

Corporate Governance Report

企業管治報告

A. CORPORATE GOVERNANCE PRACTICES

The Bank is committed to the highest standards of corporate governance including but not limited to strict adherence to the principles set forth in the Code on Corporate Governance Practices (the "Code") in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The Bank has complied with all Code provisions throughout the financial year ended 31 December 2008.

The Bank, being a licensed bank incorporated in Hong Kong, also follows the principles and best practices in corporate governance as set forth in the guidelines on "Corporate Governance of Locally Incorporated Authorised Institutions" under the Supervisory Policy Manual issued by the Hong Kong Monetary Authority.

B. DIRECTORS' SECURITIES TRANSACTIONS

The Bank has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

The Bank has made specific enquiries of all Directors regarding any non-compliance with the Model Code during the period, and received confirmations from all Directors that they have fully complied with the required standards set out in the Model Code.

C. BOARD OF DIRECTORS

- (1) The Board of Directors ("the Board") of the Bank comprises 10 Directors. Details in relation to the Board have been set out in the Corporate Information. During the financial year, four Board meetings have been held. Each Director's attendance at these Board meetings is set out below:

DIRECTORS	ATTENDANCE
Executive Directors	
Jin-Yi Lee (<i>Managing Director and Chief Executive Officer</i>)	4/4
Michael Chang Ming-Yuen	4/4
James Yip	4/4

A. 企業管治常規

本行致力實行最高水準之企業管治，包括但不限於嚴格遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四之《企業管治常規守則》（「守則」）所載原則。截至二零零八年十二月三十一日止之財政年度，本行嚴格遵守載於守則內之全部守則。

本行作為香港成立之持牌銀行，亦會致力遵守載於香港金融管理局（「金管局」）頒佈之監管政策手冊內「本地註冊認可機構之企業管治」指引之原則及企業管治最佳常規。

B. 董事之證券交易

本行已採納「上市規則」附錄十所列之《上市公司董事進行證券交易的標準守則》（「標準守則」），作為本行董事進行證券交易之行為守則。

本行已向所有董事作出有關於本期間任何違反「標準守則」之特定查詢，而彼等皆確認已完全遵守「標準守則」所列之要求。

C. 董事會

- (1) 本行董事會（「董事會」）包括10名董事。公司資料中載有董事會之詳情。於本財政年度內，董事會已舉行四次會議。各董事出席該等董事會會議之情況載列如下：

董事	出席次數
執行董事	
李晉頤 (<i>董事總經理兼行政總裁</i>)	4/4
張明遠	4/4
葉強華	4/4

Non-Executive Directors

Ming-Hsing (Richard) Tsai (<i>Chairman</i>)	3/4
Ming-Chung (Daniel) Tsai (<i>Vice Chairman</i>)	4/4
Victor Kung	3/4
David Chang Kuo-Chun (<i>appointed on 18 January 2008</i>)	2/4

Independent Non-Executive Directors

Robert James Kenrick	4/4
Moses K. Tsang	2/4
Hung Shih	4/4

Full regular Board meetings are held at least four times a year, with one in each quarter. Notice of each Board meeting will be given to all Directors at least 14 days in advance and the agenda will be sent to the Directors at least 7 days before the date of each Board meeting for all Directors to review.

The Articles of Association of the Bank provide that a Director shall not be entitled to vote or be counted in the quorum in respect of any contract or arrangement in which he or any of his associates has a material interest.

Minutes of each Board meeting are circulated to all Directors for their comment prior to their confirmation at the following Board meeting. Minutes of Board meetings are kept by the Company Secretary and are open for inspection by Directors.

Directors may have access to the advice and services of the Company Secretary with a view to ensuring that Board procedures and all applicable rules and regulations, are followed.

- (2) In meeting its overall duties and responsibilities to shareholders, depositors, creditors, employees and other stakeholders, the Board is responsible to ensure that there is a competent executive management which is able to run the Bank in a sound and efficient manner.

The Board is also responsible for establishing the overall business objectives of the Bank and to approve and review the corresponding business strategies and plans (including annual budgets) from time to time. The Board is also required to ensure that the operations of the Bank are conducted prudently and within the laws and regulations of the Hong Kong Special Administrative Region and thus establishes, approves and reviews such policies, codes of conduct, guidelines and

非執行董事

蔡明興 (<i>主席</i>)	3/4
蔡明忠 (<i>副主席</i>)	4/4
龔天行	3/4
張果軍 (<i>於二零零八年一月十八日獲委任</i>)	2/4

獨立非執行董事

甘禮傑	4/4
曾國泰	2/4
石宏	4/4

每年至少舉行四次定期董事會會議，每季度一次。每次董事會會議通知會於至少 14 天前發給全體董事，而會議議程會於各董事會會議日期至少七天前發給全體董事以供審閱。

本行之章程細則規定，就任何合約或安排而言，倘董事或董事之聯繫人士於其擁有重大權益，則該董事無權投票或計為法定人數。

每次董事會會議之會議記錄會於下次董事會會議確認前交由全體董事傳閱及提出意見。董事會會議記錄會交由公司秘書保存並供董事公開查閱。

全體董事皆可獲得公司秘書的意見及服務以確保董事會程序及所有適用規則及條例均獲遵守。

- (2) 董事會有責任確保行政管理層有能力以合理及有效的方式經營本行，以履行其對股東、存戶、債權人、僱員及其他相關人士之義務及責任。

董事會亦有責任建立本行之全盤業務目標，並不時批核及檢討相應之業務策略及計劃（包括年度財政預算）。董事會亦須確保本行謹慎營運並遵守香港特別行政區之法例及法規，從而於董事會認為有必要及適當時建



systems as the Board may think necessary and appropriate from time to time.

