

董事會謹將截至二零零零年十二月三十一日止之年度營業報告及已審核之賬目送呈各股東省覽。

### 主要業務

本銀行及其附屬公司之主要業務為經營銀行及有關之財務服務。

### 業績

截至二零零零年十二月三十一日止年度之集團盈利載於本年報第三十三頁內，有關已派發或建議派發之股息載於賬目附註七。

### 主要客戶

董事會認為本集團五位最大客戶佔本集團總收入少於百分之三十。

### 股本及儲備

本銀行於本年度內之股本及儲備變動狀況載於賬目附註二十及二十一。

### 審核委員會

本銀行審核委員會於一九九二年成立。該委員會每年舉行三次會議，成員名單刊於本年報第四頁。

審核委員會須向董事會負責而其主要責任包括審查本銀行的財務報告及內部監控運作。

### 慈善捐款

本年度內本集團對各項慈善機構之捐款約為港幣四十四萬四千元。

The Directors have pleasure in presenting their report together with the audited accounts for the year ended 31st December, 2000.

### PRINCIPAL ACTIVITIES

The Bank and its subsidiaries are engaged in commercial banking and related financial services.

### RESULTS

The profit of the Group for the year ended 31st December, 2000 is set out on page 33. Particulars of dividends which have been paid or which are recommended are set out in Note 7 to the Accounts.

### MAJOR CUSTOMERS

The Directors believe that the Group's five largest customers accounted for less than 30.0% of the Group's total income.

### CAPITAL AND RESERVES

Details of the movements in capital and reserves of the Group and of the Bank during the year are set out in Notes 20 and 21 to the Accounts.

### AUDIT COMMITTEE

The Audit Committee of the Bank was formed in 1992. The Committee meets three times a year, and its composition is shown on page 4.

The Audit Committee is answerable to the Board and the principal duties of the Committee include the review of the Bank's financial reporting and internal controls.

### DONATIONS

During the year the Group made donations for charitable purposes amounting to approximately HK\$444,000.

## 董事

於本年報通過日董事會各同寅之芳名請參閱本年報第四頁。

董事馮鈺斌先生、李國賢先生、任宜正先生及何子珍先生等依照註冊章程均應告退，但可再選復任。

## 獨立非執行董事袍金

本銀行每位獨立非執行董事於截至二零零零年十二月三十一日之年度內，各收取董事袍金港幣十萬元正。

## 主要股東權益

根據主要股東持股紀錄，除披露於董事及行政總裁權益項下，各主要股東於二零零零年十二月三十一日持有本銀行股本之權益如下：

姓名 Name

所持股數 Number of shares

BNY International Financing Corporation

73,800,000

(美國紐約銀行集團全資附屬公司。 A wholly owned subsidiary of The Bank of New York Company, Inc.)

根據一項於一九九六年八月二十二日訂立之股東協議，BNY International Financing Corporation、馮鈺斌先生、馮鈺聲先生、保定有限公司、YKF Trustee Holding Inc. 及泰華置業有限公司同意保留本銀行已發行股份合共百分之三十七點五之聯合控制權。根據證券（公開權益）條例，以上各股東各自被視為於 110,026,688 股本銀行股份中擁有權益。

## DIRECTORS

The Directors of the Bank up to the date of the report are shown on page 4.

In accordance with the Bank's Articles of Association, Messrs Patrick Y B Fung, Simon K Y Lee, Michael J Ranieri and Ho Soo Ching retire by rotation and, being eligible, offer themselves for re-election.

## INDEPENDENT NON-EXECUTIVE DIRECTORS' FEES

Each of the independent Non-executive Directors of the Bank received HK\$100,000 director's fee for the year ended 31st December, 2000.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31st December, 2000, save as mentioned under the section headed "Directors' and Chief Executive's Interests", the Substantial Shareholder of the Bank according to the Register of Substantial Shareholders' Interests was as follows:

Pursuant to a shareholders' agreement dated 22nd August, 1996, BNY International Financing Corporation, Messrs Patrick Y B Fung and Michael Y S Fung, Po Ding Company Limited, YKF Trustee Holding Inc. and Majestic Investment Company Limited agree to retain joint control over an aggregate of 37.5% of the share capital of the Bank. According to the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance"), the parties are, therefore, each deemed to be interested in 110,026,688 shares of the Bank.

**董事及行政總裁權益**

根據董事及行政總裁持股紀錄，各董事及行政總裁於二零零零年十二月三十一日持有本銀行股本之權益如下：

姓名	Name	所持股數 Number of shares				合計 Total
		個人 Personal	家庭 Family	公司 Corporate	其他 Other	
馮鈺斌	Patrick Y B Fung	2,952,000	-	-	58,923,600 (1&2)	61,875,600 (4)
馮鈺聲	Michael Y S Fung	3,036,000	-	-	58,917,600 (1&2)	61,953,600 (4)
何志偉	Louis C W Ho	100,000	60,000	-	58,917,600 (1&2)	59,077,600 (4)
李國賢	Simon K Y Lee	-	-	193,800 (3)	-	193,800
劉漢銓	Ambrose H C Lau	101,500	-	-	-	101,500
何子珍	Ho Soo Ching	10,000	-	-	-	10,000

附註：

- (1) 董事會於一九九四年三月十日議決根據一九九三年六月九日通過之認股權計劃，授予董事及行政人員認股權，下列董事經接納下列認股權：

姓名	Name	認股權之股份數目 Number of shares in Options
馮鈺斌	Patrick Y B Fung	30,000
馮鈺聲	Michael Y S Fung	24,000
何志偉	Louis C W Ho	24,000

