



創興銀行有限公司
Chong Hing Bank Limited

2012

年報

Annual
Report

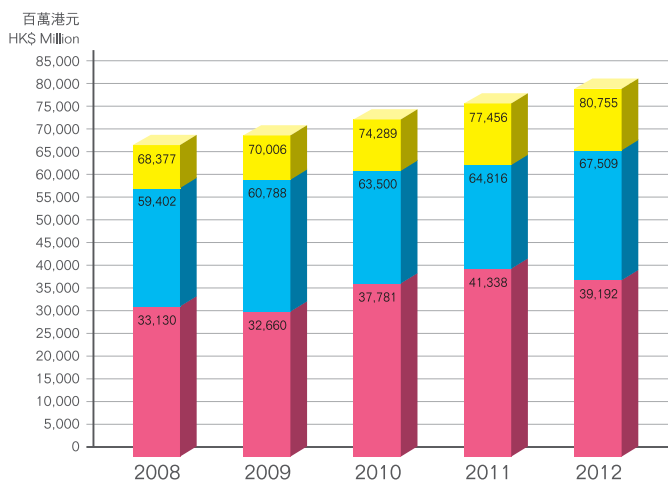
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五年財務概況

FIVE-YEAR FINANCIAL SUMMARY

客戶貸款總額 / 客戶存款總額 / 資產總額

TOTAL ADVANCES TO CUSTOMERS / TOTAL CUSTOMERS' DEPOSITS / TOTAL ASSETS



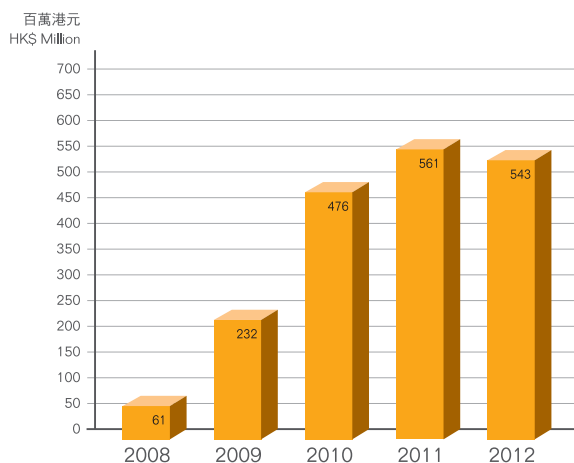
資金總額

TOTAL EQUITY



股東應佔溢利

PROFIT ATTRIBUTABLE TO SHAREHOLDERS



榮譽主席

Honorary Chairman

廖烈文先生 GBS, JP, FIBA

Mr LIU Lit Man, GBS, JP, FIBA

董事會

Board of Directors

常務董事

Executive Directors

廖烈武博士 LLD, MBE, JP
(主席)

Dr LIU Lit Mo, LLD, MBE, JP
(Chairman)

廖烈智先生
(副主席兼董事總經理)

Mr LIU Lit Chi
(Deputy Chairman and Managing Director)

劉惠民先生
(行政總裁)

Mr LAU Wai Man
(Chief Executive Officer)

廖鐵城先生
(副行政總裁)

Mr Don Tit Shing LIU
(Deputy Chief Executive Officer)

廖俊寧先生

Mr Wilfred Chun Ning LIU

非常務董事

Non-executive Directors

何家樂先生

Mr HE Jiale

堀越秀一先生

Mr Hidekazu HORIKOSHI

廖坤城先生

Mr Christopher Kwun Shing LIU

周卓如先生 BBS, JP

Mr Alfred Cheuk Yu CHOW, BBS, JP

孟慶惠先生

Mr MENG Qinghui

獨立非常務董事

Independent Non-executive Directors

陳有慶博士 GBS, LLD, JP

Dr Robin Yau Hing CHAN, GBS, LLD, JP

范華達先生

Mr Timothy George FRESHWATER

謝德耀先生

Mr Wanchai CHIRANAKHORN

鄭毓和先生

Mr CHENG Yuk Wo

馬照祥先生

Mr Andrew Chiu Cheung MA

其他副行政總裁

Other Deputy Chief Executive Officers

曾昭永先生
資訊科技處

Mr TSANG Chiu Wing
Information Technology Division

王克嘉先生
信貸風險管理處

Mr WONG Har Kar
Credit Risk Management Division

公司資料

CORPORATE INFORMATION

於二零一三年三月七日
as of 7 March 2013

總經理

屈肇祥先生
零售銀行處

陳凱傑先生
財務及資金管理處

朱惠雄先生
財富管理處

楊建華先生
企業事務處
公司秘書兼法律顧問

李婉華女士
企業銀行業務處

General Managers

Mr Patrick Siu Cheung WAT
Retail Banking Division

Mr Frederick Hoi Kit CHAN
Finance & Treasury Management Division

Mr Kevin Wai Hung CHU
Wealth Management Division

Mr Michael Kin Wah YEUNG
Corporate Affairs Division
Company Secretary & Legal Counsel

Ms Teresa Yuen Wah LEE
Corporate & Commercial Banking Division

註冊辦事處

香港德輔道中二十四號
創興銀行中心地下
電話：(852) 3768 1111
傳真：(852) 3768 1888
電訊：75700 LCHB HX
環球銀行財務電信代號：LCHB HK HH
網址：<http://www.chbank.com>
電郵：info@chbank.com

Registered Office

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Telephone : (852) 3768 1111
Facsimile : (852) 3768 1888
Telex : 75700 LCHB HX
SWIFT BIC : LCHB HK HH
Website : <http://www.chbank.com>
E-mail : info@chbank.com



主要法律顧問

蔣尚義律師行
的近律師行
何君柱、方燕翔律師樓
周卓如律師行

Principal Legal Advisers

Anthony Chiang & Partners
Deacons
K C Ho & Fong
Kwan & Chow

核數師

德勤·關黃陳方會計師行

Auditors

Deloitte Touche Tohmatsu

股份登記及過戶處

香港中央證券登記有限公司

Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited

股份代號及簡稱

本銀行(一)股份及(二)於二零二零年到期之後償票據於香港聯合交易所有限公司之股份代號及簡稱分別為(一)01111(創興銀行)及(二)04327(CH BANK N2011)。

Stock Codes and Short Names

The Stock Exchange of Hong Kong Limited's Stock Codes and Short Names in respect of the Bank's (i) shares and (ii) subordinated notes due 2020 are (i) 01111 (CHONG HING BANK) and (ii) 04327 (CH BANK N2011), respectively.

董事及高級管理人員之個人簡歷

董事會

常務董事

廖烈武博士 LLD, MBE, JP

七十五歲，本銀行主席，於一九五八年獲委任為董事，一九六一年至一九七三年曾任董事副總經理。現時兼任廖創興企業有限公司主席兼董事總經理及中華汽車有限公司董事。公益社團方面，廖博士於一九六七年任東華三院主席，而現任顧問局顧問，亦曾任潮州商會會長，香港足球總會主席及國際扶輪社三四五零區區總監。現任香港中文大學聯合書院校董及廖寶珊紀念書院校董。於一九七七年獲英女皇頒贈銀禧紀念勳章。廖博士於二零零五年獲嶺南大學頒授榮譽法學博士。

廖烈智先生

七十三歲，本銀行副主席兼董事總經理。廖先生於本銀行服務逾五十年，並曾於二零零二年四月二十五日至二零一三年三月六日為本銀行之行政總裁。廖先生在香港及英國接受教育，自一九五八年獲委任為董事，並從一九六一年開始出任常務董事。廖先生亦自一九七二年起為廖創興企業有限公司執行董事，該公司為於香港聯合交易所有限公司上市之公眾公司，及擔任多間香港及其他地方公司之董事。

劉惠民先生

五十四歲，本銀行之常務董事及自二零一三年三月七日起獲委任為其行政總裁。劉先生持有法律學士及工商管理碩士學位，現為香港會計師公會會員及CFP^{CM}認可財務策劃師，亦曾為特許公認會計師公會資深會員及澳洲銀行學會高級會士。劉先生於一九八八年加入本銀行為其總稽核；於二零零一年八月獲委任為本銀行董事。劉先生曾於二零零七年七月十一日至二零一三年三月六日為本銀行之副行政總裁。入職本銀行前，劉先生曾任職於國際性銀行及跨國會計師行。

BIOGRAPHICAL DATA ABOUT DIRECTORS AND SENIOR MANAGEMENT

Board of Directors

Executive Directors

Dr LIU Lit Mo, LLD, MBE, JP

aged 75, is the Chairman of the Bank. He was appointed a Director in 1958 and was a Deputy Managing Director of the Bank from 1961 to 1973. Dr Liu is also the Chairman and Managing Director of Liu Chong Hing Investment Limited and a Director of China Motor Bus Company Limited. As for community service, Dr Liu was the Chairman of Tung Wah Group of Hospitals in 1967 and is now serving as an Adviser of the Group. He had also been President of the Hong Kong Chiu Chow Chamber of Commerce, Chairman of Hong Kong Football Association and District Governor of District 3450, Rotary International. Presently, he is a member of the Board of Trustees of United College, The Chinese University of Hong Kong and a Manager of Liu Po Shan Memorial College. He was awarded Silver Jubilee medal by Her Majesty the Queen in 1977. Dr Liu was conferred an Honorary Doctor's degree in Laws by the Lingnan University in 2005.

Mr LIU Lit Chi

aged 73, is the Deputy Chairman and Managing Director of the Bank. Mr Liu has served the Bank for more than 50 years and was Chief Executive Officer of the Bank from 25 April 2002 to 6 March 2013. Mr Liu, who was educated in Hong Kong and the United Kingdom, has been appointed as a Director since 1958 and an Executive Director since 1961. Mr Liu has also been an Executive Director of Liu Chong Hing Investment Limited, a public listed company on The Stock Exchange of Hong Kong Limited, since 1972 and holds directorship in a number of companies in Hong Kong and elsewhere.

Mr LAU Wai Man

aged 54, is an Executive Director of the Bank and has been appointed its Chief Executive Officer since 7 March 2013. He holds a Bachelor of Law degree and a Master of Business Administration degree. Mr Lau is a member of the Hong Kong Institute of Certified Public Accountants and a Certified Financial Planner^{CM}. He was a fellow of the Association of Chartered Certified Accountants and a senior associate of the Australian Institute of Bankers. Mr Lau joined the Bank as its Chief Auditor in 1988 and became a Director of the Bank in August 2001. He was a Deputy Chief Executive Officer of the Bank from 11 July 2007 to 6 March 2013. Before joining the Bank, he had worked for an international bank and an international accounting firm.

公司資料

CORPORATE INFORMATION

於二零一三年三月七日
as of 7 March 2013

廖鐵城先生

五十歲，現任本銀行常務董事兼副行政總裁，監督本銀行之企業銀行業務處及財富管理處。廖先生於牛津大學畢業，為英格蘭及威爾斯特許會計師公會會員和香港會計師公會資深會員。廖先生於一九九二年加入本銀行。

廖俊寧先生

五十一歲，常務董事，負責本銀行之證券業務處。廖先生擁有英國 University of Newcastle-upon-Tyne 經濟學士學位。廖先生於一九九三年加入本銀行，一九九八年出任董事。

Mr Don Tit Shing LIU

aged 50, is an Executive Director and Deputy Chief Executive Officer supervising of the Corporate & Commercial Banking Division and the Wealth Management Division of the Bank. He graduated from Oxford University and is an associate member of the Institute of Chartered Accountants in England & Wales and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr Liu joined the Bank in 1992.

Mr Wilfred Chun Ning LIU

aged 51, is an Executive Director in charge of the Securities Business Division of the Bank. He holds a Bachelor's degree in Economics from University of Newcastle-upon-Tyne (UK). He joined the Bank in 1993 and became a Director in 1998.

非常務董事

何家樂先生

五十八歲，自二零一二年五月起為本銀行非常務董事。他為中遠(香港)集團有限公司財務總監及中國遠洋控股股份有限公司若干附屬公司董事。何先生於一九七四年加入中遠集團，一九九八年出任中遠集裝箱運輸有限公司總會計師，二零零三年出任中遠(香港)集團有限公司財務總監。何先生亦於二零零三年至二零零五年及二零零三年至二零零六年期間分別擔任中遠太平洋有限公司及中遠國際控股有限公司執行董事。何先生歷任上海遠洋運輸公司財務處副處長、中遠集團集裝箱運輸總部財務部副總經理、中國遠洋運輸(集團)總公司財金部副總經理、中遠集裝箱運輸有限公司總會計師及中國遠洋控股股份有限公司財務總監等職。何先生擁有三十多年航運業經驗，擁有豐富的財務及金融管理經驗。何先生畢業於上海大學管理科學與工程研究生班，為高級會計師。

Non-executive Directors

Mr HE Jiale

aged 58, has been a Non-executive Director of the Bank since May 2012. He is the Financial Controller of COSCO (Hong Kong) Group Limited and a director of certain subsidiaries of China COSCO Holdings Company Limited. Mr He joined the COSCO Group in 1974. He was the Chief Accountant of COSCO Container Lines Company Limited in 1998 and the Financial Controller of COSCO (Hong Kong) Group Limited in 2003. He was also an Executive Director of COSCO Pacific Limited and COSCO International Holdings Limited during 2003 to 2005 and 2003 to 2006 respectively. Mr He had been the Deputy Director of the Finance Division of Shanghai Ocean Shipping Company, the Deputy General Manager of Finance Department of the COSCO Container Lines, the Deputy General Manager of Finance and Capital Department of China Ocean Shipping (Group) Company, the Chief Accountant of COSCO Container Lines Company Limited and the Chief Financial Officer of China COSCO Holdings Company Limited. Mr He has over 30 years of experience in the shipping industry and has extensive experience in corporate finance and finance management. Mr He graduated from the postgraduate studies of Management Science and Engineering from Shanghai University. He is a senior accountant.

堀越秀一先生

五十一歲，自二零一二年八月起為本銀行非常務董事。堀越先生為三菱東京UFJ銀行執行役員、香港區主管及香港分行總經理。堀越先生於一九八四年加入當時之東京銀行（現稱「三菱東京UFJ銀行」），擁有超過二十八年銀行業務經驗。堀越先生的經驗涵蓋企業銀行業務、企業策劃及環球銀行業務。其間，堀越先生曾獲委任於該行美國分行策劃部及日本東京環球策劃部副總經理，亦曾獲委任為駐英國倫敦歐洲業務區總經理。堀越先生於一九八四年畢業於一橋大學，持有經濟學學士學位及於一九九零年畢業於加拿大蒙特利爾麥基爾大學，持有工商管理學碩士學位。

Mr Hidekazu HORIKOSHI

aged 51, has been a Non-executive Director of the Bank since August 2012. Mr Horikoshi is the Executive Officer, Regional Head for Hong Kong and General Manager of The Bank of Tokyo-Mitsubishi UFJ, Ltd, Hong Kong Branch. He joined The Bank of Tokyo, Ltd (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd) in 1984 and has more than 28 years of experience in banking. Mr Horikoshi's experience lies in corporate banking, corporate planning and global banking activities. During this period, Mr Horikoshi was appointed to work in Planning Division for the Americas in United States of America and Global Planning Division in Tokyo, Japan as Deputy General Manager, and served as the General Manager of European Business Division in London, United Kingdom. Mr Horikoshi graduated from Hitotsubashi University in 1984 with a Bachelor's Degree in Economics and McGill University in Montreal, Canada with Master of Business Administration's Degree in 1990.

廖坤城先生

三十七歲，自二零零零年出任本銀行董事。廖先生亦自二零零零年起在廖創興企業有限公司（本銀行之母公司）出任非執行董事及廖烈忠醫生（該公司非執行董事）之替代董事，緊隨於二零零八年八月起轉任該公司之執行董事。廖先生持有英國牛津大學法律系榮譽碩士學位，為英國及香港合資格律師。於全職加盟廖創興企業有限公司前，廖先生為香港的近律師行合夥人，主理企業融資、收購及合併，以及私人股權等事務。廖先生現時仍為該國際律師行之法律顧問。

Mr Christopher Kwun Shing LIU

aged 37, has been a Director of the Bank since the year 2000. Mr Liu is also an Executive Director of Liu Chong Hing Investment Limited (the Bank's parent company) (the "Company"), a post which he has held since August 2008 following a re-designation from his previous role since 2000 as Non-executive Director of the Company and Alternate Director to Dr Liu Lit Chung (who is a Non-executive Director of the Company). A holder of a Master of Arts degree in Jurisprudence from the University of Oxford, Mr Liu is a qualified solicitor in both England & Wales and Hong Kong. Prior to his joining Liu Chong Hing Investment Limited on a full-time basis, he was a partner of Deacons in Hong Kong focusing on corporate finance, mergers and acquisitions and private equity matters, and currently remains as an advisory legal counsel of the international law firm.

廖先生身兼中國廣東省佛山市政協委員及北京海外聯誼會理事。廖先生亦是香港潮州商會會董、廣東外商公會常務理事、佛山市民營企業投資商會副會長、香港青年企業家協會會董及華南青年企業家協會之顧問。除此之外，廖先生對社會和教育充滿熱誠，並任為香港大學及醫管局港島西醫院聯網研究倫理委員會委員及廖寶珊紀念書院校董。

Mr Liu is a member of the Foshan Municipal Committee of the Chinese People's Political Consultative Conference (CPPCC) as well as a Director of Beijing Chinese Overseas Friendship Association (COFA). Mr Liu is also a Director of Hong Kong Chiu Chow Chamber of Commerce, an Executive Director of Guangdong Chamber of Foreign Investors, a Vice-chairman of Foshan Investment Chamber of Private Enterprises, a board member of Entrepreneurs' Organisation (Hong Kong) and a consultant to Entrepreneurs' Organisation (China South). With a passion for the betterment of society and education, he is also a member of the Institutional Review Board of Hong Kong University / Hospital Authority Hong Kong West Cluster and a school manager of Liu Po Shan Memorial College.

公司資料

CORPORATE INFORMATION

於二零一三年三月七日
as of 7 March 2013

周卓如先生 BBS, JP

六十二歲，自二零零三年二月起為董事會成員，於二零零四年九月由本銀行獨立非常務董事轉任非常務董事。周先生於香港大學畢業，獲頒法律學士學位及社會科學（公共行政）碩士學位，擁有十七年政府工作經驗及超過三十年律師資歷。周先生現為香港一家律師行——周卓如律師行——的高級合夥人，他亦是中國委托公證人。

孟慶惠先生

五十七歲，自二零零八年三月起為董事會成員。孟先生為中遠（香港）集團有限公司財務部總經理。孟先生畢業於中南大學，並擁有中國會計師資格。他在企業財務管理及會計方面擁有豐富經驗，亦熟悉制定企業財務計劃。

Mr Alfred Cheuk Yu CHOW, BBS, JP

aged 62, has been a member of the Board since February 2003, was redesignated from Independent Non-executive Director to Non-executive Director of the Bank in September 2004. He graduated from the University of Hong Kong with a Bachelor of Laws degree and a Master of Social Sciences (Public Administration) degree. With 17 years working experience in the civil service and over 30 years as a solicitor, Mr Chow is presently the senior partner of Kwan & Chow, Solicitors, a law firm in Hong Kong. He is also a China-Appointed Attesting Officer.

Mr MENG Qinghui

aged 57, has been a member of the Board since March 2008. Mr Meng is the Managing Director of Finance Division of COSCO (Hong Kong) Group Limited. Mr Meng graduated from Central South University and has the PRC accountant qualification. He has extensive experience in corporate financial management and accounting and is also familiar with corporate financial planning.

獨立非常務董事

陳有慶博士 GBS, LLD, JP

八十歲，自一九八一年十月起為董事會成員，於二零零五年四月由本銀行非常務董事轉任為獨立非常務董事。陳博士現任香港中華總商會之當然永遠榮譽會長及中華全國歸國華僑聯合會副主席。彼亦為香港僑界社團聯合會之創會會長兼主席、中國僑商聯合會之榮譽會長及中國僑商投資企業協會之常務副會長。於一九八八年三月至二零零八年二月期間，陳博士曾擔任中華人民共和國全國人民代表大會之代表。陳博士曾獲泰皇御賜皇冠二等勳章以及於二零零零年獲香港特別行政區政府頒授金紫荊星章。陳博士分別於二零一零年及二零一一年榮獲香港浸會大學及香港大學頒授榮譽大學院士及名譽大學院士。

Independent Non-executive Directors

Dr Robin Yau Hing CHAN, GBS, LLD, JP

aged 80, a member of the Board since October 1981, was redesignated from Non-executive Director to Independent Non-executive Director of the Bank in April 2005. Dr Chan is the Ex-officio Life Honorary Chairman of The Chinese General Chamber of Commerce, Hong Kong and the Vice Chairman of All-China Federation of Returned Overseas Chinese. He is also the Founding Chairman and President of the Hong Kong Federation of Overseas Chinese Associations, the Honorary Chairman of the China Federation of Overseas Chinese Entrepreneurs and the Executive Vice Chairman of the China Overseas Chinese Entrepreneurs Association. Dr Chan was a Deputy to The National People's Congress of the People's Republic of China from March 1988 to February 2008. Dr Chan was awarded the Knight Commander (Second Class) of the Most Noble Order of the Crown of Thailand by His Majesty, the King of Thailand and the Gold Bauhinia Star by the Government of the HKSAR in 2000. Dr Chan was conferred with the Honorary University Fellowships by Hong Kong Baptist University and the University of Hong Kong in 2010 and 2011 respectively.

范華達先生

六十八歲，自二零一二年八月八日起由本銀行之非常務董事調任為獨立非常務董事。范先生曾於二零零四年九月由本銀行獨立非常務董事調任非常務董事，該獨立非常務董事職務乃范先生於一九九七年四月起首次加入董事會時擔任。范先生亦為董事會特設委員會亞洲良機基金投資委員會成員。范先生自二零一二年起為高盛（亞洲）有限責任公司之顧問董事及自二零零八年起為 Grosvenor Asia Pacific Limited 之非執行主席。范先生曾於一九九九年至二零零零年出任怡富集團主席。范先生為英國及香港執業律師，曾任香港律師會會長。范先生畢業於劍橋大學，隨於一九六七年加入國際性律師行司力達律師樓，任職共二十九年，然後於一九九六年至二零零零年期間加入怡富集團。

謝德耀先生

七十三歲，自一九九八年九月起為本銀行獨立非常務董事，現任泰國曼谷 C Wans Assets Co, Ltd 董事長，具有超過二十五年國際銀行業務經驗。謝先生於一九六四年畢業於香港浸會學院，曾在香港、倫敦、曼谷及馬來西亞多間銀行任職，於一九八五年加入本銀行，並於一九八七年成為董事。於一九九五年離職本銀行前曾任常務董事，主管海外業務發展部，謝先生於一九九五年五月至一九九八年九月期間曾為非常務董事。

Mr Timothy George FRESHWATER

aged 68, has been redesignated from Non-executive Director to Independent Non-executive Director of the Bank since 8 August 2012. Mr Freshwater had been redesignated from Independent Non-executive Director, an office that he had held since April 1997 when he first joined the Board, to Non-executive Director of the Bank in September 2004. He is also a member of the Investment Committee on Asia Opportunity Fund, an ad hoc committee of the Board. He is an Advisory Director of Goldman Sachs (Asia) LLC (since 2012) and Non-executive Chairman of Grosvenor Asia Pacific Limited (since 2008). He was the Chairman of Jardine Fleming (from 1999 to 2000). He is a solicitor in the United Kingdom and Hong Kong and is a past President of the Law Society of Hong Kong. After graduating from Cambridge University, he joined the international law firm Slaughter and May in 1967 and remained with them for 29 years before joining the Jardine Fleming group during 1996 and 2000.

Mr Wanchai CHIRANAKHORN

aged 73, an Independent Non-executive Director of the Bank since September 1998, is the Chairman of Executive Board of Directors of C Wans Assets Co, Ltd. He has more than 25 years of experience as an international banker. Upon graduation from Baptist College, Hong Kong in 1964, he served in banks in Hong Kong, London, Bangkok and Malaysia. He joined the Bank in 1985 and became a Director in 1987. Before his departure in May 1995, Mr Chiranakhorn served as an Executive Director in charge of the Overseas Business Development Department. He was a Non-executive Director from May 1995 to September 1998.

公司資料 CORPORATE INFORMATION

於二零一三年三月七日
as of 7 March 2013

鄭毓和先生

五十二歲，自二零零四年九月起出任本銀行獨立非常務董事。鄭先生亦為本銀行審計委員會及薪酬委員會成員。鄭先生為香港一間商人銀行的創辦人之一，現為一間香港執業會計師行之擁有人。鄭先生持有英國倫敦大學經濟學院經濟科學碩士（會計及財務）及英國肯特大學榮譽文學學士學位（會計）。鄭先生為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員，亦為加拿大安大略省特許會計師公會會員。鄭先生擁有超過二十年金融及企業顧問服務之經驗，專於合併、收購及投資。他曾於倫敦永道會計師事務所（現稱羅兵咸永道會計師事務所）及多倫多瑞士銀行（現稱瑞銀集團）任職，亦曾在多間香港上市公司擔任高級管理職位。鄭先生亦出任若干其他上市公司之董事。

馬照祥先生

七十一歲，自二零零七年八月起出任本銀行獨立非常務董事。馬先生為安馬會計師事務所有限公司（前為馬照祥會計師樓有限公司）之創辦人及前董事，現為美義商理有限公司董事。馬先生於會計、審核及財務方面累積三十多年經驗，彼取得英國倫敦大學倫敦經濟及政治學院經濟學學士學位。馬先生為英格蘭及威爾斯特許會計師公會、香港會計師公會、香港董事學會及香港稅務學會資深會員。馬先生亦現任多家其他於香港上市公司之獨立非執行董事。

其他副行政總裁

曾昭永先生

五十五歲，自二零一三年三月七日起獲委任為本銀行之副行政總裁主管其資訊科技處。曾先生持有香港大學理科碩士（電子商貿及互聯網工程）學位，為英格蘭和威爾斯特許會計師公會會員及香港會計師公會資深會員。曾先生於二零零零年加入本銀行。曾先生曾於二零零五年八月十七日至二零一二年十二月三十日為本銀行常務董事。在加入本銀行前，曾先生曾任一跨國會計師行及一香港主要國際性銀行之高層職員。

Mr CHENG Yuk Wo

aged 52, has been an Independent Non-executive Director of the Bank since September 2004. Mr Cheng is also a member of the Bank's Audit Committee and Remuneration Committee. Mr Cheng, a co-founder of a Hong Kong merchant banking firm, is currently the proprietor of a certified public accountant practice in Hong Kong. Mr Cheng obtained a Master of Science (Economics) degree in Accounting and Finance from the London School of Economics, England and a Bachelor of Arts (Honours) degree in Accounting from the University of Kent, England. He is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Accountants of Ontario, Canada. Mr Cheng has more than 20 years of expertise in financial and corporate advisory services in mergers, acquisitions and investments. He had worked at Coopers and Lybrand (now known as PricewaterhouseCoopers) in London and Swiss Bank Corporation (now known as UBS AG) in Toronto, and held senior management positions in a number of Hong Kong listed companies. Mr Cheng also serves as a Director for certain other listed companies.

Mr Andrew Chiu Cheung MA

aged 71, has been an Independent Non-executive Director of the Bank since August 2007. Mr Ma is a founder and former director of AMA CPA Limited (formerly known as Andrew Ma DFK (CPA) Limited). He is presently a Director of Mayee Management Limited. Mr Ma has more than 30 years' experience in the field of accounting, auditing and finance. He received his Bachelor's degree in economics from The London School of Economics and Political Science (University of London) in England. Mr Ma is a fellow member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Directors and The Taxation Institute of Hong Kong. He is currently also an Independent Non-executive Director of several other listed companies in Hong Kong.

Other Deputy Chief Executive Officers

Mr TSANG Chiu Wing

aged 55, has been appointed as a Deputy Chief Executive Officer of the Bank since 7 March 2013 and is in charge of its Information Technology Division. He holds a Master of Science degree in Electronic Commerce and Internet Computing from the University of Hong Kong, and is a member of the Institute of Chartered Accountants in England and Wales and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr Tsang joined the Bank in 2000. He was an Executive Director of the Bank from 17 August 2005 to 30 December 2012. Before joining the Bank, he held senior positions in an international accounting firm and a major international bank in Hong Kong.

王克嘉先生

六十歲，自二零一三年三月七日起獲委任為本銀行之副行政總裁主管其信貸風險管理處。王先生為英格蘭和威爾斯特許會計師公會資深會員及香港會計師公會會員。王先生於二零零二年加入本銀行。王先生曾於二零零五年八月十七日至二零一二年十二月三十日為本銀行常務董事。在加入本銀行前，王先生曾任一跨國會計師行及一香港主要國際性銀行之高層職員。

Mr WONG Har Kar

aged 60, has been appointed as a Deputy Chief Executive Officer of the Bank since 7 March 2013 and is in charge of its Credit Risk Management Division. He is a fellow of the Institute of Chartered Accountants in England & Wales and a member of the Hong Kong Institute of Certified Public Accountants. Mr Wong joined the Bank in 2002. He was an Executive Director of the Bank from 17 August 2005 to 30 December 2012. Before joining the Bank, he held senior positions in an international accounting firm and a major international bank in Hong Kong.

總經理

屈肇祥先生

五十九歲，總經理，現為零售銀行處主管。屈先生於一九七五年畢業於香港大學，獲文學士學位。屈先生歷任香港及英國主要美資銀行財務、業務發展、營運、內部監控及品質管理部門主管，並曾受訓各「全面質量管理」及「六標準品質管理」黑帶訓練課程。屈先生於二零零三年加入本銀行，負責改善銀行管理制度及提升生產力。

General Managers

Mr Patrick Siu Cheung WAT

aged 59, General Manager, is the head of Retail Banking Division. He holds a Bachelor of Arts degree from the University of Hong Kong in 1975. He has held senior positions in Finance, Business Development, Operations, Internal Control and Quality functions with major US banks in Hong Kong and the United Kingdom. He has been trained in TQM (Total Quality Management) and as Black Belt in Six Sigma quality programs. Mr Wat is also responsible for change management and productivity improvements since joining the Bank in 2003.

陳凱傑先生

五十二歲，總經理，現為財務及資金管理處主管。陳先生畢業於英國倫敦大學帝國學院獲電腦學士學位、繼而取得英國瀚寧學院工商管理碩士學位。陳先生為英格蘭及威爾斯特許會計師公會資深會員、英國電腦學會會員及香港會計師公會資深會員。陳先生擁有超過三十年在金融機構任職的經驗，於二零零四年加入本銀行。在加入本銀行前，陳先生曾在倫敦及香港任職於跨國會計師行及國際性銀行，負責財務申報及策略管理。

Mr Frederick Hoi Kit CHAN

aged 52, General Manager, is the head of Finance and Treasury Management Division. He graduated from Imperial College, University of London in Computing Science and obtained a Master of Business Administration degree from Henley Management College, United Kingdom. He is a fellow of the Institute of Chartered Accountants in England & Wales, a member of BCS, The Chartered Institute for IT and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr Chan has more than 30 years of experience in the financial services industry and worked for an international accounting firm and major international banks in London and Hong Kong in financial reporting and strategic management before joining the Bank in 2004.

公司資料 CORPORATE INFORMATION

於二零一三年三月七日
as of 7 March 2013

朱惠雄先生

五十五歲，總經理，現為財富管理處主管。朱先生畢業於哥倫比亞大學，持有工程碩士學位，擁有三十年金融服務經驗，並曾任職多間主要國際銀行之企業銀行部及私人銀行部。朱先生於二零零八年四月加盟本銀行。

楊建華先生

五十六歲，企業事務處總經理，一九八零年取得美國德薩斯州萊斯大學文學士學位，主修法律、政治及哲學；一九八三年在美國德薩斯州大學奧斯丁法學院取得法律博士學位，現登記於美國伊利諾州最高法院之律師總名冊內。楊先生於一九九七年復任本銀行公司秘書前，曾為第一太銀控股有限公司（該公司為當時第一太平集團旗下處理銀行業務之香港上市公司）及南華早報（集團）有限公司（現時名為 SCMP 集團有限公司）之公司秘書。

李婉華女士

五十九歲，總經理，現為企業銀行業務處主管。李女士於一九七七年畢業於香港大學，獲社會科學系學士學位，主修經濟、工商管理及財務，並於一九八四年獲香港中文大學工商管理碩士學位。李女士在本港及澳洲擁有超過三十年銀行界經驗。於二零零五年加盟本銀行前，李女士曾於兩大跨國銀行及一間本地銀行任職多項重要職務。

廖氏家族成員

Mr Kevin Wai Hung CHU

aged 55, General Manager, is the head of Wealth Management Division. He graduated from Columbia University with a Master degree in Engineering. He has 30 years of financial services experience and worked for a number of major international banks in their corporate banking and private banking departments. Mr Chu joined the Bank in April 2008.

Mr Michael Kin Wah YEUNG

aged 56, General Manager of the Corporate Affairs Division, obtained a Bachelor of Arts degree in legal studies, political science and philosophy from Rice University (Texas, USA) in 1980 and a Doctor of Jurisprudence degree from the School of Law of The University of Texas at Austin (Texas, USA) in 1983. Mr Yeung, who is registered in the Master Roll of Attorneys maintained by the Supreme Court of Illinois in the United States, had served as the Company Secretary of FPB Bank Holding Company Limited (the then Hong Kong-listed banking arm of the First Pacific Group) and South China Morning Post (Holdings) Limited (now known as SCMP Group Limited) before resuming his position as the Company Secretary of the Bank in 1997.

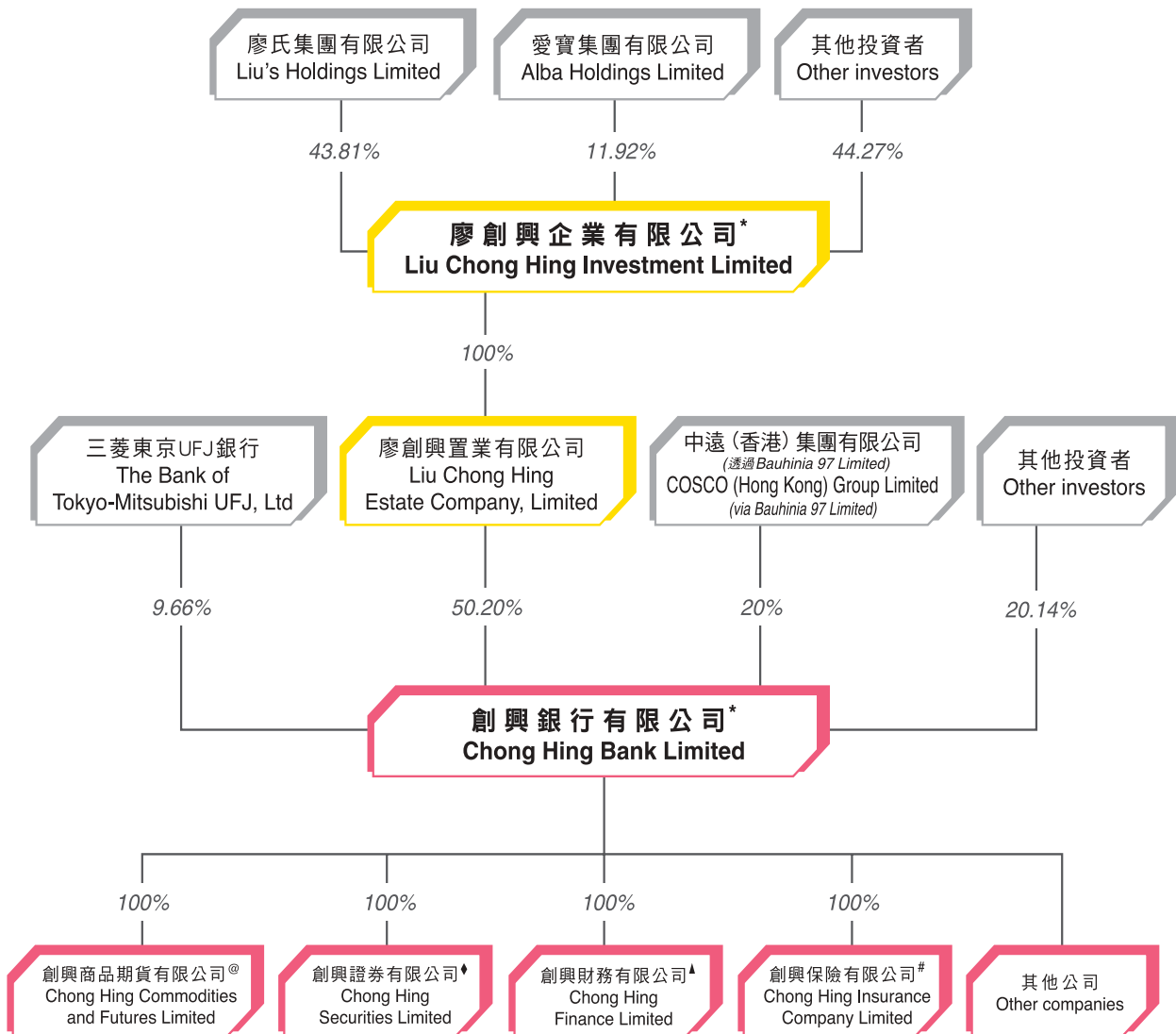
Ms Teresa Yuen Wah LEE

aged 59, General Manager, is the head of Corporate and Commercial Banking Division. She holds a Bachelor of Social Sciences degree in Economics, Business Administration and Finance from the University of Hong Kong in 1977 and a MBA degree from the Chinese University of Hong Kong in 1984. She has more than 30 years of experience in the banking industry in Hong Kong and Australia. She has held various senior positions with two major international banks and a major local bank prior to joining the Bank in 2005.

Member of the Liu's family

集團之簡略架構
ABRIDGED CORPORATE STRUCTURE

於二零一三年三月七日
as of 7 March 2013



* 於香港聯合交易所有限公司上市
Listed on The Stock Exchange of Hong Kong Limited

@ 香港期貨交易所有限公司註冊參與者
Registered with The Hong Kong Futures Exchange Limited as a participant

◆ 香港聯合交易所有限公司註冊參與者
Registered with The Stock Exchange of Hong Kong Limited as a participant

▲ 銀行業條例下之持牌接受存款公司
Licensed under the Banking Ordinance as a deposit-taking company

保險公司條例下之持牌保險公司
Licensed under the Insurance Companies Ordinance as an insurance company

股份買賣摘要

SHARE TRADING SUMMARY

截至二零一二年十二月三十一日止年度
for the year ended 31 December 2012

創興銀行有限公司股份*於二零一二年內在
香港聯合交易所有限公司(「聯交所」)之買賣摘要如下：

Trading of shares in Chong Hing Bank Limited*
on The Stock Exchange of Hong Kong Limited ("HKSE") during 2012 is summarised below:

月份 Month	每股價格(港元) (月內平均數) Unit Price (HK\$) (average for the month)				每月成交 Monthly Turnover		恒生指數# (月內平均數) Hang Seng Index# (average for the month)
	開市 Open	最高 High	最低 Low	收市 Close	股數 Number of Shares	港元 HK\$	收市 Close
一月 January	13.985	14.069	13.882	13.986	875,599	12,316,501	19,455.82
二月 February	14.085	14.166	13.979	14.043	4,047,073	56,833,184	21,128.47
三月 March	14.035	14.120	13.946	14.016	5,068,301	71,872,544	21,013.01
四月 April	13.759	13.876	13.698	13.823	1,598,897	22,289,110	20,665.78
五月 May	13.244	13.310	13.154	13.239	1,489,021	20,047,264	19,615.19
六月 June	12.427	12.481	12.331	12.390	1,163,000	14,402,340	18,940.27
七月 July	12.383	12.432	12.315	12.388	807,315	10,026,109	19,372.26
八月 August	12.667	12.734	12.624	12.680	631,176	8,013,401	19,946.19
九月 September	12.720	12.794	12.691	12.749	660,910	8,417,706	20,226.75
十月 October	13.067	13.161	12.996	13.125	4,686,461	62,997,906	21,293.33
十一月 November	13.939	14.230	13.886	14.089	7,668,824	118,159,847	21,650.18
十二月 December	16.146	16.357	15.966	16.106	3,155,341	51,283,483	22,406.19
全年平均數 Average for the year	13.538	13.644	13.456	13.553	2,654,326	38,054,950	20,476.12

* 法定股本(股) Authorised share capital (shares)	: 600,000,000	每股票面值(港元) Unit par value (HK\$)	: 0.500	上市日期(日/月/年) Listing date (dd/mm/yyyy)	: 11/07/1994
發行及已繳足股本(股) Issued and fully-paid share capital (shares)	: 435,000,000	買賣單位(股) Board lot (shares)	: 1,000	聯交所股份代號 HKSE stock code	: 01111
聯交所股份簡稱 HKSE stock short name	: 創興銀行 : CHONG HING BANK				
年內最高(港元)(日/月) Year high (HK\$) (dd/mm)	: 18.000 (30/11)	歷年最高(港元)(日/月/年) Historic high (HK\$) (dd/mm/yyyy)	: 27.600 (15/07/1997)		
年內最低(港元)(日/月) Year low (HK\$) (dd/mm)	: 12.080 (25/06, 26/06)	歷年最低(港元)(日/月/年) Historic low (HK\$) (dd/mm/yyyy)	: 3.650 (24/08/1998)		

# 年內最高(日/月) Year high (dd/mm)	: 22,698.33 (31/12)	歷年最高(日/月/年) Historic high (dd/mm/yyyy)	: 31,958.41 (30/10/2007)
年內最低(日/月) Year low (dd/mm)	: 18,056.40 (04/06)	基值(日/月/年) Base value (dd/mm/yyyy)	: 100.00 (31/07/1964)

二零一二年八月八日 8 August 2012	宣佈二零一二年上半年中期業績 Interim results for the first half of 2012 announced.
二零一二年八月二十四日 24 August 2012	寄出二零一二年中期報告 Interim Report 2012 despatched.
二零一二年九月十八日至二十日 (首尾兩天在內) 18 through 20 September 2012 (both days inclusive)	股票過戶暫停登記，以確定股東應收之中期現金股息 Register of Members closed for the purpose of ascertaining interim cash dividend entitlements.
二零一二年九月二十七日 27 September 2012	派發二零一二年中期現金股息每股港幣 0.11 元 Interim cash dividend for 2012 of HK\$0.11 per share paid.
二零一三年三月七日 7 March 2013	宣佈二零一二年全年業績 Final results for the year of 2012 announced.
二零一三年三月二十八日 28 March 2013	將寄出二零一二年年報 Annual Report 2012 will be despatched.
二零一三年五月三日至六日 (首尾兩天在內) 3 through 6 May 2013 (both days inclusive)	股票過戶將暫停登記，以確定合資格出席及有權於二零一三年股東週年大會上投票之股東 Register of Members will be closed for the purpose of ascertaining entitlements to attend and vote at the 2013 Annual General Meeting.
二零一三年五月八日 8 May 2013	將舉行二零一三年股東週年大會 2013 Annual General Meeting will be held.
二零一三年五月十六日至二十一日 (首尾兩天在內) 16 through 21 May 2013 (both days inclusive)	如獲股東於二零一三年股東週年大會上批准，股票過戶將暫停登記，以確定股東應收之末期現金股息 If approved by shareholders at the 2013 Annual General Meeting, Register of Members will be closed for the purpose of ascertaining entitlements to receive the final cash dividend.
二零一三年五月二十四日 24 May 2013	如獲股東於二零一三年股東週年大會上批准，將派發二零一二年末期現金股息每股港幣 0.35 元 If approved by shareholders at the 2013 Annual General Meeting, the final cash dividend for 2012 of HK\$0.35 per share will be paid.

週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

茲通告創興銀行有限公司（「本銀行」）謹訂於二零一三年五月八日（星期三）上午十一時十五分在香港德輔道中二十四號創興銀行中心二十七樓舉行二零一三年度股東週年大會，藉以處理下列普通及特別事項：

普通事項

作為普通事項，酌情考慮通過有關下列事項之普通決議案：

- (一) 省覽及接納截至二零一二年十二月三十一日止年度之財務報表，以及董事會與核數師報告書。
- (二) 宣佈截至二零一二年十二月三十一日止年度派發末期現金股息。
- (三) 重選董事及釐定彼等及其他董事之袍金。
- (四) 續聘核數師及授權董事會釐定核數師之酬金。

特別事項

作為特別事項，酌情考慮通過（不論有否修訂）下列普通決議案：

- (五) 動議：
 - (a) 一般性及無條件批准董事會，在符合一切適用法例之情況下，於有關期間內行使本銀行所有權力以購買股份；
 - (b) 依據上述(a)段之批准，可在香港聯合交易所有限公司或在香港證券及期貨事務監察委員會及香港聯合交易所有限公司根據香港股份購回守則就此認可之其他證券交易所購買之本銀行股本面值總額及不得超過於通過本決議案日期，本銀行已發行股本面值總額之百分之十，而上述之批准亦因而須受此限制；及

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of Chong Hing Bank Limited (the “Bank”) for the year of 2013 will be held on the 27th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Wednesday, 8 May 2013 at 11:15 am for the purposes of conducting the following items of ordinary and special business:

Ordinary business

As ordinary business, to consider and, if thought fit, pass ordinary resolutions in respect of the following matters:

- (1) To receive and adopt the Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2012.
- (2) To declare the final cash dividend for the year ended 31 December 2012.
- (3) To re-elect directors and fix their and the other directors’ fee.
- (4) To re-appoint auditors and authorise the directors to fix the auditors’ remuneration.

Special business

As special business, to consider and, if thought fit, pass, with or without modification, the following ordinary resolutions:

- (5) **THAT**
 - (a) the exercise by the board of directors during the Relevant Period of all the powers of the Bank to purchase Shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of Shares in issue at the date of the passing of this resolution, and the said approval be and is hereby limited accordingly; and

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(c) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列三者較早者為止之期間：

- (i) 本銀行下次週年大會結束時；
- (ii) 依照法例之規定，本銀行下次週年大會須予舉行之期限屆滿之時；或
- (iii) 於股東大會上通過普通決議案，撤銷或更改本決議案所授予之權力時。

「股份」指本銀行股本中所有類別之股份，包括但不限於本銀行每股面值港幣五角之股份。

(六) 動議：

- (a) 在須受(c)段之限制之下，一般性及無條件批准本銀行董事會於有關期間內行使本銀行所有權力配發、發行及處理本銀行資本之增發股份，並於須行使此等權力之情況下訂立或發出建議、協議及認購權；
- (b) (a)段之批准可授權本銀行董事會於有關期間內訂立或發出建議、協議及認購權，而該等權力會或可能須於有關期間屆滿後行使；
- (c) 本銀行董事會依據上述(a)段配發或有條件或無條件同意配發（不論其為依據認購權或其他形式配發）之股本面值總額，不包括(i)任何因供股，(ii)任何按照本銀行組織章程細則以配發及發行股份代替本銀行全部或部份股息之以股代息或其他類似安排而配發之股份，或(iii)任何股份期權計劃批出而行使之期權，不得超過：

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Bank;
- (ii) the expiration of the period within which the next annual general meeting of the Bank is required by law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

“Shares” means shares of all classes in the capital of the Bank including, without limitation, shares of HK\$0.50 each of the Bank.

(6) THAT

- (a) subject to paragraph (c), the exercise by the board of directors of the Bank during the Relevant Period of all the powers of the Bank to allot, issue and deal with additional shares in the capital of the Bank and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the board of directors of the Bank during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the board of directors of the Bank pursuant to the approval in paragraph (a), otherwise than pursuant to (i) any Rights Issue, (ii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Bank in accordance with the Articles of Association of the Bank, or (iii) any exercise of options granted under any share option scheme of the Bank, shall not exceed the aggregate of:

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(aa) 本決議案獲通過當日
本銀行已發行股本面值
總額百分之二十；及

(bb) (倘董事會獲本銀行股東
根據一項獨立之普通決議
案授權) 本銀行於本決議
案獲通過後所購回之本銀
行股本面值總額，

而上文之批准因而須受此
限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案
通過之日起至下列三者較早
者為止之期間：

(i) 本銀行下次週年大會
結束時；

(ii) 依照法例之規定，本銀行
下次週年大會須予舉行之
期限屆滿之時；或

(iii) 於股東大會上通過普通
決議案，撤銷或更改
本決議案所授予之權力
時。

「供股」指依照指定之記錄
日期，向當日之股東名冊上
所載之股份或任何類別股份之
持有人，按彼等當時持有該等
股份或任何類別股份之比例
提出供股建議，以分配可於經
本銀行董事會訂定之期限內
行使之認股權(本段文中所述
之按持股比例提出供股之
建議，包括在有涉及零碎
配額，或涉及受香港以外地區
之法律，或任何認可之管理
機構或任何證券交易所，所
規定之限制或責任影響時，
本銀行董事會可以其認為必要
或屬權宜之形式，將該等配額
予以撤銷或另作安排之有關
配發)。

(aa) 20 per cent of the aggregate nominal amount of the shares in the capital of the Bank in issue at the date of the passing of this resolution; and

(bb) (if the board of directors is so authorised by a separate ordinary resolution of the shareholders of the Bank) the nominal amount of any share capital of the Bank repurchased by the Bank subsequent to the passing of this resolution,

and the said approval be and is hereby limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Bank;

(ii) the expiration of the period within which the next annual general meeting of the Bank is required by law to be held; or

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the board of directors of the Bank to holders of shares of the Bank or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the board of directors of the Bank may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

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(七) 動議授權本銀行董事會，就召開本大會通告內第六項決議案(c)段(bb)分段所述之本銀行股本，行使該決議案(a)段所述本銀行之權力。

(7) **THAT** the board of directors of the Bank be and are hereby authorised to exercise the powers of the Bank referred to in paragraph (a) of the resolution set out as Resolution 6 in the notice convening this meeting in respect of the share capital of the Bank referred to in sub-paragraph (bb) of paragraph (c) of that resolution.

作為特別事項，考慮酌情通過（無論予以修訂與否）下列之特別決議案：

As special business, to consider and, if thought fit, pass, with or without modification, the following special resolution:

(八) 動議本銀行組織章程細則第126條更改之修訂如下（以粗體及底線標示以供參考）：

(8) **THAT** the Article 126 of the Articles of Association of the Bank be and is amended with changes boldfaced and underlined for easy reference as follows:

「126. 董事會應妥善保管每一印章（包括本公司法團印章及任何正式印章），且該印章僅可在取得董事會或董事會就此授權的董事會委員會批准後方可使用，加蓋有關印章的所有文書均 (i) 須由董事簽署，並由秘書或另一名董事或董事會就此委任的其他一名人士加簽，**或(ii)須由董事會就此委任的任何兩名人士簽署代之**；惟董事會可就一般或個別事項決議（須受董事會可能釐定之加蓋印章方式之限制規限），股票或債券或任何其他形式之證券可以有關於決議列明之其他技術方式而非簽名方式簽署，或有關證書毋須由任何人士簽署。凡以本章程細則條文所規定形式簽立的文書應視為事先經董事會授權蓋章及簽立。」

“126. The Board shall provide for the safe custody of every seal (including the common seal and any official seal of the Company) which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which a seal shall be affixed **either (i) shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by one other person appointed by the Board for the purpose, or (ii), in lieu thereof, shall be signed by any two persons appointed by the Board** for the purpose, provided that the Board may either generally or in any particular case or cases resolve (subject to such restrictions as to the manner in which the seal may be affixed as the Board may determine) that such signatures or any of them may be affixed to certificates for shares or debentures or representing any other form of security by some mechanical means other than autographic to be specified in such resolution or that such certificates need not be signed by any person. Every instrument executed in the manner provided by this Article shall be conclusively deemed to be sealed and executed with the authority of the Directors previously given.”

其他普通事項（若有的話）

Any other ordinary business

(九) 處理本銀行其他普通事項（若有的話）。

(9) To transact other ordinary business (if any).

承董事會命
楊建華
公司秘書

By Order of the Board
Michael K W Yeung
Company Secretary

二零一三年三月二十八日

28 March 2013

週年大會通告

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附註：

- (i) 有權出席二零一三年度股東週年大會及於會上投票之股東，可委派代表出席投票，代表人不必為本銀行之股東。代表委任書須於二零一三年度股東週年大會及其任何續會舉行前四十八小時送達本銀行註冊辦事處，地址為香港德輔道中二十四號創興銀行中心地下。
- (ii) 為確定合資格出席及有權於二零一三年度股東週年大會上投票之股東，本銀行由二零一三年五月三日(星期五)至二零一三年五月六日(星期一)首尾兩天在內，暫停辦理本銀行股票過戶登記手續。為確保合資格及有權出席二零一三年度股東週年大會及於會上投票，務須不遲於二零一三年五月二日(星期四)下午四時三十分，向本銀行股份登記及過戶處(位於香港皇后大道東一八三號合和中心十七樓一七一二至一七一六室之香港中央證券登記有限公司)遞交過戶申請表及有關之股份證明書，辦理過戶登記手續。
- (iii) 為確定股東應收之末期現金股息，本銀行由二零一三年五月十六日(星期四)至二零一三年五月二十一日(星期二)首尾兩天在內，暫停辦理本銀行股票過戶登記手續。為確保合資格獲派末期現金股息，務須不遲於二零一三年五月十五日(星期三)下午四時三十分，向本銀行股份登記及過戶處(位於香港皇后大道東一八三號合和中心十七樓一七一二至一七一六室之香港中央證券登記有限公司)遞交過戶申請表及有關之股份證明書，辦理過戶登記手續。
- (iv) 本銀行二零一二年年報載有包含有關上述第五至第八項決議案及提供有關銀行回購其本身股份及發行新股的一般性授權之續期、組織章程細則之修訂、行將退任董事之重選及以投票方式表決之資料的說明函件。
- (v) 本銀行的組織章程大綱及章程細則以英文撰寫，並無正式中文譯本。如對本銀行組織章程大綱及章程細則的建議修訂的英文版本與其中文譯本有任何歧義，在所有情況下應以英文版本為準。

Notes:

- (i) A shareholder entitled to attend and vote at the 2013 annual general meeting of the shareholders is entitled to appoint a proxy to attend and vote in his stead. A proxy does not have to be a shareholder of the Bank. Forms of proxy are to be lodged with the registered office of the Bank at Ground Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong not later than 48 hours before the time for the holding of the 2013 annual general meeting of the shareholders and any adjournment thereof.
- (ii) For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the 2013 annual general meeting of the shareholders, the register of members of the Bank will be closed from Friday, 3 May 2013 to Monday, 6 May 2013 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the 2013 annual general meeting of the shareholders, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Bank's share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 pm on Thursday, 2 May 2013.
- (iii) For the purpose of ascertaining the Shareholders who qualify to receive the final cash dividend, the register of members of the Bank will be closed from Thursday, 16 May 2013 to Tuesday, 21 May 2013 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for receiving the final cash dividend in question, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Bank's share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 pm on Wednesday, 15 May 2013.
- (iv) The Bank's Annual Report 2012 includes an Explanatory Statement on Resolutions 5 through 8 with information on the renewal of general mandates for the repurchase by the Bank of its own shares and the issue of new shares, the amendment of articles of association, the re-election of retiring directors as well as poll voting.
- (v) The Bank's Memorandum and Articles of Association is written in the English language and there is no official Chinese translation thereof. In case of any discrepancies between the English version of the proposed amendments to the Bank's Memorandum and Articles of Association and its Chinese translation, the English version shall prevail in all circumstances.



主席 Chairman
廖烈武博士 Dr Liu Lit Mo, LLD, MBE, JP

經濟回顧

二零一二年環球市場動盪不穩。雖然環球經濟增長疲弱，惟各國之中央銀行陸續推出量化寬鬆政策，下半年美國推出第三輪及第四輪量化寬鬆措施，歐洲與日本之貨幣刺激政策，再配合中國及澳洲減息等因素，促使環球資產市場及股市於二零一二年仍有不俗表現。

Economic Review

2012 was a turbulent year for the global market. Against the background of the sluggish global economic growth, central banks around the world continued to push ahead with further quantitative easing (“QE”) measures. The QE3 and QE4 measures launched in the United States in the second half of 2012, monetary stimulus measures in Europe and Japan, and interest rate cuts in China and Australia combined to contribute to a relatively remarkable performance in the global assets markets and stock markets in 2012.

主席報告書 CHAIRMAN'S STATEMENT

面對外圍經濟下行風險，香港經濟錄得溫和增幅，二零一二年全年本地生產總值較去年同期實質增長1.4%。勞工市場保持平穩，隨着經濟低速增長，失業率於二零一二年第四季微跌至3.3%。雖然如此，在流動資金過剩及利率超低之支持下，本地物業市場表現亢奮，樓價持續攀升。股市方面，是年度恒生指數先低後高，在最後一個交易日收報約二萬二千六百點，全年累升23%。

內地企業面臨信貸、融資難題，中國貨幣政策備受關注。二零一二年上半年，中央政府採取以調節存款利率及存款準備金率為主之貨幣政策，中國人民銀行兩度減息並兩度下調存款利率及存款準備金率；下半年則轉以逆回購等公開市場操作。二零一二年之中國經濟數據逐步改善，全年本地生產總值增長達7.8%。

美國就業市場復甦步伐緩慢，失業率仍然高企。美國聯邦儲備局於二零一二年最後一次議息會議後，宣佈若失業率仍停留在6.5%以上及預期通脹率不高於2.5%，聯邦基金利率目標範圍則會維持在零至四分一厘超低水平。

In face of strong external headwinds, the Hong Kong economy grew modestly. Compared with that of the same period last year, gross domestic product in 2012 grew by 1.4% in real terms. The labour market remained broadly stable, the unemployment rate fell slightly to 3.3% in the fourth quarter of 2012 amid the slow economic growth. Nevertheless, the liquidity glut and super-low interest rate environment contributed to a robust local property market. Real estate prices continued to surge. On the stock market front, the Hang Seng Index started low and climbed 23% throughout the year, standing at around 22,600 on the last trading day.

Enterprises in the mainland were facing difficulties in obtaining loans and financing. The monetary policy of China became the focus of concern. In the first half of 2012, the Central Government adopted an approach with an emphasis on regulating deposit interest rate and required reserve ratio as the key monetary policy, and the People's Bank of China cut both deposit interest rate and required reserve ratio twice during the period. It turned to open market operations such as reverse repurchases in the second half of the year. The economic indicators of China in 2012 have shown gradual enhancements. Gross domestic product increased by 7.8% over the year.

The US employment market was slow in recovery and unemployment rate remained high. After its last rate-fixing meeting in 2012, the US Federal Reserve Board announced its decision to keep the target range for the federal funds rate at 0% to 0.25% as long as the unemployment rate remains above 6.5% and inflation is projected to be no more than 2.5%.

業績報告及溢利分析

按綜合方式計算，本銀行二零一二年財政年度業績總結如下：

Results Announcement and Profit Analysis

The results for the financial year of 2012 of the Bank, on a consolidated basis, are summarised below:

主要財務數據	Key Financial Data	2012 港幣千元 (除特別註明外) HK\$'000 (unless otherwise specified)	2011 港幣千元 (除特別註明外) HK\$'000 (unless otherwise specified)	變動 百分比 Variance %
1. 未計算減值準備之淨營運溢利	1. Net operating profit before impairment	534,190	541,247	-1.30
2. 股東應佔溢利	2. Profit attributable to shareholders	543,340	560,716	-3.10
3. 股東資金回報率	3. Return on equity	7.64%	8.32%	-8.17
4. 每股盈利	4. Earnings per share	港幣 1.25 HK\$	港幣 1.29 HK\$	-3.10
5. 淨利息收入	5. Net interest income	836,908	815,321	+2.65
6. 淨息差	6. Net interest margin	1.10%	1.17%	-5.98
7. 淨費用及佣金收入	7. Net fee and commission income	189,365	217,723	-13.02
8. 按公平值列賬及列入損益賬之 金融工具之淨溢利(虧損)	8. Net gains (losses) on financial instruments at fair value through profit or loss	57,473	(102,418)	+156.12
9. 營業支出	9. Operating expenses	788,591	773,555	+1.94
10. 營業收入與開支比率	10. Cost-to-income ratio	59.62%	58.83%	+1.34
11. 貸款減值準備 - 減值撥備(淨額)	11. Impairment allowances on loans and advances - Reversal of impairment allowances (net)	(65,228)	(107,188)	-39.15
12. 客戶貸款總額	12. Total loans and advances to customers	39,192,189	41,338,484	-5.19
13. 減值貸款比率	13. Impaired loan ratio	0.06%	0.19%	-68.42
14. 貸款減值撥備覆蓋率	14. Provision coverage of impaired loans and advances	779.36%	271.87%	+186.67
15. 經重組貸款比率	15. Rescheduled loan ratio	0.54%	0.53%	+1.89
16. 客戶存款總額	16. Total customer deposits	67,508,748	64,815,713	+4.15
17. 貸款對存款比率	17. Loan-to-deposit ratio	52.53%	57.17%	-8.12
18. 資產總額	18. Total assets	80,755,365	77,455,912	+4.26
19. 每股資產淨值 (未扣除末期股息前)	19. Net asset value per share (before final dividend)	港幣 16.95 HK\$	港幣 15.80 HK\$	+7.28
20. 資本充足比率	20. Capital adequacy ratio	15.34%	15.44%	-0.65
21. 核心資本比率	21. Core capital ratio	10.57%	10.58%	-0.09
22. 平均流動資金比率	22. Average liquidity ratio	44.91%	42.41%	+5.89

主要財務數據分析

按綜合方式計算，於二零一二年財政年度，未計算減值準備之淨營運溢利為港幣5.34億元，錄得按年改善74%，因去年的淨營運溢利受先前就雷曼兄弟迷你債券回購計劃撇銷而及後收回之款項港幣2.35億元推高之影響。儘管淨息差按年收窄7個基點至1.10%，由於總資產增加4.26%，淨利息收入較上年度增加3%至港幣8.37億元。淨息差由二零一二年上半年之1.06%改善至二零一二年下半年之1.13%。淨費用及佣金收入下跌13.02%至港幣1.89億元，主要因為證券買賣業務佣金收入減少所致。由於香港與中國相關之債券金融市場氣氛改善，按公平值列賬及列入損益賬之金融工具之重估由上年度淨虧損港幣1.02億元改善至二零一二年淨溢利港幣5,700萬元。其他營運收入、由外匯交易合約所得淨外匯收益及淨溢利增加100%至港幣1.08億元，乃因財資業務增加所致。於其他方面，由於人事總費用較去年上升5.64%，營業支出增加1.94%。本年度新增個別評估貸款減值準備減少79%至港幣600萬元，而從多名客戶收回款項及貸款總額減少令貸款減值準備合共撥回港幣7,100萬元。

Analysis of Key Financial Data

For the financial year of 2012, on a consolidated basis, net operating profit before impairment amounted to HK\$534 million, and showed an improvement of 74% year on year because the previous year's net operating profit was inflated by the effect of the recovery of amounts previously written-off in relation to the Lehman Brothers Minibonds Repurchase Scheme of HK\$235 million. Net interest income at HK\$837 million was 3% higher than that of last year as total assets increased by 4.26% but net interest margin narrowed 7 basis points to 1.10% year on year. Net interest margin improved from 1.06% in the first half of 2012 to 1.13% in the second half of 2012. Net fee and commission income dropped 13.02% to HK\$189 million mainly because of the reduction in commission income from securities dealings. Revaluation of financial instruments at fair value through profit or loss turned from net losses of HK\$102 million in the previous year to net gains of HK\$57 million in 2012 as the financial market sentiments for Hong Kong and mainland China related debt securities had improved. Other operating income, net exchange gains and net gains from foreign currency contracts rose by 100% to HK\$108 million from increases in treasury activities. On the other fronts, operating expenses increased by 1.94% from those of last year as total staff costs increased by 5.64%. New impairment allowances under individual assessment on loans and advances dropped by 79% to HK\$6 million this year, and a total of HK\$71 million of impairment allowances on loans and advances was reversed after recoveries from various customers and a reduction in total loans and advances.

股東應佔溢利為港幣5.43億元，較上年度減少3.10%，折算每股盈利港幣1.25元、股東資金回報率為7.64%。倘若去年的股東應佔溢利不計入先前就雷曼兄弟迷你債券回購計劃撇銷而後收回之款項及就一項已撇銷有抵押貸款之收回款項港幣1.7億元而撥回之貸款減值準備之除稅後影響，則本年度之股東應佔溢利增長144%。客戶貸款總額減少5.19%至港幣391.92億元，其中銀團貸款因還款而按年減少32%，有關資金已轉投至其他回報較高的資產。經審慎信貸風險管理，資產質素持續改善，減值貸款比率為0.06%，貸款減值撥備覆蓋率為779.36%，而經重組貸款比率為0.54%。客戶存款總額增加4.15%至港幣675.09億元。由於存款增長超逾貸款增長，貸款對存款比率由二零一一年十二月之57.17%下降至二零一二年十二月之52.53%。可供出售之證券投資增加128.70%至港幣42.22億元，該等投資主要是在香港聯合交易所有限公司上市的大型企業擔保或發行的優先債券。資產總額增加4.26%至港幣807.55億元，而每股資產淨值（未扣除末期股息前）為港幣16.95元。資本充足比率維持於15.34%，而核心資本比率為10.57%。總括而言，本銀行之核心業務及整體財政穩健，不良貸款比率低和資產質素良好，資本充足比率及流動資金比率均遠高於相關法定要求。

上文所列之部份比較數字已就香港會計準則第12條（修訂本）遞延稅項而調整，其中上年度之股東應佔溢利增加港幣1,261,000元至港幣560,716,000元，而於二零一一年十二月三十一日之資產總額增加港幣10,140,000元至港幣77,455,912,000元。有關詳細說明載於綜合財務報表之附註第2項內。

Profit attributable to shareholders amounted to HK\$543 million, a decrease of 3.10% over that for the year before, translating into earnings of HK\$1.25 per share and return on equity of 7.64%. Profit attributable to shareholders would have shown an improvement of 144% after excluding from previous year's profit attributable to shareholders the after taxation effect of the recovery of amounts previously written-off in relation to the Lehman Brothers Minibonds Repurchase Scheme and reversal in impairment allowances on loans and advances from HK\$170 million recovered on a secured loan which was previously written-off. Total loans and advances to customers decreased by 5.19% to HK\$39,192 million, in particular syndication loans dropped by 32% year on year due to repayments, and funds were redeployed to other assets offering higher yield. With careful management of the exposure to credit risk, asset quality of loans and advances continued to improve with impaired loan ratio at 0.06%, provision coverage of impaired loans and advances at 779.36%, and rescheduled loan ratio at 0.54%. Total customer deposits increased by 4.15% to HK\$67,509 million. As deposit growth exceeded loan growth, loan-to-deposit ratio decreased from 57.17% in December 2011 to 52.53% in December 2012. Investments in available-for-sale securities rose by 128.70% to HK\$4,222 million and such investments were mainly in senior debt securities guaranteed or issued by large corporate entities which are listed on The Stock Exchange of Hong Kong Limited. Total assets increased by 4.26% to HK\$80,755 million with net asset value per share (before final dividend) at HK\$16.95. Capital adequacy ratio was maintained at 15.34% and core capital ratio was at 10.57%. All in all, the Bank's core business lines and overall financial health are sound, its non-performing loan ratio low and asset quality good, and its capital adequacy and liquidity ratios are well above the relevant statutory requirements.

Some of the comparative figures mentioned above have been adjusted because of the amendments to Hong Kong Accounting Standard 12 Deferred Tax, in particular profit attributable to shareholders for last year increased by HK\$1,261,000 to HK\$560,716,000 and total assets as of 31 December 2011 increased by HK\$10,140,000 to HK\$77,455,912,000. Full explanation can be found in note 2 to the consolidated financial statements.

股息

董事會認為應審慎維護本銀行資本，以更有效地符合《巴塞爾協定三》之新規定。就此，董事會建議派發截至二零一二年財政年度末期現金股息每股港幣0.35元（二零一一年末期現金股息：每股港幣0.35元），予二零一三年五月二十一日（星期二）辦公時間結束時已登記於股東名冊內之股東，連同二零一二年九月二十七日已派發之中期現金股息每股港幣0.11元（二零一一年中期現金股息：每股港幣0.15元），全年合計派息每股港幣0.46元（二零一一年全年合計派息：每股港幣0.50元）。

董事會及高層管理成員變動

為符合香港聯合交易所有限公司證券上市規則有關發行人所委任之獨立非常務董事必須佔董事會成員人數至少三分之一的規定，曾昭永先生、王克嘉先生及廖駿倫先生（廖駿倫先生亦已表示由於他的其他承諾，故欲選擇辭任董事一職）已於二零一二年十二月三十一日辭任本銀行董事。本人謹藉此機會向諸位先生在任本銀行董事期內對本銀行之寶貴貢獻致謝。曾昭永先生及王克嘉先生均於二零一三年三月七日獲委任為本銀行副行政總裁。

再者，廖烈智先生服務本銀行逾五十年，於二零一三年三月七日辭任本銀行之行政總裁一職（該職位自二零零二年四月二十五日起擔任），現職位為本銀行副主席兼董事總經理。劉惠民先生於二零一三年三月七日繼任廖烈智先生為本銀行行政總裁，繼任後職位為常務董事兼行政總裁。

Dividend

Your board has considered that it is prudent to preserve the Bank's capital so as to better satisfy the new requirements under "Basel III". As such, your board has recommended paying the final cash dividend of HK\$0.35 per share for the financial year of 2012 (2011 final cash dividend: HK\$0.35 per share) to shareholders whose names appear in the Register of Members at the close of business on Tuesday, 21 May 2013. Total dividends for the financial year of 2012, including the interim cash dividend of HK\$0.11 per share paid on 27 September 2012 (2011 interim cash dividend: HK\$0.15 per share), amounted to HK\$0.46 per share (2011 total dividends: HK\$0.50 per share).

Board and Senior Management Changes

In order to meet the requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, which stipulates that an issuer must appoint independent non-executive directors representing at least one-third of the board, Mr Tsang Chiu Wing, Mr Wong Har Kar and Mr Andrew Liu (who had additionally indicated that he would opt to step down as a board member because of his other commitments) resigned as directors of the Bank on 31 December 2012. I would like to take this opportunity to thank them for their valuable contributions to the Bank during their respective terms of office as directors of the Bank. Mr Tsang Chiu Wing and Mr Wong Har Kar were both appointed as Deputy Chief Executive Officers of the Bank on 7 March 2013.

Moreover, on 7 March 2013, Mr Liu Lit Chi, having served the Bank for over fifty years, retired as Chief Executive Officer of the Bank (a position held since 25 April 2002), now holding the title of Deputy Chairman and Managing Director. Mr Lau Wai Man succeeded Mr Liu Lit Chi as Chief Executive Officer of the Bank on 7 March 2013, thereby holding the title of Executive Director and Chief Executive Officer.

業務回顧

企業及零售銀行

貸存業務

在本地樓市監控措施的影響下，市民購買意欲轉趨審慎，惟本銀行於二零一二年之樓宇按揭貸款餘額較去年同期仍保持平穩增長。存款業務方面，本銀行持續鞏固核心存款客戶，並透過各種推廣活動，積極拓展在各社區之中小存戶。

受惠於銀行息率調整之策略，是年度本銀行企業貸款利息收入及淨息差持續錄得滿意增幅，銀團及企業貸款總額亦保持平穩升幅；而非利息服務收入則繼續穩定增長。本銀行現全力支持由香港按揭證券有限公司推出之「中小企融資擔保計劃」，積極擴展本銀行客戶基礎。

本銀行秉承與中小企業攜手發展之業務宗旨，致力為中小企業提供優質貼心之一站式銀行服務。本銀行四度參選並四度榮膺由香港中小型企業總商會舉辦之「中小企業最佳拍檔獎」，服務質素備受業界推崇及肯定。

本銀行於二零一二年第四度榮膺由香港中小型企業總商會舉辦之「中小企業最佳拍檔獎」。

In 2012, the Bank received the "Best SME's Partner Award" from the Hong Kong General Chamber of Small and Medium Business for the fourth time.

Business Review

Corporate and Retail Banking

Loan and Deposit Business

Despite a more prudent sentiment as a result of tightened regulations over the local property market, the Bank managed to attain steady growth in the outstanding value of mortgage loans in 2012 compared with that of the same period last year. On the deposit business front, the Bank continued to consolidate its core client base of deposit and actively recruited small and medium-sized customers through various series of promotion campaigns in the community.

As a result of strategic rate adjustments, both interest income and net interest margin of the Bank's corporate loans achieved satisfactory growth over the year. Syndicated and corporate loans increased moderately in terms of volume, whereas non-interest services income also maintained a steady upward momentum. To further expand its clientele, the Bank actively supported the "SME Financing Guarantee Scheme" launched by the Hong Kong Mortgage Corporation Limited.

