

# UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

## 未經審核補充財務資料

### (A) CONSOLIDATION BASIC FOR REGULATORY DISCLOSURES

The capital ratio is computed on a consolidated basis which combines the position of the Bank and Fubon Credit (Hong Kong) Limited as required by the Hong Kong Monetary Authority (“HKMA”) for regulatory purposes.

The basis of consolidation for accounting purposes is in accordance with Hong Kong Financial Reporting Standards and is different from the basis and scope of consolidation for the calculation of capital ratios. Subsidiaries not included in the consolidation for the calculation of capital ratios are set out below:

### (A) 監管披露之綜合基準

資本比率乃按香港金融管理局(「金管局」)就監管目的要求的綜合本行與富邦財務(香港)有限公司的狀況按綜合基準計算。

作會計目的之綜合基準乃依據香港財務報告準則制定，但有別於計算資本比率之綜合基準及範圍。計算資本比率時未綜合計入之附屬公司載於如下：

Name of subsidiaries 附屬公司名稱	Principal activities 主要業務	As at 31 December 2018 於二零一八年十二月三十一日		As at 31 December 2017 於二零一七年十二月三十一日	
		Total assets 資產總額 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元	Total assets 資產總額 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
FB Securities (Hong Kong) Limited 富銀證券(香港)有限公司	Securities broking 證券經紀	172,289	103,956	157,451	69,168
FB Investment Management Limited 富銀投資管理有限公司	Fund management 基金管理	11,135	8,644	21,988	19,455
Fubon Insurance Brokers Limited 富邦保險顧問有限公司	Insurance broker services 保險經紀服務	3,219	1,529	3,209	1,711
Fubon Nominees (Hong Kong) Limited	Nominee service 代理人服務	3,982	142	3,858	146
Admiralty Finance Company Limited 海富財務有限公司	Inactive 不活躍	63	63	63	63
Aquarius (Nominees) Limited	Inactive 不活躍	6	6	6	6
		<b>190,694</b>	<b>114,340</b>	186,575	90,549

**(A) CONSOLIDATION BASIC FOR REGULATORY DISCLOSURES** (continued)

There are no subsidiaries which are not included within both the accounting scope of consolidation and the regulatory scope of consolidation. There are also no subsidiaries which are included within the regulatory scope of consolidation but not included within the accounting scope of consolidation.

The Bank's shareholdings in the above subsidiaries are deducted from CET1 capital in accordance with the Banking (Capital) Rules ("Capital Rules"). There is no relevant capital shortfall in any of the Bank's subsidiaries which are not included as part of the consolidation group for the calculation of capital ratio.

The Group maintains a regulatory reserve, as disclosed in Note 35, to satisfy the provisions of the Hong Kong Banking Ordinance for prudential supervision purposes. Movements in the reserve are made directly through retained earnings and in consultation with the HKMA.

In accordance with the Capital Rules, the Group has adopted the "standardised approach" for the calculation of risk-weighted assets for credit risk and market risk and the "basic indicator approach" for the calculation of operational risk.

The Group disclosed the full terms and conditions of its capital instruments as of the end of the reporting period in its website (<https://www.fubonbank.com.hk>) under the page "Regulatory Disclosures" in accordance with section 16FE of the Banking (Disclosure) Rules ("BDR").

The leverage ratio, countercyclical capital ratio and liquidity maintenance ratio are computed on the same consolidation basis as the capital ratio.

**(A) 監管披露之綜合基準**(續)

概無附屬公司既未被納入會計的綜合基準，亦未被納入監管目的的綜合基準。亦概無附屬公司被納入監管目的的綜合基準但未被納入會計的綜合基準。

本行於上述附屬公司之股權乃根據《銀行業(資本)規則》(「資本規則」)自普通股本一級資本中扣除。於計算資本比率時不計作綜合集團一部分之本行附屬公司中，並無有關資本短欠。

本集團已根據香港《銀行業條例》以嚴謹監管的規定維持法定儲備(如附註35所披露)。該儲備之變動乃在諮詢金管局之意見後直接透過保留溢利作出。

按照資本規則，本集團已採用「標準化方法」計算信貸風險及市場風險之風險加權資產以及採用「基本指標方法」計算營運風險。

本集團根據《銀行業(披露)規則》第16FE條於其網站(<https://www.fubonbank.com.hk>)「監管披露」頁面披露其截至報告期末的資本工具的全部條款及條件。

槓桿比率、逆週期資本比率及流動性維持比率均按與資本比率相同的綜合基準計算。

**(B) FURTHER ANALYSIS ON ADVANCES TO CUSTOMERS ANALYSED BY INDUSTRY SECTOR**

Advances to customers analysed by industry sector and the coverage of collateral is as follows. The economic sector analysis is based on the categories and definitions used by the HKMA.