此等認股權可於一九九五年三月十日至二零零四年三月九日期間行使，認購價為每股港幣 14.83 元。

- (2) 其中 58,893,600 股乃透過多項家族信託基金持有，而合資格之受益人為馮鈺斌先生、馮鈺聲先生、何志偉夫人、彼等之子女及其他人仕。
- (3) 該類股份由公司持有，李國賢先生擁有該公司三分之一以上之投票權。
- (4) 馮鈺斌先生及馮鈺聲先生所持有之全部股份與認股權及於附註(2)提及之股份已包括於上述主要股東權益項下之 110,026,688 股內，其中一項信託基金持有之 10,639,200 股除外。

除上文所述外，於二零零零年十二月三十一日，根據證券（公開權益）條例，各董事、行政總裁及其有關人仕概無於本銀行及其聯營公司之股本中佔有其他實質權益。

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS**

As at 31st December, 2000, the Directors' and Chief Executive's Interests in the share capital of the Bank according to the Register of Directors' and Chief Executive's Interests were as follows:

Notes:

- (1) On 10th March, 1994, the Board approved the granting of certain share options to Directors and Executives of the Bank, pursuant to the Share Option Scheme adopted on 9th June, 1993, and the following Directors have accepted the following options:

認股權之股份數目 Number of shares in Options

The options are exercisable between 10th March, 1995 and 9th March, 2004 at a subscription price of HK\$14.83 per share.

- (2) 58,893,600 shares held under various family trusts in which Messrs Patrick Y B Fung, Michael Y S Fung and Louis C W Ho's spouse together with their respective issues and other persons are eligible beneficiaries.
- (3) Such shares were held through a corporation in which Mr Simon K Y Lee controls more than one-third of the voting power.
- (4) All shares and options held by Messrs Patrick Y B Fung and Michael Y S Fung, and shares under note (2), except for 10,639,200 shares held by a trust, are a parcel of the 110,026,688 shares of the Bank which are mentioned above in the section headed "Substantial Shareholders' Interests".

Save as disclosed, none of the Directors, the Chief Executive and their associates had any other beneficial interests in the securities of the Bank or any of its associated corporations (within the meaning of SDI Ordinance) at 31st December, 2000.

### 董事合約權益

本年度末或本年度內本銀行或其附屬公司並無訂立使其董事享有權益之重要合約。

除上述之認股權計劃外，本年內本銀行或其附屬公司從未簽訂任何合約致使本銀行各董事因取得本銀行或其他法人團體之股份或債券而獲益。

各董事並未與本銀行簽訂任何服務合約。

### 購買、出售或贖回上市證券

本年度內，本銀行以總價港幣一千零五十萬元在香港聯合交易所有限公司購回每股面值港幣一元之本銀行股份合共 570,000 股。購回之股份已由本銀行註銷，二零零零年底本銀行之已發行股本因而減低至 293,404,500 股，每股面值港幣一元。本銀行購回股份乃因應當時之市況，並符合本銀行及股東之利益，除上述外，本銀行或其任何附屬公司並無購買、出售或贖回本銀行之股份。購回股份之詳情載於賬目附註二十。

### 符合最佳實務守則

除卻非執行董事之任期沒有訂定外，本銀行於年內已遵照香港聯合交易所有限公司上市規則所載最佳實務守則之指引。

### 符合財務披露指引

本年度之賬目已經完全遵照香港金融管理局發出之「本地註冊認可機構披露財務資料」而編製。

### DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance to which the Bank or any of its subsidiaries was a party and in which a Director of the Bank had a material interest subsisted at the end of the year or at any time during the year.

Except for the above mentioned Share Option Scheme of the Bank, at no time during the year was the Bank or any of its subsidiaries a party to any arrangements 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.

None of the Directors of the Bank has a service contract with the Bank.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, the Bank repurchased a total of 570,000 shares of HK\$1 each of the Bank on The Stock Exchange of Hong Kong Limited for an aggregate price of HK\$10.5 million. The shares were cancelled by the Bank and accordingly the issued share capital was reduced to 293,404,500 shares of HK\$1 each at the end of 2000. The repurchase was implemented in light of prevailing market conditions and in the interests of the Bank and its shareholders. Save as disclosed, there were no purchases, sales or redemptions by the Bank or any of its subsidiaries, of the Bank's shares during the year ended 31st December, 2000. Details of the repurchase are shown in Note 20 to the Accounts.

### COMPLIANCE WITH THE CODE OF BEST PRACTICE

The Bank has complied throughout the year with the Code of Best Practice as set out in the Listing Rules of The Stock Exchange of Hong Kong Limited, except that a specified term was not fixed for the appointment of Non-executive Directors.

### COMPLIANCE WITH THE GUIDELINE ON FINANCIAL DISCLOSURE

The annual accounts have complied fully with the recommendations in the Guideline on the "Financial Disclosure by Locally Incorporated Authorised Institutions" issued by the Hong Kong Monetary Authority.

**核數師**

賬目經由畢馬威會計師事務所審核。

在即將舉行的股東週年大會上，將提請復聘畢馬威會計師事務所為本銀行核數師。

董事長兼行政總裁  
**馮鈺斌** 謹啟

香港 二零零一年三月八日

**AUDITORS**

The accounts have been audited by KPMG.

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

**PATRICK Y B FUNG**

*Chairman and Chief Executive*

Hong Kong, 8th March, 2001