With a mission to work with SMEs to attain mutual growth, the Bank is committed to providing quality and customer-oriented one-stop banking services to SMEs. The Bank's SME services are highly recognised by the industry as it entered the nomination for, and received, the "Best SME's Partner Award" from the Hong Kong General Chamber of Small and Medium Business for the fourth time.



主席報告書 CHAIRMAN'S STATEMENT

本銀行一直全力支持本地企業。同時，本銀行除積極協助具發展實力之國內公司來港開拓業務，亦支援本地客戶發展其國內業務，提供貿易融資及跨境人民幣服務。

卡業務

二零一二年，本銀行信用卡業務包括信用卡發卡量、信用卡應收賬款及商戶收單業務較去年同期均錄得增長，成績理想。

本銀行將會繼續拓展信用卡業務及商戶收單業務，以維持良好之業務增長。

財富管理業務

本銀行近年致力優化銷售流程，投入大量資源提升財富管理系統。全新系統已於二零一二年年中正式投入服務，以配合本銀行進一步發展財富管理業務之步伐。

二零一一年八月推出特別為專業投資者而設之財富管理服務，業務漸為客戶所認識，於債券銷售方面亦有不俗增長。二零一二年十一月更增設「資本投資者入境計劃」賬戶服務，為有意以資本投資移民香港之人士提供一站式投資及資產申報服務。本銀行期望透過新服務開拓收入來源，並以多元化投資產品及各項增值服務，為本銀行財富管理業務取得廣泛增長。

The Bank has been a strong supporter of local enterprises. In addition to helping mainland companies establish their businesses in Hong Kong, the Bank also provides trade finance and cross-border Renminbi services to local customers in assisting them to develop their businesses in the mainland.

Card Business

For 2012, the Bank's credit card business recorded satisfactory increases in the number of credit cards issued, credit card accounts receivable and merchant-billed turnover.

To maintain its strong business growth, the Bank will continue to develop its credit card business and merchant acquiring services.

Wealth Management Business

Over the last few years, the Bank made substantial investment in upgrading its wealth management system to cater for an enhanced sales flow. The upgraded system was officially launched in mid-2012 to support the further development of our wealth management business.

Launched in August 2011, the wealth management service dedicated to professional investors was gaining recognition and registered growth in bond sales. In November 2012, a specific account service with one-stop investment and asset filing services was launched to assist individuals intending to enter Hong Kong for residence via "Capital Investment Entrant Scheme". Expanding its income stream with the new service, the Bank aims to attain growth on all fronts of its wealth management business through a well-diversified portfolio of investment products and value-added services.

投資移民香港
成就更璀璨夢想

資本投資者入境計劃賬戶服務

香港特和行政區資本投資者入境計劃「計劃」的目的，是讓有意以資本投資移民香港之人士提供一站式投資及資產申報服務。

- 計劃適用於中國內地、澳門和台灣、中國僑居之海外專業人士及有意移民的人士
- 申請人需最少有港幣400萬元或等值外幣資產
- 于1年投資期內，投資款項必須用於指定的投資項目及向特和行政區政府繳納投資保證金
- 投資期屆滿後，申請人必須繼續將港幣至少100萬元，再投資於「計劃」的指定投資項目，如申請人未能繼續投資，則申請人須向特和行政區政府繳納港幣至少100萬元

詳情請向本行客戶服務部查詢或致電客戶服務熱線

創興銀行
Cheung Kong Bank

本銀行於二零一二年十一月增設「資本投資者入境計劃」賬戶服務，為有意以資本投資移民香港之人士提供一站式投資及資產申報服務。

In November 2012, the Bank launched a specific account service with one-stop investment and asset filing services to assist individuals intending to enter Hong Kong for residence via "Capital Investment Entrant Scheme".

財資業務

來自外匯業務之收入乃源於代客從事外匯現貨及遠期合約買賣之交易與及由本銀行現金管理活動所敍做之外匯資金掉期交易產生之收入。鑑於是年度本銀行更活躍於利用外匯資金掉期交易作現金管理，因此是年度源於外匯合約所得之其他營業收入較上年度為高。

為了應對歐洲主權債務危機不斷演變所採取之預防措施，是年度本銀行之流動資金比率維持在相對較高水平。本銀行繼續利用發行存款證計劃以分散資金來源，金額較上年度減少，而於回購協議下出售財務資產而來之融資金額則較上年度增加。

在管理淨息差及因為客戶貸款總額下降但需要維持資產總額水平方面，本銀行已增加企業定息債務證券之投資，同時利用利率掉期合約將之轉變為浮息工具，以減輕在低而偏平之貨幣市場孳息曲線所面對之淨利息收入壓力。

本銀行提供人民幣產品如外匯現貨買賣、不交收遠期外匯合約、銀行同業拆借、外匯資金掉期及債券投資等。

中國業務

本銀行繼續發展國內業務，在過去跨境人民幣結算業務之基礎上，進一步發展兩地貿易結算貸款，以及中港兩地銀團貸款服務。

此外，本銀行擬申請將現有廣州代表處升格為分行，為香港客戶在國內業務發展提供支援。

Treasury Activities

Income from foreign exchange activities is generated from services provided to customers in the form of foreign exchange trading and forward contracts, and from the Bank's cash management activities through foreign currency funding swaps. The Bank has been more active in using foreign currency funding swaps this year and as a result other operating income from foreign currency contracts was higher than that of last year.

The Bank's liquidity ratios have been kept at a relatively high level throughout the year due to precautionary measures with higher liquidity being maintained during the development of the European sovereign debt crisis. The Bank continued to use its certificate of deposit programme this year to diversify funding even though volume has reduced from that of last year. The transaction volume of financing through financial assets sold under repurchase agreements exceeded that of last year.

In managing the net interest margin and maintaining the level of total assets after the reduction in total loans and advances to customers, the Bank has increased its investments in fixed rate corporate debt securities and converted them into floating rate instruments with interest rate swaps to mitigate the stress on net interest income due to the low and flattening money market yield curves.

The Bank offered Renminbi products such as spot foreign exchange trading, non-deliverable forward contracts, interbank funding, foreign currency funding swap and bond investments.

China Business

The Bank continued to develop its mainland business. Building on the existing cross-border Renminbi clearing services, it further rolled out cross-border trade financing and cross-border syndicated loan services.

Furthermore, the Bank is planning to upgrade its current Guangzhou Representative Office to a branch, so as to better support Hong Kong customers in developing their mainland business.

其他相關業務

證券業務

二零一二年，受到歐債危機未有妥善解決方案，以及環球經濟持續疲弱之影響，本地證券市場仍處膠着狀態，新股反應冷淡，每日交投銳減，證券業務競爭激烈。然而，本銀行全資附屬公司創興證券有限公司不斷致力提升營運效率及服務質素，是年度整體客戶人數持續增長，而智能手機網上證券買賣服務之交易宗數增長率更超逾 67%，深受客戶歡迎。

保險業務

本銀行全資附屬公司創興保險有限公司於是年度之全年營業額及盈利均較去年同期錄得雙位數字增長，秉承本集團積極進取步伐，透過不同渠道，來年會繼續致力拓展商企保險及提升服務質素，創造更佳業績。

企業責任

為貫徹「社區銀行」之宗旨，以及為地區社群提供全面、優質之銀行服務，本銀行不斷完善服務網絡及優化分行服務環境，二零一二年五月本銀行原位於屯門安定邨之分行遷往同區康麗花園新址營業，二零一二年十月本銀行之何文田廣場分行與旺角分行合併。本銀行除位於中環之總行以外，本地分行數目為五十一間。



二零一二年五月，屯門安定邨分行遷往同區康麗花園新址營業。
In May 2012, On Ting Estate Branch in Tuen Mun was relocated to Hong Lai Garden of the same district.

Other Related Businesses

Securities Business

Against the backdrop of unresolved European debt crisis and persistently weak economy around the globe, the local stock market was stagnant in 2012. Response to initial public offerings was weak and daily turnover declined sharply. Competition was fierce in the sector. Nevertheless, Chong Hing Securities Limited, a wholly-owned subsidiary of the Bank, managed to acquire an increasing number of customers with enhanced operating efficiency and service quality. The mobile securities trading service was particularly popular, registering over 67% growth in transaction volume.

Insurance Business

Chong Hing Insurance Company Limited (“Chong Hing Insurance”), a wholly-owned subsidiary of the Bank, recorded double-digit growth in annual turnover and profit compared with those of the same period last year. In line with the Group’s proactive development approach, Chong Hing Insurance will continue to strive for better results by expanding its corporate insurance business on all fronts with enhanced service quality.

Corporate Responsibility

In order to practise the preaching of serving as a “community bank” and provide a comprehensive range of high quality banking services to the local community, the Bank continued to expand its service network and enhance its service environment. In May 2012, the Bank relocated its branch at On Ting Estate in Tuen Mun to Hong Lai Garden of the same district. In October 2012, the Bank’s Homantin Plaza Branch and Mong Kok Branch were merged. Apart from the head office in Central, the Bank now has a total of 51 local branches.

作為關懷社區之機構，本銀行參與各項支持改善社區生活之活動。本銀行於二零一二年再度資助基督教恩苗東九龍幼稚園，該教育捐助乃向低收入、單親或其他有需要之家庭提供優質之幼兒教育。同時，本銀行積極參與及支持其他慈善團體之公益活動。本銀行於二零一三年第六度榮獲香港社會服務聯會嘉許「商界展關懷」標誌。

As a caring institution serving the community, the Bank takes part in various social improvement activities. In 2012, the Bank made a further donation to Gracefield East Kowloon Christian Kindergarten, which provides quality education for children from low-income, single-parent or other needy families. In addition, the Bank also actively participated in and supported activities of other charitable organisations. The Bank was awarded the “Caring Company” logo by the Hong Kong Council of Social Service for the sixth year in 2013.



本銀行於二零一二年再度資助基督
教恩苗東九龍幼稚園，並透過遊戲
方式向幼稚園學生傳達愛心及關懷
之信息。

*In 2012, the Bank made a further
donation to Gracefield East
Kowloon Christian Kindergarten
and conveyed the message of love
and care to kindergarteners
through games.*



金融服務殊榮

二零一二年二月，本銀行連續第四年榮獲紐約梅隆銀行 (The Bank of New York Mellon) 頒贈「清算直通處理付款格式卓越獎」(Straight Through Processing Award)，獲獎指標為本銀行之超卓清算報文標準化，以及美元報文由電腦全自動清算而不需經由人手修正程序直接付款高達95%以上，服務備受肯定。

本銀行於二零一二年二月連續第四年榮獲紐約梅隆銀行 (The Bank of New York Mellon) 頒贈「清算直通處理付款格式卓越獎」(Straight Through Processing Award)。

In February 2012, the Bank received the "Straight Through Processing Award" from The Bank of New York Mellon for the fourth consecutive year.

Financial Services Award

In February 2012, the Bank received the "Straight Through Processing (STP) Award" from The Bank of New York Mellon for the fourth consecutive year. The award recognised the Bank's outstanding performance in payment formatting and a high STP rate of over 95% in fully-automated USD payment processing without manual intervention.



企業管治

本銀行充份明白符合相關法規和監管機構規定，以及維持良好企業管治水平對本銀行之營運效能及效率極為重要。因此，本銀行已投入不少資源，並採取及執行相關措施，確保符合相關法規和監管機構規定，以及維持高水平的企業管治常規。

Corporate Governance

The Bank is well aware that complying with the relevant statutory and regulatory requirements and maintaining good corporate governance standards are imperative to the effective and efficient operation of the Bank. The Bank has, therefore, deployed considerable resources, as well as adopted and implemented relevant measures, to ensure that the relevant statutory and regulatory requirements are complied with and that a high standard of corporate governance practices is maintained.

經濟展望

儘管美國聯邦儲備局採取多項非常規之貨幣政策以遏止全球金融危機，以及先進經濟體續推寬鬆貨幣措施降低金融市場之系統風險，但全球流動資金過剩，資產市場熾熱及通脹風險增加，環球經濟形勢依然錯綜複雜，充滿變數。

為抵禦外圍經濟環境波動，香港政府繼續致力與內地保持穩健之經濟聯繫，促進兩地經濟共融。二零一二年六月，香港政府與中央政府簽訂《內地與香港關於建立更緊密經貿關係的安排補充協議九》。根據相關銀行的規定，香港銀行可於內地從事證券公司客戶交易結算資金及期貨保證金存管業務，擴大香港銀行於內地之業務範圍。

展望未來，香港憑藉中港金融融合所帶來之機遇，一方面把內地企業及資金經由香港帶往國際，同時引入海外資金中轉至中國，奠定作為國家國際金融中心之地位。本銀行定必繼續抓緊契機，開拓多元化及優質之產品服務，讓業務持續穩健發展。

謹致謝忱

最後，本人謹代表董事會全人，對廣大客戶及股東給予之信任與支持，對各位董事善用籌策及全體員工盡心盡力服務，致以衷心感謝。本銀行堅守服務市民大眾之使命，竭誠提供優質專業之服務，並努力為股東創造更大回報。

Economic Outlook

Despite the various unconventional monetary policy measures of the US Federal Reserve Board to contain the global financial crisis and further monetary easing in sophisticated economies to reduce systemic risks of financial markets, the economic outlook around the world remains liquid and unpredictable in light of a global liquidity glut with asset market exuberance and increased risks of inflation.

To strengthen protection against fluctuations in the external trading environment, the Hong Kong Government continued its efforts to foster economic ties with the mainland with the aim of enhancing economic and trade co-operation. In June 2012, the Hong Kong Government and the Central Government entered into Supplement IX to the Mainland and Hong Kong Closer Economic Partnership Arrangement. According to the relevant banking provisions, eligible Hong Kong banks are allowed to offer custodian services regarding settlement funds of customers of securities companies and margin deposits on futures transactions.

Looking forward, Hong Kong will benefit from the opportunities brought about by the cross-border financial co-operation. As an international finance centre of China, it is well positioned to help mainland companies establish their presence in Hong Kong and beyond, and assist in channeling overseas funds into China. The Bank will continue to tap into such opportunities and strive to propel its ongoing steady development by offering a comprehensive range of quality products and services.

Sincere Acknowledgements

Last but not least, on behalf of your board, I would like to express my heartfelt gratitude to our many customers and shareholders for their trust and support, to all my fellow directors for their wise stewardship and to the staff members for their commitment and dedication. With a mission to serving the public at large, the Bank is dedicated to providing top-notch and professional services while maximising return for its shareholders.

董事會報告書

DIRECTORS' REPORT

董事會同寅現謹提呈截至二零一二年十二月三十一日止年度之年報及已審核之綜合財務報表。

主要業務

本銀行之主要業務為從事銀行業及有關之金融服務。各主要附屬公司之主要業務詳列於綜合財務報表之附註第22項。

業務範圍

本集團營業總收入(扣除利息支出、費用及佣金支出)，依據主要業務類別分析及報告如下：

企業及零售銀行
財資業務
證券買賣業務
其他

本集團提供之企業及零售銀行服務包括對客戶提供之借貸、貿易融資、汽車信貸、消費者信貸、透支、強積金服務、定期存款、往來及活期儲蓄戶口、信用卡及個人財富管理服務。本集團亦為客戶提供全面自動化之電話銀行服務及網上銀行服務。其他銀行服務包括匯款、外幣找換、保管箱、自動轉賬及直接付款服務。

財資業務主要包括銀行同業拆借、本集團統一利率風險及流動資金、中央現金管理及外匯業務。來自外匯業務的收入乃源於代客從事外匯交易及遠期合約買賣及源於利用外匯資金掉期合約以管理本銀行之現金活動。

本集團證券買賣活動包括證券交易、股票經紀及期貨經紀。

本集團其他銀行相關服務包括投資控股、保險、其他投資顧問服務及物業投資。

The directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2012.

PRINCIPAL ACTIVITIES

The Bank is engaged in the provision of banking and related financial services. The principal activities of its subsidiaries are set out in note 22 to the consolidated financial statements.

BUSINESS

The Group's total operating income (net of interest expense and fee and commission expense) is analysed and reported by significant business classes as follows:

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Corporate and retail banking	859,955	946,571
Treasury activities	299,351	181,255
Securities dealing business	118,500	154,402
Others	44,140	32,574
	<u>1,321,946</u>	<u>1,314,802</u>

The corporate and retail banking services provided by the Group are principally lending and trade finance facilities, auto financing, consumer financing, overdraft facilities, mandatory provident fund services, provision of fixed deposits, current and savings accounts, credit cards and personal wealth management services. The Group also provides fully automated telephone and internet banking services to its customers. Other banking services offered include remittance and money exchange, safe deposit boxes, autopay and direct debit services.

Treasury activities mainly comprise inter-bank placement and deposit transactions, management of overall interest rate risk and liquidity of the Group, centralised cash management and foreign exchange activities. Income from foreign exchange activities is principally generated from services provided to customers in the form of foreign exchange trading and forward contracts, and from the Bank's cash management activities through foreign currency funding swaps.

Securities dealing activities of the Group include securities trading, stockbroking and futures broking.

Other banking-related services of the Group include investment holding, insurance, other investment advisory services and property investments.

主要客戶

董事會認為，本集團五位最大客戶所佔是年度本集團利息收入及營業收入總額少於百分之三十。

業績及撥發

截至二零一二年十二月三十一日止年度本集團之業績詳列於第71頁之綜合損益賬。

本年度已派發予股東的中期現金股息，每股港幣0.11元，合共港幣47,850,000元。董事會現建議派發截至二零一二年十二月三十一日止之末期現金股息，每股港幣0.35元，合共港幣152,250,000元予二零一三年五月二十一日已登記於股東名冊之股東，並保留本年度溢利餘額。

股本

本銀行股本之變動詳列於綜合財務報表之附註第31項內。本銀行之股本於年內未有變動。

儲備

本年度內本集團及本銀行儲備之變動分別詳列於第75頁至第76頁之綜合股東權益轉變表及綜合財務報表之附註第32項內。

投資物業

本集團之投資物業於二零一二年十二月三十一日進行重估。本年度內重估產生淨溢利為港幣9,390,000元，此款項已列入綜合損益賬內。有關本集團及本銀行之投資物業詳列於綜合財務報表之附註第24項內。

物業及設備

有關本集團及本銀行於本年度之物業及設備之變動詳列於綜合財務報表之附註第25項內。

股份期權計劃

本銀行之股份期權計劃（「新股份期權計劃」）是根據二零一二年五月九日通過之決議而採納，以取代於二零一二年四月二十四日屆滿的股份期權計劃。新股份期權計劃之詳情列於綜合財務報表之附註第34項內。新股份期權計劃自採納以來並未授出任何股份期權。

MAJOR CUSTOMERS

The directors believe that the five largest customers of the Group accounted for less than 30% of the total of interest income and operating income of the Group for the year.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2012 are set out in the consolidated income statement on page 71.

An interim cash dividend of HK\$0.11 per share amounting to HK\$47,850,000 was paid to the shareholders during the year. The directors now recommend the payment of a final cash dividend for the year ended 31 December 2012 of HK\$0.35 per share amounting to HK\$152,250,000 to the shareholders on the register of members on 21 May 2013 and the retention of the remaining profit for the year.

SHARE CAPITAL

Details of the share capital of the Bank during the year are set out in note 31 to the consolidated financial statements. There was no movement in the Bank's share capital during the year.

RESERVES

Movements in the reserves of the Group and the Bank during the year are set out in the consolidated statement of changes in equity on pages 75 to 76 and note 32 to the consolidated financial statements, respectively.

INVESTMENT PROPERTIES

The Group's investment properties were revalued as at 31 December 2012. The net increase in fair value arising on the revaluation, which has been credited directly to the consolidated income statement, amounted to HK\$9,390,000. Details of the investment properties of the Group and the Bank are set out in note 24 to the consolidated financial statements.

PROPERTY AND EQUIPMENT

Details of the movements in the property and equipment of the Group and the Bank during the year are set out in note 25 to the consolidated financial statements.

SHARE OPTION SCHEME

The Bank's share option scheme (the "New Scheme") was adopted pursuant to a resolution passed on 9 May 2012 to replace the share option scheme which expired on 24 April 2012. Particulars of the New Scheme are set out in note 34 to the consolidated financial statements. No options have been granted under the New Scheme since it was adopted.

董事會報告書 DIRECTORS' REPORT

董事

於本年度內及於本報告書發表時，
本銀行董事為：

常務董事

廖烈武博士 LLD, MBE, JP
(主席)

廖烈智先生
(副主席兼董事總經理)

劉惠民先生
(行政總裁)

廖鐵城先生
(副行政總裁)

廖俊寧先生

曾昭永先生
(於二零一二年十二月三十一日辭任)

王克嘉先生
(於二零一二年十二月三十一日辭任)

非常務董事

何家樂先生
(於二零一二年五月二十二日獲委任)

王曉明先生
(於二零一二年五月二十二日辭任)

廖駿倫先生
(於二零一二年十二月三十一日辭任)

堀越秀一先生
(於二零一二年八月八日獲委任)

大塚英充先生
(於二零一二年八月八日辭任)

廖坤城先生

周卓如先生 BBS, JP

孟慶惠先生

獨立非常務董事

陳有慶博士 GBS, LLD, JP

范華達先生
(於二零一二年八月八日
調任為獨立非常務董事)

謝德耀先生

鄭毓和先生

馬照祥先生

DIRECTORS

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

Executive Directors

Dr LIU Lit Mo, LLD, MBE, JP
(Chairman)

Mr LIU Lit Chi
(Deputy Chairman and Managing Director)

Mr LAU Wai Man
(Chief Executive Officer)

Mr Don Tit Shing LIU
(Deputy Chief Executive Officer)

Mr Wilfred Chun Ning LIU

Mr TSANG Chiu Wing
(resigned on 31 December 2012)

Mr WONG Har Kar
(resigned on 31 December 2012)

Non-executive Directors

Mr HE Jiale
(appointed on 22 May 2012)

Mr WANG Xiaoming
(resigned on 22 May 2012)

Mr Andrew LIU
(resigned on 31 December 2012)

Mr Hidekazu HORIKOSHI
(appointed on 8 August 2012)

Mr Hidemitsu OTSUKA
(resigned on 8 August 2012)

Mr Christopher Kwun Shing LIU

Mr Alfred Cheuk Yu CHOW, BBS, JP

Mr MENG Qinghui

Independent Non-executive Directors

Dr Robin Yau Hing CHAN, GBS, LLD, JP

Mr Timothy George FRESHWATER
(redesignated as Independent Non-executive Director on 8 August 2012)

Mr Wanchai CHIRANAKHORN

Mr CHENG Yuk Wo

Mr Andrew Chiu Cheung MA

何家樂先生(於二零一二年五月二十二日獲委任為非常務董事)及堀越秀一先生(於二零一二年八月八日獲委任為非常務董事)依據本銀行組織章程細則第八十五條,將於現屆股東週年大會上告退,惟願參選連任。此外,王曉明先生及大塚英充先生分別於二零一二年五月二十二日及二零一二年八月八日因中遠集團及三菱東京UFJ銀行集團內之工作調任而辭任非常務董事。

依據本銀行組織章程細則第一百零一條,其中列明任期最長之董事會三分之一成員需於股東週年大會上輪值告退及重選。廖烈武博士、廖鐵城先生、陳有慶博士、廖俊寧先生及謝德耀先生諸位董事將於現屆股東週年大會輪值告退,惟願參選連任。

謝德耀先生於一九九八年九月十七日起任職獨立非常務董事。本銀行收到有關其根據香港聯合交易所有限公司證券上市規則(「上市規則」)第3.13項而發之確認獨立性週年函件。就此,本銀行認為謝先生仍然獨立,故有資格於二零一三年股東週年大會上參選連任本銀行之獨立非常務董事。

於二零一二年十二月三十一日,曾昭永先生及王克嘉先生辭任本銀行常務董事及廖駿倫先生(廖駿倫先生亦已表示由於他的其他承諾,故欲選擇辭任董事一職)辭任本銀行非常務董事以符合上市規則至少三分之一的董事會成員為獨立非常務董事的規定。曾先生及王先生均已於二零一三年三月七日獲委任為本銀行的副行政總裁。

再者,廖烈智先生於二零一三年三月七日辭任行政總裁一職,現職位為副主席兼董事總經理;劉惠民先生於二零一三年三月七日獲委任為行政總裁,現職位為常務董事兼行政總裁。

Mr He Jiale (who was appointed Non-executive Director on 22 May 2012) and Mr Hidekazu Horikoshi (who was appointed Non-executive Director on 8 August 2012) shall retire and offer themselves for re-election at the forthcoming annual general meeting in accordance with Article 85 of the Bank's Articles of Association. Moreover, Mr Wang Xiaoming and Mr Hidemitsu Otsuka resigned as Non-executive Directors on 22 May 2012 and 8 August 2012 respectively because of the reallocation of duties within the COSCO Group and the Bank of Tokyo-Mitsubishi UFJ Group.

Article 101 of the Bank's Articles of Association stipulates that, among other things, one-third of the directors for the time being, who have been longest in office since their last election, shall be subject to retirement by rotation and re-election at each annual general meeting. Accordingly, Dr Liu Lit Mo, Mr Don Tit Shing Liu, Dr Robin Yau Hing Chan, Mr Wilfred Chun Ning Liu and Mr Wanchai Chiranakhorn shall retire and offer themselves for re-election at the forthcoming annual general meeting.

The Bank has received from Mr Wanchai Chiranakhorn, who has served as its Independent Non-executive Director since 17 September 1998, an annual letter confirming his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). As such, the Bank considers Mr Chiranakhorn to be still independent and, therefore, eligible for re-election as its Independent Non-executive Director at the 2013 annual general meeting.

Mr Tsang Chiu Wing and Mr Wong Har Kar as Executive Directors and Mr Andrew Liu as Non-executive Director (who had additionally indicated that he would opt to step down as a board member because of his other commitments) of the Bank resigned on 31 December 2012 in order to meet the requirement of the Listing Rules that at least one-third of the Bank's Board be comprised of Independent Non-executive Directors. Mr Tsang and Mr Wong were both appointed the Bank's Deputy Chief Executive Officers on 7 March 2013.

Furthermore, Mr Liu Lit Chi, now holding the title of "Deputy Chairman and Managing Director", retired as Chief Executive Officer on 7 March 2013. Mr Lau Wai Man, now holding the title of "Executive Director and Chief Executive Officer", was appointed Chief Executive Officer on 7 March 2013.

董事會報告書 DIRECTORS' REPORT

董事之服務合約

本集團並無與任何在將召開之股東週年大會上參選連任之本銀行董事訂有不能於一年內終止而毋需支付賠償金(惟法定之賠償金除外)之服務合約。

DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service contract, which is not determinable by the Bank within one year without payment of compensation, other than statutory compensation.

董事(包括行政總裁)之證券權益及淡倉

根據《證券及期貨條例》第352條而設立之登記名冊顯示，於二零一二年十二月三十一日，下列董事(包括行政總裁)持有本銀行及其聯繫公司(定義見《證券及期貨條例》第XV部)之證券及相關證券權益及淡倉：

DIRECTORS' (INCLUDING THE CHIEF EXECUTIVE OFFICER'S) INTERESTS AND SHORT POSITIONS IN SECURITIES

As of 31 December 2012, the interests and short positions of the directors (including the chief executive officer) in the securities and underlying securities of the Bank and its associated corporations (under Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept under Section 352 of the SFO, were as follows:

(I) 本銀行

(I) The Bank

證券權益

Interests in securities

持有普通股股份數目 Number of ordinary shares held

董事芳名 Director's name	個人權益 Personal interests	配偶權益 Spousal interests	公司權益 Corporate interests	總權益 Total interests	佔已發行股本之百分比 Percentage of issued share capital
廖烈武 Liu Lit Mo	1,002,450	—	258,359,628 附註(一) Note (1)	259,362,078	59.62347
廖烈智 Liu Lit Chi	313,248	—	260,622,839 附註(一)及(二) Notes (1) & (2)	260,936,087	59.98531
廖鐵城 Don T S Liu	15,000	—	—	15,000	0.00345
陳有慶 Robin Y H Chan	48,400	—	1,018,000 附註(三) Note (3)	1,066,400	0.24515
范華達 Timothy G Freshwater	396	—	—	396	0.00009

董事(包括行政總裁)之證券權益及
淡倉 - 續

附註：

(一) 258,359,628股本銀行股份，即下列各項：

(i) 由上市公司廖創興企業有限公司之全資附屬公司廖創興置業有限公司(「廖創興置業」)持有之218,359,628股股份。根據《證券及期貨條例》，廖烈武及廖烈智兩位先生透過廖氏集團有限公司分別被當作擁有該等股份之權益(廖氏集團有限公司為一私人公司，擁有廖創興企業有限公司約44%已發行及繳足股本)；及

(ii) 由三菱東京UFJ銀行持有之40,000,000股股份。根據一九九四年之協議，三菱東京UFJ銀行授予廖創興置業一項優先認股權，使廖創興置業可在該協議期內任何時間行使該項優先認股權購買該等股份，並在若干情況下三菱東京UFJ銀行必須將所有該等股份提出售予廖創興置業。根據《證券及期貨條例》，廖烈武及廖烈智兩位先生分別透過廖氏集團有限公司擁有廖創興置業之權益，亦被視為擁有該等股份之權益。

(二) 由愛寶集團有限公司持有之2,263,211股本銀行股份，廖烈智先生及其聯繫人士為股東。因此，根據《證券及期貨條例》，廖烈智先生被當作擁有該等股份之權益。

(三) 1,018,000股本銀行股份由Asia Panich Investment Company (Hong Kong) Limited及聯亞行有限公司持有，上述公司或其董事慣常依照陳有慶博士之指示或吩咐而執行事務。

DIRECTORS' (INCLUDING THE CHIEF EXECUTIVE OFFICER'S)
INTERESTS AND SHORT POSITIONS IN SECURITIES - continued

Notes:

(1) 258,359,628 shares in the Bank are attributed as follows:

(i) 218,359,628 shares held by public listed Liu Chong Hing Investment Limited's wholly-owned subsidiary, Liu Chong Hing Estate Company, Limited ("Liu Chong Hing Estate"), in which each of Messrs Liu Lit Mo and Liu Lit Chi is deemed under the SFO to be interested through Liu's Holdings Limited, a private company holding approximately 44% of Liu Chong Hing Investment Limited's issued and fully-paid share capital; and

(ii) 40,000,000 shares held by The Bank of Tokyo-Mitsubishi UFJ, Ltd ("Bank of Tokyo-Mitsubishi UFJ"). Pursuant to an agreement in 1994, Bank of Tokyo-Mitsubishi UFJ has granted an option to Liu Chong Hing Estate exercisable at any time during the term of that agreement to purchase all such shares and Bank of Tokyo-Mitsubishi UFJ is required to offer to sell all such shares to Liu Chong Hing Estate in certain circumstances. By virtue of the interests of Messrs Liu Lit Mo and Liu Lit Chi in Liu Chong Hing Estate through Liu's Holdings Limited, each of them is deemed under the SFO to be interested in such shares.

(2) 2,263,211 shares in the Bank are held by Alba Holdings Limited, shareholders of which include Mr Liu Lit Chi and his associates. Accordingly, Mr Liu Lit Chi is deemed under the SFO to be interested in such shares.

(3) 1,018,000 shares in the Bank are held collectively by Asia Panich Investment Company (Hong Kong) Limited and United Asia Company Limited. These corporations or their directors are accustomed to acting in accordance with Dr Robin Y H Chan's directions or instructions.

董事會報告書 DIRECTORS' REPORT

董事(包括行政總裁)之證券權益及淡倉 - 續

(II) 廖創興企業有限公司 (本銀行之聯繫公司)

證券權益

Interests in securities

董事芳名 Director's name	個人權益 Personal interests	配偶權益 Spousal interests	持有普通股股份數目 Number of ordinary shares held		佔已發行股本 之百分比 Percentage of issued share capital
			公司權益 Corporate interests	總權益 Total interests	
廖烈武 Liu Lit Mo	795,600	—	171,840,189 附註(一)及(二) Notes (1) & (2)	172,635,789	45.60046
廖烈智 Liu Lit Chi	141,668	—	210,963,253 附註(一)及(三) Notes (1) & (3)	211,104,921	55.76179
范華達 Timothy G Freshwater	7,920	—	—	7,920	0.00209

附註：

(一) 由廖氏集團有限公司合共實益持有廖創興企業有限公司165,840,189股股份，廖烈武博士及廖烈智先生為該公司之股東。因此，根據《證券及期貨條例》，廖烈武及廖烈智兩位先生被當作擁有該等股份之權益。

(二) 由冠福有限公司合共實益持有廖創興企業有限公司6,000,000股股份，廖烈武博士及其聯繫人士為股東。因此，根據《證券及期貨條例》，廖烈武博士被當作擁有該等股份之權益。

(三) 由愛寶集團有限公司合共實益持有廖創興企業有限公司45,123,064股股份，廖烈智先生及其聯繫人士為股東。因此，根據《證券及期貨條例》，廖烈智先生被當作擁有該等股份之權益。

DIRECTORS' (INCLUDING THE CHIEF EXECUTIVE OFFICER'S) INTERESTS AND SHORT POSITIONS IN SECURITIES - continued

(II) Liu Chong Hing Investment Limited (associated corporation of the Bank)

持有普通股股份數目

Number of ordinary shares held

董事芳名 Director's name	個人權益 Personal interests	配偶權益 Spousal interests	持有普通股股份數目 Number of ordinary shares held		佔已發行股本 之百分比 Percentage of issued share capital
			公司權益 Corporate interests	總權益 Total interests	
廖烈武 Liu Lit Mo	795,600	—	171,840,189 附註(一)及(二) Notes (1) & (2)	172,635,789	45.60046
廖烈智 Liu Lit Chi	141,668	—	210,963,253 附註(一)及(三) Notes (1) & (3)	211,104,921	55.76179
范華達 Timothy G Freshwater	7,920	—	—	7,920	0.00209

Notes:

(1) 165,840,189 shares in Liu Chong Hing Investment Limited are beneficially held by Liu's Holdings Limited, shareholders of which include Messrs Liu Lit Mo and Liu Lit Chi. Accordingly, each of Messrs Liu Lit Mo and Liu Lit Chi is deemed under the SFO to be interested in such shares.

(2) 6,000,000 shares in Liu Chong Hing Investment Limited are beneficially held by Eternal Wealth Limited, shareholders of which include Dr Liu Lit Mo and his associates. Accordingly, Dr Liu Lit Mo is deemed under the SFO to be interested in such shares.

(3) 45,123,064 shares in Liu Chong Hing Investment Limited are beneficially held by Alba Holdings Limited, shareholders of which include Mr Liu Lit Chi and his associates. Accordingly, Mr Liu Lit Chi is deemed under the SFO to be interested in such shares.

董事(包括行政總裁)之證券權益及淡倉 - 續

其他證券權益及淡倉

根據《證券及期貨條例》，除上述已披露權益外，於二零一二年十二月三十一日，並無任何董事(包括行政總裁)，或彼等之聯繫人士，在本銀行及其聯繫公司持有任何其他證券(或相關證券)權益(或淡倉)。再者，於二零一二年十二月三十一日，董事(包括行政總裁)或彼等之配偶及彼等未滿十八歲之子女並無獲授權向本銀行及其聯繫公司認購股份，更不用說行使認購權。

主要股東之證券權益及淡倉

除上述某些董事(包括行政總裁)已披露之權益外，根據《證券及期貨條例》第336條而設立之登記名冊顯示，於二零一二年十二月三十一日，下列各方持有本銀行證券及相關證券權益及淡倉：

DIRECTORS' (INCLUDING THE CHIEF EXECUTIVE OFFICER'S) INTERESTS AND SHORT POSITIONS IN SECURITIES - continued

Other interests and short positions in securities

Under the SFO, other than those interests disclosed above, as of 31 December 2012, none of the directors (including the chief executive officer), nor their respective associates, had any other interests (nor any short positions) in any securities (nor in any underlying securities) in the Bank and its associated corporations. Moreover, as of 31 December 2012, none of the directors (including the chief executive officer), nor their respective spouses and children under 18 years of age, had been granted any rights to subscribe for the securities in the Bank and its associated corporations, much less had any such rights exercised.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As of 31 December 2012, the register maintained under Section 336 of the SFO showed that, other than the interests disclosed above in respect of certain directors (including the chief executive officer), the following parties had interests and short positions in the securities and underlying securities in the Bank:

名稱 Name	身份 Capacity	普通股股份數目 Number of ordinary shares	佔已發行股本之百分比 Percentage of issued share capital
廖創興置業有限公司 Liu Chong Hing Estate Company, Limited	實益持有人 Beneficial owner	218,359,628 附註(一)及(三) Notes (1) & (3)	50.20
廖創興企業有限公司 Liu Chong Hing Investment Limited	受控制公司之權益 Interest of a controlled corporation	218,359,628 附註(一)及(三) Notes (1) & (3)	50.20
廖氏集團有限公司 Liu's Holdings Limited	受控制公司之權益 Interest of a controlled corporation	218,359,628 附註(一)及(三) Notes (1) & (3)	50.20
Bauhinia 97 Limited	實益持有人 Beneficial owner	87,000,000 附註(二) Note (2)	20.00
中遠(香港)集團有限公司 COSCO (Hong Kong) Group Limited	受控制公司之權益 Interest of a controlled corporation	87,000,000 附註(二) Note (2)	20.00
中國遠洋運輸(集團)總公司 China Ocean Shipping (Group) Company	受控制公司之權益 Interest of a controlled corporation	87,000,000 附註(二) Note (2)	20.00
三菱東京UFJ銀行 The Bank of Tokyo-Mitsubishi UFJ, Ltd	實益持有人 Beneficial owner	42,000,000 附註(三) Note (3)	9.66
Mitsubishi UFJ Financial Group, Inc	受控制公司之權益 Interest of a controlled corporation	42,000,000 附註(三) Note (3)	9.66

主要股東之證券權益及淡倉 - 續

附註：

(一) 此股數與上述「董事(包括行政總裁)之證券權益及淡倉」一節之附註(一)(i)所列之某些董事(包括行政總裁)之權益相同。廖創興置業有限公司(「廖創興置業」)為廖創興企業有限公司之全資附屬公司，而廖創興企業有限公司為一間公眾公司，於香港聯合交易所有限公司上市。廖氏集團有限公司為一間私人公司，擁有廖創興企業有限公司約44%已發行及繳足股本。上述所提及有關之218,359,628股同指於廖創興置業持有之218,359,628股股份權益。根據《證券及期貨條例》，廖氏家族成員廖烈武、廖烈智及廖烈忠諸位先生透過廖氏集團有限公司分別被當作擁有該等股份之權益。

(二) Bauhinia 97 Limited為中遠(香港)集團有限公司之全資附屬公司，而中遠(香港)集團有限公司為中國遠洋運輸(集團)總公司之全資附屬公司。上述所提及有關之87,000,000股同指於Bauhinia 97 Limited名下登記之87,000,000股股份權益。

(三) 三菱東京UFJ銀行為Mitsubishi UFJ Financial Group, Inc之全資附屬公司。上述所提及有關之42,000,000股同指於三菱東京UFJ銀行名下登記之42,000,000股股份權益。

根據一九九四年之協議，三菱東京UFJ銀行授予廖創興置業一項優先認股權，使廖創興置業可在該協議期內任何時間行使該項優先認股權購買上述所提及有關之42,000,000股股份中之40,000,000股股份，並在若干情況下三菱東京UFJ銀行必須將所有該等40,000,000股股份提出售予廖創興置業。根據《證券及期貨條例》，廖烈武、廖烈智及廖烈忠諸位先生各自透過廖氏集團有限公司擁有廖創興置業之權益，各人分別被當作擁有該等40,000,000股股份之權益。

除上述根據《證券及期貨條例》第336條所披露的本銀行證券及相關證券權益及淡倉外，於二零一二年十二月三十一日，本銀行並無接獲任何其他有關本銀行證券及相關證券權益及淡倉之通知。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SECURITIES - continued

Notes:

(1) These interests are the same as those of certain directors (including the chief executive officer) disclosed above under the heading "DIRECTORS' (INCLUDING THE CHIEF EXECUTIVE OFFICER'S) INTERESTS AND SHORT POSITIONS IN SECURITIES" Note (1)(i). Liu Chong Hing Estate Company, Limited ("Liu Chong Hing Estate") is a wholly-owned subsidiary of Liu Chong Hing Investment Limited, a public company listed on The Stock Exchange of Hong Kong Limited. Liu's Holdings Limited, a private company, had interest in about 44% of Liu Chong Hing Investment Limited's issued and fully-paid share capital. The references to the 218,359,628 shares in question all relate to the same block of 218,359,628 shares held by Liu Chong Hing Estate, in which each of Messrs Liu Lit Mo, Liu Lit Chi and Liu Lit Chung, members of the Liu's family, is deemed under the SFO to be interested through Liu's Holdings Limited.

(2) Bauhinia 97 Limited is a wholly-owned subsidiary of COSCO (Hong Kong) Group Limited, which in turn is a wholly-owned subsidiary of China Ocean Shipping (Group) Company. The references to the 87,000,000 shares in question all relate to the same block of 87,000,000 shares registered in the name of Bauhinia 97 Limited.

(3) The Bank of Tokyo-Mitsubishi UFJ, Ltd is a wholly-owned subsidiary of Mitsubishi UFJ Financial Group, Inc. The references to the 42,000,000 shares in question both relate to the same block of 42,000,000 shares registered in the name of The Bank of Tokyo-Mitsubishi UFJ, Ltd.

Pursuant to an agreement in 1994, The Bank of Tokyo-Mitsubishi UFJ, Ltd has granted an option to Liu Chong Hing Estate exercisable at any time during the term of that agreement to purchase 40,000,000 of the 42,000,000 shares in question and The Bank of Tokyo-Mitsubishi UFJ, Ltd is required to offer to sell all such 40,000,000 shares to Liu Chong Hing Estate in certain circumstances. By virtue of the respective interests of Messrs Liu Lit Mo, Liu Lit Chi and Liu Lit Chung in Liu Chong Hing Estate through Liu's Holdings Limited, each of them is deemed under the SFO to be interested in such 40,000,000 shares.

Other than those interests and short positions in the securities and underlying securities in the Bank as disclosed above under Section 336 of the SFO, the Bank had not been notified of any other interests and short positions in its securities and underlying securities as of 31 December 2012.

董事在重要合約之利益

除下述「關連交易」所披露之利益外，於年結日或本年度內任何時間，本銀行各董事並無直接或間接在本銀行或任何其附屬公司所訂立之重大合約中享有重大利益。

委任獨立非常務董事

本銀行收到各獨立非常務董事有關其根據上市規則第 3.13 項而發之確認獨立性週年函件。本銀行認為所有獨立非常務董事仍然獨立。

范華達先生於二零一二年八月八日由「非常務董事」調任為「獨立非常務董事」。范先生自一九九七年四月獲委任為董事會成員以來，一直沒有在本銀行擔任任何執行或管理職務或職能，亦無受聘於本銀行任何附屬公司。范先生在財政上並不依賴本銀行，而且僅出席董事會會議及以董事會成員身分出席的委員會舉行的會議。董事會認為范先生是獨立人士，符合上市規則第 3.13 條所載的全部獨立指引，惟第 3.13(7)項除外，因他在緊接於調任前為本銀行的非常務董事。

關連交易

(i) 本集團與廖創興企業有限公司及其聯營公司（「廖創興企業集團」）及中遠（香港）集團有限公司及其聯營公司（「中遠集團」）彼此間於二零一二年十二月三十一日為止之關連交易概述如下：

- 甲、本銀行為廖創興企業集團各成員處理一般日常銀行交易。本銀行提供之服務有支票結算、提供往來、儲蓄及存款戶口、匯款及其他銀行服務。
- 乙、本集團向廖創興企業集團各成員提供證券及期貨買賣及代理人服務。
- 丙、廖創興企業有限公司透過其全資附屬公司，廖創興物業管理及代理有限公司及廣州市裕利物業管理有限公司，提供物業管理、物業顧問及物業維修服務予本銀行。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than those interests disclosed below under the heading "CONNECTED TRANSACTIONS", no contracts 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, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Bank has received, from each of the independent non-executive directors, an annual letter confirming his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Bank considers all of the independent non-executive directors to be still independent.

Mr Timothy Freshwater was redesignated from "Non-executive Director" to "Independent Non-executive Director" on 8 August 2012. Since his appointment as a member of the Board in April 1997, Mr Freshwater has not had any executive or management role or functions in the Bank, nor has he been under the employment of any subsidiary of the Bank. Mr Freshwater is not financially dependent on the Bank and has only attended meetings of the Board and those of the committee on which he sits in the capacity as a member of the Board. The Board considers that Mr Freshwater is independent and satisfies all the independence criteria under Rule 3.13 of the Listing Rules except Rule 3.13(7) because he was a Non-executive Director of the Bank immediately before the redesignation.

CONNECTED TRANSACTIONS

(i) The connected transactions between the Group, Liu Chong Hing Investment Limited and its associates ("Liu Chong Hing Investment Group") and COSCO (Hong Kong) Group Limited and its associates ("COSCO Group") during the year ended 31 December 2012 are as follows:

- A. The Bank handled routine banking transactions for Liu Chong Hing Investment Group. Services provided by the Bank are cheque clearing, current and savings accounts, fixed deposits, foreign exchange, remittances and other banking facilities.
- B. The Group provided securities and futures brokerage and nominee services to Liu Chong Hing Investment Group.
- C. Liu Chong Hing Investment Limited through its wholly-owned subsidiaries, Liu Chong Hing Property Management and Agency Limited and Guangzhou Wealth Good Property Management Company Limited, provided property management, property consultancy and property maintenance services to the Bank and its subsidiaries.

關連交易 (續)

- 丁、本銀行已租用多個寫字樓物業，這些物業由廖創興企業集團擁有。另一方面，廖創興企業有限公司向本銀行分租賃創興銀行中心及豐業大廈地下多個寫字樓物業。
- 戊、本集團為中遠集團提供銀行及與財務有關之服務，服務包括支票結算，往來及儲蓄戶口、定期存款、外匯買賣、匯款及代理人服務。
- (ii) 本銀行與其董事及其聯繫人彼此間於二零一二年十二月三十一日為止之關聯交易概述如下：

甲、本銀行為其董事及聯繫人處理日常銀行交易，包括支票結算、往來及儲蓄戶口、定期存款、外匯、匯款及其他銀行服務。根據香港聯合交易所證券上市規則第 14A.33(1)條，由於有關銀行服務是按一般商務條款提供，而且(i)屬於提供予私人使用之日常服務；(ii)是提供予有關董事及其聯繫人私人使用；(iii)所涉總代價低於本銀行最近期刊發之經審核綜合財務報表所示總收入之 1%；及(iv)給予有關董事及其聯繫人之條款不優於給予獨立第三者之條款等，因此有關交易可豁免遵守該章的申報、年度審核、公告及獨立股東批准規定。

乙、本銀行於二零一二年十一月二十八日就物業租賃與業主簽訂租賃協議，租金為每月港幣 280,000 元 (不包括公共設施費用、維修保養費用及其他費用和開支)，自二零一二年十一月一日起為期兩年。該業主為本銀行董事廖烈智先生及其聯繫人 (具香港聯合交易所證券上市規則界定之涵義) 分別擁有大約 80% 及 20% 股權之公司。截至二零一二年十二月三十一日止年度，本銀行所支付之租金、公共設施費用、維修保養費用及其他費用和開支合共為港幣 670,000 元，低於本銀行於二零一二年十一月二十八日就該事項刊發之公告所列之有關年度上限。

CONNECTED TRANSACTIONS - continued

- D. The Bank leased various premises owned by Liu Chong Hing Investment Group. On the other hand, Liu Chong Hing Investment Limited leased office premises of the Chong Hing Bank Centre and ground floor shop of Fung Yip Building from the Bank.
- E. The Group provided banking and related financial services to COSCO Group including cheque clearing, current and savings accounts, fixed deposits, foreign exchange, remittances and nominee services.
- (ii) The connected transactions between the Bank and its directors and their associates during the year ended 31 December 2012 are as follows:

A. The Bank handled routine banking transactions for its directors and their associates including cheque clearing, current and savings accounts, fixed deposits, foreign exchange, remittances and other banking facilities. Such transactions are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements pursuant to Rule 14A.33(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as such banking services are provided on normal commercial terms and are, among other things, (i) of a type ordinarily supplied for private use; (ii) for the directors and their associates' own use; (iii) of a total consideration that represents less than 1% of the total revenue of the Bank as shown in its latest published audited consolidated financial statements; and (iv) on terms no more favourable to the directors and their associates than those available to independent third parties.

B. The Bank entered into a tenancy agreement with the landlord, a company owned as to about 80% by Mr Liu Lit Chi, a director, and as to about 20% by his associates (within the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), on 28 November 2012 for the lease of a property for a monthly rent of HK\$280,000 (exclusive of utilities, maintenance charges and other charges and outgoings) with effect from 1 November 2012 for a term of two years. For the year ended 31 December 2012, the rent, utilities, maintenance charges and other charges and outgoings paid by the Bank amounted to HK\$670,000 which is below the annual cap in question as set forth in the Bank's announcement dated 28 November 2012 about this matter.

廖烈武博士、廖烈智先生、廖鐵城先生、陳有慶博士及范華達先生諸位董事，分別直接或間接持有廖創興企業及 / 或本銀行之股本。

根據香港聯合交易所有限公司證券上市規則第14A.38項，董事會已委任其外聘核數師按照香港會計師公會頒佈的香港監證業務準則第3000號下之「非審核或審閱過往財務資料之監證工作」規定，並參照實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，審查本集團之持續關連交易。根據上市規則第14A.38條，本銀行之外聘核數師已就上述(i)及(ii)段所述之持續關連交易之審查結果及結論，發出無保留意見之函件。有關函件之副本已提交予香港聯合交易所有限公司。獨立非常務董事已評核持續關連交易及核數師之函件，並已確認本銀行進行之交易乃按日常和慣常營業模式，以一般商業條款，及根據此等交易以合約交易。其條款屬公平及合理，亦符合本銀行整體股東之利益。

權益申報

並無董事（獨立非常務董事及非常務董事堀越秀一先生除外）於直接或間接與本銀行業務可能會或可能不會構成競爭之任何業務上佔有權益。

堀越秀一先生為三菱東京UFJ銀行執行役員、香港區主管及香港分行總經理。

董事之股票及債券認購權

除於綜合財務報表之附註第34項內所述之股份期權計劃外，本年度內本銀行或任何其附屬公司從未參與任何安排，致使各董事因取得本銀行或其他任何公司之股份或債券而獲益。

Messrs Liu Lit Mo, Liu Lit Chi, Don Tit Shing Liu, Robin Yau Hing Chan and Timothy George Freshwater are interested, directly or indirectly, in the respective share capital of Liu Chong Hing Investment Limited and / or the Bank.

Pursuant to Rule 14A.38 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the board of directors engaged its external auditor to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions set out in paragraphs (i) and (ii) above in accordance with Listing Rule 14A.38. A copy of the auditor's letter has been provided to The Stock Exchange of Hong Kong Limited. The independent non-executive directors have reviewed the continuing connected transactions and the auditor's letter and have confirmed that the transactions have been entered into by the Bank in the ordinary course of its business, on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of shareholders of the Bank as a whole.

DECLARATION OF INTERESTS

No directors (other than the independent non-executive directors and Mr Hidekazu Horikoshi, a non-executive director) are interested in any business which may or may not compete, either directly or indirectly, with the business of the Bank.

Mr Hidekazu Horikoshi is Executive Officer, Regional Head for Hong Kong and General Manager of The Bank of Tokyo-Mitsubishi UFJ, Ltd, Hong Kong Branch.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than the share option schemes disclosed in note 34 to the consolidated financial statements, 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.

董事會報告書

DIRECTORS' REPORT

本銀行上市股份之購買、出售或贖回

於本年度內，本銀行及其附屬公司並無購買、出售或贖回本銀行之上市股份。

捐款

本年度內本集團共捐款約港幣1,551,000元(二零一一年：港幣317,000元)作慈善及其他用途。

薪酬制度

本銀行已成立薪酬委員會，負責範圍包括通過參考本銀行的公司目標檢討及審批董事及高級管理層以工作表現為基礎之薪酬。

遵守指引

本銀行已完全符合香港銀行業條例的《銀行業(披露)規則》編製二零一二年年度財務報表。

足夠之公眾持股量

本集團於截至二零一二年十二月三十一日止年度全年均維持足夠之公眾持股量。

核數師

核數師德勤·關黃陳方會計師行任期將於本銀行即將舉行之股東週年大會結束時屆滿，惟願參選連任。

承董事會命
廖烈武
主席

二零一三年三月七日

PURCHASE, SALE OR REDEMPTION OF THE BANK'S LISTED SECURITIES

Neither the Bank nor any of its subsidiaries had purchased, sold or redeemed any of the Bank's listed securities during the year.

DONATIONS

During the year, the Group made charitable and other donations amounting to approximately HK\$1,551,000 (2011: HK\$371,000).

EMOLUMENT POLICY

The Bank has set up a Remuneration Committee, responsibilities of which include reviewing and approving the performance-based remuneration packages payable to directors and senior management, if any, by reference to the Bank's corporate goals and objectives.

STATEMENT OF COMPLIANCE

In preparing the financial statements for 2012, the Bank has fully complied with the Banking (Disclosure) Rules of the Hong Kong Banking Ordinance.

SUFFICIENCY OF PUBLIC FLOAT

The Group has maintained a sufficient public float throughout the year ended 31 December 2012.

AUDITOR

Messrs. Deloitte Touche Tohmatsu shall retire at the conclusion of the Bank's forthcoming annual general meeting of the shareholders. Being eligible, they shall offer themselves for re-appointment as the Bank's auditor at that meeting.

On behalf of the Board
Liu Lit Mo
Chairman

7 March 2013

企業管治常規

創興銀行（「本銀行」）乃根據《銀行業條例》，並受香港金融管理局（「金管局」）監管之認可機構。本銀行董事會（「董事會」）監察本集團之政策、程序及監控措施，用以監察及控制因銀行及有關金融服務業務所帶來之風險。由本銀行董事及高級管理人員組成之各個專責委員會獲授權監察本集團之日常主要工作。按照《銀行業（披露）規則》所編製，有關企業管治、風險管理及其他未經審核之財務補充資料詳細報告有關董事會及高級管理層之監督及風險管理過程。

企業管治政策聲明

本銀行之《企業管治政策聲明》為各董事行事的指導原則，闡述本銀行承諾遵守高水平的企業管治常規（即此制度由本銀行指導及管控，本銀行的目標制定、表現監控和達致該等目標等方式均在該制度架構下進行），而本銀行的董事會為負責本銀行企業管治常規的最終管治組織。

具體而言，本銀行奉行以下企業管治常規：

董事會每年度最少定期召開四次全體會議，最少每季度一次。除緊急情況外，全體董事均被給予充份的董事會會議通知，使彼等皆有機會參與會議。會議議程及相關會議文件全文均須於董事會會議預定日期最少一星期前寄予全體董事。

所有董事均有權查閱董事會會議文件及相關資料。當非常務董事提出疑問時，本銀行將採取措施及時和全面作出回應。倘若獨立非常務董事與常務董事就任何討論議題持相反意見時，會議記錄將清晰地反映有關情況。公司秘書負責保管完整的會議記錄，任何董事可於發出合理通知後，於辦公時間內可隨時查閱該等會議記錄。

支付予獨立非常務董事的董事袍金，以及其他報酬或薪酬（如有）須在本銀行的年報及賬目作全面披露。

Corporate Governance Practices

Chong Hing Bank Limited (the “Bank”) is an authorised institution supervised by the Hong Kong Monetary Authority (the “HKMA”) under the Banking Ordinance. The board of directors of the Bank (the “Board”) oversees the Group’s policies, procedures and controls of measuring, monitoring and controlling risks arising from banking and related financial service businesses. The day-to-day supervision of major functional areas is delegated to various specialised committees comprising directors and senior management members of the Bank. The unaudited supplementary financial information regarding corporate governance, risk management and other financial information disclosed pursuant to the Banking (Disclosure) Rules provides a detailed report on the Board and senior management oversight and the risk management process.

Policy Statement on Corporate Governance

The Bank’s Policy Statement on Corporate Governance, which serves as a source of guiding principles for the directors, has set forth that the Bank is committed to observing high standards of corporate governance practices (namely, the system by which the Bank is directed and controlled, the structure through which its objectives are set, and the means of monitoring its performance and achieving such objectives) and that its board of directors is the ultimate governing body responsible for the Bank’s corporate governance practices.

Specifically, the Bank subscribes to and implements the following corporate governance practices:

At least four regular full board meetings are being held every year – at least one in each quarter. Except in emergencies, adequate notice is being given of a board meeting so that all directors have an opportunity to attend. An agenda and accompanying board papers are being sent in full to all directors at least a week before the intended date of a board meeting.

All directors are entitled to have access to board papers and related materials. Where queries are raised by non-executive directors, steps will be taken to respond as promptly and fully as possible. If the independent non-executive directors hold views contrary to those of the executive directors in respect of any matter discussed at a board meeting, the minutes will have this reflected clearly. Full minutes are being kept by the company secretary and such minutes are open for inspection at any time during office hours on reasonable notice by any director.

Directors’ fees, as well as other reimbursement or emolument (if any), payable to independent non-executive directors are disclosed in full in the Bank’s annual reports and accounts.

企業管治報告書 CORPORATE GOVERNANCE REPORT

於二零一三年三月七日

as of 7 March 2013

於每次週年大會上，當時自上次當選任期最長的三分之一的董事必須輪值告退，該等退任董事屆時將有資格重選。

本銀行應獨立非常務董事要求，在適當情況下為該等董事尋求專業意見所引致的費用由本銀行承擔。

各非常務董事須確保有足夠的時間及專注處理本銀行的事務，若無法履行者則不會接受委任。倘若董事會所考慮的事項涉及任何主要股東或董事的利益衝突時，則須召開全體董事會會議，不得以傳閱方式或由轄下之委員會處理。

倘若獨立非常務董事辭任或被免職，則須通知香港聯合交易所有限公司（「聯交所」）及向其說明相關原因。

本銀行已提醒各董事時刻留意作為本銀行董事的責任。本銀行會向新委任的董事適當地簡報本銀行事務，並由公司秘書持續提供有關聯交所、金管局及其他機構編製之相關企業管治資料。除其他企業管治文獻外，各董事已獲給予並應遵行企業管治資料當中，包括聯交所的《上市公司董事指引》（該文件旨在讓包括本銀行在內之上市公司的董事熟悉彼等在香港聯合交易所有限公司證券上市規則（「上市規則」）下的責任）、金管局的指引《本地註冊認可機構的企業管治》（該文件簡介包括本銀行在內之認可機構在審慎管理方面的重要事項，並作為該等認可機構之董事局成員履行董事職責及責任的最佳常規指引）、公司註冊處的《董事責任指引》、香港董事學會的《董事指引》，以及本銀行的《組織章程大綱》（該文件不但列明本銀行的目標，亦界定其權力和限制）及《組織章程細則》（該文件載有管理本銀行內部事務的規定，除其他事項外，列明董事會組成，以及董事會向委員會授權和委任個別職位如行政總裁及副行政總裁等以管理本銀行業務等相關程序）。總括而言，各董事已獲悉彼等應貫徹避免任何利益衝突，並真誠行事以本銀行的整體利益為依歸。各董事應以審慎、技巧及努力不懈履行其職責，並僅就恰當的企業宗旨而行使其權力。

One-third of the directors who have been longest in office since their last election shall retire by rotation at each annual general meeting. The retiring directors shall then be eligible for re-election.

At the request of the independent non-executive directors, arrangements shall be made in appropriate circumstances to enable such directors to seek professional advice at the expense of the Bank.

Every non-executive director has made sure that he can give sufficient time and attention to the affairs of the Bank and that he will not accept the appointment if he cannot do so. If a matter to be considered by the Board involves a conflict of interest for a substantial shareholder or a director, a full board meeting will be held and the matter will not be dealt with by circulation or by committee.

If an independent non-executive director resigns or is removed from office, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) will be notified of the reasons involved.

The Bank has reminded every director that he has to keep abreast of his responsibilities as a director of the Bank. Newly appointed directors will receive an appropriate briefing on the Bank’s affairs and be provided by the company secretary with relevant corporate governance materials published by the Stock Exchange, the HKMA and others on an ongoing basis. Directors have been given, among other corporate governance literature, copies of, and are expected to refer to, the Stock Exchange’s *Guide for Directors of Listed Companies* (which aims to acquaint directors of listed companies, of which the Bank is one, with their responsibilities under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)), the HKMA’s guideline entitled “*Corporate Governance of Locally Incorporated Authorized Institutions*” (which addresses issues important for the prudent management of authorised institutions, of which the Bank is one, and serves as a best practice guide for directors concerning their duties and responsibilities as board members of such authorised institutions), the Companies Registry’s *A Guide on Directors’ Duties*, the Hong Kong Institute of Directors’ guidelines for directors, and the Bank’s *Memorandum of Association* (which not only states the objects of the Bank, but also defines and limits its powers) and *Articles of Association* (which contains regulations for the management of the internal affairs of the Bank by setting forth, among other things, the constitution of the Board as well as such procedures as the delegation of the powers of the Board to committees and the appointment of individuals to such offices as those of chief executive officer and deputy chief executive officer(s) to manage the Bank’s business). In short, directors have been reminded that they should guard against any conflict of interest and act in good faith in the interests of the Bank as a whole at all time. They should exercise due care, diligence and skill when performing their duties and should use their powers for proper corporate purposes only.

董事會職權範圍

董事會根據本銀行當時有效的組織章程細則組成。在不影響該等細則效力的前提下，該等職權範圍，除其他事項外，訂明董事會的組成及其權力和職責。

董事人數應為七名至二十五名之間。於每次週年大會上，當時自上次當選任期最長的三分之一的董事必須輪值告退，該等退任董事屆時將有資格重選。

在不影響本銀行於股東大會上委任任何人士為董事的權力之前提下，董事會有權委任任何人士為董事，惟有關任命須經金管局同意。任何由董事會委任的董事之任期至下次週年大會為止，屆時將有資格重選。

主席應由董事會從眾成員中委任，主持董事會會議及股東大會。公司秘書應由董事會委任。

1. 權力及職責

董事會為本銀行的最終管治組織，負責：

- 制定本銀行的策略目標及政策；
- 填補高級管理職位及檢討該等職位的接任計劃；
- 確保具備適當的內部監控制度；
- 監察管理層達致及遵守該等目標及政策的表現；以及
- 對本銀行的營運負責。

本銀行的業務應由董事會管理，其權力包括：

- 委任行政總裁領導本銀行的管理架構，惟有關人士之任命須經金管局同意；以及
- 向行政總裁或其認為合適人士所組成的一個或多個委員會授予其所享有的任何權力（包括本銀行日常業務管理）。

除本銀行不時有效的《組織章程細則》賦予董事會的權力（包括借款、籌集資金或提供抵押支付、委任授權代表、授出權力、以及受權轉授權力）外，董事會可行使該等本銀行可行使、進行或批准的一切權力及進行的一切事項（本銀行《組織章程細則》或其他相關規則及規例明確規定須由本銀行在股東大會上行使者除外）。

Terms of Reference for the Board

The Board is constituted in accordance with the Bank's Articles of Association for the time being in force. Without prejudice to such articles, these terms of reference set out, among other things, the composition of the Board as well as its powers and duties.

The number of directors shall be between seven and twenty-five. One-third of the directors who have been longest in office since their last election shall retire by rotation at each annual general meeting. The retiring directors shall then be eligible for re-election.

Without prejudice to the power of the Bank in general meeting to appoint any person to be a director, the Board shall have the power to appoint any person to be a director provided that the HKMA shall have consented to that person being so appointed in both cases. Any director so appointed by the Board shall hold office until the next annual general meeting and shall then be eligible for re-election.

The chairman shall be appointed by the Board from amongst its members to preside at board meetings and general meetings. The company secretary shall be appointed by the Board.

1. Powers and Duties

The Board is the ultimate governing body of the Bank responsible for:

- setting the Bank's strategic goals and policies;
- filling senior management positions and reviewing succession plans for such positions;
- ensuring that a proper system of internal controls exists;
- monitoring management performance against the achievement of such goals and the compliance with such policies; and
- accounting for the Bank's operations.

The business of the Bank shall be managed by the Board whose powers include those:

- to appoint the chief executive officer to head the Bank's management structure provided that the HKMA shall have consented to that person being so appointed; and
- to delegate any of its powers (including the day-to-day management of the business of the Bank) to the chief executive officer or to a committee or committees consisting of such individuals as it sees fit.

In addition to the powers conferred upon the Board by the Bank's *Articles of Association* for the time being in force (including the powers to borrow, raise or secure the payment of money; to appoint attorneys; to delegate; and to authorise subdelegation), the Board may exercise all such powers and do all such acts and things as may be exercised, done or approved by the Bank and are not expressly required to be exercised by the Bank in general meeting under the Bank's *Articles of Association* or such other relevant rules and regulations.

企業管治報告書 CORPORATE GOVERNANCE REPORT

於二零一三年三月七日
as of 7 March 2013

2. 董事類別

本銀行董事分為三類：常務董事、非常務董事及獨立非常務董事。

(i) 常務董事

常務董事除應承擔董事會成員的職責外，亦應以本銀行僱員身分履行行政、管理及監督職能，彼等應就董事會可能不時向其指派有關本銀行業務管理履行職責及行使權力。在董事會並無作出具體指示的情況下，常務董事應有一般權力及責任妥善領導及管理本銀行的業務，惟須符合本銀行《組織章程細則》及任何其他相關規則及規例。常務董事應盡其能力，在符合董事會指示的情況下促進及拓展本銀行的業務。

(ii) 非常務董事及獨立非常務董事

有別於常務董事，非常務董事及獨立非常務董事並非本銀行的僱員。因此，非常務董事及獨立非常務董事均不會參與本銀行的日常業務管理。然而，作為董事會成員，他們最終亦負有與常務董事相同的責任及職責。就此，該等董事應對本銀行事務投入足夠的時間及專注。非常務董事及獨立非常務董事應有助提升本銀行的問責意識，並為議會帶來其可能缺乏的專業知識、技能、信息、見解及連繫，從而擴闊本銀行的策略視野。此外，彼等亦須協助加強對管理層的監督，例如參與《審計委員會》等董事會轄下委員會，確保決策過程公正不偏。

2. Types of Directors

There are three types of directors: executive directors, non-executive directors and independent non-executive directors.

(i) Executive Directors

Executive directors shall carry out administrative, managerial and supervisory functions as employees of the Bank in addition to their duties as board members. They shall perform the duties and exercise the powers that the Board may from time to time assign to them in relation to the management of the business of the Bank. In the absence of any specific directions from the Board, executive directors shall have the general control and responsibility for the proper direction and management of the business of the Bank subject to the Articles of Association of the Bank and any other relevant rules and regulations. Executive directors shall do all in their power to promote and develop the business of the Bank, and conform to the directions of the Board while doing so.

(ii) Non-executive Directors and Independent Non-executive Directors

Non-executive directors and independent non-executive directors, unlike executive directors, are not employees of the Bank. Non-executive directors and independent non-executive directors are, therefore, not involved in the day-to-day management of the Bank's business. However, their responsibility and liability are ultimately the same as those of the executive directors as members of the Board. As such, they shall devote sufficient time and attention to the Bank's affairs. Non-executive directors and independent non-executive directors shall help to enhance the Bank's sense of accountability and to widen its strategic horizons by bringing into the boardroom expertise, skills, information, insights and contacts that the Board might otherwise lack. Besides, they shall help to better supervise the management and ensure that the decision-making process is fair and balanced, for example, by serving on such board committees as the Audit Committee.

(iii) 獨立非常務董事

董事會期望獨立非常務董事在不受本銀行管理層或主要股東影響或控制的情況下行事。獨立非常務董事不應直接或間接或以其他方式持有本銀行的業務財務利益，亦不應與本銀行有任何重大銀行往來關係或與本銀行主要股東有任何關係，可能嚴重影響其本身的自由判斷。獨立非常務董事應為董事會提供策略方向、專業知識，更重要是獨立自主的能力。在必要情況下，彼等應能勇於挑戰傳統智慧，在不受本銀行管理層或主要股東影響或控制的情況下，為董事會闡述其獨立觀點。

各董事應謹記，董事雖區分為不同類別，每當有議題提呈予董事會向個別董事作集體評議、決策及批准時，各董事應各自作出判斷。各董事應貫徹避免任何利益衝突，並真誠行事以本銀行的整體利益為依歸。各董事應以謹慎、技巧及努力不懈履行其職責，並僅可就恰當的企業宗旨而行使其權力。

3. 酬金

董事有權就其服務收取本銀行在股東大會不時決定的酬金。此外，董事會可因應本銀行要求對執行任何特殊或額外服務的任何董事給予特別酬金。

4. 出席會議

董事有權出席董事會會議。其他無投票權人士亦可不時在董事會認為適當的條件下獲邀出席會議。

5. 會議次數

每個財政年度最少召開四次董事會定期會議，最少每季度一次。其他董事會會議可在董事認為適當的情況下於相關財政年度內召開。

6. 會議及程序

董事會會議法定人數為五名董事。董事會會議及程序應受本銀行當時有效的《組織章程細則》規定。

(iii) Independent Non-executive Directors

The Board expects the independent non-executive directors to be free from the influence or control of the management or the substantial shareholders of the Bank. Independent non-executive directors should have no direct or indirect financial interest or otherwise in the business of the Bank. Nor should they have any significant banking relationship with the Bank or any relationship with the substantial shareholders of the Bank that might materially interfere with the exercise of their own free judgement. Independent non-executive directors shall bring strategic direction, expertise and, above all, autonomy to the Board. If necessary, they shall be prepared to challenge conventional wisdom so as to provide the Board with their own viewpoints that are free from the influence or control of the management or the substantial shareholders of the Bank.

The directors should bear in mind that despite these directorial classifications, each of them shall exercise his own judgement when matters are submitted to the Board for the individual directors' collective view, decision and approval. The directors shall guard against any conflict of interest and act in good faith in the interests of the Bank as a whole at all times. They shall exercise due care, diligence and skill when performing their duties and shall use their powers for proper corporate purposes only.

3. Remuneration

A director shall be entitled to receive remuneration for his services such sum as shall from time to time be determined by the Bank in general meeting. Moreover, the Board may grant special remuneration to any director who, being called upon, shall perform any special or extra services to or at the request of the Bank.

4. Attendance at Meetings

The directors shall have the right of attendance at meetings of the Board. Other non-voting parties may be invited from time to time to attend upon such conditions as the Board sees fit.

5. Frequency of Meetings

There shall be at least four regular board meetings scheduled for each financial year – at least one in each quarter. Other board meetings may be held during the financial year in question as the directors see fit.

6. Meetings and Proceedings

Five directors shall constitute a quorum. The meetings and proceedings of the Board shall be governed by the Bank's *Articles of Association* for the time being in force.

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於二零一三年三月七日

as of 7 March 2013

7. 會議權力

符合法定人數的董事會會議應能勝任行使本銀行當時有效的《組織章程細則》賦予董事會或規定其可行使的任何權力。

8. 書面決議案

書面決議案獲過半數董事簽署即屬有效，等同在正式召開及舉行的董事會會議通過的決議案一樣。

7. Power of Meeting

A meeting of the Board at which a quorum is present shall be competent to exercise any power vested in or exercisable by the Board under the Bank's *Articles of Association* for the time being in force.

8. Written Resolutions

A written resolution signed by a majority of the directors shall be as valid and effectual as a resolution passed at a board meeting duly convened and held.

企業管治常規的最終責任

為確保董事會會議之間發生的事項能適時和及時處理，董事會就不同職能範疇授出監督權，並交由不同委員會（該等委員會主要旨在深入檢視董事會全體會議難以深入檢視的事項）及部門處理，而董事會對本銀行的企業管治常規仍然負有最終責任。

按照董事會的政策，其委員會及管理層應就本銀行的重要事宜向董事會提供充分和及時資料，以便董事會作出明智的決策。有關事項包括策略規劃、業務發展、接任計劃、管理發展、內部監控、應變計劃、壓力測試、風險管理、財務規劃與匯報、審計事宜、股份表現，以及符合有關本銀行《組織章程大綱及細則》及其他相關法例、規則、規例、守則、指引、常規說明及公告的事宜。

董事會現行常規是於每個財政年度召開不少於四次定期會議，每季度最少舉行一次。此外，在有需要的情況下亦會召開董事會特別會議。管理層應及時就董事會關注的事項提呈定期報告，以便各董事可於董事會會議上考慮相關事項。除於正式召開的董事會會議上提呈文件外，在有需要的情況下亦可以傳閱方式向董事會提呈相關文件。目前有關文件主要涵蓋的範疇包括預算及財務報表、核數師及監管機構報告及建議、股份表現簡報，以及對關連人士的貸款資料。

儘管董事會已授權管理層處理本銀行的日常事務，但董事會對本銀行的企業管治常規仍然負有最終責任。

Ultimate Responsibility for Corporate Governance Practices

In order to better ensure that matters arising between board meetings are handled properly and in a timely fashion, supervision of functional areas have been delegated by the Board and handled by committees (a major purpose of such committees is to examine issues in greater depth than is possible in full board meetings) and departments, while the Board remains ultimately responsible for the Bank's corporate governance practices.