**(B) 按行業分類的客戶貸款的進一步分析**

按行業及有抵押貸款的客戶貸款分析如下。經濟行業分析乃基於金管局所採用的類別及定義。

		2018 二零一八年		2017 二零一七年	
		Gross loans and advances 借款及貸款總額 HK\$'000 千港元	% of gross loans covered by collateral 有抵押之貸款佔貸款總額之百分比	Gross loans and advances 借款及貸款總額 HK\$'000 千港元	% of gross loans covered by collateral 有抵押之貸款佔貸款總額之百分比
<b>The Group</b>	<b>本集團</b>				
Gross advances for use in Hong Kong	在香港使用的貸款總額				
Industrial, commercial and financial	工商金融				
– Property development	– 物業發展	4,311,798	16.05	3,542,760	15.31
– Property investment	– 物業投資	8,230,920	92.29	8,461,107	92.58
– Financial concerns	– 金融企業	2,734,051	2.93	3,616,993	5.14
– Stockbrokers	– 股票經紀	1,051,310	43.08	2,132,447	65.76
– Wholesale and retail trade	– 批發及零售業	501,723	27.20	409,307	31.01
– Manufacturing	– 製造業	1,582,124	8.35	1,171,559	5.63
– Transport and transport equipment	– 運輸及運輸設備	154,633	94.40	113,231	99.57
– Information technology	– 資訊科技	615,749	–	557,166	0.13
– Others	– 其他	4,008,509	31.96	2,923,223	35.02
Individuals	個人				
– Loans for the purchase of flats under the Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme or their respective successor schemes	– 購買「居者有其屋計劃」、 「私人參建居屋計劃」及 「租者置其屋計劃」或 其各自的後繼計劃的 樓宇的貸款	4,635	100.00	5,705	100.00
– Loans for the purchase of other residential properties	– 購買其他住宅物業的貸款	9,376,721	100.00	9,867,406	99.96
– Credit card advances	– 信用卡貸款	872,000	–	964,430	–
– Others	– 其他	4,491,341	32.90	4,642,525	28.41
		<b>37,935,514</b>		<b>38,407,859</b>	
Trade finance	貿易融資	4,745,559	17.43	4,203,281	15.85
Gross advances for use outside Hong Kong	在香港以外使用的貸款總額	5,248,797	4.74	5,261,208	13.04
Gross advances to customers	客戶貸款總額	<b>47,929,870</b>	<b>46.84</b>	<b>47,872,348</b>	<b>49.79</b>

UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

未經審核補充財務資料

**(B) FURTHER ANALYSIS ON ADVANCES TO CUSTOMERS ANALYSED BY INDUSTRY SECTOR**

(continued)

Analysis of the Group's impaired advances in respect of industry sectors which account for 10% or more of gross advances to customers:

**(B) 按行業分類的客戶貸款的進一步分析(續)**

按行業分析佔客戶貸款總額10%或以上的本集團減值貸款如下：

		Overdue advances	Impaired advances	Individual impairment allowances*	Collective impairment allowance*	Provisions (released back)/ charged to the profit or loss during the year	Loans written off during the year
				Individual impairment allowances*	Collective impairment allowance*	the profit or loss during the year	Loans written off during the year
				個別減值撥備*	綜合減值撥備*	本年度於損益賬內(撥回)/扣除之撥備	年內撇賬之貸款
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>As at 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>						
- Property investment	- 物業投資	64,245	24,336	-	4,634	2,496	-
- Loans for the purchase of other residential properties	- 購買其他住宅物業的貸款	61,853	-	-	626	(1,801)	-
- Gross advances for use outside Hong Kong	- 在香港以外使用的貸款總額	42,090	42,090	42,090	5,758	(11,991)	-
		Overdue advances	Impaired advances	Individual impairment allowances*	Collective impairment allowance*	Provisions (released back)/ charged to the profit or loss during the year	Loans written off during the year
				Individual impairment allowances*	Collective impairment allowance*	the profit or loss during the year	Loans written off during the year
				個別減值撥備*	綜合減值撥備*	本年度於損益賬內(撥回)/扣除之撥備	年內撇賬之貸款
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>As at 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>						
- Property investment	- 物業投資	48,047	26,482	-	2,516	(792)	-
- Loans for the purchase of other residential properties	- 購買其他住宅物業的貸款	66,054	3,536	-	-	(560)	-
- Gross advances for use outside Hong Kong	- 在香港以外使用的貸款總額	57,316	57,316	57,316	15,235	22,079	-

\* For the purpose of regulatory disclosures made in the unaudited supplementary financial information, the term "individual impairment allowances" represents expected credit loss allowance made on financial assets classified as Stage 3, while "collective impairment allowance" represents expected credit loss allowance made on Stage 1 and Stage 2 financial assets in accordance with HKFRS 9 for the year ended 31 December 2018.

\* 就於未經審核補充財務資料作出的監管披露而言，「個別減值撥備」及「綜合減值撥備」分別指截至二零一八年十二月三十一日止年度根據香港財務報告準則第9號就分類為第三階段的金融資產作出的預期信貸虧損撥備及就第一階段及第二階段金融資產作出的預期信貸虧損撥備。

**(C) OVERDUE AND RESCHEDULED ASSETS**

**(i) Overdue advances to customers**

Gross advances to customers which have been overdue with respect to either principal or interest for periods of:	客戶貸款總額之本金或利息有逾期：
- 6 months or less but over 3 months	- 六個月或以下 惟三個月以上
- 1 year or less but over 6 months	- 一年或以下 惟六個月以上
- Over 1 year	- 超過一年
Covered portion of overdue loans and advances	逾期借款及貸款的 有抵押部分
Uncovered portion of overdue loans and advances	逾期借款及貸款的 無抵押部分
Individual impairment allowances in respect of advances overdue for more than three months	就逾期超過三個月之 貸款所作之個別 減值撥備

Loans and advances with a specific repayment date are classified as overdue when the principal or interest is overdue and remains unpaid at the year-end. Loans repayable by regular instalments are treated as overdue when an instalment payment is overdue and remains unpaid at year end. Loans repayable on demand are classified as overdue either when a demand for repayment has been served on the borrower but repayment has not been made in accordance with the demand notice, and/or when the loans have remained continuously outside the approved limit advised to the borrower for more than the overdue period in question.

