

# 企業管治報告

## Corporate Governance Report

本銀行致力維持高水平之企業管治常規，並遵循香港金融管理局於二零零一年九月二十一日發出之《本地註冊認可機構的企業管治》監管政策手冊之規定。本銀行於截至二零零五年十二月三十一日止財政年度內一直遵守上市規則附錄十四所載之企業管治常規守則（「守則」）之守則條文，惟以下有關段落內所解釋偏離守則條文第A.4.1條、A.4.2條、E.1.2條及E.2.1條之情況除外。

### A. 董事會

#### A.1 董事會

董事會成員集體負責本銀行之整體領導及管治，並共同承擔指引及監督本銀行事務之責任，藉以推動本銀行成功發展。董事會制定本銀行之策略，並監察高級管理層之表現及運作。

董事會最低限度每季舉行一次會議，該等定期董事會會議一般由過半數有權出席之董事親身或透過電子通訊方式積極參與。董事會於有需要時將舉行特別會議。

本銀行之董事會於二零零五年舉行了四次定期會議，個別董事之出席記錄如下：

The Bank is committed to maintain high standards of corporate governance practices and also follows the module set out in the Supervisory Policy Manual entitled "Corporate Governance of Locally Incorporated Authorised Institutions" issued by the Hong Kong Monetary Authority on 21 September 2001. The Bank has complied with the code provisions set out in code provisions set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 of the Listing Rules throughout the financial year ended 31 December 2005, except for the deviations from Code Provisions A.4.1, A.4.2, E.1.2 and E.2.1 which are explained in the relevant paragraphs below.

### A. BOARD OF DIRECTORS

#### A.1 The Board

The Board of Directors has the collective responsibility for leadership and control of the Bank and be collectively responsible for promoting the success of the Bank by directing and supervising the Bank's affairs. The Board sets strategies for the Bank and monitors the performance and activities of the senior management.

The Board meetings are held at least once every quarter, such regular Board meetings will normally involve the active participation, either in person or through other electronic means of communication, of a majority of Directors entitled to be present. Special Board meetings will be held when necessary.

The Board of the Bank held four regular meetings in 2005. The attendance records of individual Directors are as follows:

董事姓名	Name of Director	於二零零五年有關董事任期 內舉行之董事會會議次數 Number of Board Meetings held during the Director's Term of Office in 2005	出席會議次數 Number of Meetings Attended
姜建清博士 (主席兼非執行董事)	Dr. Jiang Jianqing (Chairman, Non-executive Director)	4	4
王麗麗女士 (副主席兼非執行董事)	Ms. Wang Lili (Vice Chairman, Non-executive Director)	4	3
朱琦先生 (董事總經理暨行政總裁)	Mr. Zhu Qi (Managing Director and Chief Executive Officer)	4	4
陳愛平先生 (非執行董事)	Mr. Chen Aiping (Non-executive Director)	4	4
黃遠輝先生 (執行董事)	Mr. Wong Yuen Fai (Executive Director)	4	4
張懿先生 (執行董事，於二零零五年三月十五日獲委任)	Mr. Zhang Yi (Executive Director, appointed on 15 March 2005)	2	2
Damis Jacobus Ziengs先生 (非執行董事)	Mr. Damis Jacobus Ziengs (Non-executive Director)	4	4
王于漸先生 (獨立非執行董事)	Mr. Wong Yue Chim, Richard (Independent Non-executive Director)	4	2
徐耀華先生 (獨立非執行董事)	Mr. Tsui Yiu Wa, Alec (Independent Non-executive Director)	4	4
袁金浩先生 (獨立非執行董事)	Mr. Yuen Kam Ho, George (Independent Non-executive Director)	4	4
王岩先生 (前執行董事，於二零零五年一月十五日辭任)	Mr. Wang Yan (Former Executive Director, resigned on 15 January 2005)	0	0

# 企業管治報告

## Corporate Governance Report

本銀行董事會定期會議之議程經諮詢董事後擬定。董事於合適時可尋求獨立專業意見，以協助彼等履行本銀行之職務。董事亦可獲得公司秘書之意見及服務，確保董事會程序及所有適用規則及規例均獲得遵守。

公司秘書於舉行會議日期前最少兩星期前向全體董事發出會議通告，以讓所有董事獲得充裕之通知期，方便安排時間出席。或遇特殊情況，公司秘書將盡快以電話通知所有董事有關會議日期。

