the year, the Group made charitable and other donations amounting to approximately HK\$537,000 (2013: HK\$277,000).

### EMOLUMENT POLICY

The Bank has set up a Remuneration Committee, responsibilities of which include reviewing and approving the performance-based remuneration packages payable to directors and senior management, if any, by reference to the Bank's corporate goals and objectives.

### STATEMENT OF COMPLIANCE

In preparing the financial statements for 2014, the Bank has fully complied with the Banking (Disclosure) Rules of the Hong Kong Banking Ordinance.

## 足夠之公眾持股量

誠如本銀行、越秀企業（集團）有限公司及越秀金融控股有限公司於二零一四年一月十五日聯合刊發的綜合要約及回應文件所載，野村國際（香港）有限公司代表越秀金融控股有限公司作出自願性有條件現金部份要約（「部份要約」），以收購本銀行股本中最多 326,250,000 股股份（佔本銀行已發行股本 75%）。

部份要約在二零一四年二月十四日結算後，越秀金融控股有限公司收購本銀行股本中合共 326,250,000 股股份（佔本銀行已發行股本 75%），而廖創興置業有限公司（「廖創興置業」）持有本銀行股本中的 50,408,488 股股份（佔本銀行已發行股本約 11.59%），因此繼續成為本銀行的主要股東及關連人士（定義見香港聯合交易所有限公司證券上市規則（「《上市規則》」）第一章）。於二零一四年二月十四日，本銀行的公眾持股比例跌至大約 13%，低於《上市規則》第 8.08(1)(a) 條的最低公眾持股量要求。

根據《上市規則》第 8.08(1)(b) 條附註(1)，本銀行的股份（股份代號：01111）及債務證券（股份代號：04327）由二零一四年二月六日上午九時起暫停買賣。本銀行已向香港聯合交易所有限公司（「聯交所」）申請及聯交所已授予豁免，在二零一四年二月五日至二零一四年五月五日止三個月期間（包括首尾兩天）內無需嚴格遵守《上市規則》第 8.08(1)(a) 條有關公眾持股量的規定。

## SUFFICIENCY OF PUBLIC FLOAT

As set out in the composite offer and response document dated 15 January 2014 jointly issued by the Bank, Yue Xiu Enterprises (Holdings) Limited and Yuexiu Financial Holdings Limited, Nomura International (Hong Kong) Limited, on behalf of the Yuexiu Financial Holdings Limited, made a voluntary conditional cash partial offer (the "Partial Offer") to acquire a maximum of 326,250,000 shares in the capital of the Bank (representing 75% of the issued share capital of the Bank).

Upon settlement of the Partial Offer on 14 February 2014, Yuexiu Financial Holdings Limited acquired a total of 326,250,000 shares in the capital of the Bank (representing 75% of the issued share capital of the Bank) and Liu Chong Hing Estate Company, Limited ("Liu Chong Hing Estate") held 50,408,488 shares in the capital of the Bank (representing approximately 11.59% of the issued share capital of the Bank) and therefore continued to be a substantial shareholder and connected person (as defined in Chapter 1 of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) of the Bank. On 14 February 2014, the public float of the Bank fell to approximately 13% which was below the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

Pursuant to Note 1 to Rule 8.08(1)(b) of the Listing Rules, trading in the shares (stock code: 01111) and debt securities (stock code: 04327) of the Bank was suspended with effect from 9:00 am on 6 February 2014. The Bank had applied for and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") had subsequently granted a waiver from strict compliance with the public float requirement under Rule 8.08(1)(a) of the Listing Rules for a three-month period from 5 February 2014 to 5 May 2014 (both days inclusive).



## 董事會報告書 DIRECTORS' REPORT

於二零一四年四月三十日，廖創興企業有限公司的合資格股東成為根據廖創興置業持有的本銀行股本中部份股份作廖創興企業實物分派所分派的創興銀行股份的登記股東。緊隨廖創興企業實物分派完成後，廖創興置業持有 12,550,074 股創興銀行股份 (佔創興銀行已發行股本約 2.89%) 及不再是創興銀行的主要股東或關連人士。因此，創興銀行的公眾持股比例恢復至 25.0% 水平，符合《上市規則》第 8.08(1)(a) 條的規定。

本銀行的股份 (股份代號：01111) 及債務證券 (股份代號：04327) 於二零一四年五月七日上午九時起在聯交所恢復買賣。

除以上所提及外，本銀行於截至二零一四年十二月三十一日止年度全年均維持足夠之公眾持股量。

### 核數師

核數師羅兵咸永道會計師事務所任期將於本銀行即將舉行之股東週年大會結束屆滿，惟願參選連任。

承董事會命  
張招興  
主席

二零一五年二月二十六日

On 30 April 2014, qualifying shareholders in Liu Chong Hing Investment Limited became registered shareholders of the shares in the capital of the Bank distributed pursuant to the Liu Chong Hing Investment Limited distribution in specie of some of the shares in the capital of the Bank held by Liu Chong Hing Estate. Immediately after completion of the Liu Chong Hing Investment Limited distribution in specie, Liu Chong Hing Estate held 12,550,074 shares in the capital of the Bank (representing approximately 2.89% of the issued share capital of the Bank) and had ceased to be a substantial shareholder or connected person of the Bank. Accordingly, the public float of the Bank had been restored to 25.0%, thereby fulfilling the requirement of Rule 8.08(1)(a) of the Listing Rules.

Resumption of trading in the shares (stock code: 01111) and debt securities (stock code: 04327) of the Bank on the Stock Exchange took place from 9:00 am on 7 May 2014.

Other than that mentioned above, the Bank has maintained a sufficient public float throughout the year ended 31 December 2014.

### AUDITOR

Messrs PricewaterhouseCoopers shall retire at the conclusion of the Bank's forthcoming annual general meeting of the shareholders. Being eligible, it shall offer itself for re-appointment as the Bank's auditor at the meeting.

On behalf of the Board  
**Zhang Zhaoxing**  
Chairman

26 February 2015

## 企業管治常規

創興銀行(「本銀行」)乃根據《銀行業條例》，並受《香港金融管理局》(「金管局」)監管之認可機構。本銀行《董事會》(「董事會」)監察本集團之政策、程序及監控措施，用以監察及控制因銀行及有關金融服務業務所帶來之風險。由本銀行董事及高級管理人員組成之各個專責委員會獲授權監察本集團之日常主要工作。按照《銀行業(披露)規則》所編製，有關企業管治、風險管理及其他未經審核之補充財務資料詳細報告有關董事會及高級管理層之監督及風險管理過程。

## 企業管治政策聲明

本銀行之《企業管治政策聲明》為各董事行事的指導原則，闡述本銀行承諾遵守高水平的企業管治常規(即此制度由本銀行指導及管控，本銀行的目標制定、表現監控和達致該等目標等方式均在該制度架構下進行)，而本銀行的董事會為負責本銀行企業管治常規的最終管治組織。

具體而言，本銀行奉行以下企業管治常規：

董事會每年度最少定期召開四次全體會議，最少每季度一次。除緊急情況外，全體董事均被給予充份的董事會會議通知，使彼等皆有機會參與會議。會議議程及相關會議文件全文均須於董事會會議預定日期最少一星期前寄予全體董事。

所有董事均有權查閱董事會會議文件及相關資料。當非執行董事提出疑問時，本銀行將採取措施及時和全面作出回應。倘若獨立非執行董事與執行董事就任何討論議題持相反意見時，會議記錄將清晰地反映有關情況。公司秘書負責保管完整的會議記錄，任何董事可於發出合理通知後，於辦公時間內可隨時查閱該等會議記錄。

## Corporate Governance Practices

Chong Hing Bank Limited (the “Bank”) is an authorised institution supervised by the Hong Kong Monetary Authority (the “HKMA”) under the Banking Ordinance. The Board of Directors of the Bank (the “Board”) oversees the Group’s policies, procedures and controls of measuring, monitoring and controlling risks arising from banking and related financial service businesses. The day-to-day supervision of major functional areas is delegated to various specialised committees comprising directors and senior management members of the Bank. The unaudited supplementary financial information regarding corporate governance, risk management and other financial information disclosed pursuant to the Banking (Disclosure) Rules provides a detailed report on the Board and senior management oversight and the risk management process.

## Policy Statement on Corporate Governance

The Bank’s Policy Statement on Corporate Governance, which serves as a source of guiding principles for the directors, has set forth that the Bank is committed to observing high standards of corporate governance practices (namely, the system by which the Bank is directed and controlled, the structure through which its objectives are set, and the means of monitoring its performance and achieving such objectives) and that its Board is the ultimate governing body responsible for the Bank’s corporate governance practices.

Specifically, the Bank subscribes to and implements the following corporate governance practices:

At least four regular full board meetings are being held every year – at least one in each quarter. Except in emergencies, adequate notice is being given of a board meeting so that all directors have an opportunity to attend. An agenda and accompanying board papers are being sent in full to all directors at least a week before the intended date of a board meeting.

All directors are entitled to have access to board papers and related materials. Where queries are raised by non-executive directors, steps will be taken to respond as promptly and fully as possible. If the independent non-executive directors hold views contrary to those of the executive directors in respect of any matter discussed at a board meeting, the minutes will have this reflected clearly. Full minutes are being kept by the company secretary and such minutes are open for inspection at any time during office hours on reasonable notice by any director.

# 企業管治報告書 CORPORATE GOVERNANCE REPORT

於二零一五年二月二十六日  
as of 26 February 2015

支付予獨立非執行董事的董事袍金，以及其他報酬或薪酬（如有）須在本銀行的年報及財務報表作全面披露。

Directors' fees, as well as other reimbursement or emolument (if any), payable to independent non-executive directors are disclosed in full in the Bank's annual reports and financial statements.

於每次股東週年大會上，當時自上次當選任期最長的三分之一的董事必須輪值告退，該等退任董事屆時將有資格重選。

One-third of the directors who have been longest in office since their last election shall retire by rotation at each annual general meeting of the shareholders. The retiring directors shall then be eligible for re-election.

本銀行應獨立非執行董事要求，在適當情況下為該等董事尋求專業意見所引致的費用由本銀行承擔。

At the request of the independent non-executive directors, arrangements shall be made in appropriate circumstances to enable such directors to seek professional advice at the expense of the Bank.

各非執行董事須確保有足夠的時間及專注處理本銀行的事務，若無法履行者則不會接受委任。倘若董事會所考慮的事項涉及任何主要股東或董事的利益衝突時，則須召開全體董事會會議，不得以傳閱方式或由轄下之委員會處理。

Every non-executive director has made sure that he can give sufficient time and attention to the affairs of the Bank and that he will not accept the appointment if he cannot do so. If a matter to be considered by the Board involves a conflict of interest for a substantial shareholder or a director, a full board meeting will be held and the matter will not be dealt with by circulation or by committee.

倘若獨立非執行董事辭任或被免職，則須通知香港聯合交易所有限公司（「聯交所」）及向其說明相關原因。

If an independent non-executive director resigns or is removed from office, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") will be notified of the reasons involved.

# 企業管治報告書 CORPORATE GOVERNANCE REPORT

於二零一五年二月二十六日  
as of 26 February 2015

本銀行已提醒各董事時刻留意作為本銀行董事的責任。本銀行會向新委任的董事適當地簡報本銀行事務，並由公司秘書持續提供有關聯交所、金管局及其他機構編製之相關企業管治資料。除其他企業管治文獻外，各董事已獲給予並應遵行企業管治資料當中，包括聯交所網頁內的董事及企業管治指引（該文件旨在讓包括本銀行在內之上市公司的董事熟悉彼等在《香港聯合交易所有限公司證券上市規則》（「《上市規則》」）下的責任）、金管局的指引《本地註冊認可機構的企業管治》（該文件簡介包括本銀行在內之認可機構在審慎管理方面的重要事項，並作為該等認可機構之董事局成員履行董事職責及責任的最佳常規指引）、公司註冊處的《董事責任指引》、香港董事學會的《董事指引》，以及本銀行的《組織章程細則》（該文件載有管理本銀行內部事務的規定，除其他事項外，列明董事會組成，以及董事會向委員會授權和委任個別職位如行政總裁及副行政總裁等以管理本銀行業務等相關程序）。總括而言，各董事已獲悉彼等應貫徹避免任何利益衝突，並真誠行事以本銀行的整體利益為依歸。各董事應以審慎、技巧及努力不懈履行其職責，並僅就恰當的企業宗旨而行使其權力。

The Bank has reminded every director that he has to keep abreast of his responsibilities as a director of the Bank. Newly appointed directors will receive an appropriate briefing on the Bank's affairs and be provided by the company secretary with relevant corporate governance materials published by the Stock Exchange, the HKMA and others on an ongoing basis. Directors have been given, among other corporate governance literature, copies of, and are expected to refer to, the Stock Exchange's webpage on Directors and Corporate Governance Practices (which aims to acquaint directors of listed companies, of which the Bank is one, with their responsibilities under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")), the HKMA's guideline entitled "Corporate Governance of Locally Incorporated Authorized Institutions" (which addresses issues important for the prudent management of authorised institutions, of which the Bank is one, and serves as a best practice guide for directors concerning their duties and responsibilities as board members of such authorised institutions), the Companies Registry's *A Guide on Directors' Duties*, the Hong Kong Institute of Directors' guidelines for directors, and the Bank's Articles of Association (which contains regulations for the management of the internal affairs of the Bank by setting forth, among other things, the constitution of the Board as well as such procedures as the delegation of the powers of the Board to committees and the appointment of individuals to such offices as those of chief executive officer and deputy chief executive officer(s) to manage the Bank's business). In short, directors have been reminded that they should guard against any conflict of interest and act in good faith in the interests of the Bank as a whole at all times. They should exercise due care, diligence and skill when performing their duties and should use their powers for proper corporate purposes only.

# 企業管治報告書 CORPORATE GOVERNANCE REPORT

於二零一五年二月二十六日  
as of 26 February 2015

## 董事會職權範圍

董事會根據本銀行當時有效的《組織章程細則》組成。在不影響該等細則效力的前提下，該等職權範圍，除其他事項外，訂明董事會的組成及其權力和職責。

董事人數應為七名至二十五名之間。於每次股東週年大會上，當時自上次當選任期最長的三分之一的董事必須輪值告退，該等退任董事屆時將有資格重選。

在不影響本銀行於股東大會上委任任何人士為董事的權力之前提下，董事會有權委任任何人士為董事，惟有關任命須經金管局同意。任何由董事會委任的董事之任期至下次股東週年大會為止，屆時將有資格重選。

主席應由董事會從眾成員中委任，主持董事會會議及股東大會。公司秘書應由董事會委任。

### 1. 權力及職責

董事會為本銀行的最終管治組織，負責：

- 制訂本銀行的策略目標及政策；
- 填補高級管理職位及檢討該等職位的接任計劃；
- 確保具備適當的內部監控制度；
- 監察管理層達致及遵守該等目標及政策的表現；以及
- 對本銀行的營運負責。

## Terms of Reference for the Board

The Board is constituted in accordance with the Bank's Articles of Association for the time being in force. Without prejudice to such articles, these terms of reference set out, among other things, the composition of the Board as well as its powers and duties.

The number of directors shall be between seven and twenty-five. One-third of the directors who have been longest in office since their last election shall retire by rotation at each annual general meeting of the shareholders. The retiring directors shall then be eligible for re-election.

Without prejudice to the power of the Bank in general meeting of the shareholders to appoint any person to be a director, the Board shall have the power to appoint any person to be a director provided that the HKMA shall have consented to that person being so appointed in both cases. Any director so appointed by the Board shall hold office until the next annual general meeting of the shareholders and shall then be eligible for re-election.

The chairman shall be appointed by the Board from amongst its members to preside at board meetings and general meetings of the shareholders. The company secretary shall be appointed by the Board.

### 1. Powers and Duties

The Board is the ultimate governing body of the Bank responsible for:

- setting the Bank's strategic goals and policies;
- filling senior management positions and reviewing succession plans for such positions;
- ensuring that a proper system of internal controls exists;
- monitoring management performance against the achievement of such goals and the compliance with such policies; and
- accounting for the Bank's operations.

本銀行的業務應由董事會管理，其權力包括：

- 委任行政總裁領導本銀行的管理架構，惟有關人士之任命須經金管局同意；以及
- 向行政總裁或其認為合適人士所組成的一個或多個委員會授予其所享有的任何權力（包括本銀行日常業務管理）。

除本銀行不時有效的《組織章程細則》賦予董事會的權力（包括借款、籌集資金或提供抵押支付、委任授權代表、授出權力、以及受權轉授權力）外，董事會可行使該等本銀行可行使、進行或批准的一切權力及進行的一切事項（本銀行《組織章程細則》或其他相關規則及規例明確規定須由本銀行在股東大會上行使者除外）。

## 2. 董事類別

本銀行董事分為三類：執行董事、非執行董事及獨立非執行董事。

### (i) 執行董事

執行董事除應承擔董事會成員的職責外，亦應以本銀行僱員身分履行行政、管理及監督職能，彼等應就董事會可能不時向其指派有關本銀行業務管理履行職責及行使權力。在董事會並無作出具體指示的情況下，執行董事應有一般權力及責任妥善領導及管理本銀行的業務，惟須符合本銀行《組織章程細則》及任何其他相關規則及規例。執行董事應盡其能力，在符合董事會指示的情況下促進及拓展本銀行的業務。

The business of the Bank shall be managed by the Board whose powers include those:

- to appoint the chief executive officer to head the Bank's management structure provided that the HKMA shall have consented to that person being so appointed; and
- to delegate any of its powers (including the day-to-day management of the business of the Bank) to the chief executive officer or to a committee or committees consisting of such individuals as it sees fit.

In addition to the powers conferred upon the Board by the Bank's Articles of Association for the time being in force (including the powers to borrow, raise or secure the payment of money; to appoint attorneys; to delegate; and to authorise subdelegation), the Board may exercise all such powers and do all such acts and things as may be exercised, done or approved by the Bank and are not expressly required to be exercised by the Bank in general meeting of the shareholders under the Bank's Articles of Association or such other relevant rules and regulations.

## 2. Types of Directors

There are three types of directors: executive directors, non-executive directors and independent non-executive directors.

### (i) Executive Directors

Executive directors shall carry out administrative, managerial and supervisory functions as employees of the Bank in addition to their duties as board members. They shall perform the duties and exercise the powers that the Board may from time to time assign to them in relation to the management of the business of the Bank. In the absence of any specific directions from the Board, executive directors shall have the general control and responsibility for the proper direction and management of the business of the Bank subject to the Articles of Association of the Bank and any other relevant rules and regulations. Executive directors shall do all in their power to promote and develop the business of the Bank, and conform to the directions of the Board while doing so.

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## (ii) 非執行董事及獨立非執行董事

有別於執行董事，非執行董事及獨立非執行董事並非本銀行的僱員。因此，非執行董事及獨立非執行董事均不會參與本銀行的日常業務管理。然而，作為董事會成員，他們最終亦負有與執行董事相同的責任及職責。就此，該等董事應對本銀行事務投入足夠的時間及專注。非執行董事及獨立非執行董事應有助提升本銀行的問責意識，並為議會帶來其可能缺乏的專業知識、技能、信息、見解及連繫，從而擴闊本銀行的策略視野。此外，彼等亦須協助加強對管理層的監督，例如參與《審計委員會》等董事會轄下委員會，確保決策過程公正不偏。

## (iii) 獨立非執行董事

董事會期望獨立非執行董事在不受本銀行管理層或主要股東影響或控制的情況下行事。獨立非執行董事不應直接或間接或以其他方式持有本銀行的業務財務利益，亦不應與本銀行有任何重大銀行往來關係或與本銀行主要股東有任何關係，可能嚴重影響其本身的自由判斷。獨立非執行董事應為董事會提供策略方向、專業知識，更重要是獨立自主的能力。在必要情況下，彼等應能勇於挑戰傳統智慧，在不受本銀行管理層或主要股東影響或控制的情況下，為董事會闡述其獨立觀點。

## (ii) Non-executive Directors and Independent Non-executive Directors

Non-executive directors and independent non-executive directors, unlike executive directors, are not employees of the Bank. Non-executive directors and independent non-executive directors are, therefore, not involved in the day-to-day management of the Bank's business. However, their responsibility and liability are ultimately the same as those of the executive directors as members of the Board. As such, they shall devote sufficient time and attention to the Bank's affairs. Non-executive directors and independent non-executive directors shall help to enhance the Bank's sense of accountability and to widen its strategic horizons by bringing into the boardroom expertise, skills, information, insights and contacts that the Board might otherwise lack. Besides, they shall help to better supervise the management and ensure that the decision-making process is fair and balanced, for example, by serving on such board committees as the Audit Committee.

## (iii) Independent Non-executive Directors

The Board expects the independent non-executive directors to be free from the influence or control of the management or the substantial shareholders of the Bank. Independent non-executive directors should have no direct or indirect financial interest or otherwise in the business of the Bank. Nor should they have any significant banking relationship with the Bank or any relationship with the substantial shareholders of the Bank that might materially interfere with the exercise of their own free judgement. Independent non-executive directors shall bring strategic direction, expertise and, above all, autonomy to the Board. If necessary, they shall be prepared to challenge conventional wisdom so as to provide the Board with their own viewpoints that are free from the influence or control of the management or the substantial shareholders of the Bank.

各董事應謹記，董事雖區分為不同類別，每當有議題提呈予董事會向個別董事作集體評議、決策及批准時，各董事應各自作出判斷。各董事應貫徹避免任何利益衝突，並真誠行事以本銀行的整體利益為依歸。各董事應以謹慎、技巧及努力不懈履行其職責，並僅可就恰當的企業宗旨而行使其權力。

### 3. 酬金

董事有權就其服務收取本銀行在股東大會不時決定的酬金。此外，董事會可因應本銀行要求對執行任何特殊或額外服務的任何董事給予特別酬金。

### 4. 出席會議

董事有權出席董事會會議。其他無投票權人士亦可不時在董事會認為適當的條件下獲邀出席會議。

### 5. 會議次數

每個財政年度最少召開四次董事會定期會議，最少每季度一次。其他董事會會議可在董事認為適當的情況下於相關財政年度內召開。

### 6. 會議及程序

董事會會議法定人數為五名董事。董事會會議及程序應受本銀行當時有效的《組織章程細則》規定。

### 7. 會議權力

符合法定人數的董事會會議應能勝任行使本銀行當時有效的《組織章程細則》賦予董事會或規定其可行使的任何權力。

### 8. 書面決議案

書面決議案獲過半數董事簽署即屬有效，等同在正式召開及舉行的董事會會議通過的決議案一樣。

The directors should bear in mind that despite these directorial classifications, each of them shall exercise his own judgement when matters are submitted to the Board for the individual directors' collective view, decision and approval. The directors shall guard against any conflict of interest and act in good faith in the interests of the Bank as a whole at all times. They shall exercise due care, diligence and skill when performing their duties and shall use their powers for proper corporate purposes only.

### 3. Remuneration

A director shall be entitled to receive remuneration for his / her services such sum as shall from time to time be determined by the Bank in general meeting of the shareholders. Moreover, the Board may grant special remuneration to any director who, being called upon, shall perform any special or extra services to or at the request of the Bank.

### 4. Attendance at Meetings

The directors shall have the right of attendance at meetings of the Board. Other non-voting parties may be invited from time to time to attend upon such conditions as the Board sees fit.

### 5. Frequency of Meetings

There shall be at least four regular board meetings scheduled for each financial year – at least one in each quarter. Other board meetings may be held during the financial year in question as the directors see fit.

### 6. Meetings and Proceedings

Five directors shall constitute a quorum. The meetings and proceedings of the Board shall be governed by the Bank's Articles of Association for the time being in force.

### 7. Power of Meeting

A meeting of the Board at which a quorum is present shall be competent to exercise any power vested in or exercisable by the Board under the Bank's Articles of Association for the time being in force.

### 8. Written Resolutions

A written resolution signed by a majority of the directors shall be as valid and effectual as a resolution passed at a board meeting duly convened and held.



# 企業管治報告書 CORPORATE GOVERNANCE REPORT

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## 企業管治常規的最終責任

為確保董事會會議之間發生的事項能適時和及時處理，董事會就不同職能範疇授出監督權，並交由不同委員會（該等委員會主要旨在深入檢視董事會全體會議難以深入檢視的事項）及部門處理，而董事會對本銀行的企業管治常規仍然負有最終責任。

按照董事會的政策，其委員會及管理層應就本銀行的重要事宜向董事會提供充分和及時資料，以便董事會作出明智的決策。有關事項包括策略規劃、業務發展、接任計劃、管理發展、內部監控、應變計劃、壓力測試、風險管理、財務規劃與匯報、審計事宜、股份表現，以及符合有關本銀行《組織章程細則》及其他相關法例、規則、規例、守則、指引、常規說明及公告的事宜。

董事會現行常規是於每個財政年度召開不少於四次定期會議，每季度最少舉行一次。此外，在有需要的情況下亦會召開董事會特別會議。管理層應及時就董事會關注的事項提呈定期報告，以便各董事可於董事會會議上考慮相關事項。除於正式召開的董事會會議上提呈文件外，在有需要的情況下亦可以傳閱方式向董事會提呈相關文件。目前有關文件主要涵蓋的範疇包括預算及財務報表、核數師及監管機構報告及建議，以及對關連人士的貸款資料。

儘管董事會已授權管理層處理本銀行的日常事務，但董事會對本銀行的企業管治常規仍然負有最終責任。

## Ultimate Responsibility for Corporate Governance Practices

In order to better ensure that matters arising between board meetings are handled properly and in a timely fashion, supervision of functional areas have been delegated by the Board and handled by committees (a major purpose of such committees is to examine issues in greater depth than is possible in full board meetings) and departments, while the Board remains ultimately responsible for the Bank's corporate governance practices.

It is the policy of the Board that its committee and the management provide it with adequate and timely information on issues important to the Bank in order for the Board to make informed decisions. Such issues include strategic planning; business development; succession planning; management development; internal controls; contingency planning; stress testing; risk management; financial planning and reporting; auditing matters; share performance; and compliance with the Bank's Articles of Association and such other relevant laws, rules, regulations, codes, guidelines, practice notes and circulars.

The current practice of the Board is to hold no fewer than four regular meetings during each financial year and at least one in each quarter. Besides, extraordinary board meetings will be held if and when warranted. The management shall submit regular reports on the issues concerned to the Board in time for the directors' consideration at the board meetings in question. Relevant documents will also be submitted to the Board by circulation if and when warranted on top of those presented at physical board meetings. The papers in question currently cover such major areas as budgets and financial statements; auditor's and regulators' findings and recommendations; and loans and advances to connected parties.

Although the Board has delegated to the management the authority to conduct the day-to-day affairs of the Bank, it (namely, the Board) remains ultimately responsible for the Bank's corporate governance practices.

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董事會明白，為建立清晰明確的匯報架構能促進本銀行穩健及有效地運作，董事會需履行下列各項，確保本銀行具備一個能勝任的管理團隊：

- (i) 委任一位具誠信、能力及在銀行和相關金融服務行業具經驗的人士為行政總裁（直接向董事會匯報），並向其授予權力和責任，審慎及有效地管理本銀行的事務；
- (ii) 監督其他高級行政人員（例如副行政總裁、公司秘書、稽核及其他部門主管）的委任事宜，確保彼等為管理及掌管本銀行重要職能及業務的適當人選；
- (iii) 檢討及審批本銀行的組織架構，確保本銀行有適當制度進行主要管理人員的招聘、培訓、監督、留任及接任安排；以及
- (iv) 界定董事及高級管理層的權力及責任，並提供足夠的制衡機制，以確保所涉及的政策和程序得以妥善發展和執行。此外，高級管理人員應充分督導各特定範疇之管理人員的活動，確保匯報架構清晰明確，促進信息流動暢順。內部稽核員應可直接向董事會主席匯報，並可自由接觸董事會或其審計委員會，以便直接向彼等報告調查結果及提出建議。

董事會有責任代表本銀行股東對管理層進行監督，並由董事會轄下委員會協助履行監督職能。儘管董事會全體成員不會參與所有事務，董事會已授權轄下若干的委員會（包括審計委員會、執行委員會、提名委員會、薪酬委員會及風險管理委員會）負責監督主要職能範疇。該等董事會轄下之委員會均已清楚訂明其宗旨、權限及責任。各董事會轄下之委員會已維持其職權範圍書，並須在適當情況下更新。有關委員會應定期向董事會匯報工作情況。董事會應因應本銀行的規模和業務、董事會的組成及董事各自的專業知識，確保該等委員會有適當的數目及架構。

本銀行已為其董事及高級人員安排適當的董事及高級人員責任保險。

The Board understands that in order to facilitate the establishment of clear reporting lines to enable the Bank to be run soundly and efficiently, it needs to do the following things to ensure that a competent management team is in place:

- (i) appoint a chief executive officer (who shall report directly to the Board) with integrity, competence and experience in the banking and related financial service businesses, and delegate to him the authority and responsibility to manage the affairs of the Bank effectively and prudently;
- (ii) oversee the appointment of other senior executives (such as deputy chief executive officers, company secretary, head of internal audit and other department heads) and ensure that they are fit and proper to manage and supervise the Bank's key functions and business lines;
- (iii) review and approve the organisational structure of the Bank and ensure that a system is in place for the recruitment, training, supervision, retention and succession of the Bank's key managers; and
- (iv) define the authorities and responsibilities of the directors and the senior management, and provide adequate checks and balances to ensure proper development and implementation of the policies and procedures involved. Senior managers shall in turn exercise adequate supervision over the activities of line managers in specific areas and ensure that clear reporting lines are in place to facilitate a smooth flow of communication. Internal auditors shall have a direct reporting line to the chairman of the Board and unfettered access to the Board or its audit committee to enable them to report their findings and make their recommendations directly.

The Board is responsible for the supervision of the management on behalf of the shareholders of the Bank. The Board is assisted in its supervisory function by board committees. Instead of involving the full board in handling every matter, the supervision of major functional areas have been delegated to certain committees of the Board (including the Audit Committee, the Executive Committee, the Nomination Committee, the Remuneration Committee and the Risk Management Committee). All such board committees have been established with clearly defined objectives, authorities and responsibilities. Written terms of reference of each board committee have been maintained and shall be updated appropriately. The committees in question shall report their activities regularly to the Board. The Board shall ensure that the number of such committees and the structure of each of them are suitable, having regard to the Bank's size and business, the Board's composition and the individual directors' expertise.

Directors and officers of the Bank are covered by appropriate directors and officers liability insurance.

# 企業管治報告書 CORPORATE GOVERNANCE REPORT

於二零一五年二月二十六日  
as of 26 February 2015

## 董事會成員多元化政策聲明

本銀行致力令董事會在成員之個人才幹、知識、教育、專業才能及能力方面形成最佳組合，確保董事會在經驗、觀點、技能、見解、關係網絡、意見及資訊方面達致多元化，以履行其管治職能。

因此，本銀行的董事會力求賢能領導，按職位所需選賢任能，培養出一種多元文化，有利於加強繼任規劃及提高問責性，並為董事會引入豐富之專業才能、技能、資訊、見解及關係網絡，從而擴闊董事會之策略領域。此外，這種多元文化亦可促進審辯式思維和建設性的討論，有助董事會較佳地監督管理工作，並確保決策過程公平公正。

基於以上所述，董事會認為其包容的多元性是本銀行的重要資產。

本政策聲明並非旨在亦不會增加或減少董事根據本銀行之《組織章程細則》，以及其他有關法例、規則、規例、守則、指引、實務說明、通函等所負的責任。然而，本政策聲明旨在作為董事恰當行事之指導原則，以達致上述董事會多元化之目標。董事會會因應經驗、企業管治標準之演變及任何其他環境變化，不時檢討並在適當情況下修訂本政策聲明。

## Policy Statement on Board Diversity

The Bank aims to equip its Board with an optimal combination of personal attributes, knowledge, education, expertise and competencies so as to better ensure that the Board has a diversity of experiences, perspectives, skills, insights, contacts, ideas and information to carry out its governing functions.

The Bank, therefore, aims for meritocracy in the boardroom and all board appointments are made on merit where the best person is selected for the post. This cultivates a diverse culture which facilitates succession planning, enhances accountability and widens strategic horizons by bringing into the boardroom a wide array of expertise, skills, information, insights and contacts that the Board might otherwise lack. Besides, this diverse culture promotes critical thinking and fosters constructive debate, thereby helping the Board to better supervise the management and ensure that the decision-making process is fair and balanced.

In view of the above, the Board considers that its inclusive diversity is an invaluable asset to the Bank.

This policy statement is not intended to, and does not, either enlarge or diminish the responsibilities of the directors under the Bank's Articles of Association and such other relevant laws, rules, regulations, codes, guidelines, practice notes, circulars and the like. This policy statement is, however, intended to serve as a source of guiding principles for the directors to take appropriate actions to achieve the aims of board diversity as outlined above. The Board will review and, where appropriate, revise from time to time this policy statement in the light of experience, evolving standards of corporate governance and any other changing circumstances.

# 企業管治報告書 CORPORATE GOVERNANCE REPORT

於二零一五年二月二十六日  
as of 26 February 2015

## 出席記錄

二零一四年度董事會、審計委員會會議、執行委員會會議、提名委員會會議、薪酬委員會會議、風險管理委員會會議及股東週年大會之出席記錄如下：

## Attendance Records

Board meetings (BM), Audit Committee meetings, Executive Committee meetings, Nomination Committee meetings, Remuneration Committee meetings, Risk Management Committee meetings and annual general meeting of the shareholders (AGM) attendance records for 2014 are as follows:

董事芳名 <i>Names of Directors</i>	2014						
	董事會 BM	審計委員會 會議 Audit Committee Meeting	執行委員會 會議 Executive Committee Meeting	提名委員會 會議 Nomination Committee Meeting	薪酬委員會 會議 Remuneration Committee Meeting	風險管理 委員會會議 Risk Management Committee Meeting	股東 週年大會 AGM
	會議舉行次數 Number of Meetings Held						
	7	4	8	4	4	3	1
	出席會議次數 Number of Meetings Attended						
<b>現任董事</b> <i>Current Directors</i>							
張招興先生 (於二零一四年二月十四日獲委任)	6/6	-	-	4/4	4/4	-	1/1
梁高美懿女士 (於二零一四年二月十四日獲委任)	6/6	-	8/8	-	-	3/3	1/1
劉惠民先生	7/7	-	6/8	-	-	-	1/1
廖鐵城先生	6/7	-	8/8	-	-	-	1/1
朱春秀先生 (於二零一四年二月十四日獲委任)	5/6	-	-	4/4	-	1/1	1/1
王恕慧先生 (於二零一四年二月十四日獲委任)	6/6	4/4	-	-	4/4	2/2	1/1
李鋒先生 (於二零一四年二月十四日獲委任)	6/6	-	-	-	-	2/3	1/1
周卓如先生	7/7	4/4	-	4/4	3/4	-	1/1
謝德耀先生	7/7	4/4	-	4/4	4/4	-	1/1
鄭毓和先生	7/7	4/4	-	4/4	4/4	3/3	1/1
馬照祥先生	6/7	-	-	0/4	1/4	-	1/1
李家麟先生 (於二零一四年二月十四日獲委任)	6/6	3/4	-	3/4	3/4	2/3	1/1

# 企業管治報告書 CORPORATE GOVERNANCE REPORT

於二零一五年二月二十六日  
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## 出席記錄 - 續

## Attendance Records - continued

董事芳名 <i>Names of Directors</i>	2014						風險管理 委員會會議 Risk Management Committee Meeting	股東 週年大會 AGM
	董事會 BM	審計委員會 會議 Audit Committee Meeting	執行委員會 會議 Executive Committee Meeting	提名委員會 會議 Nomination Committee Meeting	薪酬委員會 會議 Remuneration Committee Meeting	出席會議次數 <i>Number of Meetings Attended</i>		
<b>前董事</b> <i>Former Directors</i>								
廖烈武博士 (於二零一四年二月十四日辭任)	Dr LIU Lit Mo (resigned on 14 February 2014)	1/1	-	-	-	-	-	-
廖烈智先生 (於二零一四年二月十四日辭任)	Mr LIU Lit Chi (resigned on 14 February 2014)	1/1	-	-	-	-	-	-
廖俊寧先生 (於二零一四年二月十四日辭任)	Mr LIU Chun Ning Wilfred (resigned on 14 February 2014)	1/1	-	-	-	-	-	-
何家樂先生 (於二零一四年二月十四日辭任)	Mr HE Jiale (resigned on 14 February 2014)	1/1	-	-	-	-	-	-
堀越秀一先生 (於二零一四年二月十四日辭任)	Mr HORIKOSHI Hidekazu (resigned on 14 February 2014)	1/1	-	-	-	-	-	-
廖坤城先生 (於二零一四年二月十四日辭任)	Mr LIU Kwun Shing Christopher (resigned on 14 February 2014)	1/1	-	-	-	-	-	-
孟慶惠先生 (於二零一四年二月十四日辭任)	Mr MENG Qinghui (resigned on 14 February 2014)	1/1	-	-	-	-	-	-
陳有慶博士 (於二零一四年二月十四日辭任)	Dr CHAN Yau Hing Robin (resigned on 14 February 2014)	1/1	-	-	-	-	-	-
范華達先生 (於二零一四年二月十四日辭任)	Mr FRESHWATER Timothy George (resigned on 14 February 2014)	1/1	-	-	-	-	-	-

## 董事會組成

截至二零一四年十二月三十一日，董事會由十二位成員組成，包括三位執行董事、五位非執行董事及四位獨立非執行董事。本銀行最新的董事名單（包括其角色和職能）可瀏覽本銀行及聯交所之網站。

本銀行收到各獨立非執行董事有關其根據《上市規則》第 3.13 項而發之確認獨立性週年函件。本銀行認為所有獨立非執行董事仍然獨立。

董事會成員來自各種不同背景，擁有廣泛的商業、銀行及專業知識。有關簡歷包括本銀行各董事會成員、高層管理人員和主要股東（根據《上市規則》之定義）的關係，刊載於第 5 頁「董事及高級管理人員之個人簡歷」一欄。

## Composition of the Board

As of 31 December 2014, the Board was made up of 12 members, comprising 3 Executive Directors, 5 Non-executive Directors and 4 Independent Non-executive Directors. A current list of the directors of the Bank (including their roles and functions) is available on the websites of both the Bank and the Stock Exchange.

The Bank has received, from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Bank considers all of its independent non-executive directors to be still independent.

Members of the Board come from a variety of different backgrounds and have a diverse range of business, banking and professional expertise. Biographies which include relationships with members of the Board, senior management and substantial shareholders (as defined in the Listing Rules) of the Bank are shown on page 5 headed "Biographical Data about Directors and Senior Management".

### 持續專業發展

本銀行，除了別的來源如為其他公司之董事會董事和其所屬之專業機構（視情況而定），持續提供相關培訓課程和閱讀材料予所有董事（其姓名載列如下）以持續發展和更新其知識及技能：

#### 現任董事

- 張招興先生  
（於二零一四年二月十四日獲委任）
- 梁高美懿女士  
（於二零一四年二月十四日獲委任）
- 劉惠民先生
- 廖鐵城先生
- 朱春秀先生  
（於二零一四年二月十四日獲委任）
- 王恕慧先生  
（於二零一四年二月十四日獲委任）
- 李鋒先生  
（於二零一四年二月十四日獲委任）
- 周卓如先生
- 謝德耀先生
- 鄭毓和先生
- 馬照祥先生
- 李家麟先生  
（於二零一四年二月十四日獲委任）

#### 前董事

- 廖烈武博士  
（於二零一四年二月十四日辭任）
- 廖烈智先生  
（於二零一四年二月十四日辭任）
- 廖俊寧先生  
（於二零一四年二月十四日辭任）
- 何家樂先生  
（於二零一四年二月十四日辭任）
- 堀越秀一先生  
（於二零一四年二月十四日辭任）
- 廖坤城先生  
（於二零一四年二月十四日辭任）
- 孟慶惠先生  
（於二零一四年二月十四日辭任）
- 陳有慶博士  
（於二零一四年二月十四日辭任）
- 范華達先生  
（於二零一四年二月十四日辭任）

### Continuous Professional Development

The Bank, among other sources such as boards of directors of other companies on which its directors sit and professional bodies to which its directors belong (as the case may be), has continued to provide all of its directors (whose names are set forth below) with relevant training sessions and reading materials to further develop and refresh their knowledge and skills:

#### Current Directors

- Mr ZHANG Zhaoxing  
(appointed on 14 February 2014)
- Mrs LEUNG Ko May Yee Margaret  
(appointed on 14 February 2014)
- Mr LAU Wai Man
- Mr LIU Tit Shing Don
- Mr ZHU Chunxiu  
(appointed on 14 February 2014)
- Mr WANG Shuhui  
(appointed on 14 February 2014)
- Mr LI Feng  
(appointed on 14 February 2014)
- Mr CHOW Cheuk Yu Alfred
- Mr CHIRANAKHORN Wanchai
- Mr CHENG Yuk Wo
- Mr MA Chiu Cheung Andrew
- Mr LEE Ka Lun  
(appointed on 14 February 2014)

#### Former Directors

- Dr LIU Lit Mo  
(resigned on 14 February 2014)
- Mr LIU Lit Chi  
(resigned on 14 February 2014)
- Mr LIU Chun Ning Wilfred  
(resigned on 14 February 2014)
- Mr HE Jiale  
(resigned on 14 February 2014)
- Mr HORIKOSHI Hidekazu  
(resigned on 14 February 2014)
- Mr LIU Kwun Shing Christopher  
(resigned on 14 February 2014)
- Mr MENG Qinghui  
(resigned on 14 February 2014)
- Dr CHAN Yau Hing Robin  
(resigned on 14 February 2014)
- Mr FRESHWATER Timothy George  
(resigned on 14 February 2014)

# 企業管治報告書 CORPORATE GOVERNANCE REPORT

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## 主席及行政總裁

本銀行主席(即張招興先生)及其行政總裁(即劉惠民先生)的角色及職責是分開的,由兩位不同人士承擔。主席負責管理董事會,而行政總裁則負責管理本銀行日常業務。

## 董事會月報表

董事會成員每月均獲提供更新資料,載列有關本銀行的表現、財務狀況及前景的公正及易於理解的評估,內容足以讓董事履行其職務。

## 審計委員會

審計委員會是由三名獨立非執行董事及兩名非執行董事組成,委員擁有財務管理專業資格及豐富商業管理經驗。審計委員會主席由鄭毓和先生出任,其餘委員為王恕慧先生、周卓如先生、謝德耀先生及李家麟先生。

根據審計委員會之職權範圍,審計委員會需要就聘用及續聘核數師向董事會提供意見、檢討核數師之獨立性及客觀性、監督與本銀行核數師之關係、檢討半年及全年報告及財務報表、檢討核數師之管理建議書、與金管局進行會議、評估本銀行內部監控系統之充足性及有效性、檢討本銀行稽核部之功能、檢討並建議內部工序以確保其能符合法定要求及普遍採納之會計標準。審計委員會之詳情,包括職權範圍書、職責及責任載於本銀行及聯交所網站。

審計委員會每年最少召開三次會議。二零一四年審計委員會委員之出席記錄載列在第 75 頁至第 76 頁。

## Chairman and Chief Executive Officer

The roles and responsibilities of the Bank's Chairman (namely, Mr Zhang Zhaoxing) and its Chief Executive Officer (namely, Mr Lau Wai Man) are separate. They are assumed by two different individuals. The Chairman is responsible for the management of the Board, while the Chief Executive Officer is charged with the responsibilities to manage the day-to-day business of the Bank.

## Monthly Reports to the Board

Members of the Board are provided with monthly updates giving a balanced and understandable assessment of the Bank's performance, position and prospects in sufficient detail to enable them to discharge their duties as members of the Board.

## Audit Committee

The Audit Committee comprises three independent non-executive directors and two non-executive directors who possess the appropriate professional expertise and experience in financial management and business. The Audit Committee is chaired by Mr Cheng Yuk Wo and the other members are Mr Wang Shuhui, Mr Chow Cheuk Yu Alfred, Mr Chiranakhorn Wanchai and Mr Lee Ka Lun.

Under its terms of reference, the Audit Committee is required, among other things, to advise the Board on the appointment and retention of the external auditor, to review the external auditor's independence and objectivity, to oversee the relationship with the external auditor, to review the half-yearly and annual reports and financial statements, to review the external auditor's management letter, to hold meetings with the HKMA, to assess the adequacy and effectiveness of the Bank's systems of internal control, to review the internal audit function, and to review and recommend internal procedures to ensure compliance with regulatory requirements and generally accepted accounting standards. Details of the Audit Committee, including its terms of reference and duties and responsibilities, are available on the websites of both the Bank and the Stock Exchange.

The Audit Committee shall meet at least three times a year. The attendance records of the members of the Audit Committee for 2014 are set out on pages 75 to 76.

為履行其職責，審計委員會於二零一四年曾進行以下主要檢討工作：

#### 財務報表

審計委員會與核數師及負責本銀行財務及資本管理之高級行政人員，曾就本銀行截至二零一三年十二月三十一日止年度之全年財務報表及截至二零一四年六月三十日止六個月之中期財務報表舉行會議進行討論；審計委員會亦曾與核數師檢討及討論，以確保本銀行的財務報表是按照本港普遍採納之會計標準編製。

#### 與核數師之關係

審計委員會已檢討核數師之獨立性及客觀性、其審核服務範疇及相關核數師費用以呈董事會批核。此外，審計委員會亦與核數師舉行會議，商討其審核策略及評估本銀行內部監控之充足性。

#### 內部監控檢討

審計委員會亦對內部監控事宜及稽核部之功能作出檢討，包括年度稽核計劃、稽核部之人力及資源編配、稽核發現及建議事項與及有關稽核建議之落實。

#### 核數師酬金

已付及將付予本銀行集團核數師羅兵咸永道會計師事務所二零一四年酬金為：

審計服務及中期審閱  
稅務服務  
其他服務  
總額

To discharge its responsibilities, the Audit Committee performed the following major reviews in 2014:

#### Financial Statements

The Audit Committee met with the external auditor and the senior executive in charge of Finance and Capital Management to discuss the financial statements for the year ended 31 December 2013 and for the six months ended 30 June 2014. The Audit Committee reviewed and discussed with the external auditor to ensure that the Bank's financial statements had been prepared in accordance with the accounting principles generally accepted in Hong Kong.

#### Relationship with the External Auditor

The Audit Committee reviewed the independence and objectivity of the external auditor, the scope of audit services and related audit fees payable to the external auditor for the Board's approval. Moreover, the Audit Committee met and discussed with the external auditor on the audit strategy and assessment of the sufficiency of the internal control of the Bank.

#### Internal Control Review

The Audit Committee also reviewed the internal control issues and the internal audit function of the Bank, covering the annual audit plan, the staffing and resources of Internal Audit Department, the audit findings and recommendations raised in the internal audits undertaken, and the implementation status of related audit recommendations.

#### Auditors' Remuneration

The remuneration paid and payable to the Bank Group's auditor, PricewaterhouseCoopers, for 2014 amounted to:

	港幣 HK\$
Audit services and interim review	3,998,188
Tax service	386,000
Other service	400,000
<b>Total</b>	<b>4,784,188</b>



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## 執行委員會

執行委員會是由三名執行董事（即梁高美懿女士、劉惠民先生及廖鐵城先生）及若干其他高級行政人員所組成。執行委員會主席由梁高美懿女士出任。

執行委員會所行使之權力及其所行使、採取或批核之所有行動均由董事會所授權，藉以免除由董事會詳細審理資料及業務運作的程序。

執行委員會通常每月召開一次會議。二零一四年執行委員會中執行董事的出席記錄載列在第 75 頁至第 76 頁。

執行委員會獲充足資源以履行其職責。執行委員會於二零一四年之工作概述如下：

- (i) 策導本銀行之日常政策及運作決策；
- (ii) 在各次董事會定期會議之間處理須由董事會檢視及督導之事宜；及
- (iii) 在其認為適當之情況下統籌董事會轄下其他委員會之工作。

執行委員會之詳情，包括職權範圍書、職責及責任載於本銀行網站。

## Executive Committee

The Executive Committee comprises three executive directors (namely, Mrs Leung Ko May Yee Margaret, Mr Lau Wai Man and Mr Liu Tit Shing Don) and certain other senior executives. It is chaired by Mrs Leung Ko May Yee Margaret.

The Executive Committee is authorised by the Board to exercise all such powers and do all such acts as may be exercised, done or approved by the Board, thus relieving the full Board of detailed review of information and operational activities.

The Executive Committee shall normally meet once a month. The attendance records of the executive directors of the Executive Committee for 2014 are set out on pages 75 to 76.

The Executive Committee is provided with sufficient resources to discharge its duties and the following is a summary of the work of the Executive Committee during 2014:

- (i) Steered the Bank's policy and operational decisions on a day-to-day basis;
- (ii) Attended to matters that require the review and supervision of the Board between regular board meetings; and
- (iii) Coordinated the work of other board committees as it saw fit.

Details of the Executive Committee, including its terms of reference and duties and responsibilities, are available on the website of the Bank.

### 提名委員會

提名委員會由董事會委任之四名獨立非執行董事及三名非執行董事組成。提名委員會主席由張招興先生出任，其他委員為朱春秀先生、周卓如先生、謝德耀先生、鄭毓和先生、馬照祥先生及李家麟先生。

根據提名委員會之職權範圍，提名委員會需要（其中包括）檢討董事會之架構、人數、組成和多元性、就董事之委任或重新委任以及董事與高級管理人員之接任向董事會提出建議；以及物色具有適當資格可擔任董事之人選，並選擇提名擔任董事之人士或就有關選擇向董事會提出建議。

提名委員會每年召開至少二次會議。二零一四年提名委員會委員之出席記錄載列在第 75 頁至第 76 頁。

提名委員會獲充足資源以履行其職責。提名委員會於二零一四年之工作概述如下：

- (i) 批核新制定訂明高級管理層及重要人員的接任安排和授權程序之《高級管理層接任政策》；
- (ii) 提名和任命重要人員（包括本銀行的風險管理總監）上呈董事會批核；
- (iii) 檢討提名委員會的職權範圍；
- (iv) 檢討董事會及其委員會運作是否有效率及有效；
- (v) 對個別董事的表現進行年度評估；及
- (vi) 評估本銀行獨立非執行董事之獨立性。

提名委員會之詳情，包括職權範圍書、職責及責任載於本銀行及聯交所網站。

### Nomination Committee

The Nomination Committee comprises four independent non-executive directors and three non-executive directors appointed by the Board. It is chaired by Mr Zhang Zhaoxing and other members are Mr Zhu Chunxiu, Mr Chow Cheuk Yu Alfred, Mr Chiranakhorn Wanchai, Mr Cheng Yuk Wo, Mr Ma Chiu Cheung Andrew and Mr Lee Ka Lun.

Under its terms of reference, the Nomination Committee is required, among other things, to review the structure, size, composition and diversity of the Board, to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors and senior management, and to identify individuals suitably qualified to become directors and the selection or to make recommendations to the Board on the selection of individuals nominated for directorships.

The Nomination Committee shall meet at least twice a year. The attendance records of the members of the Nomination Committee for 2014 are set out on pages 75 to 76.

The Nomination Committee is provided with sufficient resources to discharge its duties and the following is a summary of the work of the Nomination Committee during 2014:

- (i) Approved the newly developed the Senior Management Succession Policy to stipulate the succession arrangement and authorization procedures for Senior Management and Key Personnel;
- (ii) Nominated and appointed key personnel (including the Bank's Chief Risk Officer) for the Board's approval;
- (iii) Reviewed the Terms of Reference of the Nomination Committee;
- (iv) Reviewed the efficiency and effectiveness of the Board and its committees;
- (v) Conducted an annual assessment of the performance of individual directors; and
- (vi) Assessed the independence of the Bank's independent non-executive directors.

Details of the Nomination Committee, including its terms of reference and duties and responsibilities, are available on the websites of the Bank and the Stock Exchange.

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於二零一五年二月二十六日  
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## 薪酬委員會

本銀行已制定一個兼備特定職權範圍之薪酬委員會委託其權力及職責，其中包括就本銀行及其附屬公司（「本銀行集團」）之薪酬政策作出建議及檢討，同時須考慮到本銀行集團之董事、高級管理層、重要人員，以及基於其本身職位對本銀行集團之風險承擔可能帶來重大影響之員工之個別薪酬方案及條件。薪酬委員會應確保薪酬獎勵框架及決策能鼓勵職員作出有利於本銀行集團之風險承擔、風險管理架構及長遠財務穩健之行為，並能支持及推進本銀行集團達至其願景及策略；亦確保任何董事、行政總裁或任何彼等聯繫人不能自行釐定薪酬。

薪酬委員會對本銀行集團之薪酬制度表示滿意，認為制度以定額現金為主，加上具克制尺度按表現釐定之獎勵花紅，一方面能鼓勵長期表現而非短視冒進行為，符合本銀行穩健增長之風險取向，另一方面亦能推動、肯定和獎勵貢獻突出之員工和表現優異之團隊。

薪酬委員會獲得董事會授權，可在薪酬委員會認為合適之情況下徵詢專業意見，並須負責就有關薪酬之一切事宜物色及委任顧問向薪酬委員會提供意見。薪酬委員會由董事會委任之四名獨立非執行董事及三名非執行董事組成。薪酬委員會主席由謝德耀先生出任，其他委員為張招興先生、王恕慧先生、周卓如先生、鄭毓和先生、馬照祥先生及李家麟先生。

薪酬委員會每年召開最少兩次會議。二零一四年薪酬委員會委員之出席記錄載列在第 75 頁至第 76 頁。

## Remuneration Committee

The Bank has established a Remuneration Committee with specific terms of reference entrusted it with the authority and duties, including amongst others, making recommendation and reviewing the remuneration policy of the Bank and its subsidiaries (the “Bank Group”) by taking into account the pay and conditions across the Bank Group’s individual remuneration packages including directors, senior management and key personnel as well as those in positions of significant influence and those having an impact on the Bank Group’s risk profile. It is to ensure that the reward frameworks and decisions shall be developed in a manner to encourage employee behavior that supports the Bank Group’s risk tolerance, risk management framework and long-term financial soundness, as well as to support and reinforce the achievement of the Bank Group’s vision and strategy. It is also to ensure that no Director, Chief Executive or any of their associates will be involved in deciding his own remuneration.

The Remuneration Committee is satisfied that the remuneration system of the Bank Group is mainly fixed cash-based with controlled scale of performance-related incentive bonus which is, on the one hand, in conformity with the risk appetite of the Bank Group to grow steadily and prudently by encouraging long-term performance, rather than short-term risk taking, and on the other hand, to motivate, recognise and reward both high individual contribution and sound team performance.

Appointed by the Board, the Remuneration Committee is authorised to obtain professional advice as it shall deem appropriate and shall be responsible for selection and appointment of consultants to advise it on all aspects of remuneration. It comprises four independent non-executive directors and three non-executive directors appointed by the Board. This Committee is chaired by Mr Chiranakhorn Wanchai. The other members are Mr Zhang Zhaoxing, Mr Wang Shuhui, Mr Chow Cheuk Yu Alfred, Mr Cheng Yuk Wo, Mr Ma Chiu Cheung Andrew and Mr Lee Ka Lun.

The Remuneration Committee shall meet no less than twice a year. The attendance records of the members of the Remuneration Committee for 2014 are set out on pages 75 to 76.

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薪酬委員會獲充足資源以履行其職責。薪酬委員會於二零一四年之工作概述如下：

(i) 檢討本銀行《薪酬政策》和制度及其成效及執行情況；

(ii) 因應金管局監管要求而進一步強化本銀行就薪酬方面的管治，修訂《薪酬政策》中有關簽約受聘酬金的內容；

(iii) 確定聘請韜睿惠悅 (Towers Watson) 為顧問，為本銀行制定一個平衡計分卡系統，及與表現掛鈎的浮動薪酬機制。本銀行的財務、風險和人力資源單位均有參與計分卡的發展項目；平衡計分卡以四個維度（包括財務、顧客、內部程序及學習與發展）以量度及評估績效；另外，風險修正因素亦將納入為最終調整因素。薪酬考慮將因應績效評估的結果而定；

(iv) 檢討薪酬委員會的職權範圍；

(v) 審閱 2013/14 年年度之薪酬檢討建議，並提呈董事會通過有關事項；及

(vi) 討論及檢討本銀行董事成員之袍金，並提呈董事會通過有關事項。

薪酬委員會之詳情，包括職權範圍書、職責及責任載於本銀行及聯交所網站。

The Remuneration Committee is provided with sufficient resources to discharge its duties and the following is a summary of the work of the Remuneration Committee during 2014:

(i) Reviewed the Remuneration Policy and remuneration systems and the adequacy and effectiveness of its implementation;

(ii) Updated the Remuneration Policy to further strengthen the Bank's governance, particularly on the handling of sign-on bonus, in response to the HKMA's requirements;

(iii) Confirmed the hiring of Towers Watson as a consultant to develop a balanced scorecard system for the Bank, and a mechanism of pay-for-performance. The Scorecard development has involved the Bank's Finance, Risk and Human Resources functions; the balanced scorecard will take four dimensions (including financial, customer, internal process and learning & growth) to evaluate performance. And a risk modifier on top, will be in place for adjustment. Remuneration will subsequently be determined by the performance evaluation result;

(iv) Reviewed the Terms of Reference of the Remuneration Committee;

(v) Reviewed the pay proposal for 2013/14 and recommended the same to the Board for approval; and

(vi) Discussed and reviewed the fees payable to directors and recommended the same to the Board for approval.

Details of the Remuneration Committee, including its terms of reference and duties and responsibilities, are available on the websites of both the Bank and the Stock Exchange.

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本銀行各董事薪酬將按個別僱傭合約之條款(如有)及薪酬委員會所提出之建議而釐定。有關董事薪酬已詳列於綜合財務報表之附註14。根據本銀行集團薪酬政策之定義,分別有9名職員被列入為高級管理層及15名職員被列入為重要人員類別。按照金管局於二零一零年三月發出之穩健的薪酬制度指引(「指引」)第3.2.3項之披露規定,該等高級行政人員於二零一三年及二零一四年之總支出顯示於下表中。

除於綜合財務報表之附註第14項內所述之董事薪酬外,截至二零一四年十二月三十一日止高級管理層及重要人員之年度薪酬如下:

The emolument payable to directors will depend on their respective contractual terms under employment contracts, if any, and as recommended by the Remuneration Committee. Details of the directors' emolument are set out in note 14 of the Consolidated Financial Statements. As defined in the Remuneration Policy of the Bank Group, there are 9 and 15 employees categorised as senior management and key personnel respectively. The aggregate payouts for these senior executives for 2013 and 2014 are shown in the table below in accordance with the disclosure requirement of 3.2.3 of the "Guideline on a Sound Remuneration System" (the "Guideline") issued by the HKMA in March 2010.

In addition to the directors' emolument disclosed in note 14 of the Consolidated Financial Statements, the remuneration for the senior management and key personnel for the year ended 31 December 2014 is as follows:

		截至二零一四年 十二月三十一日止 Year ended 31 December 2014 港幣千元 HK\$'000		截至二零一三年 十二月三十一日止 Year ended 31 December 2013 港幣千元 HK\$'000
		非遞延 Non-deferred	遞延 Deferred	
<b>高級管理層</b>	<b>Senior Management</b>			
固定薪酬:	Fixed remuneration	26,165	-	20,210
- 現金	- Cash	26,165	-	20,210
- 股份及股份期權	- Shares and share-linked instrument	不適用 N/A	不適用 N/A	不適用 N/A
- 其他	- Others	不適用 N/A	不適用 N/A	不適用 N/A
受益人數目	Number of beneficiaries	9	-	8
浮動薪酬:	Variable remuneration:	-	-	-
- 現金	- Cash	-	-	-
- 股份及股份期權	- Shares and share-linked instrument	-	-	-
- 其他	- Others	-	-	-
- 已歸屬	- Vested	-	-	-
- 未歸屬	- Unvested	-	-	-
- 授予	- Awarded	-	-	-
- 已付	- Paid out	-	-	-
- 透過績效調整後削減	- Reduced through performance adjustments	-	-	-
受益人數目	Number of beneficiaries	-	-	-

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重要人員	Key Personnel	截至二零一四年 十二月三十一日止 Year ended 31 December 2014		截至二零一三年 十二月三十一日止 Year ended 31 December 2013
		非遞延 Non-deferred	遞延 Deferred	港幣千元 HK\$'000
固定薪酬：	Fixed remuneration	18,835	-	15,264
- 現金	- Cash	18,835	-	15,264
- 股份及股份期權	- Shares and share-linked instrument	不適用 N/A	不適用 N/A	不適用 N/A
- 其他	- Others	不適用 N/A	不適用 N/A	不適用 N/A
受益人數目	Number of beneficiaries	15	-	12
浮動薪酬：	Variable remuneration:	-	-	2,424
- 現金	- Cash	-	-	-
- 股份及股份期權	- Shares and share-linked instrument	-	-	-
- 其他	- Others	-	-	-
- 已歸屬	- Vested	-	-	-
- 未歸屬	- Unvested	-	-	-
- 授予	- Awarded	-	-	-
- 已付	- Paid out	-	-	-
- 透過績效調整後削減	- Reduced through performance adjustments	-	-	-
受益人數目	Number of beneficiaries	-	-	5
保證獎金	Guaranteed Bonus		2,733	6,278
受益人數目	Number of beneficiaries		20	20
簽約受聘酬金	Sign-on awards		-	-
受益人數目	Number of beneficiaries		-	-
遣散費	Severance payment		-	-
受益人數目	Number of beneficiaries		-	-

薪酬委員會將繼續參照指引，並會特別留意表現評核之風險校正，以調整本銀行集團之薪酬政策，同時確保提供之待遇具競爭力。

The Remuneration Committee will continue to align the Bank Group's remuneration policies with the Guideline with particular attention paid to risk adjustments to performance assessment, while ensuring that the rewards are competitive.

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## 風險管理委員會

風險管理委員會是由一名執行董事、兩名非執行董事及兩名獨立非執行董事組成。風險管理委員會主席由朱春秀先生出任，其餘委員為梁高美懿女士、李鋒先生、鄭毓和先生及李家麟先生。王恕慧先生曾於二零一四年二月十四日至二零一四年八月六日期間出任風險管理委員會主席及委員。

根據風險管理委員會之職權範圍，風險管理委員會需要（其中包括）檢討及向董事會建議批准本銀行集團之整體風險承受能力及承擔風險選擇聲明書及風險管理策略、檢討及評估本銀行集團之風險管理框架及策略是否足以識別、計量、監察及控制風險，以及監督其有效運作、執行及維護、確保風險管理資源、系統及基建足以支持本銀行集團之風險管理及匯報需要，以及確保負責執行風險管理系統及控制之職員履行其職責時獨立於本銀行集團之風險承擔活動。

風險管理委員會每季召開至少一次會議。二零一四年風險管理委員會委員之出席記錄載列在第 75 頁至第 76 頁。

風險管理委員會獲充足資源以履行其職責。風險管理委員會於二零一四年之工作概述如下：

- (i) 檢討及監察本銀行集團之風險情況；
- (ii) 監察風險管理策略之執行及遵守相關風險有關法定及監管規定；及
- (iii) 檢討風險管理相關之規管更新及評估其對本銀行集團的承擔風險選擇及風險情況之潛在影響。

風險管理委員會之詳情，包括職權範圍書、職責及責任載於本銀行網站。

## Risk Management Committee

The Risk Management Committee comprises an executive director, two non-executive directors and two independent non-executive directors. It is chaired by Mr Zhu Chunxiu, and other members are Mrs Leung Ko May Yee Margaret, Mr Li Feng, Mr Cheng Yuk Wo and Mr Lee Ka Lun. Mr Wang Shuhui was the Chairman and a member of the Risk Management Committee from 14 February 2014 to 6 August 2014.

Under its specific terms of reference, among other things, the Risk Management Committee is required to review and recommend for the Board's approval the Bank Group's overall risk tolerance and risk appetite statement(s) and risk management strategies, to review and assess the adequacy of the Bank Group's risk management framework and policies for identifying, measuring, monitoring and controlling risk, to ensure that risk management resources, systems and infrastructure are adequate to support the Bank Group's risk management and reporting needs, and to ensure that the staff members responsible for implementing risk management systems and controls perform those duties independently of the Bank Group's risk taking activities.

The Risk Management Committee shall meet at least once a quarter. The attendance records of the members of the Risk Management Committee for 2014 are set out on pages 75 to 76.

The Risk Management Committee is provided with sufficient resources to discharge its duties and the following is a summary of the work of the Risk Management Committee during 2014:

- (i) Reviewed and monitored the risk profiles of the Bank Group;
- (ii) Oversaw the implementation of risk management policies and compliance with the relevant risk-related statutory and regulatory requirements; and
- (iii) Reviewed risk management-related regulatory updates and assessed their potential impact on risk appetite and risk profiles of the Bank Group.

Details of the Risk Management Committee, including its terms of reference and duties and responsibilities, are available on the website of the Bank.

## 股東權利

1. 根據本銀行《組織章程細則》第五十六條，董事會可在任何其認為適當的時候召開股東特別大會，而股東特別大會亦須應《公司條例》訂定的請求書召開，如沒有應該請求書召開，則可由請求人召開。同樣地，股東可按下列《公司條例》第五百六十六、五百六十七及五百六十八條召開股東大會：

根據《公司條例》第五百六十六條（成員有權力要求董事召開成員大會）：

- (1) 公司成員可要求董事召開公司成員大會。
- (2) 如公司收到佔全體有權在成員大會上表決的成員的總表決權最少 5% 的公司成員的要求，要求召開成員大會，則董事須召開成員大會。
- (3) 要求 -
  - (a) 須述明有待在有關成員大會上處理的事務的一般性質；及
  - (b) 可包含可在該成員大會上恰當地動議並擬在該成員大會上動議的決議的文本。
- (4) 要求可包含若干份格式相近的文件。
- (5) 要求 -
  - (a) 可採用印本形式或電子形式送交有關公司；及
  - (b) 須經提出該要求的人認證。

## Shareholders' Rights

1. Under Article 56 of the Bank's Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on requisition, as provided by the Companies Ordinance, or, in default, may be convened by the requisitionists. As such, shareholders can convene a general meeting under Sections 566, 567 and 568 of the Companies Ordinance which state as follows:

Under Section 566 of the Companies Ordinance (members' power to request directors to call general meeting):

- (1) The members of a company may request the directors to call a general meeting of the company.
- (2) The directors are required to call a general meeting if the company has received requests to do so from members of the company representing at least 5% of the total voting rights of all the members having a right to vote at general meetings.
- (3) A request -
  - (a) must state the general nature of the business to be dealt with at the meeting; and
  - (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.
- (4) Requests may consist of several documents in like form.
- (5) A request -
  - (a) may be sent to the company in hard copy form or in electronic form; and
  - (b) must be authenticated by the person or persons making it.



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根據《公司條例》第五百六十七條（董事有責任召開由成員要求召開的成員大會）：

(1) 根據第 566 條須召開成員大會的董事，須於他們受到該規定所規限的日期後的 21 日內，召開成員大會。

(2) 根據第 (1) 款召開的成員大會，須在召開該成員大會的通知的發出日期後的 28 日內舉行。

(3) 如有關公司收到的要求，指出一項可在有關成員大會上恰當地動議並擬在該成員大會上動議的決議，則關於該成員大會的通知，須包含關於該決議的通知。

(4) 如關於決議的通知，已按照第 (3) 款包含在關於成員大會的通知內，則可在該成員大會上處理的事務，包括該決議。

(5) 如有關決議採用特別決議的形式提出，則除非關於有關成員大會的通知包含該決議的文本，並指明擬採用特別決議的形式提出該決議的意向，否則有關董事須視為沒有妥為召開該成員大會。

Under Section 567 of the Companies Ordinance (directors' duty to call general meeting requested by members):

(1) Directors required under section 566 to call a general meeting must call a meeting within 21 days after the date on which they become subject to the requirement.

(2) A meeting called under subsection (1) must be held on a date not more than 28 days after the date of the notice convening the meeting.

(3) If the requests received by the company identify a resolution that may properly be moved and is intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.

(4) The business that may be dealt with at the meeting includes a resolution of which notice has been included in the notice of meeting in accordance with subsection (3).

(5) If the resolution is to be proposed as a special resolution, the directors are to be regarded as not having duly called the meeting unless the notice of the meeting includes the text of the resolution and specifies the intention to propose the resolution as a special resolution.

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於二零一五年二月二十六日  
as of 26 February 2015

根據《公司條例》第五百六十八條（成員有權力召開成員大會而由公司承擔費用）：

(1) 如董事 -

(a) 根據第 566 條須召開成員大會；但

(b) 沒有按照第 567 條召開成員大會，

則要求召開該成員大會的成員，或佔全體該等成員的總表決權過半數的成員，可自行召開成員大會。

(2) 如有關公司收到的要求，指出一項可在有關成員大會上恰當地動議並擬在該成員大會上動議的決議，則關於該成員大會的通知須包含關於該決議的通知。

(3) 在有關董事受到召開成員大會的規定所規限的日期後的 3 個月內，有關成員大會須予召開。

(4) 有關成員大會須盡可能按有關公司的董事須召開該成員大會的同樣方式召開。

(5) 如關於決議的通知，已按照第 (2) 款包含在關於成員大會的通知內，則可在該成員大會上處理的事務，包括該決議。

(6) 要求召開有關成員大會的成員如因有關董事沒有妥為召開成員大會，而招致任何合理開支，該等開支須由有關公司付還。

(7) 有關公司須從到期或即將到期的應就失責董事的服務而付予該等董事的費用或其他酬金中，保留上述付還款項。

Under Section 568 of the Companies Ordinance (members' power to call general meeting at company's expense):

(1) If the directors -

(a) are required under section 566 to call a general meeting; and

(b) do not do so in accordance with section 567,

the members who requested the meeting, or any of them representing more than one half of the the total voting rights of all of them, may themselves call a general meeting.

