

A. CORPORATE GOVERNANCE PRACTICES

The Bank is committed to high standards of corporate governance and has followed the module on “Corporate Governance of Locally Incorporated Authorised Institutions” under the Supervisory Policy Manual issued by the Hong Kong Monetary Authority (the “HKMA”) in September 2001. The Bank has also complied with the Code on Corporate Governance Practices in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the accounting year ended 31 December 2006.

B. DIRECTORS’ SECURITIES TRANSACTIONS

The Bank has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

The Bank has made specific enquiries of all Directors regarding any non-compliance with the Model Code during the period, and received confirmations from all Directors that they have fully complied with the required standards set out in the Model Code.

C. BOARD OF DIRECTORS

- (1) Details in relation to the Board of Directors (“the Board”) of the Bank have been set out in the Directors’ Report. During the financial year, four Board meetings have been held. Each Director’s attendance at these Board meetings is set out below:

DIRECTORS	ATTENDANCE
Executive Directors	
Jin-Yi Lee (Managing Director and Chief Executive Officer)	4 / 4
Horace Fan Sheung Yam (resigned on 1 July 2006)	2 / 2
Michael Chang Ming-Yuen (elected on 28 April 2006)	3 / 3
James Yip (appointed on 1 July 2006)	2 / 2
Non-Executive Directors	
Ming-Hsing (Richard) Tsai (Chairman)	3 / 4
Ming-Chung (Daniel) Tsai (Vice Chairman)	3 / 4
Wing-Fai Ng (retired on 28 April 2006)	0 / 1

A. 企業管治常規

本行致力實行高水準企業管治，一直遵守香港金融管理局（「金管局」）於二零零一年九月頒佈之「監管政策手冊」內「本地註冊認可機構的企業管治」章節列明的守則。於截至二零零六年十二月三十一日止之會計年度，本行亦一直遵守香港聯合交易所有限公司「證券上市規則」（「上市規則」）內附錄十四所列之企業管治守則。

B. 董事之證券交易

本行已採納「上市規則」附錄十所列之「上市公司董事進行證券交易的標準守則」（「標準守則」），作為本行董事進行證券交易之行為守則。

本行已向所有董事作出有關於本期間任何違反「標準守則」之特定查詢，而彼等皆確認已完全遵守「標準守則」所列之要求。

C. 董事會

- (1) 董事會報告書中載有本行董事會（「董事會」）之詳情。於本財政年度內，董事會已舉行四次會議。各董事出席該等會議之情況載列如下：

董事	出席次數
執行董事	
李晉頤 (董事總經理兼行政總裁)	4 / 4
范上欽 (於二零零六年七月一日辭任)	2 / 2
張明遠 (於二零零六年四月二十八日獲選任)	3 / 3
葉強華 (於二零零六年七月一日獲委任)	2 / 2
非執行董事	
蔡明興 (主席)	3 / 4
蔡明忠 (副主席)	3 / 4

Victor Kung	3 / 4
Jesse Ding	2 / 4

Independent Non-Executive Directors

Robert James Kenrick	4 / 4
Moses K. Tsang	4 / 4
Hung Shih	4 / 4

- (2) In meeting its overall duties and responsibilities to shareholders, depositors, creditors, employees and other stakeholders, the Board is responsible to ensure that there is a competent executive management which is able to run the Bank in a sound and efficient manner.

The Board is also responsible for establishing the overall business objectives of the Bank and to approve and review the corresponding business strategies and plans (including annual budgets) from time to time. The Board is also required to ensure that the operations of the Bank are conducted prudently and within the laws and regulations of the Hong Kong Special Administrative Region and thus, establishes, approves and reviews such policies, codes of conduct, guidelines and systems as the Board may think necessary and appropriate from time to time.

The Board also ensures that the Bank observes a high standard of integrity in its dealings with the public and particular care is taken to comply with applicable laws and regulations (such as the Personal Data (Privacy) Ordinance, Prevention of Bribery Ordinance etc), prevention of money laundering legislation, industry standards (such as the Code of Banking Practice) and regulatory guidelines issued by the HKMA, the Securities and Futures Commission and other relevant regulatory authorities.