董事會及其轄下委員會之會議紀錄，已對會議上董事會及委員會所考慮事項及達致之決定作足夠詳細之記錄，其中包括董事提出之任何疑慮或所表達之異議意見。會議紀錄之初稿及最終定稿會發送全體董事，以供彼等發表意見及存檔之用。

本銀行董事會、審核委員會、提名委員會及風險管理委員會之會議紀錄由公司秘書備存。董事會屬下其他委員會（列於本報告第D.2段下）之會議紀錄，則由每個委員會委任之秘書負責備存。在發出合理通知之情況下，董事可在任何合理時段查閱董事會及其轄下所有委員會之會議紀錄。

### A.2 主席及行政總裁

姜建清博士為本銀行非執行董事兼董事會主席，朱琦先生則為本銀行行政總裁。在經驗豐富之高級管理層之支持下，朱先生履行監督本銀行日常管理及營運之職責，包括執行董事會不時採納之主要策略及措施。董事會主席及本銀行行政總裁之角色互相分立，各自有明確之職責區分。

### A.3 董事會之組成

於本報告刊發日期，本銀行之董事會由十名董事組成，當中包括三名執行董事、四名非執行董事及三名獨立非執行董事。所有載有董事姓名之公司通訊中，已按董事類別明確說明各董事身份。所有獨立非執行董事均符合上市規則第3.13條評估其獨立性之指引。

The Directors of the Bank are consulted to include matters in the agenda of for regular Board meetings. The Director(s) may seek independent professional advice in appropriate circumstances to assist him/her in discharging his/her duties to the Bank. The Directors also have access to advice and services of the Company Secretary to ensure due compliance of the Board procedures, and all applications rules and regulations.

Notice of meeting shall be given to all Directors by the Company Secretary at least two weeks before the date of the meeting to provide sufficient notice to give all Directors an opportunity to attend. Under special circumstances, the Company Secretary will promptly contact all Directors by way of telephone.

Minutes of the meetings of the Board and the Board committee have been recorded in sufficient detail the matters considered by the Board and the committees, decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of the minutes of the Board are sent to all Directors for their comment and records respectively.

Minutes of the meetings of the Board, the Audit Committee, the Nomination Committee and the Risk Management Committee of the Bank are kept by the Company Secretary. Minutes of the meetings of the other Board committees (as listed under Section D.2 of this report) are kept by the appointed secretary of each committee. Minutes of the meetings of the Board and all the Board committees are open for inspection at any reasonable time on reasonable notice by any Director.

### A.2 Chairman and Chief Executive Officer

Dr. Jiang Jianqing is a Non-executive Director and the Chairman of the Board. Mr. Zhu Qi is the Chief Executive Officer of the Bank. With the support of the experienced senior management, Mr. Zhu assumes the responsibility to supervise the daily management and operations of the Bank, including the implementation of major strategies and initiatives adopted by the Board of Directors from time to time. The roles of Chairman of the Board and Chief Executive Officer of the Bank are segregated, with a clear division of responsibilities.

### A.3 Board Composition

As at the date of the report, the Board of the Bank consisted of 10 Directors comprising three Executive Directors, four Non-executive Directors and three Independent Non-executive Directors. All the Directors are expressly identified by such categories in all corporate communications that disclose their names. All the Independent Non-executive Directors meet the guidelines for assessment of their independence as set out in Rule 3.13 of the Listing Rules.

# 企業管治報告

## Corporate Governance Report

本銀行受惠於各董事豐富之業務、銀行及專業經驗。有關董事履歷之詳情載於本銀行二零零五年年報「董事及高層管理人員簡歷」一節。

### A.4 委任、重選和罷免

本銀行之非執行董事及獨立非執行董事並無指定任期，但須根據本銀行之組織章程細則於股東週年大會上輪席告退及膺選連任。除本銀行之董事總經理外，於每屆股東週年大會上當時三分之一之董事（若董事數目並非三之倍數，則取其最接近者，但不能超過三分之一）須輪席告退，為填補臨時空缺而被委任或被委任擔任新增董事之任何董事之任期，將直至下屆股東週年大會為止。所有退任董事均符合資格膺選連任。