(2) If the requests received by the company identify a resolution that may properly be moved and is intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.

(3) The meeting must be called for a date not more than 3 months after the date on which the directors become subject to the requirement to call a meeting.

(4) The meeting must be called in the same manner, as nearly as possible, as that in which that meeting is required to be called by the directors of the company.

(5) The business that may be dealt with at the meeting includes a resolution of which notice has been included in the notice of meeting in accordance with subsection (2).

(6) Any reasonable expenses incurred by the members requesting the meeting by reason of the failure of the directors duly to call a meeting must be reimbursed by the company.

(7) Any sum so reimbursed must be retained by the company out of any sum due or to become due from the company by way of fees or other remuneration in respect of the services of the directors who were in default.

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2. 股東可按下列《公司條例》第五百五十一、五百五十三、五百五十四、五百七十九、五百八十、五百八十一、五百八十二、五百八十三、六百一十五及六百一十六條在股東大會上提呈決議案：

根據《公司條例》第五百五十一條（成員有權力要求傳閱書面決議）：

- (1) 公司的成員可要求該公司傳閱符合以下說明的決議 -
  - (a) 可恰當地被動議的；及
  - (b) 屬根據第 549(b) 條提出的採用書面決議形式的。
- (2) 有關成員如要求公司傳閱某決議，可要求該公司在傳閱該決議的同時，傳閱關於該決議的標的事宜而字數不多於 1,000 字的陳述書。
- (3) 然而，每名成員僅可就有關決議要求公司傳閱一份上述的陳述書。

根據《公司條例》第五百五十三條（傳閱書面決議）：

- (1) 某公司如根據第 550 或 552 條須傳閱被提出的採用書面決議形式的決議，則須自費向每名合資格成員及每名並非合資格成員的其他成員（如有的話）送交 -
  - (a) 該決議的文本；及
  - (b)（如根據第 551(2) 條被要求傳閱陳述書）該條所述的陳述書的文本。

2. Shareholders can make proposals at shareholders' meetings under Sections 551, 553, 554, 579, 580, 581, 582, 583, 615 and 616 of the Companies Ordinance which state as follows:

Under Section 551 of the Companies Ordinance (members' power to request circulation of written resolution):

- (1) A member of a company may request the company to circulate a resolution that -
  - (a) may properly be moved; and
  - (b) is proposed as a written resolution under section 549(b).
- (2) If a member requests a company to circulate a resolution, the member may request the company to circulate with the resolution a statement of not more than 1,000 words on the subject matter of the resolution.
- (3) However, each member may only request the company to circulate one such statement with respect to the resolution.

Under Section 553 of the Companies Ordinance (circulation of written resolution):

- (1) If a company is required under section 550 or 552 to circulate a resolution proposed as a written resolution, the company must send at its own expense to every eligible member and every other member (if any) who is not an eligible member -
  - (a) a copy of the resolution; and
  - (b) if so required under section 551(2), a copy of a statement mentioned in that section.

- (2) 有關公司可用以下方式遵守第(1)款 -
- (a) (在合理切實可行的範圍內)在同一時間，以印本形式或電子形式，向所有成員送交有關文本；或在網站上提供有關文本；
- (b) 輪流向每名成員送交同一文本，或輪流向若干名成員中的每一名送交不同文本，但前提是如此行事而不造成不當延遲，是有可能的；或
- (c) 按照(a)段向某些成員送交多於一份文本，及按照(b)段向其他成員送交一份或多於一份文本。
- (3) 有關公司須在受到第(1)款中關於送交文本的規定所規限後的21日內，送交該等文本，如該等文本是在不同日子向成員送交，則須在上述期限前，送交該等文本之中的首份。
- (4) 如有關公司可在網站上提供被提出的書面決議或陳述書的文本的方式，送交該決議或陳述書的文本，則除非在整段符合以下說明的期間內 -
- (a) 在傳閱日期當日開始；及
- (b) 在該決議根據第558條失效的日期終結，
- 該文本均在該網站上提供，否則就本次分部而言，該文本不屬經有效送交。
- (2) The company may comply with subsection (1) -
- (a) by sending copies at the same time (so far as reasonably practicable) to all members in hard copy form or in electronic form or by making the copies available on a website;
- (b) if it is possible to do so without undue delay, by sending the same copy to each member in turn (or different copies to each of a number of members in turn); or
- (c) by sending copies to some members in accordance with paragraph (a) and sending a copy or copies to other members in accordance with paragraph (b).
- (3) The company must send the copies (or if copies are sent to members on different days, the first of those copies) not more than 21 days after it becomes subject to the requirement under subsection (1) to send the copies.
- (4) If the company sends a copy of a proposed written resolution or statement by making it available on a website, the copy is not validly sent for the purposes of this Subdivision unless the copy is available on the website throughout the period -
- (a) beginning on the circulation date; and
- (b) ending on the date on which the resolution lapses under section 558.

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- (5) 就第(4)款而言，在以下情況下，沒有在該款所述的期間內無間斷地在網站上提供被提出的書面決議或陳述書的文本，須不予理會 -
- (a) 於該期間的部分時間，該文本在該網站上提供；而
- (b) 沒有在該期間內無間斷地提供該文本，是完全歸因於按理不能期望該公司防止或避免的情況。
- (6) 有關公司須確保向合資格成員送交的被提出的書面決議的文本，隨附關乎以下事宜的指引 -
- (a) 如何根據第 556 條表示同意該決議；及
- (b) 該決議的最後通過日期（該決議如沒有在該日期或之前通過，便會根據第 558 條而失效）。
- (7) 如公司違反第(1)、(3)或(6)款，該公司及其每名責任人均屬犯罪，可各處第 5 級罰款。
- (8) 第(1)、(3)或(6)款遭違反，並不影響有關決議（如獲通過）的有效性。
- (5) For the purposes of subsection (4), a failure to make a copy of a proposed written resolution or statement available on a website throughout the period mentioned in that subsection is to be disregarded if -
- (a) the copy is made available on the website for part of that period; and
- (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.
- (6) The company must ensure that the copy of the proposed written resolution sent to an eligible member is accompanied by guidance as to -
- (a) how to signify agreement to the resolution under section 556; and
- (b) the date by which the resolution must be passed if it is not to lapse under section 558.
- (7) If a company contravenes subsection (1), (3) or (6), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5.
- (8) The validity of the resolution, if passed, is not affected by a contravention of subsection (1), (3) or (6).

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於二零一五年二月二十六日  
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根據《公司條例》第五百五十四條  
(要求不傳閱隨附的陳述書的申請)：

(1) 如公司或聲稱感到受屈的另一人提出申請，而原訟法庭應申請而信納第 551(2) 條賦予的權利 -

(a) 正被濫用；或

(b) 正被用以在帶誹謗成分的事宜上，取得不必要的宣傳，則該公司無須傳閱該條所述的陳述書。

(2) 凡某些成員要求傳閱有關陳述書，原訟法庭可命令他們支付公司因該申請而承擔的全部或部分訟費，即使他們並非根據第 (1) 款提出的申請的一方亦然。

根據《公司條例》第五百七十九條  
(意外漏發成員大會或決議的通知)：

(1) 如公司發出 -

(a) 成員大會的通知；或

(b) 擬在成員大會上動議的決議的通知，

在斷定該成員大會或該決議的通知是否妥為發出時，任何意外遺漏向任何有權收到通知的人發出通知的事件，或任何有權收到通知的人沒有收到通知的事件，均無需理會。

(2) 除就根據第 567、568 或 616 條發出的通知而言外，第 (1) 款的效力，受有關公司的章程細則的條文規限。

Under Section 554 of the Companies Ordinance (application not to circulate accompanying statement):

(1) A company is not required to circulate a statement mentioned in section 551(2) if, on an application by the company or another person who claims to be aggrieved, the Court is satisfied that the rights given by that section are -

(a) being abused; or

(b) being used to secure needless publicity for defamatory matter.

(2) The Court may order the members who requested the circulation of the statement to pay the whole or part of the company's costs on an application under subsection (1), even if they are not parties to the application.

Under Section 579 of the Companies Ordinance (accidental omission to give notice of meeting or resolution):

(1) If a company gives notice of -

(a) a general meeting; or

(b) a resolution intended to be moved at a general meeting,

any accidental omission to give notice to, or any non-receipt of notice by, any person entitled to receive notice must be disregarded for the purpose of determining whether notice of the meeting or resolution is duly given.

(2) Except in relation to notice given under section 567, 568 or 616, subsection (1) has effect subject to any provision of the company's articles.

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於二零一五年二月二十六日  
as of 26 February 2015

根據《公司條例》第五百八十條  
(成員有權力要求傳閱陳述書)：

(1) 公司成員可要求該公司向有權  
收到成員大會的通知的該公司  
成員，傳閱關於 -

- (a) 有待在該成員大會上處理  
的、某被提出的決議所述的  
事宜；或
- (b) 其他有待在該成員大會上  
處理的事務，

而字數不多於1,000字的陳述書。

(2) 然而，每名成員只可 -

- (a) 就第(1)(a)款所述的決議，  
要求公司傳閱一份上述的  
陳述書；及
- (b) 就第(1)(b)款所述的其他  
事務，要求公司傳閱一份  
上述的陳述書。

(3) 公司如收到以下人士提出的  
傳閱陳述書的要求，則須傳閱  
該陳述書 -

- (a) 佔全體有相關表決權利的  
成員的總表決權最少 2.5%  
的成員；或
- (b) 最少 50 名有相關表決權利  
的成員。

(4) 在第(3)款中 -  
**相關表決權利** 指 -

- (a) (就關乎某被提出的決議所  
述的事宜的陳述書而言) 在  
有關要求所關乎的成員大會  
上就該決議表決的權利；及
- (b) (就任何其他陳述書而言)  
在有關要求所關乎的成員  
大會上表決的權利。

Under Section 580 of the Companies Ordinance (members' power to  
request circulation of statement):

(1) A member of a company may request the company to circulate,  
to members of the company entitled to receive notice of a general  
meeting, a statement of not more than 1,000 words with respect to -

- (a) a matter mentioned in a proposed resolution to be dealt with at  
that meeting; or
- (b) other business to be dealt with at that meeting.

(2) However, each member may only request the company to circulate -

- (a) one such statement with respect to the resolution mentioned in  
subsection (1)(a); and
- (b) one such statement with respect to the other business mentioned  
in subsection (1)(b).

(3) A company is required to circulate the statement if it has received  
requests to do so from -

- (a) members representing at least 2.5% of the total voting rights of  
all the members who have a relevant right to vote; or
- (b) at least 50 members who have a relevant right to vote.

(4) In subsection (3) -  
**relevant right to vote** means-

- (a) in relation to a statement with respect to a matter mentioned in  
a proposed resolution, a right to vote on that resolution at the  
meeting to which the requests relate; and
- (b) in relation to any other statement, a right to vote at the meeting  
to which the requests relate.

(5) 第(3)款所指的要求 -

- (a) 可採用印本形式或電子形式送交有關公司；
- (b) 須指出將予傳閱的陳述書；
- (c) 須經所有提出該要求的人認證；及
- (d) 須於該要求所關乎的成員大會前最少7日送抵該公司。

根據《公司條例》第五百八十一條（公司有責任傳閱成員陳述書）：

(1) 根據第 580 條須傳閱陳述書的公司須 -

- (a) 按發出有關成員大會的同樣方式；及
- (b) 在發出該成員大會的知照的同時，或在發出該通知後，在合理切實可行的範圍內盡快，

將該陳述書的文本，送交每名有權收到該成員大會的知照的公司成員。

(2) 第(1)款的效力，受第 582(2) 及 583 條規限。

(3) 如公司違反第(1)款，該公司及每名責任人均屬犯罪，可各處第 5 級罰款。

(5) A request under subsection (3) -

- (a) may be sent to the company in hard copy form or in electronic form;
- (b) must identify the statement to be circulated;
- (c) must be authenticated by the person or persons making it; and
- (d) must be received by the company at least 7 days before the meeting to which it relates.

Under Section 581 of the Companies Ordinance (company's duty to circulate members' statement):

(1) A company that is required under section 580 to circulate a statement must send a copy of it to each member of the company entitled to receive notice of the meeting -

- (a) in the same manner as the notice of the meeting; and
- (b) at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.

(2) Subsection (1) has effect subject to sections 582(2) and 583.

(3) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5.



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根據《公司條例》第五百八十二條  
(傳閱成員陳述書的費用)：

(1) 如有以下情況，要求傳閱有關陳述書的成員無需支付有關公司為遵守第 581 條而招致的費用 -

(a) 有關要求所關乎的成員大會，是該公司的週年成員大會；及

(b) 該公司及時收到足以令該公司須傳閱該陳述書的要求，使該公司在發出該成員大會的通知的同時，能夠送交該陳述書的文本。

(2) 在其他情況下 -

(a) 除非有關公司通過決議，議決要求傳閱有關陳述書的成員無需支付該公司為遵守第 581 條而招致的費用，否則該成員須支付該費用；及

(b) 除非有人在不遲於有關成員大會前 7 日，在該公司存放一筆按理足以支付該公司為遵守該條而招致的費用的款項，或向該公司交出該筆款項，否則該公司無須遵守該條(但如該公司先前已通過決議，議決要求傳閱有關陳述書的成員無需支付該公司為遵守該條而招致的費用，則屬例外)。

Under Section 582 of the Companies Ordinance (expenses of circulating members' statement):

(1) The expenses of the company in complying with section 581 need not be paid by the members who requested the circulation of the statement if -

(a) the meeting to which the requests relate is an annual general meeting of the company; and

(b) requests sufficient to require the company to circulate the statement are received in time to enable the company to send a copy of the statement at the same time as it gives notice of the meeting.

(2) Otherwise -

(a) the expenses of the company in complying with section 581 must be paid by the members who requested the circulation of the statement unless the company resolves otherwise; and

(b) unless the company has previously so resolved, it is not bound to comply with that section unless there is deposited with or tendered to it, not later than 7 days before the meeting, a sum reasonably sufficient to meet its expenses in doing so.

根據《公司條例》第五百八十三條（要求不傳閱成員陳述書的申請）：

(1) 如公司或聲稱感到受屈的另一人提出申請，而原訟法庭應申請而信納第 580 條賦予的權利 -

(a) 正被濫用；或

(b) 正被用以在帶誹謗成分的事宜上，取得不必要的宣傳，

則該公司無須根據第 581 條傳閱陳述書。

(2) 凡某些成員要求傳閱有關陳述書，原訟法庭可命令他們支付公司因該申請而招致的全部或部分訟費，即使他們並非根據第 (1) 款提出的申請的一方亦然。

根據《公司條例》第六百一十五條（成員有權力要求傳閱週年成員大會的決議）：

(1) 如公司根據第 610 條須舉行週年成員大會，該公司的成員可要求該公司向有權收到該週年成員大會的通知的公司成員，發出關於可在該成員大會上恰當地動議並擬在該成員大會上動議的決議的通知。

(2) 公司如收到以下成員的要求，要求發出某決議的通知，則須發出該通知 -

(a) 佔全體有權在該要求所關乎的週年成員大會上，就該決議表決的成員的總表決權最少 2.5% 的公司成員；或

(b) 最少 50 名有權在該要求所關乎的週年成員大會上就該決議表決的成員。

Under Section 583 of the Companies Ordinance (application not to circulate members' statement):

(1) A company is not required to circulate a statement under section 581 if, on an application by the company or another person who claims to be aggrieved, the Court is satisfied that the rights given by section 580 are -

(a) being abused; or

(b) being used to secure needless publicity for defamatory matter.

(2) The Court may order the members who requested the circulation of the statement to pay the whole or part of the company's costs on an application under subsection (1), even if they are not parties to the application.

Under Section 615 of the Companies Ordinance (members' power to request circulation of resolution for annual general meeting):

(1) If a company is required to hold an annual general meeting under section 610, the members of the company may request the company to give, to members of the company entitled to receive notice of the annual general meeting, notice of a resolution that may properly be moved and is intended to be moved at that meeting.

(2) A company must give notice of a resolution if it has received requests that it do so from -

(a) the members of the company representing at least 2.5% of the total voting rights of all the members who have a right to vote on the resolution at the annual general meeting to which the requests relate; or

(b) at least 50 members who have a right to vote on the resolution at the annual general meeting to which the requests relate.

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(3) 要求 -

- (a) 可採用印本形式或電子形式送交有關公司；
- (b) 須指出有待發出通知所關乎的決議；
- (c) 須經所有提出該要求的人認證；及
- (d) 須於以下時間送抵該公司 -
  - (i) 該要求所關乎的週年成員大會舉行前的 6 個星期之前；或
  - (ii) (如在上列時間之後送抵該公司的話) 該成員大會的通知發出之時。

根據《公司條例》第六百一十六條(公司有責任傳閱週年成員大會的決議)：

(1) 根據第 615 條須就某決議發出通知的公司須 -

- (a) 按發出有關週年成員大會的通知的同樣方式；及
- (b) 在發出該成員大會的通知的同時，或在發出該成員大會的通知後，在合理的切實可行的範圍內盡快，

自費將該決議的通知的文本，送交每名有權收到該成員大會的通知的公司成員。

(2) 可在某週年成員大會上處理的事務，包括已按照第(1)款發出的通知所關乎的決議。

(3) A request -

- (a) may be sent to the company in hard copy form or in electronic form;
- (b) must identify the resolution of which notice is to be given;
- (c) must be authenticated by the person or persons making it; and
- (d) must be received by the company not later than -
  - (i) 6 weeks before the annual general meeting to which the requests relate; or
  - (ii) if later, the time at which notice is given of that meeting.

Under Section 616 of the Companies Ordinance (company's duty to circulate resolution for annual general meeting):

(1) A company that is required under section 615 to give notice of a resolution must send a copy of it at the company's own expense to each member of the company entitled to receive notice of the annual general meeting -

- (a) in the same manner as the notice of the meeting; and
- (b) at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.

(2) The business that may be dealt with at an annual general meeting includes a resolution of which notice is given in accordance with subsection (1).

(3) 就第(2)款而言，即使意外遺漏向一名或多於一名成員發出通知，該通知仍須視為已按照第(1)款發出。

(4) 如公司違反第(1)款，該公司及其每名責任人均屬犯罪，可各處第5級罰款。

3. 股東可向董事會提出已簽署之查詢送交本銀行之註冊辦事處香港德輔道中二十四號創興銀行中心地下(公司秘書部收)。

### 股東大會投票程序

《上市規則》要求於股東大會上提呈的決議案須以投票方式表決。投票結果會於股東大會後即日在聯交所和本銀行網站刊登。

### 股東大會

二零一四年股東週年大會已於二零一四年五月八日舉行，於二零一四年股東週年大會上提呈的決議案之投票結果已於二零一四年五月八日在聯交所及本銀行網站刊登。

二零一五年股東週年大會將於二零一五年五月十五日舉行，詳情請參閱本銀行將於適當時間寄發予股東之二零一四年年報及隨附之股東週年大會說明函件。

### 投資者關係及資料披露

董事會已採納披露政策，強調向其業務有關人士及公眾提供本銀行業務的財務狀況、損益和資本充足率之準確及適時資訊的重要性。本銀行認為維護其業務有關人士的利益可透過與投資界、媒體和公眾持續和積極對話，準確及適時地披露其企業策略、業務優勢和弱點、發展機遇、威脅和前景。本銀行致力為其業務有關人士和公眾提供關鍵資訊，以公平和及時的基礎上合理地作出投資決策。

(3) For the purposes of subsection (2), notice is to be regarded as having been given in accordance with subsection (1) despite the accidental omission to give notice to one or more members.

(4) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5.

3. Shareholders can lodge their signed, written enquires to the Board with the Bank's registered office at Ground Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong (Attention: Company Secretarial Department).

### Voting Procedures at General Meetings of the Shareholders

The Listing Rules require that any vote of shareholders on all resolutions at general meetings of the shareholders must be taken by poll. The poll results will be posted on the websites of both the Stock Exchange and the Bank on the same day following the shareholders' meeting.

### General Meeting of the Shareholders

The Bank held its annual general meeting of the shareholders ("2014 AGM") on 8 May 2014. Poll results in respect of the resolutions proposed at the 2014 AGM were published on the websites of both the Stock Exchange and the Bank on 8 May 2014.

The 2015 annual general meeting of the shareholders will be held on 15 May 2015. Please refer to the Bank's Annual Report 2014 and its accompanying Explanatory Statement which will be despatched to the shareholders in due course.

### Investor Relations and Information Disclosure

The Board has adopted a Disclosure Policy highlighting the importance of providing accurate and timely information relating to its businesses, state of affairs, profit or loss and capital adequacy ratio to its stakeholders and the public. The Bank believes that stakeholders' interests can best be served by accurate and timely disclosure of its corporate strategies, business strengths and weaknesses, growth opportunities and threats, and prospects through a continuous and active dialogue with the investment community, the media and the public. The Bank is committed to providing its stakeholders and the public with access to key information that is reasonably required to make an investment decision on a fair and timely basis.

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## 與股東的溝通

本銀行與股東建立及維持不同的溝通渠道，例如公佈年報及中期報告、公告、股東大會通告及投票結果，以及於聯交所及本銀行網站發佈之新聞稿。

## 遵守企業管治守則

董事會充份明白維持良好企業管治標準對本銀行營運上之效能及效率極為重要。因此，董事會已採取上述之企業管治政策聲明，確保維持高標準的企業管治常規。董事確認本銀行於截至二零一四年十二月三十一日止之財政年度已遵守載於《上市規則》附錄十四內之守則條文，惟：

1. 依據本銀行《組織章程細則》，當時的三分之一（或如董事人數除以三後所得之商數並非整數，則以最接近三分之一之數目計）董事，並自上次當選任期最長者，需於每次股東週年大會上輪值告退及重選。若於同日出任董事者，則以抽籤方式決定何人先行告退（除非他們自行達成協議）。由董事會額外委任為董事或填補董事會臨時空缺之人士，其董事任期僅至下屆股東週年大會止，屆時有資格於該股東週年大會參選連任（惟其不被視為輪值告退之董事或用以計算輪值告退董事之人數）。除根據那些守則條文 A.4.1 及 A.4.2 就有關委任非執行董事之指定任期及董事之輪值告退的建議運作方法之外，董事視此運作方法為一適合的選擇。

## Communications with Shareholders

The Bank establishes and maintains different communication channels with its shareholders through, for example, the publication of annual and interim reports, circulars, notices and results of general meetings of the shareholders, and press releases on the Bank's and the Stock Exchange's websites.

## Compliance with Corporate Governance Code

The Board is well aware that maintaining good corporate governance standards is important to the effective and efficient operation of the Bank. The Board has, therefore, adopted the above-mentioned Policy Statement on Corporate Governance to better ensure that a high standard of corporate governance practices is maintained. The directors confirm that, for the financial year ended 31 December 2014, the Bank has complied with the code provisions as set forth in Appendix 14 to the Listing Rules except:

1. Under the Bank's Articles of Association, one-third (or, if the quotient resulting from the division of the number of directors by three is not a whole number, the number nearest one-third) of the directors for the time being, who have been longest in office since their last election, shall be subject to retirement by rotation and re-election at each annual general meeting of the shareholders. As between persons who became directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by drawing lots. And as to those persons additionally appointed as directors or appointed as directors to fill casual vacancies by the Board, they shall hold office only until the next following annual general meeting of the shareholders and shall then be eligible for re-election (but not to be taken into account in determining the directors or the number of directors who are to retire by rotation) at that annual general meeting of the shareholders. The directors consider such practices to be appropriate alternatives to those recommended under Code Provisions A.4.1 and A.4.2.

2. 於二零一四年一月一日至二零一四年二月十三日期間，有關提名人選予董事會作出委任事宜，除根據守則條文 A.5.1 由一個提名委員會處理之外，任何董事如認為合適，均有權推薦任何合適人選予董事會以及其他相關法定及監管機構考慮及批准委任為董事，該等人選需能對本銀行作出貢獻及履行對本銀行及其股東整體利益之責任。除根據守則條文 A.5.1 就有關提名委任董事的建議運作方法之外，董事視此運作方法為一適合的選擇。

董事會於二零一四年二月十四日成立一個名為提名委員會之董事會委員會，其職責及責任包括檢討董事會之多元性；以及物色具有適當資格可擔任董事之人選，並選擇提名擔任董事之人士或就有關選擇向董事會提出建議。

2. During 1 January 2014 and 13 February 2014, as to the nomination of candidates for appointment to the Board, instead of having a nomination committee in place under Code Provision A.5.1, any director was entitled to recommend for the consideration and, if thought fit, approval of the Board, as well as other relevant supervisory and regulatory bodies, suitable candidates who can contribute to the Bank, and discharge their responsibilities in the interests of the Bank and its shareholders as a whole. The directors considered such a practice to be an appropriate alternative to that recommended under Code Provision A.5.1.

The Board established a board committee on 14 February 2014 known as Nomination Committee whose duties and responsibilities include the review of the diversity of the board, and the identification of individuals suitably qualified to become directors and the selection or the making of recommendations to the Board on the selection of individuals nominated for directorships.

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3. 按照本銀行的《企業管治政策聲明》所列，董事應謹記，當有議題提呈予董事會向個別董事作集體審核、決策及批准時，各董事應不論其董事身分（不論為執行董事、非執行董事或獨立非執行董事）而自行作出判斷。各董事應貫徹避免任何利益衝突，並真誠行事以本銀行的整體利益為依歸。各董事應以謹慎、技巧及努力履行其職責，並僅就適當的企業目的而行使其權力。

根據本銀行的《企業管治政策聲明》，董事會主席鼓勵各董事（不論為執行董事、非執行董事或獨立非執行董事）自由表達其意見，並於董事會全體成員會議時預留充足時間供各董事討論議題。倘若在董事會全體成員會議上，非執行董事（包括獨立非執行董事）與執行董事就任何討論議題持相反意見時，會議記錄將清晰地反映有關情況。有鑑於此項既定運作方式，各董事均認為在董事會全體成員會議上向各董事進行這種自由公開討論更具成效；因此，並無需要進一步根據守則條文第 A.2.7 條所列，舉行非執行董事（包括獨立非執行董事）會議而沒有執行董事出席。

再者，本銀行已採用董事進行證券交易之守則，其標準不低於《上市規則》附錄十所列之上市發行人董事進行證券交易的標準守則（「證券交易標準守則」）。經本銀行具體查詢後，所有董事確認截至二零一四年十二月三十一日止之財政年度內已遵守證券交易標準守則及本銀行有關守則訂定之所需標準。

3. As set forth in the Bank's Policy Statement on Corporate Governance, the directors should bear in mind that despite their respective directorial classifications (as the case may be, as executive directors, non-executive directors or independent non-executive directors), each of them shall exercise his own judgement when matters are submitted to the Board for the individual directors' collective review, decision and approval. The directors shall guard against any conflict of interest and act in good faith in the interests of the Bank as a whole at all times. They shall exercise due care, diligence and skill when performing their duties and shall use their powers for proper corporate purposes only.

In line with the Bank's Policy Statement on Corporate Governance, the Chairman has encouraged his fellow directors (be they executive directors, non-executive directors or independent non-executive directors) to freely express their views and has allowed sufficient time for discussion of issues at full board meetings. If, for example, the non-executive directors (including the independent non-executive directors) hold views contrary to those of the executive directors in respect of any matter discussed at a full board meeting, the minutes will have this reflected clearly. In the light of such an established practice, the directors are of the view that such open and free discussions at full board meetings among all the directors are more productive and, as such, there is no further need for the non-executive directors (including the independent non-executive directors) to hold meetings, under Code Provision A.2.7, without the presence of the executive directors.

Furthermore, the Bank has adopted a code for securities transactions by directors with terms no less exacting than those set out in the Model Code for Securities Transactions by Directors of Listed Issuers under Appendix 10 to the Listing Rules (the "Model Securities Transactions Code"). After specific enquiry by the Bank, all of the directors confirmed that, for the financial year ended 31 December 2014, they had complied with the required standards as set out in both the Model Securities Transactions Code and the Bank's own code in question.

致創興銀行有限公司股東  
(於香港註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第107至282頁創興銀行有限公司(以下簡稱「貴銀行」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一四年十二月三十一日的綜合和銀行財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合股東權益轉變表和綜合現金流動表,以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

貴銀行董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》編製綜合財務報表,以令綜合財務報表作出真實而公平的反映,及落實其認為編製綜合財務報表所必要的內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見,並按照香港《公司條例》附表11第80條僅向整體股東報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範,並規劃及執行審計,以合理確定綜合財務報表是否存在任何重大錯誤陳述。

TO THE SHAREHOLDERS OF CHONG HING BANK LIMITED  
(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Chong Hing Bank Limited (the "Bank") and its subsidiaries (together, the "Group") set out on pages 107 to 282, which comprise the consolidated and the Bank's statements of financial position as at 31 December 2014, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

The directors of the Bank are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 80 of Schedule 11 to the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.



## 獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

審計涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴銀行及貴集團於二零一四年十二月三十一日的事務狀況，及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》妥為編製。

羅兵咸永道會計師事務所  
執業會計師

香港，二零一五年二月二十六日

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Bank and of the Group as at 31 December 2014, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

PricewaterhouseCoopers  
Certified Public Accountants

Hong Kong, 26 February 2015

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# 綜合收益表 CONSOLIDATED INCOME STATEMENT

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

	附註 Notes	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
利息收入	Interest income	2,135,992	1,595,667
利息支出	Interest expense	(764,245)	(581,462)
淨利息收入	Net interest income	9	1,014,205
費用及佣金收入	Fee and commission income	300,830	283,196
費用及佣金支出	Fee and commission expenses	(76,059)	(73,263)
淨費用及佣金收入	Net fee and commission income	10	209,933
淨買賣收入	Net trading income	11	82,532
其他營業收入	Other operating income	12	135,335
營業支出	Operating expenses	13	(781,575)
		<b>864,024</b>	660,430
貸款減值準備淨回撥(支出)	Net reversal (charge) of impairment allowances on loans and advances	22	32,344
			(35,237)
出售待出售之資產之淨溢利	Net gains on disposal of assets held for sale	1,960,732	-
出售物業及設備之淨(虧損)溢利	Net (losses) gains on disposal of property and equipment	(5,976)	6,740
出售可供出售證券之淨溢利	Net gains on disposal of available-for-sale securities	15,179	1,582
出售投資物業及其公平值調整之淨溢利	Net gains on disposal of and fair value adjustments on investment properties	26	3,100
			4,237
所佔聯營公司之溢利	Share of profits of associates	38,688	32,103
除稅前溢利	Profit before taxation	2,908,091	669,855
稅項	Taxation	15	(165,687)
年度溢利	Profit for the year		
- 屬於本銀行股本擁有人	- Attributable to equity owners of the Bank	<u>2,742,404</u>	<u>557,418</u>
每股盈利 - 基本及攤薄	Earnings per share - basic and diluted	<u>HK\$6.30</u>	<u>HK\$1.28</u>
股息	Dividends		
- 特別中期股息	- Special interim dividend declared	16	1,965,983
			-
- 中期股息	- Interim dividend declared	16	82,650
			60,900
- 於報告期後建議之末期股息	- Final dividend proposed after the end of reporting period	16	178,350
			<u>143,550</u>

刊於第 115 至 282 頁之附註乃本綜合財務報表之一部份。

The notes on pages 115 to 282 form an integral part of these consolidated financial statements.

# 綜合全面收益表

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
年度溢利	Profit for the year	<u>2,742,404</u>	<u>557,418</u>
其他全面收益	Other comprehensive income		
不可隨後重新分類至損益賬之項目：	Items that will not be reclassified subsequently to profit or loss:		
轉移土地及樓宇至投資物業之盈餘	Surplus on transfer of land and buildings to investment properties	146,647	-
重估退休福利之盈餘	Surplus on remeasurement of retirement benefit	10,893	-
可隨後重新分類至損益賬之項目：	Items that will be reclassified subsequently to profit or loss:		
因折算之外匯調整	Exchange differences arising on translation	(13,903)	18,022
關於退休福利之所得稅支出	Income tax charge relating to retirement benefit	(1,798)	-
本年度可供出售證券其公平值之溢利(虧損)	Fair value gains (losses) of available-for-sale securities arising during the year	71,960	(4,061)
因出售可供出售證券而導致重新分類到損益賬之金額	Amount reclassified to the profit or loss upon disposal of available-for-sale securities	(15,179)	(1,582)
關於出售可供出售證券之所得稅影響	Income tax effect relating to disposal of available-for-sale securities	2,505	261
關於可供出售證券公平值調整之所得稅影響	Income tax effect relating to fair value change of available-for-sale securities	(12,594)	514
所佔聯營公司之其他全面收益	Share of other comprehensive income of associates	904	464
年度其他全面收益 (除稅後)	Other comprehensive income for the year (net of tax)	<u>189,435</u>	<u>13,618</u>
年度全面收益總額	Total comprehensive income for the year	<u>2,931,839</u>	<u>571,036</u>
全面收益總額屬於：	Total comprehensive income attributable to:		
本銀行股本擁有人	Equity owners of the Bank	<u>2,931,839</u>	<u>571,036</u>

刊於第 115 至 282 頁之附註乃本綜合財務報表之一部份。

The notes on pages 115 to 282 form an integral part of these consolidated financial statements.

# 綜合財務狀況表

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一四年十二月三十一日  
at 31 December 2014

			2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
<b>資產</b>		<b>附註</b>		
		<b>Notes</b>		
庫存現金及短期資金		18	26,032,182	16,189,594
存放同業及其他財務機構於 一至十二個月內到期之款項			5,568,433	7,920,502
衍生金融工具		19	142,162	170,135
按公平值列賬及列入損益賬之 金融資產		20	287	92,179
可供出售之證券		20	7,874,920	5,433,241
持至到期日之證券		20	8,663,136	8,326,722
貸款及其他賬項		22	58,584,607	45,759,426
應收稅項			-	796
待出售之資產		25	1,718	269,268
聯營公司權益		24	222,309	199,437
投資物業		26	288,413	136,575
物業及設備		27	609,956	635,702
預付土地租金		28	2,336	2,403
遞延稅項資產		36	4,697	1,501
商譽		39	50,606	50,606
<b>資產總額</b>			<b>108,045,762</b>	<b>85,188,087</b>
<b>負債</b>				
同業及其他財務機構存款及結餘			4,413,861	1,674,231
於回購協議下出售之金融資產			4,948,764	1,256,657
客戶存款		30	82,133,391	71,164,904
存款證		31	2,108,136	563,003
衍生金融工具		19	415,122	100,653
其他賬項及應付費用			1,360,613	852,430
應付稅款			43,109	52,146
借貸資本		32	1,815,563	1,766,436
遞延稅項負債		36	23,551	25,661
<b>負債總額</b>			<b>97,262,110</b>	<b>77,456,121</b>
<b>屬於本銀行擁有的資金</b>				
股本票面價值		33	-	217,500
股本溢價		33	-	1,542,817
股本		33	1,760,317	1,760,317
額外股本工具		34	2,312,030	-
儲備		35	6,711,305	5,971,649
<b>資金總額</b>			<b>10,783,652</b>	<b>7,731,966</b>
<b>負債及資金總額</b>			<b>108,045,762</b>	<b>85,188,087</b>

刊於第 115 至 282 頁之附註乃本綜合財務報表之一部份。

董事會於二零一五年二月二十六日核准及授權發行，並承董事會命簽署。

張招興 主席  
梁高美懿 副主席兼董事總經理  
劉惠民 執行董事兼行政總裁  
楊建華 公司秘書

The notes on pages 115 to 282 form an integral part of these consolidated financial statements.

Approved and authorised for issue by the Board of Directors on 26 February 2015 and signed on its behalf by:

Zhang Zhaoxing, Chairman  
Leung Ko May Yee Margaret, Deputy Chairman and Managing Director  
Lau Wai Man, Executive Director and Chief Executive Officer  
Yeung Kin Wah Michael, Company Secretary

# 本銀行財務狀況表

## STATEMENT OF FINANCIAL POSITION OF THE BANK

於二零一四年十二月三十一日  
at 31 December 2014

	附註 Notes	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
<b>資產</b>			
庫存現金及短期資金	18	26,021,665	16,179,098
存放同業及其他財務機構於 一至十二個月內到期之款項		5,554,337	7,906,576
衍生金融工具	19	142,162	170,135
按公平值列賬及列入損益賬之 金融資產	20	–	91,968
可供出售之證券	20	7,749,318	5,326,882
持至到期日之證券	20	8,632,513	8,326,722
貸款及其他賬項	22	58,190,825	45,519,296
投資於附屬公司	23(i)	261,984	261,984
應收附屬公司款項	23(ii) & 42	233,444	235,662
待出售之資產	25	1,718	790,930
聯營公司權益	24	21,500	21,500
投資物業	26	254,900	102,300
物業及設備	27	372,854	393,917
預付土地租金	28	2,336	2,403
遞延稅項資產	36	4,339	1,316
<b>資產總額</b>		<b>107,443,895</b>	<b>85,330,689</b>
<b>負債</b>			
同業及其他財務機構存款及結餘		4,413,861	1,674,231
於回購協議下出售之金融資產		4,948,764	1,256,657
客戶存款	30	82,133,391	71,164,904
應付附屬公司款項	23(ii) & 42	526,479	834,696
存款證	31	2,108,136	563,003
衍生金融工具	19	415,122	100,653
其他賬項及應付費用		926,507	624,977
應付稅款		40,597	48,759
借貸資本	32	1,815,563	1,766,436
遞延稅項負債	36	12,154	14,851
<b>負債總額</b>		<b>97,340,574</b>	<b>78,049,167</b>
<b>屬於本銀行擁有人的資金</b>			
股本票面價值	33	–	217,500
股本溢價	33	–	1,542,817
股本	33	1,760,317	1,760,317
額外股本工具	34	2,312,030	–
儲備	35	6,030,974	5,521,205
<b>資金總額</b>		<b>10,103,321</b>	<b>7,281,522</b>
<b>負債及資金總額</b>		<b>107,443,895</b>	<b>85,330,689</b>

刊於第 115 至 282 頁之附註乃本綜合財務報表之一部份。

董事會於二零一五年二月二十六日核准及授權發行，並承董事會命簽署。

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楊建華 公司秘書

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Zhang Zhaoxing, Chairman  
Leung Ko May Yee Margaret, Deputy Chairman and Managing Director  
Lau Wai Man, Executive Director and Chief Executive Officer  
Yeung Kin Wah Michael, Company Secretary

# 綜合股東權益轉變表

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

	附註 Note	股本 Share capital 港幣千元 HK\$'000	股本溢價 Share premium 港幣千元 HK\$'000	額外 股本工具 Additional equity instruments 港幣千元 HK\$'000	商譽 Goodwill 港幣千元 HK\$'000	投資 重估儲備 Investment revaluation reserve 港幣千元 HK\$'000	土地及 樓宇 重估儲備 Land and building revaluation reserve 港幣千元 HK\$'000	公積金 General reserve 港幣千元 HK\$'000	換算儲備 Translation reserve 港幣千元 HK\$'000	法定儲備 Regulatory reserve 港幣千元 HK\$'000	保留溢利 Retained profits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一四年一月一日	At 1 January 2014	217,500	1,542,817	-	(182)	182,923	-	1,388,500	44,258	441,000	3,915,150	7,731,966
年度溢利	Profit for the year	-	-	-	-	-	-	-	-	-	2,742,404	2,742,404
因折算之外匯調整	Exchange differences arising on translation	-	-	-	-	-	-	(13,903)	-	-	-	(13,903)
轉移土地及樓宇至投資物業之盈餘	Surplus on transfer of land and buildings to investment properties	-	-	-	-	-	146,647	-	-	-	-	146,647
重估退休福利之盈餘	Surplus on remeasurement of retirement benefit	-	-	-	-	-	-	-	-	10,893	-	10,893
關於退休福利之所得稅支出	Income tax charge relating to retirement benefit	-	-	-	-	-	-	-	-	(1,798)	-	(1,798)
本年度可供出售證券其公平值調整之溢利	Fair value gains of available-for-sale securities arising during the year	-	-	-	-	71,960	-	-	-	-	-	71,960
因出售可供出售證券而導致重新分類到損益賬之金額	Amount reclassified to the profit or loss upon disposal of available-for-sale securities	-	-	-	-	(15,179)	-	-	-	-	-	(15,179)
關於出售可供出售證券之所得稅影響	Income tax effect relating to disposal of available-for-sale securities	-	-	-	-	2,505	-	-	-	-	-	2,505
關於可供出售證券公平值調整之所得稅影響	Income tax effect relating to fair value change of available-for-sale securities	-	-	-	-	(12,594)	-	-	-	-	-	(12,594)
所佔聯營公司之其他全面收益	Share of other comprehensive income of associates	-	-	-	-	904	-	-	-	-	-	904
其他全面收益	Other comprehensive income	-	-	-	-	47,596	146,647	-	(13,903)	-	9,095	189,435
年度全面收益總額	Total comprehensive income for the year	-	-	-	-	47,596	146,647	-	(13,903)	-	2,751,499	2,931,839
發行額外股本工具	Issue of additional equity instruments	-	-	2,312,030	-	-	-	-	-	-	-	2,312,030
於二零一四年三月三日過渡至無面值股份制度	Transition no-par value regime on 3 March 2014	1,542,817	(1,542,817)	-	-	-	-	-	-	-	-	-
已派特別中期股息	Special interim dividend paid	-	-	-	-	-	-	-	-	(1,965,983)	-	(1,965,983)
已派中期股息	Interim dividend paid	-	-	-	-	-	-	-	-	(82,650)	-	(82,650)
已派末期股息	Final dividend paid	-	-	-	-	-	-	-	-	(143,550)	-	(143,550)
於保留溢利中特別指定之法定儲備	Earmark of retained profits as regulatory reserve	-	-	-	-	-	-	-	132,000	-	(132,000)	-
於二零一四年十二月三十一日	At 31 December 2014	1,760,317	-	2,312,030	(182)	230,519	146,647	1,388,500	30,355	573,000	4,342,466	10,783,652

刊於第 115 至 282 頁之附註乃本綜合財務報表之一部份。

The notes on pages 115 to 282 form an integral part of these consolidated financial statements.



# 綜合股東權益轉變表

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

		股本	股本溢價	商譽	投資 重估儲備	公積金	換算儲備	法定儲備	保留溢利	總額
	附註	Share capital	Share premium	Goodwill	Investment revaluation reserve	General reserve	Translation reserve	Regulatory reserve	Retained profits	Total
	Note	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一三年一月一日	At 1 January 2013	217,500	1,542,817	(182)	187,327	1,388,500	26,236	387,000	3,624,882	7,374,080
年度溢利	Profit for the year	-	-	-	-	-	-	-	557,418	557,418
因折算之外匯調整	Exchange differences arising on translation	-	-	-	-	-	18,022	-	-	18,022
本年度可供出售證券 其公平值調整之虧損	Fair value losses of available-for-sale securities arising during the year	-	-	-	(4,061)	-	-	-	-	(4,061)
因出售可供出售證券而導致 重新分類到損益賬之金額	Amount reclassified to the profit or loss upon disposal of available-for-sale securities	-	-	-	(1,582)	-	-	-	-	(1,582)
關於出售可供出售證券之所得稅影響	Income tax effect relating to disposal of available-for-sale securities	-	-	-	261	-	-	-	-	261
關於可供出售證券公平值調整之 所得稅影響	Income tax effect relating to fair value change of available-for-sale securities	-	-	-	514	-	-	-	-	514
所佔聯營公司之其他全面收益	Share of other comprehensive income of associates	-	-	-	464	-	-	-	-	464
其他全面(支出)收益	Other comprehensive (expense) income	-	-	-	(4,404)	-	18,022	-	-	13,618
年度全面(支出)收益總額	Total comprehensive (expense) income for the year	-	-	-	(4,404)	-	18,022	-	557,418	571,036
已派中期股息	Interim dividend paid	16	-	-	-	-	-	-	(60,900)	(60,900)
已派末期股息	Final dividend paid	16	-	-	-	-	-	-	(152,250)	(152,250)
於保留溢利中特別指定之法定儲備	Earmark of retained profits as regulatory reserve	-	-	-	-	-	-	54,000	(54,000)	-
於二零一三年十二月三十一日	At 31 December 2013	<u>217,500</u>	<u>1,542,817</u>	<u>(182)</u>	<u>182,923</u>	<u>1,388,500</u>	<u>44,258</u>	<u>441,000</u>	<u>3,915,150</u>	<u>7,731,966</u>

本集團之保留溢利包括本集團聯營公司所保留一筆為數港幣 104,535,000 元之保留溢利(二零一三年:保留溢利為港幣 82,567,000 元)。

法定儲備之成立乃為符合香港金融管理局之要求及法定儲備派發予本銀行股東前須諮詢香港金融管理局之意見。

公積金包括以往年度保留溢利之調撥。

刊於第 115 至 282 頁之附註乃本綜合財務報表之一部份。

The retained profits of the Group included retained profits of HK\$104,535,000 (2013: retained profits of HK\$82,567,000) retained by the associates of the Group.

The regulatory reserve is set up in compliance with the Hong Kong Monetary Authority's requirements and is distributable to shareholders of the Bank subject to consultation with the Hong Kong Monetary Authority (the "HKMA").

The general reserve comprises transfers from previous years' retained profits.

The notes on pages 115 to 282 form an integral part of these consolidated financial statements.

# 綜合現金流動表

## CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
<b>經營業務</b>		
除稅前溢利	2,908,091	669,855
調整：		
淨利息收入	(1,371,747)	(1,014,205)
貸款減值準備淨(回撥)支出	(32,344)	35,237
出售待出售之資產之淨溢利	(1,960,732)	-
出售物業及設備之淨虧損(溢利)	5,976	(6,740)
出售可供出售證券之淨溢利	(15,179)	(1,582)
出售投資物業及其公平值調整之淨溢利	(3,100)	(4,237)
所佔聯營公司之溢利	(38,688)	(32,103)
按公平值列賬及列入損益賬之 金融工具之淨(溢利)虧損	(59,821)	53,535
公平值對沖之淨虧損(溢利)	185	(536)
投資股息收入	(12,068)	(10,991)
折舊	47,653	54,878
預付土地租金之釋放	66	66
匯兌調整	(13,530)	17,697
營運資產及負債變動前之營運現金流	(545,238)	(239,126)
營運資產之(增額)減額：		
逾三個月到期之通知及短期存款	1,759,012	249,906
逾三個月到期之外匯基金票據	(650,503)	(509,278)
逾三個月到期之存放同業及其他財務機構 款項	1,646,858	(2,663,657)
按公平值列賬及列入損益賬之金融資產	91,892	1,121,231
客戶貸款	(11,718,051)	(5,947,761)
同業及其他財務機構貸款	-	2,164,842
其他賬項	(951,376)	67,309
營運負債之增額(減額)：		
逾三個月到期之同業及其他財務機構存款 及結餘	2,739,630	(169,246)
於回購協議下出售之金融資產	3,692,107	822,976
客戶存款	10,968,487	3,656,156
存款證	1,545,133	(104,633)
衍生金融工具	261,549	(106,862)
其他賬項及應付費用	438,608	120,550
經營業務之現金收入(支出)	9,278,108	(1,537,593)
已付香港利得稅稅款	(158,566)	(51,501)
已付海外稅款	(32,447)	(23,050)
已收利息	1,750,373	1,309,623
已付利息	(631,597)	(526,091)
<b>經營業務之現金收入(支出)淨額</b>	<b>10,205,871</b>	<b>(828,612)</b>
<b>OPERATING ACTIVITIES</b>		
Profit before taxation	2,908,091	669,855
Adjustments for:		
Net interest income	(1,371,747)	(1,014,205)
Net (reversal) charge of impairment allowances on loans and advances	(32,344)	35,237
Net gains on disposal of assets held for sale	(1,960,732)	-
Net losses (gains) on disposal of property and equipment	5,976	(6,740)
Net gains on disposal of available-for-sale securities	(15,179)	(1,582)
Net gains on disposal of and fair value adjustments on investment properties	(3,100)	(4,237)
Share of profits of associates	(38,688)	(32,103)
Net (gains) losses on financial instruments at fair value through profit or loss	(59,821)	53,535
Net losses (gains) on fair value hedge	185	(536)
Dividend received from investments	(12,068)	(10,991)
Depreciation	47,653	54,878
Release of prepaid lease payments for land	66	66
Exchange adjustments	(13,530)	17,697
Operating cash flows before movements in operating assets and liabilities	(545,238)	(239,126)
(Increase) decrease in operating assets:		
Money at call and short notice with original maturity over three months	1,759,012	249,906
Exchange fund bills with original maturity over three months	(650,503)	(509,278)
Placements with banks and other financial institutions with original maturity over three months	1,646,858	(2,663,657)
Financial assets at fair value through profit or loss	91,892	1,121,231
Advances to customers	(11,718,051)	(5,947,761)
Advances to banks and other financial institutions	-	2,164,842
Other accounts	(951,376)	67,309
Increase (decrease) in operating liabilities:		
Deposits and balances of banks and other financial institutions with original maturity over three months	2,739,630	(169,246)
Financial assets sold under repurchase agreements	3,692,107	822,976
Deposits from customers	10,968,487	3,656,156
Certificates of deposit	1,545,133	(104,633)
Derivative financial instruments	261,549	(106,862)
Other accounts and accruals	438,608	120,550
Cash generated from (used in) operations	9,278,108	(1,537,593)
Hong Kong Profits Tax paid	(158,566)	(51,501)
Overseas tax paid	(32,447)	(23,050)
Interest received	1,750,373	1,309,623
Interest paid	(631,597)	(526,091)
<b>NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES</b>	<b>10,205,871</b>	<b>(828,612)</b>

# 綜合現金流動表

## CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
<b>投資業務</b>	<b>INVESTING ACTIVITIES</b>		
收取可供出售之證券及持至到期日之證券利息	Interest received from available-for-sale securities and held-to-maturity securities	295,206	302,391
收取投資之股息	Dividends received on investments	12,068	10,991
收取由聯營公司之股息	Dividends received from associates	16,720	16,100
購入持至到期日之證券	Purchase of held-to-maturity securities	(8,169,989)	(18,738,706)
購入可供出售證券	Purchase of available-for-sale securities	(2,263,110)	(1,428,770)
購入物業及設備	Purchase of property and equipment	(33,896)	(33,142)
贖回持至到期之證券所得款項	Proceeds from redemption of held-to-maturity securities	7,811,538	20,012,004
出售及贖回可供出售證券所得款項	Proceeds from sale and redemption of available-for-sale securities	80,859	2,479
出售待出售之資產所得款項	Proceeds from disposal of assets held for sale	2,230,000	–
出售物業及設備所得款項	Proceeds from disposal of property and equipment	2,138	8,472
出售投資物業所得款項	Proceeds from disposal of investment properties	–	3,927
<b>投資業務之現金(支出)收入淨額</b>	<b>NET CASH (USED IN) GENERATED FROM INVESTING ACTIVITIES</b>	<b>(18,466)</b>	<b>155,746</b>
<b>融資業務</b>	<b>FINANCING ACTIVITIES</b>		
借貸資本之利息支出	Interest paid on loan capital	(61,366)	(62,006)
發行股本工具所得款項淨額	Net proceeds from issue of share capital instruments	2,312,030	–
支付股息	Dividends paid	(2,192,183)	(213,150)
<b>融資業務之現金收入(支出)淨額</b>	<b>NET CASH GENERATED FROM (USED IN) FINANCING ACTIVITIES</b>	<b>58,481</b>	<b>(275,156)</b>
<b>淨現金及等同現金項目增額(減額)</b>	<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>10,245,886</b>	<b>(948,022)</b>
一月一日之現金及等同現金項目	<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>14,500,949</b>	<b>15,448,971</b>
十二月三十一日之現金及等同現金項目	<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	<b>24,746,835</b>	<b>14,500,949</b>
代表：	Represented by:		
庫存現金及存放中央銀行、同業及其他財務機構款項	Cash and balances with central bank, banks and other financial institutions	3,097,135	3,292,475
原定到期日少於三個月之通知及短期存款	Money at call and short notice with original maturity of three months or less	20,578,463	9,132,026
原定到期日少於三個月之外匯基金票據	Exchange fund bills with original maturity of three months or less	–	300,000
原定到期日少於三個月之存放同業及其他財務機構款項	Placements with banks and other financial institutions with original maturity of three months or less	1,071,237	1,776,448
		<b>24,746,835</b>	<b>14,500,949</b>

刊於第 115 至 282 頁之附註乃本綜合財務報表之一部份。

The notes on pages 115 to 282 form an integral part of these consolidated financial statements.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 1. 概論

創興銀行有限公司（「本銀行」）為香港註冊成立之公眾有限公司，其股票於香港聯合交易所有限公司上市。

於二零一四年二月十四日之前，本銀行之直接控股公司為廖創興置業有限公司及其最終控股公司為廖創興企業有限公司（「廖創興企業」），兩者皆於香港註冊成立。根據越秀金融控股有限公司二零一三年十月二十五日之收購要約，此收購於二零一四年二月十四日完成，本銀行之直接控股公司為越秀金融控股有限公司及其最終控股公司為廣州越秀集團有限公司。

本銀行從事銀行業及有關之金融服務。本銀行之註冊辦事處地址為香港德輔道中二十四號創興銀行中心地下。

## 2. 採用新頒佈及經修訂之香港財務報告準則

本集團已於二零一四年一月一日或之後開始的財政年度首次採納下列相關準則：

- 香港會計準則第32條「金融工具：呈列 - 金融資產和金融負債之抵銷」之修訂於二零一四年一月一日或之後開始之會計年度生效。此修訂旨在解決與抵銷規則不一致相關的現有應用問題，及澄清「當前具有法律上可執行的抵銷權」的含義；以及一些應用於總額結算系統（如中央結算系統）可能會被視為等同於淨額結算的抵銷標準。此修訂對綜合財務報表不會有重大影響。

## 1. GENERAL

Chong Hing Bank Limited (the “Bank”) is a public limited company incorporated in Hong Kong and its shares are listed on the Stock Exchange of Hong Kong Limited.

Up to 14 February 2014, its immediate holding company was Liu Chong Hing Estate Company Limited and its ultimate holding company was Liu Chong Hing Investment Limited (“LCHI”), both of which are incorporated in Hong Kong. Pursuant to the acquisition offer from Yuexiu Financial Holdings Limited on 25 October 2013 and subsequent completion of the acquisition on 14 February 2014, Yuexiu Financial Holdings Limited and Guangzhou Yue Xiu Holdings Limited become the immediate holding company and the ultimate holding company respectively.

The Bank is engaged in the provision of banking and related financial services. The address of the registered office of the Bank is Ground Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong.

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The following standards have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2014 and are relevant to the Group:

- Amendments to HKAS 32 “Financial instruments: Presentation – Offsetting financial assets and financial liabilities”, effective for the accounting period beginning on or after 1 January 2014. The amendment addresses inconsistencies in current practice when applying the offsetting criteria and clarifies the meaning of “currently has a legally enforceable right of set-off”; and the application of offsetting criteria to some gross settlement systems (such as central clearing house systems) that may be considered equivalent to net settlement. The amendments do not have material impact to the consolidated financial statements.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 2. 採用新頒佈及經修訂之香港財務報告準則 - 續

- 香港(國際財務報告準則詮釋委員會)詮釋第21條「徵費」於二零一四年一月一日或之後開始之會計年度生效。本詮釋闡述支付徵費(並非所得稅)的會計方法。該詮釋解釋產生徵費的有責任時間以及責任該何時確認的問題。本集團目前並沒有被重大徵費,所以該詮釋對本集團並沒有重大影響。
- 香港會計準則第36條「資產減值」之修訂於二零一四年一月一日或之後開始之會計年度生效。隨著香港財務報告準則第13條之頒佈,香港會計準則第36條修訂本刪減有關現金產生單位可收回金額的若干披露。該修訂不會對本集團有重大影響。
- 香港會計準則第39條「財務工具:確認及計量-衍生工具之更替及對沖會計法之延續」之修訂於二零一四年一月一日或之後開始之會計年度生效。該修訂在指定為對沖工具的衍生工具更替時符合若干條件情況下可允許其繼續使用會計對沖法。該修訂已推出以應對多個司法權區可能導致場外衍生工具大量合約更替的法律變化。本集團目前已指定若干利率掉期合約作為對沖工具,且當利率掉期合約須與中心對手方訂立強制性結算安排時,預期本集團可從該修訂中獲益。

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

- continued

- HK(IFRIC) Int-21 “Levies”, effective for the accounting period beginning on or after 1 January 2014. This interpretation sets out the accounting for an obligation to pay a levy that is not income tax. The interpretation addresses what the obligating event is that gives rise to pay a levy and when should a liability be recognised. The Group is not currently subject to significant levies, so the impact to the Group is not material.
- Amendments to HKAS 36 “Impairment of assets”, effective for the accounting period beginning on or after 1 January 2014. The amendments remove certain disclosures of the recoverable amount of cash-generating units which had been included in HKAS 36 by the issue of HKFRS 13. The amendments do not have material impact to the Group.
- Amendments to HKAS 39 “Financial instruments: Recognition and measurement – Novation of derivatives and continuation of hedge accounting”, effective for the accounting period beginning on or after 1 January 2014. The amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria. The amendments were issued in response to legislative changes across many jurisdictions that would lead to the widespread novation of over-the-counter derivatives. The Group has currently designated certain interest rate swaps as hedging instruments and will be benefited from the amendments when interest rate swaps are subject to mandatory clearing arrangement with central counterparty.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 2. 採用新頒佈及經修訂之香港財務報告準則 - 續

仍有一項準則修訂於二零一四年一月一日或之後開始之會計年度生效，但並無重大財務影響，因此未作詳細分析。

此外，新香港《公司條例》(第 622 章)第 9 部「賬目和審計」的規定已於本集團二零一四年三月三日或之後開始的首個財政年度生效(根據該條例第 358 條)。本集團現正評估香港《公司條例》的變動對新香港《公司條例》(第 622 章)第 9 部首次應用期間的綜合財務報表的預期影響。至今認為其影響將不會十分重大，且只有綜合財務報表內的呈列和披露資訊會受到影響。

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) - continued

There is also an amendment to a standard effective for the accounting period beginning on or after 1 January 2014 but does not have material financial impact. Therefore, this amendment is not analysed in details.

In addition, the requirements of Part 9 “Accounts and Audit” of the new Hong Kong Companies Ordinance (Cap. 622) come into operation as from the Group’s first financial year commencing on or after 3 March 2014 in accordance with section 358 of that Ordinance. The Group is in the process of making an assessment of expected impact of the changes in the Hong Kong Companies Ordinance on the consolidated financial statements in the period of initial application of Part 9 of the new Hong Kong Companies Ordinance (Cap. 622). So far it has concluded that the impact is unlikely to be significant and only the presentation and the disclosure of information in the consolidated financial statements will be affected.

### 3. 新頒佈及經修訂但未生效之香港財務報告準則

多項新準則和準則的修訂及詮釋在二零一四年一月一日之後開始的年度期間生效，但未有在本綜合財務報表中應用。此等準則、修訂及詮釋預期不會對本集團的綜合財務報表造成重大影響，惟以下列載者除外：

- 香港財務報告準則第9條「金融工具」，針對金融資產和金融負債的分類、計量和確認。香港財務報告準則第9條的完整版本已在二零一四年七月發佈。此準則取代了香港會計準則第39條中有關分類和計量金融工具的指引。香港財務報告準則第9條保留但簡化了金融資產的混合計量模型，並確定了三個主要的計量類別：按攤銷成本、按公平值透過其他全面收益及按公平值透過收益表計量。此分類基準視乎主體的經營模式及金融資產的合同現金流量特點。在股本工具中的投資需要按公平值透過收益表計量，而由初始不可撤銷選項在其他全面收益計量的公平值變動不循環入賬。目前有新的預期信貸損失模型，取代在香港會計準則第39條中使用的減值虧損模型。對於金融負債，就指定為按公平值透過收益表計量的負債，除了在其他全面收益中確認本身信貸風險的變動外，分類和計量並無任何變動。香港財務報告準則第9條放寬了對沖有效性的規定，以清晰界線對沖有效性測試取代。此準則規定被對沖項目與對沖工具的經濟關係及「對沖比率」須與管理層實際用作風險管理之目的相同。根據此準則，仍需有同期文件存檔，但此規定與香港會計準則第39條現時所規定的不同。此準則將於二零一八年一月一日或之後開始之會計年度生效，並容許提早採納。本集團現正評估香港財務報告準則第9條的全面影響。

### 3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET EFFECTIVE

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2014, and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

- HKFRS 9 “Financial instruments”, addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of HKFRS 9 was issued in July 2014. It replaces the guidance in HKAS 39 that relates to the classification and measurement of financial instruments. HKFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through profit or loss. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in other comprehensive income not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in HKAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. HKFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the “hedged ratio” to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under HKAS 39. The standard is effective for the accounting period beginning on or after 1 January 2018 and early adoption is permitted. The Group is assessing HKFRS 9’s full impact.

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3. 新頒佈及經修訂但未生效之  
香港財務報告準則 - 續

- 香港財務報告準則第15條「客戶合同收益」處理有關主體與其客戶合同所產生的收益和現金流量的性質、金額、時間性和不確定性的收益確認，並就向財務報表使用者報告有用的資訊建立原則。當客戶獲得一項貨品或服務的控制權並因此有能力指示該貨品或服務如何使用和獲得其利益，即確認此項收益。此準則取代香港會計準則第18條「收益」及香港會計準則第11條「建造合同」和相關詮釋。此準則將於二零一七年一月一日或之後開始之會計年度生效，並容許提早採納。本集團現正評估香港財務報告準則第15條的影響。

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET  
EFFECTIVE - continued

- HKFRS 15 “Revenue from contracts with customers” deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces HKAS 18 “Revenue” and HKAS 11 “Construction contracts” and related interpretations. The standard is effective for the accounting period beginning on or after 1 January 2017 and earlier application is permitted. The Group is assessing the impact of HKFRS 15.



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 4. 主要會計政策

本綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，本綜合財務報表包含《香港聯合交易所有限公司證券上市規則》及香港《公司條例》要求之適用披露。

按照香港《公司條例》(第 622 章)第 9 部的過渡和保留規定，香港《公司條例》(第 622 章)附表 11 第 76 至 87 條所載的「賬目和審計」，綜合財務報表是根據舊有香港《公司條例》(第 32 章)的適用規定，就本財政年度和比較期間而編制。

本綜合財務報表已根據歷史成本為基準編製，惟如下文所載之會計政策所解釋，若干物業及金融工具以公平值計量。

公平值為市場參與者於計量日在有序交易中出售資產所收取的價格或轉讓負債所支付的價格，不管該價格是否可被直接觀察得到或採用其他估值技術評估。於評估資產或負債的公平值時，本集團考慮該資產或負債的特點，若市場參與者於計量日定價資產或負債時考慮這些特點。公平值於本綜合財務報表作計量及 / 或披露是按此基準釐定，除非屬於香港財務報告準則第 2 條內之以股份基礎給付交易、屬於香港會計準則第 17 條內之租賃交易及計量與公平值有些相似，但並非公平值，例如香港會計準則第 2 條內的可變現淨值或香港會計準則第 36 條內的使用值。

### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

In accordance with the transitional and saving arrangements for Part 9 of the Hong Kong Companies Ordinance (Cap. 622), "Accounts and Audit" as set out in sections 76 to 87 of Schedule 11 to the Hong Kong Companies Ordinance (Cap. 622), the consolidated financial statements are prepared in accordance with the applicable requirements of the predecessor Companies Ordinance (Cap. 32) for this financial year and the comparative period.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

# 綜合財務報表之附註

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### 4. 主要會計政策 - 續

此外，根據公平值計量之輸入變數的可觀察程度及其對整體公平值計量之重要性分為第一、第二或第三級別，以作財務報告之用，敘述如下：

- 第一級別的輸入變數是指個體能於計量日在活躍市場上得到相同的資產或負債的標價（不做任何調整）；
- 第二級別的輸入變數是指除包含在第一級別的標價以外，可直接或間接觀察得到的資產或負債的輸入變數；及
- 第三級別的輸入變數是指資產或負債不可觀察得到的輸入變數。

主要會計政策詳列如下。除註明外，此會計政策一直一貫地被採用。

#### 綜合基準

綜合財務報表包括本銀行及由本銀行控制之個體及附屬公司之財務報表。控制權被定為擁有，當本銀行：

- 可對被投資者行使權力；
- 從參與被投資者之業務獲得或有權獲得可變回報；及
- 有能力藉對被投資者行使其權力而影響其回報。

如事實和情況均顯示以上三項控制權要素中其中一項或多項出現變化，本銀行將重新評估其是否對被投資者擁有控制權。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below. These policies have been consistently applied in all years presented, unless otherwise stated.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Bank and entities controlled by the Bank and its subsidiaries. Control is achieved when the Bank:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Bank reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 4. 主要會計政策 - 續

#### 綜合基準 - 續

附屬公司之綜合由本銀行對附屬公司擁有控制權開始，並於本銀行失去對附屬公司的控制權時終止。尤其是對於年內所收購或出售一間附屬公司之收入及開支將由本銀行獲得控制權日期起直至本銀行終止控制附屬公司當日止計入綜合收益表。

如有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團會計政策一致。

有關本集團股東之間的所有交易均於集團內資產及負債、權益、收入、開支及現金流量於綜合賬目時全面對銷。

#### 投資於附屬公司

呈列於本銀行財務狀況表中投資於附屬公司是以成本扣除減值損失撥備計量。本銀行根據股息收入或應收以計算附屬公司的業績。

如股息超過宣派股息期內附屬公司的全面收益，或如在獨立財務報表的投資帳面值超過綜合財務報表中被投資公司淨資產（包括商譽）的賬面值，則必須對附屬公司投資作減值測試。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Basis of consolidation - continued

Consolidation of a subsidiary begins when the Bank obtains control over the subsidiary and ceases when the Bank loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated income statement from the date the Bank gains control until the date when the Bank ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

#### Investments in subsidiaries

Investments in subsidiaries are stated in the Bank's statement of financial position at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Bank on the basis of dividends received or receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

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4. 主要會計政策 - 續

商譽

因收購其他個體所產生之商譽，代表於收購日本集團應佔有關被收購的個體之可識別資產、負債及或有負債之公平值之權益，比收購成本值高出之差額。此商譽是以成本扣除任何累積減值損失計量。

收購其他個體所產生的資本化商譽於綜合財務狀況表內單獨呈列。

為進行減值測試，收購產生之商譽均被分配至預期從合併產生協同效應之每個相關現金產生單位或多組現金產生單位。

已被分配商譽之現金產生單位將每年或更經常地進行減值測試，及一旦有跡象顯示該單位可能減值便立刻進行減值測試。對於在某一報告年度內收購產生之商譽，被分配商譽之現金產生單位將於報告年度結算日前進行減值測試。假如該現金產生單位的可回收金額低於該單位的賬面價值，則首先分配減值虧損以降低該單位所獲分配之任何商譽之賬面值，再以該單位每項資產之賬面值按比例分配予該單位之其他資產。任何商譽虧損均直接於綜合收益表內確認。任何商譽之減值虧損均不會於其後期間撥回。

出售有關現金產生單位時，商譽應佔金額已包括在出售收益或虧損金額內。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Goodwill

Goodwill arising on an acquisition of a business represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant business at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a business is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment losses are allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment losses for goodwill is recognised directly in the consolidated income statement. An impairment losses recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of gain or loss on disposal.

# 綜合財務報表之附註

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### 4. 主要會計政策 - 續

#### 聯營公司權益

聯營公司是指本集團對一個個體有重大影響。重大影響是指有權參與被投資者的財政及營運政策的決策但並不能夠控制或共同控制這些政策。

聯營公司之業績、資產及負債均採用權益會計法計入綜合財務報表。按照權益法，於聯營公司的投資初步在綜合財務狀況表按成本確認，並於其後就確認本集團應佔該等聯營公司之損益及其他全面收益作出調整。倘本集團對某一聯營公司所承擔之虧損超逾對該聯營公司所享權益，(其中包括任何長期利息基本上成為本集團於聯營公司的淨投資的一部份)本集團停止確認其分佔之進一步虧損。僅當本集團招致司法或引申債務或代表聯營公司支付時，才對額外虧損額進行撥備。

投資聯營公司是由被投資者成為聯營公司當日起以權益會計法入賬。當收購投資聯營公司，任何投資成本比本集團應佔被投資者的可識別資產及負債之淨公平值高出之差額便確認為商譽，已包括在投資的賬面值中。任何本集團應佔的可識別資產及負債之淨公平值比投資成本高出之差額，於重新評估後，立即於收購投資時於收益表中確認。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Interests in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in the income statement in the period in which the investment is acquired.

