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This announcement and the listing document referred to herein are for information purposes only as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and do not constitute an offer to sell or acquire or the solicitation of an offer to buy any securities. Neither this announcement nor anything referred to herein (including the listing document) forms the basis for any contract or commitment whatsoever.

For the avoidance of doubt, the publication of this announcement and the listing document referred to herein shall not be deemed to be an offer of securities made pursuant to a prospectus issued by or on behalf of the Issuer (as defined below) for the purposes of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong nor shall it constitute an advertisement, invitation or document containing an invitation to the public to enter into or offer to enter into an agreement to acquire, dispose of, subscribe for or underwrite securities for the purposes of the Securities and Futures Ordinance (Cap. 571) of Hong Kong.

This announcement and the listing document referred to herein are for informational purposes only and do not constitute or form a part of an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any state of the United States or any other jurisdiction. If any offer proceeds, the securities will only be offered and sold outside the United States in reliance on Regulation S under the Securities Act and may not be offered or sold within the United States absent registration under, or an applicable exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and applicable state or local securities laws of the United States. No public offering of the securities referred to herein will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited or where such offer would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

Notice to Hong Kong investors: The Issuer confirms that the Capital Securities (as defined below) are intended for purchase by Professional Investors (as defined in Chapter 37 of the Listing Rules) only and have been listed on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) on that basis. Accordingly, the Issuer confirms that the Capital Securities are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

PUBLICATION OF THE OFFERING CIRCULAR



NANYANG COMMERCIAL BANK, LIMITED (the “Issuer”)

南洋商業銀行有限公司

(Incorporated in Hong Kong with limited liability)

U.S.\$650,000,000 Non-Cumulative Subordinated

Additional Tier 1 Capital Securities

(the “Capital Securities”)

(Stock Code: 5207)

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Nanyang Commercial Bank	BofA Securities	China Securities International
BOC International	CCB International	Cinda International
UBS	Mizuho Securities	

Joint Bookrunners and Joint Lead Managers

ABC International	Agricultural Bank of China Limited Hong Kong Branch	ANZ
Bank of China (Hong Kong)	BOCOM International	BOSC International
CEB International	China CITIC Bank International	China Construction Bank (Asia)
China Everbright Bank Hong Kong Branch	China Industrial Securities International	China International Capital Corporation
China Merchants Securities (HK)	China Minsheng Banking Corp., Ltd., Hong Kong Branch	Citigroup
CLSA	CMBC Capital	CMB International
CMB Wing Lung Bank Limited	CNCB Capital	Crédit Agricole CIB
Guotai Junan International	Haitong International	ICBC International
Shanghai Pudong Development Bank Hong Kong Branch	SPDB International	Standard Chartered Bank

This announcement is issued pursuant to Rule 37.39A of the Listing Rules.

Please refer to the offering circular dated 21 April 2022 in relation to the issue of the Capital Securities (the “**Offering Circular**”) appended herein. As disclosed in the Offering Circular, the Capital Securities were intended for purchase by Professional Investors (as defined in Chapter 37 of the Listing Rules) only and have been listed on the Hong Kong Stock Exchange on that basis.

The Offering Circular does not constitute a prospectus, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it circulated to invite offers by the public to subscribe for or purchase any securities.

The Offering Circular must not be regarded as an inducement to subscribe for or purchase any securities of the Issuer, and no such inducement is intended. No investment decision should be made based on the information contained in the Offering Circular.

Hong Kong, 29 April 2022

As at the date of this announcement, the Board of Directors of Nanyang Commercial Bank, Limited comprises Mr. ZHANG Weidong, Mr. CHAN Sai Ming, Mr. YANG Yingxun*, Mr. LIU Jun, Mr. SUN Jiandong, Mr. CHENG Kin Kong, Mr. LAU Hon Chuen**, Mr. LAN Hong Tsung David**, Ms. CHIU Lai Kuen Susanna** and Mr. LI Shu Pui**.*

* *Non-executive Directors*

** *Independent Non-executive Directors*

Appendix

Offering Circular dated 21 April 2022

IMPORTANT NOTICE

NOT FOR DISTRIBUTION TO ANY PERSON OR ADDRESS IN THE UNITED STATES

Important: You must read the following before continuing. The following disclaimer applies to the offering circular following this page (the “**Offering Circular**”), and you are therefore advised to read this carefully before reading, accessing or making any other use of this Offering Circular. In accessing this Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE CAPITAL SECURITIES DESCRIBED HEREIN (THE “**CAPITAL SECURITIES**”) HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE CAPITAL SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THIS OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER, AND IN PARTICULAR, MAY NOT BE FORWARDED TO ANY PERSON OR ADDRESS IN THE UNITED STATES. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

Restrictions: The Offering Circular is being furnished in connection with an offering in offshore transactions outside the United States in compliance with Regulation S under the Securities Act solely for the purpose of enabling a prospective investor to consider the purchase of the Capital Securities.

Confirmation of your Representation: In order to be eligible to view this Offering Circular or make an investment decision with respect to the Capital Securities, investors must not be located in the United States. This Offering Circular is being sent at your request and by accepting the e-mail and accessing this Offering Circular, you shall be deemed to have represented to Nanyang Commercial Bank, Limited, Merrill Lynch (Asia Pacific) Limited, China Securities (International) Corporate Finance Company Limited, BOCI Asia Limited, CCB International Capital Limited, Cinda International Capital Limited, UBS AG Hong Kong Branch, Mizuho Securities Asia Limited (together, the “**Joint Global Coordinators**”), ABCI Capital Limited, Agricultural Bank of China Limited Hong Kong Branch, Australia and New Zealand Banking Group Limited, Bank of China (Hong Kong) Limited, BOCOM International Securities Limited, BOSCO International Company Limited, CEB International Capital Corporation Limited, China CITIC Bank International Limited, China Construction Bank (Asia) Corporation Limited, China Everbright Bank Co., Ltd., Hong Kong Branch, China Industrial Securities International Brokerage Limited, China International Capital Corporation Hong Kong Securities Limited, China Merchants Securities (HK) Co., Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, Citigroup Global Markets Limited, CLSA Limited, CMBC Securities Company Limited, CMB International Capital Limited, CMB Wing Lung Bank Limited, CNCB (Hong Kong) Capital Limited, Crédit Agricole Corporate and Investment Bank, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, ICBC International Securities Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, SPDB International Capital Limited, Standard Chartered Bank, (together, the “**Joint Bookrunners**”, and together with the Joint Global Coordinators, the “**Joint Lead Managers**”) and the Issuer (as defined in this Offering Circular) that (1) you and any customers you represent are not, and the e-mail address that you gave us and to which this e-mail has been delivered is not, located in the United States, its territories or possessions, and (2) you consent to delivery of this Offering Circular and any amendment or supplements thereto by electronic transmission.

You are reminded that this Offering Circular has been delivered to you on the basis that you are a person into whose possession this Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver this Offering Circular to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you are not allowed to purchase any of the Capital Securities.

The materials relating to the issue and offering of the Capital Securities do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law and access has been limited so that it shall not constitute a general advertisement or general solicitation (as those terms are used in Regulation D under the Securities Act) or directed selling efforts (within the meaning of Regulation S under the Securities Act) in the United States or elsewhere. If a jurisdiction requires that the offering of the Capital Securities be made by a licensed broker or dealer and any of the Joint Lead Managers or any affiliate of the Joint Lead Managers is a licensed broker or dealer in that jurisdiction, the issue of the Capital Securities shall be deemed to be made by such Joint Lead Manager or affiliate on behalf of the Issuer in such jurisdiction.

This Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Issuer and the Joint Lead Managers nor any person who controls any of them nor any of their respective directors, officers, employees, advisers, representatives, agents or affiliates accepts any liability or responsibility whatsoever in respect of any difference between this Offering Circular distributed to you in electronic format and the hard copy version available to you upon request.

You are responsible for protecting against viruses and other destructive items. Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

Actions that you may not take: You should not reply by e-mail to this electronic transmission and you may not purchase any Capital Securities by doing so. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected

The Capital Securities are complex financial instruments and of high risks. Distributions on the Capital Securities may be cancelled at any time. The Holders (as defined in the Offering Circular) have no right to require redemption of the Capital Securities. Furthermore, in the event of a write-off, reduction or cancellation of the principal amount of the Capital Securities or conversion of the principal amount of the Capital Securities into shares or other securities, an investor may lose the entire value of its investment. A potential investor should not invest in the Capital Securities unless it has the expertise to evaluate how the Capital Securities may perform under changing conditions, the resulting effects on the value of such Capital Securities and the impact the investment and any related losses may have on the potential investor’s overall investment portfolio. See “*Risk Factors*” of the Offering Circular beginning on page 22.



NANYANG COMMERCIAL BANK, LIMITED

(incorporated with limited liability in Hong Kong)

U.S.\$650,000,000 6.50 per cent. Non-Cumulative Subordinated Additional Tier 1 Capital Securities Issue Price: 100.00 per cent.

The 6.50 per cent. non-cumulative subordinated additional tier 1 capital securities (the "Capital Securities") will be issued in an initial aggregate principal amount of U.S.\$650,000,000 by Nanyang Commercial Bank, Limited (the "Issuer"). The Capital Securities confer a right to receive Distributions (as defined herein) on their outstanding principal amount (subject to adjustment following the occurrence of a Non-Viability Event (as defined herein in accordance with the terms and conditions of the Capital Securities (the "Conditions"))) from, and including, 28 April 2022 (the "Issue Date") at the applicable Distribution Rate (as defined herein), payable semi-annually in arrear on 28 April and 28 October in each year in equal instalments in respect of the period beginning on and including the Issue Date and ending on but excluding the First Call Date (as defined herein), and each Reset Distribution Period (as defined herein), respectively. Distributions will not be cumulative and Distributions which are not paid in accordance with the Conditions will not accumulate or compound and holders of the Capital Securities ("Holders") will have no right to receive such Distributions at any time, even if subsequent Distributions are paid in the future, or be entitled to any claim in respect thereof against the Issuer.

The terms of the Capital Securities also provide for circumstances under which the Issuer will not be obliged to pay, and will not pay, any Distribution on the applicable Distribution Payment Date (as defined herein), in whole or in part, as applicable. The Issuer shall have no obligation to pay a Distribution on any Distribution Payment Date if such non-payment is in accordance with the Conditions and any failure to pay such Distribution shall not constitute an Event of Default (as defined herein). Distributions are non-cumulative and therefore any Distribution which is cancelled in accordance with the Conditions shall not be payable at any time thereafter whether in a Winding-Up (as defined herein) or otherwise.

The Capital Securities are perpetual and have no maturity date. Holders have no ability to require the Issuer to redeem their Capital Securities whereas the Issuer can redeem the Capital Securities in certain circumstances as described in the Conditions. However, the Issuer is under no obligation to redeem the Capital Securities at any time. The ability of the Issuer to redeem Capital Securities is subject to the Issuer (a) obtaining the prior written consent of the Monetary Authority (as defined herein) (if then required) to the redemption, and (b) satisfying any conditions that the Monetary Authority may impose at that time.

If a Non-Viability Event occurs and is continuing, the Issuer shall, upon the date that the Issuer specifies in a Non-Viability Event Notice (as defined herein) (which date, for the avoidance of doubt, can be on or prior to the date of the Non-Viability Event Notice), irrevocably (without the need for the consent of the Holders) reduce the then outstanding principal amount of, and cancel any accrued but unpaid Distribution in respect of, each Capital Security (in each case in whole or in part) by an amount equal to the Non-Viability Event Write-off Amount (as defined herein) per Capital Security. Once the outstanding principal amount of, and any accrued but unpaid Distribution under, the Capital Securities has been Written-off (as defined in the Conditions), the relevant amount(s) Written-off will not be restored in any circumstances including where the relevant Non-Viability Event ceases to continue. No Holder may exercise, claim or plead any right to any amount that has been Written-off, and each Holder shall, by virtue of his holding of any Capital Securities, be deemed to have waived all such rights to such amount that has been Written-off. Holders could risk losing up to the full principal amount of the Capital Securities, as well as the cancellation of any accrued (and unpaid) Distributions, without receiving any compensation for such loss or cancellation.

The Capital Securities will be issued in registered form in the denomination of U.S.\$250,000 and integral multiples of U.S.\$1,000 in excess thereof. For a more detailed description of the Capital Securities, see "Terms and Conditions of the Capital Securities" beginning on page 106 of this Offering Circular.

The Capital Securities are expected to be assigned a rating of "Ba2" by Moody's Investors Service, Inc. ("Moody's"). The rating does not constitute a recommendation to buy, sell or hold the Capital Securities and may be subject to suspension, reduction or withdrawal at any time by the rating organisation.

The Issuer has made an application for the filing registration (the "Pre-Issuance Registration") of the offering of the Capital Securities with the National Development and Reform Commission of the PRC (the "NDRC") in accordance with the Circular on Promoting the Reform of the Filing and Registration System for Issuance by Enterprises of Foreign Debt (Fa Gai Wai Zi [2015] No. 2044) (the "NDRC Circular") (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知(發改外資[2015]2044號)) issued by the NDRC and which came into effect on 14 September 2015. China Cinda has received an Enterprise Foreign Debt Filing Registration Certificate (《企業借外債備案登記證明》) dated 6 April 2022 from the NDRC in connection with the Pre-Issuance Registration. Pursuant to the requirements of the NDRC Circular, the Issuer will be required to complete the filing in respect of the issue of the Notes within 10 Registration Business Days (as defined in the Terms and Conditions of the Capital Securities) after the Issue Date.

Application will be made to The Stock Exchange of Hong Kong Limited (the "SEHK") for the listing of the Capital Securities by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (the "Professional Investors") only.

Notice to Hong Kong investors: The Issuer confirms that the Capital Securities are intended for purchase by Professional Investors only and will be listed on the SEHK on that basis. Accordingly, the Issuer confirms that the Capital Securities are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved. This document is for distribution to Professional Investors only.

The SEHK has not reviewed the contents of this Offering Circular, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Offering Circular to Professional Investors only have been reproduced in this Offering Circular. Listing of the Capital Securities on the SEHK is not to be taken as an indication of the commercial merits or credit quality of the Capital Securities or the Issuer or the Group or quality of disclosure in this Offering Circular. Hong Kong Exchanges and Clearing Limited and the SEHK take no responsibility for the contents of this Offering Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offering Circular.

It is expected that dealing in, and listing of, the Capital Securities on the SEHK will commence on or about 29 April 2022.

The Capital Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and, subject to certain exceptions, may not be offered or sold within the United States under the Securities Act ("Regulation S"). The Capital Securities are being offered and sold only outside the United States in accordance with Regulation S. For a description of these and certain further restrictions on offers and sales of the Capital Securities and the distribution of this Offering Circular, see "Subscription and Sale".

The Capital Securities will be initially evidenced by a global certificate (the "Global Certificate") in registered form, which will be registered in the name of a nominee of, and deposited with a common depository for, Euroclear Bank SA/NV ("Euroclear") and Clearstream Banking S.A. ("Clearstream") on or about the Issue Date. Beneficial interests in the Global Certificate will be shown on, and transfers thereof will be effected only through, the records maintained by Euroclear and Clearstream. Except in the limited circumstances set out herein, individual certificates for Capital Securities will not be issued in exchange for beneficial interests in the Global Certificate. See "The Global Certificate".

THE CAPITAL SECURITIES ARE OFFERED TO PROFESSIONAL INVESTORS ONLY AND ARE NOT SUITABLE FOR RETAIL INVESTORS. INVESTORS SHOULD NOT PURCHASE THE CAPITAL SECURITIES IN THE PRIMARY OR SECONDARY MARKETS UNLESS THEY ARE PROFESSIONAL INVESTORS. INVESTING IN THE CAPITAL SECURITIES INVOLVES RISKS. SEE "Risk Factors" BEGINNING ON PAGE 22. INVESTORS SHOULD HAVE SUFFICIENT KNOWLEDGE AND EXPERTISE TO EVALUATE EFFECT OR THE LIKELIHOOD OF THE OCCURRENCE OF THE NON-VIABILITY EVENT FOR THE CAPITAL SECURITIES WHICH FEATURE LOSS ABSORPTION.

Investing in the Capital Securities involves risks. In particular, the Capital Securities are complex and of high risk. There are risks inherent in the holding of the Capital Securities, including the risks in relation to their subordination, the circumstances in which the Capital Securities may be written down, reduced or cancelled or converted to into shares or other securities or other obligations of the Issuer or another person and the implications on the Holders (such as a substantial loss), the circumstances in which such Holders may suffer loss as a result of holding the Capital Securities are difficult to predict and the quantum of any loss incurred by investors in the Capital Securities in such circumstances is also highly uncertain. See "Risk Factors – Risk Factors Relating to the Capital Securities – The Issuer's obligations under the Capital Securities are subordinated." on page 46 for a discussion of certain considerations to be taken into account in connection with an investment in the Capital Securities.

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Nanyang Commercial Bank	BofA Securities	China Securities International	BOC International
CCB International	Cinda International	UBS	Mizuho Securities
Joint Bookrunners and Joint Lead Managers			
ABC International	Agricultural Bank of China Limited	ANZ	
	Hong Kong Branch		
Bank of China (Hong Kong)	BOCOM International	BOSC International	
CEB International	China CITIC Bank International	China Construction Bank (Asia)	
China Everbright Bank	China Industrial Securities	China International Capital	
Hong Kong Branch	International	Corporation	
China Merchants Securities (HK)	China Minsheng Banking Corp., Ltd.,	Citigroup	
	Hong Kong Branch		
CLSA	CMBC Capital	CMB International	
CMB Wing Lung Bank Limited	CNCB Capital	Crédit Agricole CIB	
Guotai Junan International	Haitong International	ICBC International	
Shanghai Pudong Development Bank	SPDB International	Standard Chartered Bank	
Hong Kong Branch			

Offering Circular dated 21 April 2022

IMPORTANT NOTICE

The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer of Capital Securities. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

The Issuer, having made all reasonable enquiries, confirms that (i) this Offering Circular contains all information with respect to the Issuer and the Issuer's subsidiaries (collectively, the "**Group**"), and the issue of the Capital Securities, which is material in the context of the issue and offering of the Capital Securities; (ii) the statements contained herein relating to the Issuer or the Group are in every material respect true and accurate and not misleading; (iii) the opinions and intentions expressed in this Offering Circular with regard to the Issuer or the Group are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions; (iv) there are no other facts in relation to the Issuer or the Group or the Capital Securities, the omission of which would, in the context of the issue and offering of the Capital Securities (the "**Offering**"), make any statement in this Offering Circular misleading in any material respect; and (v) all reasonable enquiries have been made by the Issuer to ascertain such facts and to verify the accuracy of all such information and statements. In addition, the Issuer accepts full responsibility for the accuracy of the information contained in this Offering Circular.

This Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer and the Group. The Issuer accepts full responsibility for the accuracy of the information contained in this Offering Circular and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Hong Kong Exchanges and Clearing Limited and the SEHK take no responsibility for the contents of this Offering Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offering Circular.

PRIIPs Regulation — Prohibition of Sales to EEA Retail Investors — The Capital Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Capital Securities or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Capital Securities or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPs Regulation.

UK PRIIPs Regulation — Prohibition of Sales to UK Retail Investors — The Capital Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document

required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Capital Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Capital Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

Singapore SFA Product Classification — In connection with Section 309B of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Capital Securities are ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

This Offering Circular has been prepared by the Issuer solely for use in connection with the proposed offering of the Capital Securities described in this Offering Circular. This Offering Circular does not constitute an offer of, or an invitation by or on behalf of Nanyang Commercial Bank, Limited, Merrill Lynch (Asia Pacific) Limited, China Securities (International) Corporate Finance Company Limited, BOCI Asia Limited, CCB International Capital Limited, Cinda International Capital Limited, UBS AG Hong Kong Branch, Mizuho Securities Asia Limited (together, the “**Joint Global Coordinators**”), ABCI Capital Limited, Agricultural Bank of China Limited Hong Kong Branch, Australia and New Zealand Banking Group Limited, Bank of China (Hong Kong) Limited, BOCOM International Securities Limited, BOSCO International Company Limited, CEB International Capital Corporation Limited, China CITIC Bank International Limited, China Construction Bank (Asia) Corporation Limited, China Everbright Bank Co., Ltd., Hong Kong Branch, China Industrial Securities International Brokerage Limited, China International Capital Corporation Hong Kong Securities Limited, China Merchants Securities (HK) Co., Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, Citigroup Global Markets Limited, CLSA Limited, CMBC Securities Company Limited, CMB International Capital Limited, CMB Wing Lung Bank Limited, CNCB (Hong Kong) Capital Limited, Crédit Agricole Corporate and Investment Bank, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, ICBC International Securities Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, SPDB International Capital Limited, Standard Chartered Bank, (together, the “**Joint Bookrunners**”, and together with the Joint Global Coordinators, the “**Joint Lead Managers**”) or the Issuer, to subscribe for or purchase any of the Capital Securities. The distribution of this Offering Circular and the offering of the Capital Securities in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Issuer and the Joint Lead Managers, the Trustee and the Agents (each as defined in the Conditions) to inform themselves about and to observe any such restrictions. None of the Issuer or the Joint Lead Managers represents that this Offering Circular may be lawfully distributed, or that the Capital Securities may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assumes any responsibility for facilitating any such distribution or offering.

No action is being taken to permit a public offering of the Capital Securities or the possession or distribution of this Offering Circular in any jurisdiction where action would be required for such purposes. There are restrictions on the offer, sale and resale of the Capital Securities, and the circulation of documents relating thereto, in certain jurisdictions including, without limitation, the United States, the United Kingdom, the European Economic Area, Hong Kong, the PRC, Singapore and Japan, and to persons connected therewith. For a description of certain further restrictions on offers, sales and resales of the Capital Securities and distribution of this Offering Circular, see “*Subscription and Sale*”. This Offering Circular is personal to each offeree and does not constitute an offer to any other person or to the public generally to subscribe for, or otherwise acquire, the Capital Securities. Distribution of this Offering Circular to any person other than the prospective investor and

any person retained to advise such prospective investor with respect to its purchase is unauthorised. Each prospective investor, by accepting delivery of this Offering Circular, is deemed to have agreed to the foregoing and to make no photocopies of this Offering Circular or any documents referred to in this Offering Circular.

No person has been or is authorised to give any information or to make any representation concerning the Issuer, the Group or the Capital Securities other than as contained in this Offering Circular and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Issuer, the Joint Lead Managers, the Trustee or the Agents (each as defined in the Conditions) or any of their respective directors, officers, employees, agents, advisers, representatives or affiliates or any person who controls any of them. Neither the delivery of this Offering Circular nor any offering, sale or delivery made in connection with the issue of the Capital Securities shall, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in the affairs of the Issuer or any member of the Group since the date hereof or create any implication that the information contained herein is correct as at any date subsequent to the date hereof. This Offering Circular does not constitute an offer of, or an invitation by or on behalf of the Issuer, the Joint Lead Managers, the Trustee or the Agents or any of their respective directors, officers, employees, agents, advisers, representatives or affiliates or any person who controls any of them to subscribe for or purchase any of the Capital Securities and may not be used for the purpose of an offer to, or a solicitation by, anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorised or is unlawful.

None of the Joint Lead Managers, the Trustee or the Agents or any of their respective directors, officers, employees, agents, advisers, representatives or affiliates or any person who controls any of them has independently verified the information contained in this Offering Circular. No representation or warranty, express or implied, is made or given by any of the Joint Lead Managers, the Trustee or the Agents or any of their respective directors, officers, employees, agents, advisers, representatives or affiliates or any person who controls any of them as to the accuracy, completeness or sufficiency of the information contained in this Offering Circular, and nothing contained in this Offering Circular is, or shall be relied upon as, a promise, representation or warranty by any of the Joint Lead Managers, the Trustee or the Agents or any of their respective directors, officers, employees, agents, advisers, representatives or affiliates or any person who controls any of them.

To the fullest extent permitted by law, none of the Joint Lead Managers, the Trustee or the Agents or any of their respective directors, officers, employees, agents, advisers, representatives or affiliates or any person who controls any of them accept any responsibility for the contents of this Offering Circular or for any statement made or purported to be made by the Joint Lead Managers, the Trustee or the Agents or on their behalf in connection with the Issuer, the Group or the issue and offering of the Capital Securities. Each of the Joint Lead Managers, the Trustee and the Agents and their respective directors, officers, employees, agents, advisers, representatives or affiliates or any person who controls any of them accordingly disclaims all and any liability whether arising in tort or contract or otherwise which it might otherwise have in respect of this Offering Circular or any such statement.

Neither this Offering Circular nor any other financial statements are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Joint Lead Managers, the Trustee or the Agents or any of their respective directors, officers, employees, agents, advisers, representatives or affiliates or any person who controls any of them that any recipient of this Offering Circular or any other financial statements should purchase the Capital Securities. Each investor contemplating purchasing Capital Securities should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and the Group. Each potential purchaser of Capital Securities should determine for itself the relevance of the information contained in this Offering Circular and its purchase of Capital Securities should be based upon such investigation with its own tax, legal and business advisors as it deems necessary.

None of the Joint Lead Managers, the Trustee or the Agents or any of their respective directors, officers, employees, agents, advisers, representatives or affiliates or any person who controls any of them undertakes to review the financial condition or affairs of the Issuer or the Group during the life of the arrangements contemplated by this Offering Circular nor to advise any investor or potential investor in the Capital Securities of any information coming to the attention of any of the Joint Lead Managers, the Trustee or the Agents or any of their respective directors, officers, employees, agents, advisers, representatives or affiliates or any person who controls any of them.

IN CONNECTION WITH THE ISSUE OF THE CAPITAL SECURITIES, ANY OF THE JOINT LEAD MANAGERS ACTING AS THE STABILISATION MANAGER(S) OR ANY PERSON ACTING ON THEIR BEHALF MAY OVER-ALLOT CAPITAL SECURITIES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE CAPITAL SECURITIES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, STABILISATION MAY NOT NECESSARILY OCCUR. ANY STABILISATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE CAPITAL SECURITIES IS MADE AND, IF BEGUN, MAY CEASE AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE DATE OF THE CAPITAL SECURITIES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE CAPITAL SECURITIES. ANY STABILISATION ACTION OR OVER-ALLOTMENT MUST BE CONDUCTED BY THE STABILISATION MANAGER(S) (OR PERSON(S) ACTING ON BEHALF OF ANY STABILISATION MANAGER(S)) IN ACCORDANCE WITH ALL APPLICABLE LAWS AND RULES.

Any purchase or acquisition of the Capital Securities is in all respects conditional on the satisfaction of certain conditions set out in the Subscription Agreement (as defined in “*Subscription and Sale*”) and the issue of the Capital Securities by the Issuer to the Joint Lead Managers pursuant to the Subscription Agreement. Any offer, invitation to offer or agreement made in connection with the purchase or acquisition of the Capital Securities pursuant to this Offering Circular shall (without liability or responsibility on the part of the Issuer or the Joint Lead Managers) lapse and cease to have any effect if (for any reason whatsoever) the Capital Securities are not issued by the Issuer to the Joint Lead Managers pursuant to the Subscription Agreement.

In making an investment decision, investors must rely on their own examination of the Issuer, the Group and the terms of the offering of the Capital Securities, including the merits and risks involved. See “*Risk Factors*” for a discussion of certain considerations to be taken into account in connection with an investment in the Capital Securities.

Each person receiving this Offering Circular acknowledges that such person has not relied on the Joint Lead Managers, the Trustee or the Agents or any of their respective directors, officers, employees, agents, advisers, representatives or affiliates or any person who controls any of them in connection with its investigation of the accuracy of such information or its investment decision.

CERTAIN DEFINED TERMS AND CONVENTIONS

Unless otherwise specified or the context requires otherwise, references herein to the “**Issuer**” or the “**Bank**” are to Nanyang Commercial Bank, Limited and its consolidated subsidiaries.

Unless otherwise specified or the context requires, references herein to “**Hong Kong dollars**”, “**HK dollars**” and “**HK\$**” are to the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China (“**Hong Kong**”), references herein to “**U.S. dollars**” or “**U.S.\$**” are to the lawful currency of the United States of America, references herein to “**Renminbi**” or “**RMB**” are to the lawful currency of the People’s Republic of China, references to “**PRC**” are to the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan, references to “**HKFRSs**” are to Hong Kong Financial Reporting Standards.

The English names of the PRC nationals, entities, departments, facilities, laws, regulations, governmental authorities, certificates, titles and the like are translations of their Chinese names and are included for identification purposes only. In the event of any inconsistency, the Chinese name shall prevail.

EXCHANGE RATE INFORMATION

This Offering Circular contains translations of certain Hong Kong dollar amounts into U.S. dollars at specified rates solely for the convenience of the readers. Unless otherwise specified, where financial information has been translated into U.S. dollars, it has been so translated, for information purposes only, at the rate of HK\$7.7985 equal to U.S.\$1.00 (being the average of the buying and selling rates of the opening indicative counter exchange rate published by the Hong Kong Association of Banks as at 31 December 2021). All such translations in this Offering Circular are provided solely for investors’ convenience and no representation is made that the Hong Kong dollar or U.S. dollar amounts referred to in this Offering Circular could have been or could be converted into Hong Kong dollars or U.S. dollars, as the case may be, at any particular rate or at all.

PRESENTATION OF FINANCIAL INFORMATION

This Offering Circular contains the Issuer’s consolidated financial information as at and for the years ended 31 December 2019, 2020 and 2021. The Issuer’s consolidated financial information as at and for the years ended 31 December 2019, 2020 and 2021 has been extracted from the audited consolidated financial statements of the Issuer as at and for the years ended 31 December 2020 and 2021 included elsewhere in this Offering Circular. Such consolidated financial statements, which were prepared and presented in accordance with the HKFRSs, have been audited by Ernst & Young, Certified Public Accountants (“**Ernst & Young**”), the independent auditors of the Issuer. Unless otherwise specified, the financial information set out in this Offering Circular is presented on a consolidated basis for the Issuer and its subsidiaries.

ROUNDING

In this Offering Circular, where information has been presented in thousands or millions of units, amounts may have been rounded up or down. Accordingly, totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and actual numbers may differ from those contained herein due to rounding. References to information in billions of units are to the equivalent of a thousand million units.

FORWARD-LOOKING STATEMENTS

This Offering Circular contains forward-looking statements regarding the intent, belief or current expectations of the Issuer held reasonably with respect to the Issuer's or the Group's financial condition and future results of operations. In many cases, but not all, words such as "anticipate", "believe", "estimate", "expect", "intend", "may", "plan", "probability", "project", "risk", "seek", "should", "target" and similar expressions are used in relation to the Issuer or the Group to identify forward-looking statements. Investors can also identify forward-looking statements in discussions of strategies, plans or intentions. These statements reflect the current views of the Issuer with respect to future events and are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, the Issuer's or the Group's actual results may vary materially from those it currently anticipates. Given these risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements, which speak only as at the date of this Offering Circular. The Issuer disclaims any obligation to update, or to announce publicly any revision to, any of the forward-looking statements contained in this Offering Circular to reflect future actual events or developments. The information contained in this Offering Circular, including without limitation the information under "*Risk Factors*" and "*Business of the Group*", identifies important factors that might cause the forward-looking statements not to be realised. All subsequent forward-looking statements attributable to the Issuer, the Group or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Offering Circular.

TABLE OF CONTENTS

	Page
SUMMARY	1
THE OFFERING	4
SUMMARY FINANCIAL AND OTHER INFORMATION	18
RISK FACTORS	22
USE OF PROCEEDS	55
CAPITALISATION AND INDEBTEDNESS	56
BUSINESS OF THE GROUP	57
SELECTED STATISTICAL AND OTHER INFORMATION	76
BOARD OF DIRECTORS AND SENIOR MANAGEMENT	88
PRINCIPAL SHAREHOLDERS	95
REGULATION AND SUPERVISION	97
TERMS AND CONDITIONS OF THE CAPITAL SECURITIES	106
THE GLOBAL CERTIFICATE	132
TAXATION	134
SUBSCRIPTION AND SALE	136
GENERAL INFORMATION	142
INDEX TO FINANCIAL STATEMENTS	F-1

SUMMARY

The summary below is only intended to provide a limited overview of information described in more detail elsewhere in this Offering Circular. As it is a summary, it does not contain all of the information that may be important to investors and terms defined elsewhere in this Offering Circular shall have the same meanings when used in this summary. Prospective investors should therefore read this Offering Circular in its entirety.

Overview

The Group is one of the oldest local banks in Hong Kong, having commenced business in 1949. The Group possesses nearly 70 years of operating history, a highly recognised brand, an extensive branch network, a stable and loyal customer base, expertise in providing cross-border services and robust financial conditions. As at 31 December 2021, the Group's total consolidated assets, advances to customers and deposits from customers were HK\$536,331.00 million, HK\$291,549.85 million and HK\$383,781.39 million, respectively. As at 31 December 2020, the Group's total consolidated assets, advances to customers and deposits from customers were HK\$505,698.16 million, HK\$276,694.77 million and HK\$351,629.93 million, respectively. As at 31 December 2019, the Group's total consolidated assets, advances to customers and deposits from customers were HK\$489,588.85 million, HK\$260,395.54 million and HK\$345,887.78 million, respectively.

The Group's core business services include wealth management services, trade finance, deposit taking, foreign currency savings, remittances, investment services, home mortgage loans, personal loans, credit cards, safe deposit boxes, personal Renminbi services, internet banking services and insurance broker services.

As at 31 December 2021, the Group offered a broad range of banking and related financial services in Hong Kong through a network of 40 branches, strategically located to provide coverage for the core districts on Hong Kong Island, Kowloon and the New Territories. The Group's market-leading position in Renminbi and cross-border banking services is evidenced by the continued recognitions and awards received from various organisations, including, the "Excellent Brand of Cross Border Personal Banking Services" and "Excellent Brand of Cross Border Corporate Banking Services" awarded by Metro Finance in 2021; "Award for Excellence in Financial Brand Value in the Greater Bay Area" awarded by Mingpao in 2021; "Award for Professional Financial Services in the Greater Bay Area" jointly awarded by Hong Kong Commercial Newspapers Co., Ltd., Economic Herald, Federation Economic and Commerce of Hong Kong and China Enterprise Reputation and Credibility Association (Overseas) in 2021; the "Excellence Award for Cross-border Financial Services" awarded by Sky Post in 2019; the "Excellent Brand of Cross Border Personal Banking Services" and "Excellent Brand of Cross Border Corporate Banking Services" awards by Metro Finance in 2019; the "Small and Medium Enterprises Best Partner Award" awarded by the Hong Kong Small and Medium Enterprises General Chamber of Commerce (香港中小型企業總商會) in 2019; the "Hong Kong Banking Industry Talent Development Award Scheme (Category 1)" awarded by the Hong Kong Banking Association (香港銀行學會); the "Hong Kong Institute of Bankers Talent Development Award" awarded by Institute of Financial Planners of Hong Kong in 2019; the "Best Corporate Finance Education Leadership of the year" awarded by Institute of Financial Planners of Hong Kong in 2019; the "Corporate Financial Education Leadership - Gold Award" awarded by Institute of Financial Planners of Hong Kong in 2019; and the "Quality Financial Planner Award" awarded by Institute of Financial Planners of Hong Kong in 2019. The Group also has extensive experience in operating cross-border banking business. The Group started to provide China-related banking services since 1979 through its China Investment Consultation Department and was one of the first foreign movers in the PRC banking industry when it established its Shenzhen branch in the Shenzhen Special Economic Zone in 1982. The Group was the first foreign bank operating in China since the establishment of the PRC,

it granted the first foreign bank loan in China since its adoption of its reform and opening-up policy, and it was also among the first banks which provided “offshore guarantee for onshore loan” products and was one of the first three foreign banks approved by the China Banking Regulatory Commission (“CBRC”) to issue credit cards in China.

In terms of the Group’s overseas operations, the Group had 38 branches/sub-branches in total in the PRC as at 31 December 2021. The Group’s PRC businesses are operated through NCB (China), which is the Group’s PRC-incorporated bank with its headquarters in Shanghai. NCB (China)’s business network covers the Pearl River Delta, the Yangtze River Delta Economic Zone and the Bohai Economic Rim, with branches/ sub-branches in major cities in the PRC such as Shanghai, Beijing, Dalian, Qingdao, Wuxi, Hefei, Suzhou, Hangzhou, Chengdu, Shenzhen, Foshan, Nanning, Shantou, Wuhan, Guangzhou, Haikou, Dongguan and Zhuhai.

In 2007, the Group established NCB (China) as a PRC-incorporated bank. The Group’s branches and their businesses in the PRC were consolidated under NCB (China) for further expansion of the Group’s PRC presence. NCB (China) has continued to expand its PRC presence. For example, it set up NCB (China) Wuhan branch in 2020 to fully promote the business development in mainland China. NCB (China) provides comprehensive RMB and foreign currency banking services to its customers. Services include but are not limited to deposit-taking, loans and advances, debit cards, credit cards, wealth management services, personal banking, investment services, agency services for life and general insurance, remittance and settlement, RMB cross-border trade settlement services and domestic and international trade finance facilities. As at the date of this Offering Circular, NCB (China) has obtained the relevant licences for operating its cross-border Renminbi business, foreign exchange settlement business, credit card business, derivatives business, insurance business, offshore wealth management business, investment fund business, interbank lending business, gold trading business and currency swap business, in the PRC.

The Group became a wholly-owned subsidiary of China Cinda in 2016, which allowed China Cinda to achieve additional financial and operational stability through its integration with a well-established commercial bank in Hong Kong, strengthening its leading advantage as a non-performing asset management business and creating an integrated asset management and financial services brand name.

It was also an important step in the Group’s development and holds huge significance for the future development of the Group as a core banking platform within the China Cinda group.

As at 31 December 2019, 2020 and 2021, the Group’s total capital adequacy ratio was approximately 21.73 per cent., 19.26 per cent. and 18.46 per cent., respectively, compared with the statutory minimum requirement of total capital adequacy ratio of 8.0 per cent. For the years ended 31 December 2019, 2020 and 2021, the average value of the Group’s quarterly liquidity coverage ratio for the last quarter of the year was 154.97 per cent., 149.77 per cent. and 153.44 per cent., respectively.

For the years ended 31 December 2019, 2020 and 2021, the Group’s profit after taxation was HK\$3,951million, HK\$3,815 million and HK\$3,231 million, respectively. For the years ended 31 December 2019, 2020 and 2021, the Group achieved a return on average assets of approximately 0.73 per cent., 0.77 per cent. and 0.62 per cent., respectively, and a return on average equity of approximately 7.30 per cent., 6.49 per cent. and 4.99 per cent., respectively.

Competitive strengths

The Group believes its key strengths are as follows:

- The Group has a prudent risk management culture with outstanding risk control performance.
- The Group benefited from the high degree of main businesses relevance with and all-round support from China Cinda.
- The Group is benefited from the strong synergy of businesses in Hong Kong and the PRC.
- The Group has maintained stable financial performance.

Strategies

The key components of the Group's strategy are set out below:

- Dual track expansion and integration of businesses in Hong Kong and the PRC.
- Development of a balanced corporate and personal banking business portfolio.
- Focus on development of customers with cross border business or asset management needs.

THE OFFERING

The following is a brief summary of certain terms of this Offering. For a more detailed description of the terms of the Capital Securities, see “Terms and Conditions of the Capital Securities”. Capitalised terms used herein and not defined have the meanings given to them in “Terms and Conditions of the Capital Securities”.

The Issuer	Nanyang Commercial Bank, Limited, a company incorporated with limited liability in Hong Kong.
Description	U.S.\$650,000,000 6.50 per cent. Non-Cumulative Subordinated Additional Tier 1 Capital Securities.
Issue Price	100.00 per cent.
Issue Date	28 April 2022.
Maturity Date	The Capital Securities are perpetual securities in respect of which there is no fixed redemption date. The Capital Securities may not be redeemed at the option of the Issuer other than in accordance with Condition 6 (<i>Redemption and Purchase</i>).
Form and Denomination	The Capital Securities will be issued in registered form in denominations of U.S.\$250,000 and integral multiples of U.S.\$1,000 in excess thereof.
Status and Subordination of the Capital Securities	<p>The Capital Securities constitute direct, unsecured and subordinated obligations of the Issuer and shall at all times rank <i>pari passu</i> and without any preference among themselves. The rights and claims of the Holders are subordinated in the manner described below.</p> <p>Subject to the insolvency laws of Hong Kong and other applicable laws, in the event of a Winding-Up of the Issuer (other than pursuant to a Permitted Reorganisation (as defined below), the rights and claims against the Issuer of the Holders to payment of principal and Distribution on the Capital Securities and any other obligations in respect of the Capital Securities shall rank (x) subordinate and junior in right of payment to, and of all claims of (i) all unsubordinated creditors of the Issuer (including its depositors), (ii) holders of Tier 2 Capital Instruments of the Issuer, and (iii) all other Subordinated Creditors of the Issuer whose claims are stated to rank senior to the Capital Securities or rank senior to the Capital Securities by operation of law or contract; (y) <i>pari passu</i> in right of payment to and of all claims of the holders of Parity Obligations; and (z) senior in right of payment to and of all claims of the holders of Junior Obligations.</p>

In the event of a Winding-Up that requires the Holders or the Trustee to provide evidence of their claim to principal or Distribution under the Capital Securities, such claims of the Holders will only be satisfied after all obligations of the Issuer ranking senior to the Capital Securities have been satisfied in whole. No amount may be claimed in respect of any Distribution that has been cancelled pursuant to a Mandatory Distribution Cancellation Event or an Optional Distribution Cancellation Event.

“Additional Tier 1 Capital Instrument” means any instruments or other obligations issued, entered into or guaranteed by the Issuer that constitute or qualify as additional tier 1 capital (or its equivalent) pursuant to the applicable Capital Regulations.

“Authorized Institution” has the meaning given to that term in the Banking Ordinance (Cap. 155) of Hong Kong, as amended or superseded from time to time.

“Capital Regulations” means the Banking (Capital) Rules (Cap. 155L) of Hong Kong, as amended or superseded from time to time, or any other capital rules or regulations from time to time applicable to the regulatory capital of Authorized Institutions incorporated in Hong Kong as issued or implemented by the Monetary Authority.

“Junior Obligation” means the Shares, and any other class of the Issuer’s share capital and any instrument or other obligation (including without limitation any preference share) issued, entered into or guaranteed by the Issuer that ranks or is expressed to rank junior to the Capital Securities by operation of law or contract.

“Monetary Authority” means the Monetary Authority appointed under section 5A of the Exchange Fund Ordinance (Cap 66) of Hong Kong or any successor thereto.

“Parity Obligation” means any Additional Tier 1 Capital Instrument or any instrument or other obligation issued, entered into, or guaranteed by the Issuer that ranks or is expressed to rank *pari passu* with the Capital Securities by operation of law or contract which, for the avoidance of doubt, excludes any Junior Obligation of the Issuer.

“Permitted Reorganisation” means any solvent reconstruction, amalgamation, reorganisation, merger or consolidation whereby all or substantially all the business, undertaking or assets of the Issuer are transferred to a successor entity which assumes all the obligations of the Issuer under the Capital Securities.

“Shares” means the ordinary share capital of the Issuer.

“**Subordinated Creditors**” means all creditors the indebtedness of which is subordinated, in the event of the Winding-Up of the Issuer, in right of payment to the claims of depositors and other unsubordinated creditors of the Issuer other than those whose claims rank or are expressed to rank by operation of law or contract *pari passu* with, or junior to, the claims of the Holders of the Capital Securities. For this purpose indebtedness shall include all liabilities, whether actual or contingent.

“**Tier 2 Capital Instrument**” means any instruments or other obligations issued, entered into or guaranteed by the Issuer that constitute or qualify as tier 2 capital (or its equivalent) pursuant to the applicable Capital Regulations.

“**Winding-Up**” means a final and effective order or resolution by a judicial authority in the jurisdiction of incorporation of the Issuer for the liquidation, winding-up or similar proceedings in respect of the Issuer.

No Set-off

Subject to applicable law, no Holder may exercise, claim or plead any right of set-off, counter-claim or retention in respect of any amount owed to it by the Issuer arising under or in connection with the Capital Securities and each Holder shall, by virtue of being the Holder of any Capital Security be deemed to have waived all such rights of such set-off, counter-claim or retention.

Distributions

Subject to Condition 4.2 (*Distribution — Distribution Restrictions*), the Capital Securities confer a right to receive non-cumulative distributions (each a “**Distribution**”) on their outstanding principal amount (subject to adjustment following the occurrence of a Non-Viability Event in accordance with Condition 4.3 (*Distribution — Non-Viability Loss Absorption*) from, and including, the Issue Date at the applicable Distribution Rate, payable semi-annually in arrear on 28 April and 28 October in each year in equal instalments in respect of the period beginning on and including the Issue Date and ending on but excluding the First Call Date, and each Reset Distribution Period, respectively.

Non-Cumulative Distributions

Distributions will not be cumulative and Distributions which are not paid in accordance with the Conditions will not accumulate or compound and Holders will have no right to receive such Distributions at any time, even if subsequent Distributions are paid in the future, or be entitled to any claim in respect thereof against the Issuer.

Distribution Rate

The Distribution Rate applicable to the Capital Securities shall be:

- (i) in respect of the period from, and including, the Issue Date to, but excluding, 28 April 2027 (the “**First Call Date**”), 6.50 per cent. per annum;

(ii) in respect of the period from, and including, the First Call Date and each Distribution Reset Date thereafter to, but excluding, the immediately following Distribution Reset Date, the relevant Reset Distribution Rate.

“**Distribution Reset Date**” means the First Call Date and each anniversary falling five years thereafter.

“**Reset Distribution Period**” means the period from, and including, a Distribution Reset Date to, but excluding, the immediately following Distribution Reset Date.

“**Reset Distribution Rate**” means, in relation to a Reset Distribution Period, a fixed rate per annum (expressed as a percentage) equal to the aggregate of (a) the Treasury Rate (as determined in Condition 4.1(b) (*Distribution — Distribution Payments — Distribution Rate*)) with respect to the relevant Distribution Reset Date and (b) the Spread.

“**Spread**” means 3.509 per cent. per annum.

**Optional Distribution
Cancellation Event**

Unless a Distribution has already been cancelled in full pursuant to a Mandatory Distribution Cancellation Event, prior to any Distribution Payment Date the Issuer may, at its sole discretion, elect to cancel any payment of Distributions, in whole or in part, by giving a notice signed by any one Director of the Issuer, as further described in Condition 4.2(a) (*Distribution — Distribution Restrictions — Optional Distribution Cancellation Event*).

**Mandatory Distribution
Cancellation Event**

Notwithstanding that a Distribution Cancellation Notice may not have been given, the Issuer shall not be obliged to pay, and shall not pay, any Distribution on the applicable Distribution Payment Date, in whole or in part, as applicable, upon a Mandatory Distribution Cancellation Event, as further described in Condition 4.2(b) (*Distribution — Distribution Restrictions — Mandatory Distribution Cancellation Event*).

No Obligation to Pay

The Issuer shall have no obligation to pay a Distribution on any Distribution Payment Date if such non-payment is in accordance with Condition 4.2(b) (*Distribution — Distribution Restrictions — Mandatory Distribution Cancellation Event*) and any failure to pay such Distribution shall not constitute an Event of Default. Distributions are non-cumulative and therefore any Distribution which is cancelled in accordance with these Conditions shall not be payable at any time thereafter whether in a Winding-Up or otherwise.

No Claim by Holders for Distributions

No Holder shall have any claim in respect of any Distribution or part thereof cancelled and/or not due or payable as described under Condition 4.1 (*Distribution — Distribution Payments*) and Condition 4.2 (*Distribution — Distribution Restrictions*). Accordingly, such Distribution shall not accumulate for the benefit of Holders or entitle the Holders to any claim in respect thereof against the Issuer.

Distributable Reserves

Any Distribution may only be paid out of Distributable Reserves.

“**Distributable Reserves**” means the amounts for the time being available to the Issuer for distribution as a distribution in compliance with section 297 of the Companies Ordinance (Cap. 622) of Hong Kong, as amended or superseded from time to time, as at the date of the Issuer’s audited balance sheet last preceding the relevant Distribution Payment Date, and subject to the Monetary Authority’s then current capital conservation requirements as applicable to the Issuer on the relevant Distribution Payment Date (the “**Available Amount**”); *provided that* if the Issuer reasonably determines that the Available Amount as at any Distribution Determination Date is lower than the Available Amount as at the date of the Issuer’s audited balance sheet last preceding the relevant Distribution Payment Date and is insufficient to pay the Distributions and any payments due on Parity Obligations on the relevant Distribution Payment Date, then on certification by any one Director and the Auditors of such revised amount, the Distributable Reserves shall for the purposes of Distributions mean the Available Amount as set forth in such certificate.

As at the date hereof, pursuant to section 297(1) of the Companies Ordinance (Cap. 622) of Hong Kong, the Issuer may only make a distribution out of profits available for distribution. For the purposes of section 297 of the Companies Ordinance (Cap. 622) of Hong Kong, the Issuer’s profits available for distribution are its accumulated, realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated, realised losses, so far as not previously written off in a reduction or reorganization of capital.

Dividend Stopper

If, on any Distribution Payment Date, payment of Distribution scheduled to be paid is not made in full by reason of Condition 4.2 (*Distribution — Distribution Restrictions*), the Issuer shall not:

- (i) declare or pay in cash any distribution or dividend or make any other payment in cash on, and will procure that no distribution or dividend in cash or other payment in cash is made on, any Shares; or

- (ii) purchase, cancel or otherwise acquire any Shares or permit any of its Subsidiaries (as defined in Condition 4.4 (*Distribution — Hong Kong Resolution Authority Power*)) to do so,

in each case, unless or until the earlier of: (A) the Distribution scheduled to be paid on any subsequent Distribution Payment Date (which, for the avoidance of doubt, shall exclude any Distribution that has been cancelled in accordance with these Conditions prior to and in respect of a Distribution Payment Date preceding such subsequent Distribution Payment Date) has been paid in full to Holders or a designated third party trust account for the benefit of the Holders, or (B) the redemption or purchase and cancellation of the Capital Securities in full, or reduction of the outstanding principal amount of the Capital Securities in accordance with these Conditions to zero, or (C) the Issuer is permitted to do so by an Extraordinary Resolution (as defined in the Trust Deed) of the Holders.

See “*Terms and Conditions of the Capital Securities — Dividend Stopper*” for further information.

Non-Viability Loss Absorption

If a Non-Viability Event occurs and is continuing, the Issuer shall, upon the date that the Issuer specifies in a Non-Viability Event Notice (which date, for the avoidance of doubt, can be on or prior to the date of the Non-Viability Event Notice), irrevocably (without the need for the consent of the Holders) reduce the then outstanding principal amount of, and cancel any accrued but unpaid Distribution in respect of, each Capital Security (in each case in whole or in part) by an amount equal to the Non-Viability Event Write-off Amount per Capital Security (such reduction and cancellation, and the reduction and cancellation or conversion of any other Subordinated Capital Securities so reduced and cancelled or converted upon the occurrence of a Non-Viability Event, where applicable, being referred to herein as the “**Write-off**”, and “**Written-off**” shall be construed accordingly).

“**Hong Kong Business Day**” means a day (other than a Saturday, Sunday or public holiday) on which commercial banks and foreign exchange markets are open for general business in Hong Kong.

“**Loss Absorption Effective Date**” means the date that will be specified as such in the applicable Non-Viability Event Notice.

“**Non-Viability Event**” means the earlier of:

- (i) the Monetary Authority notifying the Issuer in writing that the Monetary Authority is of the opinion that a Write-off or conversion is necessary, without which the Issuer would become non-viable; and

- (ii) the Monetary Authority notifying the Issuer in writing that a decision has been made by the government body, a government officer or other relevant regulatory body with the authority to make such a decision, that a public sector injection of capital or equivalent support is necessary, without which the Issuer would become non-viable.

