

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



**Independent auditor's report
to the members of Fubon Bank (Hong Kong) Limited**
(incorporated in Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of Fubon Bank (Hong Kong) Limited ("the Bank") and its subsidiaries (together "the Group") set out on pages 64 to 191, which comprise the consolidated statement of financial position as at 31 December 2017, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code") and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

獨立核數師報告
致富邦銀行(香港)有限公司成員
(於香港註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計載列於第64至191頁的富邦銀行(香港)有限公司(「貴行」)及其附屬公司(統稱「貴集團」)的綜合財務報告。此綜合財務報告包括於二零一七年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合全面收益表、綜合權益變動報告表和綜合現金流動表，以及綜合財務報告的附註，包括主要會計政策概要。

我們認為，該等綜合財務報告已根據香港會計師公會頒佈的香港財務報告準則(《香港財務報告準則》)真實而中肯地反映 貴集團於二零一七年十二月三十一日的綜合財務狀況以及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(《香港審計準則》)進行審計。我們在該等準則下承擔的責任已於本報告「核數師就審計綜合財務報告承擔的責任」部分中進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of loans and advances

借款及貸款減值

Refer to note 18 to the consolidated financial statements and the accounting policies on page 83.
茲提述綜合財務報告附註18及第83頁之會計政策。

The Key Audit Matter

關鍵審計事項

The amount of non-performing loans of the Group decreased from HK\$334 million as at 31 December 2016 to HK\$187 million as at 31 December 2017, with total individual impairment allowances amounting to HK\$156 million as at 31 December 2017. Impairment of loans and advances is a subjective area due to the level of judgement applied by management in determining allowances.

貴集團之不良貸款由二零一六年十二月三十一日之334,000,000港元減少至二零一七年十二月三十一日之187,000,000港元，而於二零一七年十二月三十一日之個別減值撥備總額為156,000,000港元。鑒於管理層於釐定撥備時需要運用較多判斷，借款及貸款減值乃主觀範疇。

From the Group's perspective, the portfolios which gave rise to the greatest uncertainty in determining impairment allowances for loans and advances were those where impairment was derived from collective assessment models, where the loans and advances are unsecured or where the loans and advances are subject to potential collateral shortfalls.

就 貴集團角度而言，於釐定借款及貸款減值撥備時產生最大不確定性的組合為運用綜合評估模型所得之減值、客戶貸款為無抵押或受限於潛在抵押品價值不足的客戶貸款。

The determination of the collective impairment allowance is heavily dependent on the external macro environment and the Group's internal credit risk management strategy. The Group's collective impairment allowance is derived from estimates including the Group's historical losses for loans and other adjustment factors.

釐定綜合減值撥備很大程度上取決於外部宏觀環境及 貴集團內部信貸風險管理策略。 貴集團之綜合減值撥備產生自估算，包括 貴集團貸款之過往貸款損失及其他調整因素。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期間綜合財務報告的審計最為重要的事項。該等事項於我們審計整體綜合財務報告及出具意見時處理。我們不會對此事項提供單獨的意見。

How the matter was addressed in our audit

我們的審計如何處理事項

Our audit procedures to assess the impairment of loans and advances included the following:

與評估借款及貸款減值相關之審計程序包括以下各項：

- assessing the design and operating effectiveness of key internal controls over the approval, recording, monitoring and restructuring of loans and advances, the credit grading process and the measurement of impairment allowances for individually assessed loans and advances;

評估 貴集團就借款及貸款的批核、記錄、監測及重組、信用評級過程以及單項評估借款及貸款減值撥備的計量方面的關鍵內部控制在設計及運作上的成效；

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Impairment of loans and advances (continued)

借款及貸款減值(續)

Refer to note 18 to the consolidated financial statements and the accounting policies on page 83. (continued)

茲提述綜合財務報告附註18及第83頁之會計政策。(續)

The Key Audit Matter

關鍵審計事項

Individual impairment allowances are estimated by management once objective evidence of impairment becomes apparent. Management exercises judgement in determining the quantum of loss based on a range of factors. These include available remedies for recovery, the financial situation of the borrower, collateral valuation, the seniority of claim and the existence and cooperativeness of other creditors. Whilst the Group appoints external valuers for the valuation of certain property and other illiquid collateral, enforceability, timing and means of realisation also affect the ultimate collectability and thereby the amount of impairment allowance as at the reporting date.

管理層於出現客觀減值證據時估計個別減值撥備。於釐定損失金額時，管理層按照一系列因素作出判斷。該等因素包括收回款項的方式、借款人的財務狀況、抵押品的估值、申索償還優先次序以及其他債權人是否存在和其合作意向等。當貴集團委任外聘估值師為若干物業及其他非流動抵押品估值時，抵押品的法律效力、變現時間及變現方式亦會影響最終可收回程度，以及於報告日期之減值虧損金額。

We identified impairment of loans and advances as a key audit matter because of the inherent uncertainty and management judgement involved and because of its significance to the financial results and capital of the Group.