**(C) 逾期及經重組資產**

**(i) 逾期客戶貸款**

As at 31 December 於十二月三十一日			
2018 二零一八年		2017 二零一七年	
HK\$'000 千港元	% of gross advances 佔貸款總額 之百分比	HK\$'000 千港元	% of gross advances 佔貸款總額 之百分比
<b>38,450</b>	<b>0.08</b>	3,469	0.01
<b>62,049</b>	<b>0.13</b>	5,329	0.01
<b>132,733</b>	<b>0.28</b>	147,918	0.31
<b>233,232</b>	<b>0.49</b>	156,716	0.33
<b>28,776</b>		11,005	
<b>204,456</b>		145,711	
<b>233,232</b>		156,716	
<b>192,690</b>		144,982	

有指定還款期的借款及貸款在其本金或利息逾期並於年末仍未支付時被分類為已逾期。分期付款償還的貸款在部分分期貸款已逾期且於年末仍未支付時被視為已逾期。按要求償還的貸款在借款人收到償還要求但並無根據要求通知還款及/或在貸款已持續超出已知會借款人的獲批准的限額，而超出已知會借款人所核准限額的時間比貸款逾期的時間更長時分類為已逾期。

**(C) OVERDUE AND RESCHEDULED ASSETS** (continued)

**(ii) Rescheduled advances to customers**

Rescheduled loans and advances are those loans and advances which have been restructured or renegotiated because of deterioration in the financial position of the borrower, or of the inability of the borrower to meet the original repayment schedule and for which the revised repayment terms are non-commercial to the Group. Rescheduled loans and advances to customers are stated net of any loans and advances that have subsequently become overdue for over 3 months and can be analysed as follows:

Rescheduled advances to customers      重定還款期的客戶貸款

2018 二零一八年		2017 二零一七年	
HK\$'000	% of gross advances	HK\$'000	% of gross advances
千港元	佔貸款總額 之百分比	千港元	佔貸款總額 之百分比
4,684	0.01	7,993	0.02

**(iii) Geographical analysis of overdue loans and advances to customers**

Analysis of the Group's overdue loans and advances to customers in respect of geographical segment which account for not less than 10% of gross advances to customers:

Hong Kong      香港  
China      中國  
Other      其他地區

As at 31 December 2018 於二零一八年十二月三十一日			
Gross loans and advances	Overdue loans and advances	Impaired loans (individually determined)	Individual impairment allowances
借款及 貸款總額	已逾期借款 及貸款	減值貸款 (個別釐定)	個別減值 撥備
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
40,441,972	117,473	117,472	92,158
6,752,584	42,090	42,090	42,090
735,314	73,669	73,669	62,628
47,929,870	233,232	233,231	196,876

**(C) 逾期及經重組資產** (續)

**(ii) 重定還款期的客戶貸款**

重定還款期的借款及貸款是指由於借款人財政狀況轉壞或無法按原定還款期還款，而被重定還款期的或重新議定的借款及貸款，而經修訂的還款計劃對於本集團屬非商業條款。重定還款期的客戶借款及貸款乃扣除已隨後逾期超過三個月的任何借款及貸款列賬，並可分析如下：

**(iii) 按地區分析的已逾期客戶借款及貸款**

按地區分部分分析本集團已逾期客戶借款及貸款(佔客戶貸款總額不足10%)：

**(C) OVERDUE AND RESCHEDULED ASSETS** (continued)

**(iii) Geographical analysis of overdue loans and advances to customers** (continued)

**(C) 逾期及經重組資產** (續)

**(iii) 按地區分析的已逾期客戶借款及貸款** (續)

		As at 31 December 2017 於二零一七年十二月三十一日			
		Gross loans and advances 借款及貸款總額 HK\$'000 千港元	Overdue loans and advances 已逾期借款及貸款 HK\$'000 千港元	Impaired loans (individually determined) 減值貸款 (個別釐定) HK\$'000 千港元	Individual impairment allowances 個別減值撥備 HK\$'000 千港元
Hong Kong	香港	39,888,508	99,400	129,988	98,647
China	中國	7,180,337	57,316	57,316	57,316
Other	其他地區	803,503	-	-	-
		47,872,348	156,716	187,304	155,963

The above geographical analysis is classified by the location of the borrowers after taking into account the transfer of risk. In general, risk transfer applies when a loan is guaranteed by a party situated in an area different from the counterparty.

The collective impairment allowance is not allocated to any geographical segment as at 31 December 2018 and 2017.

以上地區分析按借款人所在地，經計及風險轉移後而劃定。一般而言，若貸款的擔保人所處地區與交易對手不同，則風險轉移至擔保人的所在地區。

於二零一八年及二零一七年十二月三十一日，概無綜合減值撥備分派予任何地區分部。

## (D) INTERNATIONAL CLAIMS

The Group's country risk exposures in the tables below are prepared in according to the location and types of the counterparties as defined by the HKMA under the BDR. International claims are on-balance sheet exposures to counterparties based on the location of the counterparties after taking into account the transfer of risk, and represent the sum of cross-border claims in all currencies and local claims in foreign currencies.