“**Non-Viability Event Notice**” means the notice which shall be given by the Issuer not more than two Hong Kong Business Days after the occurrence of a Non-Viability Event, to the Holders, the Trustee and the Paying Agents, in accordance with the Conditions and which shall state:

- (i) in reasonable detail, the nature of the relevant Non-Viability Event;
- (ii) the Non-Viability Event Write-off Amount for (a) each Capital Security, (b) each other Subordinated Capital Security on the Loss Absorption Effective Date in accordance with its terms; and
- (iii) specifying the Loss Absorption Effective Date.

“**Non-Viability Event Write-off Amount**” means the amount of Distribution and/or principal to be Written-off as the Monetary Authority may direct or, in the absence of such a direction, as the Issuer shall (in consultation with the Monetary Authority) determine to be necessary to satisfy the Monetary Authority that the Non-Viability Event will cease to continue. For the avoidance of doubt, (i) the full amount of the Capital Securities will be Written-off in full in the event that the amount Written-off is not sufficient for the Non-Viability Event to cease to continue and (ii) in the case of an event falling within paragraph (b) of the definition of Non-Viability Event, the Write-off will be effected in full before any public sector injection of capital or equivalent support. Further, the Non-Viability Event Write-off Amount in respect of each Capital Security will be calculated based on a percentage of the outstanding principal amount of that Capital Security.

“**Subordinated Capital Security**” means any Junior Obligation, Parity Obligation or Tier 2 Capital Security which contains provisions relating to a write-down or conversion into ordinary shares in respect of its outstanding principal amount on the occurrence, or as a result, of a Non-Viability Event and in respect of which the conditions (if any) to the operation of such provisions are (or with the giving of any certificate or notice which is capable of being given by the Issuer, would be) satisfied.

See “*Terms and Conditions of the Capital Securities — Non-Viability Loss Absorption*” for further information.

**Consequence of Non-Viability
Loss Absorption**

Once the outstanding principal amount of, and any accrued but unpaid Distribution under, the Capital Securities has been Written-off, the relevant amount(s) Written-off will not be restored in any circumstances including where the relevant Non-Viability Event ceases to continue. No Holder may exercise, claim or plead any right to any amount that has been Written-off, and each Holder shall, by virtue of his holding of any Capital Securities, be deemed to have waived all such rights to such amount that has been Written-off.

**Hong Kong Resolution
Authority Power**

Notwithstanding any other term of the Capital Securities, including without limitation Condition 4.3 (*Distribution — Non-Viability Loss Absorption*), or any other agreement or arrangement, each Holder and the Trustee shall be subject, and shall be deemed to agree, be bound by and acknowledge that they are each subject, to having the Capital Securities being written off, cancelled, converted or modified, or to having the form of the Capital Securities changed in the exercise of any Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority without prior notice and which may include (without limitation) and result in any of the following or some combination thereof:

- (i) the reduction or cancellation of all or a part of the outstanding principal amount of, or Distributions on, the Capital Securities;
- (ii) the conversion of all or a part of the outstanding principal amount of, or Distributions on, the Capital Securities into shares or other securities or other obligations of the Issuer or another person (and the issue to or conferral on the holder of such shares, securities or obligations), including by means of an amendment, modification or variation of the terms of the Capital Securities; and
- (iii) the amendment or alteration of the maturity of the Capital Securities or amendment or alteration of the amount of Distributions payable on the Capital Securities, or the date on which the Distributions become payable, including by suspending payment for a temporary period, or any other amendment or alteration of these Conditions.

With respect to (i), (ii) and (iii) above, references to principal and Distribution shall include payments of principal and Distribution that have become due and payable (including principal that has become due and payable at the redemption date), but which have not been paid, prior to the exercise of any Hong Kong Resolution Authority Power. The rights of the Holders and the Trustee under the Capital Securities and these Conditions are subject to, and will be amended and varied, if necessary, solely to give effect to, the exercise of any Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority.

No repayment of the outstanding principal amount of the Capital Securities or payment of Distributions on the Capital Securities shall become due and payable or be paid after the exercise of any Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority unless, at the time that such repayment or payment, respectively, is scheduled to become due, such repayment or payment would be permitted to be made by the Issuer under the laws and regulations applicable to the Issuer and the Group.

Upon the exercise of any Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority with respect to the Capital Securities, the Issuer shall provide a written notice not more than two Hong Kong Business Days after the occurrence of such exercise regarding such exercise of the Hong Kong Resolution Authority Power to the Holders in accordance with Condition 12 (*Notices*).

Neither the reduction or cancellation, in part or in full, of the outstanding principal amount of, or Distributions on the Capital Securities, the conversion thereof into another share, security or obligation of the Issuer or another person, or any other amendment or alteration of these Conditions, or any other modification or change in form of the Capital Securities as a result of the exercise of any Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority with respect to the Issuer nor the exercise of the Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority with respect to the Capital Securities shall constitute an Event of Default under Condition 9.1 (*Events of Default and Winding-Up Proceedings*).

“Hong Kong Resolution Authority Power” means any power which may exist from time to time under the Resolution Ordinance or any other laws, regulations, rules or requirements relating to financial institutions, including licensed banks, deposit-taking companies, restricted licence banks, banking group companies, insurance companies and/or investment firms incorporated in or authorised, designated, recognised or licensed to conduct regulated financial activities in Hong Kong in effect and applicable in Hong Kong to the Issuer or other members of the Group (including, for the avoidance of doubt, powers under Part 4 and Part 5 of the Resolution Ordinance) or any other laws, regulations, rules or requirements relating thereto, as the same may be amended from time to time (whether pursuant to the Resolution Ordinance or otherwise), and pursuant to which obligations of a licensed bank, deposit-taking company, restricted licence bank, banking group company, insurance company or investment firm or any of its affiliates can be reduced, cancelled, transferred, modified and/or converted into shares or other securities or obligations of the obligor or any other person.

“**relevant Hong Kong Resolution Authority**” means any authority with the ability to exercise a Hong Kong Resolution Authority Power in relation to the Issuer from time to time.

“**Resolution Ordinance**” means the Financial Institutions (Resolution) Ordinance (Cap. 628) of Hong Kong as amended or superseded from time to time.

“**Subsidiary**” means any company (i) in which the Issuer holds a majority of the voting rights, (ii) of which the Issuer is a member and has the right to appoint or remove a majority of the Directors or (iii) of which the Issuer is a member and controls a majority of the voting rights, and includes any company which is a Subsidiary of a Subsidiary of the Issuer.

See “*Terms and Conditions of the Capital Securities — Hong Kong Resolution Authority Power*” for further information.

Redemption at the Option of the Issuer

The Issuer may redeem the Capital Securities then outstanding in whole, but not in part, on the First Call Date or any Distribution Payment Date thereafter, at their outstanding principal amount together (if appropriate) with Distributions accrued to (but excluding) the date of redemption, as further described in “*Terms and Conditions of the Capital Securities — Redemption and Purchase — Redemption at the option of the Issuer (Issuer Call)*”.

Redemption for Tax Reasons

Subject to Condition 6.6 (*Redemption and Purchase — Conditions for Redemption and Purchase in respect of the Capital Securities*), the Capital Securities then outstanding may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days’ notice to the Trustee and the Principal Paying Agent and, in accordance with Condition 12 (*Notices*), the Holders (which notice shall be irrevocable and shall specify the date fixed for redemption), if the Issuer satisfies the Trustee immediately before the giving of such notice that (a) on the occasion of the next payment due under the Capital Securities, the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 7 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of Hong Kong or any political subdivision or any authority thereof or therein having the power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after 21 April 2022 and (b) such obligation cannot be avoided by the Issuer taking reasonable measures available to it.

See “*Terms and Conditions of the Capital Securities — Redemption and Purchase — Redemption for tax reasons*” for further information.

**Redemption for Tax Deduction
Reasons**

Subject to Condition 6.6 (*Redemption and Purchase — Conditions for Redemption and Purchase in respect of the Capital Securities*), the Capital Securities then outstanding may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the Trustee and the Principal Paying Agent, and, in accordance with Condition 12 (*Notices*), the Holders (which notice shall be irrevocable, subject to Condition 4.3 (*Distribution — Non-Viability Loss Absorption*)), and shall specify the date fixed for redemption), if the Issuer satisfies the Trustee immediately before the giving of such notice that:

- (i) in respect of the Distributions payable on the Capital Securities, the Issuer is no longer, or will no longer be, entitled to claim a deduction in respect of computing its taxation liabilities in Hong Kong or any political subdivision or any authority thereof or therein having power to tax as a result of any change in, or amendment to, the laws or regulations of Hong Kong or any political subdivision or any authority thereof or therein or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after 21 April 2022; and
- (ii) such non tax deductibility cannot be avoided by the Issuer taking reasonable measures available to it.

See "*Terms and Conditions of the Capital Securities — Redemption and Purchase — Redemption for tax deduction reasons*" for further information.

**Redemption for Regulatory
Reasons**

Subject to Condition 6.6 (*Redemption and Purchase — Conditions for Redemption and Purchase in respect of the Capital Securities*), the Capital Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time on giving not less than 30 nor more than 60 days' notice to the Trustee and the Principal Paying Agent and, in accordance with Condition 12 (*Notices*), the Holders (which notice shall be irrevocable, subject to Condition 4.3 (*Distribution — Non-Viability Loss Absorption*)), and shall specify the date fixed for redemption) following the occurrence of a Capital Event.

A “**Capital Event**” occurs if the Issuer satisfies the Trustee immediately before the giving of the notice of redemption referred in Condition 6.4 (*Redemption and Purchase — Redemption of the Capital Securities for regulatory reasons*) that the Capital Securities, after having qualified as such, will no longer qualify (in whole or in part) as additional tier 1 capital (or equivalent) of the Issuer, as a result of any change in or amendment to (or any change in the application or official interpretation of) the relevant provisions of the Banking Ordinance (Cap. 155) of Hong Kong, the Capital Regulations, or any successor legislation or regulations made thereunder, or any supervisory guidance issued by the Monetary Authority in relation thereto, in each case, as amended or modified from time to time (other than as a result of any discounting or amortisation requirements as to the eligibility of the Capital Securities for such inclusion pursuant to the relevant legislation and relevant guidelines in force from time to time) provided, however, that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which it is determined that a Capital Event has occurred.

See “*Terms and Conditions of the Capital Securities — Redemption and Purchase — Redemption of the Capital Securities for regulatory reasons*” for further information.

Conditions for Redemption and Purchase in respect of Capital Securities

The Issuer shall not redeem any of the Capital Securities (other than pursuant to Condition 9.1 (*Events of Default and Enforcement — Events of Default and Winding-up Proceedings*)) and neither the Issuer nor any Restricted Person shall purchase any of the Capital Securities unless the prior written consent of the Monetary Authority thereto shall have been obtained, as further described in “*Terms and Conditions of the Capital Securities — Redemption and Purchase — Conditions for Redemption and Purchase in respect of the Capital Securities*”.

Payments

All payments of principal and Distribution in respect of the Capital Securities by or on behalf of the Issuer shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature (“**Taxes**”) imposed or levied by or on behalf of Hong Kong or any political subdivision or any authority thereof or therein having power to tax, unless the withholding or deduction of the Taxes is required by law. In that event, the Issuer will, save in certain limited circumstances provided in Condition 7 (*Taxation*), be required to pay additional amounts to cover the amounts so withheld or deducted.

Trustee

The Bank of New York Mellon, London Branch.

Principal Paying Agent and Calculation Agent

The Bank of New York Mellon, London Branch.

Registrar and Transfer Agent	The Bank of New York Mellon SA/NV, Dublin Branch.
Trust Deed	The Capital Securities will be constituted by a Trust Deed to be dated 28 April 2022 between the Issuer and the Trustee.
Clearing Systems	<p>The Capital Securities will initially be represented by the Global Certificate, in registered form, deposited on or about the Issue Date with, and registered in the name of a nominee of, a common depository for Euroclear and Clearstream.</p> <p>Beneficial interests in the Global Certificate will be shown on, and transfer thereof will be effected only through the records maintained by Euroclear and Clearstream and their respective accountholders. Except as described herein, definitive certificates of Capital Securities will not be issued in exchange for beneficial interests in the Global Certificate. See “<i>The Global Certificate — Change of Registration of Title</i>”.</p>
ISIN of the Capital Securities	XS2467774209.
Common Code of the Capital Securities	246777420.
Legal Entity Identifier of the Issuer	SC4P6WZO702RYEIU7J93.
Ratings	The Capital Securities are expected to be rated Ba2 by Moody’s. A rating is not a recommendation to buy, sell or hold the Capital Securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation.
Governing Law	The Capital Securities and the Trust Deed and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, English law, except that the provisions of the Capital Securities and the Trust Deed relating to subordination shall be governed by the Hong Kong law.
Jurisdiction	The courts of England are to have jurisdiction to settle any disputes that may arise out of or in connection with the Capital Securities or the Trust Deed.
Capital Treatment	The Capital Securities are intended to qualify as additional tier 1 capital under the Capital Regulations.
Listing	Application will be made for the listing of the Capital Securities on the SEHK by way of debt issues to Professional Investors only. It is expected that dealing will, if permission is granted to deal in and for the listing of the Capital Securities on the SEHK, commence on or about 29 April 2022.

Use of Proceeds

The Issuer intends to use the net proceeds from the issue of the Capital Securities to supplement its additional tier 1 capital under the Banking (Capital) Rules (Cap. 155L).

Selling Restrictions

There are restrictions on the distribution of this Offering Circular and the making of solicitations pursuant thereto in certain jurisdictions, including, among others, the United States, the United Kingdom, the European Economic Area, Hong Kong, the PRC, Singapore and Japan. The Capital Securities are being offered outside the United States in reliance on Regulation S (Category 1) under the Securities Act. See “*Subscription and Sale*”.

SUMMARY FINANCIAL AND OTHER INFORMATION

The following tables set forth the summary consolidated financial information of the Issuer and the Group as at and for the periods indicated. The summary consolidated historical financial data as at and for the years ended 31 December 2019, 2020 and 2021 set forth below are derived from the Group's audited consolidated financial statements as at and for the years ended 31 December 2020 and 2021 including the notes thereto, if any. The consolidated financial statements of the Group for the years ended 31 December 2020 and 2021 have been audited by Ernst & Young. The Group's consolidated financial statements are prepared and presented in accordance with HKFRSs.

The Group's historical financial information should not be taken as an indication of its future financial performance.

Consolidated Income Statement

	Year ended 31 December		
	2021	2020	2019 ^(Note)
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
	<i>(in HK\$ thousands)</i>		
Interest income	11,720,933	12,499,239	14,936,075
Interest expense	(5,395,517)	(6,130,752)	(8,285,886)
Net interest income	6,325,416	6,368,487	6,650,189
Fee and commission income	1,808,783	1,707,266	1,599,991
Fee and commission expense	(93,239)	(87,810)	(70,869)
Net fee and commission income	1,715,544	1,619,456	1,529,122
Net trading gain	310,889	80,867	182,515
Net gain on financial instruments at fair value through profit or loss	61,759	435,846	398,797
Net gain on other financial assets	153,292	249,769	219,063
Other operating income	22,515	18,588	22,712
Net operating income before impairment allowances	8,589,415	8,773,013	9,002,398
Net charge of impairment allowances	(1,499,269)	(1,359,147)	(1,160,079)
Net operating income	7,090,146	7,413,866	7,842,319
Operating expenses	(3,340,265)	(3,184,611)	(3,382,564)
Operating profit	3,749,881	4,229,255	4,459,755
Net (loss)/gain from fair value adjustments on investment properties	—	(2,950)	16,573
Net (loss)/gain from disposal/revaluation of properties, plant and equipment	(7,831)	(7,899)	365
Profit before taxation	3,742,050	4,218,406	4,476,693
Taxation	(510,963)	(403,136)	(525,397)
Profit for the year	<u>3,231,087</u>	<u>3,815,270</u>	<u>3,951,296</u>
Dividends	<u>—</u>	<u>—</u>	<u>—</u>

Note:

There is a reclassification of the items "Net gain on financial instruments at fair value through profit or loss" and "Net gain on other financial assets" for the year ended 31 December 2019, and the comparative 2019 figures have been reclassified in the consolidated financial statements for the year ended 31 December 2020.

Consolidated Statement of Comprehensive Income

	Year ended 31 December		
	2021	2020	2019
	(audited)	(audited)	(audited)
	<i>(in HK\$ thousands)</i>		
Profit for the year	3,231,087	3,815,270	3,951,296
Items that will not be reclassified subsequently to income statement:			
Equity instruments at fair value through other comprehensive income:			
Change in fair value of equity instruments at fair value through other comprehensive income	(4,176)	22,946	(670)
Premises:			
Revaluation of premises	67,323	(184,028)	139,747
Deferred tax	3,306	46,489	(9,529)
	<u>70,629</u>	<u>(137,539)</u>	<u>130,218</u>
Defined benefit plan:			
Actuarial gain/(losses) on remeasurement	3,930	(21,720)	(15,760)
Deferred tax	(648)	3,584	2,600
	<u>3,282</u>	<u>(18,136)</u>	<u>(13,160)</u>
	<u>69,735</u>	<u>(132,729)</u>	<u>116,388</u>
Items that may be reclassified subsequently to income statement:			
Debt instruments at fair value through other comprehensive income:			
Change in fair value of debt instruments at fair value through other comprehensive income	166,943	247,506	493,357
Changes in allowance for expected credit losses	39,049	13,352	11,112
Release upon disposal of debt instruments at fair value through other comprehensive income reclassified to income statement	(165,857)	(261,805)	(221,044)
Amortisation with respect to debt instruments at fair value through other comprehensive income transferred to at amortised cost reclassified to income statement	3,353	9,524	10,173
Deferred tax	(27,399)	30,167	(48,324)
	<u>16,089</u>	<u>38,744</u>	<u>245,274</u>
Change in fair value of hedging instruments under net investment hedges	(60,921)	(132,309)	35,974
Currency translation difference	516,950	1,113,091	(282,624)
	<u>472,118</u>	<u>1,019,526</u>	<u>(1,376)</u>
Other comprehensive income for the year, net of tax	<u>541,853</u>	<u>886,797</u>	<u>115,012</u>
Total comprehensive income for the year	<u><u>3,772,940</u></u>	<u><u>4,702,067</u></u>	<u><u>4,066,308</u></u>

Consolidated Balance Sheet

	As at 31 December		
	2021	2020	2019
	(audited)	(audited)	(audited)
	(in HK\$ thousands)		
ASSETS			
Cash and balances with banks and other financial institutions	64,703,312	58,173,310	41,327,261
Placements with banks and other financial institutions maturing between one and twelve months	2,684,141	555,979	10,456,347
Financial assets at fair value through profit or loss	27,022,570	22,913,313	14,654,347
Derivative financial instruments	834,964	1,031,063	589,616
Advances and other accounts	292,037,365	277,085,133	262,413,180
Financial investments	138,007,929	132,889,241	146,758,937
Investment properties	327,610	341,080	355,230
Properties, plant and equipment	8,759,766	8,220,738	8,602,036
Current tax assets	—	—	27,275
Deferred tax assets	352,791	430,257	58,000
Other assets	1,600,552	4,058,047	4,346,618
Total assets	536,331,000	505,698,161	489,588,847
LIABILITIES			
Deposits and balances from banks and other financial institutions	21,653,972	33,064,316	30,984,121
Financial liabilities at fair value through profit or loss	6,415,312	6,650,987	5,048,559
Derivative financial instruments	814,670	1,882,953	587,563
Deposits from customers	383,781,386	351,629,928	345,887,782
Debt securities and certificates of deposit in issue	31,755,227	24,014,435	15,471,116
Other accounts and provisions	19,022,499	18,724,809	25,908,840
Current tax liabilities	289,842	421,732	626,564
Deferred tax liabilities	812,882	864,890	845,124
Subordinated liabilities	5,451,286	5,416,390	5,438,386
Total liabilities	469,997,076	442,670,440	430,798,055
EQUITY			
Share capital	3,144,517	3,144,517	3,144,517
Reserves	53,874,517	50,568,314	46,331,385
Total equity attributable to owners of the parent	57,019,034	53,712,831	49,475,902
Additional equity instruments	9,314,890	9,314,890	9,314,890
Total equity	66,333,924	63,027,721	58,790,792
Total liabilities and equity	536,331,000	505,698,161	489,588,847

Tier I and Tier II Capital Base

Capital adequacy ratios (“CAR”) comply with the Banking (Capital) Rules (Cap. 155L) of the laws of Hong Kong issued by the Monetary Authority. The CAR are computed on a consolidated basis covering the Issuer and some of its subsidiaries as required by the Monetary Authority.

During the year ended 31 December 2019, the Group adopted the internal ratings-based (“IRB”) approach to calculate the credit risk capital charge for the majority of its non-securitisation exposures and the securitisation standardised approach to calculate the credit risk capital charge for its securitisation exposures. A small residual credit exposures remained under the standardised (credit risk) (“STC”) approach. From 1 January 2020, the Group has migrated to adopt STC approach to calculate the credit risk capital charge.

The Group has adopted the standardised credit valuation adjustment (“CVA”) method to calculate the capital charge for the CVA risk of the counterparty for the years ended 31 December 2019, 2020 and 2021.

During the year ended 31 December 2019, the Group adopted the internal models (“IMM”) approach to calculate the general market risk capital charge for foreign exchange and interest rate exposures, and the standardised (market risk) (“STM”) approach to calculate the market risk capital charge for the remaining exposures. From 1 January 2020, the Group has migrated to adopt STM approach to calculate the market risk capital charge.

The Group has adopted the standardised (operational risk) (“STO”) approach to calculate the operational risk capital charge for the years ended 31 December 2019, 2020 and 2021.

	As at 31 December		
	2021	2020	2019
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
	<i>(in HK\$ thousands)</i>		
Common Equity Tier 1 (“CET1”) capital: instruments and reserves			
Directly issued qualifying CET1 capital instruments	3,144,517	3,144,517	3,144,517
Retained earnings	43,323,642	40,738,381	37,165,269
Disclosed reserves	<u>10,542,440</u>	<u>9,821,320</u>	<u>9,157,646</u>
CET1 capital before regulatory deductions	<u>57,010,599</u>	<u>53,704,218</u>	<u>49,467,432</u>
CET1 capital: regulatory deductions			
Valuation adjustments	(91)	(118)	(39)
Deferred tax assets net of deferred tax liabilities	(352,791)	(430,257)	(58,000)
Gains and losses due to changes in own credit risk on fair valued liabilities	(940)	(2,133)	(1,420)
Cumulative fair value gains arising from the revaluation of land and buildings (own-use and investment properties)	(6,862,754)	(6,781,431)	(6,899,837)
Regulatory reserve for general banking risks	(2,636,044)	(2,453,479)	(2,694,377)
Total regulatory deductions to CET1 capital	<u>(9,852,620)</u>	<u>(9,667,418)</u>	<u>(9,653,673)</u>
CET1 capital	<u>47,157,979</u>	<u>44,036,800</u>	<u>39,813,759</u>
Additional Tier 1 capital	<u>9,314,890</u>	<u>9,314,890</u>	<u>9,314,890</u>
Tier 1 capital	<u>56,472,869</u>	<u>53,351,690</u>	<u>49,128,649</u>
Tier 2 capital: instruments and provisions			
Qualifying Tier 2 capital instruments plus any related share premium	5,427,666	5,392,907	5,414,796
Collective impairment allowances and regulatory reserve for general banking risks eligible for inclusion in Tier 2 capital	<u>4,413,868</u>	<u>4,020,931</u>	<u>1,697,544</u>
Tier 2 capital base before regulatory deductions	<u>9,841,534</u>	<u>9,413,838</u>	<u>7,112,340</u>
Tier 2 capital: regulatory deductions			
Add back of cumulative fair value gains arising from the revaluation of land and buildings (own-use and investment properties) eligible for inclusion in Tier 2	<u>3,088,239</u>	<u>3,051,644</u>	<u>3,104,927</u>
Total regulatory deductions to Tier 2 capital	<u>3,088,239</u>	<u>3,051,644</u>	<u>3,104,927</u>
Tier 2 capital	<u>12,929,773</u>	<u>12,465,482</u>	<u>10,217,267</u>
Total capital	<u><u>69,402,642</u></u>	<u><u>65,817,172</u></u>	<u><u>59,345,916</u></u>

RISK FACTORS

Prospective investors should carefully take into account the considerations described below, in addition to the other information contained herein, before investing in the Capital Securities. The occurrence of one or more events described below could have an adverse effect on the Group's business, financial condition, or results of operations, and could affect the Issuer's ability to make payments of principal and Distribution under the Capital Securities. Additional considerations and uncertainties not currently known to the Issuer, or which the Issuer currently deems immaterial, may also have an adverse effect on an investment in the Capital Securities.

RISK FACTORS RELATING TO THE GROUP

The Group may be affected by an economic downturn in Hong Kong and around the world.

The Group's performance and the quality and growth of its assets are necessarily dependent on the overall economy in Hong Kong and around the world. The Group's business is inherently subject to general macroeconomic conditions and policies and market fluctuations, including financing cost and the volatility of interest rates, inflation, monetary and fiscal policies and other macroeconomic policies. As a result, any downturn in the Hong Kong and global economy may adversely affect the Group's business, financial condition and the results of its operations.

Unfavourable financial or economic environments, including the continued global financial uncertainties, have had and may continue to have an adverse impact on investors' confidence, global financial markets and the Hong Kong and global economy. The United States and China have been involved in disputes over trade barriers that have escalated into a trade war between the two countries. Both countries have implemented tariffs on certain imported products from the other, casting uncertainty over tariffs and barrier to entry for products on both sides. The two governments have entered into an initial phase one agreement to resolve the disputes on 15 January 2020 (the "**Phase One Agreement**"). However, there are uncertainties as to when and whether phase two negotiations will begin and whether the two governments will fulfil their respective obligations under the Phase One Agreement. The trade war between the United States and China has resulted in volatility in the financial markets around the world.

In the United Kingdom, a remain-or-leave referendum on its membership within the European Union was held in June 2016, the result of which favoured the exit of the United Kingdom from the European Union (the "**Brexit**"). On 31 January 2020, the United Kingdom officially exited the European Union following a UK-EU Withdrawal Agreement (the "**Withdrawal Agreement**") signed in October 2019. As agreed in the Withdrawal Agreement, a transition period was implemented until 31 December 2020, during which time EU laws and regulations continued to apply broadly as before. The UK-EU Trade and Cooperation Agreement ("**TCA**") was finalised on 24 December 2020 and came into force from 1 January 2021. The TCA sets out all aspects of the new UK-EU relationship, such as trade, security, areas of ongoing collaboration/cooperation and governance. The long-term impact of Brexit remains uncertain and will depend on the implementation of the final terms agreed between the United Kingdom and the European Union in the TCA as well as on the United Kingdom's ability to secure favourable trade and investment terms with countries outside the European Union.

The coronavirus disease in 2019 (the "**COVID-19**") pandemic will continue whilst new coronavirus variants, including the Delta and Omicron variants, create more economic and business uncertainties.

The COVID-19 pandemic will continue to pose considerable threats to the public health system in Hong Kong and globally. For example, in early 2022, Hong Kong had a huge surge in coronavirus infections primarily due to the Omicron variant. Tourism in Hong Kong has been severely hindered, and the unemployment rate is still at a high level, posing certain constraints on Hong Kong's economic recovery. With discrepancy in COVID-19 vaccination rates between different jurisdictions, the global economic recovery may be significantly hampered by new lockdowns and ongoing travel restrictions as well as global supply chain disruptions. Supply constraints and bottlenecks from

COVID-19 restrictions may have an adverse effect on manufacturing output, economic growth and inflation, and continue to undermine recovery. Concerns over the US Federal Reserve's expected tapering of its quantitative easing monetary policies in response to rising inflation rates, energy costs, geopolitical issues, the availability and cost of credit, unemployment rate, consumer confidence, declining asset values, capital market volatility and liquidity issues have resulted in adverse financial market conditions.

If there is any renewed economic downturn or slowdown in global economic recovery, there can be no assurance that the Hong Kong economy or the Group's business, financial condition and results of operations will not be adversely affected. The Issuer expects the continued growth in the Hong Kong economy to depend in part upon the economic performance of the United States and the PRC, as well as certain other developed countries. There can be no assurance that future global events will not have an adverse effect on the Hong Kong economy and the Group.

The Group has significant exposure to the PRC market which may be influenced by the general state of the PRC economy and any significant political, social or legal uncertainties or changes in the PRC.

As at 31 December 2021, the Issuer's wholly-owned subsidiary, Nanyang Commercial Bank (China) Limited ("**NCB (China)**"), headquartered in Shanghai, operated 38 branches/sub-branches in major cities of the PRC such as Shanghai, Beijing, Dalian, Qingdao, Wuxi, Hefei, Suzhou, Hangzhou, Chengdu, Shenzhen, Foshan, Nanning, Shantou, Wuhan and Guangzhou.

For the years ended 31 December 2019, 2020 and 2021, net operating income before impairment allowances from the PRC amounted to HK\$2,951.78 million, HK\$3,111.38 million and HK\$2,916.28 million, respectively, representing approximately 32.79 per cent., 35.47 per cent. and 33.95 per cent., respectively, of the Group's total net operating income before impairment allowances. The Group's operating income from the PRC, as well as its advances to companies that have business interests in the PRC, may be influenced by the general state of the PRC economy and may be affected by significant political, social or legal uncertainties or changes in the PRC (including changes in political leadership, inflation rate, exchange controls and exchange rate, and the impact on the changes in regulations governing banking and other businesses). In recent years, the PRC government has been imposing and may continue to impose various economic measures with an aim of cooling the overheated real estate market in the PRC, including strengthened supervision over PRC real estate developers, some of which have experienced tightened cashflow, difficulty in refinancing or even default in their own loan obligations, which would affect relevant segments of the economy and may in turn affect the Bank's business and operation. There can be no assurance that the Group's continued exposure to the PRC or its strategy to grow its business in the PRC will not have a negative impact on the Group's earnings or an adverse effect on the Group's business, financial condition or results of operations or that the economic and political environment in the PRC will remain favourable to the Group's business in the PRC in the future.

On 30 May 2016, China Cinda Asset Management Co., Ltd. ("**China Cinda**") completed the acquisition (the "**Acquisition**") of 100 per cent. of the Group's equity interests through China Cinda (HK) Holdings Company Limited, its wholly-owned subsidiary in Hong Kong, from Bank of China (Hong Kong) Limited ("**BOCHK**"). With strengthened ties of businesses in the PRC after the Acquisition, the Issuer plans to continue to develop its cross-border business and operations in the PRC in the future. Accordingly, the Group's performance and the quality and growth of its assets are necessarily dependent on the overall economy in the PRC. Many of the Group's commercial customers are dependent to varying degrees on trade with the PRC. The asset quality of the Group's loans in the PRC, as well as its loans to customers that have business interests in the PRC, may be influenced by the general state of the PRC economy and may be affected by significant political, social or legal uncertainties or changes in the PRC (including changes in political leadership, the rate of inflation, RMB interest rate and RMB exchange rate). There can be no assurance that the economic and political environment in the PRC will remain favourable to the Group's business in the PRC in the future.

The economy of the PRC has experienced rapid growth in the past 30 years. There has been a slowdown in the growth of the PRC's GDP since the second half of 2013 and this has raised market concerns that the historic rapid growth of the economy of the PRC may not be sustainable. According to the National Bureau of Statistics of the PRC, the annual growth rate of China's GDP in 2021 increased to 8.1 per cent. on a year-on-year basis compared to 2.3 per cent. in 2020.

As far as the banking sector was concerned, this not only affected loan demand but also increased credit risk. In response to economic slowdown, the PRC government adopted a series of stimulus measures including, inter alia, reductions in the reserve requirement ratio and interest rates.

The People's Bank of China ("PBOC") publishes and adjusts benchmark interest rates on loans and deposits from time to time. For example, with effect from 22 November 2014, 1 March 2015, 11 May 2015, 28 June 2015 and 26 August 2015 and 24 October 2015, respectively, the PBOC lowered the benchmark interest rates on RMB denominated loans and deposits. In late 2021, PBOC lowered the one-year loan prime rate to 3.8 per cent., down from 3.85 per cent. On the other hand, the PBOC continues to liberalize the restrictions on interest rates for loans. For example, on 20 July 2013, the PBOC eliminated the minimum interest rate requirements for RMB-denominated loans. As at 20 August 2020, the ceiling on private lending interest rate has been significantly lowered to 15.4 per cent., from the previous ceiling, which was set between 24 per cent. and 36 per cent. Moreover, while a multi-year appreciation of the RMB exchange rate had already started to give way to two-way fluctuations, the PBOC's decision to change its daily rate fixing mechanism triggered a noticeable downward pressure on the RMB exchange rate and fuelled expectations of further devaluation ahead. If the PRC's economy experiences a continued slowdown in growth or a downturn in the future, or if the RMB exchange rate experiences unexpected phenomenal fluctuations, the Group's PRC business and its ability to implement its growth strategies in the PRC could be materially and adversely affected.

With the increased integration of the PRC and Hong Kong economies, PRC policies may have an impact on Hong Kong and Hong Kong companies conducting business in the PRC. The Issuer and its customers may also be affected accordingly.

The Group has significant exposure to the Hong Kong property market.

The Group has higher exposures to property-related usage as compared to other industries. As at 31 December 2020 and 2021, advances to customers for property-related usage in Hong Kong accounted for 17.33 per cent. (restated) and 16.99 per cent., respectively of the Group's total advances to customers.

Hong Kong property prices and rents for residential, commercial and industrial properties, have shown significant uplift started from 2000. At the end of 2010, the Hong Kong government and the Hong Kong Monetary Authority ("HKMA") introduced residential property cooling measures, such as Special Stamp Duty ("SSD") for residential property that is disposed of by the seller within 24 months of the date of acquisition, and reduced loan-to-value borrowings limits. The size of the prospective purchaser base in the Hong Kong residential property market has shrunk since these measures were introduced in 2010. The Hong Kong government has introduced a number of additional residential property cooling measures. In October 2012, the government introduced Buyer's Stamp Duty ("BSD") and extended the SSD regime. BSD applies to all residential properties acquired by any person, other than a Hong Kong Permanent Resident, and is charged at a flat rate of 15 per cent. on all residential properties, on top of the existing stamp duty charge. The SSD regime was amended to increase the rate of the SSD and to extend the minimum holding period from 24 months to 36 months.

On 22 February 2013, the financial secretary announced that the Hong Kong government would further amend the Stamp Duty Ordinance to adjust the ad valorem stamp duty ("AVD") rates and to advance the charging of AVD on non-residential property transactions from the conveyance on sale to the agreement for sale. Any residential property (except that acquired by a Hong Kong permanent resident who does not own any other residential property in Hong Kong at the time of acquisition) and

non-residential property acquired on or after 23 February 2013, either by an individual or a company, will be subject to the new rates of AVD upon the enactment of the relevant legislation. Transactions which took place before 23 February 2013 will be subject to the original stamp duty regime. In addition, the Residential Properties (First-hand Sales) Ordinance came into effect on 29 April 2013. This ordinance sets out detailed requirements in relation to sales brochures, price lists, show flats, disclosure of transaction information, advertisements, sales arrangements and the mandatory provisions of the Preliminary Agreement for Sale and Purchase and Agreement for Sale and Purchase for the sales of first-hand residential properties.

The Stamp Duty (Amendment) Ordinance 2014 (the “**Amendment Ordinance**”) became law on 28 February 2014 and was deemed to have come into operation on 27 October 2012. Under the Amendment Ordinance, any residential property acquired on or after 27 October 2012, either by an individual or a company (regardless of where it is incorporated), and resold within 36 months, is subject to SSD. Residential properties acquired by any person (including a company incorporated) except a Hong Kong permanent resident, will also be subject to a BSD, to be charged at a flat rate of 15 per cent., on top of the existing stamp duty and the SSD, if applicable.

The Stamp Duty (Amendment) (No. 2) Ordinance 2014 (“**Amendment Ordinance No. 2**”) was gazetted on 25 July 2014. Amendment Ordinance No.2 provides that the AVD payable on certain instruments dealing with immovable properties executed on or after 23 February 2013 (the “**Effective Date**”) shall be computed at higher rates (“**Scale 1 rates**”). It also advanced the timing for charging AVD on non-residential property transactions from the conveyance on sale to the agreement for sale executed on or after the Effective Date. Under Amendment Ordinance No. 2, any residential property and non-residential property acquired on or after the Effective Date, either by an individual or a company, is subject to the Scale 1 rates, except that acquired by a Hong Kong permanent resident acting on his/her own behalf who does not own any other residential property in Hong Kong at the time of acquisition.

The Stamp Duty (Amendment) Ordinance 2018 (the “**2018 Amendment Ordinance**”) was gazetted on 19 January 2018. Under the 2018 Amendment Ordinance, the AVD at Scale 1 rates enacted under the Amendment Ordinance No. 2 are further divided into Part 1 (a flat rate of 15 per cent.) and Part 2 (original Scale 1 rates under the Amendment Ordinance (No. 2)) with effect from 5 November 2016. Part 1 of the Scale 1 rates applies to instruments of residential property and Part 2 of the Scale 1 rates applies to instruments of non-residential property. The 2018 Amendment Ordinance provides, amongst others, that any instrument of residential property executed on or after 5 November 2016 for the sale and purchase or transfer of residential property, unless specifically exempted or provided otherwise, will be subject to AVD at the rate under Part 1 of the Scale 1 rates, i.e. a flat rate of 15 per cent. of the consideration or value of the residential property, whichever is the higher. However, as a result of the economic downturn and uncertainties surrounding the COVID-19 pandemic, the Stamp Duty (Amendment) Ordinance 2021 was gazetted on 19th March 2021 to lower the AVD rates for any instrument executed on or after 26th November 2020 for the sale and purchase or transfer of non-residential property.

On 29 June 2018, the Hong Kong government proposed a tax on vacant first-hand private residential units at two times the annual rateable value of the units (the “**Vacancy Tax**”) to encourage developers to release residential units more quickly into the market. Under the proposal, developers of first-hand private residential units with an occupation permit issued for 12 or more months will be required to make annual returns disclosing the occupancy status of their units. Units that have not been occupied or rented out for more than six of the past 12 months will be considered vacant and subject to the Vacancy Tax, which will be collected annually. On 13 September 2019, the Hong Kong government gazetted an amendment bill to implement the proposed Vacancy Tax at the Legislative Council. If implemented, the Vacancy Tax may present a financial burden to the Group that may have an adverse effect on its business, operating results and financial condition.

On 16 October 2019, the Hong Kong government has expanded eligibility under the Mortgage Insurance Programme of the Hong Kong Mortgage Corporation Limited. For a first-time home buyer, the cap on the value of property eligible for a mortgage loan with a maximum cover of 90 per cent. loan-to-value ratio has been raised from HK\$4 million to HK\$8 million. The cap on the value of property eligible for a mortgage loan with a maximum cover of 80 per cent. loan-to-value ratio has also been raised from HK\$6 million to HK\$10 million. On 26 November 2020, the Hong Kong government abolished the double ad valorem stamp duty on non-residential properties.

As the introduction of these measures are subject to policy changes reflecting domestic political or economic circumstances, there is no assurance that the Hong Kong government will not introduce further measures in the future that may have a significant impact on the Hong Kong property market, which may in turn affect have a negative impact on the Group's asset quality or an adverse effect on the Group's business.

The trend of property prices in the Hong Kong property market depends on various factors which are beyond the Group's control, including when the Hong Kong government will relax its cooling measures, the Hong Kong dollar interest rate movements (largely dependent on the timing and pace of United States interest rate hikes), capital outflow pressures in relation to global competitive monetary easing and currency depreciation, growth prospects of the Hong Kong economy, economic, Renminbi and property market developments in the PRC and changes in the property demand/supply balance in the Hong Kong market. Any substantial decreases in property values could adversely affect the Group's business and financial condition and/or results of operations. In order to control the concentration risk in this segment, the Group has taken various measures, including setting portfolio limits. However, there can be no assurance that the downturn in property market in Hong Kong or the PRC will not have a negative impact on the Group's asset quality or an adverse effect on the Group's business.

The Group has significant exposure to the financial market.

As at 31 December 2020 and 2021, the Group's advances to customers of the financial sector usage in Hong Kong accounted for 6.42 per cent. and 6.28 per cent. of the Group's total advances to customers.

Unfavourable financial or economic environments, including the continued global financial uncertainties, have had and may continue to have an adverse impact on investors' confidence and global financial markets. Those unfavourable financial or economic conditions, such as those caused in recent years by the global financial and economic crisis, include the European sovereign debt crisis, the Brexit and uncertainties surrounding the terms of the Brexit, China-U.S. trade friction and the escalation of bilateral tariffs on imports imposed by both countries, the recent outbreak of COVID-19, the US Federal Reserve's expected tapering of its quantitative easing monetary policies and the Russian invasion of Ukraine in 2022. Please refer to "*Risk Factors — Risk Factors Relating the Group — The Group may be affected by an economic downturn in Hong Kong and around the world*" for more details.

The increasing uncertainties in financial markets could adversely affect the Group's financial condition and results of operations in many ways, including, among other things:

- during a period of economic slowdown, there is a greater likelihood that more of the Group's customers or counterparties might default on their loan repayments or other obligations to the Group, which, in turn, could result in the Bank recording a higher level of non-performing loans, allowance for impairment losses and write-offs;
- the value of the Group's investments in equity and debt securities may significantly decrease;
- the Group's ability to raise additional capital on favourable terms, or at all, could be adversely affected; and

- trade and capital flow may further contract as a result of protectionist measures being introduced in certain markets, which could adversely affect the operations, financial conditions of the Group's customers in the financial sector and the Group's business prospects.

The business prospects of the financial sectors are sensitive to changes in the global financial market environment. If there is any adverse change to the current financial market conditions, there can be no assurance that the Group's loan portfolio for customers in the financial sector will not be adversely affected, and if there is any default by the Group's customers in the financial sector, the Group's financial conditions and results of operations may in turn be adversely affected.

The Group's business operation is subject to credit risk.

The Group's banking business is exposed to credit risk arising primarily from default by its borrowers, and is also subject to risks related to both on-balance sheet exposure and the off-balance sheet credit related commitments. If there is any default by customers of credit related commitments in respect of off-balance sheet businesses such as bank acceptance letters of credit and letters of guarantee or the on-balance sheet exposures, the Group may need to assume the risk of losses arising from insufficient repayments by customers, which in turn may have a material adverse effect on its financial condition and results of operations.

The Group is exposed to credit risk with respect to its investments in debt securities, Exchange Fund Bills and Notes and securities businesses, which are recorded as financial assets at fair value and amortized cost financial assets. These financial assets may also be subject to price fluctuations as a result of changes in the financial market's assessment of the relevant issuer's creditworthiness and other factors. In addition, the Group may not have sufficient measures to effectively implement its trading and investment risk mitigation strategies and techniques. If the Group fails to effectively manage its credit exposure, the volatility sourced from any negative news of the relevant security issuers could be magnified, and as a result, the Group may experience significant financial losses that could materially and adversely affect its business, financial condition and results of operations.

In addition, part of the Group's corporate loan portfolio comprises unsecured loans, the repayment of which is largely dependent on the cashflow of the borrower and adherence to the financial covenants contained in the loans. The majority of the Group's personal banking loan portfolio comprises loans secured by properties or financial instruments while the remaining portion comprises mainly unsecured personal loans, which generally carry higher rates of interest. As at 31 December 2021, 45.27 per cent. of the Group's advances were covered by collateral or other security. Although the Group carefully assesses the repayment ability of such borrowers, loan products which are not secured by any collateral entail a higher degree of credit risk than secured loan products. If there is a downturn in the economy, the credit quality and charge-off rates experienced by the Group may deteriorate.

The Group may not be able to control the level of impaired loans in its loan portfolio, and the allowance for impairment losses on loans of the Group may not be sufficient for covering the actual losses on its loan portfolio which may be incurred in the future.

The allowance for impairment losses on loans of the Group may not be sufficient for covering the actual losses on its loan portfolio which may be incurred in the future. As at 31 December 2019, 2020 and 2021, the Issuer's impairment allowances on advances to customers amounted to HK\$2,707.69 million, HK\$3,027.80 million and HK\$4,013.02 million, respectively, representing 1.03 per cent., 1.09 per cent. and 1.37 per cent. of the Issuer's advances to customers at that time, respectively. The allowance for impairment losses of the Issuer is determined according to the assessments and forecasts on various factors which may affect the quality of the loan portfolio. Such factors include, but are not limited to, a borrower's financial condition, solvency and willingness to repay, the realisable value of the collateral, the ability of the borrower's guarantor to perform the contract, as well as Hong Kong's and China's economic condition, policies for the industry, interest rates, accounting standards, laws and regulatory environment. Many of these factors are beyond its control, and the judgment and expectations on the aforesaid factors may not be consistent with the real

conditions emerging in the future. Any change of the aforementioned factors may make its allowance for such impairment losses on loans insufficient to cover the actual losses, and as a result, may require the Issuer to increase its allowance for such impairment losses. Hence, the Group's profits may decrease, and its asset quality, results of operation and financial condition may also be materially and adversely affected.

Risks arising from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent in a wide range of businesses of the Group, and there can be no assurance that the Group will be able to effectively control the level of impaired loans in its loan portfolio and the credit quality of its borrowers and counterparties. In particular, the amount of the Group's impaired loans, the ratio of its impaired loans to its loans and advances to customers may increase and the recoverability and value of the assets of the Group may reduce in the future as a result of deterioration in the quality of its loan portfolio. Such deterioration may occur for a variety of reasons, including factors which are beyond the Issuer's control, such as a slowdown in economic growth, tightened policies implemented on the real estate sector by the PRC government and other adverse macroeconomic conditions in Hong Kong and the PRC, which may cause operational, financial and liquidity problems for its borrowers and hence materially and adversely affect their ability to service their outstanding debts.

The Group may not be able to maintain sufficient portion of long-term funding, and if depositors do not roll over their deposits upon maturity, the Group's liquidity could be adversely affected.

The Group's business is capital intensive and requires a significant amount of cash. As such, sufficient liquidity is crucial to the Group's business operations. Although the Issuer has issued debt securities and certificates of deposit to increase its long-term funding sources, most of the Group's funding requirements are met through customers and interbank deposits. However, there are many factors affecting the growth of the Group's deposits, some of which are beyond the Group's control, such as economic and political conditions, the availability of alternative investment choices (including but not limited to securities issued by governmental or corporate entities, unit trusts and mutual funds, investment-linked assurance schemes and structured investment products), change of government monetary policies, and retail customers' changing perceptions toward savings. There can be no assurance that the Group will be able to grow its customer deposits at a pace sufficient to support its expanding business. Any decline in the Group's liquidity level may impair the confidence of its customers or counterparties, which may result in loss of business and customers.

As part of its measures to maintain the liquidity of, and confidence in, the Hong Kong financial markets, the Hong Kong government introduced a Deposit Protection Scheme in 2006 to provide a level of protection to depositors with deposits held with authorized institutions in Hong Kong. An enhanced Deposit Protection Scheme with an increased protection limit of HK\$500,000 from HK\$100,000 and expanded coverage including deposits pledged as security for banking services, came into effect on 1 January 2011 under the Deposit Protection Scheme (Amendment) Ordinance 2010. However, there can be no assurance that the level of customer deposits, and therefore of the Group's liquidity, will not be adversely affected by the withdrawal of, or any changes to, the Deposit Protection Scheme in the future.

The Monetary Authority acts as the lender of last resort to all authorized institutions in Hong Kong to provide liquidity support in the banking system generally as well as to specific institutions. Although the Hong Kong government has in the past taken measures on a case-by-case basis to maintain or restore public confidence in individual banks with an isolated liquidity crisis, there can be no assurance that the Monetary Authority will provide such assistance in the future or that it would elect to provide such assistance in the future to the Group in the event of a liquidity crisis.

If the Group fails to maintain its expected growth rate in deposits or if a substantial portion of the Group's depositors withdraw their demand deposits or do not roll over their time deposits upon maturity, the liquidity position, financial condition and results of operations of the Group may be materially and adversely affected and the Group may need to seek more expensive sources of funding to meet its funding requirements.

The Group has recorded net cash outflow in the recent financial period.

The Group recorded a net operating cash outflow for the period from 1 January 2019 to 31 December 2019 amounting to HK\$21,180.54 million, a net operating cash inflow for the period from 1 January 2020 to 31 December 2020 amounting to HK\$237.70 million, and a net operating cash outflow for the period from 1 January 2021 to 31 December 2021 amounting to HK\$442.91 million.

This is mainly attributable to the decrease in the Group's balances and placements with banks and other financial institutions, and the increase in the Group's advances and other accounts and its financial investments. Although the Issuer considers the change in the Group's operating cashflow as the result of the Group's increase in lending under its ordinary course of business, there can be no assurance that the Group will be able to generate sufficient cash flow to support the repayment of its current indebtedness.

If the Group is unable to make scheduled payments in connection with its debt and other fixed payment obligations as they become due, it may need to renegotiate the terms and conditions of such obligations or to obtain additional equity or debt financing. There can be no assurance that such renegotiation efforts would be successful or timely or that the Group would be able to refinance its obligations on acceptable terms or at all. If financial institutions decline to lend additional funds to the Group or to refinance its existing loans when they mature as a result of its credit risk and it fails to raise financing through other means, its financial condition, cash flow position and business prospects may be materially and adversely affected.

The Group's business operation is exposed to interest rate risk.

As with most banks, the Group's net interest income is a significant factor in determining its overall financial performance. For the years ended 31 December 2019, 2020 and 2021, the Group's net interest income amounted to HK\$6,650.19 million, HK\$6,368.49 million and HK\$6,325.42 million, respectively. Interest rates in Hong Kong have remained relatively low and have been falling steadily in recent years, however, there can be no assurance that interest rates will not be raised or that increases in interest rates will not be frequent. The Group realises income from the margin between income earned on its assets and interest paid on its liabilities. The Group's net interest margins, as the weighted average of the difference between interest rates on the loan advances made by, and the cost of debt funding for the Issuer, for the years ended 31 December 2019, 2020 and 2021 were approximately 1.51 per cent., 1.45 per cent., and 1.33 per cent., respectively. The low interest rate environment may continue, which continues to pose challenges to the Group's efforts to increase net interest income. Further, as some of the Group's assets and liabilities are repriced at different times, the Group is vulnerable to fluctuations in market interest rates. As a result, volatility in interest rates could have an adverse effect on the Group's business, financial condition, liquidity and results of operations.

Changes in market interest rates affect the interest received on the Group's interest-earning assets and the interest paid on the Group's interest-bearing liabilities. An increase in interest rates could lead to a decline in the value of securities in the Group's portfolio. A sustained increase in interest rates could also raise the Group's funding costs without a proportionate increase, or any increase at all, in loan demand. Rising interest rates would therefore require the Group to re-balance its assets and liabilities in order to minimise the risk of potential mismatches and maintain its profitability. In addition, high interest rate levels may adversely affect the economy in Hong Kong and the financial condition and repayment ability of its corporate and retail borrowers which in turn may lead to a deterioration in the Group's credit portfolio.

The differences in timing and level of changes in interest rates can result in an increase in interest expense relative to its interest income, which may lead to a reduction in its net interest income. Interest rates in Hong Kong are sensitive to factors over which the Group has no control, including, among others:

- interest rates in the United States;
- liquidity of the domestic inter-bank market and the international capital markets;
- domestic and international economic and political conditions; and
- competition for loan demand.

In addition, the Group is subject to interest rate risk as a result of mismatches in the pricing and duration of its assets and liabilities. A significant part of the Group's funding requirements is met through short-term or floating rate funding sources, primarily in the form of deposits, including customer deposits and inter-bank deposits, which tend to be at floating rates and are regularly repriced. In contrast, some of the Group's assets either receive a fixed rate of interest or if they receive a floating rate of interest, they may not be repriced as frequently as the Group's deposits. The Group closely monitors the risks associated with changes in interest rates that may arise from maturity gaps, basis risks among different interest rate benchmarks, yield curve movements, interest rate repricing risks and risks from embedded options (if any), and mitigates such risks mainly through rebalancing the repricing structure of assets and liabilities and the use of interest rate derivatives as an auxiliary strategy. However, in a volatile interest rate environment, there can be no assurance that the Group's net interest margin will not be impacted and the Group's net interest income reduced.

