

# UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

## 未經審核補充財務資料

### (A) CONSOLIDATION BASIS FOR REGULATORY DISCLOSURES

The capital ratio is computed on a consolidated basis which combines the position of the Bank and Fubon Credit (Hong Kong) Limited as required by the HKMA for regulatory purposes.

The basis of consolidation for accounting purposes is in accordance with the HKFRSs and is different from the basis and scope of consolidation for the calculation of capital ratios. Subsidiaries that are included in the consolidation for accounting purposes but not included in the consolidation for the calculation of capital ratios are set out below:

### (A) 監管披露之綜合基準

資本比率乃按金管局就監管目的要求的綜合本行與富邦財務(香港)有限公司的狀況按綜合基準計算。

作會計目的之綜合基準乃依據香港財務報告準則制定，但有別於計算資本比率之綜合基準及範圍。就會計用途綜合計入而計算資本比率時未綜合計入之附屬公司載於如下：

Name of subsidiaries 附屬公司名稱	Principal activities 主要業務	As at 31 December 2019 於二零一九年十二月三十一日		As at 31 December 2018 於二零一八年十二月三十一日	
		Total assets 資產總額 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元	Total assets 資產總額 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
FB Securities (Hong Kong) Limited 富銀證券(香港)有限公司	Securities broking 證券經紀	194,286	116,653	172,289	103,956
Fubon Insurance Brokers Limited 富邦保險顧問有限公司	Insurance broker services 保險經紀服務	1,889	1,064	3,219	1,529
Fubon Nominees (Hong Kong) Limited	Nominee service 代理人服務	4,134	143	3,982	142
Admiralty Finance Company Limited 海富財務有限公司	Dormant 不活躍	63	63	63	63
Aquarius (Nominees) Limited	Dormant 不活躍	6	6	6	6
FB Investment Management Limited* 富銀投資管理有限公司*	Fund management 基金管理	N/A 不適用	N/A 不適用	11,135	8,644
		<b>200,378</b>	<b>117,929</b>	190,694	114,340

\* The Bank disposed its entire shareholding of FB Investment Management Limited in February 2019 and therefore FB Investment Management Limited is not included in the consolidation for accounting purpose as at 31 December 2019.

\* 本行於二零一九年二月出售了富銀投資管理有限公司的全部股權，因此於二零一九年十二月三十一日，富銀投資管理有限公司並未就會計用途而綜合計入。

**(A) CONSOLIDATION BASIS FOR REGULATORY DISCLOSURES** (continued)

No subsidiaries are excluded from both the accounting scope of consolidation and the regulatory scope of consolidation. There are also no subsidiaries which are included within the regulatory scope of consolidation but not included within the accounting scope of consolidation.

The Bank's shareholdings in the above subsidiaries are deducted from CET1 capital in accordance with the Banking (Capital) Rules ("Capital Rules"). There is no relevant capital shortfall in any of the Bank's subsidiaries which are not included as part of the consolidation group for the calculation of capital ratio.

The Group maintains a regulatory reserve, as disclosed in Note 30, to satisfy the provisions of the HKBO for prudential supervision purposes. Movements in the reserve are made directly through retained earnings and in consultation with the HKMA.

In accordance with the Capital Rules, the Group has adopted the "standardised approach" for the calculation of risk-weighted assets for credit risk and market risk and the "basic indicator approach" for the calculation of operational risk.

The Group disclosed the full terms and conditions of its capital instruments as of the end of the reporting period in its website (<https://www.fubonbank.com.hk>) under the page "Regulatory Disclosures" in accordance with section 16FE of the BDR.

The leverage ratio, countercyclical capital ratio and liquidity maintenance ratio are computed on the same consolidation basis as the capital ratio.

**(A) 監管披露之綜合基準** (續)

概無附屬公司既未被納入會計的綜合基準，亦未被納入監管目的的綜合基準。亦概無附屬公司被納入監管目的的綜合基準但未被納入會計的綜合基準。

本行於上述附屬公司之股權乃根據《銀行業(資本)規則》(「資本規則」)自普通股本一級資本中扣除。於計算資本比率時不計作綜合集團一部分之本行附屬公司中，並無有關資本短欠。

本集團已根據香港《銀行業條例》以嚴謹監管的規定維持法定儲備(如附註30所披露)。該儲備之變動乃在諮詢金管局之意見後直接透過保留溢利作出。

按照資本規則，本集團已採用「標準化方法」計算信貸風險及市場風險之風險加權資產以及採用「基本指標方法」計算營運風險。

本集團根據《銀行業(披露)規則》第16FE條於其網站(<https://www.fubonbank.com.hk>)「監管披露」頁面披露其截至報告期末的資本工具的全部條款及條件。

槓桿比率、逆週期資本比率及流動性維持比率均按與資本比率相同的綜合基準計算。

**(B) FURTHER ANALYSIS ON ADVANCES TO CUSTOMERS ANALYSED BY INDUSTRY SECTOR**

Advances to customers analysed by industry sector and the coverage of collateral is as follows. The economic sector analysis is based on the categories and definitions used by the HKMA.