In addition, the Board regularly establishes, approves and reviews risk management strategies and policies of the Bank as it may think necessary and appropriate from time to time to identify, measure, monitor and control the various types of risk with which the Bank is faced, such as but not limited to credit, operational, market, reputational and liquidity risks. It also oversees the overall investments (other than in the ordinary course of its banking and securities business) of the Bank in assets such as property, equities or bonds.

The Board also ensures that the staff of the Bank fully understands and complies with the provisions of Section 83 of the Banking Ordinance on connected lending and has established a policy on such lending.

吳榮輝	0 / 1
(於二零零六年四月二十八日退任)	

龔天行	3 / 4
丁予康	2 / 4

獨立非執行董事

甘禮傑	4 / 4
曾國泰	4 / 4
石宏	4 / 4

- (2) 董事會有責任確保行政管理層具備合理及有效的方式經營本行之能力，以履行其對股東、存戶、債權人、僱員及其他相關人士之義務及責任。

董事會亦有責任建立本行之全盤業務目標，並不時批核及檢討相應之業務策略及計劃（包括年度財政預算）。董事會亦須確保本行謹慎營運並遵守香港特別行政區之法例及法規，從而於董事會認為有必要及適當時不時建議、批准及審核該等政策、行為守則、指引及系統。

董事會亦須確保本行於其對公眾之交易中遵循高標準誠信準則，並特別留意須遵守法例及法規（例如「個人資料（私隱）條例」、「防止賄賂條例」等）、防止清洗黑錢法例、行業標準（例如「銀行營運守則」），以及由金管局、證券及期貨事務監察委員會及其他相關監管機構頒佈之規管指引。

此外，董事會於其認為有必要及適當時不時定期建立、批准及審核銀行之風險管理策略及政策，以找出、計算、監察及控制各類本行所面對之風險，其中包括惟不僅限於信貸、營運、市場、聲譽及流動資金風險。董事會亦監察本行之物業、股權或債券等全盤資產之投資，惟一般之銀行及證券業務除外。

董事會亦確保本行職員完全理解及遵守「銀行條例」第 83 部分之有關關連借貸之條文，並就該等借貸訂立政策。

The Board also focuses on effectively overseeing and managing the business of the Bank including delegating duties and responsibilities to the Managing Director and Chief Executive Officer or through the appointment of Directors to specialised Board committees with all decisions and approvals being subject to review and ratification by the Board.

D. CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Details of the Chairman, Ming-Hsing (Richard) Tsai, and the Chief Executive Officer, Jin-Yi Lee, have been set out in the Directors' Report. The roles of the Chairman and the Chief Executive Officer were segregated throughout the financial year.

The Chairman is responsible for the leadership and effective running of the Board, and ensuring that all key and appropriate issues are discussed by the Board in a timely and constructive manner.

The Managing Director and Chief Executive Officer is responsible without interference from individual Directors for the day to day general management and control of the Bank's business and operation under delegated power and authority of the Board. However the Managing Director and Chief Executive Officer has discretion to consult and obtain guidance from the other Directors or the Board when he considers necessary.

E. NON-EXECUTIVE DIRECTORS

The Listing Rules require every listed issuer to have at least three Independent Non-Executive Directors, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. The Board comprises a total of ten Directors, three of whom are Independent Non-Executive Directors and more than one of them hold appropriate professional qualifications, or accounting or related financial management expertise.

Each of the Independent Non-Executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Bank is of the view that all Independent Non-Executive Directors are independent and meet the independence guidelines set out in Rules 3.13 of the Listing Rules.

Among the members of the Board, Ming-Chung (Daniel) Tsai, Vice Chairman is the brother of Ming-Hsing (Richard) Tsai, Chairman, both of whom represent the substantial shareholder of the Bank, Fubon Financial Holding Co., Ltd.

