

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2020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59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3,144,000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：張衛東#
(自2020年11月2日起獲委任)
陳孝周#
(自2020年11月2日起辭任)

副董事長：陳細明
(自2021年1月8日起獲委任
為副董事長)

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 2020.

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 59.

DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$3,144,000.

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: Zhang Weidong#
(appointed effective from 2 November 2020)
Chen Xiaozhou#
(resigned effective from 2 November 2020)

Vice Chairman: Chan Sai Ming
(appointed as Vice Chairman effective
from 8 January 2021)

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董事 (續)

董事會 (續)

| | |
|-----|---------------------------------------|
| 董事： | 楊英勛 [#] (自2020年9月16日起獲委任) |
| | 梁強 [#] (自2020年2月25日起辭任) |
| | 劉鈞 (自2021年1月8日起獲委任) |
| | 孫建東 |
| | 劉漢銓* |
| | 藍鴻震* |
| | 張信剛* |
| | (自2020年7月1日起辭任) |
| | 趙麗娟* |
| | 李樹培* |

[#] 非執行董事

* 獨立非執行董事

本年內及直至本報告日期止，除陳孝周先生^{##}、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 | 肖沃根 ^{###} |
| 葉永剛 | 程正紅 |
| 夏軍 | 許偉興 |
| 許凱漩 ⁺ | 吳國源 ⁺⁺ |
| 莊永焜 | 林健濠 [^] |
| 李漢泉 ^{^^} | |

^{##} 自2020年4月13日起離任附屬公司董事；自2020年11月2日離任本銀行董事。

^{###} 自2020年3月9日起離任。

⁺ 自2020年10月8日起離任。

⁺⁺ 自2020年6月3日起離任。

[^] 自2020年6月3日起獲委任。

^{^^} 自2020年9月1日起獲委任。

根據本銀行組織章程細則第81條，陳細明先生及趙麗娟女士將於應屆股東周年大會上退任，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，張衛東先生、楊英勛先生及劉鈞先生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。

DIRECTORS (Cont'd)

Board of Directors (Cont'd)

| | |
|------------|---|
| Directors: | Yang Yingxun [#] (appointed effective from 16 September 2020) |
| | Liang Qiang [#] (resigned effective from 25 February 2020) |
| | Liu Jun (appointed effective from 8 January 2021) |
| | Sun Jiandong |
| | Lau Hon Chuen* |
| | Lan Hong Tsung, David* |
| | Chang Hsin Kang* |
| | (resigned effective from 1 July 2020) |
| | Chiu Lai Kuen, Susanna* |
| | Li Shu Pui* |

[#] Non-executive Directors

* Independent Non-executive Directors

Save for Messrs. Chen Xiaozhou^{##}, 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 | Xiao Wogen ^{###} |
| Ye Yonggang | Cheng Zhenghong |
| Xia Jun | Hui Wai Hing |
| Hui Hoi Suen ⁺ | Ng Kwok Yuen ⁺⁺ |
| Chong Wing Kwan | Lam Kin Ho [^] |
| Lee Hon Chuen ^{^^} | |

^{##} resigned as director of subsidiary of the Bank effective from 13 April 2020; resigned as director of the Bank effective from 2 November 2020.

^{###} resigned effective from 9 March 2020.

⁺ resigned effective from 8 October 2020.

⁺⁺ resigned effective from 3 June 2020.

[^] appointed effective from 3 June 2020.

^{^^} appointed effective from 1 September 2020.

In accordance with Article 81 of the Articles of Association of the Bank, Mr. Chan Sai Ming and Ms. Chiu Lai Kuen, Susanna 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. Zhang Weidong, Yang Yingxun and Liu Jun retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

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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2020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。

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 2020 comply with the requirements set out in the Banking (Disclosure) Rules under the Hong Kong Banking Ordinance.

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核數師

本銀行截至2020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2021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

張衛東
董事長

香港，2021年3月23日

AUDITOR

The consolidated financial statements for the year ended 31 December 2020 have been audited by Ernst & Young who retire and offer themselves for re-appointment at the 2021 annual general meeting.

On behalf of the Board

Zhang Weidong
Chairman of the Board

Hong Kong, 23 March 2021