4. 主要會計政策 - 續

聯營公司權益 - 續

香港會計準則第 39 條之規定予以應用，以釐定是否需要就本集團於聯營公司之投資確認任何減值虧損。於需要時，該項投資之全部賬面值（包括商譽）乃根據香港會計準則第 36 條「資產減值」以單一資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公平值減出售成本之較高者）與賬面值。任何已確認之減值虧損構成該項投資之賬面值的一部份。根據香港會計準則第 36 條，確認有關減值虧損之任何回撥，乃於該項投資之可收回金額於其後增加。

倘一集團個體與其聯營公司交易，只有在聯營公司之權益與本集團無關的情況下，此等與聯營公司交易所產生之損益才會於本集團之綜合財務報表中確認。

呈列於本銀行財務狀況表中聯營公司權益是以成本扣除減值損失撥備計量。本銀行根據股息收入或應收以計算聯營公司的業績。

利息收入與支出

所有帶息金融工具之利息收入及利息支出均按照實際利率方法以攤銷成本確認在收益表之「利息收入」及「利息支出」內。

利息收入和支出按時間比例基準以未付本金及現行之有效利率確認。有效利率乃指將金融工具之預計未來現金付款或收入於該工具的預計年期內完全折算，或（如適用）於較短期間內確實折算至該金融資產或金融負債首次確認時的淨賬面值的利率。有關計算亦包括構成有效利率之重要收費及交易成本，及溢價或折讓。

當金融資產的減值虧損一經被確認為計量減值虧損而用以折算未來現金流之利率亦被用於確認其後利息收入。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Interests in associates - continued

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment losses with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment losses recognised forms part of the carrying amount of the investment. Any reversal of that impairment losses are recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Investments in associates are stated in the Bank's statement of financial position at cost less provision for impairment losses. The results of associates are accounted for by the Bank on the basis of dividends received or receivable.

Interest income and expenses

Interest income and expense for all interest-bearing financial instruments are recognised within "interest income" and "interest expense" in the income statement using the effective interest method.

Interest income and expenses are recognised on a time-proportion basis by reference to the principal outstanding and at the effective interest rate applicable. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, where appropriate, a shorter period to the net carrying amount of the financial asset or financial liability on initial recognition. The calculation includes significant fees and transaction costs that are an integral part of the effective interest rate, and premiums or discounts.

Once an impairment loss of a financial asset has been recognised, subsequent interest income is recognised using the rate of interest used to discount the future cash flows measuring the impairment losses.

## 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 4. 主要會計政策 - 續

#### 非利息收入確認

##### 費用及佣金收入

倘費用及佣金收入是金融資產的有效利率的一部份，此費用及佣金收入會包含在計算有效利率內。

其他費用及佣金收入包括會計服務費、投資管理費、銷售佣金、存款費及銀團費，是提供有關服務時被確認的。

##### 股息

當股東之收款權確立後，投資（包括按公平值列賬及列入損益賬之金融資產）之股息收入即被確認為收入（倘若本集團很大可能獲取經濟收益及有關收益金額能可靠地計量的情況下）。

##### 服務收益

服務收益（包括保管箱租金及其他銀行服務收益）於提供服務時確認。

#### 物業及設備

如有物業及設備包括土地及樓宇，主要包括於財務狀況表呈列之分行及辦公室，應按照其成本值扣除期後之累積折舊及累積減值虧損入賬，如有。

物業及設備之折舊確認乃按其估計可使用年期，並考慮其估算剩餘價值，以直線法將其成本撇銷。有關估計的可使用年期、剩餘價值及折舊方法於每個報告期末作出審查，並以預期基準下考慮有關估計的改變。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Non-interest income revenue recognition

##### Fees and commission income

Fees and commission income that are integral to the effective interest rate on a financial asset are included in the measurement of the effective interest rate.

Other fees and commission income, including account servicing fees, investment management fees, sales commission, placement fees and syndication fees, are recognised as the related services are performed.

##### Dividends

Dividend income from investments including financial assets at fair value through profit or loss is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

##### Service income

Service income (including safe deposit box rentals and other banking services income) is recognised when services are provided.

#### Property and equipment

Property and equipment including land and buildings, which mainly comprise branches and offices are stated in the statements of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property and equipment over their estimated useful lives after taking into account their estimated residual value, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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#### 4. 主要會計政策 - 續

##### 物業及設備 - 續

某項物業或設備出售時或未能透過繼續使用該項資產獲得未來經濟收益時即不再被確認。一項資產因出售或退役所導致之任何收益或虧損是按出售所得款項與其賬面值之差額計算，並確認於收益表內。

分類為融資租賃的租賃土地之折舊從開始使用土地權益時計算。分類為融資租賃的租賃土地之折舊及其他資產的折舊是按直線法分配其成本至其估計可使用年期的剩餘價值。

物業及設備會於業權人佔有及由另外一方使用當天起重新分類至投資物業。

##### 待出售之非流動資產

當非流動資產的賬面值將以出售形式大部份地收回而並非持續使用，此資產便分類為待出售。只有資產適用於以現狀即時出售並只取決於此資產的一般及習慣出售條款及有很大機會出售才被視為符合情況。管理層須致力於此出售，並應預期於分類後起一年內確認為完成出售。

非流動資產被分類為待出售是以此之前的賬面值及公平值減出售成本兩者較低者為準。

#### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

##### Property and equipment - continued

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gains or losses arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives.

Property and equipment will be reclassified to investment property when it is evidenced by end of owner occupation and commencement of an operating to another party.

##### Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs of disposal.



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 4. 主要會計政策 - 續

#### 投資物業

投資物業是指持有作收租或待價格升值之物業。

投資物業初始以成本入賬並包括任何直接應佔開支。首次確認後，投資物業於每個結算日時以由外部估價師所釐定的公平值計量。投資物業公平值變動所產生之收益或虧損於產生之期間包括於收益表內。

當投資物業出售或永久停止使用及預計未來不會從出售該項物業中獲得經濟收益時，即不再被確認。資產不再被確認後所導致之任何收益或虧損（按出售所得款淨額與該資產之賬面值之差額計算），於不再確認資產年度計入收益表。

#### 租賃

當合約實質上將業權所產生之大部份風險及得益轉移給承租人，該等合約被視為融資租賃。其他所有租賃均被視為營運租賃。

#### 本集團為出租人

營運租賃產生之租金收入按有關租賃之期間以直線法於收益表內確認。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Investment properties

Investment properties are properties held to earn rentals or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values representing open market value determined at each reporting date by external valuers. Gains or losses arising from changes in the fair value of investment property are included in the income statement for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposals. Any gains or losses arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the period in which the item is derecognised.

#### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### The Group as lessor

Rental income from operating leases is recognised in the income statement on a straight-line basis over the term of the relevant lease.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 4. 主要會計政策 - 續

### 租賃 - 續

#### 本集團為承租人

支付營運租賃是根據租期內按直線法確認為支出。

#### 土地及樓宇

當租賃包括土地及樓宇，本集團需要考慮其風險與報酬是否全部轉移至本集團並把每項資產劃分為融資租賃或營運租賃，如土地和樓宇皆明顯是營運租賃，整項租賃便視為營運租賃。尤其最少應付租金（包括任何一次性預付款）在租賃期開始時，需按出租方從租賃土地、樓宇所獲取利益的公平值的比例分派。

當租金能可靠地被分配時，除被確認為以公平值方式計量的投資物業外，營運租賃的土地利益應在綜合財務狀況表中「預付土地租金」，按直線基準在租賃期間攤銷。

### 外幣

#### 運作貨幣及呈列貨幣

在編製集團個別個體的財務報表時，以非功能性貨幣（外幣）進行之交易以該個體之功能貨幣換算（即該個營運地區主要經濟體系所採用之貨幣），以交易日匯率折算入賬。本綜合財務報表乃以港幣千元呈列，而港幣乃本銀行之運作貨幣及本集團之呈列貨幣。

## 4. SIGNIFICANT ACCOUNTING POLICIES - continued

### Leasing - continued

#### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the lease.

#### Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments for land” in the statements of financial position and is released over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model.

### Foreign currencies

#### Functional and presentation currency

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. The consolidation financial statements are presented in thousands of units of Hong Kong Dollars (HK\$'000), which is the Bank's functional currency and the Group's presentation currency.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 4. 主要會計政策 - 續

#### 外幣 - 續

##### 交易及結餘

外幣交易以外幣作交易或以外幣結算是以交易日當前的匯率換算為運作貨幣。

外幣計價的貨幣性項目於報告日以收盤匯率換算。外幣計價的非貨幣性項目按歷史成本以當日的匯率折算初次確認，按公平價值計量的非貨幣性的外幣項目按決定公平價值當日的匯率折算。

由外匯交易及以財務狀況表日之匯率換算以外幣計價之貨幣性資產和負債造成的匯兌之損益在收益表確認。

所有確認在收益表之外匯兌換損益以淨額列於收益表內的相應項目中。其他全面收益項目之外匯兌換損益列於其他全面收益表內的相應項目中。

如歸類為可供出售之外幣貨幣性資產之公平價值出現變化，需為證券之攤銷成本變化產生和其他帳面價值變化產生之匯兌差異作出區別。與攤銷成本變化有關的換算於收益確認，與其他帳面金額有關之變化，除減值外，於其他全面收益中確認。

非貨幣性金融工具的換算差異，例如以公平價值列入損益之股票會被呈列為公平價值收益或虧損的一部份。非貨幣性金融工具的換算差異，例如歸類為可供出售投資之股票之換算差異會於其他全面收益中呈列。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Foreign currencies - continued

##### Transactions and balances

Foreign currency transactions that are transactions denominated, or that require settlement, in a foreign currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Monetary items denominated in foreign currency are translated with the closing rate as at the reporting date. Non-monetary items measured at historical cost denominated in a foreign currency are translated with the exchange rate as at the date of initial recognition; non-monetary items in a foreign currency that are measured at fair value are translated using the exchange rates at the date when the fair value was determined.

Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at exchange rates at statement of financial position dates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

All foreign exchange gains and losses recognised in the income statement are presented net in the income statement within the corresponding item. Foreign exchange gains and losses on other comprehensive income items are presented in other comprehensive income within the corresponding item.

In the case of changes in the fair value of monetary assets denominated in foreign currency classified as available-for-sale, a distinction is made between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in the amortised cost are recognised in the income statement, and other changes in the carrying amount, except impairment, are recognised in other comprehensive income.

Translation differences on non-monetary financial instruments, such as equity securities classified as held for trading, are reported as part of the fair value gain or loss. Translation differences on non-monetary financial instruments, such as equity securities classified as available-for-sale securities, are included in other comprehensive income.

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**4. 主要會計政策 - 續**

**外幣 - 續**

*集團附屬公司及海外分行*

本集團所有運作貨幣與呈列貨幣不同的機構之業績及財務狀況按以下方式換算為呈列貨幣：

- 各財務狀況表所呈列之資產及負債按結算日以匯率換算；
- 各收益表之收入及支出均按照平均匯率換算（除非此平均數並不是於當前交易日累計匯率的合理概算，如果這樣，收入及支出便於交易當日換算）；及
- 所有兌換之差額將確認為其他全面收益。

**退休福利成本**

當員工已提供服務，本集團支付界定供款退休福利計劃之供款便視為支出。

界定退休福利計劃以預計單位基數法來計算提供退休福利之成本，定期進行精算評估，以確保於報告期末財務報表上確認的數字與真實的數字不會出現重大的差異。

**4. SIGNIFICANT ACCOUNTING POLICIES - continued**

**Foreign currencies - continued**

*Group companies and oversea branches*

The results and financial position of all the Group's entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- All resulting exchange differences are recognised in other comprehensive income.

**Retirement benefit costs**

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out regularly such that the amounts recognised in the financial statements do not differ materially from the amounts that would be determined at the end of reporting period.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 4. 主要會計政策 - 續

#### 退休福利成本 - 續

資產上限（如適用）及計劃資產回報（不包括利息）重估改變之影響，構成精算損益，會立即反映於財務狀況表中及於其發生期間列入或回撥於其他全面收益中。於其他全面收益中確認之重估將立即反映於保留溢利中並不會重新分類至收益表。過去服務成本於計劃修訂期間確認於收益表中。淨利息是以期初的貼現率應用於淨既定福利負債或資產計算的。既定福利成本分類如下：

- 服務成本（包括現服務成本、過去服務成本，以及削減及結算之收益及虧損）於收益表確認；
- 淨利息支出或收入，於收益表確認；及
- 重估於其他全面收益中確認

財務狀況表內確認之淨退休福利權益負債或資產代表本集團的退休福利計劃的實際赤字或盈餘。由此計算產生之任何盈餘將不多於以收回款項模式的經濟收益之現值或未來供款減額。

#### 稅項

稅項開支是指當期應付稅項及遞延稅項之總額。

當期應付稅項是根據本年度之應課稅溢利計算。應課稅溢利與綜合收益表上呈報之除稅前溢利當中差異，源於應課稅溢利並不包括隨後年期才計稅之若干收入或支出項目，亦不包括不需課稅及不可扣稅之項目。本集團之應付當期稅項乃按於報告期末成立或接近成立之稅率計算。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Retirement benefit costs - continued

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained profits and will not be reclassified to the income statement. Past service cost is recognised in the income statement in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements), recognised in the income statement;
- net interest expense or income, recognised in the income statement; and
- remeasurement, recognised in the other comprehensive income.

The net retirement benefit liability / asset recognised in the statements of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before taxation" as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 4. 主要會計政策 - 續

### 稅項 - 續

遞延稅項是指綜合財務報表資產及負債之賬面值及其用於計算應課稅溢利的相應稅基之間的臨時差額。一般情況之下，所有因應課稅臨時差額而產生之遞延稅項負債均予確認，而遞延稅項資產則按將來應課稅溢利可用作抵銷可扣稅之臨時差額之限額內計算。如暫時性差異是由商譽或因某交易初次確認（業務合併除外）其他資產及負債而產生，又不影響應課稅溢利及會計溢利，則不予以確認此等遞延資產及負債。

除非集團有權力回撥臨時差額及有很大可能有關臨時差額會於可預期之未來回撥，否則與投資於附屬公司及聯營公司之權益有關的應課稅臨時差額需確認為遞延稅項負債。因上述投資所產生的可扣稅之臨時差額則只有在有足夠應課稅溢利可用作抵銷臨時差額所帶來的收益和可在預期的未來回撥有關臨時差額的情況下確認遞延稅項資產。

遞延稅項資產的賬面值會於報告期末進行評估並會降至沒有足夠應課稅溢利可用作收回全部或部份資產的限額內。

遞延稅項資產及負債是以預期資產兌現及負債償還時之稅率計算，並根據已頒佈或截至報告期間頒佈的稅率（及稅法）。遞延稅項負債及資產的計算反映本集團於報告期末期望資產及負債的賬面值之收回或結算方式所帶來的稅項後果。

## 4. SIGNIFICANT ACCOUNTING POLICIES - continued

### Taxation - continued

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interest in associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 4. 主要會計政策 - 續

#### 稅項 - 續

計量以公平值模式計量的投資物業之遞延稅項負債或遞延稅項資產時是假設其賬面淨值會透過出售而完全地回撥，除非有關假設被推翻。當投資物業不是通過出售，而是可折舊及屬於以消耗投資物業所產生之大部份經濟收益的模式持有，假設則被推翻。如假設被推翻，投資物業的遞延稅項負債及遞延稅項資產會按照上述載於香港會計準則第 12 條的一般原則計量（即基於物業預期的回撥方式）。

除非有關項目於全面收益或直接於股東資金中被確認，其當期稅項及遞延稅項便分別於全面收益或直接於股東資金中被確認，否則，當期稅項及遞延稅項於收益表中被確認。因業務合併初次確認而產生的當期稅項及遞延稅項影響需包括在業務合併的賬內。

倘存在法律上可強制執行的權力，可以同一課稅實體及同一稅務機關的本期稅項資產抵銷本期稅項負債及遞延稅項，則遞延稅項資產及遞延稅項負債予以相互抵銷。

#### 金融工具

當集團個體成為金融工具合約之訂約方，金融資產及金融負債於財務狀況表內確認。

金融資產及金融負債初步按公平值計量。應直接計入收購或發行金融資產及金融負債（按公平值列賬及列入損益賬之金融資產及金融負債除外）之交易成本，於首次確認時從金融資產或金融負債之公平值適當地加入或扣減。應直接計入收購或發行按公平值列賬及列入損益賬之金融資產或金融負債的交易成本，會立即於收益表內確認。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Taxation - continued

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax liabilities and deferred tax assets for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

Current and deferred tax is recognised in the income statement, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### Financial instruments

Financial assets and financial liabilities are recognised in the statements of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or issue of financial liabilities at fair value through profit or loss are recognised immediately in the income statement.

4. 主要會計政策 - 續

金融工具 - 續

金融資產

本集團之金融資產分為以下四類其中一類，包括按公平值列賬及列入損益賬之金融資產、貸款及應收款項、持至到期日之投資及可供出售之金融資產。其分類是根據該金融資產的性質和購買目的於初始入賬時決定。從所有一般渠道購買或出售金融資產以交易日基準確認及終止確認。從一般渠道之購買或出售是指須於規定或市場慣例訂立的期間內交付資產的金融資產購買或出售。

*有效利息方法*

有效利息方法是指計算金融資產的攤銷成本及在有關期內分配利息收入之方法。有效利率是由金融資產的預計年期或（如適用）由較短期間的首次確認的賬面淨值，真實地折算預計未來的現金收入（包括所有形成有效利率的所有費用支付或收取、交易成本及其他溢價或折讓）。

*按公平值列賬及列入損益賬之金融資產*

按公平值列賬及列入損益賬之金融資產可分成兩類，包括持作買賣用途的金融資產及初始入賬時被指定為按公平值列賬及列入損益賬之金融資產。

金融資產被分類為持作買賣用途如：

- 產生此金融資產的主要目的是在不久將來出售；或
- 於初始確認時，此金融資產乃本集團集體管理及在近期有實際短期獲利買賣活動的獨立金融工具投資組合的一部份；或
- 此金融資產是衍生工具但不是被指定及有效的對沖工具。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial assets

The Group's financial assets are classified into one of the four categories, including financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

*Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

*Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss have two subcategories, including financial assets held for trading and those designated at fair value through profit or loss on initial recognition.

A financial asset is classified as held for trading if:

- it has been incurred principally for the purpose of selling in the near future; or
- on initial recognition, it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.



## 綜合財務報表之附註

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### 4. 主要會計政策 - 續

#### 金融工具 - 續

#### 金融資產 - 續

#### 按公平值列賬及列入損益賬之金融資產 - 續

除了持作買賣用途之金融資產外，金融資產在初始入賬時可能被分類為指定按公平值列賬及列入損益賬之金融資產如：

- 此指定能抵銷或大幅減少計量或確認時之前後矛盾；或
- 此金融資產是一組金融資產或一組金融負債或同屬兩者之一部份，該組金融資產及負債是根據本集團之風險管理或投資策略文件來管理及按公平值衡量其表現，相關分類資料亦基於此於內部提供；或
- 此金融資產是包含一個或多個嵌入衍生工具的合約的一部份。香港會計準則第39條准許整個結合式合約（資產或負債）被指定為按公平值列賬及列入損益賬。

按公平值列賬及列入損益賬之金融資產是以公平值計量，因再計量時產生的公平值轉變會於期內直接確認於收益表內。淨溢利或虧損不包括任何金融資產的利息收入，並已包含在收益表的利息收入中。

#### 貸款及應收款項

貸款及應收款項乃非衍生金融資產並帶有固定或可議定之付款，及無交投活躍之市場報價。於初始入賬後，貸款及應收款項包括現金及短期資金、於同業及其他財務機構之貸款及存款、應收利息、應收票據、貿易票據、其他客戶貸款、其他賬項及應收附屬公司款項均使用有效利息方法按攤銷成本入賬，並減去已確認之減值虧損（參閱會計政策中金融資產的減值如下）。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Financial instruments - continued

#### Financial assets - continued

#### Financial assets at fair value through profit or loss - continued

A financial asset other than a financial asset held for trading may be designated as at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated at fair value through profit or loss.

Financial assets at fair value through profit or loss are measured at fair values, with changes in fair values arising from remeasurement recognised directly in the income statement in the period in which they arise. The net gains or losses exclude any interest earned on the financial assets and are included in interest income in the income statement.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables including cash and short-term funds, placements with and advances to banks and other financial institutions, interest receivable, bills receivable, trade bills and other advances to customers, other accounts and amounts due from subsidiaries are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

# 綜合財務報表之附註

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#### 4. 主要會計政策 - 續

##### 金融工具 - 續

##### 金融資產 - 續

##### 持至到期日之投資

持至到期日之投資乃非衍生金融資產，有固定或可議定之付款及固定到期日，而本集團之管理層有積極意願及能力持有至到期日除那些符合貸款及應收款項的定義外。初始入賬後，持至到期日之投資是以有效利息方法按攤銷成本減除任何已識別的減值虧損計量（參閱會計政策中金融資產的減值如下）。

##### 可供出售之金融資產

可供出售之金融資產乃指定或非分類為按公平值列賬及列入損益賬之金融資產、貸款及應收款項或持至到期日之投資之非衍生工具。

於每個報告期末，本集團所持有的被分類為可供出售之金融資產之股本及債務證券是於活躍市場交易並按公平值計量。有關運用有效利息方法所計算的利息收入以致可供出售之金融資產之賬面值的變動及可供出售之股本投資的股息會於收益表內確認。可供出售之金融資產之賬面值的其他變動會於其他全面收益內確認及累計在投資重估儲備內。當該投資被出售或被評定為減值時，之前累計在投資重估儲備中的累計溢利或虧損，會被重新分類到收益表內（參閱會計政策中金融資產的減值如下）。

當本集團收取股息權被確立時，被分類為可供出售之股本工具之股息會於收益表內確認。

可供出售之證券投資如沒有活躍的市場提供市場價格，而且其公平值不能準確計量，會以成本減任何可確定的減值虧損於報告期末計量（參閱會計政策中金融資產的減值如下）。

#### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

##### Financial instruments - continued

##### Financial assets - continued

##### Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Group's management has the positive intention and ability to hold to maturity other than those that meet the definition of loans and receivables. Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

##### Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

Equity and debt securities held by the Group that are classified as available-for-sale financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale monetary financial assets relating to interest income calculated using the effective interest method and dividends on available-for-sale equity investments are recognised in the income statement. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to the income statement (see the accounting policy in respect of impairment of financial assets below).

Dividends on equity instruments classified as available-for-sale are recognised in the income statement when the Group's right to receive the dividends is established.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy on impairment of financial assets below).

# 綜合財務報表之附註

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### 4. 主要會計政策 - 續

#### 金融工具 - 續

#### 金融資產的減值

除按公平值列賬及列入損益賬之金融資產外，金融資產會於報告期末進行減值提示測試。當有客觀的證據，於首次確認金融資產後，一件或更多的事件發生導致金融資產的估計未來現金流受影響，金融資產便要減值。

當可供出售之股本投資的公平值大幅地或長期地下降至低於其成本，這便視為客觀的減值證據。

所有其他金融資產的客觀減值證據包括：

- 發行人及對方有嚴重的財務困難；或
- 違反合約、不履行或拖欠利息或本金付款；或
- 借款人很有可能破產或進行財務重組；或
- 由於財務困難以致該金融資產的活躍市場消失。

某些以攤銷成本入賬的金融資產（例如客戶貸款），未經個別作減值評估，便作集體減值評估。

個別重大及有客觀減值證據的貸款之個別減值準備是以折算現金流方法評估。個別減值準備是按資產之賬面值及以原本有效利率折算估計未來現金流之現值之差額計量。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Financial instruments - continued

#### Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, default or delinquency in interest or principal payments; or
- it is probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For financial asset carried at amortised cost, such as advances to customers, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis.

Individual impairment allowances are assessed by a discounted cash flow method for loans and advances that are individually significant and have objective evidence of impairment. The individual impairment allowances are measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate.

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## 4. 主要會計政策 - 續

### 金融工具 - 續

#### 金融資產的減值 - 續

在個別評估下沒有客觀減值證據的金融資產或個別不重要貸款會根據過往處理具備相類信用風險特點的貸款之虧損經驗為現況作基礎作出集體減值評估。

以攤銷成本入賬的金融資產，其確認的減值虧損為該金融資產的賬面值與以原本有效利率折算估計未來現金流之現值之差額。

以成本入賬的金融資產，減值虧損為該金融資產的賬面值與以相似的金融資產的現時市場回報率折算估計未來現金流之現值之差額計量。此減值虧損不會於期後回撥。

金融資產的賬面值是透過使用準備金削減。當金融資產被認為不能收回時，其金額便會在準備金內撇銷。以往已撇銷而其後收回之金額，會於收益表內列賬。

以攤銷成本入賬的金融資產，如在期後減值虧損減少及其減少是由於客觀事件發生於減值虧損確認後，以往已確認之減值虧損可在收益表中回撥，但其金融資產的賬面值在回撥減值時不能超越減值未被確認時的攤銷成本。

## 4. SIGNIFICANT ACCOUNTING POLICIES - continued

### Financial instruments - continued

#### Impairment of financial assets - continued

Individually insignificant advances or advances where no objective evidence of impairment exists for an individually assessed financial assets are assessed for collective impairment by considering the historical loss experience of advances with similar credit risk characteristics adjusted for current conditions.

For financial assets carried at amortised cost, the amount of the impairment losses recognised is the difference between the financial asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment losses is measured as the difference between the financial asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced through the use of an allowance account. When the financial assets are considered to be uncollectible, the amounts are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to the income statement.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decrease and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment losses are reversed through the income statement to the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 4. 主要會計政策 - 續

#### 金融工具 - 續

#### 金融資產的減值 - 續

當按公平值列賬之可供出售之金融資產被確認為減值時，其於以前所累積確認在其他全面收益內的虧損會於減值發生的年度被重新分類到收益表內。

按公平值列賬之可供出售之證券投資減值虧損不會於期後回撥到收益表內。在減值虧損被確認後，任何公平值的增加會直接確認於其他全面收益及累積於投資重估儲備內。關於可供出售之債券投資，如投資的公平值增加是由於客觀事件發生於減值虧損確認後，減值虧損可在其後於收益表中回撥。

#### 金融負債及股本工具

#### 金融負債

本集團個體所發行之金融負債及股本工具乃根據所訂立合約安排之內容及金融負債和股本工具之定義予以分類為金融負債或股本工具。

#### 股本工具

股本工具(包括普通股及額外股本工具)為以合約訂明於扣除集團個體所有負債後之剩餘資產權益。本銀行所發行的股本工具是以收益減去直接發行成本予以確認。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Financial instruments - continued

#### Impairment of financial assets - continued

When an available-for-sale financial asset carried at fair value is considered to be impaired, cumulative losses previously recognised in other comprehensive income are reclassified to the income statement in the period in which the impairment takes place.

Impairment losses on available-for-sale equity investments carried at fair value will not be reversed through the income statement in subsequent periods. Any increase in fair value subsequent to impairment losses are recognised directly in other comprehensive income and accumulated in investment valuation reserve. For available-for-sale debt investments, impairment losses are subsequently reversed through the income statement if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment losses.

#### Financial liabilities and equity instruments

#### Financial liabilities

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or equity instruments in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### Equity instruments

Equity instruments (including ordinary shares and additional equity instruments) are any contracts that evidence a residual interests in the assets of a group entity after deducting all of its liabilities. Equity instruments issued by the Bank are recognised at the proceeds received, net of direct issuance costs.

綜合財務報表之附註  
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4. 主要會計政策 - 續

金融工具 - 續

金融負債及股本工具 - 續

有效利息方法

有效利息方法是指計算金融負債的攤銷成本及在有關期內分配利息支出之方法。有效利率是由金融負債的預計年期或(如適用)由較短期間的首次確認的賬面淨值, 真實地折算預計未來的現金付款(包括所有形成有效利率的所有費用支付或收取、交易成本及其他溢價或折讓)。

利息支出是根據有效利息基礎確認的。

按公平值列賬及列入損益賬之金融負債

按公平值列賬及列入損益賬之金融負債可分成兩類, 包括持作買賣用途的金融負債及初始入賬時被指定為按公平值列賬及列入收益賬之金融負債。

金融負債被分類為持作買賣用途如:

- 產生此金融負債的主要目的是在不久將來回購; 或
- 於初始確認時, 此金融負債乃本集團集體管理及在近期有實際短期獲利買賣活動的特定金融工具投資組合的一部份; 或
- 此金融負債是衍生工具但不是被指定及有效的對沖工具。

按公平值列賬及列入損益賬之金融負債是以公平值計量, 而再計量時產生的公平值轉變會於期內直接確認於收益表內。淨溢利或虧損不包括任何金融負債的利息支出, 並已包含在收益表的利息支出中。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial liabilities and equity instruments - continued

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss have two subcategories, including financial liabilities held for trading and those designated at fair value through profit or loss on initial recognition.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing in the near future; or
- on initial recognition, it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities at fair value through profit or loss are measured at fair values, with changes in fair values arising from remeasurement recognised directly in the income statement in the period in which they arise. The net gains or losses exclude any interest paid on the financial liabilities and are included in interest expense in the income statement.

4. 主要會計政策 - 續

金融工具 - 續

金融負債及股本工具 - 續

其他金融負債

其他金融負債在初始入賬時，均以扣減交易成本後的公平值計量。而其他金融負債包括同業及其他財務機構存款及結餘、於回購協議下出售之金融資產、客戶存款、其他賬項及應付費用、應付附屬公司款項、存款證及借貸資本，使用有效利息方法按攤銷成本計量。

抵銷金融工具

當金融資產及金融負債之抵銷有法定執行權利，並有意以淨額基準結算，或同意同時變現金融資產及償還金融負債時，金融資產及金融負債予以抵銷，並以淨額於財務狀況表內報告。法定可執行權利必須不得依賴未來事件而定，而在一般業務過程中及倘若銀行或交易對手發生違約、無力償債或破產事件時，這也必須具有約束力。

衍生金融工具及對沖

衍生工具於初始訂立合約時按公平值入賬，期後於每個報告期末按公平值重新計量，其有關之溢利或虧損將即時確認於收益表內，除非該衍生工具被指定為有效的對沖工具，則其確認於收益表的時間乃根據對沖關係的性質決定。

嵌入衍生工具

當嵌入衍生工具符合衍生工具的定義，其風險及特點與主合約並無密切關係及主合約不會按公平值計量而其公平值變動不會確認於收益表時，在非衍生工具主合約中之嵌入衍生工具會被視為獨立的衍生工具。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial liabilities and equity instruments - continued

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs. Other financial liabilities, including deposits and balances of banks and other financial institutions, financial assets sold under repurchase agreements, deposits from customers, other accounts and accruals, amounts due to subsidiaries, certificates of deposit and loan capital are subsequently measured at amortised cost using the effective interest method.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the financial asset and settle the financial liability simultaneously. The legal enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Bank or the counterparty.

Derivative financial instruments and hedging

Derivatives are initially recognised at fair values at the date derivative contracts are entered into and are subsequently remeasured to their fair values at the end of each reporting period. The resulting gains or losses are recognised in the income statement immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the income statement depends on the nature of hedge relationship.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair values with changes in fair values recognised in the income statement.

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4. 主要會計政策 - 續

金融工具 - 續

對沖會計法

本集團會指定若干衍生工具為可供出售之證券及固定利率後償票據的公平值變動作對沖(公平值對沖)。

在對沖關係開始時，相關主體須記錄對沖工具及被對沖項目之間的關係，同時記錄進行各類對沖交易的風險管理目標及其策略。此外，本集團亦須在對沖關係開始時及在進行對沖的持續期間，記錄對沖工具是否能高度有效地對沖被對沖項目的公平值變動。

公平值對沖

被指定為公平值對沖且符合公平值對沖條件的衍生工具的公平值變動，均會連同與其對沖風險有關的對沖資產或負債的公平值變動，一起立即確認在收益表中。對沖工具之公平值變動及與對沖風險有關的對沖項目之公平值變動會於收益表內關於對沖項目一項中確認。

當本集團解除對沖關係、當對沖工具已到期或被出售、被終止、或被行使或當其已不再符合對沖會計法的條件時，對沖會計法便會終止。

財務擔保合約

財務擔保合約指發行人須按合約償還特定款項予持保人，以補償持保人因特定債務人無法償還根據原來或經修改之債務條款於到期日之欠款。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Hedge accounting

The Group designates certain derivatives as hedges of the fair value of available-for-sale securities and fixed-rate subordinated note (fair value hedges).

At the inception of the hedging relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument that is used in a hedging relationship is highly effective in offsetting the changes in fair values of the hedged item.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in the income statement immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in the fair value of the hedging instrument and the change in the fair value of the hedged item attributable to the hedged risk are recognised in the income statement in the line item relating to the hedged item.

Hedge accounting is discontinued when the Group revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for losses it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 4. 主要會計政策 - 續

#### 金融工具 - 續

#### 財務擔保合約 - 續

本集團發行之財務擔保合約，如沒有指定為按公平值列賬及列入損益賬，則初始時按公平值減除發行財務擔保合約直接相關交易費用入賬。初始入賬後，本集團計量財務擔保合約是以：(i) 根據香港會計準則第37條「準備、或有負債和或有資產」決定之金額；及(ii) 初始入賬之金額減根據收入確認準則所確認之累計攤銷（如適用），兩者中較高者結算。

因擔保所產生的負債的增加於收益表內報告。

#### 終止確認

當從金融資產收取現金流之合約權利屆滿，或金融資產已予轉讓或已轉讓擁有金融資產之幾乎全部風險及回報給另一個體，本集團會終止確認該金融資產。如本集團沒有轉讓也沒有保留擁有金融資產之幾乎全部風險及回報並繼續控制已轉讓之金融資產，本集團會繼續確認金融資產基於其繼續參與及會確認相關的負債。如本集團保留已轉讓擁有金融資產之幾乎全部風險及回報，本集團會繼續確認該金融資產並且確認另一抵押借款當收到該款項。

於完全終止確認金融資產時，金融資產之賬面值與已收及應收代價及已於其他全面收益和權益內確認之累計溢利或虧損總和之差額，於收益表內確認。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Financial instruments - continued

#### Financial guarantee contracts - continued

A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 "Provisions, contingent liabilities and contingent assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the revenue recognition standard.

Any increase in the liability relating to guarantees is reported in the income statement.

#### Derecognition

The Group derecognises financial assets only when the contractual rights to the cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the risks and rewards of ownership of the financial asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred financial asset, the Group continues to recognise the financial asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the financial asset's carrying amount and the sum of the consideration received and receivable and the cumulative gains or losses that had been recognised in other comprehensive income and accumulated in equity is recognised in the income statement.

4. 主要會計政策 - 續

金融工具 - 續

終止確認 - 續

於非完全終止確認金融資產時，本集團會把該金融資產之前的賬面值根據各部份於轉讓日相對的公平值分配給繼續確認的部份及不再被確認的部份。分配給不再被確認的部份的賬面值與已收代價及已於其他全面收益內確認之累計溢利或虧損總和之差額，於收益表內確認。而確認於其他全面收益內的累計溢利或虧損則根據各部份相對的公平值分配給繼續確認的部份及不再被確認的部份。

只有當有關合約指定之本集團之債務被解除、註銷或屆滿時，本集團將終止確認金融負債。該被終止確認的金融負債的賬面值與已付及應付代價之差額，於收益表內確認。

回購協議

於回購協議下出售之金融資產繼續於財務狀況表內確認。而相關的負債則包含在於回購協議下出售之金融資產內。

購買與出售價格之差額會以合約之年期用有效利息方法於收益表內的利息支出內確認。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Derecognition - continued

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in the income statement. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group derecognises financial liabilities when, and only when the Group's obligations specified in the relevant contract are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the income statement.

Repurchase agreements

Financial assets sold subject to repurchase agreements continue to be recognised and recorded in the statement of financial position. The corresponding liability is included in the financial assets sold under repurchase agreements.

The difference between purchase and sale price is recognised as interest expense in the income statement over the life of the agreements using the effective interest method.

# 綜合財務報表之附註

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### 4. 主要會計政策 - 續

#### 金融工具 - 續

##### 準備

本集團因以往發生的事件而承擔的責任，本集團應就有可能引致之損失提撥準備金。準備金的計量是根據於報告期末對承擔現有責任價值的最佳估算，並考慮責任相關的風險及不確定因素。如準備金的計量是以估算的現金流支付現有的責任，賬面值便是其現金流的現值（如金錢時間值有重大的影響）。

##### 非金融資產的減值（商譽除外）

於報告期末，本集團會評估非金融資產的賬面值去決定該資產有否遭受減值虧損的跡象。如這些跡象存在，該資產的可收回金額會被計量，從而決定減值虧損的程度（如有）。當單一資產的可收回金額不可能被計量，本集團會估計該資產所屬的現金產生單位的可收回金額。在確認一個合理及一致的分配基礎後，企業的資產會分配給單一的現金產生單位，或是根據其已確認的合理及一致的分配基礎，分配給最小組別的現金產生單位。

可收回金額是公平值減出售成本與使用價值之較高者。當評估使用價值時，是使用稅前折算率把估計的未來現金流折算成現值，而該稅前折算率是能反映現時市場評估的金錢時間值及該資產的特定風險並且其對未來現金流的估計沒有作出調整。

### 4. SIGNIFICANT ACCOUNTING POLICIES - continued

#### Financial instruments - continued

##### Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

##### Impairment of non-financial assets (other than goodwill)

At the end of the reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment losses, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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**4. 主要會計政策 - 續**

**金融工具 - 續**

**非金融資產的減值(商譽除外) - 續**

如資產的估計可收回值少於其賬面值，資產的賬面值會減低至其可收回值。減值虧損會立即被確認至收益表內。

當減值虧損於期後回撥，資產的賬面值便會升至經估計調整之可收回值。但上升之賬面值不會高於往年度未確認減值虧損前的資產的賬面值。減值虧損的回撥會立即被確認為收入。

**現金及等同現金項目**

就綜合現金流動表而言，現金及等同現金項目包括於購入日期起少於三個月內到期之結餘，包括現金、於同業及其他財務機構之結餘、通知及短期存放、存放同業及其他財務機構之存款和外匯基金票據。

**4. SIGNIFICANT ACCOUNTING POLICIES - continued**

**Financial instruments - continued**

**Impairment on non-financial assets (other than goodwill) - continued**

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised immediately in the income statement.

Where impairment losses subsequently reverse, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment losses been recognised for the asset in prior years. A reversal of impairment losses is recognised as income immediately.

**Cash and cash equivalents**

For the purposes of the consolidated statement of cash flows, cash and cash equivalents comprise balances with less than three months' maturity from the date of acquisition, including cash, balances with banks and other financial institutions, money at call and short notice, placements with and deposits of banks and other financial institutions as well as exchange fund bills.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 5. 關鍵會計判斷及估計不穩定因素之主要來源

敘述於附註4，管理層於應用本集團的會計政策時，需就沒有其他明顯消息來源的資產及負債之賬面值作出判斷、評估及假設。評估及潛在的假設乃根據從前的經驗及其他認為有關的因素。真實結果可能與此評估不同。

評估及潛在的假設會不斷進行回顧。如修正只影響評估修正期間，會計評估的修正會在評估修正期內被確認，或如修正影響該修正期間及將來，會計評估的修正會在期內及將來被確認。

#### 估計不穩定因素之主要來源

於報告期末，因將來之假設及估計帶來之主要不穩定因素，可能對資產及負債之賬面值於下一財政年度內帶來重大調整之風險，討論如下。

#### (a) 貸款之減值準備

本集團就貸款所帶來之估計虧損提撥減值準備，並與溢利相減。此準備包括個別減值準備及集體減值準備。整體減值準備代表管理層認為貸款組合內必須撇減之數額，致使貸款組合可收回淨額準確地列於財務狀況表。

於釐定個別減值準備時，管理層考慮減值之客觀證據。當一項貸款出現減值時，以折算現金流方法評估個別減值準備，按資產之賬面值及原本有效利率折算估計未來現金流之現值之差額計量。準備數額亦受抵押品之價值所影響，在若干情況下，抵押品價值可能折讓，以反映強制出售或迅速套現之影響。

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### (a) Impairment allowances on loans and advances

The Group establishes, through charges against profit, impairment allowances in respect of estimated incurred losses in loans and advances. The allowances consist of individual impairment allowances and collective impairment allowances. The overall impairment allowances represent the aggregate amount by which management considers necessary to write down its loan portfolio in order to state it in the statements of financial position at its estimated net recoverable value.

In determining individual impairment allowances, management considers objective evidence of impairment. When a loan is impaired, an individual impairment allowance is assessed by a discounted cash flow method, measured at the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate. The quantum of the allowance is also impacted by the collateral value and this, in turn, may be discounted in certain circumstances to recognise the impact of forced sale or quick liquidation.

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**5. 關鍵會計判斷及估計不穩定因素之主要來源 - 續**

**估計不穩定因素之主要來源 - 續**

(a) 貸款之減值準備 - 續

在釐定集體減值準備時，管理層採用過往處理具備相類信用風險特點的集體貸款之虧損經驗為基礎作出減值虧損估計。更多資料詳列於附註7。

有關減值準備之變動，詳列於附註22。

(b) 衍生工具及其他金融工具的公平值

本集團的管理層利用其判斷來選擇適合未於交投活躍市場的金融工具之估值方法。其估值方法是應用由市場從業員普遍採用的估值方法。至於衍生金融工具及擁有嵌入衍生工具的結構性工具，其假設是根據公開市場價格再以工具的特性作調整而產生。

所使用的假設詳列於附註7。

(c) 對商譽減值估計

根據香港會計準則第36條「資產減值」，當一項資產的賬面值超出其可收回金額，便要確認減值虧損。可收回金額是以公平值減出售費用及使用值之兩者中的較高者計算。

管理層根據已分配商譽到有關被收購附屬公司（最少現金產生單位）的賬面值及使用值作出比較，並檢討商譽減值。其被收購附屬公司是從事保險業務。

使用值的計算是根據附屬公司管理層審閱的三年財務預算中現金流動預測及三年期末評估終值預測。於已審閱預算所覆蓋期間，現金流動預測的準備是包括一些假設和評估。主要假設包括預期收入增長和折算率的選擇。

可收回金額的計算詳列於附註39。

**5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY - continued**

**Key sources of estimation uncertainty - continued**

(a) Impairment allowances on loans and advances - continued

In determining collective impairment allowances, management uses estimates based on historical loss experience on a collective basis for loans and advances with similar credit risk characteristics to assess the impairment loss. More details are set out in note 7.

Details of the impairment allowance movements are disclosed in note 22.

(b) Fair value of derivatives and other financial instruments

The management of the Group uses its judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For derivative financial instruments and structured products with embedded derivatives, assumptions are made based on quoted market rates adjusted for specific features of the instruments.

Details of the assumptions used are disclosed in note 7.

(c) Estimated impairment of goodwill

According to HKAS 36 "Impairment of Assets", impairment losses are made when the carrying amount of an asset exceeds its recoverable amount, which is calculated at the higher of the fair value less costs to sell and value in use.

Management has reviewed goodwill for impairment by comparing the carrying amount and value in use of an acquired subsidiary (the smallest cash-generating unit) to which the goodwill has been allocated. The acquired subsidiary is involved in insurance business.

The value in use calculations primarily use cash flow projections based on three year financial budgets approved by management of the subsidiary and estimated terminal value at the end of the three-year period. There are a number of assumptions and estimates involved for the preparation of cash flow projections for the period covered by the approved budget. Key assumptions include the expected growth in revenues and selection of discount rates.

Details of the recoverable amount calculation are disclosed in note 39.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 5. 關鍵會計判斷及估計不穩定因素之主要來源 - 續

#### 應用個體的會計政策的關鍵性判斷

除關於評估的判斷之外，以下是管理層於應用對綜合財務報表有最重大影響個體會計政策之關鍵性判斷。

#### 投資物業之遞延稅項

為計量以公平值模式計量的投資物業之遞延稅項負債或遞延稅項資產時，董事已對本集團於香港及中華人民共和國的投資物業組合進行檢討並總結本集團的投資物業並不屬於以消耗投資物業所產生之大部份經濟收益的模式持有。因此，在計量本集團投資物業之遞延稅項時，董事已確定以公平值模式計量的投資物業之賬面值會透過出售而完全地回撥的假設並未有被推翻。因此，本集團未有就位於香港的投資物業之公平值改變而確認遞延稅項因出售有關投資物業時並不會造成任何利得稅項。

#### 於中華人民共和國的分行之累積溢利所產生的臨時差額所帶來之遞延稅項

董事已確定銀行有能力控制於中華人民共和國的分行之累積溢利所產生的臨時差額為港幣402,165,000元(二零一三年：港幣274,804,000元)及有關臨時差額很大可能不會於可預期的將來作出回撥。因此，並未對有關臨時差額作遞延稅項準備。

#### 持至到期日之投資

本集團將某些具有固定或可議定付款及固定到期日之非衍生工具金融資產分類為持至到期日。此分類需要作出判斷。在作出此項判斷時，本集團評估其持有該等投資至到期日之意願及能力。倘若本集團在特別情況以外未能保留該等投資至到期日，舉例而言在臨近到期時出售不重大數額，則須重新分類整個類別為可供出售。該等投資因此須按公平值而非攤銷成本計量。

此類資產詳列於附註20。

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY - continued

#### Critical judgements in applying the entity's accounting policies

The following are the critical judgements, apart from those involving estimations, that the management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios in Hong Kong and the Government of the People's Republic of China (the "PRC") and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in measuring the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties located in Hong Kong as the Group is not subject to any income taxes on disposal of these investment properties.

#### Deferred taxation in respect of temporary differences attributed to the accumulated profits of the PRC branch

The directors have determined that the Bank is able to control the timing of the reversal of the temporary differences attributable to accumulated profits of the PRC branch amounting to HK\$402,165,000 (2013: HK\$274,804,000) and that it is probable that the temporary differences will not reverse in the foreseeable future. Accordingly, deferred taxation relating to such temporary differences is not provided.

#### Held-to-maturity investments

The Group classified certain non-derivative financial assets with fixed or determinable payments and fixed maturity as held-to-maturity. This classification requires judgement. In making this judgement, the Group evaluates its intention and ability to hold these investments to maturity. If the Group fails to keep these investments to maturity other than for the specific circumstances, for example, selling an insignificant amount close to maturity, it will be required to reclassify the entire class as available-for-sale. The investments would therefore be measured at fair value instead of amortised cost.

Details of these assets are set out in note 20.

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### 6. 分項資料

#### (甲) 營業分項

本集團的營業分項亦是報告分項，是根據主要營運決策人（本集團的執行委員會）定期審閱的資料，以分配資源到該分項並按本集團的業務劃分評估其表現如下：

本集團提供之企業及零售銀行服務主要包括對客戶提供之借貸、貿易融資、汽車信貸、消費者信貸、透支、強積金服務、定期存款、往來及活期儲蓄戶口、信用卡及個人財富管理服务。本集團亦為客戶提供全面自動化之電話銀行服務及網上銀行服務。其他銀行服務包括匯款、外幣找換、保管箱、自動轉賬及直接付款服務。

財資業務主要包括銀行同業拆借、本集團統一利率風險及流動資金管理及中央現金管理。來自外匯業務的收入乃源於代客從事外匯交易、遠期合約買賣及源於利用外匯資金掉期合約以管理本銀行之現金活動。

本集團證券買賣活動包括證券交易、股票經紀及期貨經紀。

其他包括投資控股、保險、其他投資顧問服務及物業投資。

主要營運決策人確認並沒有營業分項是合計於本集團之報告分項內。

### 6. SEGMENT INFORMATION

#### (a) Operating segments

The Group's operating segments, which are also the reportable segments, based on information regularly reviewed by the chief operating decision maker (Executive Committee of the Group) for the purpose of allocating resources to segments and assessing their performance on business divisions of the Group, are as follows:

The corporate and retail banking services provided by the Group are principally lending and trade finance facilities, auto financing, consumer financing, overdraft facilities, mandatory provident fund services, provision of fixed deposits, current and savings accounts, credit cards and personal wealth management services. The Group also provides automated telephone and internet banking services to its customers. Other banking services offered include remittance and money exchange, safe deposit boxes, autopay and direct debit services.

Treasury activities mainly comprise inter-bank placement and deposit transactions, management of overall interest rate risk and liquidity of the Group and centralised cash management. Income from foreign exchange activities is generated from services provided to customers in the form of foreign exchange trading and forward contracts, and from the Bank's cash management activities through foreign currency funding swaps.

Securities dealing activities of the Group include securities trading, stockbroking and futures broking.

Others comprise investment holding, insurance, other investment advisory services and property investments.

No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.



# 綜合財務報表之附註

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### 6. 分項資料 - 續

#### (甲) 營業分項 - 續

- (i) 截至二零一四年十二月三十一日止年度，營業分項資料如下：

#### 營業分項收益及結果

源自外界客戶利息收入	Interest income from external customers	1,325,933	804,757	4,750	552	-	2,135,992
給予外界客戶利息支出	Interest expense to external customers	(643,990)	(120,255)	-	-	-	(764,245)
跨業務利息收入 (附註 1)	Inter-segment interest income (Note 1)	292,937	-	-	-	(292,937)	-
跨業務利息支出 (附註 1)	Inter-segment interest expense (Note 1)	-	(292,937)	-	-	292,937	-
淨利息收入	Net interest income	974,880	391,565	4,750	552	-	1,371,747
費用及佣金收入	Fee and commission income	166,083	-	134,747	-	-	300,830
費用及佣金支出	Fee and commission expenses	(75,945)	-	(114)	-	-	(76,059)
淨買賣收入	Net trading income	1,416	97,658	-	49	-	99,123
其他營業收入	Other operating income	98,006	-	-	36,108	-	134,114
分項收益	Segment revenue	1,164,440	489,223	139,383	36,709	-	1,829,755
營業收入總額	Total operating income						
包含：	Comprising:						
- 源自外界客戶分項收益	- segment revenue from external customers	871,503	782,160	139,383	36,709		
- 跨業務交易	- inter-segment transactions	292,937	(292,937)	-	-		
營業支出 (附註 2)	Operating expenses (Note 2)	(509,350)	(31,014)	(65,897)	(14,591)	-	(620,852)
貸款減值準備回撥	Reversal of impairment allowances on loans and advances	32,344	-	-	-	-	32,344
出售物業及設備之淨虧損	Net losses on disposal of property and equipment	(5,976)	-	-	-	-	(5,976)
出售可供出售證券之淨溢利	Net gains on disposal of available-for-sale securities	-	-	-	15,179	-	15,179
出售投資物業及其公平值調整之淨溢利	Net gains on disposal of and fair value adjustments on investment properties	-	-	-	3,100	-	3,100
分項溢利	Segment profit	681,458	458,209	73,486	40,397	-	1,253,550
未分類企業支出	Unallocated corporate expenses						(344,879)
							908,671
出售待出售之資產之淨溢利	Net gains on disposal of assets held for sale						1,960,732
所佔聯營公司之溢利	Share of profits of associates						38,688
除稅前溢利	Profit before taxation						2,908,091

附註：1. 跨業務資金交易之價格是以客戶當前存款利率計算。  
2. 未分類企業支出是綜合收益表內的營業支出與營業分項內的營業支出之差額。

### 6. SEGMENT INFORMATION - continued

#### (a) Operating segments - continued

- (i) Operating segment information for the year ended 31 December 2014 is presented below:

#### Operating segment revenues and results

企業及零售銀行	財務業務	證券業務	其他	抵銷	綜合
Corporate and retail banking	Treasury activities	Securities business	Others	Eliminations	Consolidated
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
1,325,933	804,757	4,750	552	-	2,135,992
(643,990)	(120,255)	-	-	-	(764,245)
292,937	-	-	-	(292,937)	-
-	(292,937)	-	-	292,937	-
974,880	391,565	4,750	552	-	1,371,747
166,083	-	134,747	-	-	300,830
(75,945)	-	(114)	-	-	(76,059)
1,416	97,658	-	49	-	99,123
98,006	-	-	36,108	-	134,114
1,164,440	489,223	139,383	36,709	-	1,829,755
871,503	782,160	139,383	36,709		
292,937	(292,937)	-	-		
(509,350)	(31,014)	(65,897)	(14,591)	-	(620,852)
32,344	-	-	-	-	32,344
(5,976)	-	-	-	-	(5,976)
-	-	-	15,179	-	15,179
-	-	-	3,100	-	3,100
681,458	458,209	73,486	40,397	-	1,253,550
					(344,879)
					908,671
					1,960,732
					38,688
					2,908,091

Notes: 1. Inter-segment pricing for funding transactions is charged at prevailing customer deposits interest rates.

2. The difference between the operating expenses in the consolidated income statement and the operating expenses in the operating segments is the unallocated corporate expenses.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 6. 分項資料 - 續

### (甲) 營業分項 - 續

- (i) 截至二零一四年十二月三十一日止年度，營業分項資料如下：- 續

於二零一四年十二月三十一日的營業分項資產及負債

#### 資產

分項資產  
聯營公司權益  
未分類企業資產  
綜合資產總額

#### 負債

分項負債  
未分類企業負債

綜合負債總額

其他資料 - 包括在分項結果及分項資產中計量的金額

本年度之資本開支

折舊

預付土地租金之釋放

營業分項的會計政策跟載於附註4的本集團的會計政策是相同的。

不同分項所產生的全部直接費用已歸類到個別的分項之下。非直接費用及後勤支援費用已根據所付出的努力及時間分類到不同的分項及產品，而分項的其他營業收入分類是依靠所產生的費用性質。關於不能分類到分項或產品的費用及收入及其後勤支援的企業業務費用及收入並已分別歸類於未分類企業支出及收入。這是給主要營運決策人衡量報告以用作資源分配和績效評估。

沒有單一的外界客戶達到或超過本集團及本銀行百分之十之總營業收入。

未能分類到分項，產品及後勤支援的企業業務之資產及負債已歸類為於未分類企業資產及負債，而所有直接分項資產及負債已分類到個別的分項。

## 6. SEGMENT INFORMATION - continued

### (a) Operating segments - continued

- (i) Operating segment information for the year ended 31 December 2014 is presented below: - continued

#### Operating segment assets and liabilities as at 31 December 2014

	企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
<b>Assets</b>					
Segment assets	61,147,810	45,041,500	392,603	667,151	107,249,064
Interests in associates					222,309
Unallocated corporate assets					574,389
Consolidated total assets					<u>108,045,762</u>
<b>Liabilities</b>					
Segment liabilities	82,811,059	13,800,809	327,744	106,108	97,045,720
Unallocated corporate liabilities					216,390
Consolidated total liabilities					<u>97,262,110</u>

#### Other information - amounts included in the measure of segment results and segment assets

	企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	未分類業務 Unallocated 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
Capital expenditure during the year	23,207	80	3,250	205	7,154	33,896
Depreciation	33,547	619	2,100	203	11,184	47,653
Release of prepaid lease payments for land	66	-	-	-	-	66

The accounting policies of the operating segments are the same as the Group's accounting policies in note 4.

All direct costs incurred by different segments are grouped under respective segments. Indirect costs and support functions' costs are allocated to various segments and products based on effort and time spent while segments' other operating income is allocated depending on the nature of costs incurred. Indirect costs and support functions' costs and income related to corporate activities that cannot be reasonably allocated to segments or products are grouped as unallocated corporate expenses and unallocated corporate income respectively. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of performance.

There is no operating income with a single external customer amounting to or exceeding 10% of the Group's and the Bank's total operating income.

Assets and liabilities related to corporate activities that cannot be reasonably allocated to segments, products and support functions are grouped as unallocated corporate assets and liabilities. All direct segment assets and liabilities are grouped under respective segments.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 6. 分項資料 - 續

#### (甲) 營業分項 - 續

- (ii) 截至二零一三年十二月三十一日止年度，營業分項資料如下：

#### 營業分項收益及結果

		企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	抵銷 Eliminations 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
源自外界客戶利息收入	Interest income from external customers	1,040,118	552,385	3,164	-	-	1,595,667
給予外界客戶利息支出	Interest expense to external customers	(491,452)	(90,010)	-	-	-	(581,462)
跨業務利息收入 (附註 1)	Inter-segment interest income (Note 1)	235,732	-	-	-	(235,732)	-
跨業務利息支出 (附註 1)	Inter-segment interest expense (Note 1)	-	(235,732)	-	-	235,732	-
淨利息收入	Net interest income	784,398	226,643	3,164	-	-	1,014,205
費用及佣金收入	Fee and commission income	151,767	-	131,429	-	-	283,196
費用及佣金支出	Fee and commission expenses	(72,881)	-	(382)	-	-	(73,263)
淨買賣收入 (支出)	Net trading income (expenses)	585	81,981	-	(34)	-	82,532
其他營業收入 (附註 2)	Other operating income (Note 2)	94,411	-	-	39,373	-	133,784
分項收益	Segment revenue						
營業收入總額	Total operating income	958,280	308,624	134,211	39,339	-	1,440,454
包含：	Comprising:						
- 源自外界客戶分項收益	- segment revenue from external customers	722,548	544,356	134,211	39,339	-	1,440,454
- 跨業務交易	- inter-segment transactions	235,732	(235,732)	-	-	-	-
營業支出 (附註 3)	Operating expenses (Note 3)	(437,781)	(29,989)	(66,087)	(11,075)	-	(544,932)
貸款減值準備	Impairment allowances on loans and advances	(35,237)	-	-	-	-	(35,237)
出售物業及設備之淨溢利 (虧損)	Net gains (losses) on disposal of property and equipment	6,750	-	-	(10)	-	6,740
出售可供出售證券之淨溢利	Net gains on disposal of available-for-sale securities	-	-	-	1,582	-	1,582
出售投資物業及其公平值調整之淨溢利	Net gains on disposal of and fair value adjustments on investment properties	-	-	-	4,237	-	4,237
分項溢利	Segment profit	492,012	278,635	68,124	34,073	-	872,844
未分類企業支出	Unallocated corporate expenses	-	-	-	-	-	(236,643)
未分類企業收入	Unallocated corporate income	-	-	-	-	-	1,551
							637,752
所佔聯營公司之溢利	Share of profits of associates	-	-	-	-	-	32,103
除稅前溢利	Profit before taxation	-	-	-	-	-	669,855

附註：1. 跨業務資金交易之價格是以客戶當前存款利率計算。  
Notes: 1. Inter-segment pricing for funding transactions is charged at prevailing customer deposits interest rates.

2. 未分類企業收入是綜合收益表內的其他營業收入與營業分項內的其他營業收入之差額。  
2. The difference between the other operating income in the consolidated income statement and other operating income in the operating segments is the unallocated corporate income.

3. 未分類企業支出是綜合收益表內的營業支出與營業分項內的營業支出之差額。  
3. The difference between the operating expenses in the consolidated income statement and the operating expenses in the operating segments is the unallocated corporate expenses.

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

**6. 分項資料 - 續**

**(甲) 營業分項 - 續**

- (ii) 截至二零一三年十二月三十一日止年度，營業分項資料如下：- 續

於二零一三年十二月三十一日的營業分項資產及負債

資產	Assets	企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
分項資產	Segment assets	49,053,404	34,735,973	239,241	448,102	84,476,720
聯營公司權益	Interests in associates					199,437
未分類企業資產	Unallocated corporate assets					511,930
綜合資產總額	Consolidated total assets					<u>85,188,087</u>
<b>負債</b>	<b>Liabilities</b>					
分項負債	Segment liabilities	71,427,805	5,443,608	135,351	94,297	77,101,061
未分類企業負債	Unallocated corporate liabilities					355,060
綜合負債總額	Consolidated total liabilities					<u>77,456,121</u>

其他資料 - 包括在分項結果及分項資產中計量的金額

其他資料 - 包括在分項結果及分項資產中計量的金額	Other information - amounts included in the measure of segment results and segment assets	企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	未分類業務 Unallocated 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
本年度之資本開支	Capital expenditure during the year	16,733	318	250	130	15,711	33,142
折舊	Depreciation	35,417	1,291	3,385	354	14,431	54,878
預付土地租金之釋放	Release of prepaid lease payments for land	<u>66</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>66</u>

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 6. 分項資料 - 續

#### (乙) 區域資料

區域資料(包括以區域分析之總分項收益)是按照本集團分行及附屬公司報告業績或資產入賬的主要營運地區作出分析。下列非流動資產是按照企業本身所定居的國家與非流動資產的位置相同。

區域資料的詳細資料如下：

香港  
澳門及中國大陸  
美國  
總額

### 6. SEGMENT INFORMATION - continued

#### (b) Geographical information

Geographical information (including geographical analysis of total segment revenue) is analysed by the Group based on the locations of the principal operations of the branches and subsidiaries which are responsible for reporting the results or booking the assets. Non-current assets presented below are based on the location of the entities' country of domicile which is the same as the location of the non-current assets.

Details of geographical information are set out below:

		2014						
		營業收入 總額 Total operating income 港幣千元 HK\$'000	除稅前 溢利 Profit before taxation 港幣千元 HK\$'000	資產總額 Total assets 港幣千元 HK\$'000	負債總額 Total liabilities 港幣千元 HK\$'000	或有負債及 承擔總額 Total contingent liabilities and commitments 港幣千元 HK\$'000	非流動 資產 Non- current assets 港幣千元 HK\$'000	年內 資本開支 Capital expenditure during the year 港幣千元 HK\$'000
香港	Hong Kong	1,562,424	2,691,164	98,930,729	89,930,872	18,983,914	1,145,177	20,728
澳門及中國大陸	Macau and Mainland China	247,767	204,557	8,395,665	7,271,517	1,067,739	27,964	13,158
美國	America	19,564	12,370	719,368	59,721	9,538	413	10
總額	Total	<u>1,829,755</u>	<u>2,908,091</u>	<u>108,045,762</u>	<u>97,262,110</u>	<u>20,061,191</u>	<u>1,173,554</u>	<u>33,896</u>

		2013						
		營業收入 總額 Total operating income 港幣千元 HK\$'000	除稅前 溢利 Profit before taxation 港幣千元 HK\$'000	資產總額 Total assets 港幣千元 HK\$'000	負債總額 Total liabilities 港幣千元 HK\$'000	或有負債及 承擔總額 Total contingent liabilities and commitments 港幣千元 HK\$'000	非流動 資產 Non- current assets 港幣千元 HK\$'000	年內 資本開支 Capital expenditure during the year 港幣千元 HK\$'000
香港	Hong Kong	1,314,319	569,639	82,966,678	76,813,803	18,064,831	1,009,636	29,579
澳門及中國大陸	Macau and Mainland China	110,098	90,267	1,569,851	591,861	477,982	14,486	3,056
美國	America	17,588	9,949	651,558	50,457	16,913	535	507
總額	Total	<u>1,442,005</u>	<u>669,855</u>	<u>85,188,087</u>	<u>77,456,121</u>	<u>18,559,726</u>	<u>1,024,657</u>	<u>33,142</u>

附註：營業收入總額包括淨利息收入、淨費用及佣金收入、淨買賣收入及其他營業收入。

非流動資產包括聯營公司權益、投資物業、物業及設備、預付土地租金(非流動部份)及商譽。

Note: Total operating income consists of net interest income, net fee and commission income, net trading income and other operating income.

Non-current assets consist of interests in associates, investment properties, property and equipment, prepaid lease payments for land (non-current portion) and goodwill.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理

本集團的營運活動面對多種不同的財務風險，而這些營運活動包括分析、評估、接受及管理不同程度的風險或混合的風險。本集團的目的是為適當地平衡風險及回報和減少對本集團在財務表現上潛在的不利因素。

本集團乃按確認及分析此類風險，建立適當的風險額度及監察，和以可靠及現代的資訊系統控制此風險和達至訂定之額度內，從而編製成風險管理政策。本集團定期審查此風險管理政策和系統，以反映市場、產品和新的最佳做法的改變。

資產及負債管理委員會（「資債管委會」）及放款審核委員會負責執行經本銀行董事會（「董事會」）及風險管理及條例執行委員會審批後的風險管理政策。資債管委會與本集團內其他營運單位密切地合作，以確認、評估及減低財務風險。董事會及風險管理及條例執行委員會以書面方式編訂整體風險管理的原則，及涵蓋包括外匯風險、利率風險、信用風險、衍生金融工具及非衍生金融工具之使用的相關政策。同時，內部審計乃負責風險管理及監控環境的獨立審查。而運用金融工具的最主要風險為信用風險、市場風險及流動資金風險。市場風險則包括貨幣風險、利率風險及價目風險。

### 7. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risks. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise potential adverse effects on the Group's financial performance.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to date information systems. The Group regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practice.

Risk management functions are carried out by the Asset and Liability Management Committee (the "ALCO") and the Loans Committee under policies approved by the Board of Directors of the Bank (the "Board") and the Risk Management and Compliance Committee (the "RMCC"). The ALCO identifies, evaluates and mitigates financial risks in close co-operation with the Group's operating units. The Board and the RMCC provide written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments. In addition, internal audit is responsible for the independent review of risk management and the control environment. The most important types of risks from the use of financial instruments are credit risk, market risk and liquidity risk. Market risk includes currency risk, interest rate risk and price risk.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 7. 財務風險管理 - 續

### 金融工具種類

#### 金融資產

按公平值列賬及列入損益賬

可供出售之證券

持至到期日之證券

貸款及應收款項  
(包括現金及等同現金項目)

#### 金融負債

按公平值列賬及列入損益賬

攤銷成本 (附註)

附註：借貸成本於二零一四年十二月三十一日的賬面值為港幣1,815,563,000元(二零一三年：港幣1,766,436,000元)，其賬面值以攤銷成本連公平值對沖調整計算。

#### 信用風險

本集團所承擔之信用風險，為對方於到期時未能全數支付貸款之風險。於報告期末已招致之虧損者已作出減值準備。因經濟或某行業之狀況發生重大改變，可能導致額外虧損，可能與報告期末已撥備之數額不同，管理層因此於管理信用風險時行事審慎。

#### 信用風險管理

本集團根據自身經驗、香港《銀行業條例》、香港金融管理局所發出之指引及其他法定要求(即有關海外分行及附屬公司之相關的本地法例及規則)而編製成貸款政策。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Categories of financial instruments

	集團 THE GROUP		銀行 THE BANK	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
<b>Financial assets</b>				
Fair value through profit or loss	142,449	262,314	142,162	262,103
Available-for-sale securities	7,874,920	5,433,241	7,749,318	5,326,882
Held-to-maturity securities	8,663,136	8,326,722	8,632,513	8,326,722
Loans and receivables (including cash and cash equivalents)	90,185,222	69,869,522	90,000,271	69,840,632
<b>Financial liabilities</b>				
Fair value through profit or loss	415,122	100,653	415,122	100,653
Amortised cost (Note)	96,780,328	77,277,661	96,872,701	77,884,904

Note: Loan capital of HK\$1,815,563,000 (2013: HK\$1,766,436,000) was carried at amortised cost with adjustment of fair value hedge as at 31 December 2014.

#### Credit risk

The Group takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Impairment allowances are made for losses that have been incurred at the end of the reporting period. Significant changes in the economy, or in the health of a particular industry segment, could result in losses that are different from those provided for at the end of the reporting period. Management therefore carefully manages its exposure to credit risk.

#### Management of credit risk

The Group's lending policies have been formulated on the basis of its own experience, the Hong Kong Banking Ordinance, the Hong Kong Monetary Authority guidelines and other statutory requirements (in the case of overseas branches and subsidiaries, the relevant local laws and regulations).

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 7. 財務風險管理 - 續

### 信用風險 - 續

#### 信用風險管理 - 續

執行放款審核委員會及放款審核委員會為本集團的主要審批信用之組織。放款審核委員會由本銀行之高級管理人員組成；而執行放款審核委員會則由本銀行執行董事及若干其他高級行政人員所組成。執行放款審核委員會全面負責本集團之信用政策及監督本集團之貸款組合信用質素。在執行放款審核委員會的監管下，本集團之管理人員根據貸款額度、提供之抵押品、借款人之信用級別及其他規定的信用指引，授權審批信用。

所有信用申請，主要由信貸評審部負責審核。當客戶填寫貸款申請書或信用額度之要求後，分行或貸款部門之客戶主任從約見客戶、收取文件、作可行性研究及以其他途徑獲得有關資料，繕寫及提交信用建議書予信用評審主任審核申請。信用評審主任則需要覆審提交資料之真確及信用建議書是否符合指定要求，同時，在允許或反對貸款申請及續期之建議時，需要提供獨立之信用評估作支持。

本集團之貸款政策授權放款審核委員會批核信用申請。放款審核委員會則根據客戶之貸款目的、財務優勢、還款能力、以往戶口表現及提供之抵押品(如適用)而作出批核。若貸款額度超越放款審核委員會獲授權批核之額度時，執行放款審核委員會則負責批核申請。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Credit risk - continued

#### Management of credit risk - continued

The Group's primary credit approval bodies are the Loans Committee, which comprises senior staff members of the Bank, and the Executive Loans Committee, comprising executive directors and certain other senior executives of the Bank. The Executive Loans Committee has overall responsibility for the Group's credit policies and oversees the credit quality of the Group's loan portfolio. Under the oversight of the Executive Loans Committee, officers of the Group are authorised to approve credit based on the size of the loan, the collateral provided, the credit standing of the applicant and other prescribed credit guidelines.

Reviewing of credit applications is mainly performed by the Credit Assessment Department. When a customer fills out a loan application or requests a credit line, the branch or lending department account officer collects information through customer interviews, documentation requests and feasibility studies as well as other sources. The account officer then prepares and submits a credit proposal based on the information gathered for the review of the Credit Review Officers. Credit Review Officers are required to check the accuracy of the information submitted and that the credit proposal meets the underwriting standards required, and are required to provide an independent credit evaluation in support of a recommendation for granting or rejecting the loan and the subsequent renewal applications.