董事會亦專注於有效監察及管理銀行之業務，包括透過授權董事總經理及行政總裁，或委任董事加入專責委員會，再經由董事會審核及批准所有決定。

D. 主席及行政總裁

董事會報告書載有主席蔡明興及行政總裁李晉頤之詳細資料。主席及行政總裁之職能於本財政年度乃互相獨立。

主席負責董事會之領導和運作，並確保所有重大及需要處理的事務得以有效及有建設性地進行商議。

董事總經理及行政總裁可根據董事會之授權，負責日常管理及本行之業務營運，而不受任何個別董事之影響。然而，董事總經理及行政總裁可於必要時酌情向任何董事或董事會進行諮詢及獲取指引。

E. 非執行董事

「上市規則」要求各上市發行人最少設有三名獨立非執行董事，其中最少一名必須擁有適當之專業資格，或具備會計或相關財務管理專長。董事會共有十位董事，當中三位為獨立非執行董事，而其中不止一位擁有適當之專業資格，或具備會計或相關財務管理專長。

各獨立非執行董事已根據「上市規則」第 3.13 條之規定提交其獨立性週年確認書。本行認為所有獨立非執行董事均保持獨立並符合「上市規則」第 3.13 條所載之獨立性指引。

在董事會成員當中，副主席蔡明忠乃主席蔡明興之胞弟，而兩位均為本行之大股東富邦金融控股股份有限公司之代表。

根據本行之組織章程細則，所有董事均需於股東週年常會上膺選輪任及連任。

All Directors are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Bank.

F. REMUNERATION COMMITTEE

The Remuneration Committee comprises the Board's Non-Executive Chairman, Non-Executive Vice Chairman and three Independent Non-Executive Directors. The Committee meets as required to review and approve the remuneration packages for senior executives which include the Chief Executive Officer, Executive Directors, and Executive Vice Presidents. Executive Directors do not play a part in decisions on their own remuneration. During the financial year, one meeting was held. Each Director's attendance at the meeting is set out below:

DIRECTORS	ATTENDANCE
Ming-Hsing (Richard) Tsai (Chairman)	1 / 1
Ming-Chung (Daniel) Tsai (Vice Chairman)	1 / 1
Robert James Kenrick	1 / 1
Moses K. Tsang	1 / 1
Hung Shih (appointed on 13 January 2006)	1 / 1

During the year, the Remuneration Committee approved the continued employment of Jin-Yi Lee as the Managing Director and Chief Executive Officer effective 20 July 2006 and the continued employment of Michael Chang Ming-Yuen as an Executive Vice President and Head of Support and Risk Management Group effective 9 August 2006.

The Remuneration Committee also discussed the average staff salary increase for 2007 and the 2006 staff bonuses and recommended its decision to the Board of Directors for approval. The Remuneration Committee also approved 2007 salary increases and 2006 bonuses for the Executive Vice Presidents.

G. AUDIT COMMITTEE

The Bank has complied with Rule 3.21 of the Listing Rules in relation to the composition of the Audit Committee. The Audit Committee comprises three members, one Non-Executive Director and two Independent Non-Executive Directors. The Audit Committee is chaired by Robert James Kenrick, an Independent Non-Executive Director who has appropriate accounting professional qualifications. It meets

F. 薪酬委員會

薪酬委員會由董事會之非執行主席、非執行副主席及三名獨立非執行董事組成。該委員會按需要舉行會議，以審閱及批核高級行政人員（包括行政總裁、執行董事及執行副總裁）之薪酬方案。執行董事並無參與與其相關之薪酬決策討論。於本財政年度內，薪酬委員會曾經舉行一次會議。各董事出席會議之情況如下：

董事	出席
蔡明興 (主席)	1 / 1
蔡明忠 (副主席)	1 / 1
甘禮傑	1 / 1
曾國泰	1 / 1
石宏 (於二零零六年一月十三日獲委任)	1 / 1

於本年度內，薪酬委員會批准繼續聘用李晉頤擔任董事總經理兼行政總裁，任期於二零零六年七月二十日生效。張明遠亦獲繼續聘用為執行副總裁兼營運風險及後勤支援部主管，任期於二零零六年八月九日生效。

