



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2018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55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256,000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33內。

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

副董事長： 方紅光
(自2019年1月1日起辭任)

董事： 梁強[#]
王滌世
(自2019年1月1日起辭任)
孫建東
陳細明
劉漢銓*
藍鴻震*
張信剛*
趙麗娟*
(自2018年5月29日起獲委任)

[#] 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 2018.

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 55.

DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$256,000.

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 33 to the Financial Statements.

DIRECTORS

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

Board of Directors

Chairman: Chen Xiaozhou

Vice Chairman: Fang Hongguang
(resigned effective from 1 January 2019)

Directors: Liang Qiang[#]
Wang Tong Sai
(resigned effective from 1 January 2019)
Sun Jiandong
Chan Sai Ming
Lau Hon Chuen*
Lan Hong Tsung, David*
Chang Hsin Kang*
Chiu Lai Kuen, Susanna*
(appointed effective from 29 May 2018)

[#] 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**、陳細明先生##及孫建東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：

程澤宇	張載明
沈加沐	葉永剛
程正紅	夏軍
梁家俊***	許偉興
許凱漩	吳國源
莊永焜	肖沃根##

** 於2019年1月1日起辭任

*** 於2019年6月28日起辭任

於2019年3月12日起獲委任附屬公司董事

根據本銀行組織章程細則第81條，梁強先生、陳細明先生及藍鴻震先生將於應屆股東周年大會上退任，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，趙麗娟女士將於應屆股東周年大會上退任，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**, Chan Sai Ming## and Sun Jiandong 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:

Cheng Zeyu	Zhang Zaiming
Shen Jiamu	Ye Yonggang
Cheng Zhenghong	Xia Jun
Leung Ka Chun***	Hui Wai Hing
Hui Hoi Suen	Ng Kwok Yuen
Chong Wing Kwan	Xiao Wogen##

** Resigned effective from 1 January 2019.

*** Resigned effective from 28 June 2019.

Appointed as a Director of a subsidiary of the Bank effective from 12 March 2019.

In accordance with Article 81 of the Articles of Association of the Bank, Messrs. Liang Qiang, Chan Sai Ming and 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, Ms. Chiu Lai Kuen, Susanna retires at the forthcoming annual general meeting and, being eligible, offers herself 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.



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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2018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2018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2019年度股東周年大會上退任，並表示願意繼續受聘。

承董事會命

陳孝周
董事長

香港，2019年4月26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 2018 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 2018 have been audited by Ernst & Young who retire and offer themselves for re-appointment at the 2019 annual general meeting.

On behalf of the Board

Chen Xiaozhou
Chairman

Hong Kong, 26 April 2019