

Report of the Directors

董事會報告書

The Directors have pleasure in presenting their report together with the audited financial statements of Fubon Bank (Hong Kong) Limited ("the Bank") and its subsidiaries (collectively "the Group") for the year ended 31 December 2010.

PRINCIPAL ACTIVITIES

The Bank, through its branches and subsidiaries, provides a range of banking, financial and related services.

SUBSIDIARIES

Particulars of the Bank's principal subsidiaries at 31 December 2010 are set out in Note 27 to the financial statements.

SHARE CAPITAL

There was no movement in the share capital of the Bank during the year. Details of the share capital of the Bank are set out in Note 39 to the financial statements.

PRINCIPAL PLACE OF BUSINESS

The Bank is a licensed bank incorporated and domiciled in Hong Kong and has its registered office at 38 Des Voeux Road Central, Hong Kong.

RESULTS AND APPROPRIATIONS

The result of the Group for the year ended 31 December 2010 is set out in the consolidated statement of comprehensive income on page 85. The state of the Bank's and Group's affairs as at 31 December 2010 are set out in the financial statements on pages 85 to 237.

During the year, the Bank paid an interim dividend of 2.0 Hong Kong cents per ordinary share, totalling HK\$23,443,000 (2009: 1.5 Hong Kong cents, HK\$17,582,000).

The Directors recommend the payment of a final dividend of 3.0 Hong Kong cents per ordinary share in respect of the year ended 31 December 2010, totalling HK\$35,165,000 (2009: 1.5 Hong Kong cents, HK\$17,582,000).

DIRECTORS

The Directors in office during the financial year were:

Executive Directors

Pei Hwa Thomas LIANG (*Managing Director and Chief Executive Officer*)
James YIP

Non-Executive Directors

Ming-Hsing (Richard) TSAI (*Chairman*)
Ming-Chung (Daniel) TSAI (*Vice Chairman*)
Victor KUNG
David CHANG Kuo-Chun
Michael CHANG Ming-Yuen (changed from an Executive Director to a Non-Executive Director on 1 September 2010)

Independent Non-Executive Directors

Robert James KENRICK
Moses TSANG
Hung SHIH

董事會欣然提呈其報告連同富邦銀行(香港)有限公司(「本行」)及其附屬公司(統稱「本集團」)截至二零一零年十二月三十一日止年度的經審核財務報告。

主要業務

本行透過其分行及附屬公司提供一系列銀行、金融及相關服務。

附屬公司

本行的主要附屬公司於二零一零年十二月三十一日的詳情載於財務報告附註27。

股本

年內本行的股本並無任何變動。本行的股本詳情載於財務報告附註39。

主要營業地點

本行為於香港註冊成立並以香港為本籍的持牌銀行，其註冊辦事處位於香港中環德輔道中三十八號。

業績及分派

本集團截至二零一零年十二月三十一日止年度的業績載於第85頁綜合全面收益表。有關本行及本集團於二零一零年十二月三十一日的業務狀況載於第85頁至第237頁的財務報告。

於本年度，本行派付中期股息每股普通股2.0港仙，合共23,443,000港元(二零零九年：1.5港仙，17,582,000港元)。

董事建議派付截至二零一零年十二月三十一日止年度末期股息每股普通股3.0港仙，合共35,165,000港元(二零零九年：1.5港仙，17,582,000港元)。

董事

本財政年度之在任董事為：

執行董事

梁培華(*董事總經理兼行政總裁*)
葉強華

非執行董事

蔡明興(*主席*)
蔡明忠(*副主席*)
龔天行
張果軍
張明遠(於二零一零年九月一日由執行董事調任非執行董事)

獨立非執行董事

甘禮傑
曾國泰
石宏

ROTATION OF DIRECTORS IN THE FORTHCOMING ANNUAL GENERAL MEETING

In accordance with Article 81 of the Bank's Articles of Association, Ming-Hsing (Richard) TSAI and Robert James KENRICK retire and, being eligible, offer themselves for re-election; David CHANG Kuo Chun retires in accordance with Article 81 but will not offer himself for re-election.