It is the policy of the Board that its committee and the management provide it with adequate and timely information on issues important to the Bank in order for the Board to make informed decisions. Such issues include strategic planning; business development; succession planning; management development; internal controls; contingency planning; stress testing; risk management; financial planning and reporting; auditing matters; share performance; and compliance with the Bank's Memorandum and Articles of Association and such other relevant laws, rules, regulations, codes, guidelines, practice notes and circulars.

The current practice of the Board is to hold no fewer than four regular meetings during each financial year and at least one in each quarter. Besides, extraordinary board meetings will be held if and when warranted. The management shall submit regular reports on the issues concerned to the Board in time for the directors' consideration at the board meetings in question. Relevant documents will also be submitted to the Board by circulation if and when warranted on top of those presented at physical board meetings. The papers in question currently cover such major areas as budgets and financial statements; auditors' and regulators' findings and recommendations; share performance summary updates; and loans and advances to connected parties.

Although the Board has delegated to the management the authority to conduct the day-to-day affairs of the Bank, it (namely, the Board) remains ultimately responsible for the Bank's corporate governance practices.

董事會明白，為建立清晰明確的匯報架構能促進本銀行穩健及有效地運作，董事會需履行下列各項，確保本銀行具備一個能勝任的管理團隊：

- (i) 委任一位具誠信、能力及在銀行和相關金融服務行業具經驗的人士為行政總裁(直接向董事會匯報)，並向其授予權力和責任，審慎及有效地管理本銀行的事務；
- (ii) 監督其他高級行政人員(例如副行政總裁、公司秘書、稽核及其他處 / 部門主管)的委任事宜，確保彼等為管理及掌管本銀行重要職能及業務的適當人選；
- (iii) 檢討及審批本銀行的組織架構，確保本銀行有適當制度進行主要管理人員的招聘、培訓、監督、留任及接任安排；以及
- (iv) 界定董事及高級管理層的權力及責任，並提供足夠的制衡機制，以確保所涉及的政策和程序得以妥善發展和執行。此外，高級管理人員應充分督導各特定範疇之管理人員的活動，確保匯報架構清晰明確，促進信息流動暢順。內部稽核員應可直接向董事會主席匯報，並可自由接觸董事會或其審計委員會，以便直接向彼等報告調查結果及提出建議。

董事會有責任代表本銀行股東對管理層進行監督，並由董事會轄下委員會協助履行監督職能。儘管董事會全體成員不會參與所有事務，董事會已授權轄下若干的委員會(包括常務董事委員會、風險管理及條例執行委員會、薪酬委員會及審計委員會)負責監督主要職能範疇。該等董事會轄下之委員會均已清楚訂明其宗旨、權限及責任。各董事會轄下之委員會已維持其職權範圍書，並須在適當情況下更新。有關委員會應定期向董事會匯報工作情況。董事會應因應本銀行的規模和業務、董事會的組成及董事各自的專業知識，確保該等委員會有適當的數目及架構。

本銀行已為其董事及高級人員安排適當的董事及高級人員責任保險。

The Board understands that in order to facilitate the establishment of clear reporting lines to enable the Bank to be run soundly and efficiently, it needs to do the following things to ensure that a competent management team is in place:

- (i) appoint a chief executive officer (who shall report directly to the Board) with integrity, competence and experience in the banking and related financial service businesses, and delegate to him the authority and responsibility to manage the affairs of the Bank effectively and prudently;
- (ii) oversee the appointment of other senior executives (such as deputy chief executive officers, company secretary, head of internal audit and other division / department heads) and ensure that they are fit and proper to manage and supervise the Bank's key functions and business lines;
- (iii) review and approve the organisational structure of the Bank and ensure that a system is in place for the recruitment, training, supervision, retention and succession of the Bank's key managers; and
- (iv) define the authorities and responsibilities of the directors and the senior management, and provide adequate checks and balances to ensure proper development and implementation of the policies and procedures involved. Senior managers shall in turn exercise adequate supervision over the activities of line managers in specific areas and ensure that clear reporting lines are in place to facilitate a smooth flow of communication. Internal auditors shall have a direct reporting line to the chairman of the Board and unfettered access to the Board or its audit committee to enable them to report their findings and make their recommendations directly.

The Board is responsible for the supervision of the management on behalf of the shareholders of the Bank. The Board is assisted in its supervisory function by board committees. Instead of involving the full board in handling every matter, the supervision of major functional areas have been delegated to certain committees of the Board (including the Executive Committee, the Risk Management and Compliance Committee, the Remuneration Committee, and the Audit Committee). All such board committees have been established with clearly defined objectives, authorities and responsibilities. Written terms of reference of each board committee have been maintained and shall be updated appropriately. The committees in question shall report their activities regularly to the Board. The Board shall ensure that the number of such committees and the structure of each of them are suitable, having regard to the Bank's size and business, the Board's composition and the individual directors' expertise.

Directors and officers of the Bank are covered by appropriate directors and officers liability insurance.

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於二零一三年三月七日
as of 7 March 2013

出席記錄

二零一二年董事會、審計委員會會議、薪酬委員會會議及股東週年大會之出席記錄如下：

Attendance Records

Board meetings (BM), Audit Committee meetings, Remuneration Committee meetings and annual general meeting (AGM) attendance records for 2012 are as follows:

董事芳名	Names of Directors	2012			
		董事會 BM	審計委員會 會議 Audit Committee Meeting	薪酬委員會 會議 Remuneration Committee Meeting	股東 週年大會 AGM
		會議舉行次數 Number of Meetings Held			
		4	4	3	1
		出席會議次數 Number of Meetings Attended			
廖烈武博士	Dr LIU Lit Mo	3 / 4	-	-	1 / 1
廖烈智先生	Mr LIU Lit Chi	4 / 4	-	-	1 / 1
劉惠民先生	Mr LAU Wai Man	4 / 4	-	-	1 / 1
廖鐵城先生	Mr Don Tit Shing LIU	4 / 4	-	-	1 / 1
廖俊寧先生	Mr Wilfred Chun Ning LIU	3 / 4	-	-	-
曾昭永先生 (於二零一二年十二月三十一日辭任)	Mr TSANG Chiu Wing (resigned on 31 December 2012)	4 / 4	-	-	1 / 1
王克嘉先生 (於二零一二年十二月三十一日辭任)	Mr WONG Har Kar (resigned on 31 December 2012)	4 / 4	-	-	1 / 1
何家樂先生 (於二零一二年五月二十二日獲委任)	Mr HE Jiale (appointed on 22 May 2012)	3 / 4	-	-	不適用 N/A
王曉明先生 (於二零一二年五月二十二日辭任)	Mr WANG Xiaoming (resigned on 22 May 2012)	1 / 1	-	-	-
廖駿倫先生 (於二零一二年十二月三十一日辭任)	Mr Andrew LIU (resigned on 31 December 2012)	2 / 4	-	-	-
堀越秀一先生 (於二零一二年八月八日獲委任)	Mr Hidekazu HORIKOSHI (appointed on 8 August 2012)	2 / 2	-	-	不適用 N/A
大塚英充先生 (於二零一二年八月八日辭任)	Mr Hidemitsu OTSUKA (resigned on 8 August 2012)	1 / 2	-	-	1 / 1
廖坤城先生	Mr Christopher Kwun Shing LIU	3 / 4	-	-	1 / 1
周卓如先生	Mr Alfred Cheuk Yu CHOW	4 / 4	4 / 4	3 / 3	1 / 1
孟慶惠先生	Mr MENG Qinghui	4 / 4	-	-	-
陳有慶博士	Dr Robin Yau Hing CHAN	3 / 4	-	-	1 / 1
范華達先生 (於二零一二年八月八日 調任為獨立非常務董事)	Mr Timothy George FRESHWATER (redesignated as Independent Non-executive Director on 8 August 2012)	4 / 4	-	-	-
謝德耀先生	Mr Wanchai CHIRANAKHORN	4 / 4	4 / 4	3 / 3	1 / 1
鄭毓和先生	Mr CHENG Yuk Wo	4 / 4	4 / 4	3 / 3	1 / 1
馬照祥先生	Mr Andrew Chiu Cheung MA	3 / 4	-	-	1 / 1

董事會組成

截至二零一二年十二月三十一日，董事會由十五位成員組成，包括五位常務董事、五位非常務董事及五位獨立非常務董事。本銀行最新的董事名單（包括其角色和職能）可瀏覽本銀行及聯交所之網站。

本銀行收到各獨立非常務董事有關其根據上市規則第3.13項而發之確認獨立性週年函件。本銀行認為所有獨立非常務董事仍然獨立。

范華達先生於二零一二年八月八日由「非常務董事」調任為「獨立非常務董事」。范先生自一九九七年四月獲委任為董事會成員以來，一直沒有在本銀行擔任任何執行或管理職務或職能，亦無受聘於本銀行任何附屬公司。范先生在財政上並不依賴本銀行，而且僅出席董事會會議及以董事會成員身分出席的委員會舉行的會議。董事會認為范先生是獨立人士，符合上市規則第3.13條所載的全部獨立指引，惟第3.13(7)項除外，因他在緊接於調任前為本銀行的非常務董事。

為符合上市規則第3.10A條有關發行人所委任的獨立非常務董事於二零一二年十二月三十一日前必須佔董事會成員人數至少三分之一的規定，本銀行其中兩名常務董事（即曾昭永先生及王克嘉先生）及其中一名非常務董事（廖駿倫先生亦已表示由於他的其他承諾，故欲選擇辭任董事一職）已辭任董事會，由二零一二年十二月三十一日起生效。曾先生及王先生均已於二零一三年三月七日獲委任為本銀行的副行政總裁。

再者，廖烈智先生於二零一三年三月七日辭任行政總裁一職，現職位為「副主席兼董事總經理」；劉惠民先生於二零一三年三月七日獲委任為行政總裁，現職位為「常務董事兼行政總裁」。

董事會成員來自各種不同背景，擁有廣泛的商業、銀行及專業知識。有關簡歷包括本銀行各董事會成員、高層管理人員和主要股東（根據《上市規則》之定義）的關係，刊載於第5頁「董事及高級管理人員之個人簡歷」一欄。

Composition of the Board

As of 31 December 2012, the Board was made up of 15 members, comprising 5 executive directors, 5 non-executive directors and 5 independent non-executive directors. A current list of the directors of the Bank (including their roles and functions) is available on the websites of both the Bank and the Stock Exchange.

The Bank has received, from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Bank considers all of its independent non-executive directors to be still independent.

Mr Timothy Freshwater was redesignated from “non-executive director” to “independent non-executive director” on 8 August 2012. Since his appointment as a member of the Board in April 1997, Mr Freshwater has not had any executive or management role or functions in the Bank, nor has he been under the employment of any subsidiary of the Bank. Mr Freshwater is not financially dependent on the Bank and has only attended meetings of the Board and those of the committee on which he sits in the capacity as a member of the Board. The Board considers that Mr Freshwater is independent and satisfies all the independence criteria under Rule 3.13 of the Listing Rules except Rule 3.13(7) because he was a non-executive director of the Bank immediately before the redesignation.

In order to meet the requirement under Rule 3.10A of the Listing Rules which stipulates that an issuer must appoint independent non-executive directors representing at least one-third of the board by 31 December 2012, two of the Bank’s executive directors (namely, Mr Tsang Chiu Wing and Mr Wong Har Kar) and one of its non-executive directors (namely, Mr Andrew Liu who had additionally indicated that he would opt to step down as a board member because of his other commitments) resigned from the Board with effect from 31 December 2012. Mr Tsang and Mr Wong were both appointed the Bank’s Deputy Chief Executive Officers on 7 March 2013.

Furthermore, Mr Liu Lit Chi, now holding the title of “Deputy Chairman and Managing Director”, retired as Chief Executive Officer on 7 March 2013. Mr Lau Wai Man, now holding the title of “Executive Director and Chief Executive Officer”, was appointed Chief Executive Officer on 7 March 2013.

Members of the Board come from a variety of different backgrounds and have a diverse range of business, banking and professional expertise. Biographies which include relationships with members of the Board, senior management and substantial shareholders (as defined in the Listing Rules) of the Bank are shown on page 5 headed “Biographical Data about Directors and Senior Management”.

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持續專業發展

本銀行，除了別的來源如為其他公司之董事會董事和其所屬之專業機構（視情況而定），持續提供相關培訓課程和閱讀材料予所有董事（其姓名載列如下）以持續發展和更新其知識及技能：

- 廖烈武博士
- 廖烈智先生
- 劉惠民先生
- 廖鐵城先生
- 廖俊寧先生
- 曾昭永先生
(於二零一二年十二月三十一日辭任)
- 王克嘉先生
(於二零一二年十二月三十一日辭任)
- 何家樂先生
(於二零一二年五月二十二日獲委任)
- 王曉明先生
(於二零一二年五月二十二日辭任)
- 廖駿倫先生
(於二零一二年十二月三十一日辭任)
- 堀越秀一先生
(於二零一二年八月八日獲委任)
- 大塚英充先生
(於二零一二年八月八日辭任)
- 廖坤城先生
- 周卓如先生
- 孟慶惠先生
- 陳有慶博士
- 范華達先生
(於二零一二年八月八日
調任為獨立非常務董事)
- 謝德耀先生
- 鄭毓和先生
- 馬照祥先生

主席及行政總裁

本銀行主席（即廖烈武博士）及其行政總裁（即劉惠民先生）的角色及職責是分開的，由兩位不同人士承擔。主席負責管理董事會，而行政總裁則負責管理本銀行日常業務。

Continuous Professional Development

The Bank, among other sources such as boards of directors of other companies on which its directors sit and professional bodies to which its directors belong (as the case may be), has continued to provide all of its directors (whose names are set forth below) with relevant training sessions and reading materials to further develop and refresh their knowledge and skills:

- Dr Liu Lit Mo
- Mr Liu Lit Chi
- Mr Lau Wai Man
- Mr Don Tit Shing Liu
- Mr Wilfred Chun Ning Liu
- Mr Tsang Chiu Wing
(resigned on 31 December 2012)
- Mr Wong Har Kar
(resigned on 31 December 2012)
- Mr He Jiale
(appointed on 22 May 2012)
- Mr Wang Xiaoming
(resigned on 22 May 2012)
- Mr Andrew Liu
(resigned on 31 December 2012)
- Mr Hidekazu Horikoshi
(appointed on 8 August 2012)
- Mr Hidemitsu Otsuka
(resigned on 8 August 2012)
- Mr Christopher Kwun Shing Liu
- Mr Alfred Cheuk Yu Chow
- Mr Meng Qinghui
- Dr Robin Yau Hing Chan
- Mr Timothy George Freshwater
(redesignated as Independent Non-executive Director on 8 August 2012)
- Mr Wanchai Chiranakhorn
- Mr Cheng Yuk Wo
- Mr Andrew Chiu Cheung Ma

Chairman and Chief Executive Officer

The roles and responsibilities of the Bank's Chairman (namely, Dr Liu Lit Mo) and its Chief Executive Officer (namely, Mr Lau Wai Man) are separate. They are assumed by two different individuals. The Chairman is responsible for the management of the Board, while the Chief Executive Officer is charged with the responsibilities to manage the day-to-day business of the Bank.

董事會月報表

董事會成員每月均獲提供更新資料，載列有關本銀行的表現、財務狀況及前景的公正及易於理解的評估，內容足以讓董事履行其職務。

薪酬委員會

本銀行已制定一個兼備特定職權範圍之薪酬委員會委託其權力及職責，其中包括就本銀行及其附屬公司（「本銀行集團」）之薪酬政策等作出建議及檢討，同時須考慮到本銀行集團之董事、高級管理層、主要人員，以及基於其本身職位對本銀行集團之風險承擔可能帶來重大影響之員工之個別薪酬方案及條件。薪酬委員會應確保薪酬獎勵框架及決策能鼓勵職員作出有利於本銀行集團之風險承擔、風險管理架構及長遠財務穩健之行為，並能支持及推進本銀行集團達至其願景及策略。薪酬委員會獲得董事會授權，可在薪酬委員會認為合適之情況下徵詢專業意見，並須負責就有關薪酬之一切事宜物色及委任顧問向薪酬委員會提供意見。薪酬委員會由董事會委任之兩名獨立非常務董事及一位非常務董事組成。薪酬委員會主席由謝德耀先生出任，其他委員為鄭毓和先生及周卓如先生。

薪酬委員會每年最少召開兩次會議。二零一二年薪酬委員會會議之委員出席記錄載列在第 54 頁。

薪酬委員會對本銀行集團之薪酬制度表示滿意，認為制度以定額現金為主，加上具克制尺度按表現釐定之獎勵花紅，一方面能鼓勵長期表現而非短視冒進行為，符合本銀行穩健增長之風險取向，另一方面亦能推動、肯定和獎勵貢獻突出之員工和表現優異之團隊。為獎勵成績優良之僱員，本銀行集團將酬金與表現結果直接掛鈎，並考慮到多項因素，包括本銀行集團之整體表現、相關業務單位之表現，以及個別僱員之貢獻等。薪酬委員會將繼續參照指引，並會特別留意表現評核之風險校正，以調整本銀行集團之薪酬政策，同時確保提供之待遇具競爭力。

Monthly reports to the Board

Members of the Board are provided with monthly updates giving a balanced and understandable assessment of the Bank's performance, position and prospects in sufficient detail to enable them to discharge their duties as members of the Board.

Remuneration Committee

The Bank has established a Remuneration Committee with specific terms of reference which entrusted it with the authority and duties, including, amongst others, making recommendation and reviewing the remuneration policy of the Bank and its subsidiaries (the "Bank Group") by taking into account the pay and conditions across the Bank Group's individual remuneration packages including directors, senior management and key personnel as well as those in positions of significant influence and those having an impact on the Bank Group's risk profile. It is to ensure that the reward frameworks and decisions shall be developed in a manner to encourage employee behavior that supports the Bank Group's risk tolerance, risk management framework and long-term financial soundness, as well as to support and reinforce the achievement of the Bank Group's vision and strategy. It is also authorised by the Board to obtain professional advice as it shall deem appropriate and shall be responsible for selection and appointment of consultants to advise it on all aspects of remuneration. The Remuneration Committee comprises two independent non-executive directors and one non-executive director appointed by the Board. The Committee is chaired by Mr Wanchai Chiranakhorn, the other members are Mr Cheng Yuk Wo and Mr Alfred Cheuk Yu Chow.

The Remuneration Committee shall meet at least twice a year. Committee members' Remuneration Committee meetings attendance records for 2012 are set out on page 54.

The Remuneration Committee is satisfied that the remuneration system of the Bank Group is mainly fixed cash-based with controlled scale of performance-related incentive bonus which is, on the one hand, in conformity with the risk appetite of the Bank Group to grow steadily and prudently by encouraging long-term performance, rather than short-term risk taking, and on the other hand, to motivate, recognise and reward both high individual contribution and sound team performance. The Bank Group will reward employees' achievements by directly linking pay to performance outcomes, taking account of several factors including the overall performance of the Bank Group, performance of the relevant business units and contributions of individual employees. The Remuneration Committee will continue to align the Bank Group's remuneration policies with the Guideline with particular attention paid to risk adjustments to performance assessment, while ensuring that the rewards are competitive.

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薪酬委員會獲充足資源以履行其職責。薪酬委員會於二零一二年之工作概述如下：

- (i) 探討本銀行薪酬制度及運作，其充足性及與香港金融管理局於二零一零年三月發出之穩健的薪酬制度指引（「指引」）一致；
- (ii) 檢討及分析勞動力市場環境及年度薪金支付情況；
- (iii) 商議及檢討董事袍金；及
- (iv) 商議及檢討本銀行集團職員現行之非金錢利益待遇之改善之處。

薪酬委員會之詳情，包括職權範圍書、職責及責任載於本銀行及聯交所網站。

本銀行各董事薪酬將按個別僱傭合約之條款（如有）及薪酬委員會所提出之建議而釐定。有關董事薪酬已詳列於綜合財務報表之附註13。根據本銀行集團薪酬政策之定義，共有20名職員被列入為高級管理層及主要人員類別。按照《指引》第3.2.3項之披露規定，該等高級行政人員於二零一一年及二零一二年之總支出顯示於下表中。

截至二零一二年十二月三十一日止高級管理層及主要人員之年度薪酬如下：

The Remuneration Committee is provided with sufficient resources to discharge its duties and the following is a summary of the work of the Remuneration Committee during 2012:

- (i) reviewed the remuneration systems and operations of the Bank and it was considered adequate and consistent with the “Guideline on a Sound Remuneration System” (the “Guideline”) issued by the HKMA in March 2010;
- (ii) reviewed and analysed the labour market conditions and annual salary payment for the year;
- (iii) discussed and reviewed the payment of directors’ fees; and
- (iv) discussed and reviewed the benefits in kind and an improvement to all employees of the Bank Group was noted.

Details of the Remuneration Committee, including its terms of reference and duties and responsibilities, are available on the websites of both the Bank and the Stock Exchange.

The emolument payable to directors will depend on their respective contractual terms under employment contracts, if any, and as recommended by the Remuneration Committee. Details of the directors’ emolument are set out in note 13 to the consolidated financial statements. As defined in the Remuneration Policy of the Bank Group, there are 20 employees categorised as Senior Management and Key Personnel. The aggregate payouts for these senior executives for 2011 and 2012 are shown in the table below in accordance with the disclosure requirement of 3.2.3 of the Guideline.

The remuneration for the senior management and key personnel for the year ended 31 December 2012 is as follows:

		截至二零一二年 十二月三十一日止 Year ended 31 December 2012 港幣千元 HK\$'000	截至二零一一年 十二月三十一日止 Year ended 31 December 2011 港幣千元 HK\$'000
固定薪酬	Fixed remuneration	35,762	34,321
浮動薪酬：	Variable remuneration:		
- 現金	- Cash	197	376
- 股份	- Shares	不適用 N/A	不適用 N/A
- 股份期權	- Share Options	不適用 N/A	不適用 N/A
- 其他	- Others	不適用 N/A	不適用 N/A
		197	376
受益人數目	Number of beneficiaries	5	5
遞延薪酬：	Deferred remuneration:		
- 已歸屬	- Vested	-	-
- 未歸屬	- Unvested	-	-
- 授予	- Awarded	-	-
- 已付	- Paid out	-	-
- 透過績效調整後削減	- Reduced through performance adjustments	-	-

除列於綜合財務報表之附註13董事、行政總裁及五名薪酬最高之僱員的薪酬披露外，個人檔案包括於本年報「公司資料」之「董事及高級管理人員之個人簡歷」內的高級管理人員的薪酬屬於以下範圍內：

薪酬範圍 (港幣)
1,500,001 - 2,500,000
2,500,001 - 3,500,000

Other than the emoluments of directors, chief executive and five highest paid individuals set out in note 13 to the consolidated financial statements, the emoluments of the senior management whose profiles are included in “Biographical data about directors and senior management” of the “Corporate information” section of this annual report fell within the following bands:

	2012 人數 Number of individuals	2011 人數 Number of individuals
Emolument band (HK\$)		
1,500,001 - 2,500,000	3	5
2,500,001 - 3,500,000	2	—
	<u>5</u>	<u>5</u>

審計委員會

審計委員會是由兩名獨立非常務董事及一名非常務董事組成，委員擁有財務管理專業資格及豐富商業管理經驗。審計委員會主席由鄭毓和先生出任，其餘委員為謝德耀先生及周卓如先生。

根據審計委員會之職權範圍，審計委員會需要就聘用及續聘核數師向董事會提供意見、檢討核數師之獨立性及客觀性、監督與本銀行核數師之關係、檢討半年及全年財務報表與賬項、檢討核數師之管理建議書、與香港金融管理局進行會議、評估本銀行內部監控系統之充足性及有效性、檢討本銀行稽核部之功能、檢討並建議內部工序以確保其能符合法定要求及普遍採納之會計標準。審計委員會之詳情，包括職權範圍書、職責及責任載於本銀行及聯交所網站。

審計委員會每年最少召開三次會議。二零一二年審計委員會會議之委員出席記錄載列在第54頁。

Audit Committee

The Audit Committee comprises two independent non-executive directors and one non-executive director who possess the appropriate professional expertise and experience in financial management and business. The Audit Committee is chaired by Mr Cheng Yuk Wo and the other members are Mr Wanchai Chiranakhorn and Mr Alfred Cheuk Yu Chow.

Under its terms of reference, the Audit Committee is required, among other things, to advise the Board on the appointment and retention of the external auditors, to review the external auditors' independence and objectivity, to oversee the relationship with the external auditors, to review the half-yearly and annual reports and accounts, to review the external auditors' management letter, to hold meetings with the HKMA, to assess the adequacy and effectiveness of the Bank's systems of internal control, to review the internal audit function, and to review and recommend internal procedures to ensure compliance with regulatory requirements and generally accepted accounting standards. Details of the Audit Committee, including its terms of reference and duties and responsibilities, are available on the websites of both the Bank and the Stock Exchange.

The Audit Committee shall meet at least three times a year. Committee members' Audit Committee meetings attendance records for 2012 are set out on page 54.

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為履行其職責，審計委員會於二零一二年曾進行以下主要檢討工作：

財務報表

審計委員會與核數師及負責本銀行財務及資金管理處之高級行政人員，曾就本銀行截至二零一一年十二月三十一日止年度之全年賬項及截至二零一二年六月三十日止六個月之中期賬項舉行會議進行討論；審計委員會亦曾與核數師檢討及討論，以確保本銀行的財務報表是按照本港普遍採納之會計標準編製。

與核數師之關係

審計委員會已檢討核數師之獨立性及客觀性、其審核服務範疇及相關核數師費用以呈董事會批核；此外，審計委員會亦與核數師舉行會議，商討其審核策略及評估本銀行內部監控之充足性。

內部監控檢討

審計委員會亦對內部監控事宜及稽核部之功能作出檢討，包括年度稽核計劃、稽核部之人力及資源編配、稽核發現及建議事項與及有關稽核建議之落實。

核數師酬金

已付及將付予本銀行集團核數師德勤·關黃陳方會計師行二零一二年酬金為：

審計服務
中期審閱
稅務
總額

To discharge its responsibilities, the Audit Committee performed the following major reviews in 2012:

Financial Statements

The Audit Committee met with the external auditors and the senior executive in charge of Finance and Treasury Management Division to discuss the accounts for the year ended 31 December 2011 and for the six months ended 30 June 2012. The Audit Committee reviewed and discussed with the external auditors to ensure that the Bank's financial statements had been prepared in accordance with the accounting principles generally accepted in Hong Kong.

Relationship with the External Auditors

The Audit Committee reviewed the independence and objectivity of the external auditors, the scope of audit services and related audit fees payable to the external auditors for the Board's approval. Moreover, the Audit Committee met and discussed with the external auditors on their audit strategy and assessment of the sufficiency of the internal control of the Bank.

Internal Control Review

The Audit Committee also reviewed the internal control issues and the internal audit function of the Bank, covering the annual audit plan, the staffing and resources of Internal Audit Department, the audit findings and recommendations raised in the internal audits undertaken, and the implementation status of related audit recommendations.

Auditors' Remuneration

The remuneration paid and payable to the Bank Group's auditors, Deloitte Touche Tohmatsu, for 2012 amounted to:

	港幣 HKD
Audit services	4,320,000
Interim review	400,000
Tax	279,000
Total	<u>4,999,000</u>

股東權利

1. 根據本銀行章程細則第五十六條，董事會可在任何其認為適當的時候召開股東特別大會，而股東特別大會亦須應公司條例訂定的請求書召開，如沒有應該請求書召開，則可由請求人召開。同樣地，股東可按下列公司條例第一百一十三條應請求書召開股東特別大會：

Shareholders' Rights

1. Per Article 56 of the Bank's Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on requisition, as provided by the Companies Ordinance, or, in default, may be convened by the requisitionists. As such, shareholders can convene an extraordinary general meeting under Section 113 of the Companies Ordinance which states as follows:

- (i) 即使公司的章程細則有任何規定，公司的董事應公司成員請求書的請求，須立即妥為安排召開公司特別大會，而該等公司成員在存放該請求書當日須持有不少於二十分之一的公司已繳足資本，而且該資本在該請求書存放當日附有在公司大會上表決的權利；如屬無股本的公司，則該等成員須佔在上述日期有權在公司大會上表決的全體成員不少於二十分之一的總表決權。
- (ii) 請求書必須述明會議的目的，並由請求人簽署及存放於公司的註冊辦事處；請求書可包含數份同樣格式的文件，而每份文件均由一名或多於一名請求人簽署。
- (iii) 如董事在該請求書存放日期起計二十一天內，未有妥為安排一次在召開會議通知書發出日期後二十八天內召開的會議，則該等請求人或佔全體請求人一半以上總表決權的請求人，可自行召開會議，但如此召開的會議不得在上述日期起計三個月屆滿後舉行。
- (iv) 由請求人根據本條召開的會議，須盡可能以接近董事召開會議的方式召開。
- (v) 請求人因董事沒有妥為召開會議而招致的任何合理費用，須由公司償還請求人，而任何如此償還的款項，須由公司從到期或即將到期就失責董事的服務而應向其支付的費用或酬金中保留。
- (vi) 就本條而言，如某項決議擬在某次會議上以特別決議的形式提出，而董事沒有發出第一百一十六條所規定的會議通知書，則董事須當作並未妥為召開會議。
- (i) The directors of a company, notwithstanding anything in its articles shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-twentieth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, members of the company representing not less than one-twentieth of the total voting rights of all the members having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene an extraordinary general meeting of the company.
- (ii) The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form, each signed by one or more requisitionists.
- (iii) If the directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting for a day not more than 28 days after the date on which the notice convening the meeting is given, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months from the said date.
- (iv) A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by directors.
- (v) Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the company, and any sum so repaid shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such of the directors as were in default.
- (vi) For the purposes of this section, the directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by section 116.

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as of 7 March 2013

2. 股東可按下列公司條例第一百一十五A條在股東大會上提呈決議案：

(i) 在符合本條的規定下，一間公司在下文所指明數目的成員提出書面請求時以及（除非公司另有決議）在請求人支付費用的情況下，有責任 -

(a) 向有權接收下屆週年大會通知書的公司成員發出通知書，內容有關可能會在該會議上恰當地動議並擬在該會議上動議的任何決議；

(b) 向有權獲送交大會通知書的成員傳閱一份字數不多於一千字的陳述書，內容有關在任何建議決議內所提述的事宜，或有關將在該會議上處理的事務。

(ii) 根據第(1)款提出的請求書所需成員人數為 -

(a) 任何不少於在該請求書提出的日期有權在該請求書有關的會議上表決的成員的總表決權四十分之一的成員人數；或

(b) 不少於五十名持有該公司股份的成員，然而每名成員就其所持股份已繳足的平均股款不少於港幣二千元。

(iii) 任何此等決議的通知及任何此等陳述書，須以准許用於送達會議通知書的方式，將該決議或陳述書的副本向有權獲送交會議通知書的公司成員發出或傳閱；至於向公司的任何其他成員發出任何此等決議的通知，則須以准許用於向該等任何其他成員發出公司會議通知書的方式，向其發出具該等決議大意的通知：

但該副本的送達方式或該等決議大意通知的發出方式（視屬何情況而定），須與會議通知書發出的方式相同，而送達或發出的時間，亦須在切實可行範圍內與會議通知書發出的時間相同，如當時不能送達或發出，則須於隨後在切實可行範圍內盡快送達或發出。

2. Shareholders can make proposals at shareholders' meetings under Section 115A of the Companies Ordinance which states as follows:

(i) Subject to this section, it shall be the duty of a company, on the requisition in writing of such number of members as is hereinafter specified and (unless the company otherwise resolves) at the expense of the requisitionists -

(a) to give to members of the company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting;

(b) to circulate to members entitled to have notice of any general meeting sent to them any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

(ii) The number of members necessary for a requisition under subsection (1) shall be -

(a) any number of members representing not less than one-fortieth of the total voting rights of all members having at the date of the requisition a right to vote at the meeting to which the requisition relates; or

(b) not less than 50 members holding shares in the company on which there has been paid up an average sum, per member, of not less than HK\$2,000.

(iii) Notice of any such resolution shall be given, and any such statement shall be circulated, to members of the company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such member in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other member of the company by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the company:

Provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.

(iv) 公司不須根據本條發出有關任何決議的通知或傳閱任何陳述書，除非 -

(a) 有人於下述時間將一份由請求人簽署的請求書（或兩份或多於兩份載有全體請求人簽署的請求書）存放於公司的註冊辦事處 -

(1) 如屬要求發出決議通知的請求書，在有關會議舉行前不少於六個星期；及

(2) 如屬任何其他請求書，在有關會議舉行前不少於一個星期；及

(b) 有人隨該請求書存放或付交一筆合理地足以應付公司為實行請求書的要求而作的開支的款項：

但如要求發出決議通知的請求書在存放於公司的註冊辦事處後，有關方面在該請求書存放後六個星期或較短期間內的某一日召開週年大會，則該請求書雖然並非在本款所規定的時間內存放，但就本款而言，亦須當作已恰當地存放。

(v) 如公司或任何其他聲稱受屈的人向法院提出申請，而法院信納，本條所授予的權利正被濫用，以取得誹謗性質的事宜上不必要的宣傳，則公司同樣地不須根據本條傳閱任何陳述書；此外，即使上述請求人並非該申請的其中一方，法院仍可命令該等請求人支付公司因一項根據本條提出的申請而招致的全部或部份訟費。

(iv) A company shall not be bound under this section to give notice of any resolution or to circulate any statement unless -

(a) a copy of the requisition signed by the requisitionists (or 2 or more copies which between them contain the signatures of all the requisitionists) is deposited at the registered office of the company -

(1) in the case of a requisition requiring notice of a resolution, not less than 6 weeks before the meeting; and

(2) in the case of any other requisition, not less than 1 week before the meeting; and

(b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the company's expenses in giving effect thereto:

Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called for a date 6 weeks or less after the copy has been deposited, the copy though not deposited within the time required by this subsection shall be deemed to have been properly deposited for the purposes thereof.

(v) The company shall also not be bound under this section to circulate any statement if, on the application either of the company or of any other person who claims to be aggrieved, the court is satisfied that the rights conferred by this section are being abused to secure needless publicity for defamatory matter; and the court may order the company's costs on an application under this section to be paid in whole or in part by the requisitionists, notwithstanding that they are not parties to the application.

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(vi) 即使公司的章程細則有任何規定，在週年大會上可予處理的事務，須包括與按照本條發出的通知有關的任何決議，而就本款而言，該通知即使因意外遺漏發給一名或多於一名成員，仍須當作已如此發出。

(vii) 如因沒有遵從本條條文而構成失責，公司每名失責高級人員均可處罰款。

3. 股東可向董事會提出已簽署之查詢送交本銀行之註冊辦事處香港德輔道中二十四號創興銀行中心地下(公司秘書部收)。

(vi) Notwithstanding anything in the company's articles, the business which may be dealt with at an annual general meeting shall include any resolution of which notice is given in accordance with this section, and for the purposes of this subsection notice shall be deemed to have been so given notwithstanding the accidental omission, in giving it, of 1 or more members.

(vii) In the event of any default in complying with the provisions of this section, every officer of the company who is in default shall be liable to a fine.

3. Shareholders can lodge their signed, written enquires to the Board with the Bank's registered office at Ground Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong (Attention: Company Secretarial Department).

股東大會投票程序

上市規則要求於股東大會上提呈的決議案須以投票方式表決。投票結果會於股東大會後即在聯交所和本銀行網站刊登。

股東大會

二零一二年股東週年大會已於二零一二年五月九日舉行，於二零一二年股東週年大會上提呈的決議案之投票結果已於二零一二年五月九日在聯交所及本銀行網站刊登。

二零一三年股東週年大會將於二零一三年五月八日舉行，詳情請參閱預計於二零一三年三月二十八日寄發予股東之二零一二年年報及隨附之股東週年大會通函。

Voting Procedures at General Meetings

The Listing Rules require that any vote of shareholders on all resolutions at general meetings must be taken by poll. The poll results will be posted on the websites of both the Stock Exchange and the Bank on the same day following the shareholders' meeting.

General Meeting of Shareholders

The 2012 Annual General Meeting ("2012 AGM") was held on 9 May 2012 and poll results in respect of the resolutions proposed at the 2012 AGM were published on the websites of both the Stock Exchange and the Bank on 9 May 2012.

The 2013 Annual General Meeting will be held on 8 May 2013. Please refer to the Bank's Annual Report 2012 and its accompanying Explanatory Statement which are expected to be despatched to the shareholders on 28 March 2013 for further details.

投資者關係及資料披露

董事會已採納披露政策，強調向其業務有關人士及公眾提供本銀行業務的財務狀況、損益和資本充足率之準確及適時資訊的重要性。本銀行認為維護其業務有關人士的利益可透過與投資界、媒體和公眾持續和積極對話，準確及適時地披露其企業策略、業務優勢和弱點、發展機遇、威脅和前景。本銀行致力為其業務有關人士和公眾提供關鍵資訊，以公平和及時的基礎上合理地作出投資決策。

與股東的溝通

本銀行與股東建立及維持不同的溝通渠道，例如公佈年報及中期報告、公告、股東大會通告及投票結果，以及於聯交所及本銀行網站發佈之新聞稿。

遵守企業管治守則

董事會充份明白維持良好企業管治標準對本銀行營運上之效能及效率極為重要。因此，董事會已採取上述之企業管治政策聲明，確保維持高標準的企業管治常規。董事確認本銀行於截至二零一二年六月三十日止六個月之會計期內已遵守載於上市規則附錄十四之過往守則《企業管治常規守則》及經修改守則《企業管治守則》內之守則條文，惟：

1. 依據本銀行組織章程細則，當時的三分之一（或如董事人數除以三後所得之商數並非整數，則以最接近三分之一之數目計）董事，並自上次當選任期最長者，需於每次股東週年大會上輪值告退及重選。若於同日出任董事者，則以抽籤方式決定何人先行告退（除非他們自行達成協議）。由董事會額外委任為董事或填補董事會臨時空缺之人士，其董事任期僅至下屆股東週年大會止，屆時有資格於該週年大會參選連任（惟其不被視為輪值告退之董事或用以計算輪值告退董事之人數）。除根據那些守則條文A.4.1及A.4.2就有關委任非常務董事之指定任期及董事之輪值告退的建議運作方法之外，董事視此運作方法為一適合的選擇。

Investor Relations and Information Disclosure

The Board has adopted a Disclosure Policy highlighting the importance of providing accurate and timely information relating to its businesses, state of affairs, profit or loss and capital adequacy ratio to its stakeholders and the public. The Bank believes that stakeholders' interests can best be served by accurate and timely disclosure of its corporate strategies, business strengths and weaknesses, growth opportunities and threats, and prospects through a continuous and active dialogue with the investment community, the media and the public. The Bank is committed to providing its stakeholders and the public with access to key information that is reasonably required to make an investment decision on a fair and timely basis.

Communications with Shareholders

The Bank establishes and maintains different communication channels with its shareholders through, for example, the publication of annual and interim reports, circulars, notices and results of general meetings, and press releases on the Bank's and the Stock Exchange's websites.

Compliance with Corporate Governance Code

The Board is well aware that maintaining good corporate governance standards is important to the effective and efficient operation of the Bank. The Board has, therefore, adopted the above-mentioned Policy Statement on Corporate Governance to better ensure that a high standard of corporate governance practices is maintained. The directors confirm that, for the financial year ended 31 December 2012, the Bank has complied with the former (Code on Corporate Governance Practices) and the revised (Corporate Governance Code) Code Provisions as set forth in Appendix 14 to the Listing Rules except:

1. Under the Bank's Articles of Association, one-third (or, if the quotient resulting from the division of the number of directors by three is not a whole number, the number nearest one-third) of the directors for the time being, who have been longest in office since their last election, shall be subject to retirement by rotation and re-election at each annual general meeting. As between persons who became directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by drawing lots. And as to those persons additionally appointed as directors or appointed as directors to fill casual vacancies by the board of directors, they shall hold office only until the next following annual general meeting and shall then be eligible for re-election (but not to be taken into account in determining the directors or the number of directors who are to retire by rotation) at that annual general meeting. The directors consider such practices to be appropriate alternatives to those recommended under Code Provisions A.4.1 and A.4.2.

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2. 至於提名人選予董事會作出委任事宜，除根據守則條文 A.5.1 由一個提名委員會處理之外，任何董事如認為合適，均有權推薦任何合適人選予董事會以及其他相關法定及監管機構考慮及批准委任為董事，該等人選需能對本銀行作出貢獻及履行對本銀行及其股東整體利益之責任。除根據守則條文 A.5.1 就有關提名委任董事的建議運作方法之外，董事視此運作方法為一適合的選擇。
2. As to the nomination of candidates for appointment to the board, instead of having a nomination committee in place under Code Provision A.5.1, any director is entitled to recommend for the consideration and, if thought fit, approval of the board, as well as other relevant supervisory and regulatory bodies, suitable candidates who can contribute to the Bank, and discharge their responsibilities in the interests of the Bank and its shareholders as a whole. The directors consider such a practice to be an appropriate alternative to that recommended under Code Provision A.5.1.
3. 按照本銀行的《企業管治政策聲明》所列，董事應謹記，當有議題提呈予董事會向個別董事作集體審核、決策及批准時，各董事應不論其董事身分（不論為常務董事、非常務董事或獨立非常務董事）而自行作出判斷。各董事應貫徹避免任何利益衝突，並真誠行事以本銀行的整體利益為依歸。各董事應以謹慎、技巧及努力履行其職責，並僅就適當的企業目的而行使其權力。
3. As set forth in the Bank's Policy Statement on Corporate Governance, the directors should bear in mind that despite their respective directorial classifications (as the case may be, as executive directors, non-executive directors or independent non-executive directors), each of them shall exercise his own judgement when matters are submitted to the board for the individual directors' collective review, decision and approval. The directors shall guard against any conflict of interest and act in good faith in the interests of the Bank as a whole at all times. They shall exercise due care, diligence and skill when performing their duties and shall use their powers for proper corporate purposes only.

根據本銀行的《企業管治政策聲明》，董事會主席鼓勵各董事（不論為常務董事、非常務董事或獨立非常務董事）自由表達其意見，並於董事會全體成員會議時預留充足時間供各董事討論議題。倘若在董事會全體成員會議上，非常務董事（包括獨立非常務董事）與常務董事就任何討論議題持相反意見時，會議記錄將清晰地反映有關情況。有鑑於此項既定運作方式，各董事均認為在董事會全體成員會議上向各董事進行這種自由公開討論更具成效；因此，並無需要進一步根據守則條文第 A.2.7 條所列，舉行非常務董事（包括獨立非常務董事）會議而沒有常務董事出席。

再者，本銀行已採用董事進行證券交易之守則，其標準不低於上市規則附錄十所列之上市發行人董事進行證券交易的標準守則（「證券交易標準守則」）。經本銀行具體查詢後，所有董事確認截至二零一二年十二月三十一日止之財政年度內已遵守證券交易標準守則及本銀行有關守則訂定之所需標準。

In line with the Bank's Policy Statement on Corporate Governance, the Chairman has encouraged his fellow directors (be they executive directors, non-executive directors or independent non-executive directors) to freely express their views and has allowed sufficient time for discussion of issues at full board meetings. If, for example, the non-executive directors (including the independent non-executive directors) hold views contrary to those of the executive directors in respect of any matter discussed at a full board meeting, the minutes will have this reflected clearly. In the light of such an established practice, the directors are of the view that such open and free discussions at full board meetings among all the directors are more productive and, as such, there is no further need for the non-executive directors (including the independent non-executive directors) to hold meetings, under Code Provision A.2.7, without the presence of the executive directors.

Furthermore, the Bank has adopted a code for securities transactions by directors with terms no less exacting than those set out in the Model Code for Securities Transactions by Directors of Listed Issuers under Appendix 10 to the Listing Rules (the "Model Securities Transactions Code"). After specific enquiry by the Bank, all of the directors confirmed that, for the financial year ended 31 December 2012, they had complied with the required standards as set out in both the Model Securities Transactions Code and the Bank's own code in question.



致創興銀行有限公司股東
(於香港註冊成立的有限公司)：

本核數師(以下簡稱「我們」)已審核列載於第71頁至第214頁創興銀行有限公司(「本銀行」)及其附屬公司(「統稱「本集團」)的綜合財務報表，此綜合財務報表包括於二零一二年十二月三十一日的綜合及銀行之財務狀況表與截至該日止年度的綜合損益賬、綜合全面收益表、綜合股東權益轉變表和綜合現金流動表，以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表須承擔的責任

本銀行董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》編製及真實而公平地列報該等綜合財務報表，以及維持董事認為必要的有關內部控制，以確保編製綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

我們的責任是根據我們審核工作的結果，對該等綜合財務報表表達獨立的意見，並按照香港《公司條例》第141條僅向整體股東作出報告，而本報告將不適用於其他用途，我們不會就本報告的內容向任何其他人士負上或承擔任何責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

TO THE MEMBERS OF CHONG HING BANK LIMITED
(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Chong Hing Bank Limited (the “Bank”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 71 to 214, which comprise the consolidated and the Bank’s statements of financial position as at 31 December 2012, the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors’ Responsibility for the Consolidated Financial Statements

The directors of the Bank are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報綜合財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映本銀行及本集團於二零一二年十二月三十一日的事務狀況及截至該日止年度的利潤及現金流量，並已按照香港《公司條例》妥為編製。

德勤·關黃陳方會計師行
執業會計師
香港

二零一三年三月七日

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Bank and of the Group as at 31 December 2012 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

7 March 2013

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綜合損益賬

CONSOLIDATED INCOME STATEMENT

截至二零一二年十二月三十一日止年度
for the year ended 31 December 2012

		附註 Notes	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000 (重申) (Restated)
利息收入	Interest income		1,563,820	1,369,989
利息支出	Interest expense		(726,912)	(554,668)
淨利息收入	Net interest income	8	836,908	815,321
費用及佣金收入	Fee and commission income		253,949	276,257
費用及佣金支出	Fee and commission expenses		(64,584)	(58,534)
淨費用及佣金收入	Net fee and commission income	9	189,365	217,723
按公平值列賬及列入損益賬 之金融工具之淨溢利(虧損)	Net gains (losses) on financial instruments at fair value through profit or loss	10	57,473	(102,418)
公平值對沖之淨溢利(虧損)	Net gains (losses) on fair value hedge	10	1,200	(20,679)
其他營業收入	Other operating income	11	237,835	404,855
營業支出	Operating expenses	12	(788,591)	(773,555)
			534,190	541,247
貸款減值回撥準備	Reversal of impairment allowances on loans and advances	21	65,228	107,188
出售物業及設備之淨虧損	Net losses on disposal of property and equipment		(1,861)	(4,128)
出售可供出售證券之淨溢利	Net gains on disposal of available-for-sale securities		594	697
出售投資物業及其公平值調整 之淨溢利	Net gains on disposal of and fair value adjustments on investment properties	24	12,206	9,065
可供出售證券減值損失	Impairment loss on available-for-sale securities		-	(4,473)
所佔聯營公司之溢利	Share of profits of associates		36,028	18,056
除稅前溢利	Profit before taxation		646,385	667,652
稅項	Taxation	14	(103,045)	(106,936)
年度溢利	Profit for the year		543,340	560,716
- 屬於本銀行擁有人	- attributable to owners of the Bank		543,340	560,716
每股盈利 - 基本	Earnings per share - basic	16	HK\$1.25	HK\$1.29

綜合全面收益表

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000 (重申) (Restated)
年度溢利	Profit for the year	<u>543,340</u>	<u>560,716</u>
其他全面收益	Other comprehensive income		
因折算之外匯調整	Exchange differences arising on translation	4,588	6,547
重估退休福利計劃之盈餘	Surplus on remeasurement of retirement benefits	–	10,268
關於退休福利計劃之所得稅影響	Income tax effect relating to retirement benefits	–	(1,694)
本年度可供出售證券其公平值調整之溢利(虧損)	Fair value gains (losses) of available-for-sale securities arising during the year	183,500	(89,234)
因出售可供出售證券而導致重新分類到損益賬之金額	Amount reclassified to the profit or loss upon disposal of available-for-sale securities	(594)	(697)
因可供出售證券之減值而導致重新分類到損益賬之金額	Amount reclassified to the profit or loss upon impairment of available-for-sale securities	–	4,473
關於出售可供出售證券之所得稅影響	Income tax effect relating to disposal of available-for-sale securities	98	12
關於可供出售證券公平值調整之所得稅影響	Income tax effect relating to fair value change of available-for-sale securities	(29,914)	13,086
所佔聯營公司之其他全面收益(支出)	Share of other comprehensive income (expense) of associates	430	(53)
年度其他全面收益(支出)(除稅後)	Other comprehensive income (expense) for the year (net of tax)	<u>158,108</u>	<u>(57,292)</u>
年度全面收益總額	Total comprehensive income for the year	<u>701,448</u>	<u>503,424</u>
全面收益總額屬於：	Total comprehensive income attributable to:		
本銀行擁有人	Owners of the Bank	<u>701,448</u>	<u>503,424</u>

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一二年十二月三十一日

as at 31 December 2012

			二零一二年 十二月三十一日 31 December 2012 港幣千元 HK\$'000	二零一一年 十二月三十一日 31 December 2011 港幣千元 HK\$'000 (重申) (Restated)	二零一一年 一月一日 1 January 2011 港幣千元 HK\$'000 (重申) (Restated)
	附註 Notes				
資產		Assets			
庫存現金及短期資金	17	Cash and short-term funds	17,331,877	18,659,276	18,249,365
存放同業及其他財務機構於 一至十二個月內到期之款項		Placements with banks and other financial institutions maturing between one to twelve months	4,789,513	2,169,007	2,282,122
衍生金融工具	18	Derivative financial instruments	187,911	129,556	20,542
按公平值列賬及列入損益賬之 金融資產	19	Financial assets at fair value through profit or loss	1,213,410	1,845,589	1,774,453
可供出售之證券	19	Available-for-sale securities	4,222,217	1,846,485	1,212,428
持至到期日之證券	19	Held-to-maturity securities	9,600,020	8,288,082	10,878,046
貸款及其他賬項	21	Advances and other accounts	42,109,218	43,247,956	38,835,820
應收稅項		Tax recoverable	-	-	6
聯營公司權益	23	Interests in associates	182,970	153,872	136,919
投資物業	24	Investment properties	135,318	127,171	116,400
物業及設備	25	Property and equipment	928,380	918,968	729,771
預付土地租金	26	Prepaid lease payments for land	2,423	2,483	2,535
遞延稅項資產	33	Deferred tax assets	1,502	16,861	-
商譽	36	Goodwill	50,606	50,606	50,606
資產總額		Total assets	80,755,365	77,455,912	74,289,013
負債		Liabilities			
同業及其他財務機構存款及結餘		Deposits and balances of banks and other financial institutions	1,843,477	1,086,836	1,039,991
於回購協議下出售之金融資產	27	Financial assets sold under repurchase agreements	433,681	420,652	-
客戶存款	28	Deposits from customers	67,508,748	64,815,713	63,500,219
存款證	29	Certificates of deposit	667,636	1,545,562	-
衍生金融工具	18	Derivative financial instruments	248,656	265,696	256,426
其他賬項及應付費用		Other accounts and accruals	740,229	558,495	442,834
應付稅款		Current tax liabilities	16,327	31,176	50,106
借貸資本	30	Loan capital	1,898,957	1,852,153	2,401,151
遞延稅項負債	33	Deferred tax liabilities	23,574	6,897	11,478
負債總額		Total liabilities	73,381,285	70,583,180	67,702,205
屬於本銀行擁有人的資金		Equity attributable to owners of the Bank			
股本	31	Share capital	217,500	217,500	217,500
儲備		Reserves	7,156,580	6,655,232	6,369,308
資金總額		Total equity	7,374,080	6,872,732	6,586,808
負債及資金總額		Total liabilities and equity	80,755,365	77,455,912	74,289,013

董事會於二零一三年三月七日核准及授權發行，並承董事會命簽署。

廖烈武 主席
廖烈智 副主席兼董事總經理
劉惠民 常務董事兼行政總裁
楊建華 公司秘書

Approved and authorised for issue by the Board of Directors on 7 March 2013 and signed on its behalf by:

Liu Lit Mo, Chairman
Liu Lit Chi, Deputy Chairman and Managing Director
Lau Wai Man, Executive Director and Chief Executive Officer
Michael K W Yeung, Company Secretary

本銀行財務狀況表

STATEMENT OF FINANCIAL POSITION OF THE BANK

於二零一二年十二月三十一日

as at 31 December 2012

	附註 Notes	二零一二年 十二月三十一日 31 December 2012 港幣千元 HK\$'000	二零一一年 十二月三十一日 31 December 2011 港幣千元 HK\$'000 (重申) (Restated)	二零一一年 一月一日 1 January 2011 港幣千元 HK\$'000 (重申) (Restated)
資產				
庫存現金及短期資金	17	17,321,474	18,648,729	18,204,225
存放同業及其他財務機構於 一至十二個月內到期之款項		4,775,716	2,134,819	2,282,122
衍生金融工具	18	187,911	129,556	20,542
按公平值列賬及列入損益賬之 金融資產	19	1,213,149	1,845,282	1,773,880
可供出售之證券	19	4,130,090	1,765,800	1,126,117
持至到期日之證券	19	9,600,020	8,288,082	10,878,046
貸款及其他賬項	21	41,885,579	43,130,035	38,627,701
投資於附屬公司	22(i)	261,984	261,884	261,784
附屬公司欠款	22(ii) & 39	248,376	230,891	1,241
聯營公司權益	23	21,500	21,500	21,500
投資物業	24	101,990	94,100	86,450
物業及設備	25	1,198,783	1,195,573	1,222,974
預付土地租金	26	2,423	2,483	2,535
遞延稅項資產	33	1,502	16,861	–
資產總額		80,950,497	77,765,595	74,509,117
負債				
同業及其他財務機構存款及結餘		1,843,477	1,086,836	1,039,991
於回購協議下出售之金融資產		433,681	420,652	–
客戶存款	28	67,508,748	64,815,582	63,499,301
欠附屬公司款項	39	846,080	793,690	700,918
存款證	29	667,636	1,545,562	–
衍生金融工具	18	248,656	265,696	256,426
其他賬項及應付費用		502,201	427,644	265,625
應付稅款		15,598	32,854	46,674
借貸資本	30	1,898,957	1,852,153	2,401,151
遞延稅項負債	33	15,129	–	3,318
負債總額		73,980,163	71,240,669	68,213,404
屬於本銀行擁有人的資金				
股本	31	217,500	217,500	217,500
儲備	32	6,752,834	6,307,426	6,078,213
資金總額		6,970,334	6,524,926	6,295,713
負債及資金總額		80,950,497	77,765,595	74,509,117

董事會於二零一三年三月七日核准及授權發行，並承董事會命簽署。

廖烈武 主席
廖烈智 副主席兼董事總經理
劉惠民 常務董事兼行政總裁
楊建華 公司秘書

Approved and authorised for issue by the Board of Directors on 7 March 2013 and signed on its behalf by:

Liu Lit Mo, Chairman
Liu Lit Chi, Deputy Chairman and Managing Director
Lau Wai Man, Executive Director and Chief Executive Officer
Michael K W Yeung, Company Secretary

綜合股東權益轉變表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

附註 Note	股本 Share capital 港幣千元 HK\$'000	股本溢價 Share premium 港幣千元 HK\$'000	投資重估儲備 Investment revaluation reserve 港幣千元 HK\$'000		公積金 General reserve 港幣千元 HK\$'000	換算儲備 Translation reserve 港幣千元 HK\$'000	法定儲備 Regulatory reserve 港幣千元 HK\$'000	保留溢利 Retained profits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
			商譽 Goodwill 港幣千元 HK\$'000	商譽 Goodwill 港幣千元 HK\$'000					
集團	THE GROUP								
於二零一二年一月一日 (重申)	At 1 January 2012 (as restated)								
	217,500	1,542,817	(182)	33,807	1,388,500	21,648	408,000	3,260,642	6,872,732
年度溢利	-	-	-	-	-	-	-	543,340	543,340
因折算之外匯調整	-	-	-	-	-	4,588	-	-	4,588
本年度可供出售證券 其公平值調整之溢利	-	-	-	183,500	-	-	-	-	183,500
因出售可供出售證券而導致 重新分類到損益賬之金額	-	-	-	(594)	-	-	-	-	(594)
關於出售可供出售證券之所得稅影響	-	-	-	98	-	-	-	-	98
關於可供出售證券公平值調整之 所得稅影響	-	-	-	(29,914)	-	-	-	-	(29,914)
所佔聯營公司之儲備	-	-	-	430	-	-	-	-	430
其他全面收益	-	-	-	153,520	-	4,588	-	-	158,108
年度全面收益總額	-	-	-	153,520	-	4,588	-	543,340	701,448
已派二零一二年年度中期股息	15	-	-	-	-	-	-	(47,850)	(47,850)
已派二零一一年年度末期股息	15	-	-	-	-	-	-	(152,250)	(152,250)
釋放特別指定之法定儲備至保留溢利	-	-	-	-	-	-	(21,000)	21,000	-
於二零一二年十二月三十一日	<u>217,500</u>	<u>1,542,817</u>	<u>(182)</u>	<u>187,327</u>	<u>1,388,500</u>	<u>26,236</u>	<u>387,000</u>	<u>3,624,882</u>	<u>7,374,080</u>

綜合股東權益轉變表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

	附註 Notes	股本	股本溢價	商譽	投資重估儲備	公積金	換算儲備	法定儲備	保留溢利	總額
		Share capital 港幣千元 HK\$'000	Share premium 港幣千元 HK\$'000	Goodwill 港幣千元 HK\$'000	revaluation reserve 港幣千元 HK\$'000	General reserve 港幣千元 HK\$'000	Translation reserve 港幣千元 HK\$'000	Regulatory reserve 港幣千元 HK\$'000	Retained profits 港幣千元 HK\$'000	Total 港幣千元 HK\$'000
於二零一一年一月一日 (原本價值)		217,500	1,542,817	(182)	106,220	1,388,500	15,101	331,000	2,976,973	6,577,929
會計政策轉變之影響	2	-	-	-	-	-	-	-	8,879	8,879
於二零一一年一月一日 (重申)		217,500	1,542,817	(182)	106,220	1,388,500	15,101	331,000	2,985,852	6,586,808
年度溢利		-	-	-	-	-	-	-	560,716	560,716
因折算之外匯調整		-	-	-	-	-	6,547	-	-	6,547
重估退休福利計劃之盈餘		-	-	-	-	-	-	-	10,268	10,268
關於退休福利計劃之所得稅影響		-	-	-	-	-	-	-	(1,694)	(1,694)
本年度可供出售證券 其公平值調整之虧損		-	-	-	(89,234)	-	-	-	-	(89,234)
因出售可供出售證券而導致 重新分類到損益賬之金額		-	-	-	(697)	-	-	-	-	(697)
因可供出售證券之減值而導致 重新分類到損益賬之金額		-	-	-	4,473	-	-	-	-	4,473
所佔聯營公司之儲備		-	-	-	(53)	-	-	-	-	(53)
關於出售可供出售證券之所得稅影響		-	-	-	12	-	-	-	-	12
關於可供出售證券公平值調整之 所得稅影響		-	-	-	13,086	-	-	-	-	13,086
其他全面(支出)收益		-	-	-	(72,413)	-	6,547	-	8,574	(57,292)
年度全面(支出)收益總額		-	-	-	(72,413)	-	6,547	-	569,290	503,424
已派二零一一年度中期股息	15	-	-	-	-	-	-	-	(65,250)	(65,250)
已派二零一零年度末期股息	15	-	-	-	-	-	-	-	(152,250)	(152,250)
於保留溢利中特別指定之法定儲備		-	-	-	-	-	-	77,000	(77,000)	-
於二零一一年十二月三十一日 (重申)		217,500	1,542,817	(182)	33,807	1,388,500	21,648	408,000	3,260,642	6,872,732

本集團之保留溢利包括本集團聯營公司所保留一筆為數港幣 66,564,000 元之保留溢利(二零一一年：保留溢利為港幣 37,896,000 元)。

法定儲備之成立乃為符合香港金融管理局之要求及法定儲備派發予本銀行擁有前人須諮詢香港金融管理局之意見。

公積金包括以往年度保留溢利之調撥。

The retained profits of the Group included retained profits of HK\$66,564,000 (2011: retained profits of HK\$37,896,000) retained by the associates of the Group.

The regulatory reserve is set up in compliance with the Hong Kong Monetary Authority's requirements and is distributable to owners of the Bank subject to consultation with the Hong Kong Monetary Authority.

The general reserve comprises transfers from previous years' retained profits.

綜合現金流動表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
經營業務	OPERATING ACTIVITIES	
除稅前溢利	646,385	667,652
調整：	Adjustments for:	
淨利息收入	(836,908)	(815,321)
貸款減值撥備	(65,228)	(107,188)
出售物業及設備之淨虧損	1,861	4,128
出售可供出售證券之淨溢利	(594)	(697)
出售投資物業及其公平值調整之淨溢利	(12,206)	(9,065)
可供出售證券減值損失	-	4,473
所佔聯營公司之溢利	(36,028)	(18,056)
公平值對沖之淨(溢利)虧損	(1,200)	20,679
投資股息收入	(10,799)	(9,820)
折舊	59,209	54,742
預付土地租金之釋放	66	66
匯兌調整	818	2,204
營運資產及負債變動前之營運現金流	(254,624)	(206,203)
營運資產之(增額)減額：	(Increase) decrease in operating assets:	
逾三個月到期之通知及短期存款	(1,738,466)	(987,888)
逾三個月到期之外匯基金票據	(50,061)	299,500
逾三個月到期之存放同業及 其他財務機構款項	(1,975,578)	506,294
按公平值列賬及列入損益賬之金融資產	632,179	(71,136)
客戶貸款	2,187,309	(3,237,766)
同業及其他財務機構貸款	(659,433)	(980,509)
其他賬項	(254,426)	(41,491)
營運負債之增額(減額)：	Increase (decrease) in operating liabilities:	
逾三個月到期之同業及 其他財務機構存款及結餘	1,003,864	(581)
於回購協議下出售之金融資產	13,029	420,652
客戶存款	2,693,035	1,315,494
存款證	(877,926)	1,545,562
衍生金融工具	(51,127)	54,607
其他賬項及應付費用	127,317	64,126
經營業務之現金收入(支出)	795,092	(1,319,339)
已付香港利得稅稅款	(99,265)	(118,437)
已付海外稅款	(16,409)	(17,461)
已收利息	1,219,979	1,112,206
已付利息	(605,553)	(436,416)
經營業務之現金收入(支出)淨額	1,293,844	(779,447)
	NET CASH FROM (USED IN) OPERATING ACTIVITIES	

綜合現金流動表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
投資業務	INVESTING ACTIVITIES		
收取可供出售之證券及持至到期日之證券利息	Interest received from available-for-sale securities and held-to-maturity securities	274,151	222,805
收取投資之股息	Dividends received on investments	10,799	9,820
收取由聯營公司之股息	Dividends received from associates	7,360	1,050
購入持至到期日之證券	Purchase of held-to-maturity securities	(20,184,070)	(6,786,192)
購入可供出售證券	Purchase of available-for-sale securities	(2,168,631)	(703,916)
購入物業及設備	Purchase of property and equipment	(70,105)	(247,951)
贖回持至到期之證券所得款項	Proceeds from redemption of held-to-maturity securities	18,872,132	9,376,156
出售及贖回可供出售證券所得款項	Proceeds from sale and redemption of available-for-sale securities	1,748	39,972
出售物業及設備所得款項	Proceeds from disposal of property and equipment	6	-
出售投資物業所得款項	Proceeds from disposal of investment properties	4,316	-
投資業務之現金(支出)收入淨額	NET CASH (USED IN) FROM INVESTING ACTIVITIES	<u>(3,252,294)</u>	<u>1,911,744</u>
融資業務	FINANCING ACTIVITIES		
借貸資本之利息支出	Interest paid on loan capital	(65,225)	(64,325)
回購借貸資本	Repurchase of loan capital	-	(783,196)
支付股息	Dividends paid	(200,100)	(217,500)
融資業務之現金支出淨額	NET CASH USED IN FINANCING ACTIVITIES	<u>(265,325)</u>	<u>(1,065,021)</u>
淨現金及等同現金項目(減額)增額	NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	<u>(2,223,775)</u>	67,276
一月一日之現金及等同現金項目	CASH AND CASH EQUIVALENTS AT 1 JANUARY	<u>17,092,730</u>	17,025,454
十二月三十一日之現金及等同現金項目	CASH AND CASH EQUIVALENTS AT 31 DECEMBER	<u>14,868,955</u>	<u>17,092,730</u>
代表：	Represented by:		
庫存現金及存放同業及其他財務機構款項	Cash and balances with banks and other financial institutions	6,060,810	6,393,092
原定到期日少於三個月之通知及短期存款	Money at call and short notice with original maturity of less than three months	7,565,351	7,549,078
原定到期日少於三個月之外匯基金票據	Exchange fund bills with original maturity of less than three months	499,995	3,299,912
原定到期日少於三個月之存放同業及其他財務機構款項	Placements with banks and other financial institutions with original maturity of less than three months	1,309,116	664,188
原定到期日少於三個月之同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions with original maturity of less than three months	(566,317)	(813,540)
		<u>14,868,955</u>	<u>17,092,730</u>

1. 概論

創興銀行有限公司(「本銀行」)為香港註冊成立之公眾有限公司，其股票於香港聯合交易所有限公司上市。本銀行之直接控股公司為廖創興置業有限公司及最終控股公司為廖創興企業有限公司，兩者皆於香港註冊成立。本銀行從事銀行業及有關之金融服務。本銀行之註冊辦事處地址及主要業務區域已披露於本年報內。

本綜合財務報表以港幣呈列，港幣是本銀行之本位幣。

2. 採用新頒佈及經修訂之香港財務報告準則

本年度，本集團及本銀行已採用由香港會計師公會頒佈之(一)已生效之新頒佈及經修訂之香港財務報告準則及(二)於開始生效前之新頒佈及經修訂之香港財務報告準則，如下：

本年度已生效之香港財務報告準則

香港會計準則第12條之修訂
香港財務報告準則第7條之修訂

本年度提早應用之香港財務報告準則

香港財務報告準則第10條
香港財務報告準則第11條
香港財務報告準則第12條
香港財務報告準則第10條之修訂，
香港財務報告準則第11條之修訂及
香港財務報告準則第12條之修訂
香港會計準則第27條
(經修訂於二零一一年)
香港會計準則第28條
(經修訂於二零一一年)

HKFRSs that have become effective for the year

Amendments to HKAS 12
Amendments to HKFRS 7

HKFRSs that have been early applied for the year

HKFRS 10
HKFRS 11
HKFRS 12
Amendments to HKFRS 10,
HKFRS 11 and HKFRS 12
HKAS 27 (as revised in 2011)
HKAS 28 (as revised in 2011)

1. GENERAL

Chong Hing Bank Limited (the “Bank”) is a public limited company incorporated in Hong Kong and its shares are listed on the Stock Exchange of Hong Kong Limited. Its immediate holding company is Liu Chong Hing Estate Company, Limited and ultimate holding company is Liu Chong Hing Investment Limited, both of which are incorporated in Hong Kong. The Bank is engaged in the provision of banking and related financial services. The address of the registered office and principal place of business of the Bank is disclosed in the Annual Report.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Bank.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group and the Bank have applied (i) the new and revised HKFRSs that have become effective and (ii) certain new and revised HKFRSs in advance of their effective date issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), as follows:

遞延稅項 - 恢復潛在的資產
披露 - 金融資產的轉移

綜合財務報表
共同安排
披露於其他個體之權益
綜合財務報表，共同安排及披露於其他個體之權益：
過渡性指引

獨立財務報表

於聯營公司及合營公司之投資

Deferred tax - Recovery of underlying assets
Disclosures - Transfers of financial assets

Consolidated financial statements
Joint arrangements
Disclosure of interests in other entities
Consolidated financial statements, joint arrangements and
disclosure of interests in other entities: Transition guidance
Separate financial statements
Investments in associates and joint ventures

2. 採用新頒佈及經修訂之香港財務報告準則 - 續

除非下列陳述，本年度採用上述新頒佈及經修訂之香港財務報告準則並未對本年度及之前年度的本集團財務表現和本集團及本銀行的財務狀況及 / 或綜合財務報表的披露構成重大影響。

香港會計準則第 12 條之修訂遞延稅項 - 恢復潛在的資產

本集團及本銀行於本年度首次應用香港會計準則第 12 條之修訂遞延稅項 - 恢復潛在的資產。此修訂指出，根據香港會計準則第 40 條投資物業中以公平值模式計量的投資物業，其遞延稅項的計量是假設物業會透過出售而完全地回撥，除非有相當的事實推翻這假設。

本集團及本銀行採用公平值模式計量其投資物業。對於香港會計準則第 12 條之修訂的應用，董事已對本集團及本銀行於香港及中華人民共和國（「中國」）的投資物業組合進行檢討並總結本集團及本銀行全部的投資物業並不屬於以消耗投資物業所產生之大部份經濟收益的模式持有，因此，董事已確定香港會計準則第 12 條之修訂所載之「出售」假設並未有被推翻。

因採用香港會計準則第 12 條之修訂，本集團及本銀行未有就位於香港的投資物業之公平值改變而確認遞延稅項，而本集團及本銀行出售有關投資物業時，亦不會造成任何利得稅項。早前，本集團及本銀行就投資物業之公平值改變按其物業之全部賬面值會透過使用而回撥來確認遞延稅項。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

- continued

Except as described below, the application of the above new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and the Group’s and the Bank’s financial positions for the current and prior years and / or on the disclosures set out in the consolidated financial statements.

Amendments to HKAS 12 Deferred tax: Recovery of underlying assets

The Group and the Bank have applied for the first time the amendments to HKAS 12 “Deferred tax: Recovery of underlying assets” in the current year. Under the amendments, investment properties that are measured using the fair value model in accordance with HKAS 40 “Investment property” are presumed to be recovered entirely through sale for the purposes of measuring deferred taxes, unless the presumption is rebutted in certain circumstances.

The Group and the Bank measure their investment properties using the fair value model. As a result of the application of the amendments to HKAS 12, the directors reviewed the Group’s and the Bank’s investment property portfolios in Hong Kong and the People’s Republic of China (the “PRC”) and concluded that all of the Group’s and the Bank’s investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, the directors have determined that the ‘sale’ presumption set out in the amendments to HKAS 12 is not rebutted.

The application of the amendments to HKAS 12 has resulted in the Group and the Bank not recognising any deferred taxes on changes in fair value of the investment properties located in Hong Kong as the Group and the Bank are not subject to any income taxes on disposal of these investment properties. Previously, the Group and the Bank recognised deferred taxes on changes in fair value of investment properties on the basis that the entire carrying amounts of the properties were recovered through use.

2. 採用新頒佈及經修訂之香港財務報告準則 - 續

香港會計準則第 12 條之修訂遞延稅項 - 恢復潛在的資產 - 續

香港會計準則第 12 條之修訂的應用下，本集團根據因出售位於中國的投資物業所產生的利得稅項及土地增值稅項以確認其投資物業之公平值改變的遞延稅項。

香港會計準則第 12 條之修訂已追溯至有關年度，本集團的遞延稅項負債於二零一一年一月一日減少港幣 8,879,000 元而有關修改已確認於保留溢利中。同樣地，新修訂之應用令本集團截至二零一一年十二月三十一日的遞延稅項負債減少港幣 10,140,000 元。

本年度，沒有遞延稅項因本集團位於香港的投資物業之公平值改變而被確認。會計政策的改變令本集團截至二零一二年十二月三十一日止年度及截至二零一一年十二月三十一日止年度的稅項開支分別減少港幣 1,340,000 元及港幣 1,261,000 元，而因此截至二零一二年十二月三十一日止年度及截至二零一一年十二月三十一日止年度的溢利分別增加港幣 1,340,000 元及港幣 1,261,000 元。

上述會計政策轉變的影響概況

上述會計政策轉變對本年度及之前年度的項目影響概況如下：

稅項之減額
年度溢利之增額

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

- continued

Amendments to HKAS 12 Deferred tax: Recovery of underlying assets - continued

Upon the application of the amendments to HKAS 12, the Group recognises deferred tax on changes in fair value of its investment property in the PRC on the basis that the Group is subject to income taxes and land appreciation tax on disposal of this investment property.