**(B) 按行業分類的客戶貸款的進一步分析**

按行業及有抵押貸款的客戶貸款分析如下。經濟行業分析乃基於金管局所採用的類別及定義。

		31 December 2019 二零一九年十二月三十一日		31 December 2018 二零一八年十二月三十一日	
		Gross advances to customers 客戶貸款總額 HK\$'000 千港元	% of gross loans covered by collateral 有抵押之貸款 佔貸款總額之百分比	Gross advances to customers 客戶貸款總額 HK\$'000 千港元	% of gross loans covered by collateral 有抵押之貸款 佔貸款總額之百分比
Gross advances for use in Hong Kong	在香港使用的貸款總額				
Industrial, commercial and financial	工商金融				
– Property development	– 物業發展	4,767,242	14.29	4,311,798	16.05
– Property investment	– 物業投資	8,710,970	66.24	8,230,920	92.29
– Financial concerns	– 金融企業	2,243,493	3.56	2,734,051	2.93
– Stockbrokers	– 股票經紀	1,714,513	48.36	1,051,310	43.08
– Wholesale and retail trade	– 批發及零售業	778,689	32.37	501,723	27.20
– Manufacturing	– 製造業	2,053,959	19.79	1,582,124	8.35
– Transport and transport equipment	– 運輸及運輸設備	282,605	52.32	154,633	94.40
– Information technology	– 資訊科技	374,438	–	615,749	–
– Electricity and gas	– 電力及煤氣	550,212	–	356,792	–
– Others	– 其他	3,676,258	33.74	3,651,717	35.08
Individuals	個人				
– Loans for the purchase of flats under the Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme or their respective successor schemes	– 購買「居者有其屋計劃」、 「私人參建居屋計劃」 及「租者置其屋計劃」 或其各自的後繼計劃 的樓宇的貸款	4,061	100.00	4,635	100.00
– Loans for the purchase of other residential properties	– 購買其他住宅物業的 貸款	9,018,440	100.00	9,376,721	100.00
– Credit card advances	– 信用卡貸款	819,809	–	872,000	–
– Others	– 其他	4,051,517	35.60	4,491,341	32.90
		39,046,206		37,935,514	
Trade finance	貿易融資	4,784,320	18.53	4,745,559	17.43
Gross advances for use outside Hong Kong	在香港以外使用的貸款總額	8,765,814	1.46	5,248,797	4.74
Gross advances to customers	客戶貸款總額	52,596,340	39.71	47,929,870	46.84

**(B) FURTHER ANALYSIS ON ADVANCES TO CUSTOMERS ANALYSED BY INDUSTRY SECTOR**

(continued)

Analysis of the Group's impaired advances in respect of industry sectors which account for 10% or more of gross advances to customers:

**(B) 按行業分類的客戶貸款的進一步分析(續)**

按行業分析佔客戶貸款總額10%或以上的本集團減值貸款如下：

31 December 2019	二零一九年十二月三十一日	Overdue advances	Impaired advances	Individual impairment allowances*	Collective impairment allowance*	Provisions (released back)/ charged to the profit or loss during the year	Loans written off during the year
		逾期貸款	減值貸款	個別減值撥備*	綜合減值撥備*	本年度於損益賬內(撥回)/扣除之撥備	年內撇賬之貸款
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
- Property investment	- 物業投資	55,186	3,598	-	13,444	8,810	-
- Loans for the purchase of other residential properties	- 購買其他住宅物業的貸款	79,403	-	-	3,616	2,990	-
- Gross advances for use outside Hong Kong	- 在香港以外使用的貸款總額	-	-	-	27,207	2,456	23,097
31 December 2018	二零一八年十二月三十一日	Overdue advances	Impaired advances	Individual impairment allowances*	Collective impairment allowance*	Provisions (released back)/ charged to the profit or loss during the year	Loans written off during the year
		逾期貸款	減值貸款	個別減值撥備*	綜合減值撥備*	本年度於損益賬內(撥回)/扣除之撥備	年內撇賬之貸款
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
- Property investment	- 物業投資	64,245	24,336	-	4,634	2,496	-
- Loans for the purchase of other residential properties	- 購買其他住宅物業的貸款	61,853	-	-	626	(1,801)	-
- Gross advances for use outside Hong Kong	- 在香港以外使用的貸款總額	42,090	42,090	42,090	5,758	(11,991)	-

\* For the purpose of regulatory disclosures made in the Unaudited Supplementary Financial Information, the term "individual impairment allowances" represents impairment allowances recognized for financial assets categorized as Stage 3 under the Group's accounting policies, while "collective impairment allowance" represents impairment allowances recognized on financial assets categorized as Stage 1 and Stage 2 under the Group's accounting policies.

