

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2012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32頁綜合收益表內。

董事會於2012年6月12日宣佈派發中期股息每股56港元，合共392,000,000港元，並於2012年8月8日支付。

儲備

本集團之儲備變動詳情載於第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134,000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#
副董事長：方紅光
曾小平#
(於2012年7月10日辭任)
董事：高迎欣#
卓成文#
李久仲#
朱燕來#
陳細明
(於2012年5月22日獲委任)
張信剛*
藍鴻震*
劉漢銓*
袁偉強
(於2012年5月1日辭任)

非執行董事
* 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 2012.

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 32.

The directors declared an interim dividend of HK\$56 per share totaling HK\$392,000,000 on 12 June 2012 which was paid on 8 August 2012.

RESERVES

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

DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$134,000.

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#
Vice Chairman: Fang Hongguang
Zeng Xiaoping#
(resigned on 10 July 2012)
Directors: Gao Yingxin#
Zhuo Chengwen#
Li Jiuzhong#
Zhu Yanlai#
Chan Sai Ming
(appointed on 22 May 2012)
Chang Hsin Kang*
Lan Hong Tsung, David*
Lau Hon Chuen*
Yuen Wai Keung
(resigned on 1 May 2012)

Non-executive directors
* Independent non-executive directors

根據本銀行《組織章程細則》第81條，周載群先生、李久仲先生、劉漢銓先生及張信剛先生將於應屆股東週年大會上退任，惟彼等均合符資格，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18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2012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

2012年度之財務報表乃由羅兵咸永道會計師事務所（「羅兵咸永道」）審計。

羅兵咸永道的任期將於本銀行應屆股東週年大會（「2013年股東週年大會」）結束時屆滿，而退任本銀行的核數師。

董事會於2013年3月18日舉行的會議上，決議通過委任安永會計師事務所為本銀行核數師的建議，以填補羅兵咸永道退任後的空缺，任期直至本銀行下一屆股東週年大會為止，惟須待本銀行股東於2013年股東週年大會批准後，方可作實。

承董事會命

周載群
董事長

香港，2013年3月18日

In accordance with Article 81 of the Articles of Association of the Bank, Mr. Zhou Zaiqun, Mr. Li Jiuzhong, Mr. Lau Hon Chuen and Mr. Chang Hsin Kang retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES

Saved as disclosed in Note 18, 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 2012 comply with the requirements set out in the Banking (Disclosure) Rules under the Hong Kong Banking Ordinance.

AUDITOR

The financial statements for the year 2012 have been audited by PricewaterhouseCoopers ("PwC").

PwC will retire as auditor of the Bank upon expiration of its current term of office at the close of the forthcoming annual general meeting of the Bank (the "2013 AGM").

On 18 March 2013, the Board resolved to propose the appointment of Messrs. Ernst & Young as the auditor of the Bank to fill the vacancy following the retirement of PwC and to hold office until the next annual general meeting of the Bank, subject to the approval of its shareholders at the 2013 AGM.

On behalf of the Board

Zhou Zaiqun
Chairman

Hong Kong, 18 March 2013