Credit approval is performed by the Loans Committee in accordance with the delegated lending authority from the Lending Policy of the Group with reference to a customer's objective of borrowing, financial strength, repayment ability, past account performance and collateral being offered as security, as appropriate. Approval from the Executive Loans Committee is required as and when the requested amount of the loan exceeds the delegated authority of the Loans Committee.



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 信用風險管理 - 續

本集團通過對單一貸款人、或多組貸款人，及對地區及行業設定可接受之風險限額，為所承受之風險水平設定限制。該等風險普遍以循環基準予以監察，並定期進行檢討。對產品、行業及國家之信用風險水平之限額每年經董事會批准。

信用風險之風險承擔乃通過定期分析借款人及潛在借款人應付償還利息及本金責任之能力，並於適當時候更改貸出限額予以控制。信用風險之風險承擔亦部份通過取得抵押品及公司和個人擔保控制。

#### 減輕風險之政策

監察及減輕風險措施詳列如下：

##### (a) 抵押品

本集團對接受之抵押品種類或減輕信用風險作出指引。主要的貸款抵押品種類如下：

- 按揭之住宅及商用物業；
- 將商業資產如樓宇、存貨及應收賬項作押記；或
- 將金融工具如債務證券及股本作押記。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Management of credit risk - continued

The Group structures the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to one borrower, or groups of borrowers, and to geographical and industry segments. Such risks are typically monitored on a revolving basis and are subject to periodic reviews. Limits on the level of credit risk by product, industry sector and by country are approved annually by the Board.

Exposure to credit risk is managed through regular reviews of the ability of borrowers and potential borrowers to meet interest and capital repayment obligations and by changing these lending limits where appropriate. Exposure to credit risk is also managed in part by obtaining collateral and corporate and personal guarantees.

#### Risk mitigation policies

Some specific control and mitigation measures are outlined below:

##### (a) Collateral

The Group implements guidelines on the acceptability of specific classes of collateral or credit risk mitigation. The principal collateral types for loans and advances are:

- Mortgages over residential and commercial properties;
- Charges over business assets such as premises, inventory and accounts receivable; or
- Charges over financial instruments such as debt securities and equities.

7. 財務風險管理 - 續

信用風險 - 續

減輕風險之政策 - 續

(a) 抵押品 - 續

此外，若發現客戶之貸款出現減值訊號，本集團將盡快要求對方提供額外的抵押品以減輕信用風險。

抵押品之公平值評估是根據相關資產常用的估值技術於貸款時決定，並於貸款續約時檢討。當貸款被確認減值時，其抵押品之公平值將參考市場價格例如最近物業交易價格以作更新。

(b) 其他減輕風險措施

本集團使用擔保將信用風險減輕。當本集團接受對方的擔保時，內部會對保證人設立上限以減輕信用之風險。

(c) 信貸承諾

本集團會提供信貸承諾，包括發出擔保及備用信用證。該等工具帶有與貸款相似之信用風險。該等工具之主要用途是為了確保有足夠之資金供客戶所需。

承諾提供信貸指已批准但未運用的額度可以放款、擔保書及信用證等使用。本集團等同面對與未使用承諾金額相同的潛在損失。由於大部份承諾提供信貸要求客戶維持其特定信貸水準，是或然的，因此，此等虧損應可減去未使用之承諾總額。本集團會控制信貸承諾之限期，因長期承諾一般會比短期承諾存在較大程度的信貸風險。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Risk mitigation policies - continued

(a) Collateral - continued

In addition, in order to minimise the credit losses, the Group will seek additional collateral from the counterparty as soon as impairment indicators are noticed for the relevant individual loans and advances.

Estimates of fair value of collateral are based on the fair value of collateral determined using valuation techniques commonly used for the corresponding assets at the time of borrowing, and also updated at facility reviews. When a loan is identified as impaired, the corresponding fair value of collateral of that loan is updated by reference to market value such as recent transaction price of properties.

(b) Other risk mitigations

The Group uses guarantees as credit risk mitigations. Whilst the Group may accept guarantees from any counterparty, it sets a threshold internally for considering guarantors to be eligible for credit risk mitigation.

(c) Credit-related commitments

The primary purpose of credit-related commitments (such as guarantee and letters of credit) is to ensure that funds are available to a customer as required, and these commitments carry the same credit risk as loans.

Commitments to extend credit represent unused portions of authorisations to extend credit in the form of loans, guarantees or letters of credit. With respect to credit risk on commitments to extend credit, the Group is potentially exposed to loss in an amount equal to the total unused commitments. However, the amount of such loss may be reduced by unused commitments, as most commitments to extend credit are contingent upon customers maintaining specific credit standards. The Group monitors the term to maturity of credit commitments because longer-term commitments generally have a greater degree of credit risk than shorter-term commitments.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 減輕風險之政策 - 續

##### (d) 財資市場交易

本集團對於未平倉合約之淨值（即買入及賣出合約之差異）在金額及條款上均有嚴謹之監管限制。在任何一個時間，有信貸風險之金額會限制在當前公平價值利好本集團之工具，此金額相對衍生工具之合約或名義金額（用作表示有關工具之數量）只佔一小部份。這種信貸風險乃當作客戶總借貸限額之一部份，與潛在市場波動之風險一併管理。除本集團要求對方給予保險金，該等工具通常不會取得抵押品或其他擔保。

##### (e) 淨額結算安排

為減低信貸風險，本集團會盡量跟交易對手訂立淨額結算安排。在此項安排下，跟對手的所有交易結餘均會在違約情況出現時終止，而所有餘額亦將以淨額結算。除違約情況下，所有與交易對手的未到期交易會以總額結算，這些資產與負債一般不會在財務狀況表抵銷。

#### 減值及減值準備政策

個別評估下產生的減值準備是基於報告期末已發現的損失及客觀的減值證據確認作財務報告之用。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Risk mitigation policies - continued

##### (d) Treasury transactions

The Group maintains strict control limits on net open derivatives positions (i.e. the difference between purchase and sale contracts), by both amount and term. At any one time, the amount subject to credit risk is limited to the current fair value of instruments that are favourable to the Group, which in relation to derivatives is only a small fraction of the contract or notional values used to express the volume of instruments outstanding. This credit risk exposure is managed as part of the overall lending limits with customers, together with potential exposures from market movements. Collateral or other security is not usually obtained for credit risk exposures on these instruments, except where the Group requires margin deposits from counterparties.

##### (e) Master netting arrangements

To mitigate credit risk, the Group enters into master netting arrangements with counterparties whenever possible. Netting arrangements provide that, if an event of default occurs, all outstanding transactions with the counterparty will be terminated and all amounts outstanding will be settled on a net basis. Except for the event of default, all outstanding transaction with the counterparty are settled on a gross basis and generally do not result in offsetting the assets and liabilities in the statement of financial position.

#### Impairment and provisioning policies

Impairment allowances on individually assessed amounts recognised for financial reporting purposes and only for losses that have been incurred at the end of each reporting period based on objective evidence of impairment.



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 減值及減值準備政策 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Impairment and provisioning policies - continued

		二零一三年十二月三十一日 31 December 2013				
		集體	個別	有抵押品	減值貸款	
		減值準備	減值準備	覆蓋之貸款	總額	
		Collective	Individual	Loans and	Gross	
		impairment	impairment	advances	impaired	
		allowances	allowances	secured by	advances	
		港幣千元	港幣千元	collateral	港幣千元	
		HK\$'000	HK\$'000	港幣千元	HK\$'000	
				(附註 Note 1)		
在本港使用貸款	Loans for use in Hong Kong					
工業、商業及金融	Industrial, commercial and financial					
- 物業發展	- Property development	1,479,980	2	642,248	-	
- 物業投資	- Property investment	8,307,110	-	8,272,041	2	
- 與財務有關	- Financial concerns	2,407,128	-	1,853,502	-	
- 證券經紀	- Stockbrokers	773,195	10	609,550	-	
- 批發及零售業	- Wholesale and retail trade	1,934,329	5,616	1,581,434	5,158	
- 製造業	- Manufacturing	1,923,830	-	1,172,244	-	
- 運輸及運輸設備	- Transport and transport equipment	755,028	-	654,770	-	
- 康樂活動	- Recreational activities	1,296	1	1,297	-	
- 資訊科技	- Information technology	21,067	29	17,231	-	
- 其他 (附註 2)	- Others (Note 2)	7,770,364	6,055	4,555,683	6,684	
個別人士	Individuals					
- 購買「居者有其屋」、 「私人機構參與計劃」及 「租者置其屋計劃」單位之貸款	- Loans for the purchase of flats in the Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	469,597	-	469,597	-	
- 購買其他住宅樓宇之貸款	- Loans for the purchase of other residential properties	7,058,570	287	7,057,313	-	
- 信用卡貸款	- Credit card advances	109,166	9,136	-	516	
- 其他 (附註 3)	- Others (Note 3)	2,082,372	-	1,510,997	474	
		35,093,032	21,136	28,397,907	12,834	
貿易融資	Trade finance	3,287,545	60,643	3,592	3,592	
在本港以外使用之貸款	Loans for use outside Hong Kong	6,739,637	107,646	788	2,308	
		45,120,214	189,425	14,755	18,734	

附註：1. 有抵押品之貸款以抵押品市場價格或餘下貸款本金兩者較低者為準。

2. 包括在「其他」的主要項目是電力和天然氣、酒店、餐飲、保證金貸款及其他商業用途。

3. 主要項目包括專業人士貸款及個人貸款作其他私人用途。

Notes: 1. Loans and advances secured by collateral are determined as the lower of the market value of collateral or outstanding loan principal.

2. Major items included in "Others" are for electricity and gas, hotels, catering, margin lending and other business purposes.

3. Major items mainly included loans to professionals and other individuals for various private purposes.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 減值及減值準備政策 - 續

本集團之政策要求最少每年對個別重要的金融資產或當個別情況需要更頻密地作回顧。減值準備於個別評估戶口是根據於報告期末，按每個案件的評估已發現之損失決定。此方法適用於個別重大戶口。此評估一般包括個別戶口持有的抵押品及預期還款。

本集團採用如附註 4 所詳述的條件以評估減值的客觀證據是否存在。

以集體形式進行的減值準備提供準備於：(i) 個別並非重要的同性質之資產組合；及 (ii) 考慮過往處理相類信用風險特點資產之虧損經驗以評估未確定但已發生之損失。管理層要視乎現時經濟及信貸情況去評估潛在損失的實際程度可能高於或低於過往經驗。

#### 金融資產的信用風險集中性

當區域或業務因素轉變，相同地影響貸款客戶，其信用風險相對於本集團之整體風險為重大時，集中信用風險存在。

最能代表本集團及本銀行的金融資產之最高信用風險之區域及業務集中分析披露如下。

金融資產之區域位置是取決於對手最終信用風險之位置，並由董事評估。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Impairment and provisioning policies - continued

The Group's policy requires the review of individual financial assets that are above materiality thresholds at least annually or more regularly when individual circumstances require. Impairment allowances on individually assessed accounts are determined by an evaluation of the incurred losses at the end of the reporting period on a case-by-case basis, and are applied to all individually significant accounts. The assessment normally encompasses the fair value of collateral held and the anticipated receipts for that individual account.

The Group adopted the certain as detailed in note 4 in assessing whether objective evidence of impairment existed.

Collectively assessed impairment allowances are provided for: (i) portfolios of homogenous assets that are individually below materiality thresholds; and (ii) losses that have been incurred but have not yet been identified by considering the historical loss experience in portfolios of similar credit risk characteristics. The management has also made judgement as to whether the current economic and credit conditions are such that the actual level of inherent losses is likely to be greater or less than that suggested by historical experience.

#### Concentration of risks of financial assets with credit risk exposure

Concentration of credit risk exists when changes in geographical or industry factors similarly affect counterparties whose aggregate credit exposure is material in relation to the Group's total exposures.

An analysis of geographical and industry sector concentration of the Group's and the Bank's financial assets that best represent the maximum exposure to credit risk is disclosed below.

The geographical locations of the financial assets are determined by the locations of the counterparties with the ultimate credit exposures, as assessed by the directors.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 金融資產的信用風險集中性 - 續

#### 區域位置

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Concentration of risks of financial assets with credit risk exposure - continued

#### Geographical locations

	集團 THE GROUP				銀行 THE BANK			
	亞太區 除香港以外 Asia Pacific			總額	亞太區 除香港以外 Asia Pacific			總額
	香港 Hong Kong 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	香港 Hong Kong 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
	(附註 Note 1)	(附註 Note 2)	(附註 Note 2)	(附註 Note 1)	(附註 Note 1)	(附註 Note 2)	(附註 Note 2)	(附註 Note 1)
於二零一四年十二月三十一日	At 31 December 2014							
短期資金	3,716,265	18,403,386	3,523,339	25,642,990	3,705,790	18,403,386	3,523,339	25,632,515
存放同業及其他財務機構款項	219,413	5,349,020	-	5,568,433	205,317	5,349,020	-	5,554,337
衍生金融工具	5,706	26,558	109,898	142,162	5,706	26,558	109,898	142,162
可供出售之債務證券	4,706,044	546,006	2,341,989	7,594,039	4,706,044	546,006	2,341,989	7,594,039
持至到期日之證券	3,091,093	3,429,808	2,142,235	8,663,136	3,091,093	3,429,808	2,111,612	8,632,513
貸款及其他賬項	51,331,479	5,431,481	1,821,647	58,584,607	50,942,785	5,426,393	1,821,647	58,190,825
附屬公司欠款	-	-	-	-	233,444	-	-	233,444
	<u>63,070,000</u>	<u>33,186,259</u>	<u>9,939,108</u>	<u>106,195,367</u>	<u>62,890,179</u>	<u>33,181,171</u>	<u>9,908,485</u>	<u>105,979,835</u>
於二零一三年十二月三十一日	At 31 December 2013							
短期資金	4,277,143	7,774,029	3,451,017	15,502,189	4,266,688	7,774,029	3,451,017	15,491,734
存放同業及其他財務機構款項	563,486	7,320,599	36,417	7,920,502	549,560	7,320,599	36,417	7,906,576
衍生金融工具	6,037	91,284	72,814	170,135	6,037	91,284	72,814	170,135
按公平值列賬及列入損益賬之金融資產	31,818	60,150	-	91,968	31,818	60,150	-	91,968
可供出售之債務證券	3,106,504	528,864	1,553,955	5,189,323	3,106,504	528,864	1,553,955	5,189,323
持至到期日之證券	3,289,960	4,076,870	959,892	8,326,722	3,289,960	4,076,870	959,892	8,326,722
貸款及其他賬項	42,643,698	1,659,941	1,455,787	45,759,426	42,409,053	1,654,456	1,455,787	45,519,296
附屬公司欠款	-	-	-	-	235,662	-	-	235,662
	<u>53,918,646</u>	<u>21,511,737</u>	<u>7,529,882</u>	<u>82,960,265</u>	<u>53,895,282</u>	<u>21,506,252</u>	<u>7,529,882</u>	<u>82,931,416</u>

附註：1. 報告在「亞太區除香港以外」內的國家主要包括中國、日本、澳洲及其他亞洲國家。

2. 報告在「其他」內的國家主要包括加拿大、美國及其他歐洲國家。

Notes: 1. The countries reported in "Asia Pacific excluding Hong Kong" mainly included the PRC, Japan, Australia and other Asian countries.

2. The countries reported in "Others" mainly included Canada, United States and other European countries.

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**7. 財務風險管理 - 續**

信用風險 - 續

金融資產的信用風險集中性 - 續

業務分析

**7. FINANCIAL RISK MANAGEMENT - continued**

**Credit risk - continued**

**Concentration of risks of financial assets with credit risk exposure - continued**

*Industry sectors*

		集團 THE GROUP					
		同業及其他 財務機構 Banks and other financial institutions	中央政府及 中央銀行 Central governments and central banks	公營機構 Public sector entities	企業 Corporate entities	其他 Others	總額 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一四年十二月三十一日	At 31 December 2014						
短期資金	Short-term funds	22,835,546	2,807,444	-	-	-	25,642,990
存放同業及其他財務機構款項	Placements with banks and other financial institutions	5,568,433	-	-	-	-	5,568,433
衍生金融工具	Derivative financial instruments	140,179	-	-	1,983	-	142,162
可供出售之債務證券	Available-for-sale debt securities	315,205	-	-	7,278,834	-	7,594,039
持至到期日之證券	Held-to-maturity securities	3,154,901	10,629	822,649	4,674,957	-	8,663,136
貸款及其他賬項	Advances and other accounts	878,765	658,409	59,704	44,289,327	12,698,402	58,584,607
		<u>32,893,029</u>	<u>3,476,482</u>	<u>882,353</u>	<u>56,245,101</u>	<u>12,698,402</u>	<u>106,195,367</u>
於二零一三年十二月三十一日	At 31 December 2013						
短期資金	Short-term funds	14,252,813	1,249,376	-	-	-	15,502,189
存放同業及其他財務機構款項	Placements with banks and other financial institutions	7,920,502	-	-	-	-	7,920,502
衍生金融工具	Derivative financial instruments	168,804	-	-	1,331	-	170,135
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	-	-	91,968	-	91,968
可供出售之債務證券	Available-for-sale debt securities	320,493	-	55,029	4,813,801	-	5,189,323
持至到期日之證券	Held-to-maturity securities	6,619,205	7,627	176,769	1,523,121	-	8,326,722
貸款及其他賬項	Advances and other accounts	480,437	56,026	76,721	32,898,092	12,248,150	45,759,426
		<u>29,762,254</u>	<u>1,313,029</u>	<u>308,519</u>	<u>39,328,313</u>	<u>12,248,150</u>	<u>82,960,265</u>



# 綜合財務報表之附註

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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 金融資產的信用風險集中性 - 續

#### 業務分析 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Concentration of risks of financial assets with credit risk exposure - continued

#### Industry sectors - continued

		銀行					
		THE BANK					
		同業及其他 財務機構 Banks and other financial institutions	中央政府及 中央銀行 Central governments and central banks	公營機構 Public sector entities	企業 Corporate entities	其他 Others	總額 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一四年十二月三十一日	At 31 December 2014						
短期資金	Short-term funds	22,825,071	2,807,444	-	-	-	25,632,515
存放同業及其他財務機構款項	Placements with banks and other financial institutions	5,554,337	-	-	-	-	5,554,337
衍生金融工具	Derivative financial instruments	140,179	-	-	1,983	-	142,162
可供出售之債務證券	Available-for-sale debt securities	315,205	-	-	7,278,834	-	7,594,039
持至到期日之證券	Held-to-maturity securities	3,154,901	10,629	822,649	4,644,334	-	8,632,513
貸款及其他賬項	Advances and other accounts	878,439	658,409	59,704	43,895,871	12,698,402	58,190,825
附屬公司欠款	Amounts due from subsidiaries	-	-	-	233,444	-	233,444
		<u>32,868,132</u>	<u>3,476,482</u>	<u>882,353</u>	<u>56,054,466</u>	<u>12,698,402</u>	<u>105,979,835</u>
於二零一三年十二月三十一日	At 31 December 2013						
短期資金	Short-term funds	14,242,358	1,249,376	-	-	-	15,491,734
存放同業及其他財務機構款項	Placements with banks and other financial institutions	7,906,576	-	-	-	-	7,906,576
衍生金融工具	Derivative financial instruments	168,804	-	-	1,331	-	170,135
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	-	-	91,968	-	91,968
可供出售之債務證券	Available-for-sale debt securities	320,493	-	55,029	4,813,801	-	5,189,323
持至到期日之證券	Held-to-maturity securities	6,619,205	7,627	176,769	1,523,121	-	8,326,722
貸款及其他賬項	Advances and other accounts	479,807	56,026	76,721	32,658,592	12,248,150	45,519,296
附屬公司欠款	Amounts due from subsidiaries	-	-	-	235,662	-	235,662
		<u>29,737,243</u>	<u>1,313,029</u>	<u>308,519</u>	<u>39,324,475</u>	<u>12,248,150</u>	<u>82,931,416</u>

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**7. 財務風險管理 - 續**

**信用風險 - 續**

**在沒有抵押品或其他信用改進前的  
最高信用風險**

有關財務狀況表以內的資產的最高  
信用風險如下：

**7. FINANCIAL RISK MANAGEMENT - continued**

**Credit risk - continued**

**Maximum exposure to credit risk before collateral held or other  
credit enhancements**

Maximum exposure to credit risk relating to assets in the statements of  
financial position are as follows:

		集團		銀行	
		THE GROUP		THE BANK	
		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
短期資金	Short-term funds	25,642,990	15,502,189	25,632,515	15,491,734
存放同業及其他財務機構款項	Placements with banks and other financial institutions	5,568,433	7,920,502	5,554,337	7,906,576
衍生金融工具	Derivative financial instruments	142,162	170,135	142,162	170,135
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	91,968	-	91,968
可供出售之債務證券	Available-for-sale debt securities	7,594,039	5,189,323	7,594,039	5,189,323
持至到期日之證券	Held-to-maturity securities	8,663,136	8,326,722	8,632,513	8,326,722
貸款及其他賬項	Advances and other accounts	58,584,607	45,759,426	58,190,825	45,519,296
附屬公司欠款	Amounts due from subsidiaries	-	-	233,444	235,662
		<u>106,195,367</u>	<u>82,960,265</u>	<u>105,979,835</u>	<u>82,931,416</u>

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
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## 7. 財務風險管理 - 續

### 信用風險 - 續

#### 在沒有抵押品或其他信用改進前的 最高信用風險 - 續

有關財務狀況表以外的項目的最高  
信用風險如下：

直接信用代替品

與貿易有關之或有項目

未動用之正式備用信貸、  
信貸額度及其他承擔  
不包括可無條件取消  
而不需作事前通知者

上表列示本集團及本銀行於二零一四年十二月三十一日及二零一三年十二月三十一日在最壞情況下的信用風險，該情況未計入持有之抵押品或附帶的其他信用增強措施前之信貸風險。上述財務狀況表內資產之信用風險是基於其淨帳面值而列。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Credit risk - continued

#### Maximum exposure to credit risk before collateral held or other credit enhancements - continued

Maximum exposure to credit risk relating to items unrecorded in the statements of financial position are as follows:

	集團及銀行 THE GROUP AND THE BANK	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Direct credit substitutes	1,042,023	1,041,747
Trade-related contingencies	396,545	479,056
Undrawn formal standby facilities, credit lines and other commitments excluding those that are unconditionally cancellable without prior notice	11,605,469	10,111,868
	<b>13,044,037</b>	<b>11,632,671</b>

The above tables represent a worst case scenario of credit risk exposures to the Group and the Bank as at 31 December 2014 and 31 December 2013, without taking account of any collateral held or other credit enhancements attached. For on-balance sheet assets, the exposures set out above are based on net carrying amounts.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 7. 財務風險管理 - 續

### 信用風險 - 續

#### 信用質素

客戶貸款之信用質素，除應收利息外，總結如下：

非逾期或非減值

已逾期但非減值

減值

減：減值準備

## 7. FINANCIAL RISK MANAGEMENT - continued

### Credit risk - continued

#### Credit quality

Credit quality of loans and advances to customers, excluding interest receivable, are summarised as follows:

		集團及銀行 THE GROUP AND THE BANK	
		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
非逾期或非減值	Neither past due nor impaired	56,662,288	44,984,993
已逾期但非減值	Past due but not impaired	239,307	116,487
減值	Impaired	23,825	18,734
		<b>56,925,420</b>	<b>45,120,214</b>
減：減值準備	Less: Allowances for impairment	(259,075)	(204,180)
		<b>56,666,345</b>	<b>44,916,034</b>

#### (i) 非逾期或非減值貸款

非逾期或非減值貸款的信用質素是參考本集團的內部評級系統所估計的，這也是應香港金融管理局要求採用的分類系統。

#### (i) Loans and advances neither past due nor impaired

The credit quality of the portfolio of loans and advances that were neither past due nor impaired can be assessed by reference to the internal rating system adopted by the Group which is also the classification system required to be adopted for reporting to the Hong Kong Monetary Authority.

### 集團及銀行 THE GROUP AND THE BANK

		個人貸款及 稅務貸款								
		分期償還 貸款	定期 貸款	銀團貸款	外幣貸款	貿易融資	Personal loans and tax loans	其他	總額	
		Overdrafts	Term loans	Syndication loans	Foreign currency loans	Trade finance	Other	Total		
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000		
於二零一四年十二月三十一日	At 31 December 2014									
評級：	GRADES:									
合格	Pass	1,786,254	20,956,374	17,440,707	6,212,691	572,189	8,752,630	217,907	693,389	56,632,141
特別監察	Special mention	6,195	15,421	4,000	-	-	-	1,039	-	26,655
次級或以下	Substandard or below	-	3,492	-	-	-	-	-	-	3,492
總額	Total	<b>1,792,449</b>	<b>20,975,287</b>	<b>17,444,707</b>	<b>6,212,691</b>	<b>572,189</b>	<b>8,752,630</b>	<b>218,946</b>	<b>693,389</b>	<b>56,662,288</b>
於二零一三年十二月三十一日	At 31 December 2013									
評級：	GRADES:									
合格	Pass	1,999,583	20,281,023	13,804,574	4,318,438	115,965	3,127,699	215,870	633,977	44,497,129
特別監察	Special mention	10,789	169,308	63,078	-	-	-	-	-	243,175
次級或以下	Substandard or below	5,262	18,557	172,000	-	-	48,870	-	-	244,689
總額	Total	<b>2,015,634</b>	<b>20,468,888</b>	<b>14,039,652</b>	<b>4,318,438</b>	<b>115,965</b>	<b>3,176,569</b>	<b>215,870</b>	<b>633,977</b>	<b>44,984,993</b>

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 信用質素 - 續

#### (ii) 已逾期但非減值貸款

按客戶分類的已逾期但非減值的貸款總額分析如下：

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Credit quality - continued

#### (ii) Loans and advances past due but not impaired

Gross amount of loans and advances by class of customers that were past due but not impaired were as follows:

		集團及銀行 THE GROUP AND THE BANK							
		透支	分期償還 貸款	定期 貸款	銀團貸款	貿易融資	個人貸款及 稅務貸款	其他	總額
		Overdrafts	Instalment loans	Term loans	Syndication loans	Trade finance	Personal loans and tax loans	Others	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一四年十二月三十一日	At 31 December 2014								
逾期三十日或以下	Past due up to 30 days	1,405	5,674	-	-	-	701	-	7,780
逾期三十一日至九十日	Past due from 31 to 90 days	22,803	176,699	-	-	-	391	1,604	201,497
逾期九十日以上	Past due more than 90 days	3,339	1,191	25,500	-	-	-	-	30,030
總額	Total	<u>27,547</u>	<u>183,564</u>	<u>25,500</u>	<u>-</u>	<u>-</u>	<u>1,092</u>	<u>1,604</u>	<u>239,307</u>
抵押品之公平值	Fair value of collateral	<u>189,854</u>	<u>445,476</u>	<u>58,625</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>693,955</u>
有抵押品之貸款 (附註)	Loans and advances secured by collateral (Note)	<u>27,546</u>	<u>183,564</u>	<u>25,500</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>236,610</u>
於二零一三年十二月三十一日	At 31 December 2013								
逾期三十日或以下	Past due up to 30 days	1,919	4,048	-	-	-	-	-	5,967
逾期三十一日至九十日	Past due from 31 to 90 days	7,818	17,882	-	-	1,468	703	1,595	29,466
逾期九十日以上	Past due more than 90 days	3,339	2,309	-	75,406	-	-	-	81,054
總額	Total	<u>13,076</u>	<u>24,239</u>	<u>-</u>	<u>75,406</u>	<u>1,468</u>	<u>703</u>	<u>1,595</u>	<u>116,487</u>
抵押品之公平值	Fair value of collateral	<u>81,706</u>	<u>88,371</u>	<u>-</u>	<u>1,372,549</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,542,626</u>
有抵押品之貸款 (附註)	Loans and advances secured by collateral (Note)	<u>4,878</u>	<u>23,097</u>	<u>-</u>	<u>75,406</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>103,381</u>

抵押品主要是物業及定期存款。

Collateral is mainly properties and fixed deposits.

附註：有抵押品之貸款值以抵押品市場價格或餘下貸款本金兩者較低者為準。

Note: The amount of loans and advances secured by collateral is determined as the lower of the market value of collateral or outstanding loan principal.

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**7. 財務風險管理 - 續**

信用風險 - 續

信用質素 - 續

(iii) 個別減值貸款

客戶貸款

按客戶性質分類的個別減值貸款總額的明細如下：

於二零一四年十二月三十一日

個別減值貸款

抵押品之公平值

有抵押品之貸款 (附註)

於二零一三年十二月三十一日

個別減值貸款

抵押品之公平值

有抵押品之貸款 (附註)

抵押品主要是物業及定期存款。

附註：有抵押品之貸款值以抵押品市場價格或餘下貸款本金兩者較低者為準。

(iv) 銀行及其他財務機構的存款及貸款

於二零一四年十二月三十一日及二零一三年十二月三十一日，銀行貸款為非逾期或非減值及沒有抵押品。

**7. FINANCIAL RISK MANAGEMENT - continued**

**Credit risk - continued**

**Credit quality - continued**

(iii) Loans and advances individually impaired

Loans and advances to customers

The breakdown of the gross amount of individually impaired loans and advances by class of customers are as follows:

**集團及銀行**  
**THE GROUP AND THE BANK**

	透支 Overdrafts 港幣千元 HK\$'000	分期償還 貸款 Instalment loans 港幣千元 HK\$'000	貿易融資 Trade finance 港幣千元 HK\$'000	個人貸款及 稅務貸款 Personal loans and tax loans 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
At 31 December 2014						
Individually impaired loans	8,700	9,393	4,969	222	541	23,825
Fair value of collateral	1,532	12,804	-	-	-	14,336
Loans and advances secured by collateral (Note)	1,532	3,145	-	-	-	4,677
At 31 December 2013						
Individually impaired loans	7,358	5,259	5,672	226	219	18,734
Fair value of collateral	1,227	12,854	-	-	-	14,081
Loans and advances secured by collateral (Note)	1,226	3,647	-	-	-	4,873

Collateral is mainly properties and fixed deposits.

Note: The amount of loans and advances secured by collateral is determined as the lower of the market value of collateral or outstanding loan principal.

(iv) Placements with and advances to banks and other financial institutions

As at 31 December 2014 and 31 December 2013, the advances to banks are neither past due nor impaired and unsecured.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 7. 財務風險管理 - 續

#### 信用風險 - 續

#### 債務證券

#### 按評級機構分類的金融投資

下表呈列本集團及本銀行所持有的金融證券，除貸款以外，於報告期末根據評級機構穆迪之評級分析。沒有穆迪評級的金融證券會被當作沒有評級分類。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Credit risk - continued

#### Debt securities

#### Financial investments by rating agency designation

The following tables present analysis of financial securities, other than loans and advances, held by the Group and the Bank by rating agency designation at the end of the reporting period, based on Moody's ratings. Financial securities not rated by Moody's are treated as unrated ones.

		集團 THE GROUP			
		按公平值列賬及列入 損益賬之金融資產 Financial assets at fair value through profit or loss 港幣千元 HK\$'000	可供出售之 債務證券 Available-for-sale debt securities 港幣千元 HK\$'000	持至 到期日 之證券 Held-to- maturity securities 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一四年十二月三十一日		At 31 December 2014			
Aa1 至 Aa3	Aa1 to Aa3	-	315,205	2,965,695	3,280,900
A1 至 A3	A1 to A3	-	2,065,097	1,800,683	3,865,780
低於 A3	Lower than A3	-	2,535,734	1,106,385	3,642,119
沒有評級	Unrated	-	2,678,003	2,790,373	5,468,376
<b>總額</b>	<b>Total</b>	<b>-</b>	<b>7,594,039</b>	<b>8,663,136</b>	<b>16,257,175</b>
於二零一三年十二月三十一日		At 31 December 2013			
Aa1 至 Aa3	Aa1 to Aa3	60,150	375,523	2,975,433	3,411,106
A1 至 A3	A1 to A3	-	1,655,946	2,633,595	4,289,541
低於 A3	Lower than A3	-	1,870,491	1,050,984	2,921,475
沒有評級	Unrated	31,818	1,287,363	1,666,710	2,985,891
<b>總額</b>	<b>Total</b>	<b>91,968</b>	<b>5,189,323</b>	<b>8,326,722</b>	<b>13,608,013</b>

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 7. 財務風險管理 - 續

信用風險 - 續

債務證券 - 續

按評級機構分類的金融投資 - 續

## 7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Debt securities - continued

Financial investments by rating agency designation - continued

		銀行 THE BANK			總額 Total 港幣千元 HK\$'000
		按公平值列賬及列入 損益賬之金融資產 Financial assets at fair value through profit or loss 港幣千元 HK\$'000	可供出售之 債務證券 Available-for-sale debt securities 港幣千元 HK\$'000	持至 到期日 之證券 Held-to- maturity securities 港幣千元 HK\$'000	
於二零一四年十二月三十一日	At 31 December 2014				
Aa1 至 Aa3	Aa1 to Aa3	-	315,205	2,965,695	3,280,900
A1 至 A3	A1 to A3	-	2,065,097	1,800,683	3,865,780
低於 A3	Lower than A3	-	2,535,734	1,106,385	3,642,119
沒有評級	Unrated	-	2,678,003	2,759,750	5,437,753
<b>總額</b>	<b>Total</b>	<b>-</b>	<b>7,594,039</b>	<b>8,632,513</b>	<b>16,226,552</b>
於二零一三年十二月三十一日	At 31 December 2013				
Aa1 至 Aa3	Aa1 to Aa3	60,150	375,523	2,975,433	3,411,106
A1 至 A3	A1 to A3	-	1,655,946	2,633,595	4,289,541
低於 A3	Lower than A3	-	1,870,491	1,050,984	2,921,475
沒有評級	Unrated	31,818	1,287,363	1,666,710	2,985,891
<b>總額</b>	<b>Total</b>	<b>91,968</b>	<b>5,189,323</b>	<b>8,326,722</b>	<b>13,608,013</b>

### 被收回的抵押品

於指出的年度，本集團及本銀行取得之抵押品資產，詳列如下：

### Repossessed collateral

During the years indicated, the Group and the Bank obtained assets by taking possession of collateral held as security, as follows:

資產種類	Types of assets	集團及銀行 THE GROUP AND THE BANK	
		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
其他	Others	<b>14,800</b>	16,040

在可行的情況下盡快出售被收回的資產，其收益會用來抵銷未償還的債務。

Repossessed assets are sold as soon as practicable with the proceeds used to reduce the outstanding indebtedness.



## 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理 - 續

#### 市場風險

本集團承擔市場風險。市場風險乃當市場價格變動，金融工具的公平值或將來的現金流會隨之波動。市場風險是從利息、貨幣及證券產品的未平盤額而產生，並受一般及特別的市場轉變及市場率或市場價格，例如利率、信用息差、外匯率及證券價格水平調整的轉變所影響。本集團分別於交易或非交易組合中承擔市場風險。

交易組合包括因做市商交易而產生的未平盤額，其中本集團為對客戶或市場之交易對手。

非交易組合主要來自零售及商業銀行的資產及負債之利息管理。非交易組合也包含由本集團的持至到期日及可供出售之投資而產生的外匯及資產風險。

#### 市場風險管理

市場風險管理主要由資金管理職能承擔並在董事會或其指定之委員會批准的風險限額內進行。限額在每個組合、產品及風險類別分別設立，而市場的流動性是決定風險限額程度的主要因素。本集團致力確立準則、制度及程序來控制及監控市場風險。個別業務產生之市場風險是由資債管委會評估及管理。

此外，本集團利用衍生工具來減輕利率及外匯風險。

壓力測試是用來測試在極端情況下的潛在虧損之提示。每個業務單位的高級管理層及董事會會檢閱壓力測試之結果。壓力測試是因應業務類別而設計及一般採用情節分析。

#### 貨幣風險

本集團有相當的交易是以外幣進行，所以會產生匯率浮動風險。此匯率風險是由經核准的政策限額利用外幣遠期合約管理。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Market risk

The Group takes on exposure to market risk, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, credit spreads, foreign exchange rates and equity prices. The Group separates exposures to market risk into either trading or non-trading portfolios.

Trading portfolios include those positions arising from market-making transactions where the Group acts as principal with clients or with the market.

Non-trading portfolios primarily arise from the interest rate management of the Bank's retail and commercial banking assets and liabilities. Non-trading portfolios also consist of foreign exchange and equity risks arising from the Group's held-to-maturity and available-for-sale investments.

#### Management of market risk

The management of market risk is principally undertaken in treasury function using risk limits approved by the Board or its designated committee. Limits are set for each portfolio, product and risk type, with market liquidity being a principal factor in determining the level of limits set. The Group has dedicated standards, policies and procedures in place to control and monitor the market risk. The market risks which arise on each business are assessed and managed under the supervision of the ALCO.

In addition, the Group uses derivatives to mitigate interest rate and foreign exchange risks.

Stress tests are carried out to provide an indication of the potential size of losses that could arise in extreme conditions. The results of the stress tests are reviewed by senior management in each business unit and by the Board. The stress-testing is tailored to the business segments and typically uses scenario analysis.

#### Currency risk

The Group undertakes certain transactions denominated in foreign currencies and, hence exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising foreign currency forward contracts.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 7. 財務風險管理 - 續

### 市場風險 - 續

#### 貨幣風險 - 續

由於外匯交易買賣額度屬於中等，本集團並無任何重大之外匯風險。日常外匯管理工作由資金部負責，並維持在已核准的限額內。

本集團之財務狀況及現金流量因應當時匯率變動之影響而承擔風險。董事會或其指定之委員會對隔夜及即日持倉外幣及總額所承擔之風險水平設定限額，每日予以監察。

下表顯示於每個報告期末貨幣風險集中之分佈：

於二零一四年十二月三十一日

#### 資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之金融資產
可供出售之證券
持至到期日之證券
客戶貸款
其他金融資產
<b>金融資產總額</b>

#### 負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債
<b>金融負債總額</b>
<b>淨額 - 金融資產及負債總額</b>

附註：包括在「其他」內的貨幣主要代表澳元及新西蘭元。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Market risk - continued

#### Currency risk - continued

The Group does not have any significant foreign exchange risk as foreign exchange dealing is moderate. Day-to-day foreign exchange management is performed by the Treasury Department within approved limits.

The Group takes on exposure to the effects of fluctuations in the prevailing foreign currency exchange rates on their financial positions and cash flows. The Board or its designated committee sets limits on the level of exposure by currency and in total for both overnight and intra-day positions, which are monitored daily.

The following tables indicate the concentration of currency risk at the end of each reporting periods:

集團 THE GROUP						
港幣 HK\$	美元 US\$	澳門幣 MOP	人民幣 RMB	其他 Others	總額 Total	
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
(附註 Note)						
<b>At 31 December 2014</b>						
<b>Assets</b>						
	7,982,375	2,679,622	98,014	12,840,729	2,431,442	26,032,182
Cash and short-term funds						
Placements with banks and other financial institutions	230,160	1,231,392	-	3,841,273	265,608	5,568,433
Derivative financial instruments	11,010	126,278	-	3,396	1,478	142,162
Financial assets at fair value through profit or loss	287	-	-	-	-	287
Available-for-sale securities	539,174	7,302,201	-	31,263	2,282	7,874,920
Held-to-maturity securities	1,380,923	4,405,544	-	1,784,531	1,092,138	8,663,136
Advances to customers	44,858,814	2,465,433	18,530	9,508,747	73,896	56,925,420
Other financial assets	350,438	488,136	1,343	814,683	4,587	1,659,187
<b>Total financial assets</b>	<b>55,353,181</b>	<b>18,698,606</b>	<b>117,887</b>	<b>28,824,622</b>	<b>3,871,431</b>	<b>106,865,727</b>
<b>Liabilities</b>						
Deposits and balances of banks and other financial institutions	1,290,432	2,425,495	-	600,240	97,694	4,413,861
Financial assets sold under repurchase agreements	147,503	4,357,892	-	443,369	-	4,948,764
Deposits from customers	50,564,841	4,926,177	67,019	20,529,246	6,046,108	82,133,391
Certificates of deposit	1,078,813	-	-	345,013	684,310	2,108,136
Derivative financial instruments	21,488	149,907	-	2,849	240,878	415,122
Loan capital	-	1,815,563	-	-	-	1,815,563
Other financial liabilities	1,171,926	65,704	1,137	100,934	20,912	1,360,613
<b>Total financial liabilities</b>	<b>54,275,003</b>	<b>13,740,738</b>	<b>68,156</b>	<b>22,021,651</b>	<b>7,089,902</b>	<b>97,195,450</b>
<b>Net position - total financial assets and liabilities</b>	<b>1,078,178</b>	<b>4,957,868</b>	<b>49,731</b>	<b>6,802,971</b>	<b>(3,218,471)</b>	<b>9,670,277</b>

Note: Currencies included in "Others" mainly represented Australian dollars and New Zealand dollars.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理 - 續

#### 市場風險 - 續

#### 貨幣風險 - 續

於二零一三年十二月三十一日

#### 資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之金融資產
可供出售之證券
持至到期日之證券
客戶貸款
其他金融資產

#### 金融資產總額

#### 負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債

#### 金融負債總額

#### 淨額 - 金融資產及負債總額

附註：包括在「其他」內的貨幣主要代表  
澳元及新西蘭元。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Market risk - continued

#### Currency risk - continued

	集團					總額
	港幣	美元	澳門幣	人民幣	其他	
	HK\$	US\$	MOP	RMB	Others	Total
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(附註 Note)					
At 31 December 2013						
<b>Assets</b>						
Cash and short-term funds	8,198,638	2,690,598	95,222	1,768,354	3,436,782	16,189,594
Placements with banks and other financial institutions	937,465	3,551,653	-	2,289,634	1,141,750	7,920,502
Derivative financial instruments	984	159,697	-	-	9,454	170,135
Financial assets at fair value through profit or loss	92,179	-	-	-	-	92,179
Available-for-sale securities	204,161	5,194,884	-	31,973	2,223	5,433,241
Held-to-maturity securities	4,787,185	2,312,976	-	676,783	549,778	8,326,722
Advances to customers	41,292,388	1,447,942	24,901	2,293,259	61,724	45,120,214
Other financial assets	365,511	22,581	283	196,861	53,976	639,212
<b>Total financial assets</b>	<b>55,878,511</b>	<b>15,380,331</b>	<b>120,406</b>	<b>7,256,864</b>	<b>5,255,687</b>	<b>83,891,799</b>
<b>Liabilities</b>						
Deposits and balances of banks and other financial institutions	581,210	1,091,616	-	-	1,405	1,674,231
Financial assets sold under repurchase agreements	-	1,256,657	-	-	-	1,256,657
Deposits from customers	52,785,647	5,631,005	68,451	6,273,365	6,406,436	71,164,904
Certificates of deposit	-	563,003	-	-	-	563,003
Derivative financial instruments	19,941	43,857	-	-	36,855	100,653
Loan capital	-	1,766,436	-	-	-	1,766,436
Other financial liabilities	672,083	124,759	607	39,822	15,159	852,430
<b>Total financial liabilities</b>	<b>54,058,881</b>	<b>10,477,333</b>	<b>69,058</b>	<b>6,313,187</b>	<b>6,459,855</b>	<b>77,378,314</b>
<b>Net position - total financial assets and liabilities</b>	<b>1,819,630</b>	<b>4,902,998</b>	<b>51,348</b>	<b>943,677</b>	<b>(1,204,168)</b>	<b>6,513,485</b>

Note: Currencies included in "Others" mainly represented Australian dollars and New Zealand dollars.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 7. 財務風險管理 - 續

### 市場風險 - 續

### 貨幣風險 - 續

於二零一四年十二月三十一日

#### 資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
可供出售之證券
持至到期日之證券
客戶貸款
其他金融資產

#### 金融資產總額

#### 負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債

#### 金融負債總額

#### 淨額 - 金融資產及負債總額

## 7. FINANCIAL RISK MANAGEMENT - continued

### Market risk - continued

### Currency risk - continued

At 31 December 2014

#### Assets

Cash and short-term funds
Placements with banks and other financial institutions
Derivative financial instruments
Available-for-sale securities
Held-to-maturity securities
Advances to customers
Other financial assets

#### Total financial assets

#### Liabilities

Deposits and balances of banks and other financial institutions
Financial assets sold under repurchase agreements
Deposits from customers
Certificates of deposit
Derivative financial instruments
Loan capital
Other financial liabilities

#### Total financial liabilities

#### Net position - total financial assets and liabilities

銀行 THE BANK					
港幣 HK\$	美元 US\$	澳門幣 MOP	人民幣 RMB	其他 Others	總額 Total
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
(附註 Note)					
7,971,858	2,679,622	98,014	12,840,729	2,431,442	26,021,665
216,064	1,231,392	-	3,841,273	265,608	5,554,337
11,010	126,278	-	3,396	1,478	142,162
413,572	7,302,201	-	31,263	2,282	7,749,318
1,350,300	4,405,544	-	1,784,531	1,092,138	8,632,513
44,858,814	2,465,433	18,530	9,508,747	73,896	56,925,420
195,167	488,136	1,343	809,616	4,587	1,498,849
<b>55,016,785</b>	<b>18,698,606</b>	<b>117,887</b>	<b>28,819,555</b>	<b>3,871,431</b>	<b>106,524,264</b>
1,290,432	2,425,495	-	600,240	97,694	4,413,861
147,503	4,357,892	-	443,369	-	4,948,764
50,564,841	4,926,177	67,019	20,529,246	6,046,108	82,133,391
1,078,813	-	-	345,013	684,310	2,108,136
21,488	149,907	-	2,849	240,878	415,122
-	1,815,563	-	-	-	1,815,563
1,264,381	65,704	1,137	100,852	20,912	1,452,986
<b>54,367,458</b>	<b>13,740,738</b>	<b>68,156</b>	<b>22,021,569</b>	<b>7,089,902</b>	<b>97,287,823</b>
<b>649,327</b>	<b>4,957,868</b>	<b>49,731</b>	<b>6,797,986</b>	<b>(3,218,471)</b>	<b>9,236,441</b>

附註：包括在「其他」內的貨幣主要代表  
澳元及新西蘭元。

Note: Currencies included in "Others" mainly represented Australian dollars and  
New Zealand dollars.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理 - 續

#### 市場風險 - 續

#### 貨幣風險 - 續

於二零一三年十二月三十一日

#### 資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之金融資產
可供出售之證券
持至到期日之證券
客戶貸款
其他金融資產

#### 金融資產總額

#### 負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債

#### 金融負債總額

#### 淨額 - 金融資產及負債總額

附註：包括在「其他」內的貨幣主要代表  
澳元及新西蘭元。

本集團及本銀行簽訂了多項外幣  
遠期合約來管理貨幣風險，詳列於  
附註 19。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Market risk - continued

#### Currency risk - continued

	銀行					總額
	THE BANK					
	港幣	美元	澳門幣	人民幣	其他	
	HK\$	US\$	MOP	RMB	Others	Total
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(附註 Note)					
At 31 December 2013						
<b>Assets</b>						
Cash and short-term funds	8,188,142	2,690,598	95,222	1,768,354	3,436,782	16,179,098
Placements with banks and other financial institutions	923,539	3,551,653	-	2,289,634	1,141,750	7,906,576
Derivative financial instruments	984	159,697	-	-	9,454	170,135
Financial assets at fair value through profit or loss	91,968	-	-	-	-	91,968
Available-for-sale securities	97,802	5,194,884	-	31,973	2,223	5,326,882
Held-to-maturity securities	4,787,185	2,312,976	-	676,783	549,778	8,326,722
Advances to customers	41,292,388	1,447,942	24,901	2,293,259	61,724	45,120,214
Other financial assets	366,507	22,581	283	191,397	53,976	634,744
<b>Total financial assets</b>	<b>55,748,515</b>	<b>15,380,331</b>	<b>120,406</b>	<b>7,251,400</b>	<b>5,255,687</b>	<b>83,756,339</b>
<b>Liabilities</b>						
Deposits and balances of banks and other financial institutions	581,210	1,091,616	-	-	1,405	1,674,231
Financial assets sold under repurchase agreements	-	1,256,657	-	-	-	1,256,657
Deposits from customers	52,785,647	5,631,005	68,451	6,273,365	6,406,436	71,164,904
Certificates of deposit	-	563,003	-	-	-	563,003
Derivative financial instruments	19,941	43,857	-	-	36,855	100,653
Loan capital	-	1,766,436	-	-	-	1,766,436
Other financial liabilities	1,279,409	124,759	607	39,739	15,159	1,459,673
<b>Total financial liabilities</b>	<b>54,666,207</b>	<b>10,477,333</b>	<b>69,058</b>	<b>6,313,104</b>	<b>6,459,855</b>	<b>77,985,557</b>
<b>Net position - total financial assets and liabilities</b>	<b>1,082,308</b>	<b>4,902,998</b>	<b>51,348</b>	<b>938,296</b>	<b>(1,204,168)</b>	<b>5,770,782</b>

Note: Currencies included in "Others" mainly represented Australian dollars and New Zealand dollars.

The Group and the Bank entered into a number of foreign currency forward contracts to manage the currency risk exposure, details of which are set out in note 19.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 7. 財務風險管理 - 續

### 市場風險 - 續

### 貨幣風險 - 續

#### 外匯敏感度分析

本集團主要面對美元、人民幣及澳門幣匯率變動之風險。下表詳細列出本集團對百分之一美元及澳門幣匯率改變及百分之二(二零一三年:百分之十)人民幣匯率改變的敏感度。這百分率是應用於內部報告外匯風險給主要管理人員之準則及代表管理層對匯率的可能變化所作的評估。報告期末的敏感度分析是根據本集團於報告期末外匯調整而決定匯率風險。

#### 集團

港幣千元等值

二零一四年

除稅後溢利

二零一三年

除稅後溢利

## 7. FINANCIAL RISK MANAGEMENT - continued

### Market risk - continued

### Currency risk - continued

#### Foreign currency sensitivity

The Group is mainly exposed to the foreign exchange risk from net exposures to US dollars, Renminbi and Macau Pataca. The following table details the Group's sensitivity to a 1 per cent change in Hong Kong dollars against the US dollars and Macau Pataca, and 2 percent change (2013: 10 percent change) in Hong Kong dollars against Renminbi. The respective percentages are the rates used when reporting foreign currency risk internally to key management personnel and represent management's assessment of the possible change in foreign exchange rates. The sensitivity analyses of the Group's exposure to foreign currency risk at the end of the reporting period have been determined based on the foreign exchange rates adjusted at the end of the reporting period.

		匯率變動 Change in currency rate					
		美元 US Dollars		人民幣 Renminbi		澳門幣 Macau Pataca	
		增值 Appreciate	貶值 Depreciate	增值 Appreciate	貶值 Depreciate	增值 Appreciate	貶值 Depreciate
		+1%	-1%	+2%	-2%	+1%	-1%

#### THE GROUP

Hong Kong dollars equivalents  
(HK\$'000)

2014

Profit after tax

23,216	(23,216)	1,009	(1,009)	12	(12)
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		匯率變動 Change in currency rate					
		美元 US Dollars		人民幣 Renminbi		澳門幣 Macau Pataca	
		增值 Appreciate	貶值 Depreciate	增值 Appreciate	貶值 Depreciate	增值 Appreciate	貶值 Depreciate
		+1%	-1%	+10%	-10%	+1%	-1%

2013

Profit after tax

86	(86)	1,983	(1,983)	28	(28)
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# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 7. 財務風險管理 - 續

市場風險 - 續

貨幣風險 - 續

外匯敏感度分析 - 續

銀行

港幣千元等值

二零一四年

除稅後溢利

二零一三年

除稅後溢利

括弧內的數字表示減少。

### 利率風險

現金流動利率風險為金融工具之未來現金流動因應市場利率變動產生波動出現之風險。公平值利率風險為金融工具之價值因應市場利率變動產生之風險。本集團之公平值及現金流量風險因應市場利率現行水平波動之影響而承擔風險。息差可能因變動而上升，但可能因產生未能預計之波動而減少或出現虧損。利率重新訂價錯配之水平已設定限額，及予以定期監察。

本集團主要是以利率差距分析來計算其資產及負債對利率波動的反應。這反映本集團之利率風險是由生息資產及付息負債中契約到期日及重新定價的錯配而產生。

## 7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Currency risk - continued

Foreign currency sensitivity - continued

THE BANK

Hong Kong dollars equivalents  
(HK\$'000)

2014

Profit after tax

匯率變動 Change in currency rate					
美元 US Dollars		人民幣 Renminbi		澳門幣 Macau Pataca	
增值 Appreciate	貶值 Depreciate	增值 Appreciate	貶值 Depreciate	增值 Appreciate	貶值 Depreciate
+1%	-1%	+2%	-2%	+1%	-1%

23,216	(23,216)	910	(910)	12	(12)
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匯率變動 Change in currency rate					
美元 US Dollars		人民幣 Renminbi		澳門幣 Macau Pataca	
增值 Appreciate	貶值 Depreciate	增值 Appreciate	貶值 Depreciate	增值 Appreciate	貶值 Depreciate
+1%	-1%	+10%	-10%	+1%	-1%

2013

Profit after tax

86	(86)	1,445	(1,445)	28	(28)
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Numbers in bracket mean decrease.

### Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. The Group takes on exposure to the effects of fluctuations in the prevailing levels of market interest rates on both fair value and cash flow risks. Interest margins may increase as a result of such changes but may reduce or create losses in the event that unexpected movements arise. Limits are set on the level of mismatch of interest rate repricing that may be undertaken, which are monitored regularly.

The Group measures the exposure of its assets and liabilities to fluctuations in interest rates primarily by way of interest rate gap analysis which shows the Group's interest rate risk arising from the mis-matches between contractual maturities and re-pricing of interest-generating assets and interest-bearing liabilities.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 7. 財務風險管理 - 續

### 市場風險 - 續

### 利率風險 - 續

下表概述本集團及本銀行之利率風險承擔。下表已包括按合約重新訂價或到期日（以較早發生者為準）分類本集團及本銀行按賬面值列賬之資產及負債。有關可供出售之證券，本集團及本銀行所顯示之風險承擔已經考慮本集團及本銀行用作管理固定利率債務證券之利率風險所簽訂的利率掉期合約或跨貨幣利率掉期合約。

於二零一四年十二月三十一日

#### 資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之金融資產
可供出售之證券
持至到期日之證券
客戶貸款
其他金融資產

#### 金融資產總額

#### 負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債

#### 金融負債總額

淨額 - 金融資產及負債總額

## 7. FINANCIAL RISK MANAGEMENT - continued

### Market risk - continued

### Interest rate risk - continued

The tables below summarise the Group's and the Bank's exposure to interest rate risks. Included in the tables are the Group's and the Bank's assets and liabilities at carrying amounts, categorised by the earlier of contractual repricing or maturity dates. For available-for-sale securities, the Group's and the Bank's exposure is shown after taking into account interest rate swaps or cross-currency interest rate swaps that have been entered by the Group and the Bank to manage the interest rate risk of the fixed rate debt securities.

集團 THE GROUP						
	三個月 以內 Up to 3 months 港幣千元 HK\$'000	三個月 以上 一年以內 3 - 12 months 港幣千元 HK\$'000	一年以上 五年以內 1 - 5 years 港幣千元 HK\$'000	五年以上 Over 5 years 港幣千元 HK\$'000	不計利息 Non-interest bearing 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
<b>Assets</b>						
Cash and short-term funds	24,780,319	811,426	-	-	440,437	26,032,182
Placements with banks and other financial institutions	3,285,192	2,283,241	-	-	-	5,568,433
Derivative financial instruments	-	-	-	-	142,162	142,162
Financial assets at fair value through profit or loss	-	-	-	-	287	287
Available-for-sale securities	7,076,242	503,313	-	-	295,365	7,874,920
Held-to-maturity securities	3,642,592	156,138	4,624,775	237,631	2,000	8,663,136
Advances to customers	47,226,641	9,390,095	204,699	-	103,985	56,925,420
Other financial assets	658,219	-	-	-	1,000,968	1,659,187
<b>Total financial assets</b>	<b>86,669,205</b>	<b>13,144,213</b>	<b>4,829,474</b>	<b>237,631</b>	<b>1,985,204</b>	<b>106,865,727</b>
<b>Liabilities</b>						
Deposits and balances of banks and other financial institutions	1,925,724	2,479,353	-	-	8,784	4,413,861
Financial assets sold under repurchase agreements	1,536,322	3,412,442	-	-	-	4,948,764
Deposits from customers	60,427,196	11,996,353	52,785	-	9,657,057	82,133,391
Certificates of deposit	209,974	1,898,162	-	-	-	2,108,136
Derivative financial instruments	-	-	-	-	415,122	415,122
Loan capital	1,815,563	-	-	-	-	1,815,563
Other financial liabilities	-	-	-	-	1,360,613	1,360,613
<b>Total financial liabilities</b>	<b>65,914,779</b>	<b>19,786,310</b>	<b>52,785</b>	<b>-</b>	<b>11,441,576</b>	<b>97,195,450</b>
<b>Net position - total financial assets and liabilities</b>	<b>20,754,426</b>	<b>(6,642,097)</b>	<b>4,776,689</b>	<b>237,631</b>	<b>(9,456,372)</b>	<b>9,670,277</b>



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理 - 續

#### 市場風險 - 續

#### 利率風險 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Market risk - continued

#### Interest rate risk - continued

	集團 THE GROUP						總額 Total 港幣千元 HK\$'000
	三個月 以內 Up to 3 months 港幣千元 HK\$'000	三個月 以上 一年以內 3 - 12 months 港幣千元 HK\$'000	一年以上 五年以內 1 - 5 years 港幣千元 HK\$'000	五年以上 Over 5 years 港幣千元 HK\$'000	不計利息 Non-interest bearing 港幣千元 HK\$'000		
於二零一三年十二月三十一日	At 31 December 2013						
<b>資產</b>	<b>Assets</b>						
庫存現金及短期資金	Cash and short-term funds	14,665,950	757,797	-	-	765,847	16,189,594
存放同業及其他財務機構款項	Placements with banks and other financial institutions	3,970,639	3,949,863	-	-	-	7,920,502
衍生金融工具	Derivative financial instruments	-	-	-	-	170,135	170,135
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	60,150	31,818	-	-	211	92,179
可供出售之證券	Available-for-sale securities	5,182,952	-	-	-	250,289	5,433,241
持至到期日之證券	Held-to-maturity securities	5,104,993	2,443,279	537,908	238,542	2,000	8,326,722
客戶貸款	Advances to customers	41,726,113	3,021,376	187,185	12,477	173,063	45,120,214
其他金融資產	Other financial assets	111,715	114,734	-	-	412,763	639,212
<b>金融資產總額</b>	<b>Total financial assets</b>	<b>70,822,512</b>	<b>10,318,867</b>	<b>725,093</b>	<b>251,019</b>	<b>1,774,308</b>	<b>83,891,799</b>
<b>負債</b>	<b>Liabilities</b>						
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	1,592,700	65,000	-	-	16,531	1,674,231
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	945,074	311,583	-	-	-	1,256,657
客戶存款	Deposits from customers	56,812,230	8,384,573	76,348	-	5,891,753	71,164,904
存款證	Certificates of deposit	154,946	408,057	-	-	-	563,003
衍生金融工具	Derivative financial instruments	-	-	-	-	100,653	100,653
借貸資本	Loan capital	1,766,436	-	-	-	-	1,766,436
其他金融負債	Other financial liabilities	-	-	-	-	852,430	852,430
<b>金融負債總額</b>	<b>Total financial liabilities</b>	<b>61,271,386</b>	<b>9,169,213</b>	<b>76,348</b>	<b>-</b>	<b>6,861,367</b>	<b>77,378,314</b>
<b>淨額 - 金融資產及負債總額</b>	<b>Net position - total financial assets and liabilities</b>	<b>9,551,126</b>	<b>1,149,654</b>	<b>648,745</b>	<b>251,019</b>	<b>(5,087,059)</b>	<b>6,513,485</b>

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

**7. 財務風險管理 - 續**

市場風險 - 續

利率風險 - 續

**7. FINANCIAL RISK MANAGEMENT - continued**

Market risk - continued

Interest rate risk - continued

於二零一四年十二月三十一日

At 31 December 2014

**資產**

**Assets**

庫存現金及短期資金

Cash and short-term funds

存放同業及其他財務機構款項

Placements with banks and other financial institutions

衍生金融工具

Derivative financial instruments

可供出售之證券

Available-for-sale securities

持至到期日之證券

Held-to-maturity securities

客戶貸款

Advances to customers

其他金融資產

Other financial assets

**金融資產總額**

**Total financial assets**

**負債**

**Liabilities**

同業及其他財務機構存款及結餘

Deposits and balances of banks and other financial institutions

於回購協議下出售之金融資產

Financial assets sold under repurchase agreements

客戶存款

Deposits from customers

存款證

Certificates of deposit

衍生金融工具

Derivative financial instruments

借貸資本

Loan capital

其他金融負債

Other financial liabilities

**金融負債總額**

**Total financial liabilities**

**淨額 - 金融資產及負債總額**

**Net position - total financial assets and liabilities**

銀行 THE BANK						
三個月 以內 Up to 3 months 港幣千元 HK\$'000	三個月 以上 一年以內 3 - 12 months 港幣千元 HK\$'000	一年以上 五年以內 1 - 5 years 港幣千元 HK\$'000	五年以上 Over 5 years 港幣千元 HK\$'000	不計利息 Non-interest bearing 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	
24,780,319	811,426	-	-	429,920	26,021,665	
3,282,458	2,271,879	-	-	-	5,554,337	
-	-	-	-	142,162	142,162	
7,076,242	503,313	-	-	169,763	7,749,318	
3,642,592	156,138	4,594,152	237,631	2,000	8,632,513	
47,226,641	9,390,095	204,699	-	103,985	56,925,420	
658,217	-	-	217,655	622,977	1,498,849	
<b>86,666,469</b>	<b>13,132,851</b>	<b>4,798,851</b>	<b>455,286</b>	<b>1,470,807</b>	<b>106,524,264</b>	
1,925,724	2,479,353	-	-	8,784	4,413,861	
1,536,322	3,412,442	-	-	-	4,948,764	
60,427,196	11,996,353	52,785	-	9,657,057	82,133,391	
209,974	1,898,162	-	-	-	2,108,136	
-	-	-	-	415,122	415,122	
1,815,563	-	-	-	-	1,815,563	
467,437	52,804	-	-	932,745	1,452,986	
<b>66,382,216</b>	<b>19,839,114</b>	<b>52,785</b>	<b>-</b>	<b>11,013,708</b>	<b>97,287,823</b>	
<b>20,284,253</b>	<b>(6,706,263)</b>	<b>4,746,066</b>	<b>455,286</b>	<b>(9,542,901)</b>	<b>9,236,441</b>	

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理 - 續

#### 市場風險 - 續

#### 利率風險 - 續

於二零一三年十二月三十一日

#### 資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之金融資產
可供出售之證券
持至到期日之證券
客戶貸款
其他金融資產
<b>金融資產總額</b>

#### 負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債
<b>金融負債總額</b>
<b>淨額 - 金融資產及負債總額</b>

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Market risk - continued

#### Interest rate risk - continued

#### 銀行 THE BANK

	三個月 以內 Up to 3 months 港幣千元 HK\$'000	三個月 以上 一年以內 3 - 12 months 港幣千元 HK\$'000	一年以上 五年以內 1 - 5 years 港幣千元 HK\$'000	五年以上 Over 5 years 港幣千元 HK\$'000	不計利息 Non-interest bearing 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
<b>At 31 December 2013</b>						
<b>Assets</b>						
Cash and short-term funds	14,665,950	757,797	-	-	755,351	16,179,098
Placements with banks and other financial institutions	3,967,930	3,938,646	-	-	-	7,906,576
Derivative financial instruments	-	-	-	-	170,135	170,135
Financial assets at fair value through profit or loss	60,150	31,818	-	-	-	91,968
Available-for-sale securities	5,182,952	-	-	-	143,930	5,326,882
Held-to-maturity securities	5,104,993	2,443,279	537,908	238,542	2,000	8,326,722
Advances to customers	41,726,113	3,021,376	187,185	12,477	173,063	45,120,214
Other financial assets	111,714	114,734	-	219,420	188,876	634,744
<b>Total financial assets</b>	<b>70,819,802</b>	<b>10,307,650</b>	<b>725,093</b>	<b>470,439</b>	<b>1,433,355</b>	<b>83,756,339</b>
<b>Liabilities</b>						
Deposits and balances of banks and other financial institutions	1,592,700	65,000	-	-	16,531	1,674,231
Financial assets sold under repurchase agreements	945,074	311,583	-	-	-	1,256,657
Deposits from customers	56,812,230	8,384,573	76,348	-	5,891,753	71,164,904
Certificates of deposit	154,946	408,057	-	-	-	563,003
Derivative financial instruments	-	-	-	-	100,653	100,653
Loan capital	1,766,436	-	-	-	-	1,766,436
Other financial liabilities	789,589	41,897	-	-	628,187	1,459,673
<b>Total financial liabilities</b>	<b>62,060,975</b>	<b>9,211,110</b>	<b>76,348</b>	<b>-</b>	<b>6,637,124</b>	<b>77,985,557</b>
<b>Net position - total financial assets and liabilities</b>	<b>8,758,827</b>	<b>1,096,540</b>	<b>648,745</b>	<b>470,439</b>	<b>(5,203,769)</b>	<b>5,770,782</b>

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**7. 財務風險管理 - 續**

**市場風險 - 續**

**利率風險 - 續**

*利率敏感度分析*

下列敏感度分析是根據報告期末時所面對的浮動利率風險及假設其規定的變動是由財政年度初已開始並於整個報告年度保持不變。此分析以100個基點向上變動及10個基點向下變動作為內部報告利率風險給主要管理人員之準則及代表管理層對利率的可能變化所作的評估。

**集團**

除稅後溢利

**銀行**

除稅後溢利

括弧內的數字表示減少。

**價目風險**

本集團對其上市股本證券投資承擔價目風險。除那些被分類為持作買賣用途的投資外，本集團對此類投資並沒有進行活躍的交易活動。以下的敏感度分析是根據投資價目轉變十個百分比計算。

*價目敏感度分析*

**集團**

除稅後溢利

其他全面收益  
(除稅後)

**銀行**

除稅後溢利

其他全面收益  
(除稅後)

括弧內的數字表示減少。

**7. FINANCIAL RISK MANAGEMENT - continued**

**Market risk - continued**

**Interest rate risk - continued**

*Interest rate sensitivity*

The sensitivity analyses below have been determined based on the exposure to floating interest rates at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period. A 100 basis points change in upwards and 10 basis points change in downwards are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the possible change in interest rates.

	2014		2013	
	基點變動		基點變動	
	Change in basis points		Change in basis points	
	+100	-10	+100	-10
	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>THE GROUP</b>				
Profit after tax	177,881	(17,788)	111,999	(11,200)
<b>THE BANK</b>				
Profit after tax	179,581	(17,958)	113,715	(11,371)

Numbers in bracket mean decrease.

**Price risk**

The Group is exposed to price risk arising from its listed investments in equity securities. Except for those classified as held for trading, the Group does not actively trade these investments. The sensitivity analysis below is determined based on 10% changes in the price of the underlying investments.

*Price sensitivity*

	2014		2013	
	價目變動		價目變動	
	Change in price		Change in price	
	+10%	-10%	+10%	-10%
	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>THE GROUP</b>				
Profit after tax	24	(24)	18	(18)
Other comprehensive income (after tax)	20,438	(20,438)	17,317	(17,317)
<b>THE BANK</b>				
Profit after tax	-	-	-	-
Other comprehensive income (after tax)	10,281	(10,281)	8,768	(8,768)

Numbers in bracket mean decrease.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 7. 財務風險管理 - 續

#### 流動資金風險

流動資金風險是指本集團未能履行於金融負債到期時的付款責任及當資金被提取時未能取得替代資金之風險。其後果可能是未能償還存款給存款者及履行貸款承擔。

#### 流動資金風險管理

##### 主要目標

本集團流動資金風險管理框架的主要目標是為了每天維持流動資金於一穩健水平，以確保本集團有充足的現金流量如期支付正常業務中的短期債務、掌握貸款及投資機遇，以及符合法定流動資金比率之要求。本集團已根據香港金融管理局於二零一一年四月頒佈的監管政策手冊 LM-2「穩健的流動資金風險管理系統及管控措施」（「監管政策手冊 LM-2」）之規定，通過進行現金流量分析，進一步強化流動資金風險管理框架，以確保本集團有充足之流動資金及融資能力，以應付其日常的業務營運及能承受持續資金壓力。這些現金流量分析也為其他風險管理工具包括壓力測試及應變融資計劃提供了基礎。

##### 組織結構

本集團在充分考慮本集團的組織結構、主要業務特點及監管政策基礎後，採用集中及分散二者相結合的流動資金風險管理模式。總行對管理本集團的整體流動資金風險負最終責任，而汕頭、三藩市、澳門海外分行及汕頭分行廣州支行在總行政策及授權範圍內則透過遞交管理月報表及現金流量狀況日報表予總行以管理自身的流動資金風險。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its payment obligations associated with its financial liabilities when they fall due and to replace funds when they are withdrawn. The consequence may be the failure to meet obligations to repay depositors and fulfill commitments to lend.