The Group's business operation is exposed to currency risks and may be affected by a discontinuation of or amendment to the link of the Hong Kong dollar to the U.S. dollar or revaluation of the Hong Kong dollar.

The Group's assets and liabilities are denominated in major currencies, particularly the HK dollar, the U.S. dollar and Renminbi. As at 31 December 2019, 2020 and 2021, the Group held a substantial part of its spot assets in U.S. dollars amounting to HK\$95,831.32 million, HK\$104,828.48 million and HK\$110,931.36 million, respectively, and Renminbi amounting to HK\$135,879.40 million, HK\$152,426.16 million and HK\$166,479.91 million, respectively.

The Hong Kong dollar has been linked to the U.S. dollar since 1983, and the Hong Kong government has in the past expressed its commitment to maintaining exchange rate stability under the Linked Exchange Rate System, an automatic interest rate adjustment mechanism. However, there can be no assurance that the Hong Kong dollar will continue to be linked to the U.S. dollar or that, in the event of a liquidity problem affecting the Hong Kong dollar, such bilateral repurchase agreements or automatic interest rate adjustment mechanism will help to maintain adequate liquidity of the Hong Kong dollar.

In addition, the value of the Renminbi against the U.S. dollar and other foreign currencies fluctuates from time to time and is affected by changes in the PRC and by international political and economic conditions and by many other factors. In August 2015, the PBOC implemented changes to the way that it calculates the midpoint against the U.S. dollar to take into account market-maker quotes before announcing the daily midpoint. This change, among others that may be implemented, may increase the volatility in the value of the Renminbi against other currencies.

The Group's business, financial condition and results of operations could be adversely affected by the impact on the Hong Kong economy of the discontinuation of the link of the Hong Kong dollar to the U.S. dollar or any significant change in the exchange rate of U.S. dollar or Renminbi against the Hong Kong dollar.

The Group's investments in debt securities and certificates of deposit are subject to uncertainties in the current credit and capital markets.

The Group holds a portfolio of debt securities and certificates of deposit with different investment grades. The Group has analysed its investments in debt securities according to the designation of external credit rating institutions such as Moody's. As at 31 December 2021, the Group had a total investment in debt securities of HK\$ 145,377.43 million, of which approximately 1.86 per cent. were rated Aaa, approximately 29.16 per cent. were rated between Aa1 to Aa3, approximately 54.44 per cent. were rated between A1 to A3, approximately 9.98 per cent. were rated lower than A3 and approximately 4.55 per cent. were unrated (but with internal rating which is equivalent to investment grade of external rating). Given the uncertainties in the current credit and capital markets, there can be no assurance that the Group will not suffer any future mark-to-market losses in its portfolio of debt securities, especially if, for example, the price of the securities on the secondary market drop significantly, the underlying issuers' liquidity worsened or even the underlying issuers fail to repay. Although the Bank adopts a relatively conservative investment strategy, there can be no assurance that the Bank will have sufficient access to resources and trading counterparties to effectively manage its credit exposure. The volatility sourced from any negative news of the relevant security issuers could be magnified, and as a result, the Bank may experience significant financial losses that could materially and adversely affect its business, financial condition and results of operations.

The Group's equity investments are subject to market risks.

The Group invests in certain equity and fixed income securities, all of which are subject to market volatility. The performance of the Group's equity and securities investment is determined by its investment decisions and judgments based on its assessment of existing and future market conditions. The Group's investment decisions are a matter of judgment, which involves management discretion and assumptions. Its decision-making process may fail to effectively minimise losses, capture gains, or conform to actual changes in market conditions. Any decline in the value of such assets can result in the recognition of impairment losses of the Group.

The Group is exposed to operational risks associated with the banking industry.

Like all other financial institutions, the Group is exposed to many types of operational risks, including the risk of fraud, unauthorised transactions or other misconduct by employees (including the violation of regulations for the prevention of corrupt practices, and other regulations governing the Group's business activities), or operational errors, including clerical or record keeping errors or errors resulting from faulty computer or telecommunications systems. There can be no assurance that any of such operational risks or operational errors will not materialise or occur in the future, or that, if such risks or errors do materialise or occur, the Group's business, reputation, results of operations and financial conditions will not be adversely affected. The Group is further exposed to the risk that external vendors may be unable to fulfil their contractual obligations to it (or will be subject to the same risk of fraud or operational errors by their employees). For example, the Group outsources some functions to other agencies. Moreover, the Group is exposed to the risk that its (or its vendors') business continuity and data security systems prove not to be sufficient in case of a system failure or natural disaster.

Given the Group's high volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. In addition, the Group's dependence upon automated systems to record and process transactions may further increase the risk of technical system flaws or employee tampering or manipulation of those systems that will result in losses that may be difficult to detect. The Group may also be subject to disruptions of its operating systems, arising from events that are wholly or partially beyond its control (including, for example, computer viruses or electrical or telecommunication outages), which may give rise to a deterioration in customer service and to loss or liability to it or for it. The Group also faces the risk that the design of its controls and procedures may prove inadequate or are circumvented, thereby causing delays in detection of errors in information. Although, like all other financial institutions, the Group maintains a system of controls

designed to reduce operational risks to a reasonably low level, the Group has suffered losses from operational risks and there can be no assurance that the Group will not suffer material losses from operational risks in the future. The Group's reputation could be adversely affected by the occurrence of any such events involving its employees, customers or third parties. In addition to internal factors that may affect the Group's operations, the rapid growth and expansion of its business in recent years as compared to other banks may have also resulted in increasing complexity in its internal and external control systems and risk management measures, which may add to its operational risks.

The Group is subject to significant competition.

The Group is subject to significant competition in Hong Kong from many other Hong Kong and foreign banks and financial institutions, including competitors which have significantly more financial and other capital resources, higher market shares, and stronger brand recognition than the Group. In particular, the banking and financial services industry in Hong Kong is a mature market and, the Group is subject to significant and increasing competition from many other Hong Kong-incorporated banks and Hong Kong branches of international and PRC banks, including competitors that have significantly more financial and other capital resources, larger market share and stronger brand recognition than the Group. Many of the international and local banks and niche players operating in Hong Kong compete for substantially the same customers as the Group. In recent years, competitions among banks in Hong Kong for investment and insurance products, home mortgage loans, credit cards, personal loans and transport lending business have become very aggressive. There can be no assurance that increased competition will not have a material adverse effect on the Group's business, financial condition or results of operations.

The banking industry in the PRC is highly competitive. The market has been dominated by the large state-owned commercial banks, which have long operating histories, well-established branch networks, large customer bases and better brand recognition. Moreover, the banking industry in the PRC has been facing more challenges in recent years as the PRC government implemented a series of measures to liberalise the banking industry. The Issuer expects competition from foreign commercial banks to increase significantly as a number of foreign banks have established locally-incorporated banks in the PRC and previous restrictions on their geographical presence, customer base and operating licences in the PRC were removed in April 2007 pursuant to the PRC's World Trade Organisation ("WTO") commitments. Furthermore, the rapid development of internet finance, financial disintermediation and shadow banking have brought new challenges to the banking sector in business areas of deposits, payment and settlement, lending as well as acquisition and retention of customers.

In addition, the PRC's Closer Economic Partnership Arrangement ("CEPA") with Hong Kong and Macau allows smaller banks from these jurisdictions to operate in the PRC, which has also increased competition in the banking industry in the PRC. Many of these banks compete with the Group for the same customer base and some of them may have greater financial, management and technical resources than the Group.

The intensified competition in the markets where the Group operates may adversely affect the Group's business and prospects, the effectiveness of its strategies, its results of operations and financial condition by potentially:

- reducing the Group's market share in its principal products and services;
- reducing the growth of the Group's loan and deposit portfolios and other products and services;
- reducing the Group's interest income and net interest margin;
- reducing the Group's fee and commission income;
- increasing the Group's interest and operating expenses; and

- increasing competition for qualified managers and employees.

The Group may be presented with new risks and challenges as it expands in the Hong Kong and PRC markets.

The Issuer was the first foreign bank in the PRC and has been providing cross-border financial services to customers between Hong Kong and mainland China since the establishment of its first mainland branch in Shenzhen in 1982. NCB (China) was incorporated in the PRC on 14 December 2007 as a locally-incorporated bank. The establishment of a locally-incorporated bank is one of the prerequisites, providing an RMB retail banking service in the PRC. Further expansion into the PRC may present the Group with new risks and challenges, such as more stringent and changing regulatory requirements.

Since the Group became a subsidiary of China Cinda in 2016, the Group's business in the Hong Kong and PRC markets has expanded through serving as a core financial services platform of China Cinda.

Future expansion in the Hong Kong and PRC markets may require significant financial, operational, administrative and management resources. The success of such integration will depend in part on the ability of the Group's management to integrate the operations of the new businesses with its existing operations and, where applicable, to integrate various departments, systems and processes. Consequently, the Group's ability to implement its business strategy may be constrained and the timing of such implementation may be affected by the level of efficiency on the management of existing resources. Any failure to manage integration and expansion effectively could have an adverse effect on the Group's business, financial condition and results of operations.

In addition, in order to meet the needs of its customers and to expand its business, the Group has widened the range of products and services. Expansion of the business of the Group is subject to certain risks and challenges, including:

- the Group may not be able to obtain regulatory approval for new products or services;
- new products and services may not be well accepted by customers or are not able to generate the Group's expected return;
- difficulties in recruiting experienced professionals or qualified personnel to offer new products and services, due to competition in the labour market; and
- the Group may not be able to enhance risk management capabilities and information technology systems to support a broader range of products and services.

If the Group is not able to achieve the intended results with respect to its new products and services to be offered, especially in the PRC, this could have an adverse effect on the business, financial condition and results of operations of the Group.

The Group is subject to risks relating to changes in the regulatory environment in the PRC banking and insurance industry.

The Group's businesses are directly affected by changes in the PRC's banking and insurance regulatory policies, laws and regulations as well as global legal or regulatory sanctions. The regulatory system and the laws and regulations governing the banking and insurance sectors are subject to future changes. Some of the changes in rules and regulations may result in additional costs or restrictions on NCB (China)'s operations and business expansion in the PRC and there can be no assurance that such changes will not materially and adversely affect the Group's business, financial condition and results of operations.

For example, regarding the banking business, according to the requirements of the China Banking and Insurance Regulatory Commission (“CBIRC”), NCB (China) is required to maintain a minimum core Tier 1 capital adequacy of 7.5 per cent., a minimum Tier 1 capital adequacy ratio of 8.5 per cent. and a minimum capital adequacy ratio of 10.5 per cent. If NCB (China) fails to meet the capital regulatory requirements, the CBIRC may take regulatory measures, depending on the category of commercial bank which NCB (China) belongs to, including requiring NCB (China) to control the growth of risk weighted assets, restricting or prohibiting the expansion of branches, conducting new businesses and limiting distributions of dividends. These measures could have a material adverse effect on the business, financial condition, results of operations and prospects of NCB (China).

As some of the banking laws, rules, regulations or policies are relatively new, there is uncertainty regarding their interpretation and application. If NCB (China) fails to comply with any of these laws, rules, regulations or policies, it may result in enforcement actions, which may include fines to be imposed on NCB (China), restrictions on its business activities, or in extreme cases, suspension or revocation of its business licences, which would materially and adversely affect NCB (China)’s operations, reputation, business and financial position.

NCB (China) operates in a highly regulated industry. The principal regulators of the PRC banking industry are the CBIRC, the PBOC and the State Administration of Foreign Exchange (“SAFE”). The CBIRC requires all commercial banks in China to maintain certain financial ratios, including but not limited to liquidity coverage ratio, liquidity ratio, net stable funding ratio and Capital Adequacy Ratio (“CAR”).

In accordance with the Commercial Banking Law of the PRC (中華人民共和國商業銀行法) amended on 29 August 2015 and effective on 1 October 2015, the previous requirement that all commercial banks in China should maintain a loan-to-deposit ratio of not more than 75 per cent. has been removed. However, the CBIRC uses other indicators, such as liquidity coverage ratio, liquidity ratio, net stable funding ratio, liquidity matching rate, and high-quality liquid asset adequacy ratio to monitor the liquidity status of commercial banks. If NCB (China) failed to fulfil this mandatory requirement, it may result in restrictions on its business expansion imposed by the CBIRC, such as suspension of new business application and establishment of new branches or sub-branches. As at 31 December 2021, NCB (China) was in compliance with this mandatory requirement.

Following the issuance of Basel III in December 2010, on 27 April 2011, the CBIRC issued new guidelines setting more stringent capital adequacy, leverage, liquidity and loan loss provisioning requirements for PRC banks in accordance with the reform of China’s banking industry and the related regulatory framework. On 7 June 2012, the CBIRC further issued the Regulation Governing Capital of Commercial Banks (Provisional) (《商業銀行資本管理辦法(試行)》) (the “**Capital Management Rules**”), which in view of the new international capital regulatory framework and the spirit of Basel II and Basel III, establish a unified and comprehensive regulatory system for capital adequacy, re-define the term “capital”, expand the scope of capital risk coverage and set forth different regulatory requirements for commercial banks with different capital adequacy levels. Also, the rules set forth a new method for calculating the capital adequacy ratio and provide a transition period for PRC commercial banks to meet their capital adequacy requirements progressively. The Capital Management Rules has been effective since 1 January 2013. Pursuant to Notice on Matters Relating to Arrangements During the Transitional Period for Implementation of the Administrative Measures on Capitals of Commercial Banks (For Trial Implementation) (《中國銀監會關於實施《商業銀行資本管理辦法(試行)》過渡期安排相關事項的通知》) (the “**Transitional Notice on Capital Management**”), the CBIRC encourages the commercial banks which had satisfied the capital adequacy requirements in the Capital Regulation before the end of 2012 to continue to meet such requirements during the transition period, and the commercial banks which had failed to meet such requirements by the end of 2012 to gradually improve their capital adequacy during the transition period by satisfying the year-by-year capital adequacy requirements. In December 2020, the CBIRC issued the Assessment Methods for Systemically Important Banks (《系統重要性銀行評估辦法》), which aimed to release a list of systemically important banks in China annually to place these banks under

differentiated supervision, so as to reduce the possibility of their incurring material risks and prevent systemic risks. The systemic importance scores of sample banks shall be calculated by using quantitative assessment indicators, and supervisory judgments shall be made based on other quantitative and qualitative information, so as to comprehensively assess the systemic importance of sample banks. Banks with a score more than 100 points are included in the initial list of systemically important banks and the PBOC and the CBIRC may, based on other quantitative or qualitative auxiliary information, give supervisory judgment recommendation for putting a sample bank with a systemic importance score of less than 100 points on the list of systemically important banks and submit the recommendation to the FSDC Office together with the initial list.

The principal regulator of the PRC insurance industry is CBIRC. According to the Administrative Measures on Insurance Agency Business of Commercial Banks (the “**Insurance Agency Measures**”) (商業銀行代理保險業務管理辦法) issued on 23 August 2019 and effective on 1 October 2019, to carry out business in the insurance industry, commercial banks with legal person identities are required to apply for licenses engaging in insurance agency business. With such licenses, they may authorise their branches to engage in insurance agency business. Under the Insurance Agency Measures, commercial banks conducting insurance business shall arrange a special department to answer for such business, which shall be accounted and audited independently.

There is no assurance that the Group can always satisfy applicable laws and regulatory requirements. If the Group does not meet any such requirements, the Group’s business, financial condition and results of operations may be materially and adversely affected.

The Group’s business, financial condition, results of operations and prospects may be materially and adversely affected if it is unable to manage challenges arising during its growth.

The Group’s efforts to integrate its various business operations and coordinate among its branches and subsidiaries may not be effective or timely. In addition, the Group cannot assure you that such growth will continue in the future. The expansion of the Group’s business activities poses various challenges to it, including but not limited to:

- meeting the higher requirements for capital and cost controls to satisfy all relevant capital regulatory requirements, including the minimum capital adequacy ratio and net capital requirements, as well as other capital needs;
- strengthening its risk management capabilities and information technology (“IT”) systems to effectively manage risks associated with various businesses and services;
- recruiting, training and retaining management, investment and finance professionals, technical personnel and sales staff with sufficient experience and knowledge;
- developing new distribution channels for its products and services; and
- maintaining and developing its brand and reputation.

The Group’s investments, acquisitions and business initiatives may expose it to various potential risks, including risks associated with the integration of new business lines, operations and personnel, the diversion of resources from its existing businesses and technologies, the potential loss of, or harm to, relationships with employees and customers, as well as other unforeseen or hidden liabilities. If the Group is not able to manage future growth successfully, its business, financial condition, results of operations and prospects could be materially and adversely affected.

The Group's operations depend on key management and professional staff and its business may be materially and adversely affected if it is unable to recruit, train or retain a sufficient number of qualified employees.

The success of the Group's business, to a large extent, depends on its ability to attract and retain key personnel who possess in-depth knowledge and understanding of, and extensive working experience in, the financial industry. These key personnel include, among others, senior management, professional staff in the banking industry, experienced investment managers, product development personnel, research analysts, marketing and sales staff, legal professionals, risk management personnel, IT specialists and other operational personnel. Therefore, the Group devotes considerable resources to recruiting and retaining these personnel. However, the market for qualified professionals is highly competitive, and the Group faces increasing competition in recruiting and retaining these individuals as other banks and financial institutions are vying for the same pool of talent. The Group's business and financial condition could suffer if it is unable to retain its management team, including its senior management and operating management, and other high-quality personnel, including its management in the business, finance, investment and IT departments, or cannot replace them upon their departure in a timely manner. In the face of the intense competition for talent, the Group may need to offer better compensation and other benefits to recruit and retain qualified professionals and additional costs may be incurred.

The Group's risk management policies and procedures and internal controls, as well as the risk management tools available to it, may not be adequate or effective in identifying or managing risks to which it is exposed.

The complexity of the Group's operations and products exposes it to various risks, including market risk, credit risk, operational risk, liquidity risk, compliance risk, legal risk and other risks. The Group has established risk management and internal control systems and procedures to manage potential risks associated with the financial services and products it offers, and it has been dedicated to continuously improving these systems and procedures. See the section entitled "*Description of the Group — Risk Management*" in this Offering Circular. However, the design and implementation of such systems, including internal control environment, risk identification and evaluation, effectiveness of risk control and information communication, are constrained by available information, tools, models and technologies available to the Group, and its systems may not be adequate or effective in identifying or mitigating its risk exposure in all market environments or protecting it against all types of risks. The Group's risk management and internal control systems require ongoing review and continual improvements. The Group's efforts to maintain these systems may be ineffective or inadequate.

The effectiveness of the Group's risk management and internal control systems and procedures may also be adversely affected by oversight, clerical mishandling and errors, reporting errors or its limited experience or resources in making accurate, complete, up-to-date or proper evaluations. Many of the Group's methods for managing risk exposure are based upon observed historical market behaviour or data. Potential future risk can be significantly greater than what these methods have historically estimated. Moreover, the information and empirical data that the Group relies on may quickly become obsolete as a result of changes in market situations and regulatory requirements, and the Group's historical data may not be able to adequately reflect risks that may emerge from time to time in the future.

There is no assurance that the Group's risk management and internal control systems are adequate and effective. Failure to address any internal control matters and other deficiencies in a timely and effective manner may result in investigations, disciplinary actions or even prosecution against the Group or its employees, any of which may have a material adverse effect on its business, financial condition and results of operations.

Failures of or inadequacies in IT systems could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group's business operations depend heavily on its business, accounting and other data processing systems. The failure of normal operation or even inability in operation of any of such systems will expose it to financial losses, business disruption, intervention of regulatory authorities or reputational damage.

The proper functioning of its business processing, accounting, financial controls, risk management, customer service and other business is dependent on the Group's IT systems and communication networks with the third parties. If the fundamental system which supports the Group's business suffers from malfunction or disruption, including system problems or communication disruption to its systems and the systems of any third parties it engaged may be indirectly affected, which will have a material adverse effect on its ongoing business. These failures could be caused by, among other things, hardware failure, software program errors, computer virus attacks, network failure, conversion errors due to system upgrading or system relocation, failure to implement new IT initiatives, human errors, natural disasters, war, terrorist attacks, blackouts and unanticipated problems of facilities, many of which are beyond the Group's control. Although the Group backs up business data regularly, any prolonged disruption to or malfunction in the operation of its IT systems could have a large impact on its normal business operations and limit its ability to monitor and manage data, control financial and operation conditions, monitor and manage its risk exposures, keep accurate records, provide high-quality customer service and develop and sell profitable products and services. Recovery from such disasters may be unable to mitigate the Group's losses incurred during such malfunction and disruptions. In addition, insurances or other precaution measures may only partly, if at all, indemnify the Group's losses.

The Group updates its IT systems and introduces new IT systems from time to time. However, delays, system failures or other accidents may occur during such system upgrades or introduction of new systems. In addition, the upgraded or new IT systems may not be able to achieve the anticipated processing capacity and availability, and may also not be able to meet the needs of its business growth in the future. The Group's failure to address these problems promptly, including any delay in the implementation of any upgraded or new information systems, could result in its inability to perform, or delays in performing critical business operational functions, the loss of key business data, or a failure to comply with regulatory requirements, which could have a material adverse effect on its business, financial condition and results of operations.

In addition, the Group provides online financial services such as securities brokerage services to its customers. Security breaches, disruption to or instability of the Group's online financial services platform or mobile service platform could impair its ability to serve its customers and execute trades on their behalf and on its own account, which could materially and adversely affect its results of operations and reputation. The Group's networks may be vulnerable to unauthorised access, computer viruses and other disruptive problems. Costs incurred in rectifying any such disruptive problems may be high and may adversely affect the Group's business, financial condition and results of operations. The Group has been actively monitoring its internet banking security through an external IT unit and would issue public alerts when any security issue is located. Concerns regarding security risks in general may deter the Group's existing and potential customers from using its internet banking products and services, and may in turn have a material adverse effect on the Group's internet banking business.

The Group relies on the services provided by a third-party service provider for part of its IT functions during the transition period after the Acquisition.

Following the Acquisition, BOCHK, Cinda Financial Holdings Co., Limited (“**Cinda Financial**”) and the Issuer entered into a transitional services agreement (the “**TSA**”) on the 30 May 2016, pursuant to which BOCHK shall provide certain transitional support services to the Issuer and NCB (China) at service charges mutually agreed by the parties for an initial term of three years (with an option for extension of one year to be exercised by the Group) from 30 May 2016 to facilitate smooth post-Acquisition transition (the “**Transition Period**”). The services provided by BOCHK under the TSA include the maintenance of IT systems currently used by the Issuer and NCB (China) and other forms of IT support. If BOCHK fails to maintain the IT systems used by the Issuer and NCB (China) or provide IT support to the Group properly under the TSA, or if there is any disruption to or instability of the IT systems maintained by BOCHK, the Group’s operations, business and financial condition may be materially and adversely affected. There can be no assurance that such problems with BOCHK’s provision of IT system maintenance service will not occur in the future.

The Group has been developing its proprietary IT systems since the Acquisition, however, there is no assurance that the Group will be able to complete the intended development of its proprietary IT systems within the Transition Period. The Group has extended the TSA by the option given. NCB (China) has completed its new IT system platform since August 2019 and begun its own IT operation. If the Group fails to complete the intended development of its proprietary IT systems within the Transition Period, it may have to further negotiate with BOCHK or other third-party service providers for the continuation of use of the IT systems and IT support currently provided by BOCHK.

The Group may incur significant capital expenditure for the development of its proprietary IT systems.

While the Group has been using certain IT support services and IT systems provided by BOCHK during the Transition Period, it has been developing its proprietary IT systems for its own use in the long run. The development of such IT systems requires substantial capital investment. The Group may have higher capital expenditure in the future as it continues to develop and enhance its IT systems. The Group’s capital expenditure plans are subject to a number of factors, some of which are beyond its control, including its ability to generate sufficient cash flows from its operations and the availability and terms of external financing. If the Group is unable to obtain acceptable financing to fund necessary capital expenditures in the future, the results of its operations and its financial condition could be adversely affected.

The Group may not be able to detect money laundering, terrorism-funding economic sanctions and other illegal or improper activities in its business operations completely or on a timely basis.

The Group is required to comply with applicable anti-money laundering laws, anti-terrorism laws and other regulations in Hong Kong, the PRC and overseas. The PRC Anti-money Laundering Law (中華人民共和國反洗錢法) and the relevant anti-money laundering laws and regulations in Hong Kong require financial institutions to establish sound internal control policies and procedures with respect to anti-money laundering monitoring and reporting activities. The PRC Anti-Terrorism Law (中華人民共和國反恐怖主義法) and the relevant anti-terrorism regulations also require financial institutions to freeze capital or other assets of terrorist organisations and their members that have been designated by the national anti-terrorism authorities and to report to the relevant governmental authorities.

The United States, the United Kingdom, the European Union, the United Nations Security Council and other applicable jurisdictions also administer a range of anti-terrorism and economic sanctions programs, including broad embargoes against certain countries, such as Cuba, Iran, North Korea, Sudan, Syria, the Crimea region of Ukraine and the so-called People’s Republics of Luhansk and Donetsk, as well as targeted sanctions against terrorists, international narcotics traffickers and individuals engaged in activities related to the proliferation of weapons of mass destruction.

The Group has established adequate internal control systems for the detection and prevention of money laundering activities, terrorism-funding activities and economic sanctioned activities through its business platform, taking into account factors including the types of products and services offered, the category of customers and geographical locations of the parties and transactions involved for its identification of potential risks. The Group has also implemented various ongoing control measures to manage and mitigate any potential risks arising from its business operations, ranging from senior management oversight, appointments of compliance officer and money laundering reporting officer, regular checks by its compliance and audit function teams, staff screening and training. The Group's existing policies and procedures for the detection and prevention of money laundering activities and terrorist-financing activities through its business platform have only been adopted in recent years and may not eliminate instances in which it may have been used by other parties to engage in money laundering and other illegal or improper activities. In the event that the Group fails to fully comply with applicable laws and regulations, the relevant government agencies may freeze its assets or impose fines or other penalties on it. There is no assurance that there will not be failures in detecting money laundering or other illegal or improper activities which may adversely affect the Group's business reputation, financial condition and results of operations.

While the Group is not currently engaged in any activities in violation of U.S. sanctions, the United States maintains so-called "secondary sanctions" threatening the impositions of a range of sanctions against non-U.S. entities engaging in, among other activities, targeted activities, targeted activities in involving certain countries or sanctioned persons outside of U.S. jurisdiction. There is no assurance that there will be no failures in detecting and preventing money laundering, terrorism funding, economic sanctioned or other illegal or improper activities which may materially and adversely affect the Group's reputation, business, financial condition and results of operations and its ability to meet its obligations under the Capital Securities.

The Group may not be able to detect and prevent fraud or other misconduct committed by its employees, representatives, agents, customers or other third parties in a timely manner.

The Group may encounter fraud or other misconduct committed by its employees, representatives, agents, customers or other third parties, which could result in violations of laws and regulations by the Group and expose it to regulatory sanction. Even if such instances of misconduct do not result in any legal liabilities on its part, they could cause serious reputational or financial harm to the Group. This misconduct could include, but may not be limited to, committing fraud.

The Group's internal control procedures are designed to monitor its operations and ensure overall compliance. However, its internal control procedures may be unable to identify all incidents of non-compliance or suspicious transactions in a timely manner or at all. Furthermore, it is not always possible to detect and prevent fraud and other misconduct. The precautions taken to detect and prevent such activities may not be fully effective. There can be no assurance that fraud or other misconducts will not occur in the future. The Group's failure to detect and prevent fraud and other misconducts in a timely manner may have a material and adverse effect on its business reputation, financial condition and results of operations.

The Group may not be able to properly identify and deal with conflicts of interest, which could materially and adversely affect its business.

As the Group expands the scope of its businesses and client base, it becomes increasingly important for it to be able to address potential conflicts of interest, including situations where two or more interests within its businesses legitimately exist but are in competition or conflict. The Group may encounter conflicts of interest where (i) its services to a particular client or its own investments are in conflict, or are perceived to conflict, with the interests of another client; (ii) any of the non-public information it obtains through business channels is disclosed to other business departments of the Group; and (iii) the Group may be a counterparty of an entity to which it also provides financial services or with which it has other business relationships. Any failure to prevent the imprudent use

of information or manage conflicts of interest could harm the Group's reputation and affect client confidence. In addition, potential or perceived conflicts of interest may also give rise to litigation or regulatory actions. Any of the foregoing situations could adversely affect the Group's business, financial condition and results of operations.

The Group is subject to extensive regulatory requirements and any breach of the relevant laws or regulations would materially and adversely affect the Group's business, financial condition and results of operations, and further issuance of regulatory capital may adversely affect the market price of the capital securities in the secondary market.

Under the Banking Ordinance (Cap. 155) of Hong Kong (the "**Banking Ordinance**"), the Monetary Authority regulates the business activities and operations of authorized institutions and has the ability to influence banking and financial markets generally. Potential investors should be aware that regulatory requirements in Hong Kong may differ from those that prevail in other countries. See "*Regulation and Supervision — Regulation and Supervision in Hong Kong.*" Since the Group operates in the highly regulated banking and securities industries in Hong Kong, potential investors should also be aware that the regulatory authorities have been consistently imposing higher standards and developing guidelines and regulatory requirements such as the Basel III capital standards which have been adopted in Hong Kong since January 2013.

In December 2010 and January 2011, the Basel Committee issued the Basel III requirements to raise the quality, consistency and transparency of banks' capital base and new global liquidity standards. Among other things, Basel III increases the minimum CAR requirements in relation to risk-weighted assets, with the common equity requirement rising from 2 per cent. to 4.5 per cent. and the Tier 1 capital requirement rising from 4 per cent. to 6 per cent. The minimum total capital requirement remains unchanged at 8 per cent.

The initial stage of the Basel III capital reforms has been implemented by the government of Hong Kong since the beginning of 2013, and the full implementation of the reforms will be completed by 2022.

These standards require banks to disclose key pieces of information on capital, risk exposures, risk assessment processes and hence capital adequacy. The aim of these standards is to encourage banks to demonstrate to the market participants that their risk management systems are robust and that all relevant risks have been identified and controlled.

The Monetary Authority has publicly announced its plan to implement the Basel III liquidity standards in full following the Basel implementation schedule and transitional arrangement. The Banking (Liquidity) Rules (Cap. 155Q) of Hong Kong were enacted into local regulations in October 2014 and these rules have been in operation since 1 January 2015.

On 19 October 2018, the Financial Institutions (Resolution) (Loss-absorbing Capacity Requirements — Banking Sector) Rules (Cap. 628B) of Hong Kong (the "**LAC Rules**") was published in the gazette of the Hong Kong Special Administrative Region Government, and came into operation on 14 December 2018. The LAC Rules introduce an additional loss absorbing capacity ratio which the Group may or may not need to maintain in addition to existing capital and liquidity. If the LAC Rules are considered applicable to the Group in future, it may need to issue other loss absorbency capital instruments to meet the relevant requirements in the LAC Rules. There can be no assurance that the Group will be able to obtain additional capital in a timely manner, on acceptable terms or at all. Therefore, the Group is unable to assess the full impact of the LAC requirements on the financial system generally, the Group's counterparties, the Group, any of its consolidated subsidiaries, its operations and/or its financial position.

As at 31 December 2021, the Group's Common Equity Tier 1 CAR, Tier 1 CAR and Total CAR were 12.54 per cent., 15.02 per cent. and 18.46 per cent., respectively, which satisfy the regulation requirements. In order to strengthen its capital adequacy position or to ensure that it remains in compliance with applicable capital requirements under Hong Kong law, rules and regulations (including guidelines issued by the Monetary Authority), the Group may from time to time raise additional capital through such means and in such manner as it may consider appropriate including, without limitation, the issue of further subordinated notes or other hybrid capital instruments, subject to any regulatory approval that may be required. There can be no assurance that such future capital raising activities will not adversely affect the market price of the capital securities in the secondary market. There can also be no assurance that the Group will be able to obtain additional capital in a timely manner, on acceptable terms or at all.

Certain products and services provided by the Group are regulated by other regulators including the Securities and Futures Commission (the "SFC") in Hong Kong. The Group carefully manages legal and compliance risks, including in relation to the sale of financial products and compliance with anti-money laundering and anti-terrorist financing regulations. From time to time, the regulators in Hong Kong have introduced recommendations which are intended to provide tighter control and more transparency in the Hong Kong banking sector, in particular, in relation to the selling of investment and insurance products to retail customers.

In May 2010, the Monetary Authority and the SFC each launched new investor protection measures. The Securities and Futures Ordinance (Cap. 571) of Hong Kong (the "SFO") and its subsidiary legislations regulate the offering and sales of securities products as defined under Schedule 1 of the SFO. In addition to the subsidiary legislations, the Monetary Authority has been introducing additional measures on sales of investment products, including non-SFO regulated investment products, which the banking industry in Hong Kong needs to comply with.

Among others, the Monetary Authority, from time to time, issues circulars in relation to the selling of investment and insurance products, which further clarified and enhanced the product due diligence process, product disclosure to customers and suitability assessment. With regards to the investment products with relatively higher risk (such as accumulators and high yield or complex bonds), the Monetary Authority also specified the regulatory standards for selling these products.

Separately, the SFC has revised their Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the "SFC Code") for meriting greater protection to investors, including the reform of Professional Investor Regime in March 2016 dis-applying most of the previous exemptions under the SFC Code to the Individual Professional Investors, to add a new clause into client agreement for making the intermediary's suitability obligation towards its customers as a contractual term and to further enhance disclosure of transaction related information to customers in August 2018.

The Group has taken steps to implement the recommendations by relevant regulators and to comply with any new or modified regulations. Going forward, it is foreseeable that there would be further reinforcements and more stringent requirements on the regulations, particularly those in relation to suitability of selling investment and insurance products and fairness and transparency of providing banking products and services to customers. Increased regulations and the requirements for more stringent customer protections have increased its operational and compliance expenses. Any changes in regulations, governmental policies, income tax laws or rules and accounting principles, as well as international conventions and standards relating to commercial banking operations in Hong Kong, could affect the Group's operations. There can be no assurance that the relevant regulatory authorities will not implement further regulations and that such changes will not materially increase the Group's operational and compliance burden or adversely affect its business or operations. There can also be no assurance that breaches of legislation or regulations by the Group will not occur and, to the extent that such a breach does occur, that significant liability or penalties will not be incurred.

The Group is subject to certain minimum regulatory capital and liquidity requirements.

The Group is subject to the risk, inherent in all regulated financial businesses, of having insufficient capital resources to meet the minimum regulatory capital requirements. Currently, under Basel III transitional requirements, capital requirements are inherently more sensitive to market movements than under previous regimes and capital requirements will increase if economic conditions or negative trends in the financial markets worsen. Any failure of the Group to maintain its minimum regulatory capital ratios could result in administrative actions or sanctions, which in turn may have a material adverse impact on the Group's results of operations. A shortage of available capital might restrict the Group's opportunities for expansion.

The Basel Committee on Banking Supervision formally promulgated Basel III in December 2010. The CBRC promulgated the Capital Management Rules on 7 June 2012 based on the reform of the banking industry and the existing regulatory framework of the PRC, taking into account the effect of and requirements set out in Basel II and Basel III. The Capital Management Rules came into effect as of 1 January 2013; and on the same date, the Measures on the Administration of the Capital Adequacy Ratio of Commercial Banks, which was promulgated by the CBRC on 23 February 2004 and amended on 3 July 2007, was revoked. The Capital Management Rules establish a unified regulatory system in respect of the capital adequacy ratio, clarify the definition of capital, expand the range of capital risk coverage, raise the bottom line for the capital adequacy ratio and set a six-year transition period (from 2013 to 2018) for banks to comply with capital adequacy ratio requirements. On 30 November 2012, the CBRC issued the Transitional Notice on Capital Management, which provides the regulatory standards and implementation course for the transition period.

Further, the Monetary Authority or other authorities having oversight of the Issuer at the relevant time may implement the package of reforms in a manner that is different from that which is currently envisaged, or may impose additional capital requirements on authorized institutions. If the regulatory capital requirements, liquidity restrictions or ratios applied to the Group are increased in the future, any failure of the Group to maintain such increased regulatory capital ratios could result in administrative actions or sanctions, which may have an adverse effect on the Group's results of operations.

The Group may expand its business through acquisitions in the future, which may cause an adverse impact on its financial condition.

The Group may consider expanding its business operations through mergers, acquisitions and forming joint ventures. The benefits of an acquisition or joint venture transaction may take considerable time to develop. Such post-acquisition integration could place significant strain on its managerial, operational and financial resources and there is no assurance that any particular acquisition or joint venture will achieve the intended benefits. In particular, the heavy demands of capital for such transactions may lead to a deduction of capital and a decrease in the Group's capital adequacy level. Further, the success of such joint ventures is also dependent on current global economic conditions. For example, in a global economic downturn, the Group's joint ventures may need to raise more funds in order to continue to meet their obligations and there is no assurance that such funds will be successfully raised. Moreover, the PRC government may issue policies which could have a significant influence over many aspects of the economy from time to time. There is no assurance that the Group's investments and operations will not be restricted or adversely affected by such policies in the future.

In addition, the Group may review and optimise its business portfolio from time to time, including implementing exit plans for its investments in accordance with its development strategies. There is no assurance that the Group will successfully implement its investment exit strategies and/or restructure its business portfolio in the future. The Group will take into account various factors such as the following when reviewing its investment exit strategies:

- general market conditions;

- the availability of different methods of exit and the risks associated thereto;
- the projected investment gain, as updated during the entire lifecycle of the investment; and
- the impact on the Group's financial results and cashflows.

In the event that the Group is unable to make and implement investment exit decisions that adequately address its business restructuring and optimisation needs, the Group's business, financial condition, results of operation and prospects might be adversely affected.

Any future outbreak of mass communicable diseases like COVID-19, Severe Acute Respiratory Syndrome (SARS), Human Swine Influenza A (H1N1), Avian or Swine Influenza or other highly contagious diseases in Asia and elsewhere may materially and adversely affect the Group's business and operations, as well as its financial condition and status.

Since late-2019, the COVID-19 pandemic has resulted in a widespread and global health crisis, restrictions on travel and public transport and prolonged closures of workplaces. Such outbreak has affected investment sentiment, resulted in sporadic volatility in global capital markets and adversely affected economies around the world. It has caused significant volatility in the stock markets worldwide and has impacted economic activity worldwide. Concerns about the spread of COVID-19 have caused governments around the world to take measures to prevent its spread. Such measures include lockdowns, restrictions on travel and public transport and prolonged closures of workplaces, which have had a material adverse effect on the global economy. Although, with the implementation of vaccination programmes in various countries, there are some signs that the effect of COVID-19 is gradually being contained, many parts of the world remain heavily impacted by the pandemic.

There can be no assurance that there will not be a continued occurrence or a recurrence of an outbreak of COVID-19 (or new variants of COVID-19 that may be more contagious), or another significant global outbreak of a severe communicable disease, in Hong Kong, the PRC or the rest of the world in the future, and if such an outbreak were to occur, it may have an impact on the operations of the Group and its results of operations may suffer. Like other financial institutions, the Group's operations in those affected regions were influenced by a number of COVID-related factors including, but not limited to, a decline in demand for residential mortgage advances, a reduction in the number of customers visiting the Group's branches and an adverse impact on asset quality due to a weakened economy and higher unemployment rate. There can be no assurance that the Group's business, financial condition and result of operations would not be adversely affected if another outbreak of SARS or another highly contagious disease occurs.

Governments and central banks around the world have introduced or are planning fiscal and monetary stimulus measures including tax cuts, direct subsidies, rates cuts, bond repurchase programs and suspension or relaxation of prudential bank capital requirements. These measures aim to contain the economic impact of the pandemic, stabilise the markets and provide liquidity easing to the markets. There is no assurance that such measures may be introduced in time or will be sufficient or effective in delivering their policy objectives. There is no assurance that these measures will be successful in containing the economic impact of the pandemic or stabilising the markets. As a result, the global economy is facing significant uncertainties and the global financial markets are experiencing significant volatilities, which may have an adverse impact on the Group's results of operations, financial condition and profitability.

The Group is subject to concentration risk.

The Banking (Exposure Limits) Rules (Cap. 155S) of Hong Kong (the "BELR") generally prohibits any bank incorporated in Hong Kong from maintaining financial exposure to any single counterparty and group of linked counterparties in excess of 25 per cent. of Tier 1 capital. In recent years, the Issuer's exposure to its 10 largest borrowers (including groups of individuals and companies, excluding exposure to the Group) consistently amounted to a substantial majority of its Tier 1 capital,

even though it has not had exposure to any single counterparty and group of linked counterparties in excess of 25 per cent. of its Tier 1 capital. In addition, the Issuer also faces the risks of concentrated geographic distribution, as substantially all of its operations are in the PRC and Hong Kong. Such concentration exposes the Issuer to concentration risk and its business may therefore be significantly impacted by any adverse event affecting the banking industry in the PRC or Hong Kong, or even globally in general, and any adverse event affecting its largest customers, which may in turn have a material adverse effect on its business, financial condition and results of operations.

The Group may be affected by the Financial Institutions (Resolution) Ordinance or other regulatory requirements

On 7 July 2017, the Financial Institutions (Resolution) Ordinance (Cap. 628) of Hong Kong (the “**FIRO**”) came into effect. The FIRO provides for, among other things, the establishment of a resolution regime for authorized institutions and other within scope financial institutions in Hong Kong which may be designated by the relevant resolution authorities, which includes the Issuer and may in the future include other members of the Group (a “**FIRO Group Entity**”). The resolution regime seeks to provide the relevant resolution authorities with administrative powers to bring about timely and orderly resolution in order to stabilise and secure continuity for a failing authorized institution or within scope financial institution in Hong Kong. In particular, in the context of a resolution of any FIRO Group Entity, the relevant resolution authority may have the ability to resolve other entities within the Group as if they were themselves a within scope financial institution for the purposes of FIRO and take certain actions and make certain directions in relation to such entities. Any such actions could potentially affect contractual and property rights relating to the relevant entity. The implementation of FIRO remains untested and certain detail relating to FIRO will be set out through secondary legislation and supporting rules. Therefore, the Group is unable to assess the full impact of FIRO on the financial system generally, the Group’s counterparties, the Group, any of the Group’s consolidated subsidiaries or other Group entities, our operations and/or our financial position.

The loss-absorbing capacity (“**LAC**”) requirements have been introduced in December 2018, via the Financial Institutions (Resolution) (Loss-absorbing Capacity Requirements — Banking Sector) Rules (Cap. 628B), in order to ensure that the resolution regime can be used effectively and that authorized institutions have sufficient loss-absorbing capacity.

The HKMA or other regulatory authorities may implement other subsidiary registrations or regulations, or may implement a series of reforms that are different from the current reform plan in contemplation of, or may raise additional regulatory requirements to the Group which will increase our compliance costs. If the Group cannot meet any requirement for regulatory capital, the regulatory authorities may impose punishments or restrict our business operation, which may in turn, have a material adverse impact on our business, financial condition or results of operation.

The Group may be involved in legal and other proceedings arising from its operations from time to time.

The Group offers a range of wealth management and investment products to its customers. The Group’s management of the selling process associated with the distribution of these products is important to the success of its business. The Group is required, among other things, to assess the suitability of customers for particular investment products and to ensure that risks associated with those products are adequately disclosed to its customers before the Group sells such products to them. The Group may become liable to customers for damages and may be subject to regulatory enforcement actions if the sale of these products by the Group is subsequently found to be in breach of the relevant legal or regulatory requirements, or duties owed to customers.

Litigation and claims will always be a possibility and such claims, in the aggregate, may become material to the Group. Similarly, there can be no assurance that relevant government authorities or regulators will not seek to impose fines and/or suspend the Group’s regulated activities as a result of regulatory proceedings. Regulatory pressure to settle claims could also result in material payments by

the Group to disgruntled investors, which often does not reflect the merits of the parties' cases. Any legal or regulatory proceedings, whether substantiated or not, may result in negative publicity and a loss of customer confidence and/or goodwill, which may lead to a loss of business that may pose adverse effect on the Group's reputation with existing and potential customers, as well as the Bank's business, financial condition or results of operations. Lastly, future legislative or regulatory restrictions may also limit the practices and ability of the Group to sell investment products, which may have an impact on the Group's business.

If the Group is unsuccessful in defending any legal proceeding, or is unsuccessful in settling any legal proceeding on commercially reasonable terms, the Group may be liable to pay damages or face penalties or sanctions that may have a material adverse impact on the Group's business and operations. In addition, whilst the Group has purchased liability insurance, there is no assurance by the Group that such insurance coverage is sufficient to eliminate potential loss and damage caused by such proceedings.

Nevertheless, as at 31 December 2021, neither the Issuer nor any other member of the Group are involved in any material litigation, arbitration or similar proceedings, and the Issuer is not aware of any such proceedings pending or threatened against it or any of its subsidiaries, which are or might be material in the context of the Capital Securities. See the section titled "*Business of the Group — Litigation*".

RISK FACTORS RELATING TO THE CAPITAL SECURITIES

The Capital Securities are complex financial instruments and of high risks and may not be a suitable investment for all investors.

Each potential investor in the Capital Securities must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (a) have sufficient knowledge and experience to make a meaningful evaluation of the Capital Securities, the merits and risks of investing in the Capital Securities and the information contained or incorporated by reference in the Offering Circular or any applicable supplement;
- (b) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Capital Securities and the impact such investment will have on its overall investment portfolio;
- (c) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Capital Securities, including where the currency for principal or Distribution payments is different from the potential investor's currency;
- (d) understand thoroughly the terms of the Capital Securities and be familiar with the behaviour of any relevant financial markets; and
- (e) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic and other factors that may affect its investment and its ability to bear the applicable risks, including the likelihood and effect of the occurrence of a Non-Viability Event (as defined in the Conditions) or the exercise of any Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority (as defined in the Conditions).

The Capital Securities are complex financial instruments and of high risks. A potential investor should not invest in the Capital Securities unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Capital Securities will perform under changing conditions, including the effects of inflation, the resulting effects on the value of the Capital Securities and the impact this investment will have on the potential investor's overall investment portfolio.

The Capital Securities are perpetual securities and investors have no right to require redemption.

The Capital Securities are perpetual securities in respect of which there is no fixed redemption date. Holders have no ability to require the Issuer to redeem their Capital Securities whereas the Issuer can redeem the Capital Securities in certain circumstances as described in the Conditions. However, the Issuer is under no obligation to redeem the Capital Securities at any time. The Capital Securities are intended to qualify as additional tier 1 capital under the Capital Regulations. The ability of the Issuer to redeem Capital Securities is subject to the Issuer (a) obtaining the prior written consent of the Monetary Authority (if then required) to the redemption, and (b) satisfying any conditions that the Monetary Authority may impose at that time.

This means that Holders have no ability to cash in their investment, except if the Issuer exercises its right to redeem the Capital Securities or by selling their Capital Securities. However, there can be no guarantee that the Issuer will be able to meet the conditions for redemption of Capital Securities. Holders who wish to sell their Capital Securities may be unable to do so at a price at or above the amount they have paid for them, or at all, if insufficient liquidity exists in the market for the Capital Securities.

In addition, upon the occurrence of a Withholding Tax Event, a Tax Deduction Event or a Capital Event (each as defined in the Conditions), the Capital Securities may be redeemed at the relevant redemption amount, as more particularly described in the Conditions. Also, if any Non-Viability Event occurs, as more fully described in “— *The terms of the Capital Securities contain non-viability loss absorption and bail-in provisions*” below, Holders may lose up to the full principal amount of the Capital Securities. There can be no assurance that Holders will be able to reinvest the amount received upon redemption at a rate that will provide the same rate of return as their investment in the Capital Securities.

The Capital Securities may be redeemed at the Issuer’s option on the First Call Date and every six months thereafter or on the occurrence of certain other events.

The Capital Securities are redeemable at the option of the Issuer on the First Call Date (as defined in the Conditions) and on any Distribution Payment Date (as defined in the Conditions) thereafter at their outstanding principal amount together (if appropriate) with any Distribution accrued to (but excluding) the date fixed for redemption. In addition, upon the occurrence of a Withholding Tax Event, a Tax Deduction Event or a Capital Event, the Capital Securities may be redeemed at the relevant redemption amount, as more particularly described in the Conditions.

However, prior to any such redemption, the Issuer must obtain the prior written consent of the Monetary Authority to the extent such consent is then required, as described in the Conditions.

The date on which the Issuer elects to redeem the Capital Securities may not accord with the preference of individual Holders. This may be disadvantageous to the Holders in light of market conditions or the individual circumstances of the Holder of the Capital Securities. There can be no assurance that Holders will be able to reinvest the amount received upon redemption at a rate that will provide the same rate of return as their investment in the Capital Securities.

The Issuer’s obligations under the Capital Securities are subordinated.

The Issuer’s obligations under the Capital Securities will constitute direct, unsecured and subordinated obligations of the Issuer. Subject, *inter alia*, as discussed under “— *The terms of the Capital Securities contain non-viability loss absorption and bail-in provisions*” below, to the insolvency laws of Hong Kong and other applicable laws, in the event of a Winding-Up of the Issuer (other than pursuant to a Permitted Reorganisation (as defined in the Conditions)), the rights and claims against the Issuer of the Holders to payment of principal and Distribution on the Capital Securities and any other obligations in respect of the Capital Securities, shall rank (x) subordinate and junior in right of payment to, and of all claims of (i) all unsubordinated creditors of the Issuer

(including its depositors), (ii) holders of Tier 2 Capital Instruments of the Issuer, and (iii) all other Subordinated Creditors of the Issuer whose claims are stated to rank senior to the Capital Securities or rank senior to the Capital Securities by operation of law or contract; (y) *pari passu* in right of payment to and of all claims of the holders of Parity Obligations; and (z) senior in right of payment to and of all claims of the holders of Junior Obligations. In the event of a shortfall of funds on a Winding-Up, there is a risk that an investor in the Capital Securities will lose all or part of its investment and will not receive a full return of the principal amount or any unpaid amounts due under the Capital Securities. The Capital Securities also do not limit the Issuer's ability or the ability of any entity in the Group to incur additional indebtedness, including indebtedness that ranks senior in priority of payment to the Capital Securities.

The terms of the Capital Securities contain non-viability loss absorption and bail-in provisions.

Under the Conditions, a Non-Viability Event occurs when the Monetary Authority notifies the Issuer in writing (i) that the Monetary Authority is of the opinion that a Write-off or conversion is necessary, without which the Issuer would become non-viable; or (ii) that a decision has been made by the government body, a government officer or other relevant regulatory body with the authority to make such a decision, that a public sector injection of capital or equivalent support is necessary, without which the Issuer would become non-viable (whichever is earlier).

If a Non-Viability Event occurs and is continuing, the Issuer shall, upon the date that the Issuer specifies in a Non-Viability Event Notice (which date, for the avoidance of doubt, can be on or prior to the date of the Non-Viability Event Notice), irrevocably (without the need for the consent of the Holders) reduce the then outstanding principal amount of, and cancel any accrued but unpaid Distribution in respect of, each Capital Security (in each case in whole or in part).

If the Hong Kong Resolution Authority Power is exercised by the relevant Hong Kong Resolution Authority, the provisions detailed in the instrument by which the relevant Hong Kong Resolution Authority exercises the Hong Kong Resolution Authority Power (the "**Hong Kong Resolution Authority Power Instrument**") shall apply to the Capital Securities.