為遵守守則條文第A.4.2條，本銀行之董事總經理朱琦先生將於本銀行應屆股東週年大會上自願退任，並符合資格膺選連任。

張懿先生於二零零五年三月十五日獲委任為本銀行之董事，並應已於二零零五年四月十四日舉行之二零零四年股東週年大會上退任。鑑於本銀行二零零四年股東週年大會通告於委任張懿先生前已發出，而張懿先生於截至二零零四年股東週年大會日期為止獲委任之時間將為不足一個月，為符合本銀行及其股東之最佳利益，張懿先生將於二零零五年股東週年大會上退任，並符合資格膺選連任。

除董事總經理將於本銀行應屆股東週年大會上膺選連任外，截至本報告日期，並無董事在任超過三年。

提名委員會於二零零五年一月二十日成立，並以書面訂明具體之職權範圍，清楚說明委員會之職權及責任。提名委員會之職權範圍已包括載於守則第A.4.5(a)至(d)段所列明之責任，惟因應需要而作出適當修改。提名委員會負責就本銀行新委任董事及高級行政人員（例如行政總裁、替任行政總裁、財務總監等）評估候選人之合適性及向董事作出該等委任之推薦建議。委員會直接向董事會匯報並每年至少開會一次。

提名委員會現有成員為兩名獨立非執行董事徐耀華先生（主席）及袁金浩先生，以及非執行董事陳愛平先生。

The Bank benefits from the substantial business, banking and professional experience of its Directors. Biography of the Directors is set out in the “Biographical Details of Directors and Senior Management” section under the Bank’s 2005 Annual Report.

### A.4 Appointments, Re-election and Removal

The Non-executive Directors and the Independent Non-executive Directors of the Bank are not appointed for specific term but subject to the retirement by rotation at and re-election at the annual general meetings in accordance with the Bank’s Articles of Association. Save for the Managing Director of the Bank, at each annual general meeting one-third of the Directors for the time being or, if their number is not a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation and any Director appointed by the Directors to fill a casual vacancy or as an addition shall hold office only until the next following annual general meeting. All the retiring Directors are eligible for re-election.

In compliance with the requirement of Code Provision A.4.2, Mr. Zhu Qi, the Managing Director of the Bank, will offer himself for retirement at the forthcoming annual general meeting of the Bank and being eligible, will offer himself for re-election.

Mr. Zhang Yi who was appointed as a Director of the Bank on 15 March 2005 should have retired at the 2004 Annual General Meeting of the Bank held on 14 April 2005. As the Notice of 2004 Annual General Meeting of the Bank was issued before the appointment of Mr. Zhang Yi and Mr. Zhang Yi would only be appointed for less than one month by the date of the 2004 Annual General Meeting. For the best interests of the Bank and its shareholders, Mr. Zhang Yi will retire at the forthcoming 2005 Annual General Meeting, and shall then be entitled for re-election.

Save for the Managing Director who will offer himself for re-election at the forthcoming annual general meeting of the Bank, as at the date of this report, no Director held office for over three years.

The Nomination Committee was established on 20 January 2005 with specific Terms of Reference, which state clearly with its authority and duties. The Terms of Reference of the Nomination Committee have included the specific duties set out in paragraphs A.4.5(a) to (d) of the Code, with appropriate modifications when necessary. It is responsible for assessing the suitability of the candidates and recommending to the Board all new appointments of Directors and senior executives (such as chief executive officer, alternate chief executive, chief financial officer). The Committee reports directly to the Board of Directors and meets at least once a year.

The current members of the Nomination Committee are two Independent Non-executive Directors, namely Mr. Tsui Yiu Wa, Alec (Chairman) and Mr. Yuen Kam Ho, George, and a Non-executive Director, namely Mr. Chen Aiping.

# 企業管治報告

## Corporate Governance Report

本銀行之提名委員會於二零零五年舉行了兩次會議，個別成員之出席記錄如下：

The Nomination Committee of the Bank held two meetings in 2005 and the attendance records of the individual members are as follows:

委員會成員姓名	Name of Committee Member	出席會議次數 Number of Meetings Attended
徐耀華先生 (獨立非執行董事兼主席)	Mr. Tsui Yiu Wa, Alec (Independent Non-executive Director and Chairman)	2
袁金浩先生 (獨立非執行董事)	Mr. Yuen Kam Ho, George (Independent Non-executive Director)	2
陳愛平先生 (非執行董事)	Mr. Chen Aiping (Non-executive Director)	1

年內，本銀行之提名委員會考慮及向董事會推薦委任馮兆明先生為本銀行風險總監兼副總經理。

During the year, the Nomination Committee of the Bank considered and recommended to the Board the appointment of Mr. Fung Siu Ming as the Chief Risk Officer and a Deputy General Manager of the Bank.

