

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2016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—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53頁綜合收益表內。

捐款

本集團於年內之慈善及其他捐款合共約174,000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 2016.

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 53.

DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$174,000.

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.

董事會報告 Report of the Directors

董事

本年內及直至本報告日期止，本銀行之董事如下：

董事會

董事長： 陳孝周
(自2016年5月30日起獲委任為
董事及推選為董事長)

岳毅#
(自2016年5月30日起辭任董事
及董事長)

副董事長： 方紅光
董事： 吳松雲#
(自2016年5月30日起獲委任)
梁強#
(自2016年5月30日起獲委任)
王澎世
(自2016年5月30日起獲委任)
陳細明
劉漢銓*
藍鴻震*
張信剛*
李久仲#
(自2016年5月30日起辭任)
隋洋#
(自2016年5月30日起辭任)

非執行董事

* 獨立非執行董事

DIRECTORS

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

Board of Directors

Chairman: Chen Xiaozhou
(appointed as Director and elected as
Chairman of the Board of
Directors effective from
30 May 2016)

Yue Yi#
(resigned as Director and
Chairman of the Board of
Directors effective from
30 May 2016)

Vice Chairman: Fang Hongguang
Directors: Wu Songyun#
(appointed effective from 30 May 2016)
Liang Qiang#
(appointed effective from 30 May 2016)
Wang Tong Sai
(appointed effective from 30 May 2016)
Chan Sai Ming
Lau Hon Chuen*
Lan Hong Tsung, David*
Chang Hsin Kang*
Li Jiuzhong#
(resigned effective from 30 May 2016)
Sui Yang#
(resigned effective from 30 May 2016)

Non-executive Directors

* Independent Non-executive Directors

董事會報告 Report of the Directors

董事 (續)

本年內及直至本報告日期止，除陳孝周先生、方紅光先生、岳毅先生**及李久仲先生**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：

孫建東	程澤宇
張載明	沈加沐
趙紅衛	張長意
葉永剛	梁家俊
許凱漩	吳國源
林景臻**	王建強**
肖偉**	貢華章**
鄭保琪**	周德文**

** 於本年內辭任

根據本銀行組織章程細則第81條，陳細明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。

根據本銀行組織章程細則第82條，陳孝周先生、吳松雲先生、梁強先生及王澎世先生將於應屆股東週年大會上退任，惟彼合符資格，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。

DIRECTORS (Cont'd)

Save for Messrs. Chen Xiaozhou, Fang Hongguang, Yue Yi** and Li Jiuzhong** 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:

Sun Jiandong	Cheng Zeyu
Zhang Zaiming	Shen Jiamu
Zhao Hongwei	Zhang Changyi
Ye Yonggang	Leung Ka Chun
Hui Hoi Suen	Ng Kwok Yuen
Lin Jingzhen**	Wang Jianqiang**
Xiao Wei**	Gong Huazhang**
Cheng Po Kee**	Chow Tak Man**

** Resigned during the year.

In accordance with Article 81 of the Articles of Association of the Bank, Mr. Chan Sai Ming and Mr. Lan Hong Tsung David retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with Article 82 of the Articles of Association of the Bank, Messrs. Chen Xiaozhou, Wu Songyun, Liang Qiang and Wang Tong Sai 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 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.

董事會報告

Report of the Directors

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2016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。

核數師

本銀行截至2016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。安永將於2017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

陳孝周
董事長

香港，2017年3月28日

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 2016 comply with the requirements set out in the Banking (Disclosure) Rules under the Hong Kong Banking Ordinance.

AUDITOR

The consolidated financial statements for the year ended 31 December 2016 have been audited by Ernst & Young who retire and offer themselves for re-appointment at the 2017 annual general meeting.

On behalf of the Board

Chen Xiaozhou
Chairman

Hong Kong, 28 March 2017