\* 就於未經審核補充財務資料作出的監管披露而言，「個別減值撥備」指本集團會計政策下分類為第三階段的金融資產確認的減值撥備，而「綜合減值撥備」指本集團會計政策下分類為第一階段及第二階段的金融資產確認的減值撥備。

**(C) OVERDUE AND RESCHEDULED ASSETS**

**(i) Overdue advances to customers**

	客戶貸款總額之本金或 利息有逾期：
Gross advances to customers which have been overdue with respect to either principal or interest for periods of:	
- 6 months or less but over 3 months	一六個月或以下惟 三個月以上
- 1 year or less but over 6 months	一一年或以下惟 六個月以上
- Over 1 year	一超過一年
Covered portion of overdue advances to customers	逾期客戶貸款的 有抵押部分
Uncovered portion of overdue advances to customers	逾期客戶貸款的 無抵押部分
Individual impairment allowances in respect of advances overdue for more than three months	就逾期超過三個月之 貸款所作之個別 減值撥備

Advances to customers with a specific repayment date are classified as overdue when the principal or interest is overdue and remains unpaid at the year-end. Loans repayable by regular instalments are treated as overdue when an instalment payment is overdue and remains unpaid at year end. Loans repayable on demand are classified as overdue either when a demand for repayment has been served on the borrower but repayment has not been made in accordance with the demand notice, and/or when the loans have remained continuously outside the approved limit advised to the borrower for more than the overdue period in question.

**(C) 逾期及經重組資產**

**(i) 逾期客戶貸款**

31 December 2019 二零一九年十二月三十一日		31 December 2018 二零一八年十二月三十一日	
HK\$'000	% of gross advances 佔貸款總額 之百分比	HK\$'000	% of gross advances 佔貸款總額 之百分比
千港元		千港元	
17,934	0.04	38,450	0.08
10,668	0.02	62,049	0.13
147,847	0.28	132,733	0.28
176,449	0.34	233,232	0.49
18,725		28,776	
157,724		204,456	
176,449		233,232	
156,179		192,690	

有指定還款期的客戶貸款在其本金或利息逾期並於年末仍未支付時被分類為已逾期。分期付款償還的貸款在部分分期貸款已逾期且於年末仍未支付時被視為已逾期。按要求償還的貸款在借款人收到償還要求但並無根據要求通知還款及／或在貸款已持續超出已知會借款人的獲批准的限額，而超出已知會借款人所核准限額的時間比貸款逾期的時間更長時分類為已逾期。

**(C) OVERDUE AND RESCHEDULED ASSETS** (continued)

**(ii) Rescheduled advances to customers**

Rescheduled advances to customers are those advances to customers which have been restructured or renegotiated because of deterioration in the financial position of the borrower, or of the inability of the borrower to meet the original repayment schedule and for which the revised repayment terms are non-commercial to the Group. Rescheduled advances to customers are stated net of any advances to customers that have subsequently become overdue for over 3 months and can be analysed as follows:

Rescheduled advances to customers      重定還款期的客戶貸款

31 December 2019 二零一九年十二月三十一日		31 December 2018 二零一八年十二月三十一日	
HK\$'000	% of gross advances 佔貸款總額 之百分比	HK\$'000	% of gross advances 佔貸款總額 之百分比
千港元		千港元	
3,264	0.01	4,684	0.01

**(iii) Geographical analysis of overdue advances to customers**

Analysis of the Group's overdue advances to customers in respect of geographical segment which account for not less than 10% of gross advances to customers:

Hong Kong      香港  
China      中國  
Other      其他地區

31 December 2019 二零一九年十二月三十一日			
Gross advances to customers 客戶貸款總額 HK\$'000 千港元	Overdue advances to customers 已逾期 客戶貸款 HK\$'000 千港元	Impaired loans (individually determined) 減值貸款 (個別釐定) HK\$'000 千港元	Individual impairment allowances 個別減值撥備 HK\$'000 千港元
43,301,898	103,547	98,050	87,893
7,662,895	-	-	-
1,631,547	72,902	72,902	72,902
52,596,340	176,449	170,952	160,795

**(C) 逾期及經重組資產** (續)

**(ii) 重定還款期的客戶貸款**

重定還款期的客戶貸款是指由於借款人財政狀況轉壞或無法按原定還款期還款，而被重定還款期的或重新議定的客戶貸款，而經修訂的還款計劃對於本集團屬非商業條款。重定還款期的客戶貸款乃扣除已隨後逾期超過三個月的任何客戶貸款列賬，並可分析如下：

**(iii) 按地區分析的已逾期客戶貸款**

按地區部分分析本集團已逾期客戶貸款(佔客戶貸款總額不足10%)：

**(C) OVERDUE AND RESCHEDULED ASSETS** (continued)

**(iii) Geographical analysis of overdue advances to customers** (continued)

**(C) 逾期及經重組資產** (續)

**(iii) 按地區分析的已逾期客戶貸款** (續)

		31 December 2018 二零一八年十二月三十一日			
		Gross advances to customers	Overdue advances to customers	Impaired loans (individually determined)	Individual impairment allowances
		客戶貸款總額	已逾期客戶貸款	減值貸款 (個別釐定)	個別減值撥備
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	40,441,972	117,473	117,472	92,158
China	中國	6,752,584	42,090	42,090	42,090
Other	其他地區	735,314	73,669	73,669	62,628
		47,929,870	233,232	233,231	196,876

The above geographical analysis is classified by the location of the borrowers after taking into account the transfer of risk. In general, risk transfer applies when a loan is guaranteed by a party situated in an area different from the counterparty.

The collective impairment allowance is not allocated to any geographical segment as at 31 December 2019 and 2018.