### A.5 董事之職責

本銀行定期提示全體董事其職能及責任，並向彼等提供有關法律及法規最新發展之資料。透過定期舉行之董事會會議及定期向全體董事發出財務報告及其他文件（例如其他董事會委員會會議紀錄），所有董事均獲知會本銀行之業務營運及財務狀況。

董事會之職權範圍內列明本銀行非執行董事之職能，包括守則第A.5.2(a)至(d)條之守則條文所列明之職能（惟因應需要而作出修改）。

本銀行已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則，作為本銀行董事進行證券交易之操守守則。經向所有董事（包括已於二零零五年辭任或獲委任之董事）作出特定查詢後，本銀行確認，各董事於截至二零零五年十二月三十一日止年度一直遵守標準守則所載之規定準則。

### A.6 資料提供及使用

董事可全面及及時地獲得與本銀行有關之所有資料，以使彼等在履行作為董事之職務及職責上可作出知情之決定。董事會及每名董事有自行接觸本銀行高級管理人員之獨立途徑。

### A.5 Responsibilities of Directors

The Bank regularly reminds all Directors of their functions and responsibilities and updates them of the legal and regulatory developments. Through regular Board meetings and circulation of regular financial reports and other materials (such as the minutes of the meetings of the other Board committees), all Directors are informed of the business operation and financial situation of the Bank.

The functions of the Non-executive Directors of the Bank as set out in the Terms of Reference of the Board of Directors include the functions as specified in Code Provision A.5.2 (a) to (d) of the Code (with appropriate modifications when necessary).

The Bank has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions. The Bank confirms that, having made specific enquiry of all Directors (including those who have resigned to be Directors or who have become Directors during the year of 2005), the Directors have complied with the required standard set out in the Model Code for the year ended 31 December 2005.

### A.6 Supply of and Access to Information

The Directors have full and timely access to all relevant information of the Bank so that they can make an informed decision in discharging their duties and responsibilities as Directors. The Board and each Director has separate and independent access to the management of the Bank.

### B. 董事及高級管理層之薪酬

#### B.1 薪酬及披露之水平及組成

本銀行於二零零五年一月二十日成立薪酬委員會，並書面制定其職權範圍，清楚列明其職權及職責。該委員會負責監督本銀行董事及高層管理人員之薪酬，以確保彼等之薪酬與其職務相稱，並與本銀行之文化、策略及監控環境配合一致。該委員會亦負責就本銀行之薪酬政策架構向董事會作出推薦建議。該委員會直接向董事會匯報，並每年至少開會一次。

薪酬委員會之現有成員為三名獨立非執行董事，即袁金浩先生（主席）、王于漸教授，S.B.S.，太平紳士，及徐耀華先生，另有兩名非執行董事陳愛平先生及Damis Jacobus Ziengs先生。

本銀行之薪酬委員會於二零零五年舉行了一次會議，個別成員之出席記錄如下：

委員會成員姓名	Name of Committee Member	出席會議次數 Number of Meetings Attended
袁金浩先生 (獨立非執行董事及主席)	Mr. Yuen Kam Ho, George (Independent Non-executive Director and Chairman)	1
王于漸先生 (獨立非執行董事)	Mr. Wong Yue Chim, Richard (Independent Non-executive Director)	0
徐耀華先生 (獨立非執行董事)	Mr. Tsui Yiu Wa, Alec (Independent Non-executive Director)	1
陳愛平先生 (非執行董事)	Mr. Chen Aiping (Non-executive Director)	1
Damis Jacobus Ziengs先生 (非執行董事)	Mr. Damis Jacobus Ziengs (Non-executive Director)	0

有關各董事於二零零五年之薪酬資料，載於本銀行二零零五年年報賬目附註13。

年內，薪酬委員會考慮及向董事會推薦本銀行集團截至二零零四年十二月三十一日止年度之表現分紅（包括執行董事之表現分紅）。該委員會亦考慮及向董事會推薦應向非執行董事及獨立非執行董事派發截至二零零四年十二月三十一日止年度之袍金。

### B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

#### B.1 The Level and Make-up of Remuneration and Disclosure

The Remuneration Committee of the Bank was established on 20 January 2005 with specific Terms of Reference, which state clearly with its authority and duties. It oversees the remuneration of the Directors and senior management of the Bank to ensure that their remuneration is appropriate for their duties and consistent with the Bank's culture, strategy and control environment. The Committee is also responsible for recommending to the Board on the Bank's remuneration policy framework. The Committee reports directly to the Board of Directors and meets at least once a year.