The Board also ensures that the Bank observes a high standard of integrity in its dealings with the public and particular care is taken to comply with applicable laws and regulations (such as the Personal Data (Privacy) Ordinance, Prevention of Bribery Ordinance etc), prevention of money laundering legislation, industry standards (such as the Code of Banking Practice) and regulatory guidelines issued by the HKMA, the Securities and Futures Commission and other relevant regulatory authorities.

In addition, the Board regularly establishes, approves and reviews risk management strategies and policies of the Bank as it may think necessary and appropriate from time to time to identify, measure, monitor and control the various types of risk with which the Bank is faced, such as but not limited to credit, operational, market, reputational and liquidity risks. It also oversees the overall investments (other than in the ordinary course of its banking and securities business) of the Bank in assets such as property, equities or bonds.

The Board also ensures that the staff of the Bank fully understands and complies with the provisions of Section 83 of the Banking Ordinance on connected lending and has established a policy on such lending.

The Board also focuses on effectively overseeing and managing the business of the Bank including delegating duties and responsibilities to the Managing Director and Chief Executive Officer or through the appointment of Directors to specialised Board committees with all decisions and approvals being subject to review and ratification by the Board.

D. CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Details of the Chairman, Ming-Hsing (Richard) Tsai, and the Chief Executive Officer, Jin-Yi Lee, have been set out in the Corporate Information. They have no relationship with each other. The roles of the Chairman and the Chief Executive Officer are segregated, with a clear division of responsibilities.

The Chairman is a Non-Executive Director and is responsible for the leadership and effective running of the Board, and ensuring that all key and appropriate issues are discussed by the Board in a timely and constructive manner.

議、批准及審核該等政策、行為守則、指引及系統。

董事會亦須確保本行於其對公眾之交易中遵循高標準誠信準則，並特別留意須遵守法例及法規（例如《個人資料（私隱）條例》、《防止賄賂條例》等）、防止清洗黑錢法例、行業標準（例如「銀行營運守則」），以及由金管局、證券及期貨事務監察委員會及其他相關監管機構頒佈之規管指引。

此外，董事會於其認為有必要及適當時不時定期建立、批准及審核本行之風險管理策略及政策，以找出、計算、監察及控制各類本行所面對之風險，其中包括惟不僅限於信貸、營運、市場、聲譽及流動資金風險。董事會亦監察本行之物業、股權或債券等全盤資產之投資，惟一般之銀行及證券業務除外。

董事會亦確保本行職員完全理解及遵守《銀行業條例》第83條之有關關連借貸之條文，並就該等借貸訂立政策。

董事會亦專注於有效監察及管理本行之業務，包括透過授權董事總經理及行政總裁，或委任董事加入專責委員會，再經由董事會審核及批准所有決定。

D. 主席及行政總裁

公司資料載有主席蔡明興及行政總裁李晉頤之詳細資料。彼等相互並無關係。主席及行政總裁之職能互相獨立及職責明晰。

主席為非執行董事及負責董事會之領導和運作，並確保所有重大及需要處理的事務得以有效及有建設性地進行商議。

The Managing Director and Chief Executive Officer is an Executive Director and is responsible without interference from individual Directors for the day to day general management and control of the Bank's business and operation under delegated power and authority of the Board. However the Managing Director and Chief Executive Officer has discretion to consult and obtain guidance from the other Directors or the Board when he considers necessary.

E. BOARD COMPOSITION

The Board comprises three Executive Directors, four Non-Executive Directors and three Independent Non-Executive Directors. More than one of the Independent Non-Executive Directors hold appropriate professional qualifications or accounting or related financial management expertise which exceeded the minimum requirements of the Listing Rules.

Each of the Independent Non-Executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Bank is of the view that all Independent Non-Executive Directors are independent and meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

Among the members of the Board, Ming-Chung (Daniel) Tsai, Vice Chairman is the brother of Ming-Hsing (Richard) Tsai, Chairman, both of whom represent the substantial shareholder of the Bank, Fubon Financial Holding Co., Ltd.

F. APPOINTMENT AND RE-ELECTION OF DIRECTORS

All Directors are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Bank.

The Board has not established a nomination committee. As a substantial shareholder holding 75% of the shares of the Bank, Fubon Financial Holding Co., Ltd. is involved in the process of nominating new Directors. The appointment of new Directors will be considered and approved by the full Board of Directors or Shareholders in accordance with the Articles of Association of the Bank. Approval from the Hong Kong Monetary Authority will also be obtained in accordance with the Banking Ordinance.