The Conditions provide that each Holder and the Trustee shall be subject, and shall be deemed to agree, be bound by and acknowledge that they are each subject, to having the Capital Securities being written off, cancelled, converted or modified, or to having the form of the Capital Securities changed in the exercise of any Hong Kong Resolution Authority Power (as defined in the Conditions) by the relevant Hong Kong Resolution Authority (as defined in the Conditions) without prior notice and which may include (without limitation) and result in any of the following or some combination thereof:

- (a) the reduction or cancellation of all or a part of the outstanding principal amount of, or Distributions on, the Capital Securities;
- (b) the conversion of all or a part of the outstanding principal amount of, or Distributions on, the Capital Securities into shares or other securities or other obligations of the Issuer or another person (and the issue to or conferral on the holder of such shares, securities or obligations), including by means of an amendment, modification or variation of the terms of the Capital Securities; and
- (c) the amendment or alteration of the maturity of the Capital Securities or amendment or alteration of the amount of Distributions payable on the Capital Securities, or the date on which the Distributions become payable, including by suspending payment for a temporary period, or any other amendment or alteration of the Conditions.

Although the Issuer has agreed to notify the clearing systems and the Holders following the occurrence of a Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power, there will be a delay between a Non-Viability Event or the exercise of the Hong Kong Resolution

Authority Power and the time that the clearing systems and the Holders via the clearing systems are notified of the occurrence of the relevant Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power through their clearing systems accounts or otherwise. Such delay may exceed several days during which trading and settlement in the Capital Securities may continue. Any such delay will not change or delay the effect of a Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power on the obligations of the Issuer under the Capital Securities or on the rights of the Holders. See Condition 4.3 (*Distribution — Non-Viability Loss Absorption*) and Condition 4.4 (*Distribution — Hong Kong Resolution Authority Power*). The notification of a Non-Viability Event is at the discretion of the Monetary Authority and the exercise of the Hong Kong Resolution Authority Power is at the discretion of the relevant Hong Kong Resolution Authority and both beyond the control of the Issuer. The circumstances in which such discretion is exercised are not limited and may include concerns about the Issuer's capital, funding and/or liquidity levels.

Holders should note that any amount that is written off upon the occurrence of a Non-Viability Event in accordance with the Conditions or is subject to the exercise of the Hong Kong Resolution Authority Power is permanent and will not be restored under any circumstances, even if the relevant Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power has ceased. In addition, a Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power may occur on more than one occasion and each Capital Security may be written down on more than one occasion. As the Distribution Rate is calculated on the basis of the principal amount as adjusted following the occurrence of a Non-Viability Event or as provided for in the relevant Hong Kong Resolution Authority Power Instrument, in the event that such principal amount is permanently reduced by the relevant Write-off or exercise of the Hong Kong Resolution Authority Power, Holders will receive less Distributions on their Capital Securities. In addition, upon the occurrence of a Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power, Holders could risk losing up to the full principal amount of the Capital Securities, as well as the cancellation of any accrued (and unpaid) Distributions, without receiving any compensation for such loss or cancellation.

The application of a non-viability loss absorption feature similar to Condition 4.3 (*Distribution — Non-Viability Loss Absorption*) and the exercise of the Hong Kong Resolution Authority Power as set out in Condition 4.4 (*Distribution — Hong Kong Resolution Authority Power*) has not been tested in Hong Kong and some degree of uncertainty may exist in its application.

The occurrence of a Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power may be inherently unpredictable and may depend on a number of factors which may be outside of the Group's control.

The occurrence of a Non-Viability Event is dependent on a determination by the Monetary Authority:

- (a) that a Write-off or conversion is necessary, without which the Issuer would become non-viable;
or
- (b) that a decision has been made by the government body, a government officer or other relevant regulatory body with the authority to make such a decision, that a public sector injection of capital or equivalent support is necessary, without which the Issuer would become non-viable.

The exercise of the Hong Kong Resolution Authority Power is dependent on the terms of the Hong Kong Resolution Authority Power Instrument. As a result, the Monetary Authority may require or may cause a Write-off or the relevant Hong Kong Resolution Authority may exercise the Hong Kong Resolution Authority Power in circumstances that are beyond the control of the Issuer and the Group and with which neither the Issuer nor the Group agree. Due to the inherent uncertainty regarding the determination of whether a Non-Viability Event exists or whether the Hong Kong Resolution Authority Power will be exercised, it will be difficult to predict when, if at all, a Write-off or the exercise of the Hong Kong Resolution Authority Power in relation to the Capital Securities will occur.

Accordingly, the trading behaviour in respect of the Capital Securities is not necessarily expected to follow trading behaviour associated with other types of securities. Any indication that the Issuer is trending towards a Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power could have a material adverse effect on the market price of the Capital Securities.

Potential investors should consider the risk that a holder of Capital Securities may lose all of their investment in the Capital Securities, including the principal amount plus any accrued but unpaid Distribution, in the event that a Non-Viability Event occurs or the Hong Kong Resolution Authority Power is exercised. There is no assurance that any contractual provisions with non-viability loss absorption features, to the extent applicable, will be sufficient to satisfy the Basel III-compliant requirements that the Monetary Authority may implement in the future. There is a risk that the Monetary Authority may deviate from the Basel III proposals by implementing reforms which differ from those envisaged by the Basel Committee.

The Capital Securities may be subject to a full or partial Write-off.

Investors may lose all of their investment in any Capital Securities upon the occurrence of a Non-Viability Event, which will lead to a full or partial Write-off. Investors may lose all of their investment in the Capital Securities as a result of the cancellation or modification of the Capital Securities pursuant to the exercise of the Hong Kong Resolution Authority Power. Upon the occurrence of a Write-off or so specified in the Hong Kong Resolution Authority Power Instrument, the principal amount and any accrued but unpaid Distribution of such Capital Securities will automatically be written off and if there is a full Write-off, the principal amount and any accrued but unpaid Distribution may be written off completely and such Capital Securities will be automatically cancelled.

In addition, the subordination and set-off provisions set out in Condition 2 (*Status and Subordination of the Capital Securities*) are effective only upon the occurrence of a Winding-Up of the Issuer. In the event that a Non-Viability Event occurs the rights of the Holders shall be subject to Condition 4.3 (*Distribution — Non-Viability Loss Absorption*). In the event that the Hong Kong Resolution Authority Power is exercised, the rights of the Holders shall be subject to the provisions in the Hong Kong Resolution Authority Power Instrument. The occurrence of a Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power may not result in the same outcome for Holders as would otherwise occur under Condition 2 (*Status and Subordination of the Capital Securities*) upon the occurrence of a Winding-Up of the Issuer.

Furthermore, upon the occurrence of a Write-off of any Capital Securities or if specified in the Hong Kong Resolution Authority Power Instrument, Distribution will cease to accrue and all Distribution amounts that were not due and payable prior to the Write-off or as specified in the Hong Kong Resolution Authority Power Instrument shall become null and void. Consequently, Holders will not be entitled to receive any Distribution that has accrued on such Capital Securities from (and including) the last Distribution Payment Date falling on or prior to the Non-Viability Event Notice or the relevant cut-off time specified in the Hong Kong Resolution Authority Power Instrument. Upon the occurrence of a Write-off or if specified in the Hong Kong Resolution Authority Power Instrument, no Holder may exercise, claim or plead any right to any such amounts written off, and each Holder shall be deemed to have waived all such rights to such amounts.

Any such Write-off or exercise of the Hong Kong Resolution Authority Power will be irrevocable and the Holders will, upon the occurrence of a Write-off or if specified in the Hong Kong Resolution Authority Power Instrument, not receive any shares or other participation rights of the Issuer or be entitled to any other participation in the upside potential of any equity or debt securities issued by the Issuer or any other member of the Group, or be entitled to any subsequent write-up or any other compensation in the event of a potential recovery of the Issuer or the Group.

Transfers scheduled to settle through Euroclear and Clearstream (the “ICSDs”) are expected to be rejected if the scheduled settlement is after any suspension by the ICSDs of clearance and settlement of the Capital Securities in connection with a Non-Viability Event Notice or the exercise of the Hong Kong Resolution Authority Power. Furthermore, because of time zone differences and the delay between the time when a Non-Viability Event occurs or the Hong Kong Resolution Authority Power is exercised and when the ICSDs receive and process the Non-Viability Event Notice or the notice that the Hong Kong Resolution Authority Power has been exercised, it is possible that transfers may either (i) fail to settle through the ICSDs even though such transfers were initiated prior to the Non-Viability Event or the relevant cut-off time specified in the Hong Kong Resolution Authority Power Instrument or (ii) are settled through the ICSDs even though such transfers were initiated after the Non-Viability Event or the relevant cut-off time specified in the Hong Kong Resolution Authority Power Instrument.

The ICSDs are expected to suspend all clearance and settlement of transfers of the Capital Securities by Holders after receipt of a Non-Viability Event Notice or as specified in the Hong Kong Resolution Authority Power Instrument, and any transfer of the Capital Securities that is scheduled to settle after commencement of such suspension is expected to be rejected by the ICSD and will not be settled within the ICSDs.

Although a Non-Viability Event Notice or a notice of the exercise of the Hong Kong Resolution Authority Power has been exercised will be sent by the Issuer to the ICSDs and the Holders via the ICSDs after the occurrence of a Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power, as the case may be, the records of the ICSDs will not be immediately updated to reflect the Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power, as the case may be, and a period of time, which may exceed several days, will be required before the clearance and settlement of transfers of the Capital Securities through the ICSDs are suspended. Due to such delay, it is possible that transfers that are initiated prior to such suspension and scheduled to settle on a date after the ICSDs commence such suspension will fail to settle through the ICSDs even though such transfers were initiated prior to the Non-Viability Event or the relevant cut-off time specified in the Hong Kong Resolution Authority Power Instrument, as the case may be. In such circumstances, transferors of the Capital Securities would not receive any consideration through the ICSDs in respect of such intended transfer because the ICSDs will not settle such transfer after commencement of such suspension. Similarly, it is possible that transfers that are initiated prior to such suspension and scheduled to settle on a date before the ICSDs commence such suspension will be settled through the ICSDs even though such transfers were initiated after the Non-Viability Event or the relevant cut-off time specified in the Hong Kong Resolution Authority Power Instrument. In such circumstances, transferees of the Capital Securities may be required to pay consideration through the ICSDs even though, upon the occurrence of a Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power, no amounts under the Capital Securities will thereafter become due, and such transferees will have no rights whatsoever under the Trust Deed or the Capital Securities to take any action or enforce any rights or instruct the Trustee to take any action or enforce any rights whatsoever against the Issuer, regardless of whether they have received actual or constructive notice of such fact. The settlement of the Capital Securities following a Non-Viability Event or the exercise of the Hong Kong Resolution Authority Power, as the case may be, will be subject to procedures of the ICSDs that are in place at such time.

The operation of a resolution regime in Hong Kong may override the contractual terms of the Capital Securities.

In Hong Kong, the Resolution Ordinance (as defined in the Conditions) became effective on 7 July 2017. The Monetary Authority is the relevant Hong Kong Resolution Authority in relation to banking sector entities in Hong Kong, such as the Issuer. The Monetary Authority’s powers under Resolution Ordinance include, but are not limited to, powers to write off or convert all or a part of the principal amount of, or Distributions on, the Capital Securities, and powers to amend or alter the contractual

provisions of the Capital Securities. Whilst the Resolution Ordinance sets out a framework of the resolution regime in Hong Kong, much of the detail is to be legislated through secondary legislation and supporting rules, and as such the impact of it on the Capital Securities cannot currently be fully accurately assessed. See “*Regulation and Supervision — The Hong Kong Resolution Regime*”.

The operation of the resolution regime in Hong Kong may affect the rights of the Holders and could result in the Holders losing their rights in relation to accrued and future Distributions on and the principal amount of the Capital Securities without compensation.

Certain considerations relating to enforcement.

To the extent that the Trustee or the holders of the Capital Securities are entitled to any recovery with respect to the Capital Securities in any Hong Kong proceedings, the Trustee and such holders of the Capital Securities might not be entitled in such proceedings to a recovery in U.S. dollars and might be entitled only to a recovery in Hong Kong dollars.

In Hong Kong proceedings, if the Issuer’s assets become subject to the control of a court-appointed receiver, Distributions on the Capital Securities would cease to accrue on the date of the court order and the relevant U.S. dollar amounts would be converted to Hong Kong dollars as at such date for purpose of claims.

Credit ratings of the Capital Securities.

The Capital Securities are expected to be assigned a rating of “Ba2” by Moody’s. These ratings reflect the Issuer’s ability to make timely payments of principal and Distribution on the Capital Securities. A rating is not a recommendation to buy, sell or hold any security, does not address the likelihood or timing of payment of the Capital Securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation. There is no assurance that the ratings assigned to the Capital Securities will remain in effect for any given period or that the ratings will not be revised by the assigning rating organisation in the future if, in its judgment, circumstances so warrant. A downgrade in ratings may affect the secondary market price of the Capital Securities.

Liquidity of the Capital Securities.

There can be no assurance as to the liquidity of the Capital Securities or that an active trading market will develop. If such a market were to develop, the Capital Securities could trade at prices that may be higher or lower than the initial issue price depending on many factors, including prevailing interest rates, the Issuer’s operations and the market for similar securities. The Joint Lead Managers are not obliged to make a market for the Capital Securities and any such market-making, if commenced, may be discontinued at any time at the sole discretion of the Joint Lead Managers, acting together. No assurance can be given as to the liquidity of, or trading market for, the Capital Securities upon their listing on the SEHK. Lack of a liquid, active trading market for the Capital Securities may adversely affect the price of the Capital Securities or may otherwise impede a holder’s ability to dispose of the Capital Securities.

Payments of Distribution are discretionary and Distributions are non-cumulative.

Payment of Distributions on any Distribution Payment Date is at the sole discretion of the Issuer. Subject to the Conditions, the Issuer may elect to or, in certain cases, be required to cancel any Distribution on any Distribution Payment Date. The Issuer may make such election for any reason. In addition, the Issuer will not be obliged to pay, and will not pay, any Distribution upon the occurrence of a Mandatory Distribution Cancellation Event or an Optional Distribution Cancellation Event. Cancelled Distributions will not be reinstated and will not constitute an event of default. In addition, Distributions would only be paid out of such amounts for the time being available to the Issuer for distribution in compliance with section 297 of the Companies Ordinance (Cap. 622) of Hong Kong (the “**Companies Ordinance**”) as at the Issuer’s latest audited balance sheet, and subject to certain

capital conservation requirements as applicable to the Issuer, as further described in the Conditions. As at the date of this Offering Circular, pursuant to section 297(1) of the Companies Ordinance, the Issuer may only make a distribution out of profits available for distribution. For the purposes of section 297 of the Companies Ordinance, the Issuer's profits available for distribution are its accumulated, realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated, realised losses, so far as not previously written off in a reduction or reorganisation of capital.

Any Distributions which are not paid on the applicable Distribution Payment Date following a Mandatory Distribution Cancellation Event, an Optional Distribution Cancellation Event or a Write-off shall not accumulate or be payable at any time thereafter, whether or not funds are or subsequently become available. Holders will have no right thereto whether in a bankruptcy or dissolution as a result of the insolvency of the Issuer or otherwise. Therefore, any Distributions not paid following a Mandatory Distribution Cancellation Event, an Optional Distribution Cancellation Event or a Write-off will be lost and the Issuer will have no obligation to make payment of such Distributions or to pay interest thereon.

If Distributions are not paid for whatever reason, the Capital Securities may trade at a lower price. If a Holder sells his Capital Securities during such a period, he may not receive the same return on investment as a Holder who continues to hold his Capital Securities until Distributions are resumed.

There are limited remedies for non-payment under the Capital Securities.

Any scheduled Distribution will not be due if the Issuer elects not to pay the Distribution pursuant to the Conditions. Notwithstanding any of the provisions relating to non-payment defaults, the right to institute Winding-Up proceedings is limited to circumstances where payment of principal or any Distributions on any of the Capital Securities has become due and such failure continues for a period of 14 days in the case of Distributions or seven business days in the case of principal; or where an order is made or an effective resolution passed for the Winding-Up of the Issuer. The only remedy against the Issuer available to any Holders for recovery of amounts in respect of the Capital Securities following the occurrence of a payment default will be instituting Winding-Up Proceedings and/or proving and/or claiming in Winding-Up in respect of any of the Issuer's payment obligations arising from the Capital Securities. In such a Winding-Up, the claims of the Holder will be subordinated and subject in right of payment to the prior payment in full of all claims of such senior creditors as set out in Condition 2 (*Status and Subordination of the Capital Securities*).

The Trustee may request that Holders provide indemnity to its satisfaction.

In certain circumstances (including the giving of notice to the Issuer pursuant to Condition 9.1 (*Events of Default and Enforcement — Events of Default and Winding-Up Proceedings*)), the Trustee may (at its sole discretion) request the Holders to provide an indemnity and/or security and/or pre-funding to its satisfaction before it takes actions on behalf of the Holders and shall not be obliged to take any such actions until it is indemnified and/or secured and/or pre-funded to its satisfaction. Negotiating and agreeing to an indemnity and/or security and/or pre-funding can be a lengthy process and may have an impact upon when such actions can be taken. The Trustee may not be able to take actions notwithstanding the provision of an indemnity and/or security and/or pre-funding to it, in breach of the terms of the Trust Deed or the Conditions.

The Trustee may decline to take actions requested by the Holders.

The Trustee may decline to take action requested by the Holders, notwithstanding the provision of an indemnity or security or pre-funding to it, where it is not satisfied that the action is permitted by applicable law or regulation and, to the extent permitted by the agreements and applicable law, it will be for the Holders to take such actions directly.

The Issuer may raise other capital which affects the price of the Capital Securities.

The Issuer may raise additional capital through the issue of other securities or other means. There is no restriction, contractual or otherwise, on the amount of securities or other liabilities which the Issuer may issue or incur and which rank senior to, or *pari passu* with, the Capital Securities, and there is no restriction on the Issuer issuing securities with or without Non-Viability Loss Absorption provisions (whether or not such provisions are similar to those of the Capital Securities). The issue of any such securities or the incurrence of any such other liabilities may reduce the amount (if any) recoverable by Holders on a dissolution or winding-up and/or may increase the likelihood of a cancellation of Distributions under the Capital Securities. The issue of any such securities or the incurrence of any such other liabilities might also have an adverse impact on the trading price of the Capital Securities and/or the ability of Holders to sell their Capital Securities.

Any failure to complete the relevant filing under the NDRC Circular within the prescribed time frame may have adverse consequences for the Issuer and/or the investors of the Capital Securities.

The NDRC issued the NDRC Circular on 14 September 2015, which came into effect on the same day. According to the NDRC Circular, domestic enterprises and their overseas controlled entities shall procure the registration of any debt securities with a maturity of more than one year issued outside the PRC with NDRC prior to the issue of the securities and notify the particulars of the relevant issue within ten PRC working days after the completion of the issue of the securities. The NDRC Circular is silent on the legal consequences of non-compliance with the pre-issue registration requirement. China Cinda has registered the issuance of the Capital Securities with the NDRC and obtained a certificate from the NDRC on 6 April 2022 evidencing such registration and which remains in full force and effect. Similarly, the legal consequences of non-compliance with the post-issue notification requirement under the NDRC Circular is unclear. The NDRC Circular is silent on the legal consequences of non-compliance with the post-issue notification requirement. The Issuer intends to notify the NDRC of the particulars of the issue of the Capital Securities within the prescribed period under the NDRC Circular.

Since the NDRC Circular does not have any detailed implementation procedures, there is no assurance that the NDRC will not issue further implementation rules or notices which may require additional steps in terms of the registration or provide sanctions or other administrative procedures in case of failure to complete the post-issue filing with the NDRC. If the Issuer does not complete the post-issue filing with respect to the Capital Securities within the prescribed timeframe (including as a result of reasons outside the Issuer's control), the NDRC may impose sanctions or other administrative procedures on the Issuer which may have a material adverse impact on the Group's business, financial condition or results of operations.

A change in English law which governs the Capital Securities may adversely affect Holders.

The Conditions are governed by English law in effect as at the date of this Offering Circular. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of this Offering Circular and any such change could materially adversely impact the value of any Capital Securities affected by it.

Exchange rate risks and exchange controls may result in investors receiving less interest or principal than expected.

The Issuer will pay principal and Distribution on the Capital Securities in U.S. dollars. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than U.S. dollars. These include the risk that exchange rates may significantly change (including changes due to devaluation of U.S. dollars or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to U.S. dollars would decrease (1) the Investor's Currency equivalent yield on the Capital Securities, (2) the Investor's Currency equivalent value of the principal payable on the Capital Securities and (3) the Investor's Currency equivalent market value of the Capital Securities.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate or the ability of the Issuer to make payments in respect of the Capital Securities. As a result, investors may receive less interest or principal than expected, or no interest or principal.

Modifications and waivers may be made in respect of the Conditions and the Trust Deed by the Trustee or less than all of the holders of the Capital Securities, and decisions may be made on behalf of all holders of the Capital Securities that may be adverse to the interests of the individual holders of the Capital Securities.

The Conditions contain provisions for calling meetings (including meetings held by way of conference calls using a videoconference platform) of the holders of the Capital Securities to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Holders including those Holders who did not attend and vote at the relevant meeting and those Holders who voted in a manner contrary to the majority. There is a risk that the decision of the majority of holders of the Capital Securities may be adverse to the interests of the individual holders of the Capital Securities.

The Conditions also provide that the Trustee may (but shall not be obliged to), without the consent of the holders of the Capital Securities, agree to any modification of the Trust Deed and/or the Conditions (other than in respect of a reserved matter) which, in the sole and absolute opinion of the Trustee, will not be materially prejudicial to the interests of the holders of the Capital Securities and to any modification of the Capital Securities or the Trust Deed which, in the opinion of the Trustee, is of a formal, minor or technical nature or is to correct a manifest error.

In addition, the Trustee may (but shall not be obliged to), without the consent of the holders of the Capital Securities, authorise or waive any proposed breach or breach of the Capital Securities or the Trust Deed (other than a proposed breach or breach relating to the subject of certain reserved matters) if, in the sole and absolute opinion of the Trustee, the interests of the holders of the Capital Securities will not be materially prejudiced thereby.

USE OF PROCEEDS

The Issuer intends to use the net proceeds from the issue of the Capital Securities, after deducting underwriting commissions and other estimated expenses payable in connection with the offering of the Capital Securities, to supplement its additional tier 1 capital under the Banking (Capital) Rules (Cap. 155L).

The Capital Securities are intended to qualify as additional tier 1 capital of the Bank for the purposes of capital adequacy under the Banking (Capital) Rules (Cap. 155L). The issuance of the Capital Securities will strengthen the Bank's capital base and fund the growth of the Bank's operations and development.

CAPITALISATION AND INDEBTEDNESS

As at the date of this Offering Circular, the Issuer has an authorised share capital of HK\$700 million consisting of 7,000,000 ordinary shares of HK\$100 each, and issued and fully paid up share capital of HK\$3,144.5 million consisting of 7,000,000 ordinary shares.

The following table sets out the Group's consolidated capitalisation and indebtedness as at 31 December 2021 and as adjusted for the issue of the Capital Securities and the transaction costs from the issue of the Capital Securities as described in the notes below.

	As at 31 December 2021	As adjusted
	<i>(in HK\$ thousands)</i>	<i>(in HK\$ thousands)</i>
INDEBTEDNESS		
Deposits and balances from banks and other financial institutions	21,653,972	21,653,972
Financial liabilities at fair value through profit or loss	6,415,312	6,415,312
Derivative financial instruments	814,670	814,670
Deposits from customers	383,781,386	383,781,386
Debt securities and certificates of deposit in issue.	31,755,227	31,755,227
Other accounts and provisions	19,022,499	19,022,499
Current tax liabilities	289,842	289,842
Deferred tax liabilities.	812,882	812,882
Subordinated liabilities	5,451,286	5,451,286
Total indebtedness	<u>469,997,076</u>	<u>469,997,076</u>
EQUITY		
Share capital	3,144,517	3,144,517
Reserves	53,874,517	53,874,517
Additional equity instruments	9,314,890	9,314,890
Capital Securities to be issued ⁽¹⁾	—	5,069,025
Total equity	<u>66,333,924</u>	<u>71,402,949</u>
Total indebtedness and equity	<u>536,331,000</u>	<u>541,400,025</u>

Notes:

- (1) This balance represents the aggregate principal amount of the Capital Securities of U.S.\$650,000,000 taken up fully by the Joint Lead Managers (HK\$5,069,025,000, translated at the exchange rate of HK\$7.7985 to U.S.\$1.00).
- (2) Except as otherwise disclosed above, there has been no material adverse change in the Group's consolidated capitalisation and indebtedness since 31 December 2021.

BUSINESS OF THE GROUP

INTRODUCTION

Overview

The Group is one of the oldest local banks in Hong Kong, having commenced business in 1949. The Group possesses nearly 70 years of operating history, a highly recognised brand, an extensive branch network, a stable and loyal customer base, expertise in providing cross-border services and robust financial conditions. As at 31 December 2021, the Group's total consolidated assets, advances to customers and deposits from customers were HK\$536,331.00 million, HK\$291,549.85 million and HK\$383,781.39 million, respectively. As at 31 December 2020, the Group's total consolidated assets, advances to customers and deposits from customers were HK\$505,698.16 million, HK\$276,694.77 million and HK\$351,629.93 million, respectively. As at 31 December 2019, the Group's total consolidated assets, advances to customers and deposits from customers were HK\$489,588.85 million, HK\$260,395.54 million and HK\$345,887.78 million, respectively.

The Group's core business services include wealth management services, trade finance, deposit taking, foreign currency savings, remittances, investment services, home mortgage loans, personal loans, credit cards, safe deposit boxes, personal Renminbi services, internet banking services and insurance broker services.

As at 31 December 2021, the Group offered a broad range of banking and related financial services in Hong Kong through a network of 40 branches, strategically located to provide coverage for the core districts on Hong Kong Island, Kowloon and the New Territories. The Group's market-leading position in Renminbi and cross-border banking services is evidenced by the continued recognitions and awards received from various organisations, including, the "Excellent Brand of Cross Border Personal Banking Services" and "Excellent Brand of Cross Border Corporate Banking Services" awarded by Metro Finance in 2021; "Award for Excellence in Financial Brand Value in the Greater Bay Area" awarded by Mingpao in 2021; "Award for Professional Financial Services in the Greater Bay Area" jointly awarded by Hong Kong Commercial Newspapers Co., Ltd., Economic Herald, Federation Economic and Commerce of Hong Kong and China Enterprise Reputation and Credibility Association (Overseas) in 2021; the "Excellence Award for Cross-border Financial Services" awarded by Sky Post in 2019; the "Excellent Brand of Cross Border Personal Banking Services" and "Excellent Brand of Cross Border Corporate Banking Services" awards by Metro Finance in 2019; the "Small and Medium Enterprises Best Partner Award" awarded by the Hong Kong Small and Medium Enterprises General Chamber of Commerce (香港中小型企業總商會) in 2019; the "Hong Kong Banking Industry Talent Development Award Scheme (Category 1)" awarded by the Hong Kong Banking Association (香港銀行學會); the "Hong Kong Institute of Bankers Talent Development Award" awarded by Institute of Financial Planners of Hong Kong in 2019; the "Best Corporate Finance Education Leadership of the year" awarded by Institute of Financial Planners of Hong Kong in 2019; the "Corporate Financial Education Leadership - Gold Award" awarded by Institute of Financial Planners of Hong Kong in 2019; and the "Quality Financial Planner Award" awarded by Institute of Financial Planners of Hong Kong in 2019. The Group also has extensive experience in operating cross-border banking business. The Group started to provide China-related banking services since 1979 through its China Investment Consultation Department and was one of the first foreign movers in the PRC banking industry when it established its Shenzhen branch in the Shenzhen Special Economic Zone in 1982. The Group was the first foreign bank operating in China since the establishment of the PRC, it granted the first foreign bank loan in China since its adoption of its reform and opening-up policy, and it was also among the first banks which provided "offshore guarantee for onshore loan" products and was one of the first three foreign banks approved by the China Banking Regulatory Commission ("CBRC") to issue credit cards in China.

In terms of the Group's overseas operations, the Group had 38 branches/sub-branches in total in the PRC as at 31 December 2021. The Group's PRC businesses are operated through NCB (China), which is the Group's PRC-incorporated bank with its headquarters in Shanghai. NCB (China)'s business network covers the Pearl River Delta, the Yangtze River Delta Economic Zone and the Bohai Economic Rim, with branches/ sub-branches in major cities in the PRC such as Shanghai, Beijing, Dalian, Qingdao, Wuxi, Hefei, Suzhou, Hangzhou, Chengdu, Shenzhen, Foshan, Nanning, Shantou, Wuhan, Guangzhou, Haikou, Dongguan and Zhuhai.

In 2007, the Group established NCB (China) as a PRC-incorporated bank. The Group's branches and their businesses in the PRC were consolidated under NCB (China) for further expansion of the Group's PRC presence. NCB (China) has continued to expand its PRC presence. For example, it set up NCB (China) Wuhan branch in 2020 to fully promote the business development in mainland China. NCB (China) provides comprehensive RMB and foreign currency banking services to its customers. Services include but are not limited to deposit-taking, loans and advances, debit cards, credit cards, wealth management services, personal banking, investment services, agency services for life and general insurance, remittance and settlement, RMB cross-border trade settlement services and domestic and international trade finance facilities. As at the date of this Offering Circular, NCB (China) has obtained the relevant licences for operating its cross-border Renminbi business, foreign exchange settlement business, credit card business, derivatives business, insurance business, offshore wealth management business, investment fund business, interbank lending business, gold trading business and currency swap business, in the PRC.

The Group became a wholly-owned subsidiary of China Cinda in 2016, which allowed China Cinda to achieve additional financial and operational stability through its integration with a well-established commercial bank in Hong Kong, strengthening its leading advantage as a non-performing asset management business and creating an integrated asset management and financial services brand name. It was also an important step in the Group's development and holds huge significance for the future development of the Group as a core banking platform within the China Cinda group.

As at 31 December 2019, 2020 and 2021, the Group's total capital adequacy ratio was approximately 21.73 per cent., 19.26 per cent. and 18.46 per cent., respectively, compared with the statutory minimum requirement of total capital adequacy ratio of 8.0 per cent. For the years ended 31 December 2019, 2020 and 2021, the average value of the Group's quarterly liquidity coverage ratio for the last quarter of the year was 154.97 per cent., 149.77 per cent. and 153.44 per cent., respectively.

For the years ended 31 December 2019, 2020 and 2021, the Group's profit after taxation was HK\$3,951million, HK\$3,815 million and HK\$3,231 million, respectively. For the years ended 31 December 2019, 2020 and 2021, the Group achieved a return on average assets of approximately 0.73 per cent., 0.77 per cent. and 0.62 per cent., respectively, and a return on average equity of approximately 7.30 per cent., 6.49 per cent. and 4.99 per cent., respectively.

History and Corporate Development

Since its establishment in 1949, the Group has operated in Hong Kong for nearly 70 years and has enjoyed a reputation as one of the leading local banks in Hong Kong.

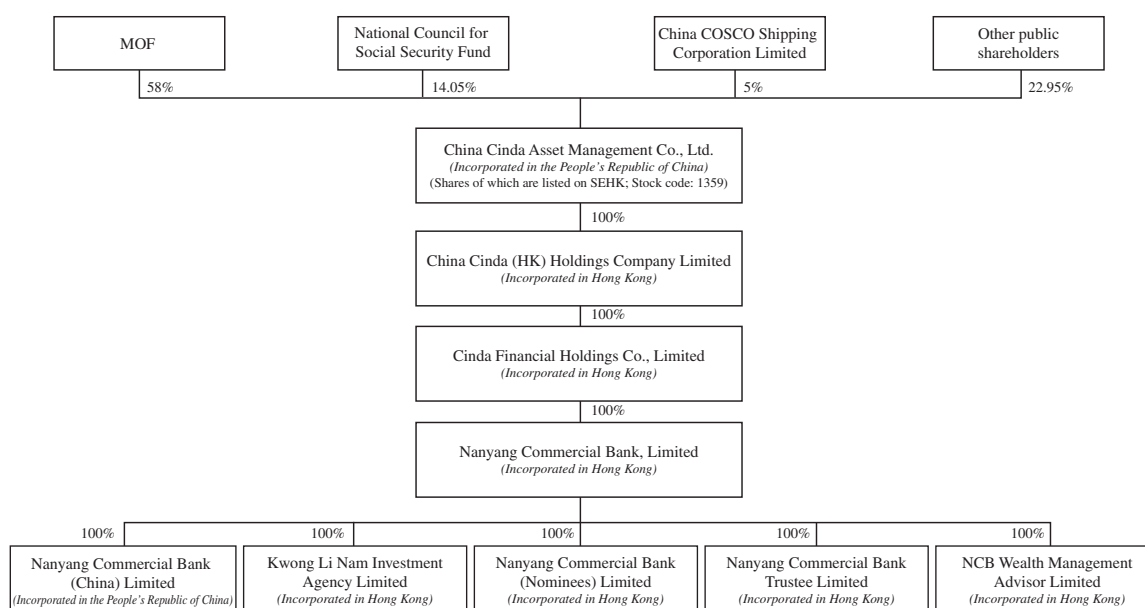
The following chart highlights some of the milestone developments of the Group:

Year	Events
1949	The Issuer was established by Mr. Chuang Shih Ping and started operating in Hong Kong.
1979	The Issuer established the China Investment Consultation Department to provide financial services for Hong Kong corporations with trading, investments and other businesses in the PRC.
1982	The Issuer established its Shenzhen branch in the Shenzhen Special Economic Zone and was the first foreign bank operating in the PRC.
2001	The Issuer became a wholly-owned subsidiary of Bank of China (Hong Kong) Limited while continuing to operate separately under its own brand.
2005	The Issuer was awarded the “Caring Company” logo by The Hong Kong Council of Social Service for the first time.
2007	NCB (China) was established as a locally-incorporated bank in the PRC. The Issuer’s onshore branches and their businesses in the PRC were consolidated under NCB (China) for further expansion of the Group’s PRC presence.
2011 – 2017	The Issuer was awarded the Top 10 Banks (Hong Kong) Honour Award on the Asian Bank 300 list by Yazhou Zhoukan (亞洲週刊).
2013 – 2016	The Issuer was awarded the “Excellent Brand of Cross-Border Banking Services” Award by Metro Finance (新城財經台) for 4 consecutive years.
2014	The Issuer received the Award for Cross-Border Interaction Renminbi Innovative Service Award from Wen Wei Pao (文匯報).
2016	China Cinda acquired 100 per cent. of the Issuer’s equity interests from BOCHK with completion on 30 May 2016. The Issuer became a wholly-owned subsidiary of China Cinda.
2017	The Issuer won the “Excellence Award for Cross-border Financial Services” at the Banking & Finance Awards 2017 organised by Sky Post.
2017	The Issuer received “Hong Kong Leaders’ Choice 2017 — Excellent Brand of Wealth Management Banking Service” from Metro Finance (新城財經台).
2018	“Cinda Wealth Center”, sponsored by China Cinda group and led by NCB (China), commenced operation in June 2018.
2018	The Issuer won another “Excellence Award for Cross-border Financial Services” at the Banking & Finance Awards 2018 organized by Sky Post.
2018	The Issuer won the “Excellent Brand of Cross Border Personal Banking Services” and “Excellent Brand of Cross Border Corporate Banking Services” awards at the Award Presentation Ceremony of “Hong Kong Leaders’ Choice 2018” (香港企業領袖品牌2018) from Metro Finance (新城財經台).

Year	Events
2018	The Issuer received the “Accredited Professional Financial Planning Firm 2018” and the “Corporate Financial Education Leadership—Gold” awards by the Institute of Financial Planners of Hong Kong (香港財務策劃師學會).
2019	NCB (China) launched its new IT system in August 2019, which significantly improved its client service capabilities.
2019	The Issuer received “Best SME’s Partner Award 2019” from the Hong Kong General Chamber of Small and Medium Business. NCB was awarded the “Excellent Financial Institutions Services” from the Quamnet Outstanding Enterprise Awards 2019 organized by Quamnet.
2020	NCB (China) established a branch in Wuhan.
2020	The Issuer received the accolade of the “Excellent Brand of Cross Border Personal Banking Services” and “Excellent Brand of Cross Border Corporate Banking Services” Award at Hong Kong Leaders’ Choice Brand Awards organized by Metro Finance.
2021	NCB (China) ’s head office moved to 898 Puming Road, Pudong New District, Shanghai, China.
2021	The Issuer received the “Excellent Brand of Cross Border Personal Banking Services” and the “Excellent Brand of Cross Border Corporate Banking Services” awarded by Metro Finance; the “Award for Excellence in Financial Brand Value in the Greater Bay Area” by awarded Mingpao; and the “Award for Professional Financial Services in the Greater Bay Area” jointly awarded by Hong Kong Commercial Newspapers Co., Ltd., Economic Herald, Federation Economic and Commerce of Hong Kong and China Enterprise Reputation and Credibility Association (Overseas).

ORGANISATION

The following chart provides an overview of the shareholding structure of the Group and its key operating subsidiaries as at 31 December 2021.



The Issuer is the holding company and the principal operating company of the Group. In addition, the Issuer has a number of significant subsidiaries and associated companies through which the Group conducts various operations such as banking, trustee services, agency management and nominee services.

For the year ended 31 December 2021, except for NCB (China), none of the Issuer's subsidiaries accounted for more than 10 per cent. of the consolidated net profit and loss of the Group or had a book value in excess of 10 per cent. of the Group's consolidated total assets.

As at 31 December 2021, the Group's principal subsidiaries were as follows:

<u>Name of subsidiary of the Issuer</u>	<u>Place of incorporation and operation of the Group</u>	<u>Issued and paid-up capital</u>	<u>Interest held by the Group</u>	<u>Nature of business</u>
Nanyang Commercial Bank (China), Limited	PRC	RMB9,500,000,000	100%	Banking Business
Nanyang Commercial Bank Trustee Limited	Hong Kong	HK\$3,000,000	100%	Trustee Services
Kwong Li Nam Investment Agency Limited	Hong Kong	HK\$3,050,000	100%	Management Agency
Nanyang Commercial Bank (Nominees) Limited.	Hong Kong	HK\$50,000	100%	Nominee Service
NCB Wealth Management Advisor Limited	Hong Kong	HK\$22,000,000	100%	Insurance Broker & Consultancy

The Board of Directors of the Group is responsible for the overall management of the Group. To assist the Board of Directors in managing the Group, a number of committees have been established, including the Strategy and Development Committee, the Audit Committee, the Risk Management Committee, the Connected Transaction Committee and the Nomination and Remuneration Committee. For each of these committees' roles and functions, see the relevant sections under "*Board of Directors and Senior Management — Board of Directors*".

COMPETITIVE STRENGTHS

The Group is positioned as a leading local commercial bank in Hong Kong with strong brand recognition backed by a long history, wide coverage of business network, loyal customer base and stable financial performance.¹ It is also a 100 per cent. owned subsidiary of China Cinda, a leading integrated financial conglomerate in the PRC. The Group has synergic operations amongst its business units, equipped with high management capabilities regarding risks and distressed assets, and is able to provide cross-border financial services through both corporate and personal banking businesses. The Group believes its key strengths are as follows:

The Group has a prudent risk management culture with outstanding risk control performance.

The Issuer, as a financial institution in Hong Kong, is subject to the supervision of and regulatory requirements imposed by the Monetary Authority. In addition, NCB (China) is subject to the supervision and regulatory requirements imposed by the CBIRC as a bank in the PRC and that of the Monetary Authority as a subsidiary within the Group. These regulatory authorities promulgate

¹ Local commercial banks in Hong Kong refers to Hong Kong incorporated licenced banks with headquarters in Hong Kong.

requirements governing the Group's business in various aspects, such as capital adequacy, anti-money laundering, entry into certain markets, periodic reporting and filing and other requirements and safeguarding the health and stability of the Group's risk management. In particular, the Monetary Authority carries out onsite and offsite supervisions on NCB (China), by sending representatives to visit the headquarters and the branches of NCB (China) and raising enquiries with the Issuer on the results of business operation, risks and financial conditions of NCB (China). The Issuer also regularly submits certain risk and financial management reports to the Monetary Authority regarding the liquidity and credit risks of NCB (China). In addition, the Monetary Authority sets risk limits for the Group as a whole, for example, capital adequacy ratio, liquidity coverage ratio and risk concentration, and may make similar requests to NCB (China) with reference to the relevant indicators set out by the CBIRC.

The Group also conducts periodic reviews of its risk management policies and procedures in order to accommodate the changes in market risks faced by the Group and its business strategies. The Group's risk management capabilities are further supported by China Cinda's rich experience in distress asset management and disposal, which assisted the Group to further diversify its channels and manners of handling its distress assets.

See the section headed "*Selected Statistical and Other Information — Risk Management*".

The Group benefited from the high degree of main businesses relevance with and all-round support from China Cinda.

Since the Acquisition in May 2016, integration of the Group and China Cinda has been carried out in the past three years in an orderly manner to achieve the Group's stable operation, performance improvement and in-depth integration with China Cinda's business. China Cinda is expected to continue to support the Group's business development and release the business potential of the Group via synergies between the Group and China Cinda.

According to China Cinda's strategic plan, the Group, as the core financial service platform of China Cinda, receives support from China Cinda in terms of liquidity and capital needs. The Group is also able to utilise the network and the wide customer base of China Cinda in the PRC to deepen its cross-border banking business. For example, Cinda Wealth Centre (信達財富中心) was opened in June 2018, which provides a wide coverage of financial products and services to its customers by consolidating resources within China Cinda. As at December 2021, the Group recorded an approximately 9.70 per cent. year-on-year increase in its number of "brand level customers". Leveraging on the customer base of China Cinda, the Group has proactively expanded its syndicated loan business. In 2018, the Group was awarded the "Shanghai Banking Industry Syndicated Loan Best Project and Best Arranger Award". The Group has also established a close business relationship with respective customers, providing a wide spectrum of services including project finance, offshore syndicated loans and foreign currency deposits.

The Group believes that there are six major areas of synergy with China Cinda:

- ***Customer resources synergy:*** customers of the Group's banking business and China Cinda's distressed assets business complement each other and form a whole-cycle coverage. The Group can leverage on the brand recognition and clientele of China Cinda to achieve an upscale of its customer base, increase customers' viscosity and attract more high net worth customers.
- ***Product innovation synergy:*** the integration of China Cinda's asset management business and the Group's banking business creates the synergy in the development of financial products with an integrated solution satisfying customers' needs.

- ***Business network synergy***: China Cinda has established 33 subsidiaries in various provinces, autonomous regions and municipalities, forming a nationwide business network in China. China Cinda will assist the Group in expanding its onshore and offshore business network.
- ***Management and operational team synergy***: the management of China Cinda has significant experience working in financial institutions, financial regulatory bodies, and commercial banks, supporting the Group's operation and decision making with rich industry experience.
- ***Business sector synergy***: the distressed assets business of China Cinda is closely related to the businesses of commercial banks in terms of the financing needs of customers, investment and management of funds and collection of outstanding loans. With the support from China Cinda's wide range of licences for providing financial services and high product development capabilities, the Group can further develop its intermediary businesses through cross selling efforts with China Cinda and fully developing the business potential in China Cinda's distressed asset management customers.
- ***Risk management synergy***: with strong support from China Cinda through sharing its experience in risk identification, risk disposal and risk management, the Group is expected to enhance its distressed assets disposal mechanism and improve its own risk management capabilities.

The Group is benefited from the strong synergy of businesses in Hong Kong and the PRC.

As at 31 December 2021, the Group has 40 branches in Hong Kong strategically located in the core districts on Hong Kong island, Kowloon and the New Territories, providing all-round banking services to its customers together with the network of over 3,000 JETCO ATMs throughout Hong Kong and the Group's online and mobile banking platforms. In addition, the Group was one of the first foreign banks in the PRC conducting PRC-related banking business. The Group operates its PRC business through NCB (China). As at 31 December 2021, the Group had in total 38 branches in the PRC, covering major cities in the Pearl River Delta, the Yangtze River Delta Economic Zone and the Bohai Economic Rim.

Apart from being one of the first foreign banks in the PRC conducting PRC related banking business, the Group was also first in multiple other areas, including its participation in the distribution of the first batch of Renminbi-denominated funds among foreign banks, being approved as one of the first three foreign banks for issuing credit cards in mainland China and providing the first online banking platform for providing cross-border payment service in mainland China.

The Group has actively participated and supported the financing needs of corporates under the "Belt and Road" Initiative. The Group currently provides cross-border banking products such as Nei Fang Tong (內房通) which leveraged Hong Kong residents' properties in Beijing, Shanghai, Guangzhou, Shenzhen and the designated cities in the Greater Bay Area and other provinces to satisfy their financing needs. The Group has also participated in the syndicated loans provided to infrastructure developers.

The Group has been strengthening the management of NCB (China) by enhancing its management structure in areas of risk management, financial accounting, information technology, audit, human resources and integrated business management. The Group has also established policy and procedure for supervision of NCB (China) together with various risk management measures for NCB (China) for compliance of laws and regulations in both Hong Kong and the PRC. The Group's management regularly conducts meeting with the management of NCB (China) on matters of risk management, finance, information technology and operations to enhance the ongoing communication between NCB (China) and the Group. In addition, the Group organises visits and encourages communication between employees of the Issuer and NCB (China).

The Group has also taken measures to control the Mainland related credit risks, including setting “Trigger Levels” on Hong Kong facilities with PRC property collaterals and mainland related lendings; conducting regular stress tests; setting limits on same set of concerned industries both for the Issuer and NCB (China); monitoring and preparing respective periodic reports regarding the abovementioned credit limits, key risk areas and “non-bank China Exposures”. The Group also engages legal experts to strengthen its understanding and monitoring of the PRC regulatory requirements.

The Group has maintained stable financial performance.

The Group has demonstrated stable financial growth in its total assets, total deposits from customers and total gross advances to customers. As at 31 December 2019, 2020 and 2021, the Group’s total assets amounted to HK\$489,588.85 million, HK\$505,698.16 million and HK\$536,331.00 million, respectively. As at 31 December 2019, 2020 and 2021, the Group’s total deposits from customers amounted to HK\$345,887.78 million, HK\$351,629.93 million and HK\$383,781.39 million, respectively. As at 31 December 2019, 2020 and 2021, the Group’s total gross advances to customers amounted to HK\$263,103.23 million, HK\$279,722.57 million and HK\$295,562.86 million, respectively.

The Group has also demonstrated stable performance in its earnings. For the years ended 31 December 2019, 2020 and 2021, the Group’s net interest margin was 1.51 per cent., 1.45 per cent. and 1.33 per cent., respectively. For the years ended 31 December 2019, 2020 and 2021, the Group’s return on average assets was 0.73 per cent., 0.77 per cent. and 0.62 per cent., respectively. For the years ended 31 December 2019, 2020 and 2021, the Group’s return on average equity was 7.30 per cent., 6.49 per cent. and 4.99 per cent., respectively.

In addition, the Group has high asset quality and sufficient liquidity. For the years ended 31 December 2019, 2020 and 2021, the Group recorded the classified or impaired loan ratio of 0.67 per cent., 0.86 per cent. and 1.50 per cent., respectively, meanwhile the classified or impaired loan provision ratio for the relevant periods were 74.35 per cent., 71.15 per cent. and 57.17 per cent., respectively. The Group’s quarterly liquidity coverage ratio for the last quarter of the year as at 31 December 2019, 2020 and 2021 were 154.97 per cent., 149.77 per cent. and 153.44 per cent., respectively.

STRATEGIES

The Group’s core objectives are to position itself as a leading local commercial bank in Hong Kong with strong brand recognition backed by a long history, wide coverage of business network, loyal customer base and stable financial performance.² The Group intends to continue to maintain its growth strategy for its businesses and operations. Given the increasingly close economic connection between the PRC and Hong Kong, the Group seeks to further integrate its businesses in Hong Kong and the PRC with the support from China Cinda. The key components of the Group’s strategy are set out below:

Dual track expansion and integration of businesses in Hong Kong and the PRC

The Group intends to continue to concurrently develop and integrate its businesses in both Hong Kong and the PRC. Adhering to the business philosophy of “Unique Services for the Mainland and Hong Kong”, the Group actively serves the Hong Kong residents and customers in the Greater Bay Area, optimises its products and service processes, enhances support to customers affected by the pandemic, gaining the reputation as a cross-border professional service bank.

² Local commercial banks in Hong Kong refer to Hong Kong incorporated licenced banks with headquarters in Hong Kong.

The Group plans to leverage on the strong brand recognition of the Issuer among the Chinese community to further develop its banking business in Hong Kong and the PRC. The Group also plans to leverage on the advantages brought by “Domestic + Overseas” integration. With its diversified banking products and services, the Group aims to provide one-stop service to its corporate banking and personal banking customers, satisfying their needs in banking, investment, insurance, financing and wealth management, for both domestic and cross-border transactions. The Group also intends to consolidate and strengthen its position in the PRC through its locally-incorporated bank subsidiary, NCB (China). With the business network of NCB (China) covering the major economic development regions in the PRC, the Group is able to provide a comprehensive range of RMB and foreign currency banking products and services to its customers in the PRC, capitalising on opportunities arising from the liberalisation of the banking sector and the internationalisation of RMB.

The Group will continue to optimise the use of its assets and of its strong dual presence; NCB (China) in the PRC and the Issuer in Hong Kong, to build an integrated cross-border banking network and to deliver a wide range of tailored services for its customers. The Group will further strengthen cross-referral businesses between the PRC and Hong Kong and its development of unique cross-border banking products to capture opportunities arising from increasing business flows to and from the PRC. The Group currently provides cross-border banking products such as Nei Fang Tong (內房通) which leveraged Hong Kong residents’ properties in Beijing, Shanghai, Guangzhou, Shenzhen and the designated cities in the Greater Bay Area and other provinces to satisfy their financing needs, Wai Pai Tong (外派通) to provide comprehensive banking services, including cross-border loans, for employees of Chinese corporations working in Hong Kong, Guangdong HK Link Scheme (粵港通、一額兩地用計劃) to support the financing needs of small and medium enterprises’ associated companies in the PRC, with a unified cross-border credit limit available to both the entities in Hong Kong and the PRC, acceptance of a shared pool of collateral and acceptance of dual currency payments in HK dollars or Renminbi, and Li Cai Tong (理財通) to allow customers to utilise the funds deposited with the Group and to apply for pledge loan with deposit certificates. Furthermore, in order to offer its customers with integrated convenience, the Group offers the personal “wealth management mutual recognition” services in the Greater Bay Area and the “Shenzhen and Hong Kong Pass” service.

Development of a balanced corporate and personal banking business portfolio

The Group implements its strategy in Hong Kong and the PRC by continuing to broaden its product range, upgrading product features and exploring new market opportunities. In terms of personal banking business, the Group intends to sustain its relationship with its retail customers while attracting new individual customers with high growth potential to enhance its personal banking, wealth management and asset management businesses. The Group identified five business development drivers for enhancing its personal wealth management business for individual customers, including attracting customers via multiple channels, activating the customers’ use of the Group’s services, deepening the customer relationships, providing professional support services and integration of cross-border services.

The Group will also further coordinate with China Cinda in developing its corporate banking business, targeting mid to large corporations with high cross-border business needs and small and medium enterprises (“SMEs”) with high growth potential, enhancing its syndicated loan business, alongside its existing commercial lending, commercial remittance and trade finance services.

Focus on development of customers with cross border business or asset management needs

The Group intends to focus on its development of business with large corporations with cross-border business needs, small and medium enterprise customers with high growth potential, individual customers with medium to high net worth with cross border asset management needs.

The Group also expects to be supported by the synergies between China Cinda and the Group. According to China Cinda's strategic plan, the Group will be the core financial service platform of China Cinda. With the strong support from China Cinda, the Group intends to utilise the network and the wide customer base of China Cinda in the PRC to deepen its cross-border banking business.