The current members of the Remuneration Committee are three Independent Non-executive Directors, namely Mr. Yuen Kam Ho, George (Chairman), Professor Wong Yue Chim, Richard, S.B.S., J.P., and Mr. Tsui Yiu Wa, Alec, and two Non-executive Directors, namely Mr. Chen Aiping and Mr. Damis Jacobus Ziengs.

The Remuneration Committee of the Bank held one meeting in 2005 and the attendance records of the individual members are as follows:

Information relating to the remuneration of each Director for 2005 is set out in Note 13 to the Notes to Accounts of the 2005 Annual Report of the Bank.

During the year, the Remuneration Committee considered and recommended to the Board the allocation of performance bonus of the Bank group (including that of the Executive Directors) for the year ended 31 December 2004. The Committee also considered and recommended to the Board the fees payable to the Non-executive Directors and the Independent Non-executive Directors for the year ended 31 December 2004.



### C. 問責及審計

#### C.1 財務報告

董事會每月獲提呈財務業績報告，供董事會持續進行監察。於每次召開董事會會議時將向董事會匯報本銀行之業務表現及財務狀況，以協助董事會對本銀行之表現、狀況及前景達致平衡、清晰及全面之評估。

各董事知悉彼等有編製本銀行賬目之責任。於二零零五年十二月三十一日，董事並不知悉有任何重大不明朗因素與可能導致本銀行按持續基準經營構成疑問之事件或情況。董事已按持續經營基準編製本銀行之財務報表。

外聘核數師就其財務申報責任發出之聲明載於本銀行二零零五年年報第68頁核數師報告。

#### C.2 內部監控

董事會負責本銀行之內部監控系統，並透過本銀行穩健妥善之程序、政策及系統，審閱本銀行及其附屬公司之效率。評估涵蓋所有重要之監控方面，包括財務監控、營運監控及合規監控以及風險管理功能。

內部稽核部持續評估本銀行之內部監控，並每年至少四次向審核委員會匯報有關內部監控之重要審閱結果。審核委員會之會議紀錄之副本亦會送呈董事會以供參閱。

#### C.3 審核委員會

本銀行已成立審核委員會，並以書面訂明具體之職權範圍，清楚說明委員會之職權及責任。審核委員會之職權範圍已包括守則條文第C.3.3條所載之職責，惟因應需要而作適當修改。該委員會審閱外部及內部審核以及內部監控及風險評估之有效性。

審核委員會現有之成員為非執行董事陳愛平先生及三名獨立非執行董事王于漸教授，S.B.S.，太平紳士(主席)、除耀華先生及袁金浩先生。

### C. ACCOUNTABILITY AND AUDIT

#### C.1 Financial Reporting

Monthly reports on financial results are submitted to the Board for ongoing monitoring. Business performance and financial situation of the Bank are reported to the Board at each Board meeting to assist the Board to have a balanced, clear and comprehensive assessment of the Bank's performance, position and prospects.

The Directors acknowledge their responsibility for preparing the accounts of the Bank. As at 31 December 2005, the Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Bank's ability to continue as a going concern. The Directors have prepared the financial statements of the Bank on a going concern basis.

A statement by the external auditors with respect to their financial reporting responsibilities is included in the Auditors' Report on page 68 of the Bank's 2005 Annual Report.

#### C.2 Internal Controls

The Board is responsible for the system of the internal control and the review of the effectiveness of the Bank and its subsidiaries through well-established procedures, policies and systems of the Bank. The review covers all material controls, including financial, operational and compliance control and risk management functions.

The Internal Audit Department evaluates the Bank's internal controls on an on-going basis and reports to the Audit Committee at least 4 times each year on significant findings on internal controls. Copy of the minutes of the Audit Committee meetings will also be sent to the Board for information.