Those directors appointed by the Board of Directors during the year shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

董事總經理及行政總裁為執行董事及可根據董事會之授權，負責日常管理及本行之業務營運，而不受任何個別董事之影響。然而，董事總經理及行政總裁可於必要時酌情向任何董事或董事會進行諮詢及獲取指引。

E. 董事會組成

董事會包括三位執行董事、四位非執行董事及三位獨立非執行董事。不止一位獨立非執行董事擁有適當之專業資格或具備會計或相關財務管理專長，超過了上市規則之最低規定。

各獨立非執行董事已根據「上市規則」第3.13條之規定提交其獨立性週年確認書。本行認為所有獨立非執行董事均保持獨立並符合「上市規則」第3.13條所載之獨立性指引。

在董事會成員當中，副主席蔡明忠乃主席蔡明興之胞兄，而兩位均為本行之大股東富邦金融控股股份有限公司之代表。

F. 委任及重選董事

根據本行之章程細則，所有董事均需於股東周年常會上應選輪任與連任。

董事會並未成立提名委員會。持有本行75%權益之大股東富邦金融控股股份有限公司會參與提名新董事之程序。根據本行之章程細則，委任新董事將由全體董事會成員或股東審核及批准。根據《銀行業條例》，亦須獲得香港金融管理局之批准。

董事會於年度內所委任之董事只任職至下屆股東周年常會，並於其時有資格再度當選連任。

G. REMUNERATION COMMITTEE

The Remuneration Committee comprises the Board's Non-Executive Chairman, Non-Executive Vice Chairman and three Independent Non-Executive Directors. The Committee meets as required to review and approve the remuneration packages for senior executives which include the Chief Executive Officer, Executive Directors, and Executive Vice Presidents. Executive Directors do not play a part in decisions on their own remuneration. During the financial year, one meeting was held. Each Director's attendance at the meeting is set out below:

DIRECTORS	ATTENDANCE
Ming-Hsing (Richard) Tsai (<i>Chairman</i>)	1 / 1
Ming-Chung (Daniel) Tsai (<i>Vice Chairman</i>)	1 / 1
Robert James Kenrick	1 / 1
Moses K. Tsang	0 / 1
Hung Shih	1 / 1

During the financial year, the Remuneration Committee discussed the 2008 staff bonuses and recommended its decision to the Board of Directors for approval. The Committee also approved 2008 bonuses for the Executive Vice Presidents.

H. AUDIT COMMITTEE

The Bank has complied with Rule 3.21 of the Listing Rules in relation to the composition of the Audit Committee. The Audit Committee comprises one Non-Executive Director and two Independent Non-Executive Directors. The Audit Committee is chaired by Robert James Kenrick, an Independent Non-Executive Director who has appropriate accounting professional qualifications. It meets at least four times a year and additionally when deemed necessary. During the financial year, four meetings have been held and each Director's attendance at the meeting is set out below:

DIRECTORS	ATTENDANCE
Robert James Kenrick	4 / 4
Victor Kung	3 / 4
Hung Shih	4 / 4

The Audit Committee ensures adequate supervision of the Bank's financial reporting processes, reviews the internal audit programme and reports, ensures co-ordination between the internal and external auditors, and monitors the compliance with internal policies, statutory regulation and recommendations made by the external auditors.

During the financial year, the Audit Committee has reviewed the Bank's financial reporting process and the systems of internal control, including reviews of the internal audit functions

G. 薪酬委員會

薪酬委員會由董事會之非執行主席、非執行副主席及三名獨立非執行董事組成。該委員會按需要舉行會議，以審閱及批核高級行政人員（包括行政總裁、執行董事及執行副總裁）之薪酬方案。執行董事並無參與與其相關之薪酬決策討論。於本財政年度內，薪酬委員會曾經舉行一次會議。各董事出席會議之情況如下：

董事	出席次數
蔡明興 (<i>主席</i>)	1/1
蔡明忠 (<i>副主席</i>)	1/1
甘禮傑	1/1
曾國泰	0/1
石宏	1/1

於本財政年度內，薪酬委員會就職員二零零八年之花紅進行討論並向董事會提出批准之建議。該委員會亦批准執行副總裁二零零八年之花紅。

H. 審核委員會

本行就審核委員會之組成已遵守「上市規則」第3.21條之規定。審核委員會由三位成員組成，包括一名非執行董事及兩名獨立非執行董事。審核委員會由擁有適當會計專業資格之獨立非執行董事甘禮傑任主席。該委員會每年舉行四次會議，並在有需要時舉行特別會議。於本財政年度內，該委員已舉行四次會議。各董事出席會議之情況如下：

董事	出席次數
甘禮傑	4/4
龔天行	3/4
石宏	4/4

審核委員會確保對本行之財務申報程序進行足夠之監管、檢討內部審核程序及報告、確保內部及外聘核數師互相協調，以及監控遵守內部政策、法規及由外聘核數師所提出之建議。

於本財政年度內，審核委員會已就本行之財務報告編制程序及內部監控系統作出檢討，其中包括內部審核職能及風險管理程序。在

and the risk management process. In particular, the reviews undertaken by Audit Committee on the internal audit function include reviews of the internal audit programme, the internal audit reports issued, the major findings from any investigation and remedial actions taken by the relevant departments in response to the findings.

