

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2014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36頁綜合收益表內。

董事會於2014年6月6日宣佈派發中期股息每股100港元，合共700,000,000港元，並於2014年6月27日支付。

儲備

本集團之儲備變動詳情載於第41至42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200,000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。

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 2014.

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 36.

The directors declared an interim dividend of HK\$100 per share totaling HK\$700,000,000 on 6 June 2014 which was paid on 27 June 2014.

RESERVES

Details of movements in the reserves of the Group are set out in the consolidated statement of changes in equity on pages 41 to 42.

DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$200,000.

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.

董事會報告

Report of the Directors

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：	高迎欣 [#] (自2014年4月23日起獲委任為 董事長並自2015年3月11日 起辭任)
	周載群 [#] (自2014年4月10日起辭任)
副董事長：	方紅光
董事：	李久仲 [#] 朱燕來 [#] 陳細明 張信剛* 藍鴻震* 劉漢銓*

[#] 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，李久仲先生、朱燕來女士及陳細明先生將於應屆股東週年大會上退任。朱燕來女士已通知本銀行表示其決定不再於應屆股東週年大會上重選連任。其餘兩位將退任的董事均合符資格，並願意重選連任。

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:	Gao Yingxin [#] (appointment as Chairman effective from 23 April 2014 and resignation effective from 11 March 2015)
	Zhou Zaiqun [#] (resignation effective from 10 April 2014)
Vice Chairman:	Fang Hongguang
Directors:	Li Jiuzhong [#] Zhu Yanlai [#] Chan Sai Ming Chang Hsin Kang* Lan Hong Tsung, David* Lau Hon Chuen*

[#] Non-executive Directors

* Independent Non-executive Directors

In accordance with Article 81 of the Articles of Association of the Bank, Mr. Li Jiuzhong, Ms. Zhu Yanlai and Mr. Chan Sai Ming retire at the forthcoming annual general meeting. Ms. Zhu Yanlai has notified the Bank that she has decided not to stand for re-election at the forthcoming annual general meeting. The other two retiring Directors, being eligible, offer themselves for re-election.

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2014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

本銀行2014年度的財務報表乃由安永會計師事務所（「安永」）審計。安永將於2015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

方紅光
副董事長

香港，2015年3月19日

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 or 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 2014 comply with the requirements set out in the Banking (Disclosure) Rules under the Hong Kong Banking Ordinance.

AUDITORS

The financial statements for the year 2014 have been audited by Ernst & Young who retire and offer themselves for re-appointment at the 2015 annual general meeting.

On behalf of the Board

Fang Hongguang
Vice Chairman

Hong Kong, 19 March 2015