由於借款及貸款的減值撥備內容不確定性及涉及管理層判斷以及其對貴集團之財務業績及資本的重要性，我們將其認定為一關鍵審計事項。

How the matter was addressed in our audit

我們的審計如何處理事項

- evaluating the validity of the models used and assumptions adopted in the Group's calculation of the collective impairment allowance by critically assessing input parameters involving subjective judgement, seeking collaborative evidence from external sources and comparing the historical losses with the Group's other internal records and our prior year records. As part of these procedures, we challenged the Group's revisions to estimates and input parameters, the consistency of judgement applied in the use of economic factors, the loss emergence period and the observation period for historical losses. We compared the economic factors used in the model to market information to assess whether they were aligned with market and economic developments. Having considered the above, we performed re-calculations to assess the amount of collective impairment allowance;

通過審慎評估涉及主觀判斷的輸入數據、從外部渠道獲得相應憑證，並將過往損失與貴集團其他內部記錄及我們的過往年度之記錄比較，評估貴集團計算綜合減值撥備時採用的模型及假設的有效性。作為該等程序的一部分，我們對貴集團對估算及輸入變數的修改、於使用經濟因素時所應用判斷的一致性、損失出現時期及過往損失觀察期間作出質詢。我們將模型所用的經濟因素與市場信息進行比較，以評估其是否符合市場及經濟發展。經考慮上述情況後，我們進行了重新計算，以評估綜合減值撥備金額；

- assessing the impairment allowances for individually impaired loans and advances by selecting a risk-based sample for credit review through considering if any loss event exists and how the Group intends to recover the loan. We analysed the loan portfolio by industry sector to select samples for credit review in industries more vulnerable to the current economic slowdown. We also selected samples based on other risk criteria and from the Group's watch list and overdue report;

透過考慮是否存在任何損失事件以及貴集團如何收回貸款，運用以風險為基礎的方法選擇樣本進行信貸審閱以評估個別減值借款及貸款的減值撥備。我們按照行業分類分析貸款組合，自目前於經濟下行受影響較大的行業選取信貸審閱的樣本，並根據其他風險準則以及自貴集團的監察名單及逾期報告選取樣本；

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Impairment of loans and advances (continued)

借款及貸款減值(續)

Refer to note 18 to the consolidated financial statements and the accounting policies on page 83. (continued)

茲提述綜合財務報告附註18及第83頁之會計政策。(續)

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

我們的審計如何處理事項

- to assess the completeness and accuracy of the watch list, we checked the watchlist to the meeting minutes of the Credit Quality Committee which decides whether to downgrade the loan and advances that exhibit symptoms of deterioration of credit quality. To assess the completeness and accuracy of the overdue report, we involved our internal information technology specialists to test the automated controls over generation of the overdue report;

為評估監察名單的完整性及準確性，我們檢查了信貸質量委員會就決定顯示信貸質量惡化跡象的借款及貸款是否需要降級的會議記錄。為評估逾期報告的完整性及準確性，我們聘請內部資訊科技專家測試逾期報告生成的自動化控制；

- critically assessing the forecast cash flows for impaired loans, challenging the viability of the Group's recovery plans, evaluating the timing and means of realisation of collateral and considering other sources of repayment asserted by management through inquiry, applying judgement and our own research. We also evaluated the consistency of management's application of key assumptions, assessed any change in basis and compared the data to our own data sources; and

透過查詢、應用判斷及自身研究，就 貴集團減值貸款的預測現金流量，回收計劃的可行性、評估變現抵押品的時間及方法、以及管理層所申報的其他還款來源提出質詢。我們亦評估管理層應用關鍵假設的一致性、及評估基準的任何變動，並將數據與我們的獨立來源的數據進行比較；及

- evaluating the competence and integrity of the external valuers engaged by the Group to value certain collateral.

評估 貴集團在對若干抵押品進行估值時聘用之外聘估值師的能力及誠信。

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Assessing the fair value of financial instruments

評估金融工具的公平價值

Refer to note 39 to the consolidated financial statements and the accounting policies on page 76.

茲提述綜合財務報告附註39及第76頁之會計政策。

The Key Audit Matter

關鍵審計事項

At 31 December 2017 the fair value of the Group's financial assets totalled HK\$34,796 million of which HK\$17,588 million, HK\$16,662 million and HK\$546 million were classified under the fair value hierarchy as level 1, 2 and 3 financial instruments respectively.

於二零一七年十二月三十一日，貴集團金融資產之公平價值合共為34,796,000,000港元，其中17,588,000,000港元、16,662,000,000港元及546,000,000港元分別分類為公平價值等級一級、二級及三級金融工具。

The valuation of the Group's financial instruments is based on a combination of market data and valuation models which often require a considerable number of inputs. Many of these inputs are obtained from readily available data for liquid markets. Where such observable data is not readily available, as in the case of level 3 financial instruments, estimates need to be developed which can involve significant management judgement. In addition, the Group has developed its own models to value certain level 2 and 3 financial instruments, which also involves significant management judgement.

