

董事會報告書**Report of the Directors**

董事會謹提呈截至二零零二年十二月三十一日止年度之報告及經審核之賬目。

主要業務及營運之分項分析

大新金融集團有限公司(「本公司」)之主要業務為投資控股，而附屬公司之主要業務則見賬目附註廿五。本年度按業務分項之本公司及附屬公司(「本集團」)業績表現分析載於賬目附註四十三。

業績及盈餘分配

本集團截至二零零二年十二月三十一日止年度之業績載於第34頁之綜合損益結算表內。

董事會宣派中期股息每股0.52港元，共派128,221,000港元，已於二零零二年九月二日派發。

董事會建議派發末期股息每股0.60港元，共派148,007,000港元。

股本

本公司股本之變動詳情載於賬目附註卅五。

儲備

本集團及本公司是年度之儲備變動詳情載於賬目附註卅六。

捐款

本集團是年度之慈善及其他捐款共達1,140,000港元。

固定資產

本公司並無持有任何固定資產。集團固定資產變動則詳載於賬目附註廿六。

The Directors submit their report together with the audited accounts for the year ended 31st December 2002.

PRINCIPAL ACTIVITIES AND SEGMENT ANALYSIS OF OPERATIONS

The principal activity of Dah Sing Financial Holdings Limited (the "Company") is investment holding. The principal activities of the subsidiaries are shown in note 25 to the accounts. An analysis of the performance of the Company and its subsidiaries (the "Group") for the year by business segment is set out in note 43 to the accounts.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December 2002 are set out in the consolidated profit and loss account on page 34.

The Directors declared an interim dividend of HK\$0.52 per share, totalling HK\$128,221,000 which was paid on 2nd September 2002.

The Directors recommend the payment of a final dividend of HK\$0.60 per share, totalling HK\$148,007,000.

SHARE CAPITAL

Details of the movements in share capital of the Company are shown in note 35 to the accounts.

RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in note 36 to the accounts.

DONATIONS

During the year, the Group made charitable and other donations amounting to HK\$1,140,000.

FIXED ASSETS

The Company does not hold any fixed assets. Details of the movements in fixed assets of the Group are shown in note 26 to the accounts.

董事會報告書**Report of the Directors****董事會**

本年度內及直至本報告日期止董事芳名：

王守業

主席

周忠繼 O.B.E. J.P.

副主席

生田正治

周偉偉

莊先進

韓以德

Peter Gibbs Birch C.B.E.

史習陶

孫大倫 B.B.S. J.P.

玉越良介

(二零零三年三月四日獲委任)

御手洗徹

(二零零二年八月六日獲委任)

伍耀明

梁君彥

(二零零三年三月四日獲委任)

黃漢興

董事總經理兼集團行政總裁

安德生

王伯凌

賈世德

副主席

(二零零二年十一月二十九日榮休)

川俣喜昭

(二零零二年三月五日退任)

Ian Harley

(二零零二年七月十九日退任)

高宮泉

(二零零二年八月六日退任)

Malcolm Millington

(二零零二年八月六日獲委任及於
二零零三年一月十五日退任)

蔭山真人

(二零零三年三月四日退任)

DIRECTORS

The Directors during the year and up to the date of this report are:

David Shou-Yeh Wong

Chairman

Chung-Kai Chow O.B.E. J.P.

Vice Chairman

Masaharu Ikuta

John Wai-Wai Chow

John William Simpson

David Richard Hinde

Peter Gibbs Birch C.B.E.

Robert Tsai-To Sze

Tai-Lun Sun (Dennis Sun) B.B.S. J.P.