DIRECTORS' SERVICE CONTRACTS

The Non-Executive Directors were appointed by the Bank's shareholders at the Annual General Meeting with appointment terms in accordance with Article 77 and Article 81 of the Bank's Articles of Association.

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

DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance in relation to the Bank's business to which the Bank, its holding company, subsidiaries or fellow subsidiaries was a party and in which the Directors 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.

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

The Directors and Chief Executive of the Bank who held office at 31 December 2010 had the following interests in the shares of its ultimate holding company, Fubon Financial Holding Co., Ltd. ("Fubon Financial") and the Bank, at that date as recorded in the register of Directors' and Chief Executive's interests and short positions required to be kept under section 352 of the Securities and Futures Ordinance ("SFO"):

於下屆股東週年常會上的董事輪任

根據本行組織章程細則第八十一條，蔡明興及甘禮傑輪值告退，並合資格膺選連任；張果軍根據細則第八十一條告退但將不會膺選連任。

董事的服務合約

非執行董事按照本行組織章程細則第七十七條及第八十一條委任條款於股東週年常會上獲本行股東委任。

於下屆股東週年常會擬膺選連任的董事並無與本行訂立可由本行或其任何附屬公司於一年內毋須賠償（一般法定責任除外）而終止的尚未屆滿服務合約。

董事之合約權益

於年底或年內任何時間，本行、其控股公司、附屬公司或同系附屬公司並無訂立與本行業務有關連，而本行董事直接或間接擁有重大權益的重要合約。

董事及行政總裁於股份、相關股份及債券的權益和淡倉

本行於二零一零年十二月三十一日的董事及行政總裁，在年末當日根據《證券及期貨條例》第352條須存置的董事及行政總裁的權益及淡倉登記冊的記錄中，擁有其最終控股公司富邦金融控股股份有限公司（「富邦金控」）及本行股份中的如下權益：

Ordinary shares in Fubon Financial of NT\$10 each 富邦金控每股面值10元新台幣普通股

Name 姓名	Personal interests 個人 權益	Family interests 家族 權益	Corporate interests 法團 權益	Total number of shares held 所持股份 總數	Percentage of total issued shares 佔全部已發行 股份百分比
Ming-Hsing (Richard) TSAI 蔡明興	257,317,884	24,922,119	1,882,458,545 ⁽¹⁾	2,164,698,548	25.28
Ming-Chung (Daniel) TSAI 蔡明忠	241,000,810	25,815,178	1,882,458,545 ⁽¹⁾	2,149,274,533	25.10
Pei Hwa Thomas LIANG 梁培華	838,848	—	—	838,848	0.0098
Victor KUNG 龔天行	242,084	—	—	242,087	0.0028
David CHANG Kuo-Chun 張果軍	787,459	—	—	787,459	0.0092

Notes:

(1) 1,882,458,545 shares were held through corporations in which Ming-Chung (Daniel) TSAI, Ming-Hsing (Richard) TSAI and other TSAI family members have beneficial interest.

附註：

(1) 該1,882,458,545股股份由多個法團持有，而蔡明忠、蔡明興及其他蔡氏家族成員於上述法團均享有實益權益。

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

Options

At 31 December 2010, the Directors and Chief Executive of the Bank mentioned below held unlisted physically settled options to acquire the number of ordinary shares of par value NT\$10 each in Fubon Financial set against their respective names. These options were granted for nil consideration by Fubon Financial.

董事及行政總裁於股份、相關股份及債券的權益和淡倉(續)
認股權

於二零一零年十二月三十一日，下列本行董事及行政總裁持有每股面值10元新台幣之非上市而實股結算之富邦金控普通股之認股權。該等認股權乃富邦金控無代價授予該等董事及行政總裁。