BUSINESS OVERVIEW

The Group's core businesses are the acceptance of deposits and lending to corporate and personal banking customers. As at 31 December 2019, 2020 and 2021, the Group's total deposits from customers amounted to HK\$345,887.78 million, HK\$351,629.93 million and HK\$383,781.39 million, respectively, and its total gross advances to customers amounted to HK\$263,103.23 million, HK\$279,722.57 million and HK\$295,562.86 million, respectively. As at 31 December 2021, the Issuer had 43 branches in Hong Kong, covering core commercial and residential districts across Hong Kong island, Kowloon and the New Territories. As at 31 December 2021, the Issuer had approximately 474 thousand customers in total, including 439 thousand personal banking customers and 35 thousand corporate banking customers. The Group provides a wide range of banking services including wealth management service, trade finance, deposit taking, corporate cash management services, foreign currency savings, remittances, investment services, loans and advances, syndicated loans, home mortgage loans, personal loans, credit cards, safe deposit boxes, Renminbi services, internet banking services and agency services for general and life insurance. The Group is a member of JETCO, which provides ATM services throughout Hong Kong, Macau and major cities in the PRC.

As at 31 December 2021, NCB (China) had 38 branches/sub-branches in the PRC, located in major cities such as Shanghai, Beijing, Dalian, Qingdao, Wuxi, Hefei, Suzhou, Hangzhou, Chengdu, Shenzhen, Foshan, Nanning, Shantou, Wuhan, Guangzhou, Haikou, Dongguan and Zhuhai. As at 31 December 2021, NCB (China) had approximately 242 thousand customers in total, including 227 thousand personal banking customers and 15 thousand corporate banking customers. NCB (China) provides comprehensive RMB and foreign currency banking services to its customers. Services include but are not limited to deposit-taking, loans and advances, debit cards, credit cards, wealth management services, personal banking, investment services, agency services for life and general insurance, remittance and settlement, RMB cross-border trade settlement services and domestic and international trade finance facilities.

As at 31 December 2019, 2020 and 2021, the total assets of the Group's operations in Hong Kong accounted for approximately 68.21 per cent., 66.57 per cent. and 66.48 per cent. of the total assets of the Group, respectively. The corresponding figures for the PRC as at 31 December 2019, 2020 and 2021 were 31.79 per cent., 33.43 per cent. and 33.52 per cent., respectively.

The Group's total assets and total liabilities by geographical area for the periods indicated were as follows:

The Group's total assets by geographical area

	As at 31 December		
	2019	2020	2021
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
	<i>(in HK\$ thousands)</i>		
Hong Kong	333,928,237	336,658,287	356,529,276
The PRC	155,660,610	169,039,874	179,801,724
Total	<u>489,588,847</u>	<u>505,698,161</u>	<u>536,331,000</u>

The Group's total liabilities by geographical area

	As at 31 December		
	2019	2020	2021
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
	<i>(in HK\$ thousands)</i>		
Hong Kong	290,086,716	289,806,208	309,300,665
The PRC	140,711,339	152,864,232	160,696,411
Total	<u>430,798,055</u>	<u>442,670,440</u>	<u>469,997,076</u>

For the years ended 31 December 2019, 2020 and 2021, the net operating income before impairment allowances of the Group's operations in Hong Kong, accounted for approximately 67.21 per cent., 64.53 per cent., and 66.05 per cent. of the net operating income before impairment allowances of the Group, respectively. The corresponding figures for the Group's operations in the PRC for the years ended 31 December 2019, 2020 and 2021 were 32.79 per cent., 35.47 per cent., and 33.95 per cent. of the net operating income before impairment allowances of the Group, respectively.

For the years ended 31 December 2019, 2020 and 2021, the profit before taxation of the Group's operations in Hong Kong, accounted for approximately 78.73 per cent., 84.17 per cent., and 74.80 per cent. of the profit before taxation of the Group, respectively. The corresponding figures for the Group's operations in the PRC as at 31 December 2019, 2020 and 2021 were 21.27 per cent., 15.83 per cent., and 25.20 per cent. the profit before taxation of the Group, respectively.

The Group's net operating income before impairment allowances and profit before taxation by geographical area for the periods indicated were as follows:

The Group's net operating income before impairment allowances by geographical area

	For the years ended 31 December		
	2019	2020	2021
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
	<i>(in HK\$ thousands)</i>		
Hong Kong	6,050,621	5,661,635	5,673,138
The PRC	2,951,777	3,111,378	2,916,277
Total	<u>9,002,398</u>	<u>8,773,013</u>	<u>8,589,415</u>

The Group's profit before taxation by geographical area

	For the years ended 31 December		
	2019	2020	2021
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
	<i>(in HK\$ thousands)</i>		
Hong Kong	3,524,315	3,550,593	2,789,991
The PRC	952,378	667,813	943,059
Total	<u>4,476,693</u>	<u>4,218,406</u>	<u>3,742,050</u>

PERSONAL BANKING

For the year ended 31 December 2021, personal banking services of the Group recorded HK\$1,599.03 million in net operating income before impairment allowance, as compared with HK\$1,785.36 million for the year ended 31 December 2020. Upholding the customer-oriented philosophy, the Group launched customised products, promotion and services, aiming to serve more mid- and high-end customers and to expand wealth management services for more contribution to total revenue. One of the Group's initiatives was to refine its customer segments and to design multiple-tier product portfolios and premium products for diverse demands.

Wealth Management Services

The Group mainly provides wealth management services under the “NCB Wealth Management” programme (南商理財), providing flexible financial service packages that bring its customers diverse banking services and privileged offers. Each customer of NCB Wealth Management is assisted by the Group's Customer Relationship Managers in managing their assets or balance sheets. The Group also provides customers of NCB Wealth Management with wealth management services in the PRC through NCB (China) with diversified financial management services including RMB and foreign currency deposit, personal loan, investment products including Qualified Domestic Institutional Investor (QDII) Scheme and other structured financial products, foreign exchange, insurance and remittance.

The following illustrates the key features of NCB Wealth Management Service:

- Personalised financial planning service — the customised and comprehensive financial planning service of NCB Wealth Management helps its customers effectively manage and maximise the potential of their wealth by developing short-, medium- and long-term financial solutions in accordance with their financial goals and risk tolerance level. The customers' portfolios are also monitored and reviewed regularly as the market changes.
- Designated customer relationship manager — a customer relationship manager is assigned to each customer to provide him/her with personalised wealth management services.
- Personalised insurance service — customers of NCB Wealth Management can request a tailored insurance package covering various risks and such insurance would be managed in conjunction with their overall financial plan.
- Personalised deposits service — customers are provided with a wide range of choices for their deposits, including current accounts, savings accounts, time deposit accounts and foreign currency accounts.
- Convenient cross-border banking services — customers can make appointment for opening an NCB (China) account or using other banking services in the PRC through the Group's Hong Kong branches.

In addition, the Group's “Enrich Banking” programme (智盈理財) and “i-Free Banking” programme (自在理財) provide its clients with one-stop services regarding their needs in banking, credit cards, securities trading, insurance and other investments. The Group provides these services via multiple service channels including online banking and mobile banking, together with market updates and service alerts on its electronic information platform. In order to strengthen customer relationships and actively expand its customer bases in both the mainland and Hong Kong, the Group launched “Health and Wealth Management in NCB”, which not only highlights the professional wealth management services of the Issuer but also emphasises the importance of the physical and mental health of its customers to the Issuer. The Group also provides personal “wealth management mutual recognition” services in the Greater Bay Area, aiming to establish its profile as a professional bank in the Greater Bay Area.

In October 2021, the Issuer became the one of the first banks to participate in “The Cross-boundary Wealth Management Connect Scheme” (the “**Cross-boundary WMC**”), one of the key initiatives under the mutual market access schemes between the capital markets of Hong Kong, Macao and the Mainland. The Issuer will provide various wealth management products in the markets under the Cross-boundary WMC which consists of the Southbound Scheme and the Northbound Scheme.

Deposits

The Group offers three principal deposit products to its personal banking customers, including current account deposits, savings account deposits and time deposits. In order to satisfy the customers’ needs for transactions in different currencies, the Group offers Hong Kong dollar, Renminbi and U.S. dollar current accounts, respectively, and offers Hong Kong dollar and multi-currency savings accounts. The Group also offers time deposits services in 15 currencies, which can be connected to the respective customers’ current accounts, savings accounts and investment accounts with the Group. As at 31 December 2021, spot and demand deposits, fixed, short-term and notice deposits and saving deposits accounted for approximately 10.05 per cent., 62.71 per cent. and 27.24 per cent. of the total deposits balance of the Group, respectively.

The Issuer also offers three special time deposits: club deposit, time deposit with monthly interest payment and deposit for senior citizen.

- Club deposit — a deposit product designed with the planned savings concept. Customers can put in an agreed amount by instalment over an arranged period, with the aim of reaching the customers’ saving targets when the maturity date is due.
- Time deposit with monthly interest payment — as opposed to the conventional time deposit where the interest is collected by the maturity date, the scheduled interest of this time deposit is automatically credited to the customers’ designated account on a monthly basis, enhancing the financial flexibility and liquidity provided by the traditional time deposit service.
- Deposit for senior citizen — holders of Senior Citizen Card issued by Social Welfare Department of Hong Kong or customers at age 55 or above can enjoy preferential interest rate for time deposit service, preferential rate for foreign currency exchange and certain fee waivers.

NCB (China) also offers the principal deposit products. In addition, NCB (China) offers “Yi-Cun-Bao” Time Deposit (逸存寶), of which the deposit cycle, deposit amount and tenor of the deposit are specified at the time of account opening, with regular deposit placed into the account according to the cycle selected.

Loan Service

The Group provides its loan service through home mortgages, gross personal loans and credit cards. As at 31 December 2019, 2020 and 2021, the Group’s total advances to its personal banking customers amounted to HK\$52,313.86 million, HK\$57,858.67 million and HK\$63,247.76 million, respectively.

Home mortgages

The Group offers home mortgage plans for both potential owners of local private residential properties and properties offered by the government and public sectors for self-occupation purpose. The mortgage plans provided by the Group include the Urban Renewal Loan Scheme, which provides bridging loan facilities for property owners affected by urban renewal and mortgage for their acquisition of new properties (including shops, offices and residential units), as well as “All-You-Want” Mortgage Scheme and “Smart” Mortgage Scheme, which link a customer’s mortgage to his current account and provide higher financial flexibility.

In addition, the Group launched innovative products to maintain its leading position in cross-border loan businesses. For example, in 2016, the Group launched a credit scheme to allow Hong Kong residents to secure loans with their properties located in the PRC, which further enhanced the overall personal loan business growth, and in 2020, the Group introduced the “Home Ownership Plan in the Greater Bay Area”, which provides customised residential property mortgage services to Hong Kong residents who intend to purchase properties in the Greater Bay Area.

All home mortgage advances are secured by a first legal charge on the property and, in certain circumstances, the Group may also require personal guarantees as additional security. The Group provides various mortgage plans, including floating Prime-based rate and floating HIBOR-based rate mortgage plans which are repayable by instalments.

The Group intends to continue maintaining its market share in the mortgage business by diversifying and customising the mortgage loans offered to its customers and providing tailor-made services to its existing and potential customers.

Personal loans

Personal loans include unsecured advances to individuals for various purposes such as education, tax payments, travel, home improvement and decoration, and includes overdrafts. The Group offers a series of lending programmes with varied product features including a personalised interest rate based on the relevant customer’s credit standing. The “Easi-Personal Loan” programme provides loan amounts up to HK\$2 million or 12 times of the customer’s monthly salary, with preferential interest rates available to the Group’s privileged customers. The Group also provides value-added service “Balance Transfer” which helps consolidate customers’ debts into a single payment for easy management.

In addition, NCB (China) provides its personal customers with loan services catering for various specific needs, including personal consumption loan, personal home decoration loan, personal business financing plan, personal credit facility, overseas education loan and personal auto loan. Especially during the pandemic, NCB (China) launched the personal offshore-deposit-onshore-loan business for the very first time in 2020. NCB (China) also provides various loan services for individuals’ business needs, including SME Supply Chain Finance, SME Special Batch Customisation Service, Property Loan, SME Product Series, Personal Business Loan, Consumer Finance Loan and NCB Pu-Hui-Bao (南商普惠寶).

Investment Service

In addition to the range of traditional banking products and services offered by the Group to its customers, the Group also provides investment services for various types of products, including but not limited to securities, securities margin, Shanghai-Hong Kong stock connect, Shenzhen-Hong Kong stock connect, monthly stocks savings plan, family securities accounts, IPO subscription, FX margin trading, funds, precious metals margin trading, currency linked investments, debt securities, notional precious metals passbook account and structured investments.

Remittance service

As part of the Group's cross-border banking business, the Group offers services for both inward and outward remittance, in both its physical branches in Hong Kong and the PRC and online via the Group's internet banking service. The Group's remittance service is available in the forms of telegraphic transfer or demand draft. The Group's "BOC Remittance Plus" programme allows its customers to get their funds transferred on the same day to about 5,000 remittance points spanning all provinces, autonomous regions and municipalities in the PRC, Hong Kong and Macau covering Bank of China, NCB (China) and Chiyu Banking Corporation Ltd. The Group also provides "Payroll Transfer" service, which fulfils the RMB cross-border settlement demand of its mainland customers in Hong Kong as well as allowing customers to enjoy the convenience of cross-border remittance.

Foreign cheques payable overseas can also be entrusted to the Issuer for collection to seek payment from the drawee on the customer's behalf. Arrangement may also be made for use of funds in advance while pending for collection of proceeds.

Insurance service

The Group acts as an appointed insurance agent of BOC Group Life Assurance Company Limited, China Life Insurance (Overseas) Company Limited and China Taiping Insurance (HK) Company Limited and provides a wide variety of insurance services, with personal insurance products including life, personal accident, home comprehensive, domestic helper comprehensive, motor vehicle, comprehensive travel, personal medical, outpatient medical, golfer and global mind personal accident insurance, etc. Business line products include fire, public liability, contractors' all risks, employees' compensation, marine cargo, marine hull, money, retailer comprehensive, burglary and group medical insurance.

The total commission income of the Group's insurance business for the year ended 31 December 2021 was HK\$228.54 million, an approximately 13.72 per cent. increase as compared with the figure reported for the year ended 31 December 2020.

Internet and Mobile Banking Services

The Group committed to continuously providing a convenient digital solution to satisfy our customer's banking needs and brings in the comprehensive and round-the-clock financial services to our personal and corporate customers.

The Internet and Mobile Banking services are designed to provide the Group's customers with 24-hour banking services through diversified platforms, personalised e-services and privileges. Customers can manage their finances and investment with ease through the Group's one-stop Internet and Mobile Banking services anytime, anywhere.

Diversified platforms — customers are offered with round-the-clock services via diversified platforms such as the Online Chat service, internet banking and mobile app.

Free investment access — customers can flexibly and conveniently manage their finances via the Group's internet banking or mobile banking services, allowing them to conduct investments in various financial products, to access stock information and market news and to obtain live rate quotes

Personalised e-services and comprehensive information — customers can receive service notifications and market information of their choice to meet their financial needs and are provided with the latest market information and analysis to keep abreast of the market trend. With our NCB Mobile App and WeChat Banking, both NCB and non-NCB customers can access the latest market information and the Bank's privileges, providing them with great convenience and flexibility.

The Group continues to enhance its e-platform to offer more efficient, secure and convenient banking services for customers on the move. In September 2018, the Group launched NCB Fast Transfer Service that was tied in with the newly launched Faster Payment System (“FPS”) to enable instant transfer service for person-to-person and merchants payment. In October 2020, the Group launched the new mobile security code and biometric authentication function. In addition to enhanced customer experience, the new function can offer additional security to its customers when they are conducting specific online or mobile banking transactions.

CORPORATE BANKING

The Group’s corporate banking services continue to grow with optimised loan portfolio. As at 31 December 2021, corporate loans recorded a 4.71 per cent. increase to HK\$232,315.11 million as compared to the corresponding figure as at 31 December 2020. Net interest income from corporate financial services amounted to HK\$4,424.78 million, while net operating income before impairment allowance decreased 13.62 per cent. to HK\$4,952.23 million as compared the corresponding figure as at 31 December 2020.

In addition to the general banking services offered by the Group to both its personal banking customers and corporate banking customers, including deposit service, investment service, remittance service, insurance service and internet and mobile banking service, the following highlights the additional services available to the Group’s corporate banking customers.

Commercial Lending

The Group provides diversified financing solutions through the Issuer and NCB (China) to cater for its corporate customers’ financial needs in operation of their businesses. NCB (China) provides a wide range of financing products to its corporate customers meeting their day-to-day financing demand and demand for particular business development and operations, including working capital loan, project financing, machinery financing, syndicated loan, merging and acquiring loan, loan pledged by export tax rebate custody account, overdraft for corporate account, real estate development loan, fixed asset loan, entrusted loan, assets (commercial property)-backed loan and commercial bill discount. The Issuer also provides working capital financing, medium and long-term financing, property mortgage loan and corporate tax loan. In addition, the Issuer offers various programmes to provide continuous support to local SMEs in Hong Kong. As at 31 December 2019, 2020 and 2021, the Group’s total gross advances to its corporate banking customers amounted to HK\$210,789.37 million, HK\$221,863.90 million and HK\$232,315.11 million, respectively.

SME Financing Guarantee Scheme (SFGS)

The Issuer has joined the SME Financing Guarantee Scheme launched by HKMC Insurance Limited (“HKMCI”). The Issuer offers flexible lending solutions which meet SMEs’ financing needs and facilitates their business growth. HKMCI provides support to SMEs by way of loan guarantees of up to 90 per cent., with a maximum loan amount subject to announcement by HKMCI, with a maximum guarantee period of seven years.

NCB Small Business Loan

The Issuer’s unsecured lending programme “NCB Small Business Loan” offers unsecured loan to small businesses up to an amount of HK\$2,000,000. Further, the Issuer provides a variety of small business loan services based on the characteristics of the business model of small and micro enterprises, such as using letters of credit, flow loans, bank acceptance bills and other credit products to meet corporate financial service needs, and mitigate risks through commercial bill pledges and parent company guarantees. The Issuer actively seeks a form of guarantee different from traditional real estate mortgages to help small and micro enterprises to finance.

Trade Finance

The Group's trade finance business provides international trade settlement services to industrial and commercial circles through both the Issuer and NCB (China). Import financing services include issuance of letters of credit ("LC"), back-to-back LC, shipping guarantee, inward documentary bills, inward collection, import loans and import invoice financing. Export financing services include advice and confirmation of LC, LC transfers, outward documentary collection, LC negotiation, packing loans, bills purchase, Hong Kong Export Credit Insurance Corporation (ECIC) supported export finance and export invoice discounting.

Trade finance advances are made on either a fully or partially secured basis by way of a mortgage of property or cash collateral or on an unsecured basis. Trade finance advances typically have a relatively short maturity. For example, advances used to finance imports often have a maturity of approximately 90 days.

As at 31 December 2021, trade finance advances amounted to HK\$9,050.38 million, representing an increase of approximately 16.36 per cent. as compared with the figure reported as at 31 December 2020, and accounted for approximately 3.06 per cent. of the Group's total advances to customers as at 31 December 2021.

Business Integrated Account

The Business Integrated Account is a product designed for the Issuer's corporate banking customers to manage all of their accounts with the Issuer, including deposits, loans, trade services, mortgage and investments accounts, under one roof for added flexibility and convenience. The key features of the Business Integrated Account are illustrated below:

- Consolidated Monthly Statement — accounts summary, total relationship balance, monthly service fee privilege, time deposit schedule, account balance and transaction details are consolidated into a single statement for the corporate banking customers to understand its full financial status at ease.
- "Auto-Sweeping Service" — when the available balance of the designated current account is not sufficient to settle the cheque amount, this Auto-Sweeping Service will sweep funds from the corporate banking customer's other designated account to avoid bounced cheque and unnecessary overdraft interest.
- Remittance and Express Transfer Services (RTGS / CHATS) — with a suite of global remittance services, the Issuer provides its corporate banking customers, through diversified branch network and electronic channels, with telegraphic transfer and local interbank transfer in all major currencies.
- Payroll Service — the Issuer provides its corporate banking customers with convenient and secure payroll and personnel management solution which helps them to enhance administrative efficiency and to minimise operational risk and transaction cost. Corporates can choose payroll channels according to their actual needs and pay salaries to any designated account of local banks.

TREASURY

The Group's treasury business is responsible for managing the capital, liquidity, and the interest rate and foreign exchange positions of the Group in addition to proprietary trades. It provides funds to other business segments and receives funds from deposit taking activities of the Group's personal banking and corporate banking businesses. These inter-segment funding is charged according to the internal funds transfer pricing mechanism of the Group.




For the years ended 31 December 2019, 2020 and 2021, the treasury business recorded HK\$1,072.82 million, HK\$965.20 million, and HK\$1,893.99 million of net operating income before impairment allowance. With RMB-denominated deposit contractions, the Group scaled down its investments in RMB-denominated bonds and increased bonds denominated in HK dollar and U.S. dollar. Moreover, the Group consolidated its market competitiveness by launching forex trading and deposit concessions and offering market-based prices.

PROPERTIES

As at 31 December 2021, the Group owned properties in Hong Kong with aggregate saleable floor areas of approximately 336,756 square feet. Most of the Group's properties are used as banking offices, as branches or for storage. The remainder are currently leased to third parties. In addition, the Group also leases 32 properties with aggregate saleable floor areas of approximately 94,973 square feet. These leased properties are used as banking offices, as branches or for storage. As at 31 December 2021, the fair value for the Group's investment properties and premises amounted to HK\$327.61 million and HK\$7,276.45 million, respectively.

INTELLECTUAL PROPERTY

The Group has been using the trademarks, “NCB 南洋商業銀行”, “”, “”, “”, “南商簡易卡” and “南商理財專用提款卡”, and service mark “NCB” which have been registered with the Trademarks Registry in Hong Kong.

The Group has also been using trademarks “”, “” and “”, which have been registered with the PRC Trademark Office.

The Group also relies on domain name registrations to establish and protect its internet domain names. The Group has registered the following internet domain names: “hkncb.com”, “ncbhk.com”, “nanyang-bank.com”, “南商.HK”, “南商.公司.HK”, “ncb.com.hk”, “ncb.hk”, “南洋商業銀行.HK”, “南洋商業銀行.公司.HK” and “南洋商業銀行.com”.

INSURANCE

The Group currently maintains insurance cover to mitigate its risk exposure. Such insurance can broadly be categorised into property insurance to cover the loss of or damage to building structure and content, electronic equipment and motor vehicles; public liability insurance to cover legal liability as a result of physical bodily injury and/or property damage caused to third parties; bankers' blanket bonds insurance to cover the loss resulting from fraudulent acts by employees, loss of money on premises and in transit and forgery of bank instruments; professional indemnity insurance to indemnify the Group for loss arising out of claims for wrongful or negligent professional acts; and directors' and officers' liability insurance to cover the personal liability of the Group's directors and officers against any claims resulting from any wrongful act. There are responsible units within the Group handling the validity and adequacy of insurance cover.

COMPETITION

The Group is subject to significant competition in Hong Kong from many other Hong Kong and foreign banks and financial institutions. Competition among banks in Hong Kong for investment and insurance products, home mortgage loans, credit cards, personal loans and transport lending business has become very aggressive. Given increasing competition among the local banks in Hong Kong, the Group has placed greater focus on diversifying its revenue sources and increasing its fee-based income, particularly from its wealth management and retail investment businesses.

The banking industry in the PRC is also highly competitive. The market has been dominated by the large state-owned commercial banks, which have long operating histories, well-established branch networks, large customer bases and better brand recognition. The Group has been expanding its presence in the PRC through NCB (China) by strategically establishing branches in major cities in the PRC. However, in view of the fact that banking business in the PRC was opened to foreign banks in early 2007 as part of the PRC’s WTO commitments, the Group expects competition in the PRC to continue to increase.

For a further discussion of the risks of competition faced by the Group in Hong Kong and China, see “*Investment Considerations — Considerations Relating to the Group — The Group is subject to significant competition*”.

LITIGATION

Neither the Issuer nor any other member of the Group is currently involved in any material litigation, arbitration or similar proceedings, and the Issuer is not aware of any such proceedings pending or threatened against it or any of its subsidiaries, which are or might be material in the context of the Capital Securities.

EMPLOYEES

As at 31 December 2021, the Group had a total of 3,015 employees as set forth in the following table:

	<u>No. of employees</u>
Hong Kong	1,439
PRC	<u>1,576</u>
Total	<u><u>3,015</u></u>

The management of the Group believes that it maintains a good relationship with its employees and has not experienced any material employment disputes. The Group provides attractive remuneration and benefits packages to its employees including medical health care plans, group life insurance, various paid leave, staff housing loan with preferential interest rate, staff account with preferential deposit interest rate and retirement benefits under either the Mandatory Provident Fund (“MPF”) Scheme or the MPF exempted Occupational Retirement Schemes Ordinance (“ORSO”) Scheme.

In addition to benefits packages, the Group continues to provide career advancement opportunities and a healthy, positive working environment to its employees. The Group offers a wide range of training courses to support its employees’ ongoing professional development.

PROTECTION OF DEPOSITORS

The Issuer is a member of the Deposit Protection Scheme, which was launched in September 2006. Accordingly, all eligible depositors of the Issuer are automatically protected under the Deposit Protection Scheme. As part of its measures to maintain the liquidity of, and confidence in, the Hong Kong financial markets, the Hong Kong government introduced a Deposit Protection Scheme in 2006 to provide a level of protection to depositors with deposits held with authorized institutions in Hong Kong. An enhanced Deposit Protection Scheme with an increased protection limit of HK\$500,000 and expanded coverage including deposits pledged as security for banking services, came into effect on 1 January 2011.

SELECTED STATISTICAL AND OTHER INFORMATION

The selected statistical and other information set forth below relates only to the Group and has, except where otherwise indicated, been compiled as at and for each of the years ended 31 December 2019, 2020 and 2021, and should be read in conjunction with the information contained elsewhere in this Offering Circular, including “*Business of the Group*”.

Overview

As at 31 December 2019, 2020 and 2021, the Group’s total outstanding advances and other accounts were HK\$262,413.18million, HK\$277,085.13 million and HK\$292,037.37 million, respectively, which represented approximately 53.60 per cent., 54.79 per cent. and 54.45 per cent., respectively, of its total assets.

A significant portion of the Group’s advances are in respect of home mortgages and advances for property investment and development in Hong Kong, which together, as at 31 December 2020 and 2021, represented approximately 17.33 per cent. (restated) and 16.99 per cent., respectively, of the Group’s total advances to customers.

The table below sets forth a summary of the Group’s gross advances to customers by sector as at 31 December 2020 and 2021.

Sector Concentration

	As of 31 December			
	2020 ⁽¹⁾		2021	
	<i>(unaudited and restated)</i>	%	<i>(unaudited)</i>	%
Loans for use in Hong Kong				
Industrial, commercial and financial				
— Property development	18,498,578	6.61	20,727,202	7.01
— Property investment	18,524,246	6.62	17,946,060	6.07
— Financial concerns	17,971,842	6.42	18,567,077	6.28
— Stockbrokers.	373,590	0.13	762,051	0.26
— Wholesale and retail trade	10,247,604	3.66	5,375,232	1.82
— Manufacturing.	6,350,174	2.27	5,135,067	1.74
— Transport and transport equipment	5,167,258	1.85	2,596,818	0.88
— Recreational activities	2,008	0.00	2,201,987	0.75
— Information technology	597,882	0.21	544,804	0.18
— Others	19,513,670	6.98	19,994,809	6.76
Individuals				
— Loans for the purchase of flats in Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	235,082	0.08	235,296	0.08
— Loans for purchase of other residential properties	11,218,032	4.01	11,309,719	3.83
— Others	21,851,936	7.81	23,428,190	7.93
Total loans for use in Hong Kong	130,551,902	46.67	128,824,312	43.59
Trade finance.	7,777,808	2.78	9,050,383	3.06
Loans for use outside Hong Kong	141,392,861	50.55	157,688,166	53.35
Gross advances to customers	<u>279,722,571</u>	<u>100.00</u>	<u>295,562,861</u>	<u>100.00</u>

Note:

(1) Certain comparative figures as of 31 December 2020 have been restated to conform with the presentation as of 31 December 2021.

Geographical Concentration

The table below sets forth a summary of the Group's gross advances to customers by geographical location as at the dates indicated.

	As of 31 December			
	2020		2021	
	<i>(audited)</i>	%	<i>(audited)</i>	%
Hong Kong	177,130,215	63.32	186,752,209	63.19
PRC	87,480,107	31.27	96,907,944	32.79
Others	15,112,249	5.40	11,902,708	4.03
Total	<u>279,722,571</u>	<u>100.00</u>	<u>295,562,861</u>	<u>100.00</u>

Customer Advance Concentration

As at 31 December 2021, the Group's exposure to its 10 largest borrowers (including groups of individuals and companies, excluding China Cinda Group exposure and exempted exposures) amounted to approximately HK\$61,627 million, or approximately 109.13 per cent. of the Group's Tier 1 capital, with the largest representing HK\$8,110 million, or approximately 14.38 per cent. of the Group's Tier 1 capital. As at 31 December 2020, the Group's exposure to its 10 largest borrowers (including groups of individuals and companies, excluding China Cinda Group exposure and exempted exposures) amounted to approximately HK\$52,900 million, or approximately 99.15 per cent. of the Group's Tier 1 capital, with the largest representing HK\$6,251 million, or approximately 11.93 per cent. of the Group's Tier 1 Capital.

Advanced Analysis

As at 31 December 2019, 2020 and 2021, approximately 42.68 per cent., 41.62 per cent. and 41.32 per cent. of Group's advances to customers had a remaining maturity between one to five years, respectively.

The table below sets forth a summary of the Group's net advances to customers by remaining maturity as at the dates indicated.

	As of 31 December 2019		As of 31 December 2020		As of 31 December 2021	
	Advances to customers	%	Advances to customers	%	Advances to customers	%
	<i>(audited)</i>		<i>(audited)</i>		<i>(audited)</i>	
	<i>(in HK\$ thousands, except percentages)</i>					
Repayable on demand	23,406,408	8.99	27,085,817	9.79	30,173,136	10.35
Up to 1 month	6,959,463	2.67	5,688,998	2.06	8,102,517	2.78
1 to 3 months	16,311,040	6.26	24,194,159	8.74	17,691,913	6.07
3 to 12 months	50,977,315	19.58	47,302,076	17.10	51,391,375	17.63
1 to 5 years	111,145,709	42.68	115,168,007	41.62	120,475,479	41.32
Over 5 years	51,318,441	19.71	56,624,608	20.46	63,191,634	21.67
Indefinite	277,163	0.11	631,106	0.23	523,791	0.18
Total	<u>260,395,539</u>	<u>100.00%</u>	<u>276,694,771</u>	<u>100.00%</u>	<u>291,549,845</u>	<u>100.00%</u>

As at 31 December 2020 and 2021, at least 48.67 per cent. and 45.27 per cent. of the Group's advances were secured by collateral, respectively. Home mortgages are secured by a first legal charge over the underlying property. Working capital advances for businesses are typically secured by fixed and floating charges over land, buildings, machinery, inventory and receivables. Term advances for specific projects or developments are typically secured against the underlying project's assets and its

receivables, while additional guarantees are typically provided by the sponsors or shareholders. The Group also receives guarantees in relation to certain of its other advances to cover, in the case of trade finance, any shortfall in security or, in the case of consumer advances to younger or less financially secure customers, to provide security on what are normally unsecured advances.

All forms of security taken as collateral against credit facilities are monitored by the respective departments which extended the advances. In general, the collateral is periodically valued by an independent valuer to determine whether any additional collateral is required.

The table below sets forth a summary of the percentages of the Group's gross advances to customers covered by collateral or other security as at 31 December 2020 and 2021.

	As of 31 December			
	2020 ⁽¹⁾		2021	
	Gross advances to customers <i>(unaudited and restated)</i>	% covered by collateral or other security	Gross advances to customers <i>(unaudited)</i>	% covered by collateral or other security
<i>(in HK\$ thousands, except percentages)</i>				
Loans for use in Hong Kong				
Industrial, commercial and financial				
— Property development	18,498,578	24.14	20,727,202	26.83
— Property investment	18,524,246	82.80	17,946,060	86.68
— Financial concerns	17,971,842	8.05	18,567,077	7.67
— Stockbrokers.	373,590	100.00	762,051	93.44
— Wholesale and retail trade	10,247,604	60.76	5,375,232	80.86
— Manufacturing.	6,350,174	29.62	5,135,067	30.32
— Transport and transport equipment	5,167,258	10.96	2,596,818	8.53
— Recreational activities	2,008	40.93	2,201,987	99.96
— Information technology	597,882	6.26	544,804	3.19
— Others	19,513,670	59.3	19,994,809	62.24
Individuals				
— Loans for the purchase of flats in Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	235,082	99.88	235,296	99.97
— Loans for purchase of other residential properties	11,218,032	99.75	11,309,719	99.97
— Others	21,851,449	93.19	23,427,788	94.82
Total loans for use in Hong Kong	130,551,902	56.45	128,824,312	60.39
Trade finance.	7,777,808	24.82	9,050,383	22.87
Loans for use outside Hong Kong	141,392,861	42.80	157,688,166	34.21
Gross advances to customers	<u>279,722,571</u>	<u>48.67</u>	<u>295,562,861</u>	<u>45.27</u>

Note:

(1) Certain comparative figures as of 31 December 2020 have been restated to conform with the presentation as of 31 December 2021.

RISK MANAGEMENT

The Group's lending policies have been formulated on the basis of its own experience, the Banking Ordinance, Monetary Authority guidelines and policies issued by the Hong Kong Association of Banks and other statutory requirements (and, in the case of overseas subsidiaries, the relevant local laws and regulations). The Issuer believes it has a history of, and reputation for, prudent lending practices. The Group has established loan-to-value lending limits based on the appraised market value of the relevant collateral.

The Issuer's Board of Directors (the "**Board**") holding the ultimate responsibility for the Group's overall risk management. It establishes a sound risk culture and determines the risk management strategies and the risk management structure.

To achieve the Group's goals in risk management, the Board has set up the Risk Management Committee, which includes the Issuer's Independent Non-Executive Directors, to oversee the Group's various types of risks and approve the high-level risk management policies. Also, the Credit Approval Committee is set up under the Risk Management Committee for approving credit applications exceeding the Chief Executive's authority and monitoring the credit activities of the Group. The Audit Department conducts independent reviews on the adequacy and effectiveness of risk management policies and controls to ensure that the Group operates in accordance with the established policies, procedures and limits.

According to the risk management strategies established by the Board, risk management policies and controls are devised and reviewed regularly by relevant departments and respective management committees set up by the Issuer's Chief Executive.

The risk management units develop policies and procedures for identifying, measuring, monitoring, controlling and reporting credit risk, market risk, operational risk, reputation risk, legal and compliance risk, interest rate risk, liquidity risk, strategic risk, conduct risk, technology risk and climate risk; set appropriate risk limits; and continually monitor risks.

Independence is crucial to effective risk management. To ensure the independence of the risk management units and the Audit Department, Chief Risk Officer reports directly to the Risk Management Committee and the Audit Department reports directly to the Audit Committee, respectively. Both committees are specialised committees set up by the Board and all members are directors of the Issuer.

These mechanisms capture the different risk-related management activities, including the formulation of policies, risk assessment, setting up of control limits, and ongoing monitoring. The mechanisms ensure compliance with the Group's policies, and legal and regulatory requirements in Hong Kong and the PRC. They are supplemented by management involvement, effective internal controls, and comprehensive audits.

The major types of risks management under the Group's risk management structure are (i) credit risk management; (ii) liquidity risk management, (iii) market risk management, (iv) operational risk management, (v) reputation risk management, (vi) legal and compliance risk management, (vii) strategic risk management, (viii) interest rate risk management, (ix) technology risk management, (x) conduct risk management and (xi) climate risk management.

Credit Risk Management

The Group has formulated a comprehensive set of credit risk management policies and procedures, and appropriate credit risk limits to manage and control credit risk that may arise. These policies, procedures and credit risk limits are regularly reviewed and updated to cope with changes in market conditions and business strategies.

The Credit and Loans Management Committee, a management committee authorised by the Chief Executive, is responsible for the implementation of the credit risk management strategies as well as the approval of credit policies. It also monitors the Group's loan portfolio, quality of credit assets and risk concentration level.

Business units act as the first line of defence. The risk management units, which are independent from the business units, are responsible for the day-to-day management of credit risks and have the primary responsibilities for providing an independent due diligence through identifying, measuring, monitoring, reporting and controlling credit risk to ensure an effective checks and balances, as well as drafting, reviewing and updating credit risk management policies and procedures. They prepare respective risk management reports and submit directly to the Credit and Loans Management Committee, Chief Executive, Credit Approval Committee and Risk Management Committee.

In addition, NCB (China) also sets up independent risk monitoring teams to monitor credit risk, and submits management information and reports to the Issuer on a regular basis.

Liquidity Risk Management

The Group's liquidity risk management objective is to effectively manage the liquidity of on- and off-balance sheet items with reasonable cost based on the liquidity risk appetite to achieve sound operation and sustainable profitability. Deposits from customers are the Group's primary source of funds. To ensure stable and sufficient source of funds are in place, the Group actively attracts new deposits, keeps the core deposit and obtains supplementary funding from the interbank market. According to different term maturities and the results of funding needs estimated from stressed scenarios, the Group adjusts its asset structure (including loans, bonds investment, interbank placement, etc.) to maintain sufficient liquid assets which provides adequate funds in support of normal business needs and ensure its ability to raise funds at a reasonable cost to serve external claims in case of emergency. The Group is committed to diversify the source of funds and the use of funds to avoid excessive concentration of assets and liabilities and prevent triggering liquidity risk due to the break of funding strand when problem occurred in one concentrated funding source. The Group has established intra-group liquidity risk management guideline to manage the liquidity funding among different entities within the Group, and to restrict their reliance on funding on each other. The Group also pays attention to manage liquidity risk created by off-balance sheet activities, such as loan commitments and derivatives. The Group has an overall liquidity risk management strategy to cover the liquidity management of foreign currency assets and liabilities, collateral, intra-day liquidity, intra-group liquidity, the liquidity risk arising from other risks, etc., and has formulated corresponding contingency plan.

The Group's Risk Management Committee ("**RMC**") is the decision-making authority of liquidity risk management, and assumes the ultimate responsibility of liquidity risk management. As authorised by RMC, the Asset and Liability Management Committee ("**ALCO**") exercises its oversight of liquidity risk and ensures the daily operations of the Group are in accordance with risk appetite and policies as set by RMC. The Asset and Liability Management Division is responsible for overseeing the Group's liquidity risk. It cooperates with Financial Market Department to assist the ALCO to perform liquidity management functions according to their specific responsibilities.

The Group established liquidity risk management indicators and limits to identify, measure, monitor and control liquidity risk on a daily basis. These indicators and limits include, but are not limited to liquidity coverage ratio ("**LCR**"), net stable funding ratio ("**NSFR**"), loan-to-deposit ratio, Maximum Cumulative Cash Outflow ("**MCO**") and liquidity buffer asset portfolio. The Group applies cash flow analysis to assess the Group's liquidity condition under normal conditions and also performs a liquidity stress test (including institution specific, general market crisis and combined crisis) at least on monthly basis to assess the Group's capability to withstand various severe liquidity crises. Also, the Assets and Liabilities Management System is developed to provide data and the preparation for regular management reports to facilitate liquidity risk management duties.

In accordance with the requirements of Supervisory Policy Manual LM-2 “Sound Systems and controls for Liquidity Risk Management” issued by the Monetary Authority in 2016, the Group has implemented behaviour model and assumptions of cash flow analysis and stress test to enhance the Group’s cash flow analysis under both normal and stressed conditions. In cash flow analysis under normal circumstances, assumptions have been made relating to on-balance sheet items (such as deposits from customers) and off-balance sheet items (such as loan commitments). According to various characteristics of the assets, liabilities and off-balance sheet items, the Group forecasts the future cash flow based on contractual maturity date and the assumptions of customer behaviour and balance sheet changes. The Group establishes MCO indicator which predicts the future 30-day maximum cumulative net cash outflow in normal situations based on the above assumptions, to assess if the Group has sufficient financing capacity to meet the cash flow gap in order to achieve the objective of continuous operation. As at 31 December 2021, the Issuer’s 30-day cumulative cash flow was a net cash inflow amounting to HK\$17,027 million, as compared to HK\$5,894 million as at 31 December 2020, and was in compliance with the internal limit requirements.

In the liquidity stress test, institution specific, general market crisis and combined crisis scenario has been set up, combined crisis scenario is a combination of institution specific and general market crisis to assess the Group’s capability to withstand a more severe liquidity crisis, with a more stringent set of assumptions being adopted. Stress test assumptions include the run-off rate of retail, wholesale and interbank deposits; drawdown rate of loan commitments and trade-related contingent liabilities; delinquency ratio and rollover rate of customer loans; and haircut of interbank placement and marketable securities. As at 31 December 2021, the Group was able to maintain a positive cash flow under the three stressed scenarios, indicating the Group has the ability to meet financing needs under stressed conditions. In addition, the Group has a policy in place to maintain a liquidity cushion which includes high quality or comparable quality marketable securities issued or guaranteed by sovereigns, central banks, public sector entities or multilateral development banks with 0 per cent. or 20 per cent. risk weight or marketable securities issued or guaranteed by non-financial corporate with a corresponding external credit rating of A- or above to ensure funding needs even under stressed scenarios. As at 31 December 2021, the Issuer’s liquidity cushion (before haircut) was HK\$44,051 million, as compared to HK\$41,405 million as at 31 December 2020. A contingency plan is being established which details the conditions to trigger the plan based on stress test results and early warning indicators, the action plans and relevant procedures and responsibility of various departments.

The LCR is calculated in accordance with the Banking (Liquidity) Rules (Cap. 155Q) effective from 1 January 2015 and the NSFR effective from 1 January 2018, the Group, being classified as category 1 authorized institution by the Monetary Authority, is required to calculate LCR and NSFR on consolidated basis. The Group was required to maintain an LCR not less than 100 per cent. and NSFR not less than 100 per cent.

The Group’s liquidity risk management also covers new products or business developments. Before launching a new product or business, the relevant departments are required to go through a risk assessment process, which includes the assessment of underlying liquidity risk and consideration of the adequacy of the current risk management mechanism. Any material impact on liquidity risk noted during the risk assessment process will be reported to the Risk Management Committee for approval.

The Group has established a set of uniform liquidity risk management policies. On the basis of the Group’s uniform policy, the principal banking subsidiary develops its own liquidity management policies according to its own characteristics, and assumes its own liquidity risk management responsibility, executes its daily risk management processes independently, and reports to the Group’s management on a regular basis.

Market Risk Management

The Group's objective in managing market risk is to maintain healthy growth of its treasury business by effective management of potential market risk in the Group's business, in accordance with the Group's overall risk appetite and strategy of treasury business on the basis of a well-established risk management regime and related management measures.

In accordance with the Group's corporate governance principles in respect of risk management, the Board and the Risk Management Committee, senior management and functional units perform their duties and responsibilities to manage the Group's market risk. The risk management units are responsible for assisting senior management to perform their day-to-day duties, independently monitoring the market risk profile and compliance of management policies and limits of the Group, to ensure that the aggregate and individual market risks are within acceptable levels. Independent units are assigned to monitor the risk exposure against risk limits on a daily basis, together with profit and loss reports submitted to senior management on a regular basis, while limit excess will be reported to senior management at once when it occurs. In addition, NCB (China) sets up independent risk monitoring team to monitor daily market risk and limit compliance, and submit management information and reports to the Issuer on a regular basis.

The Group sets up market risk indicators and limits to identify, measure, monitor and control market risk. Major risk indicators and limits include but not limited to VAR (Value-at-Risk), Stop Loss, Open Position, Stress Testing and Sensitivity Analysis (Basis Point Value). To meet management requirements, major risk indicators and limits are classified into four levels, and are approved by the Risk Management Committee, Asset and Liability Management Committee or senior management respectively. Treasury business units are required to conduct their business within approved market risk indicators and limits.

(a) Currency risk

The Group's assets and liabilities are denominated in major currencies, particularly the HK dollar, the U.S. dollar and Renminbi. To ensure the currency risk exposure of the Group is managed at an acceptable level, risk limits (e.g. Position and VAR limit) are used to serve as a monitoring tool. Moreover, foreign exchange contracts (e.g. FX swaps) are usually used to manage foreign exchange risk associated with foreign currency-denominated assets and liabilities.

The following is a summary of the Group's major foreign currency exposures arising from trading, non-trading and structural positions and is prepared with reference to the completion instructions for the Monetary Authority return of foreign currency position as at 31 December 2021:

	At 31 December 2021			
	Equivalent in HK\$ thousands			
	U.S. dollars	Renminbi	Other foreign currencies	Total foreign currencies
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
Spot assets	110,931,361	166,479,906	22,093,131	299,504,398
Spot liabilities	(100,229,498)	(170,145,753)	(12,901,769)	(283,277,020)
Forward purchases	21,456,500	13,790,839	5,111,037	40,358,376
Forward sales	(32,805,271)	(7,278,628)	(14,170,532)	(54,254,431)
Net (short)/long position	<u>(646,908)</u>	<u>2,846,364</u>	<u>131,867</u>	<u>2,331,323</u>
Net structural position	<u>9,439,231</u>	<u>15,615,698</u>	—	<u>25,054,929</u>

(b) Interest rate risk

The Group's risk management framework also applies to interest rate risk management. The Asset and Liability Management Committee exercises its oversight of interest rate risk in accordance with the "Banking Book Interest Rate Risk Management Policy" approved by the Risk Management Committee. The Asset and Liability Management Division is responsible for interest rate risk management. With the cooperation of the Financial Market Department, the Asset and Liability Management Division assists the Asset and Liability Management Committee to perform day-to-day interest rate risk management. Its roles include, but are not limited to, the formulation of management policies, selection of methodologies, setting of risk indicators and limits, assessment of target balance sheet, monitoring of the compliance with policies and limits, and submission of interest rate risk management reports to the management and Risk Management Committee.

The Group is principally exposed to HK Dollar, U.S. Dollar and Renminbi in terms of interest rate risk. As at 31 December 2021, according to the new standard IRRBB framework of HKMA, the Group assesses the impact of changes in the Group's net interest income (" Δ NII") and economic value (" Δ EVE") respectively under 6 interest rate shock scenarios, in which optionality and behavioural assumptions of certain products will also be estimated in the exposure measurement. The 6 interest rate shock scenarios include: (1) Parallel up; (2) Parallel down; (3) Steepener; (4) Flattener; (5) Short rates up; and (6) Short rates down.

Period	HK\$'000	Δ EVE		Δ NII	
		31 December 2021	31 December 2020	31 December 2021	31 December 2020
1	Parallel up	5,328,957	3,739,133	(198,138)	(633,076)
2	Parallel down	27,075	40,229	198,898	633,461
3	Steepener	1,006,962	865,250	N/A	N/A
4	Flattener	392,399	421,928	N/A	N/A
5	Short rate up	2,071,304	1,244,498	N/A	N/A
6	Short rate down	52,236	52,683	N/A	N/A
7	Maximum	5,328,957	3,739,133	198,898	633,461
Period		31 December 2021		31 December 2020	
8	Tier 1 capital	56,472,869		53,351,690	

Remarks: Positive values indicate losses under the alternative scenarios.

Operational Risk Management

The Group has implemented the "Three Lines of Defence" for its operational risk management. All departments or functional units as the first line of defence are the parties immediately responsible for operational risk management and carry out the duties and functions of self-risk control in the process of business operation through self-assessment and self-enhancement. The Operational Risk, Legal and Compliance Division together with certain specialist functional units in relation to operational risk management within the Group, including the Human Resources Department, Information Technology Department, Administration Division, Finance Department, etc. (collectively known as "**specialist functional units**"), are the second line of defence. They are responsible for assessing and monitoring the operational risk conditions in the first line of defence, and providing them with guidance. The Operational Risk, Legal and Compliance Division, being independent from the business units, is responsible for assisting the senior management in managing the Group's operational risk, including the establishment and review of the operational risk management policy and framework, designing the operational risk management tools and reporting mechanism, and assessing and reporting the overall operational risk position to the senior management and Risk Management Committee. Specialist functional units are required to carry out their managerial duties of the second line of defence with

respect to some specific aspects of operational risk and its related issues. Besides taking charge of operational risk management in their own units, these units are also required to provide other units with professional advice/training in respect of certain operational risk categories and to lead the Group-wide operational risk management. The Audit Department is the third line of defence which provides independent assessment to the effectiveness and adequacy of the operational risk management framework and is required to conduct periodic audit of the operational risk management activities of various departments or functional units within the Group regarding their compliance and effectiveness and to put forward recommendations for remedial actions.

The Group has put in place an effective internal control process which requires the establishment of policies and control procedures for all the key activities. The Group adheres to the fundamental principle of proper segregation of duties and authorisation. The Group adopts various operational risk management tools or methodologies such as key risk indicators, self-assessment, operational risk events reporting and review to identify, assess, monitor and control the risks inherent in business activities and products, as well as purchase of insurance to mitigate unforeseeable operational risks. Business continuity plans are established to support business operations in the event of an emergency or disaster. Adequate backup facilities are maintained and periodic drills are conducted.

Reputation Risk Management

In order to mitigate reputation risk, the Group has formulated and duly followed its Reputation Risk Management Policy. The policy aims to identify and prevent reputation risk proactively at an early stage when an incident occurs. Since reputation risk is often caused by various types of operational and strategic issues that negatively impact the trust and perception of the Group, all operational and key risks identified are assessed through the established Key Control Self-Assessment framework, including risk assessment tools, to evaluate the severity of their impact on the Group, including the damage to reputation.

In addition, the Group has put in place a comprehensive framework to continuously monitor reputation risk incidents in the financial industry. This continuous monitoring enables the Group to effectively manage, control and mitigate any potential adverse impact from an incident. The Group also adopts robust disclosure practices to keep stakeholders informed at all times, which helps build confidence in the Group and establish a strong public image.

Legal and Compliance Risk Management

Legal risk is the risk that unenforceable contracts, lawsuits or adverse judgments may disrupt or otherwise negatively affect the operations or financial conditions of the Group. Compliance risk is the risk of legal or regulatory sanctions, financial losses or losses in reputation the Group may suffer as a result of its failure to comply with all applicable laws and regulations. Legal and compliance risks are managed by the Operational Risk, Legal and Compliance Division. All legal matters are handled by the Operational Risk, Legal and Compliance Division. As part of the Group's corporate governance framework, the policy for the management of legal and compliance risk is approved by the Risk Management Committee as delegated by the Board.

Strategic Risk Management

The Board reviews and approves its strategic risk management policy. Key strategic issues have to be fully evaluated and properly endorsed by the senior management and the Board.

Technology Risk Management

Information technology risks are managed by the Technical Risk Management Division. As part of the Group's corporate governance framework, the policy of technology risk management is approved by the Risk Management Committee as delegated by the Board.

Conduct risk management

Conduct risk is managed by the Human Resources Department and reported on a quarterly basis to the Nomination and Remuneration Committee, as delegated by the Board.

ASSET QUALITY

Overview

The performance of the Hong Kong economy is heavily dependent on the property sector, and, as at 31 December 2020 and 2021, loans for purchase of properties and advances for property investment and development in Hong Kong together accounted for approximately 17.33 per cent. (restated) and 16.99 per cent., respectively, of the Group's total advances to customers.

As a result, the Group's asset quality is vulnerable to deflation in property prices. The ability of borrowers, including homeowners, to make timely repayment of their advances may be adversely affected by rising interest rates or a slowdown in economic growth. See "*Investment Considerations — Investment Considerations Relating to the Group — The Group may be affected by an economic downturn in Hong Kong*" and "*Investment Considerations — Investment Considerations Relating to the Group — The Group's business operation is exposed to interest rate risk*". As at 31 December 2019, 2020 and 2021, home mortgage advances amounted to HK\$26,262.4 million, HK\$29,167.7 million and HK\$33,254.93 million, respectively, or approximately 9.98 per cent., 10.43 per cent. and 11.25 per cent., respectively, of the Group's total advances to customers and was one of the most significant segments of the Group's total advances to customers. See "*Investment Considerations — Investment Considerations Relating to the Group — The Group has significant exposure to the Hong Kong property market*".