以上地區分析按借款人所在地，經計及風險轉移後而劃定。一般而言，若貸款的擔保人所處地區與交易對手不同，則風險轉移至擔保人的所在地區。

於二零一九年及二零一八年十二月三十一日，概無綜合減值撥備分派予任何地區分部。

## (D) INTERNATIONAL CLAIMS

The Group's country risk exposures in the tables below are prepared in according to the location and types of the counterparties as defined by the HKMA under the BDR. International claims are on-balance sheet exposures to counterparties based on the location of the counterparties after taking into account the transfer of risk, and represent the sum of cross-border claims in all currencies and local claims in foreign currencies.

International claims attributable to individual countries or areas not less than 10% of the Group's total international claims, after recognized risk transfer, are shown as follows:

## (D) 國際債權

下表為本集團對國家的風險分析，乃按照金管局根據《銀行業(披露)規則》所界定的對手方所在地及類別分類。國際債權為對手方在資產負債表內風險承擔，按對手方的所在地作出分類，並已計及風險轉移因素後，其總和包括所有貨幣之跨國債權及本地之外幣債權。

個別國家或地區分部並已計及已確認風險轉移後佔本集團國際債權總額不少於10%之國際債權載列如下：

		31 December 2019 二零一九年十二月三十一日				
Figures in HK\$ million	百萬港元	Banks	Official sector	Non-bank financial institution	Non-financial private sector	Total
		銀行	官方機構	非銀行金融機構	非金融私人機構	總額
<b>Counterparty country/jurisdiction</b>	<b>對手方國家/司法權區</b>					
Developed countries	發達國家	8,230	18	357	479	9,084
Offshore centres	離岸中心	252	11	2,226	18,112	20,601
– of which: Hong Kong	– 其中：香港	180	11	2,029	17,133	19,353
Developing Asia and Pacific	發展中亞洲及太平洋地區	10,196	329	2,570	14,594	27,689
– of which: China	– 其中：中國	6,013	329	2,570	13,858	22,770
		31 December 2018 二零一八年十二月三十一日				
Figures in HK\$ million	百萬港元	Banks	Official sector	Non-bank financial institution	Non-financial private sector	Total
		銀行	官方機構	非銀行金融機構	非金融私人機構	總額
<b>Counterparty country/jurisdiction</b>	<b>對手方國家/司法權區</b>					
Developed countries	發達國家	10,548	17	75	160	10,800
Offshore centres	離岸中心	1,026	–	2,939	13,399	17,364
– of which: Hong Kong	– 其中：香港	158	–	2,624	12,688	15,470
Developing Asia and Pacific	發展中亞洲及太平洋地區	9,874	196	1,915	10,844	22,829
– of which: China	– 其中：中國	6,967	196	1,906	10,151	19,220



## (E) NON-BANK MAINLAND CHINA EXPOSURES

The analysis of non-bank Mainland exposures includes the exposure of the Bank and Fubon Credit (Hong Kong) Limited on the basis agreed with the HKMA.

## (E) 中國內地非銀行業之風險

中國內地非銀行業之風險(包括本行及富邦財務(香港)有限公司)按與金管局協議的基準作出分析。

		31 December 2019 二零一九年十二月三十一日		
		On-balance sheet exposure 資產負債表內 之風險承擔 HK\$'000 千港元	Off-balance sheet exposures 資產負債表外 之風險承擔 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Central government, central government-owned entities and their subsidiaries and joint ventures ("JVs")	中央政府、中央政府擁有之實體及其附屬公司及合營公司	14,334,945	186,896	14,521,841
Local governments, local government-owned entities and their subsidiaries and JVs	地方政府、地方政府擁有之實體及其附屬公司及合營公司	2,949,321	-	2,949,321
Companies incorporated in and PRC nationals residing in Mainland China	於中國內地註冊成立之公司及居住於中國內地之中國公民	6,106,794	176,201	6,282,995
Companies incorporated outside and PRC nationals residing outside Mainland China where the credit is granted for use in Mainland China	於授出之信貸用於中國內地之中國內地以外地區註冊成立之公司及居住於有關地區之中國公民	3,375,043	135,030	3,510,073
Other counterparties where the exposures are considered by the Bank to be non-bank Mainland China exposures	本行認為其風險為中國內地非銀行業之風險之其他交易對手	-	-	-
<b>Total</b>	<b>總額</b>	<b>26,766,103</b>	<b>498,127</b>	<b>27,264,230</b>
Total assets after provision	資產總值(扣除撥備)	<b>110,987,016</b>		
On-balance sheet exposures as percentage of total assets	資產負債表內之風險承擔佔資產總值之百分比	<b>24.12%</b>		

(E) NON-BANK MAINLAND CHINA EXPOSURES (continued) (E) 中國內地非銀行業之風險(續)

