

# 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 2012.

### 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 2012 are set out in Note 25 to the financial statements.

### SHARE CAPITAL

On 16 August 2012, the Bank has allotted 199,328,916 shares of Ordinary Shares of HK\$1.00 each ("Ordinary Shares") to Fubon Financial Holding Co., Ltd ("Fubon Financial") at the price of HK\$5.2 each. On the same date, the Bank has repurchased the 1,156,586,517 (98.67%) of its own Cumulative Irredeemable Preference Shares of USD0.10237 each from Fubon Financial out of the proceeds of the issue of the Ordinary Shares.

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 2012 is set out in the consolidated statement of comprehensive income on page 60. The state of the Bank's and Group's affairs as at 31 December 2012 are set out in the financial statements on pages 60 to 208.

No interim dividend was paid for the year ended 31 December 2012 (2011: Nil).

The Directors do not recommend a payment of final dividend in respect of the year ended 31 December 2012 (2011: Nil).

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」)截至二零一二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二零一二年十二月三十一日的詳情載於財務報告附註25。

### 股本

於二零一二年八月十六日，本行以每股5.20港元向富邦金融控股股份有限公司(「富邦金控」)發售199,328,916股每股面值1.00港元之普通股(「普通股」)。同日，本行以發行普通股所得款項向富邦金控回購1,156,586,517股(98.67%)每股面值0.10237美元之本身不可贖回累積無投票權優先股。

本行的股本詳情載於財務報告附註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

本集團截至二零一二年十二月三十一日止年度的業績載於第60頁綜合全面收益表。有關本行及本集團於二零一二年十二月三十一日的業務狀況載於第60頁至第208頁的財務報告。

於本年度，本行並無派付中期股息(二零一一年：無)。

董事並不建議派付截至二零一二年十二月三十一日止年度末期股息(二零一一年：無)。

## DIRECTORS

The Directors in office during the financial year were:

### Executive Directors

Raymond Wing Hung LEE (*Chief Executive Officer and Managing Director*)  
(appointed on 15 May 2012)

Pei-Hwa Thomas LIANG (retired on 15 May 2012)

James YIP

### Non-Executive Directors

Ming-Hsing (Richard) TSAI (*Chairman*)

Ming-Chung (Daniel) TSAI (*Vice Chairman*)

Victor KUNG

Dennis CHAN Wen-Yueh (re-designated from an Executive Director to a  
Non-Executive Director on 1 June 2012)

Michael CHANG Ming-Yuen (resigned on 28 September 2012)

### Independent Non-Executive Directors

Robert James KENRICK

Moses TSANG

Hung SHIH

## ROTATION OF DIRECTORS IN THE FORTHCOMING ANNUAL GENERAL MEETING

In accordance with Article 77 of the Bank's Articles of Association, Raymond Wing Hung Lee will hold office until the 2013 Annual General Meeting and, being eligible, offer himself for re-election.

In accordance with Article 81 of the Bank's Articles of Association, James Yip, Victor Kung and Hung Shih 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.

## 董事

本財政年度之在任董事為：

### 執行董事

李永鴻 (*行政總裁兼董事總經理*)

(於二零一二年五月十五日委任)

梁培華 (於二零一二年五月十五日退任)

葉強華

### 非執行董事

蔡明興 (*主席*)

蔡明忠 (*副主席*)

龔天行

詹文嶽 (於二零一二年六月一日由執行董事調任  
為非執行董事)

張明遠 (於二零一二年九月二十八日退任)

### 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七十七條，李永鴻將任期至二零一三年股東週年大會上，並合資格膺選連任。

根據本行組織章程細則第八十一條，葉強華、龔天行及石宏輪值告退，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。

**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' RIGHTS TO ACQUIRE SHARES AND DEBENTURES**

The Directors and Chief Executive of the Bank who held office at 31 December 2012 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"):

**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。

**董事認購股份及債券之權利**

於二零一二年十二月三十一日在任的本行董事及主要行政人員於當日在本行最終控股公司富邦金控及本行股份中擁有須根據證券及期貨條例(「證券及期貨條例」)第352條所存置之董事及主要行政人員之權益及淡倉登記冊中所記錄之權益如下：

**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	283,661,274	27,473,565	1,013,812,048 <sup>(1)</sup>	1,324,946,887	13.86
Ming-Chung (Daniel) TSAI 蔡明忠	265,673,710	28,458,053	1,013,812,048 <sup>(1)</sup>	1,307,943,811	13.72
Victor KUNG 龔天行	4,721,911	-	-	4,721,911	0.05

Notes:

(1) 1,013,812,048 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) 1,013,812,048股股份透過蔡明忠、蔡明興及其他蔡氏家庭成員擁有實益權益之企業持有。

**DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES** (continued)**Options**

At 31 December 2012, 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.

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 (NT\$) 每股行使價 (新台幣)
James YIP 葉強華	352,750	-	-	352,750	-	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	19.4
					-			
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二零一二年七月三十日	23.5
	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二零一二年十二月六日	19.4

\* The options expired on 30 Jul 2012.

# The options expired on 6 Dec 2012.

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.

**董事認購股份及債券之權利 (續)****認股權**

於二零一二年十二月三十一日，下列董事及主要行政人員持有非上市而實股結算之認股權可認購彼等名下各自數目之富邦控股每股面值新台幣10元之普通股。該等認股權乃由富邦控股無償授予該等董事及主要行政人員。

\* 認股權已於二零一二年七月三十日屆滿。

# 認購權已於二零一二年十二月六日屆滿。

除上文所述者外，概無本行之董事及主要行政人員或彼等之配偶或十八歲以下之子女於本行、其任何控股公司、附屬公司或同系附屬公司之股份、相關股份或債券中擁有須根據證券及期貨條例第352條所存置之登記冊中所記錄之權益或淡倉。

## 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\$901,310 (2011: HK\$197,200).

## RESERVES

Profit attributable to shareholders, before dividends, of HK\$308,722,000 (2011: HK\$280,291,000) has been transferred to reserves. Details of the movements in reserves are set out in the consolidated statement of changes in equity on pages 64 to 65, and Note 39 to the financial statements.

## RETIREMENT SCHEMES

The Group operates a defined benefit retirement scheme which covers 34% (2011: 37%) 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.

## COMPLIANCE WITH THE BANKING (DISCLOSURE) RULES

The financial statements for the year ended 31 December 2012 in conjunction with the unaudited supplementary information on pages 209 to 232 comply fully with the disclosure requirements of the Banking (Disclosure) Rules made by the Hong Kong Monetary Authority 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-Hsing (Richard) TSAI**  
Chairman

Hong Kong, 1 March 2013

## 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901,310港元(二零一一年: 197,200港元)。

## 儲備

扣減股息前股東應佔溢利308,722,000港元(二零一一年: 280,291,000港元)已轉撥至儲備。儲備變動詳情載於第64至65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34%(二零一一年: 37%)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。

## 遵守《銀行業(披露)規則》

截至二零一二年十二月三十一日止年度之財務報告及列載於第209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

**蔡明興**  
主席

香港,二零一三年三月一日