The Audit Committee also reviewed the appointment of the external auditors and discussed with them the nature and scope of their audits. In addition, any issues arising from their audits together with the follow up actions taken by the Bank to address these issues have also been examined by the Audit Committee. The Audit Committee also reviewed the interim and annual financial statements before recommending them to the Board for approval. It also reviewed the Bank's statement on internal control systems in the annual report prior to the endorsement by the Board.

I. EXECUTIVE CREDIT COMMITTEE

The Executive Credit Committee comprises the Chairman, Vice Chairman and two Executive Directors. This Committee serves as the Credit Committee of the Board of Directors to review and approve credit proposals within limits assigned by the Board.

J. MANAGEMENT COMMITTEE

The Management Committee comprises the Bank's Chief Executive Officer and senior managers as appointed by the Chief Executive Officer. The Committee is the key decision making body for the Bank and is responsible mainly for formulation of the Bank's business strategies. The Committee also coordinates among business and support units during the implementation process, monitors the implementation of the approved business strategies and reviews the achievement of business targets and objectives.

K. ASSET AND LIABILITY COMMITTEE

The Asset and Liability Committee comprises the Bank's Chief Executive Officer, Executive Directors and senior managers as appointed by the Chief Executive Officer. The Committee meets at least bi-weekly with the Head of Internal Audit Division and Head of Compliance Division attending the meeting as observers to ensure overall compliance with the Bank's governing policies. The Committee's main responsibilities include regular review of the Bank's operations relating to interest rate risk and liquidity risk and in particular the Bank's ability to meet its funding obligations, and its compliance with statutory liquidity and capital adequacy requirements. The Committee regularly reviews and endorses, for the Board's approval, the Bank's policies governing asset and liability management, investment, and other risk management issues.

內部審核職能的檢討工作方面，該委員會的審核範圍包括內部審核方案、已發佈之內部審核報告、任何調查所發現之主要問題，以及相關部門就有關問題所採取之補救行動。

審核委員會亦對外聘核數師之委任進行檢討，並與其就審計之性質及範圍進行討論。此外，審核委員會亦就審計所發現之問題及本行所採取之相應解決行動進行審核。審核委員會亦於向董事會建議批准中期及年度財務報告之前審閱有關報告，並在建議董事會批准年報所載之本行有關內部監控系統之聲明之前，審閱有關聲明。

I. 執行信貸委員會

執行信貸委員會由主席、副主席及兩位執行董事組成。委員會以董事會信貸委員會的身份，按董事會授予的權限，審閱及批核信貸建議。

J. 管理委員會

管理委員會由本行的行政總裁以及行政總裁所委任的高級管理人員組成。委員會乃本行重要的決策組織，主要職責是制定本行的業務策略。同時，委員會在業務策略的推行過程中，亦負責協調業務及後勤部門的工作，監察已批准的業務策略之實施進度及檢討工作是否合乎業務目標及預期表現。

K. 資產負債委員會

資產負債委員會由本行的行政總裁、執行董事以及行政總裁所委任的高級管理人員組成。委員會最少每兩星期舉行一次會議，並由內部審核部門主管及合規部主管列席旁聽，以確保全面符合本行既有的管治政策。委員會的主要職責，包括定期檢討本行涉及利率風險及流動資金風險的業務，特別針對本行應付債務的能力及遵守法定流動資金及資本充足要求事宜。委員會定期審閱及批核本行有關資產及負債管理、投資及其它風險管理事宜的政策，以上呈予董事會批准。委



It also formulates both long term strategy for the sources and applications of funds and short term directives to address prevailing conditions and monitors the implementation of these strategies and directives.

L. INTERNAL CONTROL COMMITTEE

The Internal Control Committee was established in early 2008 and comprises the Bank's Chief Executive Officer, Executive Directors, Chief Financial Officer and heads of various risk management and control functions. The Committee is chaired by Michael Chang Ming-Yuen, Executive Director and Head of Channel and Risk Management Group. The Committee meets at least monthly and additionally when deemed necessary. The Committee has the overall responsibility for defining the control framework, directing implementation of an effective internal control system, imposing suitable control measures for day-to-day monitoring and enhancing operational control standards in all divisions.

M. AUDITORS' REMUNERATION

An analysis of the remuneration in respect of audit and non-audit services provided by the auditors to the Bank is set out below:

	2008 HK\$'000
Statutory audit, including interim review	2,522
Tax compliance	141
Advisory	1,148
	3,811

N. INTERNAL CONTROLS

1. General

The Board is responsible for the Bank's system of internal control and for reviewing its effectiveness.

The Bank's internal control systems comprise the following key measures and provide reasonable assurance of effective and efficient operations, quality internal and external reporting and compliance with applicable laws and regulations.

Functional committees are established to monitor risks and controls in specific areas of potential risk.

A clear organization structure with well defined authority and responsibilities enables effective checks and balances. It includes a clear division of responsibility between the operating and reporting roles.

