

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 2018.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

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 2018 are set out in Note 24 to the financial statements.

SHARE CAPITAL

Details of the share capital of the Bank are set out in Note 34 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 Fubon Bank Building, 38 Des Voeux Road Central, Hong Kong.

RESULTS AND APPROPRIATIONS

The result of the Group for the year ended 31 December 2018 is set out in the consolidated statement of comprehensive income on page 69. The state of the Group’s affairs as at 31 December 2018 is set out in the financial statements on pages 69 to 220.

No interim dividend was paid for the year ended 31 December 2018 (2017: Nil).

The Directors do not recommend a payment of final dividend in respect of the year ended 31 December 2018 (2017: 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」)截至二零一八年十二月三十一日止年度的經審核財務報告。

主要業務及業務審視

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二零一八年十二月三十一日的詳情載於財務報告附註24。

股本

本行的股本詳情載於財務報告附註34。

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38號富邦銀行大廈。

業績及分派

本集團截至二零一八年十二月三十一日止年度的業績載於第69頁綜合全面收益表。有關本集團於二零一八年十二月三十一日的業務狀況載於第69至220頁的財務報告。

於截至二零一八年十二月三十一日止年度，本行無派付中期股息(二零一七年：無)。

董事並不建議派付截至二零一八年十二月三十一日止年度末期股息(二零一七年：無)。

DIRECTORS

The Directors in office during the financial year and up to the issuance date of this Report of the Directors were:

Executive Director

Raymond Wing Hung LEE (Chief Executive Officer and Managing Director)

Non-Executive Directors

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

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

Jerry HARN Wey-Ting

Eric CHEN Sun-Te

Roman CHENG Yao Hui

Independent Non-Executive Directors

Robert James KENRICK

Moses TSANG (*retired on 30 April 2018*)

Hung SHIH

Peter PANG Sing Tong (*appointed on 27 April 2018*)

The names of Directors who have served on the boards of the subsidiaries of the Bank during the year ended 31 December 2018 are set out below:

Henry WANG Hao Jen

Carmen YIP Ka Man

Dennis HA Yiu Fai

Patrick CHAN Tin Ching

Tony NG Yin Tsang

Fabian CHEUNG Yue Kiu

Paul CHAN Yue Yuen

ROTATION OF DIRECTORS IN THE FORTHCOMING ANNUAL GENERAL MEETING

In accordance with Article 81 of the Bank's Articles of Association, Hung SHIH, Jerry HARN Wey-Ting and Eric CHEN Sun-Te retire and, being eligible, offer themselves for re-election.

INDEMNITY OF DIRECTORS

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the Directors of the Bank is currently in force and was in force throughout this year.

董事

本財政年度及截至本董事會報告書發行日期之在任董事為：

執行董事

李永鴻(行政總裁兼董事總經理)

非執行董事

蔡明忠(主席)

蔡明興(副主席)

韓蔚廷

陳聖德

程耀輝

獨立非執行董事

甘禮傑

曾國泰(於二零一八年四月三十日辭任)

石宏

彭醒棠(於二零一八年四月二十七日獲委任)

截至二零一八年十二月三十一日止年度，本行附屬公司董事會的董事載列如下：

王浩人

葉嘉敏

夏耀輝

陳天正

吳彥錚

張宇翹

陳裕源

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，石宏、韓蔚廷及陳聖德輪值告退，並合資格膺選連任。

董事彌償

有關本行董事利益之獲准許的可彌償條文(定義見香港公司條例第469條)現正並已於年內生效。

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 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 TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or 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 2018 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"):

董事的服務合約

非執行董事是按照本行組織章程細則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。

董事之交易、安排或合約權益

於年底或年內任何時間，本行、其任何控股公司、附屬公司或同系附屬公司並無就本行業務訂立與本行董事直接或間接擁有重大權益的重要交易、安排或合約。

董事認購股份及債券之權利

於二零一八年十二月三十一日在任的本行董事及行政總裁於當日在本行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條所存置之董事及行政總裁之權益及淡倉登記冊中所記錄之權益如下：

Name 姓名	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				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
	Personal interests 個人 權益	Family interests 家族 權益	Corporate interests 法團 權益			
Ming-Chung (Daniel) TSAI 蔡明忠	308,507,129	28,458,053	2,155,933,036 ⁽¹⁾	2,492,898,218	24.36	
Ming-Hsing (Richard) TSAI 蔡明興	327,125,694	29,473,565	2,155,933,036 ⁽¹⁾	2,512,532,295	24.55	
Jerry HARN Wey-Ting 韓蔚廷	2,430,288	—	—	2,430,288	0.02	

Note:

(1) 2,155,933,036 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) 2,155,933,036股股份透過蔡明忠、蔡明興及其他蔡氏家族成員擁有實益權益之企業持有。

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES (continued)

董事認購股份及債券之權利(續)

Name 姓名	Preferred Shares A in Fubon Financial of NT\$10 each 富邦金控每股面值新台幣10元之優先股份A			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
	Personal interests 個人 權益	Family interests 家族 權益	Corporate interests 法團 權益		
Ming-Chung (Daniel) TSAI 蔡明忠	2,500,000	–	–	2,500,000	0.197
Ming-Hsing (Richard) TSAI 蔡明興	74,564	–	–	74,564	0.006
Jerry HARN Wey-Ting 韓蔚廷	100,000	–	–	100,000	0.008
Eric Chen Sun-Te 陳聖德	22,800	–	–	22,800	0.002
Roman Cheng Yao-Hui 程耀輝	25,000	249	–	25,249	0.002

Options

No 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.

EQUITY-LINKED AGREEMENTS

At no time during the year was the Bank, or any of its holding company, subsidiaries 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.

DONATIONS

Donations made by the Group during the year amounted to HK\$180,000 (2017: HK\$313,000).

認股權

概無本行之董事及行政總裁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。

股票掛鈎協議

本年度本行或其任何控股公司、附屬公司或同系附屬公司並非任何協助本行董事以收購本行或任何其他法人團體的股份或債券之方式收購利益之安排的參與方。

捐款

本集團於年內捐出180,000港元(二零一七年：313,000港元)。

RETIREMENT SCHEMES

The Group operates a defined benefit retirement scheme which covers 20% (2017: 22%) of the Group's employees, and a Mandatory Provident Fund Scheme. Particulars of these retirement schemes are set out in Note 38 to the financial statements.

COMPLIANCE WITH THE BANKING (DISCLOSURE) RULES

The financial statements for the year ended 31 December 2018 in conjunction with the unaudited supplementary financial information on pages 221 to 238, together with a separate document – “Regulatory Disclosures Statement” and disclosures made in the Bank's website under the page “Regulatory Disclosures”, comply fully with the applicable disclosure provisions of the Banking (Disclosure) Rules issued 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-Chung (Daniel) TSAI

Chairman

19 March 2019

退休計劃

本集團推行一項定額退休福利計劃(範圍涵蓋本集團20%(二零一七年:22%)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38。

遵守《銀行業(披露)規則》

截至二零一八年十二月三十一日止年度之財務報告及列載於第221至238頁的未經審核補充財務資料以及另一份文件—「監管披露報表」及於本行網頁內的「監管披露」頁面項下所作披露完全遵守香港金融管理局根據香港《銀行業條例》第60A節頒佈的《銀行業(披露)規則》之適用披露條文而編製。

核數師

財務報告已由畢馬威會計師事務所審核，彼將告退並符合資格膺選連任。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

主席

二零一九年三月十九日