#### C.3 Audit Committee

The Bank has established an Audit Committee with specific written Terms of Reference set out clearly its authority and responsibilities. The Terms of Reference of the Audit Committee have included the duties set out in Code Provision C.3.3 of the Code, with appropriate modifications when necessary. It reviews the effectiveness of both the external and internal audit and of internal controls and risk evaluation.

The current members of the Audit Committee are Mr. Chen Aiping, a Non-executive Director and the three Independent Non-executive Directors, namely Professor Wong Yue Chim, Richard, S.B.S., J.P. (Chairman), Mr. Tsui Yiu Wa, Alec and Mr. Yuen Kam Ho, George.

# 企業管治報告

## Corporate Governance Report

審核委員會於二零零五年舉行了四次會議，所有會議均由本銀行之外聘核數師列席。審核委員會之個別成員出席記錄如下：

The Audit Committee held four meetings in 2005 and all the meetings were with the participation of the external auditors of the Bank. The attendance records of the individual members at the Audit Committee are as follows:

委員會成員姓名	Name of Committee Member	出席會議次數 Number of Meetings Attended
王于漸先生 (獨立非執行董事及主席)	Mr. Wong Yue Chim, Richard (Independent Non-executive Director and Chairman)	3
袁金浩先生 (獨立非執行董事及替任主席)	Mr. Yuen Kam Ho, George (Independent Non-executive Director and Alternate Chairman)	4
徐耀華先生 (獨立非執行董事)	Mr. Tsui Yiu Wa, Alec (Independent Non-executive Director)	4
陳愛平先生 (非執行董事)	Mr. Chen Aiping (Non-executive Director)	1

年內，支付予本集團之外聘核數師提供核數服務與非核數服務之費用分別為3,611,000港元及6,979,000港元。重大非核數服務及支付費用之詳情如下：

During the year, the fees paid to the external auditors of the Group for the audit services and non-audit services amounted to HK\$3,611,000 and HK\$6,979,000 respectively. Details of the significant non-audit service assignments and the fees paid are as follows:

非核數服務性質	Nature of Non-audit Service	所付費用 Fees Paid
稅務服務	Tax Service	HK\$260,000
審計相關服務	Audit related services	HK\$1,800,000
其他服務	Other Services	HK\$24,000
非經常專案	Ad Hoc Projects	HK\$4,895,000

本銀行審核委員會在年內所履行之工作摘要如下：

During the year, the work performed by the Audit Committee of the Bank is summarised as follows:

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>— 會見香港金融管理局，就內部監控、風險管理及合規職能方面交換意見；</li> <li>— 會見外聘核數師以商討其核數工作之一般範圍；</li> <li>— 審閱外聘核數師致管理層之審核情況說明函件及管理層之回應；</li> <li>— 審議及批准就二零零五年度聘用外聘核數師；</li> <li>— 審核外聘核數師二零零五年度之審核計劃；</li> <li>— 審閱外聘核數師報告及發現以及管理層之回應；</li> </ul> | <ul style="list-style-type: none"> <li>— Met with the Hong Kong Monetary Authority to exchange view in the areas of internal controls, risk management and compliance functions;</li> <li>— Met with the external auditors to discuss the general scope of their audit work;</li> <li>— Reviewed external auditor's management letter and management's response;</li> <li>— Reviewed and approved the appointment of external auditors for the year of 2005;</li> <li>— Reviewed the external auditors' 2005 audit plan;</li> <li>— Reviewed the external auditors' report and findings and the management's response;</li> </ul> |
|---|---|

- 審閱二零零五年度之內部稽核計劃；
- 審閱內部稽核報告，內部監控評估包括在內；
- 審閱二零零五年度經審核賬目及年度業績公告；
- 審閱截至二零零五年六月三十日止六個月之中期報告及中期業績公告。

### D. 董事會權力之轉授

#### D.1 管理功能

董事會承擔領導及控制本銀行之責任，並將其管理及行政功能方面之權力轉授予管理層。董事會就管理層之權力制定清晰之指引，特別是報告機制及須經董事會批准之事項（例如管理層結構、業務目標、策略及業務計劃、政策以及規定出現重大變動以致可能對本銀行之財務及風險管理產生重大影響之事宜）。