Ryosuke Tamakoshi

(appointed on 4th March 2003)

Toru Mitarai

(appointed on 6th August 2002)

Yiu-Ming Ng

Andrew Kwan-Yuen Leung

(appointed on 4th March 2003)

Hon-Hing Wong

Managing Director and Group Chief Executive

Roderick Stuart Anderson

Gary Pak-Ling Wang

Ronald Carstairs

Vice Chairman

(retired on 29th November 2002)

Yoshiaki Kawamata

(resigned on 5th March 2002)

Ian Harley

(resigned on 19th July 2002)

Izumi Takamiya

(resigned on 6th August 2002)

Malcolm Millington

(appointed on 6th August 2002 and resigned on 15th January 2003)

Mahito Kageyama

(resigned on 4th March 2003)

董事會報告書

Report of the Directors

董事會 (續)

中村清次

(生田正治之替任董事)

中村政照

(於二零零三年三月四日獲委任為玉越良介之替任董事；於二零零二年八月六日獲委任為蔭山真人之替任董事，並於二零零三年三月四日終止其為蔭山真人替任董事職務)

大島誠

(於二零零二年三月五日終止為川俣喜昭替任董事職務)

Graham S. Long

(於二零零二年七月十九日退任為Ian Harley之替任董事；於二零零二年八月六日獲委任為Malcolm Millington之替任董事，並於二零零三年一月十五日終止其為Malcolm Millington替任董事職務)

按照本公司組織章程細則第110條規定，莊先進、周忠繼、史習陶及安德生輪值告退，但表示如再度獲選，願繼續連任。

按照本公司組織章程細則第114條規定，玉越良介、御手洗徹及梁君彥將於應屆之股東週年大會告退，但表示如再度獲選，願繼續連任。

DIRECTORS (Continued)

Seiji Nakamura

(alternate to Masaharu Ikuta)

Masateru Nakamura

(appointed an alternate to Ryosuke Tamakoshi on 4th March 2003; appointed and ceased to be an alternate to Mahito Kageyama on 6th August 2002 and 4th March 2003 respectively)

Makoto Oshima

(ceased to be an alternate to Yoshiaki Kawamata on 5th March 2002)

Graham S. Long

(ceased to be an alternate to Ian Harley on 19th July 2002; appointed and ceased to be an alternate to Malcolm Millington on 6th August 2002 and 15th January 2003 respectively)

In accordance with Article 110 of the Company's Articles of Association, John William Simpson, Chung-Kai Chow, Robert Tsai-To Sze and Roderick Stuart Anderson retire by rotation and, being eligible, offer themselves for re-election.

In accordance with Article 114 of the Company's Articles of Association, Ryosuke Tamakoshi, Toru Mitarai and Andrew Kwan-Yuen Leung will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

董事會報告書

Report of the Directors

董事權益

於二零零二年十二月三十一日，根據本公司依證券(披露權益)條例第29條規定而設置之登記冊所載記錄顯示，各董事在本公司股本中權益如下：

DIRECTORS' INTERESTS

At 31st December 2002, the interests of the Directors in the share capital of the Company as recorded in the register maintained under section 29 of the Securities (Disclosure of Interests) Ordinance were as follows:

董事	Director	股份數量			合計 Total
		個人權益 Personal Interests	法團權益 Corporate Interests	其他權益 Other Interests	
王守業	David Shou-Yeh Wong	–	4,344,746 (註甲)(Note a)	87,379,236 (註乙)(Note b)	91,723,982
周忠繼 O.B.E. J.P.	Chung-Kai Chow O.B.E. J.P.	650,676	–	–	650,676
周偉偉	John Wai-Wai Chow	797,248	–	–	797,248
莊先進	John William Simpson	10,000	–	–	10,000
Peter G. Birch C.B.E.	Peter G. Birch C.B.E.	50,000	–	–	50,000
安德生	Roderick Stuart Anderson	60,131	–	–	60,131