Name 姓名	No. of options outstanding at the beginning of the year 年初尚未行使之認股權數目	No. of options granted during the year 年內授予之認股權數目	No. of shares acquired on exercise of options during the year 於年內行使認股權認購之股份數目	No. of options forfeited during the year 年內沒收之認股權數目	No. of options outstanding at the year end 年末尚未行使之認股權數目	Date granted 授予日期	Period during which options are exercisable 認股權可予行使期間	Exercise price per share 每股行使價 ^ (NT\$) ^(新台幣)
Pei Hwa Thomas LIANG 梁培華	1,400,000	-	-	-	1,400,000	31 Jul 2007 二零零七年七月三十一日	31 Jul 2009 * to 30 Jul 2012 二零零九年七月三十一日至二零一二年七月三十日	25.7
	1,820,000	-	(800,000)	-	1,020,000	7 Dec 2007 二零零七年十二月七日	7 Dec 2009 * to 6 Dec 2012 二零零九年十二月七日至二零一二年十二月六日	23.5
					2,420,000			
Michael CHANG Ming-Yuen 張明遠	1,085,000	-	-	-	1,085,000	31 Jul 2007 二零零七年七月三十一日	31 Jul 2009 * to 30 Jul 2012 二零零九年七月三十一日至二零一二年七月三十日	25.7
	1,416,000	-	-	-	1,416,000	7 Dec 2007 二零零七年十二月七日	7 Dec 2009 * to 6 Dec 2012 二零零九年十二月七日至二零一二年十二月六日	23.5
					2,501,000			
James YIP 葉強華	542,500	-	-	-	542,500	31 Jul 2007 二零零七年七月三十一日	31 Jul 2009 * to 30 Jul 2012 二零零九年七月三十一日至二零一二年七月三十日	25.7
	1,411,000	-	-	-	1,411,000	7 Dec 2007 二零零七年十二月七日	7 Dec 2009 * to 6 Dec 2012 二零零九年十二月七日至二零一二年十二月六日	23.5
					1,953,500			

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

董事及行政總裁於股份、相關股份及債券的權益和淡倉(續)

認股權(續)

Options (continued)

Name 姓名	No. of options outstanding at the beginning of the year 年初尚未行使之認股權數目	No. of options granted during the year 年內授予之認股權數目	No. of shares acquired on exercise of options during the year 於年內行使認股權認購之股份數目	No. of options forfeited during the year 年內沒收之認股權數目	No. of options outstanding at the year end 年末尚未行使之認股權數目	Date granted 授予日期	Period during which options are exercisable 認股權可予行使期間	Exercise price per share 每股行使價 ^ (NT\$) 每股 行使價 ^ (新台幣)
Victor KUNG 龔天行	1,410,000	-	-	-	1,410,000	31 Jul 2007 二零零七年七月三十一日	31 Jul 2009 [*] to 30 Jul 2012 二零零九年七月三十一日至二零零二年七月三十日	25.7
	2,830,000	-	-	-	2,830,000	7 Dec 2007 二零零七年十二月七日	7 Dec 2009 [#] to 6 Dec 2012 二零零九年十二月七日至二零零二年十二月六日	23.5
					4,240,000			
David CHANG Kuo-Chun 張果軍	1,400,000	-	-	-	1,400,000	31 Jul 2007 二零零七年七月三十一日	31 Jul 2009 [*] to 30 Jul 2012 二零零九年七月三十一日至二零零二年七月三十日	25.7
	2,820,000	-	-	-	2,820,000	7 Dec 2007 二零零七年十二月七日	7 Dec 2009 [#] to 6 Dec 2012 二零零九年十二月七日至二零零二年十二月六日	23.5
					4,220,000			
[*]	50% of granted options are exercisable between 31 Jul 2009 and 30 Jul 2010 75% of granted options are exercisable between 31 Jul 2010 and 30 Jul 2011 100% of granted options are exercisable between 31 Jul 2011 and 30 Jul 2012				[*] 已授予認股權的50%可於二零零九年七月三十一日至二零一零年七月三十日期間行使 已授予認股權的75%可於二零一零年七月三十一日至二零一一年七月三十日期間行使 已授予認股權的100%可於二零一一年七月三十一日至二零一二年七月三十日期間行使			
[#]	50% of granted options are exercisable between 7 Dec 2009 and 6 Dec 2010 75% of granted options are exercisable between 7 Dec 2010 and 6 Dec 2011 100% of granted options are exercisable between 7 Dec 2011 and 6 Dec 2012				[#] 已授予認股權的50%可於二零零九年十二月七日至二零一零年十二月六日期間行使 已授予認股權的75%可於二零一零年十二月七日至二零一一年十二月六日期間行使 已授予認股權的100%可於二零一一年十二月七日至二零一二年十二月六日期間行使			
[^]	The exercise price per share for options granted on 31 July 2007 has been changed from NT29.0 to NT25.7 The exercise price per share for options granted on 7 December 2007 has been changed from NT26.7 to NT23.5				[^] 於二零零七年七月三十一日授予的認購權的每股行使價已從新台幣29.0元變為新台幣25.7元 於二零零七年十二月七日授予的認購權的每股行使價已從新台幣26.7元變為新台幣23.5元			

