

## 董事會報告

### Report of the Directors

董事會全寅欣然提呈南洋商業銀行有限公司(下稱「本銀行」)及其附屬公司(以下連同本銀行統稱「本集團」)截至2013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。本銀行之附屬公司的主要業務載於本財務報表附註26內。

#### 業績及分配

本集團在本年之業績載於第31頁綜合收益表內。

董事會於2013年12月12日宣佈派發中期股息每股77港元，合共539,000,000港元，並於2013年12月30日支付。

#### 儲備

本集團之儲備變動詳情載於第36至37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793,000港元。

#### 物業、廠房及設備

本集團及本銀行的物業、器材及設備變動詳情載於財務報表附註28內。

#### 股本

本銀行的股本詳情載於財務報表附註35內。

#### 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：	周載群 <sup>#</sup>
副董事長：	方紅光
董事：	高迎欣 <sup>#</sup>
	李久仲 <sup>#</sup>
	朱燕來 <sup>#</sup>
	陳細明
	張信剛 <sup>*</sup>
	藍鴻震 <sup>*</sup>
	劉漢銓 <sup>*</sup>
	卓成文 <sup>#</sup>
	(於2013年8月12日辭任)

<sup>#</sup> 非執行董事  
<sup>\*</sup> 獨立非執行董事

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 2013.

#### PRINCIPAL ACTIVITIES

The Bank is a licensed bank authorised under the Hong Kong Banking Ordinance. The principal activities of the Bank are provision of banking and related financial services. The principal activities of the Bank's subsidiaries are shown in Note 26 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 31.

The directors declared an interim dividend of HK\$77 per share totaling HK\$539,000,000 on 12 December 2013 which was paid on 30 December 2013.

#### RESERVES

Details of movements in the reserves of the Group are set out in the consolidated statement of changes in equity on pages 36 to 37.

#### DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$793,000.

#### PROPERTIES, PLANT AND EQUIPMENT

Details of movements in properties, plant and equipment of the Group and the Bank are set out in Note 28 to the Financial Statements.

#### SHARE CAPITAL

Details of the share capital of the Bank are set out in Note 35 to the Financial Statements.

#### DIRECTORS

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

##### Board of Directors

Chairman:	Zhou Zaiqun <sup>#</sup>
Vice Chairman:	Fang Hongguang
Directors:	Gao Yingxin <sup>#</sup>
	Li Jiuzhong <sup>#</sup>
	Zhu Yanlai <sup>#</sup>
	Chan Sai Ming
	Chang Hsin Kang <sup>*</sup>
	Lan Hong Tsung, David <sup>*</sup>
	Lau Hon Chuen <sup>*</sup>
	Zhuo Chengwen <sup>#</sup>
	(resigned on 12 August 2013)

<sup>#</sup> Non-executive directors  
<sup>\*</sup> Independent non-executive directors

## 董事會報告

## Report of the Directors

根據本銀行《組織章程細則》第81條，方紅光先生、高迎欣先生及藍鴻震先生將於應屆股東週年大會上退任，惟彼等均合符資格，並願意重選連任。

**董事購買股份或債券之權利**

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，使本銀行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。

**董事於重大合約之權益**

於本年末或本年任何時間內，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，本銀行概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2013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**

於2013年5月28日召開的2013年度股東週年大會結束而任期屆滿時，羅兵咸永道會計師事務所退任本銀行的核數師，安永會計師事務所（「安永」）獲委任為本銀行新任核數師，任期直至2014年度股東週年大會結束為止。

本銀行2013年度的財務報表乃由安永審計。安永將於2014年度股東週年大會上退任，並表示願意繼續受聘。

承董事會命

周載群  
董事長

香港，2014年3月20日

In accordance with Article 81 of the Articles of Association of the Bank, Mr. Fang Hongguang, Mr. Gao Yingxin and Mr. Lan Hong Tsung, David retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

**DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES**

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.

**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 2013 comply with the requirements set out in the Banking (Disclosure) Rules under the Hong Kong Banking Ordinance.

**AUDITORS**

At the close of the 2013 annual general meeting held on 28 May 2013, PricewaterhouseCoopers retired as auditor of the Bank upon expiration of its term of office and Ernst & Young ("EY") was appointed as new auditor of the Bank to hold office until the conclusion of the 2014 annual general meeting.

The financial statements for the year 2013 have been audited by EY who will retire and offer themselves for re-appointment at the 2014 annual general meeting.

On behalf of the Board

Zhou Zaiqun  
Chairman

Hong Kong, 20 March 2014