International claims attributable to individual countries or areas not less than 10% of the Group's total international claims, after recognized risk transfer, are shown as follows:

Figures in HK\$ million

百萬港元

### Counterparty country/ jurisdiction

對手方國家/司法權區

Developed countries	已發展國家
Offshore centres	離岸中心
– of which: Hong Kong	– 其中：香港
Developing Asia and Pacific	發展中亞洲及太平洋地區
– of which: China	– 其中：中國

## (D) 國際債權

下表為本集團對國家的風險分析，乃按照金管局根據《銀行業(披露)規則》所界定的對手方所在地及類別分類。國際債權為對手方在資產負債表內風險承擔，按對手方的所在地作出分類，並已計及風險轉移因素後，其總和包括所有貨幣之跨國債權及本地之外幣債權。

個別國家或地區分部並已計及已確認風險轉移後佔本集團國際債權總額不少於10%之國際債權載列如下：

As at 31 December 2018 於二零一八年十二月三十一日					
Banks	Official sector	Non-bank financial institution	Non-financial private sector	Total	
銀行	官方機構	非銀行金融機構	非金融私人機構	總額	
10,548	17	75	160	10,800	
1,026	–	2,939	13,399	17,364	
158	–	2,624	12,688	15,470	
9,874	196	1,915	10,844	22,829	
6,967	196	1,906	10,151	19,220	

Figures in HK\$ million

百萬港元

### Counterparty country/ jurisdiction

對手方國家/司法權區

Developed countries	已發展國家
Offshore centres	離岸中心
– of which: Hong Kong	– 其中：香港
Developing Asia and Pacific	發展中亞洲及太平洋地區
– of which: China	– 其中：中國

As at 31 December 2017 於二零一七年十二月三十一日					
Banks	Official sector	Non-bank financial institution	Non-financial private sector	Total	
銀行	官方機構	非銀行金融機構	非金融私人機構	總額	
12,753	18	80	29	12,880	
544	–	3,387	11,976	15,907	
113	–	3,149	11,030	14,292	
12,167	401	1,536	9,713	23,817	
9,569	401	1,536	9,030	20,536	



## (E) NON-BANK MAINLAND CHINA EXPOSURES

The analysis of non-bank Mainland exposures includes the exposure of the Bank and Fubon Credit (Hong Kong) Limited on the basis agreed with the HKMA.

## (E) 中國內地非銀行業之風險

中國內地非銀行業之風險(包括本行及富邦財務(香港)有限公司)按與金管局協議的基準作出分析。

	2018 二零一八年		Total 總額 HK\$'000 千港元
	On-balance sheet exposure 資產負債表內 之風險承擔 HK\$'000 千港元	Off-balance sheet exposures 資產負債表外 之風險承擔 HK\$'000 千港元	
Central government, central government-owned entities and their subsidiaries and joint ventures ("JVs")	10,635,306	27,869	10,663,175
Local governments, local government-owned entities and their subsidiaries and JVs	2,599,533	-	2,599,533
Companies incorporated in and PRC nationals residing in Mainland China	5,235,852	229,317	5,465,169
Companies incorporated outside and PRC nationals residing outside Mainland China where the credit is granted for use in Mainland China	1,723,578	156,002	1,879,580
Other counterparties where the exposures are considered by the Bank to be non-bank Mainland China exposures	-	-	-
<b>Total</b>	<b>20,194,269</b>	<b>413,188</b>	<b>20,607,457</b>
Total assets after provision	102,547,037		
On-balance sheet exposures as percentage of total assets	19.69%		

(E) NON-BANK MAINLAND CHINA EXPOSURES (continued) (E) 中國內地非銀行業之風險(續)

		2017 二零一七年		
		On-balance sheet exposure 資產負債表內 之風險承擔 HK\$'000 千港元	Off-balance sheet exposures 資產負債表外 之風險承擔 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Central government, central government-owned entities and their subsidiaries and JVs	中央政府、中央政府擁有之實體以及其附屬公司及合營公司	9,486,485	102,285	9,588,770
Local governments, local government-owned entities and their subsidiaries and JVs	地方政府、地方政府擁有之實體以及其附屬公司及合營公司	2,435,818	-	2,435,818
Companies incorporated in and PRC nationals residing in Mainland China	於中國內地註冊成立之公司及居住於中國內地之中國公民	5,174,078	313,971	5,488,049
Companies incorporated outside and PRC nationals residing outside Mainland China where the credit is granted for use in Mainland China	於授出之信貸用於中國內地之中國內地以外地區註冊成立之公司及居住於有關地區之中國公民	2,346,627	120,393	2,467,020
Other counterparties where the exposures are considered by the Bank to be non-bank Mainland China exposures	本行認為其風險為中國內地非銀行業之風險之其他交易對手	-	-	-
<b>Total</b>	<b>總額</b>	<b>19,443,008</b>	<b>536,649</b>	<b>19,979,657</b>
Total assets after provision	資產總值(扣除撥備)	97,558,600		
On-balance sheet exposures as percentage of total assets	資產負債表內之風險承擔佔資產總值之百分比	19.93%		