薪酬委員會亦就職員二零零七年之平均薪金增幅及二零零六年之花紅進行討論，並向董事會提出批准之建議。薪酬委員會亦批准執行副總裁二零零七年之薪金增幅及二零零六年之花紅。

G. 審核委員會

本行就審核委員會之組成已遵守「上市規則」第 3.21 條之規定。審核委員會由三位成員組成，包括一名非執行董事及兩名獨立非執行董事。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甘禮傑任主席。該委員會每年舉行四次會議，並在有需要時舉行特別會議。於本財政年度內，該委員會已舉行四次會議。各董事出席會議之情況如下：

at least four times a year and additionally when deemed necessary. During the financial year, four meetings have been held and each Director's attendance at the meeting is set out below:

DIRECTORS	ATTENDANCE
Robert James Kenrick	4 / 4
Victor Kung	4 / 4
Hung Shih	4 / 4

The Audit Committee ensures adequate supervision of the Bank's financial reporting processes, reviews the internal audit programme and reports, ensures co-ordination between the internal and external auditors, and monitors the compliance with internal policies, statutory regulations and recommendations made by the external auditors.

During the financial year, the Audit Committee has reviewed the Bank's financial reporting process and the systems of internal control, including reviews of the internal audit functions and the risk management process. In particular, the reviews undertaken by Audit Committee on the internal audit function include reviews of the internal audit program, the internal audit reports issued, the major findings from any investigation and remedial actions taken by the relevant departments in response to the findings.

The Audit Committee also reviewed the appointment of the external auditors and discussed with them on the nature and scope of the audits. In addition, any issues arising from their audits together with the follow up actions taken by the Bank to address these issues have also been examined by the Audit Committee. The Audit Committee also reviewed the interim and annual financial statements before recommending them to the Board for approval. It also reviewed the Bank's statement on internal control systems in the annual report prior to the endorsement by the Board.

H. EXECUTIVE CREDIT COMMITTEE

The Executive Credit Committee comprises the Chairman, Vice Chairman and two Executive Directors. This committee serves as the Credit Committee of the Board of Directors to review and approve credit proposals within limits assigned by the Board.

I. MANAGEMENT COMMITTEE

The Management Committee comprises the Bank's Chief Executive Officer, Executive Directors, Chief Financial Officer, Head of Legal and Compliance Department and senior managers as appointed by the Chief Executive Officer. The Committee is the key decision

董事	出席次數
甘禮傑	4 / 4
龔天行	4 / 4
石宏	4 / 4

審核委員會確保對本行之財務申報程序進行足夠之監管、檢討內部審核程序及報告、確保內部及外聘核數師互相協調，以及監控遵守內部政策、法規及由外聘核數師所提出之建議。

於本財政年度內，審核委員會已就本行之財務報告編制程序及內部監控系統作出檢討，其中包括內部審核職能及風險管理程序。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方案、已發佈之內部審核報告、任何調查所發現之主要問題，以及相關部門就有關問題所採取之補救行動。

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。此外，審核委員會亦就審計所發現之問題及本行所採取之相應解決行動進行審核。審核委員會亦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，並在建議董事會批准年報所載之本行有關內部監控系統之聲明之前，審閱有關聲明。

H. 執行信貸委員會

執行信貸委員會由主席、副主席及兩位執行董事組成。委員會以董事局信貸委員會的身分，按董事局授予的權限，審閱及批核信貸建議。

I. 管理委員會

管理委員會由本行的行政總裁、執行董事、財務總監、法律及合規部主管，以及行政總裁所委任的高級管理人員組成。委員會乃本行重要的決策組織，主要職責是制定本行所有主要部門的業務策略。同時，委員會在業務策略的推行過程中，亦負責協調各部門的工作，監察已批准業務策略的實施進度，以及檢討工作是否合乎業務目標及預期表現。

making body for the Bank and is responsible mainly for formulation of the Bank's business strategies in all major business units. The Committee also coordinates among business units during the implementation process, monitors the implementation of the approved business strategies and reviews the achievement of business targets and objectives.