		31 December 2018 二零一八年十二月三十一日		
		On-balance sheet exposure 資產負債表內 之風險承擔 HK\$'000 千港元	Off-balance sheet exposures 資產負債表外 之風險承擔 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Central government, central government-owned entities and their subsidiaries and JVs	中央政府、中央政府擁有之實體及其附屬公司及合營公司	10,635,306	27,869	10,663,175
Local governments, local government-owned entities and their subsidiaries and JVs	地方政府、地方政府擁有之實體及其附屬公司及合營公司	2,599,533	–	2,599,533
Companies incorporated in and PRC nationals residing in Mainland China	於中國內地註冊成立之公司及居住於中國內地之中國公民	5,235,852	229,317	5,465,169
Companies incorporated outside and PRC nationals residing outside Mainland China where the credit is granted for use in Mainland China	於授出之信貸用於中國內地之中國內地以外地區註冊成立之公司及居住於有關地區之中國公民	1,723,578	156,002	1,879,580
Other counterparties where the exposures are considered by the Bank to be non-bank Mainland China exposures	本行認為其風險為中國內地非銀行業之風險之其他交易對手	–	–	–
<b>Total</b>	<b>總額</b>	<b>20,194,269</b>	<b>413,188</b>	<b>20,607,457</b>
Total assets after provision	資產總值(扣除撥備)	102,547,037		
On-balance sheet exposures as percentage of total assets	資產負債表內之風險承擔佔資產總值之百分比	19.69%		

## (F) CURRENCY CONCENTRATION

The Bank's net positions in foreign currencies are disclosed as follows when each currency constitutes 10% or more of the respective total net position in all foreign currencies:

Equivalent in HK\$ Million	百萬港元等值
Spot assets	現貨資產
Spot liabilities	現貨負債
Forward purchase	遠期買入
Forward sales	遠期賣出
Net option position	期權倉盤淨額
Net (short)/long position	(短)/長盤淨額

Equivalent in HK\$ Million	百萬港元等值
Spot assets	現貨資產
Spot liabilities	現貨負債
Forward purchase	遠期買入
Forward sales	遠期賣出
Net option position	期權倉盤淨額
Net long position	長盤淨額

The net option position is calculated on the basis of the delta-weighted position of option contracts. The Bank has no structural foreign currency position as of 31 December 2019 and 2018.

## (F) 外幣持盤量

本行個別外幣的淨持有額若佔所持有外匯淨盤總額總淨額10%或以上，則披露如下：

31 December 2019 二零一九年十二月三十一日		
US dollars 美元	Other foreign currencies 其他外幣	Total foreign currencies 外幣總額
40,716	7,686	48,402
(35,295)	(7,395)	(42,690)
9,572	4,098	13,670
(15,494)	(4,349)	(19,843)
-	-	-
(501)	40	(461)

31 December 2018 二零一八年十二月三十一日		
US dollars 美元	Other foreign currencies 其他外幣	Total foreign currencies 外幣總額
34,825	10,872	45,697
(29,362)	(9,521)	(38,883)
7,646	3,458	11,104
(11,400)	(4,771)	(16,171)
1	-	1
1,710	38	1,748

期權倉盤淨額乃根據期權合約的「得爾塔加權持倉」為基準計算。截至二零一九年及二零一八年十二月三十一日，本集團並無結構性外幣倉盤。

**(G) CORPORATE GOVERNANCE**

The Bank is committed to high standards of corporate governance, and has fully complied throughout the year with the guidelines on “Corporate Governance of Locally Incorporated Authorised Institutions” and “Guideline on a Sound Remuneration System” issued by the HKMA.

**(H) KEY COMMITTEES**

The Board of Directors (the “Board”) has established five Board committees to assist it in carrying out its responsibilities comprising the Audit Committee, Nomination and Remuneration Committee, Risk Committee, Executive Credit Committee and Executive Committee. In addition, a number of management level committees have been set up by the Board to oversee the effectiveness of the Bank’s daily operations including, the Management Steering/Business Committee, Asset and Liability Committee, Internal Control Committee, Credit Committee, Information Technology Steering Committee and Compliance & Anti-Money Laundering Committee. The composition and function of these committees are set out below:

**(i) Audit Committee**

The Audit Committee comprises four members including one Non-Executive Director and three Independent Non-Executive Directors. The Audit Committee is chaired by an Independent Non-Executive Director who has appropriate accounting professional qualifications. The committee meets at least four times a year and additionally when deemed necessary.

The Audit Committee is required to ensure that there is adequate supervision of the Bank’s financial reporting processes, systems of internal control, and that the internal audit function is effective and backed by adequate resources and has appropriate standing within the Bank. It is also required to ensure that there is coordination between the internal and external auditors, to monitor compliance with internal policies, statutory regulation, and to consider recommendations made by the internal and external auditors.

The Audit Committee reviews the Bank’s financial reporting process, the systems of internal control, the internal audit function and the risk management process. In particular, the review undertaken by the Audit Committee on the internal audit function includes the Internal Audit Charter and its approval, the annual audit plan, internal audit reports and special investigation reports issued, and ensuring that appropriate management actions are taken following the major audit findings.

The Audit Committee also reviews the appointment of external auditors and discusses with them the nature and scope of their audits. The Audit Committee also reviews the interim and annual financial statements before recommending them to the Board for approval.