The amendments to HKAS 12 have been applied retrospectively, resulting in the Group’s deferred tax liabilities being decreased by HK\$8,879,000 as at 1 January 2011, with the corresponding credit being recognised in retained profits. Similarly, the deferred tax liabilities have been decreased by HK\$10,140,000 as at 31 December 2011.

In the current year, no deferred taxes have been provided for changes in fair value of the Group’s investment properties located in Hong Kong. The change in accounting policy has resulted in the Group’s income tax expense for the years ended 31 December 2012 and 31 December 2011 being reduced by HK\$1,340,000 and HK\$1,261,000 respectively and hence resulted in profit for the years ended 31 December 2012 and 31 December 2011 being increased by HK\$1,340,000 and HK\$1,261,000 respectively.

Summary of the effects of the above change in accounting policy

The effects of change in accounting policy described above on the results for the current and prior years by line items are as follows:

	2012 港幣千元 HK\$’000	2011 港幣千元 HK\$’000
Decrease in taxation	1,340	1,261
Increase in profit for the year	<u>1,340</u>	<u>1,261</u>

綜合財務報表之附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

2. 採用新頒佈及經修訂之香港財務報告準則 - 續

上述會計政策轉變對本集團及本銀行的財務狀況於二零一一年一月一日及二零一一年十二月三十一日的影響如下：

集團

THE GROUP

	於二零一一年 一月一日 As at 1 January 2011 港幣千元 HK\$'000 (原來價值) (originally stated)	調整 Adjustments 港幣千元 HK\$'000	於二零一一年 一月一日 As at 1 January 2011 港幣千元 HK\$'000 (重申) (restated)	於二零一一年 十二月三十一日 As at 31 December 2011 港幣千元 HK\$'000 (原來價值) (originally stated)	調整 Adjustments 港幣千元 HK\$'000	於二零一一年 十二月三十一日 As at 31 December 2011 港幣千元 HK\$'000 (重申) (restated)	
遞延稅項(負債)資產	Deferred tax (liabilities) assets	(20,357)	8,879	(11,478)	6,721	10,140	16,861
淨資產之影響	Total effects on net assets	6,577,929	8,879	6,586,808	6,862,592	10,140	6,872,732
保留溢利	Retained earnings	2,976,973	8,879	2,985,852	3,250,502	10,140	3,260,642
資金之影響	Total effects on equity	6,577,929	8,879	6,586,808	6,862,592	10,140	6,872,732

銀行

THE BANK

	於二零一一年 一月一日 As at 1 January 2011 港幣千元 HK\$'000 (原來價值) (originally stated)	調整 Adjustments 港幣千元 HK\$'000	於二零一一年 一月一日 As at 1 January 2011 港幣千元 HK\$'000 (重申) (restated)	於二零一一年 十二月三十一日 As at 31 December 2011 港幣千元 HK\$'000 (原來價值) (originally stated)	調整 Adjustments 港幣千元 HK\$'000	於二零一一年 十二月三十一日 As at 31 December 2011 港幣千元 HK\$'000 (重申) (restated)	
遞延稅項(負債)資產	Deferred tax (liabilities) assets	(12,197)	8,879	(3,318)	6,721	10,140	16,861
淨資產之影響	Total effects on net assets	6,286,834	8,879	6,295,713	6,514,786	10,140	6,524,926
保留溢利	Retained earnings	2,738,447	8,879	2,747,326	2,949,521	10,140	2,959,661
資金之影響	Total effects on equity	6,286,834	8,879	6,295,713	6,514,786	10,140	6,524,926

2. 採用新頒佈及經修訂之香港財務報告準則 - 續

上述會計政策轉變對本集團及本銀行的財務狀況於二零一二年十二月三十一日的影響如下：

遞延稅項負債之減額
淨資產之影響
保留溢利之增額
資金之影響

上述會計政策轉變對本年度及之前年度本集團的每股基本盈利並未有重大影響。

香港財務報告準則第7條之修訂披露 - 金融資產的轉移

本集團於本年度首次應用香港財務報告準則第7條之修訂披露 - 金融資產的轉移。新修訂增加對金融資產轉移交易的披露要求，以提高金融資產轉移時所涉及之風險承擔的透明度。

本集團與個體就出售持至到期日之證券及可供出售之證券簽訂回購協議，並根據原定協議，於協定日期以協定的價格回購有關證券。由於本集團並未有轉移有關持至到期日之證券及可供出售之證券的重大風險及回報，因此仍然確認持至到期日之證券及可供出售之證券的全部賬面值及已確認於回購協議下出售的金融資產的已收現金(參閱附註27)。香港財務報告準則第7條之修訂的應用下(參閱附註20)，有關出售持至到期日之證券及可供出售之證券的轉讓已作出披露。按照香港財務報告準則第7號之修訂中所載的過渡性條文，本集團並未有就修訂要求對比較資料作出披露。

**2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)
- continued**

The effects of the above change in accounting policy on the financial positions of the Group and the Bank as at 31 December 2012 is as follows:

	集團及銀行 THE GROUP AND THE BANK 於二零一二年 十二月三十一日 港幣千元 As at 31 December 2012 HK\$'000 (重申) (restated)
Decrease in deferred tax liabilities	1,340
Total effects on net assets	<u>1,340</u>
Increase in retained earnings	1,340
Total effects on equity	<u>1,340</u>

The effects of the above change in accounting policy on the Group's basic earnings per share for the current and prior years are insignificant.

Amendments to HKFRS 7 Disclosures - Transfers of financial assets

The Group has applied for the first time the amendments to HKFRS 7 Disclosures - Transfers of financial assets in the current year. The amendments increase the disclosure requirements for transactions involving the transfer of financial assets in order to provide greater transparency around risk exposures when financial assets are transferred.

The Group entered into repurchase agreements with an entity to sell held-to-maturity securities and available-for-sale securities subject to a master agreement to repurchase these securities at the agreed dates and prices. As the Group has not transferred the significant risks and rewards relating to these held-to-maturity securities and available-for-sale securities, it continues to recognise the full carrying amounts of the held-to-maturity securities and available-for-sale securities, and has recognised the cash received on the transfer as financial assets sold under repurchase agreements (see note 27). The relevant disclosures have been made regarding the transfer of these held-to-maturity securities and available-for-sale securities, on application of the amendments to HKFRS 7 (see note 20). In accordance with the transitional provisions set out in the amendments to HKFRS 7, the Group has not provided comparative information for the disclosures required by the amendments.

2. 採用新頒佈及經修訂之香港財務報告準則 - 續

新頒佈及經修訂之綜合、共同安排、聯營公司及披露準則

於二零一一年六月，有一套包含五項有關綜合、共同安排、聯營公司及披露的準則頒佈，當中包括香港財務報告準則第10條、香港財務報告準則第11條、香港財務報告準則第12條、香港會計準則第27條(經修訂於二零一一年)及香港會計準則第28條(經修訂於二零一一年)。為遵循最終控股公司的會計政策，本集團已提早應用有關於二零一三年一月一日開始生效的新頒佈及經修訂的準則。

以上五項準則的主要要求敘述如下：

香港財務報告準則第10條取代香港會計準則第27條綜合及獨立財務報表中針對綜合財務報表的有關部份。香港(會計準則解釋委員會) - 詮釋第12條綜合 - 特別目的個體將於香港財務報告準則第10條生效日起被取消。按照香港財務報告準則第10條，綜合基準只有控制權一個基準。此外，香港財務報告準則第10條包括控制權的新定義，包含三部份：(一)對被投資者之權力，(二)從參與被投資者活動中所涉及不同形式的回報之風險或權益，及(三)利用對被投資者的權力影響投資者回報的金額。香港財務報告準則第10條就複雜的情況提供更廣泛指引。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

- continued

New and revised standards on consolidation, joint arrangements, associates and disclosures

In June 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (as revised in 2011) and HKAS 28 (as revised in 2011). To follow the accounting policies of the ultimate holding company, the Group has early adopted these new and revised standards in advance of its effective date of 1 January 2013.

Key requirements of these five standards are described below:

HKFRS 10 replaces the parts of HKAS 27 Consolidated and Separate Financial Statements that deal with consolidated financial statements. HK(SIC) - INT 12 Consolidation - Special purpose entities will be withdrawn upon the effective date of HKFRS 10. Under HKFRS 10, there is only one basis for consolidation, that is, control. In addition, HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

2. 採用新頒佈及經修訂之香港財務報告準則 - 續

新頒佈及經修訂之綜合、共同安排、聯營公司及披露準則 - 續

香港財務報告準則第 11 條取代香港會計準則第 31 條合營公司權益。香港財務報告準則第 11 條針對將兩個或以上擁有合營控制權的團體之共同安排作分類。香港(會計準則解釋委員會) - 詮釋第 13 條共同控制個體 - 非貨幣性投入的合營公司，將於香港財務報告準則第 11 條生效日起被取消。按照香港財務報告準則第 11 條，共同安排是根據其安排中團體的權利和義務分類為合營經營或合營公司兩種。相反，按照香港會計準則第 31 條，共同安排分為共同控制個體，共同控制資產及共同控制經營三類。此外，按照香港財務報告準則第 11 條，合營公司需採用權益會計法入賬。然而按照香港會計準則第 31 條，合營公司可以權益會計法或比例會計法入賬。

香港財務報告準則第 12 條是一項披露的準則並生效於個體對其持有的附屬公司、共同安排、聯營公司及 / 或未綜合結構性個體。一般而言，香港財務報告準則第 12 條比現行的準則提出更廣泛的披露要求。於二零一二年十二月三十一日，本集團及本銀行並未持有任何未綜合結構性個體。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) - continued

New and revised standards on consolidation, joint arrangements, associates and disclosures - continued

HKFRS 11 replaces HKAS 31 Interests in joint ventures. HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. HK(SIC) - INT 13 Jointly controlled entities - Non-monetary contributions by venturers will be withdrawn upon the effective date of HKFRS 11. Under HKFRS 11, joint arrangements are classified as joint operations or joint ventures, depending on the rights and obligations of the parties to the arrangements. In contrast, under HKAS 31, there are three types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations. In addition, joint ventures under HKFRS 11 are required to be accounted for using the equity method of accounting, whereas joint ventures under HKAS 31 can be accounted for using the equity method of accounting or proportionate consolidation.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and / or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards. As at 31 December 2012, the Group and the Bank did not have interests in any unconsolidated structured entities.

2. 採用新頒佈及經修訂之香港財務報告準則 - 續

新頒佈及經修訂之綜合、共同安排、聯營公司及披露準則 - 續

於二零一二年七月，頒佈新修訂之香港財務報告準則第10條、香港財務報告準則第11條及香港財務報告準則第12條以釐清首次應用以上五項準則的一些過渡性指引。

以上五項準則及修訂的過渡性指引皆生效於二零一三年一月一日或以後開始之年度期間，並允許提前應用，但必須五項準則均同時提前應用。

以上新頒佈及經修訂的準則要求除指定例外下應用追溯法。董事已就應用有關修訂所帶來的影響作出分析並確定在提早應用有關新頒佈及經修訂的準則時已考慮所有事實及情況，而早前確認於財務報表中的共同控制個體權益應分類為關聯公司權益。往年度的分類已被修改。應用有關新頒佈及經修訂的準則將不會對今年度及往年度的綜合財務報表產生重大影響。

比對數目

若干比對數目已重新分類以符合本年度的賬項編排。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) - continued

New and revised standards on consolidation, joint arrangements, associates and disclosures - continued

In July 2012, the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 were issued to clarify certain transitional guidance on the application of these five HKFRSs for the first time.

These five standards, together with the amendments relating to the transitional guidance, are effective for annual periods beginning on or after 1 January 2013 with earlier application permitted provided that all of these standards are applied at the same time.

The above new and revised standards require retrospective application with certain exceptions. The directors have performed analysis of the impact of the application of the amendments and determined that the interests in jointly controlled entities previously recorded in the financial statements should be classified as interests in associates when all facts and circumstances are considered upon the early adoption of these new and revised standards. The prior year’s classification has been amended. It had no material impact on the consolidated financial statements for the current and prior years.

Comparative amounts

Certain comparative figures have been reclassified to conform with the current year’s presentation.

3. 新頒佈及經修訂但未生效之香港財務報告準則

本集團尚未提早應用下列已頒佈但未生效之新頒佈及經修訂的香港財務報告準則：

香港財務報告準則第7條之修訂
香港財務報告準則第9條之修訂及
香港財務報告準則第7條之修訂
香港財務報告準則第10條之修訂、
香港財務報告準則第12條之修訂及
香港會計準則第27條之修訂
香港會計準則第1條之修訂
香港財務報告準則第9條
香港財務報告準則第13條
香港會計準則第1條之修訂
香港會計準則第32條之修訂
香港（國際財務報告準則解釋委員會）
- 詮釋第20條

Amendments to HKFRS 7
Amendments to HKFRS 9
and HKFRS 7
Amendments to HKFRS 10,
HKFRS 12 and HKAS 27
Amendments to HKAS 1
HKFRS 9
HKFRS 13
Amendments to HKAS 1
Amendments to HKAS 32
HK(IFRIC) - INT 20

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET EFFECTIVE

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

披露 - 金融資產及金融負債之對銷¹
香港財務報告準則第9條之強制生效日期及過渡性披露³
投資個體²
香港財務報告準則年度改進二零零九年至二零一一年系列¹
金融工具³
公平值計量¹
其他全面收益項目的呈列⁴
金融資產及金融負債之對銷²
地表礦藏生產階段之回復成本¹

Disclosures - Offsetting financial assets and financial liabilities¹
Mandatory effective date of HKFRS 9 and transition disclosures³
Investment entities²
Annual improvements to HKFRSs 2009-2011 cycle¹
Financial instruments³
Fair value measurement¹
Presentation of items of other comprehensive income⁴
Offsetting financial assets and financial liabilities²
Stripping costs in the production phase of a surface mine¹

- ¹ 生效於二零一三年一月一日或以後開始之年度期間。
Effective for annual periods beginning on or after 1 January 2013.
- ² 生效於二零一四年一月一日或以後開始之年度期間。
Effective for annual periods beginning on or after 1 January 2014.
- ³ 生效於二零一五年一月一日或以後開始之年度期間。
Effective for annual periods beginning on or after 1 January 2015.
- ⁴ 生效於二零一二年七月一日或以後開始之年度期間。
Effective for annual periods beginning on or after 1 July 2012.

3. 新頒佈及經修訂但未生效之
香港財務報告準則 - 續

香港會計準則第32條之修訂金融資產及金融負債之對銷及香港財務報告準則第7條之修訂披露 - 金融資產及金融負債之對銷

新修訂之香港會計準則第32條釐清現行對金融資產及金融負債對銷要求的應用。新修訂明確釐清「目前有法律上可執行之權利對銷權」及「同時兌現與清償」的界定。

新修訂之香港財務報告準則第7條要求個體披露關於金融工具在執行總淨額計算協議或類似安排下之對銷權及相關安排之資料。

新修訂之香港財務報告準則第7條於二零一三年一月一日或以後開始之年度期間及該年度期間內之中期間生效及所有比較期間均需追溯該等揭露。但新修訂之香港會計準則第32條生效於二零一四年一月一日或以後開始之年度期間，生效時亦需追溯該等揭露。

董事預計香港會計準則第32條及香港財務報告準則第7條修訂本之應用可能會令本集團將來作更廣泛披露。

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET
EFFECTIVE - continued

Amendments to HKAS 32 Offsetting financial assets and financial liabilities and amendments to HKFRS 7 Disclosures - Offsetting financial assets and financial liabilities

The amendments to HKAS 32 clarify existing application issues relating to the offset of financial assets and financial liabilities requirements. Specifically, the amendments clarify the meaning of “currently has a legally enforceable right of set-off” and “simultaneous realisation and settlement”.

The amendments to HKFRS 7 require entities to disclose information about rights of offset and related arrangements for financial instruments under an enforceable master netting agreement or similar arrangement.

The amendments to HKFRS 7 are effective for annual periods beginning on or after 1 January 2013 and interim periods within those annual periods. The disclosures should also be provided retrospectively for all comparative periods. However, the amendments to HKAS 32 are not effective until annual periods beginning on or after 1 January 2014, with retrospective application required.

The directors anticipate that the application of these amendments to HKAS 32 and HKFRS 7 may result in more disclosures being made in the future.

3. 新頒佈及經修訂但未生效之
香港財務報告準則 - 續

香港財務報告準則第9條金融工具

於二零零九年頒佈的香港財務報告準則第9條對金融資產的分類及計量提出新要求。於二零一零年修訂之香港財務報告準則第9條對金融負債的分類及計量及撤銷確認提出要求。

香港財務報告準則第9條的主要要求敘述如下：

香港會計準則第39條「金融工具：確認及計量」中全部確認的金融資產隨後以攤銷成本或公平值計量。此準則明確指出債券投資持作收取契約的現金流及契約中的現金流是唯一用來支付本金及未償還本金的利息一般在隨後的會計期末以攤銷成本計量。其他債券投資及證券投資均在隨後的報告期末以公平值計量。此外，根據香港財務報告準則第9條，個體有不可撤回的選擇權把證券投資（非持作買賣用途）隨後的公平值計量轉變呈列於其他全面收益內，一般只有投資股息收入列賬於損益賬中。

經修訂之香港財務報告準則第9條於二零一五年一月一日或以後開始之年度期間生效，並准許提早應用。

董事預期應用香港財務報告準則第9條對集團的金融資產及金融負債所公佈的數字可能構成重大影響。但有關集團的金融資產是不可行合理地估計有關轉變的影響直至詳細審查完成為止。

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET
EFFECTIVE - continued

HKFRS 9 Financial instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

Key requirements of HKFRS 9 are described as follows:

All recognised financial assets that are within the scope of HKAS 39 “Financial instruments: Recognition and measurement” are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2015, with earlier application permitted.

The directors anticipate that the adoption of HKFRS 9 in the future may have significant impact on amounts reported in respect of the Group’s financial assets and financial liabilities. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

3. 新頒佈及經修訂但未生效之
香港財務報告準則 - 續

香港財務報告準則第13條公平值計量

香港財務報告準則第13條就公平值的計量和披露建立了單一指引來源。此準則界定公平值的定義，制定計量公平值的架構及公平值計量的披露規定。香港財務報告準則第13條的應用範圍廣泛；除指定情況下，此準則皆生效於金融與非金融工具項目，而其他香港財務報告準則則要求或准許公平值計量及披露。一般而言，香港財務報告準則第13條下的披露要求較現有的準則更廣泛。例如現時計量及定性披露只要求香港財務報告準則第7條「金融工具披露」下的金融工具根據三個公平值價值層披露，這將會覆蓋至香港財務報告準則第13條範圍下所有資產及負債。

香港財務報告準則第13條於二零一三年一月一日或以後開始之年度期間生效，並允許提前應用。

董事預期新準則之應用可能對綜合財務報表所公佈的數字產生影響，因此於綜合財務報表內需作更廣泛披露。

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET
EFFECTIVE - continued

HKFRS 13 Fair value measurement

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under HKFRS 7 “Financial instruments: Disclosures” will be extended by HKFRS 13 to cover all assets and liabilities within its scope.

HKFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors anticipate that the application of the new standard may affect certain amounts reported in the consolidated financial statements and result in more extensive disclosures in the consolidated financial statements.

3. 新頒佈及經修訂但未生效之
香港財務報告準則 - 續

香港會計準則第1條之修訂其他全
面收益項目的呈列

香港會計準則第1條之修訂「其他全面收益項目的呈列」就「全面收益表」和「損益賬」引入新用詞。根據香港會計準則第1條之修訂，「全面收益表」重新命名為「損益及其他全面收益表」及「損益賬」重新命名為「損益表」。香港會計準則第1條之修訂為損益及其他全面收益保留選擇權，可以單一報表或分開兩份但連續的報表呈列。但香港會計準則第1條之修訂要求其他全面收益項目分為兩類：(一) 隨後不會重新分類至損益賬之項目；及(二) 隨後在特定情況符合下可能重新分類至損益賬之項目。其他全面收益項目相關之所得稅需以相同基準分配 - 新修訂對其他全面收益項目以除稅前或除稅後呈列的選擇權不變。

香港會計準則第1條之修訂會於二零一二年七月一日或以後開始之年度期間生效。其他全面收益項目的呈列亦會隨未來會計期內修訂本之應用而作出修改。

董事預期採用其他新頒佈及經修訂的準則、修訂本及詮釋將不會對綜合財務報表產生任何重要影響。

3. NEW AND REVISED HKFRSs ISSUED BUT NOT YET
EFFECTIVE - continued

Amendments to HKAS 1 Presentation of items of other comprehensive
income

The amendments to HKAS 1 "Presentation of items of other comprehensive income" introduce new terminology for the "statement of comprehensive income" and "income statement". Under the amendments to HKAS 1, a "statement of comprehensive income" is renamed as a "statement of profit or loss and other comprehensive income" and an "income statement" is renamed as a "statement of profit or loss". The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require items of other comprehensive income to be grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis - the amendments do not change the option to present items of other comprehensive income either before tax or net of tax.

The amendments to HKAS 1 are effective for annual periods beginning on or after 1 July 2012. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in future accounting periods.

The directors anticipate that the application of the other new and revised standards, amendments or interpretation will have no material impact on the consolidated financial statements.

4. 主要會計政策

本綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，本綜合財務報表包含《香港聯合交易所有限公司證券上市規則》及香港《公司條例》要求之適用披露。

本綜合財務報表以根據歷史成本為基準編製，惟如下文所載之會計政策所解釋，若干物業及金融工具以公平值計量。歷史成本一般以換取貨物的公平值報酬計量。

主要會計政策詳列如下：

綜合基準

綜合財務報表包括本銀行及由本銀行(其附屬公司)控制之個體(包括結構性個體，如有)之財務報表。

當本銀行因參與被投資者營運所得浮動回報之承擔或權利，且有能藉對被投資者行使其權力而影響被投資者之回報時，即屬擁有控制權。特別是本銀行僅可於下列情況下控制被投資者：

- 可對被投資者行使權力(即給予目前能夠指揮被投資者相關活動之現有權利)；
- 從參與被投資者之業務獲得或有權獲得可變回報；及
- 有能力藉對被投資者行使其權力而影響其回報。

4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

The principal accounting policies are set out below:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Bank and entities (including structured entities, if any) controlled by the Bank (its subsidiaries).

Control is achieved when the Bank is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Bank controls an investee if and only if the Bank has all the following:

- power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

4. 主要會計政策 - 續

綜合基準 - 續

倘本銀行於被投資者之投票權未能佔大多數，則當投票權足以賦予本銀行實際能力單方面指揮被投資者之相關活動時即對被投資者擁有權力。本銀行在評估本銀行對被投資者之投票權是否足以賦予其權力時考慮所有相關事實及情況，包括：

- 本銀行所持之投票權規模相對於其他投票權持有人之投票權規模及股權分散程度；
- 本銀行、其他投票權持有人或其他人士持有之潛在投票權；
- 其他合約安排產生之權利；及
- 表明於需要作出決定時，本銀行目前能夠或不能夠指揮相關活動之任何其他事實及情況（包括於之前股東會議上之投票方式）。

倘有事實及情況顯示上述三項控制因素中之一項或多項出現變化，本銀行將重新評估其是否對被投資者擁有控制權。

附屬公司之綜合由本銀行對附屬公司擁有控制權開始，並於本銀行失去對附屬公司的控制權時終止。尤其是對於年內所收購或出售一間附屬公司之收入及開支將由本銀行獲得控制權日期起直至本銀行終止控制附屬公司當日止計入收益表。

如有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團會計政策一致。

有關本集團股東之間的所有集團內資產及負債、權益、收入、開支及現金流量均於綜合賬目時全面對銷。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Basis of consolidation - continued

When the Bank has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Bank considers all relevant facts and circumstances in assessing whether or not the Bank's voting rights in an investee are sufficient to give it power, including:

- the size of the Bank's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Bank, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Bank has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

The Bank reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Bank obtains control over the subsidiary and ceases when the Bank loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Bank gains control until the date when the Bank ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

4. 主要會計政策 - 續

綜合基準 - 續

當本集團失去附屬公司控制權，本集團會(i)於失去控制權當日終止確認該附屬公司之資產(包括任何商譽)和負債之賬面值，(ii)於失去控制權當日終止確認於在前附屬公司內之任何非控股權益之賬面值(包括任何於其他全面收益內與此有關的項目)，及(iii)確認所收總代價之公平值及任何保留權益之公平值，連同任何被確認歸屬於本集團的溢利或虧損之差額。倘該附屬公司之資產是按重估金額或公平值計量，而相關累計損益已於其他全面收益中確認並累計入權益中，則先前於其他全面收益確認並累計入權益之款額，會按猶如本公司已直接出售相關資產入賬(即根據相關香港財務報告準則重新分類至損益賬或直接轉撥至保留溢利)。於失去控制權當日在前附屬公司保留之任何投資的公平值，會根據香港會計準則第39條中「金融工具：確認及計量」在其後入賬時被列作首次確認之公平值，或(如適用)首次確認於聯營公司之投資成本。

投資於附屬公司

呈列於本銀行財務狀況表中投資於附屬公司是以成本扣除減值損失撥備計量。本銀行根據股息收入或應收以計算附屬公司的業績。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Basis of consolidation - continued

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as gains or losses in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gains or losses have been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained profits as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial instruments: Recognition and measurement" or, when applicable, the cost on initial recognition of an investment in an associate.

Investments in subsidiaries

Investments in subsidiaries are stated in the Bank's statement of financial position at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Bank on the basis of dividends received or receivable.

4. 主要會計政策 - 續

商譽

於二零零五年一月一日或之後，但於二零一零年一月一日以前由收購產生的商譽

二零零五年一月一日或之後，但於二零一零年一月一日之前因收購其他個體所產生之商譽，代表於收購日本集團應佔有關被收購的個體之可識別資產及負債之公平值之權益，比收購成本值高出之差額。此商譽是以成本扣除累積減值損失計量。

收購其他個體所產生的資本化商譽於綜合財務狀況表內單獨呈列。

為進行減值測試，收購產生之商譽均被分配至預期從合併產生協同效應之每個相關現金賺取單位或多組現金賺取單位。

已被分配商譽之現金賺取單位將每年或更經常地進行減值測試，及一旦有跡象顯示該單位可能減值便立刻進行減值測試。對於在某一報告年度內收購產生之商譽，被分配商譽之現金賺取單位將於報告年度結算日前進行減值測試。假如該現金賺取單位的可回收金額低於該單位的賬面價值，則首先分配減值虧損以降低該單位所獲分配之任何商譽之賬面值，再以該單位每項資產之賬面值按比例分配予該單位之其他資產。任何商譽虧損均直接於綜合損益賬內確認。任何商譽之減值虧損均不會於其後期間撥回。

出售有關現金賺取單位時，商譽應佔金額已包括在出售收益或虧損金額內。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Goodwill

Goodwill arising on acquisitions on or after 1 January 2005 but before 1 January 2010

Goodwill arising on an acquisition of a business on or after 1 January 2005 but before 1 January 2010 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant business at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a business is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment losses are allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment losses for goodwill is recognised directly in the consolidated income statement. An impairment losses recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

4. 主要會計政策 - 續

聯營公司權益

聯營公司是指本集團對一個個體有重大影響但並非其附屬公司或合營公司之權益。重大影響是指有權參與被投資者的財政及營運政策的決策但並不能夠控制或共同控制這些政策。

聯營公司之業績、資產及負債均採用權益會計法計入綜合財務報表。按照權益法，於聯營公司的投資初步在綜合財務狀況表按成本確認，並於其後就確認本集團應佔該等聯營公司之損益及其他全面收益作出調整。倘本集團對某一聯營公司所承擔之虧損超逾對該聯營公司所享權益，(其中包括任何長期利息基本上成為本集團於聯營公司的淨投資的一部份)本集團停止確認其分佔之進一步虧損。僅當本集團招致司法或引伸債務或代表聯營公司支付時，才對額外虧損額進行撥備。

本集團應佔的可識別資產及負債之公平值之權益比購買成本值高出之差額，經重新評估後立即被確認至損益賬。

香港會計準則第39條之規定予以應用，以釐定是否需要就本集團於聯營公司之投資確認任何減值虧損。於需要時，該項投資之全部賬面值(包括商譽)乃根據香港會計準則第36條以單一資產的方式進行減值測試，方法是比較其可收回金額(即使用價值與公平值減出售成本之較高者)與賬面值。任何已確認之減值虧損構成該項投資之賬面值的一部份。根據香港會計準則第36條，確認有關減值虧損之任何回撥，乃於該項投資之可收回金額於其後增加。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Interests in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment losses with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment losses recognised forms part of the carrying amount of the investment. Any reversal of that impairment losses are recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

4. 主要會計政策 - 續

聯營公司權益 - 續

若出售聯營公司而導致本集團失去對該聯營公司之重大影響，任何保留之投資會於當日以公平值計量，並根據香港會計準則第39條首次確認為金融資產之公平值作其公平值。先前已保留權益應佔聯營公司賬面值與其公平值之間的差額，乃計入出售該聯營公司之損益。此外，本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬，基準與該聯營公司直接出售相關資產或負債的基準相同。因此，若該聯營公司之損益先前已確認於其他全面收益內，則會於出售相關資產或負債時重新分類至損益賬中，當本集團失去對該聯營公司之重大影響時，本集團將溢利或虧損由權益重新分類至損益賬中（作為重新分類調整）。

倘一集團個體與其聯營公司交易，只有在聯營公司之權益與本集團無關的情況下，此等與聯營公司交易所產生之損益才會於本集團之綜合財務報表中確認。

呈列於本銀行財務狀況表中聯營公司權益是以成本扣除減值損失撥備計量。本銀行根據股息收入或應收以計算聯營公司的業績。

利息收入與支出

利息收入和支出按時間比例基準以未付本金及現行之有效利率確認。有效利率乃指將金融工具之預計未來現金付款或收入於該工具的預計年內完全折算，或（如適用）於較短期間內確實折算至該金融資產或金融負債首次確認時的淨賬面值的利率。有關計算亦包括構成有效利率之重要收費及交易成本，及溢價或折讓。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Interests in associates - continued

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or losses on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if gains or losses previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gains or losses from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Investments in associates are stated in the Bank's statement of financial position at cost less provision for impairment losses. The results of associates are accounted for by the Bank on the basis of dividends received or receivable.

Interest income and expenses

Interest income and expenses are recognised on a time-proportion basis by reference to the principal outstanding and at the effective interest rate applicable. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, where appropriate, a shorter period to the net carrying amount of the financial asset or financial liability on initial recognition. The calculation includes significant fees and transaction costs that are an integral part of the effective interest rate, and premiums or discounts.

4. 主要會計政策 - 續

利息收入與支出 - 續

當金融資產的減值虧損一經被確認為計量減值虧損而用以折算未來現金流之利率亦被用於確認其後利息收入。

非利息收入確認

費用及佣金收入

倘費用及佣金收入是金融資產的有效利率的一部份，此費用及佣金收入會包含在計算有效利率內。

其他費用及佣金收入包括會計服務費、投資管理費、銷售佣金、存款費及銀團費，是提供有關服務時被確認的。

股息

當股東之收款權確立後，投資(包括按公平值列賬及列入損益賬之金融資產)之股息收入即被確認為收入(倘若本集團很大可能獲取經濟收益及有關收益金額能可靠地計量的情況下)。

服務收益

服務收益(包括保管箱租金及其他銀行服務收益)於提供服務時確認。

物業及設備

如有物業及設備包括土地及樓宇(主要包括於財務狀況表呈列之分行及辦公室)，應按照其成本值扣除期後之累積折舊及累積減值虧損入賬。

物業及設備之折舊確認乃按其估計可使用年期，並考慮其估算剩餘價值，以直線法將其成本撇銷。有關估計的可使用年期、剩餘價值及折舊方法於每個報告期末作出審查，並以預期基準下考慮有關估計的改變。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Interest income and expenses - continued

Once an impairment loss of a financial asset has been recognised, subsequent interest income is recognised using the rate of interest used to discount the future cash flows measuring the impairment losses.

Non-interest income revenue recognition

Fees and commission income

Fees and commission income that are integral to the effective interest rate on a financial asset are included in the measurement of the effective interest rate.

Other fees and commission income, including account servicing fees, investment management fees, sales commission, placement fees and syndication fees, are recognised as the related services are performed.

Dividends

Dividend income from investments including financial assets at fair value through profit or loss is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

Service income

Service income (including safe deposit box rentals and other banking services income) is recognised when services are provided.

Property and equipment

Property and equipment including land and buildings, which mainly comprise branches and offices are stated in the statements of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property and equipment over their estimated useful lives after taking into account their estimated residual value, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

4. 主要會計政策 - 續

物業及設備 - 續

某項物業或設備出售時或未能透過繼續使用該項資產獲得未來經濟收益時即不再被確認。一項資產因出售或退役所導致之任何收益或虧損是按出售所得款項與其賬面值之差額計算，並確認於損益賬內。

投資物業

投資物業是指持有作收租或待價格升值之物業。

投資物業初始以成本入賬並包括任何直接應佔開支。首次確認後，投資物業以公平值計量。投資物業公平值變動所產生之收益或虧損於產生之期間包括於損益賬內。

當投資物業出售或永久停止使用及預計未來不會從出售該項物業中獲得經濟收益時，即不再被確認。資產不再被確認後所導致之任何收益或虧損（按出售所得款淨額與該資產之賬面值之差額計算），於不再確認資產年度計入損益賬。

租賃

當合約實質上將業權所產生之大部份風險及得益轉移給承租人，該等合約被視為融資租賃。其他所有租賃均被視為營運租賃。

本集團為出租人

營運租賃產生之租金收入按有關租賃之期間以直線法於損益賬內確認。

本集團為承租人

支付營運租賃是根據租期內按直線法確認為支出。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Property and equipment - continued

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gains or losses arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

Investment properties are properties held to earn rentals or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposals. Any gains or losses arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the item is derecognised.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the lease.

4. 主要會計政策 - 續

租賃 - 續

土地及樓宇

當租賃包括土地及樓宇，本集團需要考慮其風險與報酬是否全部轉移至本集團並把每項資產劃分為融資租賃或經營租賃，如土地和樓宇皆明顯是經營租賃，整項租賃便視為經營租賃。尤其最少應付租金（包括任何一次性預付款）在租賃期開始時，需按出租方從租賃土地、樓宇所獲取利益的公平值的比例分派。

當租金能可靠地被分配時，除被確認為以公平值方式計量的投資物業，經營租賃的土地利益應在綜合財務狀況表中「預付土地租金」，按直線基準在租賃期間攤銷。當租金不能可靠地分配到土地及樓宇時，整項租賃視為融資租賃，並列賬於物業及設備中。

外幣

本集團編製財務報表時，以非功能性貨幣（外幣）進行之交易以該個體之功能性貨幣換算（該個體營運地區主要經濟體系所採用之貨幣），以交易日匯率折算入賬。於報告期末，以外幣為單位之貨幣性項目按報告日匯率折算。以公平值入賬並以外幣為單位的非貨幣性項目，按公平值確定當日之匯率折算。以外幣歷史成本計量的非貨幣性項目不予再折算。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Leasing - continued

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments for land” in the statements of financial position and is released over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property and equipment.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4. 主要會計政策 - 續

外幣 - 續

結算及再折算貨幣性項目所產生之匯兌差額於產生之期間確認於損益賬。以公平值入賬之非貨幣性資產重新折算所產生之匯兌差額計入當期損益賬，重新折算之損益並直接於其他全面收益內確認之非貨幣性資產則例外，其匯兌差額亦直接於其他全面收益內確認。

為便於呈列綜合財務報表，本集團海外業務之資產及負債均按報告期末匯率折算成本集團之呈列貨幣（如：港幣），其收入及支出則按當年平均匯率折算，若期間匯率大幅波動則按交易日匯率折算。所產生之任何匯兌差額均於其他全面收益及累積於股東資金之換算儲備內確認。

出售海外業務（例如出售本集團海外業務的全部利益，或者出售因失去控制權的附屬公司，而其附屬公司包含海外業務），所有匯兌差額累計入權益內，可歸屬於本銀行擁有人並確認於損益賬內。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Foreign currencies - continued

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Bank are reclassified to profit or loss.

4. 主要會計政策 - 續

退休福利成本

當員工已提供服務，本集團支付界定供款退休福利計劃之供款便視為支出。

界定利益退休福利計劃以預計單位基數法來計算提供退休福利之成本，定期（但最少三年一次）進行精算評估。所有精算損益需於產生之期間立即確認於其他全面收益表。過去服務成本包括未歸屬之權益則立即被確認於損益賬內。

財務狀況表內確認之退休福利權益責任代表界定權益責任之現值減除計劃資產之公平值。由此計算產生之資產將不多於以收回款項模式的經濟收益之現值或未來供款減額。

稅項

稅項開支是指當期應付稅項及遞延稅項之總額。

當期應付稅項是根據本年度之應課稅溢利計算。應課稅溢利與綜合損益賬上呈報之溢利當中差異，源於應課稅溢利並不包括隨後年期才計稅之若干收入或支出項目，亦不包括不需課稅及不可扣稅之項目。本集團之應付當期稅項乃按於報告期末成立或接近成立之稅率計算。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out periodically, but at least triennially. All actuarial gains and losses of defined benefit plans are recognised immediately in other comprehensive income in the period in which they occur. Past service cost, including the unvested benefits, is recognised immediately in profit or loss.

The retirement benefit obligation recognised in the statements of financial position represents the present value of the defined benefit obligation as reduced by the fair value of plan assets. Any asset resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

4. 主要會計政策 - 續

稅項 - 續

遞延稅項是指綜合財務報表資產及負債之賬面值及其用於計算應課稅溢利的相應稅基之間的臨時差額。一般情況之下，所有因應課稅臨時差額而產生之遞延稅項負債均予確認，而遞延稅項資產則按將來應課稅溢利可用作抵銷可扣稅之臨時差額之限額內計算。如暫時性差異是由商譽或因某交易初次確認(業務合併除外)其他資產及負債而產生，又不影響應課稅溢利及會計溢利，則不予以確認此等遞延資產及負債。

除非集團有權力回撥臨時差額及有很大可能有關臨時差額會於可預期之未來回撥，否則與投資於附屬公司及聯營公司之權益有關的應課稅臨時差額需確認為遞延稅項負債。因上述投資所產生的可扣稅之臨時差額則只在有足夠應課稅溢利可用作抵銷臨時差額所帶來的收益和可在預期的未來回撥有關臨時差額的情況下確認遞延稅項資產。

遞延稅項資產的賬面值會於報告期末進行評估並會降至沒有足夠應課稅溢利可用作收回全部或部份資產的限額內。

遞延稅項資產及負債是以預期資產兌現及負債償還時之稅率計算，並根據已頒佈或截至報告期間頒佈的稅率(及稅法)。遞延稅項負債及資產的計算反映本集團於報告期末期望資產及負債的賬面值之收回或結算方式所帶來的稅項後果。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Taxation - continued

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interest in associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

4. 主要會計政策 - 續

稅項 - 續

計量以公平值模式計量的投資物業之遞延稅項負債或遞延稅項資產時是假設其賬面淨值會透過出售而完全地回撥，除非有關假設被推翻。當投資物業不是通過出售，而是可折舊及屬於以消耗投資物業所產生之大部份經濟收益的模式持有，假設則被推翻。如假設被推翻，投資物業的遞延稅項負債及遞延稅項資產會按照上述載於香港會計準則第12條的一般原則計量（即基於物業預期的回撥方式）。

除非有關項目於全面收益或直接於股東資金中被確認，其當期稅項及遞延稅項便分別於全面收益或直接於股東資金中被確認，否則，當期稅項及遞延稅項於損益賬中被確認。因業務合併初次確認而產生的當期稅項及遞延稅項影響需包括在業務合併的入賬內。

金融工具

當本集團個體成為金融工具合約之訂約方，金融資產及金融負債於財務狀況表內確認。

金融資產及金融負債初步按公平值計量。應直接計入收購或發行金融資產及金融負債（按公平值列賬及列入損益賬之金融資產及金融負債除外）之交易成本，於首次確認時從金融資產或金融負債之公平值適當地加入或扣減。應直接計入收購或發行按公平值列賬及列入損益賬之金融資產或金融負債的交易成本，應立即於損益賬內確認。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Taxation - continued

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax liabilities and deferred tax assets for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Financial instruments

Financial assets and financial liabilities are recognised in the statements of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or issue of financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

4. 主要會計政策 - 續

金融工具 - 續

金融資產

本集團之金融資產分為以下四類其中一類，包括按公平值列賬及列入損益賬之金融資產、貸款及應收款、持至到期日之投資及可供出售之金融資產。其分類是根據該金融資產的性質和購買目的於初始入賬時決定。從所有一般渠道購買或出售金融資產以交易日基準確認及終止確認。從一般渠道之購買或出售是指須於規定或市場慣例訂立的期間內交付資產的金融資產購買或出售。

有效利息方法

有效利息方法是指計算金融資產的攤銷成本及在有關期內分配利息收入之方法。有效利率是由金融資產的預計年期或(如適用)由較短期間的首次確認的淨賬面值，真實地折算預計未來的現金收入(包括所有形成有效利率的所有費用支付或收取、交易費及其他溢價或折讓)。

按公平值列賬及列入損益賬之金融資產

按公平值列賬及列入損益賬之金融資產可分成兩類：持作買賣用途的金融資產及初始入賬時為指定按公平值列賬及列入損益賬之金融資產。

金融資產被分類為持作買賣用途如：

- 此金融資產在購買時已預算主要是在不久將來出售；或
- 此金融資產是其中由本集團集體管理及在近期有實際短期獲利買賣活動的獨立金融工具投資組合；或
- 此金融資產是衍生工具但不是被指定及有效的對沖工具。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial assets

The Group's financial assets are classified into one of the four categories, including financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss have two subcategories, including financial assets held for trading and those designated at fair value through profit or loss on initial recognition.

A financial asset is classified as held for trading if:

- it has been incurred principally for the purpose of selling in the near future; or
- it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

4. 主要會計政策 - 續

金融工具 - 續

金融資產 - 續

按公平值列賬及列入損益賬之金融資產 - 續

除了持作買賣用途之金融資產外，金融資產在初始入賬時可能被分類為指定按公平值列賬及列入損益賬之金融資產如：

- 此指定能抵銷或大幅減少計量或確認時之前後矛盾；或
- 此金融資產是一組金融資產或一組金融負債或同屬兩者之一部份，該組金融資產及負債是根據本集團之風險管理或投資策略文件來管理及按公平值衡量其表現，相關分類資料亦基於此於內部提供；或
- 此金融資產是包含一或多個嵌入衍生工具的合約的一部份。香港會計準則第39條准許整個結合式合約（資產或負債）被指定為按公平值列賬及列入損益賬。

按公平值列賬及列入損益賬之金融資產是以公平值計量，因再計量時產生的公平值轉變會於期內入賬於綜合損益賬。於綜合損益賬確認的淨溢利或虧損不包括任何金融資產的利息收入，並已包含在綜合損益賬的利息收入中。

貸款及應收款

貸款及應收款乃非衍生金融資產並帶有固定或可議定之付款，及無交投活躍之市場報價。於初始入賬後，貸款及應收款包括現金及短期資金、於銀行及其他財務機構之貸款及存款、應收利息、應收票據、貿易票據、其他客戶貸款及附屬公司借款均按有效利率攤銷法攤銷後之成本入賬，並減去已確認之減值虧損（參閱會計政策中金融資產的減值如下）。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial assets - continued

Financial assets at fair value through profit or loss - continued

A financial asset other than a financial asset held for trading may be designated as at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

Financial assets at fair value through profit or loss are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any interest earned on the financial assets and is included in interest income in the consolidated income statement.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables including cash and short-term funds, placements with and advances to banks and other financial institutions, interest receivable, bills receivable, trade bills and other advances to customers, and amounts due from subsidiaries are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

4. 主要會計政策 - 續

金融工具 - 續

金融資產 - 續

持至到期日之投資

持至到期日之投資乃非衍生金融資產，有固定或可議定之付款及固定到期日，而本集團之管理層有積極意願及能力持有至到期日除那些符合貸款及應收款的定義外。初始入賬後，持至到期日之投資以有效利率法按攤銷成本減除任何已識別的減值虧損計量（參閱會計政策中金融資產的減值如下）。

可供出售之金融資產

可供出售之金融資產乃指定或非分類為按公平值列賬及列入損益賬之金融資產、貸款及應收款或持至到期日之投資之非衍生工具。

於每個報告期末，本集團所持有的被分類為可供出售之金融資產之股本及債務證券是於活躍市場交易並按公平值計量。有關運用有效利息方法所計算的利息收入以致可供出售之金融資產之賬面值的變動及可供出售之股本投資的股息會於損益賬內確認。可供出售之金融資產之賬面值的其他變動會於其他全面收益內確認及累計在投資重估儲備內。當該投資被出售或被評定為減值時，之前累計在投資重估儲備中的累計溢利或虧損，會被重新分類到損益賬內（參閱會計政策中金融資產的減值如下）。

當本集團收取股息權被確立時，被分類為可供出售之股本工具之股息會於損益賬內確認。

可供出售之證券投資如沒有活躍的市場提供市場價格，而且其公平值不能準確計量，會以成本減任何可確定的減值虧損於報告期末計量（參閱會計政策中金融資產的減值如下）。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial assets - continued

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Group's management has the positive intention and ability to hold to maturity other than those that meet the definition of loans and receivables. Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

Equity and debt securities held by the Group that are classified as available-for-sale financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale monetary financial assets relating to interest income calculated using the effective interest method and dividends on available-for-sale equity investments are recognised in profit or loss. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment of financial assets below).

Dividends on equity instruments classified as available-for-sale are recognised in profit or loss when the Group's right to receive the dividends is established.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy on impairment of financial assets below).

4. 主要會計政策 - 續

金融工具 - 續

金融資產的減值

除了按公平值列賬及列入損益賬之金融資產，金融資產會於報告期末進行減值提示測試。當有客觀的證據，於首次確認金融資產後，一件或更多的事件發生導致金融資產的預期現金流受影響，金融資產便要減值。

當可供出售之證券投資的公平值大幅地或長期地下降至低於其成本，這便視為客觀的減值證據。

其他金融資產的客觀減值證據包括：

- 發行人及對方有嚴重的財務困難；或
- 違反合約、不履行或拖欠利息或本金付款；或
- 借款人很有可能破產或進行財務重組；或
- 由於財務困難以致金融資產的活躍市場消失。

某些金融資產種類(例如客戶貸款)，未經個別作減值評估，便作集體減值評估。

個別重大及有客觀減值證據的貸款之個別減值準備是以折算現金方法評估。個別減值準備是按資產之賬面值及以原本有效利率折算估計未來現金流之現值之差額計量。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as advances to customers, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis.

Individual impairment allowances are assessed by a discounted cash flow method for loans and advances that are individually significant and have objective evidence of impairment. The individual impairment allowances are measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate.

4. 主要會計政策 - 續

金融工具 - 續

金融資產的減值 - 續

並沒有發現需個別減值的個別不重要貸款會根據過往處理具備相類信用風險特色的貸款之虧損經驗為現況作基礎作出集體減值評估。

以攤銷成本入賬的金融資產，其確認的減值虧損為該金融資產的賬面值與以原本有效利率折算估計未來現金流之現值之差額。

以成本入賬的金融資產，減值虧損為該金融資產的賬面值與以相似的金屬資產的現時市場回報率折算估計未來現金流之現值之差額計量。此減值虧損不會於期後回撥。

金融資產的賬面值是透過使用準備金削減。當金融資產被認為不能收回時，便會在準備金內撇銷。以往已撇銷而其後收回之金額，會於損益賬內列賬。

以攤銷成本入賬的金融資產，如在期後減值虧損減少及其減少是由於客觀事件發生於減值虧損確認後，以往已確認之減值虧損可在綜合損益賬中回撥，但其金融資產的賬面值在回撥減值時不能超越減值未被確認時的攤銷成本。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Impairment of financial assets - continued

Individually insignificant advances or advances where no impairment has been identified individually are assessed for collective impairment by considering the historical loss experience of advances with similar credit risk characteristics adjusted for current conditions.

For financial assets carried at amortised cost, the amount of the impairment losses recognised is the difference between the financial asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment losses is measured as the difference between the financial asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced through the use of an allowance account. When the financial assets are considered to be uncollectible, the amounts are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to the profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decrease and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment losses are reversed through the consolidated income statement to the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

4. 主要會計政策 - 續

金融工具 - 續

金融資產的減值 - 續

當按公平值列賬之可供出售之金融資產被確認為減值時，其於以前所累積確認在其他全面收益內的虧損會於減值發生的年度被重新分類到損益賬內。

按公平值列賬之可供出售之證券投資減值虧損不會於期後回撥到損益賬內。在減值虧損被確認後，任何公平值的增加會直接確認於其他全面收益及累積於投資重估儲備內。關於可供出售之債券投資，如投資的公平值增加是由於客觀事件發生於減值虧損確認後，減值虧損可在其後於損益賬中回撥。

金融負債及股本工具

金融負債

本集團個體所發行之金融負債及股本工具乃根據所訂立合約安排之內容及金融負債和股本工具之定義予以分類為金融負債或股本工具。

股本工具

股本工具為以合約訂明於扣除集團個體所有負債後之剩餘資產權益。集團個體所發行的股本工具是以收益減去直接發行成本予以確認。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Impairment of financial assets - continued

When an available-for-sale financial asset carried at fair value is considered to be impaired, cumulative losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

Impairment losses on available-for-sale equity investments carried at fair value will not be reversed through profit or loss in subsequent periods. Any increase in fair value subsequent to impairment losses are recognised directly in other comprehensive income and accumulated in investment valuation reserve. For available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment losses.

Financial liabilities and equity instruments

Financial liabilities

Financial liabilities and equity instruments issued by the Group entity are classified as either financial liabilities or equity instruments in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

Equity instrument is any contract that evidences a residual interest in the assets of a group entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

4. 主要會計政策 - 續

金融工具 - 續

金融負債及股本工具 - 續

有效利息方法

有效利息方法是指計算金融負債的攤銷成本及在有關期內分配利息支出之方法。有效利率是由金融負債的預計年期或(如適用)由較短期間的首次確認的淨賬面值,真實地折算預計未來的現金付款(包括所有形成有效利率的所有費用支付或收取、交易費及其他溢價或折讓)。

利息支出是根據有效利息基礎確認的。

按公平值列賬及列入損益賬之金融負債

按公平值列賬及列入損益賬之金融負債可分成兩類:持作買賣用途的金融負債及初始入賬時為指定按公平值列賬及列入損益賬之金融負債。

金融負債被分類為持作買賣用途如:

- 產生此金融負債時已預算主要在不久將來回購;或
- 於初始確認時,此金融負債是其中由本集團集體管理及在近期有實際短期獲利買賣活動的獨立金融工具投資組合;或
- 此金融負債是衍生工具但不是被指定及有效的對沖工具。

按公平值列賬及列入損益賬之金融負債是以公平值計量,因再計量時所產生的公平值轉變會於發生期內直接入賬於綜合損益賬內。於損益賬內確認的淨溢利或虧損不包括任何金融負債的利息支出。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial liabilities and equity instruments - continued

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss has two subcategories, including financial liabilities held for trading and those designated at fair value through profit or loss on initial recognition.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing in the near future; or
- on initial recognition, it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gains or losses recognised in profit or loss excludes any interest paid on the financial liabilities.

4. 主要會計政策 - 續

金融工具 - 續

金融負債及股本工具 - 續

其他金融負債

其他金融負債在初始入賬時，均以扣減交易成本後的公平值計量。而其他金融負債包括同業及其他財務機構存款及結餘、於回購協議下出售之金融資產、客戶存款、其他應付賬項、應付附屬公司款項、存款證及借貸資本，使用有效利率法按攤銷成本入賬。

對銷金融工具

當金融資產及金融負債之對銷有法定執行權利，並有意以淨額基準結算，或同意同時變現金融資產及償還金融負債時，金融資產及金融負債予以對銷，並於財務狀況表內記錄淨額。

衍生金融工具及對沖

衍生金融工具於初始訂立合約時按公平值入賬，期後於每個報告期末按公平值重新計量，其有關之溢利或虧損將即時計入損益賬內。如衍生工具被指定為有效的對沖工具，其確認於損益賬的時間則根據對沖關係的性質。

嵌入衍生工具

當嵌入衍生工具符合衍生工具的定义，其風險及特色與主合約並無密切關係及主合約不會按公平值計量而其公平值變動不會計入損益賬時，在非衍生工具主合約中嵌入之衍生工具會被當作為獨立的衍生工具。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial liabilities and equity instruments - continued

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs. Other financial liabilities, including deposits and balances of banks and other financial institutions, financial assets sold under repurchase agreements, deposits from customers, other accounts payables, amounts due to subsidiaries, certificates of deposit and loan capital are subsequently measured at amortised cost, using the effective interest method.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the financial asset and settle the financial liability simultaneously.

Derivative financial instruments and hedging

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gains or losses are recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of hedge relationship.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

4. 主要會計政策 - 續

金融工具 - 續

對沖會計法

本集團會指定若干衍生工具為可供出售之證券及固定利率後償票據的公平值變動作對沖(公平值對沖)。

在對沖關係開始時，相關主體須記錄對沖工具及被對沖項目之間的關係，同時記錄進行各類對沖交易的風險管理目標及策略。此外，本集團亦須在對沖關係開始時及在進行對沖的持續期間，記錄對沖工具是否能高度有效地對沖被對沖項目的公平值變動。

公平值對沖

被指定為公平值對沖且符合公平值對沖條件的衍生工具的公平值變動，均會連同與其對沖風險有關的對沖資產或負債的公平值變動，一起立即確認在損益賬中。對沖工具之公平值變動及與對沖風險有關的對沖項目之變動會於損益賬內關於對沖項目一項中確認。

當本集團解除對沖關係、對沖工具已到期或被出售、被終止、被行使或者已不再符合對沖會計法的條件時，對沖會計法便會終止。由對沖風險所產生的對沖項目之賬面值之公平值調整會由當日起攤銷在損益賬內。

財務擔保合約

財務擔保合約指發行人須按合約償還特定款項予持保人，以補償持保人因特定債務人無法償還根據原來或經修改之債務條款於到期日之欠款。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Hedge accounting

The Group designates certain derivatives as hedges of the fair value of available-for-sale securities and fixed-rate subordinated notes (fair value hedges).

At the inception of the hedging relationship, the entity documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument that is used in a hedging relationship is highly effective in offsetting changes in fair values of the hedged item.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in the fair value of the hedging instrument and the change in the hedge item attributable to the hedge risk are recognised in profit or loss in the line item relating to hedge item.

Hedge accounting is discontinued when the Group revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for losses it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

4. 主要會計政策 - 續

金融工具 - 續

財務擔保合約 - 續

本集團發行之財務擔保合約，如沒有指定為按公平值列賬及列入損益賬，則初始時按公平值減除發行財務擔保合約直接相關交易費用入賬。初始入賬後，本集團計量財務擔保合約是以 (i) 根據香港會計準則第37條「準備、或有負債和或有資產」決定之金額及 (ii) 初始入賬之金額減根據收入確認政策所確認之累計攤銷（如適用），兩者中較高者結算。

終止確認

當從金融資產收取現金流之合約權利屆滿，或金融資產已予轉讓或已轉讓擁有金融資產之幾乎全部風險及回報給另一個體，本集團會終止確認該金融資產。如本集團沒有轉讓也沒有保留擁有金融資產之幾乎全部風險及回報並繼續控制已轉讓之金融資產，本集團會繼續確認金融資產基於其繼續參與及會確認相關的負債。如本集團保留已轉讓擁有金融資產之幾乎全部風險及回報，本集團會繼續確認該金融資產並且確認另一抵押借款當收到該款項。

於完全終止確認金融資產時，金融資產之賬面值與已收及應收代價及已於其他全面收益和權益內確認之累計溢利或虧損總和之差額，於損益賬內確認。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Financial guarantee contracts - continued

A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 "Provisions, contingent liabilities and contingent assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the revenue recognition policy.

Derecognition

The Group derecognises financial assets only when the contractual rights to the cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the risks and rewards of ownership of the financial asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred financial asset, the Group continues to recognise the financial asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the financial asset's carrying amount and the sum of the consideration received and receivable and the cumulative gains or losses that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

4. 主要會計政策 - 續

金融工具 - 續

終止確認 - 續

於非完全終止確認金融資產時，本集團會把該金融資產之前的賬面值根據各部份於轉讓日相對的公平值分配給繼續確認的部份及不再被確認的部份。分配給不再被確認的部份的賬面值與已收代價及已於其他全面收益內確認之累計溢利或虧損總和之差額，於損益賬內確認。而確認於其他全面收益內的累計溢利或虧損則根據各部份相對的公平值分配給繼續確認的部份及不再被確認的部份。

只有當有關合約指定之本集團之債務被解除、註銷或屆滿時，本集團將終止確認金融負債。該被終止確認的金融負債的賬面值與已付及應付代價之差額，於損益賬內確認。

回購協議

於回購協議下出售之金融資產繼續被適當地確認為可供出售之證券及持至到期日之證券。而相關的負債則包含在於回購協議下出售之金融資產內。

購買與出售價格之差額會以合約之年期用有效利息方法於損益賬中的利息支出內確認。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Derecognition - continued

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group derecognises financial liabilities when, and only when the Group's obligations specified in the relevant contract are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Repurchase agreements

Financial assets sold subject to repurchase agreements continue to be recognised and recorded as available-for-sale securities and held-to-maturity securities as appropriate. The corresponding liability is included in financial assets sold under repurchase agreements.

The difference between purchase and sale price is recognised as interest expense in profit or loss over the life of the agreements using the effective interest method.

4. 主要會計政策 - 續

金融工具 - 續

準備

本集團因以往發生的事件而承擔的責任，本集團應就有可能引致之損失提撥準備金。準備金的計量是根據於報告期末對承擔現有責任價值的最佳估算，並考慮責任相關的風險及不確定因素。如準備金的計量是以估算的現金流支付現有的責任，賬面值便是其現金流的現值（如金錢時間值有重大的影響）。

非金融資產的減值（商譽除外）

於報告期末，本集團會評估非金融資產的賬面值去決定該資產有否遭受減值虧損的跡象。如這些跡象存在，該資產的可收回金額會被計量，從而決定減值虧損的程度（如有）。當單一資產的可收回金額不可能被計量，本集團會估計該資產所屬的現金賺取單位的可收回金額。在確認一個合理及一致的分配基礎後，企業的資產會分配給單一的現金賺取單位，或是根據其已確認的合理及一致的分配基礎，分配給最小組別的現金賺取單位。

可收回金額是公平值減出售成本與使用價值之較高者。當評估使用價值時，是使用稅前折算率把估計的未來現金流折算成現值，而該稅前折算率是能反映現時市場評估的金錢時間值及該資產的特定風險並且其對未來現金流的估計沒有作出調整。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Impairment of non-financial assets (other than goodwill)

At the end of the reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment losses, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

4. 主要會計政策 - 續

金融工具 - 續

非金融資產的減值(商譽除外) - 續

如資產的估計可收回值少於其賬面值，資產的賬面值會減低至其可收回值。減值虧損會立即被確認至損益賬內。

當減值虧損於期後回撥，資產的賬面值便會升至經估計調整之可收回值。但上升之賬面值不會高於往年度未確認減值虧損前的資產的賬面值。減值虧損的回撥會立即被確認為收入。

現金及等同現金項目

就綜合現金流動表而言，現金及等同現金項目包括於購入日期起少於三個月內到期之結餘，包括現金、於同業及其他財務機構之結餘、通知及短期存放、存放同業及其他財務機構之存款和外匯基金票據。

4. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial instruments - continued

Impairment on non-financial assets (other than goodwill) - continued

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised immediately in profit or loss.

Where impairment losses subsequently reverse, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment losses been recognised for the asset in prior years. A reversal of impairment losses is recognised as income immediately.

Cash and cash equivalents

For the purposes of the consolidated cash flow statement, cash and cash equivalents comprise balances with less than three months' maturity from the date of acquisition, including cash, balances with banks and other financial institutions, money at call and short notice, placements with and deposits of banks and other financial institutions as well as exchange fund bills.

5. 關鍵會計估計及估計不穩定因素之主要來源

敘述於附註4，管理層於應用本集團的會計政策時，需就沒有其他明顯消息來源的資產及負債之賬面值作出判斷、評估及假設。評估及潛在的假設乃根據從前的經驗及其他認為有關的原因。真實結果可能與此評估不同。

評估及潛在的假設會不斷進行回顧。如修正只影響評估修正期間，會計評估的修正會在評估修正期內被確認，或如修正影響該修正期間及將來，會計評估的修正會在期內及將來被確認。

估計不穩定因素之主要來源

於報告期末，因將來之假設及估計帶來之主要不穩定因素，可能對資產及負債之賬面值於下一財政年度內帶來重大調整之風險，討論如下：

(a) 貸款之減值準備

本集團就貸款所帶來之估計虧損提撥減值準備，並與溢利相減。此準備包括個別減值準備及集體減值準備。整體減值準備相當於管理層認為貸款組合內必須撇減之數額，致使貸款組合可收回淨額準確地列於財務狀況表。

於釐定個別減值準備時，管理層考慮減值之客觀證據。當一項貸款出現減值時，以折算現金流方法評估個別減值準備，按資產之賬面值及原本有效利率折算估計未來現金流之現值之差額計量。準備數額亦受抵押品之價值所影響，在若干情況下，抵押品價值可能折讓，以反映強制出售或迅速套現之影響。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Impairment allowances on loans and advances

The Group establishes, through charges against profit, impairment allowances in respect of estimated incurred losses in loans and advances. The allowances consist of individual impairment allowances and collective impairment allowances. The overall impairment allowances represent the aggregate amount by which management considers necessary to write down its loan portfolio in order to state it in the statements of financial position at its estimated net recoverable value.

In determining individual impairment allowances, management considers objective evidence of impairment. When a loan is impaired, an individual impairment allowance is assessed by a discounted cash flow method, measured at the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate. The quantum of the allowance is also impacted by the collateral value and this, in turn, may be discounted in certain circumstances to recognise the impact of forced sale or quick liquidation.

5. 關鍵會計估計及估計不穩定因素之主要來源 - 續

估計不穩定因素之主要來源 - 續

(a) 貸款之減值準備 - 續

在釐定集體減值準備時，管理層採用過往處理具備相類信用風險特色的集體貸款之虧損經驗為基礎作出減值虧損估計。更多資料詳列於附註7。

有關減值準備之變動，詳列於附註21。

(b) 衍生工具及其他金融工具的公平值

本集團的管理層利用其判斷來選擇適合未於交投活躍市場的金融工具之估值法。其估值法是應用由市場從業員普遍採用的估值法。至於衍生金融工具、可換股債券及內含衍生工具的結構性工具，假設是根據公開市場價格再以工具的特性作調整而產生。

所使用的假設詳列於附註7。

(c) 對商譽減值估計

根據香港會計準則第36條「資產減值」，當一項資產的賬面值超出其可收回金額，便要確認減值虧損。可收回金額是以公平值減出售費用及使用值之兩者中的較高者計算。

管理層根據已分配商譽到有關被收購附屬公司（最少賺取現金單位）的賬面值及使用值作出比較，並檢討商譽減值。其被收購附屬公司是從事保險業務。

使用值的計算是根據附屬公司管理層審閱的三年財務預算中現金流動預測及三年期末評估終值預測。於已審閱預算所覆蓋期間，現金流動預測的準備是包括一些假設和評估。主要假設包括預期收入增長和折算率的選擇。

可收回金額的計算詳列於附註36。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY - continued

Key sources of estimation uncertainty - continued

(a) Impairment allowances on loans and advances - continued

In determining collective impairment allowances, management uses estimates based on historical loss experience on a collective basis for loans and advances with similar credit risk characteristics to assess the impairment loss. More details are set out in Note 7.

Details of the impairment allowances movements are disclosed in Note 21.

(b) Fair value of derivatives and other financial instruments

The management of the Group uses its judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For derivative financial instruments, convertible bonds and structured products with embedded derivatives, assumptions are made based on quoted market rates adjusted for specific features of the instruments.

Details of the assumptions used are disclosed in Note 7.

(c) Estimated impairment of goodwill

According to HKAS 36 "Impairment of Assets", impairment losses are made when the carrying amount of an asset exceeds its recoverable amount, which is calculated at the higher of the fair value less costs to sell and value in use.

Management has reviewed goodwill for impairment by comparing the carrying amount and value in use of an acquired subsidiary (the smallest cash-generating unit) to which the goodwill has been allocated. The acquired subsidiary is involved in insurance business.

The value in use calculations primarily use cash flow projections based on three year financial budgets approved by management of the subsidiary and estimated terminal value at the end of the three-year period. There are a number of assumptions and estimates involved for the preparation of cash flow projections for the period covered by the approved budget. Key assumptions include the expected growth in revenues and selection of discount rates.

Details of the recoverable amount calculation are disclosed in Note 36.

5. 關鍵會計估計及估計不確定因素之主要來源 - 續

應用個體的會計政策的關鍵性判斷

除關於評估的判斷之外，以下是管理層於應用對綜合財務報表有最重大影響個體會計政策之關鍵性判斷。

投資物業之遞延稅項

為計量以公平值模式計量的投資物業之遞延稅項負債或遞延稅項資產時，董事已對本集團於香港及中華人民共和國的投資物業組合進行檢討並總結本集團的投資物業並不屬於以消耗投資物業所產生之大部份經濟收益的模式持有。因此，在計量本集團投資物業之遞延稅項時，董事已確定以公平值模式計量的投資物業之賬面值會透過出售而完全地回撥的假設並未有被推翻。因此，本集團未有就位於香港的投資物業之公平值改變而確認遞延稅項因出售有關投資物業時並不會造成任何利得稅項。

於中華人民共和國的分行之累積溢利所產生的臨時差額所帶來之遞延稅項

董事已確定銀行有能力控制於中華人民共和國的分行之累積溢利所產生的臨時差額為港幣209,801,000元(二零一一年：港幣159,590,000元)及有關臨時差額很大可能不會於可預期的將來作出回撥。因此，並未對有關臨時差額作遞延稅項準備。

持至到期日之投資

本集團將某些具有固定或可議定付款及固定到期日之非衍生工具金融資產分類為持至到期日。此分類需要作出判斷。在作出此項判斷時，本集團評估其持有該項投資至到期日之意願及能力。倘若本集團在特別情況以外未能保留此等投資至到期日，舉例而言在臨近到期時出售不重大數額，則須重新分類整個類別為可供出售。該項投資因此按公平值而非攤銷成本計量。

此類資產詳列於附註19。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY - continued

Critical judgements in applying the entity's accounting policies

The following are the critical judgements, apart from those involving estimations, that the management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios in Hong Kong and the PRC and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in measuring the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties located in Hong Kong as the Group is not subject to any income taxes on disposal of these investment properties.

Deferred taxation in respect of temporary differences attributed to the accumulated profits of the PRC branch

The directors have determined that the Bank is able to control the timing of the reversal of the temporary differences attributable to accumulated profits of the PRC branch amounting to HK\$209,801,000 (2011: HK\$159,590,000) and that it is probable that the temporary differences will not reverse in the foreseeable future. Accordingly, deferred taxation relating to such temporary differences is not provided.

Held-to-maturity investments

The Group classified certain non-derivative financial assets with fixed or determinable payments and fixed maturity as held-to-maturity. This classification requires judgement. In making this judgement, the Group evaluates its intention and ability to hold such investments to maturity. If the Group fails to keep these investments to maturity other than for the specific circumstances - for example, selling an insignificant amount close to maturity - it will be required to reclassify the entire class as available-for-sale. The investments would therefore be measured at fair value instead of amortised cost.

Details of these assets are set out in Note 19.

6. 分項資料

(甲) 營業分項

本集團的營業分項亦是報告分項，是根據本集團的主要營運決策人（常務董事委員會）定期審閱的資料，以分配資源到該分項並按本集團的業務劃分評估其表現如下：

本集團提供之企業及零售銀行服務主要包括對客戶提供之借貸、貿易融資、汽車信貸、消費者信貸、透支、強積金服務、定期存款、往來及活期儲蓄戶口、信用卡及個人財富管理服務。本集團亦為客戶提供自動化之電話銀行服務及網上銀行服務。其他銀行服務包括匯款、外幣找換、保管箱、自動轉賬及直接付款服務。

財資業務主要包括銀行同業拆借、本集團統一利率風險及流動資金管理及中央現金管理。來自外匯業務的收入乃源於代客從事外匯交易、遠期合約買賣及源於利用外匯資金掉期合約以管理本銀行之現金活動。

本集團證券買賣活動包括證券交易、股票經紀及期貨經紀。

其他包括投資控股、保險、其他投資顧問服務及物業投資。

主要營運決策人確認並沒有營業分項是合計於本集團之報告分項內。

6. SEGMENT INFORMATION

(a) Operating segments

The Group's operating segments, which are also the reportable segments, based on information regularly reviewed by the chief operating decision maker (Executive Committee) of the Group for the purpose of allocating resources to segments and assessing their performance on business divisions of the Group, are as follows:

The corporate and retail banking services provided by the Group are principally lending and trade finance facilities, auto financing, consumer financing, overdraft facilities, mandatory provident fund services, provision of fixed deposits, current and savings accounts, credit cards and personal wealth management services. The Group also provides automated telephone and internet banking services to its customers. Other banking services offered include remittance and money exchange, safe deposit boxes, autopay and direct debit services.

Treasury activities mainly comprise inter-bank placement and deposit transactions, management of overall interest rate risk and liquidity of the Group and centralised cash management. Income from foreign exchange activities is generated from services provided to customers in the form of foreign exchange trading and forward contracts, and from the Bank's cash management activities through foreign currency funding swaps.

Securities dealing activities of the Group include securities trading, stockbroking and futures broking.

Others comprise investment holding, insurance, other investment advisory services and property investments.

No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

綜合財務報表之附註

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for the year ended 31 December 2012

6. 分項資料 - 續

(甲) 營業分項 - 續

- (i) 截至二零一二年十二月三十一日止年度，營業分項資料如下：

營業分項收益及結果

源自外界客戶利息收入
給予外界客戶利息支出
跨業務利息收入(附註1)
跨業務利息支出(附註1)
淨利息收入
費用及佣金收入
費用及佣金支出
按公平值列賬及列入
損益賬之金融工具
之淨溢利
公平值對沖淨溢利
其他營業收入(附註2)

分項收益

營業收入總額
包含：
- 源自客戶分項收益
- 跨業務交易

營業支出(附註3)
貸款減值撥備

出售物業及設備之淨虧損

出售可供出售證券之淨溢利

出售投資物業及其公平值調整
之淨溢利

分項溢利
未分類企業支出

未分類企業收入

所佔聯營公司之溢利
除稅前溢利

- 附註：1. 跨業務資金交易之價格是以客戶當前存款利率計算。
2. 未分類企業收入是綜合損益賬內的其他營業收入與營業分項內的其他營業收入之差額。
3. 未分類企業支出是綜合損益賬內的其他營業支出與營業分項內的其他營業支出之差額。

6. SEGMENT INFORMATION - continued

(a) Operating segments - continued

- (i) Operating segment information for the year ended 31 December 2012 is presented below:

Operating segment revenues and results

	企業及 零售銀行 Corporate and retail banking	財資業務 Treasury activities	證券業務 Securities business	其他 Others	抵銷 Eliminations	綜合 Consolidated
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
Interest income from external customers	1,012,559	548,938	2,323	-	-	1,563,820
Interest expense to external customers	(567,076)	(159,836)	-	-	-	(726,912)
Inter-segment interest income (Note 1)	255,975	-	-	-	(255,975)	-
Inter-segment interest expense (Note 1)	-	(255,975)	-	-	255,975	-
Net interest income	701,458	133,127	2,323	-	-	836,908
Fee and commission income	137,194	-	116,755	-	-	253,949
Fee and commission expenses	(64,006)	-	(578)	-	-	(64,584)
Net gains on financial instruments at fair value through profit or loss	677	56,796	-	-	-	57,473
Net gains on fair value hedge	-	1,200	-	-	-	1,200
Other operating income (Note 2)	84,632	108,228	-	44,140	-	237,000
Segment revenue	859,955	299,351	118,500	44,140	-	1,321,946
Total operating income	859,955	299,351	118,500	44,140	-	1,321,946
Comprising:						
- segment revenue from customers	603,980	555,326	118,500	44,140	-	1,321,946
- inter-segment transactions	255,975	(255,975)	-	-	-	-
Operating expenses (Note 3)	(470,941)	(30,213)	(69,493)	(10,769)	-	(581,416)
Reversal of impairment allowances on loans and advances	65,228	-	-	-	-	65,228
Net losses on disposal of property and equipment	(1,852)	-	-	(9)	-	(1,861)
Net gains on disposal of available-for-sale securities	-	-	-	594	-	594
Net gains on disposal of and fair value adjustments on investment properties	-	-	-	12,206	-	12,206
Segment profit	452,390	269,138	49,007	46,162	-	816,697
Unallocated corporate expenses	-	-	-	-	-	(207,175)
Unallocated corporate income	-	-	-	-	-	835
Share of profits of associates	-	-	-	-	-	610,357
Profit before taxation	-	-	-	-	-	36,028
Profit after taxation	-	-	-	-	-	646,385

Note: 1. Inter-segment pricing for funding transactions is charged at prevailing customer deposit interest rates.