All major Bank policies are set and approved by the Board. Detailed processes are defined and documented. These

員會亦制定獲得及應用資金的長遠政策，以及因應情況擬定短期方針應付當時需要，同時檢討該等政策及方針的推行情況。

L. 內部監控委員會

內部監控委員會於二零零八年初成立，委員包括本行的行政總裁、執行董事、財務總監，以及各風險管理和監控部門主管。該委員會由執行董事兼營銷網絡及風險管理部主管張明遠先生擔任主席。該委員會至少每月舉行一次會議，如需要亦會額外舉行會議。該委員會整體負責確定監控架構、指導實行有效的內部監控系統、就日常監察實施適當的監控措施，同時提升所有部門之營運監控標準。

M. 核數師之薪酬

就由核數師向本行提供之審計及非審計服務之薪酬分析如下：

	二零零八年 千港元
法定審計（包括中期審閱）	2,522
稅務諮詢	141
顧問	1,148
	3,811

N. 內部監控

1. 一般資料

董事會亦負責本行的內部監控系統及檢討其有效性。

本行的內部監控系統包括下列主要措施，並提供有效營運的合理保證、優質內外申報以及遵照適用法例和法規。

功能委員會乃為了替特定潛在風險範疇進行監察風險和監控而成立。

一個具有妥善界定的權限和職責的清晰組織架構，將有利於有效的牽制與平衡。該架構明確區分營運及彙報職能的責任。

本行所有主要政策均由董事會制定和批准，並界定和仔細記錄詳盡的程序。此等程序包

procedures include specific operational, financial and compliance controls which facilitate segregation of duties, accuracy of reporting and proper control over assets and risk exposure.

Comparisons of actual performance against budgets and business analysis are reviewed by the Board on a quarterly basis reflecting monitoring, assessment and control of performance of business, state of its affairs and potential risk.

There are policies and procedures in place to identify possible risk the Bank may face. Appropriate risk management policies and risk limits and guidelines have been established by the Board to monitor and control the risk identified. Risk management reports are submitted regularly to the respective committees assigned for monitoring and assessment of risks associated with the Bank's business and operations.

The internal audit function of the Bank conducts independent reviews and tests to evaluate the effectiveness of internal control and risk management systems on a continuous basis. All findings are reported to the Audit Committee on a quarterly basis. Measures to implement improvement are reviewed and monitored periodically. The Audit Committee reviews and assesses material findings and submits quarterly reports to the Board.

The internal audit function of the Bank conducted the review of effectiveness of the Bank's internal control system for the year of 2008. The results of the annual review have been reported to the Audit Committee and the Board. Measures have been taken to implement control recommendations.

2. Recent internal control enhancement initiatives

The importance of a robust system of internal controls within financial institutions has been highlighted by recent events. Given the recent controversies in the local market in relation to Lehman minibonds and stock accumulators, the Bank has taken the initiative to review and strengthen controls over the marketing of financial products. More generally, the following incidents during 2008 allow the Bank to further strengthen its internal control:

- a. In February 2008, the Bank detected errors in the calculation of interest for Call Deposit Accounts. These were traced to an error in the supply of data to the interest calculation programme introduced by an update to an unrelated programme. The incident was reported to the Hong Kong Monetary Authority and the Bank commissioned a review by independent accountants. All of the recommendations made in the resulting report prepared by PricewaterhouseCoopers have been accepted.

括特定的營運、財務及法規監控，以方便分工、準確申報及對資產和風險度的適當監控。

董事會每季均會審閱實際表現與預算的比較以及業務分析，而該等比較及分析乃反映對業務表現、其事務狀況和潛在風險的監察、評估及監控。

本行已制定政策和程序，以識別本行可能面對的風險。董事會已建立合適的風險管理政策及風險限度和指引，以對所識別的風險加以監察和監控。有關風險管理報告會定期呈交予獲指派監察及評估與本行業務及營運有關的風險的各有關委員會。

本行的內部審核部門進行獨立檢討和測試，從而持續地評估內部監控和風險管理系統的有效性。於每個季度，向審核委員會呈交報告，而改善措施的執行則會定期進行檢討及監察。審核委員會檢討及評估重大發現，並按季向董事會匯報情況。

本行的內部審核部門已替本行於二零零八年的內部監控系統進行有效性檢討。並已將其報告提交至審核委員會及董事會，另亦已採取措施實踐對於監控的建議。

2. 近期提升內部監控之措施

近來發生之事件使金融機構明白到擁有一個穩健之內部監控系統的重要性。鑒於本地市場近期有關雷曼迷你債券及股份累積期權之爭議，本行已主動採取措施，對推銷金融產品之手法進行檢討及加強監控。一般來說，以下於二零零八年發生之事件促使本行進一步加強其內部監控：

- a. 於二零零八年二月，本行發現通知存款賬戶之計息存在錯誤，此情況源於就不相關系統進行提升時，引致在輸入資料於計息程式時出現錯誤。該事件已上報金管局，本行亦已委派獨立會計師進行審查。由羅兵咸永道會計師事務所編製之調查報告內所作出之所有推薦建議均已獲接納。



- b. It came to the Bank's attention that certain staff of the Bank's hire purchase / leasing business within the SME Division might have been involved in activities contravening the Bank's code of conduct. The matter was reported to law enforcement authorities and swift disciplinary actions have been taken against the staff concerned. The Bank is taking steps to further strengthen internal controls in light of the incident.

The Bank is committed as a matter of corporate policy to continually reviewing and upgrading internal controls to ensure the highest standards of corporate governance.

O. FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements and are not aware of any material uncertainty that may cast significant doubt upon the Group's or the Bank's ability to continue as a going concern. The Audit Committee has conducted a review of the effectiveness of the Group's system of internal control, including financial, operational and compliance controls and risk management functions and reported significant matters identified in the review to the Board. The Audit Committee has recommended to the Board the re-appointment of the auditors, which has been accepted by the Board.

The auditors are responsible for forming an independent opinion on whether the financial statements give a true and fair view of the state of affairs of the Bank and the Group as at 31 December 2008 and of the Group's profit and cash flows for the year then ended and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

P. OTHER INFORMATION

Disclosure of Continuing Connected Transactions in accordance with Rule 14A.46 of the Listing Rules

1. Business Co-operation Agreements

On 23 February 2005 the Bank entered into three of the Business Co-operation Agreements, each with a member of the Fubon Financial Holding Co., Ltd. ("Fubon") Group, namely Fubon Life Assurance Co., Ltd. ("Fubon Life"), Fubon Securities Co., Ltd. ("Fubon Securities") and Taipei Fubon Commercial Bank Co., Ltd. ("Taipei Fubon"). Fubon Credit (Hong Kong) Limited ("Fubon Credit") entered into the Fubon Credit / Taipei Fubon Business Co-operation Agreement with Taipei Fubon. Each Business Co-operation Agreement is for a fixed term of three years expired on 22 February 2008, pursuant to which members of the Fubon Group have agreed in certain circumstances to introduce prospective customers from Taiwan to the Bank and Fubon Credit for certain services.

- b. 本行注意到，本行中小企業部租購業務之若干僱員或可能參與違反本行操守指引之行為。該事件已呈報執法機構，並已立即對相關僱員進行處分。鑒於該事件，本行正採取措施進一步加強內部監控。

本行承諾將不斷檢討及完善內部監控作為一項企業政策，以確保最高水平之企業管治。

O. 財務報告

董事負責編制財務報告，而據其所知，並無任何可能會對本集團或本行繼續發展構成重要影響之重大不明朗因素。審核委員會已檢討本集團之內部監控系統（包括財務、營運及規管遵從控制及風險管理職能），並向董事會呈報於審核中發現之重大事件。審核委員會已就重新委任核數師事宜向董事會提交建議，且獲董事會接納。

核數師負責就財務報告是否真實及公平反映本行及本集團截至二零零八年十二月三十一日之財務狀況及本集團截至該日止年度之溢利及現金流量，以及有關財務報告是否根據《香港公司條例》妥為編制提供獨立意見。

P. 其他資料

根據上市規則第14A.46條對持續關連交易進行披露

1. 商業合作協議

於二零零五年二月二十三日，本行與富邦金融控股股份有限公司（「富邦」）集團成員公司：富邦人壽保險股份有限公司（「富邦人壽」）、富邦綜合證券股份有限公司（「富邦證券」）及台北富邦商業銀行股份有限公司（「台北富邦」）訂立三項商業合作協議，而富邦財務（香港）有限公司（「富邦財務」）亦與台北富邦訂立富邦財務／台北富邦商業合作協議。各商業合作協議定期三年，已於二零零八年二月二十二日屆滿。據此，富邦集團各成員公司同意在若干情況下，就若干服務介紹來自台灣之準客戶予本行及富邦財務。倘於此等介紹後，有關客戶與本行或富

If a transaction is concluded between the customer and the Bank or Fubon Credit following such an introduction, the Bank or Fubon Credit, as the case may be, will pay a fee in cash to the relevant member of the Fubon Group, being an agreed percentage of the fee paid to the Bank or Fubon Credit, as the case may be, by such customer. In the case of the Bank / Taipei Fubon Business Co-operation Agreement, the Bank has agreed to introduce prospective customers from Hong Kong to Taipei Fubon in exchange for the agreed percentage of fees payable by that customer to Taipei Fubon. Details of the Business Co-operation Agreements were announced by the Bank on 23 February 2005.

Each Business Co-operation Agreement states that the maximum aggregate annual consideration payable under the Business Co-operation Agreements is HK\$10,000,000.

On 4 October 2005, a business co-operation agreement was entered into between another member of the Fubon Group, Fubon Securities Investment Services Co., Ltd. ("Fubon SIS") on similar terms to the other Business Co-operation Agreements. As, at the time of entering into the Bank / Fubon SIS Business Co-operation Agreement, the annual aggregate consideration payable thereunder was not expected to exceed HK\$1,000,000, pursuant to the de minimis exemption provided for under Listing Rule 14A.33(3), such agreement was not subject to the reporting, announcement and independent shareholders' approval requirements of Chapter 14A of the Listing Rules.

On 20 March 2006, the Amendment Agreements were entered into by the Bank and by Fubon Credit with the other members of the Fubon Group, pursuant to which, inter alia, the contractual thresholds for the annual aggregate consideration payable under all the Business Co-operation Agreements was raised to: HK\$15,000,000 in the period 23 February 2006 to 22 February 2007; HK\$20,000,000 in the period 23 February 2007 to 22 February 2008; and HK\$30,000,000 in the period 23 February 2008 to 22 February 2009 and for any further one-year terms. Details of the Amendment Agreements in respect of the Business Co-operation Agreements were announced by the Bank on 21 March 2006.