J. ASSET AND LIABILITY COMMITTEE

The Asset and Liability Committee comprises the Bank's Chief Executive Officer, Executive Directors, Chief Financial Officer, Head of Treasury, and senior managers as appointed by the Chief Executive Officer. The Committee meets at least bi-weekly with the internal auditor and compliance officer attending the meeting as observers to ensure overall compliance with the Bank's governing policies. The Committee's main responsibilities include regular review of the Bank's operations relating to interest rate risk and liquidity risk and in particular the Bank's ability to meet its funding obligations, and its compliance with statutory liquidity and capital adequacy requirements. The Committee regularly reviews and endorses, for the Board's approval, the Bank's policies governing asset and liability management, investment, and other risk management issues. It also formulates both long term strategy for the sources and uses of funds and short term directives to address prevailing conditions and monitors the implementation of these strategies and directives. In addition, the Asset and Liability Committee assesses the risk and profitability of new products proposed by business units and approves new products.

K. NOMINATION OF DIRECTORS

The Board has not established a nomination committee. As a substantial shareholder holding 75% of the shares of the Bank, Fubon Financial Holding Co., Ltd is involved in the process of nominating new Directors. The appointment of new Directors will be considered and approved by the full Board of Directors or Shareholders in accordance with the Articles of Association of the Bank.

Those directors appointed by the Board of Directors during the year shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

During the financial year, Michael Chang Ming-Yuen was elected an Executive Director by an ordinary resolution at the Annual General Meeting to fill a casual vacancy and James Yip was appointed an Executive Director by the Board of Directors to fill a casual vacancy.

J. 資產負債委員會

資產負債委員會由本行的行政總裁、執行董事、財務總監、司庫主管，以及行政總裁所委任的高級管理人員組成。委員會與內部核數師最少每兩星期舉行一次會議，並由合規部主管列席旁聽，以確保全面符合本行既有的管治政策。委員會的主要職責，包括定期檢討本行涉及利率風險及流動資金風險的業務，特別針對本行應付債務的能力及遵守法定流動資金及資本充足要求事宜。委員會定期審閱及批核本行有關資產及負債管理、投資及其他風險管理事宜的政策，以上呈予董事局批准。委員會亦制定資源及資金運用的長遠政策，以及因應情況擬定短期方針應付當時需要，同時檢討該等政策及方針的推行情況。此外，資產及負債委員會亦會評估業務部門所建議新產品涉及的風險及盈利能力，並審批有關產品。

K. 董事提名

董事會並未成立提名委員會。持有本行 75% 權益之大股東富邦金融控股股份有限公司將參與提名新董事之程序。根據本行之章程細則，委任新董事須由全體董事會成員或股東審核及批准。

董事會所委任之董事須於本財政年度內履行工作直至下一個股東週年常會，並有資格膺選連任。

於本財政年度內，張明遠於股東週年常會上經一般動議通過獲委任為執行董事，以填補有關空缺，而葉強華亦獲董事會委任為執行董事，以填補有關空缺。

L. AUDITORS' REMUNERATION

An analysis of the remuneration in respect of audit and non-audit services provided by the auditors to the Bank is set out below:

	2006 HK\$000
Statutory audit, including interim review	2,113
Tax compliance	123
Advisory*	357
	2,593

* The advisory fee was paid to the auditors for carrying out agreed upon procedures for the establishment of the Bank's Euro Medium Term Note Programme and also the issue of US\$200 million subordinated notes.

M. INTERNAL CONTROLS

The Board is responsible for the Bank's system of internal control and for reviewing its effectiveness.

The Bank's internal control systems comprise the following key measures and provide reasonable assurance of effective and efficient operations, quality internal and external reporting and compliance with applicable laws and regulations.

Functional committees are established to monitor risks and controls in specific areas of potential risk.

A clear organization structure with well defined authority and responsibilities enables effective checks and balances.

All major Bank policies are set and approved by the Board. Detailed processes are defined and documented. These procedures include specific operational, financial and compliance controls which facilitate segregation of duties, accuracy of reporting and proper control over assets and risk exposure.