The Group is committed to expanding its business and operations in the PRC and remains susceptible to risks associated with lending in the PRC, which could lead to an increase in the Group's classified advances. As at 31 December 2019, 2020 and 2021, the Group's loans and advances counterparties in the PRC was approximately 30.76 per cent., 31.27 per cent. and 32.79 per cent., respectively, of the Group's total advances. See "*Investment Considerations — Investment Considerations Relating to the Group — The Group has significant exposure to the PRC market which may be influenced by the general state of the PRC economy and any significant political, social or legal uncertainties or changes in the PRC*".

Top Ten Impaired Loans

As at 31 December 2021, the Group's ten largest impaired loans accounted for approximately 1.38 per cent. of its total advances and approximately 92 per cent. of its gross impaired loan portfolio. The majority of the borrowers of such ten largest impaired loans were engaged in Property Development or Recreational Activities and accounted for approximately 69 per cent. of the aggregate exposure relating to such ten largest impaired loans as at 31 December 2021.

Impaired Loans That Have Been Restructured

As at 31 December 2019, 2020 and 2021, the Group's impaired loans including those that have been restructured through the rescheduling of principal repayments and deferral or waiver of interest were as follows:

	As at 31 December 2019	As at 31 December 2020	As at 31 December 2021
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
	<i>(in HK\$ thousands, except percentages)</i>		
Rescheduled advances to customers net of amounts included in "Advances overdue for more than three months"	317,854	90,110	861,137
Percentage of gross advances to customers	0.12%	0.03%	0.29%

Financial assets at fair value through profit or loss

The Group's financial assets at fair value through profit or loss included listed and unlisted securities. As at 31 December 2019, 2020 and 2021, the fair value of these financial assets was HK\$6,662.58 million, HK\$6,497.76 million and HK\$7,252.33 million, respectively. These securities included both Hong Kong dollar and U.S. dollar denominated bonds, notes and equity securities.

The table below sets forth a summary of the carrying values of the Group's financial assets at fair value through profit or loss, categorised by the types of issuers as at the dates indicated:

	Trading		
	As at 31 December 2019	As at 31 December 2020	As at 31 December 2021
Type of issuers			
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
	<i>(in HK\$ thousands)</i>		
Sovereigns	6,662,582	6,497,759	7,252,326
	<u>6,662,582</u>	<u>6,497,759</u>	<u>7,252,326</u>
	Mandatorily measured at fair value through profit or loss Non trading		
	As at 31 December 2019	As at 31 December 2020	As at 31 December 2021
Type of issuers			
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
	<i>(in HK\$ thousands)</i>		
Banks and other financial institutions	7,908,715	16,415,554	17,438,255
Corporate entities	83,050	—	2,331,989
	<u>7,991,765</u>	<u>16,415,554</u>	<u>19,770,244</u>

INTERNAL AUDIT

The Issuer's internal auditors are responsible for auditing the Group's operations, including NCB (China). Through regular audits departments, subsidiaries and branches of the Issuer, the internal auditors review and evaluate the adequacy and effectiveness of internal controls, safeguard the Group's assets, review operations in terms of efficiency and effectiveness, ensure the accuracy and reliability of information and review compliance with established policies, procedures and relevant statutory requirements. The results of each internal audit are reported to the Management and the Audit Committee, and any internal audit recommendations are closely followed up after the issuance of the internal audit report.

COMPLIANCE

Legal and compliance risks are managed by the Operational Risk, Legal and Compliance Division. All legal matters are handled by the Operational Risk, Legal and Compliance Division. It is responsible for reviewing new products and business proposals, conducts periodic review of the Group's activities and advises senior management of the Group in accordance with applicable laws, rules and regulations. As part of the Group's corporate governance framework, the policy for the management of legal and compliance risk is approved by the Risk Management Committee as delegated by the Board. In addition, the Group's internal controls are also reviewed by its internal auditors. Regular training sessions are conducted and notices are issued to update the Group's staff members on any significant regulatory changes relevant to the operations of the Group.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

The Issuer is managed by its Board of Directors, which is responsible for setting objectives and formulating long term strategies as well as managing the Issuer's overall business. As at 31 March 2022, the Board of Directors comprised ten Directors with a variety of different experience and professionalism. Among them, four are Executive Directors, two are Non-executive Directors and four are Independent Non-executive Directors. Directors are appointed at any time either at a general meeting of shareholders or by the Board of Directors.

As at 31 March 2022, the Board of Directors of the Issuer comprised the following individuals:

Name	Title
Mr. ZHANG Weidong (張衛東)	Chairman and Non-executive Director
Mr. CHAN Sai Ming (陳細明)	Vice Chairman and Executive Director
Mr. YANG Yingxun (楊英勛)	Non-executive Director
Mr. LIU Jun (劉鈞)	Executive Director and Chief Executive
Mr. SUN Jiandong (孫建東)	Executive Director
Mr. CHENG Kin Kong (鄭建崗)	Executive Director and Deputy Chief Executive
Mr. LAU Hon Chuen (劉漢銓)	Independent Non-executive Director
Mr. LAN Hong Tsung David (藍鴻震)	Independent Non-executive Director
Ms. CHIU Lai Kuen Susanna (趙麗娟)	Independent Non-executive Director
Mr. LI Shu Pui (李樹培)	Independent Non-executive Director

Mr. ZHANG Weidong (張衛東). Mr. Zhang is a Non-executive Director and the Chairman of the Board of the Issuer. He is also the Chairman of the Strategy and Development Committee of the Issuer, an Executive Director and the President of China Cinda and a Director of Cinda Financial. Mr. Zhang worked in China Construction Bank from July 1992 to April 1999 and previously served as the Cadre and Deputy Director of the Real Estate Credit Department. He joined China Cinda in April 1999 and successively held various positions since September 2002 as the Deputy Director of the Asset Appraisal Department, the General Manager of the Asset Appraisal Department, the General Manager of the Market Development Department, the Head of the Reorganization Leading Panel Office, the Head of the Strategic Investors Introduction and Listing Panel Office, the Head of the Listing Preparation Leading Panel Office, the General Manager of the Investment and Financing Management Department, the Board Secretary (concurrently serving as the General Manager of Strategic Development Department, the Director of the Financial Risk Research Center and the Director of the Postdoctoral Management Office) and the Assistant to the President of China Cinda. From November 2015 to October 2019, he successively held various positions in China Trust Protection Fund Co., Ltd., including the Executive Director, Vice President and President. He has been serving as the Secretary of the Party Committee of China Cinda since March 2022. Mr. Zhang graduated from Tongji University in 1989 with a bachelor's degree in Engineering and graduated from Renmin University of China in 1992 with a master's degree in Economics. He holds the professional title of Senior Economist.

Mr. CHAN Sai Ming (陳細明). Mr. Chan is the Vice Chairman (Executive Director) of the Issuer. He is also a member of each of the Strategy and Development Committee, the Risk Management Committee as well as the Connected Transaction Committee of the Issuer. Mr. Chan currently is also a Director of each of Cinda Financial, NCB(China), Hong Kong Interbank Clearing Limited, HKICL Services Limited, Hong Kong Trade Finance Platform Company Limited, Nova Credit Limited and Hong Kong Information Technology Joint Council Limited. Mr. Chan is also the Chairman of Hong Kong Internet Registration Corporation Limited, the Chairman of the Banking & Finance Training Board of Vocational Training Council of Hong Kong, a Member of the Banking Industry Training Advisory Committee of the Education Bureau, a Member of the Financial & Treasury Services Committee of Hong Kong General Chamber of Commerce and an Advisor of Our Hong Kong Foundation. He has been appointed as a Justice of Peace by the HKSAR Government since 1 July 2021. Before joining the Issuer, he was Deputy General Manager of Group Audit of Bank of China (Hong Kong) Limited. He graduated from The Chinese University of Hong Kong with a Bachelor's degree in Social Science and also obtained a Master's degree in Science as well as a Master's degree in Commerce in Accounting from the University of Ulster and The University of New South Wales respectively. He is a Certified Information Systems Auditor and a Certified Internal Auditor.

Mr. YANG Yingxun (楊英勳). Mr. Yang is a Non-executive Director, a member of each of the Risk Management Committee as well as the Nomination and Remuneration Committee of the Issuer. He is presently the Chief Financial Officer of China Cinda and a Director of Cinda Financial. Mr. Yang worked in China Construction Bank Trust and Investment Corporation from July 1996 to May 1999 and joined China Cinda in May 1999. He had held various positions, including the Financial Director of Cinda Property and Casualty Insurance Co., Ltd., the Financial Director and Vice President of Happy Life Insurance Co., Ltd., and the General Manager of Planning and Finance Department of China Cinda. Mr. Yang obtained a bachelor's degree in Economics from the University of International Business and Economics in 1996 and an MBA degree from Tsinghua University in 2006. Mr. Yang holds the professional title of Economist.

Mr. LIU Jun (劉鈞). Mr. Liu is an Executive Director and the Chief Executive, a member of each of the Strategy and Development Committee and the Connected Transaction Committee of the Issuer. He currently is also a Director of Cinda Financial. Before joining the Issuer, Mr. Liu has worked as an Executive Director and General Manager, an Alternate Chief Executive Officer and the Chief Risk Officer of CMB Wing Lung Bank. He has also held various senior executive roles including the General Manager of Operation Management Department of the Head Office, the General Manager of Accounting Department of the Head Office and Vice President of Hong Kong Branch of China Merchants Bank. Mr. Liu graduated from Wuhan University where he obtained a bachelor's degree in International Finance.

Mr. SUN Jiandong (孫建東). Mr. Sun is an Executive Director and a member of the Strategy and Development Committee of the Issuer. He currently is also a Director of Cinda Financial, the Chairman of NCB (China) and a Director of Chongqing Ant Consumer Finance Co., Ltd. From July 1993 to September 1999, Mr. Sun served several positions as the Section Chief of Office Secretariat and an Assistant General Manager of Business Department of the Sichuan Branch as well as an Assistant Head of the Minjiang sub-branch of China Construction Bank Corporation. He joined China Cinda in September 1999 and successively served various positions as Senior Manager of Investment Banking Department of Chengdu Office, Deputy Officer of Changchun Office, Deputy General Manager of Jilin Branch, General Manager of Guangxi Branch and General Manager of Investment and Financing Department of Head Office of China Cinda. Mr. Sun was also the Director of Project Management Office for acquisition of the Issuer. He graduated from Southwestern University of Finance and Economics where he obtained a doctorate degree in Finance. He holds the professional title of Senior Economist.

Mr. CHENG Kin Kong (鄭建崗). Mr. Cheng was appointed as an Executive Director and a member of the Connected Transaction Committee of the Issuer on 12 January 2022. He currently is also a Director of Cinda Financial as well as a Director and the Chief Executive of NCB (China). Mr. Cheng joined the Issuer in 1989 and served different positions at the Issuer as Alternate Chief Executive, Deputy Chief Executive, Assistant Chief Executive, Head of Corporate Relationship Management, Head of Business Support Department, Head of Shenzhen Branch and Head of Guangzhou Branch. Mr. Cheng graduated from the Jinan University with a bachelor's degree in Computer Science.

Mr. LAU Hon Chuen (劉漢銓). Mr. Lau is an Independent Non-executive Director, the Chairman of the Connected Transaction Committee, a member of the Risk Management Committee and a member of the Nomination & Remuneration Committee of the Issuer. He is the senior partner of Messrs. Chu & Lau, Solicitors & Notaries. He obtained LL.B degree from the University of London and is a solicitor of the High Court of the Hong Kong Special Administrative Region, a China-appointed attesting officer and a notary public. In 2001, Mr. Lau was awarded "Gold Bauhinia Star" by the Hong Kong government. He has served as a standing committee member of the 10th, 11th and 12th National Committee of the Chinese People's Political Consultative Conference, a Non-executive Director of several listed companies, a Director of Cinda Financial and the Supervisor of NCB (China).

Dr. LAN Hong Tsung David (藍鴻震). Dr. Lan is an Independent Non-executive Director, the Chairman of the Nomination and Remuneration Committee, a Member of each of the Audit Committee and the Connected Transaction Committee of the Issuer. He is the Chairman of David H T Lan Consultants Limited. He is also the Senior Consultant of NCB (China), a Director of each of Cinda Financial and International Probono Legal Services Association Limited as well as an Independent Non-executive Director of Cheung Kong Infrastructure Holdings Limited, Hutchison Telecommunications Hong Kong Holdings Limited and ARA Asset Management (Prosperity) Limited. Dr. Lan was also an Independent Non-executive Director of SJM Holdings Limited till 11 June 2019, thereafter reappointed as Consultant to the Board of the Company till June 2020. On 1 July 2000, Dr. Lan was awarded "Gold Bauhinia Star" by the Hong Kong government for his 39 year-long civil service when he retired as the firstly appointed Secretary for Home Affairs. He was appointed to the 10th and 11th sessions of the national committee member of the Chinese People's Political Consultative Conference. He received his bachelor of arts degree from the University of London and completed the Advanced Management Program of the Harvard Business School, Boston. He was also a fellow at Queen Elizabeth House, University of Oxford. Dr. Lan was conferred with honorary doctorate degree of University of the West of England, doctorate degree of Humanities, honoris causa by Don Honorio Ventura Technological State University, and holder of Visiting Professorship Awards of Bulacan State University and Tarlac State University. Dr. Lan is also the president of The International Institute of Management for 7 years till his retirement in June 2019, a Chartered Secretary and Chartered Governance Professional. He is also a Fellow Member of The Hong Kong Chartered Governance Institute (HKCGI) and The Chartered Governance Institute (CGI).

Ms. CHIU Lai Kuen Susanna (趙麗娟). Ms. Chiu is an Independent Non-executive Director, the Chairman of the Audit Committee and a member of the Risk Management Committee of the Issuer, and a Director of Cinda Financial. She is also an Independent Non-executive Director for each of Kato (Hong Kong) Holdings Limited, Huijing Holdings Company Limited, Songz Automobile Air Conditioning Co. Ltd., Huali University Group Limited and China Oilfield Services Limited, as well as an Executive Director of Bonjour Holdings Limited. Ms. Chiu has extensive professional experience in accounting, business management and operations. She was appointed as the President of The Hong Kong Institute of Certified Public Accountants in 2013 and was awarded the Medal of Honor in the same year by the HKSAR Government for her achievement and dedicated public services especially her contribution to the accounting profession. In 2017, the 20th Anniversary of the establishment of the Hong Kong SAR, Ms. Chiu was awarded 'Justice of Peace' by the HKSAR Government for her contribution to the Hong Kong community. Ms. Chiu was awarded the "Outstanding Women Professional" in 2014, "Outstanding Business Women Leader" in 2017 and "GBA Outstanding Women Entrepreneur Award" in 2021. Ms. Chiu currently is a member of public bodies, including the Women's Commission and the Advisory Committee on Arts Development, and

formerly the Council Treasurer of the Education University of Hong Kong and a member of the Equal Opportunities Commission etc. She is currently appointed as a member in the China People's Political Consultative Conference of the Shanghai, formerly 10th Shaanxi Province and Shanghai Minheng District Committee. Ms. Chiu was conferred with Bachelor of Arts (Hons) in Economics (Class I, Tassie Medallion Prize) of The University of Sheffield of United Kingdom and Executive MBA of The Chinese University of Hong Kong. She is also a Fellow member of The Hong Kong Institute of Certified Public Accountants, a Certified Information Systems Auditor and a member of The Hong Kong Institute of Directors.

Mr. LI Shu Pui (李樹培). Mr. Li is an Independent Non-executive Director, the Chairman of the Risk Management Committee and a member of the Audit Committee of the Issuer. He is also a Director of each of Cinda Financial and Nova Credit Limited. Mr. Li currently is Governor's Advisor of Central Bank of the United Arab Emirates. He had served the Hong Kong Monetary Authority for over 17 years and successively held various positions including Head (Technology and Operational Risk), Head (Financial Infrastructure) and Executive Director (Financial Infrastructure). Mr. Li was conferred with Bachelor (Hons) Degree of Computing Science and Master Degree in Research of Computer Graphics of Victoria University of Manchester of United Kingdom.

In order to focus its attention on strategic and material issues that have significant impact on the Group's finances and long-term development, the Board of Directors currently has set up the following five committees to oversee the major areas of the Group. Details of the committees are given below:

Strategy and Development Committee

The Strategy and Development Committee is responsible for the consideration and suggestion of the medium and long term development strategies of the Group. Its main duties include:

- preparation of the Group's medium and long term strategies for the Board's approval;
- examination, proposing, monitoring, review and update of the Group's medium and long strategies and making recommendations to the Board regarding necessary adjustments of the strategies;
- examination of the formulation of the Group's medium and long term strategies and ensuring all the potential plans in a certain selective scope have been adequately considered;
- monitoring the implementation of medium and long term strategies in accordance with established standards and providing directive guidance to the management on the aforesaid implementation;
- examination of material merge and acquisition plans proposed by the management and advising the management on the plans; and
- advising the Board on the Group's major investment, capital expenditure and strategic commitment and monitoring the implementation of the aforesaid.

As at 31 March 2022, members of the Strategy and Development Committee included Mr. Zhang Weidong (Chairman), Mr. Chan Sai Ming, Mr. Sun Jiandong and Mr. Liu Jun. Among them, Mr. Chan, Mr. Sun and Mr. Liu were executive directors of the Issuer.

Audit Committee

The Audit Committee assists the Board in fulfilling its oversight role over the Group in the following areas:

- integrity of financial statements and the financial reporting process;
- internal control system;
- performance of internal audit functions and internal auditors;
- appointment of external auditor and evaluation of external auditor's qualifications, independence and performance;
- periodic review and annual audit of the Group's financial statements;
- compliance with applicable accounting standards and legal and regulatory requirements on financial disclosures; and
- enhancement of the corporate governance framework.

As at 31 March 2022, members of the Audit Committee were Ms. Chiu Lai Kuen Susanna (Chairman), Mr. Lan Hong Tsung David and Mr. Li Shu Pui. All were Independent Non-executive Directors of the Issuer.

Risk Management Committee

The Risk Management Committee assists the Board in performing the duties in respect of the risk management of the Group in the following areas:

- formulation/review of the risk management framework and risk management strategy of the Group;
- oversight of all risk profiles of the Group, and identification, assessment and management of material risks faced and foreseen by the Group;
- oversight of the subsidiaries' risk management, internal control and all risk profiles which have impact on the Group;
- oversight, review and assessment of the adequacy and effectiveness of the Group's risk management policies, procedures, system framework, risk management systems, infrastructure, resources and internal control;
- review and approval of high-level risk-related policies of the Group and monitoring the implementation of the aforesaid;
- assessing whether the remuneration system should align with the risk culture and risk appetite from the risk management's point of view; and
- monitoring the Group's sustainability-related risk management, and employing effective strategy, control and mitigation measures to climate change.

As at 31 March 2022, members of the Risk Management Committee were Mr. Li Shu Pui (Chairman), Mr. Yang Yingxun, Mr. Chan Sai Ming (Appointed as member effective from 8 January 2021), Mr. Lau Hon Chuen (Appointed as member effective from 8 January 2021) and Ms. Chiu Lai Kuen Susanna. All were Directors of the Issuer. Among them, Mr. Chan Sai Ming was Executive Director of the Bank, Mr. Yang Yingxun was Non-executive Director, Mr. Li Shu Pui, Mr. Lau Hon Chuen, and Ms. Chiu Lai Kuen Susanna were Independent Non-executive Directors.

Connected Transactions Committee

The Connected Transaction Committee assists the Board in performing the duties in respect of connected transactions of the Group in the following areas:

- reviews and approves the Group's connected transaction policy;
- regularly receives connected transactions information and fully understands the management of connected transactions of the Group and gives guidance; and
- in accordance with the provisions of laws and administrative regulations and fair and equitable business principles, approves the Group's major connected transactions on a timely basis.

As at 31 March 2022, members of the Connected Transaction Committee were Mr. Lau Hon Chuen (Chairman), Mr. Lan Hong Tsung David, Mr. Chan Sai Ming, Mr. Liu Jun and Mr. Cheng Kin Kong. All were Directors of the Issuer. Among them, Mr. Lau Hon Chuen and Mr. Lan Hong Tsung David were Independent Non-executive Directors.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee assists the Board in performing the duties in respect of the Group in, among others, the following areas:

- human resources, remuneration strategy and incentive framework of the Group;
- monitors the culture-related matters of the Group;
- selection and nomination of Directors, Board Committee members and certain senior executives as designated by the Board from time to time (defined as "**Senior Management**");
- structure, size and composition of the board of directors and committees shall be governed by the principle of diversity of board members (including but not limited to gender, age, cultural and educational background, ethnicity, geographical location, professional experience, skills and knowledge, etc.) of the Board and Board Committees;
- remuneration of Directors, Board Committee members, Senior Management and Key Personnel;
- effectiveness of the Board and Board Committees; and
- training and continuous professional development of Directors and Senior Management.

As at 31 March 2022, the members of the Nomination and Remuneration Committee were Mr. Lan Hong Tsung David (Chairman), Mr. Lau Hon Chuen and Mr. Yang Yingxun. All were Non-executive Directors of the Bank. Among them, Mr. Lan Hong Tsung David and Mr. Lau Hon Chuen were Independent Non-executive Directors.

SENIOR MANAGEMENT

<u>Name</u>	<u>Title</u>
Mr. LIU Jun (劉鈞)	Executive Director and Chief Executive
Mr. QU Helei (曲和磊)	Chief Risk Officer
Mr. CHENG Kin Kong (鄭建崗)	Executive Director and Deputy Chief Executive
Mr. ZHANG Guangying (張廣迎)	Deputy Chief Executive
Mr. LIU Xiaoguang (劉曉光)	Chief Financial Officer
Mr. TIAN Changyue (田昌越)	Chief Information Officer
Mr. SHANG Chenguang (尚晨光)	Chief Credit Officer

Mr. LIU Jun (劉鈞). — see “*Board of Directors and Senior Management — Board of Directors — Mr. LIU Jun*”. *Mr. Liu was appointed as Chief Executive of the Issuer with effect from 8 January 2021.

Mr. QU Helei (曲和磊). — *Mr. Qu was appointed as Chief Risk Officer of the Issuer with effect from 20 November 2019.

Mr. CHENG Kin Kong (鄭建崗), — see “*Board of Directors and Senior Management — Board of Directors — Mr. CHENG Kin Kong*”. *Mr. Cheng was appointed as Deputy Chief Executive of the Issuer with effect from 1 March 2011.

Mr. ZHANG Guangying (張廣迎), — *Mr. Zhang was appointed as Deputy Chief Executive of the Issuer with effect from 29 November 2017.

Mr. LIU Xiaoguang (劉曉光), — *Mr. Liu was appointed as Chief Financial Officer of the Issuer with effect from 20 November 2019.

Mr. TIAN Changyue (田昌越), — *Mr. Tian was appointed as Chief Information Officer of the Issuer with effect from 1 August 2019.

Mr. SHANG Chenguang (尚晨光), — *Mr. Shang was appointed as Chief Credit Officer of the Issuer with effect from 4 March 2021.

PRINCIPAL SHAREHOLDERS

CHINA CINDA ASSET MANAGEMENT CO., LTD.

China Cinda is the ultimate controlling shareholder of the Issuer. As at the date of this Offering Circular, Cinda Financial, the immediate holding company of the Issuer, was 100 per cent. owned by China Cinda.

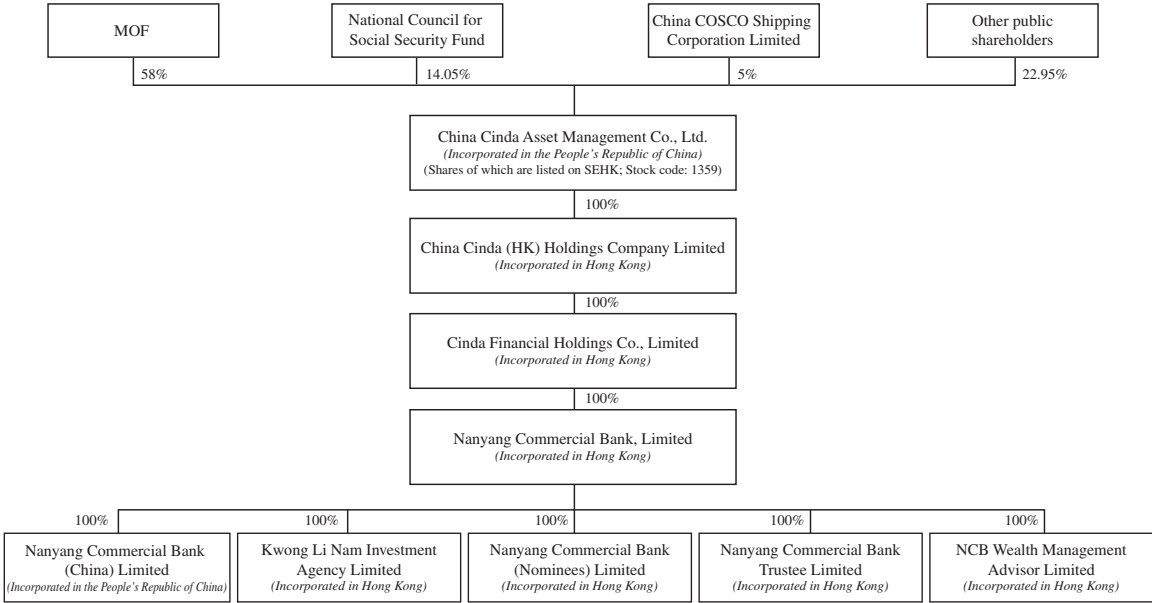
With the approval of the PRC's State Council, China Cinda Asset Management Corporation, the predecessor of China Cinda, was established in Beijing on 19 April 1999 with a registered capital of RMB10.0 billion contributed solely by the MOF. Cinda Corporation was established as a wholly state-owned non-bank financial institution with the aim of effectively mitigating financial risk, maintaining stability of the financial system and accelerating the reform and development of state-owned banks and enterprises. It was the first asset management company to acquire, manage and dispose non-performing loans of state-owned banks. With the approval of the PRC's State Council, Cinda Corporation was renamed "China Cinda Asset Management Co., Ltd." on 29 June 2010. China Cinda was established as a joint stock company with the MOF as its sole promoter, and assumed all of the assets, subsidiaries, branches, businesses, personnel and relevant policies of Cinda Corporation. As at 31 December 2021, 58.00 per cent. of China Cinda's issued share capital was held by the MOF, 14.05 per cent. was held by the National Council for Social Security Fund and 27.95 per cent. was held by other H share public shareholders.

Since its founding, China Cinda has received the support of the PRC government. Since then, China Cinda has grown into a leading asset management company that focuses on distressed asset management and financial services. China Cinda covers a wide range of financial services and owns financial licences through itself and its subsidiaries in various business segments including banking, financial leasing, trust, securities, futures and funds management. China Cinda currently has interests in the Issuer, its only commercial bank subsidiary, as an indirect sole shareholder. As at 31 December 2021, China Cinda's total assets stood at RMB1,564,279.3 million with a net profit of RMB13,000.5 million for the year ended 31 December 2021. The Chairman of China Cinda is Mr. Zhang Zi'ai.

China Cinda as the ultimate controlling shareholder of the Issuer. Subject to compliance with the regulations of the Monetary Authority, China Cinda, through Cinda Financial, is able to appoint the Issuer's Directors and vote to pursue corporate actions requiring shareholders' approval. The Chairman of the Issuer is currently an Executive Director and the President of China Cinda.

China Cinda owns or controls a number of companies which may compete directly or indirectly with the businesses of the Issuer, and have more experience, superior resources and a larger scale of operations in the PRC.

The following chart sets out the shareholding chain of China Cinda in the Issuer as at 31 December 2021:



CHINA CINDA (HK) HOLDINGS COMPANY LIMITED

The Issuer is a directly wholly-owned subsidiary of Cinda Financial, which is wholly-owned by China Cinda (HK) Holdings Company Limited (“**Cinda HK**”), a directly wholly-owned subsidiary of China Cinda outside the PRC. Cinda HK conducts distressed asset management, equity and fixed income investment, asset management and real estate finance. Cinda HK conducts investment banking and asset management businesses through (i) two Hong Kong-listed companies, namely its associate company Silver Grant International Industries Ltd. (stock code: 00171) and China Fortune Financial Group Ltd. (stock code: 00290) in which it holds minority equity interests, and (ii) China Cinda’s associated company Sino Rock Investment Management Company Limited. Cinda HK serves as a bridge between China Cinda’s domestic and overseas businesses and functions as a primary platform for overseas investment and financing and asset management for the China Cinda group. The key businesses of Cinda HK are investment management business, investment banking business and asset management business. In addition, Cinda HK generates synergies within the China Cinda group by collaborating with China Cinda and other subsidiaries in cross-border investment, financing and merger and acquisition activities.

Principal Activities of the China Cinda group

China Cinda currently engages in a wide range of banking and non-bank financial businesses through the following entities:

The Group

retail banking (including home mortgage loans, consumer finance, credit cards, deposits, personal wealth management, distribution of insurance and investment products, hire purchase and leasing and small business loans), wholesale banking (including commercial mortgages, trade finance, corporate loans, syndicated loans, term loans and overdrafts, and structured finance) and treasury activities

China Cinda and its subsidiaries (excluding the Group)

distressed asset management and financial services including banking, securities, futures and fund management, insurance, financial leasing and trust

REGULATION AND SUPERVISION

The banking sector in Hong Kong is regulated by and subject to the provisions of the Banking Ordinance and to the powers and functions ascribed by the Banking Ordinance to the Monetary Authority. The Banking Ordinance provides that only authorized institutions (that is, banks which have been granted a banking licence (“**licence**”) by the Monetary Authority may carry on banking business (as defined in the Banking Ordinance) in Hong Kong and contains controls and restrictions on such banks (“**authorized institutions**”).

Supervision of Authorized Institutions in Hong Kong

The provisions of the Banking Ordinance are implemented by the Monetary Authority, the principal function of which is to promote the general stability and effectiveness of the banking system, especially in the area of supervising compliance with the provisions of the Banking Ordinance. The Monetary Authority supervises authorized institutions through, inter alia, a regular information gathering process, the main features of which are as follows:

- (1) each authorized institution must submit a monthly return to the Monetary Authority setting out the assets and liabilities of its operations in Hong Kong and a further comprehensive quarterly return relating to its principal place of business in Hong Kong and all local branches, although the Monetary Authority has the right to allow returns to be made at less frequent intervals;
- (2) the Monetary Authority may order an authorized institution, any of its subsidiaries, its holding company or any subsidiaries of its holding company to provide such further information (either specifically or periodically) as it may reasonably require for the exercise of its functions under the Banking Ordinance or as it may consider necessary to be submitted in the interests of the depositors or potential depositors of the authorized institution concerned. Such information shall be submitted within such period and in such manner as the Monetary Authority may require. The Monetary Authority may in certain circumstances also require such information or any return submitted to it to be accompanied by a certificate of the authorized institution’s auditors (approved by the Monetary Authority for the purpose of preparing the report) confirming compliance with Banking Ordinance and certain matters;
- (3) authorized institutions may be required to provide information to the Monetary Authority regarding companies in which they have an aggregate 20 per cent. or more direct or indirect shareholding or with which they have common directors or managers (as defined in the Banking Ordinance), the same controller, a common name or a concert party arrangement to promote the authorized institution’s business;
- (4) in addition, authorized institutions are obliged to report to the Monetary Authority immediately of their likelihood of becoming unable to meet their obligations or of the commencement of material civil proceedings applicable only to authorized institutions incorporated in Hong Kong;
- (5) the Monetary Authority may direct an authorized institution to appoint an auditor to report to the Monetary Authority on the state of affairs and/or profit and loss of the authorized institution or the adequacy of the systems of control of the authorized institution or other matters as the Monetary Authority may reasonably require;
- (6) the Monetary Authority may, at any time, with or without prior notice, examine the books, accounts and transactions of any authorized institution, and in the case of an authorized institution incorporated in Hong Kong, any local branch, overseas branch, overseas representative office or subsidiary, whether local or overseas, of such institution; such inspections are carried out by the Monetary Authority on a regular basis; and

- (7) authorized institutions are required to give written notice to the Monetary Authority immediately of any proposal to remove an auditor before the expiration of his term of office or replace an auditor at the expiration of his term of office.

Exercise of Powers over Authorized Institution

The Monetary Authority may, after consultation with the Financial Secretary, exercise certain powers over the conduct of authorized institutions in any of the following circumstances:

- (1) when an authorized institution informs the Monetary Authority that it is likely to become unable to meet its obligations, that it is insolvent, or that it is about to suspend payment;
- (2) when an authorized institution becomes unable to meet its obligations or suspends payment;
- (3) if after an examination or investigation, the Monetary Authority is of the opinion that an authorized institution:
 - (i) is carrying on its business in a manner detrimental to the interests of its depositors or potential depositors or of its creditors or of holders or potential holders of multi-purpose cards issued by it or the issue of which is facilitated by it;
 - (ii) is insolvent or is likely to become unable to meet its obligations or is about to suspend payment;
 - (iii) has contravened or failed to comply with any of the provisions of the Hong Kong Banking Ordinance; or
 - (iv) has contravened or failed to comply with any condition attached to its licence or certain conditions in the Banking Ordinance; and
- (4) where the Financial Secretary advises the Monetary Authority that he considers it in the public interest to do so.

In any of the circumstances described above, the Monetary Authority, after consultation with the Financial Secretary, may exercise any of the following powers:

- (1) to require the authorized institution, by notice in writing served on it, forthwith to take any action or to do any act or thing whatsoever in relation to its business and property as the Monetary Authority may consider necessary;
- (2) to direct the authorized institution to seek advice on the management of its affairs, business and property from an adviser approved by the Monetary Authority;
- (3) to assume control of and carry on the business of the authorized institution, or direct some other person to assume control of and carry on the business of the authorized institution; or
- (4) to report to the Chief Executive in Council in certain circumstances (in which case the Chief Executive in Council may exercise a number of powers including directing the Financial Secretary to present a petition to the Court of First Instance for the winding-up of the authorized institution).

Revocation and Suspension of Banking Licence

The Monetary Authority also has powers to recommend the revocation or suspension of a licence. Both powers are exercisable after consultation with the Financial Secretary and with a right of appeal of the authorized institution concerned except in the event of temporary suspension in urgent cases. The grounds for suspension or revocation include the following:

- (1) the authorized institution no longer fulfils the criteria for authorisation and the requirements for registration;
- (2) the authorized institution is likely to be unable to meet its obligations or to suspend payment or proposes to make, or has made, any arrangement with its creditors or is insolvent;
- (3) the authorized institution has failed to provide material information required under the Hong Kong Banking Ordinance or has provided false information;
- (4) the authorized institution has breached a condition attached to its licence;
- (5) a person has become or continues to be a controller or chief executive or director of the authorized institution after the Monetary Authority has made an objection;
- (6) the interests of the depositors require that the licence be revoked; or
- (7) the authorized institution is engaging in practices likely to prejudice Hong Kong as an international financial centre or in practices (specified in the Monetary Authority guidelines) which should not be engaged in.

Revocation or suspension of a licence means that the authorized institution can no longer conduct banking business (for the specified period in the case of a suspension).

Principal Obligations of Authorized Institutions

The obligations of an authorized institution under the Hong Kong Banking Ordinance, which are enforced by the Monetary Authority through the system described above, include, but are not limited to, the following:

Capital Adequacy

An authorized institution incorporated in Hong Kong must at all times maintain a total capital adequacy ratio of at least 8.0 per cent., calculated as the ratio (expressed as a percentage) of its capital base to its risk-weighted assets as more fully described below. In relation to an authorized institution with subsidiaries, the Monetary Authority may require the ratio to be calculated on a consolidated basis, or on both a consolidated and an unconsolidated basis, or on a consolidated basis only in respect of such subsidiaries of the authorized institution as may be specified by the Monetary Authority. The Monetary Authority may, after consultation with the authorized institution concerned, increase the ratio for any particular authorized institution. An authorized institution is under a duty to inform the Monetary Authority immediately of a failure to maintain the required capital adequacy ratio and to provide the Monetary Authority with such particulars as it may require. It is an indictable offence not to do so, and the Monetary Authority is entitled to prescribe remedial action.

The capital base of an authorized institution is, broadly speaking but not limited to, all its paid-up capital and reserves, its profit and loss account including its current year's profit or loss, together with perpetual and term subordinated debt meeting prescribed conditions, general provisions against doubtful debts subject to certain limitations and a portion of its latent reserves arising from the revaluation of long-term holdings of specified equity securities or its reserves on the revaluation of real property.

The risk-weighted exposure is determined by:

- (1) multiplying risk-weight factors to the book value of various categories of assets (including but not limited to notes and coins, Hong Kong government certificates of indebtedness and cash items in the course of collection);
- (2) multiplying the credit conversion factors to various off-balance sheet items (including but not limited to direct credit substitutes, transaction-related contingencies, repurchase contracts, note issuance facilities and exchange rate contracts) to determine their credit equivalent amount;
- (3) aggregating the amounts determined pursuant to (1) and (2); and
- (4) subtracting from the amount determined pursuant to (3) the value of general provisions not included in the capital base of the authorized institution.

The capital adequacy standards described above are commonly known as Basel II, and there are four approaches under Basel II to calculate credit risks, namely the basic approach, the standardised approach, foundation internal rating based approach and the advanced internal ratings based approach. Authorized institutions in Hong Kong under Basel II can choose either one out of the four approaches, with the foundation internal rating based approach and advanced internal rating based approach requiring approval from the Monetary Authority.

In December 2010 and January 2011, the Basel Committee issued further capital requirements designed to raise the quality, consistency and transparency of banks' capital base and new global liquidity standards. These requirements are collectively known as Basel III. Among other things, Basel III will increase the minimum capital adequacy ratio requirements in relation to risk-weighted amounts, with the common equity requirement rising from 2 per cent. to 4.5 per cent. and the Tier 1 capital requirements rising from 4 per cent. to 6 per cent. The total minimum capital requirement remains unchanged at 8 per cent. (excluding buffers). The Basel Committee expects its member jurisdictions to begin the implementation of Basel III from 1 January 2013, with full implementation by 1 January 2019. The Monetary Authority has taken steps to implement Basel III in Hong Kong in accordance with the timetable of the Basel Committee and to effect the first phase of Basel III implementation starting January 2013.

The Banking Ordinance was amended in 2012 to facilitate the implementation of the Basel III capital and disclosure requirements in Hong Kong. More specifically, the amendments made to the Banking Ordinance empowered the Monetary Authority to:

- (a) prescribe capital requirements for authorized institutions incorporated in Hong Kong for authorized institutions incorporated in Hong Kong or elsewhere; and
- (b) issue and approve codes of practice for the purpose of providing guidance in respect of the requirements.

The Banking (Capital) (Amendment) Rules 2012 came into effect on 1 January 2013, with the requirements being phased in over six years to achieve full implementation by 1 January 2019. These include:

- the imposition of three minimum risk-weighted capital ratios, namely CET1 capital ratio, Tier 1 capital ratio and total capital adequacy ratio, with gradual phasing in of the minimum capital requirements over three years commencing 1 January 2013;
- the introduction of two capital buffers, namely the capital conservation buffers and countercyclical capital buffer, to be phased in sequentially from 1 January 2016 to 1 January 2019;
- the introduction of capital requirement for counterparty risk effect from 1 January 2013; and
- capital instruments issued on or after 1 January 2013 must meet all of the Basel III criteria to qualify as regulatory capital. Capital instruments prior to this date that no longer qualify for inclusion in capital base will be phased out during the 10-year period commencing 1 January 2013.

With effect from 30 June 2013, the Banking (Disclosure) Rules have been amended to implement Basel III capital and disclosure standards. The Monetary Authority is currently conducting further consultation on implementing the Basel III liquidity standards.

The Hong Kong “Resolution Regime”

On 7 July 2017, the Financial Institutions (Resolution) Ordinance (Cap. 628) of Hong Kong (the “**FIRO**”) came into operation.

The FIRO provides for, among other things, the establishment of a resolution regime for authorized institutions and other within scope financial institutions in Hong Kong which may be designated by the relevant resolution authorities. The resolution regime seeks to provide the relevant resolution authorities with administrative powers to bring about timely and orderly resolution in order to stabilise and secure continuity for a failing authorized institution or within scope financial institution in Hong Kong. In particular, the relevant resolution authority is provided with powers to affect contractual and property rights as well as payments (including in respect of any priority of payment) that creditors would receive in resolution. These may include, but are not limited to, powers to cancel, write off, modify, convert or replace all or a part of the Capital Securities issued by the Issuer, and powers to amend or alter the contractual provisions of such Capital Securities, all of which may adversely affect the value of such instruments, and the Holders may suffer a loss of some or all of their investment as a result. Holders may become subject to and bound by the FIRO. The implementation of FIRO remains untested and certain detail relating to FIRO will be set out through secondary legislation and supporting rules. Therefore, the Issuer is unable to assess the full impact of FIRO on the financial system generally, the Issuer’s counterparties, the Issuer, any of its consolidated subsidiaries, its operations and/or its financial position.

Liquidity

Liquidity of an authorized institution is its ability to meet payment obligations as they fall due. Banks must maintain sufficient liquidity to handle daily operational activities such as cash withdrawal from depositors, interbank clearing, repayment of debts, etc. The liquidity requirements applicable to authorized institutions are provided mainly in the Banking (Liquidity) Rules (“**BLR**”) issued by the Monetary Authority under section 97H(1) of the Banking Ordinance.

Under the BLR, authorized institutions designated by the Monetary Authority as “category 1 institutions” are required to comply with the requirements relating to the LCR and the NSFR. Usually category 1 institutions are either having significant international exposures or being significant to the general stability of the local banking sector having regard to their size or complexity of business operations. Category 1 institutions are required to maintain a LCR not less than 100 per cent. and NSFR not less than 100 per cent.

Other authorized institutions are regarded as “category 2 institutions”, which must comply with the requirements relating to the local liquidity maintenance ratio (“**LMR**”). Category 2A institutions in category 2 institutions must also comply with the requirements relating to the local core funding ratio (“**CFR**”). The designation of category 2A institutions are based on the business size and the liquidity risk associated with the institution. Category 2 institutions are required to maintain a LMR not less than 25 per cent., whereas Category 2A institutions are required to maintain a LMR not less than 25 per cent. and CFR of not less than 75 per cent.

Financial Exposure to Any One Customer

The financial exposure of an authorized institution incorporated in Hong Kong to any one person or group of related persons must not (subject to certain exceptions) exceed 25.0 per cent. of its Tier 1 capital. Subject to certain exclusions, the authorized institution’s financial exposure to any one person or group of connected persons is taken to be the aggregate of:

- (1) all advances, loans and credit facilities granted to that person or group;
- (2) the value of the authorized institution’s holdings of shares, debentures and other debt securities issued by that person or group; and
- (3) the principal amount, multiplied by a factor to be specified by the Monetary Authority, for off-balance sheet items resulting from transactions between the authorized institution and that person or group.

For these purposes, persons shall be treated as related if one company is the subsidiary of another, they have a common holding company, they have a common controller (not being a company) or if one (not being a company) is a controller of another (being a company).

The calculation of financial exposure does not include financial exposure to the Hong Kong government, any other government (except those not being accepted by the Monetary Authority), authorized institutions, banks incorporated outside Hong Kong (in the opinion of the Monetary Authority that being adequately supervised) or multilateral development bank; or any financial exposure accepted by the Monetary Authority, either generally or in any particular case to the extent it is secured by a cash deposit, a guarantee, an undertaking, securities or letter of comfort.

The Issuer’s aggregate non-exempted credit exposures that are equal to or greater than 10.0 per cent. of its Tier 1 capital must be within the Monetary Authority’s clustering limit approved by its Board of Directors and agreed with the Monetary Authority. Further, the Company must be in compliance with the Monetary Authority’s Supervisory Policy Manual with respect to large exposures and risk concentrations.

If a person, company or combination thereof to the definition of related persons to whom an authorized institution is financially exposed is a trustee of more than one trust, the Monetary Authority may, by notice in writing, specify the authorized institution’s financial exposure to that person, company or combination thereof, may exceed an amount equivalent to 25 per cent. of the Tier 1 capital of the licensed bank by an amount not more than the amount specified in that notice.

Other Restrictions on Lending

The Banking Ordinance also provides that the amount of the facilities which a Hong Kong incorporated authorized institution may make available on an unsecured basis to its controllers, its directors, their relatives or certain of its employees and persons associated with any of them shall be subject to the restrictions set out therein.

The BELR also provides that:

- (1) authorized institutions may not provide a financial facility against the security of their own shares, capital in nature instrument or non-capital LAC debt instruments (or, except with the approval of the Monetary Authority, that of their respective holding companies, subsidiaries or fellow subsidiaries of such holding companies); and
- (2) authorized institutions may not, except with the written consent of the Monetary Authority, provide to any one of their employees any unsecured facility of an amount in excess of that employee's salary for one year.

Restrictions on Investments in Land

Under the BELR, an authorized institution must at all times maintain a land exposure ratio (as defined in the BELR) not exceeding 50 per cent. and an adjusted land exposure ratio (as defined in the BELR) not exceeding 25 per cent.. The Monetary Authority may, by written notice served on an authorized institution, vary any or both of the limits under the BELR for the authorized institution if the Monetary Authority, after taking into account the considerations, including the risks associated with the level or concentration of the authorized institution's holding of interests in land, any risk mitigation measures taken by the authorized institution to manage those risks and any other factors that the Monetary Authority considers relevant, is satisfied on reasonable grounds that it is prudent to make the variation.

Equity Exposures in Other Companies

An authorized institution incorporated in Hong Kong may not acquire or hold the aggregate equity exposures which exceed 25.0 per cent. of the authorized institution's Tier 1 capital base except for shares held by way of security for facilities and by virtue of acquisitions in satisfaction of debts due to it (which must, however, be disposed of at the earliest suitable opportunity and not later than 18 months after their acquisition unless the Monetary Authority agrees to a longer period). Shares held by virtue of underwriting and sub-underwriting commitments are, nevertheless, permitted provided the relevant shares are disposed of within seven working days or such longer period as the Monetary Authority may agree.

There are other exemptions for any holding of equity exposures approved by the Monetary Authority in other banks and companies carrying on nominee, executor, trustee or other functions related to banking business, the business of deposit taking, insurance, investments or other financial services.

Charges

An authorized institution incorporated in Hong Kong is not permitted to create any charges over its assets if either the aggregate value of all charges existing over its total assets is 5.0 per cent. or more of the value of those total assets or creating that charge would cause the aggregate value of all charges over its total assets to be more than 5.0 per cent. of the value of those total assets.

Restrictions on Overseas Activities

An authorized institution which is incorporated in Hong Kong is subject to a condition that it shall not establish or maintain any overseas branch or overseas representative office without the approval of the Monetary Authority. The Monetary Authority is empowered by the Banking Ordinance to require financial and other information regarding any such overseas branch to be supplied to it.

Further, an authorized institution incorporated in Hong Kong or its Hong Kong incorporated holding company may not without the consent of the Monetary Authority own a company incorporated outside of Hong Kong which may (whether or not in or outside of Hong Kong) lawfully take deposits from the public. The Monetary Authority may at any time attach in respect of any such approved overseas companies any conditions as the Monetary Authority may think proper.

Shareholders, Chief Executives and Directors

Limitations on Shareholders

The Monetary Authority has the power to object, on certain specified grounds, to persons becoming or being “**controllers**” of authorized institutions incorporated in Hong Kong. “**Controller**” in this context means:

- (1) a person who, either alone or with any associate(s), is entitled to exercise, or control the exercise of, 10.0 per cent. or more, but not more than 50.0 per cent., of the voting power at any general meeting of the authorized institution or of another company of which it is a subsidiary; or
- (2) a person who, either alone or with any associate(s), is entitled to exercise, or control the exercise of, more than 50.0 per cent. of the voting power at any general meeting of the authorized institution or of another company of which it is a subsidiary; or
- (3) a person in accordance with whose directions or instructions the directors of the authorized institution or of another company of which it is a subsidiary are accustomed to act (but does not include any professional advisors or managers appointed by the Monetary Authority to manage the authorized institution).

A person may not become a controller of an authorized institution incorporated in Hong Kong unless he has served a written notice on the Monetary Authority of his proposal to that effect and the Monetary Authority consents to his becoming such a controller or does not object within three months.

Within the three-month period, the Monetary Authority may object to the applicant’s proposal, unless it is satisfied that the applicant is a fit and proper person to become a controller; that depositors’ or potential depositors’ interests will not be threatened by that person being such a controller; and having regard to the applicant’s likely influence on that institution as a controller, the authorized institution is likely to continue to conduct its business prudently or that the applicant is likely to undertake adequate remedial action to ensure that the authorized institution will conduct its business prudently. The Monetary Authority may also object to the continuation of a person as a controller on similar grounds as in respect of new controllers.

Where a person becomes a controller (by virtue of being able to exercise or control the exercise of certain voting power in an authorized institution) after a notice of objection has been served on him or otherwise in the contravention of the procedure prescribed by the Banking Ordinance, the Monetary Authority may notify the controller that until further notice any specified shares are subject to one or more of the following restrictions:

- (1) any transfer of the shares or, in the case of unissued shares, any transfer of the right to be issued with them, and any issue of such shares, shall be void;

- (2) voting rights in respect of those shares shall not be exercisable;
- (3) no further shares in right or pursuant to any offer made to the shareholder shall be issued; or
- (4) except in a liquidation, no payments of any sums due from the authorized institution on the shares shall be paid.

In addition, the Monetary Authority may apply to court for an order that the shares be sold. Once the shares are sold, the proceeds (less the costs of sale) shall be paid into court and held for the benefit of the persons beneficially interested in them.

In the case of an indirect controller who does not have the approval of the Monetary Authority, the person concerned is prohibited from giving directions or instructions to the directors of the authorized institution or of another company of which it is a subsidiary.

Limitations on Persons Becoming Chief Executives or Directors

All authorized institutions must have a chief executive ordinarily resident in Hong Kong. A person requires the written consent of the Monetary Authority before becoming a chief executive and alternate chief executive.

The consent of the Monetary Authority is also required for a person to become a director of a Hong Kong incorporated authorized institution.

Supervision of Securities Business

The SFO, which came into operation in April 2003, introduced a substantial change to the conduct of securities business by banks. Banks are no longer exempted from the relevant regulations when they engage in securities business. Instead they are required to apply for registration with the SFC, which means they will have to meet the Fit and Proper Criteria set by the SFC. Likewise, staff engaged by banks in securities business will have to meet the Fit and Proper Criteria applicable to staff of brokerage firms. It is a statutory condition of registration for banks that each member of staff engaged by them in securities business is a fit and proper person. Banks will also have to comply with the various regulatory requirements set by the SFC in relation to their securities business, including the subsidiary legislation and the business conduct codes. Under the SFO, banks and their securities staff will be subject to the same range of disciplinary actions that are applicable to brokers and their staff in case they are guilty of misconduct or otherwise not fit and proper.

With the introduction of a new licensing regime under the SFO, corresponding changes have been made to the Hong Kong Banking Ordinance by way of the introduction of the Banking (Amendment) Ordinance 2002. Such ordinance came into operation simultaneously with the SFO and has enabled the Monetary Authority to enhance their regulatory functions in relation to the securities businesses of banks and other authorized institutions that are registered under the SFO.

TERMS AND CONDITIONS OF THE CAPITAL SECURITIES

The following is the text of the Terms and Conditions of the Capital Securities which (subject to modification and excluding paragraphs in italics) will be endorsed on each definitive certificate evidencing the Capital Securities (if issued).