#### Management of liquidity risk

##### Principal objective

The principal objective of the Group's liquidity risk management framework is to maintain a conservative level of liquid funds on a daily basis so that the Group has sufficient cash flows to meet its current obligations when they fall due in the ordinary course of business, to make new loans and investments as opportunities arise and to satisfy statutory liquidity ratio requirements. The Group has enhanced its liquidity risk management framework by conducting cash flow analysis to ensure that the Group has adequate liquidity and funding capacity to meet its normal business operations and to withstand a prolonged period of liquidity stress in accordance with the requirements set out in the Supervisory Policy Manual LM-2 "Sound Systems and Controls for Liquidity Risk Management" ("SPM LM-2") published by the HKMA in April 2011. This also provides a foundation to other risk management tools including stress-testing and contingency funding plan.

##### Organisation structure

The Group adopts a liquidity risk management model that incorporates both centralised and decentralised elements based on the thorough consideration of the organisational structure and major business characteristics of the Group as well as regulatory policies. The Head Office is ultimately responsible for managing the Group's overall liquidity risk, while the overseas branches in Shantou, San Francisco, Macau and Guangzhou Sub-branch of the Shantou Branch manage their own liquidity risk pursuant to the Head Office's policies within authorised scope through submission of monthly management accounts and daily cash flow positions to the Head Office.

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## 7. 財務風險管理 - 續

### 流動資金風險 - 續

#### 流動資金風險管理 - 續

##### 組織結構 - 續

風險管理功能是由董事會所成立的資債管委會及風險管理及條例執行委員會負責執行。資債管委會與本集團各營運單位密切地合作，以確認、評估及減低流動資金風險。董事會及風險管理及條例執行委員會以書面方式提供整體風險管理的原則，及涵蓋特定範疇包括流動資金風險的書面政策。此外，稽核部會定期進行獨立審查，以確保風險管理功能得以有效地執行。

本集團的流動資金風險管理乃受到經資債管委會檢閱及經風險管理及條例執行委員會及董事會審批的流動資金風險管理政策所監管。該政策詳列流動資金狀況、適當的限額及觸發額的主要特點。資債管委會及風險管理及條例執行委員會獲董事會授權，負責監察本集團的流動資金風險管理。他們是負責監察及控制本集團的流動資金狀況，其監控是透過持續及定期檢閱不同流動資金的衡量標準，這些標準包括但不局限於法定流動資金比率、資產及負債的期限錯配、貸存比率、正常及壓力現金流量預測及同業交易。本集團運用各個行內開發及外來專家提供的管理資訊系統去準備及編製定期管理報表，以協助完成流動資金風險管理的職責。

資金部負責管理本集團即日及日常的現金流量及流動資金狀況。而風險管理部、財務及資本管理處及財務部負責確認、計量及監察流動資金風險、進行流動資金成本分析及壓力測試、處理有關流動資金風險的監管報告及組織編製貸款及存款的定期預測、流動資金比率、流動資金及融資。根據其嚴重程度，所有政策違規會由這些單位向資債管委會及 / 或風險管理及條例執行委員會匯報，尋求他們緩和措施的考慮或指示。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Liquidity risk - continued

#### Management of liquidity risk - continued

##### Organisation structure - continued

Risk management functions are carried out by the ALCO and the RMCC established by the Board. The ALCO identifies, evaluates and mitigates liquidity risk in close co-operation with the Group's operating units. The Board and the RMCC provide written principles for overall risk management, as well as written policies covering specific areas, including liquidity risk. In addition, the Internal Audit Department performs independent periodic reviews to ensure the risk management functions are carried out effectively.

The management of the Group's liquidity risk is governed by the Liquidity Risk Management Policy which is reviewed by the ALCO and approved by the RMCC and the Board. Key features of liquidity position, appropriate limits and triggers are set in the Liquidity Risk Management Policy. The ALCO and the RMCC are delegated by the Board to oversee the Group's liquidity risk management. They are responsible for monitoring and controlling of the Group's liquidity position through ongoing and periodic review of different liquidity metrics, including but not limited to the statutory liquidity ratios, the maturity mismatch of assets and liabilities, loan-to-deposit ratios, normal and stressed cash flow projections and inter-bank transactions. The Group uses various management information systems developed in-house and provided by external experts to prepare and compile regular management reports to facilitate the liquidity risk management duties.

The Treasury Department is responsible for the Group's intraday and day-to-day management of cash flow and liquidity positions while the Risk Management Department, the Finance and Capital Management Division and the Finance Department are responsible for the identification, measurement and monitoring of liquidity risk exposures, conducting liquidity cost analysis and stress-testing, handling regulatory reporting in relation to liquidity risk and coordinating the regular forecast of loans and deposits, liquidity ratio, liquidity and funding. Depending on the level of severity, any breach in policies will be reported by these units to the ALCO and / or the RMCC, whilst seeking their considerations or instructions on mitigating measures.

## 綜合財務報表之附註

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### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

#### 流動資金風險管理 - 續

本集團及本銀行的非衍生金融負債合約剩餘到期日詳列於下表。下表是根據未折算的金融負債合約到期日，包括除本集團有資格及準備償還未到期之負債外所產生的有關負債利息，並參考有關合約利率包括於報告期末時合約內之有關浮動利率工具之現行市場利率。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

#### Management of liquidity risk - continued

The following tables detail the Group's and the Bank's remaining contractual maturity for its non-derivative financial liabilities. The tables below have been drawn up based on the contractual maturities of the undiscounted financial liabilities including interest that will accrue, with reference to their respective contractual interest rate, and for those variable rate instruments, by using the appropriate prevailing market rates as at the end of the reporting period as stated in their contracts.

	集團 THE GROUP						
	即時償還 Repayable on demand 港幣千元 HK\$'000	一個月 以內償還 Repayable within 1 month 港幣千元 HK\$'000	一個月 至三個月 以內償還 Repayable 1 month but within 3 months 港幣千元 HK\$'000	三個月 至一年 以內償還 Repayable 3 months but within 1 year 港幣千元 HK\$'000	一年 至五年 以內償還 Repayable after 1 year but within 5 years 港幣千元 HK\$'000	超過五年 償還 Repayable after 5 years 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
未付利息負債調整							
於二零一四年十二月三十一日							
同業及其他財務機構存款及結餘							
於回購協議下出售之金融資產							
客戶存款							
存款證							
借貸資本							
其他金融負債							
未折算的金融負債總額							
於二零一三年十二月三十一日							
同業及其他財務機構存款及結餘							
於回購協議下出售之金融資產							
客戶存款							
存款證							
借貸資本							
其他金融負債							
未折算的金融負債總額							

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**7. 財務風險管理 - 續**

**流動資金風險 - 續**

**流動資金風險管理 - 續**

**7. FINANCIAL RISK MANAGEMENT - continued**

**Liquidity risk - continued**

**Management of liquidity risk - continued**

		銀行 THE BANK						
		一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還			
		即時償還 Repayable on demand	一個月 以內償還 Repayable within 1 month	三個月 以內償還 Repayable but within 3 months	一年 以內償還 Repayable but within 1 year	五年 以內償還 Repayable but within 5 years	總額 Total	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
未付利息負債調整	Liabilities adjusted with interest payable							
於二零一四年十二月三十一日	At 31 December 2014							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	11,883	1,290,376	633,463	2,496,385	-	4,432,107	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	374,217	1,163,335	3,428,669	-	4,966,221	
客戶存款	Deposits from customers	39,012,345	13,923,013	17,228,275	12,265,765	86,374	82,515,772	
存款證	Certificates of deposit	-	101,350	111,540	1,944,326	-	2,157,216	
借貸資本	Loan capital	-	-	-	104,717	418,867	2,373,581	
其他金融負債	Other financial liabilities	356,653	346,019	222,248	321,138	-	1,246,058	
未折算的金融負債總額	Total undiscounted financial liabilities	<u>39,380,881</u>	<u>16,034,975</u>	<u>19,358,861</u>	<u>20,561,000</u>	<u>505,241</u>	<u>97,690,955</u>	
於二零一三年十二月三十一日	At 31 December 2013							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	99,663	776,133	738,751	65,404	-	1,679,951	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	797,625	147,609	312,354	-	1,257,588	
客戶存款	Deposits from customers	27,997,502	19,788,747	15,023,534	8,499,559	77,186	71,386,528	
存款證	Certificates of deposit	-	-	-	571,381	-	571,381	
借貸資本	Loan capital	-	-	-	104,688	418,754	2,477,626	
其他金融負債	Other financial liabilities	433,268	498,264	165,776	144,130	99,725	1,341,163	
未折算的金融負債總額	Total undiscounted financial liabilities	<u>28,530,433</u>	<u>21,860,769</u>	<u>16,075,670</u>	<u>9,697,516</u>	<u>595,665</u>	<u>78,714,237</u>	



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## 7. 財務風險管理 - 續

### 流動資金風險 - 續

#### 流動資金風險管理 - 續

下表詳細列明本集團及本銀行所持有的衍生金融工具的預計到期日。該表是根據衍生金融工具的未折算淨現金流入（流出）所決定如該衍生工具的交易是按淨額計算的。但如該衍生工具的交易是按總額計算，則須根據未折算總現金流入和（流出）作制定基礎。當應付或應收金額不是固定時，其披露金額則是根據以報告期末的孳息率曲線為參考的預算利率計算。

於二零一四年十二月三十一日

以淨額交易之衍生工具

利率合約

- 流出

以總額交易之衍生工具

匯率合約

- 流入

- 流出

於二零一三年十二月三十一日

以淨額交易之衍生工具

利率合約

- 流出

以總額交易之衍生工具

匯率合約

- 流入

- 流出

## 7. FINANCIAL RISK MANAGEMENT - continued

### Liquidity risk - continued

#### Management of liquidity risk - continued

The following tables detail the Group's and the Bank's expected maturity for its derivative financial instruments. The tables have been drawn up based on the undiscounted net cash inflows (outflows) on the derivative financial instruments that settle on a net basis and the undiscounted gross inflows and (outflows) on those derivatives that require gross settlement. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period.

#### 集團及銀行 THE GROUP AND THE BANK

	少於 一個月 Less than 1 month 港幣千元 HK\$'000	一個月至 三個月 1 - 3 months 港幣千元 HK\$'000	三個月 至一年 3 months to 1 year 港幣千元 HK\$'000	一年至 五年 1 - 5 years 港幣千元 HK\$'000	超過五年 Over 5 years 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
<b>At 31 December 2014</b>						
Derivatives settled net						
Interest rate contracts						
- Outflows	(10,801)	(37,310)	(37,285)	(231,352)	(178,345)	(495,093)
Derivatives settled gross						
Exchange rate contracts						
- Inflows	4,865,070	3,268,309	6,326,066	-	-	14,459,445
- Outflows	(4,883,299)	(3,312,135)	(6,556,328)	-	-	(14,751,762)
	(18,229)	(43,826)	(230,262)	-	-	(292,317)
<b>At 31 December 2013</b>						
Derivatives settled net						
Interest rate contracts						
- Outflows	(11,133)	(21,591)	(793)	(60,755)	(48,790)	(143,062)
Derivatives settled gross						
Exchange rate contracts						
- Inflows	2,168,775	651,628	2,835,132	124,308	-	5,779,843
- Outflows	(2,182,171)	(655,187)	(2,836,507)	(124,088)	-	(5,797,953)
	(13,396)	(3,559)	(1,375)	220	-	(18,110)

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**7. 財務風險管理 - 續**

**流動資金風險 - 續**

**流動資金風險管理 - 續**

關於本集團及本銀行未有記錄於財務狀況表的承擔及或有負債的合約金額按到期日計算用作提供客戶信用及作其他信用安排及財務擔保詳列於綜合財務報表之附註 40 並總結如下表：

**7. FINANCIAL RISK MANAGEMENT - continued**

**Liquidity risk - continued**

**Management of liquidity risk - continued**

The dates of the contractual amounts of the Group's and the Bank's commitments and contingencies unrecorded in the statements of financial position that commit them to extending credit to customers and other facilities and financial guarantees are set out in note 40 to the consolidated financial statements and summarised in the table below:

		集團及銀行 THE GROUP AND THE BANK 不超過一年 No later than 1 year 港幣千元 HK\$'000
<b>於二零一四年十二月三十一日</b>	<b>At 31 December 2014</b>	
直接信用代替品	Direct credit substitutes	1,042,023
與貿易有關之或有項目	Trade-related contingencies	396,545
未動用之正式備用信貸、 信貸額度及其他承擔 不包括可無條件取消 而不需作事前通知者	Undrawn formal standby facilities, credit lines and other commitments excluding those that are unconditionally cancellable without prior notice	<u>11,605,469</u>
		<u><u>13,044,037</u></u>
<b>於二零一三年十二月三十一日</b>	<b>At 31 December 2013</b>	
直接信用代替品	Direct credit substitutes	1,041,747
與貿易有關之或有項目	Trade-related contingencies	479,056
未動用之正式備用信貸、 信貸額度及其他承擔 不包括可無條件取消 而不需作事前通知者	Undrawn formal standby facilities, credit lines and other commitments excluding those that are unconditionally cancellable without prior notice	<u>10,111,868</u>
		<u><u>11,632,671</u></u>

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
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### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

##### 流動資金風險的來源

流動資金風險可來自資產負債表內外的交易。本集團流動資金風險的主要來源包括資產及負債之間的期限錯配、客戶存款的支取及客戶提取貸款。在正常業務情況及壓力情況下，本集團分別會每天及每月透過對一系列適當時間內的資產負債表內外項目進行現金流量分析，以確認流動資金需要，從而管理流動資金風險。

本集團管理流動資金風險亦包括設置及觀察流動資金標準與其法定及內部限額，設計及實施早期預警指標從而將例外情況作出報告，及分配流動資金成本。最後防線是要確保本集團有良好的聲譽及流動資金緩衝去支持其融資能力。

本集團亦會計量及管理資產負債表外項目及或有資金義務所產生的流動資金風險，如貸款承諾、衍生工具及或有負債。這些風險取決於設定的限額，並會在本集團的壓力測試中反映。本集團並無從事任何會產生提供流動資金支援需求的交易，如證券。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

##### Sources of liquidity risk

Liquidity risk can arise from both sides of the on-balance sheet and the off-balance sheet transactions. The major sources of liquidity risk include the maturity mismatches between the Group's assets and liabilities, withdrawal of customers' deposits and drawing of loans by customers. The Group manages liquidity risk by conducting cash flow analysis arising from on- and off-balance sheet items over an appropriate set of time horizons under normal business conditions and stress scenarios on a daily and monthly basis respectively to identify liquidity needs.

The Group's liquidity risk management process also includes the use of liquidity metrics against which statutory and internal limits are set and observed, the design and implementation of early warning indicators of which exceptions should be reported, and the allocation of liquidity costs. The last line of defense is to ensure that the Group has funding capacity supported by good reputation and liquidity cushion.

The Group also measures and manages liquidity risk arising from off-balance sheet exposures and contingent funding obligations such as loan commitments, derivatives and contingent liabilities. Such exposures are subject to the limits set and are also factored into the Group's stress-testing. The Group does not engage in any transactions, such as securitization, which give rise to the need of providing liquidity support.

7. 財務風險管理 - 續

流動資金風險 - 續

融資策略

本集團擁有穩健的資本基礎及穩定的客戶存款，作為其主要的資金來源。內部透過對大額存戶的監察及外部透過銀行同業市場、發行存款證及透過於回購協議下出售之金融資產及掉期市場，以達到資金來源更多元化，這些都是本集團部份的融資策略。

本集團海外分行的主要資金來源是來自總行。本集團的政策是以總行來支持他們的流動資金需求。而給予海外分行的資金有預設的限額，用作鼓勵他們於其本地市場尋找他們自身的資金來源。但是，當存在流動資金轉移限制，如用於中國內地的人民幣，這些海外業務可能無法識別總行的流動資金過剩，反之亦然。

流動資金緩衝

為解決及減低市場流動資金風險，本集團維持充足的優質及可隨時變現的流動資產，即使在資金受壓期間仍可出售或用作抵押品，從而提供流動資金。本集團把資金投放於具市場深度及流通性高而且信貸質素良好的債務證券，以確保能在經審慎釐定的限額內符合短期資金要求。本集團會定期通過抵押借貸將一部份優質可隨時變現的流動資產化為資金，以測試這些資產的可用性。維持流動資金來源及應變融資計劃能及早確認緊絀情況之預警指標，從而提供策略性的流動資金以應付未能預計及大量的資金流出，並且描述在出現危機的情況下應採取的補救行動。

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Funding strategies

The Group has strong capital base and stable customer deposits which are its main funding sources. Funding diversification is achieved internally through surveillance on large depositors and externally by maintaining its access to the interbank market, issuance of certificates of deposit and through financial assets sold under repurchase agreements and swap markets. All of these are part of the Group's funding strategy.

The main funding source of the Group's overseas branches is from the Head Office. It is the Group's policy that the Head Office is to support their liquidity needs. The funding to overseas branches is subject to preset limits so as to encourage them to source their own funding in the local markets. However, when liquidity transfer restrictions exist, such as for Renminbi in Mainland China, these overseas operations may not recognise the excess liquidity held by the Head Office and vice versa.

Liquidity cushion

In order to address and mitigate market liquidity risk, the Group maintains a sufficient cushion of high quality readily liquefiable assets ("HQRLA") which can be sold or used as collateral to provide liquidity even under periods of stress. The Group deploys funds in good credit quality debt securities with deep and liquid markets to ensure short term funding requirements can be covered within prudent limits. The Group periodically obtains liquidity from a proportion of these HQRLA through secured borrowing to test the usability of these assets. Liquidity sources and contingency funding plan are maintained to identify early warning indicators of stress conditions, provide strategic liquidity to meet unexpected and material cash outflows and to describe remedial actions to be taken under crisis scenarios.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
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## 7. 財務風險管理 - 續

### 流動資金風險 - 續

#### 流動資金緩衝 - 續

本集團持有優質可隨時變現的流動資產作為緩衝，即使於壓力期間，仍可把這些資產出售或用作抵押品以提供流動資金。合資格的資產主要包括本集團能不受任何限制地出售或抵押借款的債務證券。這些資產須不存在錯向風險、有活躍市場及面對較低之信貸風險及市場風險。結構性產品及大集中的倉盤並不符合資格，以確保估值方法簡易及明確。流動資金緩衝整體上須由合資格的資產所組成，並透過限制對單一信貸風險的承擔，確保充分分散風險。流動資金緩衝亦包括大部份信貸風險加權值為0%的政府發行債券（根據《新巴塞爾資本協定》信貸風險標準計算法）以降低風險。

流動資金緩衝的規模須確保本集團在正常及面對壓力的市場情況下，能滿足其即日支付責任及對日常流動資金的需求。倘本集團內個體信用評級下降，本集團仍不受限於特定抵押品安排或合約規定。

下表列出用作流動資金緩衝的流動資產之估值（未計扣減前的面值）。

內部分類 Internal Categorisation	確認現金流入量 Cash to be Recognised	資產類別 Asset Classes	資格標準 Eligibility Criteria
第一級 Level 1	一個月內 Within one month	中央政府或中央銀行發行的債務證券 Debt securities issued by central governments or central banks	風險加權為0% 0% Risk-weight
第二A級 Level 2A	一個月內 Within one month	公營機構或非金融機構企業發行的債務證券 Debt securities issued by public sector entities or non-financial corporate entities	風險加權為20% 20% Risk-weight
第二B級 Level 2B	一個月內 Within one month	非金融機構企業發行並獲A級信貸評級的債務證券 Debt securities issued by non-financial corporate entities which are single-A rated	風險加權為50% 50% Risk-weight

## 7. FINANCIAL RISK MANAGEMENT - continued

### Liquidity risk - continued

#### Liquidity cushion - continued

The Group maintains a cushion of HQLA which can be sold or used as collateral to provide liquidity even under periods of stress. The eligible assets are mainly debt securities which the Group is free of any restrictions to sell or collateralize them. The eligible assets are not exposed to wrong way risk, there are active markets and their credit risk and market risk are low. Structured products and concentrated positions are not allowed in order to ensure the ease and certainty of valuation. For the liquidity cushion as a whole, there is an appropriate mix of eligible assets to ensure a high degree of diversification by limiting the exposure to each single credit. The liquidity cushion also contains a significant proportion of government issued debt securities with 0% risk-weight (under the Basel II standardised approach for credit risk) to minimise risks.

The size of the liquidity cushion should be sufficient for the Group to meet its intraday payment obligations and to cover the day-to-day liquidity needs under both normal and stress market conditions. The Group is not subject to particular collateral arrangements or requirements in contracts if there is a credit rating downgrade of entities within the Group.

The table below shows the estimated value (nominal amount before assumed haircuts) of the liquid assets used for the purposes of liquidity cushion.

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**7. 財務風險管理 - 續**

流動資金風險 - 續

本集團之流動資產

**7. FINANCIAL RISK MANAGEMENT - continued**

Liquidity risk - continued

Liquid assets of the Group

內部分類	Internal Categorisation	於二零一四年 十二月三十一日 At 31 December 2014 港幣千元 HK\$'000	於二零一三年 十二月三十一日 At 31 December 2013 港幣千元 HK\$'000
第一級	Level 1	1,410,000	1,060,000
第二 A 級	Level 2A	244,504	358,470
第二 B 級	Level 2B	2,148,634	1,256,261

本集團的流動資金框架將資產類別定義為可在當地評估為高質素及能夠於一個月內變現。根據流動資金風險管理政策，資債管委會須確認任何被視為流動的資產，仍能於壓力情景下保持流通性。

The Group's liquidity framework defines the asset classes that can be assessed locally as high quality and realisable within one month. ALCO has to be satisfied that any asset which may be treated as liquid in accordance with the Liquidity Risk Management Policy will remain liquid under the stress scenario.

有關流動資金緩衝之詳情，已列於流動資金風險管理政策內，該政策每年由資債管委會檢閱、風險管理及條例執行委員會審批及經董事會或其指定之委員會接納。

Details of liquidity cushion are set out in the Liquidity Risk Management Policy which are reviewed by the ALCO, approved by the RMCC and adopted by the Board or its designated committees on an annual basis.

7. 財務風險管理 - 續

流動資金風險 - 續

壓力測試

本集團以壓力測試輔助各項風險類型的分析工作。壓力測試是一種風險管理工具，用以評估當市場或宏觀經濟因素急劇變化所產生的壓力情況下風險暴露的情況。財務及資本管理處按照監管政策手冊 LM-2 及香港金融管理局於二零一二年五月所頒佈的監管政策手冊 IC-5「壓力測試」(「監管政策手冊 IC-5」) 內的原則，按月進行壓力測試。如有必要時可結合監管要求及外部經營環境變化，進行特別壓力測試，如監管主導壓力測試。資債管委會、風險管理及條例執行委員會及董事會會定期檢閱及審批壓力測試的結果。

本集團採用現金流量分析以進行流動資金風險壓力測試，當中已充分考慮各種宏觀及微觀因素，並結合本集團業務的特點及其複雜程度。透過運用適當的虛擬、歷史及行為假設，資產負債表內外的項目均已列入考慮範圍，用以解決融資及市場流動資金風險。四個壓力情況(即個別銀行危機、調整後個別銀行危機、整體市場危機及綜合危機)均採用根據監管政策手冊 LM-2 界定的最短存活期。本集團會參照壓力測試結果，確認其流動資金狀況在受壓之市場情況下的潛在影響，及制定應變融資計劃，詳列處理流動資金問題的補救行動(如進行回購協議交易或變賣持作流動資金風險管理用途之資產)。

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Stress-testing

The Group supplements the analysis of various types of risks with stress-testing. Stress-testing is a risk management tool for estimating risk exposures under stressed conditions arising from extreme but plausible market or macroeconomic movements. The Finance and Capital Management Division performs stress-testing on a monthly basis in accordance with the principles stated in SPM LM-2 and the Supervisory Policy Manual IC-5 “Stress-testing” (“SPM IC-5”) published by the HKMA in May 2012, and when necessary, may carry out special stress-testing such as Supervisor-Driven Stress-Testing in accordance with regulatory requirements and changes in the external operating environment. The stress-test results are regularly reviewed by the ALCO, approved by the RMCC and the Board.

In performing the stress-testing on liquidity risk, the Group adopts the cash flow analysis which has taken full consideration of various macroscopic and microscopic factors in line with the characteristics and complexity of the Group’s businesses. Both on- and off-balance sheet items with applicable hypothetical, historical and behavioral assumptions are considered to address both funding and market liquidity risks. Four stress scenarios, namely the institution-specific crisis, the modified institution-specific crisis, the general market crisis and the combined crisis are adopted with minimum survival periods defined according to SPM LM-2. With reference to the stress-testing results, the Group identifies potential vulnerabilities on its liquidity position under stressed market conditions and formulates the contingency funding plan that sets out remedial actions for dealing with liquidity problems (e.g. conducting repo transactions or liquidation of assets held for liquidity risk management purpose).

**7. 財務風險管理 - 續**

**流動資金風險 - 續**

**壓力測試 - 續**

本集團亦根據監管政策手冊 IC-5 進行反向壓力測試，反向壓力測試是一個反覆嚴謹的過程，協助本集團確認及評估一些可導致業務無法運作的極端壓力情況（如違反法定資本比率、流動資金不足及嚴重負利潤）。它是採用定性及計量的混合分析，由導致業務無法運作的事件作開始，反向推斷引起該事件的逆向操作過程。本集團使用反向壓力測試的結果，藉以發出早期預警，用於制定管理行動及應變融資計劃，以減低本集團可能面對的潛在壓力及風險，從而加強其面對流動資金壓力的復原能力。

**應變融資計劃**

本集團將可能面對的流動資金危機劃分為不同的階段，分別為：融資壓力、流動資金流失及擠提。這種遞增階段反映流動資金的惡化情況，這包括由進行壓力測試所評估的流動資金短缺。

**7. FINANCIAL RISK MANAGEMENT - continued**

**Liquidity risk - continued**

**Stress-testing - continued**

The Group also performs reverse stress-testing in accordance with SPM IC-5. Reverse stress-testing is an iterative process assisting the Group to identify and assess extreme stress scenarios that can cause business failures (e.g. breaches of regulatory capital ratios, illiquidity and severe negative profitability). It is a process of working backwards from the event causing business failures and involves a mix of qualitative and quantitative analyses. The Group uses results of reverse stress-testing to strengthen resilience to liquidity stress and serve as early-warning triggers for the formulation of management actions and contingency funding plan to mitigate potential stresses and vulnerabilities which the Group might face.

**Contingency funding plan**

The Group distinguishes between different stages of a liquidity crisis that the Group may face, namely: Funding Stress, Liquidity Drain and Bank Run. The escalation is to reflect the worsening liquidity conditions. This includes the liquidity shortfalls estimated from stress-testing performed.



**7. 財務風險管理 - 續**

**流動資金風險 - 續**

**應變融資計劃 - 續**

本集團的應變融資計劃，包括流動資金風險管理政策及應變融資計劃的程序手冊，詳細說明本集團應對緊急情況的即時措施，當中包括三個主要部份：(1) 啟動計劃的預設條件；(2) 本集團應付不同危機情況的策略及潛在的融資方法；及(3) 可行的行動計劃及程序，當中清晰列明管理層及其支援團隊的責任。當情況惡化時，會成立由高級管理層領導的流動資金危機管理小組去處理情況，其主要目標是確保本集團能持續經營。

流動資金風險管理政策及應變融資計劃的程序手冊須最少每年作檢閱及更新，以應付要求的轉變及改進。此兩份文件的所有更新須由風險管理及條例執行委員會及董事會審批。

為確保應變融資計劃能維持其可行性及有效性，本集團每年會進行演習測試。

**7. FINANCIAL RISK MANAGEMENT - continued**

**Liquidity risk - continued**

**Contingency funding plan - continued**

The Group's contingency funding plan, as stipulated in the Liquidity Risk Management Policy and the Procedures Manual for Contingency Funding Plan, details the Group's immediate action in order to react to emergency situation. It covers three major components: (1) Predefined conditions to activate the plan; (2) The Group's strategy and potential funding options to deal with different crisis scenarios; and (3) Practical action plans and procedures with clear responsibilities of management and its supporting teams. Once the situation gets worse, a Liquidity Crisis Management Team, which is led by senior management, is formed to handle the situation, with the main objective to ensure business continuity of the Group.

The Liquidity Risk Management Policy and the Procedures Manual for Contingency Funding Plan are reviewed and updated at least annually to cope with required changes and improvements. All changes to the two documents need approval from the RMCC and the Board.

To ensure the contingency funding plan remains practical and effective, drill test is conducted by the Group on an annual basis.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 7. 財務風險管理 - 續

### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析

財務狀況表內金融資產及負債的到期日分析是以報告期末至合約到期日之剩餘期間作分析如下。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity

The maturity analysis of financial assets and liabilities shown on the statements of financial position, based on the remaining period at the end of the reporting period to the contractual maturity date is shown below.

		集團 THE GROUP							
		一個月 以內償還 (不包括 即時償還) Repayable within 1 month Repayable on demand 港幣千元 HK\$'000	一個月 至三個月 以內償還 Repayable but within 1 month 3 months 港幣千元 HK\$'000	三個月 至一年 以內償還 Repayable but within 3 months 1 year 港幣千元 HK\$'000	一年 至五年 以內償還 Repayable but within 1 year 5 years 港幣千元 HK\$'000	超過五年 償還 Repayable after 5 years 港幣千元 HK\$'000	無明確 日期 Undated 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	
於二零一四年十二月三十一日	At 31 December 2014								
資產	Assets								
庫存現金及短期資金	Cash and short-term funds	3,006,159	21,436,695	797,320	792,008	-	-	26,032,182	
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	-	3,285,192	2,283,241	-	-	5,568,433	
衍生金融工具	Derivative financial instruments	-	3,943	3,536	11,768	8,304	114,611	142,162	
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	-	-	-	-	287	287	
可供出售之證券	Available-for-sale securities	-	-	-	823,869	3,236,076	3,534,094	280,881	
持至到期日之證券	Held-to-maturity securities	-	-	1,214,236	1,369,020	5,341,938	737,942	8,663,136	
客戶貸款	Advances to customers	1,927,478	3,800,058	4,387,417	18,778,290	13,258,707	14,678,840	94,630	
其他金融資產	Other financial assets	1,397,257	273,131	119,426	128,422	3,760	-	(262,809)	
金融資產總額	Total financial assets	6,330,894	25,513,827	9,807,127	24,186,618	21,848,785	19,065,487	112,989	
		106,865,727							

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity - continued

		集團 THE GROUP						
		一個月 以內償還 (不包括 即時償還) Repayable within 即時償還 Repayable on demand 港幣千元 HK\$'000	一個月 至三個月 以內償還 Repayable after 1 month but within 3 months 港幣千元 HK\$'000	三個月 至一年 以內償還 Repayable after 3 months but within 1 year 港幣千元 HK\$'000	一年 至五年 以內償還 Repayable after 1 year but within 5 years 港幣千元 HK\$'000	超過五年 償還 Repayable after 5 years 港幣千元 HK\$'000	無明確 日期 Undated 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一四年十二月三十一日	At 31 December 2014							
負債	Liabilities							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	11,882	1,289,824	632,802	2,479,353	-	-	4,413,861
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	374,187	1,162,136	3,412,441	-	-	4,948,764
客戶存款	Deposits from customers	39,010,507	13,873,193	17,120,126	12,045,646	83,919	-	82,133,391
存款證	Certificates of deposit	-	99,994	109,980	1,898,162	-	-	2,108,136
衍生金融工具	Derivative financial instruments	-	24,469	73,879	167,447	22,563	126,764	415,122
借貸資本	Loan capital	-	-	-	-	-	1,815,563	1,815,563
其他金融負債	Other financial liabilities	626,515	52,543	230,540	429,863	21,152	-	1,360,613
金融負債總額	Total financial liabilities	39,648,904	15,714,210	19,329,463	20,432,912	127,634	1,942,327	97,195,450
淨額 - 金融資產及負債總額	Net position - total financial assets and liabilities	(33,318,010)	9,799,617	(9,522,336)	3,753,706	21,721,151	17,123,160	112,989
存款證當中包括：	Of which certificates of deposit included in:							
持至到期日之證券	Held-to-maturity securities	-	-	921,623	82,947	159,402	-	1,163,972
債務證券當中包括：	Of which debt securities included in:							
可供出售之證券	Available-for-sale securities	-	-	-	823,869	3,236,076	3,534,094	7,594,039
持至到期日之證券	Held-to-maturity securities	-	-	1,214,236	1,369,020	5,341,938	737,942	8,663,136
		-	-	1,214,236	2,192,889	8,578,014	4,272,036	16,257,175

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

**7. 財務風險管理 - 續**

**流動資金風險 - 續**

**資產及負債按剩餘到期日分析 - 續**

**7. FINANCIAL RISK MANAGEMENT - continued**

**Liquidity risk - continued**

**Analysis of assets and liabilities by remaining maturity - continued**

		集團 THE GROUP								
		即時償還 Repayable on demand 港幣千元 HK\$'000	一個月 以內償還 (不包括 即時償還) Repayable within 1 month (except those on demand) 港幣千元 HK\$'000	一個月 至三個月 以內償還 Repayable after 1 month but within 3 months 港幣千元 HK\$'000	三個月 至一年 以內償還 Repayable after 3 months but within 1 year 港幣千元 HK\$'000	一年 至五年 以內償還 Repayable after 1 year but within 5 years 港幣千元 HK\$'000	超過五年 償還 Repayable after 5 years 港幣千元 HK\$'000	無明確 日期 Undated 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	
於二零一三年十二月三十一日	At 31 December 2013									
<b>資產</b>	<b>Assets</b>									
庫存現金及短期資金	Cash and short-term funds	3,331,248	12,100,549	19,418	738,379	-	-	-	16,189,594	
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	-	3,970,639	3,949,863	-	-	-	7,920,502	
衍生金融工具	Derivative financial instruments	-	-	5,011	4,708	13,476	146,940	-	170,135	
按公平值列賬及列入損益賬之 金融資產	Financial assets at fair value through profit or loss	-	-	-	91,968	-	-	211	92,179	
可供出售之證券	Available-for-sale securities	-	-	-	55,029	3,340,570	1,793,724	243,918	5,433,241	
持至到期日之證券	Held-to-maturity securities	-	822,978	1,316,401	2,832,052	2,616,651	738,640	-	8,326,722	
客戶貸款	Advances to customers	2,142,672	2,933,084	3,162,690	9,988,186	12,944,831	13,779,423	169,328	45,120,214	
其他金融資產	Other financial assets	294,354	177,076	146,994	180,902	17,425	-	(177,539)	639,212	
<b>金融資產總額</b>	<b>Total financial assets</b>	<u>5,768,274</u>	<u>16,033,687</u>	<u>8,621,153</u>	<u>17,841,087</u>	<u>18,932,953</u>	<u>16,458,727</u>	<u>235,918</u>	<u>83,891,799</u>	

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity - continued

		集團 THE GROUP								
		即時償還 Repayable on demand 港幣千元 HK\$'000	一個月 以內償還 (不包括 即時償還) Repayable within 1 month (except those on demand) 港幣千元 HK\$'000	一個月 至三個月 以內償還 Repayable after 1 month but within 3 months 港幣千元 HK\$'000	三個月 以內償還 Repayable after 3 months but within 1 year 港幣千元 HK\$'000	一年 至五年 以內償還 Repayable after 1 year but within 5 years 港幣千元 HK\$'000	超過五年 償還 Repayable after 5 years 港幣千元 HK\$'000	無明確 日期 Undated 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	
於二零一三年十二月三十一日	At 31 December 2013									
<b>負債</b>	<b>Liabilities</b>									
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	99,663	772,871	736,697	65,000	-	-	-	1,674,231	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	797,541	147,533	311,583	-	-	-	1,256,657	
客戶存款	Deposits from customers	27,994,659	19,741,663	14,959,437	8,392,797	76,348	-	-	71,164,904	
存款證	Certificates of deposit	-	-	-	563,003	-	-	-	563,003	
衍生金融工具	Derivative financial instruments	-	13,899	9,353	29,766	43,757	3,878	-	100,653	
借貸資本	Loan capital	-	-	-	-	-	1,766,436	-	1,766,436	
其他金融負債	Other financial liabilities	337,814	49,394	135,125	210,117	119,980	-	-	852,430	
<b>金融負債總額</b>	<b>Total financial liabilities</b>	<u>28,432,136</u>	<u>21,375,368</u>	<u>15,988,145</u>	<u>9,572,266</u>	<u>240,085</u>	<u>1,770,314</u>	<u>-</u>	<u>77,378,314</u>	
<b>淨額 - 金融資產及負債總額</b>	<b>Net position - total financial assets and liabilities</b>	<u>(22,663,862)</u>	<u>(5,341,681)</u>	<u>(7,366,992)</u>	<u>8,268,821</u>	<u>18,692,868</u>	<u>14,688,413</u>	<u>235,918</u>	<u>6,513,485</u>	
存款證當中包括：	Of which certificates of deposit included in:									
持至到期日之證券	Held-to-maturity securities	-	822,979	1,252,354	2,426,319	173,969	-	-	4,675,621	
債務證券當中包括：	Of which debt securities included in:									
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss									
- 指定按公平值列賬	- Designated at fair value	-	-	-	91,968	-	-	-	91,968	
可供出售之證券	Available-for-sale securities	-	-	-	55,029	3,340,570	1,793,724	-	5,189,323	
持至到期日之證券	Held-to-maturity securities	-	822,978	1,316,401	2,832,052	2,616,651	738,640	-	8,326,722	
		<u>-</u>	<u>822,978</u>	<u>1,316,401</u>	<u>2,979,049</u>	<u>5,957,221</u>	<u>2,532,364</u>	<u>-</u>	<u>13,608,013</u>	

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

**7. 財務風險管理 - 續**

**流動資金風險 - 續**

**資產及負債按剩餘到期日分析 - 續**

**7. FINANCIAL RISK MANAGEMENT - continued**

**Liquidity risk - continued**

**Analysis of assets and liabilities by remaining maturity - continued**

		銀行 THE BANK							
		一個月 以內償還 (不包括 即時償還)	一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額	
		Repayable within 1 month on demand	Repayable after 1 month but within 3 months	Repayable after 3 months but within 1 year	Repayable after 1 year but within 5 years	Repayable after 5 years	Undated	Total	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一四年十二月三十一日	At 31 December 2014								
<b>資產</b>	<b>Assets</b>								
庫存現金及短期資金	Cash and short-term funds	2,995,642	21,436,695	797,320	792,008	-	-	- 26,021,665	
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	- 3,282,458	2,271,879	-	-	-	5,554,337	
衍生金融工具	Derivative financial instruments	-	3,943	3,536	11,768	8,304	114,611	- 142,162	
可供出售之證券	Available-for-sale securities	-	-	- 823,869	3,236,076	3,534,094	155,279	7,749,318	
持至到期日之證券	Held-to-maturity securities	-	- 1,214,236	1,369,020	5,311,315	737,942	-	8,632,513	
客戶貸款	Advances to customers	1,927,478	3,800,058	4,387,417	18,778,290	13,258,707	14,678,840	94,630 56,925,420	
其他金融資產	Other financial assets	1,031,875	270,700	117,518	127,040	3,760	217,655	(269,699) 1,498,849	
<b>金融資產總額</b>	<b>Total financial assets</b>	<b>5,954,995</b>	<b>25,511,396</b>	<b>9,802,485</b>	<b>24,173,874</b>	<b>21,818,162</b>	<b>19,283,142</b>	<b>(19,790) 106,524,264</b>	

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity - continued

		銀行 THE BANK							
		一個月 以內償還 (不包括 即時償還)	一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額	
		Repayable within 1 month on demand	Repayable after 1 month but within 3 months on demand	Repayable after 3 months but within 1 year	Repayable after 1 year but within 5 years	Repayable after 5 years	Undated	Total	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一四年十二月三十一日	At 31 December 2014								
負債	Liabilities								
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	11,882	1,289,824	632,802	2,479,353	-	-	4,413,861	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	374,187	1,162,136	3,412,441	-	-	4,948,764	
客戶存款	Deposits from customers	39,010,507	13,873,193	17,120,126	12,045,646	83,919	-	82,133,391	
存款證	Certificates of deposit	-	99,994	109,980	1,898,162	-	-	2,108,136	
衍生金融工具	Derivative financial instruments	-	24,469	73,879	167,447	22,563	126,764	415,122	
借貸資本	Loan capital	-	-	-	-	1,815,563	-	1,815,563	
其他金融負債	Other financial liabilities	356,980	393,794	293,231	408,272	709	-	1,452,986	
<b>金融負債總額</b>	<b>Total financial liabilities</b>	<b>39,379,369</b>	<b>16,055,461</b>	<b>19,392,154</b>	<b>20,411,321</b>	<b>1,942,327</b>	<b>-</b>	<b>97,287,823</b>	
<b>淨額 - 金融資產及負債總額</b>	<b>Net position - total financial assets and liabilities</b>	<b>(33,424,374)</b>	<b>9,455,935</b>	<b>(9,589,669)</b>	<b>3,762,553</b>	<b>21,710,971</b>	<b>(19,790)</b>	<b>9,236,441</b>	
存款證當中包括：	Of which certificates of deposit included in:								
持至到期日之證券	Held-to-maturity securities	-	-	921,623	82,947	159,402	-	1,163,972	
債務證券當中包括：	Of which debt securities included in:								
可供出售之證券	Available-for-sale securities	-	-	-	823,869	3,236,076	3,534,094	7,594,039	
持至到期日之證券	Held-to-maturity securities	-	-	1,214,236	1,369,020	5,311,315	737,942	8,632,513	
		-	-	1,214,236	2,192,889	8,547,391	4,272,036	16,226,552	

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

**7. 財務風險管理 - 續**

**流動資金風險 - 續**

**資產及負債按剩餘到期日分析 - 續**

**7. FINANCIAL RISK MANAGEMENT - continued**

**Liquidity risk - continued**

**Analysis of assets and liabilities by remaining maturity - continued**

		銀行 THE BANK							
		即時償還 Repayable on demand HK\$'000	一個月 以內償還 (不包括 即時償還) Repayable within 1 month (except those on demand) HK\$'000	一個月 至三個月 以內償還 Repayable after 1 month but within 3 months HK\$'000	三個月 至一年 以內償還 Repayable after 3 months but within 1 year HK\$'000	一年 至五年 以內償還 Repayable after 1 year but within 5 years HK\$'000	超過五年 償還 Repayable after 5 years HK\$'000	無明確 日期 Undated HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一三年十二月三十一日	At 31 December 2013								
<b>資產</b>	<b>Assets</b>								
庫存現金及短期資金	Cash and short-term funds	3,320,752	12,100,549	19,418	738,379	-	-	-	16,179,098
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	-	3,967,930	3,938,646	-	-	-	7,906,576
衍生金融工具	Derivative financial instruments	-	-	5,011	4,708	13,476	146,940	-	170,135
按公平值列賬及列入損益賬之 金融資產	Financial assets at fair value through profit or loss	-	-	-	91,968	-	-	-	91,968
可供出售之證券	Available-for-sale securities	-	-	-	55,029	3,340,570	1,793,724	137,559	5,326,882
持至到期日之證券	Held-to-maturity securities	-	822,978	1,316,401	2,832,052	2,616,651	738,640	-	8,326,722
客戶貸款	Advances to customers	2,142,672	2,933,084	3,162,690	9,988,186	12,944,831	13,779,423	169,328	45,120,214
其他金融資產	Other financial assets	85,081	175,503	145,333	179,613	17,425	219,420	(187,631)	634,744
<b>金融資產總額</b>	<b>Total financial assets</b>	<u>5,548,505</u>	<u>16,032,114</u>	<u>8,616,783</u>	<u>17,828,581</u>	<u>18,932,953</u>	<u>16,678,147</u>	<u>119,256</u>	<u>83,756,339</u>



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理 - 續

#### 流動資金風險 - 續

#### 資產及負債按剩餘到期日分析 - 續

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Liquidity risk - continued

#### Analysis of assets and liabilities by remaining maturity - continued

		銀行 THE BANK							
		一個月 以內償還 (不包括 即時償還)	一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額	
		Repayable within 1 month on demand	Repayable after 1 month but within 3 months	Repayable after 3 months but within 1 year	Repayable after 1 year but within 5 years	Repayable after 5 years	Undated	Total	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一三年十二月三十一日	At 31 December 2013								
<b>負債</b>	<b>Liabilities</b>								
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	99,663	772,871	736,697	65,000	-	-	1,674,231	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	797,541	147,533	311,583	-	-	1,256,657	
客戶存款	Deposits from customers	27,994,659	19,741,663	14,959,437	8,392,797	76,348	-	71,164,904	
存款證	Certificates of deposit	-	-	-	563,003	-	-	563,003	
衍生金融工具	Derivative financial instruments	-	13,899	9,353	29,766	43,757	3,878	100,653	
借貸資本	Loan capital	-	-	-	-	1,766,436	-	1,766,436	
其他金融負債	Other financial liabilities	433,315	541,141	197,305	188,155	99,757	-	1,459,673	
<b>金融負債總額</b>	<b>Total financial liabilities</b>	<u>28,527,637</u>	<u>21,867,115</u>	<u>16,050,325</u>	<u>9,550,304</u>	<u>219,862</u>	<u>1,770,314</u>	<u>77,985,557</u>	
<b>淨額 - 金融資產及負債總額</b>	<b>Net position - total financial assets and liabilities</b>	<u>(22,979,132)</u>	<u>(5,835,001)</u>	<u>(7,433,542)</u>	<u>8,278,277</u>	<u>18,713,091</u>	<u>14,907,833</u>	<u>5,770,782</u>	
存款證當中包括：	Of which certificates of deposit included in:								
持至到期日之證券	Held-to-maturity securities	-	822,979	1,252,354	2,426,319	173,969	-	4,675,621	
債務證券當中包括：	Of which debt securities included in:								
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss								
- 指定按公平值列賬	- Designated at fair value	-	-	-	91,968	-	-	91,968	
可供出售之證券	Available-for-sale securities	-	-	-	55,029	3,340,570	1,793,724	5,189,323	
持至到期日之證券	Held-to-maturity securities	-	822,978	1,316,401	2,832,052	2,616,651	738,640	8,326,722	
		<u>-</u>	<u>822,978</u>	<u>1,316,401</u>	<u>2,979,049</u>	<u>5,957,221</u>	<u>2,532,364</u>	<u>13,608,013</u>	

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 7. 財務風險管理 - 續

### 金融資產及金融負債之公平值

除下表詳述外，本集團及本銀行之董事認為於綜合財務報表內以攤銷成本入賬的金融資產及金融負債之賬面值與其公平值相若。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Fair value of financial assets and financial liabilities

Except as detailed in the following tables, the directors of the Group and the Bank consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

		集團 THE GROUP			
		賬面值 Carrying amount		公平值 Fair value	
		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
金融資產	Financial assets				
- 持至到期日之證券	- Held-to-maturity securities	<u>8,663,136</u>	8,326,722	<u>8,713,004</u>	<u>8,362,290</u>
金融負債	Financial liabilities				
- 借貸資本	- Loan capital	<u>1,815,563</u>	1,766,436	<u>1,860,905</u>	<u>1,800,816</u>

		銀行 THE BANK			
		賬面值 Carrying amount		公平值 Fair value	
		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
金融資產	Financial assets				
- 持至到期日之證券	- Held-to-maturity securities	<u>8,632,513</u>	8,326,722	<u>8,682,996</u>	<u>8,362,290</u>
金融負債	Financial liabilities				
- 借貸資本	- Loan capital	<u>1,815,563</u>	1,766,436	<u>1,860,905</u>	<u>1,800,816</u>

## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

#### 7. 財務風險管理 - 續

##### 金融資產及金融負債之公平值 - 續

下表提供於每個報告期末有關不按公平值計量的金融資產及金融負債的公平值披露資料。

於二零一四年十二月三十一日

持至到期日之證券

存款證

其他債務證券

借貸資本

於二零一四年十二月三十一日

持至到期日之證券

存款證

其他債務證券

借貸資本

於二零一三年十二月三十一日

持至到期日之證券

存款證

其他債務證券

借貸資本

#### 7. FINANCIAL RISK MANAGEMENT - continued

##### Fair value of financial assets and financial liabilities - continued

The following tables give information about financial assets and financial liabilities which are not measured at fair values at the end of each reporting period, but for which the fair values are disclosed.

At 31 December 2014

Held-to-maturity securities

Certificates of deposit

Other debt securities

Loan capital

At 31 December 2014

Held-to-maturity securities

Certificates of deposit

Other debt securities

Loan capital

At 31 December 2013

Held-to-maturity securities

Certificates of deposit

Other debt securities

Loan capital

##### 集團 THE GROUP

第一級別 Level 1 港幣千元 HK\$'000	第二級別 Level 2 港幣千元 HK\$'000	第三級別 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
-------------------------------------	-------------------------------------	-------------------------------------	---------------------------------

- 1,165,512 - 1,165,512

- 7,547,492 - 7,547,492

- 1,860,905 - 1,860,905

##### 銀行 THE BANK

第一級別 Level 1 港幣千元 HK\$'000	第二級別 Level 2 港幣千元 HK\$'000	第三級別 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
-------------------------------------	-------------------------------------	-------------------------------------	---------------------------------

- 1,165,512 - 1,165,512

- 7,517,484 - 7,517,484

- 1,860,905 - 1,860,905

##### 集團及銀行 THE GROUP AND THE BANK

第一級別 Level 1 港幣千元 HK\$'000	第二級別 Level 2 港幣千元 HK\$'000	第三級別 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
-------------------------------------	-------------------------------------	-------------------------------------	---------------------------------

- 4,675,674 - 4,675,674

- 3,686,616 - 3,686,616

- 1,800,816 - 1,800,816

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 7. 財務風險管理 - 續

### 金融資產及金融負債之公平值 - 續

請參閱下節有關公平值架構的定義。

上市證券的公平值是根據相關的證券交易所的公開市場買入價來釐定的。

指定按公平值列賬及列入損益賬之金融資產的可換股債券、被分類為可供出售之證券的債務證券、存款證及被分類為持至到期日之證券的其他債務證券及借貸資本的公平值是根據證券商及市場經紀所提供的參考價格來決定的。此外，本集團會將從價格服務提供者及其他服務提供者所得到的參考價格與其運用估價模式如折算現金流方法計算出來的價格作比較，從而核實債務證券的參考價格。估價模式所運用的主要輸入變數是於報告期末可觀察得到的利率資料。估價模式的目標是能得出一個可於報告日反映金融工具價格的公平值估計，而這價格是由市場參與者以公平原則來釐定的。

外幣遠期合約的公平值是根據比較約定的遠期匯率及於報告期末時可觀察的遠期匯率報價來計量的。

利率掉期合約及跨貨幣利率掉期合約的公平值是根據於報告期末時可觀察的利率報價所產生之適用孳息率曲線去估計未來的現金流，折算成現值來計量的。

於本年度本集團的估值方法並沒有改變。

## 7. FINANCIAL RISK MANAGEMENT - continued

### Fair value of financial assets and financial liabilities - continued

Please refer to next section for the definition of fair value hierarchy.

The fair values of listed securities are determined with reference to quoted market bid prices from relevant stock exchanges.

The fair values of convertible bonds designated as financial assets at fair value through profit or loss, debt securities classified as available-for-sale securities, certificates of deposit and other debt securities classified as held-to-maturity securities and loan capital are determined based on indicative prices provided by the dealers and brokers. In addition, the Group makes comparison of the indicative prices with the prices obtained from pricing service providers and other service providers and with the values calculated using valuation models such as discounted cash flows method to substantiate the indicative prices of the debt securities. The key inputs used in the valuation models are the interest rate data, which are observable at the end of the reporting period. The objective of valuation models is to arrive at a fair value estimation that reflects the price of the financial instrument at the reporting date, which would have been determined by market participants acting at arm's length.

The fair values of foreign currency forward contracts are measured by comparing the contracted forward rates and the quoted forward exchange rates, which are observable at the end of the reporting period.

The fair values of interest rate swaps and cross-currency interest rate swaps are measured by the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates, which are observable at the end of the reporting period.

There was no change in the Group's valuation techniques during the year.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理 - 續

#### 在財務狀況表中確認的公平值計量

本集團及本銀行部份的金融資產及金融負債於每個報告期末是以公平值計量的。下表及段落提供資料關於如何釐定這些金融資產及金融負債的公平值（尤其所採用的估值方法及輸入變數），及公平值計量根據其輸入變數的可觀察程度分類到公平值架構的等級（第一級別至第三級別）。

- 第一級別公平值計量是指由活躍市場上相同資產或負債的標價（不做任何調整）得出的公平值計量。
- 第二級別公平值計量是指由除第一級別所含標價外，可直接（即價格）或間接（即由價格得出）由觀察得到的與資產或負債相關的輸入資料得出的公平值計量。
- 第三級別公平值計量是指由包含以不可觀察得到的市場資料為依據的與資產或負債相關的輸入變數（不可觀察輸入變數）的估值技術得出的公平值計量。

### 7. FINANCIAL RISK MANAGEMENT - continued

#### Fair value measurements recognised in the statements of financial position

Some of the Group's and the Bank's financial assets and financial liabilities are measured at fair values at the end of each reporting period. The following table and paragraph give information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

**7. 財務風險管理 - 續**

在財務狀況表中確認的公平值計量  
- 續

於二零一四年十二月三十一日

持作買賣用途之金融資產  
可供出售之證券  
    股本證券  
    其他債務證券  
非用作對沖的衍生金融資產  
  
用作對沖的衍生金融資產  
  
非用作對沖的衍生金融負債  
  
用作對沖的衍生金融負債  
  
總額

**7. FINANCIAL RISK MANAGEMENT - continued**

**Fair value measurements recognised in the statements of financial position - continued**

At 31 December 2014

Financial assets held for trading  
Available-for-sale securities  
    Equity securities  
    Other debt securities  
Derivative financial assets not used for hedging  
Derivative financial assets used for hedging  
Derivative financial liabilities not used for hedging  
Derivative financial liabilities used for hedging  
  
**Total**

集團 THE GROUP			
公平值架構 Fair value hierarchy			
第一級別 Level 1	第二級別 Level 2	第三級別 Level 3	總額 Total
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
287	-	-	287
244,766	-	371	245,137
-	7,579,555	14,484	7,594,039
-	20,982	-	20,982
-	121,180	-	121,180
-	(261,621)	-	(261,621)
-	(153,501)	-	(153,501)
<u>245,053</u>	<u>7,306,595</u>	<u>14,855</u>	<u>7,566,503</u>

銀行  
THE BANK

公平值架構  
Fair value hierarchy

第一級別 Level 1	第二級別 Level 2	第三級別 Level 3	總額 Total
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
123,132	-	371	123,503
-	7,579,555	14,484	7,594,039
-	20,982	-	20,982
-	121,180	-	121,180
-	(261,621)	-	(261,621)
-	(153,501)	-	(153,501)
<u>123,132</u>	<u>7,306,595</u>	<u>14,855</u>	<u>7,444,582</u>

於二零一四年十二月三十一日

可供出售之證券  
    股本證券  
    其他債務證券  
非用作對沖的衍生金融資產  
  
用作對沖的衍生金融資產  
  
非用作對沖的衍生金融負債  
  
用作對沖的衍生金融負債  
  
總額

At 31 December 2014

Available-for-sale securities  
    Equity securities  
    Other debt securities  
Derivative financial assets not used for hedging  
Derivative financial assets used for hedging  
Derivative financial liabilities not used for hedging  
Derivative financial liabilities used for hedging  
  
**Total**

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 7. 財務風險管理 - 續

在財務狀況表中確認的公平值計量  
- 續

於二零一三年十二月三十一日

持作買賣用途之金融資產  
指定按公平值列賬及  
列入損益賬之金融資產  
可供出售之證券  
股本證券  
其他債務證券  
非用作對沖的衍生金融資產

用作對沖的衍生金融資產

非用作對沖的衍生金融負債

用作對沖的衍生金融負債

總額

於二零一三年十二月三十一日

指定按公平值列賬及  
列入損益賬之金融資產  
可供出售之證券  
股本證券  
其他債務證券  
非用作對沖的衍生金融資產

用作對沖的衍生金融資產

非用作對沖的衍生金融負債

用作對沖的衍生金融負債

總額

於兩年期間，第一級別、第二級別及第三級別之間並沒有發生任何轉移。

### 7. FINANCIAL RISK MANAGEMENT - continued

Fair value measurements recognised in the statements of financial position - continued

At 31 December 2013

Financial assets held for trading  
Financial assets designated at fair value through profit or loss  
Available-for-sale securities  
Equity securities  
Other debt securities  
Derivative financial assets not used for hedging  
Derivative financial assets used for hedging  
Derivative financial liabilities not used for hedging  
Derivative financial liabilities used for hedging

Total

集團 THE GROUP			
公平值架構 Fair value hierarchy			
第一級別 Level 1 港幣千元 HK\$'000	第二級別 Level 2 港幣千元 HK\$'000	第三級別 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
211	-	-	211
-	91,968	-	91,968
207,393	-	71	207,464
-	5,182,952	6,371	5,189,323
-	11,062	-	11,062
-	159,073	-	159,073
-	(53,070)	-	(53,070)
-	(47,583)	-	(47,583)
<u>207,604</u>	<u>5,344,402</u>	<u>6,442</u>	<u>5,558,448</u>

銀行

THE BANK

公平值架構

Fair value hierarchy

第一級別 Level 1 港幣千元 HK\$'000	第二級別 Level 2 港幣千元 HK\$'000	第三級別 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
-	91,968	-	91,968
105,002	-	71	105,073
-	5,182,952	6,371	5,189,323
-	11,062	-	11,062
-	159,073	-	159,073
-	(53,070)	-	(53,070)
-	(47,583)	-	(47,583)
<u>105,002</u>	<u>5,344,402</u>	<u>6,442</u>	<u>5,455,846</u>

There were no transfers between Levels 1, 2 and 3 in both years.

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

**7. 財務風險管理 - 續**

在財務狀況表中確認的公平值計量  
- 續

金融資產第三級別公平值計量的  
調節

**7. FINANCIAL RISK MANAGEMENT - continued**

**Fair value measurements recognised in the statements of financial position - continued**

*Reconciliation of Level 3 fair value measurements of financial assets*

		集團及銀行 THE GROUP AND THE BANK		
		指定按公平值列賬 及列入損益賬 之金融資產 Financial assets designated at fair value through profit or loss 港幣千元 HK\$'000	可供出售 之證券 Available- for-sale securities 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一三年一月一日結餘	<b>Balance at 1 January 2013</b>	419,101	2,711	421,812
於收益表內確認之淨虧損總額	Total net losses recognised in the income statement	(493)	-	(493)
於投資重估儲備內確認之淨溢利總額	Total net gains recognised in the investment revaluation reserve	-	3,731	3,731
出售	Disposals	(418,608)	-	(418,608)
於二零一四年一月一日結餘	<b>Balance at 1 January 2014</b>	-	6,442	6,442
於投資重估儲備內確認之淨溢利總額	Total net gains recognised in the investment revaluation reserve	-	8,413	8,413
於二零一四年十二月三十一日結餘	<b>Balance at 31 December 2014</b>	-	14,855	14,855



## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

#### 7. 財務風險管理 - 續

##### 在財務狀況表中確認的公平值計量 - 續

本集團大部份的投資價值是根據公開市場的資訊或可觀察的市場數據所釐定。當中根據估計，以公平值入賬於第三級別內的投資只佔總資產的一小部份 (0.01%) (二零一三年：0.01%)。如該等投資的賬面值增加 (減少) 5%，其他全面收益將會分別增加 (減少) 港幣 743,000 元。

包含在其他全面收益內的是年度淨溢利或虧損總額，其中港幣 8,413,000 元溢利 (二零一三年：港幣 3,731,000 元溢利) 是關於報告期末仍然持有的可供出售之證券。

#### 7. FINANCIAL RISK MANAGEMENT - continued

##### Fair value measurements recognised in the statements of financial position - continued

The majority of the Group's investments are valued based on quoted market information or observable market data. A small percentage, 0.01% (2013: 0.01%), of total assets recorded at fair values, are based on estimates and recorded as Level 3 investments. If the carrying amount of these investments would be increased (decreased) by 5%, the impact on other comprehensive income would be increased (decreased) by HK\$743,000 respectively.

Of the total net gains or losses for the year included in other comprehensive income, an amount of HK\$8,413,000 gains (2013: HK\$3,731,000 gains) relate to available-for-sale securities held at the end of the reporting period.

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

**8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債**

下表所載的披露包括以下類別的金融資產及金融負債：

- 已於本集團及本銀行的財務狀況表內抵銷；或
- 涉及可執行總互抵銷安排或涵蓋同類金融工具的類似協議，不論其是否已於財務狀況表內抵銷。

本集團及本銀行是根據國際掉期與衍生工具協會（“ISDA”）的總協議及全球性回購總協議（“GMRA”）來進行衍生工具及銷售及回購協議。

本集團及本銀行在交易所以外進行的衍生工具交易是根據 ISDA 總協議訂立的。本集團及本銀行的銷售及回購交易是受到與 ISDA 總協議相類似，而且包含淨額結算條款的 GMRA 所涵蓋。ISDA 總協議及 GMRA 並不符合於財務狀況表內抵銷的條件。可是，這些協議只有在本集團或交易對手發生違約、無力償債及破產事件後才會產生可執行抵銷不同合約的權利。在這些情況下，所有在協議下的未到期合約將會被終止，其終止價值會被評估，並只會以單一淨額作應收或應付來結算所有交易。

**8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS**

The disclosures set out in the tables below include financial assets and financial liabilities that:

- are offset in the Group’s and the Bank’s statements of financial position; or
- are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the statements of financial position.

The Group and the Bank entered into International Swaps and Derivatives Association (“ISDA”) Master Agreements and Global Master Repurchase Agreements (“GMRA”) for derivatives and sale and repurchase agreements.

The Group’s and the Bank’s derivative transactions that are not transacted on an exchange are entered into under ISDA Master Agreements. The Group’s and the Bank’s sale and repurchase transactions are covered by GMRA with netting terms similar to those of ISDA Master Agreements. The ISDA Master Agreements and GMRA do not meet the criteria for offsetting in the statements of financial position. However, they create a right of set-off of different contracts that is enforceable only following an event of default, insolvency and bankruptcy of the Group or the counterparties. In such circumstances, all outstanding contracts under the agreements are terminated, the termination value is assessed and only a single net amount is due or payable in settlement of all contracts.

## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

#### 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

此外，本集團及本銀行以現金形式收取及給予與其衍生工具交易及銷售及回購協議相關的抵押品。該等抵押品是受到 ISDA 信用擔保附件或 GMRA 的行業標準條款所規限。所有收取或給予的抵押品必須在交易到期日歸還。

根據本集團與香港中央結算有限公司簽訂的持續淨額交收協議，於同日到期結算的應收及應付款項會以淨額結算。

本集團擁有合法權利抵銷經紀客戶於同日到期結算的應收及應付款項，而本集團擬將這些結餘作淨額結算。

#### 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

In addition, the Group and the Bank received and pledged collateral in the form of cash in respect of its derivative transactions and sale and repurchase agreements. Such collateral is subject to the standard industry terms of ISDA Credit Support Annex or GMRA. Collateral received or pledged must be returned on maturity of the transactions.

Under the agreement of Continuous Net Settlement made between the Group and Hong Kong Securities Clearing Company Limited (“HKSCC”), money obligations receivable and payable with HKSCC on the same settlement date are settled on net basis.

The Group has a legally enforceable right to set off the trades receivable and payable with brokerage clients that are due to be settled on the same date and the Group intends to settle these balances on a net basis.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

## 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

		集團 THE GROUP					
金融資產類別	Types of financial assets	綜合財務狀況表 內可被抵銷的 金融負債總額 Gross amounts of recognised financial liabilities offset in the consolidated statement of financial position		綜合財務狀況表 內呈列的 金融資產淨額 Net amounts of financial assets presented in the consolidated statement of financial position		綜合財務狀況表 內沒有被抵銷的相關金額 Related amounts not offset in the consolidated statement of financial position 已收取的 現金/金融 抵押品 Cash/ financial collateral 淨額 Net amounts	
		金融資產 確認總額 Gross amounts of recognised financial assets 港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	金融工具 Financial instruments 港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一四年十二月三十一日		At 31 December 2014					
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	122,915	-	122,915	(47,007)	(67,583)	8,325
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	18,999	-	18,999	(18,999)	-	-
可供出售之債務證券	Available-for-sale debt securities	3,368,491	-	3,368,491	(3,025,130)	(11,882)	331,479
持至到期日之債務證券	Held-to-maturity debt securities	2,102,043	-	2,102,043	(1,923,634)	(8,956)	169,453
香港中央結算有限公司及經紀客戶應收款	Amounts due from HKSCC and brokerage clients	691,497	(327,120)	364,377	-	-	364,377
<b>總額</b>	<b>Total</b>	<b>6,303,945</b>	<b>(327,120)</b>	<b>5,976,825</b>	<b>(5,014,770)</b>	<b>(88,421)</b>	<b>873,634</b>

(附註 Note)

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

### 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

金融負債類別	Types of financial liabilities	集團 THE GROUP					
		金融負債 確認總額 Gross amounts of recognised financial liabilities 港幣千元 HK\$'000	綜合財務狀況表 內可被抵銷的 金融資產總額 Gross amounts of recognised financial assets offset in the consolidated statement of financial position 港幣千元 HK\$'000	綜合財務狀況表 內呈列的 金融負債淨額 Net amounts of financial liabilities presented in the consolidated statement of financial position 港幣千元 HK\$'000	綜合財務狀況表 內沒有被抵銷的相關金額 Related amounts not offset in the consolidated statement of financial position 已抵押的 現金/金融 抵押品 Cash/ financial collateral pledged 港幣千元 HK\$'000	金融工具 Financial instruments 港幣千元 HK\$'000	淨額 Net amounts 港幣千元 HK\$'000
於二零一四年十二月三十一日	At 31 December 2014						
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	155,097	-	155,097	(47,007)	(108,090)	-
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	258,927	-	258,927	(18,999)	(182,437)	57,491
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	4,948,764	-	4,948,764	(4,948,764)	-	-
香港中央結算有限公司及經紀客戶應付款	Amounts due to HKSCC and brokerage clients	648,767	(327,120)	321,647	-	-	321,647
總額	Total	6,011,555	(327,120)	5,684,435	(5,014,770)	(290,527)	379,138

(附註 Note)

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

## 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

金融資產類別	Types of financial assets	集團 THE GROUP					
		金融資產 確認總額 Gross amounts of recognised financial assets 港幣千元 HK\$'000	綜合財務狀況表 內可被抵銷的 金融負債總額 Gross amounts of recognised financial liabilities offset in the consolidated statement of financial position 港幣千元 HK\$'000	綜合財務狀況表 內呈列的 金融資產淨額 Net amounts of financial assets presented in the consolidated statement of financial position 港幣千元 HK\$'000	綜合財務狀況表 內沒有被抵銷的相關金額 Related amounts not offset in the consolidated statement of financial position 已收取的 現金/金融 抵押品 Cash/ financial collateral 港幣千元 HK\$'000	金融工具 Financial instruments 港幣千元 HK\$'000	淨額 Net amounts 港幣千元 HK\$'000
於二零一三年十二月三十一日		At 31 December 2013					
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	160,057	-	160,057	(34,448)	(102,738)	22,871
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	4,707	-	4,707	(4,707)	-	-
可供出售之債務證券	Available-for-sale debt securities	1,287,098	-	1,287,098	(1,115,597)	(3,335)	168,166
持至到期日之債務證券	Held-to-maturity debt securities	156,463	-	156,463	(141,060)	-	15,403
香港中央結算有限公司及經紀客戶應收款	Amounts due from HKSCC and brokerage clients	462,551	(254,345)	208,206	-	-	208,206
<b>總額</b>	<b>Total</b>	<u>2,070,876</u>	<u>(254,345)</u>	<u>1,816,531</u>	<u>(1,295,812)</u>	<u>(106,073)</u>	<u>414,646</u>

(附註 Note)

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 8. 涉及抵銷、可執行總互抵銷 安排及類似協議的金融資產 及金融負債 - 續

## 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

金融負債類別	Types of financial liabilities	集團 THE GROUP					
		金融負債 確認總額 Gross amounts of recognised financial liabilities 港幣千元 HK\$'000	綜合財務狀況表 內可被抵銷的 金融資產總額 Gross amounts of recognised financial assets offset in the consolidated statement of financial position 港幣千元 HK\$'000	綜合財務狀況表 內呈列的 金融負債淨額 Net amounts of financial liabilities presented in the consolidated statement of financial position 港幣千元 HK\$'000	綜合財務狀況表 內沒有被抵銷的相關金額 Related amounts not offset in the consolidated statement of financial position 已抵押的 現金/金融 抵押品 Cash/ financial collateral pledged 港幣千元 HK\$'000	金融工具 Financial instruments 港幣千元 HK\$'000	淨額 Net amounts 港幣千元 HK\$'000
於二零一三年十二月三十一日	At 31 December 2013						
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	58,643	-	58,643	(34,448)	(15,382)	8,813
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	31,484	-	31,484	(4,707)	(1,835)	24,942
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	1,256,657	-	1,256,657	(1,256,657)	-	-
香港中央結算有限公司及經紀客戶應付款	Amounts due to HKSCC and brokerage clients	381,659	(254,345)	127,314	-	-	127,314
<b>總額</b>	<b>Total</b>	<u>1,728,443</u>	<u>(254,345)</u>	<u>1,474,098</u>	<u>(1,295,812)</u>	<u>(17,217)</u>	<u>161,069</u>

(附註 Note)

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

## 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS - continued

金融資產類別	Types of financial assets	銀行 THE BANK					
		財務狀況表 內可被抵銷的 金融負債總額 Gross amounts of recognised financial liabilities offset in the statement of financial position 港幣千元 HK\$'000	財務狀況表 內呈列的 金融資產淨額 Net amounts of financial assets presented in the statement of financial position 港幣千元 HK\$'000	財務狀況表 內沒有被抵銷的相關金額 Related amounts not offset in the statement of financial position 已收取的 現金/金融 抵押品 Cash/ financial collateral received 港幣千元 HK\$'000 (附註 Note)	金融工具 Financial instruments 港幣千元 HK\$'000	抵押品 collateral 港幣千元 HK\$'000	淨額 Net amounts 港幣千元 HK\$'000
於二零一四年十二月三十一日	At 31 December 2014						
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	122,915	-	122,915	(47,007)	(67,583)	8,325
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	18,999	-	18,999	(18,999)	-	-
可供出售之債務證券	Available-for-sale debt securities	3,368,491	-	3,368,491	(3,025,130)	(11,882)	331,479
持至到期日之債務證券	Held-to-maturity debt securities	2,102,043	-	2,102,043	(1,923,634)	(8,956)	169,453
<b>總額</b>	<b>Total</b>	<b>5,612,448</b>	<b>-</b>	<b>5,612,448</b>	<b>(5,014,770)</b>	<b>(88,421)</b>	<b>509,257</b>



# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

### 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

金融負債類別	Types of financial liabilities	銀行 THE BANK					
		財務狀況表內可被抵銷的金融資產總額 Gross amounts of recognised financial assets of recognised financial position 港幣千元 HK\$'000	財務狀況表內呈列的金融負債淨額 Net amounts of financial liabilities presented in the statement of financial position 港幣千元 HK\$'000	財務狀況表內沒有被抵銷的相關金額 Related amounts not offset in the statement of financial position 已抵押的現金/金融抵押品 Cash / financial collateral pledged 港幣千元 HK\$'000	金融工具 Financial instruments 港幣千元 HK\$'000	淨額 Net amounts 港幣千元 HK\$'000	
於二零一四年十二月三十一日	At 31 December 2014						
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	155,097	-	155,097	(47,007)	(108,090)	-
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	258,927	-	258,927	(18,999)	(182,437)	57,491
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	4,948,764	-	4,948,764	(4,948,764)	-	-
總額	Total	5,362,788	-	5,362,788	(5,014,770)	(290,527)	57,491

(附註 Note)

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

**8. 涉及抵銷、可執行總互抵銷  
安排及類似協議的金融資產  
及金融負債 - 續**

**8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES  
SUBJECT TO OFFSETTING, ENFORCEABLE MASTER  
NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS**

- continued

金融資產類別	Types of financial assets	金融資產 確認總額 Gross amounts of recognised financial assets 港幣千元 HK\$'000	財務狀況表 內可被抵銷的 金融負債總額 Gross amounts of recognised financial liabilities offset in the statement of financial position 港幣千元 HK\$'000	銀行 THE BANK		財務狀況表內 沒有被抵銷的相關金額 Related amounts not offset in the statement of financial position 已收取的 現金/金融 抵押品 Cash/ financial collateral received 港幣千元 HK\$'000 (附註 Note)	淨額 Net amounts 港幣千元 HK\$'000
				財務狀況表 內呈列的 金融資產淨額 Net amounts of financial assets presented in the statement of financial position 港幣千元 HK\$'000	金融工具 Financial instruments 港幣千元 HK\$'000		
於二零一三年十二月三十一日	At 31 December 2013						
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	160,057	-	160,057	(34,448)	(102,738)	22,871
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	4,707	-	4,707	(4,707)	-	-
可供出售之債務證券	Available-for-sale debt securities	1,287,098	-	1,287,098	(1,115,597)	(3,335)	168,166
持至到期日之債務證券	Held-to-maturity debt securities	156,463	-	156,463	(141,060)	-	15,403
<b>總額</b>	<b>Total</b>	<u>1,608,325</u>	<u>-</u>	<u>1,608,325</u>	<u>(1,295,812)</u>	<u>(106,073)</u>	<u>206,440</u>

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

### 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS

- continued

金融負債類別	Types of financial liabilities	金融負債 確認總額 Gross amounts of recognised financial liabilities 港幣千元 HK\$'000	財務狀況表 內可被抵銷的 金融資產總額 Gross amounts of recognised financial assets offset in the statement of financial position 港幣千元 HK\$'000	財務狀況表 內呈列的 金融負債淨額 Net amounts of financial liabilities presented in the statement of financial position 港幣千元 HK\$'000	銀行 THE BANK		
					財務狀況表內 沒有被抵銷的相關金額 Related amounts not offset in the statement of financial position	已抵押的 現金/金融 抵押品 Cash/ financial collateral pledged	淨額 Net amounts 港幣千元 HK\$'000
於二零一三年十二月三十一日	At 31 December 2013						
衍生工具 - 利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps	58,643	-	58,643	(34,448)	(15,382)	8,813
衍生工具 - 外幣遠期合約	Derivatives - foreign currency forward contracts	31,484	-	31,484	(4,707)	(1,835)	24,942
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	1,256,657	-	1,256,657	(1,256,657)	-	-
<b>總額</b>	<b>Total</b>	<u>1,346,784</u>	<u>-</u>	<u>1,346,784</u>	<u>(1,295,812)</u>	<u>(17,217)</u>	<u>33,755</u>

附註：於二零一四年十二月三十一日及二零一三年十二月三十一日已收取/抵押的現金及金融抵押品代表其公平值。

Note: The cash and financial collateral received / pledged as at 31 December 2014 and 31 December 2013 represent their fair values.