Fubon Life, Fubon Securities, Fubon SIS, and Taipei Fubon are each wholly-owned subsidiaries of Fubon. Fubon, holding 75% of the issued shares of the Bank, is a substantial shareholder of the Bank. Therefore, Fubon Life, Fubon Securities, Fubon SIS and Taipei Fubon are each a connected person of the Bank under the Listing Rules and, accordingly, the entering into and performance of the Bank / Fubon Life Business Co-

邦財務達成交易，則本行或富邦財務（視情況而定）將以現金向富邦集團之相關成員公司支付費用，費用乃根據有關客戶付予本行或富邦財務（視情況而定）之金額按協定之百分比計算。就本行／台北富邦商業合作協議而言，本行同意介紹來自香港之準客戶予台北富邦，以獲取費用，費用乃根據有關客戶付予台北富邦之金額按協定之百分比計算。本行已於二零零五年二月二十三日公佈商業合作協議之詳情。

各商業合作協議載有條款，訂明據各商業合作協議（合計）應支付之年度總金額上限，每年合共將不超過 10,000,000 港元。

於二零零五年十月四日，本行與富邦集團另一成員公司富邦證券投資服務有限公司（「富邦證券投資服務」）訂立商業合作協議，其條款與其他商業合作協議相若。由於訂立本行／富邦證券投資服務協議時預期根據此一協議應付之年度總代價不會超過 1,000,000 港元，根據上市規則第 14A.33(3) 條所規定之最低限額豁免，該等交易毋須按上市規則第 14A 章之規定遵守有關申報及公佈之規定，亦毋須經獨立股東批准。

本公司及富邦財務連同富邦集團之其他成員公司於二零零六年三月二十日訂立修訂協議，據此（其中包括），根據所有商業合作協議應付之年度總代價之約定上限，於二零零六年二月二十三日至二零零七年二月二十二日期間之上限增至 15,000,000 港元；於二零零七年二月二十三日至二零零八年二月二十二日期間之上限增至 20,000,000 港元；及於二零零八年二月二十三日至二零零九年二月二十二日期間及任何其他進一步之一年年期之上限增至 30,000,000 港元。本行已於二零零六年三月二十一日公佈有關商業合作協議之修訂協議之詳情。

富邦人壽、富邦證券、富邦證券投資服務及台北富邦均為富邦之全資附屬公司。富邦持有本行已發行股份 75%，為本行之主要股東。因此，根據「上市規則」，富邦人壽、富邦證券、富邦證券投資服務及台北富邦均為本行之關連人士，因此，根據「上市規則」第 14A 章，訂立及執行本行／富邦人壽

operation Agreement, the Bank / Fubon Securities Business Co-operation Agreement, the Bank / Fubon SIS Business Co-operation Agreement and the Bank / Taipei Fubon Business Co-operation Agreement each constitutes a connected transaction for the Bank under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.10 of the Listing Rules, transactions between a subsidiary of a listed issuer and a connected person of such listed issuer are connected transactions for the purposes of the Listing Rules. Fubon Credit is a wholly-owned subsidiary of the Bank. Taipei Fubon is an associate of Fubon and Fubon is a substantial shareholder of the Bank. Therefore, the entering into and performance of the Fubon Credit/Taipei Fubon Business Co-operation Agreement also constitutes a connected transaction for the Bank under Chapter 14A of the Listing Rules.

The Directors consider that the Business Co-operation Agreements give the Bank and Fubon Credit better access to Taiwanese customers with business interests in Hong Kong and who require banking and financial related services in Hong Kong. Further, the Bank's customers with business interests in Taiwan will, under the Bank / Taipei Fubon Business Cooperation Agreement, have greater access to Taiwanese banking and financial related services. This will also generate fee income for the Bank. Therefore, the Directors consider it to be beneficial to the Bank to be a party to the Business Co-operation Agreements.

The Directors are of the view that the terms of the Business Co-operation Agreements as amended by the Amendment Agreements (including the amendments to the annual caps referred to therein) are entered into in the ordinary and normal course of business of the Bank, on normal commercial terms and that they are fair and reasonable and in the interests of the Bank and the shareholders as a whole.

For the year ended 31 December 2008, no commission and service charges is payable for 2008 under the Business Co-operation Agreements.

2. Distribution Agreement

On 17 November 2006, the Bank and Taipei Fubon entered into a Distribution Agreement pursuant to which Taipei Fubon would act as a distributor of the notes issued by the Bank ("Notes") under the Bank's US\$1 billion Euro Medium Term Note Programme dated 20 March 2006 ("Programme") to its customers in consideration of which the Bank will pay distribution fees to Taipei Fubon. The Distribution Agreement, which is on normal commercial terms, is for a fixed term of three years expiring on 16 November 2009. Details of the

商業合作協議、本行／富邦證券商業合作協議、本行／證券投資服務協議及本行／台北富邦商業合作協議各自均構成本行之關連交易。

根據「上市規則」第14A.10條，就「上市規則」而言，一家上市發行人之附屬公司與該等上市發行人之關連人士之間進行之交易屬關連交易。富邦財務為本行之全資附屬公司。台北富邦為富邦之聯繫人士，而富邦則為本行之主要股東。因此，根據「上市規則」第14A章，訂立及執行富邦財務／台北富邦商業合作協議亦構成本行之一項關連交易。