The U.S.\$650,000,000 6.50 per cent. non-cumulative subordinated additional tier 1 capital securities (each, a “**Capital Security**” and, together, the “**Capital Securities**”) of Nanyang Commercial Bank, Limited (the “**Issuer**”) are constituted by, and have the benefit of, a trust deed (as amended and/or supplemented and/or restated from time to time, the “**Trust Deed**”) dated 28 April 2022 (the “**Issue Date**”) between the Issuer and The Bank of New York Mellon, London Branch (the “**Trustee**”, which expression shall include all persons for the time being the trustee or trustees under the Trust Deed) as trustee for the Holders (as defined below). The issue of the Capital Securities was authorised pursuant to resolutions of the board of Directors (as defined below) of the Issuer passed on 3 December 2021. Copies of (i) the Trust Deed and (ii) the agency agreement (as amended and/or supplemented and/or restated from time to time, the “**Agency Agreement**”) dated the Issue Date made among the Issuer, The Bank of New York Mellon, London Branch as principal paying agent (the “**Principal Paying Agent**”, which expression shall include any successor thereto), as calculation agent (the “**Calculation Agent**”, which expression shall include any successor thereto), The Bank of New York Mellon SA/NV, Dublin Branch as registrar (the “**Registrar**”, which expression shall include any successor thereto) and as transfer agent (the “**Transfer Agent**”, which expression shall include any successors thereto), the paying agents named therein (together with the Principal Paying Agent, the “**Paying Agents**”, which expression shall include any successor thereto), the other agents named therein and the Trustee are (i) available to Holders following prior written request and satisfactory proof of holding during normal business hours (being between 9:00 a.m. and 3:00 p.m., Monday to Friday, other than public holidays) by the Holders at the registered office of the Trustee, being at the date hereof at One Canada Square, London E14 5AL, United Kingdom and at the specified office of each of the Paying Agents and Transfer Agent set out in the Agency Agreement; or (ii) provided by the Trustee via e-mail to the relevant Holders following satisfactory proof of holding, in each case, provided the Trustee has been supplied with the relevant documents by the Issuer. The Holders are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and are deemed to have notice of all the provisions of the Agency Agreement applicable to them.

All capitalised terms that are not defined in these Conditions will have the meanings given to them in the Trust Deed. In these terms and conditions (the “**Conditions**”), the “**Holder**” of a Capital Security means the person in whose name such Capital Security is for the time being registered in the Register (or, in the case of a joint holding, the first named thereof).

1. Form and Denomination

The Capital Securities are issued in registered form in the denomination of U.S.\$250,000 and integral multiples of U.S.\$1,000 in excess thereof (each, a “**principal amount**” of a Capital Security). The principal amount of a Capital Security is subject to adjustment following the occurrence of a Non-Viability Event (as defined in Condition 4.3 (*Distribution — Non-Viability Loss Absorption*)) and references in these Conditions to the principal amount of a Capital Security shall mean the principal amount of a Capital Security as so adjusted.

The Capital Securities are not issuable in bearer form.

2. Status and Subordination of the Capital Securities

2.1 Status of the Capital Securities

The Capital Securities constitute direct, unsecured and subordinated obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The rights and claims of the Holders are subordinated in the manner described below in this Condition 2 (*Status and Subordination of the Capital Securities*).

2.2 Subordination

Subject to the insolvency laws of Hong Kong and other applicable laws, in the event of a Winding-Up (as defined below) of the Issuer (other than pursuant to a Permitted Reorganisation (as defined below)), the rights and claims against the Issuer of the Holders to payment of principal and Distribution on the Capital Securities and any other obligations in respect of the Capital Securities shall rank (x) subordinate and junior in right of payment to, and of all claims of (i) all unsubordinated creditors of the Issuer (including its depositors), (ii) holders of Tier 2 Capital Instruments of the Issuer, and (iii) all other Subordinated Creditors of the Issuer whose claims are stated to rank senior to the Capital Securities or rank senior to the Capital Securities by operation of law or contract; (y) *pari passu* in right of payment to and of all claims of the holders of Parity Obligations; and (z) senior in right of payment to and of all claims of the holders of Junior Obligations.

In the event of a Winding-Up that requires the Holders or the Trustee to provide evidence of their claim to principal or Distribution under the Capital Securities, such claims of the Holders will only be satisfied after all obligations of the Issuer ranking senior to the Capital Securities have been satisfied in whole. No amount may be claimed in respect of any Distribution that has been cancelled pursuant to a Mandatory Distribution Cancellation Event (as defined below) or an Optional Distribution Cancellation Event (as defined below).

2.3 Qualification of the Capital Securities

The Capital Securities are intended to qualify as additional tier 1 capital under the Capital Regulations.

For the purposes of these Conditions:

“**Additional Tier 1 Capital Instrument**” means any instruments or other obligations issued, entered into or guaranteed by the Issuer that constitute or qualify as additional tier 1 capital (or its equivalent) pursuant to the applicable Capital Regulations;

“**Authorized Institution**” has the meaning given to that term in the Banking Ordinance (Cap. 155) of Hong Kong, as amended or superseded from time to time;

“**Capital Regulations**” means the Banking (Capital) Rules (Cap. 155L) of Hong Kong, as amended or superseded from time to time, or any other capital rules or regulations from time to time applicable to the regulatory capital of Authorized Institutions incorporated in Hong Kong as issued or implemented by the Monetary Authority;

“**Junior Obligation**” means the Shares, and any other class of the Issuer’s share capital and any instrument or other obligation (including without limitation any preference share) issued, entered into or guaranteed by the Issuer that ranks or is expressed to rank junior to the Capital Securities by operation of law or contract;

“**Monetary Authority**” means the Monetary Authority appointed under section 5A of the Exchange Fund Ordinance (Cap. 66) of Hong Kong or any successor thereto;

“**Parity Obligation**” means any Additional Tier 1 Capital Instrument or any instrument or other obligation issued, entered into, or guaranteed by the Issuer that ranks or is expressed to rank *pari passu* with the Capital Securities by operation of law or contract which, for the avoidance of doubt, excludes any Junior Obligation of the Issuer;

“**Permitted Reorganisation**” means any solvent reconstruction, amalgamation, reorganisation, merger or consolidation whereby all or substantially all the business, undertaking or assets of the Issuer are transferred to a successor entity which assumes all the obligations of the Issuer under the Capital Securities;

“**Shares**” means the ordinary share capital of the Issuer;

“**Subordinated Creditors**” means all creditors the indebtedness of which is subordinated, in the event of the Winding-Up of the Issuer, in right of payment to the claims of depositors and other unsubordinated creditors of the Issuer other than those whose claims rank or are expressed to rank by operation of law or contract *pari passu* with, or junior to, the claims of the Holders of the Capital Securities. For this purpose indebtedness shall include all liabilities, whether actual or contingent;

“**Tier 2 Capital Instrument**” means any instruments or other obligations issued, entered into or guaranteed by the Issuer that constitute or qualify as tier 2 capital (or its equivalent) pursuant to the applicable Capital Regulations; and

“**Winding-Up**” means a final and effective order or resolution by a judicial authority in the jurisdiction of incorporation of the Issuer for the liquidation, winding-up or similar proceedings in respect of the Issuer.

2.4 *Set-off*

Subject to applicable law, no Holder may exercise, claim or plead any right of set-off, counter-claim or retention in respect of any amount owed to it by the Issuer arising under or in connection with the Capital Securities and each Holder shall, by virtue of being the Holder of any Capital Security be deemed to have waived all such rights of such set-off, counter-claim or retention.

In the event that any Holder nevertheless receives (whether by set-off or otherwise) directly in a Winding-Up Proceeding (as defined in Condition 9.1 (*Events of Default and Winding-Up Proceedings*)) in respect of the Issuer any payment by, or distribution of assets of, the Issuer of any kind or character, whether in cash, property or securities, in respect of any amount owing to it by the Issuer arising under or in connection with the Capital Securities, other than in accordance with this Condition 2.2 (*Status and Subordination of the Capital Securities — Subordination*), such Holder shall, subject to applicable law, immediately pay an amount equal to the amount of such payment or discharge to the liquidator for the time being in the Winding-Up of the Issuer for distribution and each Holder, by virtue of becoming a Holder of any Capital Security, shall be deemed to have so agreed and undertaken with and to the Issuer and all depositors and other unsubordinated creditors of the Issuer for good consideration.

3. **Registration, Title and Transfer**

3.1 *Registration*

The Registrar will maintain a register (the “**Register**”) in respect of the Capital Securities outside of the United Kingdom in accordance with the provisions of the Agency Agreement.

A certificate (each, a “**Certificate**”) will be issued to each Holder in respect of its registered holding of Capital Securities. Each Certificate will be numbered serially with an identifying number which will be recorded in the Register.

*Upon issue, the Capital Securities will be represented by a Global Certificate (the “**Global Certificate**”) deposited with a nominee of a common depositary for Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking S.A. (“**Clearstream**”). These Conditions are modified by certain provisions contained in the Global Certificate.*

Except in the limited circumstances described in the Global Certificate, owners of interest in the Capital Securities will not be entitled to receive physical delivery of definitive Certificates.

3.2 Title

Title to the Capital Securities passes only by registration in the Register. The Holder of each Capital Security shall (except as ordered by a court of competent jurisdiction or otherwise required by law) be treated as the absolute owner of such Capital Security for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein, any writing on the Certificate relating thereto (other than the endorsed form of transfer) or any notice of any previous loss or theft of such Certificate) and no person shall be liable for so treating such Holder.

3.3 Transfers

Subject to Condition 3.6 (*Registration, Title and Transfer — Closed periods*) and Condition 3.7 (*Registration, Title and Transfer — Regulations concerning transfers and registration*) below, a Capital Security may be transferred in whole or in part upon surrender of the relevant Certificate, with the endorsed form of transfer duly completed and signed, at the specified office of the Registrar or any Transfer Agent, together with such evidence as the Registrar or (as the case may be) such Transfer Agent may require to prove the title of the transferor and the authority of the individuals who have executed the form of transfer; *provided, however, that* a Capital Security may not be transferred unless the principal amount of Capital Securities transferred and (where not all of the Capital Securities held by a Holder are being transferred) the principal amount of the balance of Capital Securities not transferred are (subject in each case to adjustment following the occurrence of a Non-Viability Event (as defined in Condition 4.3 (*Distribution — Non-Viability Loss Absorption*))) a principal amount. Where not all the Capital Securities represented by the surrendered Certificate are the subject of the transfer, a new Certificate in respect of the balance of the Capital Securities will be issued to the transferor.

Transfers of interests in the Capital Securities evidenced by the Global Certificate will be effected in accordance with the rules of the relevant clearing systems.

3.4 Registration and delivery of Certificates

Within seven business days of the surrender of a Certificate in accordance with Condition 3.3 (*Registration, Title and Transfer — Transfers*), the Registrar will register the transfer in question and deliver a new Certificate of a like principal amount to the Capital Securities transferred to each relevant Holder at its specified office or (as the case may be) the specified office of any Transfer Agent or (at the request and risk of any such relevant Holder) by uninsured first class mail (airmail if overseas) to the address specified for the purpose by such relevant Holder.

In this Condition 3.4 (*Registration, Title and Transfer — Registration and delivery of Certificates*), “**business day**” means a day, excluding a Saturday, Sunday and public holiday, on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Registrar or (as the case may be) the relevant Transfer Agent has its specified office.

3.5 Formalities free of charge

The transfer of a Capital Security will be effected without charge by or on behalf of the Issuer, the Registrar or any Transfer Agent but against such indemnity as the Issuer, the Registrar or (as the case may be) such Transfer Agent may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such transfer.

3.6 Closed periods

No Holder may require the transfer of a Capital Security to be registered (i) during the period of 15 days prior to (and including) the due date of any payment of principal or Distributions in respect of the Capital Securities or (ii) during the period commencing on the date of a Non-Viability Event Notice (as defined in Condition 4.3 (*Distribution — Non-Viability Loss Absorption*) below) and ending on (and including) the close of business in Hong Kong on the effective date of the related Write-off (as defined in Condition 4.3 (*Distribution — Non-Viability Loss Absorption*) below).

*So long as the Capital Securities are represented by a Global Certificate and such Global Certificate is held on behalf of Euroclear or Clearstream or any other clearing system, no Holder may require the transfer of a Capital Security to be registered during the period of five Clearing System Business Days (as defined in Condition 5.5 (*Payments — Record Date*)) (or such other period as the relevant clearing system shall determine in accordance with their rules and procedures) commencing on the Clearing System Business Day immediately following the date on which the Non-Viability Event Notice has been received by the relevant clearing system (the “**Suspension Period**”).*

3.7 Regulations concerning transfers and registration

All transfers of Capital Securities and entries on the Register are subject to the detailed regulations concerning the transfer of Capital Securities scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Registrar and the Trustee, and by the Registrar, with the prior written approval of the Trustee. A copy of the current regulations will be made available for inspection by the Registrar to any Holder following prior written request and satisfactory proof of holding.

3.8 Partial Write-off in respect of Capital Securities

In the case of a partial Write-off, or partial cancellation, conversion, modification and/or change in form pursuant to Condition 4.4 (*Distribution — Hong Kong Resolution Authority Power*) of a holding of Capital Securities represented by a single Certificate, a new Certificate shall be issued to the relevant Holder in respect of the balance of the holding not Written-off or not subject to cancellation, conversion, modification and/or change in form pursuant to Condition 4.4 (*Distribution — Hong Kong Resolution Authority Power*) (as the case may be). New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or the Transfer Agent.

4. Distribution

4.1 Distribution Payments

(a) Non-Cumulative Distribution

Subject to Condition 4.2 (*Distribution — Distribution Restrictions*) below, the Capital Securities confer a right to receive non-cumulative distributions (each a “**Distribution**”) on their outstanding principal amount (subject to adjustment following the occurrence of a Non-Viability Event in accordance with Condition 4.3 (*Distribution — Non-Viability Loss Absorption*) from, and including, the Issue Date at the applicable Distribution Rate, payable semi-annually in arrear on 28 April and 28 October in each year (each a “**Distribution Payment Date**”) in equal instalments in respect of the period beginning on and including the Issue Date and ending on but excluding the First Call Date, and each Reset Distribution Period, respectively.

Distributions will not be cumulative and Distributions which are not paid in accordance with these Conditions will not accumulate or compound and Holders will have no right to receive such Distributions at any time, even if subsequent Distributions are paid in the future, or be entitled to any claim in respect thereof against the Issuer. Unless otherwise provided in these Conditions, each Capital Security will cease to confer the right to receive any Distribution from the due date for redemption unless, upon surrender of the Certificate representing such Capital Security, payment of principal is improperly withheld or refused. In such event Distribution shall continue to accrue at such rate (both before and after judgment) until whichever is the earlier of (a) the date on which all amounts due in respect of such Capital Security have been paid; and (b) five days after the date on which the full amount of moneys payable in respect of such Capital Security has been received by the Principal Paying Agent or the Trustee and notice to that effect has been given to the Holders in accordance with Condition 12 (*Notices*).

No Holder shall have any claim in respect of any Distribution or part thereof cancelled and/or not due or payable pursuant to this Condition 4.1 (*Distribution — Distribution Payments*) and Condition 4.2 (*Distribution — Distribution Restrictions*) below. Accordingly, such Distribution shall not accumulate for the benefit of the Holders or entitle the Holders to any claim in respect thereof against the Issuer.

(b) Distribution Rate

The rate of distribution (the “**Distribution Rate**”) applicable to the Capital Securities shall be:

- (i) in respect of the period from, and including, the Issue Date to, but excluding, 28 April 2027 (the “**First Call Date**”), 6.50 per cent. per annum; and
- (ii) in respect of the period from, and including, the First Call Date and each Distribution Reset Date thereafter to, but excluding, the immediately following Distribution Reset Date, the relevant Reset Distribution Rate.

For the purposes of these Conditions:

“**Auditors**” means the independent certified public accountants for the time being of the Issuer.

“**Calculation Business Day**” means any day, excluding a Saturday, Sunday and public holiday, on which banks are open for general business (including dealings in foreign currencies) in London, New York City and Hong Kong.

“**Calculation Date**” means, in relation to a Reset Distribution Period, the third Calculation Business Day immediately preceding the Distribution Reset Date on which such Reset Distribution Period commences.

“**Comparable Treasury Issue**” means the U.S. Treasury security selected by the Issuer as having a maturity of five years that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities with a maturity of five years.

“**Comparable Treasury Price**” means, with respect to any Calculation Date, the average of three Reference Treasury Dealer Quotations for such Calculation Date.

“**Directors**” means the directors of the Issuer and “**Director**” means any one of them.

“**Distribution Determination Date**” means the day falling two Business Days (as defined in Condition 4.2 (*Distribution — Distribution Restrictions*)) prior to a Distribution Payment Date.

“**Distributable Reserves**” means the amounts for the time being available to the Issuer for distribution as a distribution in compliance with section 297 of the Companies Ordinance (Cap. 622) of Hong Kong, as amended or superseded from time to time (the “**Companies Ordinance**”), as at the date of the Issuer’s audited balance sheet last preceding the relevant Distribution Payment Date, and subject to the Monetary Authority’s then current capital conservation requirements as applicable to the Issuer on the relevant Distribution Payment Date (the “**Available Amount**”); *provided that* if the Issuer reasonably determines that the Available Amount as at any Distribution Determination Date is lower than the Available Amount as at the date of the Issuer’s audited balance sheet last preceding the relevant Distribution Payment Date and is insufficient to pay the Distributions and any payments due on Parity Obligations on the relevant Distribution Payment Date, then on certification by any one Director and the Auditors of such revised amount, the Distributable Reserves shall for the purposes of Distributions mean the Available Amount as set forth in such certificate.

As at the date hereof, pursuant to section 297(1) of the Companies Ordinance, the Issuer may only make a distribution out of profits available for distribution. For the purposes of section 297 of the Companies Ordinance, the Issuer’s profits available for distribution are its accumulated, realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated, realised losses, so far as not previously written off in a reduction or reorganization of capital.

“**Distribution Reset Date**” means the First Call Date and each anniversary falling five years thereafter.

“**Reference Treasury Dealer**” means each of the three nationally recognised investment banking firms that are primary U.S. Government securities dealers which shall be selected by the Issuer.

“**Reference Treasury Dealer Quotations**” means with respect to each Reference Treasury Dealer and any Calculation Date, the average, as determined by the Calculation Agent, of the bid and asked prices for the Comparable Treasury Issue, expressed in each case as a percentage of its principal amount, quoted in writing to the Issuer and the Calculation Agent by such Reference Treasury Dealer at 5:00 p.m. New York City time on the second Calculation Business Day preceding the Distribution Reset Date.

“**Reset Distribution Period**” means the period from, and including, a Distribution Reset Date to, but excluding, the immediately following Distribution Reset Date.

“**Reset Distribution Rate**” means, in relation to a Reset Distribution Period, a fixed rate per annum (expressed as a percentage) equal to the aggregate of (a) the Treasury Rate (as determined as set out below) with respect to the relevant Distribution Reset Date and (b) the Spread.

“**Spread**” means 3.509 per cent. per annum.

“**Treasury Rate**” means the rate in per cent. per annum notified by the Calculation Agent to the Issuer and the Holders equal to the yield that represents the average of the daily yields for the week immediately prior to the relevant Calculation Date, as derived from the most recently published statistical release designated “H.15” (currently set out on the website <http://www.federalreserve.gov/releases/h15/>) or any successor publication that is published by the Board of Governors of the Federal Reserve System and that establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity under the caption “Treasury constant maturities” for the maturity of five years.

If such release (or any successor release) is not published during the week preceding the relevant Calculation Date or does not contain such yields, “Treasury Rate” means the rate in per cent. per annum, notified by the Issuer to the Calculation Agent, equal to the yield to a maturity of five years, calculated using a price for Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for the relevant Calculation Date.

If there is no Comparable Treasury Price for the relevant Calculation Date, “Treasury Rate” means the rate in per cent. per annum notified by the Calculation Agent to the Issuer and the Holders equal to the yield that represents the average of the daily yields for the week that was last available prior to the relevant Calculation Date, as derived from the most recently published statistical release designated “H.15” (currently set out on the website <http://www.federalreserve.gov/releases/h15/>) or any successor publication that is published by the Board of Governors of the Federal Reserve System and that establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity under the caption “Treasury constant maturities” for the maturity of five years.

(c) *Calculation of Distribution and Relevant Reset Distribution Rate*

The Calculation Agent will calculate the amount of Distribution in respect of any period by applying the applicable Distribution Rate to the Calculation Amount. If Distribution is required to be paid in respect of a Capital Security on any date other than the Distribution Payment Date, it shall be calculated by applying the applicable Distribution Rate to the Calculation Amount, multiplying the product by the relevant Day Count Fraction, rounding the resulting figure to the nearest cent (half a cent being rounded upwards) and multiplying such rounded figure by a fraction equal to the principal amount of such Capital Security divided by the Calculation Amount, where:

“**Calculation Amount**” means U.S.\$1,000, subject to adjustments following the occurrence of a Non-Viability Event in accordance with Condition 4.3 (*Distribution — Non-Viability Loss Absorption*); and

“**Day Count Fraction**” means, in respect of any period, the number of days in the relevant period divided by 360 (the number of days to be calculated on the basis of a year of 360 days with 12 30-day months).

The Calculation Agent will prior to each Distribution Reset Date, calculate the applicable Reset Distribution Rate payable in respect of each Capital Security. The Calculation Agent will cause the Distribution and applicable Reset Distribution Rate determined by it to be promptly notified to the Principal Paying Agent, the Issuer, the Trustee and the Registrar.

All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of this Condition 4.1 (*Distribution — Distribution Payments*) by the Calculation Agent will (in the absence of manifest error) be binding on the Issuer, the Principal Paying Agent, the Registrar, the Trustee and the Holders and (subject as aforesaid) no liability to any such person will attach to the Calculation Agent in connection with the exercise or non-exercise by it of its powers, duties and discretions for such purposes.

(d) *Publication of Relevant Reset Distribution Rate*

The Issuer shall cause notice of the then applicable Reset Distribution Rate to be notified to the Holders as soon as practicable in accordance with Condition 12 (*Notices*) after determination thereof.

(e) *Determination or Calculation by Successor Calculation Agent*

If the Calculation Agent does not at any time for any reason so determine the applicable Reset Distribution Rate, the Issuer shall as soon as practicable appoint a reputable financial institution of good standing as a successor calculation agent to do so and such determination or calculation shall be deemed to have been made by the Calculation Agent. In doing so, the successor calculation agent shall apply the foregoing provisions of this Condition 4.1 (*Distribution — Distribution Payments*), with any necessary consequential amendments, to the extent that, in the opinion of the successor calculation agent, it can do so and, in all other respects it shall do so in such manner as it shall deem fair and reasonable in all the circumstances.

4.2 *Distribution Restrictions*

(a) *Optional Distribution Cancellation Event*

Unless a Distribution has already been cancelled in full pursuant to a Mandatory Distribution Cancellation Event, prior to any Distribution Payment Date the Issuer may, at its sole discretion, elect to cancel any payment of Distributions (an “**Optional Distribution Cancellation Event**”), in whole or in part, by giving a notice signed by any one Director of the Issuer, which shall be conclusive and binding on the Holders (such notice, a “**Distribution Cancellation Notice**”), of such election to the Holders in accordance with Condition 12 (*Notices*), the Trustee and the Principal Paying Agent at least 10 Business Days (as defined below) prior to the relevant Distribution Payment Date. The Issuer shall have no obligation to pay any Distribution on any Distribution Payment Date if it validly elects not to do so in accordance with this Condition 4.2(a) (*Distribution — Distribution Restrictions — Optional Distribution Cancellation Event*) and any failure to pay such Distribution shall not constitute an Event of Default. Distributions are non-cumulative and any Distribution that is cancelled shall therefore not be payable at any time thereafter, whether in a Winding-Up or otherwise.

For the purposes of these Conditions:

“**Business Day**” means a day (other than a Saturday, Sunday and public holiday) on which commercial banks and foreign exchange markets are open for general business in London and Hong Kong.

(b) *Mandatory Distribution Cancellation Event*

Notwithstanding that a Distribution Cancellation Notice may not have been given, the Issuer shall not be obliged to pay, and shall not pay, any Distribution on the applicable Distribution Payment Date, in whole or in part, as applicable, if and to the extent that:

- (i) the Distribution scheduled to be paid together with any dividends, distributions or other payments scheduled to be paid or made during the Issuer’s then current fiscal year on the Capital Securities and any Parity Obligations or any instruments which rank or are expressed to rank *pari passu* with any Parity Obligations shall exceed the Distributable Reserves as at such Distribution Payment Date; or
- (ii) the Monetary Authority directs the Issuer to cancel such Distribution (in whole or in part) or applicable Hong Kong banking regulations or other requirements of the Monetary Authority prevent the payment in full of dividends or other distributions when due on Parity Obligations

(each a “**Mandatory Distribution Cancellation Event**”).

The Issuer shall have no obligation to pay a Distribution on any Distribution Payment Date if such non-payment is in accordance with this Condition 4.2(b) (*Distribution — Distribution Restrictions — Mandatory Distribution Cancellation Event*) and any failure to pay such Distribution shall not constitute an Event of Default. Distributions are non-cumulative and therefore any Distribution which is cancelled in accordance with these Conditions shall not be payable at any time thereafter whether in a Winding-Up or otherwise.

(c) *Distributable Reserves*

Any Distribution may only be paid out of Distributable Reserves.

(d) *Dividend Stopper*

If, on any Distribution Payment Date, payment of Distribution scheduled to be paid is not made in full by reason of this Condition 4.2 (*Distribution — Distribution Restrictions*), the Issuer shall not:

- (i) declare or pay in cash any distribution or dividend or make any other payment in cash on, and will procure that no distribution or dividend in cash or other payment in cash is made on, any Shares; or
- (ii) purchase, cancel or otherwise acquire any Shares or permit any of its Subsidiaries (as defined in Condition 4.4 (*Distribution — Hong Kong Resolution Authority Power*)) to do so,

in each case, unless or until the earlier of: (A) the Distribution scheduled to be paid on any subsequent Distribution Payment Date (which, for the avoidance of doubt, shall exclude any Distribution that has been cancelled in accordance with these Conditions prior to and in respect of a Distribution Payment Date preceding such subsequent Distribution Payment Date) has been paid in full to Holders or a designated third party trust account for the benefit of the Holders, or (B) the redemption or purchase and cancellation of the Capital Securities in full, or reduction of the outstanding principal amount of the Capital Securities in accordance with these Conditions to zero, or (C) the Issuer is permitted to do so by an Extraordinary Resolution (as defined in the Trust Deed) of the Holders.

(e) *No default*

Notwithstanding any other provision in these Conditions, the cancellation or non-payment of any Distribution in accordance with this Condition 4.2 (*Distribution — Distribution Restrictions*) shall not constitute a default for any purpose (including, without limitation, pursuant to Condition 9.1 (*Events of Default and Enforcement — Events of Default and Winding-Up Proceedings*)) on the part of the Issuer.

4.3 *Non-Viability Loss Absorption*

If a Non-Viability Event occurs and is continuing, the Issuer shall, upon the date that the Issuer specifies in a Non-Viability Event Notice (which date, for the avoidance of doubt, can be on or prior to the date of the Non-Viability Event Notice), irrevocably (without the need for the consent of the Holders) reduce the then outstanding principal amount of, and cancel any accrued but unpaid Distribution in respect of, each Capital Security (in each case in whole or in part) by an amount equal to the Non-Viability Event Write-off Amount per Capital Security (such reduction and cancellation, and the reduction and cancellation or conversion of any other Subordinated Capital Securities so reduced and cancelled or converted upon the occurrence of a Non-Viability Event, where applicable, being referred to herein as the “**Write-off**”, and “**Written-off**” shall be construed accordingly).

Concurrently with the giving of the Non-Viability Event Notice, the Issuer shall procure, unless otherwise directed by the Monetary Authority that a similar notice be given in respect of other Subordinated Capital Securities in accordance with their terms.

For the avoidance of doubt, any Write-off pursuant to this Condition 4.3 (*Distribution — Non-Viability Loss Absorption*) will not constitute an Event of Default under the Capital Securities.

Any Capital Securities may be subject to one or more Write-offs in part (as the case may be), except where such Capital Securities has been Written-off in its entirety. Any references in these Conditions to “**principal**” in respect of the Capital Securities shall thereafter refer to the outstanding principal amount of the Capital Securities reduced by any applicable Write-off(s).

Once the outstanding principal amount of, and any accrued but unpaid Distribution under, the Capital Securities has been Written-off, the relevant amount(s) Written-off will not be restored in any circumstances including where the relevant Non-Viability Event ceases to continue. No Holder may exercise, claim or plead any right to any amount that has been Written-off, and each Holder shall, by virtue of his holding of any Capital Securities, be deemed to have waived all such rights to such amount that has been Written-off.

Each Holder shall be deemed to have authorised, ratified, directed (in the case of the Trustee only) and consented to the Trustee and the Agents to take any and all necessary action to give effect to any Write-off following the occurrence of the Non-Viability Event.

The Trustee and the Agents shall not be: (a) responsible or liable to any Holder for monitoring or determining whether a Non-Viability Event has occurred or not, (b) responsible for verifying or calculating any amount in connection with a Non-Viability Event or for any Write-off of Capital Securities made pursuant to the Issuer's directions, (c) responsible for preparing any Non-Viability Event Notice, (d) liable to the Holders or to any other person or the clearing systems (or its participants, members, broker-dealers or any other third parties) with respect to the notification and/or implementation of any Non-Viability Event by any of them in respect of such Capital Securities.

The Trustee and the Agents have no responsibility for nor liability with respect to actions taken or not taken by the clearing systems or its participants or members or any broker-dealers with respect to the notification or implementation of the Write-off, nor any application of funds or delivery of notices prior to a Write-off, or with respect to the return of any amount that was paid to any Holder following a Non-Viability Event in excess of the amount that should have been paid to such Holder.

For the purposes of this Condition 4.3 (*Distribution — Non-Viability Loss Absorption*):

“Hong Kong Business Day” means a day (other than a Saturday, Sunday and public holiday) on which commercial banks and foreign exchange markets are open for general business in Hong Kong.

“Loss Absorption Effective Date” means the date that will be specified as such in the applicable Non-Viability Event Notice as directed or approved by the Monetary Authority.

“Non-Viability Event” means the earlier of:

- (a) the Monetary Authority notifying the Issuer in writing that the Monetary Authority is of the opinion that a Write-off or conversion is necessary, without which the Issuer would become non-viable; and
- (b) the Monetary Authority notifying the Issuer in writing that a decision has been made by the government body, a government officer or other relevant regulatory body with the authority to make such a decision, that a public sector injection of capital or equivalent support is necessary, without which the Issuer would become non-viable.

“Non-Viability Event Notice” means the notice which shall be given by the Issuer not more than two Hong Kong Business Days after the occurrence of a Non-Viability Event, to the Holders, the Trustee and the Paying Agents, in accordance with these Conditions and which shall state:

- (a) in reasonable detail, the nature of the relevant Non-Viability Event;
- (b) the Non-Viability Event Write-off Amount for (i) each Capital Security and (ii) each other Subordinated Capital Security on the Loss Absorption Effective Date in accordance with its terms; and
- (c) specifying the Loss Absorption Effective Date.

The ability to operationally effect any Write-off of any Capital Securities under this Condition 4.3 (Distribution — Non-Viability Loss Absorption) with respect to the clearing and/or settlement of any Capital Securities in or through the relevant clearing system(s) is subject to the availability of procedures to effect any such Write-off in such clearing system(s). However, any Write-off of any Capital Securities with respect to the Issuer under this Condition 4.3 (Distribution — Non-Viability Loss Absorption) will be effective upon the date that the Issuer specifies in the Non- Viability Event Notice notwithstanding any inability to operationally effect any such Write-off in the relevant clearing system(s).

Following the receipt of a Non-Viability Event Notice by Euroclear and/or Clearstream and the commencement of the Suspension Period, Euroclear and/or Clearstream shall suspend all clearance and settlement of the Capital Securities. As a result, Holders will not be able to settle the transfer of any Capital Securities from the commencement of the Suspension Period, and any sale or other transfer of the Capital Securities that a Holder may have initiated prior to the commencement of the Suspension Period that is scheduled to settle during the Suspension Period will be rejected by Euroclear and/or Clearstream and will not be settled within Euroclear and/or Clearstream. See “Risk Factors — Risk Factors Relating to the Capital Securities— Transfers scheduled to settle through Euroclear and Clearstream (the “ICSDs”) are expected to be rejected if the scheduled settlement is after any suspension by the ICSDs of clearance and settlement of the Capital Securities in connection with a Non-Viability Event Notice or the exercise of the Hong Kong Resolution Authority Power. Furthermore, because of time zone differences and the delay between the time when a Non-Viability Event occurs or the Hong Kong Resolution Authority Power is exercised and when the ICSDs receive and process the Non-Viability Event Notice or the notice that the Hong Kong Resolution Authority Power has been exercised, it is possible that transfers may either (i) fail to settle through the ICSDs even though such transfers were initiated prior to the Non-Viability Event or the relevant cut-off time specified in the Hong Kong Resolution Authority Power Instrument or (ii) are settled through the ICSDs even though such transfers were initiated after the Non-Viability Event or the relevant cut-off time specified in the Hong Kong Resolution Authority Power Instrument” in the Offering Circular for further details.

If a Non-Viability Event Notice has been given in respect of the Capital Securities in accordance with this Condition 4.3 (Distribution — Non-Viability Loss Absorption), transfers of the Capital Securities shall not be permitted during the Suspension Period. From the date on which a Non-Viability Event Notice in respect of the Capital Securities in accordance with this Condition 4.3 (Distribution — Non-Viability Loss Absorption) is provided by the Issuer to the end of the Suspension Period, the Registrar shall not register any attempted transfer of any Capital Securities. As a result, such an attempted transfer of the Capital Securities will not be effective.

“Non-Viability Event Write-off Amount” means the amount of Distribution and/or principal to be Written-off as the Monetary Authority may direct or, in the absence of such a direction, as the Issuer shall (in consultation with the Monetary Authority) determine to be necessary to satisfy the Monetary Authority that the Non-Viability Event will cease to continue. For the avoidance of doubt, (i) the full amount of the Capital Securities will be Written-off in full in the event that the amount Written-off is not sufficient for the Non-Viability Event to cease to continue; and (ii) in the case of an event falling within paragraph (b) of the definition of Non-Viability Event, the Write-off will be effected in full before any public sector injection of capital or equivalent support. Further, the Non-Viability Event Write-off Amount in respect of each Capital Security will be calculated based on a percentage of the outstanding principal amount of that Capital Security.

“**Subordinated Capital Security**” means any Junior Obligation, Parity Obligation or Tier 2 Capital Security which contains provisions relating to a write-down or conversion into ordinary shares in respect of its outstanding principal amount on the occurrence, or as a result, of a Non-Viability Event and in respect of which the conditions (if any) to the operation of such provisions are (or with the giving of any certificate or notice which is capable of being given by the Issuer, would be) satisfied.

4.4 Hong Kong Resolution Authority Power

Notwithstanding any other term of the Capital Securities, including without limitation Condition 4.3 (*Distribution — Non-Viability Loss Absorption*), or any other agreement or arrangement, each Holder and the Trustee shall be subject, and shall be deemed to agree, be bound by and acknowledge that they are each subject, to having the Capital Securities being written off, cancelled, converted or modified, or to having the form of the Capital Securities changed in the exercise of any Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority without prior notice and which may include (without limitation) and result in any of the following or some combination thereof:

- (a) the reduction or cancellation of all or a part of the outstanding principal amount of, or Distributions on, the Capital Securities;
- (b) the conversion of all or a part of the outstanding principal amount of, or Distributions on, the Capital Securities into shares or other securities or other obligations of the Issuer or another person (and the issue to or conferral on the holder of such shares, securities or obligations), including by means of an amendment, modification or variation of the terms of the Capital Securities; and
- (c) the amendment or alteration of the maturity of the Capital Securities or amendment or alteration of the amount of Distributions payable on the Capital Securities, or the date on which the Distributions become payable, including by suspending payment for a temporary period, or any other amendment or alteration of these Conditions.

With respect to (a), (b) and (c) above of this Condition 4.4 (*Distribution — Hong Kong Resolution Authority Power*), references to principal and Distribution shall include payments of principal and Distribution that have become due and payable (including principal that has become due and payable at the redemption date), but which have not been paid, prior to the exercise of any Hong Kong Resolution Authority Power. The rights of the Holders and the Trustee under the Capital Securities and these Conditions are subject to, and will be amended and varied, if necessary, solely to give effect to, the exercise of any Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority.

No repayment of the outstanding principal amount of the Capital Securities or payment of Distributions on the Capital Securities shall become due and payable or be paid after the exercise of any Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority unless, at the time that such repayment or payment, respectively, is scheduled to become due, such repayment or payment would be permitted to be made by the Issuer under the laws and regulations applicable to the Issuer and the Group.

Upon the exercise of any Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority with respect to the Capital Securities, the Issuer shall provide a written notice not more than two Hong Kong Business Days after the occurrence of such exercise regarding such exercise of the Hong Kong Resolution Authority Power to the Holders in accordance with Condition 12 (*Notices*).

Neither the reduction or cancellation, in part or in full, of the outstanding principal amount of, or Distributions on the Capital Securities, the conversion thereof into another share, security or obligation of the Issuer or another person, or any other amendment or alteration of these Conditions, or any other modification or change in form of the Capital Securities as a result of the exercise of any Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority with respect to the Issuer nor the exercise of the Hong Kong Resolution Authority Power by the relevant Hong Kong Resolution Authority with respect to the Capital Securities shall constitute an Event of Default under Condition 9.1 (*Events of Default and Winding-Up Proceedings*).

For the purposes of this Condition 4.4 (*Distribution — Hong Kong Resolution Authority Power*):

“**Group**” means the Issuer and its Subsidiaries taken as a whole.

“**Hong Kong Resolution Authority Power**” means any power which may exist from time to time under the Resolution Ordinance or any other laws, regulations, rules or requirements relating to financial institutions, including licensed banks, deposit-taking companies, restricted licence banks, banking group companies, insurance companies and/or investment firms incorporated in or authorised, designated, recognised or licensed to conduct regulated financial activities in Hong Kong in effect and applicable in Hong Kong to the Issuer or other members of the Group (including, for the avoidance of doubt, powers under Part 4 and Part 5 of the Resolution Ordinance) or any other laws, regulations, rules or requirements relating thereto, as the same may be amended from time to time (whether pursuant to the Resolution Ordinance or otherwise), and pursuant to which obligations of a licensed bank, deposit-taking company, restricted licence bank, banking group company, insurance company or investment firm or any of its affiliates can be reduced, cancelled, transferred, modified and/or converted into shares or other securities or obligations of the obligor or any other person.

“**relevant Hong Kong Resolution Authority**” means any authority with the ability to exercise a Hong Kong Resolution Authority Power in relation to the Issuer from time to time.

“**Resolution Ordinance**” means the Financial Institutions (Resolution) Ordinance (Cap. 628) of Hong Kong, as amended or superseded from time to time.

“**Subsidiary**” means any company (i) in which the Issuer holds a majority of the voting rights, (ii) of which the Issuer is a member and has the right to appoint or remove a majority of the Directors or (iii) of which the Issuer is a member and controls a majority of the voting rights, and includes any company which is a Subsidiary of a Subsidiary of the Issuer.

5. Payments

5.1 Payment

Payment of principal and Distribution will be made by transfer in immediately available funds to the registered account of the Holders. Payments of principal and Distribution due on redemption or otherwise than on a Distribution Payment Date will only be made against surrender (or in the case of part payments only, endorsement) of the relevant Certificate at the specified office of any Paying Agent. Distribution on Capital Securities due on a Distribution Payment Date will be paid on the due date for payment thereof to the Holder shown on the Register on the Record Date (as defined in Condition 5.5 (*Payments — Record Date*)) before the relevant Distribution Payment Date without the need for surrender or presentation of the relevant Certificate.

For the purposes of this Condition 5 (*Payments*), a Holder's "**registered account**" means the U.S. dollar account maintained by or on behalf of it with a bank that processes payments in U.S. dollars, details of which appear on the Register at the close of business on the Record Date (as defined below).

5.2 *Payment on Business Days*

Payment instructions (for value the due date, or, if the due date is not a Payment Business Day, for value the next succeeding Payment Business Day) will be initiated on the due date, or, if the due date is not a Payment Business Day, on the next succeeding Payment Business Day. A Holder of a Capital Security shall not be entitled to any Distribution or other payment in respect of any delay in payment resulting from the due date for a payment not being a Payment Business Day. In this paragraph, "**Payment Business Day**" means any day on which banks are open for general business (including dealings in foreign currencies) in London, New York City and Hong Kong and, in the case of surrender (or, in the case of part payment only, endorsement) of a Certificate, in the place in which the Certificate is surrendered (or, as the case may be, endorsed).

5.3 *Partial Payments*

If a Paying Agent makes a partial payment in respect of any Capital Security, the Issuer shall procure that the amount and date of such payment are noted on the Register and, in the case of partial payment upon presentation of a Certificate, that a statement indicating the amount and the date of such payment is endorsed on the relevant Certificate.

5.4 *Payments Subject to Fiscal and Other Laws*

Payments will be subject in all cases, to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, but without prejudice to the provisions of Condition 9 (*Events of Default and Enforcement*), and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or (without prejudice to the provisions of Condition 7 (*Taxation*)) any law implementing an intergovernmental approach thereto.

5.5 *Record Date*

Each payment in respect of a Capital Security will be made to the person shown as the Holder in the Register at the close of business in the place of the Registrar's specified office on the fifteenth day before the due date for such payment (the "**Record Date**").

*So long as the Capital Securities are represented by a Global Certificate and such Global Certificate is held on behalf of Euroclear or Clearstream, each payment in respect of the Global Certificate will be made to the person shown as the holder in the Register at the close of business (of the relevant clearing system) on the Clearing System Business Day before the due date for such payment, where "**Clearing System Business Day**" means a weekday (Monday to Friday, inclusive) except 25 December and 1 January.*

6. Redemption and Purchase

6.1 *No Fixed Redemption Date*

The Capital Securities are perpetual securities in respect of which there is no fixed redemption date. The Capital Securities may not be redeemed at the option of the Issuer other than in accordance with this Condition 6 (*Redemption and Purchase*).

6.2 *Redemption for tax reasons*

Subject to Condition 6.6 (*Redemption and Purchase — Conditions for Redemption and Purchase in respect of the Capital Securities*), the Capital Securities then outstanding may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the Trustee and the Principal Paying Agent and, in accordance with Condition 12 (*Notices*), the Holders (which notice shall be irrevocable and shall specify the date fixed for redemption), if the Issuer satisfies the Trustee immediately before the giving of such notice that (a) on the occasion of the next payment due under the Capital Securities, the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 7 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of Hong Kong or any political subdivision or any authority thereof or therein having the power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after 21 April 2022 and (b) such obligation cannot be avoided by the Issuer taking reasonable measures available to it (a “**Withholding Tax Event**”); *provided that* no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts or give effect to such treatment, as the case may be, were a payment in respect of the Capital Securities then due.

Prior to giving any notice of redemption pursuant to this Condition 6.2 (*Redemption and Purchase — Redemption for tax reasons*), the Issuer shall deliver to the Trustee (i) a certificate signed by any one Director of the Issuer stating that the requirement referred to in (a) above of this Condition 6.2 (*Redemption and Purchase — Redemption for tax reasons*) will apply on the next Distribution Payment Date and cannot be avoided by the Issuer taking reasonable measures available to it; and (ii) a copy of the written consent of the Monetary Authority as referred to in Condition 6.6 (*Redemption and Purchase — Conditions for Redemption and Purchase in respect of the Capital Securities*); and the Trustee shall be entitled to accept the certificate and the consent as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Holders.

Capital Securities redeemed pursuant to this Condition 6.2 (*Redemption and Purchase — Redemption for tax reasons*) will be redeemed at their outstanding principal amount together (if appropriate) with Distributions accrued to (but excluding) the date of redemption, subject to adjustment following the occurrence of a Non-Viability Event in accordance with Condition 4.3 (*Distribution — Non-Viability Loss Absorption*).

6.3 *Redemption for tax deduction reasons*

Subject to Condition 6.6 (*Redemption and Purchase — Conditions for Redemption and Purchase in respect of the Capital Securities*), the Capital Securities then outstanding may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the Trustee and the Principal Paying Agent, and, in accordance with Condition 12 (*Notices*), the Holders (which notice shall be irrevocable, subject to Condition 4.3 (*Distribution — Non-Viability Loss Absorption*), and shall specify the date fixed for redemption), following the occurrence of a Tax Deduction Event.

For the purposes of this Condition 6.3 (*Redemption and Purchase — Redemption for tax deduction reasons*), a “**Tax Deduction Event**” occurs if the Issuer satisfies the Trustee immediately before the giving of such notice that:

- (a) in respect of the Distributions payable on the Capital Securities, the Issuer is no longer, or will no longer be, entitled to claim a deduction in respect of computing its taxation liabilities in Hong Kong or any political subdivision or any authority thereof or therein having power to tax as a result of any change in, or amendment to, the laws or regulations of Hong Kong or any political subdivision or any authority thereof or therein or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after 21 April 2022; and
- (b) such non tax deductibility cannot be avoided by the Issuer taking reasonable measures available to it,

provided that, no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would cease to be able to claim a tax deduction in respect of the Distributions payable on the Capital Securities as provided in paragraph (a) above of this Condition 6.3 (*Redemption and Purchase — Redemption for tax deduction reasons*).

Prior to giving any notice of redemption pursuant to this Condition 6.3 (*Redemption and Purchase — Redemption for tax deduction reasons*), the Issuer shall deliver to the Trustee (i) a certificate signed by any one Director of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that: (1) the conditions precedent to the right of the Issuer so to redeem have occurred, and (2) such non tax deductibility cannot be avoided by the Issuer taking reasonable measures available to it; and (ii) a copy of the written consent of the Monetary Authority as referred to in Condition 6.6 (*Redemption and Purchase — Conditions for Redemption and Purchase in respect of the Capital Securities*) and the Trustee shall be entitled to accept the certificate and the consent as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Holders.

Capital Securities redeemed pursuant to this Condition 6.3 (*Redemption and Purchase — Redemption for tax deduction reasons*) will be redeemed at their outstanding principal amount together (if appropriate) with Distributions accrued to (but excluding) the date of redemption, subject to adjustment following the occurrence of a Non-Viability Event in accordance with Condition 4.3 (*Distribution — Non-Viability Loss Absorption*).

6.4 Redemption of the Capital Securities for regulatory reasons

Subject to Condition 6.6 (*Redemption and Purchase — Conditions for Redemption and Purchase in respect of the Capital Securities*), the Capital Securities may be redeemed at the option of the Issuer in whole, but not in part, at any time on giving not less than 30 nor more than 60 days’ notice to the Trustee and the Principal Paying Agent and, in accordance with Condition 12 (*Notices*), the Holders (which notice shall be irrevocable and shall specify the date fixed for redemption) following the occurrence of a Capital Event.

For the purposes of this Condition 6.4 (*Redemption and Purchase — Redemption of the Capital Securities for regulatory reasons*), a “**Capital Event**” occurs if the Issuer satisfies the Trustee immediately before the giving of the notice of redemption referred in this Condition 6.4 (*Redemption and Purchase — Redemption of the Capital Securities for regulatory reasons*) that the Capital Securities, after having qualified as such, will no longer qualify (in whole or in part) as additional tier 1 capital (or equivalent) of the Issuer, as a result of any change in or amendment to (or any change in the application or official interpretation of) the relevant provisions of the Banking Ordinance (Cap. 155) of Hong Kong, the Capital Regulations, or any successor legislation or regulations made thereunder,

or any supervisory guidance issued by the Monetary Authority in relation thereto, in each case, as amended or modified from time to time (other than as a result of any discounting or amortisation requirements as to the eligibility of the Capital Securities for such inclusion pursuant to the relevant legislation and relevant guidelines in force from time to time), *provided, however, that* no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which it is determined that a Capital Event has occurred.

Prior to giving any notice of redemption pursuant to this Condition 6.4 (*Redemption and Purchase — Redemption of the Capital Securities for regulatory reasons*), the Issuer shall deliver to the Trustee (i) a certificate signed by any one Director of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer to redeem have occurred; and (ii) a copy of the written consent of the Monetary Authority as referred to in Condition 6.6 (*Redemption and Purchase — Conditions for Redemption and Purchase in respect of the Capital Securities*); and the Trustee shall be entitled to accept the certificate and the consent as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Holders.

Capital Securities redeemed pursuant to this Condition 6.4 (*Redemption and Purchase — Redemption of the Capital Securities for regulatory reasons*) will be redeemed at their outstanding principal amount together (if appropriate) with Distributions accrued to (but excluding) the date of redemption, subject to adjustment following the occurrence of a Non-Viability Event in accordance with Condition 4.3 (*Distribution — Non-Viability Loss Absorption*).

6.5 Redemption at the option of the Issuer (Issuer Call)

Subject to Condition 6.6 (*Redemption and Purchase — Conditions for Redemption and Purchase in respect of the Capital Securities*), the Issuer may, having given:

- (a) not less than 15 nor more than 45 days' notice to the Holders in accordance with Condition 12 (*Notices*); and
- (b) not less than 15 days before the giving of the notice referred to in (a) above of this Condition 6.5 (*Redemption and Purchase — Redemption at the option of the Issuer (Issuer Call)*), notice to the Trustee and the Principal Paying Agent;

(which notices shall be irrevocable and shall specify the date fixed for redemption), redeem the Capital Securities then outstanding in whole, but not in part, on the First Call Date or any Distribution Payment Date thereafter, at their outstanding principal amount together (if appropriate) with Distributions accrued to (but excluding) the date of redemption, subject to adjustment following the occurrence of a Non-Viability Event in accordance with Condition 4.3 (*Non-Viability Loss Absorption*).

For the avoidance of doubt, the Issuer does not give any undertaking that it will redeem the Capital Securities at any time.

6.6 Conditions for Redemption and Purchase in respect of the Capital Securities

Notwithstanding any other provision in these Conditions, the Issuer shall not redeem any of the Capital Securities (other than pursuant to Condition 9.1 (*Events of Default and Enforcement — Events of Default and Winding-Up Proceedings*)) and neither the Issuer nor any Restricted Person shall purchase any of the Capital Securities unless the prior written consent of the Monetary Authority thereto shall have been obtained, to the extent such

consent is required under the Banking Ordinance (Cap. 155) of Hong Kong, the Capital Regulations, or any successor legislation or regulations made thereunder, or any supervisory guidance issued by the Monetary Authority in relation thereto, in each case, as amended or modified from time to time.

For the avoidance of doubt, this provision shall not apply to the Issuer or any Restricted Person holding the Capital Securities in a purely nominee capacity.

For the purposes of these Conditions, “**Restricted Person**” means any affiliate of the Issuer over which the Issuer exercises control or significant influence (excluding any holding company of the Issuer).

7. Taxation

All payments of principal and Distribution in respect of the Capital Securities by or on behalf of the Issuer shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature (“**Taxes**”) imposed or levied by or on behalf of Hong Kong or any political subdivision or any authority thereof or therein having power to tax, unless the withholding or deduction of the Taxes is required by law. In that event, the Issuer will pay such additional amounts as shall be necessary in order that the net amounts received by the holders of the Capital Securities after such withholding or deduction shall equal the respective amounts of principal and Distribution which would otherwise have been receivable in respect of the Capital Securities in the absence of the withholding or deduction; except that no such additional amounts shall be payable with respect to any Capital Security:

- (a) to or to a person on behalf of, a holder who is liable to the Taxes in respect of such Capital Security by reason of his having some connection with Hong Kong other than the mere holding of such Capital Security; or
- (b) in respect of which the Certificate representing it is presented for payment more than 30 days after the Relevant Date except to the extent that a holder would have been entitled to additional amounts on presenting the same for payment on the last day of the period of 30 days assuming that day to have been a Payment Business Day.