## (F) CURRENCY CONCENTRATION

The Bank's net positions or net structural positions in foreign currencies are disclosed as follows when each currency constitutes 10% or more of the respective total net position or total net structural position in all foreign currencies:

### Equivalent in HK\$ Million

	百萬港元等值
Spot assets	現貨資產
Spot liabilities	現貨負債
Forward purchase	遠期買入
Forward sales	遠期賣出
Net option position	期權倉盤淨額
Net long position	長盤淨額
Net structural position	結構性倉盤淨額

### Equivalent in HK\$ Million

	百萬港元等值
Spot assets	現貨資產
Spot liabilities	現貨負債
Forward purchase	遠期買入
Forward sales	遠期賣出
Net option position	期權倉盤淨額
Net long position	長盤淨額
Net structural position	結構性倉盤淨額

The net option position is calculated on the basis of the delta-weighted position of option contracts. Net structural position as of 31 December 2017 represents the Bank's investments in an overseas associate.

## (F) 外幣持盤量

本行個別外幣的淨持有額或淨結構性倉盤若佔所有持有外匯淨盤總額或結構性倉盤總淨額10%或以上，則披露如下：

As at 31 December 2018 於二零一八年十二月三十一日		
US dollars 美元	Other foreign currencies 其他外幣	Total foreign currencies 外幣總額
34,825	10,872	45,697
(29,362)	(9,521)	(38,883)
7,646	3,458	11,104
(11,400)	(4,771)	(16,171)
1	-	1
1,710	38	1,748
-	-	-

As at 31 December 2017 於二零一七年十二月三十一日			
US dollars 美元	Chinese renminbi 人民幣	Other foreign currencies 其他外幣	Total foreign currencies 外幣總額
33,853	3,147	10,572	47,572
(27,964)	(2,847)	(9,026)	(39,837)
7,467	722	3,049	11,238
(12,299)	(983)	(4,595)	(17,877)
-	-	-	-
1,057	39	-	1,096
-	1,399	-	1,399

期權倉盤淨額乃根據期權合約的「得爾塔加權持倉」為基準計算。截至二零一七年十二月三十一日的結構性倉盤淨額包括本行於海外聯營公司的投資。

## (G) CORPORATE GOVERNANCE

The Bank is committed to high standards of corporate governance, and has fully complied throughout the year with the guidelines on “Corporate Governance of Locally Incorporated Authorised Institutions” and “Guideline on a Sound Remuneration System” issued by the HKMA.

## (H) KEY COMMITTEES

The Board of Directors (the “Board”) has established five Board committees to assist it in carrying out its responsibilities comprising the Audit Committee, Nomination and Remuneration Committee, Risk Committee, Executive Credit Committee and Executive Committee. In addition, a number of management level committees have been set up by the Board to oversee the effectiveness of the Bank’s daily operations including, the Management Steering/Business Committee, Asset and Liability Committee, Internal Control Committee, Credit Committee, Information Technology Steering Committee and Compliance & Anti-Money Laundering Committee. The composition and function of these committees are set out below:

### (i) Audit Committee

The Audit Committee comprises four members including one Non-Executive Director and three Independent Non-Executive Directors. The Audit Committee is chaired by an Independent Non-Executive Director who has appropriate accounting professional qualifications. The committee meets at least four times a year and additionally when deemed necessary.

The Audit Committee is required to ensure that there is adequate supervision of the Bank’s financial reporting processes, systems of internal control, and that the internal audit function is effective and backed by adequate resources and has appropriate standing within the Bank. It is also required to ensure that there is coordination between the internal and external auditors, to monitor compliance with internal policies, statutory regulation, and to consider recommendations made by the internal and external auditors.

## (G) 企業管治

本行致力實行高水平企業管治，並於本年度一直遵守金管局頒佈之「本地註冊認可機構的企業管治指引」及「穩健的薪酬制度指引」。

## (H) 主要委員會

董事會已成立五個董事委員會以協助董事會行使其職責，該等委員會包括審核委員會、提名及薪酬委員會、風險委員會、執行信貸委員會及執行委員會。此外，董事會亦成立了若干管理級別委員會以監督本行日常運作之有效性，該等委員會包括管理督導／業務委員會、資產負債委員會、內部監控委員會、信貸委員會、資訊科技督導委員會以及合規及反洗黑錢委員會。該等委員會之構成及職能載列如下：

### (i) 審核委員會

審核委員會由四名成員組成，包括一名非執行董事及三名獨立非執行董事。審核委員會由擁有適當之會計專業資格之獨立非執行董事任主席。該委員會每年最少舉行四次會議，並在有需要時舉行額外會議。

審核委員會須確保對本行之財務申報程序及內部監控制度進行足夠之監管，使內部審核職能可在有效及充足資源下在本行內訂立適當地位，並確保內部及外聘核數師互相協調，以監控遵守內部政策及法規，並考慮內部及外聘核數師提出之建議。

**(H) KEY COMMITTEES** (continued)

**(i) Audit Committee** (continued)

The Audit Committee has to review the Bank's financial reporting process, the systems of internal control, the internal audit function and the risk management process. In particular, the review undertaken by the Audit Committee on the internal audit function includes the Internal Audit Charter and its approval, the annual audit plan, internal audit reports and special investigation reports issued, and ensuring that appropriate management actions are taken following the major audit findings.