Comparisons of actual performance against budgets and business analysis are reviewed by the Board on a quarterly basis reflecting monitoring, assessment and control of performance of business, state of its affairs and potential risk.

There are policies and procedures in place to identify possible risk the Bank may face. Appropriate risk management policies and risk limits and guidelines have been established by the Board to monitor

L. 核數師之薪酬

就由核數師向本行提供之審計及非審計服務之薪酬分析如下：

	二零零六年 千港元
法定審計（包括中期審閱）	2,113
稅務諮詢	123
顧問*	357
	2,593

* 為就本行設立的「歐元中期票據計劃」及發行 2 億美元後償債券執行商定程序而向核數師支付顧問費。

M. 內部監控

董事會亦負責本行的內部監控系統及檢討其有效性。

本行的內部監控系統包括下列主要措施，並提供有效營運的合理保證、優質內外申報以及遵照適用法例和法規。

功能委員會乃為了替特定潛在風險範疇進行監察風險和監控而成立。

一個具有妥善界定的權限和職責的清晰組織架構，將有利於有效的牽制與平衡。

本行所有主要政策均由董事會制定和批准，並界定和仔細記錄詳盡的程序。此等程序包括特定的營運、財務及法規監控，以方便分工、準確申報及對資產和風險度的適當監控。

董事會每季均會審閱實際表現與預算的比較以及業務分析，而該等比較及分析乃反映對業務表現、其事務狀況和潛在風險的監察、評估及監控。

為識別本行可能面對的風險，亦已制定政策和程序。董事會已建立合適的風險管理政策以及風險限度和指引，以對所識別的風險加以監察

and control the risk identified. Risk management reports are submitted regularly to the respective committees assigned for monitoring and assessment of risks associated with the Bank's business and operations.

The internal audit function of the Bank conducts independent reviews and tests to evaluate the effectiveness of internal control and risk management systems on a continuous basis. All findings are reported to the Audit Committee on a quarterly basis. Measures to implement improvement are reviewed and monitored periodically. The Audit Committee reviews and assesses material findings and submits quarterly reports to the Board.

The internal audit function of the Bank conducted the review of effectiveness of the Bank's internal control system for the year of 2006 and has submitted its report to the Audit Committee and the Board. Measures have been taken to implement control recommendations.

N. FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements and are not aware of any material uncertainty that may cast significant doubt upon the Group's or the Bank's ability to continue as a going concern. The Audit Committee has conducted a review of the effectiveness of the Group's system of internal control, including financial, operational and compliance controls and risk management functions and reported significant matters identified in the review to the Board. The Audit Committee has recommended to the Board the re-appointment of the auditors, which has been accepted by the Board.

The auditors are responsible for forming an independent opinion on whether the financial statements give a true and fair view of the state of affairs of the Bank and the Group as at 31 December 2006 and of the Group's profit and cash flows for the year then ended and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

和監控。有關風險管理報告會定期呈交予獲指派監察及評估與本行業務及營業有關的風險的各有關委員會。

本行的內部審核部門進行獨立檢討和測試，從而持續地評估內部監控和風險管理系統的有效性。於每個季度，向審核委員會呈交報告，而改善措施的執行則會定期進行檢討及審監。審核委員會檢討及評估重大發現，並按季向董事會匯報情況。

本行的內部審核部門已替本行於二零零六年的內部監控系統進行有效性檢討，並已將其報告提交至審核委員會及董事會，另亦已採取措施實踐對於監控的建議。

N. 財務報告

董事負責編制財務報告，且並不知悉任何可能會對本集團或本行繼續發展構成重要影響之重大不明朗因素。審核委員會已檢討本集團之內部監控系統（包括財務、營運及規管遵從控制）及風險管理職能，並向董事會呈報於審核中發現之重大事務。審核委員會已就重新委任核數師事宜向董事會提交建議，且獲董事會接納。

核數師負責就財務報告是否真實及公平反映本行及本集團截至二零零六年十二月三十一日之財務狀況及本集團截至該日止年度之溢利及現金流量，以及有關財務報告是否根據《香港公司條例》妥為編制提供獨立意見。