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

Options (continued)

Apart from the foregoing, none of the other Directors and Chief Executive of the Bank or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the Bank, any of its holding company, subsidiaries or fellow subsidiaries, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Bank pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in Appendix 10 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARE AND UNDERLYING SHARES

As at 31 December 2010, the register of substantial shareholders showed that the Bank had been notified of the following interests, being 5% or more of the Bank's issued share capital.

Fubon Financial Holding Co., Ltd.
富邦金融控股股份有限公司

Ordinary shares of HK\$1 each 每股面值 1港元普通股	Percentage of total shareholding 佔股權總數 百分比
879,120,000	75

PURCHASE, SALE OR REDEMPTION OF THE BANK'S LISTED SHARES

The Bank has not redeemed any of its listed shares during the year. Neither the Bank nor any of its subsidiaries has purchased or sold any of the Bank's shares during the year.

FIXED ASSETS

Movements in fixed assets of the Bank and the Group are set out in Note 28 to the financial statements.

DONATIONS

Donations made by the Group during the year amounted to HK\$1,108,000 (2009: HK\$156,000).

RESERVES

Profit attributable to shareholders, before dividends, of HK\$266,966,000 (2009: HK\$22,995,000) has been transferred to reserves. Details of the movements in reserves are set out in the consolidated statement of changes in equity on page 89 and Note 41 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Bank and within the knowledge of the Directors of the Bank as at the date of this annual report, the Bank has maintained a public float of 25% during the year.

董事及行政總裁於股份、相關股份及債券的權益和淡倉(續)

認股權(續)

除上述者外，本行概無其他董事及行政總裁或彼等的配偶或任何未滿十八歲子女在本行、其任何控股公司、附屬公司或同系附屬公司的股份、相關股份或債券中，擁有在根據《證券及期貨條例》的第352條須存置的登記冊中已記錄，或根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十之《上市公司董事進行證券交易的標準守則》而須知會本行的權益或淡倉。

主要股東及其他人士於股份及相關股份的權益及淡倉

於二零一零年十二月三十一日，主要股東登記冊內顯示，本行已獲悉下列公司擁有本行已發行股本5%或以上的權益。

購入、出售或贖回本行之上市股份

本行於年內並無贖回其任何上市股份。本行或其任何附屬公司於年內亦無購入或出售本行的股份。

固定資產

本行及本集團的固定資產變動載於財務報告附註28。

捐款

本集團於年內捐出1,108,000港元（二零零九年：156,000港元）。

儲備

扣減股息前股東應佔溢利266,966,000港元（二零零九年：22,995,000港元）已轉撥至儲備。儲備變動詳情載於第89頁的綜合權益變動報告表及財務報告附註41。

足夠公眾持股量

截至本年報刊發日期為止，根據本行可從公開途徑獲得的資料及據本行董事所知悉，本行於年內維持25%的公眾持股量。

RETIREMENT SCHEMES

The Group operates a defined benefit retirement scheme which covers 43% (2009: 47%) of the Group's employees, and a Mandatory Provident Fund scheme. Particulars of these retirement schemes are set out in Note 44 to the financial statements.