2. The difference between the other operating income in the consolidated income statement and the other operating income in the operating segments is the unallocated corporate income.

3. The difference between the operating expenses in the consolidated income statement and the operating expenses in the operating segments is the unallocated corporate expenses.

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6. 分項資料 - 續

(甲) 營業分項 - 續

- (i) 截至二零一二年十二月三十一日止年度，營業分項資料如下：- 續

於二零一二年十二月三十一日的營業分項資產及負債

資產
分項資產
聯營公司權益
未分類企業資產
綜合資產總額
負債
分項負債
未分類企業負債
綜合負債總額

其他資料 - 包括在分項結果及分項資產中計量的金額

本年度之資本開支
折舊
預付土地租金之釋放

營業分項的會計政策跟載於附註4的本集團會計政策是相同的。

不同分項所產生的全部直接費用已歸類到個別的分項之下。非直接費用及後勤支援費用已根據所付出的努力及時間分類到不同的分項及產品，而分項的其他營業收入分類是依靠所產生的費用性質。關於不能分類到分項或產品的費用及收入及其後勤支援的企業業務費用及收入並已分別歸類於未分類企業支出及收入。

未能分類到分項，產品及後勤支援的企業業務之資產及負債已歸類於未分類企業資產及負債，而所有直接分項資產及負債已分類到個別的分項。

6. SEGMENT INFORMATION - continued

(a) Operating segments - continued

- (i) Operating segment information for the year ended 31 December 2012 is presented below: - continued

Operating segment assets and liabilities as at 31 December 2012

	企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
Assets					
Segment assets	48,290,655	31,156,460	232,982	437,396	80,117,493
Interests in associates					182,970
Unallocated corporate assets					454,902
Consolidated total assets					<u>80,755,365</u>
Liabilities					
Segment liabilities	67,818,689	5,172,703	174,138	65,204	73,230,734
Unallocated corporate liabilities					150,551
Consolidated total liabilities					<u>73,381,285</u>

Other information - amounts included in the measure of segment results and segment assets

	企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	未分類業務 Unallocated 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
Capital expenditure during the year	35,531	1,178	243	508	32,645	70,105
Depreciation	36,227	1,475	5,295	179	16,033	59,209
Release of prepaid lease payments for land	66	-	-	-	-	66

The accounting policies of the operating segments are the same as the Group's accounting policies in Note 4.

All direct costs incurred by different segments are grouped under respective segments. Indirect costs and support functions' costs are allocated to various segments and products based on effort and time spent while segments' other operating income is allocated depending on the nature of costs incurred. Costs and support functions' costs and income related to corporate activities that cannot be reasonably allocated to segments or products are grouped as unallocated corporate expenses and unallocated corporate income respectively.

Assets and liabilities related to corporate activities that cannot be reasonably allocated to segments, products and support functions are grouped as unallocated corporate assets and liabilities. All direct segment assets and liabilities are grouped under respective segments.

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6. 分項資料 - 續

(甲) 營業分項 - 續

(ii) 截至二零一一年十二月三十一日止年度，營業分項資料如下：

營業分項收益及結果

源自外界客戶利息收入	給予外界客戶利息支出	跨業務利息收入(附註1)	跨業務利息支出(附註1)	淨利息收入	費用及佣金收入	費用及佣金支出	按公平值列賬及列入損益賬之 金融工具之淨溢利(虧損)	公平值對沖淨虧損	其他營業收入(支出)	分項收益	營業收入總額	包含：	- 源自客戶分項收益	- 跨業務交易	營業支出(附註2)	貸款減值撥備	出售物業及設備之淨虧損	出售可供出售證券之淨溢利	出售投資物業及其公平值調整 之淨溢利	可供出售證券減值損失	分項溢利	未分類企業支出	所佔聯營公司之溢利	除稅前溢利
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附註：1. 跨業務資金交易之價格是以客戶當前存款利率計算。

2. 未分類企業支出是綜合損益賬內的營業支出與營業分項內的營業支出之差額。

6. SEGMENT INFORMATION - continued

(a) Operating segments - continued

(ii) Operating segment information for the year ended 31 December 2011 is presented below:

Operating segment revenues and results

	企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	抵銷 Eliminations 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
Interest income from external customers	827,367	540,008	2,614	-	-	1,369,989
Interest expense to external customers	(442,555)	(112,113)	-	-	-	(554,668)
Inter-segment interest income (Note 1)	179,437	-	-	-	(179,437)	-
Inter-segment interest expense (Note 1)	-	(179,437)	-	-	179,437	-
Net interest income	564,249	248,458	2,614	-	-	815,321
Fee and commission income	124,152	-	152,105	-	-	276,257
Fee and commission expenses	(58,219)	-	(315)	-	-	(58,534)
Net gains (losses) on financial instruments at fair value through profit or loss	183	(100,692)	-	(1,909)	-	(102,418)
Net losses on fair value hedge	-	(20,679)	-	-	-	(20,679)
Other operating income (expenses)	316,206	54,168	(2)	34,483	-	404,855
Segment revenue	946,571	181,255	154,402	32,574	-	1,314,802
Total operating income	946,571	181,255	154,402	32,574	-	1,314,802
Comprising:						
- segment revenue from customers	767,134	360,692	154,402	32,574	-	1,314,802
- inter-segment transactions	179,437	(179,437)	-	-	-	-
Operating expenses (Note 2)	(467,071)	(30,618)	(71,234)	(8,706)	-	(577,629)
Reversal of impairment allowances on loans and advances	107,188	-	-	-	-	107,188
Net losses on disposal of property and equipment	(4,127)	-	-	(1)	-	(4,128)
Net gains on disposal of available-for-sale securities	-	-	-	697	-	697
Net gains on disposal of and fair value adjustments on investment properties	-	-	-	9,065	-	9,065
Impairment loss on available-for-sale securities	-	-	-	(4,473)	-	(4,473)
Segment profit	582,561	150,637	83,168	29,156	-	845,522
Unallocated corporate expenses	-	-	-	-	-	(195,926)
Share of profits of associates	-	-	-	-	-	649,596
Profit before taxation	-	-	-	-	-	18,056
	-	-	-	-	-	667,652

Note: 1. Inter-segment pricing for funding transactions is charged at prevailing customer deposit interest rates.

2. The difference between the operating expenses in the consolidated income statement and the operating expenses in the operating segments is the unallocated corporate expenses.

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6. 分項資料 - 續

(甲) 營業分項 - 續

(ii) 截至二零一一年十二月三十一日止年度，營業分項資料如下：- 續

於二零一一年十二月三十一日的營業分項資產及負債

資產
分項資產
聯營公司權益
其他未分類企業資產
綜合資產總額
負債
分項負債
未分類企業負債
綜合負債總額

其他資料 - 包括在分項結果及分項資產中計量的金額

本年度之資本開支
折舊
預付土地租金之釋放
可供出售證券之減值損失

6. SEGMENT INFORMATION - continued

(a) Operating segments - continued

(ii) Operating segment information for the year ended 31 December 2011 is presented below: - continued

Operating segment assets and liabilities as at 31 December 2011

	企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
Assets					
Segment assets	50,025,308	26,405,590	130,014	408,662	76,969,574
Interests in associates					153,872
Unallocated corporate assets					322,326
Consolidated total assets					<u>77,445,772</u>
Liabilities					
Segment liabilities	65,096,187	5,212,929	69,744	56,972	70,435,832
Unallocated corporate liabilities					147,348
Consolidated total liabilities					<u>70,583,180</u>

Other information - amounts included in the measure of segment results and segment assets

	企業及 零售銀行 Corporate and retail banking 港幣千元 HK\$'000	財資業務 Treasury activities 港幣千元 HK\$'000	證券業務 Securities business 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	未分類業務 Unallocated 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
Capital expenditure during the year	10,084	666	1,287	63	235,851	247,951
Depreciation	31,287	1,616	5,818	108	15,913	54,742
Release of prepaid lease payments for land	66	-	-	-	-	66
Impairment losses on available-for-sale securities	-	-	-	(4,473)	-	(4,473)

綜合財務報表之附註

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6. 分項資料 - 續

(乙) 區域資料

區域資料(包括以區域分析之總分項收益)是按照本集團分行及附屬公司報告業績或資產入賬的主要營運地區作出分析。下列的非流動資產是按照企業本身所定居的國家與非流動資產的位置相同。

區域資料的詳細資料如下：

香港
澳門及汕頭 - 中國大陸
美國
總額

6. SEGMENT INFORMATION - continued

(b) Geographical information

Geographical information (including geographical analysis of total segment revenue) is analysed by the Group based on the locations of the principal operations of the branches and subsidiaries which are responsible for reporting the results or booking the assets. Non-current assets presented below are based on the location of the entities' country of domicile which is the same as the location of the non-current assets.

Details of geographical information are set out below:

		2012					
總營業收入	除稅前溢利	資產總額	負債總額	或有負債及承擔總額	非流動資產	年內資本開支	
Total operating income	Profit before taxation	Total assets	Total liabilities	Total contingent liabilities and commitments	Non-current assets	Capital expenditure during the year	
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
香港	1,220,635	569,471	78,627,449	72,677,568	22,673,877	1,286,546	68,057
澳門及汕頭 - 中國大陸	85,984	67,172	1,533,533	631,873	376,181	12,915	2,004
美國	16,162	9,742	594,383	71,844	15,215	170	44
總額	<u>1,322,781</u>	<u>646,385</u>	<u>80,755,365</u>	<u>73,381,285</u>	<u>23,065,273</u>	<u>1,299,631</u>	<u>70,105</u>

		2011					
總營業收入	除稅前溢利	資產總額	負債總額	或有負債及承擔總額	非流動資產	年內資本開支	
Total operating income	Profit before taxation	Total assets	Total liabilities	Total contingent liabilities and commitments	Non-current assets	Capital expenditure during the year	
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
香港(重申)	1,211,607	588,642	75,418,775	69,606,383	17,496,575	1,239,949	247,621
澳門及汕頭 - 中國大陸	89,786	72,124	1,490,218	889,429	263,082	12,913	234
美國	13,409	6,886	546,919	87,368	37,677	172	96
總額(重申)	<u>1,314,802</u>	<u>667,652</u>	<u>77,455,912</u>	<u>70,583,180</u>	<u>17,797,334</u>	<u>1,253,034</u>	<u>247,951</u>

附註：總營業收入包括淨利息收入、淨費用及佣金收入、按公平值列賬及列入損益賬之金融工具之淨溢利(虧損)、公平值對沖淨溢利(虧損)及其他營業收入。

非流動資產包括聯營公司權益、投資物業、物業及設備、預付土地租金(非流動部份)及商譽。

Note: Total operating income consists of net interest income, net fee and commission income, net gains (losses) on financial instruments at fair value through profit or loss, net gains (losses) on fair value hedge and other operating income.

Non-current assets consist of interests in associates, investment properties, property and equipment, prepaid lease payments for land (non-current portion) and goodwill.

7. 財務風險管理

本集團的營運活動面對多種不同的財務風險，而此營運活動包括分析、評估、接受及管理不同程度的風險或混合的風險。本集團的目的是為適當地平衡風險及回報和減少對本集團在財務表現上潛在的不利因素。

本集團乃按確認及分析此類風險，建立適當的風險額度及監察，和以可靠及現代的資訊系統控制此風險和達至訂定之額度內，從而編製成風險管理政策。本集團定期審查此風險管理政策和系統，以反映市場、產品的改變和新的最佳做法的改變。

資產及負債管理委員會（「資債管委會」）及放款審核委員會負責執行經董事會及風險管理及條例執行委員會審批後的風險管理政策。資債管委會與本集團內其他營運單位密切地合作，以確認、評估及對沖財務風險。董事會及風險管理及條例執行委員會以書面方式編訂整體風險管理的原則，及涵蓋包括外匯風險、利率風險、信用風險、衍生金融工具及非衍生金融工具之使用的相關政策。同時，內部審計乃負責風險管理及監控環境的獨立審查。而運用金融工具的最主要風險為信用風險、市場風險及流動資金風險。市場風險則包括貨幣風險、利率風險及其他價目風險。

7. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risks. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise potential adverse effects on the Group's financial performance.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to date information systems. The Group regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practice.

Risk management is carried out by the Asset and Liability Management Committee (the "ALCO") and the Loans Committee under policies approved by the Board of Directors and the Risk Management and Compliance Committee (the "RMCC"). The ALCO identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board and the RMCC provide written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments. In addition, internal audit is responsible for the independent review of risk management and the control environment. The most important types of risks from the use of financial instruments are credit risk, market risk and liquidity risk. Market risk includes currency risk, interest rate and other price risk.

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7. 財務風險管理 - 續

金融工具種類

金融資產

按公平值列賬及列入損益賬

- 指定按公平值列賬
- 持作買賣用途
- 衍生工具指定作對沖會計關係列賬

可供出售之證券

持至到期日之證券

貸款及應收款項

(包括現金及等同現金項目)

金融負債

按公平值列賬及列入損益賬

- 持作買賣用途
- 衍生工具指定作對沖會計關係列賬

攤銷成本

信用風險

本集團所承擔之信用風險，為對方於到期時未能全數支付貸款之風險。於報告期末已招致之虧損者已作出減值準備。因經濟或某行業之狀況發生重大改變，可能導致額外虧損，可能與報告期末已撥備之數額不同，管理層因此於管理信用風險時行事審慎。

信用風險管理

本集團根據經驗、香港《銀行業條例》、香港金融管理局所發出之指引及其他法定要求(即有關海外分行及附屬公司之相關的本地法例及規則)而編製成貸款政策。

7. FINANCIAL RISK MANAGEMENT - continued

Categories of financial instruments

	集團 THE GROUP		銀行 THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Financial assets				
Fair value through profit or loss				
- designated at fair value	1,213,149	1,845,282	1,213,149	1,845,282
- held for trading	21,407	13,808	21,146	13,501
- derivative instruments in designated hedge accounting relationship	166,765	116,055	166,765	116,055
Available-for-sale securities	4,222,217	1,846,485	4,130,090	1,765,800
Held-to-maturity securities	9,600,020	8,288,082	9,600,020	8,288,082
Loans and receivables (including cash and cash equivalents)	64,230,608	64,076,239	64,231,145	64,144,474
Financial liabilities				
Fair value through profit or loss				
- held for trading	118,154	203,110	118,154	203,110
- derivative instruments in designated hedge accounting relationship	130,502	62,586	130,502	62,586
Amortised cost	73,092,728	70,279,411	73,700,780	70,942,119

Credit risk

The Group takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Impairment allowances are made for losses that have been incurred at the end of the reporting period. Significant changes in the economy, or in the health of a particular industry segment, could result in losses that are different from those provided for at the end of the reporting period. Management therefore carefully manages its exposure to credit risk.

Management of credit risk

The Group's lending policies have been formulated on the basis of its own experience, the Hong Kong Banking Ordinance, the Hong Kong Monetary Authority guidelines and other statutory requirements (in the case of overseas branches and subsidiaries, the relevant local laws and regulations).

7. 財務風險管理 - 續

信用風險 - 續

信用風險管理 - 續

常務董事放款審核委員會及放款審核委員會為本集團的主要審批信用之組織。放款審核委員會由本銀行之高級管理人員組成；而常務董事放款審核委員會則由本銀行所有常務董事所組成。常務董事放款審核委員會全面負責本集團之信用政策及監督本集團之貸款組合信用質素。在常務董事放款審核委員會的監管下，本集團之管理人員根據貸款額度、提供之抵押品、借款人之信用級別及其他規定的信用指引，授權審批信用。

信貸評審部負責審核所有信用申請。當客戶填寫貸款申請書或信用額度之要求後，分行或貸款部門之客戶主任從約見客戶、收取文件、作可行性研究及以其他途徑獲得有關資料，繕寫及提交信用建議書予信用評審主任審核申請。信用評審主任則需要覆審提交資料之真確及信用建議書是否符合指定要求，同時，在允許或反對貸款申請及續期之建議時，需要提供獨立之信用評估作支持。

本集團之貸款政策授權放款審核委員會批核信用申請。放款審核委員會則根據客戶之貸款目的、財務優勢、還款能力、以往戶口表現、及提供之抵押品（如適用）而作出批核。若貸款額度超越放款審核委員會獲授權批核之額度時，常務董事放款審核委員會則負責批核申請。

本集團通過對單一貸款人、或多組貸款人，及對地區及行業設定可接受之風險限額，為所承受之風險水平設定限制。該等風險普遍以循環基準予以監察，並定期進行檢討。對產品、行業及國家之信用風險水平之限額每年經董事會批准。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Management of credit risk - continued

The Group's primary credit approval bodies are the Loans Committee, which comprises senior staff members of the Bank, and the Executive Loans Committee, comprising all the Executive Directors of the Bank. The Executive Loans Committee has overall responsibility for the Group's credit policies and oversees the credit quality of the Group's advance portfolio. Under the oversight of the Executive Loans Committee, officers of the Group are authorised to approve credit based on the size of the advance, the collateral provided, the credit standing of the applicant and other prescribed credit guidelines.

The Credit Assessment Department is responsible for reviewing all credit applications. When a customer fills out an advance application or requests a credit line, the branch or lending department account officer collects information through customer interviews, documentation requests and feasibility studies as well as other sources. The account officer then prepares and submits a credit proposal based on the information gathered for the review of the Credit Review Officers. Credit Review Officers are required to check the accuracy of the information submitted and that the credit proposal meets the underwriting standards required, and are required to provide an independent credit evaluation in support of a recommendation for granting or rejecting the advance and the subsequent renewal applications.

Credit approval is performed by the Loans Committee in accordance with the delegated lending authority from the Lending Policy of the Group with reference to a customer's objective of borrowing, financial strength, repayment ability, past account performance and collateral being offered as security, as appropriate. Approval from the Executive Loans Committee is required as and when the requested amount of the advance exceeds the delegated authority of the Loans Committee.

The Group structures the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to one borrower, or groups of borrowers, and to geographical and industry segments. Such risks are typically monitored on a revolving basis and are subject to periodic reviews. Limits on the level of credit risk by product, industry sector and by country are approved annually by the Board.

7. 財務風險管理 - 續

信用風險 - 續

信用風險管理 - 續

信用風險之風險承擔乃通過定期分析借款人及潛在借款人應付償還利息及本金責任之能力，並於適當時候更改貸出限額予以控制。信用風險之風險承擔亦部份通過取得抵押品及公司和個人擔保控制。

減輕風險之政策

監察及減輕風險措施詳列如下：

(a) 抵押品

本集團對接受之抵押品種類或減輕信用風險作出指引。主要的貸款抵押品種類如下：

- 按揭之住宅及商用物業；
- 將商業資產如樓宇、存貨及應收賬項作押記；或
- 將金融工具如債務證券及股本作押記。

此外，若發現客戶之貸款出現減值訊號，本集團將盡快要求對方提供額外的抵押品以減輕信用風險。

抵押品之公平值評估是根據相關資產常用的估值技術於貸款時決定，除非個別貸款減值，否則一般不會更新。當貸款被確認減值時，其抵押品之公平值將參考市場價格例如最近物業交易價格以作更新。

(b) 其他減輕風險措施

本集團使用擔保將信用風險減輕。當本集團接受對方的擔保時，內部會對保證人設立上限以減輕信用之風險。

減值及減值準備政策

減值準備是基於報告期末已發現的損失及客觀的減值證據確認作財務報告之用。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Management of credit risk - continued

Exposure to credit risk is managed through regular reviews of the ability of borrowers and potential borrowers to meet interest and capital repayment obligations and by changing these lending limits where appropriate. Exposure to credit risk is also managed in part by obtaining collateral and corporate and personal guarantees.

Risk mitigation policies

Some specific control and mitigation measures are outlined below:

(a) Collateral

The Group implements guidelines on the acceptability of specific classes of collateral or credit risk mitigation. The principal collateral types for loans and advances are:

- Mortgages over residential and commercial properties;
- Charges over business assets such as premises, inventory and accounts receivable; or
- Charges over financial instruments such as debt securities and equities.

In addition, in order to minimise the credit losses, the Group will seek additional collateral from the counterparty as soon as impairment indicators are noticed for the relevant individual loans and advances.

Estimates of fair value of collateral are based on the fair value of collateral determined using valuation techniques commonly used for the corresponding assets at the time of borrowing, and generally not updated except when a loan is individually impaired. When a loan is identified as impaired, the corresponding fair value of collateral of that loan is updated by reference to market value such as recent transaction price of properties.

(b) Other risk mitigations

The Group uses guarantees as credit risk mitigations. Whilst the Group may accept guarantees from any counterparty, it sets a threshold internally for considering guarantors to be eligible for credit risk mitigation.

Impairment and provisioning policies

Impairment allowances are recognised for financial reporting purposes and only for losses that have been incurred at the end of each reporting period based on objective evidence of impairment.

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7. 財務風險管理 - 續

信用風險 - 續

減值及減值準備政策 - 續

財務狀況表中的減值準備是根據香港金融管理局採納的五個級別而取得，而其中大部份的減值準備是來自最低的三個級別。

按照借款人之借款用途或主要業務活動並適用地參考監管報告準則，本集團之客戶貸款總額（包括海外分行及附屬公司所貸出者）分析及報告如下：

在本港使用貸款

工業、商業及金融

- 物業發展
- 物業投資
- 與財務有關
- 證券經紀
- 批發及零售業
- 製造業
- 運輸及運輸設備
- 康樂活動
- 資訊科技
- 其他（附註2）

個別人士

- 購買「居者有其屋」、
「私人機構參與計劃」及
「租者置其屋計劃」單位之貸款
- 購買其他住宅樓宇之貸款
- 信用卡貸款
- 其他（附註3）

貿易融資

在本港以外使用之貸款

附註1：有抵押品之貸款以抵押品市場價格或餘下貸款本金兩者較低者為準。

附註2：包括在「其他」的主要項目是電力和天然氣、酒店、餐飲、保證金貸款及其他商業用途。

附註3：主要項目包括專業人士貸款及個人貸款作其他私人用途。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Impairment and provisioning policies - continued

The impairment allowances shown in the statements of financial position is based on the five rating grades adopted by the Hong Kong Monetary Authority, with the majority of the impairment allowances arising from the bottom three gradings.

Based on the loan usage or the principal business activities of the borrowers, where applicable with reference to the regulatory reporting criteria, the Group's gross advances to customers (including advances booked in overseas branches and subsidiaries) are analysed and reported as follows:

二零一二年十二月三十一日 31 December 2012				
貸款總額 and advances 港幣千元 HK\$'000	集體 減值準備 港幣千元 HK\$'000	個別 減值準備 港幣千元 HK\$'000	有抵押品	減值貸款 總額 港幣千元 HK\$'000
			覆蓋之貸款 Loans and advances secured by collateral 港幣千元 HK\$'000	
(附註 Note 1)				
Loans for use in Hong Kong				
Industrial, commercial and financial				
- Property development	1,366,467	1,347	769,767	-
- Property investment	8,924,108	-	1,774	8,857,224
- Financial concerns	1,741,910	-	-	1,131,827
- Stockbrokers	594,689	150	-	438,481
- Wholesale and retail trade	1,460,007	5,157	3,273	1,085,418
- Manufacturing	1,677,166	557	1,098	994,699
- Transport and transport equipment	754,094	-	-	696,577
- Recreational activities	2,154	8	-	2,154
- Information technology	15,320	108	-	75
- Others (Note 2)	7,114,661	25,619	4,669	3,556,824
Individuals				
- Loans for the purchase of flats in the Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	475,392	-	-	475,392
- Loans for the purchase of other residential properties	6,613,370	238	-	6,611,275
- Credit card advances	109,491	4,883	328	2,947
- Others (Note 3)	1,717,229	6,561	2,181	1,354,133
	32,566,058	44,628	13,323	25,976,793
Trade finance				
	1,246,727	29,924	8,516	427,959
Loans for use outside Hong Kong				
	5,379,404	89,954	2,215	2,564,067
	39,192,189	164,506	24,054	28,968,819

Note 1: The amount of loans and advances secured by collateral is determined as the lower of the market value of collateral or outstanding loan principal.

Note 2: Major items included in "Others" are for electricity and gas, hotels, catering, margin lending and other business purposes.

Note 3: Major items mainly included loans to professionals and other individuals for various private purpose.

綜合財務報表之附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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for the year ended 31 December 2012

7. 財務風險管理 - 續

信用風險 - 續

減值及減值準備政策 - 續

在本港使用貸款
工業、商業及金融
- 物業發展
- 物業投資
- 與財務有關
- 證券經紀
- 批發及零售業
- 製造業
- 運輸及運輸設備
- 康樂活動
- 資訊科技
- 其他 (附註 2)
個別人士
- 購買「居者有其屋」、
「私人機構參與計劃」及
「租者置其屋計劃」單位之貸款
- 購買其他住宅樓宇之貸款
- 信用卡貸款
- 其他 (附註 3)

貿易融資
在本港以外使用之貸款

附註 1：有抵押品之貸款以抵押品市場價格或
餘下貸款本金兩者較低者為準。

附註 2：包括在「其他」的主要項目是電力和
天然氣、酒店、餐飲、保證金貸款
及其他商業用途。

附註 3：主要項目包括專業人士貸款及個人
貸款作其他私人用途。

本集團之政策要求最少每年對個別
重要的金融資產或當個別情況需要
更頻密地作回顧。減值準備於個別
評估戶口是根據於報告期末，按每
個案件的評估已發現之損失決定。
此方法適用於個別重大戶口。此
評估一般包括個別戶口持有的抵押
品及預期還款。

以集體形式進行的減值準備提供
準備於：(i) 個別並非重要的同性質之
資產組合及，(ii) 考慮過往處理相類
信用風險特色資產之虧損經驗以
評估未確定但已發生之損失。管理
層要視乎現時經濟及信貸情況去
評估潛在損失的實際程度可能高於
或低於過往經驗。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Impairment and provisioning policies - continued

二零一一年十二月三十一日

31 December 2011

	貸款總額 Gross loans and advances 港幣千元 HK\$'000	集體 減值準備 Collective allowances 港幣千元 HK\$'000	個別 減值準備 Individual allowances 港幣千元 HK\$'000	有抵押品 覆蓋之貸款 Loans and advances secured by collateral 港幣千元 HK\$'000	減值貸款 總額 Gross impaired advances 港幣千元 HK\$'000
Loans for use in Hong Kong					
Industrial, commercial and financial					
- Property development	2,320,064	2,531	-	725,399	-
- Property investment	8,865,657	-	2,120	8,761,108	1,773
- Financial concerns	2,429,291	-	-	1,285,610	-
- Stockbrokers	577,841	179	-	518,642	-
- Wholesale and retail trade	1,562,043	6,081	5,284	802,006	6,182
- Manufacturing	1,616,168	590	5,452	816,796	9,777
- Transport and transport equipment	881,549	-	-	469,532	-
- Recreational activities	1,089	5	-	1,089	-
- Information technology	424	52	-	178	-
- Others (Note 2)	8,015,559	31,083	6,324	3,393,053	25,598
Individuals					
- Loans for the purchase of flats in the Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	527,447	-	-	527,443	-
- Loans for the purchase of other residential properties	6,459,070	257	-	6,456,622	-
- Credit card advances	76,156	5,507	228	6,698	314
- Others (Note 3)	1,686,550	7,117	5,914	1,323,649	9,897
	35,018,908	53,402	25,322	25,087,825	53,541
Trade finance	1,183,074	31,055	12,243	405,584	21,956
Loans for use outside Hong Kong	5,136,502	87,558	2,988	2,285,455	2,692
	41,338,484	172,015	40,553	27,778,864	78,189

Note 1: The amount of loans and advances secured by collateral is determined as
the lower of the market value of collateral or outstanding loan principal.

Note 2: Major items included in "Others" are for electricity and gas, hotels,
catering, margin lending and other business purposes.

Note 3: Major items mainly included loans to professionals and other individuals
for various private purpose.

The Group's policy requires the review of individual financial assets that
are above materiality thresholds at least annually or more regularly when
individual circumstances require. Impairment allowances on individually
assessed accounts are determined by an evaluation of the incurred losses
at the end of the reporting period on a case-by-case basis, and are applied
to all individually significant accounts. The assessment normally
encompasses the fair value of collateral held and the anticipated receipts
for that individual account.

Collectively assessed impairment allowances are provided for: (i) portfolios
of homogenous assets that are individually below materiality thresholds;
and (ii) losses that have been incurred but have not yet been identified by
considering the historical loss experience in portfolios of similar credit
risk characteristics. The management has also made judgement as to
whether the current economic and credit conditions are such that the actual
level of inherent losses is likely to be greater or less than that suggested by
historical experience.

綜合財務報表之附註
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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7. 財務風險管理 - 續

信用風險 - 續

金融資產的信用風險集中性

當區域或業務因素轉變，相同地影響貸款客戶，其信用風險相對於本集團之整體風險為重大時，集中信用風險存在。

最能代表本集團及本銀行的金融資產之最高信用風險之區域及業務集中分析披露如下：

金融資產之區域位置是取決於對手最終信用風險之位置，由董事評估。

區域位置

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Concentration of risks of financial assets with credit risk exposure

Concentration of credit risk exists when changes in geographical or industry factors similarly affect counterparties whose aggregate credit exposure is material in relation to the Group's total exposures.

An analysis of geographical and industry sector concentration of the Group's and the Bank's financial assets that best represent the maximum exposure to credit risk is disclosed below.

The geographical locations of the financial assets are determined by the locations of the counterparties with the ultimate credit exposures, as assessed by the directors.

Geographical locations

	集團 THE GROUP				銀行 THE BANK			
	亞太區 除香港以外 Asia Pacific		其他 Others		亞太區 除香港以外 Asia Pacific		其他 Others	
	香港 Hong Kong 港幣千元 HK\$'000	excluding Hong Kong 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	香港 Hong Kong 港幣千元 HK\$'000	excluding Hong Kong 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
	(附註 Note 1)		(附註 Note 2)		(附註 Note 1)		(附註 Note 2)	
於二零一二年十二月三十一日	At 31 December 2012							
短期資金	6,884,344	6,751,760	3,322,717	16,958,821	6,873,958	6,751,760	3,322,717	16,948,435
存放同業及其他財務機構款項	312,939	4,290,656	185,918	4,789,513	299,142	4,290,656	185,918	4,775,716
衍生金融工具	14,263	8,146	165,502	187,911	14,263	8,146	165,502	187,911
按公平值列賬及列入損益賬之金融資產	555,726	238,322	419,101	1,213,149	555,726	238,322	419,101	1,213,149
可供出售之債務證券	2,203,479	327,725	1,462,336	3,993,540	2,203,479	327,725	1,462,336	3,993,540
持至到期日之證券	2,291,716	6,128,890	1,179,414	9,600,020	2,291,716	6,128,890	1,179,414	9,600,020
貸款及其他賬項	37,635,486	3,536,803	936,929	42,109,218	37,417,697	3,530,953	936,929	41,885,579
附屬公司欠款	-	-	-	-	248,376	-	-	248,376
	<u>49,897,953</u>	<u>21,282,302</u>	<u>7,671,917</u>	<u>78,852,172</u>	<u>49,904,357</u>	<u>21,276,452</u>	<u>7,671,917</u>	<u>78,852,726</u>

附註 1：報告在「亞太區除香港以外」內的國家主要包括中國、日本、澳洲及其他亞洲國家。

Note 1: The countries reported in "Asia Pacific excluding Hong Kong" mainly included the PRC, Japan, Australia and other Asian countries.

附註 2：報告在「其他」內的國家主要包括加拿大、美國及部份歐洲國家。

Note 2: The countries reported in "Others" covered mainly Canada, United States and certain European countries.

綜合財務報表之附註

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7. 財務風險管理 - 續

信用風險 - 續

金融資產的信用風險集中性 - 續

區域位置 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Concentration of risks of financial assets with credit risk exposure - continued

Geographical locations - continued

		集團 THE GROUP				銀行 THE BANK			
		香港 除香港以外 Asia Pacific	其他 Others	總額 Total	香港 除香港以外 Asia Pacific	其他 Others	總額 Total		
		Hong Kong 港幣千元 HK\$'000	Hong Kong 港幣千元 HK\$'000	Others 港幣千元 HK\$'000	Total 港幣千元 HK\$'000	Hong Kong 港幣千元 HK\$'000	Hong Kong 港幣千元 HK\$'000	Others 港幣千元 HK\$'000	Total 港幣千元 HK\$'000
		(附註 Note 1)		(附註 Note 2)		(附註 Note 1)		(附註 Note 2)	
於二零一一年十二月三十一日	At 31 December 2011								
短期資金	Short-term funds	9,838,507	7,133,830	1,162,969	18,135,306	9,827,998	7,133,830	1,162,969	18,124,797
存放同業及其他財務機構款項	Placements with banks and other financial institutions	172,066	1,996,941	-	2,169,007	137,878	1,996,941	-	2,134,819
衍生金融工具	Derivative financial instruments	6,157	5,321	118,078	129,556	6,157	5,321	118,078	129,556
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	1,012,867	228,820	603,595	1,845,282	1,012,867	228,820	603,595	1,845,282
可供出售之債務證券	Available-for-sale debt securities	901,640	310,891	427,115	1,639,646	901,640	310,891	427,115	1,639,646
持至到期日之證券	Held-to-maturity securities	1,779,492	3,970,768	2,537,822	8,288,082	1,779,492	3,970,768	2,537,822	8,288,082
貸款及其他賬項	Advances and other accounts	39,830,076	2,521,798	896,082	43,247,956	39,717,983	2,515,970	896,082	43,130,035
附屬公司欠款	Amounts due from subsidiaries	-	-	-	-	230,891	-	-	230,891
		<u>53,540,805</u>	<u>16,168,369</u>	<u>5,745,661</u>	<u>75,454,835</u>	<u>53,614,906</u>	<u>16,162,541</u>	<u>5,745,661</u>	<u>75,523,108</u>

附註 1：報告在「亞太區除香港以外」內的國家主要包括中國、澳洲、台灣及其他亞洲國家。

Note 1: The countries reported in "Asia Pacific excluding Hong Kong" mainly included the PRC, Australia, Taiwan and other Asian countries.

附註 2：報告在「其他」內的國家主要包括加拿大、美國及部份歐洲國家。

Note 2: The countries reported in "Others" covered mainly Canada, United States and certain European countries.

綜合財務報表之附註
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7. 財務風險管理 - 續

信用風險 - 續

金融資產的信用風險集中性 - 續

業務分析

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Concentration of risks of financial assets with credit risk exposure - continued

Industry sectors

		集團 THE GROUP					
		同業及其他 財務機構 Banks and other financial institutions 港幣千元 HK\$'000	中央政府和 中央銀行 Central government and central banks 港幣千元 HK\$'000	公營機構 Public sector entities 港幣千元 HK\$'000	企業 Corporate entities 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一二年十二月三十一日	At 31 December 2012						
短期資金	Short-term funds	16,060,006	898,815	-	-	-	16,958,821
存放同業及其他財務機構款項	Placements with banks and other financial institutions	4,789,513	-	-	-	-	4,789,513
衍生金融工具	Derivative financial instruments	183,024	-	-	4,817	70	187,911
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	419,101	-	-	794,048	-	1,213,149
可供出售之債務證券	Available-for-sale debt securities	323,709	-	56,016	3,613,815	-	3,993,540
持至到期日之證券	Held-to-maturity securities	7,809,345	3,382	196,401	1,590,892	-	9,600,020
貸款及其他賬項	Advances and other accounts	2,798,881	78,607	176,750	28,381,537	10,673,443	42,109,218
		<u>32,383,579</u>	<u>980,804</u>	<u>429,167</u>	<u>34,385,109</u>	<u>10,673,513</u>	<u>78,852,172</u>
於二零一一年十二月三十一日	At 31 December 2011						
短期資金	Short-term funds	14,440,981	3,694,325	-	-	-	18,135,306
存放同業及其他財務機構款項	Placements with banks and other financial institutions	2,169,007	-	-	-	-	2,169,007
衍生金融工具	Derivative financial instruments	123,860	-	-	5,517	179	129,556
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	417,647	-	-	1,427,635	-	1,845,282
可供出售之債務證券	Available-for-sale debt securities	232,475	-	56,566	1,350,605	-	1,639,646
持至到期日之證券	Held-to-maturity securities	6,823,243	130,797	185,187	1,148,855	-	8,288,082
貸款及其他賬項	Advances and other accounts	1,855,605	110,201	144,935	30,462,988	10,674,227	43,247,956
		<u>26,062,818</u>	<u>3,935,323</u>	<u>386,688</u>	<u>34,395,600</u>	<u>10,674,406</u>	<u>75,454,835</u>

綜合財務報表之附註

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7. 財務風險管理 - 續

信用風險 - 續

金融資產的信用風險集中性 - 續

業務分析 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Concentration of risks of financial assets with credit risk exposure - continued

Industry sectors - continued

		銀行 THE BANK					
		同業及其他 財務機構 Banks and other financial institutions	中央政府和 中央銀行 Central government and central banks	公營機構 Public sector entities	企業 Corporate entities	其他 Others	總額 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一二年十二月三十一日	At 31 December 2012						
短期資金	Short-term funds	16,049,620	898,815	-	-	-	16,948,435
存放同業及其他財務機構款項	Placements with banks and other financial institutions	4,775,716	-	-	-	-	4,775,716
衍生金融工具	Derivative financial instruments	183,024	-	-	4,817	70	187,911
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	419,101	-	-	794,048	-	1,213,149
可供出售之債務證券	Available-for-sale debt securities	323,709	-	56,016	3,613,815	-	3,993,540
持至到期日之證券	Held-to-maturity securities	7,809,345	3,382	196,401	1,590,892	-	9,600,020
貸款及其他賬項	Advances and other accounts	2,798,193	78,607	176,750	28,158,586	10,673,443	41,885,579
附屬公司欠款	Amounts due from subsidiaries	-	-	-	248,376	-	248,376
		<u>32,358,708</u>	<u>980,804</u>	<u>429,167</u>	<u>34,410,534</u>	<u>10,673,513</u>	<u>78,852,726</u>
於二零一一年十二月三十一日	At 31 December 2011						
短期資金	Short-term funds	14,430,472	3,694,325	-	-	-	18,124,797
存放同業及其他財務機構款項	Placements with banks and other financial institutions	2,134,819	-	-	-	-	2,134,819
衍生金融工具	Derivative financial instruments	123,860	-	-	5,517	179	129,556
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	417,647	-	-	1,427,635	-	1,845,282
可供出售之債務證券	Available-for-sale debt securities	232,475	-	56,566	1,350,605	-	1,639,646
持至到期日之證券	Held-to-maturity securities	6,823,243	130,797	185,187	1,148,855	-	8,288,082
貸款及其他賬項	Advances and other accounts	1,854,672	110,201	144,935	30,346,000	10,674,227	43,130,035
附屬公司欠款	Amounts due from subsidiaries	-	-	-	230,891	-	230,891
		<u>26,017,188</u>	<u>3,935,323</u>	<u>386,688</u>	<u>34,509,503</u>	<u>10,674,406</u>	<u>75,523,108</u>

綜合財務報表之附註
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7. 財務風險管理 - 續

信用風險 - 續

在沒有抵押品或其他信用改進前的
最高信用風險

財務狀況表以內的有關資產的最高
信用風險如下：

短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之
金融資產
可供出售之債務證券
持至到期日之證券
貸款及其他賬項
附屬公司欠款

有關財務狀況表以外的項目的最高
信用風險如下：

直接信用代替品
與貿易有關之或有項目
未動用之正式備用信貸、
信貸額度及其他承擔
不包括可無條件取消
而不需作事前通知者

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Maximum exposure to credit risk before collateral held or other credit
enhancements

Maximum exposure to credit risk relating to assets on the statements of
financial position are as follows:

	集團 THE GROUP		銀行 THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
短期資金	16,958,821	18,135,306	16,948,435	18,124,797
存放同業及其他財務機構款項	4,789,513	2,169,007	4,775,716	2,134,819
衍生金融工具	187,911	129,556	187,911	129,556
按公平值列賬及列入損益賬之 金融資產	1,213,149	1,845,282	1,213,149	1,845,282
可供出售之債務證券	3,993,540	1,639,646	3,993,540	1,639,646
持至到期日之證券	9,600,020	8,288,082	9,600,020	8,288,082
貸款及其他賬項	42,109,218	43,247,956	41,885,579	43,130,035
附屬公司欠款	-	-	248,376	230,891
	<u>78,852,172</u>	<u>75,454,835</u>	<u>78,852,726</u>	<u>75,523,108</u>

Maximum exposure to credit risk relating to items unrecorded in the
statements of financial position are as follows:

	集團及銀行 THE GROUP AND THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
直接信用代替品	1,077,350	1,163,474
與貿易有關之或有項目	425,309	373,802
未動用之正式備用信貸、 信貸額度及其他承擔 不包括可無條件取消 而不需作事前通知者	10,557,895	9,303,915
	<u>12,060,554</u>	<u>10,841,191</u>

綜合財務報表之附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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for the year ended 31 December 2012

7. 財務風險管理 - 續

信用風險 - 續

信用質素

客戶貸款之信用質素，除應收利息外，總結如下：

非逾期或非減值

已逾期但非減值

減值

減：減值準備

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Credit quality

Credit quality of loans and advances to customers, excluding interest receivable, are summarised as follows:

Neither past due nor impaired

Past due but not impaired

Impaired

Less: Allowances for impairment

集團及銀行 THE GROUP AND THE BANK

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
非逾期或非減值	38,934,792	41,081,600
已逾期但非減值	233,203	178,695
減值	24,194	78,189
	39,192,189	41,338,484
減：減值準備	(188,560)	(212,568)
	39,003,629	41,125,916

(i) 非逾期或非減值貸款

非逾期或非減值貸款的信用質素是參考本集團的內部評級系統所估計的，這也是應香港金融管理局要求採用的分類系統。

(i) Loans and advances neither past due nor impaired

The credit quality of the portfolio of loans and advances that were neither past due nor impaired can be assessed by reference to the internal rating system adopted by the Group which is also the classification system required to be adopted for reporting to the Hong Kong Monetary Authority.

集團及銀行 THE GROUP AND THE BANK

	分期償還 貸款		定期貸款 Term loans	銀團貸款 Syndication loans	外幣貸款 Foreign currency loans	個人貸款及 稅務貸款		其他 Others	總額 Total
	透支 Overdrafts	貿易融資 Trade finance				Personal loans and tax loans			
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000

於二零一二年十二月三十一日

評級：

合格

特別監察

次級或以下

總額

於二零一一年十二月三十一日

評級：

合格

特別監察

次級或以下

總額

At 31 December 2012

GRADES:

Pass

Special mention

Substandard or below

Total

At 31 December 2011

GRADES:

Pass

Special mention

Substandard or below

Total

Pass	1,495,026	18,810,942	12,112,179	4,330,509	70,306	1,205,818	134,538	722,322	38,881,640
Special mention	13,446	8,967	-	-	-	3,978	461	-	26,852
Substandard or below	603	21,853	-	-	-	3,844	-	-	26,300
Total	1,509,075	18,841,762	12,112,179	4,330,509	70,306	1,213,640	134,999	722,322	38,934,792
Pass	1,595,548	17,836,973	13,193,145	6,309,391	219,105	1,131,749	106,180	522,757	40,914,848
Special mention	14,842	28,774	2,300	-	-	2,514	343	-	48,773
Substandard or below	742	15,673	50	95,127	-	6,387	-	-	117,979
Total	1,611,132	17,881,420	13,195,495	6,404,518	219,105	1,140,650	106,523	522,757	41,081,600

綜合財務報表之附註
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for the year ended 31 December 2012

7. 財務風險管理 - 續

信用風險 - 續

信用質素 - 續

(ii) 已逾期但非減值貸款

按客戶分類的已逾期但非減值的貸款總額分析如下：

於二零一二年十二月三十一日

逾期三十日或以下

逾期三十一日至九十日

逾期九十日以上

總額

抵押品之公平值

有抵押品之貸款 (附註)

於二零一一年十二月三十一日

逾期三十日或以下

逾期三十一日至九十日

逾期九十日以上

總額

抵押品之公平值

有抵押品之貸款 (附註)

抵押品主要是物業及定期存款。

附註：有抵押品之貸款值以抵押品市場價格或餘下貸款本金兩者較低者為準。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Credit quality - continued

(ii) Loans and advances past due but not impaired

Gross amount of loans and advances by class of customers that were past due but not impaired were as follows:

集團及銀行
THE GROUP AND THE BANK

	透支 Overdrafts 港幣千元 HK\$'000	分期償還 貸款 Instalment loans 港幣千元 HK\$'000	定期貸款 Term loans 港幣千元 HK\$'000	銀團貸款 Syndication loans 港幣千元 HK\$'000	貿易融資 Trade finance 港幣千元 HK\$'000	個人貸款及 稅務貸款 Personal loans and tax loans 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
At 31 December 2012								
Past due up to 30 days	397	544	122,422	-	9,063	-	-	132,426
Past due from 31 to 90 days	2,815	4,142	-	-	-	129	1,740	8,826
Past due more than 90 days	2,088	14,449	-	75,406	-	8	-	91,951
Total	<u>5,300</u>	<u>19,135</u>	<u>122,422</u>	<u>75,406</u>	<u>9,063</u>	<u>137</u>	<u>1,740</u>	<u>233,203</u>
Fair value of collateral	<u>20,573</u>	<u>96,049</u>	<u>308,434</u>	<u>1,276,692</u>	<u>29,412</u>	<u>370</u>	<u>-</u>	<u>1,731,530</u>
Loans and advances secured by collateral (Note)	<u>4,757</u>	<u>18,881</u>	<u>121,200</u>	<u>75,406</u>	<u>9,063</u>	<u>8</u>	<u>-</u>	<u>229,315</u>
At 31 December 2011								
Past due up to 30 days	508	3,725	-	-	5,181	245	-	9,659
Past due from 31 to 90 days	136	9,548	120,422	-	3,354	106	1,375	134,941
Past due more than 90 days	22,113	11,982	-	-	-	-	-	34,095
Total	<u>22,757</u>	<u>25,255</u>	<u>120,422</u>	<u>-</u>	<u>8,535</u>	<u>351</u>	<u>1,375</u>	<u>178,695</u>
Fair value of collateral	<u>59,512</u>	<u>136,619</u>	<u>251,313</u>	<u>-</u>	<u>21,979</u>	<u>370</u>	<u>-</u>	<u>469,793</u>
Loans and advances secured by collateral (Note)	<u>22,620</u>	<u>25,251</u>	<u>120,422</u>	<u>-</u>	<u>8,535</u>	<u>41</u>	<u>-</u>	<u>176,869</u>

Collateral is mainly properties and fixed deposits.

Note: The amount of loans and advances secured by collateral is determined as the lower of the market value of collateral or outstanding loan principal.

綜合財務報表之附註

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7. 財務風險管理 - 續

信用風險 - 續

信用質素 - 續

(iii) 個別減值貸款

客戶貸款

按客戶性質分類的個別減值貸款總額的明細如下：

於二零一二年十二月三十一日

個別減值貸款

抵押品之公平值

有抵押品之貸款 (附註)

於二零一一年十二月三十一日

個別減值貸款

抵押品之公平值

有抵押品之貸款 (附註)

抵押品主要是物業及定期存款。

附註：有抵押品之貸款值以抵押品市場價格或餘下貸款本金兩者較低者為準。

(iv) 銀行及其他財務機構貸款

於二零一二年十二月三十一日及二零一一年十二月三十一日，銀行貸款為非逾期或非減值及沒有抵押品。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Credit quality - continued

(iii) Loans and advances individually impaired

Loans and advances to customers

The breakdown of the gross amount of individually impaired loans and advances by class of customers are as follows:

集團及銀行 THE GROUP AND THE BANK

	分期償還 貸款	定期貸款	貿易融資	個人貸款及 稅務貸款	其他	總額	
	透支	Instalment loans	Term loans	Trade finance	Personal loans and tax loans	Others	Total
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 31 December 2012							
Individually impaired loans	6,615	5,503	2,080	9,845	43	108	24,194
Fair value of collateral	49,989	26,646	-	-	-	-	76,635
Loans and advances secured by collateral (Note)	3,339	4,082	-	-	-	-	7,421
At 31 December 2011							
Individually impaired loans	24,647	17,878	13,012	22,426	61	165	78,189
Fair value of collateral	55,342	20,739	19,448	11,549	-	-	107,078
Loans and advances secured by collateral (Note)	14,526	7,027	13,012	10,741	-	-	45,306

Collateral is mainly properties and fixed deposits.

Note: The amount of loans and advances secured by collateral is determined as the lower of the market value of collateral or outstanding loan principal.

(iv) Advances to banks and other financial institutions

As at 31 December 2012 and 31 December 2011, the advances to banks are neither past due nor impaired and unsecured.

綜合財務報表之附註
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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for the year ended 31 December 2012

7. 財務風險管理 - 續

信用風險 - 續

債務證券

按評級機構分類的金融投資

下表呈列本集團所持有的金融證券，除貸款以外，於報告期末根據穆迪之評級分析。沒有穆迪評級的金融證券會被當作沒有評級分類。

於二零一二年十二月三十一日

Aaa
Aa1 至 Aa3
A1 至 A3
低於 A3
沒有評級
總額

於二零一一年十二月三十一日

Aaa
Aa1 至 Aa3
A1 至 A3
低於 A3
沒有評級
總額

被收回的抵押品

於指出的年度，本集團及本銀行取得之抵押品資產，詳列如下：

資產種類

住宅物業
其他

在可行的情況下盡快出售被收回的資產，其收益會用來抵銷未償還債務。

7. FINANCIAL RISK MANAGEMENT - continued

Credit risk - continued

Debt securities

Financial investments by rating agency designation

The following table presents an analysis of financial securities, other than loans and advances, held by the Group by rating agency designation at the end of the reporting period, based on Moody's ratings. Financial securities not rated by Moody's are treated as unrated ones.

At 31 December 2012

Aaa
Aa1 to Aa3
A1 to A3
Lower than A3
Unrated
Total

At 31 December 2011

Aaa
Aa1 to Aa3
A1 to A3
Lower than A3
Unrated
Total

Repossessed collateral

During the years indicated, the Group and the Bank obtained assets by taking possession of collateral held as security, as follows:

Nature of assets

Residential properties
Others

Repossessed assets are sold as soon as practicable with the proceeds used to reduce the outstanding indebtedness.

集團及銀行
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按公平值列賬及列入 損益賬之金融資產 Financial assets at fair value through profit or loss 港幣千元 HK\$'000	可供出售之 債務證券 Available-for-sale debt securities 港幣千元 HK\$'000	持至 到期日 之證券 Held-to- maturity securities 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
-	-	-	-
470,820	379,724	4,270,459	5,121,003
186,603	1,200,355	3,970,694	5,357,652
-	1,594,132	77,293	1,671,425
555,726	819,329	1,281,574	2,656,629
<u>1,213,149</u>	<u>3,993,540</u>	<u>9,600,020</u>	<u>14,806,709</u>
-	-	374,419	374,419
210,434	328,647	5,494,492	6,033,573
207,213	472,162	2,057,243	2,736,618
132,193	755,665	23,301	911,159
1,295,442	83,172	338,627	1,717,241
<u>1,845,282</u>	<u>1,639,646</u>	<u>8,288,082</u>	<u>11,773,010</u>

集團及銀行
THE GROUP AND THE BANK

2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
31,000	52,100
<u>17,320</u>	<u>10,950</u>

7. 財務風險管理 - 續

市場風險

本集團承擔市場風險。市場風險乃當市場價格變動，金融工具的公平值或將來的現金流會隨之波動。市場風險是從利息、貨幣及證券產品的未平盤額而產生，並受一般及特別的市場轉變及市場率或市場價格，例如利率、信用息差、外匯率及證券價格水平調整的轉變所影響。本集團分別於交易或非交易組合中承擔市場風險。

交易組合包括因做市商交易而產生的未平盤額，其中本集團為對客戶或市場之交易對手。

非交易組合主要來自零售及商業銀行的資產及負債之利息管理。非交易組合也包含由本集團的持至到期日及可供出售之投資而產生的外匯及資產風險。

市場風險管理

市場風險管理主要由資金管理職能承擔並在董事會或其指定之委員會批准的風險限額內進行。限額在每個組合、產品及風險類別分別設立，而市場的流動性是決定風險限額程度的主要因素。本集團致力確立準則、制度及程序來控制及監控市場風險。個別業務產生之市場風險是由資產及負債管理委員會評估及管理。

此外，本集團利用衍生工具來減輕利率及外匯風險。

壓力測試是用來測試在極端情況下的潛在虧損之提示。每個業務單位的高級管理層及董事會會檢閱壓力測試之結果。壓力測試是因應業務類別而設計及一般採用情節分析。

貨幣風險

本集團有相當的交易是以外幣進行，所以會受匯率浮動影響。此匯率的影響是由經核准的政策限額利用遠期外匯合約管理。

7. FINANCIAL RISK MANAGEMENT - continued

Market risk

The Group takes on exposure to market risk, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, credit spreads, foreign exchange rates and equity prices. The Group separates exposures to market risk into either trading or non-trading portfolios.

Trading portfolios include those positions arising from market-making transactions where the Group acts as principal with clients or with the market.

Non-trading portfolios primarily arise from the interest rate management of the Bank's retail and commercial banking assets and liabilities. Non-trading portfolios also consist of foreign exchange and equity risks arising from the Group's held-to-maturity and available-for-sale investments.

Management of market risk

The management of market risk is principally undertaken in treasury function using risk limits approved by the Board of Directors or its designated committee. Limits are set for each portfolio, product and risk type, with market liquidity being a principal factor in determining the level of limits set. The Group has dedicated standards, policies and procedures in place to control and monitor the market risk. The market risks which arise on each business are assessed and managed under the supervision of ALCO.

In addition, the Group uses derivatives to mitigate interest rate and foreign exchange risks.

Stress tests are carried out to provide an indication of the potential size of losses that could arise in extreme conditions. The results of the stress tests are reviewed by senior management in each business unit and by the Board of Directors. The stress testing is tailored to the business segments and typically uses scenario analysis.

Currency risk

The Group undertakes certain transactions denominated in foreign currencies and, hence exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

綜合財務報表之附註
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7. 財務風險管理 - 續

市場風險 - 續

貨幣風險 - 續

由於外匯交易買賣額屬於中等，本集團並無任何重大之外匯風險。日常外匯管理工作由資金部負責，並維持在管理層所訂下之限額內。

本集團之財務狀況及現金流量因應當時匯率變動之影響而承擔風險。董事會或其指定之委員會對隔夜及即日持倉外幣及總額所承擔之風險水平設定限額，每日予以監察。

下表顯示於每個報告期末貨幣風險集中之分佈：

於二零一二年十二月三十一日

資產

庫存現金及短期資金
存放同業及其他財務機構款項

衍生金融工具
按公平值列賬及列入損益賬之金融資產

可供出售之證券
持至到期日之證券
客戶貸款
同業及其他財務機構貸款

其他金融資產

金融資產總額

負債

同業及其他財務機構存款及結餘

於回購協議下出售之金融資產

客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債

金融負債總額

淨額 - 金融資產及負債總額

附註：包括在「其他」內的貨幣主要代表澳元及新西蘭元。

7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Currency risk - continued

The Group does not have any significant foreign exchange risk as foreign exchange dealing is moderate. Day-to-day foreign exchange management is performed by the Treasury Department within approved limits.

The Group takes on exposure to the effects of fluctuations in the prevailing foreign currency exchange rates on their financial positions and cash flows. The Board of Directors or its designated committee sets limits on the level of exposure by currency and in total for both overnight and intra-day positions, which are monitored daily.

The following table indicates the concentration of currency risk at the end of each reporting periods:

集團 THE GROUP						
港幣 HK\$	美元 US\$	澳門幣 MOP	人民幣 RMB	其他 Others	總額 Total	
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
						(附註 Note)
At 31 December 2012						
Assets						
Cash and short-term funds	11,201,394	2,510,425	77,404	1,521,510	2,021,144	17,331,877
Placements with banks and other financial institutions	2,266,032	1,008,613	-	749,387	765,481	4,789,513
Derivative financial instruments	5,071	167,381	-	-	15,459	187,911
Financial assets at fair value through profit or loss	671,394	542,016	-	-	-	1,213,410
Available-for-sale securities	188,493	4,000,071	-	31,090	2,563	4,222,217
Held-to-maturity securities	2,850,564	4,270,494	-	643,456	1,835,506	9,600,020
Advances to customers	36,988,292	1,355,011	25,591	726,984	96,311	39,192,189
Advances to banks and other financial institutions	30,614	-	-	2,134,228	-	2,164,842
Other financial assets	272,626	142,257	2,372	325,344	9,588	752,187
Total financial assets	54,474,480	13,996,268	105,367	6,131,999	4,746,052	79,454,166
Liabilities						
Deposits and balances of banks and other financial institutions	882,850	510,438	-	422,824	27,365	1,843,477
Financial assets sold under repurchase agreements	-	433,681	-	-	-	433,681
Deposits from customers	51,320,386	6,114,896	47,384	3,956,597	6,069,485	67,508,748
Certificates of deposit	465,927	77,378	-	124,331	-	667,636
Derivative financial instruments	118,451	129,581	-	-	624	248,656
Loan capital	-	1,898,957	-	-	-	1,898,957
Other financial liabilities	633,795	44,931	604	33,671	27,228	740,229
Total financial liabilities	53,421,409	9,209,862	47,988	4,537,423	6,124,702	73,341,384
Net position - total financial assets and liabilities	1,053,071	4,786,406	57,379	1,594,576	(1,378,650)	6,112,782

Note: Currencies included in "Others" mainly represented Australian dollars and New Zealand dollars.

綜合財務報表之附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

7. 財務風險管理 - 續

市場風險 - 續

貨幣風險 - 續

於二零一一年十二月三十一日

資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之金融資產
可供出售之證券
持至到期日之證券
客戶貸款
同業及其他財務機構貸款
其他金融資產

金融資產總額

負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債

金融負債總額

淨額 - 金融資產及負債總額

附註：包括在「其他」內的貨幣主要代表
澳元及新西蘭元。

7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Currency risk - continued

	集團						總額
	港幣	美元	澳門幣	人民幣	其他	港幣	
	HK\$	US\$	MOP	RMB	Others	HK\$	Total
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(附註 Note)						
At 31 December 2011							
Assets							
Cash and short-term funds	9,636,360	1,443,909	101,355	3,304,445	4,173,207	18,659,276	
Placements with banks and other financial institutions	1,258,367	93,202	-	391,720	425,718	2,169,007	
Derivative financial instruments	6,886	116,341	-	1,385	4,944	129,556	
Financial assets at fair value through profit or loss	936,072	909,517	-	-	-	1,845,589	
Available-for-sale securities	171,315	1,643,956	-	28,493	2,721	1,846,485	
Held-to-maturity securities	3,097,832	3,608,463	-	528,129	1,053,658	8,288,082	
Advances to customers	38,356,717	1,422,300	2,289	1,370,495	186,683	41,338,484	
Advances to banks and other financial institutions	884,888	428,984	-	191,537	-	1,505,409	
Other financial assets	41,449	135,399	4,729	185,357	37,129	404,063	
Total financial assets	54,389,886	9,802,071	108,373	6,001,561	5,884,060	76,185,951	
Liabilities							
Deposits and balances of banks and other financial institutions	727,594	277,051	-	-	82,191	1,086,836	
Financial assets sold under repurchase agreements	-	420,652	-	-	-	420,652	
Deposits from customers	47,477,776	5,980,154	55,381	5,069,501	6,232,901	64,815,713	
Certificates of deposit	853,518	86,207	-	605,837	-	1,545,562	
Derivative financial instruments	121,913	138,847	-	534	4,402	265,696	
Loan capital	-	1,852,153	-	-	-	1,852,153	
Other financial liabilities	478,960	48,918	312	14,508	15,797	558,495	
Total financial liabilities	49,659,761	8,803,982	55,693	5,690,380	6,335,291	70,545,107	
Net position - total financial assets and liabilities	4,730,125	998,089	52,680	311,181	(451,231)	5,640,844	

Note: Currencies included in "Others" mainly represented Australian dollars and New Zealand dollars.

綜合財務報表之附註
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度
for the year ended 31 December 2012

7. 財務風險管理 - 續

市場風險 - 續

貨幣風險 - 續

於二零一二年十二月三十一日

資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之金融資產
可供出售之證券
持至到期日之證券
客戶貸款
同業及其他財務機構貸款
其他金融資產

金融資產總額

負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債

金融負債總額

淨額 - 金融資產及負債總額

7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Currency risk - continued

At 31 December 2012

Assets

Cash and short-term funds
Placements with banks and other financial institutions
Derivative financial instruments
Financial assets at fair value through profit or loss
Available-for-sale securities
Held-to-maturity securities
Advances to customers
Advances to banks and other financial institutions
Other financial assets
Total financial assets

Liabilities

Deposits and balances of banks and other financial institutions
Financial assets sold under repurchase agreements
Deposits from customers
Certificates of deposit
Derivative financial instruments
Loan capital
Other financial liabilities
Total financial liabilities

Net position - total financial assets and liabilities

	銀行					總額 Total 港幣千元 HK\$'000
	THE BANK					
	港幣 HK\$ 港幣千元 HK\$'000	美元 US\$ 港幣千元 HK\$'000	澳門幣 MOP 港幣千元 HK\$'000	人民幣 RMB 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	
						(附註 Note)
於二零一二年十二月三十一日						
資產						
庫存現金及短期資金	11,190,991	2,510,425	77,404	1,521,510	2,021,144	17,321,474
存放同業及其他財務機構款項	2,252,235	1,008,613	-	749,387	765,481	4,775,716
衍生金融工具	5,071	167,381	-	-	15,459	187,911
按公平值列賬及列入損益賬之金融資產	671,133	542,016	-	-	-	1,213,149
可供出售之證券	96,366	4,000,071	-	31,090	2,563	4,130,090
持至到期日之證券	2,850,564	4,270,494	-	643,456	1,835,506	9,600,020
客戶貸款	36,988,292	1,355,011	25,591	726,984	96,311	39,192,189
同業及其他財務機構貸款	30,614	-	-	2,134,228	-	2,164,842
其他金融資產	303,212	142,257	2,372	319,495	9,588	776,924
金融資產總額	54,388,478	13,996,268	105,367	6,126,150	4,746,052	79,362,315
負債						
同業及其他財務機構存款及結餘	882,850	510,438	-	422,824	27,365	1,843,477
於回購協議下出售之金融資產	-	433,681	-	-	-	433,681
客戶存款	51,320,386	6,114,896	47,384	3,956,597	6,069,485	67,508,748
存款證	465,927	77,378	-	124,331	-	667,636
衍生金融工具	118,451	129,581	-	-	624	248,656
借貸資本	-	1,898,957	-	-	-	1,898,957
其他金融負債	1,241,847	44,931	604	33,671	27,228	1,348,281
金融負債總額	54,029,461	9,209,862	47,988	4,537,423	6,124,702	73,949,436
淨額 - 金融資產及負債總額	359,017	4,786,406	57,379	1,588,727	(1,378,650)	5,412,879

附註：包括在「其他」內的貨幣主要代表
澳元及新西蘭元。

Note: Currencies included in "Others" mainly represented Australian dollars and New Zealand dollars.

綜合財務報表之附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

7. 財務風險管理 - 續

市場風險 - 續

貨幣風險 - 續

於二零一一年十二月三十一日

資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之金融資產
可供出售之證券
持至到期日之證券
客戶貸款
同業及其他財務機構貸款
其他金融資產

金融資產總額

負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債

金融負債總額

淨額 - 金融資產及負債總額

附註：包括在「其他」內的貨幣主要代表澳元及新西蘭元。

本集團及本銀行簽訂了多項外幣遠期合約來管理貨幣風險，詳列於附註 18。

7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Currency risk - continued

	銀行						總額
	港幣	美元	澳門幣	人民幣	其他	港幣	
	HK\$	US\$	MOP	RMB	Others	HK\$	Total
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(附註 Note)						
At 31 December 2011							
Assets							
Cash and short-term funds	9,625,813	1,443,909	101,355	3,304,445	4,173,207		18,648,729
Placements with banks and other financial institutions	1,224,179	93,202	-	391,720	425,718		2,134,819
Derivative financial instruments	6,886	116,341	-	1,385	4,944		129,556
Financial assets at fair value through profit or loss	935,765	909,517	-	-	-		1,845,282
Available-for-sale securities	90,630	1,643,956	-	28,493	2,721		1,765,800
Held-to-maturity securities	3,097,832	3,608,463	-	528,129	1,053,658		8,288,082
Advances to customers	38,356,717	1,422,300	2,289	1,370,495	186,683		41,338,484
Advances to banks and other financial institutions	884,888	428,984	-	191,537	-		1,505,409
Other financial assets	160,248	135,399	4,729	179,528	37,129		517,033
Total financial assets	54,382,958	9,802,071	108,373	5,995,732	5,884,060		76,173,194
Liabilities							
Deposits and balances of banks and other financial institutions	727,594	277,051	-	-	82,191		1,086,836
Financial assets sold under repurchase agreements	-	420,652	-	-	-		420,652
Deposits from customers	47,477,645	5,980,154	55,381	5,069,501	6,232,901		64,815,582
Certificates of deposit	853,518	86,207	-	605,837	-		1,545,562
Derivative financial instruments	121,913	138,847	-	534	4,402		265,696
Loan capital	-	1,852,153	-	-	-		1,852,153
Other financial liabilities	1,141,799	48,918	312	14,508	15,797		1,221,334
Total financial liabilities	50,322,469	8,803,982	55,693	5,690,380	6,335,291		71,207,815
Net position - total financial assets and liabilities	4,060,489	998,089	52,680	305,352	(451,231)		4,965,379

Note: Currencies included in "Others" mainly represented Australian dollars and New Zealand dollars.

The Group and the Bank entered into a number of foreign currency forward contracts to manage the currency risk exposure, details of which are set out in Note 18.

綜合財務報表之附註
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度
for the year ended 31 December 2012

7. 財務風險管理 - 續

市場風險 - 續

貨幣風險 - 續

外匯敏感度分析

本集團主要面對美元、人民幣及澳門幣匯率變動之風險。下表詳細列出本集團對百分之一美元及澳門幣匯率改變及百分之十人民幣匯率改變的敏感度。這百分率是應用於內部報告外匯風險給主要管理人員之準則及代表管理層對匯率的可能變化所作的評估。報告期末的敏感度分析是根據本集團於報告期末外匯調整而決定匯率風險。

集團

港幣千元等值

二零一二年

除稅後溢利

二零一一年

除稅後溢利

銀行

二零一二年

除稅後溢利

二零一一年

除稅後溢利

括弧內的數字表示減少。

7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Currency risk - continued

Foreign currency sensitivity

The Group is mainly exposed to US dollars, Renminbi and Macau Pataca. The following table details the Group's sensitivity to a 1 per cent change in Hong Kong dollars against the US dollars and Macau Pataca, and 10 percent change in Hong Kong dollars against Renminbi. The respective percentages are the rates used when reporting foreign currency risk internally to key management personnel and represent management's assessment of the possible change in foreign exchange rates. The sensitivity analyses of the Group's exposure to foreign currency risk at the end of the reporting period have been determined based on the foreign exchange rates adjusted at the end of the reporting period.

	匯率之改變					
	Change in currency rate					
	美元		人民幣		澳門幣	
	US Dollars	Renminbi	Macau Pataca	US Dollars	Renminbi	Macau Pataca
增值	貶值	增值	貶值	增值	貶值	
Appreciate	Depreciate	Appreciate	Depreciate	Appreciate	Depreciate	
+1%	-1%	+10%	-10%	+1%	-1%	
THE GROUP						
Hong Kong dollars equivalents (HK\$'000)						
2012						
Profit after tax	<u>258</u>	<u>(258)</u>	<u>3,351</u>	<u>(3,351)</u>	<u>89</u>	<u>(89)</u>
2011						
Profit after tax	<u>102</u>	<u>(102)</u>	<u>3,691</u>	<u>(3,691)</u>	<u>42</u>	<u>(42)</u>
THE BANK						
2012						
Profit after tax	<u>258</u>	<u>(258)</u>	<u>2,766</u>	<u>(2,766)</u>	<u>89</u>	<u>(89)</u>
2011						
Profit after tax	<u>102</u>	<u>(102)</u>	<u>3,109</u>	<u>(3,109)</u>	<u>42</u>	<u>(42)</u>

Numbers in bracket mean decrease.

7. 財務風險管理 - 續

市場風險 - 續

利率風險

現金流動利率風險為金融工具之未來現金流動因應市場利率變動產生波動出現之風險。公平值利率風險為金融工具之價值因應市場利率變動產生之風險。本集團之公平值及現金流量風險因應市場利率現行水平波動之影響而承擔風險。息差可能因變動而上升，但可能因產生未能預計之波動而減少或出現虧損。利率重新訂價錯配之水平已設定限額，及予以定期監察。

本集團主要是以利率差距分析來計算其資產及負債對利率波動的反應。這反映本集團之利率風險是由生息資產及付息負債中契約到期日及重新定價的錯配而產生。

7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. The Group takes on exposure to the effects of fluctuations in the prevailing levels of market interest rates on both fair value and cash flow risks. Interest margins may increase as a result of such changes but may reduce or create losses in the event that unexpected movements arise. Limits are set on the level of mismatch of interest rate repricing that may be undertaken, which are monitored regularly.

The Group measures the exposure of its assets and liabilities to fluctuations in interest rates primarily by way of interest rate gap analysis which shows the Group's interest rate risk arising from the mis-matches between contractual maturities and re-pricing of interest-generating assets and interest-bearing liabilities.