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**8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續**

呈列於財務狀況表內並於上表中披露的金融資產及金融負債之總額及其淨額是以下列基準於財務狀況表內計量：

- 衍生金融資產及負債 - 公平值；
- 於回購協議下出售之金融資產 - 攤銷成本；
- 可供出售之債務證券 - 公平值；
- 持至到期日之債務證券 - 攤銷成本；及
- 香港中央結算有限公司及經紀客戶應收款或應付款 - 攤銷成本

除了可供出售之債務證券是用不同於相關的於回購協議下出售之金融資產的計量基準外，於本集團及本銀行的財務狀況表內或涉及可執行總互抵銷安排或類似協議內的已抵銷相關金融資產及金融負債的金額是以相同於其確認的金融資產及金融負債的基準作計量。本銀行之董事認為不同的計量基準並沒有產生重大差異。

**8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS - continued**

The gross amounts of financial assets and financial liabilities and their net amounts as presented in the statements of financial position that are disclosed in the above tables are measured in the statements of financial position on the following basis:

- derivative financial assets and liabilities - fair value;
- financial assets sold under repurchase agreements - amortised cost;
- available-for-sale debt securities - fair value;
- held-to-maturity debt securities - amortised cost; and
- amounts due from or due to HKSCC and brokerage clients - amortised cost

The amounts which have been offset against the related recognised financial assets and financial liabilities in the Group's and the Bank's statements of financial position or subject to enforceable master netting arrangements or similar agreements are measured on the same basis as the recognised financial assets and financial liabilities except for available-for-sale debt securities, which are measured on different basis as the related financial assets sold under repurchase agreements. The directors of the Bank consider there are no material differences arising from the measuring differences.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 8. 涉及抵銷、可執行總互抵銷安排及類似協議的金融資產及金融負債 - 續

下表調節由呈列於上述本集團及本銀行的財務狀況表內的金融資產及金融負債的淨額到其呈列於本集團及本銀行的財務狀況表內的相關項目。

### 8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES SUBJECT TO OFFSETTING, ENFORCEABLE MASTER NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS - continued

The tables below reconcile the net amounts of financial assets and financial liabilities presented in the Group's and the Bank's statements of financial position, as set out above, to the line items presented in the Group's and the Bank's statements of financial position.

金融資產類別	Types of financial assets	集團 THE GROUP		銀行 THE BANK	
		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
衍生工具 - 上述之利率掉期合約及跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps as stated above	122,915	160,057	122,915	160,057
衍生工具 - 上述之外幣遠期合約	Derivatives - foreign currency forward contracts as stated above	18,999	4,707	18,999	4,707
		<u>141,914</u>	<u>164,764</u>	<u>141,914</u>	<u>164,764</u>
衍生金融資產不在抵銷披露範疇	Derivative financial assets not in scope of offsetting disclosures	248	5,371	248	5,371
衍生金融資產總額列於附註 19	Total derivative financial assets stated in note 19	<u>142,162</u>	<u>170,135</u>	<u>142,162</u>	<u>170,135</u>
上述之可供出售之債務證券	Available-for-sale debt securities as stated above	3,368,491	1,287,098	3,368,491	1,287,098
可供出售之證券不在抵銷披露範疇	Available-for-sale securities not in scope of offsetting disclosures	4,506,429	4,146,143	4,380,827	4,039,784
可供出售之證券總額列於附註 20	Total available-for-sale securities stated in note 20	<u>7,874,920</u>	<u>5,433,241</u>	<u>7,749,318</u>	<u>5,326,882</u>
上述之持至到期日之債務證券	Held-to-maturity debt securities as stated above	2,102,043	156,463	2,102,043	156,463
持至到期日之證券不在抵銷披露範疇	Held-to-maturity securities not in scope of offsetting disclosures	6,561,093	8,170,259	6,530,470	8,170,259
持至到期日之證券總額列於附註 20	Total held-to-maturity securities stated in note 20	<u>8,663,136</u>	<u>8,326,722</u>	<u>8,632,513</u>	<u>8,326,722</u>
上述之香港中央結算有限公司及經紀客戶應收款	Amount due from HKSCC and brokerage clients as stated above	364,377	208,206	-	-
其他賬項不在抵銷披露範疇	Other accounts not in scope of offsetting disclosures	1,225,361	419,263	1,197,060	387,684
其他賬項總額列於附註 22	Total other accounts stated in note 22	<u>1,589,738</u>	<u>627,469</u>	<u>1,197,060</u>	<u>387,684</u>

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**8. 涉及抵銷、可執行總互抵銷  
安排及類似協議的金融資產  
及金融負債 - 續**

**8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES  
SUBJECT TO OFFSETTING, ENFORCEABLE MASTER  
NETTING ARRANGEMENTS AND SIMILAR AGREEMENTS**  
- continued

金融負債類別	Types of financial liabilities	集團 THE GROUP		銀行 THE BANK	
		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
衍生工具 - 上述之利率掉期合約及 跨貨幣利率掉期合約	Derivatives - interest rate swaps and cross-currency interest rate swaps as stated above	155,097	58,643	155,097	58,643
衍生工具 - 上述之外幣遠期合約	Derivatives - foreign currency forward contracts as stated above	258,927	31,484	258,927	31,484
衍生金融負債不在抵銷披露範疇	Derivative financial liabilities not in scope of offsetting disclosures	1,098	10,526	1,098	10,526
衍生金融負債總額列於附註 19	Total derivative financial liabilities stated in note 19	<u>415,122</u>	<u>100,653</u>	<u>415,122</u>	<u>100,653</u>
上述及列於附註 29 之 於回購協議下出售之金融資產	Financial assets sold under repurchase agreements as stated above and in note 29	<u>4,948,764</u>	<u>1,256,657</u>	<u>4,948,764</u>	<u>1,256,657</u>
上述及包括在其他賬項內之 香港中央結算有限公司及 經紀客戶應付款	Amounts due to HKSCC and brokerage clients as stated above and included in other accounts	321,647	127,314	-	-
其他賬項及應付費用總額 不在抵銷披露範疇	Total other accounts and accruals not in scope of offsetting disclosures	<u>1,038,966</u>	<u>725,116</u>	<u>926,507</u>	<u>624,977</u>
呈列於本集團及本銀行的財務狀況表內之 其他賬項及應付費用總額	Total other accounts and accruals as stated in the Group's and the Bank's statements of financial position	<u>1,360,613</u>	<u>852,430</u>	<u>926,507</u>	<u>624,977</u>

## 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 9. 淨利息收入

利息收入
存放於中央銀行、同業及其他 財務機構之結餘及款項
證券投資
貸款及借貸
利率掉期合約
利息支出
同業及其他財務機構之存款及 結餘
客戶存款
於回購協議下出售之金融資產
存款證
發行借貸資本
利率掉期合約

淨利息收入
已計入利息收入
減值貸款利息收入

包括在利息收入及利息支出中來自非按公平值列賬及列入損益賬之金融資產及金融負債中所獲得及產生的收入及支出分別為港幣2,133,849,000元(二零一三年:港幣1,580,167,000元)及港幣762,405,000元(二零一三年:港幣572,284,000元)。

以上金額包括來自非上市投資債務證券之利息收入為港幣352,696,000元(二零一三年:港幣299,615,000元)。

### 9. NET INTEREST INCOME

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Interest income		
Balances and placements with central bank, banks and other financial institutions	464,510	264,401
Investments in securities	352,696	299,615
Loans and advances	1,316,473	1,014,332
Interest rate swaps	2,313	17,319
	<u>2,135,992</u>	<u>1,595,667</u>
Interest expense		
Deposits and balances of banks and other financial institutions	(15,249)	(9,312)
Deposits from customers	(643,870)	(491,389)
Financial assets sold under repurchase agreements	(16,364)	(3,028)
Certificates of deposit	(23,867)	(4,830)
Loan capital in issue	(63,055)	(63,725)
Interest rate swaps	(1,840)	(9,178)
	<u>(764,245)</u>	<u>(581,462)</u>
Net interest income	<u>1,371,747</u>	<u>1,014,205</u>
Included within interest income		
Interest income on impaired loans and advances	283	238

Included within interest income and interest expense are HK\$2,133,849,000 (2013: HK\$1,580,167,000) and HK\$762,405,000 (2013: HK\$572,284,000) earned and incurred from financial assets and financial liabilities that are not at fair value through profit or loss, respectively.

Included above is interest income from unlisted investments in debt securities of HK\$352,696,000 (2013: HK\$299,615,000).

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**10. 淨費用及佣金收入**

**10. NET FEE AND COMMISSION INCOME**

		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
費用及佣金收入	Fee and commission income		
證券買賣	Securities dealings	134,747	131,429
信貸限額	Credit lines	19,542	16,325
貿易融資	Trade finance	13,303	13,205
信用卡服務	Credit card services	82,062	76,947
代理服務	Agency services	32,188	29,153
其他	Others	<u>18,988</u>	<u>16,137</u>
費用及佣金收入總額	Total fee and commission income	<b>300,830</b>	283,196
減：費用及佣金支出	Less: Fee and commission expenses	<u>(76,059)</u>	<u>(73,263)</u>
淨費用及佣金收入	Net fee and commission income	<u><b>224,771</b></u>	<u>209,933</u>
其中：	of which:		
淨費用及佣金，不包括用作計算 實際利率之金額，關於不是 持作買賣用途或指定按公平值 列賬及列入損益賬之金融資產 及金融負債	Net fee and commission, other than amounts included in determining the effective interest rate, arising from financial assets or financial liabilities that are not held for trading nor designated at fair value through profit or loss		
- 費用收入	- Fee income	122,980	114,121
- 費用支出	- Fee expenses	<u>(75,585)</u>	<u>(70,665)</u>
		<u><b>47,395</b></u>	<u>43,456</u>



## 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 11. 淨買賣收入

外匯
指定按公平值列賬之金融資產 之淨支出
按公平值列賬及列入損益賬之 金融工具之淨溢利
公平值對沖之淨溢利(虧損)：
- 與對沖風險有關的對沖項目 之淨溢利(虧損)
- 對沖工具之淨(虧損)溢利

「淨買賣收入 - 外匯」包括現貨及遠期合約、掉期合約及兌換外幣資產及負債之溢利及虧損，但並不指定作合資格的對沖關係。

本集團因應其資金管理及資金活動訂立外匯掉期合約。它涉及以即期匯率將一種貨幣(「原有貨幣」)轉換為另一種貨幣(「掉期貨幣」)作短期存放款項，並同時訂立遠期合約，在存放款項到期日將資金兌回原有貨幣。遠期合約及現貨的匯兌調整之前分別被獨立確認為「按公平值列賬及列入損益賬之金融工具之淨溢利(虧損)」及「其他營業收入」。

為了更好地反映本集團由外匯業務所產生的財務表現，本集團已決定把所有與外匯相關的溢利或虧損呈列為「淨買賣收入 - 外匯」。比對資料已重新分類以符合本年度的呈列。

### 11. NET TRADING INCOME

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Foreign exchange	100,601	77,274
Net expenses from financial assets designated at fair value	(8,414)	(75,739)
Net gains on financial instruments at fair value through profit or loss	7,121	80,461
Net gains (losses) on fair value hedge:		
- Net gains (losses) on hedged items attributable to the hedged risk	80,708	(22,829)
- Net (losses) gains on hedging instruments	(80,893)	23,365
	<u>99,123</u>	<u>82,532</u>

“Net trading income - foreign exchange” includes gains and losses from spots and forward contracts, swaps and translated foreign currency assets and liabilities, which are not designated as qualifying hedging relationship.

The Group entered into foreign exchange swaps for its treasury management and funding activities. It involves swapping a currency (“original currency”) into another currency (“swap currency”) at the spot exchange rate for short-term placement and simultaneously entering into a forward contract to convert the funds back to the original currency on maturity of the placement. The exchange difference of the forward contracts and spots was previously recognised separately as “Net gains (losses) on financial instruments at fair value through profit or loss” and “Other operating income” respectively.

To better reflect financial performance arising from foreign exchange business of the Group, the Group has decided to present all foreign exchange related gains or losses into “Net trading income - foreign exchange”. Comparative information has been reclassified to conform with the current year’s presentation.

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**12. 其他營業收入**

股息收入
- 上市投資
- 非上市投資
投資物業租金收入毛額
減：開支
租金收入淨額
保管箱租金收入
除索償及佣金支出之保險承保溢價
其他銀行服務收入
退休福利的溢利
其他

**12. OTHER OPERATING INCOME**

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Dividend income		
- Listed investments	6,856	6,136
- Unlisted investments	5,212	4,855
Gross rents from investment properties	9,807	16,979
Less: Outgoings	(3,749)	(1,034)
Net rental income	6,058	15,945
Safe deposit box rentals	47,723	42,461
Insurance underwriting premiums less claims and commission expense	17,982	12,436
Other banking services income	47,435	48,213
Gain on retirement benefit	86	-
Others	2,762	5,289
	<u>134,114</u>	<u>135,335</u>

**13. 營業支出**

核數師酬金
人事費用（包括董事酬金）
- 薪金及其他費用
- 退休福利計劃供款
人事費用總額
折舊
預付土地租金之釋放
行址及設備支出， 折舊 / 預付土地租金之釋放 除外
- 物業租金及差餉
- 其他
其他營業支出

**13. OPERATING EXPENSES**

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Auditor's remuneration	4,063	4,607
Staff costs (including directors' emoluments)		
- Salaries and other costs	522,814	432,385
- Retirement benefits scheme contributions	32,143	31,655
Total staff costs	554,957	464,040
Depreciation	47,653	54,878
Release of prepaid lease payments for land	66	66
Premises and equipment expenses, excluding depreciation / release of prepaid lease payments for land		
- Rentals and rates for premises	100,279	42,299
- Others	26,762	23,313
Other operating expenses	231,951	192,372
	<u>965,731</u>	<u>781,575</u>

營運租賃之最低租金支出為港幣92,645,000元（二零一三年：港幣35,007,000元）已包括於行址及設備支出中。

Included in the premises and equipment expenses are minimum lease payments under operating lease of HK\$92,645,000 (2013: HK\$35,007,000).

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### 14. 董事、行政總裁及僱員薪酬

支付或應付予本銀行董事及行政總裁之薪酬總額如下：

### 14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

The emoluments paid or payable to each of the directors and the chief executive of the Bank were as follows:

	2014					2013				
	袍金 Fees 港幣千元 HK\$'000	薪金及 其他福利 Salaries and other benefits 港幣千元 HK\$'000	獎金 Bonus 港幣千元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefits scheme 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	袍金 Fees 港幣千元 HK\$'000	薪金及 其他福利 Salaries and other benefits 港幣千元 HK\$'000	獎金 Bonus 港幣千元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefits scheme 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
<b>執行董事及行政總裁</b>	<b>Executive Directors and Chief Executive</b>									
梁高美懿 (附註)	158	10,267	1,500	511	12,436	-	-	-	-	-
劉惠民	180	4,293	908	426	5,807	150	3,568	330	356	4,404
廖鐵城	180	4,033	559	395	5,167	150	4,013	329	395	4,887
廖烈武 (於二零一四年辭任)	30	52	-	5	87	250	437	34	41	762
廖烈智 (於二零一四年辭任)	18	1,221	-	42	1,281	150	7,980	280	336	8,746
廖俊寧 (於二零一四年辭任)	18	268	-	20	306	150	2,433	135	162	2,880
<b>執行董事及行政總裁 薪酬總額</b>	<b>584</b>	<b>20,134</b>	<b>2,967</b>	<b>1,399</b>	<b>25,084</b>	<b>850</b>	<b>18,431</b>	<b>1,108</b>	<b>1,290</b>	<b>21,679</b>
<b>非執行董事</b>	<b>Non-executive Directors</b>									
張招興	308	-	-	-	308	-	-	-	-	-
周卓如	300	-	-	-	300	250	-	-	-	250
李鋒	264	-	-	-	264	-	-	-	-	-
王恕慧	264	-	-	-	264	-	-	-	-	-
朱春秀	264	-	-	-	264	-	-	-	-	-
廖坤城 (於二零一四年辭任)	30	-	-	-	30	250	-	-	-	250
孟慶惠 (於二零一四年辭任)	20	-	-	-	20	170	-	-	-	170
何家樂 (於二零一四年辭任)	20	-	-	-	20	170	-	-	-	170
堀越秀一 (於二零一四年辭任)	20	-	-	-	20	170	-	-	-	170
<b>非執行董事薪酬總額</b>	<b>1,490</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,490</b>	<b>1,010</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,010</b>
<b>獨立非執行董事</b>	<b>Independent Non-executive Directors</b>									
鄭毓和	300	-	-	-	300	250	-	-	-	250
李家麟	264	-	-	-	264	-	-	-	-	-
謝德耀	300	-	-	-	300	250	-	-	-	250
馬照祥	300	-	-	-	300	250	-	-	-	250
陳有慶 (於二零一四年辭任)	30	-	-	-	30	250	-	-	-	250
范華達 (於二零一四年辭任)	30	10	-	-	40	250	80	-	-	330
<b>獨立非執行董事薪酬 總額</b>	<b>1,224</b>	<b>10</b>	<b>-</b>	<b>-</b>	<b>1,234</b>	<b>1,250</b>	<b>80</b>	<b>-</b>	<b>-</b>	<b>1,330</b>
<b>總額</b>	<b>3,298</b>	<b>20,144</b>	<b>2,967</b>	<b>1,399</b>	<b>27,808</b>	<b>3,110</b>	<b>18,511</b>	<b>1,108</b>	<b>1,290</b>	<b>24,019</b>

附註：本銀行之副主席兼董事總經理。

Note: Being the Deputy Chairman and Managing Director of the Bank.

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**14. 董事、行政總裁及僱員薪酬 - 續**

劉惠民先生也是本銀行的行政總裁而以上披露之薪酬已包括其以行政總裁身份提供的服務。

本集團二零一四年及二零一三年分別三名及四名薪酬最高之僱員均為本銀行之董事，其薪酬詳列於上述附註。本集團二零一四年的五名薪酬最高之僱員中其餘者的薪酬範圍介乎港幣 2,500,001 元至港幣 3,500,000 元。截至二零一四年十二月三十一日及二零一三年十二月三十一日止年度，並沒有董事或行政總裁放棄薪酬。

**15. 稅項**

稅項支出包括：

香港利得稅

- 是年度

- 往年度撥備(回撥)差額

海外稅項

- 是年度

- 往年度(回撥)撥備差額

遞延稅項(附註 36)

香港利得稅乃依據本年度估計應課稅溢利稅率百分之十六點五計算(二零一三年：百分之十六點五)。

其他司法管轄地區之稅率乃根據其司法管轄地區之現行稅率計算。

**14. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS - continued**

Mr Lau Wai Man is also the Chief Executive of the Bank and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

The three and four highest paid individuals in the Group in 2014 and 2013 respectively were the directors of the Bank and details of their emoluments are included above. The remaining in the five highest paid individuals in the Group in 2014 was the emolument band of HK\$2,500,001 - HK\$3,500,000. No directors nor the chief executive waived any emoluments in the years ended 31 December 2014 and 31 December 2013.

**15. TAXATION**

The tax charge comprises:

Hong Kong Profits Tax

- Current year

- Under (over) provision in prior years

Overseas taxation

- Current year

- (Over) under provision in prior years

Deferred tax (Note 36)

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
- Current year	135,782	88,204
- Under (over) provision in prior years	333	(1,728)
- Current year	47,049	21,390
- (Over) under provision in prior years	(392)	1,708
	<u>(17,085)</u>	<u>2,863</u>
	<u>165,687</u>	<u>112,437</u>

Hong Kong Profits Tax is calculated at 16.5% (2013: 16.5%) of the estimated assessable profit for the year.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

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## 15. 稅項 - 續

本集團的綜合收益表中除稅前溢利與是年度之稅項支出之對賬如下：

除稅前溢利
按本地之利得稅稅率百分之十六點五（二零一三年：百分之十六點五）計算之稅項
所佔聯營公司之溢利之稅務影響 不可扣減支出之稅務影響
毋須課稅之收入之稅務影響
往年度回撥差額
在其他司法管轄地區經營之附屬公司及分行繳納不同稅率之稅務影響
其他
本年度稅項支出

## 15. TAXATION - continued

The tax charge for the year can be reconciled to the Group's profit before taxation per the consolidated income statement as follows:

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Profit before taxation	<u>2,908,091</u>	<u>669,855</u>
Tax at the domestic income tax rate of 16.5% (2013: 16.5%)	479,834	110,526
Tax effect of share of profits of associates	(6,384)	(5,297)
Tax effect of expenses not deductible for tax purpose	528	68
Tax effect of income not taxable for tax purpose	(322,167)	(2,546)
Over provision in prior years	(59)	(20)
Effect of different tax rates of subsidiaries and branches operating in other jurisdictions	16,355	6,958
Others	(2,420)	2,748
Tax charge for the year	<u>165,687</u>	<u>112,437</u>

## 16. 股息

本年度被確認為派發予普通股股東之股息：

二零一四年年度特別中期， 每股港幣 4.5195 元 (二零一三年：無)
二零一四年年度中期， 每股港幣 0.19 元 (二零一三年：二零一三年 年度中期，每股港幣 0.14 元)
二零一三年年度末期， 每股港幣 0.33 元 (二零一三年：二零一二年 年度末期，每股港幣 0.35 元)

董事會建議擬派發本年度末期股息為每股港幣 0.41 元，合共港幣 178,350,000 元（二零一三年：港幣 0.33 元，合共港幣 143,550,000 元），並將於下次週年股東大會中由股東批核。

## 16. DIVIDENDS

Dividends recognised as distribution to ordinary shareholders during the year:

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
2014 Special Interim - HK\$4.5195 (2013: Nil) per share	1,965,983	-
2014 Interim - HK\$0.19 (2013: 2013 Interim - HK\$0.14) per share	82,650	60,900
2013 Final - HK\$0.33 (2013: 2012 Final - HK\$0.35) per share	143,550	152,250
	<u>2,192,183</u>	<u>213,150</u>

The final dividend of HK\$0.41 per share, totalling HK\$178,350,000, in respect of the current financial year (2013: HK\$0.33 per share, totalling HK\$143,550,000) has been proposed by the Board and is subject to approval by the shareholders in the next annual general meeting of the shareholders.

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**16. 股息 - 續**

於二零一三年十二月二十日召開的特別股東大會，批准於二零一四年二月四日已登記於本銀行的股東名冊內之股東獲得每股港幣4.5195元之特別中期股息，合共港幣1,965,982,500元。當最終控股公司及廣州越秀集團有限公司於二零一三年十月二十五日的部份出售（定義及規定見本銀行發出的聯合公告）成為無條件限制及物業轉讓（定義及規定見本銀行發出的聯合公告）已於二零一四年二月十九日完成，支付特別中期股息的附帶條件已於二零一四年二月五日被滿足。每股港幣4.5195元之特別中期股息已於二零一四年二月二十日支付。

於二零一四年八月七日召開的董事會，董事會宣派每股港幣0.19元的中期股息（二零一三年：港幣0.14元）。合共港幣82,650,000元（二零一三年：港幣60,900,000元）的中期股息已於二零一四年九月二十六日支付。

**17. 每股盈利 - 基本及攤薄**

每股基本盈利之計算乃根據本銀行股本擁有人應佔溢利港幣2,742,404,000元（二零一三年：港幣577,418,000元）及於年內已發行435,000,000股（二零一三年：435,000,000股）普通股計算。每股基本盈利不包括出售創興銀行中心之盈利為港幣1.82元。

截至二零一四年十二月三十一日及二零一三年十二月三十一日止年度沒有發行潛在攤薄工具。

**16. DIVIDENDS - continued**

At an extraordinary general meeting of the shareholders on 20 December 2013, a special interim dividend of HK\$4.5195 per share, totaling HK\$1,965,982,500 to shareholders on the Bank's register of members as of 4 February 2014 was approved. The conditions for payment of the special interim dividend were satisfied on 5 February 2014, when the Partial Disposal, as defined and stipulated in the joint announcement made by the Bank, the ultimate holding company and Guangzhou Yue Xiu Holdings Limited on 25 October 2013, became unconditional, and on 19 February 2014 when the completion of the Property Transfer, as defined and stipulated in this joint arrangement, took place. The special interim dividend of HK\$4.5195 per share was paid on 20 February 2014.

At the board meeting on 7 August 2014, the Board declared a total amount of interim dividend of HK\$82,650,000 (2013: HK\$60,900,000) at a rate of HK\$0.19 (2013: HK\$0.14) per share. The interim dividend was paid on 26 September 2014.

**17. EARNINGS PER SHARE - BASIC AND DILUTED**

The calculation of basic earnings per share is based on the profit attributable to equity owners of the Bank of HK\$2,742,404,000 (2013: HK\$577,418,000) and on 435,000,000 (2013: 435,000,000) ordinary shares in issue during the year. The basic earnings per share excluding the net gains on disposal of Chong Hing Bank Centre was HK\$1.82.

As at 31 December 2014 and 31 December 2013, there were no potential dilutive instrument in issue.

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### 18. 庫存現金及短期資金

庫存現金及存放中央銀行、同業及  
其他財務機構款項

通知及短期存款

外匯基金票據

包含在本集團及本銀行之「庫存現金及存放中央銀行、同業及其他財務機構款項」為本銀行汕頭分行存放於中國人民銀行之額外存款準備金為港幣1,417,484,000元(二零一三年:港幣44,157,000元)。

### 19. 衍生金融工具

持作買賣用途的衍生工具

- 外幣遠期合約

- 利率掉期合約

指定作對沖工具的衍生工具

- 利率掉期合約

- 跨貨幣利率掉期合約

### 18. CASH AND SHORT-TERM FUNDS

	集團 THE GROUP		銀行 THE BANK	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Cash and balances with central bank, banks and other financial institutions	3,097,135	3,292,475	3,086,618	3,281,979
Money at call and short notice	21,476,748	11,789,323	21,476,748	11,789,323
Exchange fund bills	1,458,299	1,107,796	1,458,299	1,107,796
	<u>26,032,182</u>	<u>16,189,594</u>	<u>26,021,665</u>	<u>16,179,098</u>

Included in the “Cash and balances with central bank, banks and other financial institutions” of the Group and the Bank are surplus reserve deposits placed with People’s Bank of China in the People’s Republic of China (“PRC”) by the Shantou Branch of the Bank of HK\$1,417,484,000 (2013: HK\$44,157,000).

### 19. DERIVATIVE FINANCIAL INSTRUMENTS

#### 集團及銀行 THE GROUP AND THE BANK

	2014			2013		
	名義金額 Notional amount 港幣千元 HK\$'000	公平值 Fair value		名義金額 Notional amount 港幣千元 HK\$'000	公平值 Fair value	
		資產 Assets	負債 Liabilities		資產 Assets	負債 Liabilities
		港幣千元 HK\$'000	港幣千元 HK\$'000		港幣千元 HK\$'000	港幣千元 HK\$'000
Derivatives held for trading						
- Foreign currency forward contracts	14,459,444	19,246	260,024	5,779,843	10,078	42,011
- Interest rate swaps	70,000	1,736	1,597	120,000	984	11,059
Derivatives designated as hedging instruments						
- Interest rate swaps	8,879,021	121,180	151,703	6,700,061	159,073	42,499
- Cross-currency interest rate swaps	233,306	-	1,798	233,306	-	5,084
		<u>142,162</u>	<u>415,122</u>		<u>170,135</u>	<u>100,653</u>

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## 19. 衍生金融工具 - 續

於二零一四年十二月三十一日，外幣遠期合約的買入貨幣主要包括港幣及人民幣（二零一三年：港幣及澳幣），及外幣遠期合約的賣出貨幣主要包括人民幣及美元（二零一三年：人民幣及美元）。於二零一四年十二月三十一日及二零一三年十二月三十一日，所有這些合約的結算日均在報告期末一年內。

持作買賣用途的利率掉期合約的剩餘到期日為六年（二零一三年：一至七年）。

於二零一四年十二月三十一日，持作買賣用途的利率掉期合約的名義金額為港幣 70,000,000 元（二零一三年：港幣 120,000,000 元），當中名義金額有港幣 35,000,000 元（二零一三年：港幣 35,000,000 元）為浮動利率換固定利率的掉期合約，餘下名義金額有港幣 35,000,000 元（二零一三年：港幣 85,000,000 元）為固定利率換浮動利率的掉期合約。

衍生工具風險之加權信貸風險金額是根據香港《銀行業條例》下的《銀行業（資本）規則》計算如下：

## 19. DERIVATIVE FINANCIAL INSTRUMENTS - continued

As at 31 December 2014, the currencies of foreign currency forward contracts mainly comprise buying Hong Kong dollars and Renminbi (2013: Hong Kong dollars and Australian dollars), and the currencies of foreign currency forward contracts mainly comprise selling Renminbi and United States dollars (2013: Renminbi and United States dollars). As at 31 December 2014 and 31 December 2013, all of these contracts have settlement dates within one year from the end of the reporting period.

The remaining maturity of interest rate swaps held for trading is 6 years (2013: 1 to 7 years).

Of the interest rate swaps held for trading with a notional amount of HK\$70,000,000 (2013: HK\$120,000,000) as at 31 December 2014, the notional amount of HK\$35,000,000 (2013: HK\$35,000,000) was floating-to-fixed rate swaps, the remaining notional amount of HK\$35,000,000 (2013: HK\$85,000,000) was fixed-to-floating rate swaps.

The credit risk-weighted amounts of derivative exposures calculated based on the Banking (Capital) Rules of the Hong Kong Banking Ordinance are as follows:

### 集團及銀行 THE GROUP AND THE BANK

	2014			2013		
	名義金額 Notional amount 港幣千元 HK\$'000	重置成本 Replacement cost 港幣千元 HK\$'000	加權信貸 風險金額 Credit risk- weighted amount 港幣千元 HK\$'000	名義金額 Notional amount 港幣千元 HK\$'000	重置成本 Replacement cost 港幣千元 HK\$'000	加權信貸 風險金額 Credit risk- weighted amount 港幣千元 HK\$'000
匯率合約						
Exchange rate contracts	14,692,750	19,246	72,891	6,013,149	10,078	19,515
利率合約						
Interest rate contracts	8,949,021	122,916	47,878	6,820,061	160,057	51,237
		<u>142,162</u>	<u>120,769</u>		<u>170,135</u>	<u>70,752</u>



## 綜合財務報表之附註

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#### 19. 衍生金融工具 - 續

重置成本是指本集團為取代現有交易或現有合約而須與另一對手訂立另一項對本集團有大致相同經濟後果的合約的情況下，本集團會產生的成本及是藉將現有交易或現有合約按市價計值方式計算的。如所得值對本集團而言是正數，重置成本則取現有交易或現有合約的所得值。如所得值對本集團而言是負數，重置成本則為零。重置成本乃此等合約之信用風險於報告期末之接近的估計金額。

衍生金融工具包括匯率合約及利率合約以公平值於財務狀況表內確認。

衍生金融工具的公平值並不考慮雙邊淨額結算協議之影響。

#### 固定利率債券的公平值對沖

本集團指定相當利率掉期合約及跨貨幣利率掉期合約作為公平值對沖，以對沖其可供出售之債務證券之公平值變動。於二零一四年十二月三十一日，這些可供出售之債務證券的賬面值為港幣7,579,555,000元（二零一三年：港幣5,182,952,000元）。目的是要減低因公平值變動所引致之風險，方法是透過把這些固定利率債券的利率由固定利率轉換為浮動利率。這些利率掉期合約及跨貨幣利率掉期合約及其相關的固定利率債券擁有相同的條款，本集團之管理層認為該等利率掉期合約及跨貨幣利率掉期合約是高度有效的對沖工具。這些利率掉期合約、跨貨幣利率掉期合約及債務證券的剩餘到期日為四個月至九年半。

#### 19. DERIVATIVE FINANCIAL INSTRUMENTS - continued

Replacement cost is the cost which would be incurred by the Group if it was required to enter into another contract to replace the existing transaction or existing contract with another counterparty with substantially the same economic consequences for the Group and is calculated by marking-to-market the existing transaction or existing contract. If the resultant value is positive for the Group, the replacement cost shall be the resultant value of the existing transaction or existing contract. If the resultant value is negative for the Group, the replacement cost shall be zero. Replacement cost is a close approximation of the credit risk for these contracts at the end of the reporting period.

The derivative financial instruments including exchange rate contracts and interest rate contracts have been recognised in the statements of financial position at fair values.

The fair values of the derivative financial instruments do not take into account the effect of any bilateral netting agreements.

#### Fair value hedge of fixed-rate bonds

The Group designates certain interest rate swaps and cross-currency interest rate swaps as fair value hedges of available-for-sale debt securities with carrying amount of HK\$7,579,555,000 (2013: HK\$5,182,952,000) as at 31 December 2014. The purpose is to minimise its exposure to fair value changes of its fixed-rate bonds by swapping these fixed-rate bonds from fixed rates to floating rates. The interest rate swaps and cross-currency interest rate swaps and the corresponding fixed-rate bonds have the same terms. The management of the Group considers that the interest rate swaps and cross-currency interest rate swaps are highly effective hedging instruments. The remaining maturity of these interest rate swaps, cross-currency interest rate swaps and debt securities ranged from 4 months to 9.5 years.

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**19. 衍生金融工具 - 續**

**固定利率債券的公平值對沖 - 續**

於二零一四年十二月三十一日及二零一三年十二月三十一日止年度期間，上述公平值對沖能有效地對沖因利率變動所引致的公平值變動風險，於是，相關的債券之公平值的溢利為港幣127,648,000元（二零一三年：虧損為港幣157,671,000元）及利率掉期合約之公平值的虧損為港幣132,164,000元（二零一三年：溢利為港幣153,490,000元）及跨貨幣利率掉期合約之公平值的溢利為港幣3,278,000元（二零一三年：溢利為港幣4,150,000元），已包含於綜合收益表內。

**已發行後償票據的公平值對沖**

本集團指定利率掉期合約作為公平值對沖，以對沖其發行的2.25億美元後償票據之利率變動（參閱附註32）。目的是要減低因公平值變動所引致之風險，方法是透過把固定利率票據的利率由固定利率轉換為浮動利率。該利率掉期合約及被對沖的後償票據擁有相同的條款，本集團之管理層認為該利率掉期合約是高度有效的對沖工具。

此對沖能有效地對沖因利率變動所引致的公平值變動風險，於是，票據之公平值的增加為港幣46,940,000元（二零一三年：公平值的減少為港幣134,842,000元）及利率掉期合約之公平值的溢利為港幣47,993,000元（二零一三年：虧損為港幣134,275,000元），已包含於綜合收益表內。

**19. DERIVATIVE FINANCIAL INSTRUMENTS - continued**

**Fair value hedge of fixed-rate bonds - continued**

During the years ended 31 December 2014 and 31 December 2013, the above fair value hedges were effective in hedging the fair value exposures to interest rate movements and as a result, both the gains in fair value of the bonds of HK\$127,648,000 (2013: losses of HK\$157,671,000) and losses in fair value of the interest rate swaps of HK\$132,164,000 (2013: gains of HK\$153,490,000) and gains in fair value of cross-currency interest rate swaps of HK\$3,278,000 (2013: gains of HK\$4,150,000) were included in the consolidated income statement.

**Fair value hedge of subordinated note issued**

The Group designates an interest rate swap as fair value hedge of the interest rate movement of the US\$225 million subordinated note issued (see note 32). The purpose is to minimise its exposure to fair value changes of its fixed-rate note by swapping fixed-rate note from fixed rate to floating rate. The interest rate swap and the hedged subordinated note have the same terms and the management of the Group considers that the interest rate swap is a highly effective hedging instrument.

The hedge was effective in hedging the fair value exposure to interest rate movements and as a result, both the increase in fair value of the note of HK\$46,940,000 (2013: decrease in fair value of HK\$134,842,000) and gains in fair value of the interest rate swap of HK\$47,993,000 (2013: losses of HK\$134,275,000) were included in the consolidated income statement.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
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## 20. 證券投資

## 20. INVESTMENTS IN SECURITIES

	集團 THE GROUP					銀行 THE BANK				
	按公平值列賬及 列入損益賬之金融資產 Financial assets at fair value through profit or loss					按公平值列賬及 列入損益賬之金融資產 Financial assets at fair value through profit or loss				
	持作 買賣用途 Held for trading	指定按 公平值列賬 Designated at fair value	可供出售 之證券 Available- for-sale securities	持至到期 日之證券 Held-to- maturity securities	總額 Total	持作 買賣用途 Held for trading	指定按 公平值列賬 Designated at fair value	可供出售 之證券 Available- for-sale securities	持至到期 日之證券 Held-to- maturity securities	總額 Total
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
二零一四年	2014									
股本證券：	Equity securities:									
香港上市	287	-	236,193	-	236,480	-	-	114,559	-	114,559
海外上市	-	-	8,573	-	8,573	-	-	8,573	-	8,573
	287	-	244,766	-	245,053	-	-	123,132	-	123,132
非上市	-	-	36,115	-	36,115	-	-	32,147	-	32,147
	287	-	280,881	-	281,168	-	-	155,279	-	155,279
債務證券：	Debt securities:									
存款證	-	-	-	1,163,972	1,163,972	-	-	-	1,163,972	1,163,972
其他債務證券 - 非上市	-	-	7,594,039	7,499,164	15,093,203	-	-	7,594,039	7,468,541	15,062,580
	-	-	7,594,039	8,663,136	16,257,175	-	-	7,594,039	8,632,513	16,226,552
總額：	Total:									
香港上市	287	-	236,193	-	236,480	-	-	114,559	-	114,559
海外上市	-	-	8,573	-	8,573	-	-	8,573	-	8,573
非上市	-	-	7,630,154	8,663,136	16,293,290	-	-	7,626,186	8,632,513	16,258,699
	287	-	7,874,920	8,663,136	16,538,343	-	-	7,749,318	8,632,513	16,381,831
上市證券市值：	Market value of listed securities:									
香港上市	287	-	236,193	-	236,480	-	-	114,559	-	114,559
海外上市	-	-	8,573	-	8,573	-	-	8,573	-	8,573
	287	-	244,766	-	245,053	-	-	123,132	-	123,132
按發行人分類：	As analysed by issuing entities:									
中央政府及中央銀行	-	-	-	10,629	10,629	-	-	-	10,629	10,629
公營機構	-	-	-	822,649	822,649	-	-	-	822,649	822,649
同業及其他財務機構	-	-	376,172	3,154,901	3,531,073	-	-	317,598	3,154,901	3,472,499
企業	287	-	7,493,896	4,674,957	12,169,140	-	-	7,430,836	4,644,334	12,075,170
其他	-	-	4,852	-	4,852	-	-	884	-	884
	287	-	7,874,920	8,663,136	16,538,343	-	-	7,749,318	8,632,513	16,381,831

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 20. 證券投資 - 續

## 20. INVESTMENTS IN SECURITIES - continued

		集團 THE GROUP					銀行 THE BANK				
		按公平值列賬及 列入損益賬之金融資產 Financial assets at fair value through profit or loss					按公平值列賬及 列入損益賬之金融資產 Financial assets at fair value through profit or loss				
		持作 買賣用途 Held for trading	指定按 公平值列賬 Designated at fair value	可供出售 之證券 Available- for-sale securities	持至到期 日之證券 Held-to- maturity securities	總額 Total	持作 買賣用途 Held for trading	指定按 公平值列賬 Designated at fair value	可供出售 之證券 Available- for-sale securities	持至到期 日之證券 Held-to- maturity securities	總額 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
二零一三年	2013										
股本證券：	Equity securities:										
香港上市	Listed in Hong Kong	211	-	199,680	-	199,891	-	-	97,289	-	97,289
海外上市	Listed overseas	-	-	7,713	-	7,713	-	-	7,713	-	7,713
		211	-	207,393	-	207,604	-	-	105,002	-	105,002
非上市	Unlisted	-	-	36,525	-	36,525	-	-	32,557	-	32,557
		211	-	243,918	-	244,129	-	-	137,559	-	137,559
債務證券：	Debt securities:										
存款證	Certificates of deposit	-	-	-	4,675,621	4,675,621	-	-	-	4,675,621	4,675,621
可換股債券	Convertible bonds	-	91,968	-	-	91,968	-	91,968	-	-	91,968
其他債務證券 - 非上市	Other debt securities - Unlisted	-	-	5,189,323	3,651,101	8,840,424	-	-	5,189,323	3,651,101	8,840,424
		-	91,968	5,189,323	8,326,722	13,608,013	-	91,968	5,189,323	8,326,722	13,608,013
總額：	Total:										
香港上市	Listed in Hong Kong	211	-	199,680	-	199,891	-	-	97,289	-	97,289
海外上市	Listed overseas	-	-	7,713	-	7,713	-	-	7,713	-	7,713
非上市	Unlisted	-	91,968	5,225,848	8,326,722	13,644,538	-	91,968	5,221,880	8,326,722	13,640,570
		211	91,968	5,433,241	8,326,722	13,852,142	-	91,968	5,326,882	8,326,722	13,745,572
上市證券市值：	Market value of listed securities:										
香港上市	Listed in Hong Kong	211	-	199,680	-	199,891	-	-	97,289	-	97,289
海外上市	Listed overseas	-	-	7,713	-	7,713	-	-	7,713	-	7,713
		211	-	207,393	-	207,604	-	-	105,002	-	105,002
按發行人分類：	As analysed by issuing entities:										
中央政府及中央銀行	Central governments and central banks	-	-	-	7,627	7,627	-	-	-	7,627	7,627
公營機構	Public sector entities	-	-	55,029	176,769	231,798	-	-	55,029	176,769	231,798
同業及其他財務機構	Banks and other financial institutions	43	-	363,505	6,619,205	6,982,753	-	-	322,456	6,619,205	6,941,661
企業	Corporate entities	168	91,968	5,010,154	1,523,121	6,625,411	-	91,968	4,948,812	1,523,121	6,563,901
其他	Others	-	-	4,553	-	4,553	-	-	585	-	585
		211	91,968	5,433,241	8,326,722	13,852,142	-	91,968	5,326,882	8,326,722	13,745,572

## 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 20. 證券投資 - 續

本集團及本銀行為被分類為可供出售的金融工具中的股本證券多年累計的減值損失分別為港幣 33,109,000 元 (二零一三年: 港幣 44,740,000 元) 及港幣 16,013,000 元 (二零一三年: 港幣 16,013,000 元)。

本集團及本銀行分別持有港幣 35,744,000 元 (二零一三年: 港幣 36,454,000 元) 及港幣 31,776,000 元 (二零一三年: 港幣 32,486,000 元) 被分類為可供出售的非上市股本證券是以成本扣除減值計量的。這些股本證券並沒有確認任何減值。

本銀行三藩市分行持有若干港幣 17,065,000 元 (二零一三年: 港幣 17,060,000 元) 持至到期日之存款證, 已遵照加利福尼亞州財務守則之要求, 質押予美利堅合眾國加利福尼亞州。

由香港特別行政區及中國發行而被分類為持至到期日之債務證券總額為港幣 10,629,000 元 (二零一三年: 港幣 7,627,000 元)。

本集團及本銀行持有的被分類為可供出售及持至到期日之債務證券主要是由來自中國、香港及澳洲的企業及財務機構作擔保或發行。

本集團及本銀行持有的被分類為持至到期日證券的存款證主要是由中國、澳洲及香港銀行發行。本集團及本銀行持有上述持至到期日之存款證總額為港幣 246,921,000 元 (二零一三年: 港幣 2,474,632,000 元) 及持至到期日之債務證券總額為港幣 1,680,863,000 元 (二零一三年: 港幣 256,467,000 元), 其信用風險來自中國。

### 20. INVESTMENTS IN SECURITIES - continued

For the equity securities classified as available-for-sale financial instruments, impairment losses accumulated through the years of HK\$33,109,000 (2013: HK\$44,740,000) and HK\$16,013,000 (2013: HK\$16,013,000) have been provided by the Group and the Bank respectively.

Unlisted equity securities classified as available-for-sale held by the Group and the Bank amounting to HK\$35,744,000 (2013: HK\$36,454,000) and HK\$31,776,000 (2013: HK\$32,486,000) respectively are measured at cost less impairment. No impairment has been recognised for these equity securities.

Certain held-to-maturity certificates of deposit of HK\$17,065,000 (2013: HK\$17,060,000) held by the San Francisco Branch of the Bank have been pledged to the State of California of the United States of America in compliance with the requirements of the California Financial Code.

Debt securities classified as held-to-maturity amounting to HK\$10,629,000 (2013: HK\$7,627,000) were issued by the Government of Hong Kong Special Administrative Region and the PRC.

The debt securities classified as available-for-sale and held-to-maturity held by the Group and the Bank are mainly guaranteed or issued by corporates and financial institutions from the PRC, Hong Kong and Australia.

The certificates of deposit classified as held-to-maturity securities held by the Group and the Bank are mainly issued by banks from the PRC, Australia and Hong Kong. Of the above, held-to-maturity certificates of deposit amounting to HK\$246,921,000 (2013: HK\$2,474,632,000) and held-to-maturity debt securities amounting to HK\$1,680,863,000 (2013: HK\$256,467,000) held by the Group and the Bank are credit exposures to the PRC.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 21. 金融資產的轉移

以下為本集團及本銀行於二零一四年十二月三十一日及二零一三年十二月三十一日已轉移至另一個體並同意在指定日期以指定價格回購的被分類為持至到期日及可供出售之債務證券。由於本集團持有有關這些債務證券之所有主要風險及報酬，這些債務證券的全數賬面值會繼續被確認。該轉移所收到的現金會被呈報為負債列於「於回購協議下出售之金融資產」項下（參閱附註29）。已轉移的債務證券會被視作這些負債的抵押品。於所涉及的期間內，這些債務證券的法定權益已轉移給該個體，該個體可以不受限制地把這些抵押品出售或再抵押。這些債務證券會以攤銷成本或按公平值計量列於綜合財務狀況表內。

轉移資產之賬面值

相關負債之賬面值  
(附註29)

轉移資產之賬面值

相關負債之賬面值  
(附註29)

## 21. TRANSFER OF FINANCIAL ASSETS

The following were the Group's and the Bank's debt securities classified as held-to-maturity and available-for-sale as at 31 December 2014 and 31 December 2013 that were transferred to an entity with terms to repurchase these debt securities at agreed dates and prices. As the Group has retained substantially all the risks and rewards relating to these debt securities, the full carrying amount of these debt securities continued to be recognised. The cash received on the transfer was reported as liabilities under "Financial assets sold under repurchase agreements" (see note 29). The transferred debt securities serve as collateral to secure these liabilities. During the covered period, the legal title of the debt securities are transferred to the counterparty entity and there is no restriction for the counterparty entity to sell or repledge the collateral. These debt securities are either measured at amortised cost or carried at fair value in the statements of financial position.

Carrying amount of transferred assets

Carrying amount of associated liabilities  
(Note 29)

Carrying amount of transferred assets

Carrying amount of associated liabilities  
(Note 29)

二零一四年十二月三十一日 31 December 2014		
可供出售之 債務證券 Available- for-sale debt securities 港幣千元 HK\$'000	持至到期日 之債務證券 Held-to- maturity debt securities 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
		5,470,534
3,368,491	2,102,043	5,470,534
<u>3,025,130</u>	<u>1,923,634</u>	<u>4,948,764</u>

二零一三年十二月三十一日 31 December 2013		
可供出售之 債務證券 Available- for-sale debt securities 港幣千元 HK\$'000	持至到期日 之債務證券 Held-to- maturity debt securities 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
		1,443,561
1,287,098	156,463	1,443,561
<u>1,115,597</u>	<u>141,060</u>	<u>1,256,657</u>

## 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 22. 貸款及其他賬項

### 22. ADVANCES AND OTHER ACCOUNTS

	集團 THE GROUP		銀行 THE BANK	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
客戶貸款				
應收票據	380,029	406,924	380,029	406,924
貿易票據	7,734,103	2,164,983	7,734,103	2,164,983
其他客戶貸款	48,811,288	42,548,307	48,811,288	42,548,307
	<b>56,925,420</b>	<b>45,120,214</b>	<b>56,925,420</b>	<b>45,120,214</b>
應收利息	328,381	215,923	327,277	215,578
減值準備				
- 個別評估	(19,945)	(14,755)	(19,945)	(14,755)
- 集體評估	(238,987)	(189,425)	(238,987)	(189,425)
	<b>56,994,869</b>	<b>45,131,957</b>	<b>56,993,765</b>	<b>45,131,612</b>
其他賬項	1,589,738	627,469	1,197,060	387,684
	<b>58,584,607</b>	<b>45,759,426</b>	<b>58,190,825</b>	<b>45,519,296</b>

包含在本集團及本銀行之「其他賬項」為若干存放於銀行的利率掉期合約之變動保證金，外匯遠期合約及回購協議為港幣 328,666,000 元（二零一三年：港幣 20,554,000 元）及其中一筆為數約港幣 658,218,000 元（二零一三年：港幣 226,892,000 元）為本銀行汕頭分行存放中國之財務機構作為儲備金之款項。存放於中國人民銀行之法定存款準備金為港幣 489,673,000 元（二零一三年：港幣 55,791,000 元）；法定存款準備金並不用作本集團的日常運作。以符合中國外資金融機構管理條例之規定，存放於中國其他財務機構的定期存款為港幣 168,545,000 元（二零一三年：港幣 171,101,000 元）。

本集團「其他賬項」的餘額為港幣 602,854,000 元（二零一三年：港幣 380,023,000 元）主要包括來自香港中央結算有限公司、香港期貨結算有限公司及與客戶證券買賣之應收賬款為港幣 365,783,000 元（二零一三年：港幣 208,206,000 元）。

Included in the “Other Accounts” of the Group and the Bank are variation margin of HK\$328,666,000 (2013: HK\$20,554,000) deposited in banks for certain interest rate swaps, foreign currency forward contracts and repurchase agreements and an amount of approximately HK\$658,218,000 (2013: HK\$226,892,000) placed as reserve funds with the financial institutions in the PRC by the Shantou Branch of the Bank. Among which, HK\$489,673,000 (2013: HK\$55,791,000) are the mandatory reserve deposits placed with the People’s Bank of China. The mandatory reserve deposits are not available for the Group’s daily operation; HK\$168,545,000 (2013: HK\$171,101,000) are the fixed deposits placed with other financial institutions in the PRC in compliance with the requirements of Regulations Governing Foreign Financial Institutions of the PRC.

The remaining balance of “Other Accounts” of the Group amounting to HK\$602,854,000 (2013: HK\$380,023,000) mainly included account receivables from Hong Kong Securities Clearing Company Limited, Hong Kong Futures Exchange Clearing Corporation Limited and brokerage clients in relation to securities dealing of HK\$365,783,000 (2013: HK\$208,206,000).

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**22. 貸款及其他賬項 - 續**

貸款之減值準備：

二零一四年一月一日結餘	- 增加減值準備	- 撥回額	減值(回撥)準備(淨額)	註銷額	收回往年已註銷之貸款	折扣計算的效果	匯兌調整	二零一四年十二月三十一日結餘
二零一三年一月一日結餘	- 增加減值準備	- 撥回額	減值準備(淨額)	註銷額	收回往年已註銷之貸款	折扣計算的效果	匯兌調整	二零一三年十二月三十一日結餘

減值貸款詳情如下：

減值貸款總額	減：個別評估減值準備	淨減值貸款	減值貸款總額佔客戶貸款總額之百分比	抵押品之市值
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**22. ADVANCES AND OTHER ACCOUNTS - continued**

Impairment allowances on advances:

	集團 THE GROUP			銀行 THE BANK		
	個別評估 Individual assessment	集體評估 Collective assessment	總額 Total	個別評估 Individual assessment	集體評估 Collective assessment	總額 Total
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
<b>Balance 1 January 2014</b>	14,755	189,425	204,180	14,755	189,425	204,180
- Increase in impairment allowances	11,253	49,621	60,874	11,253	49,621	60,874
- Amounts reversed	(93,218)	-	(93,218)	(93,218)	-	(93,218)
Charge (reversal) of impairment allowances (net)	(81,965)	49,621	(32,344)	(81,965)	49,621	(32,344)
Amounts written off	(3,367)	-	(3,367)	(3,367)	-	(3,367)
Recoveries of advances written off in previous years	90,805	-	90,805	90,805	-	90,805
Unwinding effect of discount rate	(283)	-	(283)	(283)	-	(283)
Exchange difference	-	(59)	(59)	-	(59)	(59)
<b>Balance 31 December 2014</b>	<b>19,945</b>	<b>238,987</b>	<b>258,932</b>	<b>19,945</b>	<b>238,987</b>	<b>258,932</b>
<b>Balance 1 January 2013</b>	24,054	164,506	188,560	24,054	164,506	188,560
- Increase in impairment allowances	20,726	24,800	45,526	20,726	24,800	45,526
- Amounts reversed	(10,289)	-	(10,289)	(10,289)	-	(10,289)
Charge of impairment allowances (net)	10,437	24,800	35,237	10,437	24,800	35,237
Amounts written off	(20,055)	-	(20,055)	(20,055)	-	(20,055)
Recoveries of advances written off in previous years	557	-	557	557	-	557
Unwinding effect of discount rate	(238)	-	(238)	(238)	-	(238)
Exchange difference	-	119	119	-	119	119
<b>Balance 31 December 2013</b>	<b>14,755</b>	<b>189,425</b>	<b>204,180</b>	<b>14,755</b>	<b>189,425</b>	<b>204,180</b>

Details of the impaired loans are as follows:

	集團及銀行 THE GROUP AND THE BANK	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Gross impaired loans	23,825	18,734
Less: Impairment allowances under individual assessment	(19,945)	(14,755)
Net impaired loans	3,880	3,979
Gross impaired loans as a percentage of gross advances to customers	0.04%	0.04%
Market value of collateral pledged	14,336	14,081



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23. 投資於附屬公司 / 應收附屬公司款項

(i) 投資於附屬公司

非上市股票，成本值

於二零一四年及二零一三年十二月三十一日主要附屬公司之資料如下：

23. INVESTMENTS IN SUBSIDIARIES / AMOUNTS DUE FROM SUBSIDIARIES

(i) Investments in subsidiaries

Unlisted shares, at cost

Details of the principal subsidiaries as at 31 December 2014 and 2013 are as follows:

公司名稱 Name of company	註冊成立/ 營業地點 Place of incorporation / operation	已發行 普通股股本 Issued ordinary share capital	直接持有 已發行股本 百分比 Percentage of issued share capital directly held	主要業務 Principal activities	銀行 THE BANK	
					2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
創興(代理)有限公司 Chong Hing (Nominees) Limited	香港 Hong Kong	港幣 HK\$ 100,000	100%	提供代理人服務 Provision of nominee services	261,984	261,984
創興財務有限公司 Chong Hing Finance Limited	香港 Hong Kong	港幣 HK\$ 25,000,000	100%	接受存款及貸款 Deposit-taking and lending		
創興資訊科技有限公司 Chong Hing Information Technology Limited	香港 Hong Kong	港幣 HK\$ 100,000	100%	提供電子資料處理服務 Provision of electronic data processing services		
創興證券有限公司 Chong Hing Securities Limited	香港 Hong Kong	港幣 HK\$ 10,000,000	100%	股票買賣 Stockbroking		
創興商品期貨有限公司 Chong Hing Commodities and Futures Limited	香港 Hong Kong	港幣 HK\$ 5,000,000	100%	投資及商品期貨買賣 Investment holding and commodities and futures broking		
高堡富有限公司 Gallbraith Limited	香港 Hong Kong	港幣 HK\$ 16,550,000	100%	物業投資 Property investment		
高潤企業有限公司 Top Benefit Enterprise Limited	香港 Hong Kong	港幣 HK\$ 100,000	100%	物業投資 Property investment		
卡聯有限公司 Card Alliance Company Limited	香港 Hong Kong	港幣 HK\$ 18,000,000	100%	信用卡管理 Credit card management		
創興保險有限公司 Chong Hing Insurance Company Limited	香港 Hong Kong	港幣 HK\$ 85,000,000	100%	保險 Insurance underwriting		
鴻強有限公司 Hero Marker Limited	香港 Hong Kong	港幣 HK\$ 100,000	100%	物業投資 Property investment		

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**23. 投資於附屬公司 / 應收附屬公司款項 - 續**

(i) 投資於附屬公司 - 續

於年結日或本年度任何時間內所有附屬公司並無發行任何債務資本。

董事認為以上列出集團的附屬公司是主要影響年度業績或佔集團的淨資產相當部份。董事認為詳細列出其他附屬公司會過於冗長。

(ii) 應收附屬公司款項

應收附屬公司款項

應付附屬公司款項

包括在應收附屬公司款項為按揭貸款予附屬公司為港幣229,211,000元(二零一三年:港幣234,853,000元)。此貸款為有抵押及計算市場利息並於二零四一年十一月至二零四二年三月期間到期。

於二零一四年及二零一三年十二月三十一日,餘下的應收附屬公司款項為無抵押、不計利息,及按董事會意見,於三個月內還款。

**23. INVESTMENTS IN SUBSIDIARIES / AMOUNTS DUE FROM SUBSIDIARIES - continued**

(i) Investments in subsidiaries - continued

None of the subsidiaries had any debt security subsisting at the end of the year or at any time during the year.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results of the year or form a substantial portion of the net assets of the Group. In the opinion of the directors, listing details of other subsidiaries would result in particulars of excessive length.

(ii) Amounts due from subsidiaries

		<b>銀行</b>	
		<b>THE BANK</b>	
		<b>2014</b>	<b>2013</b>
		<b>港幣千元</b>	<b>港幣千元</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
Amounts due from subsidiaries		<b>233,444</b>	235,662
Amounts due to subsidiaries		<b>(526,479)</b>	(834,696)
		<b>(293,035)</b>	(599,034)

Included in the amounts due from subsidiaries are mortgage loans to subsidiaries of HK\$229,211,000 (2013: HK\$234,853,000). The loans are secured and bear interest at prevailing market interest rate with maturities ranging from November 2041 to March 2042.

As at 31 December 2014 and 2013, the remaining amounts due from subsidiaries are unsecured, non-interest bearing and, in the opinion of the Board, are repayable within three months.

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#### 24. 聯營公司權益

#### 24. INTERESTS IN ASSOCIATES

		集團 THE GROUP		銀行 THE BANK	
		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
非上市股票，成本值	Unlisted shares, at cost	-	-	21,500	21,500
扣除已收股息， 應佔收購後溢利及其他全面收益	Share of post-acquisition profits and other comprehensive income net of dividends received	222,309	199,437	-	-
		<u>222,309</u>	<u>199,437</u>	<u>21,500</u>	<u>21,500</u>

董事認為，本集團及本銀行於此等聯營公司擁有重大影響。

The directors consider the Group and the Bank have significant influence over these entities.

於二零一四年及二零一三年十二月三十一日，本集團於下列聯營公司所佔權益如下：

As at 31 December 2014 and 2013, the Group had interests in the following associates:

公司名稱 Name of company	註冊成立及 營業地點 Place of incorporation and operation	所持股份 種類 Class of share held	所佔 擁有權 Ownership interest	所佔 投票權 Proportion of voting power (附註 Note)	業務性質 Nature of business
銀聯控股有限公司 Bank Consortium Holding Limited	香港 Hong Kong	普通股 Ordinary	13.3%	14.3%	投資控股及退休計劃之信託、 管理與託管服務 Investment holding and provision of trustee, administration and custodian services for retirement schemes
銀和再保險有限公司 BC Reinsurance Limited	香港 Hong Kong	普通股 Ordinary	21.0%	21.0%	分保 Reinsurance
香港人壽保險有限公司 Hong Kong Life Insurance Limited	香港 Hong Kong	普通股 Ordinary	16.7%	16.7%	壽險服務 Life insurance underwriting
網聯有限公司 Net Alliance Co., Limited	香港 Hong Kong	普通股 Ordinary	17.6%	15%	網上服務 Provision of internet services

附註：本集團能夠對所有有關個體行使重大影響，因本集團有權在公司股東協議中規定的條款下在有關公司從五名董事中委任一名至八名董事中委任的兩名董事。

Note: The Group is able to exercise significant influence over all of these entities because it has the power to appoint one out of five to two out of eight directors of these companies under the provisions stated in the shareholder's agreements.

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**24. 聯營公司權益 - 續**

所有有關的聯營公司於此綜合財務報表均以權益會計法入賬。

本集團應佔其聯營公司權益之個別非重大總額之概括財務資料詳列如下：

除稅後溢利  
其他全面收益  
全面收益總額

對於聯營公司以現金股息的形式將資金轉移至本集團，除了香港人壽保險有限公司需按照香港保險公司（償付準備金）規例要求維持淨資產不低於的償付能力充足率之150% 會有可能引致資金轉移的限制。

**24. INTERESTS IN ASSOCIATES - continued**

All of these associates are accounted for using the equity method in these consolidated financial statements.

The summarised financial information below represent the aggregate amount of the Group's share of its interests in associates which are not individually material:

	<b>集團</b> <b>THE GROUP</b>	
	<b>2014</b> <b>港幣千元</b> <b>HK\$'000</b>	<b>2013</b> <b>港幣千元</b> <b>HK\$'000</b>
Profit after tax	<b>38,688</b>	32,103
Other comprehensive income	<b>904</b>	464
Total comprehensive income	<b>39,592</b>	32,567

There are no significant restrictions on the ability of the associates to transfer funds to the Group in the form of cash dividends, except for Hong Kong Life Insurance Limited which has to maintain net assets of not less than 150% of the required margin of solvency which is determined in accordance with the Hong Kong Insurance Companies (Margin of Solvency) Regulations and which may trigger restrictions to fund transfer.

## 綜合財務報表之附註

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### 25. 待出售之資產

待出售之資產的賬面值包括：

於香港租賃土地  
長期租約  
(剩餘年期超過五十年)  
中期租約  
(十至五十年到期)  
於香港的租約物業(樓宇)  
長期租約  
(剩餘年期超過五十年)

於二零一三年十月二十五日本銀行合資格股東接受由越秀金融控股有限公司(「越秀金融」)提出收購要約，按要約價每股港幣35.69元收購最多326,250,000股本銀行股份(佔已發行股份的75%)。同時，本銀行與廖創興企業有限公司(「廖創興企業」)就有關創興銀行中心(「該物業」)之轉讓和租賃達成協議，本銀行中環總行大廈，根據協議，該物業以港幣22.3億元由本銀行轉讓予廖創興企業，而該物業的地下和其他十八樓層由廖創興企業租賃給本銀行，為期五年，而本銀行亦享有再將租賃續展五年的選擇權。本銀行以每股港幣4.5195元之特別中期現金股息之方式分派由物業轉讓所得的款項減去物業於二零一三年六月三十日的未經審計賬面值(此未經審計賬面值約為港幣2.64億元)予其股東。

於二零一四年一月八日香港金融管理局批准授予廣州越秀集團有限公司(「廣州越秀集團」)，越秀企業(集團)有限公司(「越秀企業」)和越秀金融(下文統稱為「越秀」)成為本銀行股東控權人。越秀金融為越秀企業之全資附屬公司。越秀企業為廣州越秀集團之全資附屬公司。廣州越秀集團為一家在中國註冊成立、由廣州市政府實益全資擁有之國有有限責任公司。

越秀收購本銀行之控股股權，相當於本銀行已發行股本的75%，已於二零一四年二月十四日完成。出售該物業已於二零一四年二月十九日完成及特別中期股息亦已於二零一四年二月二十日支付。出售該物業帶來除稅前淨溢利為港幣1,960,732,000元。

### 25. ASSETS HELD FOR SALE

The carrying amount of assets held for sale comprises:

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Leasehold land in Hong Kong		
Held on long-term lease (over 50 years unexpired)	-	82,271
Held on medium-term lease (10-50 years expired)	1,718	-
Leasehold properties (building) in Hong Kong		
Held on long-term lease (over 50 years unexpired)	-	186,997
	<u>1,718</u>	<u>269,268</u>

On 25 October 2013, qualifying shareholders of the Bank received an acquisition offer from Yuexiu Financial Holdings Limited (“Yuexiu Financial”) for a maximum of 326,250,000 shares of the Bank (representing 75% of its shares in issue) at an offer price of HK\$35.69 per share. At the same time, the Bank and Liu Chong Hing Investment Limited (“LCHI”) entered into an agreement in respect of the transfer and the lease of Chong Hing Bank Centre (the “Property”), the Bank’s head office building in Central, pursuant to which the Property would be transferred by the Bank to LCHI at HK\$2,230 million, and the ground floor and 18 other floors of the Property would then be leased by LCHI to the Bank for a term of five years with the option for the Bank to renew the lease for a further term of five years. The Bank would distribute the proceeds of the transfer of the Property less the unaudited carrying value of the Property as at 30 June 2013 (such unaudited carrying value being approximately HK\$264 million) to its shareholders by way of a special interim dividend of HK\$4.5195 per share in cash.

