

董事會報告

Report of the Directors

董事會全體成員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2025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，主要從事銀行業務及相關之金融服務。本銀行之附屬公司之主要業務載於本財務報表「附錄一 本銀行之附屬公司」內。

業績及分配

本集團在本年之業績載於第57頁綜合收益表內。

董事會建議派發末期股息599,547,900港元，折合每股85.6497港元，予截至2026年3月31日本銀行股東名冊上的股東，惟必須待本銀行股東於本銀行2026年股東週年大會上批准方可作實。

捐款

本集團於年內之慈善及其他捐款合共約6,499,000港元。

發行股份

本年內，本銀行概無發行股份。本銀行之已發行股份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 2025.

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 "Appendix — Subsidiaries of the Bank" 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 57.

The Directors has recommended a final dividend of HK\$599,547,900, equal to HK\$85.6497 per share, to shareholder(s) whose name(s) appear on the Register of Members of the Bank on 31 March 2026, subject to the approval of shareholder(s) of the Bank at the 2026 annual general meeting of the Bank.

DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$6,499,000.

SHARES ISSUED

No shares were issued by the Bank during the year. Details of the issued shares of the Bank are set out in Note 34 to the Financial Statements.

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董事

本銀行年內及截至本報告日期止之董事如下：

董事會

董事長：張衛東[#]

董事：楊英勛[#]
孫建東
鄭建崗
(自2025年2月26日起辭任)
劉曉光
(自2025年2月26日起委任)
劉漢銓*
藍鴻震*
趙麗娟*
李樹培*

[#] 非執行董事
^{*} 獨立非執行董事

本年內及截至本報告日期止，除孫建東先生、鄭建崗先生**及劉曉光先生^{##}同時擔任本銀行一間附屬公司董事外，本銀行附屬公司之其他董事如下：

沈加沐*** Shen Jiamu*** 李欣 Li Xin 余江 ^{###} Yu Jiang ^{###} 葉鳳蓮 Yip Fung Lin 余國毅 ^{####} Yu Kwok Ngai ^{####} 李漢泉 ^{*****} Lee Hon Chuen ^{*****}	尚晨光 Shang Chenguang 馬君 ^{###} Ma Jun ^{###} 林健濠 Lam Kin Ho 李虹 ^{####} Li Hong ^{####} 彭偉明 ^{####} Pang Wai Ming ^{####}
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^{##} 自2025年2月26日起擔任本銀行董事。
^{###} 自2025年5月23日起擔任本銀行一間附屬公司董事。
^{####} 自2025年7月31日起擔任本銀行一間附屬公司董事。
^{####} 自2026年1月21日起擔任本銀行一間附屬公司董事。

^{**} 自2025年2月26日起辭任本銀行董事及自2025年7月1日起辭任本銀行一間附屬公司董事。
^{***} 自2025年5月23日起辭任本銀行一間附屬公司董事。
^{****} 自2025年12月2日起辭任本銀行附屬公司董事。
^{*****} 自2025年7月31日起辭任本銀行一間附屬公司董事。

DIRECTORS

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

Board of Directors

Chairman: Zhang Weidong[#]

Directors: Yang Yingxun[#]
Sun Jiandong
Cheng Kin Kong
(resigned effective from 26 February 2025)
Liu Xiaoguang
(appointed effective from 26 February 2025)
Lau Hon Chuen*
Lan Hong Tsung, David*
Chiu Lai Kuen, Susanna*
Li Shu Pui*

[#] Non-executive Directors
^{*} Independent Non-executive Directors

Save for Messrs. Sun Jiandong, Cheng Kin Kong** and Liu Xiaoguang^{##} being also directors of a subsidiary of the Bank, other directors of the subsidiaries of the Bank during the year and up to the date of this report are:

程正紅*** Cheng Zhenghong*** 牟乃密 ^{###} Mu Naimi ^{###} 譚麗儀 ^{****} Tam Lai Yee ^{****} 李頌欣 Lee Chung Yan 梁文漢 ^{####} Leung Man Hon ^{####}	夏軍*** Xia Jun*** 沈曉祺 ^{###} Shen Xiaoqi ^{###} 薛正嘒 Xue Zhengye 梁凌芷 Leung Ling Tsz, Tiffany 王旭 ^{####} Wang Xu ^{####}
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^{##} appointed as a director of the Bank effective from 26 February 2025.
^{###} appointed as a director of a subsidiary of the Bank effective from 23 May 2025.
^{####} appointed as a director of a subsidiary of the Bank effective from 31 July 2025.
^{####} appointed as a director of a subsidiary of the Bank effective from 21 January 2026.

^{**} resigned as a director of the Bank effective from 26 February 2025 and resigned as a director of a subsidiary of the Bank effective from 1 July 2025.
^{***} resigned as a director of a subsidiary of the Bank effective from 23 May 2025.
^{****} resigned as directors of subsidiaries of the Bank effective from 2 December 2025.
^{*****} resigned as a director of a subsidiary of the Bank effective from 31 July 2025.

董事會報告

Report of the Directors

根據本銀行組織章程細則第77條，孫建東先生、劉漢銓先生及趙麗娟女士將於應屆股東周年大會上退任，彼等均符合資格，並願意重選連任。

董事購買股份或債權證之權利

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權證而獲益。

董事於交易、安排或合約之權益

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或其有關連實體直接或間接在其中擁有重大權益之交易、安排或合約。

管理合約

於本年內，本銀行概無就全部或任何重大部分業務之管理及行政工作簽訂或存有任何合約。

獲准許的彌償條文

根據本銀行組織章程細則，每名董事均可就本銀行有關事務而引致的任何責任獲本銀行從資產中撥付彌償。本銀行已為可合法投保之董事責任安排保險。

符合《銀行業（披露）規則》

截至2025年12月31日止的綜合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。

In accordance with Article 77 of the Articles of Association of the Bank, Mr. Sun Jiandong, Mr. Lau Hon Chuen and Ms. Chiu Lai Kuen, Susanna retire by rotation 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 TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or 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 a Director of the Bank or his/her connected entity 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.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association of the Bank, every Director shall be indemnified out of the assets of the Bank against any liability incurred by him/her in relation to the Bank. The Bank has maintained insurance for the benefit of Directors against liability which may lawfully be insured by the Bank.

COMPLIANCE WITH THE BANKING (DISCLOSURE) RULES

The consolidated financial statements for the year ended 31 December 2025 comply with the requirements set out in the Banking (Disclosure) Rules under the Hong Kong Banking Ordinance.



董事會報告 Report of the Directors

核數師

本銀行截至2025年12月31日止年度的綜合財務報表
乃由安永會計師事務所(「安永」)審計。

承董事會命

張衛東
董事長

香港，2026年3月19日

AUDITOR

The consolidated financial statements for the year ended 31
December 2025 have been audited by Ernst & Young.

On behalf of the Board

Zhang Weidong
Chairman of the Board

Hong Kong, 19 March 2026