董事認為，訂立商業合作協議及證券投資服務協議，可讓本行及富邦財務更好地聯繫該等在香港有業務利益及需要香港之銀行及財務相關服務之台灣客戶。此外，在台灣擁有業務利益之本行客戶將可透過本行／台北富邦商業合作協議，有更多渠道獲取台灣之銀行及財務相關服務。此亦可為本行帶來費用收入。因此，董事認為，本行作為訂立商業合作協議及證券投資服務協議之其中一方，對本行而言有利。

董事認為，經修訂協議修訂之商業合作協議及證券投資服務協議之條款（包括該等協議所述之年度上限之修訂），乃於本行之一般及正常業務過程按正常商業條款訂立，屬公平合理並符合本行及股東整體利益。

截至二零零八年十二月三十一日止年度，概無根據商業合作協議就二零零八年應付之佣金及服務費。

2. 分銷協議

於二零零六年十一月十七日，本行與台北富邦訂立了分銷協議。依據該分銷協議，台北富邦將會擔任向其客戶分銷由本行根據本行日期為二零零六年三月二十日之1,000,000,000美元的歐元中期票據計劃（「該計劃」）發行的票據（「該等票據」）的分銷商，而作為代價，本行將會向台北富邦支付分銷費。分銷協議按正常商業條款訂立，期限定為三年，期滿日為二零零九年十一月

Distribution Agreement were announced by the Bank on 20 November 2006.

The Distribution Agreement states that the maximum aggregate annual consideration payable under such agreement is HK\$20,000,000. The issue of Notes under the Programme is in the ordinary and usual course of business of the Bank.

The Bank pays distribution fees to Taipei Fubon under the Distribution Agreement in consideration of Taipei Fubon procuring purchasers of the Notes. The distribution fee is agreed for each Relevant Series. There is no limit on the number of Relevant Series of Notes which may be issued under the Programme in any given financial year. The only limit is on the Programme size, which is currently set at an aggregate of US\$1,000,000,000 worth of Notes. The maximum aggregate annual value of the distribution fees payable under the Distribution Agreement, for the purpose of Listing Rule 14A.35(2), is HK\$20,000,000.

Taipei Fubon has greater access to institutional investors and private customers in Taiwan and is therefore in a better position to procure purchasers of the Notes from investors in that region. The Directors of the Bank consider that entering into the Distribution Agreement will give the Bank better access to Taiwanese institutional investors and private customers (individuals and corporate entities) in Taiwan with business interests in Hong Kong. Therefore, the Directors consider it to be beneficial to the Bank to be a party to the Distribution Agreement.

The terms of the Distribution Agreement have been reached after arm's length negotiation between the parties thereto. The Directors of the Bank (including the independent non-executive Directors) are of the view that the terms of the Distribution Agreement are fair and reasonable and in the interests of the Bank and the shareholders as a whole.

Taipei Fubon is a wholly-owned subsidiary of Fubon. Fubon, holding 75% of the issued shares of the Bank, is a substantial shareholder of the Bank. Therefore, Taipei Fubon is a connected person of the Bank under the Listing Rules and, accordingly, the entering into and performance of the Distribution Agreement constitutes a connected transaction for the Bank under Chapter 14A of the Listing Rules.

For the year ended 31 December 2008, there is no transaction under the Distribution Agreement.

十六日。本行於二零零六年十一月二十日公佈分銷協議之詳情。

分銷協議列明在該協議下每年須付的最高代價總額為20,000,000港元。該計劃下之該等票據的發行是在本行的通常及慣常業務運作過程中進行的。

根據分銷協議，本行向台北富邦支付分銷費，作為台北富邦促成投資者購買該等票據的代價。雙方就每一有關系列議定分銷費。對於在任何財政年度可以在該計劃下發行的該等票據的有關系列數目並無限制。唯一的限制涉及該計劃的規模；在該計劃下發行的該等票據的總值現時定為1,000,000,000美元。為符合《上市規則》第14A.35(2)條的規定而就根據分銷協議所須支付的分銷費設定的最高每年總額為20,000,000港元。

台北富邦有較多機會接觸台灣的機構投資者和私人客戶，因此處於促成該地區內的投資者購買該等票據的較有利位置。本行的董事們認為訂立分銷協議將會為本行提供接觸台灣境內與香港有業務關係的台灣機構投資者和私人客戶（個人及企業）的更佳機會。因此，董事們認為作為分銷協議的一方對本行有利。

分銷協議的條款是經雙方公平協商後達成的。本行的董事們（包括獨立非執行董事）認為分銷協議的條款公平合理，並且符合本行及股東的整體利益。

台北富邦是富邦的全資附屬公司。富邦是本行的主要股東，持有本行已發行股份的75%。因此，根據《上市規則》，台北富邦是本行的關連人士，故根據《上市規則》第14A章的規定，訂立和履行分銷協議構成本行的關連交易。

截至二零零八年十二月三十一日止年度，概無根據分銷協議進行任何交易。