**(G) 企業管治**

本行致力實行高水平企業管治，並於本年度一直遵守金管局頒佈之「本地註冊認可機構的企業管治指引」及「穩健的薪酬制度指引」。

**(H) 主要委員會**

董事會已成立五個董事委員會以協助董事會行使其職責，該等委員會包括審核委員會、提名及薪酬委員會、風險委員會、執行信貸委員會及執行委員會。此外，董事會亦成立了若干管理級別委員會以監督本行日常運作之有效性，該等委員會包括管理督導／業務委員會、資產負債委員會、內部監控委員會、信貸委員會、資訊科技督導委員會以及合規及反洗黑錢委員會。該等委員會之構成及職能載列如下：

**(i) 審核委員會**

審核委員會由四名成員組成，包括一名非執行董事及三名獨立非執行董事。審核委員會由擁有適當之會計專業資格之獨立非執行董事任主席。該委員會每年最少舉行四次會議，並在有需要時舉行額外會議。

審核委員會須確保對本行之財務申報程序及內部監控制度進行足夠之監管，使內部審核職能可在有效及充足資源下在本行內訂立適當地位，並確保內部及外聘核數師互相協調，以監控遵守內部政策及法規，並考慮內部及外聘核數師提出之建議。

審核委員會須檢討本行之財務報告程序、內部監控系統、內部審核職能及風險管理程序。尤其是在內部審核職能的檢討工作方面，該委員會的審核範圍包括內部審核規章及其批准、年度審核方案、已發佈之內部審核報告及特別調查報告，確保管理層對審核所發現之主要問題作出適當之補救行動。

審核委員會亦對外聘核數師之委任進行檢討，並與其就審計之性質及範圍進行討論。審核委員會亦將於向董事會建議批准中期及年度財務報告之前審閱有關報告。

## (H) KEY COMMITTEES (continued)

### (ii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee is chaired by an Independent Non-Executive Director and comprises the Non-Executive Chairman, Non-Executive Vice Chairman and all the Independent Non-Executive Directors of the Bank. The committee meets periodically and as required and provides oversight of the management of the Bank's human resources including the appointment of Directors (for both executive and non-executive), Senior Management and Management Committee Members. The committee approves the Bank's overall human resources management framework to ensure that the Bank is in compliance with the applicable government regulations and follows the market best practice whenever feasible. The committee is also responsible to ensure that Directors, the Chief Executive Officer and Management Committee Members appointed possess the necessary and appropriate qualifications to perform and discharge their duties.

The committee regularly reviews whether each existing Director continues to remain qualified for his post. It also reviews the structure, size and composition of the Board and makes recommendations on any proposed change to the Board.

The committee reviews and approves the remuneration of Directors, members of Board Committees, Senior Management and Key Personnel (as defined in the Remuneration Policy of the Bank).

The committee is mandated to assist the Board in establishing cultural and behavioural standards that promote prudent risk-taking and fair treatment of customers and employees. It advises and assists the Board in discharging its responsibilities for the Bank's culture-related matters.

### (iii) Risk Committee

The Risk Committee comprises five members including one Executive Director, one Non-Executive Director and three Independent Non-Executive Directors. The Risk Committee is chaired by an Independent Non-Executive Director who has extensive banking experience. The committee meets at least four times a year and additionally when deemed necessary. Its mandate is to establish the Bank's overall risk appetite and to ensure a proper risk management framework is in place. The committee also oversees Senior Management's implementation of the Bank's risk policies.

## (H) 主要委員會 (續)

### (ii) 提名及薪酬委員會

提名及薪酬委員會由本行的獨立非執行董事任主席並由本行的非執行主席、非執行副主席及全體獨立非執行董事組成。該委員會按需要定期舉行會議，以及監查本行人力資源管理，包括委任董事(執行及非執行)、高級管理層及管理委員會成員。該委員會亦設立本行的整體人力資源管理框架以確保本行遵守政府相關規定及在任何可能情況下遵循市場最佳常規。該委員會亦負責確保獲委任董事、行政總裁及管理委員會成員擁有必要及適當的資格以履行彼等的職責。

該委員會定期審視每位現任董事的資格以確定其繼續符合擔任其職務。其亦審視董事會結構、規模及組成並向董事會作出適切建議。

該委員會審閱及批准董事、董事會轄下的委員會成員、高級管理層及主要員工的薪酬(定義見本行薪酬政策)。

委員會獲授權協助董事會制定本行的企業文化和行為準則，以配合本行審慎的風險承擔和公平對待客戶及員工的原則。委員會建議並協助董事會履行對企業文化等相關事宜的責任。

### (iii) 風險委員會

風險委員會由五名成員組成，包括一名執行董事、一名非執行董事及三名獨立非執行董事。風險委員會由具豐富銀行經驗之獨立非執行董事擔任主席。委員會每年最少舉行四次會議，並在有需要時舉行額外會議。其職責為建立本行的整體風險承受能力及確保本行已建立一個合適的風險管理框架，以及監管高級管理層實施本行的風險政策。

## (H) KEY COMMITTEES (continued)

### (iii) Risk Committee (continued)

The Risk Committee will annually review and endorse the Bank's risk appetite statement and risk management strategies. It will oversee the establishment and maintenance by Senior Management of appropriate infrastructure, resources and systems for risk management, particularly in relation to compliance with relevant legal and regulatory requirements and adherence to the approved risk appetite and related policies, and the adoption of best practices wherever feasible.

The Risk Committee is required to ensure that the staff responsible for implementing risk management systems and controls are sufficiently independent of the risk taking units in the Bank.

### (iv) Executive Committee

The Executive Committee comprises the Non-Executive Chairman, Non-Executive Vice Chairman and the Executive Director of the Bank. It will exercise the powers and authorities delegated by the Board from time to time concerning the management and day-to-day running of the Bank. The Executive Committee will meet periodically and as required and will operate as a general management function under the auspices of the Board.

