

# 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 2011.

### 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 2011 are set out in Note 25 to the financial statements.

### SHARE CAPITAL AND SCHEME OF ARRANGEMENT

Reference is made to the scheme document issued on 4 April 2011 in relation to 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). The Scheme of Arrangement was sanctioned and the reduction of share capital of the Bank involved in the Scheme of Arrangement was confirmed by the High Court on Tuesday, 7 June 2011. All of the conditions of the Scheme of Arrangement as set out in the Scheme Document were satisfied and the Scheme of Arrangement became effective on 13 June 2011.

The withdrawal of the listing of the Shares on the Hong Kong Stock Exchange became effective from 9:00 a.m. on Wednesday, 8 June 2011.

On 13 June 2011, the share capital of the Bank was increased by the same amount as the reduction of share capital involved in the Scheme of Arrangement.

Details of the share capital of the Bank are set out in Note 37 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 2011 is set out in the consolidated statement of comprehensive income on page 59. The state of the Bank's and Group's affairs as at 31 December 2011 are set out in the financial statements on pages 59 to 207.

No interim dividend was paid for the year ended 31 December 2011 (2010: 2 Hong Kong cents per ordinary share, HK\$23,443,200).

The Directors do not recommend a payment of final dividend in respect of the year ended 31 December 2011 (2010: 3 Hong Kong cents per ordinary share, HK\$35,164,800).

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」)截至二零一一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二零一一年十二月三十一日的詳情載於財務報告附註25。

### 股本及協議安排

謹此提述於2011年4月4日刊發的計劃文件就有關根據公司條例(香港法例第32章)第166條以協議安排之方式私有化本行之普通股股本的計劃建議。高等法院已於2011年6月7日(星期二)批准該協議安排以及確認按協議安排削減本行股本。載於計劃文件內有關協議安排的所有條件均已達成，而協議安排則已於2011年6月13日生效。

股份撤銷在香港聯交所的上市地位已於2011年6月8日(星期三)上午九時正起生效。

本行已於2011年6月13日將股本數目增加，增加之股本數目與按協議安排削減的數目相同。

本行的股本詳情載於財務報表附註37。

### 主要營業地點

本行為一所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

本集團截至二零一一年十二月三十一日止年度的業績載於第59頁綜合全面收益表。有關本行及本集團於二零一一年十二月三十一日的業務狀況載於第59頁至第207頁的財務報告。

於本年度，本行並無派付中期股息(二零一零年：每股普通股2.0港仙，23,443,200港元)。

董事並不建議派付截至二零一一年十二月三十一日止年度末期股息(二零一零年：每股普通股3.0港仙，35,164,800港元)。

## DIRECTORS

The Directors in office during the financial year were:

### Executive Directors

Pei-Hwa Thomas LIANG (*Managing Director and Chief Executive Officer*)  
James YIP  
Dennis CHAN Wen-Yueh (appointed on 15 March 2011)

### Non-Executive Directors

Ming-Hsing (Richard) TSAI (*Chairman*)  
Ming-Chung (Daniel) TSAI (*Vice Chairman*)  
Victor KUNG  
David CHANG Kuo-Chun (retired on 29 April 2011)  
Michael CHANG Ming-Yuen

### Independent Non-Executive Directors

Robert James KENRICK  
Moses TSANG  
Hung SHIH

## ROTATION OF DIRECTORS IN THE FORTHCOMING ANNUAL GENERAL MEETING

In accordance with Article 81 of the Bank's Articles of Association, Ming-Chung (Daniel) TSAI, Moses TSANG and Michael CHANG Ming-Yuen retire and, being eligible, offer themselves 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.

## 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  
詹文嶽 (於二零一一年三月十五日委任)

### 非執行董事

蔡明興 (*主席*)  
蔡明忠 (*副主席*)  
龔天行  
張果軍 (於二零一一年四月二十九日退任)  
張明遠

### 獨立非執行董事

甘禮傑  
曾國泰  
石宏

### 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，蔡明忠、曾國泰及張明遠輪值告退，並合資格膺選連任。

### 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不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。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

The Bank's holding company, Fubon Financial Holding Co., Ltd., operates a share option scheme enabling certain employees, including Directors of the Bank, to acquire registered shares of Fubon Financial Holding Co., Ltd. During the year and up to the date of this report, two Directors of the Bank, namely Pei-Hwa Thomas LIANG and James YIP exercised their options to acquire registered shares of Fubon Financial Holding Co., Ltd.

Apart from the foregoing, at no time during the year was the Bank or any of its holding companies or fellow subsidiaries, a party to any arrangement 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.

## FIXED ASSETS

Movements in fixed assets of the Bank and the Group are set out in Note 26 to the financial statements.

## DONATIONS

Donations made by the Group during the year amounted to HK\$197,200 (2010: HK\$1,108,000).

## RESERVES

Profit attributable to shareholders, before dividends, of HK\$280,291,000 (2010: HK\$266,966,000) has been transferred to reserves. Details of the movements in reserves are set out in the consolidated statement of changes in equity on pages 63 to 64, and Note 39 to the financial statements.

## RETIREMENT SCHEMES

The Group operates a defined benefit retirement scheme which covers 37% (2010: 43%) of the Group's employees, and a Mandatory Provident Fund scheme. Particulars of these retirement schemes are set out in Note 42 to the financial statements.

## 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.

## 董事認購股份及債券之權利

本行之控股公司富邦金融控股股份有限公司實行一項認股權計劃，使本行若干僱員（包括董事）能認購富邦金融控股股份有限公司之註冊股本。於年內及直至本報告日期，分別有兩位本行董事，為梁培華及葉強華，行使其認股權認購富邦金融控股股份有限公司之註冊股份。

除上文所述者外，本行或其任何控股公司或同系附屬公司於年內之任何時間，概無訂立任何安排能令本行董事透過認購本行或任何其他法人團體之股份或債券以獲取利益。

## 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26。

## 捐款

本集團於年內捐出197,200港元（二零一零年：1,108,000港元）。

## 儲備

扣減股息前股東應佔溢利280,291,000港元（二零一零年：266,966,000港元）已轉撥至儲備。儲備變動詳情載於第63至64頁的綜合權益變動報告表及財務報告附註39。

## 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37%（二零一零年：43%）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42。

## 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，審核委員會會先行審閱有關報告。

### COMPLIANCE WITH THE BANKING (DISCLOSURE) RULES

The financial statements for the year ended 31 December 2011 in conjunction with the unaudited supplementary information on pages 208 to 232 comply fully with the disclosure requirements of the Banking (Disclosure) Rules made by the Hong Kong Monetary Authority (“HKMA”) under section 60A of the Hong Kong Banking Ordinance.

### 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.

On behalf of the Board

**Ming-Chung (Daniel) TSAI**

*Vice Chairman*

Hong Kong, 20 March 2012

### 遵守《銀行業(披露)規則》

截至二零一一年十二月三十一日止年度之財務報告及列載於第208頁至232頁的未經審核補充財務資料完全遵守香港金融管理局(「金管局」)根據《銀行業條例》第60A節頒佈的《銀行業(披露)規則》之規定而編製。

### 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。

承董事會命

**蔡明忠**

*副主席*

香港，二零一二年三月二十日