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7. 財務風險管理 - 續

市場風險 - 續

利率風險 - 續

下表概述本集團之利率風險承擔。下表已包括按合約重新訂價或到期日(以較早發生者為準)分類本集團按賬面值列賬之資產及負債。

7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Interest rate risk - continued

The tables below summarise the Group's exposure to interest rate risks. Included in the tables are the Group's assets and liabilities at carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

於二零一二年十二月三十一日

資產

庫存現金及短期資金

存放同業及其他財務機構款項

衍生金融工具

按公平值列賬及列入損益賬之金融資產

可供出售之證券

持至到期日之證券

客戶貸款

同業及其他財務機構貸款

其他金融資產

金融資產總額

負債

同業及其他財務機構存款及結餘

於回購協議下出售之金融資產

客戶存款

存款證

衍生金融工具

借貸資本

其他金融負債

金融負債總額

淨額 - 金融資產及負債總額

At 31 December 2012

Assets

Cash and short-term funds

Placements with banks and other financial institutions

Derivative financial instruments

Financial assets at fair value through profit or loss

Available-for-sale securities

Held-to-maturity securities

Advances to customers

Advances to banks and other financial institutions

Other financial assets

Total financial assets

Liabilities

Deposits and balances of banks and other financial institutions

Financial assets sold under repurchase agreements

Deposits from customers

Certificates of deposit

Derivative financial instruments

Loan capital

Other financial liabilities

Total financial liabilities

Net position- total financial assets and liabilities

集團 THE GROUP						
三個月 以內 Up to 3 months 港幣千元 HK\$'000	三個月 以上 一年以內 3 - 12 months 港幣千元 HK\$'000	一年以上 五年以內 1 - 5 years 港幣千元 HK\$'000	五年以上 Over 5 years 港幣千元 HK\$'000	不計利息 Non-interest bearing 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	
16,789,099	98,531	-	-	444,247	17,331,877	
3,948,937	840,576	-	-	-	4,789,513	
-	-	-	-	187,911	187,911	
1,182,407	-	30,742	-	261	1,213,410	
3,990,868	-	-	-	231,349	4,222,217	
7,061,580	1,837,563	459,439	239,438	2,000	9,600,020	
37,923,395	975,072	102,911	24,158	166,653	39,192,189	
1,470,328	694,514	-	-	-	2,164,842	
133,194	112,616	-	-	506,377	752,187	
<u>72,499,808</u>	<u>4,558,872</u>	<u>593,092</u>	<u>263,596</u>	<u>1,538,798</u>	<u>79,454,166</u>	
1,469,018	344,484	-	-	29,975	1,843,477	
354,801	78,880	-	-	-	433,681	
55,432,728	6,748,130	88,972	-	5,238,918	67,508,748	
590,258	77,378	-	-	-	667,636	
-	-	-	-	248,656	248,656	
1,898,957	-	-	-	-	1,898,957	
-	-	-	-	740,229	740,229	
<u>59,745,762</u>	<u>7,248,872</u>	<u>88,972</u>	<u>-</u>	<u>6,257,778</u>	<u>73,341,384</u>	
<u>12,754,046</u>	<u>(2,690,000)</u>	<u>504,120</u>	<u>263,596</u>	<u>(4,718,980)</u>	<u>6,112,782</u>	

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截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

7. 財務風險管理 - 續

市場風險 - 續

利率風險 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Interest rate risk - continued

		集團					總額
		THE GROUP					
		三個月 以內	三個月 以上 一年以內	一年以上 五年以內	五年以上	不計利息	
		Up to 3 months	3 - 12 months	1 - 5 years	Over 5 years	Non-interest bearing	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一一年十二月三十一日	At 31 December 2011						
資產	Assets						
庫存現金及短期資金	Cash and short-term funds	18,043,971	-	-	-	615,305	18,659,276
存放同業及其他財務機構款項	Placements with banks and other financial institutions	1,596,870	572,137	-	-	-	2,169,007
衍生金融工具	Derivative financial instruments	-	-	-	-	129,556	129,556
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	1,772,526	-	27,250	-	45,813	1,845,589
可供出售之證券	Available-for-sale securities	1,638,649	-	-	-	207,836	1,846,485
持至到期日之證券	Held-to-maturity securities	5,647,050	2,091,586	306,564	240,882	2,000	8,288,082
客戶貸款	Advances to customers	40,277,961	878,726	77,692	2,091	102,014	41,338,484
同業及其他財務機構貸款	Advances to banks and other financial institutions	745,720	759,689	-	-	-	1,505,409
其他金融資產	Other financial assets	161,943	38,000	-	-	204,120	404,063
金融資產總額	Total financial assets	69,884,690	4,340,138	411,506	242,973	1,306,644	76,185,951
負債	Liabilities						
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	1,075,361	-	-	-	11,475	1,086,836
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	420,652	-	-	-	-	420,652
客戶存款	Deposits from customers	55,068,090	4,489,411	714,783	-	4,543,429	64,815,713
存款證	Certificates of deposit	279,792	1,265,770	-	-	-	1,545,562
衍生金融工具	Derivative financial instruments	-	-	-	-	265,696	265,696
借貸資本	Loan capital	1,852,153	-	-	-	-	1,852,153
其他金融負債	Other financial liabilities	-	-	-	-	558,495	558,495
金融負債總額	Total financial liabilities	58,696,048	5,755,181	714,783	-	5,379,095	70,545,107
淨額 - 金融資產及負債總額	Net position- total financial assets and liabilities	11,188,642	(1,415,043)	(303,277)	242,973	(4,072,451)	5,640,844

綜合財務報表之附註

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截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

7. 財務風險管理 - 續

市場風險 - 續

利率風險 - 續

於二零一一年十二月三十一日

資產

庫存現金及短期資金
存放同業及其他財務機構款項
衍生金融工具
按公平值列賬及列入損益賬之金融資產
可供出售之證券
持至到期日之證券
客戶貸款
同業及其他財務機構貸款
其他金融資產

金融資產總額

負債

同業及其他財務機構存款及結餘
於回購協議下出售之金融資產
客戶存款
存款證
衍生金融工具
借貸資本
其他金融負債

金融負債總額

淨額 - 金融資產及負債總額

7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Interest rate risk - continued

	銀行					總額
	三個月 以內	三個月 以上 一年以內	一年以上 五年以內	五年以上	不計利息	
	Up to 3 months	3 - 12 months	1 - 5 years	Over 5 years	Non-interest bearing	Total
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 31 December 2011						
Assets						
Cash and short-term funds	18,043,971	-	-	-	604,758	18,648,729
Placements with banks and other financial institutions	1,585,940	548,879	-	-	-	2,134,819
Derivative financial instruments	-	-	-	-	129,556	129,556
Financial assets at fair value through profit or loss	1,772,526	-	27,250	-	45,506	1,845,282
Available-for-sale securities	1,638,649	-	-	-	127,151	1,765,800
Held-to-maturity securities	5,647,050	2,091,586	306,564	240,882	2,000	8,288,082
Advances to customers	40,277,961	878,726	77,692	2,091	102,014	41,338,484
Advances to banks and other financial institutions	745,720	759,689	-	-	-	1,505,409
Other financial assets	161,942	38,000	-	229,581	87,510	517,033
Total financial assets	69,873,759	4,316,880	411,506	472,554	1,098,495	76,173,194
Liabilities						
Deposits and balances of banks and other financial institutions	1,075,361	-	-	-	11,475	1,086,836
Financial assets sold under repurchase agreements	420,652	-	-	-	-	420,652
Deposits from customers	55,067,959	4,489,411	714,783	-	4,543,429	64,815,582
Certificates of deposit	279,792	1,265,770	-	-	-	1,545,562
Derivative financial instruments	-	-	-	-	265,696	265,696
Loan capital	1,852,153	-	-	-	-	1,852,153
Other financial liabilities	777,470	12,400	-	-	431,464	1,221,334
Total financial liabilities	59,473,387	5,767,581	714,783	-	5,252,064	71,207,815
Net position - total financial assets and liabilities	10,400,372	(1,450,701)	(303,277)	472,554	(4,153,569)	4,965,379

7. 財務風險管理 - 續

市場風險 - 續

利率風險 - 續

利率敏感度分析

下列敏感度分析是根據報告期末時所面對的浮動利率風險及假設其規定的變動是由財政年度初已開始並於整個報告年度保持不變。此分析以100個基點向上改變及10個基點向下改變作為內部報告利率風險給主要管理人員之準則及代表管理層對利率的可能變化所作的評估。

集團

除稅後溢利
其他全面收益

銀行

除稅後溢利
其他全面收益

括弧內的數字表示減少。

價目風險

本集團對其上市股本證券投資承擔價目風險。除那些被分類為持作買賣用途的投資外，本集團對此類投資並沒有進行活躍的交易活動。以下的敏感度分析是根據投資價目轉變十個百分比計算：

價目敏感度分析

集團

除稅後溢利
其他全面收益

銀行

除稅後溢利
其他全面收益

括弧內的數字表示減少。

7. FINANCIAL RISK MANAGEMENT - continued

Market risk - continued

Interest rate risk - continued

Interest rate sensitivity

The sensitivity analyses below have been determined based on the exposure to floating interest rates at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period. A 100 basis point change in upwards and 10 basis point change in downwards are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the possible change in interest rates.

	2012 基點之改變		2011 基點之改變	
	Change in basis points +100 港幣千元 HK\$'000	-10 港幣千元 HK\$'000	Change in basis points +100 港幣千元 HK\$'000	-10 港幣千元 HK\$'000
THE GROUP				
Profit after tax	99,020	(9,902)	85,685	(8,569)
Other comprehensive income	-	-	-	-
THE BANK				
Profit after tax	100,780	(10,078)	87,318	(8,732)
Other comprehensive income	-	-	-	-

Numbers in bracket mean decrease.

Price risk

The Group is exposed to price risk arising from its listed investments in equity securities. Except for those classified as held for trading, the Group does not actively trade these investments. The sensitivity analysis below is determined based on 10% changes in the price of the underlying investments.

Price sensitivity

	2012 價目變動		2011 價目變動	
	Change in price +10% 港幣千元 HK\$'000	-10% 港幣千元 HK\$'000	Change in price +10% 港幣千元 HK\$'000	-10% 港幣千元 HK\$'000
THE GROUP				
Profit after tax	22	(22)	26	(26)
Other comprehensive income	16,121	(16,121)	14,511	(14,511)
THE BANK				
Profit after tax	-	-	-	-
Other comprehensive income	8,760	(8,760)	8,105	(8,105)

Numbers in bracket mean decrease.

7. 財務風險管理 - 續

流動資金風險

流動資金風險是指本集團未能履行於金融負債到期日的付款責任，及當資金被提取時，未能取得有關替代資金。其結果可能是未能償還存款給存款者及履行貸款承擔。

流動資金風險管理

資債管委會是負責監督本集團的流動資金狀況，其監督是透過定期檢討法定流動資金比率、資產及負債的到期情況、貸存比率及同業交易。流動資金風險管理政策是由資債管委會監控及由本集團之風險管理及條例執行委員會審批，而流動資金狀況的主要特性會由本集團之董事會及風險管理及條例執行委員會定期檢討。本集團的政策是每日維持穩當的流動現金水平以應付日常營運的到期付款責任及合乎法定流動資金的要求。該政策為其他風險管理工具包括壓力測試及應急融資計劃提供了基礎。

本集團之風險管理及條例執行委員會建議流動資金比率及貸款對存款比率的內部目標水平。本集團之資金部主管是負責監督此比率及當流動資金情況長期緊張，資金部主管向資債管委會及風險管理及條例執行委員會報告，在諮詢常務董事委員會成員後，決定適當的糾正行動。位於汕頭、三藩市及澳門之海外分行的流動資金情況是透過每月向本銀行總部遞交的管理賬目及每日流動資金狀況表監督。本銀行擁有雄厚的資本基礎及穩定的客戶存款作為其主要的資金來源，本銀行亦有分散到其他資金來源包括同業拆借、存款證計劃及透過回購協議下出售金融資產。

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its payment obligations associated with its financial liabilities when they fall due and to replace funds when they are withdrawn. The consequence may be the failure to meet obligations to repay depositors and fulfil commitments to lend.

Management of liquidity risk

The ALCO is responsible for monitoring the Group's liquidity position, and does so through the periodic review of the statutory liquidity ratio, the maturity profile of assets and liabilities, loan-to-deposit ratio and inter-bank transactions. Liquidity Risk Management Policy is reviewed by the ALCO and approved by the RMCC of the Group, and key features of liquidity position are reviewed regularly by the Board of Directors and the RMCC of the Group. The Group's policy is to maintain a conservative level of liquid funds on a daily basis so that the Group is prepared to meet its obligations when they fall due in the normal course of business and to satisfy statutory liquidity ratio requirements. The policy provides a foundation to other risk management tools including stress-testing and contingency funding plan.

The Group's RMCC recommends internal target levels in respect of the liquidity ratios and loan to deposit ratios. The Group's Head of Treasury Department is responsible for monitoring these ratios and, where a tight liquidity position remains for a prolonged period, the Head of Treasury Department reports his findings to the ALCO and RMCC who, after consultation with members of the Executive Committee, decide the appropriate corrective actions to be taken. The liquidity positions of the overseas branches in Shantou, San Francisco and Macau are monitored through the submission of monthly management accounts and daily cash flow positions to the Bank's head office. The Bank has strong capital base and stable customer deposits which are its main funding sources. The Bank has also diversified to other funding sources including inter-bank deposit takings, certificates of deposit programme and through financial assets sold under repurchase agreements.

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7. 財務風險管理 - 續

流動資金風險 - 續

流動資金風險管理 - 續

本集團的非衍生金融負債合約剩餘到期日詳列於下表。下表是根據未折算的金融負債合約到期日，包括除本集團有資格及準備償還未到期之負債外所產生的有關負債利息，並參考有關合約利率包括於報告期末時合約內之有關浮動利率工具之現行市場利率。

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Management of liquidity risk - continued

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables below have been drawn up based on the contractual maturities of the undiscounted financial liabilities including interest that will accrue, with reference to their respective contractual interest rate including those variable rate instrument by using the appropriate prevailing market rates as at the end of the reporting period as stated in their contracts, to those liabilities except where the Group is contractually entitled and intends to repay the liability before its maturity.

		集團 THE GROUP						
		一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	總額		
		Repayable after 1 month but within 3 months	Repayable after 3 months but within 1 year	Repayable after 1 year but within 5 years	Repayable after 5 years	Repayable after 5 years	Total	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
未付利息負債調整	Liabilities adjusted with interest payable							
於二零一二年十二月三十一日	At 31 December 2012							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	35,287	814,592	673,006	351,040	-	1,873,925	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	354,818	-	79,452	-	434,270	
客戶存款	Deposits from customers	26,837,810	19,923,589	14,023,223	6,844,017	90,110	67,718,749	
存款證	Certificates of deposit	-	99,991	390,267	177,378	-	667,636	
借貸資本	Loan capital	-	-	-	104,071	418,608	2,058,156	
其他金融負債	Other financial liabilities	401,414	9,091	60,677	105,047	14,907	591,136	
未折算的金融負債總額	Total undiscounted financial liabilities	27,274,511	21,202,081	15,147,173	7,661,005	523,625	73,866,551	
於二零一一年十二月三十一日	At 31 December 2011							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	18,820	1,004,156	70,145	3	-	1,093,124	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	-	138,480	284,671	-	423,151	
客戶存款	Deposits from customers	22,875,781	24,551,615	12,311,218	4,539,343	750,198	65,028,155	
存款證	Certificates of deposit	-	100,000	80,323	1,278,215	101,052	1,559,590	
借貸資本	Loan capital	-	-	-	104,269	419,407	2,166,937	
其他金融負債	Other financial liabilities	339,237	5,993	32,576	44,280	21,601	443,687	
未折算的金融負債總額	Total undiscounted financial liabilities	23,233,838	25,661,764	12,632,742	6,250,781	1,292,258	71,238,320	

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7. 財務風險管理 - 續

流動資金風險 - 續

流動資金風險管理 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Management of liquidity risk - continued

		銀行						
		THE BANK						
		一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	總額		
		Repayable after 1 month but within 3 months	Repayable after 3 months but within 1 year	Repayable after 1 year but within 5 years	Repayable after 5 years	Repayable after 5 years	Total	
		即時償還 Repayable on demand 港幣千元 HK\$'000	一個月 以內償還 Repayable within 1 month 港幣千元 HK\$'000	三個月 以內償還 Repayable within 3 months 港幣千元 HK\$'000	一年 以內償還 Repayable within 1 year 港幣千元 HK\$'000	五年 以內償還 Repayable within 5 years 港幣千元 HK\$'000	五年 以內償還 Repayable within 5 years 港幣千元 HK\$'000	
未付利息負債調整	Liabilities adjusted with interest payable							
於二零一二年十二月三十一日	At 31 December 2012							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	35,287	814,592	673,006	351,040	-	1,873,925	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	354,818	-	79,452	-	434,270	
客戶存款	Deposits from customers	26,837,810	19,923,589	14,023,223	6,844,017	90,110	67,718,749	
存款證	Certificates of deposit	-	99,991	390,267	177,378	-	667,636	
借貸資本	Loan capital	-	-	-	104,071	418,608	2,580,835	
其他金融負債	Other financial liabilities	451,389	508,792	109,249	129,758	-	1,199,188	
未折算的金融負債總額	Total undiscounted financial liabilities	27,324,486	21,701,782	15,195,745	7,685,716	508,718	2,058,156	
於二零一一年十二月三十一日	At 31 December 2011							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	18,820	1,004,156	70,145	3	-	1,093,124	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	-	138,480	284,671	-	423,151	
客戶存款	Deposits from customers	22,875,542	24,551,615	12,311,218	4,539,343	750,198	65,027,916	
存款證	Certificates of deposit	-	100,000	80,323	1,278,215	101,052	1,559,590	
借貸資本	Loan capital	-	-	-	104,269	419,407	2,166,937	
其他金融負債	Other financial liabilities	496,103	502,543	80,987	27,001	-	1,106,634	
未折算的金融負債總額	Total undiscounted financial liabilities	23,390,465	26,158,314	12,681,153	6,233,502	1,270,657	2,166,937	

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

7. 財務風險管理 - 續

流動資金風險 - 續

流動資金風險管理 - 續

下表詳細列明本集團所持有的衍生金融工具的預計到期日。該表是根據衍生金融工具的未折算淨現金流入(流出)所決定如該衍生工具的交易是按淨額計算的。但如該衍生工具的交易是按總額計算，則須根據未折算總現金流入和(流出)作制定基礎。當應付或應收金額不是固定時，其披露金額則是根據以報告日的孳息率曲線為參考的預算利率計算。

於二零一二年十二月三十一日

以淨額交易之衍生工具
利率掉期合約

- 流入(流出)

以總額交易之衍生工具
匯率合約

- 流入

- 流出

於二零一一年十二月三十一日

以淨額交易之衍生工具
利率掉期合約

- 流入(流出)

以總額交易之衍生工具
匯率合約

- 流入

- 流出

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Management of liquidity risk - continued

The following tables detail the Group's expected maturity for its derivative financial instruments. The tables have been drawn up based on the undiscounted net cash inflows (outflows) on the derivative financial instruments that settle on a net basis and the undiscounted gross inflows and (outflows) on those derivatives that require gross settlement. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the reporting date.

集團及銀行
THE GROUP AND THE BANK

少於 一個月	一個月至 三個月	三個月 至一年	一年至 五年	超過五年	總額
Less than 1 month	1 - 3 months	3 months to 1 year	1 - 5 years	Over 5 years	Total
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000

At 31 December 2012

Derivatives settled net
Interest rate contracts

- inflow (outflow)

(44)	(20,829)	16,361	(7,943)	40,534	28,079
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Derivatives settled gross
Exchange rate contracts

- inflow

2,198,901	2,514,355	1,324,502	-	-	6,037,758
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- outflow

(2,196,427)	(2,530,816)	(1,309,173)	-	-	(6,036,416)
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<u>2,474</u>	<u>(16,461)</u>	<u>15,329</u>	<u>-</u>	<u>-</u>	<u>1,342</u>
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At 31 December 2011

Derivatives settled net
Interest rate contracts

- inflow (outflow)

5,814	(41,132)	21,355	(30,191)	125,586	81,432
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Derivatives settled gross
Exchange rate contracts

- inflow

431,043	473,846	413,555	-	-	1,318,444
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- outflow

(430,557)	(469,590)	(411,731)	-	-	(1,311,878)
-----------	-----------	-----------	---	---	-------------

<u>486</u>	<u>4,256</u>	<u>1,824</u>	<u>-</u>	<u>-</u>	<u>6,566</u>
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綜合財務報表之附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

7. 財務風險管理 - 續

流動資金風險 - 續

流動資金風險管理 - 續

關於本集團及本銀行未有記錄於財務狀況表的承擔及或有負債的合約金額按到期日計算用作提供客戶信用及作其他信用安排及財務擔保詳列於綜合財務報表之附註 37 並總結如下表：

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Management of liquidity risk - continued

The dates of the contractual amounts of the Group's and the Bank's commitments and contingencies unrecorded in the statements of financial position that commit them to extending credit to customers and other facilities and financial guarantees are set out in note 37 to the consolidated financial statements and summarised in the table below:

		集團及銀行 THE GROUP AND THE BANK
		不超過一年 No later than 1 year
		港幣千元 HK\$'000
於二零一二年十二月三十一日	At 31 December 2012	
直接信用代替品	Direct credit substitutes	1,077,350
與貿易有關之或有項目	Trade-related contingencies	425,309
未動用之正式備用信貸、 信貸額度及其他承擔 不包括可無條件取消 而不需作事前通知者	Undrawn formal standby facilities, credit lines and other commitments excluding those that are unconditionally cancellable without prior notice	10,557,895
		<u>12,060,554</u>
於二零一一年十二月三十一日	At 31 December 2011	
直接信用代替品	Direct credit substitutes	1,163,474
與貿易有關之或有項目	Trade-relate contingencies	373,802
未動用之正式備用信貸、 信貸額度及其他承擔 不包括可無條件取消 而不需作事前通知者	Undrawn formal standby facilities, credit lines and other commitments excluding those that are unconditionally cancellable without prior notice	9,303,915
		<u>10,841,191</u>

綜合財務報表之附註
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度
for the year ended 31 December 2012

7. 財務風險管理 - 續

流動資金風險 - 續

資產及負債按剩餘到期日分析

財務狀況表內金融資產及負債的到期日分析是以報告期末至合約到期日之剩餘期間作分析如下：

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Analysis of assets and liabilities by remaining maturity

The maturity analysis of financial assets and liabilities shown on the statements of financial position, based on the remaining period at the end of the reporting period to the contractual maturity date is shown below:

		集團 THE GROUP						
		一個月 以內償還 (不包括 即時償還) Repayable within 1 month Repayable on demand HK\$'000	一個月 至三個月 以內償還 Repayable after 1 month but within 3 months HK\$'000	三個月 至一年 以內償還 Repayable after 3 months but within 1 year HK\$'000	一年 至五年 以內償還 Repayable after 1 year but within 5 years HK\$'000	超過五年 償還 Repayable after 5 years HK\$'000	無明確 日期 Undated HK\$'000	總額 Total HK\$'000
於二零一二年十二月三十一日	At 31 December 2012							
資產	Assets							
庫存現金及短期資金	Cash and short-term funds	6,099,570	11,103,776	30,000	98,531	-	-	- 17,331,877
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	- 3,948,937	840,576	-	-	-	- 4,789,513
衍生金融工具	Derivative financial instruments	-	6,562 3,987	6,106	-	171,256	-	187,911
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	-	- 216,196	996,953	-	261	1,213,410
可供出售之證券	Available-for-sale securities	-	-	-	2,625,897	1,367,643	228,677	4,222,217
持至到期日之證券	Held-to-maturity securities	-	1,225,799 2,576,757	2,538,779	2,519,363	739,322	-	9,600,020
客戶貸款	Advances to customers	1,634,953	2,284,996 2,398,222	7,369,363	12,717,092	12,619,406	168,157	39,192,189
同業及其他財務機構貸款	Advances to banks and other financial institutions	-	105,497 1,364,831	694,514	-	-	-	2,164,842
其他金融資產	Other financial assets	327,140	128,130 193,336	181,311	94,216	-	(171,946)	752,187
金融資產總額	Total financial assets	8,061,663	14,854,760 10,516,070	11,945,376	18,953,521	14,897,627	225,149	79,454,166

綜合財務報表之附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

7. 財務風險管理 - 續

流動資金風險 - 續

資產及負債按剩餘到期日分析 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Analysis of assets and liabilities by remaining maturity - continued

		集團 THE GROUP						
		一個月 以內償還 (不包括 即時償還)	一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額
		Repayable within 1 month after on demand	Repayable but within 3 months after on demand	Repayable but within 3 months after 1 year	Repayable but within 5 years after 1 year 5 years	Repayable after 5 years	Undated	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一二年十二月三十一日	At 31 December 2012							
負債	Liabilities							
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	35,287	803,806	659,900	344,484	-	-	1,843,477
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	354,801	-	78,880	-	-	433,681
客戶存款	Deposits from customers	26,837,602	19,872,678	13,961,059	6,748,437	88,972	-	67,508,748
存款證	Certificates of deposit	-	99,991	390,267	177,378	-	-	667,636
衍生金融工具	Derivative financial instruments	-	3,131	17,943	27,942	142,985	56,655	248,656
借貸資本	Loan capital	-	-	-	-	1,898,957	-	1,898,957
其他金融負債	Other financial liabilities	401,465	59,876	102,005	161,879	15,004	-	740,229
金融負債總額	Total financial liabilities	27,274,354	21,194,283	15,131,174	7,539,000	246,961	1,955,612	73,341,384
淨額 - 金融資產及負債總額	Net position - total financial assets and liabilities	(19,212,691)	(6,339,523)	(4,615,104)	4,406,376	18,706,560	12,942,015	225,149
存款證當中包括：	Of which certificates of deposit included in:							
持至到期日之證券	Held-to-maturity securities	-	225,243	2,110,648	1,357,430	-	-	3,693,321
債務證券當中包括：	Of which debt securities included in:							
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss							
- 指定按公平值列賬	- Designated at fair value	-	-	-	216,196	996,953	-	1,213,149
可供出售之證券	Available-for-sale securities	-	-	-	-	2,625,897	1,367,643	3,993,540
持至到期日之證券	Held-to-maturity securities	-	1,225,799	2,576,757	2,538,779	2,519,363	739,322	9,600,020
		-	1,225,799	2,576,757	2,754,975	6,142,213	2,106,965	14,806,709

綜合財務報表之附註
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度
for the year ended 31 December 2012

7. 財務風險管理 - 續

流動資金風險 - 續

資產及負債按剩餘到期日分析 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Analysis of assets and liabilities by remaining maturity - continued

		集團									
		THE GROUP									
		一個 月 以內償還 (不包括 即時償還)	一個 月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額			
		Repayable within 1 month Repayable on demand	Repayable after 1 month but within 3 months	Repayable after 3 months but within 1 year	Repayable after 1 year but within 5 years	Repayable after 5 years	Repayable after 5 years	Undated	Total		
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一一年十二月三十一日	At 31 December 2011										
資產	Assets										
庫存現金及短期資金	Cash and short-term funds	6,470,760	11,849,802	338,714	-	-	-	-	18,659,276		
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	-	1,596,870	572,137	-	-	-	2,169,007		
衍生金融工具	Derivative financial instruments	-	2,603	3,985	3,719	281	118,968	-	129,556		
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	-	185,947	371,556	1,287,779	-	307	1,845,589		
可供出售之證券	Available-for-sale securities	-	-	-	-	1,258,736	380,910	206,839	1,846,485		
持至到期日之證券	Held-to-maturity securities	-	1,490,948	193,197	3,597,047	2,764,008	242,882	-	8,288,082		
客戶貸款	Advances to customers	1,767,331	2,856,018	3,991,951	6,718,317	14,051,611	11,766,665	186,591	41,338,484		
同業及其他財務機構貸款	Advances to banks and other financial institutions	-	-	745,720	759,689	-	-	-	1,505,409		
其他金融資產	Other financial assets	238,966	132,095	69,612	158,736	667	-	(196,013)	404,063		
金融資產總額	Total financial assets	<u>8,477,057</u>	<u>16,331,466</u>	<u>7,125,996</u>	<u>12,181,201</u>	<u>19,363,082</u>	<u>12,509,425</u>	<u>197,724</u>	<u>76,185,951</u>		

綜合財務報表之附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

7. 財務風險管理 - 續

流動資金風險 - 續

資產及負債按剩餘到期日分析 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Analysis of assets and liabilities by remaining maturity - continued

		集團								
		THE GROUP								
		一個月 以內償還 (不包括 即時償還)	一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額		
		Repayable within 1 month after demand	Repayable but within 3 months after demand	Repayable but within 3 months after demand	Repayable but within 1 year after demand	Repayable after 5 years	Undated	Total		
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一一年十二月三十一日	At 31 December 2011									
負債	Liabilities									
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	18,820	998,016	70,000	-	-	-	-	1,086,836	
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	-	137,940	282,712	-	-	-	420,652	
客戶存款	Deposits from customers	22,875,493	24,488,399	12,247,213	4,489,832	714,776	-	-	64,815,713	
存款證	Certificates of deposit	-	99,948	79,844	1,265,770	100,000	-	-	1,545,562	
衍生金融工具	Derivative financial instruments	-	4,097	27,364	25,606	184,459	24,170	-	265,696	
借貸資本	Loan capital	-	-	-	-	-	1,852,153	-	1,852,153	
其他金融負債	Other financial liabilities	339,419	56,814	62,330	75,793	24,139	-	-	558,495	
金融負債總額	Total financial liabilities	23,233,732	25,647,274	12,624,691	6,139,713	1,023,374	1,876,323	-	70,545,107	
淨額 - 金融資產及負債總額	Net position - total financial assets and liabilities	(14,756,675)	(9,315,808)	(5,498,695)	6,041,488	18,339,708	10,633,102	197,724	5,640,844	
存款證當中包括：	Of which certificates of deposit included in:									
持至到期日之證券	Held-to-maturity securities	-	879,341	12,340	661,043	18,520	-	-	1,571,244	
債務證券當中包括：	Of which debt securities included in:									
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss									
- 指定按公平值列賬	- Designated at fair value	-	-	185,947	371,556	1,287,779	-	-	1,845,282	
可供出售之證券	Available-for-sale securities	-	-	-	-	1,258,736	380,910	-	1,639,646	
持至到期日之證券	Held-to-maturity securities	-	1,490,948	193,197	3,597,047	2,764,008	242,882	-	8,288,082	
		-	1,490,948	379,144	3,968,603	5,310,523	623,792	-	11,773,010	

綜合財務報表之附註
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度
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7. 財務風險管理 - 續

流動資金風險 - 續

資產及負債按剩餘到期日分析 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Analysis of assets and liabilities by remaining maturity - continued

		銀行							
		THE BANK							
		一個月 以內償還 (不包括 即時償還)	一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額	
		Repayable within 1 month after Repayable on demand	Repayable but within 1 month after 3 months Repayable on demand	Repayable but within 3 months after 1 year Repayable on demand	Repayable but within 1 year after 5 years Repayable on demand	Repayable after 5 years Repayable on demand	Undated	Total	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於二零一二年十二月三十一日	At 31 December 2012								
資產	Assets								
庫存現金及短期資金	Cash and short-term funds	6,089,167	11,103,776	30,000	98,531	-	-	- 17,321,474	
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	-	3,946,248	829,468	-	-	- 4,775,716	
衍生金融工具	Derivative financial instruments	-	6,562	3,987	6,106	-	171,256	- 187,911	
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	-	-	216,196	996,953	-	- 1,213,149	
可供出售之證券	Available-for-sale securities	-	-	-	-	2,625,897	1,367,643	136,550 4,130,090	
持至到期日之證券	Held-to-maturity securities	-	1,225,799	2,576,757	2,538,779	2,519,363	739,322	- 9,600,020	
客戶貸款	Advances to customers	1,634,953	2,284,996	2,398,222	7,369,363	12,717,092	12,619,406	168,157 39,192,189	
同業及其他財務機構貸款	Advances to banks and other financial institutions	-	105,497	1,364,831	694,514	-	-	- 2,164,842	
其他金融資產	Other financial assets	134,026	125,784	192,183	180,312	94,216	224,579	(174,176) 776,924	
金融資產總額	Total financial assets	7,858,146	14,852,414	10,512,228	11,933,269	18,953,521	15,122,206	130,531 79,362,315	

綜合財務報表之附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度

for the year ended 31 December 2012

7. 財務風險管理 - 續

流動資金風險 - 續

資產及負債按剩餘到期日分析 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Analysis of assets and liabilities by remaining maturity - continued

於二零一二年十二月三十一日

At 31 December 2012

負債

Liabilities

同業及其他財務機構存款及結餘

Deposits and balances of banks and other financial institutions

35,287 803,806 659,900 344,484 - - - 1,843,477

於回購協議下出售之金融資產

Financial assets sold under repurchase agreements

- 354,801 - 78,880 - - - 433,681

客戶存款

Deposits from customers

26,837,602 19,872,678 13,961,059 6,748,437 88,972 - - 67,508,748

存款證

Certificates of deposit

- 99,991 390,267 177,378 - - - 667,636

衍生金融工具

Derivative financial instruments

- 3,131 17,943 27,942 142,985 56,655 - - 248,656

借貸資本

Loan capital

- - - - - 1,898,957 - 1,898,957

其他金融負債

Other financial liabilities

451,440 559,577 150,577 186,590 97 - - 1,348,281

金融負債總額

Total financial liabilities

27,324,329 21,693,984 15,179,746 7,563,711 232,054 1,955,612 - 73,949,436

淨額 - 金融資產及負債總額

Net position - total financial assets and liabilities

(19,466,183) (6,841,570) (4,667,518) 4,369,558 18,721,467 13,166,594 130,531 5,412,879

存款證當中包括：

Of which certificates of deposit included in:

持至到期日之證券

Held-to-maturity securities

- 225,243 2,110,648 1,357,430 - - - 3,693,321

債務證券當中包括：

Of which debt securities included in:

按公平值列賬及列入損益賬之金融資產

Financial assets at fair value through profit or loss

- 指定按公平值列賬

- Designated at fair value

- - - 216,196 996,953 - - 1,213,149

可供出售之證券

Available-for-sale securities

- - - - 2,625,897 1,367,643 - 3,993,540

持至到期日之證券

Held-to-maturity securities

- 1,225,799 2,576,757 2,538,779 2,519,363 739,322 - 9,600,020

- 1,225,799 2,576,757 2,754,975 6,142,213 2,106,965 - 14,806,709

綜合財務報表之附註
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一二年十二月三十一日止年度
for the year ended 31 December 2012

7. 財務風險管理 - 續

流動資金風險 - 續

資產及負債按剩餘到期日分析 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Analysis of assets and liabilities by remaining maturity - continued

		銀行									
		THE BANK									
		一個月 以內償還 (不包括 即時償還)	一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額			
		Repayable within 1 month Repayable on demand	Repayable but within 3 months after on demand)	Repayable but within 3 months after on demand)	Repayable but within 1 year after on demand)	Repayable but within 5 years after on demand)	Repayable after 5 years on demand)	Undated	Total		
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000		
於二零一一年十二月三十一日	At 31 December 2011										
資產	Assets										
庫存現金及短期資金	Cash and short-term funds	6,460,213	11,849,802	338,714	-	-	-	-	-	18,648,729	
存放同業及其他財務機構款項	Placements with banks and other financial institutions	-	-	1,585,940	548,879	-	-	-	-	2,134,819	
衍生金融工具	Derivative financial instruments	-	2,603	3,985	3,719	281	118,968	-	-	129,556	
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss	-	-	185,947	371,556	1,287,779	-	-	-	1,845,282	
可供出售之證券	Available-for-sale securities	-	-	-	-	1,258,736	380,910	126,154	-	1,765,800	
持至到期日之證券	Held-to-maturity securities	-	1,490,948	193,197	3,597,047	2,764,008	242,882	-	-	8,288,082	
客戶貸款	Advances to customers	1,767,331	2,856,018	3,991,951	6,718,317	14,051,611	11,766,665	186,591	-	41,338,484	
同業及其他財務機構貸款	Advances to banks and other financial institutions	-	-	745,720	759,689	-	-	-	-	1,505,409	
其他金融資產	Other financial assets	129,496	129,916	68,060	157,486	667	229,581	(198,173)	-	517,033	
金融資產總額	Total financial assets	8,357,040	16,329,287	7,113,514	12,156,693	19,363,082	12,739,006	114,572	-	76,173,194	

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7. 財務風險管理 - 續

流動資金風險 - 續

資產及負債按剩餘到期日分析 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Liquidity risk - continued

Analysis of assets and liabilities by remaining maturity - continued

		銀行								
		THE BANK								
		一個月 以內償還 (不包括 即時償還)	一個月 至三個月 以內償還	三個月 至一年 以內償還	一年 至五年 以內償還	超過五年 償還	無明確 日期	總額		
		Repayable within 1 month on demand	Repayable after 1 month but within 3 months	Repayable after 3 months but within 1 year	Repayable after 1 year but within 5 years	Repayable after 5 years	Undated	Total		
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一一年十二月三十一日	At 31 December 2011									
負債	Liabilities									
同業及其他財務機構存款及結餘	Deposits and balances of banks and other financial institutions	18,820	998,016	70,000	-	-	-	-	-	1,086,836
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	-	-	137,940	282,712	-	-	-	-	420,652
客戶存款	Deposits from customers	22,875,362	24,488,399	12,247,213	4,489,832	714,776	-	-	-	64,815,582
存款證	Certificates of deposit	-	99,948	79,844	1,265,770	100,000	-	-	-	1,545,562
衍生金融工具	Derivative financial instruments	-	4,097	27,364	25,606	184,459	24,170	-	-	265,696
借貸資本	Loan capital	-	-	-	-	-	1,852,153	-	-	1,852,153
其他金融負債	Other financial liabilities	496,177	553,364	110,741	58,514	2,538	-	-	-	1,221,334
金融負債總額	Total financial liabilities	23,390,359	26,143,824	12,673,102	6,122,434	1,001,773	1,876,323	-	-	71,207,815
淨額 - 金融資產及負債總額	Net position - total financial assets and liabilities	(15,033,319)	(9,814,537)	(5,559,588)	6,034,259	18,361,309	10,862,683	114,572	-	4,965,379
存款證當中包括：	Of which certificates of deposit included in:									
持至到期日之證券	Held-to-maturity securities	-	879,341	12,340	661,043	18,520	-	-	-	1,571,244
債務證券當中包括：	Of which debt securities included in:									
按公平值列賬及列入損益賬之金融資產	Financial assets at fair value through profit or loss									
- 指定按公平值列賬	- Designated at fair value	-	-	185,947	371,556	1,287,779	-	-	-	1,845,282
可供出售之證券	Available-for-sale securities	-	-	-	-	1,258,736	380,910	-	-	1,639,646
持至到期日之證券	Held-to-maturity securities	-	1,490,948	193,197	3,597,047	2,764,008	242,882	-	-	8,288,082
		-	1,490,948	379,144	3,968,603	5,310,523	623,792	-	-	11,773,010

7. 財務風險管理 - 續

金融資產及負債之公平值

除下表詳述外，本集團及本銀行之董事認為於綜合財務報表內以攤銷成本入賬的金融資產及金融負債之賬面值與其公平值相若。

金融資產
- 持至到期日之證券
金融負債
- 借貸資本

上市證券的公平值是根據相關的證券交易所的公開市場買入價來釐定的。

指定按公平值列賬及列入損益賬之金融資產的可換股債券及結構性工具、被分類為可供出售之債務證券、持至到期日之債務證券及借貸資本的公平值是根據價格服務提供者、證券商、市場經紀及其他服務提供者所提供的參考價格來計算的。債務證券的公平值已運用估價模式核實。估價模式的輸入變數是盡可能由可觀察的市場資料所釐定的。

衍生金融工具的公平值是以公開價格來計算的。當這些價格不存在時，衍生金融工具便會以外匯報價或以利率報價產生的孳息率曲線去估計未來的現金流，折算成現值來計量的。

其他金融資產及金融負債(衍生金融工具除外)的公平值是根據一般市場接受的計價方法去釐定的，即根據折算現金流分析。

在財務狀況表中確認的公平值計量

下表對在初始確認後以公平值計量並根據公平值的可觀察程度分為第一級別至第三級別的金融工具進行了分析。

- 第一級別公平值計量是指由活躍市場上相同資產或負債的標價(不做任何調整)得出的公平值計量。

7. FINANCIAL RISK MANAGEMENT - continued

Fair value of financial assets and liabilities

Except as detailed in the following table, the directors of the Group and the Bank consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

		集團及銀行 THE GROUP AND THE BANK			
		賬面值 Carrying value		公平值 Fair value	
		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Financial assets					
- Held-to-maturity securities		<u>9,600,020</u>	8,288,082	<u>9,634,003</u>	<u>8,279,329</u>
Financial liabilities					
- Loan capital		<u>1,898,957</u>	1,852,153	<u>1,927,742</u>	<u>1,715,830</u>

The fair value of listed securities is determined with reference to quoted market bid price from relevant stock exchange.

The fair values of convertible bonds and structured products designated as financial assets at fair value through profit or loss, debt securities classified as available-for-sale securities, held-to-maturity securities and loan capital are calculated based on indicative prices provided by pricing service provider, dealers, brokers and other service providers. Valuation models are used to substantiate the fair value of the debt securities. Inputs to valuation models are determined from observable market data, wherever possible.

The fair value of derivative financial instruments is calculated using quoted prices. Where such prices are not available, the derivatives are measured using quoted forward exchange rates or the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates, as appropriate.

The fair value of other financial assets and financial liabilities (excluding derivative financial instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

Fair value measurements recognised in the statements of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

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7. 財務風險管理 - 續

在財務狀況表中確認的公平值計量 - 續

- 第二級別公平值計量是指由除第一級別所含標價之外的，可直接（即價格）或間接（即由價格得出）觀察的與資產或負債相關的輸入資料得出的公平值計量。
- 第三級別公平值計量是指由包含以不可觀察市場資料為依據的與資產或負債相關的輸入變數（不可觀察輸入變數）的估價技術得出的公平值計量。

於二零一二年十二月三十一日

持作買賣用途之金融資產

指定按公平值列賬及

列入損益賬之金融資產

可供出售之證券

非用作對沖的衍生金融資產

用作對沖的衍生金融資產

非用作對沖的衍生金融負債

用作對沖的衍生金融負債

總額

於二零一二年十二月三十一日

指定按公平值列賬及

列入損益賬之金融資產

可供出售之證券

非用作對沖的衍生金融資產

用作對沖的衍生金融資產

非用作對沖的衍生金融負債

用作對沖的衍生金融負債

總額

7. FINANCIAL RISK MANAGEMENT - continued

Fair value measurements recognised in the statements of financial position - continued

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

At 31 December 2012

Financial assets held for trading

Financial assets designated at

fair value through profit or loss

Available-for-sale securities

Derivative financial assets not

used for hedging

Derivative financial assets used

for hedging

Derivative financial liabilities

not used for hedging

Derivative financial liabilities

used for hedging

Total

集團 THE GROUP			
公平值等級架構 Fair value hierarchy			
第一級別 Level 1	第二級別 Level 2	第三級別 Level 3	總額 Total
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
261	-	-	261
-	794,048	419,101	1,213,149
193,067	3,990,868	2,711	4,186,646
-	21,146	-	21,146
-	166,765	-	166,765
-	(118,154)	-	(118,154)
-	(130,502)	-	(130,502)
<u>193,328</u>	<u>4,724,171</u>	<u>421,812</u>	<u>5,339,311</u>

銀行

THE BANK

公平值等級架構

Fair value hierarchy

第一級別 Level 1	第二級別 Level 2	第三級別 Level 3	總額 Total
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
-	794,048	419,101	1,213,149
104,908	3,990,868	2,711	4,098,487
-	21,146	-	21,146
-	166,765	-	166,765
-	(118,154)	-	(118,154)
-	(130,502)	-	(130,502)
<u>104,908</u>	<u>4,724,171</u>	<u>421,812</u>	<u>5,250,891</u>

At 31 December 2012

Financial assets designated at

fair value through profit or loss

Available-for-sale securities

Derivative financial assets not

used for hedging

Derivative financial assets used

for hedging

Derivative financial liabilities

not used for hedging

Derivative financial liabilities

used for hedging

Total

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7. 財務風險管理 - 續

在財務狀況表中確認的公平值計量 - 續

7. FINANCIAL RISK MANAGEMENT - continued

Fair value measurements recognised in the statements of financial position - continued

		集團 THE GROUP			
		公平值等級架構 Fair value hierarchy			
		第一級別 Level 1 港幣千元 HK\$'000	第二級別 Level 2 港幣千元 HK\$'000	第三級別 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一一年十二月三十一日	At 31 December 2011				
持作買賣用途之金融資產	Financial assets held for trading	307	-	-	307
指定按公平值列賬及 列入損益賬之金融資產	Financial assets designated at fair value through profit or loss	-	1,427,635	417,647	1,845,282
可供出售之證券	Available-for-sale securities	173,786	1,638,649	1,076	1,813,511
非用作對沖的衍生金融資產	Derivative financial assets not used for hedging	-	13,501	-	13,501
用作對沖的衍生金融資產	Derivative financial assets used for hedging	-	116,055	-	116,055
非用作對沖的衍生金融負債	Derivative financial liabilities not used for hedging	-	(203,110)	-	(203,110)
用作對沖的衍生金融負債	Derivative financial liabilities used for hedging	-	(62,586)	-	(62,586)
總額	Total	<u>174,093</u>	<u>2,930,144</u>	<u>418,723</u>	<u>3,522,960</u>

		銀行 THE BANK			
		公平值等級架構 Fair value hierarchy			
		第一級別 Level 1 港幣千元 HK\$'000	第二級別 Level 2 港幣千元 HK\$'000	第三級別 Level 3 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一一年十二月三十一日	At 31 December 2011				
指定按公平值列賬及 列入損益賬之金融資產	Financial assets designated at fair value through profit or loss	-	1,427,635	417,647	1,845,282
可供出售之證券	Available-for-sale securities	97,069	1,638,649	1,076	1,736,794
非用作對沖的衍生金融資產	Derivative financial assets not used for hedging	-	13,501	-	13,501
用作對沖的衍生金融資產	Derivative financial assets used for hedging	-	116,055	-	116,055
非用作對沖的衍生金融負債	Derivative financial liabilities not used for hedging	-	(203,110)	-	(203,110)
用作對沖的衍生金融負債	Derivative financial liabilities used for hedging	-	(62,586)	-	(62,586)
總額	Total	<u>97,069</u>	<u>2,930,144</u>	<u>418,723</u>	<u>3,445,936</u>

於上述兩年期間，第一級別及第二級別兩者間並沒有發生任何轉移。

There were no transfers between Levels 1 and 2 in both years.

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7. 財務風險管理 - 續

在財務狀況表中確認的公平值計量 - 續

金融資產第三級別公平值計量的
調節：

7. FINANCIAL RISK MANAGEMENT - continued

Fair value measurements recognised in the statements of financial position - continued

Reconciliation of Level 3 fair value measurements of financial assets

		集團及銀行 THE GROUP AND THE BANK		
		指定按公平值列賬 及列入損益賬 之金融資產 Financial assets designated at fair value through profit or loss 港幣千元 HK\$'000	可供出售 之證券 Available- for-sale securities 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一一年一月一日結餘	Balance at 1 January 2011	305,385	41,328	346,713
於綜合損益賬內確認之淨虧損總額	Total net losses recognised in consolidated income statement	(42,430)	–	(42,430)
於重估儲備內確認之淨溢利總額	Total net losses recognised in the revaluation reserve	–	(1,670)	(1,670)
購買	Purchases	155,336	–	155,336
到期 / 出售	Matured / disposals	–	(38,582)	(38,582)
外幣匯率之變動	Foreign exchange rate movements	(644)	–	(644)
於二零一一年十二月三十一日結餘	Balance at 31 December 2011	417,647	1,076	418,723
於綜合損益賬內確認之淨溢利總額	Total net gains recognised in consolidated income statement	47,759	–	47,759
於重估儲備內確認之淨溢利總額	Total net gains recognised in the revaluation reserve	–	1,635	1,635
購買	Purchases	–	–	–
到期 / 出售	Matured / disposals	(45,506)	–	(45,506)
外幣匯率之變動	Foreign exchange rate movements	(799)	–	(799)
於二零一二年十二月三十一日結餘	Balance at 31 December 2012	419,101	2,711	421,812

7. 財務風險管理 - 續

在財務狀況表中確認的公平值計量 - 續

本集團大部份的投資價值是根據活躍市場的標價或可觀察的市場數據所釐定。當中根據估計以公平值入賬於第三級別內的投資只佔總資產的一小部份 (0.5%) (二零一一年: 0.5%)。此估價對估計假設相當敏感，當一個或多個假設轉變至合理及有可能的代替假設時，相信不會對本集團及本銀行的財務狀況造成重大影響。

包含在綜合損益賬內的是年度淨溢利或虧損總額，其中港幣47,759,000元溢利 (二零一一年: 港幣42,430,000元虧損) 是關於報告期末仍然持有的投資。這些投資的公平值的溢利或虧損是包含在按公平值列賬及列入損益賬之金融工具之淨溢利中。

包含在其他全面收益內的是年度淨溢利或虧損總額，其中港幣1,635,000元溢利 (二零一一年: 港幣1,670,000元虧損) 是關於報告期末仍然持有的可供出售之證券。

7. FINANCIAL RISK MANAGEMENT - continued

Fair value measurements recognised in the statements of financial position - continued

The majority of the Group's investments are valued based on quoted market information or observable market data. A small percentage, 0.5% (2011: 0.5%), of total assets recorded at fair value, are based on estimates and recorded as Level 3 investments. Whilst such valuations are sensitive to estimates, it is believed that changing one or more of the assumptions to reasonably possible alternative assumptions would not have a big impact on the Group's and Bank's financial positions.

Of the total net gains or losses for the year included in consolidated income statement, HK\$47,759,000 gains (2011: HK\$42,430,000 losses) are related to these investments held at the end of the reporting period. Fair value gains or losses of these investments are included in net gains on financial instruments at fair value through profit or loss.

Of the total net gains or losses for the year included in other comprehensive income, an amount of HK\$1,635,000 gains (2011: HK\$1,670,000 losses) relate to available-for-sale securities held at the end of the reporting period.

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截至二零一二年十二月三十一日止年度

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8. 淨利息收入

8. NET INTEREST INCOME

		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
利息收入	Interest income		
存放於同業及其他財務機構之 結餘及款項	Balances and placements with banks and other financial institutions	317,724	281,526
證券投資	Investments in securities	293,085	260,547
貸款及借貸	Loans and advances	890,160	797,409
利率掉期合約	Interest rate swaps	62,851	30,507
		<u>1,563,820</u>	<u>1,369,989</u>
利息支出	Interest expense		
同業及客戶之存款及結餘	Deposits and balances from banks and customers	(588,238)	(449,237)
於回購協議下出售之金融資產	Financial assets sold under repurchase agreements	(4,640)	(4,084)
存款證	Certificates of deposit	(31,417)	(7,126)
發行借貸資本	Loan capital in issue	(66,910)	(73,635)
利率掉期合約	Interest rate swaps	(35,707)	(20,586)
		<u>(726,912)</u>	<u>(554,668)</u>
淨利息收入	Net interest income	<u>836,908</u>	<u>815,321</u>
已計入利息收益	Included within interest income		
減值貸款利息收入	Interest income on impaired loans and advances	374	1,214

包括在利息收入及利息支出中來自非按公平值列賬及列入損益賬之金融資產及金融負債中所獲得及產生的收入及支出分別為港幣1,484,940,000元(二零一一年：港幣1,297,997,000元)及港幣691,205,000元(二零一一年：港幣534,082,000元)。

Included within interest income and interest expense are HK\$1,484,940,000 (2011: HK\$1,297,997,000) and HK\$691,205,000 (2011: HK\$534,082,000) for financial assets and financial liabilities that are not at fair value through profit or loss, respectively.

以上金額包括來自非上市投資證券之利息收入為港幣293,085,000元(二零一一年：港幣260,547,000元)。

Included above is interest income from unlisted investments in securities of HK\$293,085,000 (2011: HK\$260,547,000).

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9. 淨費用及佣金收入

費用及佣金收入
證券買賣
信貸限額
貿易融資
信用卡服務
代理服務
其他
費用及佣金收入總額
減：費用及佣金支出
淨費用及佣金收入
其中：
淨費用收入，不包括用作計算實際利率之金額，關於不是持作買賣用途或指定按公平值列賬及列入損益賬之金融資產及金融負債
- 費用收入
- 費用支出

9. NET FEE AND COMMISSION INCOME

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Fee and commission income		
Securities dealings	116,755	152,105
Credit lines	15,090	13,364
Trade finance	12,067	11,381
Credit card services	68,880	63,620
Agency services	25,085	22,262
Others	16,072	13,525
Total fee and commission income	<u>253,949</u>	<u>276,257</u>
Less: Fee and commission expense	<u>(64,584)</u>	<u>(58,534)</u>
Net fee and commission income	<u>189,365</u>	<u>217,723</u>
of which:		
Net fee income, other than amounts included in determining the effective interest rate, arising from financial assets or financial liabilities that are not held for trading nor designated at fair value through profit or loss		
- fee income	104,855	96,043
- fee expenses	<u>(62,511)</u>	<u>(57,547)</u>
	<u>42,344</u>	<u>38,496</u>

10. 按公平值列賬及列入損益賬之金融工具之淨溢利(虧損) / 公平值對沖之淨溢利(虧損)

按公平值列賬及列入損益賬之金融工具之淨溢利(虧損)
- 指定按公平值列賬及列入損益賬(附註1)
- 持作買賣用途(附註2)
公平值對沖之淨溢利(虧損)
- 與對沖風險有關的對沖項目之淨虧損
- 對沖工具之淨溢利

10. NET GAINS (LOSSES) ON FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS / NET GAINS (LOSSES) ON FAIR VALUE HEDGE

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Net gains (losses) on financial instruments at fair value through profit or loss		
- designated at fair value through profit or loss (Note 1)	(28,721)	(47,833)
- held for trading (Note 2)	86,194	(54,585)
	<u>57,473</u>	<u>(102,418)</u>
Net gains (losses) on fair value hedge		
- net losses on hedged items attributable to the hedged risk	(23,068)	(175,030)
- net gains on hedging instruments	24,268	154,351
	<u>1,200</u>	<u>(20,679)</u>

附註1：兩年之指定按公平值列賬及列入損益賬之金融工具之淨溢利(虧損)主要是來自結構性工具及可換股債券之信貸風險變動。

Note 1: The net gains (losses) on financial instruments designated at fair value through profit or loss in both years were primarily attributable to the changes in credit risk of the structured products and the convertible bonds.

附註2：淨溢利(虧損)主要是和持作買賣用途的利率掉期合約及持作買賣用途的跨貨幣利率掉期合約相關，於二零一二年及二零一一年十二月三十一日的剩餘合約詳列於附註18。

Note 2: The net gains (losses) mainly related to interest rate swaps held for trading and cross-currency interest rate swap held for trading. Details of the outstanding contracts as at 31 December 2012 and 2011 are set out in note 18.

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11. 其他營業收入

11. OTHER OPERATING INCOME

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
股息收入		
- 上市投資	6,214	6,128
- 非上市投資	4,585	3,692
外匯交易及外幣合約所得收益淨額		
	108,228	54,168
投資物業租金收入毛額	16,447	14,424
減：開支	(1,206)	(1,133)
租金收入淨額	15,241	13,291
保管箱租金收入	36,136	32,181
除索償及佣金支出之保險承保溢價		
	18,100	11,372
其他銀行服務收入	45,117	44,154
於先前已被註銷的迷你債券回購 計劃而其後收回之金額 (附註)		
	-	234,632
其他	4,214	5,237
	<u>237,835</u>	<u>404,855</u>

附註：於二零一一年三月二十八日，本銀行宣佈與雷曼兄弟、雷曼迷你債券（「迷你債券」）接管人、信託人及其他15間分銷銀行就恢復迷你債券相關抵押品（「抵押品」）簽訂協議（「協議」）。根據有關協議，扣除給予持有迷你債券的客戶之特惠金後，本銀行在期內從抵押品收回之前於二零零九年及二零一零年（已包括在二零零九年及二零一零年綜合財務報表內的「關於迷你債券回購計劃的支出」）被註銷關於迷你債券回購計劃之金額合共港幣234,632,000元。

Note: The Bank announced on 28 March 2011 that it has entered into an agreement (“Agreement”) with the Lehman Brothers, the trustee and the receiver for the Lehman Brothers Minibonds (“Minibonds”), and fifteen other distributing banks in relation to the recovery of the Minibonds’ underlying collateral (“Collateral”). Pursuant to the Agreement, the Bank received recoveries of amounts previously written-off in the years 2009 and 2010 (included in “Expenses relating to Minibonds Repurchase Scheme” in the consolidated financial statements for the years 2009 and 2010) from the Collateral during the period, net of ex-gratia payments to customers who held the Minibonds, amounting to HK\$234,632,000.

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12. 營業支出

12. OPERATING EXPENSES

		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
核數師酬金	Auditor's remuneration	4,304	4,141
人事費用(包括董事酬金)	Staff costs (including directors' emoluments)		
- 薪金及其他費用	- Salaries and other costs	423,522	401,432
- 退休福利計劃供款	- Retirement benefits scheme contributions	30,846	28,672
人事費用總額	Total staff costs	454,368	430,104
折舊	Depreciation	59,209	54,742
預付土地租金之釋放	Release of prepaid lease payments for land	66	66
行址及設備支出， 折舊 / 預付土地租金之釋放 除外：	Premises and equipment expenses, excluding depreciation / release of prepaid lease payments for land:		
- 物業租金及差餉	- Rentals and rates for premises	44,030	47,540
- 其他	- Others	26,367	21,085
其他營業支出	Other operating expenses	<u>200,247</u>	<u>215,877</u>
		<u>788,591</u>	<u>773,555</u>

營運租賃之最低租金支出為港幣37,220,000元(二零一一年：港幣41,243,000元)已包括於行址及設備支出中。

Included in the premises and equipment expenses are minimum lease payments under operating lease of HK\$37,220,000 (2011: HK\$41,243,000).

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13. 董事、行政總裁及僱員薪酬

支付或應付予本銀行董事及行政總裁之薪酬總額如下：

13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

The emoluments paid or payable to each of the directors and the chief executive of the Bank were as follows:

	2012					2011				
	袍金 Fees 港幣千元 HK\$'000	薪金及 其他福利 Salaries and other benefits 港幣千元 HK\$'000	特別獎金 Discretionary bouns 港幣千元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefits scheme 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	袍金 Fees 港幣千元 HK\$'000	薪金及 其他福利 Salaries and other benefits 港幣千元 HK\$'000	特別獎金 Discretionary bouns 港幣千元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefits scheme 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
常務董事及行政總裁	(附註 Note 2)					(附註 Note 2)				
Executive Directors and Chief Executive										
廖烈武	250	454	34	41	779	250	433	34	41	758
廖烈智 (附註 1)	150	7,515	280	318	8,263	150	6,076	220	255	6,701
劉惠民	150	2,328	195	231	2,904	150	2,205	185	219	2,759
廖謙城	150	4,337	329	395	5,211	150	4,990	329	392	5,861
廖俊寧	150	2,047	135	161	2,493	150	2,132	130	154	2,566
曾昭永 (於二零一二年十二月三十一日辭任為常務董事)	150	2,186	182	215	2,733	150	2,059	172	203	2,584
王克嘉 (於二零一二年十二月三十一日辭任為常務董事)	150	2,130	180	205	2,665	150	1,994	170	182	2,496
常務董事及行政總裁薪酬總額	1,150	20,997	1,335	1,566	25,048	1,150	19,889	1,240	1,446	23,725
非常務董事	Non-executive Directors					Non-executive Directors				
何家樂 (於二零一二年五月二十二日獲委任為非常務董事)	104	-	-	-	104	-	-	-	-	-
廖駿倫 (於二零一二年十二月三十一日辭任為非常務董事)	170	23	-	-	193	150	27	-	-	177
堀越秀一 (於二零一二年八月八日獲委任為非常務董事)	68	-	-	-	68	-	-	-	-	-
廖坤城	170	-	-	-	170	150	-	-	-	150
周卓如	250	-	-	-	250	200	-	-	-	200
孟慶惠	170	-	-	-	170	150	-	-	-	150
王曉明 (於二零一二年五月二十二日辭任為非常務董事)	66	-	-	-	66	150	-	-	-	150
大塚英充 (於二零一二年八月八日辭任為非常務董事)	102	-	-	-	102	150	-	-	-	150
非常務董事薪酬總額	1,100	23	-	-	1,123	950	27	-	-	977
獨立非常務董事	Independent Non-executive Directors					Independent Non-executive Directors				
陳有慶	250	-	-	-	250	200	-	-	-	200
范華達 (於二零一二年八月八日調任為獨立非常務董事)	250	80	-	-	330	200	80	-	-	280
謝德耀	250	-	-	-	250	200	-	-	-	200
鄭福和	250	-	-	-	250	200	-	-	-	200
馬照祥	250	-	-	-	250	200	-	-	-	200
獨立非常務董事薪酬總額	2,500	-	-	-	2,500	2,000	-	-	-	2,000
總額	3,500	21,100	1,335	1,566	27,501	3,100	19,996	1,240	1,446	25,782

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13. 董事、行政總裁及僱員薪酬 - 續

附註1：本銀行之董事總經理兼行政總裁。

附註2：特別獎金參照董事個人表現及薪酬委員會的准許。

本集團二零一二年及二零一一年五名薪酬最高之僱員均為本銀行之董事，其薪酬詳列於上述附註。截至二零一二年十二月三十一日及二零一一年十二月三十一日，沒有董事或行政總裁放棄薪酬。

13. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS - continued

Note 1: Being the Bank's Managing Director and Chief Executive Officer.

Note 2: The discretionary bonus is determined by reference to the individual performance of the directors and approved by the Remuneration Committee.

The five highest paid individuals in the Group in 2012 and 2011 were all directors of the Bank and details of their emoluments are included above. No directors nor the chief executive waived any emoluments in the years ended 31 December 2012 and 31 December 2011.

14. 稅項

稅項支出包括：

香港利得稅

- 是年度
- 往年度回撥差額

海外稅項

- 是年度
- 往年度回撥差額

遞延稅項 (附註 33)

香港利得稅乃依據本年度估計應課稅溢利稅率百分之十六點五計算 (二零一一年：百分之十六點五)。

其他司法管轄地區之稅率乃根據其司法管轄地區之現行稅率計算。

14. TAXATION

The tax charge comprises:

Hong Kong Profits Tax

- Current year
- Over provision in prior years

Overseas taxation

- Current year
- Over provision in prior years

Deferred tax (Note 33)

Hong Kong Profits Tax is calculated at 16.5% (2011: 16.5%) of the estimated assessable profit for the year.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
	84,641	99,708
	(229)	(299)
	<u>84,412</u>	<u>99,409</u>
	16,815	17,983
	(402)	(418)
	<u>2,220</u>	<u>(10,038)</u>
	<u>103,045</u>	<u>106,936</u>

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14. 稅項 - 續

本集團的綜合損益賬中除稅前溢利與是年度之稅項支出之對賬如下：

除稅前溢利
按本地之利得稅稅率百分之十六點五(二零一一年：百分之十六點五)計算之稅項
所佔聯營公司之溢利之稅務影響 不可扣減支出之稅務影響
毋須課稅之收入之稅務影響
往年度回撥差額
在其他司法管轄地區經營之附屬公司及分行繳納不同稅率之稅務影響
其他
本年度稅項支出

14. TAXATION - continued

The tax charge for the year can be reconciled to the Group's profit before taxation per the consolidated income statement as follows:

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Profit before taxation	<u>646,385</u>	<u>667,652</u>
Tax at the domestic income tax rate of 16.5% (2011: 16.5%)	106,654	110,163
Tax effect of share of profits of associates	(5,945)	(2,979)
Tax effect of expenses not deductible for tax purpose	64	3,610
Tax effect of income not taxable for tax purpose	(4,881)	(3,933)
Over provision in prior years	(631)	(717)
Effect of different tax rates of subsidiaries and branches operating in other jurisdictions	5,350	1,630
Others	<u>2,434</u>	<u>(838)</u>
Tax charge for the year	<u>103,045</u>	<u>106,936</u>

15. 股息

本年度被確認為派發之股息：

二零一二年年度中期， 每股港幣0.11元(二零一一年： 二零一一年年度中期， 每股港幣0.15元)
二零一一年年度末期， 每股港幣0.35元(二零一一年： 二零一零年年度末期， 每股港幣0.35元)

15. DIVIDENDS

Dividends recognised as distribution during the year:

2012 Interim - HK\$0.11 (2011: 2011 Interim - HK\$0.15) per share	47,850	65,250
2011 Final - HK\$0.35 (2011: 2010 Final - HK\$0.35) per share	152,250	152,250
	<u>200,100</u>	<u>217,500</u>

董事會建議擬派發本年度末期股息為每股港幣0.35元，合共港幣152,250,000元(二零一一年：港幣0.35元，合共港幣152,250,000元)，並將於下次週年股東大會中由股東批核。

The final dividend of HK\$0.35 per share, totalling HK\$152,250,000, in respect of the current financial year (2011: HK\$0.35 per share, totalling HK\$152,250,000) has been proposed by the directors and is subject to approval by the shareholders in the next annual general meeting.

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16. 每股盈利 - 基本

每股基本盈利之計算乃根據本銀行擁有人應佔溢利港幣543,340,000元(二零一一年: 港幣560,716,000元)及於年內已發行435,000,000股(二零一一年: 435,000,000股)普通股計算。

因為截至二零一二年十二月三十一日止年度沒有發行潛在普通股, 所以並沒有每股攤薄盈利(二零一一年: 無)。

17. 庫存現金及短期資金

庫存現金及存放同業及其他財務機構款項
通知及短期存款
外匯基金票據

16. EARNINGS PER SHARE - BASIC

The calculation of basic earnings per share is based on the profit attributable to owners of the Bank of HK\$543,340,000 (2011: HK\$560,716,000) and on 435,000,000 (2011: 435,000,000) ordinary shares in issue during the year.

No dilution earnings per share is presented as no potential ordinary shares were in issue for the year ended 31 December 2012 (2011: nil).

17. CASH AND SHORT-TERM FUNDS

	集團 THE GROUP		銀行 THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Cash and balances with banks and other financial institutions	6,060,810	6,393,092	6,050,407	6,382,545
Money at call and short notice	10,472,554	8,717,815	10,472,554	8,717,815
Exchange fund bills	798,513	3,548,369	798,513	3,548,369
	<u>17,331,877</u>	<u>18,659,276</u>	<u>17,321,474</u>	<u>18,648,729</u>

18. 衍生金融工具

持作買賣用途的衍生工具
- 外幣遠期合約
- 利率掉期合約
- 跨貨幣利率掉期合約
指定作對沖工具的衍生工具
- 利率掉期合約
- 跨貨幣利率掉期合約

於二零一二年十二月三十一日所持有的外幣遠期買入合約的貨幣主要包括港幣及澳幣(二零一一年: 港幣、人民幣及澳幣), 及遠期賣出合約的貨幣主要包括人民幣及美元(二零一一年: 人民幣及美元)。於二零一二年及二零一一年十二月三十一日, 所有這些合約的結算日均在報告期末一年內。

18. DERIVATIVE FINANCIAL INSTRUMENTS

	集團及銀行 THE GROUP AND THE BANK					
	2012			2011		
	名義金額 Notional amount	公平值 Fair values		名義金額 Notional amount	公平值 Fair values	
		資產 Assets	負債 Liabilities		資產 Assets	負債 Liabilities
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
Derivatives held for trading						
- Foreign currency forward contracts	6,037,758	16,584	21,380	1,318,444	8,181	5,783
- Interest rate swaps	796,280	4,562	95,192	1,359,407	5,320	190,608
- Cross-currency interest rate swap	36,040	-	1,582	40,360	-	6,719
Derivatives designated as hedging instruments						
- Interest rate swaps	5,286,864	166,765	120,792	3,161,088	116,055	51,907
- Cross-currency interest rate swaps	233,306	-	9,710	233,306	-	10,679
	<u>187,911</u>	<u>248,656</u>		<u>129,556</u>	<u>265,696</u>	

The currencies of foreign currency forward buy contracts as at 31 December 2012 mainly comprise Hong Kong dollars and Australian dollars (2011: Hong Kong dollars, Renminbi and Australian dollars), and the currencies in the forward sale contracts mainly comprise Renminbi and United States dollars (2011: Renminbi and United States dollars). As at 31 December 2012 and 2011, all of these contracts have a settlement date within one year from the end of the reporting period.

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18. 衍生金融工具 - 續

持作買賣用途的利率掉期合約及跨貨幣利率掉期合約的剩餘到期日為一至八年(二零一一年:一至九年)。

於二零一二年及二零一一年十二月三十一日,持作買賣用途的利率掉期合約的名義金額合共港幣796,280,000元(二零一一年:港幣1,359,407,000元),當中名義金額合共港幣60,000,000元(二零一一年:港幣60,000,000元)為浮動利率換固定利率的掉期合約,餘下名義金額合共港幣736,280,000元(二零一一年:港幣1,299,407,000元)為固定利率換浮動利率的掉期合約。

於二零一二年及二零一一年十二月三十一日,持作買賣用途的跨貨幣利率掉期合約為浮動利率換浮動利率的償還日圓收取美元的掉期合約。

衍生工具風險之重置成本及加權信貸風險金額是根據香港《銀行業條例》下的《銀行業(資本)規則》計算如下:

匯率合約

利率合約

重置成本是指本集團為代替該現有交易或該現有合約而須與另一對手訂立另一項對本集團有大致相同經濟後果的合約的情況下,本集團會產生的成本及是藉將該現有交易或該現有合約按市價計值方式計算的。如所得值對本集團而言是正數,重置成本則為該現有交易或該現有合約的所得值。如所得值對本集團而言是負數,重置成本則為零。重置成本乃此等合約之信用風險於報告期末之接近的估計金額。

衍生金融工具包括匯率合約及利率合約以公平值於財務狀況表列賬。

衍生金融工具的公平值並不考慮雙邊淨額結算協議之影響。

18. DERIVATIVE FINANCIAL INSTRUMENTS - continued

The remaining maturity of interest rate swaps and cross-currency interest rate swap held for trading ranged from 1 to 8 years (2011: 1 to 9 years).

Of the interest rate swaps held for trading with a notional amount of HK\$796,280,000 (2011: HK\$1,359,407,000) as at 31 December 2012 and 2011, the notional amount of HK\$60,000,000 (2011: HK\$60,000,000) was floating-to-fixed rate swaps, the remaining notional amount of HK\$736,280,000 (2011: HK\$1,299,407,000) was fixed-to-floating rate swaps.

The cross-currency interest rate swap held for trading as at 31 December 2012 and 2011 was a floating-to-floating rate swap paying Japanese yen receiving United States dollars.

The replacement costs and credit risk weighted amounts of derivative exposures calculated based on the Banking (Capital) Rules of the Hong Kong Banking Ordinance are as follows:

集團及銀行 THE GROUP AND THE BANK

	2012			2011		
	名義金額 Notional amount 港幣千元 HK\$'000	重置成本 Replacement cost 港幣千元 HK\$'000	加權信貸 風險金額 Credit risk weighted amount 港幣千元 HK\$'000	名義金額 Notional amount 港幣千元 HK\$'000	重置成本 Replacement cost 港幣千元 HK\$'000	加權信貸 風險金額 Credit risk weighted amount 港幣千元 HK\$'000
匯率合約	6,307,104	16,584	22,865	1,592,110	8,181	14,662
利率合約	6,083,144	171,327	53,978	4,520,495	121,375	38,601
		187,911	76,843		129,556	53,263

Replacement cost is the cost which would be incurred by the Group if it was required to enter into another contract to replace the existing transaction or existing contract with another counterparty with substantially the same economic consequences for the Group and is calculated by marking-to-market the existing transaction or contract. If the resultant value is positive for the Group, the replacement cost shall be the resultant value of the existing transaction or existing contract. If the resultant value is negative for the Group, the replacement cost shall be zero. Replacement cost is a close approximation of the credit risk for these contracts at the end of the reporting period.

The derivative financial instruments including exchange rate contracts and interest rate contracts have been recognised in the statements of financial position at fair value.

The fair values of the derivative financial instruments do not take into account the effect of any bilateral netting agreement.

18. 衍生金融工具 - 續

固定利率債券的公平值對沖

本集團指定相當利率掉期合約及跨貨幣利率掉期合約作為公平值對沖，以對沖其可供出售之債務證券之公平值變動。於二零一二年十二月三十一日，這些可供出售之債務證券的賬面值為港幣3,990,868,000元（二零一一年：港幣1,638,649,000元）。目的是要減低因公平值變動所引致之風險，方法是透過把這些固定利率債券的利率由固定利率轉換為浮動利率。這些利率掉期合約及跨貨幣利率掉期合約及其相關的固定利率債券擁有相同的條款，本集團之管理層認為該利率掉期合約及跨貨幣利率掉期合約是高度有效的對沖工具。這些利率掉期合約、跨貨幣利率掉期合約及債務證券的剩餘到期日為二至十年。

於二零一二年及二零一一年十二月三十一日年度期間，上述公平值對沖能有效地對沖因利率變動所引致的公平值變動風險，於是，相關的債券之公平值的溢利為港幣25,349,000元（二零一一年：溢利為港幣59,347,000元）及利率掉期合約之公平值的虧損為港幣25,759,000元（二零一一年：虧損為港幣50,107,000元）及跨貨幣利率掉期合約之公平值的溢利為港幣478,000元（二零一一年：虧損為港幣8,354,000元），已包含於綜合損益賬內。

已發行後償票據的公平值對沖

本集團指定利率掉期合約作為公平值對沖，以對沖其發行的2.25億美元後償票據之利率公平值變動（詳細參閱附註30）。目的是要減低因公平值變動所引致之風險，方法是透過把固定利率票據的利率由固定利率轉換為浮動利率。該利率掉期合約及被對沖的後償票據擁有相同的條款，本集團之管理層認為該利率掉期合約是高度有效的對沖工具。

此對沖能有效地對沖因利率變動所引致的公平值變動風險，於是，票據之公平值的增加為港幣48,417,000元（二零一一年：公平值的增加為港幣234,377,000元）及利率掉期合約之公平值的溢利為港幣49,549,000元（二零一一年：溢利為港幣212,812,000元），已包含於綜合損益賬內。

18. DERIVATIVE FINANCIAL INSTRUMENTS - continued

Fair value hedge of fixed-rate bonds

The Group designates certain interest rate swaps and cross-currency interest rate swaps as fair value hedges of the fair value of available-for-sale debt securities with carrying amounts of HK\$3,990,868,000 (2011: HK\$1,638,649,000) as at 31 December 2012. The purpose is to minimise its exposure to fair value changes of its fixed-rate bonds by swapping these fixed-rate bonds from fixed rates to floating rates. The interest rate swaps and cross-currency interest rate swaps and the corresponding fixed-rate bonds have the same terms and management of the Group considers that the interest rate swaps and cross-currency interest rate swaps are highly effective hedging instruments. The remaining maturity of these interest rate swaps, cross-currency interest rate swaps and debt securities ranged from 2 to 10 years.