### (v) Executive Credit Committee

The Executive Credit Committee ("ECC") comprises the Non-Executive Chairman, Non-Executive Vice Chairman and the Executive Director of the Bank. It has the delegated authority to approve credit proposals, credit policies and other credit related matters which require the approval of the Board. The ECC meets regularly and as required.

### (vi) Management Steering/Business Committee

The Management Steering Committee and the Management Business Committee (together "the Committees") are both chaired by the Bank's CEO, and comprises senior management personnel appointed by the CEO. The Committees are the key decision making bodies for the Bank and are responsible mainly for the running of the Bank's day to day business under the authority delegated by the Board and within the strategy and business plan as approved by the Board. The Committees are also responsible for the formulation of the Bank's business strategies and major bank-wide initiatives for the Board's approval. The Committees meet weekly on an alternate basis to evaluate and approve new business initiatives, coordinate business and support units during the implementation process, monitor the progress. The Committees also monitor the implementation of the approved business strategies and, review the achievement of business targets, objectives and the financial performance of the Bank.

## (H) 主要委員會 (續)

### (iii) 風險委員會 (續)

風險委員會將每年審查及確認本行的風險承受能力聲明及風險管理策略。其將監察由高級管理層就風險管理所制定及維持的適當基礎設施、資源及系統，尤其是遵守相關法律及監管規定以及經批准的風險承受能力及有關政策，並於可行情況下採取最佳常規。

風險委員會須確保負責實施風險管理系統及監控的員工及充分獨立於本行的風險承擔部門。

### (iv) 執行委員會

執行委員會由本行非執行主席、非執行副主席及執行董事組成，並行使由董事會不時委託的有關本行管理及日常營運之權力及職權。執行委員會定期及於有需要時舉行會議，並於董事會的支持下監控董事會的一般管理職能。

### (v) 執行信貸委員會

執行信貸委員會由本行非執行主席、非執行副主席及執行董事組成。該委員會獲授權批准須獲董事會批准的信貸建議、信貸政策及其他信貸相關事項。執行信貸委員會定期及於需要時召開會議。

### (vi) 管理督導／業務委員會

管理督導委員會及管理業務委員會(統稱「該等委員會」)均由本行的行政總裁任主席，並由行政總裁所委任的高級管理人員組成。該等委員會乃本行重要的決策組織，主要在董事會授權下負責銀行的日常運作，以確保切合董事會批核的策略和業務計劃。該等委員會亦負責制定本行的業務策略及主要全行措施以供董事會批核。該等委員會每隔一週舉行一次會議，以評估及批准新業務計劃、在業務策略的推行過程中協調業務及後勤部門的工作，以及監察進度。該等委員會亦監察已批准業務策略的實施進度，檢討本行業務目標的實現狀況、宗旨及財務表現。

## (H) KEY COMMITTEES (continued)

### (vii) Asset and Liability Committee

The Asset and Liability Committee (“ALCO”) comprises the Bank’s CEO, Chief Financial Officer and senior management personnel as appointed by the CEO. The ALCO is responsible for providing oversight of the Bank’s operations relating to interest rate risk, market risk and liquidity risk (collectively known as “financial risks”) as well as capital management. The ALCO initiates, reviews and endorses for the approval of the Risk Committee of the Board the Bank’s policies on financial risks and capital management. It approves guidelines relating to such policies, reviews and approves all major financial risk management reports. The ALCO also oversees the Bank’s investment activities by establishing investment strategies within policies laid down by the Risk Committee of the Board and reviews actual performance.

### (viii) Internal Control Committee

The Internal Control Committee (“ICC”) comprises the Bank’s CEO, Executive Vice Presidents, Head of Control & Risk Management and the heads of different control, business and support functions. The responsibilities of the committee include providing oversight of the Bank’s exposure to operational and legal risks, ensuring the Bank has in place an effective internal control framework, providing guidance to the Bank in establishing a sound internal control and monitoring system to ensure overall compliance within the Bank.

To ensure an effective internal control framework is in place, the ICC reviews policies and approves guidelines relating to internal control and management of operational and legal risks, receives and discusses reports submitted by various risk management units and promotes internal control culture. To maintain an adequate system of internal control, the ICC reviews and discusses major operational risk events, and the progress of rectification of audit findings and control self-assessment.

### (ix) Credit Committee

The Credit Committee (“CC”) meets weekly and its mandate is to provide oversight of the Bank’s credit risk management. The CC is chaired by the Bank’s CEO, and consists of senior executives of the Bank.

The CC reviews and endorses credit policies and credit risk profile of the Bank for ECC’s approval, and reviews and approves credit related guidelines. The CC also reviews and approves requests for credit facilities that are within the CC’s authority as delegated by the Board, and reviews and endorses requests for credit facilities before their submission to the ECC for approval.