#### D.2 董事會轄下之委員會

除審核委員會（詳情於C.3段披露）、薪酬委員會（詳情於B.1段披露）及提名委員會（詳情於A.4段披露）外，董事會亦設立以下四個專責委員會，該等委員會之成員包括董事及（在適當之情況下）其他有關方面之高級行政人員：

##### 1. 管理委員會

管理委員會於二零零一年九月二十四日成立，負責監督本集團之整體運營。該委員會之主席由行政總裁擔任，其他委員會成員則為副總經理及由行政總裁指派之助理總經理。於本財政年度，該委員會共召開十五次會議。

- Reviewed the internal audit plan for the year of 2005;
- Reviewed the internal audit reports covering the evaluation of internal controls;
- Reviewed the audited accounts and final results announcement for the year of 2005;
- Reviewed the Interim Report and the interim results announcement for the six months ended 30 June 2005.

### D. DELEGATION BY THE BOARD

#### D.1 Management Functions

The Board assumes the responsibility for leadership and control of the Bank and delegates aspects of its management and administration functions to the Management. The Board sets up clear guidelines as to the powers to the Management, in particular, with respect to reporting mechanism and the matters that shall be subject to the approval of the Board (such as substantial changes in the management structure, the business objectives, strategies and business plans, the policies and manuals which may substantially affect the financial and risk management of the Bank).

#### D.2 Board Committees

Apart from the Audit Committee (particulars are disclosed under C.3), Remuneration Committee (particulars are disclosed under B.1) and the Nomination Committee (particulars are disclosed under A.4), the Board has also established the following four specialised committees which comprise Directors and where appropriate, other senior executives from relevant areas:

##### 1. General Management Committee

The General Management Committee was established on 24 September 2001 to supervise the overall operation of the Group. The Chairman of the Committee is the Chief Executive Officer, and the other committee members are the Deputy General Managers and the Assistant General Managers designated by the Chief Executive Officer. 15 meetings were held during the current financial year.



### 2. 信貸委員會

信貸委員會制定與信貸相關之政策及程序，以維持本銀行信貸組合質量。該委員會審閱及審批大額信貸風險、管理信貸風險集中、接納或否決新信貸策略，以及就不良信貸客戶作出反應。該委員會由信貸風險管理部主管（主席）、風險總監及業務部門主管組成。

### 3. 資產及負債管理委員會

資產及負債管理委員會於一九九九年七月十二日成立，負責密切監察各種流動資產及資金來源之組合以及利率及外匯變動風險。該委員會成員亦因應內部需求及週邊市場指數審閱及釐定最佳流動資金水平。該委員會由財務總監（該委員會之主席及秘書）、所有副總經理、負責業務部門之指定助理總經理、風險總監、中怡風險管理部主管、財資部主管及企業融資部主管組成。該委員會每月舉行一次例會。

### 4. 風險管理委員會

風險管理委員會於二零零二年九月五日成立，負責審閱及向董事會報告本集團風險管理程序、政策及體制之充分性及效率。該委員會專注於信貸風險、利率風險、市場風險、流動資金風險、營運風險、信譽風險及法律風險。該委員會由負責風險管理之副總經理（主席）、行政總裁、本銀行一名獨立非執行董事、負責財資部之副總經理、負責電腦系統部之副總經理、財務總監、營運總監、財資部主管、風險總監、信貸風險部主管、中怡風險管理部主管、電腦系統部主管與及法律、合規及公司秘書部主管組成。該委員會每個季度舉行一次會議。

### 2. Credit Committee

The Credit Committee sets up credit related policies and procedures in order to maintain the quality of the credit portfolio of the bank. It reviews and approves large credit exposures, manages credit risk concentration, accepts or rejects new credit strategies and responds to deteriorating credit customers. The Committee consists of the Head of Credit Risk Management Department (Chairman), the Chief Risk Officer and the heads of business lines.

### 3. Asset and Liability Management Committee

The Asset and Liability Management Committee was established on 12 July 1999 to closely monitor the mix of liquid assets and funding channels, and the exposure to movements in interest rate and foreign exchange. The Committee members also meet to review the optimal liquidity level in response to internal requirements and external market indicators. It comprises the Chief Financial Officer (the Chairman and Secretary of the Committee), all Deputy General Managers, the Designated Assistant General Manager in charge of Business Units, the Chief Risk Officer, the Head of Middle Office Department, the Head of Treasury & Markets Department and the Head of Corporate Finance Department. The Committee meets on a monthly basis.

