

# REPORT OF THE DIRECTORS

## 董事會報告

董事會全寅欣然提呈南洋商業銀行有限公司（「本銀行」）及其附屬公司（連同本銀行統稱「本集團」）截至2008年12月31日止年度之董事會報告及經審核之綜合財務報表。

### 主要業務

本銀行為根據香港銀行業條例所規定獲認可之持牌銀行。本銀行主要從事銀行及相關之金融服務。附屬公司的主要業務載於財務報表附註25內。

### 業績及分配

本集團在本年之業績載於第30頁綜合收益表。

董事會於2008年6月13日宣佈派發中期股息每股63港元，合共378,000,000港元，並於2008年8月28日支付。

### 儲備

本集團之儲備變動詳情載於第33頁綜合權益變動表內。

### 捐款

本集團於年內之慈善及其他捐款合共約1,440,000港元。

### 物業、廠房及設備

本集團及本銀行的物業、廠房及設備變動詳情載於財務報表附註27內。

### 股本

本銀行的股本詳情載於財務報表附註34內。

The Directors are pleased to present their report together with the audited consolidated financial statements of Nanyang Commercial Bank, Limited (hereinafter as the "Bank") and its subsidiaries (together with the Bank hereinafter as the "Group") for the year ended 31 December 2008.

### PRINCIPAL ACTIVITIES

The Bank is a licensed bank authorized under the Hong Kong Banking Ordinance. The principal activities of the Bank are the provision of banking and related financial services. The principal activities of the Bank's subsidiaries are shown in Note 25 to the financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on page 30.

The directors declared an interim dividend of HK\$63 per ordinary share totalling HK\$378,000,000 on 13 June 2008 which was paid on 28 August 2008.

### RESERVES

Details of movements in the reserves of the Group are set out in the consolidated statement of changes in equity on page 33.

### DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$1,440,000.

### PROPERTIES, PLANT AND EQUIPMENT

Details of movements in properties, plant and equipment of the Group and the Bank are set out in Note 27 to the financial statements.

### SHARE CAPITAL

Details of the share capital of the Bank are set out in Note 34 to the financial statements.

## 董事

本年內及直至本報告日期止之董事如下：

### 董事會

董事長： 和廣北<sup>#</sup>  
副董事長： 許剛  
董事： 張信剛\*  
張祐成<sup>#</sup>  
高迎欣<sup>#</sup>  
何兆全  
(於2008年9月16日離任)  
藍鴻震\*  
劉漢銓\*  
李永鴻<sup>#</sup>  
袁偉強 (於2008年9月16日  
獲委任)  
朱燕來<sup>#</sup>

<sup>#</sup> 非執行董事

\* 獨立非執行董事

根據本銀行《組織章程細則》第81條，和廣北先生，許剛先生及張信剛先生將於應屆股東週年大會上退任，惟彼等均合資格，並願意重選連任。

根據本銀行《組織章程細則》第82條，袁偉強先生將於應屆股東週年大會上退任，惟彼合資格，並願意重選連任。

### 董事購買股份或債券之權利

除財務報表附註17所披露者外，於本年任何時間內，本銀行、其任何控股公司、附屬公司或同系附屬公司概無訂立任何安排，使董事可藉購買本銀行或任何其他法人團體之股份或債券而獲益。

## DIRECTORS

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

### Board of Directors

Chairman: He Guangbei<sup>#</sup>  
Vice Chairman: Xu Gang  
Directors: Chang Hsin Kang\*  
Cheung Yau Shing<sup>#</sup>  
Gao Yingxin<sup>#</sup>  
Ho Shiu Chuen  
(resigned on 16 September 2008)  
Lan Hong Tsung, David\*  
Lau Hon Chuen\*  
Lee Raymond Wing Hung<sup>#</sup>  
Yuen Wai Keung  
(appointed on 16 September 2008)  
Zhu Yanlai<sup>#</sup>

<sup>#</sup> Non-executive directors

\* Independent non-executive directors

In accordance with Article 81 of the Bank's Articles of Association, Mr. He Guangbei, Mr. Xu Gang and Mr. Chang Hsin Kang retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with Article 82 of the Bank's Articles of Association, Mr. Yuen Wai Keung retires at the forthcoming annual general meeting and, being eligible, offers himself for re-election.

### DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES

Saved as disclosed in Note 17, at no time during the year was the Bank or any of its holding companies, subsidiaries or fellow 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.

### 董事於重大之合約之權益

於本年內，本銀行、其任何控股公司、附屬公司或同系附屬公司概無簽訂任何涉及本集團之業務而本銀行之董事直接或間接在其中擁有重大權益之合約。

### 管理合約

於本年內，本銀行並無就整體業務或任何重要業務之管理及行政工作簽訂或存有任何合約。

### 符合《銀行業（披露）規則》

截至2008年12月31日止的財務報表完全遵守香港銀行業條例項下銀行業（披露）規則之要求。

### 核數師

本年度之財務報表乃由羅兵咸永道會計師事務所審計，該核數師任滿告退，惟符合資格，願應聘連任。

承董事會命

董事長  
和廣北

香港，2009年3月13日

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

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

### MANAGEMENT CONTRACTS

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

### COMPLIANCE WITH THE BANKING (DISCLOSURE) RULES

The financial statements for the year ended 31 December 2008 comply with the requirements set out in the Banking (Disclosure) Rules under the Hong Kong Banking Ordinance.

### AUDITORS

The financial statements for the year have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

**HE Guangbei**  
Chairman

Hong Kong, 13 March 2009