CONFIRMATION OF INDEPENDENCE

The Bank has received from each of the Independent Non-Executive Directors an annual confirmation of his independence pursuant to Chapter 3.13 of the Listing Rules. The Bank considers all the Independent Non-Executive Directors to be independent.

AUDIT COMMITTEE

The Audit Committee comprises three Non-Executive Directors, a majority of whom are independent, and is a committee of the Board of Directors. The Audit Committee oversees the work of the Group's internal auditors and thereby monitors the effectiveness of the Group's internal control systems and compliance with policies approved by the Board of Directors and the requirements of the regulatory authorities. The Audit Committee meets regularly with the Group's external auditors and reviews the Group's financial reports prior to approval by the Board of Directors.

COMPLIANCE WITH THE BANKING (DISCLOSURE) RULES

The financial statements for the year ended 31 December 2010 and the unaudited supplementary information on pages 238 to 264 comply fully with the applicable disclosure provisions of the Banking (Disclosure) Rules.

AUDITORS

The financial statements have been audited by KPMG who retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Bank is to be proposed at the forthcoming Annual General Meeting.

SCHEME PROPOSAL AND PREFERENCE SHARE OFFER

On 10 January 2011, the Board of Directors of Fubon Financial unanimously resolved to make a proposal to privatise the ordinary share capital of the Bank and make a voluntary cash offer to acquire all the issued preference shares of the Bank other than those already held by Fubon Financial. Referring to the joint announcement issued on 19 January 2011, the Board of Directors of the Bank put forward to the Scheme Shareholders the Scheme Proposal to privatise the ordinary share capital of the Bank by way of a Scheme of Arrangement under section 166 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), which, if approved and implemented, would result in the withdrawal of listing of the shares on The Stock Exchange of Hong Kong Limited. The preference share offer will be subject to and conditional upon the Scheme of Arrangement becoming effective. A scheme document containing further details of the Scheme Proposal will be despatched to our shareholders and our preference shareholders no later than 4 April 2011.

On behalf of the Board

Ming-Chung (Daniel) TSAI
Vice Chairman

Hong Kong, 8 March 2011

退休計劃

本集團推行一項界定退休福利計劃(範圍涵蓋本集團43%(二零零九年:47%)的僱員)及一項強制性公積金計劃。該等退休計劃的詳情載於財務報告附註44。

確認獨立性

本行已接獲各獨立非執行董事根據上市規則第3.13章之規定就其獨立性作出之年度確認書。本行認為所有獨立非執行董事均為獨立人士。

審核委員會

審核委員會由三位非執行董事組成,大部分為獨立人士。該委員會附屬董事會,負責監督本集團內部核數師之工作,並監察本集團的內部監控系統能否有效地運作並且遵從由董事會批准的政策及監管機構的規定。審核委員會定期與本集團外部核數師舉行會議,在財務報告書交予董事會審批前,審核委員會更會審閱有關報告。

遵守《銀行業(披露)規則》

截至二零一零年十二月三十一日止年度之財務報告及列載於第238頁至264頁的未經審核補充財務資料完全遵守《銀行業(披露)規則》之適用披露條例。

核數師

財務報告已由畢馬威會計師事務所審核,彼將告退並膺選連任。於應屆股東週年常會上,一項決議案將予以提呈,以續聘畢馬威會計師事務所為本行的核數師。

計劃建議及優先股收購建議

於二零一一年一月十日,富邦金控董事會一致決議建議私有化本行之普通股股本,並提出自願現金要約收購本行全部已發行優先股(富邦金控已擁有者除外)。茲提述於二零一一年一月十九日刊發的聯合公告,本行董事會向計劃股東提出計劃建議,根據香港法例第32章公司條例第166條以協議安排方式私有化本行之普通股股本,一經批准及落實,將導致股份撤銷在香港聯交所的上市地位。優先股收購建議以協議安排生效為先決條件。本公司將於二零一一年四月四日前盡快向本公司股東及本公司優先股股東寄發計劃文件,當中載有計劃建議的進一步詳情。

承董事會命

蔡明忠
副主席

香港,二零一一年三月八日