The Audit Committee also has to review the appointment of external auditors and to discuss with them the nature and scope of their audits. The Audit Committee will also review the interim and annual financial statements before recommending them to the Board for approval.

**(ii) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is chaired by an Independent Non-Executive Director and comprises the Non-Executive Chairman, Non-Executive Vice Chairman and all the Independent Non-Executive Directors of the Bank. The committee meets periodically and as required and provides oversight of the management of the Bank's human resources including the appointment of Directors (both executive and non-executive), Senior Management and Management Committee Members. The committee has to establish the Bank's overall human resources management framework to ensure that the Bank is in compliance with the applicable government regulations and follows the market best practice whenever possible. The committee is also responsible to ensure that Directors, Senior Management and Management Committee Members appointed possess the necessary and appropriate qualifications to perform and discharge their duties.

The committee regularly reviews whether each existing Director continues to remain qualified for his post. It also reviews the structure, size and composition of the Board and makes recommendations on any proposed change to the Board.

**(H) 主要委員會** (續)

**(i) 審核委員會** (續)

審核委員會須檢討本行之財務報告程序、內部監控系統、內部審核職能及風險管理程序。尤其是，在內部審核職能的檢討工作方面，該委員會的審核範圍包括內部審核規章及其批准、年度審核方案、已發佈之內部審核報告及特別調查報告，確保管理層對審核所發現之主要問題作出適當之補救行動。

審核委員會亦對外聘核數師之委任進行檢討，並與其就審計之性質及範圍進行討論。審核委員會亦將於向董事會建議批准中期及年度財務報告之前審閱有關報告。

**(ii) 提名及薪酬委員會**

提名及薪酬委員會由本行的獨立非執行董事任主席並由非執行主席、非執行副主席及全體獨立非執行董事組成。該委員會按需要定期舉行會議，以及監查本行人力資源管理，包括委任董事(執行及非執行)、高級管理層及管理委員會成員。該委員會亦設立本行的整體人力資源管理框架以確保本行遵守政府相關規定及在任何可能情況下遵循市場最佳慣例。該委員會亦負責確保獲委任董事、高級管理層及管理委員會成員擁有必要及適當的資格以履行彼等的職責。

該委員會定期審查每位現任董事是否繼續符合資格擔任其職務。其亦審查董事會結構、規模及組成並向董事會推薦任何變動建議。

**(H) KEY COMMITTEES** (continued)**(ii) Nomination and Remuneration Committee** (continued)

The committee reviews and approves the remuneration of Directors, members of Board Committees, Senior Management and Key Personnel (as defined in the Remuneration Policy of the Bank).

The committee is mandated to assist the Board in establishing cultural and behavioural standards that promote prudent risk-taking and fair treatment of customers. It advises and assists the Board in discharging its responsibilities for the Bank's culture-related matters.

**(iii) Risk Committee**

The Risk Committee comprises five members including one Executive Director, one Non-Executive Director and three Independent Non-Executive Directors. The Risk Committee is chaired by an Independent Non-Executive Director who has extensive banking experience. The committee meets at least four times a year and additionally when deemed necessary. Its mandate is to establish the Bank's overall risk appetite and risk management framework, and to oversee Senior Management's implementation of the Bank's risk policies.

The Risk Committee will annually review and endorse the Bank's risk appetite statement and risk management strategies. It will oversee the establishment and maintenance by Senior Management of appropriate infrastructure, resources and systems for risk management, particularly in relation to compliance with relevant legal and regulatory requirements and adherence to the approved risk appetite and related policies, and the adoption of best practices wherever feasible.

The Risk Committee is required to ensure that the staff responsible for implementing risk management systems and controls are sufficiently independent of the risk taking units in the Bank.

**(H) 主要委員會** (續)**(ii) 提名及薪酬委員會** (續)

該委員會審閱及批准董事、董事會轄下的委員會成員、高級管理層及主要員工的薪酬(定義見本行薪酬政策)。

委員會獲授權協助董事會制定文化和行為標準，以促進審慎的風險承擔和公平對待客戶。委員會建議並協助董事會履行本行有關文化事宜的責任。

**(iii) 風險委員會**

風險委員會由五名成員組成，包括一名執行董事、一名非執行董事及三名獨立非執行董事。風險委員會由具豐富銀行經驗之獨立非執行董事擔任主席。委員會每年最少舉行四次會議，並在有需要時舉行額外會議。其職責為建立本行的整體風險取向及風險管理框架，以及監管高級管理層實施本行的風險政策。

風險委員會將每年審查及確認本行的風險取向聲明及風險管理策略。其將監察由高級管理層就風險管理所制定及維持的適當基礎設施、資源及系統，尤其是遵守相關法律及監管規定以及經批准風險取向及有關致政策，並於可行情況下採取最佳慣例。

風險委員會須確保負責實施風險管理系統及控制的員工及充分獨立於本行的風險承擔部門。

**(H) KEY COMMITTEES** (continued)

**(iv) Executive Committee**

The Executive Committee comprises the Non-Executive Chairman, Non-Executive Vice Chairman and the Executive Director of the Bank. It will exercise the powers and authority delegated by the Board from time to time concerning the management and day-to-day running of the Bank. The Executive Committee will meet periodically and as required and will operate as a general management function under the auspices of the Board.