註：

甲) 王守業之法團權益乃指由其擁有三分之一或以上權益公司所持有之股份。

乙) 此等股份乃由為王守業及其家族利益而成立之全權信託受託人匯豐國際信託有限公司間接持有。

根據本公司股東於一九九五年五月十七日所通過之行政人員優先認股計劃(「本計劃」)，本公司若干董事獲授予按每份認股權1港元代價可認購本公司股本中每股面值2港元股份之權利。認購價仍按本公司於香港交易所買賣之股份，在授予日期前五個交易日之平均收市價相對折讓百分之十(適用於在一九九七年十一月二十七日所授予之認股權)或折讓百分之五(適用於在二零零零年四月三日所授予之認股權)所計算。該等認股權可於獲授予日期起計第一至第五周歲日期間按不同數額行使。

Notes:

a) The corporate interest of David Shou-Yeh Wong is in respect of shares held by a company in which he has an interest of one third or more.

b) Such shares are indirectly held by HSBC International Trustee Limited, the trustee of a discretionary trust established for the benefit of David Shou-Yeh Wong and his family.

Pursuant to the Executive Share Option Scheme (the "Scheme") approved by the shareholders of the Company on 17th May 1995, certain Directors of the Company were granted options at a consideration of HK\$1 per option to subscribe for shares of the Company with a par value of HK\$2 each. The subscription prices were calculated at a discount of 10% (in respect of the options granted on 27th November 1997) or 5% (in respect of the options granted on 3rd April 2000) relative to the average closing prices of the Company's shares traded on the Hong Kong Stock Exchange for the 5 trading days immediately preceding the dates of grant. The options can be exercised in varying amounts between the first and fifth anniversaries of the dates of grant.

董事會報告書

Report of the Directors

董事權益(續)

截至二零零二年十二月三十一日止，在本計劃下仍未行使之可認購本公司股份權利結餘詳情如下：

DIRECTORS' INTERESTS (Continued)

Details of the share options outstanding as at 31st December 2002 which have been granted under the Scheme are as follows:

		認股權數目				行使期		
		Number of options				Exercisable period		
		於二零零二年 一月一日持有	年內行使	於二零零二年 十二月卅一日持有	認購價	授予日期	由	至
		Held at 1 Jan 2002	Exercised during the year	Held at 31 Dec 2002	Subscription price 港元 HK\$	Grant date	From	To
王伯凌	Gary Pak-Ling Wang	100,000	100,000	-	13.57	27 Nov 1997	27 Nov 1998	27 Nov 2002
			(註1)(Note 1)					
黃漢興	Hon-Hing Wong	800,000	400,000	400,000	26.28	3 Apr 2000	3 Apr 2001	3 Apr 2005
			(註2)(Note 2)					
伍耀明	Yiu-Ming Ng	200,000	200,000	-	26.28	3 Apr 2000	3 Apr 2001	3 Apr 2005
			(註3)(Note 3)					
安德生	Roderick Stuart Anderson	200,000	-	200,000	26.28	3 Apr 2000	3 Apr 2001	3 Apr 2005

註：

- 行使日期為二零零二年九月二十五日。行使有關認股權前之最可行收市價為每股32.80港元。因行使認股權之有關100,000股已於二零零二年九月二十六日獲得配發。
- 行使日期為二零零二年五月四日。行使有關認股權前之最可行收市價為每股41.60港元。依據本計劃賦予之酌情權，本公司以現金支付代替配發股份。該等款額為認股權行使當日本公司股份每股最可行收市價與其設定認購價26.28港元之溢價。支付總額為6,128,000港元，可認購400,000股之認股權則視作已全數行使。
- 行使日期為二零零二年六月二十五日。行使有關認股權前之最可行收市價為每股38.00港元。依據本計劃賦予之酌情權，本公司以現金支付代替配發股份。該等款額為認股權行使當日本公司股份每股最可行收市價與其設定認購價26.28港元之溢價。支付總額為2,344,000港元，可認購200,000股之認股權則視作已全數行使。

除上述所載外，本年度內本公司及各附屬公司概無簽訂任何協議，使本公司董事及其配偶和未滿十八歲之子女可藉收購本公司或任何其他法人團體之股份或債券而取得利益。

Notes:

- Exercise date was 25th September 2002. At the date before the options were exercised, the most practicable closing market price per share was HK\$32.80. 100,000 shares for the options exercised were allotted on 26th September 2002.
- Exercise date was 4th May 2002. At the date before the options were exercised, the most practicable closing market value per share was HK\$41.60. Instead of allotting new shares, the Company exercised its discretion as allowed under the Scheme by making a cash payment in lieu of the required share allotment. The amount is the excess of the most practicable closing market price of the Company's shares upon exercise of the options over the predetermined subscription price of HK\$26.28 each. The aggregate payment amounted to HK\$6,128,000 and the options so granted to subscribe for 400,000 shares were deemed as having exercised.
- Exercise date was 25th June 2002. At the date before the options were exercised, the most practicable closing market price per share was HK\$38.00. Instead of allotting new shares, the Company exercised its discretion as allowed under the Scheme by making a cash payment in lieu of the required share allotment. The amount is the excess of the most practicable closing market price of the Company's shares upon exercise of the options over the predetermined subscription price of HK\$26.28 each. The aggregate payment amounted to HK\$2,344,000 and the options so granted to subscribe for 200,000 shares were deemed as having exercised.

Apart from the above, at no time during the year was the Company or its subsidiaries a party to any arrangements to enable the Directors of the Company nor their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事會報告書**Report of the Directors****董事權益 (續)**

各董事與本公司並無簽訂任何服務合約。

本年度內或年結時，本公司及各附屬公司概無簽訂任何有關本公司之業務而本公司董事直接或間接擁有重大權益之重要合約。

主要股東

於二零零二年十二月三十一日，依證券(披露權益)條例第16(1)條而設置之主要股東登記冊，顯示本公司已接獲有關下列持有本公司發行股本百分之十或以上權益之通知。此等權益並不包括以上披露之董事權益。

股東 Shareholder	股份數量 Number of shares
UFJ Bank Limited	36,998,266 (註) (Note)

註：

於二零零三年三月四日本公司截至二零零二年十二月三十一日止財政年度賬目通過日，UFJ Bank Limited 實質持有本公司37,268,266股權益。

購買、出售或贖回股份

本公司於年內並無贖回任何本身之股份。另本公司及各附屬公司於年內亦無購買或出售任何本公司之股份。

管理合約

本年度內，本公司並無就全盤或其中重大部份業務簽訂或存有任何管理及行政合約。

符合指引聲明

本集團已完全遵照香港金融管理局頒佈之「本地註冊認可機構披露財務資料」指引之各項準則披露其銀行業務之業績。

五年財務數據

本集團過去五年之公佈業績、資產及負債已載列於本年報之「財政狀況概要」內。

DIRECTORS' INTERESTS (Continued)

The Directors do not have any service contracts with the Company.

No contracts of significance in relation to the Company's business to which the Company or its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SUBSTANTIAL SHAREHOLDERS

At 31st December 2002, the register of substantial shareholders maintained under section 16(1) of the Securities (Disclosure of Interests) Ordinance showed that the Company had been notified of the following interests, being 10% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of Directors.

Note:

As at 4th March 2003 when the Company's accounts for the financial year ended 31st December 2002 were approved, UFJ Bank Limited was beneficially interested in 37,268,266 shares of the Company in issue.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

STATEMENT OF COMPLIANCE

The Group has fully complied with the requirements set out in the guideline on "Financial Disclosure by Locally Incorporated Authorized Institutions" issued by the Hong Kong Monetary Authority in disclosing the results of its banking business.

FIVE YEAR FINANCIAL INFORMATION

The published results and the assets and liabilities of the Group for the last five years are included in the section of the annual report under "Financial Summary".