Approval was granted by the Hong Kong Monetary Authority on 8 January 2014 for each of 廣州越秀集團有限公司 (Guangzhou Yue Xiu Holdings Limited) (“Guangzhou Yue Xiu Holdings”), Yue Xiu Enterprises (Holdings) Limited (“Yue Xiu Enterprises”) and Yuexiu Financial (hereinafter collectively referred to as “Yue Xiu”) to become a controlling shareholder of the Bank. Yuexiu Financial is a wholly-owned subsidiary of Yue Xiu Enterprises. Yue Xiu Enterprises is a wholly-owned subsidiary of Guangzhou Yue Xiu Holdings, which is a state-owned limited liability company established in the PRC beneficially wholly-owned by the Guangzhou Municipal People’s Government of the PRC.

The acquisition by Yue Xiu of a controlling shareholding interest in the Bank, amounting to 75% of the Bank’s issued share capital, was completed on 14 February 2014. On 19 February 2014, the sale of the Property was completed, and on 20 February 2014, the special interim dividend was paid. The sale of the property produced net gains of HK\$1,960,732,000 before taxation.

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## 26. 投資物業

## 26. INVESTMENT PROPERTIES

		集團		銀行	
		THE GROUP		THE BANK	
		2014	2013	2014	2013
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
於一月一日	At 1 January	136,575	135,318	102,300	101,990
由土地及樓宇轉移	Transfer from land and buildings	149,500	-	149,500	-
列入收益表之公平值淨增加	Net increase in fair value recognised in the income statement	3,100	1,910	3,100	1,910
出售	Disposals	-	(1,600)	-	(1,600)
匯兌調整	Exchange adjustments	(762)	947	-	-
於十二月三十一日	At 31 December	<u>288,413</u>	<u>136,575</u>	<u>254,900</u>	<u>102,300</u>

本集團所有以營運租賃形式收取租金及 / 或待價格升值的物業是以公平值模式計量，被確認為及以投資物業入賬。

All of the Group's property interests held under operating leases to earn rentals and / or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

出售投資物業及公平值調整之淨溢利：

Net gains on disposal of and fair value adjustments on investment properties:

	2014	2013
	港幣千元	港幣千元
	HK\$'000	HK\$'000
出售投資物業之淨溢利	-	2,327
投資物業公平值調整之淨溢利	<u>3,100</u>	<u>1,910</u>
	<u>3,100</u>	<u>4,237</u>

本集團所擁有之投資物業經獨立專業測量師行威格斯資產評估顧問有限公司及第一太平戴維斯(香港)有限公司按二零一四年十二月三十一日以直接比較方法及參考同類物業最近的成交來重估。公平值是從相類物業的可比較市場交易獲得。

Investment properties owned by the Group were revalued at 31 December 2014 by adopting the direct comparison approach and with reference to the recent transactions for similar premises by Vigers Appraisal and Consulting Limited and Savills (Hong Kong) Limited, independent professionally qualified valuers. The fair value is mainly arrived at by reference to comparable market transactions for similar properties.

投資物業之公平值的評估是假設於報告期末時，在任何情況下，投資物業並沒有被強迫出售及其結構良好。

The fair value of investment properties is estimated based on assumptions that there would be no forced sale situation in any manner for these investment properties and the structure of these investment properties were in a reasonable condition at the end of the reporting period.

在預計物業的公平值時，最高及最好的物業使用為當前的使用狀況。

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

在評定投資物業的價值時，其中主要投入包括考慮到時間、地點及個別因素(例如：樓宇的大小及層數)的銷售單位價格，每平方呎介乎港幣5,700元至港幣40,000元。銷售單位價格會隨著投資物業公平值計量的減少以同一百分比而減值，反之亦然。

One of the key inputs used in valuing the investment properties was the unit sale rate taking into account of time, location and individual factors such as size and levels of building, which ranged from HK\$5,700 to HK\$40,000 per square feet. A decrease in the unit sale rate would result in decrease in fair value measurement of the investment properties by the same percentage decrease and vice versa.

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### 26. 投資物業 - 續

本集團的管理層利用適用於市場可觀察的數據來評估本集團投資物業的公平值。當第一級別輸入不適用時，本集團的管理層便會外聘合資格測量師來評估本集團的投資物業。於每個報告期末，本集團的管理層與外聘合資格測量師緊密合作，共同訂立及決定適合的評估方法及第二級別及第三級別公平值計量的輸入。本集團的管理層會首先考慮及採用第二級別輸入，此輸入為來自活躍市場可觀察的公開價格。當第二級別輸入不適用時，本集團的管理層便會採用包括在第三級別輸入中的評估方法。當資產的公平值重大轉變時，變動的原因便會匯報本銀行董事會。

本集團的投資物業評估方法的資料及用於決定公平值的輸入已於上述披露。

於二零一四年十二月三十一日及二零一三年十二月三十一日，所有投資物業獲分類為公平值架構第三級別。在年內，並無轉撥至或轉出第三級別。

投資物業以經營租賃形式租出或持有以待價格升值。

本集團的投資物業之賬面淨值包括：

#### 租約物業

- 在香港之長期租約  
(剩餘年期超過五十年)
- 在香港之中期租約  
(剩餘年期於十至五十年內)
- 在香港以外之中期租約  
(剩餘年期於十至五十年內)

### 26. INVESTMENT PROPERTIES - continued

In estimating the fair value of the Group's investment properties, the management of the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the management of the Group engages third party qualified valuers to perform the valuation of the Group's investment properties. At the end of each reporting period, the management of the Group works closely with the qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 2 and Level 3 fair value measurement. The management of the Group will first consider and adopt Level 2 inputs where inputs can be derived from observable quoted prices in the active market. When Level 2 inputs are not available, the management of the Group will adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors of the Bank.

Information about the valuation techniques and inputs in determining the fair value of the Group's investment properties are disclosed above.

Investment properties are classified as Level 3 under fair value hierarchy as at 31 December 2014 and 31 December 2013. There were no transfers into or out of Level 3 during the year.

The investment properties are rented out under operating leases or are held for capital appreciation purposes.

The carrying amount of investment properties of the Group comprises:

	集團		銀行	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Leasehold properties				
Held in Hong Kong on long-term lease (over 50 years unexpired)	149,500	–	149,500	–
Held in Hong Kong on medium-term lease (10 - 50 years unexpired)	105,400	102,300	105,400	102,300
Held outside Hong Kong on medium-term lease (10 - 50 years unexpired)	33,513	34,275	–	–
	<u>288,413</u>	<u>136,575</u>	<u>254,900</u>	<u>102,300</u>

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27. 物業及設備

27. PROPERTY AND EQUIPMENT

		集團 THE GROUP				銀行 THE BANK			
		租賃土地 Leasehold land 港幣千元 HK\$'000	樓宇 Buildings 港幣千元 HK\$'000	設備 Equipment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	租賃土地 Leasehold land 港幣千元 HK\$'000	樓宇 Buildings 港幣千元 HK\$'000	設備 Equipment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
成本	COST								
於二零一四年一月一日	At 1 January 2014	491,963	167,103	565,426	1,224,492	301,706	104,681	512,966	919,353
添置	Additions	-	-	33,896	33,896	-	-	28,414	28,414
出售	Disposals	-	-	(22,257)	(22,257)	-	-	(21,215)	(21,215)
重新分類到待出售之資產	Reclassified to assets held for sale	(2,913)	-	-	(2,913)	(2,913)	-	-	(2,913)
轉移到投資物業	Transfer to investment properties	(2,700)	(1,119)	-	(3,819)	(2,700)	(1,119)	-	(3,819)
匯兌調整	Exchange adjustments	-	86	530	616	-	86	530	616
於二零一四年十二月三十一日	At 31 December 2014	486,350	166,070	577,595	1,230,015	296,093	103,648	520,695	920,436
累積折舊	ACCUMULATED DEPRECIATION								
於二零一四年一月一日	At 1 January 2014	111,112	41,878	435,800	588,790	98,732	37,791	388,913	525,436
折舊	Depreciation	10,828	4,132	32,693	47,653	5,561	2,406	29,532	37,499
出售後註銷	Eliminated on disposals	-	-	(14,143)	(14,143)	-	-	(13,112)	(13,112)
重新分類到待出售之資產	Reclassified to assets held for sale	(1,195)	-	-	(1,195)	(1,195)	-	-	(1,195)
轉移到投資物業	Transfer to investment properties	(111)	(855)	-	(966)	(111)	(855)	-	(966)
匯兌調整	Exchange adjustments	-	5	(85)	(80)	-	5	(85)	(80)
於二零一四年十二月三十一日	At 31 December 2014	120,634	45,160	454,265	620,059	102,987	39,347	405,248	547,582
賬面淨值	CARRYING AMOUNTS								
於二零一四年十二月三十一日	At 31 December 2014	365,716	120,910	123,330	609,956	193,106	64,301	115,447	372,854
於二零一四年一月一日	At 1 January 2014	380,851	125,225	129,626	635,702	202,974	66,890	124,053	393,917



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### 27. 物業及設備 - 續

### 27. PROPERTY AND EQUIPMENT - continued

		集團 THE GROUP				銀行 THE BANK			
		租賃土地 Leasehold land 港幣千元 HK\$'000	樓宇 Buildings 港幣千元 HK\$'000	設備 Equipment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	租賃土地 Leasehold land 港幣千元 HK\$'000	樓宇 Buildings 港幣千元 HK\$'000	設備 Equipment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
<b>成本</b>	<b>COST</b>								
於二零一三年一月一日	At 1 January 2013	575,421	375,285	546,606	1,497,312	911,671	312,863	494,401	1,718,935
添置	Additions	-	6,675	26,467	33,142	-	6,675	26,036	32,711
出售	Disposals	(419)	(141)	(7,726)	(8,286)	(419)	(141)	(7,550)	(8,110)
匯兌調整	Exchange adjustments	-	406	79	485	-	406	79	485
重新分類到待出售之資產	Reclassified to assets held for sale	(83,039)	(215,122)	-	(298,161)	(609,546)	(215,122)	-	(824,668)
於二零一三年十二月三十一日	At 31 December 2013	491,963	167,103	565,426	1,224,492	301,706	104,681	512,966	919,353
<b>累積折舊</b>	<b>ACCUMULATED DEPRECIATION</b>								
於二零一三年一月一日	At 1 January 2013	101,005	62,214	405,713	568,932	98,212	59,853	362,087	520,152
折舊	Depreciation	10,974	7,526	36,378	54,878	6,232	5,800	32,950	44,982
出售後註銷	Eliminated on disposals	(99)	(96)	(6,359)	(6,554)	(99)	(96)	(6,192)	(6,387)
匯兌調整	Exchange adjustments	-	359	68	427	-	359	68	427
重新分類到待出售之資產	Reclassified to assets held for sale	(768)	(28,125)	-	(28,893)	(5,613)	(28,125)	-	(33,738)
於二零一三年十二月三十一日	At 31 December 2013	111,112	41,878	435,800	588,790	98,732	37,791	388,913	525,436
<b>賬面淨值</b>	<b>CARRYING AMOUNTS</b>								
於二零一三年十二月三十一日	At 31 December 2013	380,851	125,225	129,626	635,702	202,974	66,890	124,053	393,917
於二零一三年一月一日	At 1 January 2013	474,416	313,071	140,893	928,380	813,459	253,010	132,314	1,198,783

以上的物業及設備是按以下年率的直線折舊法計算：

The above items of property and equipment are depreciated on a straight-line basis at the following rates per annum:

租賃土地	租賃土地之租賃期由三十三年至九百二十九年	Leasehold land	Over the lease term of the leasehold land ranging from 33 to 929 years
樓宇	使用年期大約五十年或樓宇位於的土地之租賃期由三十三年至九百二十九年，兩者中的較短者	Buildings	Over its estimated useful life of 50 years or the remaining lease period of the land which it is situated ranging from 33 to 929 years, whichever is the shorter
設備	10% - 20%	Equipment	10% -20%

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**27. 物業及設備 - 續**

**27. PROPERTY AND EQUIPMENT - continued**

上列的租賃土地之賬面淨值包括：

The carrying amounts of leasehold land shown above comprise:

	集團 THE GROUP		銀行 THE BANK	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
於香港租賃土地：				
長期租約 (剩餘年期超過五十年)	37,686	40,586	37,686	40,586
中期租約 (剩餘年期於十至五十年內)	327,149	339,355	154,539	161,478
於香港以外租賃土地：				
中期租約 (剩餘年期於十至五十年內)	881	910	881	910
	<u>365,716</u>	<u>380,851</u>	<u>193,106</u>	<u>202,974</u>

上列的樓宇之賬面淨值包括：

The carrying amounts of buildings shown above comprise:

	集團 THE GROUP		銀行 THE BANK	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
樓宇				
在香港長期租約 (剩餘年期超過五十年)	8,936	9,565	8,936	9,565
在香港中期租約 (剩餘年期於十至五十年內)	105,225	108,911	48,616	50,576
在香港以外中期租約 (剩餘年期於十至五十年內)	6,749	6,749	6,749	6,749
	<u>120,910</u>	<u>125,225</u>	<u>64,301</u>	<u>66,890</u>

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### 28. 預付土地租金

本集團的預付土地租金包括：

#### 成本

於香港以外：

租約於十至五十年

賬面淨值於一月一日

預付經營租賃租金之釋放

匯兌調整

賬面淨值於十二月三十一日

分析：

流動部份

非流動部份

總額

### 28. PREPAID LEASE PAYMENTS FOR LAND

The Group's prepaid lease payments for land comprise:

#### COST

Outside Hong Kong held on:

Leases of between 10-50 years

Net book value at 1 January

Release of prepaid operating lease payments

Exchange adjustments

Net book value at 31 December

Analysed as:

Current portion

Non-current portion

Total

#### 集團及銀行 THE GROUP AND THE BANK

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
	<u>2,850</u>	<u>2,850</u>
	<u>2,403</u>	<u>2,423</u>
	(66)	(66)
	(1)	46
	<u>2,336</u>	<u>2,403</u>
	66	66
	<u>2,270</u>	<u>2,337</u>
	<u>2,336</u>	<u>2,403</u>

### 29. 於回購協議下出售之金融資產

以抵押品類別分析：

債務證券被分類為：

可供出售 (附註 21)

持至到期日 (附註 21)

### 29. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS

Analysed by collateral type:

Debt securities classified as:

Available-for-sale (Note 21)

Held-to-maturity (Note 21)

#### 集團及銀行 THE GROUP AND THE BANK

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
	<u>3,025,130</u>	<u>1,115,597</u>
	<u>1,923,634</u>	<u>141,060</u>
	<u>4,948,764</u>	<u>1,256,657</u>

於二零一四年十二月三十一日，被分類為可供出售之債務證券及持至到期日之債務證券的賬面值分別為港幣 3,368,491,000 元 (二零一三年：港幣 1,287,098,000 元) 及港幣 2,102,043,000 元 (二零一三年：港幣 156,463,000 元)，已根據回購協議售予其他銀行。所有回購協議於報告期末十二個月內到期。

As at 31 December 2014, debt securities which are classified as available-for-sale and held-to-maturity with carrying amount of HK\$3,368,491,000 (2013: HK\$1,287,098,000) and HK\$2,102,043,000 (2013: HK\$156,463,000) respectively were sold under repurchase agreements with other banks. All repurchase agreements are due within 12 months from the end of the reporting period.

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30. 客戶存款

活期存款及往來賬戶  
儲蓄存款  
定期、即時及通知存款

30. DEPOSITS FROM CUSTOMERS

Demand deposits and current accounts  
Savings deposits  
Time, call and notice deposits

集團及銀行  
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	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
	9,657,057	5,891,753
	29,223,905	22,064,051
	43,252,429	43,209,100
	<u>82,133,391</u>	<u>71,164,904</u>

31. 存款證

於二零一四年十二月三十一日，本集團及本銀行發行以攤銷成本計量之存款證，其賬面總值為港幣2,108,136,000元（二零一三年：港幣563,003,000元）。此等存款證的合約年利率由0%至4%（二零一三年：1.24585%至1.65%）不等，將於二零一五年到期。所有已發行的存款證均沒有以抵押品作抵押。

31. CERTIFICATES OF DEPOSIT

The Group and the Bank have issued certificates of deposit which are measured at amortised cost with a total carrying amount of HK\$2,108,136,000 as at 31 December 2014 (2013: HK\$563,003,000). Certificates of deposit bear contractual interest rates between 0% to 4% (2013: 1.24585% to 1.65%) per annum and will mature in 2015. All certificates of deposit issued are not secured by any collateral.

32. 借貸資本

於二零二零年到期之 2.25 億美元  
固定息率後償票據以公平值對沖  
（已作利率風險對沖調整）  
（附註 (a) 及 (b)）

附註：

(a) 此票面值為 2.25 億美元的後償票據於二零一零年十一月五日發行，根據自《巴塞爾協定 II》被評定為次級資本。此票據將於二零二零年十一月四日到期。如於二零一三年一月一日或之後任何時間，由於監管機構規定轉變，此票據不再完全符合本銀行類別 II - 附加資本中的後償票據，本銀行有權及在香港金融管理局書面預先批准下，對票據持有者發出「狀況轉變通知書」以轉變票據狀況。當「狀況轉變通知書」生效時，此票據從這時開始建立非後償票據條例及票據的年息率由 6% 下降至 5.5%。由於還沒有發出「狀況轉變通知書」，票據的年息率保持為 6%。

(b) 已發行的後償票據沒有以任何抵押品作抵押。

32. LOAN CAPITAL

US\$225 million fixed rate subordinated  
note due 2020 under fair value hedge  
(after adjustment of hedged interest rate risk)  
(Notes (a) & (b))

Notes:

(a) This represented a subordinated note qualifying as tier 2 capital under Basel II accord with face value of US\$225,000,000 issued on 5 November 2010. The note will mature on 4 November 2020. If at any time on or after 1 January 2013, the note no longer fully qualifies as term subordinated debt for inclusion in Category II - Supplementary Capital of the Bank upon changes to regulatory requirements, the Bank may, at its option and subject to the prior written approval of the HKMA, exercise a change of the status of the note by serving the "Change in Status Notice" to the noteholders. Upon a "Change in Status Notice" becoming effective, the note shall thereafter constitute unsubordinated obligations and the rate of interest on the note shall be reduced from 6% per annum to 5.5% per annum. As "Change in Status Notice" has not been served, the rate of interest on the note remains at 6% per annum.

(b) The subordinated note issued is not secured by any collateral.

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	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
	<u>1,815,563</u>	<u>1,766,436</u>

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### 33. 股本及股本溢價

### 33. SHARE CAPITAL AND SHARE PREMIUM

		銀行 THE BANK			
		2014		2013	
		股份數目 (千股) Number of shares (thousands)	港幣千元 HK\$'000	股份數目 (千股) Number of shares (thousands)	港幣千元 HK\$'000
法定股本： (附註 (a))	Authorised share capital: (Note (a))				
普通股每股面值港幣 0.50 元 (附註 (b))	Ordinary shares of HK\$0.50 each (Note (b))	-	-	600,000	300,000
					股本 Share capital
					股份數目 (千股) Number of shares (thousands)
					港幣千元 HK\$'000
已發行及繳足股本：	Issued and fully paid share capital:				
於二零一三年一月一日、 二零一三年十二月三十一日及 二零一四年一月一日	At 1 January 2013, 31 December 2013 and 1 January 2014			435,000	217,500
二零一四年三月三日過渡至無面值 股份制度 (附註 (c))	Transition to no-par value regime on 3 March 2014 (Note (c))			-	1,542,817
於二零一四年十二月三十一日	At 31 December 2014			<u>435,000</u>	<u>1,760,317</u>

#### 附註：

- (a) 根據二零一四年三月三日開始生效的香港《公司條例》(第 622 章)，法定股本的概念不再存在。
- (b) 根據香港《公司條例》(第 622 章) 第 135 條，本銀行的股份從二零一四年三月三日起不再擁有面值或賬面金額。此過渡對已發行股份數目或任何成員的相對權益並無影響。
- (c) 根據香港《公司條例》(第 622 章) 附表 11 第 37 條的過渡條文，在二零一四年三月三日，在股本溢價賬內貸款的金額，成為本銀行股本的一部份。

#### Notes:

- (a) Under the Hong Kong Companies Ordinance (Cap. 622), which commenced operation on 3 March 2014, the concept of authorised share capital no longer exists.
- (b) In accordance with section 135 of the Hong Kong Companies Ordinance (Cap. 622), the Bank's shares no longer have a par or nominal value with effect from 3 March 2014. There is no impact on the number of shares in issue or the relative entitlement of any of the members as a result of this transition.
- (c) In accordance with the transitional provisions set out in section 37 of Schedule 11 to the Hong Kong Companies Ordinance (Cap. 622), on 3 March 2014, any amount outstanding to the credit of the share premium account has become part of the Bank's share capital.

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**34. 額外股本工具**

3 億美元永續型非累積  
後償資本證券

本銀行於二零一四年九月二十五日發行了票面值 3 億美元 (扣除相關發行成本後等值港幣 2,312,030,000 元) 的永續型非累積後償資本證券 (「額外一級資本證券」)。此額外一級資本證券並無固定到期日及於二零一九年九月二十五日首個提前贖回日期前，票面年利率定於 6.50%。若屆時未有行使贖回權，票面年利率將每五年按當時五年期美國國庫債券息率的每年利率加 4.628% 重新釐定。

第一次票息將於二零一五年三月二十五日派付及票息需每半年派付一次。本銀行有權根據該額外一級資本證券的條款規定取消利息發放，並且取消的利息不會累積。然而，本銀行被禁止宣布向普通股股東分派股息直至下一次利息已經發放。

假如香港金融管理局通知本銀行不對本金進行撇銷則無法繼續經營，該額外一級資本證券的本金將按香港金融管理局的指示或經其同意進行撇銷。

本銀行擁有的贖回期權可於二零一九年九月二十五日或任何其後的派息日贖回所有未償付的資本證券 (但受條款的若干限制)。

**34. ADDITIONAL EQUITY INSTRUMENTS**

	集團及銀行 THE GROUP AND THE BANK	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
US\$300 million undated non-cumulative subordinated capital securities	<u>2,312,030</u>	<u>—</u>

On 25 September 2014, the Bank issued undated non-cumulative subordinated capital securities (“Additional Tier 1 Capital Securities”) with a face value of US\$300 million (equivalent to HK\$2,312,030,000 net of related issuance costs). The Additional Tier 1 Capital Securities are undated and bear a 6.50% coupon until the first call date on 25 September 2019. The coupon will be reset every five years if the Additional Tier 1 Capital Securities are not redeemed to a fixed rate equivalent to the then-prevailing five-year US Treasury rate plus 4.628% per annum.

The first scheduled coupon payment date will be 25 March 2015 and the coupon shall be payable semi-annually. The Bank has the right to cancel coupon payment (subject to the requirement as set out in the terms and conditions of the Additional Tier 1 Capital Securities) and the coupon cancelled shall not be cumulative. However, the Bank is stopped from declaring dividend to its ordinary shareholders unless the next scheduled coupon payment is paid.

The principal of the Additional Tier 1 Capital Securities will be written off up to the amount as directed or agreed with the HKMA if the HKMA notifies the Bank that in the opinion of the HKMA, the Bank would become non-viable if there is no written off of the principal.

The Bank has a call option to redeem all the outstanding capital securities from 25 September 2019 or any subsequent coupon payment date, but subject to restriction as set out in the terms and conditions.

# 綜合財務報表之附註

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

### 35. 儲備

### 35. RESERVES

#### 銀行

於二零一四年一月一日

年度溢利

折算之外匯調整

轉移土地及樓宇至投資物業之  
盈餘

重估退休福利之盈餘

關於退休福利之所得稅支出

本年度可供出售證券其公平值調整  
之溢利

關於可供出售證券公平值調整之  
所得稅影響

其他全面收益(支出)

年度全面收益(支出)總額

已派特別中期股息

已派中期股息

已派末期股息

於保留溢利中特別指定之法定儲備

於二零一四年十二月三十一日

#### THE BANK

At 1 January 2014

Profit for the year

Exchange differences  
arising on translation

Surplus on transfer of  
land and buildings to  
investment properties

Surplus on remeasurement  
of retirement benefit

Income tax charge  
relating to  
retirement benefit

Fair value gains  
of available-for-sale  
securities arising  
during the year

Income tax effect  
relating to fair  
value change of  
available-for-sale  
securities

Other comprehensive  
income (expense)

Total comprehensive  
income (expense)  
for the year

Special interim  
dividend paid

Interim dividend paid

Final dividend paid

Earmark of retained  
profits as regulatory  
reserve

At 31 December 2014

投資 重估儲備 Investment revaluation reserve 港幣千元 HK\$'000	土地及樓宇 重估儲備 Land and building revaluation reserve 港幣千元 HK\$'000	公積金 General reserve 港幣千元 HK\$'000	換算儲備 Translation reserve 港幣千元 HK\$'000	法定儲備 Regulatory reserve 港幣千元 HK\$'000	保留溢利 Retained profits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
138,150	-	1,378,500	36,376	441,000	3,527,179	5,521,205
-	-	-	-	-	2,510,436	2,510,436
-	-	-	(12,460)	-	-	(12,460)
-	146,647	-	-	-	-	146,647
-	-	-	-	-	10,893	10,893
-	-	-	-	-	(1,798)	(1,798)
57,493	-	-	-	-	-	57,493
(9,259)	-	-	-	-	-	(9,259)
48,234	146,647	-	(12,460)	-	9,095	191,516
48,234	146,647	-	(12,460)	-	2,519,531	2,701,952
-	-	-	-	-	(1,965,983)	(1,965,983)
-	-	-	-	-	(82,650)	(82,650)
-	-	-	-	-	(143,550)	(143,550)
-	-	-	-	132,000	(132,000)	-
186,384	146,647	1,378,500	23,916	573,000	3,722,527	6,030,974

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

**35. 儲備 - 續**

**35. RESERVES - continued**

		股本溢價	投資 重估儲備	公積金	換算儲備	法定儲備	保留溢利	總額
		Share premium 港幣千元 HK\$'000	Investment revaluation reserve 港幣千元 HK\$'000	General reserve 港幣千元 HK\$'000	Translation reserve 港幣千元 HK\$'000	Regulatory reserve 港幣千元 HK\$'000	Retained profits 港幣千元 HK\$'000	Total 港幣千元 HK\$'000
<b>銀行</b>	<b>THE BANK</b>							
於二零一三年一月一日	At 1 January 2013	1,542,817	143,607	1,378,500	22,526	387,000	3,278,384	6,752,834
年度溢利	Profit for the year	-	-	-	-	-	515,945	515,945
因折算之外匯調整	Exchange differences arising from translation	-	-	-	13,850	-	-	13,850
本年度可供出售證券其公平值調整之虧損	Fair value losses on available-for-sale securities during the year	-	(6,348)	-	-	-	-	(6,348)
關於可供出售證券公平值調整之所得稅影響	Income tax effect relating to fair value change of available-for-sale securities	-	891	-	-	-	-	891
其他全面(支出)收益	Other comprehensive (expense) income	-	(5,457)	-	13,850	-	-	8,393
年度全面(支出)收益總額	Total comprehensive (expense) income for the year	-	(5,457)	-	13,850	-	515,945	524,338
已派中期股息	Interim dividend paid	-	-	-	-	-	(60,900)	(60,900)
已派末期股息	Final dividend paid	-	-	-	-	-	(152,250)	(152,250)
於保留溢利中特別指定之法定儲備	Earmark of retained profits as regulatory reserve	-	-	-	-	54,000	(54,000)	-
於二零一三年十二月三十一日	At 31 December 2013	<u>1,542,817</u>	<u>138,150</u>	<u>1,378,500</u>	<u>36,376</u>	<u>441,000</u>	<u>3,527,179</u>	<u>7,064,022</u>



## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

#### 35. 儲備 - 續

本銀行於二零一四年十二月三十一日之可派發予擁有人之儲備包括保留溢利為港幣 3,264,748,000 元(二零一三年: 港幣 3,232,105,000 元)及公積金為港幣 1,378,500,000 元(二零一三年: 港幣 1,378,500,000 元)。

法定儲備之成立乃為符合香港金融管理局之要求及法定儲備派發予本銀行擁有人前須諮詢香港金融管理局之意見。

公積金包括以往年度保留溢利之調撥。

投資重估儲備代表於其他全面收益中確認之可供出售投資的重估累積溢利及虧損。當出售此可供出售投資或此可供出售投資確定被減值時，其淨額便會重新分類至收益表。

土地及樓宇重估儲備是本年度由自有物業轉換而來的投資物業的公平價值與帳面價值之間的差異。

因本集團海外業務之淨資產由本位幣折算至呈列貨幣(即港幣)而產生之外匯調整，會直接於其他全面收益中確認及於換算儲備中累積。當出售海外業務時，此累積在換算儲備中的外匯調整便會重新分類至收益表。

#### 35. RESERVES - continued

The Bank's reserves available for distribution to owners as at 31 December 2014 comprised retained profits of HK\$3,264,748,000 (2013: HK\$3,232,105,000) and general reserve of HK\$1,378,500,000 (2013: HK\$1,378,500,000).

The regulatory reserve is set up in compliance with the HKMA's requirements and is distributable to owners of the Bank subject to consultation with the HKMA.

The general reserve is comprised of transfers from previous years' retained profits.

The investment revaluation reserve represents cumulative gains and losses arising on the revaluation of available-for-sale investments that have been recognised in other comprehensive income, net of amounts reclassified to the income statement when those available-for sale investments are disposed of or are determined to be impaired.

The land and building revaluation reserve represents difference between fair value and carrying value of the properties transferred from owner-occupied properties to investment properties during the year.

Exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollars) are recognised directly in other comprehensive income and accumulated in the translation reserve. Such exchange differences accumulated in the translation reserve are reclassified to the income statement on the disposal of the foreign operations.

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
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**36. 遞延稅項**

以綜合財務報表的呈列為由，部份遞延稅項資產及遞延稅項負債已被對銷。根據財務報告，遞延稅項總額分析如下：

**36. DEFERRED TAXATION**

For the purpose of presentation in the statements of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		<b>集團</b> <b>THE GROUP</b>	
		<b>2014</b> <b>港幣千元</b> <b>HK\$'000</b>	<b>2013</b> <b>港幣千元</b> <b>HK\$'000</b>
遞延稅項資產	Deferred tax assets	4,697	1,501
遞延稅項負債	Deferred tax liabilities	<u>(23,551)</u>	<u>(25,661)</u>
		<u><b>(18,854)</b></u>	<u><b>(24,160)</b></u>

		<b>銀行</b> <b>THE BANK</b>	
		<b>2014</b> <b>港幣千元</b> <b>HK\$'000</b>	<b>2013</b> <b>港幣千元</b> <b>HK\$'000</b>
遞延稅項資產	Deferred tax assets	4,339	1,316
遞延稅項負債	Deferred tax liabilities	<u>(12,154)</u>	<u>(14,851)</u>
		<u><b>(7,815)</b></u>	<u><b>(13,535)</b></u>

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
for the year ended 31 December 2014

## 36. 遞延稅項 - 續

本年度及上年度已確認之主要遞延稅項資產（負債）及其變動如下：

## 36. DEFERRED TAXATION - continued

The following are the major deferred tax assets (liabilities) recognised and movements thereon during the current and prior reporting year:

集團	THE GROUP	稅項折舊	集體評估之 減值準備	投資物業	可供出售之 證券重估	退休福利 計劃重估	總額
		Accelerated tax depreciation 港幣千元 HK\$'000	Collectively assessed impairment allowance 港幣千元 HK\$'000	Investment properties 港幣千元 HK\$'000	Revaluation of available- for-sale securities 港幣千元 HK\$'000	Remeasurement of retirement benefits 港幣千元 HK\$'000	
於二零一四年一月一日	At 1 January 2014	(15,575)	29,784	(4,837)	(31,838)	(1,694)	(24,160)
是年度於收益表內回撥 (附註 15)	Credit to the income statement for the year (Note 15)	8,731	8,354	-	-	-	17,085
是年度於其他全面收益中列入	Charge to other comprehensive income for the year	-	-	-	(10,089)	(1,798)	(11,887)
匯兌調整	Exchange adjustments	-	-	108	-	-	108
於二零一四年十二月三十一日	At 31 December 2014	<u>(6,844)</u>	<u>38,138</u>	<u>(4,729)</u>	<u>(41,927)</u>	<u>(3,492)</u>	<u>(18,854)</u>
於二零一三年一月一日	At 1 January 2013	(11,387)	26,531	(2,909)	(32,613)	(1,694)	(22,072)
是年度於收益表內（列入）回撥 (附註 15)	(Charge) credit to the income statement for the year (Note 15)	(4,188)	3,253	(1,928)	-	-	(2,863)
是年度於其他全面收益中回撥	Credit to other comprehensive income for the year	-	-	-	775	-	775
於二零一三年十二月三十一日	At 31 December 2013	<u>(15,575)</u>	<u>29,784</u>	<u>(4,837)</u>	<u>(31,838)</u>	<u>(1,694)</u>	<u>(24,160)</u>

**綜合財務報表之附註**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

截至二零一四年十二月三十一日止年度  
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**36. 遞延稅項 - 續**

<b>銀行</b>
於二零一四年一月一日
是年度於收益表內回撥
是年度於其他全面收益中列入
於二零一四年十二月三十一日
於二零一三年一月一日
是年度於收益表內(列入)回撥
是年度於其他全面收益中回撥
於二零一三年十二月三十一日

在中華人民共和國企業所得稅法下，由二零零八年一月一日起，需就於中華人民共和國的銀行分行的分配溢利徵收預提稅。因為本集團有能力控制於中華人民共和國的分行之累積溢利所產生的臨時差額為港幣 402,165,000 元(二零一三年：港幣 274,804,000 元)，及有關臨時差額很大可能不會於可預期的將來作出回撥，所以有關的遞延稅項並沒有於綜合財務報表中作準備。

遞延稅項資產乃因應相關稅務利益可透過未來應課稅溢利變現而就結轉的稅項虧損作確認。根據列於附註 4 之會計政策，本集團並未就可結轉以抵銷未來應課稅收入的虧損約港幣 41,693,000 元(二零一三年：港幣 45,071,000 元)及可扣稅之臨時差額約港幣 7,705,000 元(二零一三年：港幣 7,746,000 元)確認遞延稅項資產約港幣 18,456,000 元(二零一三年：港幣 19,895,000 元)。根據現行的稅制，該等稅虧損有屆滿日期，但可扣稅之臨時差額則並無屆滿日期。

**36. DEFERRED TAXATION - continued**

	稅項折舊 Accelerated tax depreciation 港幣千元 HK\$'000	集體評估之 減值準備 Collectively assessed impairment allowance 港幣千元 HK\$'000	可供出售之 證券重估 Revaluation of available- for-sale securities 港幣千元 HK\$'000	退休福利 計劃重估 Remeasurement of retirement benefits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
<b>THE BANK</b>					
At 1 January 2014	(15,240)	29,784	(26,385)	(1,694)	(13,535)
Credit to the income statement for the year	8,423	8,354	-	-	16,777
Charge to other comprehensive income for the year	-	-	(9,259)	(1,798)	(11,057)
At 31 December 2014	<u>(6,817)</u>	<u>38,138</u>	<u>(35,644)</u>	<u>(3,492)</u>	<u>(7,815)</u>
At 1 January 2013	(11,188)	26,531	(27,276)	(1,694)	(13,627)
(Charge) credit to the income statement for the year	(4,052)	3,253	-	-	(799)
Credit to other comprehensive income for the year	-	-	891	-	891
At 31 December 2013	<u>(15,240)</u>	<u>29,784</u>	<u>(26,385)</u>	<u>(1,694)</u>	<u>(13,535)</u>

Under the Enterprise Income Tax Law of the PRC, withholding tax is imposed on profits distributed by the Bank's PRC branches from 1 January 2008 onwards. Deferred taxation has not been provided in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC branches amounting to HK\$402,165,000 (2013: HK\$274,804,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for tax-loss carry-forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred tax assets of HK\$18,456,000 (2013: HK\$19,895,000) in respect of losses amounting to HK\$41,693,000 (2013: HK\$45,071,000) and deductible temporary difference of HK\$7,705,000 (2013: HK\$7,746,000) that can be carried forward against future taxable income in accordance with the accounting policy set out in note 4. The tax losses will expire while the deductible temporary differences do not expire under current tax legislation.

# 綜合財務報表之附註

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### 37. 股份期權計劃

本銀行已根據二零一二年五月九日通過之決議案採納新的股份期權計劃（「新股份期權計劃」），主要旨在為董事及合資格僱員提供激勵及獎賞，以及取代於二零一二年四月二十四日屆滿的股份期權計劃。新股份期權計劃的條款與該已屆滿的股份期權計劃相似。根據新股份期權計劃，本銀行董事會可向合資格人士（包括本銀行及其附屬公司之董事及僱員）授出股份期權，以供認購本銀行股份。

未經本銀行股東核准，根據新股份期權計劃授出之股份期權所涉股份，不得超過新股份期權計劃採納當日本銀行已發行股份的10%。在截至新股份期權的授出日期（包括該日）止之十二個月期間內，向任何人士授出或將予授出之股份期權（包括已行使、已註銷及尚未行使之股份期權，但不包括已失效之股份期權）獲悉數行使後而發行或將予發行的股份總數，不得超過本銀行授出新股份期權當日已發行股份的1%。本銀行可授出超逾該限額的股份期權，除其他事項外，有關擬授出的股份期權應於另行召開的股東大會尋求股東批准，而於會上該名擬獲授股份期權的承授人及其聯繫人士（定義見《香港聯合交易所證券上市規則》）必須放棄投票。

授出的股份期權須於要約日期起計二十八天內接納，對價為每份股份期權港幣十元，而其行使期不得超過有關股份期權授出日期起計十年。股份期權的行使價由本銀行董事會根據本銀行股份於要約日期的收市價、緊接要約日期前五個營業日的股份平均收市價及股份面值三者之最高者釐定。

新股份期權計劃在採納以來並未授出任何股份期權。

### 37. SHARE OPTION SCHEME

The Bank adopted a new share option scheme (the “New Scheme”) pursuant to a resolution passed on 9 May 2012 for the primary purpose of providing incentives to directors and eligible employees and to replace the share option scheme which expired on 24 April 2012. The terms of the New Scheme are similar to those of the expired scheme. Under the New Scheme, the Board of Directors of the Bank may grant options to eligible persons, including directors and employees of the Bank and its subsidiaries, to subscribe for shares in the Bank.

The total number of shares in respect of which options may be granted under the New Scheme is not permitted to exceed 10% of the shares of the Bank in issue at the date of approval of the Scheme, without prior approval from the Bank’s shareholders. No option may be granted to any person which, if exercised in full, would result in the total number of shares issued and to be issued upon exercise of the option already granted and to be granted to such person (including exercised, cancelled and outstanding options but excluding lapsed options) in the 12-month period up to and including the date of such new grant exceeding 1% of the shares in issue as at the date of such new grant, provided that options may be issued in excess of such limit if, among other things, such grant shall have been separately approved by shareholders of the Bank in a general meeting at which that proposed grantee and his associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) shall have abstained for voting.

Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$10 per option, and the exercise period shall not in any event be longer than 10 years from the date of grant of the relevant options. The exercise price is determined by the Board of Directors of the Bank, and will be the highest of the closing price of the Bank’s shares on the date of offer, the average closing price of the shares for the five business days immediately preceding the date of offer and the nominal value of the shares.

No options have been granted under the New Scheme since it was adopted.

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**38. 高級人員之貸款**

茲依據舊有香港《公司條例》第161B條之規定，公佈有關高級人員之貸款結餘總額（已包含在附註22「客戶貸款」中）：

**38. LOANS TO OFFICERS**

The aggregate relevant loans to officers, included in “advances to customers” in note 22, and disclosure pursuant to Section 161B of the predecessor Hong Kong Companies Ordinance are as follows:

		<b>集團及銀行</b> <b>THE GROUP AND THE BANK</b>		
		全部有關貸款戶口之 結餘總額		年內有關貸款戶口之 最高結餘總額
		Aggregate balance of all relevant loans outstanding		Maximum aggregate balance of relevant loans
		於一月一日	於十二月三十一日	during the year
		at January 1	at December 31	during the year
		港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000
二零一四年	<b>2014</b>	<u><u>184,092</u></u>	<u><u>152,055</u></u>	<u><u>198,016</u></u>
二零一三年	<b>2013</b>	<u><u>94,318</u></u>	<u><u>184,092</u></u>	<u><u>199,228</u></u>

此等貸款的利率由百分之零至最優惠利率加百分之十不等。董事及行政人員之貸款中有為數港幣50,876,000元（二零一三年：港幣82,487,000元）是有抵押貸款。這些抵押品主要有物業、證券及定期存款。

The loans bear interest at rates ranging from 0% to prime rate plus 10%. Included in the loans to officers are loans of HK\$50,876,000 (2013: HK\$82,487,000) secured by collateral. The collateral consists mainly of properties, securities and fixed deposits.

**39. 商譽**

**成本**  
於一月一日及十二月三十一日

**減值**  
於一月一日及十二月三十一日

**賬面淨值**  
於十二月三十一日

**39. GOODWILL**

		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
<b>COST</b>			
At 1 January and 31 December		<b>110,606</b>	110,606
<b>IMPAIRMENT</b>			
At 1 January and 31 December		<u><u>60,000</u></u>	<u><u>60,000</u></u>
<b>CARRYING VALUES</b>			
At 31 December		<u><u>50,606</u></u>	<u><u>50,606</u></u>

## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
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#### 39. 商譽 - 續

本集團購買創興保險有限公司全部發行股本。因為收購而產生的商譽為港幣 110,606,000 元。

截至二零一四年十二月三十一日止年度，管理層已檢討商譽的減值測試。檢討內容包括比較被購買的附屬公司之賬面值及使用值（最少之現金產生單位），以分配商譽。該被購買的附屬公司是從事保險業務的。

使用值的計算是根據附屬公司的管理層已審閱的四年財務預算中現金流動預測和四年期末的評估終值。於已審閱預測和評估終值所覆蓋期間，現金流動預測的準備是包括一些假設和評估。主要假設包括預期收入增長（增長率 4% 至 29.9%）、長期增長率（3%）和折算率的選擇（12%）。

使用值是折算預期未來的現金流動計算所得的。

截至二零一四年及二零一三年十二月三十一日止年度，本集團的管理層決定無商譽減值。

#### 39. GOODWILL - continued

The Group acquired 100% of issued share capital of Chong Hing Insurance Company Limited. The amount of goodwill arising as a result of acquisition was HK\$110,606,000.

For the year ended 31 December 2014, management has reviewed goodwill for impairment testing purpose. The review comprised a comparison of the carrying amount and value in use of an acquired subsidiary (the smallest cash-generating unit) to which the goodwill has been allocated. The acquired subsidiary is involved in insurance business.

The value in use calculations primarily use cash flow projections based on four-year financial budgets approved by management of the subsidiary and estimated terminal value at the end of the four year period. There are a number of assumptions and estimates involved for the preparation of cash flow projections for the period covered by the approved budget and the estimated terminal value. Key assumptions include the expected growth in revenues (growth rate at 4% to 29.9%), long term growth rate (3%) and selection of discount rate (12%).

Value in use is derived at by discounting the expected future cash flows.

The management of the Group determines that there is no impairment loss on the goodwill for the year ended 31 December 2014 and 2013.

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**40. 或有負債及承擔**

**40. CONTINGENT LIABILITIES AND COMMITMENTS**

		集團 THE GROUP		銀行 THE BANK	
		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
或有負債及承擔 - 約定數額	Contingent liabilities and commitments - contractual amounts				
直接信用代替品	Direct credit substitutes	1,042,023	1,041,747	1,042,023	1,041,747
與貿易有關之或有項目	Trade-related contingencies	396,545	479,056	396,545	479,056
遠期資產買入	Forward asset purchases	12,542	7,049	12,542	7,049
未動用之正式備用信貸、 信貸額度及其他承擔：	Undrawn formal standby facilities, credit lines and other commitments:				
可無條件取消而不需作事前通知者	Which are unconditionally cancellable without prior notice	6,665,955	6,864,582	6,665,955	6,864,582
原到期日於一年與一年以下	With an original maturity of one year and under	9,021,621	8,212,601	9,021,621	8,212,601
原到期日於一年以上	With an original maturity of over one year	2,583,848	1,899,267	2,583,848	1,899,267
租金承擔	Lease commitments	338,657	55,424	366,668	103,266
		<u>20,061,191</u>	<u>18,559,726</u>	<u>20,089,202</u>	<u>18,607,568</u>

或有負債及承擔之加權信貸風險金額為港幣 3,494,488,000 元 (二零一三年：港幣 3,196,283,000 元)。

The credit risk-weighted amount of contingent liabilities and commitments is HK\$3,494,488,000 (2013: HK\$3,196,283,000).

加權信貸風險金額是按照「標準計算法」計算。計算加權信貸風險金額所採用之風險比重為 0% 至 100% (二零一三年：0% 至 100%) 並按照《銀行業(資本)規則》作評估。

The credit risk-weighted amount is calculated based on “standardised approach”. The risk-weights used in the computation of credit risk-weighted amounts range from 0% to 100% (2013: 0% to 100%) which is assessed in accordance with the Banking (Capital) Rules.

直接信用代替品包括由本集團及本銀行發出之融資擔保。

Direct credit substitutes include financial guarantees given by the Group and the Bank.

大部份的或有負債及承擔是以港幣作為單位。

Most of contingent liabilities and commitments are denominated in Hong Kong dollars.



## 綜合財務報表之附註

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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#### 40. 或有負債及承擔 - 續

於報告期末，本集團及本銀行不可撤銷之租賃物業營運租約之未來最低租金支出根據到期情況分析如下：

一年內

第二至第五年內  
(包括首尾兩年)

營運租約租金指本集團及本銀行部份辦公室之應付租金。租約內租金固定不變及平均長達三年。

於報告期末，資本承擔結餘如下：

已簽約但未於綜合財務報表上撥備之物業及設備的資本開支

於報告期末，本集團及本銀行以出租人身份與租戶簽訂之租約，未來應收最低租金列明如下：

一年內

第二至第五年內  
(包括首尾兩年)

五年以後

#### 40. CONTINGENT LIABILITIES AND COMMITMENTS - continued

At the end of the reporting period, the Group and the Bank had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	集團 THE GROUP		銀行 THE BANK	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Within one year	95,813	26,614	105,413	38,825
In the second to fifth years, inclusive	242,844	28,810	261,255	64,441
	<u>338,657</u>	<u>55,424</u>	<u>366,668</u>	<u>103,266</u>

Operating lease payments represent rentals payable by the Group and the Bank for certain of its office properties. Leases are negotiated for an average term of three years and rentals are fixed.

Capital commitments outstanding at the end of the reporting period are as follows:

	集團及銀行 THE GROUP AND THE BANK	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of property and equipment	<u>12,542</u>	<u>7,049</u>

At the end of the reporting period, the Group and the Bank as lessor had contracted with tenants for the following future minimum lease payments:

	集團 THE GROUP		銀行 THE BANK	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Within one year	3,393	16,077	9,873	23,767
In the second to fifth years, inclusive	4,184	1,901	22,581	3,716
After five years	2,514	2,730	-	-
	<u>10,091</u>	<u>20,708</u>	<u>32,454</u>	<u>27,483</u>

# 綜合財務報表之附註

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### 41. 退休福利計劃

本集團於報告期末共實行兩個退休計劃，包括自一九九五年起根據《職業退休計劃條例》登記之供款計劃（「原有計劃」）及免供款既定福利退休計劃（「原有計劃（既定福利）」）。而自二零零零年十二月起根據《強制性公積金計劃條例》成立之強制性公積金計劃（「強積金計劃」）。在強積金計劃成立前，原有計劃成員之員工可留在原有計劃或轉為加入強積金計劃，然而所有在二零零零年十二月或以後加入本集團之新員工則須參加強積金計劃。大部份員工均選擇參與強積金計劃以取代原有計劃（「參與人士」）。強積金計劃之資產由獨立信託人控制之基金持有，並與本集團之資產分開。作為強積金計劃成員，員工須按其有關入息供款百分之五，而本集團之供款則視乎員工服務年資而按其有關入息計算百分之五至十。

本集團為所有合資格員工提供原有計劃（既定福利）。在原有計劃（既定福利）下，員工年屆五十五歲退休年齡，有權提取之退休福利金額為其銀行供款總額百分之零至一百。員工於退休時根據服務年資計算其有權每月提取直至死亡之退休金的幅度為最後薪酬比例百分之零至一百。

精算師韜睿惠悅顧問有限公司最近於二零一四年十二月三十一日對原有計劃（既定福利）作出精算估值。精算估值會定期（但最少三年一次）進行。評估方式以預計單位基數法來計算既定福利責任的現值及現服務成本。

於二零一四年十二月三十一日，本銀行最近已正式完成獨立精算評估。其原有計劃（既定福利）的淨退休資產為港幣 21,726,000 元。

### 41. RETIREMENT BENEFITS SCHEME

At the end of the reporting period, the Group had two retirement schemes in operation including a defined contribution plan (the "ORSO Scheme") and a defined benefit plan (the "ORSO (Defined benefit) Scheme"), which were both registered under the Occupational Retirement Scheme Ordinance in 1995, and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Ordinance in December 2000. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme could stay within the ORSO Scheme or switch to the MPF Scheme, whereas all new employees joining the Group on or after December 2000 are required to join the MPF Scheme. Most of the employees enrolled in the MPF Scheme in replacement of the ORSO Scheme (the "participating members"). The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Under the MPF Scheme, the employee contributes 5% of the relevant payroll to the MPF Scheme while the Group contributes from 5% to 10% of the relevant payroll to the MPF Scheme depending on the years of service completed.

The Group operates the ORSO (Defined benefit) Scheme for qualifying employees. Under the ORSO (Defined benefit) Scheme, the employees are entitled to retirement benefits varying between 0 and 100 percent of total contributions on attainment of a retirement age of 55. Upon retirement, the employees are entitled to monthly pension until death varying between 0 and 100 percent of final salary depending on years of service completed at the time of retirement.

The most recent actuarial valuation of the ORSO (Defined benefit) Scheme was carried out as at 31 December 2014 by the qualified actuaries of Towers Watson Hong Kong Limited. The actuarial valuation is carried out periodically, but at least triennially. The present value of the defined benefit obligation and the current service cost have been measured using the Projected Unit Credit method.

At the date of the latest formal independent actuarial valuation made on 31 December 2014, the net retirement asset of the ORSO (Defined benefit) Scheme was HK\$21,726,000.

# 綜合財務報表之附註

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### 41. 退休福利計劃 - 續

### 41. RETIREMENT BENEFITS SCHEME - continued

於綜合收益表中確認的既定福利計劃詳列如下：

Amounts recognised in the consolidated income statement in respect of the defined benefit plans are as follow:

福利責任的利息支出

Interest cost on benefit obligation

2014  
港幣千元  
HK\$'000

(368)

計劃資產的利息收入

Interest income on plan assets

540

淨利息收入

Net interest income

172

現服務成本

Current service cost

(86)

86

於綜合收益及其他全面收益表中確認的既定福利計劃詳列如下：

Amount recognised in the consolidated income statement and other comprehensive income in respect of the defined benefit plans is as follow:

計劃及利息中的實際回報與精算虧損的差額

Difference between actual return on plan assets and interest, and actuarial losses

10,893

在綜合財務狀況中本集團的既定福利計劃詳列如下：

The amount included in the consolidated statement of financial position arising from the Group's defined benefit retirement benefit plan is as follows:

既定福利責任的現值

Present value of defined benefit obligation

2014  
港幣千元  
HK\$'000

(22,221)

計劃資產的公平值

Fair value of plan assets

43,947

21,726

既定福利責任的現值之轉變詳列如下：

Changes in the present value of the defined benefit obligation are as follow:

期初既定福利責任

Opening defined benefit obligation

2014  
港幣千元  
HK\$'000

24,073

利息支出

Interest cost

368

現服務成本

Current service cost

86

精算溢利

Actuarial gain

(160)

支付福利

Benefits paid

(2,146)

期末既定福利責任

Closing defined benefit obligation

22,221

綜合財務報表之附註  
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41. 退休福利計劃 - 續

計劃資產的公平值之轉變詳列如下：

期初計劃資產的公平值  
利息收入  
計劃資產的回報  
支付福利  
期末計劃資產公平值

計劃資產的主要類別以總計劃資產的公平值作百分比詳列如下：

現金  
股票 (附註)

附註：股票包括投資於香港聯合交易所上市的三項股票，分別為香港中華煤氣有限公司、廖創興企業有限公司及創興銀行有限公司的股票。

於二零一四年十二月三十一日，計劃資產中每個類別詳列如下：

存放在本銀行的存款  
應收利息  
於香港上市的股本證券：  
香港中華煤氣有限公司  
廖創興企業有限公司  
創興銀行有限公司

股本工具的公平值是根據活躍市場中的公開價格來決定。

41. RETIREMENT BENEFITS SCHEME - continued

Changes in fair value of plan assets are as follow:

Opening fair value of plan assets  
Interest income  
Return on plan assets  
Benefits paid  
Closing fair value of plan assets

The major categories of plan assets as a percentage of the fair value of total plan assets are as follow:

Cash  
Equities (Note)

Note: The equities represented investments in three equity securities which are securities of The Hong Kong & China Gas Limited, Liu Chong Hing Investment Limited and Chong Hing Bank Limited which are all listed on the Hong Kong Stock Exchange.

The fair value of the plan assets as at 31 December 2014 for each category, are as follow:

Deposits with the Bank  
Interest receivable  
Equity securities listed in Hong Kong:  
The Hong Kong & China Gas Limited  
Liu Chong Hing Investment Limited  
Chong Hing Bank Limited

The fair values of the equity instruments are determined based on quoted market prices in active markets.

2014  
港幣千元  
HK\$'000  
34,820  
540  
10,733  
(2,146)  
43,947

2014  
%  
42  
58

2014  
港幣千元  
HK\$'000  
18,382  
50  
19,757  
4,900  
858  
43,947

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一四年十二月三十一日止年度  
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## 41. 退休福利計劃 - 續

於二零一四年十二月三十一日，此原有計劃（既定福利）的資產金額在本銀行擁有的存款戶口詳列如下：

存放在本銀行的存款

截至二零一四年十二月三十一日，原有計劃（既定福利）使本集團承擔利率風險、長壽風險及價目風險。

### 利率風險

既定福利計劃負債之現值乃參照香港政府外匯基金票據之收益率而決定之貼現率計算的。貼現率下跌將增加計劃負債。

### 長壽風險

既定福利計劃負債之現值乃參照合資格僱員就職期間及離職後死亡率之最佳估值計算的。合資格僱員之預期壽命增加將增加計劃負債。

### 價目風險

如上所述，於二零一四年十二月三十一日，百分之五十八之資產已作三項股本證券投資。此高集中可能使本集團於股票價格波動時承擔價格風險。

用於決定既定福利責任的主要假設如下：

貼現率（每年）

預期薪酬遞增率（每年）

預期年金遞增率（每年）

福利餘額利息（每年）

## 41. RETIREMENT BENEFITS SCHEME - continued

The amounts of assets of the ORSO (Defined benefit) Scheme invested in the Bank's own deposit account as at 31 December 2014 were:

Deposits with the Bank

The ORSO (Defined benefit) Scheme exposes the Group to the interest rate risk, longevity risk and price risk as at 31 December 2014.

### Interest rate risk

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the yields of the Hong Kong Government Exchange Fund Notes. A decrease in the discount rate would increase the plan liability.

### Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of qualifying employees both during and after their employment. An increase in the life expectancy of the qualifying employees will increase the plan's liability.

### Price risk

As stated above, 58% of the assets were invested into three equity securities as at 31 December 2014. Such high concentration may expose to the Group to price risk when the equity prices fluctuate.

The significant assumptions used in determining the defined benefit obligations are shown below:

Discount rate (per annum)

Expected rate of salary increase (per annum)

Expected rate of pension increase (per annum)

Interest credited on welfare balance (per annum)

2014  
港幣千元  
HK\$'000

18,382

2014  
%

1.7

3.0

0.0

2.0

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**41. 退休福利計劃 - 續**

當既定福利責任的重大假設轉變而產生的潛在影響，詳列如下：

貼現率

預期薪酬遞增率

退休福利金領取者死亡率

於二零一四年十二月三十一日，既定福利責任的加權平均時間為 6.9 年。

本集團負責提供原有計劃（既定福利）成員中利益的成本。根據《職業退休計劃條例》，週期性基金估值是用決定本集團提供多少成本以達致供款要求。

根據上次於二零一四年十二月三十一日完成的原有計劃（既定福利）法定估值，於二零一四年十二月三十一日，本集團並未就原有計劃（既定福利）中的成員被提出供款要求。當下次於二零一七年十二月三十一日的原有計劃（既定福利）法定基金估值完成後，本集團的供款率或有可能改變。

**41. RETIREMENT BENEFITS SCHEME - continued**

The table below indicates the potential effect of change of the significant assumptions on the defined benefit obligation:

		2014 假設的轉變 Change in assumption	
		+0.25% 港幣千元 HK\$'000	-0.25% 港幣千元 HK\$'000
Discount rate	(488)	510	
Expected rate of salary increase	<u>58</u>	<u>(57)</u>	
	年齡 +1 歲 Age +1 year	年齡 -1 歲 Age -1 year	
	港幣千元 HK\$'000	港幣千元 HK\$'000	
Pensioner mortality	(955)	980	

As at 31 December 2014, the weighted average duration of the defined benefit obligation is approximately 6.9 years.

The costs for providing benefits to the members of the ORSO (Defined benefit) Scheme are funded by the Group. The contributions required by the Group to fund the costs are determined by periodic funding valuations in accordance with the Occupational Retirement Scheme Ordinance.

As of 31 December 2014, the Group is not required to contribute to the ORSO (Defined benefit) Scheme with respect to the members of the ORSO (Defined benefit) Scheme according to the results of the last statutory funding valuation of the ORSO (Defined benefit) Scheme as at 31 December 2014. The Group's contribution rate may be subject to change when the results of the next statutory funding valuation of the ORSO (Defined benefit) Scheme as at 31 December 2017 become available.

# 綜合財務報表之附註 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 42. 關聯方交易

自二零一四年二月十四日起，前最終控股公司及前同系附屬公司已改變（詳細參閱附註1）。

是年度本集團及本銀行與關聯方之重大交易詳列如下：

最終控股公司  
同系附屬公司  
聯營公司  
主要管理人員（附註）  
前最終控股公司  
前同系附屬公司

於報告期末，本集團及本銀行與關聯方之重大結欠情況如下：

最終控股公司 / 前最終控股公司  
同系附屬公司 / 前同系附屬公司  
聯營公司  
主要管理人員（附註）

以上結欠之利率與給予一般客戶之計算方法相類。部份給予關聯方的貸款以物業、證券及定期存款作抵押。

於二零一四年十二月三十一日，本集團持有之同系附屬公司可供出售債務證券為港幣 227,664,000 元（二零一三年：無）。

附註：主要管理人員包括其家屬及主要管理人員有直接或間接關係的投票權控制或共同控制的個體。

## 42. RELATED PARTY TRANSACTIONS

The former ultimate holding company and former fellow subsidiaries had been changed since 14 February 2014 (see note 1 for details).

During the year, the Group and the Bank entered into the following material transactions with related parties:

	利息、佣金及租金收入 Interest, commission and rental income		利息、租金及 其他營業支出 Interest, rental and other operating expenses	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Ultimate holding company	608	—	5,471	—
Fellow subsidiaries	16,919	—	1,552	—
Associates	24,754	24,303	3,419	3,262
Key management personnel (Note)	802	6,914	1,880	10,615
Former ultimate holding company	—	2,920	3,201	11,836
Former fellow subsidiaries	204	1,641	—	—

At the end of reporting period, the Group and the Bank had the following material outstanding balances with related parties:

	關聯方欠款 Amounts due from related parties		欠關聯方款項 Amounts due to related parties	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Ultimate holding company / Former ultimate holding company	760,304	—	3,935,992	254,745
Fellow subsidiaries / Former fellow subsidiaries	300,000	36,800	1,625,619	—
Associates	8,669	11,503	100,238	110,166
Key management personnel (Note)	32,559	507,899	156,218	786,463

The above outstanding balances bear interest at rates similar to those made available to non-related parties. A portion of the loans to related parties are secured with properties, securities and fixed deposits.

As at 31 December 2014, the Group held available-for-sale debt securities issued by a fellow subsidiary of HK\$227,664,000 (2013: Nil).

Note: Includes key management personnel, close family members of key management personnel and entity that is controlled or jointly controlled, directly or indirectly, by key management personnel.

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**42. 關聯方交易 - 續**

關聯方所欠款項已包括在財務狀況表中的貸款及其他賬項內。

欠關聯方款項已包括在財務狀況表中的客戶存款內。

是年度本銀行與附屬公司之重大交易詳列如下：

**42. RELATED PARTY TRANSACTIONS - continued**

Amounts due from related parties are included in advances and other accounts on the statements of financial position.

Amounts due to related parties are included in deposits from customers on the statements of financial position.

During the year, the Bank entered into the following material transactions with its subsidiaries:

	利息、佣金及租金收入 Interest, commission and rental income		利息及租金支出 Interest and rental expenses		電腦服務支出 Computer service expense	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
附屬公司 Subsidiaries	<u>16,122</u>	<u>16,694</u>	<u>22,580</u>	<u>26,567</u>	<u>16,852</u>	<u>16,520</u>

於報告期末，本銀行與附屬公司有  
以下之重大結欠：

At the end of reporting period, the Bank had the following material  
outstanding balances with subsidiaries:

	附屬公司所欠款項 Amounts due from		欠附屬公司款項 Amounts due to	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
附屬公司 Subsidiaries	<u>233,444</u>	<u>235,662</u>	<u>526,479</u>	<u>834,696</u>

欠附屬公司款項已包括為數港幣  
50,420,000 元的往來賬戶（二零  
一三年：港幣 221,639,000 元）。  
此往來賬戶並無抵押，非附息及  
要求即時付還的。

Included in the amounts due to subsidiaries are bank current accounts of  
approximately HK\$50,420,000 (2013: HK\$221,639,000). The current  
accounts are unsecured, non-interest bearing and repayable on demand.



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### 42. 關聯方交易 - 續

欠附屬公司款項已包括為數港幣14,073,000元的儲蓄存款(二零一三年:港幣14,199,000元)。此儲蓄存款並無抵押,附息以市場息率計算及要求即時付還的。

餘下的欠附屬公司款項為數港幣419,165,000元的定期存款(二零一三年:港幣598,858,000元),此定期存款並無抵押,附息以市場息率計算及一年內到期。

#### 主要管理人員之補償

年內董事及其他管理層要員之薪酬如下:

短期僱員福利

退休福利

董事及主要管理層之薪酬乃由薪酬委員會考慮到個別人士表現及市場標準釐定。

截至二零一四年十二月三十一日,本集團為高級管理層及僱員預提獎金。薪酬委員會於二零一五年二月二十五日已批准該預提獎金。本集團尚未完成各高級管理層的獎金分配。

### 42. RELATED PARTY TRANSACTIONS - continued

Included in the amounts due to subsidiaries are saving accounts of approximately HK\$14,073,000 (2013: HK\$14,199,000). The saving accounts are unsecured, bearing interest at prevailing market interest rates and repayable on demand.

The remaining amounts due to subsidiaries are fixed deposits of approximately HK\$419,165,000 (2013: HK\$598,858,000). The fixed deposits are unsecured, bearing interest at prevailing market interest rates and mature within one year.

#### Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

		集團及銀行 THE GROUP AND THE BANK	
		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
短期僱員福利	Short-term benefits	81,200	66,103
退休福利	Post employment benefits	5,683	4,740
		<u>86,883</u>	<u>70,843</u>

The remuneration of directors and key management is reviewed by Remuneration Committee having regard to the performance of individuals and market trends.

As of 31 December 2014, the Group accrued a bonus for the Group's senior management and employees. The accrued bonus was approved by the Remuneration Committee on 25 February 2015. The Group has not completed the allocation of the bonus to individual senior management.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 43. 資本管理

本集團之政策是維持雄厚資本基礎來支持本集團業務之發展及確保符合用以評估銀行資本足夠程度之法定資本充足比率之規定。資本是根據各業務部門所承受之風險來分配於本集團多種活動上。若附屬公司及分行受其他監管機構直接監管，它們需要依照該等監管機構之規則來維持其資本。

本集團的資本管理目標為：

- 符合香港《銀行業條例》下《銀行業(資本)規則》下之資本要求；及
- 支持本集團之穩定及商業增長，並替股東賺取合理回報。

本集團管理層定期按《銀行業(資本)規則》的計算方法監察資本充足度及監管資本使用。資料按季度匯報香港金融管理局(「金管局」)。

金管局要求每家銀行或銀行集團需跟據銀行業(資本)規則的規定維持監管資本。此外，本銀行的海外分行會受當地的監管機構直接監管及指導。本集團附屬公司的監管資本要求亦受其他監管機構管制，例如證券及期貨事務監察委員會及保險業監理處。

### 43. CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base to support the development of the Group's business and to ensure compliance with the statutory capital adequacy ratio requirement, a requirement used to assess the capital adequacy of banks. Capital is allocated to the various activities of the Group depending on the risk taken by each business division. Where the subsidiaries or branches are directly regulated by other regulators, they are required to maintain capital according to the rules of those regulators.

The Group's objective when managing capital are:

- comply with the capital requirements under the Banking (Capital) Rules of the Hong Kong Banking Ordinance; and
- support the Group's stability and business growth so as to provide reasonable returns for shareholders.

Capital adequacy and the use of regulatory capital are monitored regularly by the Group's management, employing techniques based on the Banking (Capital) Rules of the Hong Kong Banking Ordinance. The required information is filed with the Hong Kong Monetary Authority (the "HKMA") on a quarterly basis.

The HKMA requires each bank or banking group to maintain a ratio of total regulatory capital to the risk-weighted asset (the capital adequacy ratio) at or above the minimum as stipulated in the Banking (Capital) Rules. In addition, overseas branches of the Bank are also directly regulated and supervised by their local banking supervisors, which may differ from country to country. Subsidiaries of the Group are also subject to statutory capital requirements from other regulatory authorities, such as the Securities and Futures Commission and the Insurance Authority.

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#### 43. 資本管理 - 續

於二零一四年十二月三十一日及二零一三年十二月三十一日之資本充足比率，乃依據金管局法定要求以本銀行及部份附屬公司綜合計算。此規則乃根據香港《銀行業條例》下之《銀行業（資本）規則》而制定。

本集團已建立一套資本規劃程序，藉以評估資本是否足夠支持現有及未來之業務，並於考慮相關風險及本集團之策略重點及業務計劃後訂定資本充足目標。主要考慮因素包括：未來業務擴充所需之額外資本、定期執行之壓力測試結果、股息政策、收入確認及撥備政策等。

#### 44. 比對數目

若干比對數目已重新分類以符合本期度的呈列。

#### 43. CAPITAL MANAGEMENT - continued

The capital adequacy ratios as at 31 December 2014 and 31 December 2013 are computed on the consolidated basis, which includes the Bank and certain of its subsidiaries as specified by the HKMA for its regulatory purposes, and are in accordance with the Banking (Capital) Rules of the Hong Kong Banking Ordinance.

The Group has established a capital planning process to assess the adequacy of its capital to support current and future activities and to set the Group's capital adequacy goals in relation to risk, taking into account its strategic focus and business plan. Key factors to consider in this process including additional capital required for future expansion, results of the stress test programme regularly conducted, dividend policy, income recognition and provisioning policies.

#### 44. COMPARATIVE AMOUNTS

Certain comparative figures have been reclassified to conform with the current period's presentation.

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按照《銀行業(披露)規則》之指引，有關企業管治、風險管理及其他未經審核之財務資料詳列如下：

The unaudited supplementary financial information regarding corporate governance, risk management and other financial information disclosed pursuant to the Banking (Disclosure) Rules is as follows:

## 1. 專責委員會

本銀行董事會(「董事會」)之組成乃根據本銀行《組織章程細則》並為本銀行最終管治組織。為更確保董事會會議與會議之間所出現之事項能適當並及時地處理，董事會授權下列專責委員會負責監管本銀行之日常主要業務。專責委員會均有清晰的目標、權限、責任及任期。以書面方式列明各專責委員會之職責範圍亦由董事會批准及定期作適當更新。提名委員會及風險管理委員會已於二零一四年二月十四日成立。

### (i) 執行委員會

執行委員會乃由本銀行三名執行董事及若干其他高級行政人員所組成。

執行委員會所行使之權力及其所行使、採取或批核之所有行動均由董事會所授權，藉以免除由董事會詳細審理資料及業務運作的程序。執行委員會策導本集團之日常政策及運作決策，及在各次董事會定期會議之間處理須由董事會檢視及督導之事宜。此外，執行委員會亦會在其認為適當之情況下統籌董事會轄下其他委員會之工作。

## 1. SPECIALISED COMMITTEES

The Board of Directors of the Bank (the "Board") is constituted in accordance with the Bank's Articles of Association and is the ultimate governing body. In order to ensure that matters arising between meetings of the Board are handled properly and timely, the Board delegates the day-to-day supervision of major functional areas to the following specialised committees. These committees are established with clearly defined objectives, authorities, responsibilities and tenure. Written terms of reference are approved by the Board and are updated appropriately. The Nomination Committee and the Risk Management Committee were established on 14 February 2014.