**(v) Executive Credit Committee**

The Executive Credit Committee (“ECC”) comprises the Non-Executive Chairman, Non-Executive Vice Chairman and the Executive Director of the Bank. It has the delegated authority to approve credit proposals, credit policies and other credit related matters which require the approval of the Board. The ECC will meet as required.

**(vi) Management Steering/Business Committee**

The Management Steering Committee and the Management Business Committee (together “the Committees”) are both chaired by the Bank’s CEO, and comprises senior management personnel appointed by the CEO. The Committees are the key decision making bodies for the Bank and are responsible mainly for the running of the Bank’s day to day business under the authority delegated by the Board and within the strategy and business plan as approved by the Board. The Committees are also responsible for the formulation of the Bank’s business strategies and major bank-wide initiatives for the Board’s approval. The Committees meet weekly to evaluate and approve new business initiatives, coordinate business and support units during the implementation process, monitor the progress. The Committees also monitor the implementation of the approved business strategies and, review the achievement of business targets, objectives and the financial performance of the Bank.

**(H) 主要委員會** (續)

**(iv) 執行委員會**

執行委員會由本行非執行主席、非執行副主席及執行董事組成，並行使由董事會不時委託的有關本行管理及日常營運之權力及職權。執行委員會定期及於有需要時舉行會議，並於董事會的支持下行使一般管理職能。

**(v) 執行信貸委員會**

執行信貸委員會由本行非執行主席、非執行副主席及執行董事組成。該委員會獲授權批核須獲董事會批准的信貸建議、信貸政策及其他信貸相關事項。執行信貸委員會於需要時召開會議。

**(vi) 管理督導／業務委員會**

管理督導委員會及管理業務委員會(統稱「該等委員會」)均由本行的行政總裁任主席，並由行政總裁所委任的高級管理人員組成。該等委員會乃本行重要的決策組織，主要在董事會授權下負責銀行的日常運作，以確保切合董事會批核的策略和業務計劃。該等委員會亦負責制定本行的業務策略及主要全行措施以供董事會批核。該等委員會每星期均舉行會議，評估及批准新業務計劃，在業務策略的推行過程中協調業務及後勤部門的工作，監察進度。該等委員會亦監察已批准業務策略的實施進度，檢討本行業務目標的實現狀況、宗旨及財務表現。



**(H) KEY COMMITTEES** (continued)

**(vii) Asset and Liability Committee**

The Asset and Liability Committee (“ALCO”) comprises the Bank’s CEO, Chief Financial Officer and senior management personnel as appointed by the CEO. The committee is responsible for providing oversight of the Bank’s operations relating to interest rate risk, market risk and liquidity risk (collectively known as “financial risks”) as well as capital management. The committee initiates, reviews and endorses for the approval of the Risk Committee of the Board the Bank’s policies on financial risks and capital management. It approves guidelines relating to such policies, reviews and approves all major financial risk management reports. The ALCO also oversees the Bank’s investment activities by establishing investment strategies within policies laid down by the Risk Committee of the Board and reviews actual performance.

**(viii) Internal Control Committee**

The Internal Control Committee (“ICC”) comprises the Bank’s CEO, Executive Vice Presidents, Head of Control & Risk Management and the heads of different control, business and support functions. The responsibilities of the committee include providing oversight of the Bank’s exposure to operational and legal risks, ensuring the Bank has in place an effective internal control framework, providing guidance to the Bank in establishing a sound internal control and monitoring system to ensure overall compliance within the Bank.

To ensure an effective internal control framework is in place, the ICC reviews policies and approves guidelines relating to internal control and management of operational and legal risks, receives and discusses reports submitted by various risk management units and promotes internal control culture. To maintain an adequate system of internal control, the ICC reviews and discusses major operational risk events, and the progress of rectification of audit findings and control self-assessment.

**(H) 主要委員會** (續)

**(vii) 資產負債委員會**

資產負債委員會由本行的行政總裁、財務長及行政總裁所委任的高級管理人員組成。該委員會負責監查本行有關利率風險、市場風險及流動資性風險(統稱為「財務風險」)的業務以及資本管理。該委員會啟動、審閱及批准本行財務風險及資本管理政策，以供董事會風險委員會批准。其批准有關該等政策的指引，審閱及批准所有重大財務風險管理報告。資產負債委員會在董事會的風險委員會規定的政策範圍內設立投資策略、監督本行的投資活動以及檢討實際表現。

**(viii) 內部監控委員會**

內部監控委員會由本行的行政總裁、執行副總裁、監控及風險管理部主管以及各監控、業務及後勤部門主管組成。該委員會負責監督本行面臨之營運及法律風險、確保本行備有行之有效內部控制架構及為本行建立良好的內部監控及監督系統提供指引以確保本行整體之合規性。

為確保推行有效的內部監控架構，內部監控委員會審查與內部監控以及管理營運及法律風險有關的政策及指引、省覽及討論各風險管理單位提交的報告以及推動內部監控文化。為了維持充足的內部監控制度，內部監控委員會審查及討論主要營運風險事件，以及改正審計發現及控制自我評估之進展。



**(H) KEY COMMITTEES** (continued)

**(ix) Credit Committee**

The Credit Committee (“CC”) meets weekly and its mandate is to provide oversight of the Bank’s credit risk management. The committee is chaired by the Bank’s CEO, and consists of senior executives of the Bank.