During the years ended 31 December 2012 and 2011, the above fair value hedges were effective in hedging the fair value exposures to interest rate movements and as a result, both the gains in fair value of the bonds of HK\$25,349,000 (2011: gains of HK\$59,347,000) and losses in fair value of the interest rate swaps of HK\$25,759,000 (2011: losses of HK\$50,107,000) and gains in fair value of cross-currency interest rate swaps of HK\$478,000 (2011: losses of HK\$8,354,000) were included in the consolidated income statement.

Fair value hedge of subordinated note issued

The Group designates an interest rate swap as fair value hedge of the fair value change of the interest rate movement of the US\$225 million subordinated note issued (see note 30 for details). The purpose is to minimise its exposure to fair value changes of its fixed-rate note by swapping fixed-rate note from fixed rates to floating rates. The interest rate swap and the hedged subordinated note have the same terms and management of the Group considers that the interest rate swap is a highly effective hedging instrument.

The hedge was effective in hedging the fair value exposure to interest rate movements and as a result, both the increase in fair value of the note of HK\$48,417,000 (2011: increase in fair value of HK\$234,377,000) and gains in fair value of the interest rate swap of HK\$49,549,000 (2011: gains of HK\$212,812,000) were included in the consolidated income statement.

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19. 證券投資

19. INVESTMENTS IN SECURITIES

		集團 THE GROUP					銀行 THE BANK				
		按公平值列賬及 列入損益賬之金融資產 Financial assets at fair value through profit or loss					按公平值列賬及 列入損益賬之金融資產 Financial assets at fair value through profit or loss				
		持作 買賣用途 Held for trading	指定按 公平值列賬 at fair value	可供出售 之證券 Available- for-sale securities	持至到期 日之證券 Held-to- maturity securities	總額 Total	持作 買賣用途 Held for trading	指定按 公平值列賬 at fair value	可供出售 之證券 Available- for-sale securities	持至到期 日之證券 Held-to- maturity securities	總額 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
二零一二年	2012										
股本證券：	Equity securities:										
香港上市	Listed in Hong Kong	261	-	184,012	-	184,273	-	-	95,853	-	95,853
海外上市	Listed overseas	-	-	9,055	-	9,055	-	-	9,055	-	9,055
		261	-	193,067	-	193,328	-	-	104,908	-	104,908
非上市	Unlisted	-	-	35,610	-	35,610	-	-	31,642	-	31,642
		261	-	228,677	-	228,938	-	-	136,550	-	136,550
債務證券：	Debt securities:										
存款證	Certificates of deposit	-	-	-	3,693,321	3,693,321	-	-	-	3,693,321	3,693,321
結構性工具	Structured products	-	419,101	-	-	419,101	-	419,101	-	-	419,101
可換股債券	Convertible bonds	-	794,048	-	-	794,048	-	794,048	-	-	794,048
其他債務證券	Other debt securities										
- 非上市	- Unlisted	-	-	3,993,540	5,906,699	9,900,239	-	-	3,993,540	5,906,699	9,900,239
		-	1,213,149	3,993,540	9,600,020	14,806,709	-	1,213,149	3,993,540	9,600,020	14,806,709
總額：	Total:										
香港上市	Listed in Hong Kong	261	-	184,012	-	184,273	-	-	95,853	-	95,853
海外上市	Listed overseas	-	-	9,055	-	9,055	-	-	9,055	-	9,055
非上市	Unlisted	-	1,213,149	4,029,150	9,600,020	14,842,319	-	1,213,149	4,025,182	9,600,020	14,838,351
		261	1,213,149	4,222,217	9,600,020	15,035,647	-	1,213,149	4,130,090	9,600,020	14,943,259
上市證券市值：	Market value of listed securities:										
香港上市	Listed in Hong Kong	261	-	184,012	-	184,273	-	-	95,853	-	95,853
海外上市	Listed overseas	-	-	9,055	-	9,055	-	-	9,055	-	9,055
		261	-	193,067	-	193,328	-	-	104,908	-	104,908
按發行人分類：	As analysed by issuing entities:										
中央政府和中央銀行	Central government and central banks	-	-	-	3,382	3,382	-	-	-	3,382	3,382
公營機構	Public sector entities	-	-	56,016	196,401	252,417	-	-	56,016	196,401	252,417
同業及其他財務機構	Banks and other financial institutions	43	419,101	353,885	7,809,345	8,582,374	-	419,101	325,618	7,809,345	8,554,064
企業	Corporate entities	218	794,048	3,807,796	1,590,892	6,192,954	-	794,048	3,747,904	1,590,892	6,132,844
其他	Others	-	-	4,520	-	4,520	-	-	552	-	552
		261	1,213,149	4,222,217	9,600,020	15,035,647	-	1,213,149	4,130,090	9,600,020	14,943,259

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19. 證券投資 - 續

19. INVESTMENTS IN SECURITIES - continued

		集團 THE GROUP					銀行 THE BANK				
		按公平值列賬及 列入損益賬之金融資產					按公平值列賬及 列入損益賬之金融資產				
		Financial assets at fair value through profit or loss					Financial assets at fair value through profit or loss				
		持作 買賣用途	指定按 公平值列賬	可供出售 之證券	持至到期 日之證券	總額	持作 買賣用途	指定按 公平值列賬	可供出售 之證券	持至到期 日之證券	總額
Held for trading	at fair value	Available- for-sale	Held-to- maturity	Total	Held for trading	at fair value	Available- for-sale	Held-to- maturity	Total		
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000		
二零一一年	2011										
股本證券：	Equity securities:										
香港上市	Listed in Hong Kong	307	-	166,834	-	167,141	-	-	90,117	-	90,117
海外上市	Listed overseas	-	-	6,952	-	6,952	-	-	6,952	-	6,952
		307	-	173,786	-	174,093	-	-	97,069	-	97,069
非上市	Unlisted	-	-	33,053	-	33,053	-	-	29,085	-	29,085
		307	-	206,839	-	207,146	-	-	126,154	-	126,154
債務證券：	Debt securities:										
存款證	Certificates of deposit	-	-	-	1,571,244	1,571,244	-	-	-	1,571,244	1,571,244
結構性工具	Structured products	-	417,647	-	-	417,647	-	417,647	-	-	417,647
可換股債券	Convertible bonds	-	1,427,635	-	-	1,427,635	-	1,427,635	-	-	1,427,635
其他債務證券	Other debt securities										
- 非上市	- Unlisted	-	-	1,639,646	6,716,838	8,356,484	-	-	1,639,646	6,716,838	8,356,484
		-	-	1,639,646	8,288,082	11,773,010	-	-	1,639,646	8,288,082	11,773,010
總額：	Total:										
香港上市	Listed in Hong Kong	307	-	166,834	-	167,141	-	-	90,117	-	90,117
海外上市	Listed overseas	-	-	6,952	-	6,952	-	-	6,952	-	6,952
非上市	Unlisted	-	1,845,282	1,672,699	8,288,082	11,806,063	-	1,845,282	1,668,731	8,288,082	11,802,095
		307	1,845,282	1,846,485	8,288,082	11,980,156	-	1,845,282	1,765,800	8,288,082	11,899,164
上市證券市值：	Market value of listed securities:										
香港上市	Listed in Hong Kong	307	-	166,834	-	167,141	-	-	90,117	-	90,117
海外上市	Listed overseas	-	-	6,952	-	6,952	-	-	6,952	-	6,952
		307	-	173,786	-	174,093	-	-	97,069	-	97,069
按發行人分類：	As analysed by issuing entities:										
中央政府和中央銀行	Central government and central banks	-	-	-	130,797	130,797	-	-	-	130,797	130,797
公營機構	Public sector entities	-	-	56,566	185,187	241,753	-	-	56,566	185,187	241,753
同業及其他財務機構	Banks and other financial institutions	58	417,647	255,574	6,823,243	7,496,522	-	417,647	234,048	6,823,243	7,474,938
企業	Corporate entities	249	1,427,635	1,529,784	1,148,855	4,106,523	-	1,427,635	1,474,593	1,148,855	4,051,083
其他	Others	-	-	4,561	-	4,561	-	-	593	-	593
		307	1,845,282	1,846,485	8,288,082	11,980,156	-	1,845,282	1,765,800	8,288,082	11,899,164

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19. 證券投資 - 續

本集團及本銀行為被分類為可供出售的金融工具中的股本證券多年累積確認的減值損失分別為港幣 44,879,000 元（二零一一年：港幣 65,583,000 元）及港幣 16,012,000 元（二零一一年：港幣 36,262,000 元）。

結構性工具中包含港幣 419,101,000 元（二零一一年：港幣 372,141,000 元）的信貸掛鈎票據及無（二零一一年：港幣 45,506,000 元）的指數掛鈎票據。本集團及本銀行所持有的信貸掛鈎票據，其票面年息率由三個月的倫敦銀行同業拆息加 1.3% 至 2.0% 不等，並將於二零一五年至二零一六年到期。假如其參考機構（於二零一二年及二零一一年十二月三十一日，穆迪的信貸評級為 A1 或以上）有信貸事件發生，信貸掛鈎票據的發行商無須償還本集團及本銀行票據的債務。本集團及本銀行所持有的指數掛鈎票據為零息票據，並於二零一二年到期，於到期日，票據的本金獲發行商擔保（於二零一一年十二月三十一日，穆迪的信貸評級為 A1），及其收益率與發行商自營的指數表現掛鈎。

本集團及本銀行所持有的被分類為可供出售的非上市股本證券是以成本扣除減值虧損計量的，分別為港幣 35,571,000 元（二零一一年：港幣 32,974,000 元）及港幣 31,603,000 元（二零一一年：港幣 29,006,000 元）。這些股本證券並沒有作任何減值。

本銀行三藩市分行持有港幣 17,054,000 元（二零一一年：港幣 15,534,000 元）持至到期日之存款證，已遵照加利福尼亞州財務守則（California Financial Code）之規定，質押予美利堅合眾國加利福尼亞州。

由香港特別行政區及中華人民共和國（「中國」）發行而被分類為持至到期日之債務證券總額為港幣 3,382,000 元（二零一一年：港幣 130,797,000 元）。

19. INVESTMENTS IN SECURITIES - continued

For the equity securities classified as available-for-sale financial instruments, impairment losses accumulated through the years of HK\$44,879,000 (2011: HK\$65,583,000) and HK\$16,012,000 (2011: HK\$36,262,000) have been provided by the Group and the Bank respectively.

Included in structured products are credit linked notes of HK\$419,101,000 (2011: HK\$372,141,000) and fund linked note of nil (2011: HK\$45,506,000). The credit linked notes held by the Group and the Bank bear three-month LIBOR with spreads ranging from 1.3% to 2.0% per annum and maturity dates ranging from 2015 to 2016. The note issuers are not obligated to repay the debt to the Group and the Bank if the reference entities (rated A1 or above by Moody's as at 31 December 2012 and 2011) default. The fund linked note held by the Group and the Bank bears zero coupon rate with a maturity in 2012. On its maturity date, the principal of the note is guaranteed by the issuer (rated A1 by Moody's as at 31 December 2011) and the return is linked with the performance of an index developed by the issuer.

Unlisted equity securities classified as available-for-sale held by the Group and the Bank amounting to HK\$35,571,000 (2011: HK\$32,974,000) and HK\$31,603,000 (2011: HK\$29,006,000) respectively are measured at cost less impairment. No impairment has been recognised.

Certain held-to-maturity certificates of deposit of HK\$17,054,000 (2011: HK\$15,534,000) held by the San Francisco Branch of the Bank have been pledged to the State of California of the United States of America in compliance with the requirements of the California Financial Code.

Debt securities classified as held-to-maturity amounting to HK\$3,382,000 (2011: HK\$130,797,000) were issued by the Government of Hong Kong Special Administrative Region and the Government of the People's Republic of China ("PRC").

綜合財務報表之附註
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19. 證券投資 - 續

本集團及本銀行所持有的被分類為可供出售之證券及持至到期日之證券的可換股債券及債務證券主要是由來自中國、香港及澳洲的企業及財務機構擔保或發行。

本集團及本銀行所持有的被分類為持至到期日證券的存款證主要是由中國、日本及香港銀行發行。本集團及本銀行持有上述持至到期日之存款證總額為港幣1,731,693,000元(二零一一年:港幣333,072,000元)及持至到期日之債務證券總額為港幣900,850,000元(二零一一年:港幣320,808,000元),其信用風險來自中國。

20. 金融資產的轉移

以下為本集團及本銀行於二零一二年十二月三十一日已轉移至另一個體並同意在指定日期以指定價格回購的被分類為持至到期日及可供出售之債務證券。由於本集團沒有轉移有關這些債務證券之主要風險及報酬予該個體,這些債務證券的全數賬面值會繼續被確認。該轉移所收到的現金會被呈報為負債列於「於回購協議下出售之金融資產」項下(參閱附註27)。已轉移的債務證券會被視作這些負債的抵押品。於所涉及的期間內,這些債務證券的法定權益已轉移給該個體,該個體可以不受限制地把這些抵押品出售或再抵押。這些債務證券會以攤銷成本或按公平值計量列於本集團的綜合財務狀況表內。

轉移資產之賬面值

相關負債之賬面值(附註27)

19. INVESTMENTS IN SECURITIES - continued

The convertible bonds and the debt securities classified as available-for-sale securities and held-to-maturity securities held by the Group and the Bank are mainly guaranteed or issued by corporates and financial institutions from the PRC, Hong Kong and Australia.

The certificates of deposit classified as held-to-maturity securities held by the Group and the Bank are mainly issued by banks from the PRC, Japan and Hong Kong. Of the above, held-to-maturity certificates of deposit amounting to HK\$1,731,693,000 (2011: HK\$333,072,000) and held-to-maturity debt securities amounting to HK\$900,850,000 (2011: HK\$320,808,000) held by the Group and the Bank are credit exposures to the PRC.

20. TRANSFER OF FINANCIAL ASSETS

The following were the Group's and the Bank's debt securities classified as held-to-maturity and available-for-sale as at 31 December 2012 that were transferred to an entity with terms to repurchase these debt securities at the agreed dates and prices. As the Group has not transferred the significant risks and rewards relating to these debt securities to the entity, the full carrying amount of these debt securities continued to be recognised. The cash received on the transfer was reported as liabilities under "Financial assets sold under repurchase agreements" (see note 27). The transferred debt securities serve as collateral to secure these liabilities. During the covered period, the legal title of the debt securities are transferred to the counterparty entity and there is no restriction for the counterparty entity to sell or repledge the collateral. These debt securities are either measured at amortised cost or carried at fair value in the Group's consolidated statement of financial position.

於二零一二年十二月三十一日
As at 31 December 2012

可供出售之 債務證券 Available -for-sale debt securities 港幣千元 HK\$'000	持至到期日 之債務證券 Held-to- maturity debt securities 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
393,490	117,621	511,111
<u>326,687</u>	<u>106,994</u>	<u>433,681</u>

Carrying amount of transferred assets

Carrying amount of associated liabilities
(Note 27)

綜合財務報表之附註

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21. 貸款及其他賬項

21. ADVANCES AND OTHER ACCOUNTS

		集團		銀行	
		THE GROUP		THE BANK	
		2012	2011	2012	2011
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
客戶貸款	Advances to customers				
應收票據	Bills receivable	373,401	403,729	373,401	403,729
貿易票據	Trade bills	453,669	302,481	453,669	302,481
其他客戶貸款	Other advances to customers	38,365,119	40,632,274	38,365,119	40,632,274
		<u>39,192,189</u>	<u>41,338,484</u>	<u>39,192,189</u>	<u>41,338,484</u>
應收利息	Interest receivable	232,270	162,580	231,965	162,045
減值準備	Impairment allowances				
- 個別評估	- Individually assessed	(24,054)	(40,553)	(24,054)	(40,553)
- 集體評估	- Collectively assessed	(164,506)	(172,015)	(164,506)	(172,015)
		<u>39,235,899</u>	<u>41,288,496</u>	<u>39,235,594</u>	<u>41,287,961</u>
同業及其他財務機構貸款	Advances to banks and other financial institutions	2,164,842	1,505,409	2,164,842	1,505,409
		<u>41,400,741</u>	<u>42,793,905</u>	<u>41,400,436</u>	<u>42,793,370</u>
其他賬項	Other accounts	708,477	454,051	485,143	336,665
		<u>42,109,218</u>	<u>43,247,956</u>	<u>41,885,579</u>	<u>43,130,035</u>

包含在本集團及本銀行之「其他賬項」其中一筆為數約港幣246,484,000元(二零一一年：港幣200,762,000元)為本銀行汕頭分行存放中國之財務機構作為儲備金之款項。存放於中國人民銀行之法定存款準備金及額外存款準備金，分別為港幣64,861,000元(二零一一年：港幣88,493,000元)及港幣13,699,000元(二零一一年：港幣19,249,000元)；法定存款準備金並不用作本集團的日常運作。以符合中國外資金融機構管理條例之規定，存放於中國其他財務機構的定期存款為港幣167,924,000元(二零一一年：港幣93,020,000元)。

本集團「其他賬戶」的餘額為港幣461,993,000元(二零一一年：港幣253,289,000元)主要包括與客戶證券買賣之應收賬款為港幣200,377,000元(二零一一年：港幣90,528,000元)及若干存放於銀行的利率掉期合約之變動保證金，外匯遠期合約及回購協議為港幣94,479,000元(二零一一年：港幣1,952,000元)。

Included in the “Other Accounts” of the Group and the Bank is an amount of approximately HK\$246,484,000 (2011: HK\$200,762,000) placed as reserve funds with the financial institutions in the PRC by the Shantou Branch of the Bank. Among which, HK\$64,861,000 (2011: HK\$88,493,000) and HK\$13,699,000 (2011: HK\$19,249,000) is the mandatory reserve deposits and surplus reserve deposits placed with the People’s Bank of China respectively. The mandatory reserve deposits are not available for the Group’s daily operation; HK\$167,924,000 (2011: HK\$93,020,000) is the fixed deposits placed with other financial institutions in the PRC in compliance with the requirements of Regulations Governing Foreign Financial Institutions of the PRC.

The remaining balance of “Other Accounts” of the Group amounting to HK\$461,993,000 (2011: HK\$253,289,000) mainly included account receivables from customers in relation to securities dealing of HK\$200,377,000 (2011: HK\$90,528,000) and a variation margin of HK\$94,479,000 (2011: HK\$1,952,000) deposited in a bank for certain interest rate swaps, foreign currency forward contracts and repurchase agreements.

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21. 貸款及其他賬項 - 續

貸款之減值準備：

於二零一二年一月一日結餘	減值回撥準備 (淨額)	- 增加減值準備	- 撥回額	註銷額	收回往年已註銷之貸款	折扣計算的效果	匯兌調整	於二零一二年十二月三十一日結餘
於二零一一年一月一日結餘	減值回撥準備 (淨額)	- 增加減值準備	- 撥回額	註銷額	收回往年已註銷之貸款	折扣計算的效果	匯兌調整	於二零一一年十二月三十一日結餘

減值貸款詳情如下：

減值貸款總額	減：個別評估減值準備	淨減值貸款	減值貸款總額佔客戶貸款總額之百分比	抵押品之市值
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21. ADVANCES AND OTHER ACCOUNTS - continued

Impairment allowances on advances:

	集團 THE GROUP			銀行 THE BANK		
	個別評估 Individual assessment	集體評估 Collective assessment	總額 Total	個別評估 Individual assessment	集體評估 Collective assessment	總額 Total
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
Balance 1 January 2012	40,553	172,015	212,568	40,553	172,015	212,568
Reversal of impairment allowances (net)	(57,513)	(7,715)	(65,228)	(57,513)	(7,715)	(65,228)
- Increase in impairment allowances	6,214	-	6,214	6,214	-	6,214
- Amounts reversed	(63,727)	(7,715)	(71,442)	(63,727)	(7,715)	(71,442)
Amounts written off	(3,709)	-	(3,709)	(3,709)	-	(3,709)
Recoveries of advances written off in previous years	45,097	-	45,097	45,097	-	45,097
Unwinding effect of discount rate	(374)	-	(374)	(374)	-	(374)
Exchange difference	-	206	206	-	206	206
Balance 31 December 2012	24,054	164,506	188,560	24,054	164,506	188,560
Balance at 1 January 2011	21,564	125,089	146,653	21,564	125,089	146,653
Reversal of impairment allowances (net)	(154,050)	46,862	(107,188)	(154,050)	46,862	(107,188)
- Increase in impairment allowances	29,575	46,862	76,437	29,575	46,862	76,437
- Amounts reversed	(183,625)	-	(183,625)	(183,625)	-	(183,625)
Amounts written off	(1,847)	-	(1,847)	(1,847)	-	(1,847)
Recoveries of advances written off in previous years	176,100	-	176,100	176,100	-	176,100
Unwinding effect of discount rate	(1,214)	-	(1,214)	(1,214)	-	(1,214)
Exchange difference	-	64	64	-	64	64
Balance at 31 December 2011	40,553	172,015	212,568	40,553	172,015	212,568

Details of the impaired loans are as follows:

	集團及銀行 THE GROUP AND THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Gross impaired loans	24,194	78,189
Less: Impairment allowances under individual assessment	(24,054)	(40,553)
Net impaired loans	140	37,636
Gross impaired loans as a percentage of gross advances to customers	0.06%	0.19%
Market value of collateral pledged	76,635	107,078

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22. 投資於附屬公司 / 附屬公司欠款

(i) 投資於附屬公司

22. INVESTMENTS IN SUBSIDIARIES / AMOUNTS DUE FROM SUBSIDIARIES

(i) Investments in subsidiaries

銀行 THE BANK

2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
261,984	261,884

非上市股票，成本值

Unlisted shares, at cost

於二零一二年及二零一一年十二月三十一日主要附屬公司之資料如下：

Details of the principal subsidiaries as at 31 December 2012 and 2011 are as follows:

公司名稱 Name of company	註冊成立 / 營業地點 Place of incorporation / operation	已發行及 繳足普通股股本 Issued and fully paid ordinary share capital	直接持有 已發行股本 百分比 Percentage of issued share capital directly held	主要業務 Principal activities
創興(代理)有限公司 Chong Hing (Nominees) Limited	香港 Hong Kong	港幣 HK\$ 100,000	100%	提供代理人服務 Provision of nominee services
創興財務有限公司 Chong Hing Finance Limited	香港 Hong Kong	港幣 HK\$ 25,000,000	100%	接受存款及貸款 Deposit-taking and lending
創興資訊科技有限公司 Chong Hing Information Technology Limited	香港 Hong Kong	港幣 HK\$ 100,000	100%	提供電子資料處理服務 Provision of electronic data processing services
創興證券有限公司 Chong Hing Securities Limited	香港 Hong Kong	港幣 HK\$ 10,000,000	100%	股票買賣 Stockbroking
創興商品期貨有限公司 Chong Hing Commodities and Futures Limited	香港 Hong Kong	港幣 HK\$ 5,000,000	100%	投資及商品期貨買賣 Investment holding and commodities and futures broking
高堡富有限公司 Gallbraith Limited	香港 Hong Kong	港幣 HK\$ 16,550,000	100%	物業投資 Property investment
高潤企業有限公司 Top Benefit Enterprise Limited	香港 Hong Kong	港幣 HK\$ 100,000	100%	物業投資 Property investment
卡聯有限公司 Card Alliance Company Limited	香港 Hong Kong	港幣 HK\$ 18,000,000	100%	信用卡管理 Credit card management
創興保險有限公司 Chong Hing Insurance Company Limited	香港 Hong Kong	港幣 HK\$ 85,000,000	100%	保險 Insurance underwriting
鴻強有限公司 ⁺ Hero Marker Limited ⁺	香港 Hong Kong	港幣 HK\$ 100,000	100%	物業投資 Property investment

⁺ 此附屬公司以港幣1元作價於二零一二年一月十九日新購入。本銀行於收購後注入港幣99,999元予此公司。

⁺ The subsidiary was newly acquired on 19 January 2012 for consideration of HK\$1. Subsequent to the acquisition, the Bank injected HK\$99,999 to the Company.

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22. 投資於附屬公司 / 附屬公司
欠款 - 續

(i) 投資於附屬公司 - 續

於年結日或本年度任何時間內所有附屬公司並無發行任何債務資本。

董事認為以上陳列集團的附屬公司是主要影響年度業績或佔集團的淨資產相當部份。董事認為詳細列出其他附屬公司會過於冗長。

(ii) 附屬公司欠款

附屬公司欠款

包括在附屬公司欠款為按揭貸款予附屬公司為港幣240,341,000元(二零一一年:港幣229,581,000元)。此貸款為有抵押及計算市場利息並於二零一二年十一月至二零一二年三月期間到期。

於二零一二年十二月三十一日及二零一一年十二月三十一日,餘下的附屬公司欠款為無抵押、不計利息,及按董事會意見,於三個月內還款。

23. 聯營公司權益

非上市股票,成本值
扣除已收股息,
應佔收購後溢利及其他全面收益

董事認為,本集團及本銀行於此等聯營公司擁有重大影響。

22. INVESTMENTS IN SUBSIDIARIES / AMOUNTS DUE FROM SUBSIDIARIES - continued

(i) Investments in subsidiaries - continued

None of the subsidiaries had any debt security subsisting at the end of the year or at any time during the year.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results of the year or form a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

(ii) Amounts due from subsidiaries

	銀行 THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Amounts due from subsidiaries	<u>248,376</u>	<u>230,891</u>

Included in the amounts due from subsidiaries are mortgage loans to subsidiaries of HK\$240,341,000 (2011: HK\$229,581,000). The loans are secured and bear interest at prevailing market interest rate with maturities ranging from November 2041 to March 2042.

As at 31 December 2012 and 31 December 2011, the remaining amounts due from subsidiaries are unsecured, non-interest bearing and, in the opinion of the directors, are repayable within three months.

23. INTERESTS IN ASSOCIATES

	集團 THE GROUP		銀行 THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Unlisted shares, at cost	-	-	21,500	21,500
Share of post-acquisition profits and other comprehensive income net of dividends received	<u>182,970</u>	153,872	-	-
	<u>182,970</u>	<u>153,872</u>	<u>21,500</u>	<u>21,500</u>

The directors consider the Group and the Bank have significant influence over these entities.

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23. 聯營公司權益 - 續

於二零一二年十二月三十一日，本集團於下列聯營公司所佔權益如下：

公司名稱 Name of company	註冊成立及 營業地點 Place of incorporation and operation	所持股份 種類 Class of share held	所佔 擁有權 Ownership interest	所佔 投票權 Proportion of voting power (附註 Note)	業務性質 Nature of business
銀聯控股有限公司 Bank Consortium Holding Limited	香港 Hong Kong	普通股 Ordinary	13.3%	14.3%	投資控股及退休計劃之信託、 管理與託管服務 Investment holding and provision of trustee, administration and custodian services for retirement schemes
銀和再保險有限公司 BC Reinsurance Limited	香港 Hong Kong	普通股 Ordinary	21.0%	21.0%	分保 Reinsurance
香港人壽保險有限公司 Hong Kong Life Insurance Limited	香港 Hong Kong	普通股 Ordinary	16.7%	16.7%	壽險服務 Life insurance underwriting
網聯有限公司 Net Alliance Co., Limited	香港 Hong Kong	普通股 Ordinary	17.6%	15.0%	網上服務 Provision of internet services

附註：本集團能夠對所有有關個體行使重大影響，因本集團有權在公司股東協議中規定的條款下在有關公司的五至八名董事中委任一名或兩名董事。

23. INTERESTS IN ASSOCIATES- continued

As at 31 December 2012, the Group had interests in the following associates:

Note: The Group is able to exercise significant influence over all of these entities because it has the power to appoint one or two directors out of five to eight directors of these companies under the provisions stated in the shareholder's agreements.

本集團應佔其聯營公司權益之個別非重大總額之概括財務資料詳列如下：

The summarised financial information below represent the aggregate amount of the Group's share of its interests in associates which are not individually material:

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
其他全面收益	430	(53)
全面收益總額	36,458	18,003
除稅後溢利	36,028	18,056

對於聯營公司以現金股息的形式將資金轉移至本集團或由本集團償還貸款的能力並沒有重大限制，除了香港人壽保險需按照香港保險公司（償付準備金）規例要求維持淨資產不低於的償付能力充足率之 150% 會有可能引致資金轉移的限制。

There are no significant restrictions on the ability of the associates to transfer funds to the Group in the form of cash dividends, or to repay loans or advances made by the Group, except for Hong Kong Life Insurance which has to maintain net assets of not less than 150% of the required margin of solvency which is determined in accordance with the Hong Kong Insurance Companies (Margin of Solvency) Regulations and which may trigger restrictions to fund transfer.

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24. 投資物業

於一月一日
列入損益賬之公平值淨增加

出售
匯兌調整
於十二月三十一日

本集團所有以營運租賃形式收取租金及 / 或待價格升值的物業是以公平值模式計量，被確認為及以投資物業入賬。

出售投資物業及公平值調整之淨溢利：

出售投資物業之淨溢利

投資物業公平值調整之淨溢利

本集團所擁有之投資物業經獨立專業測量師行香港威格斯有限公司按二零一二年十二月三十一日以直接比較方法及參考同類物業最近的成交來重估。公平值是從相類物業的可比較市場交易獲得。

投資物業之公平值的評估是假設於報告期末時，在任何情況下，投資物業並沒有被強迫出售及其結構良好。

投資物業以經營租賃形式租出。

本集團的投資物業之賬面淨值包括：

租約物業
在香港之中期租約
(剩餘年期於十至五十年內)
在香港以外之中期租約
(剩餘年期於十至五十年內)

24. INVESTMENT PROPERTIES

	集團 THE GROUP		銀行 THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
At 1 January	127,171	116,400	94,100	86,450
Net increase in fair value recognised in the income statement	9,390	9,065	9,390	7,650
Disposals	(1,500)	-	(1,500)	-
Exchange adjustments	257	1,706	-	-
At 31 December	<u>135,318</u>	<u>127,171</u>	<u>101,990</u>	<u>94,100</u>

All of the Group's property interests held under operating leases to earn rentals and / or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

Net gains on disposal of and fair value adjustments on investment properties:

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Net gains on disposal of investment properties	2,816	-
Net gains on fair value adjustments on investment properties	9,390	9,065
	<u>12,206</u>	<u>9,065</u>

Investment properties owned by the Group were revalued at 31 December 2012 by adopting the direct comparison approach and with reference to the recent transactions for similar premises by Vigers Hong Kong Limited, independent professionally qualified valuers. The fair value is mainly arrived at by reference to comparable market transactions for similar properties.

The fair value of investment properties were estimated based on assumptions that there would be no forced sale situation in any manner for these investment properties and the structure of these investment properties were in a reasonable condition at the end of the reporting period.

The investment properties are rented out under operating leases.

The carrying amount of investment properties of the Group comprises:

	集團 THE GROUP		銀行 THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Leasehold properties				
Held in Hong Kong on medium-term lease (10 - 50 years unexpired)	101,990	94,100	101,990	94,100
Held outside Hong Kong on medium-term lease (10 - 50 years unexpired)	33,328	33,071	-	-
	<u>135,318</u>	<u>127,171</u>	<u>101,990</u>	<u>94,100</u>

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for the year ended 31 December 2012

25. 物業及設備

25. PROPERTY AND EQUIPMENT

		集團 THE GROUP				銀行 THE BANK			
		租賃土地 Leasehold land 港幣千元 HK\$'000	樓宇 Buildings 港幣千元 HK\$'000	設備 Equipment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	租賃土地 Leasehold land 港幣千元 HK\$'000	樓宇 Buildings 港幣千元 HK\$'000	設備 Equipment 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
成本	COST								
於二零一二年一月一日	At 1 January 2012	562,418	372,392	505,334	1,440,144	911,671	312,863	452,382	1,676,916
添置	Additions	13,003	2,893	54,209	70,105	-	-	51,599	51,599
出售	Disposals	-	-	(13,308)	(13,308)	-	-	(9,949)	(9,949)
匯兌調整	Exchange adjustments	-	-	371	371	-	-	369	369
於二零一二年十二月三十一日	At 31 December 2012	575,421	375,285	546,606	1,497,312	911,671	312,863	494,401	1,718,935
累積折舊	ACCUMULATED DEPRECIATION								
於二零一二年一月一日	At 1 January 2012	90,078	53,963	377,135	521,176	91,860	53,314	336,169	481,343
折舊	Depreciation	10,927	8,251	40,031	59,209	6,352	6,539	34,624	47,515
出售後註銷	Eliminated on disposals	-	-	(11,441)	(11,441)	-	-	(8,694)	(8,694)
匯兌調整	Exchange adjustments	-	-	(12)	(12)	-	-	(12)	(12)
於二零一二年十二月三十一日	At 31 December 2012	101,005	62,214	405,713	568,932	98,212	59,853	362,087	520,152
賬面淨值	CARRYING AMOUNTS								
於二零一二年十二月三十一日	At 31 December 2012	474,416	313,071	140,893	928,380	813,459	253,010	132,314	1,198,783
成本	COST								
於二零一一年一月一日	At 1 January 2011	396,264	316,663	515,369	1,228,296	911,671	312,863	455,403	1,679,937
添置	Additions	166,154	55,729	26,068	247,951	-	-	24,180	24,180
出售	Disposals	-	-	(36,330)	(36,330)	-	-	(27,428)	(27,428)
匯兌調整	Exchange adjustments	-	-	227	227	-	-	227	227
於二零一一年十二月三十一日	At 31 December 2011	562,418	372,392	505,334	1,440,144	911,671	312,863	452,382	1,676,916
累積折舊	ACCUMULATED DEPRECIATION								
於二零一一年一月一日	At 1 January 2011	83,303	47,266	367,956	498,525	85,501	46,970	324,492	456,963
折舊	Depreciation	6,775	6,697	41,270	54,742	6,359	6,344	34,869	47,572
出售後註銷	Eliminated on disposals	-	-	(32,202)	(32,202)	-	-	(23,303)	(23,303)
匯兌調整	Exchange adjustments	-	-	111	111	-	-	111	111
於二零一一年十二月三十一日	At 31 December 2011	90,078	53,963	377,135	521,176	91,860	53,314	336,169	481,343
賬面淨值	CARRYING AMOUNTS								
於二零一一年十二月三十一日	At 31 December 2011	472,340	318,429	128,199	918,968	819,811	259,549	116,213	1,195,573
以上的物業及設備是按以下年率的直線折舊法計算：	The above items of property and equipment are depreciated on a straight-line basis at the following rates per annum:								
租賃土地	租賃土地之租賃期由三十三年至九百二十九年	Leasehold land		Over the lease term of the leasehold land ranging from 33 to 929 years					
樓宇	樓宇位於的土地之租賃期由三十三年至九百二十九年或2%，兩者中的較短者	Buildings		Over the shorter of the lease term of the land upon which the buildings are situated ranging from 33 to 929 years or 2%					
設備	10% - 20%	Equipment		10% -20%					

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25. 物業及設備 - 續

上列的租賃土地之賬面淨值包括：

於香港租賃土地
長期租約
(剩餘年期超過五十年)

中期租約
(剩餘年期於十至五十年內)

於香港以外租賃土地
中期租約
(剩餘年期於十至五十年內)

25. PROPERTY AND EQUIPMENT - continued

The carrying amount of leased land shown above comprise:

	集團		銀行	
	THE GROUP		THE BANK	
	2012	2011	2012	2011
	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Leasehold land in Hong Kong:				
Held on long-term lease (over 50 years unexpired)	123,565	121,490	645,751	644,305
Held on medium-term lease (10 - 50 years unexpired)	349,912	347,400	166,769	172,056
Leasehold land outside Hong Kong:				
Held on medium-term lease (10 - 50 years unexpired)	939	3,450	939	3,450
	<u>474,416</u>	<u>472,340</u>	<u>813,459</u>	<u>819,811</u>

上列的樓宇之賬面淨值包括：

租約物業 (樓宇)
在香港長期租約
(剩餘年期超過五十年)

在香港中期租約
(剩餘年期於十至五十年內)

在香港以外中期租約
(剩餘年期於十至五十年內)

The carrying amounts of buildings shown above comprise:

	集團		銀行	
	THE GROUP		THE BANK	
	2012	2011	2012	2011
	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Leasehold properties (building)				
Held in Hong Kong on long-term lease (over 50 years unexpired)	193,771	198,308	193,771	198,308
Held in Hong Kong on medium-term lease (10-50 years unexpired)	112,480	113,144	52,419	54,264
Held outside Hong Kong on medium-term lease (10-50 years unexpired)	6,820	6,977	6,820	6,977
	<u>313,071</u>	<u>318,429</u>	<u>253,010</u>	<u>259,549</u>

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26. 預付土地租金

本集團的預付土地租金包括：

成本

於香港以外：

租約於十至五十年

賬面淨值於一月一日

預付經營租賃租金之釋放

匯兌調整

賬面淨值於十二月三十一日

分析：

流動部份

非流動部份

總額

26. PREPAID LEASE PAYMENTS FOR LAND

The Group's prepaid lease payments for land comprise:

COST

Outside Hong Kong held on:

Leases of between 10 to 50 years

Net book value at 1 January

Release of prepaid

operating lease payments

Exchange adjustments

Net book value at 31 December

Analysed as:

Current portion

Non-current portion

Total

集團及銀行 THE GROUP AND THE BANK

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
	<u>2,850</u>	<u>2,850</u>
	<u>2,483</u>	<u>2,535</u>
	(66)	(66)
	<u>6</u>	<u>14</u>
	<u>2,423</u>	<u>2,483</u>
	66	66
	<u>2,357</u>	<u>2,417</u>
	<u>2,423</u>	<u>2,483</u>

27. 於回購協議下出售之金融資產

以抵押品類別分析：

債務證券被分類為：

可供出售

持至到期日

27. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS

Analysed by collateral type:

Debt securities classified as:

Available-for-sale

Held-to-maturity

集團及銀行 THE GROUP AND THE BANK

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
	326,687	228,439
	106,994	192,213
	<u>433,681</u>	<u>420,652</u>

於二零一二年十二月三十一日，被分類為可供出售之債務證券及持至到期日之債務證券的賬面值分別為港幣393,490,000元（二零一一年：港幣295,717,000元）及港幣117,621,000元（二零一一年：港幣240,883,000元），已根據回購協議售予其他銀行。所有回購協議於報告期末十二個月內到期。

As at 31 December 2012, debt securities which are classified as available-for-sale and held-to-maturity with carrying amount of HK\$393,490,000 (2011: HK\$295,717,000) and HK\$117,621,000 (2011: HK\$240,883,000) respectively were sold under repurchase agreements with other banks. All repurchase agreements are due within 12 months from the end of the reporting period.

綜合財務報表之附註
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28. 客戶存款

活期存款及往來賬戶
儲蓄存款
定期、即時及通知存款

28. DEPOSITS FROM CUSTOMERS

	集團 THE GROUP		銀行 THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Demand deposits and current accounts	5,238,918	4,501,674	5,238,918	4,501,674
Savings deposits	21,557,659	18,357,575	21,557,659	18,357,575
Time, call and notice deposits	40,712,171	41,956,464	40,712,171	41,956,333
	<u>67,508,748</u>	<u>64,815,713</u>	<u>67,508,748</u>	<u>64,815,582</u>

29. 存款證

於二零一二年十二月三十一日，本集團及本銀行發行以攤銷成本計算之存款證，其賬面總值為港幣667,636,000元（二零一一年：港幣1,545,562,000元）。存款證中包含港幣100,000,000元的存款證，其票面息率為三個月的香港銀行同業拆息加1%，將於二零一三年到期。另外有港幣567,636,000元的存款證，其年利率介乎1.0%至2.9%之間，將於二零一三年到期。所有已發行的存款證均沒有以抵押品作抵押。

29. CERTIFICATES OF DEPOSIT

The Group and the Bank have issued certificates of deposit which are measured at amortised cost with a total carrying amount of HK\$667,636,000 as at 31 December 2012 (2011: HK\$1,545,562,000). Included in certificates of deposit are certificates of deposit of HK\$100,000,000 issued at the rate of three-month HIBOR plus 1% which will mature in 2013 and certificates of deposit of HK\$567,636,000 issued at interest rate between 1.0% to 2.9% per annum which will mature in 2013. All certificates of deposit issued are not secured by any collateral.

30. 借貸資本

於2020年到期之2.25億美元
固定息率後償票據以公平值對沖
(已作利率風險對沖調整)
(附註(a)及(b))

30. LOAN CAPITAL

	集團及銀行 THE GROUP AND THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
US\$225 million fixed rate subordinated note due 2020 under fair value hedge (after adjustment of hedged interest rate risk) (Notes (a) & (b))	<u>1,898,957</u>	<u>1,852,153</u>

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30. 借貸資本 - 續

附註：

(a) 此票面值為 225,000,000 美元的后償票據於二零一零年十一月五日發行，被評定為次級資本，此票據將於二零二零年十一月四日到期。如於二零一三年一月一日或之後任何時間，由於監管機構規定轉變，此票據不再完全符合本銀行類別II - 附加資本中的后償票據，本銀行有權及在香港金融管理局書面預先批准下，對票據持有者發出「狀況轉變通知書」以轉變票據狀況。當「狀況轉變通知書」生效時，此票據從這時開始建立非后償票據條例及票據的年息率由 6% 下降至 5.5%。由於沒有發出「狀況轉變通知書」，票據的年息率保持為 6%。

(b) 已發行的后償票據均沒有以抵押品作抵押。

30. LOAN CAPITAL - continued

Notes:

(a) This represented a subordinated note qualifying as tier 2 capital with face value of US\$225,000,000 issued on 5 November 2010. The note will mature on 4 November 2020. If at any time (on or after 1 January 2013, the note no longer fully qualifies as term subordinated debt for inclusion in Category II - Supplementary Capital of the Bank upon changes to regulatory requirements, the Bank may, at its option and subject to the prior written approval of the HKMA, exercise a change of the status of the note by serving the "Change in Status Notice" to the noteholders. Upon a "Change in Status Notice" becoming effective, the note shall thereafter constitute unsubordinated obligations and the rate of interest on the note shall be reduced from 6% per annum to 5.5% per annum. As the "Change in Status Notice" has not been served, the rate of interest on the note remains at 6% per annum.

(b) The subordinated note issued is not secured by any collateral.

31. 股本

法定股本：

600,000,000 股，
每股面值港幣 0.50 元

發行及已繳足股本：

435,000,000 股，
每股面值港幣 0.50 元

31. SHARE CAPITAL

Authorised:

600,000,000 shares of HK\$0.50 each

Issued and fully paid:

435,000,000 shares of HK\$0.50 each

2012 & 2011
港幣千元
HK\$'000

300,000

217,500

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32. 儲備

32. RESERVES

		股本溢價 Share premium 港幣千元 HK\$'000	投資 重估儲備 Investment revaluation reserve 港幣千元 HK\$'000	公積金 General reserve 港幣千元 HK\$'000	換算儲備 Translation reserve 港幣千元 HK\$'000	法定儲備 Regulatory reserve 港幣千元 HK\$'000	保留溢利 Retained profits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
銀行	THE BANK							
於二零一二年一月一日 (重申)	At 1 January 2012 (as restated)	1,542,817	253	1,378,500	18,195	408,000	2,959,661	6,307,426
年度溢利	Profit for the year	-	-	-	-	-	497,823	497,823
因折算之外匯調整	Exchange differences arising from translation	-	-	-	4,331	-	-	4,331
本年度可供出售證券其公平值調整之 溢利	Fair value gains on available-for-sale securities during the year	-	171,714	-	-	-	-	171,714
因出售可供出售證券而導致重新分類到 損益賬之金額	Amount reclassified to the profit or loss upon disposal of available-for-sale securities	-	(468)	-	-	-	-	(468)
關於出售可供出售證券之所得稅影響	Income tax effect relating to disposal of available-for-sale securities	-	77	-	-	-	-	77
關於可供出售證券公平值調整之所得稅 影響	Income tax effect relating to fair value change of available-for-sale securities	-	(27,969)	-	-	-	-	(27,969)
其他全面收益	Other comprehensive income	-	143,354	-	4,331	-	-	147,685
年度全面收益總額	Total comprehensive income for the year	-	143,354	-	4,331	-	497,823	645,508
已派中期股息	Interim dividend paid	-	-	-	-	-	(47,850)	(47,850)
已派末期股息	Final dividend paid	-	-	-	-	-	(152,250)	(152,250)
釋放特別指定之法定儲備至保留溢利	Release of regulatory reserve to retained profits	-	-	-	-	(21,000)	21,000	-
於二零一二年十二月三十一日	At 31 December 2012	1,542,817	143,607	1,378,500	22,526	387,000	3,278,384	6,752,834

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32. 儲備 - 續

32. RESERVES - continued

		股本溢價 Share premium 港幣千元 HK\$'000	投資 重估儲備 Investment revaluation reserve 港幣千元 HK\$'000	公積金 General reserve 港幣千元 HK\$'000	換算儲備 Translation reserve 港幣千元 HK\$'000	法定儲備 Regulatory reserve 港幣千元 HK\$'000	保留溢利 Retained profits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
銀行	THE BANK							
於二零一一年一月一日 (原本價值)	At 1 January 2011 (as originally stated)	1,542,817	65,215	1,378,500	13,355	331,000	2,738,447	6,069,334
會計政策轉變之影響 (附註2)	Effect of change in accounting policy (Note 2)	-	-	-	-	-	8,879	8,879
於二零一一年一月一日 (重申)	At 1 January 2011 (as restated)	1,542,817	65,215	1,378,500	13,355	331,000	2,747,326	6,078,213
年度溢利	Profit for the year	-	-	-	-	-	498,261	498,261
因折算之外匯調整	Exchange differences arising from translation	-	-	-	4,840	-	-	4,840
本年度可供出售證券 其公平值調整之虧損	Fair value losses on available-for-sale securities during the year	-	(76,598)	-	-	-	-	(76,598)
重估退休福利計劃之盈餘	Surplus on remeasurement of retirement benefits	-	-	-	-	-	10,268	10,268
關於退休福利計劃之所得稅影響	Income tax effect relating to retirement benefits	-	-	-	-	-	(1,694)	(1,694)
關於出售可供出售證券之所得稅影響	Income tax effect relating to fair value change of available-for-sale securities	-	11,636	-	-	-	-	11,636
其他全面收益 (支出)	Other comprehensive income (expense)	-	(64,962)	-	4,840	-	8,574	(51,548)
年度全面收益 (支出) 總額	Total comprehensive income (expense) for the year	-	(64,962)	-	4,840	-	506,835	446,713
已派中期股息	Interim dividend paid	-	-	-	-	-	(65,250)	(65,250)
已派末期股息	Final dividend paid	-	-	-	-	-	(152,250)	(152,250)
於保留溢利中特別指定之法定儲備	Earmark of retained profits as regulatory reserve	-	-	-	-	77,000	(77,000)	-
於二零一一年十二月三十一日 (重申)	At 31 December 2011 (as restated)	1,542,817	253	1,378,500	18,195	408,000	2,959,661	6,307,426

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32. 儲備 - 續

本銀行於二零一二年十二月三十一日之可派發予擁有人之儲備包括保留溢利為港幣 2,807,472,000 元 (二零一一年：港幣 2,541,015,000 元) 及公積金為港幣 1,378,500,000 元 (二零一一年：港幣 1,378,500,000 元)。

法定儲備之成立乃為符合香港金融管理局之要求及法定儲備派發予本銀行擁有人前須諮詢香港金融管理局之意見。

公積金包括以往年度保留溢利之調撥。

33. 遞延稅項

以綜合財務報表的呈列為由，部份遞延稅項資產及遞延稅項負債已被對銷。根據財務報告，遞延稅項總額分析如下：

32. RESERVES - continued

The Bank's reserves available for distribution to owners as at 31 December 2012 comprised retained profits of HK\$2,807,472,000 (2011: HK\$2,541,015,000) and general reserve of HK\$1,378,500,000 (2011: HK\$1,378,500,000).

The regulatory reserve is set up in compliance with the HKMA's requirements and is distributable to owners of the Bank subject to consultation with the HKMA.

The general reserve is comprised of transfers from previous years' retained profits.

33. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		集團 THE GROUP		
		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000 (重申) (Restated)	2010 港幣千元 HK\$'000 (重申) (Restated)
遞延稅項資產	Deferred tax assets	1,502	16,861	-
遞延稅項負債	Deferred tax liabilities	<u>(23,574)</u>	<u>(6,897)</u>	<u>(11,478)</u>
		<u>(22,072)</u>	<u>9,964</u>	<u>(11,478)</u>
		銀行 THE BANK		
		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000 (重申) (Restated)	2010 港幣千元 HK\$'000 (重申) (Restated)
遞延稅項資產	Deferred tax assets	1,502	16,861	-
遞延稅項負債	Deferred tax liabilities	<u>(15,129)</u>	<u>-</u>	<u>(3,318)</u>
		<u>(13,627)</u>	<u>16,861</u>	<u>(3,318)</u>

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33. 遞延稅項 - 續

本年度及上年度已確認之主要遞延稅項資產(負債)及其變動如下:

33. DEFERRED TAXATION - continued

The following are the major deferred tax assets (liabilities) recognised and movements thereon during the current and prior reporting year:

集團	THE GROUP	稅項折舊 Accelerated tax depreciation 港幣千元 HK\$'000	集體評估之 減值準備 Collectively assessed impairment allowance 港幣千元 HK\$'000	投資物業 Investment properties 港幣千元 HK\$'000	可供出售之 證券重估 Revaluation of available- for-sale securities 港幣千元 HK\$'000	退休福利 計劃重估 Remeasurement of retirement benefits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零一二年一月一日(原本價值)	At 1 January 2012 (as originally stated)	(10,540)	27,869	(13,014)	(2,797)	(1,694)	(176)
會計政策轉變之影響(附註2)	Effect of changes in accounting policy (Note 2)	-	-	10,140	-	-	10,140
於二零一二年一月一日(重申)	At 1 January 2012 (as restated)	(10,540)	27,869	(2,874)	(2,797)	(1,694)	9,964
是年度於綜合損益賬內列入(附註14)	Charge to profit or loss for the year (Note 14)	(847)	(1,338)	(35)	-	-	(2,220)
是年度於其他全面收益中列入	Charge to other comprehensive income for the year	-	-	-	(29,816)	-	(29,816)
於二零一二年十二月三十一日	At 31 December 2012	<u>(11,387)</u>	<u>26,531</u>	<u>(2,909)</u>	<u>(32,613)</u>	<u>(1,694)</u>	<u>(22,072)</u>
於二零一一年一月一日(原本價值)	At 1 January 2011 (as originally stated)	(13,302)	20,031	(11,191)	(15,895)	-	(20,357)
會計政策轉變之影響(附註2)	Effect of changes in accounting policy (Note 2)	-	-	8,879	-	-	8,879
於二零一一年一月一日(重申)	At 1 January 2011 (as restated)	(13,302)	20,031	(2,312)	(15,895)	-	(11,478)
是年度於綜合損益賬內回撥(列入 (附註14))	Credit (charge) to profit for the year (Note 14)	2,762	7,838	(562)	-	-	10,038
是年度於其他全面收益中回撥(列入)	Credit (charge) to other comprehensive income for the year	-	-	-	13,098	(1,694)	11,404
於二零一一年十二月三十一日	At 31 December 2011	<u>(10,540)</u>	<u>27,869</u>	<u>(2,874)</u>	<u>(2,797)</u>	<u>(1,694)</u>	<u>9,964</u>

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33. 遞延稅項 - 續

在中華人民共和國企業所得稅法下，由二零零八年一月一日起，需就於中華人民共和國的銀行分行的分配溢利徵收預提稅。因為本集團有能力控制於中華人民共和國的分行之累積溢利所產生的臨時差額為港幣209,801,000元（二零一一年：港幣159,590,000元），及有關臨時差額很大可能不會於可預期的將來作出回撥，所以有關的遞延稅項並沒有於綜合財務報表中作準備。

33. DEFERRED TAXATION - continued

Under the Enterprise Income Tax Law of the PRC, withholding tax is imposed on profits distributed by the Bank's PRC branch from 1 January 2008 onwards. Deferred taxation has not been provided in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC branch amounting to HK\$209,801,000 (2011: HK\$159,590,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

	稅項折舊 Accelerated tax depreciation 港幣千元 HK\$'000	集體評估之 減值準備 Collectively assessed impairment allowance 港幣千元 HK\$'000	投資物業 Investment properties 港幣千元 HK\$'000	可供出售之 證券重估 Revaluation of available- for-sale securities 港幣千元 HK\$'000	退休福利 計劃重估 Remeasurement of retirement benefits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
THE BANK						
銀行						
於二零一二年一月一日(原本價值)	(9,930)	27,869	(10,140)	616	(1,694)	6,721
會計政策之影響(附註2)	-	-	10,140	-	-	10,140
於二零一二年一月一日(重申)	(9,930)	27,869	-	616	(1,694)	16,861
是年度於綜合損益賬內列入	(1,258)	(1,338)	-	-	-	(2,596)
是年度其他全面收益中列入	-	-	-	(27,892)	-	(27,892)
於二零一二年十二月三十一日	<u>(11,188)</u>	<u>26,531</u>	<u>-</u>	<u>(27,276)</u>	<u>(1,694)</u>	<u>(13,627)</u>
於二零一一年一月一日(原本價值)	(12,329)	20,031	(8,879)	(11,020)	-	(12,197)
會計政策之影響(附註2)	-	-	8,879	-	-	8,879
於二零一一年一月一日(重申)	(12,329)	20,031	-	(11,020)	-	(3,318)
是年度於綜合損益賬內回撥	2,399	7,838	-	-	-	10,237
是年度其他全面收益中回撥(列入)	-	-	-	11,636	(1,694)	9,942
於二零一一年十二月三十一日	<u>(9,930)</u>	<u>27,869</u>	<u>-</u>	<u>616</u>	<u>(1,694)</u>	<u>16,861</u>

34. 股份期權計劃

本銀行已根據二零一二年五月九日通過之決議案採納新的股份期權計劃(「新股份期權計劃」)，主要旨在為董事及合資格僱員提供激勵及獎賞，以及取代於二零一二年四月二十四日屆滿的股份期權計劃。新股份期權計劃的條款與該已屆滿的股份期權計劃相似。根據新股份期權計劃，本銀行董事會可向合資格人士(包括本銀行及其附屬公司之董事及僱員)授出股份期權，以供認購本銀行股份。

未經本銀行股東核准，根據新股份期權計劃授出之股份期權所涉股份，不得超過新股份期權計劃採納當日本銀行已發行股份的10%。在截至新股份期權的授出日期(包括該日)止之十二個月期間內，向任何人士授出或將予授出之股份期權(包括已行使、已註銷及尚未行使之股份期權，但不包括已失效之股份期權)獲悉數行使後而發行或將予發行的股份總數，不得超過本銀行授出新股份期權當日已發行股份的1%。本銀行可授出超逾該限額的股份期權，除其他事項外，有關擬授出的股份期權應於另行召開的股東大會尋求股東批准，而於會上該名擬獲授股份期權的承授人及其聯繫人士(定義見《香港聯合交易所證券上市規則》)必須放棄投票。

授出的股份期權須於要約日期起計二十八天內接納，對價為每份股份期權港幣十元，而其行使期不得超過有關股份期權授出日期起計十年。股份期權的行使價由本銀行董事會根據本銀行股份於要約日期的收市價、緊接要約日期前五個營業日的股份平均收市價及股份面值三者之最高者釐定。

新股份期權計劃在採納以來並未授出任何股份期權。

34. SHARE OPTION SCHEME

The Bank has adopted a new share option scheme (the “New Scheme”) pursuant to a resolution passed on 9 May 2012 for the primary purpose of providing incentives to directors and eligible employees to replace the share option scheme which expired on 24 April 2012. The terms of the New Scheme are similar to those of the expired scheme. Under the New Scheme, the Board of Directors of the Bank may grant options to eligible persons, including directors and employees of the Bank and its subsidiaries, to subscribe for shares in the Bank.

The total number of shares in respect of which options may be granted under the New Scheme is not permitted to exceed 10% of the shares of the Bank in issue at the date of approval of the Scheme, without prior approval from the Bank’s shareholders. No option may be granted to any person which, if exercised in full, would result in the total number of shares issued and to be issued upon exercise of the option already granted and to be granted to such person (including exercised, cancelled and outstanding options but excluding lapsed options) in the 12-month period up to and including the date of such new grant exceeding 1% of the shares in issue as at the date of such new grant, provided that options may be issued in excess of such limit if, among other things, such grant shall have been separately approved by shareholders of the Bank in a general meeting at which that proposed grantee and his associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) shall have abstained for voting.

Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$10 per option, and the exercise period shall not in any event be longer than 10 years from the date of grant of the relevant options. The exercise price is determined by the Board of Directors of the Bank, and will be the highest of the closing price of the Bank’s shares on the date of offer, the average closing price of the shares for the five business days immediately preceding the date of offer and the nominal value of the shares.

No options have been granted under the New Scheme since it was adopted.

35. 高級人員之貸款

茲依據香港《公司條例》第161B條之規定，公佈有關高級人員之貸款結餘總額(已包含在附註21「客戶貸款」中)：

全部有關貸款戶口於報告日之結餘總額

年內有關貸款戶口之最高結餘總額

此等貸款的利率由百分之零至最優惠利率加百分之十不等。董事及行政人員之貸款中有為數港幣61,805,000元(二零一一年：港幣72,931,000元)是有抵押貸款。這些抵押品主要有物業、證券及定期存款。

35. LOANS TO OFFICERS

The aggregate relevant loans to officers, included in “advances to customers” in Note 21, and disclosure pursuant to Section 161B of the Hong Kong Companies Ordinance are as follows:

		集團及銀行 THE GROUP AND THE BANK		
		二零一二年 十二月三十一日 31 December 2012	二零一一年 十二月三十一日 31 December 2011	二零一一年 一月一日 1 January 2011
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
	Aggregate balance of all relevant loans outstanding at the end of the reporting period	<u>62,648</u>	<u>74,369</u>	<u>76,965</u>

		集團及銀行 THE GROUP AND THE BANK	
		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
	Maximum aggregate balance of relevant loans during the year	<u>79,610</u>	<u>85,881</u>

The loans bear interest at rates ranging from 0% to prime rate plus 10%. Included in the loans to officers are loans of HK\$61,805,000 (2011: HK\$72,931,000) secured by collateral. These collaterals are mainly properties, securities and fixed deposits.

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36. 商譽

成本

於一月一日及十二月三十一日

減值

於一月一日及十二月三十一日

賬面淨值

於十二月三十一日

本集團購買創興保險有限公司全部發行股本。因為收購而產生的商譽為港幣 110,606,000 元。

截至二零一二年十二月三十一日止年度，管理層已檢討商譽的減值測試。檢討內容包括比較被購買的附屬公司之賬面值及使用值（最少之現金賺取單位），以分配商譽。該附屬公司是從事保險業務的。

使用值的計算是根據附屬公司的管理層已審閱的三年財務預算中現金流動預測和三年期末評估終值。於已審閱預測和評估終值所覆蓋期間，現金流動預測的準備是包括一些假設和評估。主要假設包括預期收入增長（增長率 3.5% 至 4%）和折算率 12% 的選擇。

使用值是折算預期未來的現金流動計算所得的。

於二零一二年及二零一一年十二月三十一日年度止，本集團的管理層確定並無商譽減值。

36. GOODWILL

COST

At 1 January and 31 December

IMPAIRMENT

At 1 January and 31 December

CARRYING VALUES

At 31 December

2012
港幣千元
HK\$'000

110,606

60,000

50,606

2011
港幣千元
HK\$'000

110,606

60,000

50,606

The Group acquired 100% of issued share capital of Chong Hing Insurance Company Limited. The amount of goodwill arising as a result of acquisition was HK\$110,606,000.

For the year ended 31 December 2012, management has reviewed goodwill for impairment testing purpose. The review comprised a comparison of the carrying amount and value in use of an acquired subsidiary (the smallest cash-generating unit) to which the goodwill has been allocated. The acquired subsidiary is involved in insurance business.

The value in use calculations primarily use cash flow projections based on three-year financial budgets approved by management of the subsidiary and estimated terminal value at the end of the three year period. There are a number of assumptions and estimates involved for the preparation of cash flow projections for the period covered by the approved budget and the estimated terminal value. Key assumptions include the expected growth in revenues (growth rate at 3.5% to 4%) and selection of discount rate (12%).

Value in use is derived at by discounting the expected future cash flows.

The management of the Group determines that there was no impairment loss on the goodwill for the year ended 31 December 2012 and 2011.

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37. 或有負債及承擔

37. CONTINGENT LIABILITIES AND COMMITMENTS

		集團		銀行	
		THE GROUP		THE BANK	
		2012	2011	2012	2011
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
或有負債及承擔	Contingent liabilities				
- 約定數額	and commitments				
	- contractual amounts				
直接信用代替品	Direct credit substitutes	1,077,350	1,163,474	1,077,350	1,163,474
與貿易有關之或有項目	Trade-related contingencies	425,309	373,802	425,309	373,802
遠期資產買入	Forward asset purchases	7,864	8,550	7,864	8,550
未動用之正式備用信貸、 信貸額度及其他承擔：	Undrawn formal standby facilities, credit lines and other commitments:				
可無條件取消而不需作事前通知者	Which are unconditionally cancellable without prior notice	10,938,340	6,880,736	10,938,340	6,880,736
原到期日於一年與一年以下	With an original maturity of one year and under	8,137,008	7,093,803	8,137,008	7,093,803
原到期日於一年以上	With an original maturity of over one year	2,420,887	2,210,112	2,420,887	2,210,112
租金承擔	Lease commitments	58,515	66,857	118,569	138,228
		23,065,273	17,797,334	23,125,327	17,868,705

或有負債及承擔之加權信貸風險金額為港幣 3,507,559,000 元 (二零一一年：港幣 3,235,547,000 元)。

The credit risk weighted amount of contingent liabilities and commitments is HK\$3,507,559,000 (2011: HK\$3,235,547,000).

加權信貸風險金額是按照「標準計算法」計算。計算加權信貸風險金額所採用之風險比重為 0% 至 100% (二零一一年：0% 至 100%) 並按照《銀行業(資本)規則》作評估。

The credit risk weighted amount is calculated based on “standardised approach”. The risk weights used in the computation of credit risk weighted amounts range from 0% to 100% (2011: 0% to 100%) which is assessed in accordance with the Banking (Capital) Rules.

直接信用代替品包括由本集團及本銀行發出之融資擔保。

Direct credit substitutes include financial guarantees given by the Group and the Bank.

大部份的或有負債及承擔是以港幣作為單位。

Most of contingent liabilities and commitments are denominated in Hong Kong dollars.

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37. 或有負債及承擔 - 續

於報告期末，本集團不可撤銷之租賃物業營運租約之未來最低租金支出根據到期情況分析如下：

一年內
第二至第五年內 (包括首尾兩年)
五年以上

營運租約租金指本集團部份辦公室之應付租金。租約內租金固定不變及平均長達三年。

於報告期末，資本承擔結餘如下：

已簽約但未於綜合財務賬上撥備之物業及設備的資本承擔

於報告期末，本集團以出租人身份與租戶簽訂之租約，未來應收最低租金列明如下：

一年內
第二至第五年內 (包括首尾兩年)

37. CONTINGENT LIABILITIES AND COMMITMENTS - continued

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	集團 THE GROUP		銀行 THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Within one year	24,416	32,258	36,628	43,542
In the second to fifth years inclusive	33,627	33,998	81,469	82,844
Over five years	472	601	472	11,842
	<u>58,515</u>	<u>66,857</u>	<u>118,569</u>	<u>138,228</u>

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of three years and rentals are fixed.

Capital commitments outstanding at the end of the reporting period are as follows:

	集團及銀行 THE GROUP AND THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of property and equipment	<u>7,864</u>	<u>8,550</u>

At the end of the reporting period, the Group as lessor had contracted with tenants for the following future minimum lease payments:

	集團 THE GROUP		銀行 THE BANK	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Within one year	23,051	2,827	23,051	2,048
In the second to fifth years inclusive	24,557	640	24,557	640
	<u>47,608</u>	<u>3,467</u>	<u>47,608</u>	<u>2,688</u>

38. 退休福利計劃

本集團於報告期末共實行兩個退休計劃，包括自一九九五年起根據《職業退休計劃條例》登記之供款計劃（「原有計劃」）及免供款既定福利退休計劃（「原有計劃（既定福利）」）。而自二零零零年十二月起根據《強制性公積金計劃條例》成立之強制性公積金計劃（「強積金計劃」）。在強積金計劃成立前，原有計劃成員之員工可留在原有計劃或轉為加入強積金計劃，然而所有在二零零零年十二月或以後加入本集團之新員工則須參加強積金計劃。大部份員工均選擇參與強積金計劃以取代原有計劃（「參與人士」）。強積金計劃之資產由獨立信託人控制之基金持有，並與本集團之資產分開。作為強積金計劃成員，員工須按其有關入息供款百分之五，而本集團之供款則視乎員工服務年資而按其有關入息計算百分之五至十。

本集團為所有合資格員工提供原有計劃（既定福利）。在原有計劃（既定福利）下，員工年屆五十五歲退休年齡，有權提取之退休福利金額為其銀行供款總額百分之零至一百。員工於退休時根據服務年資計算其有權每月提取直至死亡之退休金的幅度為最後薪酬比例百分之零至一百。

精算師韜睿惠悅顧問有限公司最近於二零一一年十二月三十一日對原有計劃（既定福利）作出精算估值。精算估值會定期（但最少三年一次）進行。於二零一二年十二月三十一日無估值作出。評估方式以預計單位基數法來計算既定福利責任的現值及現服務成本。

於二零一一年十二月三十一日，本銀行最近已正式完成獨立精算評估。其原有計劃（既定福利）的淨退休資產為港幣10,747,000元。

38. RETIREMENT BENEFITS SCHEME

At the end of the reporting period, the Group had two retirement schemes in operation including a defined contribution plan (the “ORSO Scheme”) and a defined benefit plan (the “ORSO (Defined benefit) Scheme”) which were both registered under the Occupational Retirement Scheme Ordinance in 1995 and a Mandatory Provident Fund Scheme (the “MPF Scheme”) established under the Mandatory Provident Fund Ordinance in December 2000. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme could stay within the ORSO Scheme or switch to the MPF Scheme, whereas all new employees joining the Group on or after December 2000 are required to join the MPF Scheme. Most of the employees enrolled in the MPF Scheme in replacement of the ORSO Scheme (the “participating members”). The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Under the MPF Scheme, the employee contributes 5% of the relevant payroll to the MPF Scheme while the Group contributes from 5% to 10% of the relevant payroll to the MPF Scheme depending on the years of service completed.

The Group operates the ORSO (Defined benefit) Scheme for qualifying employees. Under the ORSO (Defined benefit) Scheme, the employees are entitled to retirement benefits varying between 0 and 100 percent of total contributions on attainment of a retirement age of 55. Upon retirement, the employees are entitled to monthly pension until death varying between 0 and 100 percent of final salary depending on years of service completed at the time of retirement.

The most recent actuarial valuation of the ORSO (Defined benefit) Scheme was carried out as at 31 December 2011 by the qualified actuaries of Towers Watson Hong Kong Limited. The actuarial valuation is carried out periodically, but at least triennially. No valuation is carried out as at 31 December 2012. The present value of the defined benefit obligation and the current service cost have been measured using the Projected Unit Credit method.

At the date of the latest formal independent actuarial valuation made on 31 December 2011, the net retirement asset of the ORSO (Defined benefit) Scheme was HK\$10,747,000.

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38. 退休福利計劃 - 續

38. RETIREMENT BENEFITS SCHEME - continued

		2011 港幣千元 HK\$'000
於損益賬中確認的既定福利計劃 詳列如下：	Amounts recognised in profit or loss in respect of the defined benefit plans are as follow:	
現服務成本	Current service cost	(59)
福利責任的利息支出	Interest cost on benefit obligation	(610)
計劃資產的利息收入	Interest income on plan assets	1,096
		<u>427</u>
於其他全面收益中確認的既定福利 退休福利計劃詳列如下：	Amount recognised in other comprehensive income in respect of the defined benefit plans is as follow:	
計劃及利息中的實際回報與精算 虧損的差額	Difference between actual return on plan assets and interest, and actuarial losses	10,268
在綜合財務狀況中本集團的既定 福利退休福利計劃詳列如下：	The amount included in the consolidated statement of financial position arising from the Group's defined benefit retirement benefit plan is as follows:	

		2011 港幣千元 HK\$'000
既定福利責任的現值	Present value of defined benefit obligation	(24,073)
計劃資產的公平值	Fair value of plan assets	34,820
		<u>10,747</u>

既定福利責任的現值之轉變詳列如下：

Changes in the present value of the defined benefit obligation are as follows:

		2011 港幣千元 HK\$'000
期初既定福利責任	Opening defined benefit obligation	25,450
利息支出	Interest cost	610
現服務成本	Current service cost	59
精算虧損	Actuarial losses	
(由於財務假設轉變)	(resulting from changes of financial assumptions)	502
支付福利	Benefits paid	(2,548)
期末既定福利責任	Closing defined benefit obligation	<u>24,073</u>

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38. 退休福利計劃 - 續

計劃資產的公平值之轉變詳列如下：

期初計劃資產的公平值
利息收入
計劃資產的回報
支付福利
期末計劃資產公平值

計劃資產的主要類別以總計劃資產的公平值作百分比詳列如下：

現金
股票 (附註)

附註：股票包括投資於香港聯合交易所上市的香港中華煤氣有限公司及廖創興企業有限公司的股票。

於二零一一年十二月三十一日，此計劃 (既定福利) 的資產金額在本銀行擁有的存款戶口詳列如下：

存放在本銀行的存款

用於決定退休福利責任的主要假設如下：

貼現率 (每年)
預期薪酬遞增率 (每年)
預期年金遞增率 (每年)
福利餘額利息 (每年)

38. RETIREMENT BENEFITS SCHEME - continued

Changes in fair value of plan assets are as follows:

	2011 港幣千元 HK\$'000
Opening fair value of plan assets	25,502
Interest income	1,096
Return on plan assets	10,770
Benefits paid	(2,548)
Closing fair value of plan assets	<u>34,820</u>

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	2011 %
Cash	20
Equities (Note)	80

Note: The equities represented investments in two equity securities which are securities of The Hong Kong & China Gas Limited and Liu Chong Hing Investment Limited, which are both listed on the Hong Kong Stock Exchange.

The amounts of assets of the ORSO (Defined benefit) Scheme invested in the Bank's own deposit account as at 31 December 2011 are as follows:

	2011 港幣千元 HK\$'000
Deposits with the Bank	6,814

The significant assumptions used in determining the defined benefit obligations are shown below:

	2011 %
Discount rate (per annum)	1.5
Expected rate of salary increase (per annum)	3.0
Expected rate of pension increase (per annum)	0.0
Interest credited on welfare balance (per annum)	2.0

38. 退休福利計劃 - 續

當既定福利責任的重大假設轉變而產生的潛在影響，詳列如下：

貼現率
預期薪酬遞增率
預期年金遞增率
福利餘額利息

於二零一一年十二月三十一日，既定福利責任的加權平均時間為9.3年。

本集團負責提供原有計劃（既定福利）成員中利益的成本。根據《職業退休計劃條例》，週期性基金估價是用決定本集團提供多少成本以達致供款要求。

根據上次於二零一一年十二月三十一日完成的原有計劃（既定福利）法定估價，於二零一一年十二月三十一日，本集團並未就原有計劃（既定福利）中的成員被提出供款要求。當下次於二零一四年十二月三十一日的原有計劃（既定福利）法定基金估價完成後，本集團的供款率或有可能改變。

38. RETIREMENT BENEFITS SCHEME - continued

The table below indicates the potential effect of change of the significant assumptions on the defined benefit obligation:

	2011 假設的轉變 Change in assumption	
	+0.25% 港幣千元 HK\$'000	-0.25% 港幣千元 HK\$'000
Discount rate	(547)	572
Expected rate of salary increase	65	(63)
Expected rate of pension increase	404	-
Interest credited on welfare balance	<u>9</u>	<u>8</u>

As at 31 December 2011, the weighted average duration of the defined benefit obligation is approximately 9.3 years.

The costs for providing benefits to the members of the ORSO (Defined benefit) Scheme are funded by the Group. The contributions required by the Group to fund the costs are determined by periodic funding valuations in accordance with the Occupational Retirement Scheme Ordinance.