貴集團金融工具之估值乃按照市場數據及經常需要大量輸入數據之估值模型的組合釐定。多數該等輸入數據自流動市場隨時可得的數據獲取。倘該等可觀察數據無法從高流動性市場獲取時，即公平價值屬於第三級下，管理層需要制定估算，當中可涉及重大管理層判斷。此外，貴集團已對若干二級及三級金融工具制定估值模型，當中亦涉及重大管理層判斷。

How the matter was addressed in our audit

我們的審計如何處理事項

Our audit procedures to assess the fair value of financial instruments included the following:

與評估金融工具公平價值相關之審計程序包括以下各項：

- assessing the implementation, design and operating effectiveness of management's key internal controls over the valuation, independent price verification, front office/back office reconciliations and valuation model approval for financial instruments;

評估管理層對估值、獨立價格核查、前台／後台協調及批准金融工具的估值模型之關鍵內部控制的實施、設計及運作上的成效；

- assessing the fair values of all level 1 financial instruments by comparing the fair values applied by the Group with publicly available market data;

透過比較 貴集團應用之公平價值與公開可得市場數據，評估所有一級金融工具的公平價值；

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Assessing the fair value of financial instruments (continued)

評估金融工具的公平價值(續)

Refer to note 39 to the consolidated financial statements and the accounting policies on page 76. (continued)

茲提述綜合財務報告附註39及第76頁之會計政策。(續)

The Key Audit Matter

關鍵審計事項

We have identified assessing the fair value of financial instruments as a key audit matter because of the degree of complexity involved in valuing certain financial instruments and the degree of judgement exercised by management in determining the inputs used in the valuation models.

由於對若干金融工具估值所涉及之複雜程度，以及於釐定估值模型所用之輸入數據涉及管理層判斷，我們將評估金融工具的公平價值認定為一關鍵審計事項。

How the matter was addressed in our audit

我們的審計如何處理事項

- engaging our internal valuation specialists to evaluate the appropriateness of the valuation models used by the Group to value certain level 2 and level 3 financial instruments and to perform, on a sample basis, independent valuations of level 2 and level 3 financial instruments and compare these valuations with the Group's valuations. This included comparing the Group's valuation models with our knowledge of current and emerging practice, evaluating inputs to the fair value calculations and establishing our own valuation models to perform revaluations;

委聘我們的內部估值專家評估 貴集團使用以評估若干二級及三級金融工具的估值模型的合適程度，及以抽樣方式對二級及三級金融工具進行獨立估值，並將該等估值與 貴集團的估值進行比較。此包括將 貴集團的估值模型與我們對當前和新興做法的了解進行比較、評估公平價值計算的輸入數據以及建立我們自身的估值模型以進行重估；

- assessing whether the financial statement disclosures appropriately reflect the Group's exposure to financial instrument valuation risk in accordance with the requirements of the prevailing accounting standards.

評估財務報告披露是否適當地反映 貴集團根據現行會計準則的規定承擔的金融工具估值風險。

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

綜合財務報告及其核數師報告以外的信息

董事須對其他信息負責。其他信息包括年報內所載綜合財務報告及我們載於其中的核數師報告以外的所有信息。我們預期其他信息將於本核數師報告日期後可供我們查閱。

我們對綜合財務報告的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的保證結論。

就我們對綜合財務報告的審計，我們的責任乃於其他信息可供查閱時細閱有關資料，在此過程中，考慮其他信息與綜合財務報告或我們在審計過程中所知悉的情況是否存在重大抵觸或似乎存在重大錯誤陳述。

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

董事就綜合財務報告須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報告，並對董事認為使綜合財務報告的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報告時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督 貴集團的財務報告過程的責任。

核數師就審計綜合財務報告須承擔的責任

本行的目標乃對綜合財務報告整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括本行意見的核數師報告。本報告乃按照香港《公司條例》第405條的規定，僅向整體成員報告。除此以外，本報告不可用作其他用途。我們概不就本報告的內容向任何其他人士負責或承擔任何責任。

合理保證為高水平的保證，但不能保證按照《香港審計準則》進行的審計在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計在有關情況下屬適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Wong Po Shan.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

20 March 2018

核數師就審計綜合財務報告須承擔的責任(續)

- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論乃基於直至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營業務。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露事項)，以及綜合財務報表是否公平反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了審計的計劃範圍及時間安排以及重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，表明我們已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理被認為會影響我們獨立性的所有關係及其他事項以及在適用的情況下相關的防範措施。

從與審核委員會溝通的事項中，我們確定該等對本期綜合財務報表的審計為最重要的事項，因而構成關鍵審計事項。我們在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於我們之報告中註明某事項造成的負面後果超過產生的公眾利益，則我們決定不應在報告中註明該事項。

出具本獨立核數師報告的審計項目合夥人為黃寶珊。

畢馬威會計師事務所

執業會計師
香港中環
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太子大廈8樓

二零一八年三月二十日