### (i) Executive Committee

The Executive Committee comprises three executive directors and certain other senior executives of the Bank.

It is authorised by the Board to exercise all such powers and do all such acts as may be exercised, done or approved by Board, thus relieving the full Board of detailed review of information and operational activities. The Executive Committee steers the Group's policy and operational decisions on a day-to-day basis, and attends to matters that require the review and supervision of the Board between regular board meetings. Moreover, it also coordinates the work of other committees as it sees fit.

# 未經審核補充財務資料 UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

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## 1. 專責委員會 - 續

### (ii) 管理委員會

管理委員會乃由董事總經理、行政總裁、部份執行董事及部門主管組成。其責任包括管理銀行日常事務及運作。管理委員會通常每星期舉行例會一次，商討及制定運作及管理政策、討論日常重要運作事務、審閱關鍵商業表現、討論由市場變化及競爭情況產生之商機。管理委員會務必依據董事會當時訂立之方向及要求運作。

### (iii) 審計委員會

審計委員會由本銀行非執行董事組成，其中大部份成員為獨立非執行董事。

審計委員會之設立乃向董事會就外聘核數師有關事項提供意見，審閱於呈交董事會前之半年及全年報告、評估本集團之內部監控系統、財務報告及風險管理制度之充足性及有效性，並檢討本銀行內部稽核功能。

### (iv) 薪酬委員會

薪酬委員會由不少於三名成員組成，其中大部份成員為獨立非執行董事。

薪酬委員會之設立乃負責考慮有關僱傭、薪酬及退休福利的規則及條款等人力資源事宜，並向董事會就本集團所有僱員，包括董事、高級管理層及重要人員之薪酬政策、架構及執行實務提出建議。

## 1. SPECIALISED COMMITTEES - continued

### (ii) Management Committee

Members of the Management Committee, comprising the Managing Director, the Chief Executive Officer and certain other executive directors and department heads, are responsible for managing the day-to-day business and the affairs of the Bank group. The Management Committee normally holds regular meetings once a week to discuss and formulate operation and management policies, discuss significant daily operational issues, review key business performance, and discuss business opportunities arising from changing market and competitive conditions. In performing its functions, the Management Committee shall act in accordance with the directions and requirements as may from time to time be stipulated by the Board.

### (iii) Audit Committee

The Audit Committee comprises non-executive directors of the Bank and majority of the members are independent non-executive directors.

The Audit Committee is established to advise the Board on matters relating to the external auditor, review the half-yearly and annual reports before submission to the Board, assess the adequacy and effectiveness of the Group's systems of internal control, financial reporting and risk management, and review the internal audit function within the Bank.

### (iv) Remuneration Committee

The Remuneration Committee comprises of not less than three members and majority of the members are independent non-executive directors.

The Remuneration Committee is established to consider human resources issues relating to terms and conditions of employment, remuneration and retirement benefits and make recommendations to the Board of the Group's policy, structure and practices for remuneration of all employees including directors, senior management and key personnel.

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1. 專責委員會 - 續

(v) 提名委員會

提名委員會由不少於三名成員組成，其中包括董事會主席及大部份成員為獨立非執行董事。

提名委員會負責檢討本銀行董事會及創興財務有限公司董事會之架構、人數、組成和多元性。

(vi) 風險管理委員會

風險管理委員會由五名成員組成，其中四名成員為非執行董事。

風險管理委員會向董事會負責並協助董事會處理風險管理事宜，特別就本集團的整體風險取向 / 風險承受能力及風險管理策略向董事會提出建議，並監督高級管理層執行策略。

(vii) 執行放款審核委員會

執行放款審核委員會乃由本銀行執行董事及若干其他高級行政人員所組成。

執行放款審核委員會負責指導及審理放款審核委員會之運作，及不時授予其適當權力。委員會亦會按照本集團既定之貸款政策及有關的法例和規則，進行批核若干特定或涉及龐大金額的新貸款申請和貸款續期申請，並更改現有貸款額度。

1. SPECIALISED COMMITTEES - continued

(v) Nomination Committee

The Nomination Committee comprises of not less than three members including the Chairman of the Board and majority of the members are independent non-executive directors.

The Nomination Committee is responsible for reviewing the structure, size and composition and diversity of the Boards of the Bank and Chong Hing Finance Limited.

(vi) Risk Management Committee

The Risk Management Committee comprises of five members, four of the members are non-executive directors.

The Risk Management Committee is responsible to the Board for assisting the Board in dealing with risk management issues, in particular for advising the Board on the overall risk appetite / risk tolerance and risk management strategy of the Group, and for overseeing the implementation of the strategy by senior management.

(vii) Executive Loans Committee

The Executive Loans Committee comprises executive directors and certain other senior executives of the Bank.

The Executive Loans Committee is established to guide and review the operations of, and to delegate proper authorities as it deems appropriate from time to time to the Loans Committee. It also approves large and certain specific new loan applications and applications for renewal and amendment of existing loans, having due regard to the Group's Lending Policy and the relevant laws and regulations.

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## 1. 專責委員會 - 續

### (viii) 放款審核委員會

放款審核委員會成員乃由執行委員會委派。委員會由本銀行之高級管理人員包括監督企業銀行及財富管理之執行董事兼副行政總裁及聯席信貸主管組成。

放款審核委員會的職責是確保本集團設有妥善的貸款政策，及適時發出指引以指導集團之貸款活動。此外，委員會亦指示信貸評審部及信貸監管部監察貸款組合質素，藉以及早找出問題及採取適當之糾正行動，如履行債務重組計劃及為貸款虧損撥留足夠之準備金。放款審核委員會成員定期參與審批貸款申請及作出授信決定。放款審核委員會之其他主要功能為監督本集團遵守法例所定貸款限額，評審及批核新貸款產品及致力遵守執行放款審核委員會之指示。

### (ix) 資產及負債管理委員會（「資債管委會」）

資債管委會成員由董事會委派。資債管委會由本銀行之高級管理人員組成。

資債管委會成立目標為協助董事會監督本集團之資產負債組合中有關流動資金、利率風險、外匯風險及其他市場風險之管理。資債管委會其他主要功能為評估現時經濟及商業環境對本集團之資產負債項目之影響、制定相關策略和計劃及審批非貸款產品。

## 1. SPECIALISED COMMITTEES - continued

### (viii) Loans Committee

Members of the Loans Committee are appointed by the Executive Committee. It comprises senior staff members of the Bank including the Executive Director and Deputy Chief Executive Officer supervising Commercial Banking and Wealth Management, and the Co-head of Credit.

The Loans Committee ensures that the Group's Lending Policy is adequate, and issues guidelines from time to time to guide lending activities of the Group. It also directs the Credit Assessment Department and Credit Control Department to monitor loans portfolio quality through identifying problems early and taking timely corrective actions such as implementing debt-restructuring schemes and maintaining adequate provisions for loan losses. The Loans Committee members meet regularly to evaluate loan applications and make credit decisions. The monitoring of compliance of the Group with statutory lending limits, the assessment and approval of new loan products, the implementation of policies and instructions set by the Executive Loans Committee are other key functions of the Loans Committee.

### (ix) The Asset and Liability Management Committee (the "ALCO")

Members of the ALCO are appointed by the Board. It comprises senior staff members of the Bank.

The ALCO is established to facilitate the oversight of the Board in the management of the assets and liabilities of the Group from the perspective of containing the pertinent liquidity, interest rate, foreign exchange and other market risks. The assessment of the impact of the current economic and business climate on the Group's statement of financial position, the formulation of the corresponding strategies and plans, and the evaluation of non-credit related products also come under other key functions of the ALCO.

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## 1. 專責委員會 - 續

### (x) 風險管理及條例執行委員會

風險管理及條例執行委員會由董事會委任。委員會由風險管理總監聯同負責風險管理、條例執行及日常運作之本銀行高級職員組成。

風險管理及條例執行委員會之設立乃協助董事會監督有關本銀行風險管理及條例執行之事宜。委員會履行的責任包括認清及分析主要風險管理及條例執行事宜、核准及監督風險管理及條例執行政策及程序之實施。委員會亦負責協調及監控由監管機構提出之改善措施之實行。委員會定時提交報告。

### (xi) 反洗錢 / 恐怖分子資金籌集委員會 (「反洗錢委員會」)

反洗錢委員會之成員是由執行委員會任命。反洗錢委員會由行政總裁擔任主席，該委員會成員包括本銀行風險管理總監、營運總監及其他負責企業銀行、零售銀行、風險管理和反洗錢事宜之高級管理人員。

該委員會成立的目的是便於執行委員會監督，以確保銀行的反洗錢 / 恐怖分子資金籌集制度能夠應付所識別的洗錢 / 恐怖分子資金籌集風險，包括審查反洗錢 / 恐怖分子資金籌集政策及程序是否足夠，銀行之交易監控系統及可疑交易報告系統是否充足和有效。

## 1. SPECIALISED COMMITTEES - continued

### (x) The Risk Management and Compliance Committee (the “RMCC”)

Members of the RMCC are appointed by the Board. It comprises the Chief Risk Officer with other senior staff members who are responsible for risk management, compliance issues and daily operations of the Bank.

The RMCC is established to facilitate the oversight of the Board concerning risk management and compliance issues of the Bank. The RMCC discharges its responsibilities by identifying and analysing major risk management and compliance issues, and by approving and overseeing the implementation of the risk management and compliance policies and procedures. The RMCC also takes charge of coordinating and monitoring the implementation of the recommendations made by the regulators. Regular reports are prepared by the RMCC.

### (xi) The Anti-money Laundering / Counter-financing of Terrorism Committee (the “AML Committee”)

Members of the AML Committee are appointed by the Executive Committee. It is chaired by the Chief Executive Officer and comprises Chief Risk Officer, Chief Operating Officer and other senior staff members who are responsible for corporate banking, retail banking, risk management and anti-money laundering issues of the Bank.

The AML Committee is established to facilitate the oversight of Executive Committee to ensure that the Bank’s anti-money laundering and counter-financing of terrorism (“AML/CFT”) systems are capable of addressing the money-laundering / terrorist financing risk identified, including review of the sufficiency of AML/CFT policies and procedures; adequacy and effectiveness of the transaction monitoring system and suspicious transaction reporting system of the Bank.



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#### 2. 風險管理

本集團已制定政策、程序及監控措施，用以計量、監察及控制因銀行及有關之金融服務業務所帶來之風險。此等政策、程序及監控措施由本集團各委員會及部門執行，並由董事會定期檢討。內部稽核員於整個風險管理過程亦扮演重要角色，執行定期及非定期之合規審計。

資債管委會負責監督本集團之資產及負債管理。通過每兩星期一次及如有需要更頻密之會議，檢討及指導有關政策，以監察銀行之整體狀況。財務及資本管理處、資金部及財務部則透過各種定性及計量分析，每天管理日常之流動資金風險、外匯風險、利率風險及其他市場風險，並確保符合資債管委會及風險管理及條例執行委員會所制定之政策。

除輔助資債管委會管理資產與負債外，風險管理及條例執行委員會更監督執行關於管理本集團之營運、法律、信譽風險及條例執行要求之政策及程序。

##### (i) 業務操作及法律風險

業務操作風險涉及人為錯誤、系統失靈、訛騙或內部控制不足及程序不當所引致不可預見之損失。

執行董事、部門主管、行內法律顧問及稽核部透過適當之人力資源政策、下放權力、分工及掌握適時且精確之管理資訊，攜手管理業務操作及法律風險。高級管理層及審計委員會負責為董事會維持一穩固及有系統之監察環境，為求確保業務操作及法律風險得以妥善管理。

一套完善之應變計劃現已制定，以確保主要業務能持續如常運作。一旦受到任何商業干預，日常運作亦可有效率地回復正常。

#### 2. MANAGEMENT OF RISKS

The Group has established policies, procedures, and controls for measuring, monitoring and controlling risks arising from the banking and related financial services business. These policies, procedures, and controls are implemented by various committees and departments of the Group and are regularly reviewed by the Board. The internal auditors also play an important role in the risk management process by performing regular, as well as sporadic compliance audits.

The management of assets and liabilities of the Group is conducted under the guidance of the ALCO. The ALCO holds meetings every two weeks, and more frequent meetings when required, to review and direct the relevant policies, and to monitor the bank-wide positions. The day-to-day management of the liquidity, foreign exchange, interest rate and other market risks, and the compliance with the ALCO and the RMCC policies are monitored by the Finance and Capital Management Division, the Treasury Department and the Finance Department with the assistance of various qualitative and quantitative analyses.

In addition to complementing the ALCO in the management of assets and liabilities, the RMCC also oversees the implementation of the policies and procedures established for managing the Group's operational, legal, and reputation risks and compliance requirements.

##### (i) Operational and legal risk

Operational risk is the risk of unexpected losses attributable to human error, systems failures, frauds, or inadequate internal controls and procedures.

Executive directors, department heads, in-house legal counsels, and internal auditors collaborate to manage operational and legal risks through proper human resources policies, delegation of authorities, segregation of duties, and timely and accurate management information. Senior management and the Audit Committee are accountable to the Board for maintaining a strong and disciplined control environment to provide reasonable assurance that the operational and legal risks are prudently managed.

A comprehensive contingency plan is available to ensure that key business functions continue and normal operations are restored effectively and efficiently in the event of business interruption.

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2. 風險管理 - 續

(ii) 信譽風險

信譽風險乃指公眾負面輿論對利潤或資本造成之風險。

透過適當及足夠之溝通及公關工作，本集團之信譽得以提高，信譽風險亦受到管理。一個由高級管理層包括執行董事及高級經理負責之風險管理機制現已成立，以處理與傳媒之溝通、客戶及有關團體之投訴及建議，並確保新增之商業活動及由本集團作代理人之業務不會損害本集團之信譽。

有關本集團對資本管理、信用風險、流動資金風險、市場風險、外匯風險及利率風險之管理政策及測量，詳列於綜合財務報表之附註7。

2. MANAGEMENT OF RISKS - continued

(ii) Reputation risk

Reputation risk is the risk to earnings or capital arising from negative public opinion.

Reputation risk is managed by ensuring proper and adequate communications and public relation efforts to foster the reputation of the Group. A risk management mechanism guided by the senior management including executive directors and senior managers has been established to manage the media exposure, handle customers' and other relevant parties' complaints and suggestions, and to ensure that new business activities and agents acting on the Group's behalf do not jeopardise its reputation.

Details of the Group's capital management, credit risk, liquidity risk, market risk, foreign exchange risk, interest rate risk management policies and measures are set out in note 7 to the consolidated financial statements.

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#### 3. 資本管理

##### 資本充足比率

總資本比率

一級資本比率

普通股權一級資本比率

資本充足比率乃按照《銀行業(資本)規則》計算。此資本規則乃根據香港《銀行業條例》因應實施《巴塞爾資本協定 III》而制定，並於二零一三年一月一日生效。根據《銀行業(資本)規則》，本銀行已選擇採納「標準計算法」計算信用風險之風險加權資產，「標準(市場風險)計算法」計算市場風險及「基本指標計算法」計算業務操作風險。資本充足比率，乃綜合本銀行、創興財務有限公司、Right Way Investments Limited、高堡富有限公司、創興資訊科技有限公司、卡聯有限公司、高潤企業有限公司及鴻強有限公司之財務資料，根據《銀行業(資本)規則》計算。

#### 3. CAPITAL MANAGEMENT

##### Capital adequacy ratio

Total capital ratio

Tier 1 capital ratio

Common Equity Tier 1  
("CET 1") capital ratio

2014	2013
%	%
15.94	14.57
12.77	10.82
9.60	10.82

Capital adequacy ratios are compiled in accordance with the Banking (Capital) Rules under Hong Kong Banking Ordinance for the implementation of the "Basel III" capital accord, which became effective on 1 January 2013. In accordance with the Banking (Capital) Rules, the Bank has adopted the "standardised approach" for the calculation of the risk-weighted assets for credit risk, "standardised (market risk) approach" for the calculation of market risk and "basic indicator approach" for the calculation of operational risk. The capital adequacy ratio is consolidated, under the Banking (Capital) Rules, with reference to the financial information of the Bank, Chong Hing Finance Limited, Right Way Investments Limited, Gallbraith Limited, Chong Hing Information Technology Limited, Card Alliance Company Limited, Top Benefit Enterprise Limited and Hero Marker Limited.

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### 4. 其他財務資料

本銀行已在其網站內設立「監管披露」一節，以符合《銀行業(披露)規則》之一切有關披露監管資本的資料。根據《銀行業(披露)規則》第45條，「監管披露」章節包括下列資料：

- 採用依據香港金融管理局之標準披露範本披露普通股權一級資本、額外一級資本、二級資本以及資本基礎的監管扣減的詳細細目分類；
- 普通股權一級資本項目、額外一級資本項目、二級資本項目以及資本基礎的監管扣減與發佈的財務報表中的資產負債表的全面對賬；及
- 所有資本票據之全部條款及條件。

根據《銀行業(披露)規則》之規定，以上資料將可見於本銀行之網站 [www.chbank.com](http://www.chbank.com) 內之「監管披露」章節。

### 5. 分項資料

本集團之區域分析乃根據分行及負責報告業績或將資產入賬之附屬公司之主要業務地點予以分類。有關詳情列於綜合財務報表之附註6。

### 4. OTHER FINANCIAL INFORMATION

The Bank has set up a “Regulatory Disclosure” section on its website to house all of information relating to the disclosure of regulatory capital to comply with Banking (Disclosure) Rules. In accordance with section 45 of Banking (Disclosure) Rules, the “Regulatory Disclosure” section includes the following information:

- A detailed breakdown of the Common Equity Tier 1 capital, Additional Tier 1 capital, Tier 2 capital and regulatory deductions to the capital base by using the standard disclosure templates as specified by the HKMA;
- A full reconciliation of the Common Equity Tier 1 capital items, Additional Tier 1 capital items, Tier 2 capital items and regulatory deductions to the capital base and the statement of financial position in the published financial statements; and
- The full terms and conditions of all capital instruments.

The above information will be available on the Bank’s website: [www.chbank.com](http://www.chbank.com) in the “Regulatory Disclosure” section in accordance with the Banking (Disclosure) Rules.

### 5. SEGMENTAL INFORMATION

The Group’s information concerning geographical analysis has been classified by the location of the principal operations of the branches and subsidiary companies responsible for reporting the results or booking the assets. Details are set out in note 6 to the consolidated financial statements.

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## 6. 客戶貸款 - 按業務範圍劃分

本集團之客戶貸款總額(包括海外分行及附屬公司賬內的貸款),按借款用途及/或借款人之業務範圍分析及報告。有關詳情列於綜合財務報表之附註7(信用風險)。

佔本集團之客戶貸款總額百分之十或以上的逾期三個月以上之貸款、及於二零一四年與二零一三年十二月三十一日止年度之新減值準備及貸款註銷按業務範圍分析如下:

在本港使用之貸款
工業、商業及金融
- 物業投資
- 其他
個別人士
- 購買其他住宅樓宇之貸款
貿易融資
在本港以外使用之貸款

在本港使用之貸款
工業、商業及金融
- 物業投資
- 其他
個別人士
- 購買其他住宅樓宇之貸款
在本港以外使用之貸款

## 6. ADVANCES TO CUSTOMERS - BY INDUSTRY SECTORS

The Group's gross advances to customers (including advances booked in overseas branches and subsidiaries) are analysed and reported by industry sectors according to the usage of the loans and / or business activities of the borrowers. Details are set out in note 7 (credit risk) to the consolidated financial statements.

The Group's advances to customers overdue for over three months, and new impairment allowances and advances written off during the year ended 31 December 2014 and 2013 in respect of industry sectors which constitute not less than 10 per cent of gross advances to customers are analysed as follows:

於十二月三十一日 逾期三個月 以上之貸款 Advances overdue for over three months as at 31 December 港幣千元 HK\$'000	2014	
	是年度 新減值準備 New impairment allowances during the year 港幣千元 HK\$'000	是年度 貸款註銷 Advances written-off during the year 港幣千元 HK\$'000
Loans for use in Hong Kong		
Industrial, commercial and financial		
- Property investment	458	-
- Others	4,753	363
Individuals		
- Loans for the purchase of other residential properties	419	-
Trade finance	3,555	-
Loans for use outside Hong Kong	27,808	131

於十二月三十一日 逾期三個月 以上之貸款 Advances overdue for over three months as at 31 December 港幣千元 HK\$'000	2013	
	是年度 新減值準備 New impairment allowances during the year 港幣千元 HK\$'000	是年度 貸款註銷 Advances written-off during the year 港幣千元 HK\$'000
Loans for use in Hong Kong		
Industrial, commercial and financial		
- Property investment	626	2
- Others	5,419	3,533
Individuals		
- Loans for the purchase of other residential properties	1,571	-
Loans for use outside Hong Kong	77,715	121

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### 7. 客戶貸款 - 按區域分類

本集團之客戶貸款總額按國家或區域分類，經考慮風險轉移因素後，披露如下：

### 7. ADVANCES TO CUSTOMERS - BY GEOGRAPHICAL AREAS

The Group's gross advances to customers by countries or geographical areas after taking into account any risk transfers are as follows:

		2014					
		逾期三個月 以上之貸款 Advances overdue for over three months			減值貸款 Impaired advances	個別 減值準備 Individual impairment allowance	集體 減值準備 Collective impairment allowance
		貸款總額 Total advances	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	50,478,066	44,259	21,517	19,157	217,013	
中華人民共和國	People's Republic of China	3,369,537	2,308	2,308	788	4,247	
澳門	Macau	1,151,073	-	-	-	11,522	
美國	America	653,707	-	-	-	6,205	
其他	Others	1,273,037	-	-	-	-	
		<u>56,925,420</u>	<u>46,567</u>	<u>23,825</u>	<u>19,945</u>	<u>238,987</u>	

		2013					
		逾期三個月 以上之貸款 Advances overdue for over three months			減值貸款 Impaired advances	個別 減值準備 Individual impairment allowance	集體 減值準備 Collective impairment allowance
		貸款總額 Total advances	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	42,346,053	92,487	16,426	13,967	172,533	
中華人民共和國	People's Republic of China	649,113	2,308	2,308	788	4,321	
澳門	Macau	636,156	-	-	-	6,367	
美國	America	612,875	-	-	-	6,204	
其他	Others	876,017	-	-	-	-	
		<u>45,120,214</u>	<u>94,795</u>	<u>18,734</u>	<u>14,755</u>	<u>189,425</u>	

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#### 8. 跨國債權

本集團之跨國債權根據國家或區域分類。經考慮風險轉移因素後，國家或區域風險額佔相關披露項目百分之十或以上者，披露如下：

#### 8. CROSS-BORDER CLAIMS

The Group's cross-border claims by countries or geographical areas which constitute 10% or more of the relevant disclosure items after taking into account any risk transfers are as follows:

		二零一四年十二月三十一日 31 December 2014			
		同業及其他 財務機構	公營機構	其他	總額
		Banks and other financial institutions	Public sector entities	Others	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
亞太區（香港除外）	Asia Pacific excluding Hong Kong	34,040,753	81,901	5,353,837	39,476,491
- 其中 - 中國	- of which - China	<u>26,736,049</u>	<u>25,210</u>	<u>3,802,399</u>	<u>30,563,658</u>

		二零一三年十二月三十一日 31 December 2013			
		同業及其他 財務機構	公營機構	其他	總額
		Banks and other financial institutions	Public sector entities	Others	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
亞太區（香港除外）	Asia Pacific excluding Hong Kong	22,321,106	87,701	1,303,616	23,712,423
- 其中 - 中國	- of which - China	<u>15,824,927</u>	<u>30,027</u>	<u>597,953</u>	<u>16,452,907</u>

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**9. 貨幣風險**

本集團因非買賣及結構性倉盤而產生之外匯風險，佔外匯淨盤總額百分之十或以上者，披露如下：

**9. CURRENCY RISK**

The Group's foreign currency exposures arising from non-trading and structural position which constitute 10% or more of the total net position in all foreign currencies are as follows:

港幣千元等值

Equivalent in thousand of HK\$

現貨資產

Spot assets

32,406,789 32,406,789

現貨負債

Spot liabilities

(25,970,201) (25,970,201)

遠期買入

Forward purchases

2,447,685 2,447,685

遠期賣出

Forward sales

(8,543,416) (8,543,416)

長盤淨額

Net long position

340,857 340,857

結構性倉盤淨額

Net structural position

澳門幣 MOP	人民幣 RMB	總額 Total
<u>48,545</u>	<u>351,377</u>	<u>399,922</u>

港幣千元等值

Equivalent in thousand of HK\$

現貨資產

Spot assets

9,344,291 9,344,291

現貨負債

Spot liabilities

(8,779,126) (8,779,126)

遠期買入

Forward purchases

33,704 33,704

遠期賣出

Forward sales

(394,541) (394,541)

長盤淨額

Net long position

204,328 204,328

結構性倉盤淨額

Net structural position

澳門幣 MOP	人民幣 RMB	總額 Total
<u>48,545</u>	<u>351,377</u>	<u>399,922</u>



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#### 10. 逾期及重組資產

#### 10. OVERDUE AND RESCHEDULED ASSETS

		2014	
		貸款總額 Gross amount of advances 港幣千元 HK\$'000	佔貸款總額 之百分比 Percentage to total advances %
逾期貸款	Advances overdue for		
- 六個月或以下惟三個月以上	- 6 months or less but over 3 months	1,048	0.0
- 一年或以下惟六個月以上	- 1 year or less but over 6 months	30,705	0.1
- 超過一年	- Over 1 year	14,814	0.0
逾期貸款總額	Total overdue advances	<u>46,567</u>	<u>0.1</u>
重組之貸款	Rescheduled advances	<u>7,615</u>	<u>0.0</u>
逾期貸款的個別減值準備	Individual impairment allowances made in respect of overdue loans and advances	<u>14,891</u>	
		2013	
		貸款總額 Gross amount of advances 港幣千元 HK\$'000	佔貸款總額 之百分比 Percentage to total advances %
逾期貸款	Advances overdue for		
- 六個月或以下惟三個月以上	- 6 months or less but over 3 months	1,545	0.0
- 一年或以下惟六個月以上	- 1 year or less but over 6 months	2,728	0.0
- 超過一年	- Over 1 year	90,522	0.2
逾期貸款總額	Total overdue advances	<u>94,795</u>	<u>0.2</u>
重組之貸款	Rescheduled advances	<u>263,085</u>	<u>0.6</u>
逾期貸款的個別減值準備	Individual impairment allowances made in respect of overdue loans and advances	<u>11,996</u>	

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**10. 逾期及重組資產 - 續**

以上逾期貸款之抵押品市值分析如下：

覆蓋之逾期貸款

非覆蓋之逾期貸款

覆蓋之逾期貸款的抵押品之市值

於二零一四年十二月三十一日及二零一三年十二月三十一日，貸予同業及其他財務機構之款額或其他資產，並無逾期三個月以上或經重組之貸款。

本集團於二零一四年十二月三十一日所持有之被收回資產總額為港幣14,800,000元（二零一三年：港幣16,040,000元）。

**10. OVERDUE AND RESCHEDULED ASSETS - continued**

The value of the security of the above overdue advances is analysed as follows:

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Covered portion of overdue loans and advances	32,338	83,564
Uncovered portion of overdue loans and advances	<u>14,229</u>	<u>11,231</u>
	<u>46,567</u>	<u>94,795</u>
Market value of collateral held against covered portion of overdue loans and advances	<u>157,472</u>	<u>1,533,567</u>

There were no advances to banks and other financial institutions or other assets which were overdue for over three months as at 31 December 2014 and 31 December 2013, nor were there any rescheduled advances to banks and other financial institutions.

Reposessed assets held by the Group as at 31 December 2014 amounted to HK\$14,800,000 (2013: HK\$16,040,000).

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## 11. 對內地非銀行對手的風險承擔

相應團體的類別  
內地團體  
對非內地公司及個人，  
而涉及的貸款乃於內地使用  
  
其他相應團體之項目被視為  
對內地非銀行業務之項目

## 11. NON-BANK MAINLAND EXPOSURES

二零一四年十二月三十一日 31 December 2014			
資產負債表 以內的項目 On-balance sheet exposure 港幣千元 HK\$'000	資產負債表 以外的項目 Off-balance sheet exposure 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	個別 減值準備 Individual impairment allowance 港幣千元 HK\$'000
11,493,440	2,383,639	13,877,079	-
6,092,095	806,731	6,898,826	6,907
143,678	2,596	146,274	-
<u>17,729,213</u>	<u>3,192,966</u>	<u>20,922,179</u>	<u>6,907</u>

Types of counterparties  
Mainland entities  
Companies and individuals  
outside Mainland where the  
credit is granted for use  
in Mainland  
Other counterparties the  
exposures to whom are  
considered to be non-bank  
Mainland exposures

二零一三年十二月三十一日  
31 December 2013

資產負債表 以內的項目 On-balance sheet exposure 港幣千元 HK\$'000	資產負債表 以外的項目 Off-balance sheet exposure 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	個別 減值準備 Individual impairment allowance 港幣千元 HK\$'000
3,166,256	606,437	3,772,693	-
6,275,281	989,231	7,264,512	788
100,593	-	100,593	-
<u>9,542,130</u>	<u>1,595,668</u>	<u>11,137,798</u>	<u>788</u>

相應團體的類別  
內地團體  
對非內地公司及個人，  
而涉及的貸款乃於內地使用  
  
其他相應團體之項目被視為  
對內地非銀行業務之項目

Types of counterparties  
Mainland entities  
Companies and individuals  
outside Mainland where the  
credit is granted for use  
in Mainland  
Other counterparties the  
exposures to whom are  
considered to be non-bank  
Mainland exposures

## 12. 流動資金比率

全年之平均流動資金比率

平均流動資金比率，乃按本銀行、  
創興財務有限公司、Right Way  
Investments Limited 及高堡富有限  
公司之財務資料，根據香港《銀行  
業條例》附表四計算每月平均流動  
資金比率之平均值，作百分比表達。

## 12. LIQUIDITY RATIO

Average liquidity ratio for the year

The average liquidity ratio is calculated as the ratio, expressed as a percentage, of the average of each calendar month's average ratio, as specified in the Fourth Schedule of the Hong Kong Banking Ordinance, with reference to the financial information of the Bank, Chong Hing Finance Limited, Right Way Investments Limited and Gallbraith Limited.

2014 %	2013 %
<u>40.38</u>	<u>41.70</u>

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**13. 信用、市場及業務操作風險之資本要求**

每類風險承擔之資本要求簡述如下。這披露是根據本集團按相關計算方法算出之風險加權數額乘以8%列出，並非本集團之真實法定資本。

**(i) 信用風險之資本要求**

官方實體風險承擔
公營單位風險承擔
銀行風險承擔
證券商號風險承擔
法團風險承擔
現金項目
監管零售風險承擔
住宅按揭貸款
不屬逾期風險承擔的其他 風險承擔
逾期風險承擔
資產負債表內風險承擔之 資本要求總額
直接信用代替品
與貿易有關之或有項目
遠期資產買入
其他承擔
匯率合約
利率合約
證券融買交易
資產負債表外風險承擔之 資本要求總額
證券化類別風險承擔之 資本要求總額
信用估值調整之資本要求總額
信用風險之資本總額

**13. CAPITAL CHARGE FOR CREDIT, MARKET AND OPERATIONAL RISKS**

The capital requirements for each class of exposures are summarised below. This disclosure is made by multiplying the Group's risk-weighted amount derived from the relevant computation method by 8%, not the Group's actual regulatory capital.

**(i) Capital charge for credit risk**

**資本規定**  
**Capital requirement**

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Sovereign exposures	-	-
Public sector entity exposures	22,850	11,806
Bank exposures	1,012,090	795,337
Securities firm exposures	30,768	20,836
Corporate exposures	3,038,243	2,375,345
Cash items	24,140	1,928
Regulatory retail exposures	10,669	13,178
Residential mortgage loans	470,937	437,323
Other exposures which are not past due exposures	593,487	553,060
Past due exposures	4,482	22,830
Total capital charge for on-balance sheet exposures	<u>5,207,666</u>	<u>4,231,643</u>
Direct credit substitutes	53,105	61,099
Trade-related contingencies	6,181	6,202
Forward asset purchases	1,003	564
Other commitments	219,270	187,838
Exchange rate contracts	5,831	1,561
Interest rate contracts	3,830	4,099
Securities financing transaction	17,767	5,570
Total capital charge for off-balance sheet exposures	<u>306,987</u>	<u>266,933</u>
Total capital charge for securitisation exposures	14,484	6,371
Total capital charge for credit valuation adjustment	<u>12,787</u>	<u>13,772</u>
Total capital charge for credit risk	<u><u>5,541,924</u></u>	<u><u>4,518,719</u></u>

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#### 13. 信用、市場及業務操作風險之資本要求 - 續

##### (ii) 市場風險之資本要求

下列之市場風險資本要求源自本集團於二零一四年十二月三十一日之外匯承擔淨額港幣745,838,000元(二零一三年:港幣622,150,000元)。於年結日並無其他市場風險。

外匯風險承擔  
(包括黃金及期權)

市場風險之資本要求

本集團採用標準(市場風險)計算法以計算市場風險。

##### (iii) 業務操作風險之資本要求

業務操作風險之資本要求

本集團採用基本指標計算法以計算業務操作風險。

#### 14. 風險管理

##### (i) 信用風險

###### (甲) 信用風險承擔

本集團採用穆迪投資者服務作為外部信用評估機構,以評定下列各項之風險承擔。用於評定於銀行賬冊內以外部信用評估機構評估發債人評級之程序,乃符合《銀行業(資本)規則》第四部份之要求。

#### 13. CAPITAL CHARGE FOR CREDIT, MARKET AND OPERATIONAL RISKS - continued

##### (ii) Capital charge for market risk

The market risk capital charge set out below relates to net open positions of the Group's foreign exchange exposures of HK\$745,838,000 as at 31 December 2014 (2013: HK\$622,150,000). There are no other market risk exposures as at that date.

	資本要求 Capital charge	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Foreign exchange exposures (including gold and options)	<u>59,667</u>	<u>49,772</u>
Capital charge for market risk	<u><u>59,667</u></u>	<u><u>49,772</u></u>

The Group uses the standardised (market risk) approach for calculating market risk.

##### (iii) Capital charge for operational risk

	資本要求 Capital charge	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Capital charge for operational risk	<u><u>237,396</u></u>	<u><u>196,128</u></u>

The Group uses the basic indicator approach for calculating operational risk.

#### 14. RISK MANAGEMENT

##### (i) Credit risk

###### (a) Credit risk exposures

Moody's Investors Service is the external credit assessment institution (the "ECAI") that the Group has used in relation to each class of exposures set out below. The process used to map ECAI issuer ratings to exposures booked in the banking book is a process as prescribed in Part 4 of the Banking (Capital) Rules.

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**14. 風險管理 - 續**

**14. RISK MANAGEMENT - continued**

**(i) 信用風險 - 續**

**(i) Credit risk - continued**

**(甲) 信用風險承擔 - 續**

**(a) Credit risk exposures - continued**

		2014							
		信用風險承擔分類							
		Class of credit risk exposures							
風險承擔 總額	認可減低信用風險 措施後之風險承擔	無評級		風險加權數額		風險加權 總額	涵蓋認可 抵押品之 風險承擔 總額	涵蓋認可 擔保之 風險承擔 總額	
		獲評級	無評級	獲評級	無評級				
Exposures Total	Exposures after recognised credit risk mitigation	Rated	Unrated	Rated	Unrated	Total risk- weighted amounts	Total exposures covered by recognised collateral	Total exposures covered by recognised guarantees	
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
<b>甲、資產負債表內</b>		<b>A. On-balance Sheet</b>							
一、官方實體	1. Sovereign	3,960,769	3,960,769	-	-	-	-	-	
二、公營單位	2. Public sector entity	882,353	972,775	455,343	194,555	91,069	285,624	-	
三、銀行	3. Bank	38,855,239	35,329,555	4,407,155	10,868,496	1,782,635	12,651,131	-	
四、證券商號	4. Securities firm	769,209	-	769,209	-	384,605	384,605	-	
五、法團	5. Corporate	42,810,658	7,612,230	32,353,682	5,624,355	32,353,682	37,978,037	1,833,487	
六、現金項目	6. Cash items	391,901	-	2,369,122	-	301,747	301,747	-	
七、監管零售	7. Regulatory retail	185,024	-	177,823	-	133,368	133,368	7,201	
八、住宅按揭貸款	8. Residential mortgage loan	12,149,112	-	11,692,534	-	5,886,709	5,886,709	27,271	
九、不屬逾期風險承擔 的其他風險承擔	9. Other exposures which are not past due exposures	7,176,910	-	7,080,979	-	7,418,583	7,418,583	95,931	
十、逾期風險承擔	10. Past due exposures	50,268	-	50,268	-	56,026	56,026	37,308	
<b>乙、資產負債表外</b>		<b>B. Off-balance Sheet</b>							
一、資產負債表外風險 承擔屬非場外 衍生工具交易 或信用衍生工具 合約	1. Off-balance sheet exposures other than OTC derivative transactions or credit derivative contracts	4,230,122	560,790	3,669,332	343,495	3,150,993	3,494,488	237,463	
二、場外衍生工具交易	2. OTC derivative transactions	378,325	375,533	2,792	117,977	2,792	120,769	-	
三、證券融資交易	3. Securities financing transactions	5,470,534	5,314,468	156,066	210,444	11,639	222,083	4,948,764	
<b>丙、證券化類別風險承擔</b>		<b>C. Securitisation Exposures</b>							
		14,484	-	14,484	-	181,050	181,050	-	
<b>丁、信用估值調整</b>		<b>D. Credit Valuation Adjustment</b>							
		382,950	380,158	2,792	158,238	1,600	159,838	-	

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### 14. 風險管理 - 續

#### (i) 信用風險 - 續

##### (甲) 信用風險承擔 - 續

### 14. RISK MANAGEMENT - continued

#### (i) Credit risk - continued

##### (a) Credit risk exposures - continued

		2013						涵蓋認可	涵蓋認可
		信用風險承擔分類						抵押品之	擔保之
		Class of credit risk exposures						風險承擔	風險承擔
		風險承擔	認可減低信用風險		風險加權數額		風險加權	Total	Total
		總額	措施後之風險承擔		獲評級	無評級	總額	exposures	exposures
		Total	Exposures after		Risk-weighted	Unrated	Total risk-	covered by	covered by
		exposures	recognised credit		amounts	amounts	weighted	recognised	recognised
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	collateral	guarantees
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	港幣千元	港幣千元
<b>甲、資產負債表內</b>	<b>A. On-balance Sheet</b>								
一、官方實體	1. Sovereign	1,836,741	1,836,741	-	-	-	-	-	-
二、公營單位	2. Public sector entity	308,519	267,266	470,596	53,454	94,119	147,573	-	-
三、銀行	3. Bank	30,770,262	29,458,501	1,311,761	9,664,362	277,347	9,941,709	-	-
四、證券商號	4. Securities firm	520,910	-	520,910	-	260,455	260,455	-	-
五、法團	5. Corporate	31,864,534	5,045,000	25,938,325	3,753,483	25,938,325	29,691,808	881,209	260,089
六、現金項目	6. Cash items	695,414	-	1,675,676	-	24,099	24,099	-	-
七、監管零售	7. Regulatory retail	228,118	-	219,626	-	164,720	164,720	8,492	-
八、住宅按揭貸款	8. Residential mortgage loan	11,657,341	-	11,212,007	-	5,466,542	5,466,542	15,991	429,343
九、不屬逾期風險承擔的其他風險承擔	9. Other exposures which are not past due exposures	6,650,213	-	6,575,644	-	6,913,248	6,913,248	74,569	-
十、逾期風險承擔	10. Past due exposures	280,890	-	280,890	-	285,378	285,378	270,000	-
<b>乙、資產負債表外</b>	<b>B. Off-balance Sheet</b>								
一、資產負債表外風險承擔屬非場外衍生工具交易或信用衍生工具合約	1. Off-balance sheet exposures other than OTC derivative transactions or credit derivative contracts	3,736,761	453,175	3,283,586	261,773	2,934,510	3,196,283	281,443	182,168
二、場外衍生工具交易	2. OTC derivative transactions	294,488	292,403	2,085	68,667	2,085	70,752	-	-
三、證券融資交易	3. Securities financing transactions	1,443,561	1,005,401	438,160	39,694	29,935	69,629	1,256,657	-
<b>丙、證券化類別風險承擔</b>	<b>C. Securitisation Exposures</b>	<u>6,371</u>	<u>-</u>	<u>6,371</u>	<u>-</u>	<u>79,638</u>	<u>79,638</u>	<u>-</u>	<u>-</u>
<b>丁、信用估值調整</b>	<b>D. Credit Valuation Adjustment</b>	<u>308,297</u>	<u>306,212</u>	<u>2,085</u>	<u>170,650</u>	<u>1,500</u>	<u>172,150</u>	<u>-</u>	<u>-</u>

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**14. 風險管理 - 續**

**(i) 信用風險 - 續**

**(甲) 信用風險承擔 - 續**

物業及現金存款分別為逾期風險承擔及其他承擔之認可抵押品。由銀行及香港政府所發出之擔保為認可擔保。本集團亦接受物業及上市股票分別為港幣 30,049,149,000 元 (二零一三年: 港幣 29,227,432,000 元) 及港幣 1,384,978,000 元 (二零一三年: 港幣 1,253,434,000 元) 作抵押品。

**(乙) 對手方信用風險承擔**

本集團亦持有主要為匯率及利率合約之場外衍生工具，以作對沖客戶及本身倉盤用途。用以編配內部資本及信用限額予對手方信用風險承擔之方法，乃建基於《銀行業(資本)規則》。場外衍生工具之對手均為信譽良好之銀行及證券商，因此一般並無提供抵押品。

本集團源自場外衍生工具交易之信用風險承擔簡述如下。於二零一四年十二月三十一日並無信用衍生工具合約。

場外衍生工具

公平值之正數總額

信用等值數額

風險加權數額

**14. RISK MANAGEMENT - continued**

**(i) Credit risk - continued**

**(a) Credit risk exposures - continued**

Properties and cash deposits are recognised collateral for past due exposures and other exposures respectively. Recognised guarantees are guarantees issued by banks and the Government of the HKSAR. The Group has also taken properties and listed shares as collateral pledged as security against loans totalling HK\$30,049,149,000 (2013: HK\$29,227,432,000) and HK\$1,384,978,000 (2013: HK\$1,253,434,000) respectively.

**(b) Counterparty credit risk exposures**

The Group enters into Over-The-Counter (“OTC”) derivative transactions, mainly exchange and interest rate contracts, for hedging customers’ and own positions. The methodology used to assign internal capital and credit limits for counterparty credit exposures is based on Banking (Capital) Rules. Counterparties of these OTC derivative transactions are reputable banks and security firms and collateral is not normally required.

The following table summarises the Group’s credit exposures arising from OTC derivative transactions. There is no credit derivative contract outstanding as at 31 December 2014.

**場外衍生工具交易**  
**OTC derivative**  
**transactions**

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
OTC derivative		
Gross total positive fair value	<u>137,536</u>	<u>155,948</u>
Credit equivalent amounts	<u>378,325</u>	<u>294,488</u>
Risk-weighted amounts	<u>120,769</u>	<u>70,752</u>



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## 14. 風險管理 - 續

### (i) 信用風險 - 續

#### (乙) 對手方信用風險承擔 - 續

信用等值數額及風險加權數額之細目分類如下：

#### 名義數額：

- 銀行
- 法團
- 其他

#### 信用等值數額：

- 銀行
- 法團
- 其他

#### 風險加權數額：

- 銀行
- 法團
- 其他

#### (丙) 減低信用風險措施

本集團一般接受抵押品及金融擔保以支持客戶貸款。但本集團並無採用資產負債表內及資產負債表外淨額計算及信用衍生工具合約作為減低信用風險措施。

被採納之主要認可抵押品包括現金存款及物業，而主要認可擔保則為由銀行及香港政府所發出之金融擔保。

## 14. RISK MANAGEMENT - continued

### (i) Credit risk - continued

#### (b) Counterparty credit risk exposures - continued

The breakdown of the credit equivalent amounts and the risk-weighted amount is summarised as follows:

	場外衍生工具交易 OTC derivative transactions	
	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
Notional amounts:		
- Banks	23,268,133	12,350,919
- Corporates	373,638	305,536
- Others	-	35,000
	<u>23,641,771</u>	<u>12,691,455</u>
Credit equivalent amounts:		
- Banks	372,430	286,568
- Corporates	5,895	6,411
- Others	-	1,509
	<u>378,325</u>	<u>294,488</u>
Risk-weighted amounts:		
- Banks	116,426	65,749
- Corporates	4,343	3,494
- Others	-	1,509
	<u>120,769</u>	<u>70,752</u>

#### (c) Credit risk mitigation

The Group generally accepts collateral pledged as security and financial guarantees to support loans and advances made to customers. However, on-balance sheet and off-balance sheet netting and credit derivative contracts are not used for credit risk mitigation purposes.

Main types of recognised collateral include cash deposits and properties, whereas main types of recognised guarantees include financial guarantees issued by banks and the Government of the HKSAR.

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14. 風險管理 - 續

(i) 信用風險 - 續

(丙) 減低信用風險措施 - 續

本集團只接受下列抵押品：

- 該抵押品能隨時變現；
- 該抵押品之價值穩定，並容易計算或可從估值中計算；及
- 該抵押品之權益能隨時核實，並能合法地轉讓予本集團。

本集團的貸款政策是按不同貸款類別訂定相關之貸款與價值（抵押品價值）之比例。於新批出貸款及貸款續約時，以市場價值評估抵押品之價值。抵押品需定期或遇上相關資產價格大幅波動時重估。權益契約如物業契據或定期存款證等由本集團持有。辦妥登記抵押契約於官方機構為批出抵押貸款之先決條件。

14. RISK MANAGEMENT - continued

(i) Credit risk - continued

(c) Credit risk mitigation - continued

The Group only accepts collateral pledged as security:

- when it is readily realisable;
- when it has stable value that can be quantified or supported by valuation; and
- the title of which can be verified and legally assigned to the Group.

Loan to value (collateral value) ratios are prescribed by the Lending Policy of the Group for various types of loan. At loan inception and renewal, collateral to be pledged as security is valued by reference to its market value. Collateral is subject to re-valuation on a regular basis and at times of significant price fluctuations of the underlying assets. Physical custody of title documents such as title deeds of properties and deposit certificates of cash deposits are required to be placed with the Group. Completion of registration of charges on the collateral pledged as security with the relevant authorities is a condition precedent for granting secured loans.

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## 14. 風險管理 - 續

### (ii) 證券化類別風險承擔

本集團採用標準(證券化)計算法計算證券化資產之信用風險承擔，並於下列各類證券化風險承擔中僅為一投資機構。

本集團採用穆迪投資者服務為外部信用評估機構。評級下列各項相關證券化風險承擔：

證券化類別風險承擔

再證券化

結構性投資工具

證券化類別風險承擔

再證券化

結構性投資工具

## 14. RISK MANAGEMENT - continued

### (ii) Securitisation exposures

The Group uses the standardised (securitisation) approach to calculate the credit risk for securitisation exposures, and is an investing institution for all classes of exposures set out below.

Moody's Investors Services is the ECAI that the Group has used in relation to the rated securitisation exposures set out below:

		2014		風險加權 數額
		風險剩餘數額	風險權重	Risk- weighted
		Outstanding	Risk- weight	amounts
		amounts	weight	amounts
		港幣千元	百分比	港幣千元
		HK\$'000	%	HK\$'000
證券化類別風險承擔	Securitisation exposures			
再證券化	Re-securitisations			
結構性投資工具	Structured investment vehicles	14,484	1,250	181,050

		2013		風險加權 數額
		風險剩餘數額	風險權重	Risk- weighted
		Outstanding	Risk- weight	amounts
		amounts	weight	amounts
		港幣千元	百分比	港幣千元
		HK\$'000	%	HK\$'000
證券化類別風險承擔	Securitisation exposures			
再證券化	Re-securitisations			
結構性投資工具	Structured investment vehicles	6,371	1,250	79,638

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**14. 風險管理 - 續**

**(iii) 銀行賬冊內之股權風險承擔**

本集團在股本證券方面之目標政策為長線投資。策略性之股權持有主要透過聯營經營以直接配合本集團之銀行及其他財務服務業務。

股權以可供出售之金融資產入賬，相關之會計政策詳列於綜合財務報表之附註4。於年結日，上市股本證券以公平值入賬，公平值乃指當天於相關股票市場之交易價，非上市股本證券以成本價並加入調整值入賬，調整值乃反映相類之上市公司之每股溢利倍數及被投資公司業績高於預期。在必需之情況下，股本證券或會被減值，以反映其投資價值下降。

**集團**

由銷售產生之已實現淨溢利

未實現重估淨溢利：

- 包括於儲備但不列入綜合收益表及全面收益表內
- 包括於披露儲備內之數額

**14. RISK MANAGEMENT - continued**

**(iii) Equity exposures in banking book**

The Group adopts a policy of holding equity securities for long-term investment purposes. Equity holdings taken for strategic reasons are primarily associate operations that complement directly the Group's banking and other financial services business.

Equity securities are accounted for as available-for-sale financial assets, the accounting policy of which is set out in note 4 to the consolidated financial statements. At the statement of financial position date, listed equity securities are stated at fair value which is determined by reference to prices quoted in the respective stock markets. Unlisted equity securities are valued at cost, as adjusted to reflect earning multiples for comparable listed companies if the investee companies are performing at or above expectation. When deemed necessary, equity securities are carried at written down value to reflect the impairment in value of those investee companies.

**THE GROUP**

Net realised gains from sales

Net unrealised revaluation gains:

- Amount included in reserves but not through the consolidated income statement and comprehensive income
- Amount included in disclosed reserves

	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
	<u>15,179</u>	<u>1,582</u>
	<u>267,386</u>	<u>210,606</u>
	<u>72,172</u>	<u>56,377</u>

# 未經審核補充財務資料 UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

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## 14. 風險管理 - 續

### (iv) 銀行賬冊內之利率風險承擔

綜合財務報表之附註7列明利率風險之性質及計量之頻密程度。於計量利率風險承擔時，本集團假設過往之約定再定價表現於未來十二個月內持續。

按照本集團用於壓力測試之方法，就重大利率向上及向下變動而對盈利之變動，按主要貨幣作出細目分類詳列如下：

#### 利率風險衝擊

港幣千元等值

- 盈利變動  
(+100 基點)
- 盈利變動  
(-10 基點)

#### 利率風險衝擊

港幣千元等值

- 盈利變動  
(+100 基點)
- 盈利變動  
(-10 基點)

## 14. RISK MANAGEMENT - continued

### (iv) Interest rate exposures in banking book

Note 7 to the consolidated financial statements sets out the nature and the frequency of measurement of the interest rate risk. In measuring the interest rate exposures, the Group assumes that past contractual re-pricing behaviour will continue in the same manner over the next 12 months.

Variations in earnings for significant upward and downward interest rate movements in accordance with the method the Group uses for stress-testing, broken down by major currencies are set out below:

2014 貨幣 Currency			
港幣 HK\$	美元 US\$	其他 Others	總額 Total
Interest rate risk shock			
Equivalents of HK\$'000			
			- Variations in earnings (+100 basis points)
<u>99,844</u>	<u>24,338</u>	<u>53,699</u>	<u>177,881</u>
			- Variations in earnings (-10 basis points)
<u>(9,984)</u>	<u>(2,434)</u>	<u>(5,370)</u>	<u>(17,788)</u>

2013 貨幣 Currency			
港幣 HK\$	美元 US\$	其他 Others	總額 Total
Interest rate risk shock			
Equivalents of HK\$'000			
			- Variations in earnings (+100 basis points)
<u>82,365</u>	<u>39,980</u>	<u>(10,346)</u>	<u>111,999</u>
			- Variations in earnings (-10 basis points)
<u>(8,237)</u>	<u>(3,998)</u>	<u>1,035</u>	<u>(11,200)</u>

# 未經審核補充財務資料 UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

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## 15. 綜合基準

綜合財務報表所載之資料為本銀行及其所有附屬公司綜合財務資料，亦包括本集團之聯營公司之權益。

編製本集團的資本充足比率及流動資金比率，是按香港金融管理局用作監管用途之綜合基準編製。而編製用作會計用途及監管用途之綜合基準之最大分別是前者包括本銀行、其所有附屬公司及本集團之聯營公司之權益，而後者只包括本銀行及本集團部份主要從事銀行業務或其他與銀行業務有關的附屬公司。

包括在會計綜合準則內但不包括在監管綜合準則內的附屬公司概述如下：

## 15. BASIS OF CONSOLIDATION

The consolidated financial statements cover the consolidated financial information of the Bank and all its subsidiaries and include the attributable share of interest in the Group's associates.

In preparing the capital adequacy ratio and liquidity ratio of the Group, they are prepared according to the basis of consolidation determined by the Hong Kong Monetary Authority for regulatory purposes. The main difference between the consolidation basis for accounting and regulatory purposes is that the former includes the Bank, all its subsidiaries and the attributable share of interests in the Group's associates whereas the latter includes the Bank and only some of the Group's subsidiaries which mainly conduct banking business or other business incidental to banking business.

Subsidiaries that are included within the accounting scope of consolidation but are not included within the regulatory scope of consolidation are as follows:

公司名稱 Name of company	主要業務 Principal activities	資產總額 Total assets		資金總額 Total equity	
		2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000	2014 港幣千元 HK\$'000	2013 港幣千元 HK\$'000
創興（代理）有限公司 Chong Hing (Nominees) Limited	提供代理人服務 Provision of nominee services	100	100	100	100
創興證券有限公司 Chong Hing Securities Limited	股票買賣 Stockbroking	757,185	797,614	428,659	581,905
創興商品期貨有限公司 Chong Hing Commodities and Futures Limited	投資及商品期貨買賣 Investment holding and commodities and futures broking	65,693	66,074	61,701	60,149
創興保險有限公司 Chong Hing Insurance Company Limited	保險 Insurance underwriting	323,356	294,619	198,070	186,530
創興（代客管理）有限公司 Chong Hing (Management) Limited	提供管理人服務 Provision of management services	379	720	100	100

## 董事資料變動披露

### DISCLOSURE OF CHANGES IN DIRECTORS' INFORMATION

於二零一五年二月二十六日  
as of 26 February 2015

根據香港聯合交易所有限公司（「聯交所」）證券上市規則第 13.51B(1) 項及第 13.51B(3) 項，除於本年報第 5 至 13 頁列出之董事個人簡歷及於第 234 頁列出之董事薪酬的變動外，董事資料變動如下：

李家麟先生自二零一四年十二月十八日起獲委任為密迪斯肌控股有限公司（股份代號：08307）之獨立非執行董事，該公眾公司在聯交所上市。

馬照祥先生於二零一四年六月十二日獲委任為雅仕維傳媒集團有限公司（該公眾公司自二零一五年一月十五日起在聯交所上市）之獨立非執行董事。此外，馬先生分別於二零一四年十二月三日及二零一五年一月二十七日辭任北京建設（控股）有限公司（前稱元昇國際集團有限公司）及敦沛金融控股有限公司之獨立非執行董事，該兩間公眾公司均在聯交所上市。

除上述披露者外，並無有關本銀行上述董事及任何其他董事之資料需就聯交所證券上市規則第 13.51B(1) 項及第 13.51B(3) 項而需作出披露。

Pursuant to Rules 13.51B(1) and 13.51B(3) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “HKSE”), other than those changes in directors’ biographical data as set out on pages 5 to 13, as well as their emoluments as set out on page 234, of this annual report, the changes in directors’ information are set out as follows:

**Mr LEE Ka Lun** has been appointed as an Independent Non-executive Director of Medicskin Holdings Limited, a public company listed on the HKSE (Stock Code: 08307), since 18 December 2014.

**Mr MA Chiu Cheung Andrew** was appointed as an Independent Non-executive Director of Asiary Media Group Limited on 12 June 2014, which is a public company listed on the HKSE since 15 January 2015. Moreover, Mr Ma resigned as an Independent Non-executive Director of Beijing Properties (Holdings) Limited (formerly known as Peaktop International Holdings Limited) and Tanrich Financial Holdings Limited on 3 December 2014 and 27 January 2015 respectively, both of which are public companies listed on the HKSE.

Other than those disclosed above, there is no other information in respect of the above directors and any other directors of the Bank required to be disclosed pursuant to Rules 13.51B(1) and 13.51B(3) of the Rules Governing the Listing of Securities on the HKSE.

總分行、主要附屬公司及聯營公司  
HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一五年二月二十六日  
as of 26 February 2015

		電話 Telephone
<b>香港總行</b> <b>HONG KONG MAIN BRANCH</b>	香港德輔道中 24 號 24 Des Voeux Road Central, Hong Kong	3768 1111
<b>港島分行</b> <b>HONG KONG ISLAND BRANCHES</b>		
香港仔 Aberdeen	香港仔大道 166 至 168 號 166-168 Aberdeen Main Road	3768 6210
銅鑼灣 Causeway Bay	謝斐道 488 號 488 Jaffe Road	3768 6290
跑馬地 Happy Valley	毓秀街 1 至 9 號 1-9 Yuk Sau Street	3768 6430
北角 North Point	英皇道 376 號 376 King's Road	3768 6200
西營盤 Sai Ying Pun	德輔道西 81 至 85 號 81-85 Des Voeux Road West	3768 6340
筲箕灣 Shau Kei Wan	筲箕灣道 203 至 205 號 203-205 Shau Kei Wan Road	3768 6330
上環 Sheung Wan	永樂街 163 號 163 Wing Lok Street	3768 6220
灣仔 Wan Chai	軒尼詩道 265 至 267 號 265-267 Hennessy Road	3768 6350
環翠邨 Wan Tsui Estate	柴灣環翠邨環翠商場地下 G11A 號 Shop No. G11A, G/F, Wan Tsui Shopping Centre Wan Tsui Estate, Chai Wan	3768 6730
西區 Western	德輔道西 347 至 349 號 347-349 Des Voeux Road West	3768 6280
<b>九龍分行</b> <b>KOWLOON BRANCHES</b>		
青山道 Castle Peak Road	青山道 285 至 287 號 285-287 Castle Peak Road	3768 6320
海麗邨 Hoi Lai Estate	深水埗海麗邨海麗商場 112 號 Shop No. 112, Hoi Lai Shopping Centre Hoi Lai Estate, Sham Shui Po	3768 6700
巧明街 How Ming Street	巧明街 114 號 114 How Ming Street	3768 6480



# 總分行、主要附屬公司及聯營公司 HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一五年二月二十六日  
as of 26 February 2015

		電話 Telephone
<b>九龍分行 - 續</b> <b>KOWLOON BRANCHES - continued</b>		
佐敦 Jordan	佐敦吳松街 120 號地下 G/F, 120 Woosung Street, Jordan	3768 6720
九龍灣 Kowloon Bay	九龍灣宏開道 8 號其士商業中心地下 8 號 Shop Unit 8, G/F, Chevalier Commercial Centre 8 Wang Hoi Road, Kowloon Bay	3768 6740
九龍城 Kowloon City	衙前圍道 31 至 33 號 31-33 Nga Tsin Wai Road	3768 6300
廣田邨 Kwong Tin Estate	廣田邨廣田商場 205 號 No. 205, Kwong Tin Shopping Centre, Kwong Tin Estate	3768 6460
觀塘 Kwun Tong	物華街 31 至 33 號 31-33 Mut Wah Street	3768 6410
荔枝角道 Lai Chi Kok Road	荔枝角道 139 號 139 Lai Chi Kok Road	3768 6380
鯉魚門 Lei Yue Mun	油塘鯉魚門廣場地下下層 LG1 號 Shop No. LG1, Lower Ground Floor Lei Yue Mun Plaza, Yau Tong	3768 6530
旺角 Mongkok	彌敦道 591 號 591 Nathan Road	3768 0001
寶達邨 Po Tat Estate	觀塘寶達邨寶達商場 2 樓 203B-204 號 Shop No. 203B-204, 2/F, Po Tat Shopping Centre Po Tat Estate, Kwun Tong	3768 6750
新蒲崗 San Po Kong	衍慶街 55 至 57 號 55-57 Yin Hing Street	3768 6360
深水埗 Sham Shui Po	大埔道 144 至 148 號 144-148 Tai Po Road	3768 6310
順利邨 Shun Lee Estate	順利邨利益樓 Lee Yat House, Shun Lee Estate	3768 6420
德田邨 Tak Tin Estate	德田邨德田廣場 207 號 No. 207, Tak Tin Plaza, Tak Tin Estate	3768 6470
土瓜灣 To Kwa Wan	譚公道 34 至 34A 號 34-34A Tam Kung Road	3768 6370
尖沙咀 Tsim Sha Tsui	加連威老道 16 號 16 Granville Road	3768 6240
慈雲山 Tsz Wan Shan	雙鳳街 60 至 64 號 60-64 Sheung Fung Street	3768 6390

總分行、主要附屬公司及聯營公司  
 HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一五年二月二十六日  
 as of 26 February 2015

		電話 Telephone
<b>新界分行</b> NEW TERRITORIES BRANCHES		
蝴蝶邨 Butterfly Estate	屯門蝴蝶邨蝴蝶廣場蝶翎樓地下 L196 至 L199 號 Shop Nos. L196-L199, G/F, Tip Ling House Butterfly Plaza, Butterfly Estate, Tuen Mun	3768 6590
長發邨 Cheung Fat Estate	青衣長發邨長發廣場 3 樓 304 及 311 號 Shop Nos. 304 & 311, Level 3 Cheung Fat Plaza, Cheung Fat Estate, Tsing Yi	3768 6560
祖堯邨 Cho Yiu Chuen	荔景祖堯邨敬祖路 C 座地下 G/F, Block C, King Cho Road, Cho Yiu Chuen, Lai King	3768 6250
彩明苑 Choi Ming Court	將軍澳彩明苑彩明商場 2 樓 265, 267 至 268 號 Shop Nos. 265 & 267-268, 2/F, Choi Ming Shopping Centre Choi Ming Court, Tseung Kwan O	3768 6790
粉嶺 Fanling	粉嶺聯和墟和隆街 2 號 2 Wo Lung Street, Luen Wo Market, Fanling	3768 6260
置富嘉湖 Fortune Kingswood	天水圍置富嘉湖 2 期 1 樓 103 號 Shop 103, 1/F, Phase 2, Fortune Kingswood, Tin Shui Wai	3768 6500
厚德邨 Hau Tak Estate	將軍澳厚德邨厚德商場西翼 1 樓 L111-112 號 Shop Nos. L111-112, 1/F, West Wing Hau Tak Shopping Centre, Hau Tak Estate, Tseung Kwan O	3768 6780
恒安邨 Heng On Estate	沙田馬鞍山恒安邨恒安商場 3 樓 Level 3, Commercial Centre, Heng On Estate Ma On Shan, Sha Tin	3768 6450
葵涌邨 Kwai Chung Estate	葵涌葵涌邨葵涌商場 1 樓 111 號 Shop 111, Podium Level 1, Kwai Chung Shopping Centre Kwai Chung Estate, Kwai Chung	3768 6540
瀝源邨 Lek Yuen Estate	沙田瀝源邨瀝源廣場 212 號 Shop No. 212, Lek Yuen Plaza, Lek Yuen Estate, Shatin	3768 6400

## 總分行、主要附屬公司及聯營公司

### HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一五年二月二十六日  
as of 26 February 2015

		電話 Telephone
<b>新界分行 - 續</b> <b>NEW TERRITORIES BRANCHES - continued</b>		
良景邨 Leung King Estate	屯門良景邨良景廣場 2 樓 L220 號 Shop No. L220, Level Two, Leung King Plaza Leung King Estate, Tuen Mun	3768 6770
上水 Sheung Shui	上水新豐路 71 號 71 San Fung Avenue, Sheung Shui	3768 6270
尚德邨 Sheung Tak Estate	將軍澳尚德邨尚德廣場 237 號 Shop No. 237, Sheung Tak Plaza Sheung Tak Estate, Tseung Kwan O	3768 6510
太和廣場 Tai Wo Plaza	大埔太和廣場 225 號 Shop No. 225, Level 2, Tai Wo Plaza, Tai Po	3768 6900
天澤邨 Tin Chak Estate	天水圍天澤邨天澤商場 1 樓 112 號 Shop 112, 1/F, Tin Chak Shopping Centre Tin Chak Estate, Tin Shui Wai	3768 6570
荃灣 Tsuen Wan	荃灣沙咀道 298 號翡翠廣場 Jade Plaza, 298 Sha Tsui Road, Tsuen Wan	3768 6440
屯門富健花園 Tuen Mun Glorious Garden	屯門龍門路 45 號富健花園 82 號 Shop No. 82, Glorious Garden, 45 Lung Mun Road Tuen Mun	3768 6520
屯門康麗花園 Tuen Mun Hong Lai Garden	屯門鄉事會路 117 號康麗花園地下 G/F, Hong Lai Garden, 117 Heung Sze Wui Road Tuen Mun	3768 6580
蓮頭塘邨 Wan Tau Tong Estate	大埔蓮頭塘邨運來樓 11 至 12A 號 Shop Nos. 11-12A, Wan Loi House, Wan Tau Tong Estate Tai Po	3768 6490
逸東邨 Yat Tung Estate	東涌逸東邨逸東商場地下 1 及 2 號 Shop Nos. 1 & 2, G/F, Yat Tung Shopping Centre Yat Tung Estate, Tung Chung	3768 6710
元朗 Yuen Long	元朗青山道 99 至 109 號 99-109 Castle Peak Road, Yuen Long	3768 6230

總分行、主要附屬公司及聯營公司  
HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一五年二月二十六日  
as of 26 February 2015

電話  
Telephone

汕頭分行  
SHANTOU BRANCH

汕頭	中國廣東省汕頭市金砂路 162 號 豐澤莊藍堡國際公寓 1 幢 103 至 105 號	(86-754) 8890 3222
Shantou	Lanbao International Mansion No. 103-105, Block One, Fengzezhuang No. 162 Jinsha Road Shantou, Guangdong China	

汕頭分行廣州支行  
GUANGZHOU SUB-BRANCH OF THE SHANTOU BRANCH

廣州	中國廣東省廣州市天河區珠江西路 5 號 廣州國際金融中心裙樓 1 樓	(86-20) 2338 7388
Guangzhou	1F, Guangzhou International Finance Centre No. 5 West Zhujiang Road, Tianhe District Guangzhou, Guangdong China	

佛山支行  
FOSHAN SUB-BRANCH

佛山	中國廣東省佛山市禪城區嶺南大道北 127 號 首層 P6-P7、局部 P27 號舖	(86-757) 6352 2888
Foshan	P6, P7, Part of P27, G/F, No. 127 North Lingnan Avenue, Chancheng District Foshan, Guangdong China	

上海代表處  
SHANGHAI REPRESENTATIVE OFFICE

上海	中國上海市黃浦區南京西路 288 號 創興金融中心 2605 室	(86-21) 6358 8099
Shanghai	Room 2605, Chong Hing Finance Centre 288 Nanjing Road West Huangpu District, Shanghai China	

澳門分行  
MACAU BRANCH

澳門	澳門南灣大馬路 693 號 大華大廈地下	(853) 2833 9982
Macau	No. 693, Avenida da Praia Grande Edificio Tai Wah, R/C Macau	

三藩市分行  
SAN FRANCISCO BRANCH

三藩市	美國加州三藩市 加利福尼亞街 601 號 國際大廈 94108-2804	(1-415) 433 6404
San Francisco	International Building, 601 California Street San Francisco, California 94108-2804 USA	

# 總分行、主要附屬公司及聯營公司

## HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND ASSOCIATES

於二零一五年二月二十六日  
as of 26 February 2015

### 主要附屬公司

卡聯有限公司  
創興商品期貨有限公司  
創興財務有限公司  
創興資訊科技有限公司  
創興保險有限公司  
創興(代客管理)有限公司  
創興(代理)有限公司  
創興證券有限公司  
高堡富有限公司  
鴻強有限公司  
高潤企業有限公司

### PRINCIPAL SUBSIDIARIES

Card Alliance Company Limited  
Chong Hing Commodities and Futures Limited  
Chong Hing Finance Limited  
Chong Hing Information Technology Limited  
Chong Hing Insurance Company Limited  
Chong Hing (Management) Limited  
Chong Hing (Nominees) Limited  
Chong Hing Securities Limited  
Gallbraith Limited  
Hero Marker Limited  
Top Benefit Enterprise Limited

### 聯營公司

銀聯控股有限公司  
銀和再保險有限公司  
香港人壽保險有限公司  
網聯(香港)有限公司

### ASSOCIATES

Bank Consortium Holding Limited  
BC Reinsurance Limited  
Hong Kong Life Insurance Limited  
Net Alliance Co., Limited

[www.chbank.com](http://www.chbank.com)