As of 31 December 2011, the Group is not required to contribute to the ORSO (Defined benefit) Scheme with respect to the members of the ORSO (Defined benefit) Scheme according to the results of the last statutory funding valuation of the ORSO (Defined benefit) Scheme as at 31 December 2011. The Group's contribution rate may be subject to change when the results of the next statutory funding valuation of the ORSO (Defined benefit) Scheme as at 31 December 2014 become available.

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39. 關聯方交易

是年度本集團及本銀行與關聯方之重大交易詳列如下：

最終控股公司 / 直接控股公司 /
同系附屬公司

聯營公司

主要管理人員 (附註)

於報告期末，本集團及本銀行與關聯方之重大結欠情況如下：

最終控股公司 / 直接控股公司 /
同系附屬公司

聯營公司

主要管理人員 (附註)

以上結欠之利息與給予一般客戶之計算方法相類。部份給予關聯方的貸款以物業、證券及定期存款作抵押。

39. RELATED PARTY TRANSACTIONS

During the year, the Group and the Bank entered into the following material transactions with related parties:

	利息、佣金及租金收入 Interest, commission and rental income		利息及租金支出 Interest and rental expenses	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Ultimate holding company / immediate holding company / fellow subsidiaries	9,935	7,777	16,618	25,205
Associates	19,852	16,757	3,260	3,317
Key management personnel (Note)	5,513	6,514	10,960	9,524

At the end of reporting period, the Group and the Bank had the following material outstanding balances with related parties:

	貸款給關聯方 Loan to related parties		來自關聯方的存款 Deposit from related parties	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Ultimate holding company / immediate holding company / fellow subsidiaries	34,592	36,800	159,663	159,138
Associates	14,337	37,599	97,147	75,730
Key management personnel (Note)	417,568	969,505	653,558	651,396

The above outstanding balances bear interest at rates similar to those made available to non-related parties. A portion of the loans to related parties are secured with properties, securities and fixed deposit.

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39. 關聯方交易 - 續

關聯方所欠款項已包括在財務狀況表中的貸款及其他賬項內。

欠關聯方款項已包括在財務狀況表中的客戶存款內。

是年度本銀行與附屬公司之重大交易詳列如下：

於報告期末，本銀行與附屬公司之重大結欠情況詳列於附註 22：

欠附屬公司款項已包括為數港幣 210,175,000 元的往來賬戶 (二零一一年：港幣 221,024,000 元)。此往來賬戶並無抵押，非附息及要求即時付還的。

39. RELATED PARTY TRANSACTIONS - continued

Amounts due from related parties are included in advances and other accounts on the statements of financial position.

Amounts due to related parties are included in deposits from customers on the statements of financial position.

During the year, the Bank entered into the following material transactions with its subsidiaries:

	利息、佣金及租金收入		利息及租金支出		電腦服務支出		股息收入	
	Interest, commission and rental income		Interest and rental expenses		Computer service expense		Dividend income	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
附屬公司								
Subsidiaries	<u>15,885</u>	<u>7,045</u>	<u>27,723</u>	<u>14,101</u>	<u>17,195</u>	<u>19,371</u>	<u>39,000</u>	<u>35,000</u>

At the end of reporting period, the Bank had the following material outstanding balances with its subsidiaries as set out in note 22:

	附屬公司所欠款項		欠附屬公司款項	
	Amounts due from		Amounts due to	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
附屬公司				
Subsidiaries	<u>248,376</u>	<u>230,891</u>	<u>846,080</u>	<u>793,690</u>

Included in the amounts due to subsidiaries are current accounts of approximately HK\$210,175,000 (2011: HK\$221,024,000). The current accounts are unsecured, non-interest bearing and repayable on demand.

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39. 關聯方交易 - 續

欠附屬公司款項已包括為數港幣13,672,000元的儲蓄存款(二零一一年:港幣13,355,000元)。此儲蓄存款並無抵押,附息以市場息率計算及要求即時付還的。

餘下的欠附屬公司款項為數港幣622,233,000元的定期存款(二零一一年:港幣559,311,000元),此定期存款並無抵押,附息以市場息率計算及一年內到期。

主要管理人員之補償

年內董事及其他管理層要員之薪酬如下:

短期僱員福利

退休福利

董事及管理層之薪酬乃由薪酬委員會考慮到個別人士表現及市場標準釐定。

附註: 主要管理人員包括其家屬及主要管理人員有直接或間接關係的投票權控制或共同控制的個體。

39. RELATED PARTY TRANSACTIONS - continued

Included in the amounts due to subsidiaries are saving accounts of approximately HK\$13,672,000 (2011: HK\$13,355,000). The saving accounts are unsecured and bearing interest at prevailing market interest rates and repayable on demand.

The remaining amounts due to subsidiaries are fixed deposits of approximately HK\$622,233,000 (2011: HK\$559,311,000). The fixed deposits are unsecured, bearing interest at prevailing market interest rates and mature within one year.

Compensation of key management personnel

The remuneration of directors and other members of key management during the year are as follows:

		集團及銀行 THE GROUP AND THE BANK	
		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
	Short-term benefits	66,002	61,726
	Post employment benefits	4,873	4,286
		70,875	66,012

The remuneration of directors and key management is reviewed by Remuneration Committee having regard to the performance of individuals and market trends.

Note: Includes key management personnel, close family members of key management personnel and entity that is controlled or jointly controlled, directly or indirectly, by key management personnel.

40. 資本管理

本集團採取維持雄厚資本之政策，以：

- 符合香港《銀行業條例》下《銀行業(資本)規則》下之資本要求；及
- 支持本集團之穩定及商業增長，並替股東賺取合理回報。

於二零一二年十二月三十一日及二零一一年十二月三十一日之資本充足比率，乃依據香港金融管理局法定要求以本銀行及部份附屬公司綜合計算。此規則乃根據香港《銀行業條例》下之《銀行業(資本)規則》而制定。

本集團已建立一套資本規劃程序，藉以評估資本是否足夠支持現有及未來之業務。該程序於考慮相關風險及本集團之策略重點及業務計劃後訂定資本充足目標。主要考慮因素包括：未來業務擴充所需之額外資本、定期執行之壓力測試結果、股息政策、收入確認及撥備政策等。

40. CAPITAL MANAGEMENT

The Group has adopted a policy of maintaining a strong capital base to:

- comply with the capital requirements under the Banking (Capital) Rules of the Hong Kong Banking Ordinance; and
- support the Group's stability and business growth so as to provide reasonable returns for shareholders.

The capital adequacy ratios as at 31 December 2012 and 31 December 2011 are computed on the consolidated basis of the Bank and certain of its subsidiaries as specified by the Hong Kong Monetary Authority for its regulatory purposes, and are in accordance with the Banking (Capital) Rules of the Hong Kong Banking Ordinance.

The Group has established a capital planning process to assess the adequacy of its capital to support current and future activities. The process states the Group's capital adequacy goals in relation to risk, taking into account its strategic focus and business plan. Key factors to consider in this process include additional capital required for future expansion, results of the stress test programme regularly conducted, dividend policy, income recognition and provisioning policies.

按照《銀行業(披露)規則》之指引，有關企業管治、風險管理及其他未經審核之財務資料詳列如下：

1. 專責委員會

本銀行董事會(「董事會」)之組成乃根據本銀行組織章程細則並為本銀行最終管治組織。為更確保董事會會議與會議之間所出現之事項能適當並及時地處理，董事會授權下列專責委員會負責監管本銀行之日常主要業務。專責委員會均有清晰的目標、權限、責任及任期。以書面方式列明各專責委員會之職責範圍亦由董事會批准及定期作適當更新。

(i) 常務董事委員會

常務董事委員會乃由本銀行所有常務董事所組成。

委員會所行使之權力及其所行使、採取或批核之所有行動均由董事會所授權，藉以免除由董事會詳細審理資料及業務運作的程序。常務董事委員會指導本集團之日常政策及運作決策，及負責處理須由董事會審議但適逢董事會會議前後出現的事務。此外，委員會也負責統籌董事會轄下其他委員會的工作。

(ii) 常務管理委員會

常務管理委員會乃由董事總經理兼行政總裁、部份常務董事及處主管組成。其責任包括管理銀行日常事務及運作。常務管理委員會每星期舉行例會兩次，商討及制定運作及管理政策、討論日常重要運作事務、審閱關鍵商業表現、討論由市場變化及競爭情況產生之商機。常務管理委員會務必依據董事會當時訂立之方向及要求運作。

The unaudited supplementary financial information regarding corporate governance, risk management and other financial information disclosed pursuant to the Banking (Disclosure) Rules is as follows:

1. SPECIALISED COMMITTEES

The Board of Directors of the Bank (the "Board") is constituted in accordance with the Bank's Articles of Association and is the ultimate governing body. In order to ensure that matters arising between meetings of the Board are handled properly and in a timely fashion, the Board has delegated the day-to-day supervision of major functional areas to the following specialised committees. These committees have been established with clearly defined objectives, authorities, responsibilities and tenure. Written terms of reference have been approved by the Board and are updated appropriately.

(i) Executive Committee

The Executive Committee comprises all executive directors of the Bank.

It is authorised by the Board to exercise all such powers and do all such acts as may be exercised, done or approved by Board, thus relieving the full Board of detailed review of information and operational activities. The Executive Committee steers the Group's policy and operational decisions on a day-to-day basis, and attends to matters that require the review and supervision of the Board between regular board meetings. Moreover, it also coordinates the work of other committees as it sees fit.

(ii) Executive Management Committee

Members of the Executive Management Committee, comprising the Managing Director and Chief Executive Officer and certain other executive directors and division heads, are responsible for managing the day-to-day business and the affairs of the Bank group. The Executive Management Committee holds regular meetings twice a week to discuss and formulate operation and management policies, discuss significant daily operational issues, review key business performance, and discuss business opportunities arising from changing market and competitive conditions. In performing its functions, the Executive Management Committee shall act in accordance with the directions and requirements as may from time to time be stipulated by the Board.

1. 專責委員會 - 續

(iii) 常務董事放款審核委員會

常務董事放款審核委員會乃由本銀行常務董事所組成。

常務董事放款審核委員會負責指導及審理放款審核委員會之運作，及不時授予其適當權力。委員會亦會按照本集團既定之貸款政策及有關的法例和規則，進行批核若干特定或涉及龐大金額的新貸款申請和貸款續期申請，並更改現有貸款額度。

(iv) 放款審核委員會

放款審核委員會成員乃由董事會指派。委員會由本銀行之高級管理人員包括監督企業銀行業務處及財富管理處之常務董事兼副行政總裁及信貸風險管理處主管組成。

放款審核委員會的職責是確保本集團設有妥善的貸款政策，及適時發出指引以指導集團之貸款活動。此外，委員會亦指示信貸評審部及信貸監管部監察貸款組合質素，藉以及早找出問題及採取適當之糾正行動，如履行債務重組計劃及為貸款虧損撥留足夠之準備金。放款審核委員會成員定期參與審批貸款申請及作出授信決定。放款審核委員會之其他主要功能為監督本集團遵守法例所定貸款限額，評審及批核新貸款產品及致力遵守常務董事放款審核委員會之指示。

1. SPECIALISED COMMITTEES - continued

(iii) Executive Loans Committee

The Executive Loans Committee comprises all executive directors of the Bank.

The Executive Loans Committee is established to guide and review the operations of, and to delegate proper authorities as it deems appropriate from time to time to the Loans Committee. It also approves large and certain specific new loan applications and applications for renewal and amendment of existing loans, having due regard to the Group's Lending Policy and the relevant laws and regulations.

(iv) Loans Committee

Members of the Loans Committee are appointed by the Board. It comprises senior staff members of the Bank including the Executive Director and Deputy Chief Executive Officer supervising the Corporate & Commercial Banking Division and the Wealth Management Division, and the head of the Credit Risk Management Division.

The Loans Committee ensures that the Group's Lending Policy is adequate, and issues guidelines from time to time to guide lending activities of the Group. It also directs the Credit Assessment Department and Credit Control Department to monitor loans portfolio quality through identifying problems early and taking timely corrective actions such as implementing debt-restructuring schemes and maintaining adequate provisions for loan losses. The Loans Committee members meet regularly to evaluate loan applications and make credit decisions. The monitoring of compliance with statutory lending limits, the assessment and approval of new loan products, the implementation of policies and instructions set by the Executive Loans Committee are other key functions of the Loans Committee.

1. 專責委員會 - 續

(v) 資產及負債管理委員會 (「資債管委會」)

資債管委會成員由董事會指派。資債管委會由本銀行主要處之高級管理人員組成。

資債管委會成立目標為協助董事會監督本集團之資產負債組合中有關流動資金、利率風險、外匯風險及其他市場風險之管理。資債管委會其他主要功能為評估現時經濟及商業環境對本集團之資產負債項目之影響、制定相關策略和計劃及審批非貸款產品。

(vi) 風險管理及條例執行委員會

風險管理及條例執行委員會由董事會委任。委員會由負責風險管理、條例執行及日常運作之本銀行高級職員組成。

委員會之設立乃協助董事會監督有關本銀行風險管理及條例執行之事宜。委員會履行之責任包括認清及分析主要風險管理及條例執行事宜、核准及監督風險管理及條例執行政策及程序之實施。委員會亦負責協調及監控由監管機構提出之改善措施之實行。委員會定時對董事會作出匯報。

審計委員會及薪酬委員會之組成及職能詳列於企業管治報告書內。

1. SPECIALISED COMMITTEES - continued

(v) The Asset and Liability Management Committee (the "ALCO")

Members of the ALCO are appointed by the Board. It comprises senior staff members representing major divisions of the Bank.

The ALCO is established to facilitate the oversight of the Board in the management of the assets and liabilities of the Group from the perspective of containing the pertinent liquidity, interest rate, foreign exchange and other market risks. The assessment of the impact of the current economic and business climate on the Group's balance sheet, the formulation of the corresponding strategies and plans, and the evaluation of non-credit related products also come under other key functions of the ALCO.

(vi) The Risk Management and Compliance Committee (the "RMCC")

Members of the RMCC are appointed by the Board. It comprises senior staff members who are responsible for risk management, compliance issues and operations of the Bank.

The RMCC is established to facilitate the oversight of the Board concerning risk management and compliance issues of the Bank. The RMCC discharges its responsibilities by identifying and analysing major risk management and compliance issues, and by approving and overseeing the implementation of the risk management and compliance policies and procedures. The RMCC also takes charge of coordinating and monitoring the implementation of the recommendations made by the regulators. Regular reports as prepared by the RMCC are submitted to the Board.

Details concerning composition and functions of Audit Committee and Remuneration Committee are set out in the Corporate Governance Report.

2. 風險管理

本集團已制定政策、程序及監控措施，用以計量、監察及控制因銀行及有關之金融服務業務所帶來之風險。此等政策、程序及監控措施由本集團各委員會及主要部門執行，並由董事會定期檢討。內部稽核員於整個風險管理過程亦扮演重要角色，執行定期及非定期之符合性審計。

資債管委會負責監督本集團之資產及負債管理。通過每兩星期一次或以上之會議，檢討及指導有關政策，以監測銀行之整體狀況。資金部及財務部則透過各種計量及定性分析，每天管理本集團日常之流動資金風險、外匯風險、利率風險及其他市場風險，並確保符合資債管委會及風險管理及條例執行委員會所制定之政策。

除輔助資債管委會管理資產與負債，風險管理及條例執行委員會更監督執行關於管理本集團之運作、法律、信譽風險及條例執行要求之政策及程序。

(i) 業務操作及法律風險

業務操作風險涉及人為錯誤、系統失靈、訛騙或內部控制不足及程序不當所引致不可預見之損失。

常務董事、部門主管、行內法律顧問及稽核部透過適當之人力資源政策、下放權力、分工及掌握適時且精確之管理資訊，攜手管理營運及法律風險。高級管理層及審計委員會負責為董事會維持一穩固及有系統之監察環境，為求確保營運及法律風險得以妥善管理。

一套完善之應變計劃現已制定，以確保主要業務能持續如常運作。一旦受到任何商業干預，日常運作亦可有效率地回復正常。

2. MANAGEMENT OF RISKS

The Group has established policies, procedures, and controls for measuring, monitoring and controlling risks arising from the banking and related financial services business. These policies, procedures, and controls are implemented by various committees and departments of the Group and are regularly reviewed by the Board. The internal auditors also play an important role in the risk management process by performing regular, as well as sporadic compliance audits.

The management of assets and liabilities of the Group is conducted under the guidance of the ALCO. The ALCO holds meetings every two weeks, and more frequent meetings when required, to review and direct the relevant policies, and to monitor the bank-wide positions. The day-to-day management of the liquidity, foreign exchange, interest rate and other market risks, and the compliance with the ALCO and RMCC policies are monitored by the Treasury Department and the Finance Department with the assistance of various qualitative and quantitative analyses.

In addition to complementing the ALCO in the management of assets and liabilities, the RMCC also oversees the implementation of the policies and procedures established for managing the Group's operational, legal, and reputation risks and compliance requirements.

(i) Operational and legal risk

Operational risk is the risk of unexpected losses attributable to human error, systems failures, fraud, or inadequate internal controls and procedures.

Executive directors, department heads, in-house legal counsels, and internal auditors collaborate to manage operational and legal risks through proper human resources policies, delegation of authorities, segregation of duties, and timely and accurate management information. Senior management and the Audit Committee are accountable to the Board for maintaining a strong and disciplined control environment to provide reasonable assurance that the operational and legal risks are prudently managed.

A comprehensive contingency plan is available to ensure that key business functions continue and normal operations are restored effectively and efficiently in the event of business interruption.

2. 風險管理 - 續

(ii) 信譽風險

信譽風險乃指公眾負面輿論對利潤或資本造成之風險。

透過適當及足夠之溝通及公關工作，本集團之信譽得以提高，信譽風險亦受到管理。一個由高級管理層包括常務董事及高級經理負責之風險管理機制現已成立，以處理與傳媒之溝通、客戶及有關團體之投訴及建議，並確保新增之商業活動及由本集團作代理人之業務不會損害本集團之信譽。

有關本集團對資本管理、信用風險、流動資金風險、市場風險、外匯風險及利率風險之管理政策及測量，詳列於綜合財務報表之附註7。

2. MANAGEMENT OF RISKS - continued

(ii) Reputation risk

Reputation risk is the risk to earnings or capital arising from negative public opinion.

Reputation risk is managed by ensuring proper and adequate communications and public relation efforts to foster the reputation of the Group. A risk management mechanism guided by the senior management including executive directors and senior managers has been established to manage the media exposure, handle customers' and other relevant parties' complaints and suggestions, and to ensure that new business activities and agents acting on our behalf do not jeopardise our reputation.

Details of the Group's capital management, credit risk, liquidity risk, market risk, foreign exchange risk, interest rate risk management policies and measures are set out in Note 7 to the consolidated financial statements.

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3. 資本管理

資本充足比率

資本充足比率

核心資本比率

於二零一二年十二月三十一日及二零一一年十二月三十一日之資本充足比率，乃根據香港金融管理局法定要求以本銀行及部份附屬公司綜合計算。此規則乃根據香港《銀行業條例》下之《銀行業(資本)規則》而制定，並於二零零七年一月一日生效。

資本充足比率乃按照《銀行業(資本)規則》計算。此資本規則乃根據香港《銀行業條例》第98A條因應實施《新巴塞爾資本協定》而制定，並於二零零七年一月一日生效。根據《銀行業(資本)規則》，本銀行選擇採納「標準計算法」計算信用風險之風險加權資產，「標準(市場風險)計算法」計算市場風險及「基本指標計算法」計算營運風險。資本充足比率，乃綜合本銀行、創興財務有限公司、Right Way Investments Limited、高堡富有限公司、創興資訊科技有限公司、卡聯有限公司、高潤企業有限公司及鴻強有限公司之財務資料，根據《銀行業(資本)規則》計算。

3. CAPITAL MANAGEMENT

Capital adequacy ratio

Capital adequacy ratio

Core capital ratio

2012 %	2011 % (附註) (Note)
15.34	15.44
10.57	10.58

The capital adequacy ratios as at 31 December 2012 and 31 December 2011 are computed on the consolidated basis of the Bank and certain of its subsidiaries as specified by the Hong Kong Monetary Authority for its regulatory purposes, and are in accordance with the Banking (Capital) Rules of the Hong Kong Banking Ordinance which became effective on 1 January 2007.

Capital adequacy ratio was compiled in accordance with the Banking (Capital) Rules under section 98A of the Hong Kong Banking Ordinance for the implementation of the “Basel II” capital accord, which became effective on 1 January 2007. In accordance with the Banking (Capital) Rules, the Bank has adopted the “standardised approach” for the calculation of the risk-weighted assets for credit risk, “standardised (market risk) approach” for the calculation of market risk and “basic indicator approach” for the calculation of operational risk. The capital adequacy ratio is consolidated, under the Banking (Capital) Rules, with reference to the financial information of the Bank, Chong Hing Finance Limited, Right Way Investments Limited, Gallbraith Limited, Chong Hing Information Technology Limited, Card Alliance Company Limited, Top Benefit Enterprise Limited and Hero Marker Limited.

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3. 資本管理 - 續

資本基礎

用於計算上述十二月三十一日之資本充足比率及呈報香港金融管理局的資本基礎減除扣減項目分析如下：

核心資本
繳足股款之普通股股本
股本溢價
公佈儲備
損益賬
減：遞延稅項資產淨額
核心資本總額
核心資本之其他扣減項目
扣減後之核心資本
附加資本
重估持有土地及物業之公平值收益之儲備
集體評估減值準備
撥作一般銀行風險之法定儲備
重估持有可供出售之證券及債務證券之公平值收益之儲備
持有指定按公平值列賬及列入損益賬之證券及債務證券產生之未實現公平值收益
有期後償債項
附加資本總額
附加資本之其他扣減項目
扣減後之附加資本
扣減後之基礎資本總額

附註：二零一一年十二月三十一日之資本比率並未因於本年度已採納香港會計準則第12號之修訂「遞延稅項：恢復潛在的資產」而重申。因此，在核心資本項下的比對數目與綜合財務報表中的數目不相符。

資本基礎總額扣減項目，包括主要從事與非銀行業務有關業務的附屬公司投資，而其風險加權資產並未在本集團的風險加權資產總額內綜合計算。此等附屬公司包括：創興商品期貨有限公司、創興保險有限公司、創興(代客管理)有限公司、創興(代理)有限公司及創興證券有限公司。

3. CAPITAL MANAGEMENT - continued

Capital base

The capital base after deductions used in the calculation of the above capital adequacy ratios as at 31 December and reported to the Hong Kong Monetary Authority is analysed as follows:

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000 (附註) (Note)
Core capital		
Paid-up ordinary share capital	217,500	217,500
Share premium	1,542,817	1,542,817
Published reserves	3,673,778	3,376,550
Profit and loss account	290,491	260,692
Less: Net deferred tax assets	(1,502)	(6,721)
Total core capital	<u>5,723,084</u>	<u>5,390,838</u>
Other deductions from core capital	(120,711)	(120,596)
Core capital after deductions	<u>5,602,373</u>	<u>5,270,242</u>
Supplementary capital		
Reserves attributable to fair value gains on revaluation of holdings of land and buildings	38,885	35,117
Collective impairment allowances	164,506	172,208
Regulatory reserve for general banking risks	387,000	408,000
Reserves attributable to fair value gains on revaluation of holdings of available-for-sale equities and debt securities	109,326	14,711
Unrealised fair value gains arising from holding of equities and debt securities designated at fair value through profit or loss	46,355	59,573
Term subordinated debt	1,898,957	1,852,153
Total supplementary capital	<u>2,645,029</u>	<u>2,541,762</u>
Other deductions from supplementary capital	(120,711)	(120,596)
Supplementary capital after deductions	<u>2,524,318</u>	<u>2,421,166</u>
Total capital base after deductions	<u><u>8,126,691</u></u>	<u><u>7,691,408</u></u>

Note: The capital ratios as at 31 December 2011 have not been restated as a result of the adoption of the amendments to Hong Kong Accounting Standard 12 "Deferred tax: Recovery of underlying assets" in the current period. Accordingly, the comparative amounts under the core capital would not correspond with the figures in the consolidated financial information.

Deductions from the total capital base mainly include investments in subsidiaries of which their risk-weighted assets have not been consolidated into the total risk-weighted assets of the Group, which mainly conduct non-banking related business. Those subsidiaries are Chong Hing Commodities and Futures Limited, Chong Hing Insurance Company Limited, Chong Hing (Management) Limited, Chong Hing (Nominees) Limited and Chong Hing Securities Limited.

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4. 分項資料

本集團之區域分析乃根據分行及負責報告業績或將資產入賬之附屬公司之主要業務地點予以分類。有關詳情列於綜合財務報表之附註6。

5. 客戶貸款 - 按業務範圍劃分

本集團之客戶貸款總額(包括海外分行及附屬公司賬內的貸款)，按借款用途及/或借款人之業務範圍分析及報告。有關詳情列於綜合財務報表之附註7(信用風險)。

佔本集團之客戶貸款總額百分之十或以上的逾期三個月以上之貸款、及於二零一二年與二零一一年十二月三十一日年度止之新減值準備及貸款註銷按業務範圍分析如下：

在本港使用之貸款
 工業、商業及金融
 - 物業投資
 - 其他
 個別人士
 - 購買其他住宅樓宇之貸款

在本港以外使用之貸款

在本港使用之貸款
 工業、商業及金融
 - 物業投資
 - 其他
 個別人士
 - 購買其他住宅樓宇之貸款

在本港以外使用之貸款

4. SEGMENTAL INFORMATION

The Group's information concerning geographical analysis has been classified by the location of the principal operations of the branches and subsidiary companies responsible for reporting the results or booking the assets. Details are set out in note 6 to the consolidated financial statements.

5. ADVANCES TO CUSTOMERS - BY INDUSTRY SECTORS

The Group's gross advances to customers (including advances booked in overseas branches and subsidiaries) are analysed and reported by industry sectors according to the usage of the loans and / or business activities of the borrowers. Details are set out in Note 7 (credit risk) to the consolidated financial statements.

The Group's advances to customers overdue for over three months, and new impairment allowances and advances written off during the year ended 31 December 2012 and 2011 in respect of industry sectors which constitute not less than 10 per cent of gross advances to customers are analysed as follows:

於十二月三十一日 逾期三個月 以上之貸款 Advances overdue for over three months as at 31 December 港幣千元 HK\$'000	2012	
	是年度 新減值準備 New impairment allowances during the year 港幣千元 HK\$'000	是年度 貸款註銷 Advances written-off during the year 港幣千元 HK\$'000
Loans for use in Hong Kong		
Industrial, commercial and financial		
- Property investment	12,893	1
- Others	5,192	278
Individuals		
- Loans for the purchase of other residential properties	438	-
Loans for used outside Hong Kong	77,716	127
	<u>77,716</u>	<u>127</u>

於十二月三十一日 逾期三個月 以上之貸款 Advances overdue for over three months as at 31 December 港幣千元 HK\$'000	2011	
	是年度 新減值準備 New impairment allowances during the year 港幣千元 HK\$'000	是年度 貸款註銷 Advances written-off during the year 港幣千元 HK\$'000
Loans for use in Hong Kong		
Industrial, commercial and financial		
- Property investment	13,245	10
- Others	28,918	7,220
Individuals		
- Loans for the purchase of other residential properties	-	-
Loans for used outside Hong Kong	2,692	5,431
	<u>2,692</u>	<u>5,431</u>

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6. 客戶貸款 - 按區域分類

本集團之客戶貸款總額按國家或區域分類，經考慮風險轉移因素後披露如下：

6. ADVANCES TO CUSTOMERS - BY GEOGRAPHICAL AREAS

The Group's gross advances to customers by countries or geographical areas after taking into account any risk transfers are as follows:

		2012				
		逾期三個月 以上之貸款 Advances overdue for over three months		減值貸款 Impaired advances	個別 減值準備 Individual impairment allowance	集體 減值準備 Collective impairment allowance
		貸款總額 Total advances 港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	37,188,661	113,460	21,886	23,266	151,692
中華人民共和國	People's Republic of China	832,593	2,308	2,308	788	5,070
澳門	Macau	231,764	-	-	-	2,318
美國	America	535,681	-	-	-	5,426
其他	Others	403,490	-	-	-	-
		<u>39,192,189</u>	<u>115,768</u>	<u>24,194</u>	<u>24,054</u>	<u>164,506</u>

		2011				
		逾期三個月 以上之貸款 Advances overdue for over three months		減值貸款 Impaired advances	個別 減值準備 Individual impairment allowance	集體 減值準備 Collective impairment allowance
		貸款總額 Total advances 港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	39,707,568	94,937	75,497	39,440	161,768
中華人民共和國	People's Republic of China	622,384	2,692	2,692	1,113	4,141
澳門	Macau	114,711	-	-	-	669
美國	America	451,395	-	-	-	5,437
其他	Others	442,426	-	-	-	-
		<u>41,338,484</u>	<u>97,629</u>	<u>78,189</u>	<u>40,553</u>	<u>172,015</u>

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7. 跨國債權

本集團之跨國債權根據國家或區域分類。經考慮風險轉移因素後，國家或區域風險額佔總風險額百分之十或以上者，披露如下：

7. CROSS-BORDER CLAIMS

The Group's cross-border claims by countries or geographical areas which constitute 10% or more of the relevant disclosure items after taking into account any risk transfers are as follows:

		二零一二年十二月三十一日 31 December 2012			
		同業及其他 財務機構 Banks and other financial institutions 港幣千元 HK\$'000	公營機構 Public sector entities 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
亞太區（香港除外）	Asia Pacific excluding Hong Kong	20,341,530	90,476	861,630	21,293,636
- 其中 - 中國	- of which - China	9,268,912	32,078	580,226	9,881,216
- 其中 - 日本	- of which - Japan	3,875,185	3,241	1,679	3,880,105

		二零一一年十二月三十一日 31 December 2011			
		同業及其他 財務機構 Banks and other financial institutions 港幣千元 HK\$'000	公營機構 Public sector entities 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
亞太區（香港除外）	Asia Pacific excluding Hong Kong	15,487,390	918,826	734,718	17,140,934
- 其中 - 中國	- of which - China	8,456,240	857,526	571,831	9,885,597
- 其中 - 澳洲	- of which - Australia	2,815,725	2,223	-	2,817,948
西歐	Western Europe	2,857,996	2,525	169,331	3,029,852

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8. 貨幣風險

本集團因非買賣及結構性倉盤而產生之外匯風險，佔外匯淨盤總額百分之十或以上者，披露如下：

8. CURRENCY RISK

The Group's foreign currency exposures arising from non-trading and structural position which constitute 10% or more of the total net position in all foreign currencies are as follows:

		2012		
		美元 US\$	人民幣 RMB	總額 Total
港幣千元等值	Equivalent in thousand of HK\$			
現貨資產	Spot assets	14,311,091	6,588,766	20,899,857
現貨負債	Spot liabilities	(9,612,043)	(5,364,226)	(14,976,269)
遠期買入	Forward purchases	338,731	18,405	357,136
遠期賣出	Forward sales	(5,011,862)	(1,096,712)	(6,108,574)
長盤淨額	Net long position	<u>25,917</u>	<u>146,233</u>	<u>172,150</u>
		澳門幣 MOP	人民幣 RMB	總額 Total
結構性倉盤淨額	Net structural position	<u>48,545</u>	<u>351,377</u>	<u>399,922</u>
		2011		
		人民幣 RMB		
港幣千元等值	Equivalent in thousand of HK\$			
現貨資產	Spot assets			6,496,856
現貨負債	Spot liabilities			(6,307,434)
遠期買入	Forward purchases			264,518
遠期賣出	Forward sales			(383,066)
長盤淨額	Net long position			<u>70,874</u>
		澳門幣 MOP	人民幣 RMB	總額 Total
結構性倉盤淨額	Net structural position	<u>48,545</u>	<u>105,169</u>	<u>153,714</u>

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9. 逾期及重組資產

9. OVERDUE AND RESCHEDULED ASSETS

		2012	
		貸款總額 Gross amount of advances 港幣千元 HK\$'000	佔貸款總額 之百分比 Percentage to total advances %
逾期貸款	Advances overdue for		
- 六個月或以下惟三個月以上	- 6 months or less but over 3 months	78,204	0.2
- 一年或以下惟六個月以上	- 1 year or less but over 6 months	5,012	0.0
- 超過一年	- over 1 year	32,552	0.1
逾期貸款總額	Total overdue advances	<u>115,768</u>	<u>0.3</u>
重組之貸款	Rescheduled advances	<u>210,821</u>	<u>0.5</u>
逾期貸款的個別減值準備	Individual impairment allowances made in respect of overdue loans and advances	<u>23,723</u>	

		2011	
		貸款總額 Gross amount of advances 港幣千元 HK\$'000	佔貸款總額 之百分比 Percentage to total advances %
逾期貸款	Advances overdue for		
- 六個月或以下惟三個月以上	- 6 months or less but over 3 months	30,179	0.1
- 一年或以下惟六個月以上	- 1 year or less but over 6 months	16,141	0.0
- 超過一年	- over 1 year	51,309	0.1
逾期貸款總額	Total overdue advances	<u>97,629</u>	<u>0.2</u>
重組之貸款	Rescheduled advances	<u>219,858</u>	<u>0.5</u>
逾期貸款的個別減值準備	Individual impairment allowances made in respect of overdue loans and advances	<u>35,758</u>	

以上逾期貸款之抵押品市值分析如下：

The value of the security of the above overdue advances is analysed as follows:

		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
覆蓋之逾期貸款	Covered portion of overdue loans and advances	99,371	68,867
非覆蓋之逾期貸款	Uncovered portion of overdue loans and advances	16,397	28,762
		<u>115,768</u>	<u>97,629</u>
覆蓋之逾期貸款的抵押品之市值	Market value of collateral held against covered portion of overdue loans and advances	<u>1,487,330</u>	<u>252,500</u>

於二零一二年十二月三十一日及二零一一年十二月三十一日，貸予同業及其他財務機構之款額或其他資產，並無逾期三個月以上或經重組之貸款。

There were no advances to banks and other financial institutions or other assets which were overdue for over three months as at 31 December 2012 and 31 December 2011, nor were there any rescheduled advances to banks and other financial institutions.

本集團於二零一二年十二月三十一日所持有之被收回資產總計為港幣48,320,000元(二零一一年：港幣63,050,000元)。

Repossessed assets held by the Group as at 31 December 2012 amounted to HK\$48,320,000 (2011: HK\$63,050,000).

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10. 對內地非銀行對手的風險承擔

10. NON-BANK MAINLAND EXPOSURES

		二零一二年十二月三十一日 31 December 2012			
相應團體的類別	Types of counterparties	資產負債表 以內的項目 On-balance sheet exposure 港幣千元 HK\$'000	資產負債表 以外的項目 Off-balance sheet exposure 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	個別 減值準備 Individual impairment allowance 港幣千元 HK\$'000
內地團體	Mainland entities	2,832,392	710,131	3,542,523	-
對非內地公司及個人， 而涉及的貸款乃於內地使用	Companies and individuals outside Mainland where the credit is granted for use in Mainland	5,373,881	1,206,393	6,580,274	7,445
其他相應團體之項目被視為 對內地非銀行業務之項目	Other counterparties the exposures to whom are considered to be non-bank Mainland exposures	91,659	-	91,659	-
		<u>8,297,932</u>	<u>1,916,524</u>	<u>10,214,456</u>	<u>7,445</u>

		二零一一年十二月三十一日 31 December 2011			
相應團體的類別	Types of counterparties	資產負債表 以內的項目 On-balance sheet exposure 港幣千元 HK\$'000	資產負債表 以外的項目 Off-balance sheet exposure 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	個別 減值準備 Individual impairment allowance 港幣千元 HK\$'000
內地團體	Mainland entities	1,870,137	231,133	2,101,270	-
對非內地公司及個人， 而涉及的貸款乃於內地使用	Companies and individuals outside Mainland where the credit is granted for use in Mainland	4,572,958	1,177,710	5,750,668	12,392
其他相應團體之項目被視為 對內地非銀行業務之項目	Other counterparties the exposures to whom are considered to be non-bank Mainland exposures	61,110	-	61,110	-
		<u>6,504,205</u>	<u>1,408,843</u>	<u>7,913,048</u>	<u>12,392</u>

11. 流動資金比率

11. LIQUIDITY RATIO

		2012 %	2011 %
全年之平均流動資金比率	Average liquidity ratio for the year	<u>44.91</u>	<u>42.41</u>

平均流動資金比率，乃按本銀行、創興財務有限公司、Right Way Investments Limited 及高堡富有限公司之財務資料，根據香港《銀行業條例》附表四計算每月平均流動資金比率之平均值，作百分比表達。

The average liquidity ratio is calculated as the ratio, expressed as a percentage, of the average of each calendar month's average ratio, as specified in the Fourth Schedule of the Hong Kong Banking Ordinance, with reference to the financial information of the Bank, Chong Hing Finance Limited, Right Way Investments Limited and Gallbraith Limited.

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12. 信用、市場及業務操作風險之資本要求

每類風險承擔之資本要求簡述如下。這披露是根據本集團按相關計算方法算出之加權風險承擔以8%列出，並非本集團之真實法定資本。

(i) 信用風險之資本要求

官方實體風險承擔
公營單位風險承擔
銀行風險承擔
證券商號風險承擔
法團風險承擔
現金項目
監管零售風險承擔
住宅按揭貸款
不屬逾期風險承擔的其他風險承擔
逾期風險承擔
資產負債表內風險承擔之資本要求總額
直接信用代替品
與貿易有關之或有項目
遠期資產買入
其他承擔
匯率合約
利率合約
資產負債表外風險承擔之資本要求總額
信用風險之資本要求總額

12. CAPITAL CHARGE FOR CREDIT, MARKET AND OPERATIONAL RISKS

The capital requirements for each class of exposures are summarised below. This disclosure is made by multiplying the Group's risk-weighted amount derived from the relevant computation method by 8%, not the Group's actual regulatory capital.

(i) Capital charge for credit risk

資本規定	
Capital requirement	
2012	2011
港幣千元	港幣千元
HK\$'000	HK\$'000

Sovereign exposures	–	–
Public sector entity exposures	12,064	13,712
Bank exposures	637,571	447,626
Securities firm exposures	12,728	11,636
Corporate exposures	2,113,331	2,208,505
Cash items	1,896	3,491
Regulatory retail exposures	7,755	15,640
Residential mortgage loans	412,106	393,198
Other exposures which are not past due exposures	507,278	405,020
Past due exposures	18,779	24,212
Total capital charge for on-balance sheet exposures	3,723,508	3,523,040
Direct credit substitutes	64,225	72,447
Trade-related contingencies	5,310	4,646
Forward asset purchases	629	684
Other commitments	210,440	181,068
Exchange rate contracts	1,829	1,173
Interest rate contracts	4,318	3,088
Total capital charge for off-balance sheet exposures	286,751	263,106
Total capital charge for credit risk	4,010,259	3,786,146

12. 信用、市場及業務操作風險之資本要求 - 續

(ii) 市場風險之資本要求

下列之市場風險資本要求源自本集團於二零一二年十二月三十一日之外匯承擔淨額港幣568,800,000元(二零一一年:港幣248,750,000元)。於年結日並無其他市場風險。

外匯風險承擔
(包括黃金及期權)

市場風險之資本要求

本集團採用標準(市場風險)計算法以計算市場風險。

(iii) 業務操作風險之資本要求

業務操作風險之資本要求

本集團採用基本指標計算法以計算業務操作風險。

13. 風險管理

(i) 信用風險

(甲) 信用風險承擔

本集團採用穆迪投資者服務作為外部信用評估機構，以評定下列各項之風險承擔。用於評定於銀行賬冊內以外部信用評估機構評估發債人評級之程序，乃符合《銀行業(資本)規則》第四部份之要求。

12. CAPITAL CHARGE FOR CREDIT, MARKET AND OPERATIONAL RISKS - continued

(ii) Capital charge for market risk

The market risk capital charge set out below relates to net open positions of the Group's foreign exchange exposures of HK\$568,800,000 as at 31 December 2012 (2011: HK\$248,750,000). There are no other market risk exposures as at that date.

		資本要求 Capital charge	
		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Foreign exchange exposures (including gold and options)		45,504	19,900
Capital charge for market risk		45,504	19,900

The Group uses the Standardised (Market Risk) Approach for calculating market risk.

(iii) Capital charge for operational risk

		資本要求 Capital charge	
		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Capital charge for operational risk		182,817	178,860

The Group uses the Basic Indicator Approach for calculating operational risk.

13. RISK MANAGEMENT

(i) Credit risk

(a) Credit risk exposures

Moody's Investors Service is the external credit assessment institution (the "ECAI") that the Group has used in relation to each class of exposures set out below. The process used to map ECAI issuer ratings to exposures booked in the banking book is a process as prescribed in Part 4 of the Banking (Capital) Rules.

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13. 風險管理 - 續

(i) 信用風險 - 續

(甲) 信用風險承擔 - 續

甲、資產負債表內		A. On-balance Sheet	
一、官方實體	1. Sovereign		
二、公營單位	2. Public sector entity		
三、銀行	3. Bank		
四、證券商號	4. Securities firm		
五、法團	5. Corporate		
六、現金項目	6. Cash items		
七、監管零售	7. Regulatory retail		
八、住宅按揭貸款	8. Residential mortgage loan		
九、不屬逾期風險的其他風險承擔	9. Other exposures which are not past due exposures		
十、逾期風險承擔	10. Past due exposures		
乙、資產負債表外		B. Off-balance Sheet	
一、資產負債表外風險承擔屬非場外衍生工具交易或信用衍生工具合約	1. Off-balance sheet exposures other than OTC derivative transactions or credit derivative contracts		
二、場外衍生工具交易	2. OTC derivative transactions		
在基礎資本扣減之風險承擔	Exposures deducted from Capital Base		

13. RISK MANAGEMENT - continued

(i) Credit risk - continued

(a) Credit risk exposures - continued

2012 信用風險承擔分類 Class of credit risk exposures							
風險承擔 總額 Total exposures 港幣千元 HK\$'000	認可減低信用風險 措施後之風險承擔 獲評級 無評級 Exposures after recognised credit risk mitigation		風險加權數額 獲評級 無評級 Risk-weighted amounts		風險加權 總額 Total risk- weighted amounts 港幣千元 HK\$'000	涵蓋認可 抵押品之 風險承擔 總額 Total exposures covered by recognised collateral 港幣千元 HK\$'000	涵蓋認可 擔保之 風險承擔 總額 Total exposures covered by recognised guarantees 港幣千元 HK\$'000
	Rated 港幣千元 HK\$'000	Unrated 港幣千元 HK\$'000	Rated 港幣千元 HK\$'000	Unrated 港幣千元 HK\$'000			
5,664,641	5,664,641	-	-	-	-	-	-
285,140	334,735	419,281	66,947	83,856	150,803	-	-
27,091,234	26,470,080	621,154	7,815,379	154,264	7,969,643	-	-
318,201	-	318,201	-	159,101	159,101	-	-
28,873,068	5,382,975	22,589,218	3,827,425	22,589,218	26,416,643	854,295	548,671
374,229	-	1,312,835	-	23,703	23,703	-	-
132,967	-	129,254	-	96,941	96,941	3,713	-
10,944,157	-	10,499,938	-	5,151,325	5,151,325	21,924	422,295
6,399,646	-	6,340,972	-	6,340,972	6,340,972	58,674	-
229,687	-	229,687	-	234,739	234,739	219,539	-
4,008,122	370,555	3,637,567	118,720	3,388,839	3,507,559	278,936	113,747
320,456	313,974	6,483	70,360	6,483	76,842	-	-
<u>241,422</u>							

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13. 風險管理 - 續

(i) 信用風險 - 續

(甲) 信用風險承擔 - 續

13. RISK MANAGEMENT - continued

(i) Credit risk - continued

(a) Credit risk exposures - continued

		2011 信用風險承擔分類 Class of credit risk exposures						涵蓋認可 抵押品之 風險承擔 總額	涵蓋認可 擔保之 風險承擔 總額
		風險承擔 總額	認可減低信用風險 措施後之風險承擔		風險加權數額		風險加權 總額	Total risk- covered by recognised	Total exposures covered by recognised
		Exposures Total	獲評級 Exposures after recognised credit risk mitigation	無評級 Unrated	獲評級 Risk-weighted amounts	無評級 Unrated	Total risk- weighted amounts	collateral exposures	guarantees exposures
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
甲、資產負債表內	A. On-balance Sheet								
一、官方實體	1. Sovereign	7,615,758	7,695,417	-	-	-	-	-	-
二、公營單位	2. Public sector entity	386,664	407,252	449,730	81,451	89,946	171,397	-	-
三、銀行	3. Bank	22,112,060	21,495,119	537,283	5,487,863	107,457	5,595,320	-	79,658
四、證券商號	4. Securities firm	290,893	23,314	267,579	11,657	133,790	145,447	-	-
五、法團	5. Corporate	29,901,633	3,604,081	25,431,772	2,174,536	25,431,772	27,606,308	865,781	738,385
六、現金項目	6. Cash items	580,107	-	1,554,044	-	43,638	43,638	-	-
七、監管零售	7. Regulatory retail	268,456	-	260,664	-	195,498	195,498	7,792	-
八、住宅按揭貸款	8. Residential mortgage loan	10,559,629	-	10,069,084	-	4,914,977	4,914,977	20,227	470,318
九、不屬逾期風險的 其他風險承擔	9. Other exposures which are not past due exposures	5,142,882	-	5,062,745	-	5,062,745	5,062,745	80,137	-
十、逾期風險承擔	10. Past due exposures	295,191	-	295,191	-	302,653	302,653	270,507	-
乙、資產負債表外	B. Off-balance Sheet								
一、資產負債表外風險 承擔屬非場外 衍生工具交易 或信用衍生工具 合約	1. Off-balance sheet exposures other than OTC derivative transactions or credit derivative contracts	3,770,601	394,176	3,376,425	190,178	3,045,369	3,235,547	282,742	141,000
二、場外衍生工具交易	2. OTC derivative transactions	198,767	190,174	8,593	44,670	8,593	53,263	-	-
在基礎資本扣減之 風險承擔	Exposures deducted from Capital Base	241,192							

13. 風險管理 - 續

(i) 信用風險 - 續

(甲) 信用風險承擔 - 續

物業及現金存款分別為逾期風險承擔及其他承擔之認可抵押品。由銀行及香港政府所發出之擔保為認可擔保。本集團亦接受物業及上市股票分別為港幣 25,191,817,000 元 (二零一一年：港幣 24,837,492,000 元) 及港幣 1,758,373,000 元 (二零一一年：港幣 1,758,373,000 元) 作抵押品。

(乙) 對手方信用風險承擔

本集團亦持有主要為外匯及利率合約之場外衍生工具，以作對沖客戶及本身倉盤用途。用以編配內部資本及信用限額予對手方信用風險承擔之方法，乃建基於《銀行業(資本)規則》。場外衍生工具之對手均為信譽良好之銀行及證券商，因此一般並無提供抵押品。

本集團源自場外衍生工具交易之信用風險承擔簡述如下。於二零一二年十二月三十一日並無信用衍生工具合約。

場外衍生工具

公平價值之正數總額

信用等值數額

風險加權數額

13. RISK MANAGEMENT - continued

(i) Credit risk - continued

(a) Credit risk exposures - continued

Properties and cash deposits are recognised collateral for past due exposures and other exposures respectively. Recognised guarantees are guarantees issued by banks and the Government of the HKSAR. The Group has also taken properties and listed shares as collateral pledged as security against loans totalling HK\$25,191,817,000 (2011: HK\$24,837,492,000) and HK\$1,758,373,000 (2011: HK\$1,758,373,000) respectively.

(b) Counter-party credit risk exposures

The Group enters into Over-The-Counter (“OTC”) derivative transactions, mainly exchange and interest rate contracts, for hedging customers’ and own positions. The methodology used to assign internal capital and credit limits for counter-party credit exposures is based on Banking (Capital) Rules. Counter-parties of these OTC derivative transactions are reputable banks and security firms and collateral is not normally required.

The following table summarises the Group’s credit exposures arising from OTC derivative transactions. There is no credit derivative contract outstanding as at 31 December 2012.

場外衍生工具交易
OTC derivative
transactions

		2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
場外衍生工具	OTC derivative		
公平價值之正數總額	Gross total positive fair value	187,911	129,556
信用等值數額	Credit equivalent amounts	320,456	198,767
風險加權數額	Risk-weighted amounts	76,843	53,263

13. 風險管理 - 續

(i) 信用風險 - 續

(乙) 對手方信用風險承擔 - 續

信用等值數額及風險加權數額之細目分類如下：

名義數額：

- 銀行
- 法團
- 其他

信用等值數額：

- 銀行
- 法團
- 其他

風險加權數額：

- 銀行
- 法團
- 其他

(丙) 減低信用風險措施

本集團一般接受抵押品及金融擔保以支持客戶貸款。但本集團並無採用資產負債表內及資產負債表外淨額計算及信用衍生工具合約作為減低信用風險措施。

被採納之主要認可抵押品包括現金存款及物業，而主要認可擔保則為由銀行及香港政府所發出之金融擔保。

13. RISK MANAGEMENT - continued

(i) Credit risk - continued

(b) Counter-party credit risk exposures - continued

The breakdown of the credit equivalent amounts and the risk-weighted amount is summarised as follows:

	場外衍生工具交易 OTC derivative transactions	
	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
名義數額：	Notional amounts:	
- 銀行	11,865,629	5,183,410
- 法團	464,619	869,195
- 其他	60,000	60,000
	<u>12,390,248</u>	<u>6,112,605</u>
信用等值數額：	Credit equivalent amounts:	
- 銀行	311,011	185,021
- 法團	4,359	9,902
- 其他	5,087	3,844
	<u>320,457</u>	<u>198,767</u>
風險加權數額：	Risk-weighted amounts:	
- 銀行	68,754	42,094
- 法團	3,002	7,325
- 其他	5,087	3,844
	<u>76,843</u>	<u>53,263</u>

(c) Credit risk mitigation

The Group generally accepts collateral pledged as security and financial guarantees to support loans and advances made to customers. However, on-balance sheet and off-balance sheet netting and credit derivative contracts are not used for credit risk mitigation purposes.

Main types of recognised collateral include cash deposits and properties, whereas main types of recognised guarantees include financial guarantees issued by banks and the Government of the HKSAR.

13. 風險管理 - 續

(i) 信用風險 - 續

(丙) 減低信用風險措施 - 續

本集團只接受下列抵押品：

- 該抵押品能隨時變現；
- 該抵押品之價值穩定，並容易計算或可從估值中計算；及
- 該抵押品之權益能隨時核實，並能合法地轉讓予本集團。

本集團的貸款政策是按不同貸款類別訂定相關之貸款與價值(抵押品值)之比例。於新批出貸款及貸款續約時，以市場價值評估抵押品之價值。抵押品需定期或遇上相關資產價格大幅波動時重估。權益契約如物業契據或定期存款證等由本集團持有。辦妥登記抵押契約於官方機構為批出抵押貸款之先決條件。

13. RISK MANAGEMENT - continued

(i) Credit risk - continued

(c) Credit risk mitigation - continued

The Group only accepts collateral pledged as security:

- when it is readily realisable;
- when it has stable value that can be quantified or supported by valuation; and
- the title of which can be verified and legally assigned to the Group.

Loan to value (collateral value) ratios are prescribed by the Lending Policy of the Group for various types of loan. At loan inception and renewal, collateral to be pledged as security is valued by reference to its market value. Collateral is subject to re-valuation on a regular basis and at times of significant price fluctuations of the underlying assets. Physical custody of title documents such as title deeds of properties and deposit certificates of cash deposits are required to be placed with the Group. Completion of registration of charges on the collateral pledged as security with the relevant authorities is a condition precedent for granting secured loans.

13. 風險管理 - 續

(ii) 資產證券化

本集團採用標準(證券化)計算法計算證券化資產之信用風險承擔,本集團於各類證券化承擔中僅為一投資機構。

本集團採用穆迪投資者服務為外部信用評估機構。評級下列各項相關證券化風險承擔:

證券化類別風險

傳統證券化

結構性投資工具

證券化類別風險

傳統證券化

結構性投資工具

(iii) 銀行賬冊內之股權風險承擔

本集團在股本證券方面之目標政策為長線投資。策略性之股權持有主要透過聯營經營以直接配合本集團之銀行及其他財務服務業務。

13. RISK MANAGEMENT - continued

(ii) Asset Securitisation

The Group uses the standardised (securitisation) approach to calculate the credit risk for securitisation exposures, and is an investing institution for all classes of exposures set out below.

Moody's Investors Services is the ECAI that the Group has used in relation to the rated securitisation exposures set out below:

Securitisation exposures

Traditional securitisations

Structured investment vehicles

Securitisation exposures

Traditional securitisations

Structured investment vehicles

風險剩餘數額 Outstanding amounts 港幣千元 HK\$'000	2012	
	扣減該等風險承擔於	
	核心資本 Exposures deducted from its Core Capital 港幣千元 HK\$'000	附加資本 Supplementary Capital 港幣千元 HK\$'000
	78	78
156	78	78

風險剩餘數額 Outstanding amounts 港幣千元 HK\$'000	2011	
	扣減該等風險承擔於	
	核心資本 Exposures deducted from its Core Capital 港幣千元 HK\$'000	附加資本 Supplementary Capital 港幣千元 HK\$'000
	78	78
156	78	78

(iii) Equity exposures in banking book

The Group adopts a policy of holding equity securities for long-term investment purposes. Equity holdings taken for strategic reasons are primarily associate operations that complement directly the Group's banking and other financial services business.

13. 風險管理 - 續

(iii) 銀行賬冊內之股權風險承擔 - 續

股權以可供出售之金融資產入賬，相關之會計政策詳列於綜合財務報表之附註4。於年結日，上市股本證券以公平值入賬，公平值乃指當天於相關股票市場之交易價，非上市股本證券以成本價並加入調整值入賬，調整值乃反映相類之上市公司之每股溢利倍數及被投資公司業績高於預期。在必需之情況下，股本證券或會被減值，以反映其投資價值下降。

集團

由銷售產生之已實現淨溢利
未實現重估價淨溢利：

- 包括於儲備但不列入損益賬之數額
- 包括於附加資本內之數額

(iv) 銀行賬冊內之利率風險承擔

綜合財務報表之附註7列明利率風險之性質及衡量之頻密程度。於計算利率風險承擔時，本集團假設過往之約定再定價表現於未來十二個月內持續。

按照本集團用於壓力測試之方法，就重大利率向上及向下變動而對盈利之變動，按主要貨幣作出細目分類如下：

利率風險衝擊

港幣千元等值

- 盈利變動 (+100 基點)
- 盈利變動 (-10 基點)

13. RISK MANAGEMENT - continued

(iii) Equity exposures in banking book - continued

Equity securities are accounted for as available-for-sale financial assets, the accounting policy of which is set out in note 4 to the consolidated financial statements. At the balance sheet date, listed equity securities are stated at fair value which is determined by reference to prices quoted in the respective stock markets. Unlisted equity securities are valued at cost, as adjusted to reflect earning multiples for comparable listed companies if the investee companies are performing at or above expectation. When deemed necessary, equity securities are carried at written down value to reflect the impairment in value of those investee companies.

THE GROUP

Net realised gains from sales
Net unrealised revaluation gains:

- Amount included in reserves but not through income statement
- Amount included in supplementary capital

	2012 港幣千元 HK\$'000	2011 港幣千元 HK\$'000
Net realised gains from sales	594	697
Net unrealised revaluation gains:		
- Amount included in reserves but not through income statement	216,248	28,870
- Amount included in supplementary capital	30,122	27,225

(iv) Interest rate exposures in banking book

Note 7 to the consolidated financial statements sets out the nature and the frequency of measurement of the interest rate risk. In measuring the interest rate exposures, the Group assumes that past contractual re-pricing behaviour will continue in the same manner over the next 12 months.

Variations in earnings for significant upward and downward interest rate movements in accordance with the method the Group uses for stress-testing, broken down by major currencies are set out below:

	2012 貨幣 Currency			總額 Total
	港幣 HK\$	美元 US\$	其他 Others	
Interest rate risk shock				
Equivalents in thousands of HK\$				
- Variations in earnings (+100 basis points)	93,087	28,246	(22,313)	99,020
- Variations in earnings (-10 basis points)	(9,309)	(2,824)	2,231	(9,902)

未經審核補充財務資料
UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

截至二零一二年十二月三十一日止年度
for the year ended 31 December 2012

13. 風險管理 - 續

(iv) 銀行賬冊內之利率風險承擔 - 續

利率風險衝擊
港幣千元等值
- 盈利變動 (+100 基點)
- 盈利變動 (-10 基點)

13. RISK MANAGEMENT - continued

(iv) Interest rate exposures in banking book - continued

	2011 貨幣 Currency			總額 Total
	港幣 HK\$	美元 US\$	其他 Others	
Interest rate risk shock				
Equivalents in thousands of HK\$				
- Variations in earnings (+100 basis points)	96,216	(134)	(10,397)	85,685
- Variations in earnings (-10 basis points)	(9,622)	13	1,040	(8,569)

14. 綜合基準

綜合財務報表所載之資料為本銀行及其所有附屬公司綜合財務資料，亦包括本集團之聯營公司之權益。

編製本集團的資本充足比率及流動資金比率，是按用作監管用途之綜合基準編製。而編製用作會計用途及監管用途之綜合基準之最大分別是前者包括本銀行、其所有附屬公司及本集團之聯營公司之權益，而後者只包括本銀行及集團部份主要從事銀行業務或其他與銀行業務有關的附屬公司。

14. BASIS OF CONSOLIDATION

The consolidated financial statements cover the consolidated financial information of the Bank and all its subsidiaries and included the attributable share of interest in the Group's associates.

In preparing the capital adequacy ratio and liquidity ratio of the Group, they are prepared according to the basis of consolidation for regulatory purposes. The main difference between the consolidation basis for accounting and regulatory purposes is that the former includes the Bank, all its subsidiaries and the attributable share of interests in the Group's associates whereas the latter includes the Bank and only some of the Group's subsidiaries which mainly conduct banking business or other business incidental to banking business.

15. 財務報告綜合基礎之附屬公司

卡聯有限公司
創興商品期貨有限公司
創興財務有限公司
創興資訊科技有限公司
創興保險有限公司
創興(代客管理)有限公司
創興(代理)有限公司
創興證券有限公司
高堡富有限公司
鴻強有限公司
Right Way Investments Limited
高潤企業有限公司

15. LIST OF SUBSIDIARIES FOR FINANCIAL REPORTING CONSOLIDATION

Card Alliance Company Limited
Chong Hing Commodities and Futures Limited
Chong Hing Finance Limited
Chong Hing Information Technology Limited
Chong Hing Insurance Company Limited
Chong Hing (Management) Limited
Chong Hing (Nominees) Limited
Chong Hing Securities Limited
Gallbraith Limited
Hero Marker Limited
Right Way Investments Limited
Top Benefit Enterprise Limited

董事資料變動披露

DISCLOSURE OF CHANGES IN DIRECTORS' INFORMATION

於二零一三年三月七日

as of 7 March 2013

根據香港聯合交易所有限公司（「聯交所」）證券上市規則第13.51B(1)項及第13.51B(3)項，除於本年報第5至12頁列出之董事個人簡歷及於第176頁列出之董事薪酬的變動外，董事資料變動如下：

廖烈智先生於二零一三年三月七日辭任本銀行行政總裁一職，現任職位為副主席兼董事總經理。

劉惠民先生於二零一三年三月七日繼任廖烈智先生為本銀行行政總裁，繼任後職位為常務董事兼行政總裁。

廖駿倫先生於二零一二年十二月三十一日辭任本銀行非常務董事。

曾昭永先生於二零一二年十二月三十一日辭任本銀行常務董事及於二零一三年三月七日獲委任為其副行政總裁。

王克嘉先生於二零一二年十二月三十一日辭任本銀行常務董事及於二零一三年三月七日獲委任為其副行政總裁。

除上述披露者外，並無其他有關本銀行上述董事及任何其他董事之資料需就聯交所證券上市規則第13.51B(1)項及第13.51B(3)項而需作出披露。

Pursuant to Rules 13.51B(1) and 13.51B(3) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "HKSE"), other than those changes in directors' biographical data as set out on pages 5 to 12, as well as their emoluments as set out on page 176, of this annual report, the changes in directors' information are set out as follows:

Mr LIU Lit Chi retired as the Bank's Chief Executive Officer on 7 March 2013, now holding the title of Deputy Chairman and Managing Director.

Mr LAU Wai Man succeeded Mr LIU Lit Chi as the Bank's Chief Executive Officer on 7 March 2013, thereby holding the title of Executive Director and Chief Executive Officer.

Mr Andrew LIU resigned as the Bank's Non-executive Director on 31 December 2012.

Mr TSANG Chiu Wing resigned as the Bank's Executive Director on 31 December 2012 and was appointed as its Deputy Chief Executive Officer on 7 March 2013.

Mr WONG Har Kar resigned as the Bank's Executive Director on 31 December 2012 and was appointed as its Deputy Chief Executive Officer on 7 March 2013.

Other than those disclosed above, there is no other information in respect of the above directors and any other directors of the Bank required to be disclosed pursuant to Rules 13.51B(1) and 13.51B(3) of the Rules Governing the Listing of Securities on HKSE.

總分行、主要附屬公司及關聯公司
HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND AFFILIATES

於二零一三年三月七日

as of 7 March 2013

		電話 Telephone
總行 HEAD OFFICE	香港德輔道中 24 號 24 Des Voeux Road Central, Hong Kong	3768 1111
港島分行 HONG KONG ISLAND BRANCHES		
香港仔 Aberdeen	香港仔大道 166 至 168 號 166-168 Aberdeen Main Road	2553 9472
銅鑼灣 Causeway Bay	謝斐道 488 號 488 Jaffe Road	2893 6225
跑馬地 Happy Valley	毓秀街 1 至 9 號 1-9 Yuk Sau Street	2575 3201
北角 North Point	英皇道 376 號 376 King's Road	2570 0585
西營盤 Sai Ying Pun	德輔道西 81 至 85 號 81-85 Des Voeux Road West	2547 6513
筲箕灣 Shau Kei Wan	筲箕灣道 203 至 205 號 203-205 Shau Kei Wan Road	2560 6277
上環 Sheung Wan	永樂街 163 號 163 Wing Lok Street	2543 0653
灣仔 Wan Chai	軒尼詩道 265 至 267 號 265-267 Hennessy Road	2511 3931
環翠邨 Wan Tsui Estate	柴灣環翠邨環翠商場地下 G11A 號 Shop No. G11A, G/F, Wan Tsui Shopping Centre Wan Tsui Estate, Chai Wan	2976 0880
西區 Western	德輔道西 347 至 349 號 347-349 Des Voeux Road West	2547 3809
九龍分行 KOWLOON BRANCHES		
青山道 Castle Peak Road	青山道 285 至 287 號 285-287 Castle Peak Road	2387 2421
海麗邨 Hoi Lai Estate	深水埗海麗邨海麗商場 112 號 Shop No. 112, Hoi Lai Shopping Centre Hoi Lai Estate, Sham Shui Po	3514 6477
巧明街 How Ming Street	巧明街 114 號 114 How Ming Street	2342 6386

總分行、主要附屬公司及關聯公司

HEAD OFFICE, BRANCHES, PRINCIPAL SUBSIDIARIES AND AFFILIATES

於二零一三年三月七日

as of 7 March 2013

		電話 Telephone
九龍分行 - 續 KOWLOON BRANCHES - continued		
佐敦 Jordan	佐敦吳松街 120 號地下 G/F, 120 Woosung Street, Jordan	2735 8559
九龍灣 Kowloon Bay	九龍灣宏開道 8 號其士商業中心地下 8 號 Shop Unit 8, G/F, Chevalier Commercial Centre 8 Wang Hoi Road, Kowloon Bay	2750 8838
九龍城 Kowloon City	衙前圍道 31 至 33 號 31-33 Nga Tsin Wai Road	2382 7392
廣田邨 Kwong Tin Estate	廣田邨廣田商場 205 號 No. 205, Kwong Tin Shopping Centre, Kwong Tin Estate	2717 2414
觀塘 Kwun Tong	物華街 31 至 33 號 31-33 Mut Wah Street	2342 7328
荔枝角道 Lai Chi Kok Road	荔枝角道 139 號 139 Lai Chi Kok Road	2391 1573
鯉魚門 Lei Yue Mun	油塘鯉魚門廣場地下下層 LG1 號 Shop No. LG1, Lower Ground Floor Lei Yue Mun Plaza, Yau Tong	2772 6320
旺角 Mongkok	彌敦道 591 號 591 Nathan Road	3768 0001
寶達邨 Po Tat Estate	觀塘寶達邨寶達商場 2 樓 203B-204 號 Shop No. 203B-204, 2/F, Po Tat Shopping Centre Po Tat Estate, Kwun Tong	2190 4110
新蒲崗 San Po Kong	衍慶街 55 至 57 號 55-57 Yin Hing Street	2325 5303
深水埗 Sham Shui Po	大埔道 144 至 148 號 144-148 Tai Po Road	2777 4441
順利邨 Shun Lee Estate	順利邨利溢樓 Lee Yat House, Shun Lee Estate	2342 7141
德田邨 Tak Tin Estate	德田邨德田廣場 207 號 No. 207, Tak Tin Plaza, Tak Tin Estate	2775 1175
土瓜灣 To Kwa Wan	譚公道 34 至 34A 號 34-34A Tam Kung Road	2711 4404
尖沙咀 Tsim Sha Tsui	加連威老道 16 號 16 Granville Road	2369 4091
慈雲山 Tsz Wan Shan	雙鳳街 60 至 64 號 60-64 Sheung Fung Street	2327 0913

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新界分行

NEW TERRITORIES BRANCHES

蝴蝶邨 Butterfly Estate	屯門蝴蝶邨蝴蝶廣場蝶翎樓地下 L196 至 L199 號 Shop Nos. L196-L199, G/F, Tip Ling House Butterfly Plaza, Butterfly Estate, Tuen Mun	2463 9263
長發邨 Cheung Fat Estate	青衣長發邨長發廣場 3 樓 304 及 311 號 Shop Nos. 304 & 311, Level 3 Cheung Fat Plaza, Cheung Fat Estate, Tsing Yi	2495 7697
祖堯邨 Cho Yiu Chuen	敬祖路 C 座地下 G/F, Block C, King Cho Road	2742 2211
彩明苑 Choi Ming Court	將軍澳彩明苑彩明商場 2 樓 265, 267 至 268 號 Shop Nos. 265 & 267-268, 2/F, Choi Ming Shopping Centre Choi Ming Court, Tseung Kwan O	3409 5375
粉嶺 Fanling	粉嶺聯和墟和隆街 2 號 2 Wo Lung Street, Luen Wo Market, Fanling	2675 6203
富泰邨 Fu Tai Estate	屯門富泰邨富泰商場 1 樓 101 號 Shop 101, Level 1, Fu Tai Shopping Centre Fu Tai Estate, Tuen Mun	2453 7630
厚德邨 Hau Tak Estate	將軍澳厚德邨厚德商場西翼 1 樓 L111-112 號 Shop Nos. L111-112, 1/F, West Wing Hau Tak Shopping Centre, Hau Tak Estate, Tseung Kwan O	2706 1863
恒安邨 Heng On Estate	沙田馬鞍山恒安邨恒安商場 3 樓 Level 3, Commercial Centre, Heng On Estate Ma On Shan, Sha Tin	2641 1911
嘉湖銀座 Kingswood Ginza	天水圍嘉湖銀座 2 期 1 樓 103 號 Shop 103, 1/F, Phase 2, Kingswood Ginza, Tin Shui Wai	2616 4618
葵涌邨 Kwai Chung Estate	葵涌葵涌邨葵涌商場 1 樓 111 號 Shop 111, Podium Level 1, Kwai Chung Shopping Centre Kwai Chung Estate, Kwai Chung	2279 4161
瀝源邨 Lek Yuen Estate	沙田瀝源邨瀝源廣場 212 號 Shop No. 212, Lek Yuen Plaza, Lek Yuen Estate, Shatin	2607 2163

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新界分行 - 續

NEW TERRITORIES BRANCHES - continued

良景邨 Leung King Estate	屯門良景邨良景廣場 2 樓 209 號 Shop No. 209, Level Two, Leung King Plaza Leung King Estate, Tuen Mun	2465 1882
上水 Sheung Shui	上水新豐路 71 號 71 San Fung Avenue, Sheung Shui	2670 6295
尚德邨 Sheung Tak Estate	將軍澳尚德邨尚德商場 237 號 Shop No. 237, Sheung Tak Shopping Centre Sheung Tak Estate, Tseung Kwan O	2178 1203
太和廣場 Tai Wo Plaza	大埔太和廣場 225 號 Shop No. 225, Level 2, Tai Wo Plaza, Tai Po	2650 0863
天澤邨 Tin Chak Estate	天水圍天澤邨天澤商場 1 樓 112 號 Shop 112, 1/F, Tin Chak Shopping Centre Tin Chak Estate, Tin Shui Wai	2486 3423
荃灣 Tsuen Wan	荃灣沙咀道 298 號翡翠廣場 Jade Plaza, 298 Sha Tsui Road, Tsuen Wan	2408 7481
屯門富健花園 Tuen Mun Glorious Garden	屯門龍門路 45 號富健花園 82 號 Shop No. 82, Glorious Garden, 45 Lung Mun Road Tuen Mun	2453 0181
屯門康麗花園 Tuen Mun Hong Lai Garden	屯門鄉事會路 117 號康麗花園地下 G/F, Hong Lai Garden, 117 Heung Sze Wui Road Tuen Mun	2441 7117
蓮頭塘邨 Wan Tau Tong Estate	大埔蓮頭塘邨蓮來樓 11 至 12A 號 Shop Nos. 11-12A, Wan Loi House, Wan Tau Tong Estate Tai Po	2656 4313
逸東邨 Yat Tung Estate	東涌逸東邨逸東商場地下 1 及 2 號 Shop Nos. 1 & 2, G/F, Yat Tung Shopping Centre Yat Tung Estate, Tung Chung	3141 7115
元朗 Yuen Long	元朗青山道 99 至 109 號 99-109 Castle Peak Road, Yuen Long	2475 5307

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電話
Telephone

廣州代表處

GUANGZHOU REPRESENTATIVE OFFICE

廣州	中國廣東省廣州市越秀區環市東路 339 號 A 附樓 18A 房 01 室	(86-20) 8375 8300
Guangzhou	Room 01, Unit 18A, 18/F, Annex A 339 Huanshi Dong Lu, Yuexiu District Guangzhou, Guangdong China	

澳門分行

MACAU BRANCH

澳門	澳門南灣大馬路 693 號 大華大廈地下	(853) 2833 9982
Macau	No. 693, Avenida da Praia Grande Edificio Tai Wah, R/C Macau	

三藩市分行

SAN FRANCISCO BRANCH

三藩市	美國加州三藩市 加利福尼亞街 601 號 國際大廈 94108-2804	(1-415) 433 6404
San Francisco	International Building, 601 California Street San Francisco, California 94108-2804 USA	

上海代表處

SHANGHAI REPRESENTATIVE OFFICE

上海	中國上海市黃浦區南京西路 288 號 創興金融中心 2605 室	(86-21) 6358 8099
Shanghai	Room 2605, Chong Hing Finance Centre 288 Nanjing Road West Huangpu District, Shanghai China	

汕頭分行

SHANTOU BRANCH

汕頭	中國廣東省汕頭市金砂路 162 號 豐澤莊藍堡國際公寓 1 幢 103 至 105 號	(86-754) 8890 3222
Shantou	Lanbao International Mansion No. 103-105, Block One Fengzezhuang No. 162 Jinsha Road Shantou, Guangdong China	

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主要附屬公司

卡聯有限公司

創興商品期貨有限公司

創興財務有限公司

創興資訊科技有限公司

創興保險有限公司

創興(代理)有限公司

創興證券有限公司

高堡富有限公司

鴻強有限公司

高潤企業有限公司

PRINCIPAL SUBSIDIARIES

Card Alliance Company Limited

Chong Hing Commodities and Futures Limited

Chong Hing Finance Limited

Chong Hing Information Technology Limited

Chong Hing Insurance Company Limited

Chong Hing (Nominees) Limited

Chong Hing Securities Limited

Gallbraith Limited

Hero Marker Limited

Top Benefit Enterprise Limited

關聯公司

廖創興企業有限公司

中遠(香港)集團有限公司

三菱東京UFJ銀行

AFFILIATES

Liu Chong Hing Investment Limited

COSCO (Hong Kong) Group Limited

The Bank of Tokyo-Mitsubishi UFJ, Ltd