### 4. Risk Management Committee

The Risk Management Committee was established on 5 September 2002 to review and report to the Board of Directors on the adequacy and efficiency of risk management procedures, policies and systems of the Group. It focuses on credit risk, interest rate risk, market risk, liquidity risk, operational risk, reputation risk and legal risk. The Committee comprises the Deputy General Manager in charge of Risk Management (Chairman), the Chief Executive Officer, an Independent Non-executive Director of the Bank, the Deputy General Manager in charge of Treasury & Markets, the Deputy General Manager in charge of Systems & IT Department, the Chief Financial Officer, the Chief Operation Officer, the Head of Treasury & Markets Department, Chief Risk Officer, the Head of Credit Risk Department, the Head of Middle Office Department, the Head of Systems & IT Department and the Head of Legal, Compliance and Company Secretarial Department. The Committee meets on a quarterly basis.

根據本集團之資產組合結構及風險，本集團推行壓力測試計劃作為持續風險監察之一部份，並定期向風險管理委員會匯報壓力測試結果以作檢討。有關風險辨悉、衡量及監控之政策及抵禦力的調整將直接向集團內受影響之部門反映。

此等委員均有特定之書面職權範圍，清晰列明其職權與職責。審核委員會、薪酬委員會及提名委員會向董事會報告其決策或建議。重大事宜須按該等委員會之職權範圍所訂明留待董事會審批。

### E. 與股東之間之溝通

#### E.1 有效溝通

會議主席於二零零四年股東週年大會上就每項議題個別提出決議案，包括重選退任董事之獨立決議案。本銀行舉行新聞發佈會及分析員會議，詳盡解釋其年度及中期業績。本銀行之網站[www.icbcasia.com](http://www.icbcasia.com)設有「投資者關係」及「關於我們」之網頁，提供有關本銀行公佈、新聞發佈及其他業務之最新訊息。

由於主席有其他重要事務安排，未能出席二零零四年股東週年大會。兩名執行董事及一名非執行董事及提名委員會主席出席本銀行二零零四年股東週年大會，並回應股東之提問。

#### E.2 以投票方式表決

於二零零五年寄發予本銀行股東之每份通函內，均載有符合上市規則及本銀行組織章程細則之投票方式表決程序（惟其中一份遺漏載入有關內容除外）。本銀行須定期知會股東以投票方式表決之程序，並確保符合上市規則及本銀行組織章程細則所載有關以投票方式表決之規定。

In accordance with the Group's asset portfolio structure and risk profile, the stress-testing program as part of an on-going risk monitoring exercise has been implemented. The stress test results are regularly reported to the Risk Management Committee for review. Policies and tolerances addressing risk identification, measurement, monitoring and control will be directly communicated to those areas affected throughout the Group.

Each of these committees has specific written terms of reference which clearly sets out its authorities and duties. The Audit Committee, the Remuneration Committee and the Nomination Committee are required to report their decisions or recommendations to the Board. Material matters are reserved for the approval of the Board according to the terms of reference of such committees.

### E. COMMUNICATION WITH SHAREHOLDERS

#### E.1 Effective Communication

A separate resolution was proposed by the Chairman of the 2004 Annual General Meeting in respect of each separate issue including the re-election of the retiring Directors. The Bank organises press conferences and analysts' meetings to explain its annual and interim results in detail. The website of the Bank [www.icbcasia.com](http://www.icbcasia.com) contains the "Investor Relations" and "About Us" sections which offer timely access to the Bank's publications, press releases and other business information.

The Chairman was unable to attend the 2004 Annual General Meeting due to other important business engagements. Two Executive Directors, one Non-executive Director and the Chairman of the Nomination Committee attended the 2004 Annual General Meeting of the Bank to answer questions from shareholders.

#### E.2 Voting by Poll

The procedures for voting by poll, which comply with the Listing Rules and the Articles of Association of the Bank, are set out in every circular sent to shareholders of the Bank, except for the omission in one circular, during the year of 2005. The Bank shall regularly inform shareholders of the procedure for voting by poll and ensure compliance with the requirements about voting by poll contained in the Listing Rules and the Articles of Association of the Bank.