董事會報告書**Report of the Directors****主要客戶**

是年度少於百分之三十之利息收入及其他營運收入源自本集團最大五名客戶。

最佳應用守則

本公司於是年度已遵行香港聯合交易所有限公司上市規則中建議之最佳應用守則，惟（一）因所有董事（不包括常務董事）均須根據本公司之組織章程細則規定在股東週年大會上輪值告退，因此非執行董事並無指定之委任任期；（二）集團審核委員會成員共五名，四名為獨立非執行董事，並有一名執行董事，該名執行董事為審核委員會提供有關銀行業務專才及對集團廣泛之認知。

關連交易

於二零零二年十二月二十日，本公司與 Abbey National Jersey International Limited（「Abbey」）達成協議，向Abbey額外收購 D.A.H. Holdings Limited（「DAH」）二十四萬五千股股份，相等於其百分之二十四點五已發行股本。是項收購令本集團於DAH所佔權益增至百分之七十五點五。在協商期間，王守業、莊先進、韓以德及Graham S. Long均為DAH與本公司董事。在簽署當日，本公司主要股東王守業與Abbey於此項收購協議各擁有重大權益。交易詳情載於賬目附註四十四（丙）。

於二零零二年十二月三十日，本公司亦與SG Hambros Bank and Trust Limited（「SG Hambros」）達成協議，同意向SG Hambros授予認沽期權，而SG Hambros亦同意向本公司授予認購期權。有關股份相等於DAH百分之二十四點五已發行股本。行使此等期權時，本公司於DAH所佔之權益由七十五點五增至百分之一百。王守業、莊先進及韓以德均為DAH與本公司董事。本公司主要股東王守業與SG Hambros於此項期權協議各擁有重大權益。交易詳情載於賬目附註四十四（丙）。

MAJOR CUSTOMERS

During the year, the Group derived less than 30% of its interest income and other operating income from its five largest customers.

CODE OF BEST PRACTICE

During the year, the Company was in compliance with the Code of Best Practice as set out in the Listing Rules of The Stock Exchange of Hong Kong Limited, except that (1) non-executive Directors were not appointed for a specific term since all Directors, excluding the Managing Director, have been subject to rotation in annual general meetings pursuant to the Company's Articles of Association and (2) the Audit Committee comprises five members with four independent non-executive Directors and one executive Director who brings particular banking expertise and extensive knowledge of the Group to the Audit Committee.

CONNECTED TRANSACTIONS

On 20th December 2002, the Company entered into an agreement with Abbey National Jersey International Limited（“Abbey”）to acquire from Abbey an additional 245,000 shares representing 24.5% of the issued share capital of D.A.H. Holdings Limited（“DAH”）to raise the Group's interest in DAH to 75.5%. David Shou-Yeh Wong, John W. Simpson, David R. Hinde and Graham S. Long held common directorships in DAH and the Company during the course of negotiation. David Shou-Yeh Wong, who was also a substantial shareholder of the Company, and Abbey, as at the signing date, held material interests in the acquisition agreement. Details of the transaction are included in Note 44(c) to the accounts.

On 30th December 2002, the Company entered into another agreement with SG Hambros Bank and Trust Limited（“SG Hambros”）whereby it agreed to grant a put option to SG Hambros and SG Hambros agreed to grant a call option to the Company over 245,000 shares representing 24.5% of the issued share capital of DAH. Upon exercise of the option, the Company's interest in DAH would be increased from 75.5% to 100%. David Shou-Yeh Wong, John W. Simpson and David R. Hinde held common directorships in DAH and the Company. David Shou-Yeh Wong, being a substantial shareholder of the Company, and SG Hambros held material interests in the option agreement. Details of the transaction are also included in Note 44(c) to the accounts.

董事會報告書

Report of the Directors

核數師

本賬目已經羅兵咸永道會計師事務所審核，該核數師任滿告退，但表示願應聘連任。

承董事會命

王守業

主席

香港 二零零三年三月四日

AUDITORS

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

David Shou-Yeh Wong

Chairman

Hong Kong, 4th March 2003