The CC reviews and endorses credit policies and credit risk profile of the Bank for ECC’s approval, and reviews and approves credit related guidelines. The committee also reviews and approves requests for credit facilities that are within the CC’s authority as delegated by the Board, and reviews and endorses requests for credit facilities before their submission to the ECC for approval.

The CC will also conduct on-going reviews on the market environment and make necessary policy recommendations to the ECC to ensure the credit risk profile of the Bank is within the established risk appetite. In this regard, the CC will provide periodic and timely credit related management and stress testing reports to the ECC for review.

**(x) Information Technology Steering Committee**

The Information Technology Steering Committee is chaired by the Bank’s CEO, and comprises senior management personnel as appointed by the CEO. The committee is responsible for providing oversight of the Bank’s key information technology governance objectives. The committee approves long and short term information technology strategies to ensure they are in line with the Bank’s business strategy and priorities; approves funding and determines prioritization of information technology enabled investment projects; discusses status of key projects escalated from its sub-committee; and manages major information technology risk issues and corresponding remediation. The committee meets on a monthly basis and upon ad hoc call by the committee chairman.

**(H) 主要委員會** (續)

**(ix) 信貸委員會**

信貸委員會每周會晤且其授權為監查本行的信貸風險管理。該委員會由本行行政總裁任主席，由本行高級行政人員組成。

信貸委員會審閱及批准本行信貸政策及信貸風險狀況，以供執行信貸委員會批准，以及審閱及批准信貸相關指引。該委員會亦在董事會授予信貸委員會的授權內審閱及批准信貸融資要求，及審閱及提交執行信貸委員會以供批准。

信貸委員會亦將對市場環境進行持續檢討，並向執行信貸委員會作出必要的政策建議，以確保本行的信貸風險狀況在設定的風險取向範圍內。就此而言，信貸委員會將定期及適時地向執行信貸委員會提供信貸相關管理及壓力測試報告以供審閱。

**(x) 資訊科技督導委員會**

資訊科技督導委員會由本行的行政總裁任主席，由行政總裁所委任的高級管理人員組成。該委員會負責監督本行的主要資訊科技管治方針。該委員會批准長期及短期資訊科技策略以確保有關策略符合本行業務策略及優先權；批准資金及釐定資訊科技投資項目的優先次序；討論由其下轄委員會提升的主要項目的狀況；以及管理主要資訊科技風險事宜及相應補救方法。該委員會每月召開會議並在委員會主席特別要求時舉行會議。

**(H) KEY COMMITTEES** (continued)

**(xi) Compliance & Anti-Money Laundering Committee**

The Compliance & Anti-Money Laundering Committee (“CAMLC”) comprises the Bank’s CEO, Executive Vice Presidents, Head of Compliance & Anti-Money Laundering Department and the heads of different control, business and support functions. The responsibilities of the committee include providing oversight of the Bank’s exposure to compliance risks and compliance activities to ensure the Bank is in compliance with applicable regulatory requirements and the Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) Ordinance (Cap 615) (“AML/CFT”), ensuring the Bank has an effective compliance framework in place to meet the regulatory requirements. The CAMLC provides guidance to the Bank and senior management in establishing a professional compliance control and monitoring system to cultivate a strong compliance culture and ensure overall compliance within the Bank.

To maintain the Bank’s overall regulatory compliance standards, the CAMLC reviews and oversees: (a) compliance and AML/CFT related risk and control issues; (b) latest developments in regulatory compliance and AML/CFT requirements applicable to the Bank; (c) implementation of new regulatory and AML/CFT requirements; (d) major non-compliance with regulatory requirements and AML/CFT requirements; and (e) rectification status of findings identified in compliance reviews conducted by the compliance function of the Bank and examinations conducted by the regulators. In addition, the CAMLC also reviews and approves guidelines relating to compliance and AML/CFT.

**(H) 主要委員會** (續)

**(xi) 合規及反洗黑錢委員會**

合規及反洗黑錢委員會由本行行政總裁、執行副總裁、合規及反洗錢部門主管以及各監控、業務及後勤部門主管組成。該委員會的職責包括監督本行的合規風險及合規活動，以確保本行符合適用的監管規定及香港法例第615章《打擊洗錢及恐怖分子資金籌集(金融機構)條例》及其他有關的監管規定，確保本行備有行之有效的合規框架以符合監管規定。合規及反洗黑錢委員會為本行及高級管理層提供指引以構建一個專業的合規監控及監督系統，用以培育一個穩健及整體的合規文化及確保本行內的整體合規。

為保持本行的整體監管合規水平，合規及反洗黑錢委員會審閱及監督(a)合規及《打擊洗錢及恐怖分子資金籌集(金融機構)條例》相關風險及監控問題；(b)本行適用的監管合規及《打擊洗錢及恐怖分子資金籌集(金融機構)條例》規定的最新進展；(c)新的監管及《打擊洗錢及恐怖分子資金籌集(金融機構)條例》規定的實施情況；(d)有關監管規定及《打擊洗錢及恐怖分子資金籌集(金融機構)條例》規定的重大不合規情況；及(e)本行的合規部門進行的合規審查及監管機構進行的檢查發現的改正狀況。此外，合規及反洗黑錢委員會審閱及批准有關合規及《打擊洗錢及恐怖分子資金籌集(金融機構)條例》指引。