## (H) 主要委員會 (續)

### (vii) 資產負債委員會

資產負債委員會由本行的行政總裁、財務長及行政總裁所委任的高級管理人員組成。該委員會負責監查本行有關利率風險、市場風險及流動資金性風險(統稱為「財務風險」)的業務以及資本管理。該委員會啟動、審閱及批准本行財務風險及資本管理政策，以供董事會風險委員會批准。其批准有關該等政策的指引，審閱及批准所有重大財務風險管理報告。資產負債委員會亦透過在董事會的風險委員會規定的政策範圍內設立投資策略以監督本行的投資活動以及檢討實際表現。

### (viii) 內部監控委員會

內部監控委員會由本行的行政總裁、執行副總裁、監控及風險管理部主管以及各控管、業務及後勤部門主管組成。該委員會負責監督本行面臨之營運及法律風險、確保本行備有行之有效內部監控架構、及提供指引為本行建立良好的內部監控及監督系統，以確保本行整體之合規性。

為確保推行有效的內部監控架構，內部監控委員會審閱及批核與內部監控以及管理營運及法律風險有關的政策及指引、省覽及討論各風險管理單位提交的報告以及推動內部監控文化。為了維持充足的內部監控制度，內部監控委員會審視及討論主要營運風險事件，以及源自審計報告及監控自我評估之改善進展。

### (ix) 信貸委員會

信貸委員會每周舉行會議及獲授權監察本行的信貸風險管理。該委員會由本行行政總裁任主席，由本行高級行政人員組成。

信貸委員會審閱及批准本行信貸政策及信貸風險狀況，以供執行信貸委員會批准，以及審閱及批准信貸相關指引。該委員會亦在董事會授權內審閱及批准信貸融資申請，或審閱及提交執行信貸委員會以供批核。

**(H) KEY COMMITTEES** (continued)

**(ix) Credit Committee** (continued)

The CC will also conduct on-going reviews on the market environment and make necessary policy recommendations to the ECC to ensure the credit risk profile of the Bank is within the established risk appetite. In this regard, the CC will provide periodic and timely credit related management and stress testing reports to the ECC for review.

**(x) Information Technology Steering Committee**

The Information Technology Steering Committee is chaired by the Bank's CEO, and comprises senior management personnel as appointed by the CEO. The committee is responsible for providing oversight of the Bank's key information technology governance objectives. The committee approves the Bank's information technology related guidelines; approves long and short term information technology strategies to ensure they are in line with the Bank's business strategy and priorities; approves funding and determines prioritization of information technology enabled investment projects; discusses status of key projects and risk issues escalated from its sub-committee; and manages major information technology risk issues and corresponding remediation. The committee meets on a monthly basis and upon ad hoc call by the committee chairman.

**(xi) Compliance & Anti-Money Laundering Committee**

The Compliance & Anti-Money Laundering Committee ("CAMLC") comprises the Bank's CEO, Executive Vice Presidents, Head of Compliance & Anti-Money Laundering and the heads of different control, business and support functions. The responsibilities of the CAMLC include providing oversight of the Bank's exposure to compliance risks and compliance activities to ensure the Bank is in compliance with applicable regulatory requirements and Anti-Money Laundering and Counter-Terrorist Financing ("AML/CFT") requirements. The CAMLC provides guidance to the Bank and senior management in establishing a professional compliance control and monitoring system to cultivate a strong compliance culture and ensures the Bank has an effective compliance framework in place to meet regulatory requirements. In addition, the CAMLC also reviews and approves guidelines relating to compliance and AML/CFT. The CAMLC will report to Risk Committee on key issues discussed and approved.

To maintain the Bank's overall regulatory compliance standards, the CAMLC reviews latest developments in regulatory compliance and AML/CFT requirements applicable to the Bank.

**(H) 主要委員會** (續)

**(ix) 信貸委員會** (續)

信貸委員會會就市場環境進行持續檢討，並向執行信貸委員會提出所須的政策建議，以確保本行的信貸風險維持於既定風險承受能力之內。就此而言，信貸委員會會定期及適時地向執行信貸委員會提供信貸相關管理及壓力測試報告以供審閱。

**(x) 資訊科技督導委員會**

資訊科技督導委員會由本行的行政總裁任主席，由行政總裁所委任的高級管理人員組成。該委員會負責監督本行的主要資訊科技管治方針。該委員會會批准銀行的資訊科技相關指引；批准長期及短期資訊科技策略以確保有關策略符合本行業務策略及優先權；批准資金及釐定資訊科技投資項目的優先次序；討論由其下轄委員會上呈的主要項目及風險議題的狀況；以及管理主要資訊科技風險事宜及相應補救方法。該委員會每月召開會議並在委員會主席特別要求時舉行臨時會議。

**(xi) 合規及反洗黑錢委員會**

合規及反洗黑錢委員會由本行行政總裁、執行副總裁、合規及反洗黑錢部門主管以及各監控、業務及後勤部門主管組成。合規及反洗黑錢委員會的職責包括監督本行的合規風險及合規活動，以確保本行符合反洗黑錢及恐怖分子資金籌集的規定及其他適用的監管規定。合規及反洗黑錢委員會為本行及高級管理層提供指引以構建一個專業的合規監控及監督系統，用以培育一個穩健及整體的合規文化及確保本行備有行之有效的合規架構以配合監管者的要求。此外，合規及反洗黑錢委員會亦審閱及批准有關監管規例的內部指引。合規及反洗黑錢委員會將就討論及批准的關鍵事宜向風險委員會報告。

為保持本行的整體監管合規水平，合規及反洗黑錢委員會會審閱本行適用的監管規例的最新進展。