As used in these Conditions, “**Relevant Date**” means the date on which the payment first becomes due but, if the full amount of the money payable has not been received by the Principal Paying Agent or the Trustee, as the case may be, on or before the due date, it means the date on which, the full amount of the money having been so received, notice to that effect is duly given to the Holders by the Issuer in accordance with Condition 12 (*Notices*).

8. Prescription

Claims against the Issuer for payment in respect of principal and Distribution on the Capital Securities shall be prescribed and will become void unless made within a period of 10 years (in the case of principal) and five years (in the case of Distribution) after the Relevant Date (as defined in Condition 7 (*Taxation*)) therefor.

9. Events of Default and Enforcement

9.1 *Events of Default and Winding-Up Proceedings*

If default is made in the payment of any amount of principal or Distributions in respect of the Capital Securities on the due date for payment thereof and such failure continues for a period of (i) seven days in the case of principal or (ii) 14 days in the case of Distributions after the due date thereof (each, an “**Event of Default**”) then in order to enforce the

obligations of the Issuer, the Trustee at its sole discretion may and, if so requested in writing by holders of at least 25 per cent. in principal amount of the Capital Securities then outstanding or if so directed by an Extraordinary Resolution (as defined in the Trust Deed), shall (subject to the Trustee having been indemnified and/or provided with security and/or pre-funded to its satisfaction) institute a Winding-Up Proceeding against the Issuer. For the avoidance of doubt, no Distribution will be due and payable if such Distribution has been cancelled or is deemed cancelled (in each case, in whole or in part) in accordance with these Conditions. Accordingly, no default in payment under the Capital Securities will have occurred or be deemed to have occurred for the non-payment of any Distribution that has been so cancelled or deemed cancelled.

If an order is made or an effective resolution is passed for the Winding-Up of the Issuer (whether or not an Event of Default has occurred and is continuing) then the Trustee at its sole discretion may and, if so requested in writing by holders of at least 25 per cent. in principal amount of the outstanding Capital Securities or if so directed by an Extraordinary Resolution, shall (subject to the Trustee having been indemnified and/or provided with security and/or pre-funded to its satisfaction) give written notice to the Issuer declaring the Capital Securities to be immediately due and payable, whereupon they shall become immediately due and payable at their outstanding principal amount together (if appropriate) with Distributions accrued to (but excluding) the date of actual payment, subject to adjustment following the occurrence of a Non-Viability Event in accordance with Condition 4.3 (*Distribution — Non-Viability Loss Absorption*), without further action or formality.

In these Conditions:

“**Winding-Up Proceedings**” shall mean, with respect to the Issuer, proceedings in Hong Kong in respect of the Issuer for the liquidation, winding-up or other similar proceeding of the Issuer.

9.2 Enforcement

- (a) Without prejudice to Condition 9.1 (*Events of Default and Enforcement — Events of Default and Winding-Up Proceedings*), the Trustee may at any time and if the Issuer fails to perform, observe or comply with any obligation, condition or provision relating to the Capital Securities binding on it under these Conditions or the Trust Deed (other than any obligation of the Issuer for the payment of any principal or Distributions in respect of the Capital Securities), subject as provided below, at its discretion and without further notice, institute such proceedings against the Issuer as it may think fit to enforce such obligation, condition or provision provided that the Issuer shall not as a consequence of such proceedings be obliged to pay any sum or sums representing or measured by reference to principal or Distributions in respect of the Capital Securities sooner than the same would otherwise have been payable by it.
- (b) The Trustee shall not be bound to take action as referred to in Conditions 9.1 (*Events of Default and Enforcement — Events of Default and Winding-Up Proceedings*) and 9.2(a) or any other action under these Conditions or the Trust Deed unless (i) it shall have been so requested in writing by Holders holding at least 25 per cent. in principal amount of the Capital Securities then outstanding or if so directed by an Extraordinary Resolution of the Holders and (ii) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction. No Holder shall be entitled to proceed directly against the Issuer unless the Trustee, having become bound so to proceed, fails to do so within a reasonable period and such failure is continuing.

- (c) Subject to applicable laws, no remedy (including the exercise of any right of set-off or analogous event) other than those provided for in Condition 9.1 (*Events of Default and Enforcement — Events of Default and Winding-Up Proceedings*) and Conditions 9.2(a) and (b) above or submitting a claim in the Winding-Up of the Issuer will be available to the Trustee or the Holders.
- (d) No Holder shall be entitled either to institute proceedings for the Winding-Up of the Issuer or to submit a claim in such Winding-Up, except that if the Trustee, having become bound to institute such proceedings as aforesaid, fails to do so, or, being able and bound to submit a claim in such Winding-Up, fails to do so, in each case within a reasonable period and such failure is continuing, then any such Holder may, on giving an indemnity satisfactory to the Trustee, in the name of the Trustee (but not otherwise), himself institute Winding-Up Proceedings and/or submit a claim in the Winding-Up of the Issuer to the same extent (but not further or otherwise) that the Trustee would have been entitled to do.

10. Replacement of Capital Securities

If any Certificate is lost, stolen, mutilated, defaced or destroyed, it may be replaced at the specified office of the Registrar, subject to all applicable laws and stock exchange requirements, upon payment by the claimant of the costs and expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Issuer may reasonably require. Mutilated or defaced Certificates must be surrendered before replacements will be issued.

11. Principal Paying Agent, Registrar, Paying and Transfer Agents

The names of the initial Principal Paying Agent, the initial Registrar, the initial Calculation Agent and the initial Transfer Agents and their initial specified offices are set out in the Agency Agreement.

The Issuer is entitled, with the prior written approval of the Trustee, to vary or terminate the appointment of any Paying Agent, Registrar, Calculation Agent or Transfer Agent and/or appoint additional or other Paying Agents, Registrars, Calculation Agents or Transfer Agents and/or approve any change in the specified office through any of the same acts, *provided that*:

- (a) there will at all times be a Principal Paying Agent and a Registrar; and
- (b) so long as the Capital Securities are listed on any stock exchange or admitted to trading by any other relevant authority, there will at all times be a Paying Agent with a specified office in such place as may be required by the rules and regulations of the relevant stock exchange or other relevant authority.

Notice of any such variation, termination, appointment or change shall have been given to the Holders in accordance with Condition 12 (*Notices*) as soon as practicable thereafter.

In acting under the Agency Agreement, the Principal Paying Agent, the Paying Agents, the Registrar, the Calculation Agent or the Transfer Agent act solely as agents of the Issuer and, in certain circumstances specified therein, of the Trustee and do not assume any obligation to, or relationship of agency with, any Holders or any third parties. The Agency Agreement contains provisions permitting any entity into which any Agent is merged or converted or with which it is consolidated or to which it transfers all or substantially all of its assets to become the successor paying agent.

12. Notices

Notices required to be given to the Holders under these Conditions will be sent to them by first class mail (or its equivalent) or (if posted to an overseas address) by airmail at their respective addresses on the Register. Any such notice shall be deemed to have been given on the fourth day after the date of mailing.

So long as the Capital Securities are represented by a Global Certificate and such Global Certificate is held on behalf of Euroclear or Clearstream or any other clearing system, notices to the Holders may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for publication as required by these Conditions and such notice shall be deemed to be given on the date of such delivery.

13. Meetings of Holders, Modifications and Consolidations

13.1 Meetings of Holders

The Trust Deed contains provisions for convening meetings (including meetings held by way of conference calls using a videoconference platform) of Holders to consider matters relating to the Capital Securities, including the modification of any provision of these Conditions or the Trust Deed. Any such modification may be made if sanctioned by an Extraordinary Resolution. Such a meeting may be convened by the Issuer or by the Trustee, and shall be convened by the Trustee upon the request in writing of Holders holding not less than 10 per cent. of the aggregate principal amount of the Capital Securities for the time being outstanding. The quorum for any meeting convened to vote on an Extraordinary Resolution will be one or more persons holding or representing more than 50 per cent. of the aggregate principal amount of the Capital Securities for the time being outstanding or, at any adjourned meeting, one or more persons being or representing a Holder or Holders whatever the principal amount of the Capital Securities held or represented; provided, however, that certain proposals (including any proposal to change any date for payment of principal or Distribution in respect of the Capital Securities, to reduce the amount of principal or Distribution payable on any date in respect of the Capital Securities, to alter the method of calculating the amount of any payment in respect of the Capital Securities or the date for any such payment, to change the currency of payments under the Capital Securities, to amend the subordination or loss absorption provisions in the Trust Deed, or to change the quorum requirements relating to meetings or the majority required to pass an Extraordinary Resolution (each, a “**Reserved Matter**”)) may only be sanctioned by an Extraordinary Resolution passed at a meeting of Holders at which two or more persons holding or representing not less than two-thirds or, at any adjourned meeting, one-third of the aggregate principal amount of the Capital Securities for the time being outstanding shall form a quorum. Any Extraordinary Resolution duly passed at any such meeting shall be binding on all the Holders, whether present or not.

In addition, a resolution passed by Electronic Consent (as defined in the Trust Deed) or a resolution in writing signed by or on behalf of Holders of not less than 90 per cent. of the aggregate principal amount of Capital Securities for the time being outstanding and who are entitled to receive notice of a meeting of the Holders of the Capital Securities pursuant to the Trust Deed will take effect as if it were an Extraordinary Resolution. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Holders.

13.2 Modifications and Waivers

The Trustee may (but shall not be obliged to), without the consent of the Holders, agree to any modification of these Conditions or the Trust Deed (other than in respect of a Reserved Matter) which in the sole and absolute opinion of the Trustee will not be materially prejudicial to the interests of Holders and to any modification of the Capital Securities or the Trust Deed which, in the opinion of the Trustee, is of a formal, minor or technical nature or is to correct a manifest error.

In addition, the Trustee may (but shall not be obliged to), without the consent of the Holders, authorise or waive any proposed breach or breach of the Capital Securities or the Trust Deed (other than a proposed breach or breach relating to the subject of a Reserved Matter) if, in the sole and absolute opinion of the Trustee, the interests of the Holders will not be materially prejudiced thereby.

Unless the Trustee agrees otherwise, any such authorisation, waiver or modification shall be notified by the Issuer to the Holders (in accordance with Condition 12 (*Notices*)) as soon as practicable thereafter.

13.3 Consolidation, Merger and Sale of Assets

The Issuer shall not consolidate with or merge into any other company or entity, and the Issuer may not, directly or indirectly, sell, convey, transfer or lease all or substantially all of its properties and assets to any company or other entity unless:

- (a) the company or other entity formed by or surviving such consolidation or merger or the person, company or other entity which acquires by conveyance or transfer, or which leases, all or substantially all of the properties and assets of the Issuer shall expressly assume by way of a supplemental trust deed the due and punctual payment of the principal of, and Distribution on, the Capital Securities and the performance of the Capital Securities, the Trust Deed and the Agency Agreement on the part of the Issuer to be performed or observed;
- (b) immediately after giving effect to such transaction, no Event of Default with respect to the Capital Securities, and no event, which after notice or lapse of time, or both, would become an Event of Default with respect to the Capital Securities, shall have happened and be continuing;
- (c) the Issuer has delivered to the Trustee (in form and substance satisfactory to the Trustee) (i) a certificate signed by any one Director of the Issuer and (ii) an opinion of independent legal advisers of recognised standing (acceptable to the Trustee) stating that such consolidation, merger, conveyance, transfer or lease and any such supplemental trust deed comply with this Condition 13.3(c) and that all conditions precedent relating to such transaction have been complied with; and
- (d) immediately after giving effect to such consolidation, amalgamation or merger of the Issuer, no internationally recognised rating agency has in respect of the Capital Securities, issued any notice downgrading its credit rating for such Capital Securities or indicating that it intends to downgrade its credit rating for such Capital Securities, in each case as a result of such consolidation, amalgamation or merger.

13.4 Exercise of Trustee's Powers etc.

In connection with the exercise by it of any of its functions, trusts, powers, authorities and discretions (including, without limitation, any modification, waiver, authorisation, determination or substitution), the Trustee shall have regard to the general interests of the Holders as a class (but shall not have regard to any interests arising from circumstances particular to individual Holders whatever their number) and, in particular but without limitation, shall not have regard to the consequences of any such exercise for individual Holders (whatever their number) resulting from their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory or any political sub-division thereof and the Trustee shall not be entitled to require, nor shall any Holder be entitled to claim, from the Issuer, the Trustee or any other

person any indemnification or payment in respect of any tax consequence of any such exercise upon individual Holders except to the extent already provided for in Condition 7 (*Taxation*) and/or any undertaking or covenant given in addition to, or in substitution for, Condition 7 (*Taxation*) pursuant to the Trust Deed.

14. The Trustee and the Trust Deed

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility, including provisions relieving it from taking any steps, actions or proceedings unless indemnified and/or provided with security and/or pre-funded to its satisfaction. The Trustee is entitled to enter into business transactions with the Issuer without accounting for any profit resulting therefrom.

The Trustee shall be entitled to rely without liability to Holders on any certificate signed by any Director or authorised signatory of the Issuer and delivered to it under the Trust Deed and accompanied by an opinion of an independent internationally recognised law firm, whether or not it is addressed to the Trustee. Such certificate or opinion shall, in the absence of manifest error, be conclusive and binding on both parties, and the Trustee shall not be responsible for any loss occasioned by acting or not acting on any such certificate or opinion. The Trustee shall be obliged to accept and be entitled to rely on any certificate or opinion where the Issuer procures the delivery of the same pursuant to its obligations to do so under these Conditions and/or the Trust Deed and such certificate or opinion shall be binding on the Issuer and the Holders in the absence of manifest or proven error.

The Issuer has given certain other undertakings in the Trust Deed for the protection of the Holders.

15. Notification to NDRC

The Issuer undertakes to file or cause to be filed with the National Development and Reform Commission of the PRC (the “**NDRC**”) the requisite information and documents within the prescribed timeframe after the Issue Date in accordance with the NDRC Circular and any implementation rules as issued by the NDRC from time to time (the “**NDRC Post-issue Filing**”).

The Issuer shall complete the NDRC Post-issue Filing within the prescribed timeframe and shall comply with all applicable PRC laws and regulations in connection with the Capital Securities and shall within five Registration Business Days after submission of such NDRC Post-issue Filing provide the Trustee with (i) a certificate in English signed by any one Director confirming the submission of the NDRC Post-issue Filing and (ii) copies of the relevant documents evidencing the NDRC Post-issue Filing. The Trustee shall have no duty to monitor or ensure the completion of the NDRC Post-issue Filing on or before the deadline referred to above or to verify the accuracy, validity and/or genuineness of any documents in relation to or in connection with the NDRC Post-issue Filing or any translation or certification thereof or to give notice to the Holders confirming the completion of the NDRC Post-issue Filing, and shall not be liable to any Holder or any other persons for any of the foregoing and for not doing so.

For the purposes of this Condition 15 (*Notification to NDRC*):

“**NDRC Circular**” means the Circular on Promoting the Reform of the Filing and Registration System on the Issuance by Enterprises of Foreign Debt (Fa Gai Wai Zi [2015] No. 2044) (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知(發改外資[2015] No. 2044號)) issued by the NDRC which came into effect on 14 September 2015;

“**PRC**” means the People’s Republic of China (for the purposes of this Condition 15 (*Notification to NDRC*), excludes Hong Kong, the Macau Special Administrative Region and Taiwan); and

“**Registration Business Day**” means a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets are open for general business in Beijing.

16. Governing Law and Submission to Jurisdiction

16.1 Governing law

The Capital Securities and the Trust Deed and any non-contractual obligations arising out of or in connection with the Capital Securities and the Trust Deed are governed by, and shall be construed in accordance with, English law, except that the subordination provisions set out in each of Condition 2.2 (*Status and Subordination of the Capital Securities — Subordination*) and clause 7.2 (*Ranking of claims in respect of the Securities*) of the Trust Deed shall be governed by, and construed in accordance with, the laws of Hong Kong.

16.2 Jurisdiction

The courts of England are to have jurisdiction to settle any disputes that may arise out of or in connection with the Capital Securities or the Trust Deed (including a dispute relating to any non-contractual obligations arising out of or in connection with the Capital Securities or the Trust Deed) and accordingly any legal action or proceedings arising out of or in connection with the Capital Securities (“**Proceedings**”) may be brought in such courts. Pursuant to the Trust Deed, the Issuer has irrevocably submitted to the jurisdiction of such courts. This submission is made for the benefit of each Holder and shall not limit the right of any of them to take Proceedings in any other court of competent jurisdiction nor shall the taking of Proceedings in one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not).

16.3 Agent for service of process

The Issuer has irrevocably appointed Hackwood Secretaries Limited at its registered office located at One Silk Street, London EC2Y 8HQ to receive service of process in any Proceedings in England. If for any reason such agent shall cease to be such agent for service of process, the Issuer shall forthwith appoint a new agent for service of process in England and notify the Holders in accordance with Condition 12 (*Notices*) of such appointment. Nothing herein shall affect the right to serve process in any other manner permitted by law.

16.4 Waiver of immunity

The Issuer irrevocably and unconditionally with respect to any Proceedings (i) waives any right to claim sovereign or other immunity from jurisdiction, recognition or enforcement and any similar argument in any jurisdiction, (ii) submits to the jurisdiction of the English courts and the courts of any other jurisdiction in relation to the recognition of any judgment or order of the English courts or the courts of any competent jurisdiction in relation to any Proceedings and (iii) consents to the giving of any relief (whether by way of injunction, attachment, specific performance or other relief) or the issue of any related process, in any jurisdiction, whether before or after final judgment, including, without limitation, the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any order or judgment in connection with any Proceedings.

17. Rights of Third Parties

No person shall have any right to enforce any term or condition of the Capital Securities under the Contracts (Rights of Third Parties) Act 1999 but this shall not affect any right or remedy which exists or is available apart from such Act.

THE GLOBAL CERTIFICATE

The Global Certificate contains the following provisions which apply to the Capital Securities whilst they are represented by the Global Certificate, some of which modify the effect of the Conditions. Terms defined in the Conditions have the same meaning in paragraphs 1 to 6 below.

1. Accountholders

For so long as all of the Capital Securities are represented by the Global Certificate and the Global Certificate is held on behalf of a clearing system, each person (other than another clearing system) who is for the time being shown in the records of Euroclear or Clearstream (as the case may be) as the holder of a particular aggregate principal amount of such Capital Securities (each an “**Accountholder**”) (in which regard any certificate or other document issued by Euroclear or Clearstream (as the case may be) as to the aggregate principal amount of such Capital Securities standing to the account of any person shall, in the absence of manifest error, be conclusive and binding for all purposes) shall be treated as the holder of such aggregate principal amount of such Capital Securities (and the expression “**Holders**” and references to “**holding of Capital Securities**” and to “**holder of Capital Securities**” shall be construed accordingly) for all purposes other than with respect to payments on such Capital Securities, the right to which shall be vested, as against the Issuer and the Trustee, solely in the nominee for the relevant clearing system or the common depositary (the “**Relevant Nominee**”) in accordance with and subject to the terms of the Global Certificate and the Trust Deed. Each Accountholder must look solely to Euroclear or Clearstream, as the case may be, for its share of each payment made to the Relevant Nominee.

2. Cancellation

Cancellation of any Capital Security following its redemption or purchase by the Issuer will be effected by reduction in the aggregate principal amount of the Capital Securities in the register of Holders and by the annotation of the appropriate schedule to the Global Certificate.

3. Payments

Payments of principal and Distribution in respect of Capital Securities represented by the Global Certificate will be made upon presentation or, if no further payment falls to be made in respect of the Capital Securities, against presentation and surrender of the Global Certificate to or to the order of the Registrar or such other Agent as shall have been notified to the holder of the Global Certificate for such purpose.

Distributions of amounts with respect to book-entry interests in the Capital Securities held through Euroclear or Clearstream will be credited, to the extent received by the Principal Paying Agent, to the cash accounts of Euroclear or Clearstream participants in accordance with the relevant system’s rules and procedures.

A record of each payment made will be endorsed on the appropriate schedule to the Global Certificate by or on behalf of the Registrar and shall be prima facie evidence that payment has been made.

4. Payment Record Date

Each payment in respect of the Global Certificate will be made to the person shown as the Holder in the register of Holders at the close of business (in the relevant clearing system) on the Clearing System Business Day before the due date for such payment (the “**Record Date**”) where “**Clearing System Business Day**” means a weekday (Monday to Friday, inclusive), except 25 December and 1 January.

5. Notices

Notwithstanding Condition 12 (*Notices*), so long as all the Capital Securities are represented by the Global Certificate and the Global Certificate is held on behalf of a clearing system, notices to Holders may be given by delivery of the relevant notice to that clearing system for communication by it to entitled Accountholders in substitution for notification as required by the Conditions. The Issuer shall also ensure that notices are duly given in a manner which complies with the rules and regulations of any stock exchange on which the Capital Securities are for the time being listed.

6. Transfers

Transfers of book-entry interests in the Capital Securities will be effected through the records of Euroclear and Clearstream and their respective participants in accordance with the rules and procedures of Euroclear and Clearstream and their respective direct and indirect participants.

TAXATION

The statements herein regarding taxation are based on the laws in force as at the date of this Offering Circular and are subject to any changes in law occurring after such date, which changes could be made on a retroactive basis. The following summary does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase, own or dispose of the Capital Securities and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers or certain professional investors) may be subject to special rules. Persons considering the purchase of the Capital Securities should consult their own tax advisers concerning the application of tax laws to their particular situations as well as any consequences of the purchase, ownership and disposition of the Capital Securities arising under the laws of any other taxing jurisdiction.

Hong Kong

Withholding Tax

No withholding tax is payable in Hong Kong in respect of payments of principal or interest on the Capital Securities or in respect of any capital gains arising from the sale of the Capital Securities.

Profits Tax

Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets).

Interest on the Capital Securities may be deemed to be profits arising in or derived from Hong Kong from a trade, profession or business carried on in Hong Kong in the following circumstances:

- (i) interest on the Capital Securities is derived from Hong Kong and is received by or accrues to a corporation carrying on a trade, profession or business in Hong Kong; or
- (ii) interest on the Capital Securities is derived from Hong Kong and is received by or accrues to a person (other than a corporation), carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business; or
- (iii) interest on the Capital Securities is received by or accrues to a financial institution (as defined in the Inland Revenue Ordinance (Cap. 112) of Hong Kong (the “**Inland Revenue Ordinance**”)) and arises through or from the carrying on by the financial institution of its business in Hong Kong; or
- (iv) interest on the Capital Securities is received by or accrues to a corporation, other than a financial institution, and arises through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the Inland Revenue Ordinance).

Pursuant to the Exemption from Profits Tax (Interest Income) Order, interest income accruing to a person (other than a financial institution) on deposits (denominated in any currency and whether or not the deposit is evidenced by a certificate of deposit) placed with, *inter alia*, an authorized institution in Hong Kong (within the meaning of section 2 of the Banking Ordinance (Cap. 155) of Hong Kong) is exempt from the payment of Hong Kong profits tax. This exemption does not apply, however, to deposits that are used to secure or guarantee money borrowed in certain circumstances. Provided no prospectus involving the issue of Capital Securities is registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, the issue of Capital Securities by the Issuer is expected to constitute a deposit to which the above exemption from payment will apply.

Sums received by or accrued to a financial institution by way of gains or profits arising through or from the carrying on by the financial institution of its business in Hong Kong from the sale, disposal or redemption of Capital Securities will be subject to Hong Kong profits tax. Sums received by or accrued to a corporation, other than a financial institution, by way of gains or profits arising through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the Inland Revenue Ordinance) from the sale, disposal or other redemption of the Capital Securities will be subject to Hong Kong profits tax.

Sums derived from the sale, disposal or redemption of Capital Securities will be subject to Hong Kong profits tax where received by or accrued to a person, other than a financial institution, who carries on a trade, profession or business in Hong Kong and the sum has a Hong Kong source unless otherwise exempted. The source of such sums will generally be determined by having regard to the manner in which the Capital Securities are acquired and disposed of.

In certain circumstances, Hong Kong profits tax exemptions (such as concessionary tax rates) may be available. Investors are advised to consult their own tax advisors to ascertain the applicability of any exemptions to their individual position.

Stamp Duty

No Hong Kong stamp duty will be chargeable upon the issue or transfer of a Capital Security.

Foreign Account Tax Compliance Act

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA, a “foreign financial institution” (as defined by FATCA) may be required to withhold on certain payments it makes (“**foreign passthru payments**”) to persons that fail to meet certain certification, reporting or related requirements. The issuer is a foreign financial institution for these purposes. A number of jurisdictions (including Hong Kong) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA (“**IGAs**”), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Capital Securities, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as Capital Securities, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Capital Securities, such withholding would not apply prior to the date that is two years after the date on which final regulations defining “foreign passthru payments” are published in the U.S. Federal Register and the Capital Securities characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining “foreign passthru payments” are published generally would be grandfathered for purposes of FATCA withholding unless materially modified after such date. Holders should consult their own tax advisers regarding how these rules may apply to their investment in the Capital Securities.

SUBSCRIPTION AND SALE

Each of Nanyang Commercial Bank, Limited, Merrill Lynch (Asia Pacific) Limited, China Securities (International) Corporate Finance Company Limited, BOCI Asia Limited, CCB International Capital Limited, Cinda International Capital Limited, UBS AG Hong Kong Branch, Mizuho Securities Asia Limited (together, the “**Joint Global Coordinators**”), ABCI Capital Limited, Agricultural Bank of China Limited Hong Kong Branch, Australia and New Zealand Banking Group Limited, Bank of China (Hong Kong) Limited, BOCOM International Securities Limited, BOSCO International Company Limited, CEB International Capital Corporation Limited, China CITIC Bank International Limited, China Construction Bank (Asia) Corporation Limited, China Everbright Bank Co., Ltd., Hong Kong Branch, China Industrial Securities International Brokerage Limited, China International Capital Corporation Hong Kong Securities Limited, China Merchants Securities (HK) Co., Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, Citigroup Global Markets Limited, CLSA Limited, CMBC Securities Company Limited, CMB International Capital Limited, CMB Wing Lung Bank Limited, CNCB (Hong Kong) Capital Limited, Crédit Agricole Corporate and Investment Bank, Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, ICBC International Securities Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, SPDB International Capital Limited, Standard Chartered Bank, (together, the “**Joint Bookrunners**”, and together with the Joint Global Coordinators, the “**Joint Lead Managers**”) has, pursuant to a subscription agreement dated 21 April 2022 (the “**Subscription Agreement**”), severally agreed with the Issuer, subject to the satisfaction of certain conditions, to subscribe for the principal amount of the Capital Securities set out opposite its name below as its underwriting commitment. Each Joint Lead Manager’s underwriting commitment may not represent the amount of Capital Securities actually subscribed by each Joint Lead Manager.

Joint Lead Manager	Underwriting Commitment
	<i>(U.S.\$)</i>
Nanyang Commercial Bank, Limited	74,500,000
Merrill Lynch (Asia Pacific) Limited	74,500,000
China Securities (International) Corporate Finance Company Limited	74,500,000
BOCI Asia Limited	74,500,000
CCB International Capital Limited	74,500,000
Cinda International Capital Limited	74,500,000
UBS AG Hong Kong Branch	74,500,000
Mizuho Securities Asia Limited	74,500,000
ABCI Capital Limited	2,000,000
Agricultural Bank of China Limited Hong Kong Branch	2,000,000
Australia and New Zealand Banking Group Limited	2,000,000
Bank of China (Hong Kong) Limited	2,000,000
BOCOM International Securities Limited	2,000,000
BOSCO International Company Limited	2,000,000
CEB International Capital Corporation Limited	2,000,000
China CITIC Bank International Limited	2,000,000
China Construction Bank (Asia) Corporation Limited	2,000,000
China Everbright Bank Co., Ltd., Hong Kong Branch	2,000,000
China Industrial Securities International Brokerage Limited	2,000,000
China International Capital Corporation Hong Kong Securities Limited	2,000,000
China Merchants Securities (HK) Co., Limited	2,000,000

<u>Joint Lead Manager</u>	<u>Underwriting Commitment</u>
	<i>(U.S.\$)</i>
China Minsheng Banking Corp., Ltd., Hong Kong Branch	2,000,000
Citigroup Global Markets Limited	2,000,000
CLSA Limited	2,000,000
CMBC Securities Company Limited	2,000,000
CMB International Capital Limited	2,000,000
CMB Wing Lung Bank Limited	2,000,000
CNCB (Hong Kong) Capital Limited	2,000,000
Crédit Agricole Corporate and Investment Bank	2,000,000
Guotai Junan Securities (Hong Kong) Limited	2,000,000
Haitong International Securities Company Limited	2,000,000
ICBC International Securities Limited	2,000,000
Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch	2,000,000
SPDB International Capital Limited	2,000,000
Standard Chartered Bank	2,000,000
	<u>650,000,000</u>

The Issuer has agreed to pay to the Joint Lead Managers a management and underwriting commission in connection with their underwriting commitments in accordance with the Subscription Agreement. The Issuer has also agreed to indemnify the Joint Lead Managers against certain liabilities incurred in connection with the issue of the Capital Securities. In addition, the Issuer has agreed to reimburse the Joint Lead Managers for certain of their expenses in connection with the issue of the Capital Securities. The Subscription Agreement provides that the obligations of the Joint Lead Managers are subject to certain conditions precedent, and entitles the Joint Lead Managers to terminate the Subscription Agreement in certain circumstances at any time up to the time when subscription moneys have been received and the Capital Securities issued.

In connection with the issue of the Capital Securities, any one of the Joint Lead Managers (except for China CITIC Bank International Limited) appointed as such (the “**Stabilisation Manager**”) or any person acting on behalf of the Stabilisation Manager may, to the extent permitted by applicable laws and directives, over allot the Capital Securities or effect transactions with a view to supporting the price of the Capital Securities at a level higher than that which might otherwise prevail, but in so doing, the Stabilisation Manager or any person acting on behalf of the Stabilisation Manager shall act as principal and not as agent of the Issuer. However, there is no assurance that the Stabilisation Manager or any person acting on behalf of the Stabilisation Manager will undertake stabilisation action. Any loss or profit sustained as a consequence of any such overallotment or stabilisation shall be for the account of the Joint Lead Managers.

If a jurisdiction requires that the offering of the Capital Securities be made by a licensed broker or dealer and any of the Joint Lead Managers or any affiliate of the Joint Lead Managers is a licensed broker or dealer in that jurisdiction, the issue of the Capital Securities shall be deemed to be made by such Joint Lead Manager or affiliate on behalf of the Issuer in such jurisdiction.

The Joint Lead Managers and certain of their affiliates may purchase the Capital Securities and be allocated the Capital Securities for asset management and/or proprietary purposes but not with a view to distribution. The Joint Lead Managers and their respective affiliates may also purchase the Capital Securities for their own accounts. In the ordinary course of their various business activities, the Joint Lead Managers and their affiliates may make or hold (on their own account, on behalf of clients or in their capacity as investment advisers) a broad array of investments and actively traded debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments and enter into other transactions, including credit derivatives (such as asset swaps, repackaging and credit default swaps) in relation thereto. Such transactions, investments and securities activities may involve securities and instruments of the Issuer or its subsidiaries, associates or associated companies, including the Capital Securities, may be entered into at the same time in the secondary market and be carried out with counterparties that are also purchasers, holders or sellers of the Capital Securities.

In addition, the Issuer has agreed with the Joint Lead Managers that it will pay a concession to certain private banks in connection with the distribution of the Capital Securities to their clients. This concession will be based on the aggregate principal amount of the Capital Securities so distributed.

Other Relationships

The Joint Lead Managers and their affiliates are full service financial institutions engaged in various activities which may include securities trading, commercial and investment banking, financial advice, investment management, principal investment, hedging, financing and brokerage activities. Each of the Joint Lead Managers and their affiliates may have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Issuer or its subsidiaries, jointly controlled entities or associates from time to time. They have received, and may in the future receive, customary fees and commissions for these transactions. In addition to the transactions noted above, the Joint Lead Managers and their affiliates may, from time to time, engage in other transactions with, and perform services for, the Issuer or its subsidiaries, jointly controlled entities or associates in the ordinary course of their business. In addition, the Joint Lead Managers and certain of their respective subsidiaries and affiliates may hold shares or other securities in the Issuer as beneficial owners, on behalf of clients or in the capacity of investment advisors.

United States

The Capital Securities have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except in accordance with Regulation S or pursuant to any other exemption from the registration requirements of the Securities Act.

Each Joint Lead Manager has represented that it has not offered or sold, and agrees that it will not offer or sell any Capital Securities constituting part of its allotment within the United States except in accordance with Rule 903 of Regulation S. Accordingly, neither it, its affiliates nor any persons acting on its or their behalf have engaged or will engage in any directed selling efforts with respect to the Capital Securities. Terms used in this paragraph have the meaning given to them by Regulation S under the Securities Act.

United Kingdom

Each Joint Lead Manager has represented, warranted and agreed that:

- (1) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Capital Securities in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (2) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Capital Securities in, from or otherwise involving the United Kingdom.

Prohibition of Sales to EEA Retail Investors

Each Joint Lead Manager has represented, warranted and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Capital Securities which are the subject of the offering contemplated by this Offering Circular in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision, the expression “**retail investor**” means a person who is one (or more) of the following:

- (1) a retail client as defined in point (11) of Article 4(1) of MiFID II; or
- (2) a customer within the meaning the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Prohibition of Sales to UK Retail Investors

Each Joint Lead Manager has represented, warranted and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Capital Securities which are the subject of the offering contemplated by this Offering Circular in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision, the expression “**retail investor**” means a person who is one (or more) of the following:

- (1) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or
- (2) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

Hong Kong

Each Joint Lead Manager has represented, warranted and agreed that:

- (1) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Capital Securities other than (a) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “SFO”) and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “C(WUMP)O”) or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and

- (2) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Capital Securities, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Capital Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO.

The PRC

Each Joint Lead Manager has represented, warranted and agreed that no Capital Securities will be offered or sold in the PRC (for such purposes, not including Hong Kong, the Macau Special Administrative Region and Taiwan) directly or indirectly, except in compliance with applicable laws and regulations. This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any securities in the PRC to any person to whom it is unlawful or make the offer or solicitation in the PRC.

Singapore

Each Joint Lead Manager has acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Joint Lead Manager has represented, warranted and agreed that it has not offered or sold any Capital Securities or caused the Capital Securities to be made the subject of an invitation for subscription or purchase and will not offer or sell any Capital Securities or cause the Capital Securities to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Capital Securities, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Capital Securities are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (1) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (2) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Capital Securities pursuant to an offer made under Section 275 of the SFA, except:

- (i) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;
- (ii) where no consideration is or will be given for the transfer;
- (iii) where the transfer is by operation of law;

- (iv) as specified in Section 276(7) of the SFA; or
- (v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Singapore SFA Product Classification — In connection with Section 309B of the SFA and the CMP Regulations 2018, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Capital Securities are ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Japan

The Capital Securities have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the “**FIEA**”) and each Joint Lead Manager has represented, warranted and agreed that it will not offer or sell any Capital Securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended)), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

General

None of the Issuer or the Joint Lead Managers makes any representation that any action will be taken in any jurisdiction by the Joint Lead Managers or the Issuer that would permit a public offering of the Capital Securities, or possession or distribution of this Offering Circular (in preliminary, proof or final form) or any other offering or publicity material relating to the Capital Securities, in any country or jurisdiction where action for that purpose is required. The Issuer will not have any responsibility for, and the Joint Lead Managers will obtain any consent, approval or permission required by them for, the acquisition, offer, sale or delivery by them of Capital Securities under the laws and regulations in force in any jurisdiction to which they are subject or in or from which they make any acquisition, offer, sale or delivery. The Joint Lead Managers are not authorised to make any representation or use any information in connection with the issue, subscription and sale of the Capital Securities other than as contained in, or which is consistent with, the Offering Circular or any amendment or supplement to it.

GENERAL INFORMATION

1. **Clearing Systems:** The Capital Securities have been accepted for clearance through Euroclear and Clearstream with the Common Code of 246777420. The International Securities Identification Number (“ISIN”) for the Capital Securities is XS2467774209.
2. **Legal Entity Identifier:** The Legal Entity Identifier of the Issuer is SC4P6WZO702RYEIU7J93.
3. **Listing of Capital Securities:** Application will be made to the SEHK for the listing of, and permission to deal in, the Capital Securities. It is expected that dealing will, if permission is granted to deal in and for the listing of the Capital Securities on the SEHK, commence on or about 29 April 2022.
4. **Litigation:** Except as disclosed in this Offering Circular, neither the Issuer nor any other member of the Group is involved in any litigation or arbitration proceedings relating to claims or amounts which are material in the context of the issue of the Capital Securities, nor is the Issuer or any other member of the Group aware that any such proceedings are pending or threatened.
5. **Authorisations:** The Issuer has obtained all necessary consents, approvals and authorisations as may be required in connection with the issue and performance of the Capital Securities, including, but not limited to, approval by the Monetary Authority. The issue of the Capital Securities was authorised by a resolution of the Board of Directors of the Issuer passed on 3 December 2021. Listing of the Capital Securities on the SEHK is conditional upon satisfaction of the requirements of the SEHK, including execution of the Trust Deed and the Agency Agreement relating to the Capital Securities.
6. **No Material Adverse Change:** Except as disclosed in this Offering Circular, there has been no change, or any development or event involving a prospective change, which is materially adverse to the condition (financial or otherwise), business, properties, prospects, results of operations or management of the Issuer or the Group since 31 December 2021.
7. **Available Documents:** For so long as any of the Capital Securities is outstanding, copies of the following documents may be (i) made available to Holders following prior written request and satisfactory proof of holding during normal business hours (being between 9:00a.m. and 3:00 p.m., Monday to Friday, other than public holidays) by the Holders at the specified office of the Principal Paying Agent at One Canada Square, London E14 5AL, United Kingdom; or (ii) provided by the Trustee via email to the relevant Holders following satisfactory proof of holding, in each case, provided the Trustee and/or the Principal Paying Agent has been supplied with the relevant documents by the Issuer:
 - (a) the Articles of Association of the Issuer;
 - (b) copies of the independent auditor’s reports of Ernst & Young, and the audited consolidated financial statements of the Issuer as at and for the years ended 31 December 2020 and 2021;
 - (c) copies of the most recent annual and interim reports (including the financial statements) published by the Issuer; and
 - (d) the Trust Deed and the Agency Agreement, each to be dated on or about 28 April 2022.

8. **Auditors:** The audited consolidated financial statements of the Issuer as at and for the years ended 31 December 2020 and 2021 included in this Offering Circular have been audited by Ernst & Young, as stated in the auditor's reports appearing in this Offering Circular in relation to such consolidated financial statements.

Ernst & Young has given and not withdrawn its written consent to the issue of this Offering Circular with references to its independent auditor's reports on the audited consolidated financial statements of the Issuer for the years as at and ended 31 December 2020 and 2021 in the form and context in which they appear.

INDEX TO FINANCIAL STATEMENTS

Page

AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE ISSUER AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2021

Independent auditor's report on the consolidated financial statements of the Issuer for the year ended 31 December 2021	F-2
Consolidated Income Statement for the year ended 31 December 2021	F-14
Consolidated Statement of Comprehensive Income for the year ended 31 December 2021 ..	F-15
Consolidated Balance Sheet as at 31 December 2021	F-17
Consolidated Statement of Changes in Equity for the year ended 31 December 2021	F-19
Consolidated Cash Flow Statement for the year ended 31 December 2021	F-21
Notes to the Consolidated Financial Statements	F-22
Unaudited Supplementary Financial Information	F-251

AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE ISSUER AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2020

Independent auditor's report on the consolidated financial statements of the Issuer for the year ended 31 December 2020	F-271
Consolidated Income Statement for the year ended 31 December 2020	F-283
Consolidated Statement of Comprehensive Income for the year ended 31 December 2020 ..	F-284
Consolidated Balance Sheet as at 31 December 2020	F-286
Consolidated Statement of Changes in Equity for the year ended 31 December 2020	F-288
Consolidated Cash Flow Statement for the year ended 31 December 2020	F-290
Notes to the Consolidated Financial Statements	F-291
Unaudited Supplementary Financial Information	F-524

獨立核數師報告

致南洋商業銀行有限公司全體成員
(於香港註冊成立的有限公司)

意見

我們已審計列載於第 37 頁至第 273 頁的南洋商業銀行有限公司(「貴銀行」)及其附屬公司(「貴集團」)的綜合財務報表,此綜合財務報表包括於 2021 年 12 月 31 日的綜合資產負債表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已經根據香港會計師公會頒佈的《香港財務報告準則》,真實而中肯地反映了貴集團於 2021 年 12 月 31 日的綜合財務狀況以及截至該日止年度的綜合財務表現和綜合現金流量,並已遵照香港《公司條例》妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」),我們獨立於集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷,認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的,我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告「核數師就審計綜合財務報表承擔的責任」部分闡述的責任,包括與這些事項相關的責任。相應地,我們的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的程序。我們執行審計程序的結果,包括應對下述事項所執行的程序,為隨附的綜合財務報表的審計意見提供了基礎。

獨立核數師報告（續）
致南洋商業銀行有限公司全體成員
（於香港註冊成立的有限公司）

關鍵審計事項（續）

關鍵審計事項：	該事項在審計中是如何應對的：
<p>客戶貸款的減值評估</p> <p>請參閱財務報表附註2.14主要會計政策、附註3.1應用會計政策時之重大會計估計及判斷、附註4.1信貸風險及附註22貸款減值準備的披露。</p> <p>貴集團採用具有前瞻性的預期損失減值模型確認客戶貸款的預期信用損失。信貸風險的評估及預期信用損失的計量須基於無偏頗及概率加權的可能結果，以及於報告日期有關過往事件、現行情況及未來經濟狀況預測的合理及有支持力的資訊。計算預期信用損失之模型建立及應用和數據輸入之選擇涉及重大的管理層判斷及估計，當中包括：</p> <ol style="list-style-type: none"> 1) 根據信貸風險特徵對金融資產進行之組合劃分; 2) 對違約概率、違約損失率、違約風險承擔之估算; 3) 重大信貸風險惡化之標準; 及 4) 對宏觀經濟因素預測及前瞻性宏觀經濟情景之概率加權的選擇及估算。 	<p>我們瞭解了貴集團的信貸管理政策及實踐。我們評估了貴集團的減值方法，包括管理層對組合劃分、重大信貸風險惡化的標準及預期信用損失估算方法的判斷。</p> <p>我們測試了與信貸審批，貸款分類，階段分類和貸款減值準備的計算流程相關的關鍵控制的設計和執行的有效性。我們對貸款減值準備評估流程的控制測試包括評估具有前瞻性的經濟情景之管控。我們也測試了數據輸入或其他數據來源(如內部信貸評級和違約概率)的系統對接。</p> <p>我們採用了以風險為導向的抽樣方法執行貸款審閱工作。我們基於個別貸款的特徵選取樣本，這些特徵考慮了借款人行業(包括向內地房地產開發商發放之貸款)、經營地區、內部貸款評級以及年內逾期紀錄。我們通過審閱借款人的詳細資訊，包括其財務狀況、預期現金流、押品估值及其他資料，以形成我們對貸款階段分類的獨立意見。</p> <p>對於截至2021年12月31日的預期損失減值準備，我們通過抽樣方式檢查資料來源以測試數據質量，並重新計算了管理層所計算的減值準備。此外，我們也引入了內部專家，通過比較外部數據提供者的市場預測來評估管理層對前瞻性因素的考慮，包括宏觀經濟因素預測和概率加權經濟情景。</p>

獨立核數師報告（續）
致南洋商業銀行有限公司全體成員
（於香港註冊成立的有限公司）

關鍵審計事項（續）

關鍵審計事項（續）：	該事項在審計中是如何應對的（續）：
<p>客戶貸款的減值評估（續）</p> <p>截至2021年12月31日，客戶貸款總額為港幣2,955.63億元，佔總資產的55.11%；客戶貸款減值準備總額為港幣40.13億元，佔金融工具減值準備總額的93.39%。</p> <p>考慮貴集團減值準備金額的重要性，以及涉及的管理層判斷及估計的重要性，客戶貸款的減值評估因而被列作關鍵審計事項。</p>	<p>對於分類為第三階段的貸款，我們以抽樣方式重新計算其減值準備，在評估中，我們審閱了該貸款的預期現金流和抵押品估值。對於每個抽取的樣本，在適用時，我們亦評估了預期現金流的合理性和覆核了抵押品的估值。</p> <p>針對2019冠狀病毒病大流行，我們擴大了貸款審閱的抽樣標準。我們考慮了管理層採取的額外風險控制措施，以評估貸款分類和貸款階段分類。此外，考慮到由2019冠狀病毒病造成的經濟狀況不確定性，我們評估了管理層採用的前瞻性宏觀經濟因素預測和概率加權經濟情景。</p> <p>對於財務報表中的信貸風險披露，我們評估和測試了貴集團有關的關鍵控制設計和執行的有效性。我們也評估了香港財務報告準則中關於信貸風險披露的完整性。</p>
<p>金融工具的估值</p> <p>請參閱財務報表附註2.12主要會計政策、附註3.2應用會計政策時之重大會計估計及判斷、附註5.1及5.2金融工具的公允值披露。</p> <p>對於沒有活躍市場報價的金融工具，貴集團採用估值技術確定其公允值，而估值技術中涉及管理層的主觀判斷和假設，尤其是那些包括了非市場報價的重大可觀察參數及重大不可觀察參數的估值技術。採用不同的估值技術或假設，估值結果將可能存在重大差異。</p>	<p>我們評估並測試了與金融工具估值相關的關鍵控制設計和執行的有效性，包括獨立價格的驗證，覆核和審批等。</p> <p>我們了解並評估了貴集團在公允價值層級表中以公允價值計量的金融工具的分級政策。我們以抽樣方式審閱金融工具所採用的估值方法、假設和輸入值，以評估層級的分類。</p>

獨立核數師報告（續）
致南洋商業銀行有限公司全體成員
(於香港註冊成立的有限公司)

關鍵審計事項（續）

關鍵審計事項（續）：	該事項在審計中是如何應對的（續）：
<p>金融工具的估值（續）</p> <p>截至2021年12月31日，貴集團以公允價值計量的金融資產及負債分別為港幣1,652.73億元和港幣72.3億元，分別佔總資產的30.82%和總負債的1.54%。採用了非市場報價的重大可觀察參數進行估值的金融工具，即被分類為第二層級金融工具。採用了重大不可觀察參數進行估值的金融工具，即被分類為第三層級金融工具。第三層級金融工具的估值不確定性較高。截至2021年12月31日，貴集團以公允價值計量的第二層級及第三層級金融資產分別為港幣1,443.58億元和港幣189.89億元。貴集團以公允價值計量的第二層級金融負債為港幣71.33億元。</p> <p>考慮貴集團金融工具金額的重要性，以及金融工具的估算過程中涉及的管理層判斷及估計的重要性，金融工具的估算因而被列作關鍵審計事項。</p>	<p>我們以抽樣方式挑選了於公允價值層級表內第二層級金融工具的公允價值計量，以評估這些金融工具的估值。我們將估值中使用的參數輸入與可觀察的市場數據作對照。對於以根據經紀人報價確定公允價值的金融工具，我們將市場觀察到的可執行報價與管理層所使用的輸入進行比較。</p> <p>在我們內部估值專家的幫助下，我們專注於公允價值層級表內第三層級金融工具的估值方法和假設。對於可觀察參數，我們與獨立估值來源及外部市場數據進行比較。對於不可觀察參數，我們對估值中個別重大輸入值進行了比較分析，如利用相似交易中使用的貼現率以評估假設的合理性。我們以抽樣方式通過重新計算估值，對貴集團於市場通用的折現現金流模型中所採用的估值技術、假設和估計進行評估。</p> <p>我們也評估了香港財務報告準則中關於公允價值估值披露的完整性。</p>

年度報告內所刊載的其他訊息

貴銀行董事需對其他訊息負責。其他訊息包括刊載於年度報告內的訊息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他訊息，我們也不對其他訊息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他訊息，在此過程中，考慮其他訊息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他訊息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

獨立核數師報告（續） 致南洋商業銀行有限公司全體成員 （於香港註冊成立的有限公司）

董事就綜合財務報表須承擔的責任

貴銀行董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，貴銀行董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非貴銀行董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

稽核委員會協助貴銀行董事履行職責，監督貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們遵照香港《公司條例》第405條僅對全體成員作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在我們的核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

獨立核數師報告（續）
致南洋商業銀行有限公司全體成員
（於香港註冊成立的有限公司）

核數師對合併財務報表審計的責任（續）

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務訊息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與稽核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向稽核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅所採取的行動或應用的防範措施。

從與稽核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是禰俊文。

安永會計師事務所
執業會計師
香港
2022 年 3 月 24 日

Independent auditor's report
To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of Nanyang Commercial Bank, Limited (the "Bank") and its subsidiaries (the "Group") set out on pages 37 to 273, which comprise the consolidated balance sheet as at 31 December 2021, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Independent auditor's report (continued)
To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
<i>Impairment assessment of loans and advances to customers</i>	
<p>Refer to significant accounting policies in Note 2.14, critical accounting estimates and judgements in applying accounting policies in Note 3.1, and disclosures on credit risk and loan impairment allowances in Note 4.1 and Note 22 to the financial statements.</p> <p>The Group has adopted a forward-looking expected loss impairment model to estimate the expected credit losses ("ECLs") on its advances to customers. The assessment of credit risk and the measurement of ECLs are required to be based on unbiased and probability-weighted possible outcomes and reasonable and supportable information at the reporting date about past events, current conditions and forecasts of future economic conditions. Significant management judgement and estimation are involved in developing and using models and the selection of inputs into the calculation of ECLs, including:</p> <ol style="list-style-type: none"> 1) segmentation of financial assets according to credit risk characteristics; 2) estimation of the probability of default, loss given default, exposure at default; 3) identification of criteria for determining significant increases in credit risk; and 4) selection and estimation of macroeconomic factor forecasts; and the probability weightings of forward-looking macroeconomic scenarios. 	<p>We obtained an understanding of the Group's credit management policies and practices. We evaluated the Group's impairment methodology, including the management judgment over portfolio segmentation, the criteria of significant increase in credit risk, and the measurement approach for expected credit losses.</p> <p>We tested the design and operating effectiveness of the key controls over credit assessment; loan classification; stage classification; and calculation of impairment allowance processes. Our control testing on the loan impairment processes included an evaluation of the governance over forward-looking economic scenarios. We also tested the system interfacing of inputs or other data sources such as internal loan grading and probability of default.</p> <p>We adopted a risk-based sampling approach for our loan review procedures. We selected samples based on the characteristics of individual items, considering the industry (including loans granted to Mainland property developers), the geographic location of the operations of the borrower, internal loan grading and past due history throughout the year. We formed an independent view on the loan staging through reviewing the borrowers' information focusing on their financial performance, expected cash flows, valuation of collaterals and other available information.</p> <p>For the expected credit loss allowance as at 31 December 2021, we performed testing of the data quality by sample checking to the data source and re-computed management's calculation of the impairment allowance. Also, we involved our inhouse specialists in assessing management's consideration of forward-looking information, including macroeconomic factor forecasts and probability-weighted economic scenarios by comparing to market forecasts from external data providers.</p>

Independent auditor's report (continued)
To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Key audit matters (continued)

Key audit matter (continued)	How our audit addressed the key audit matter (continued)
<i>Impairment assessment of loans and advances to customers (continued)</i>	
<p>As at 31 December 2021, gross advances to customers amounted to HK\$295,563 million, representing 55.11% of total assets; and the impairment allowance for advances to customers amounted to HK\$4,013 million, representing 93.39% of the total impairment allowance for financial instruments.</p> <p>Because of the significance of the impairment allowance recorded by the Group and the management judgements and estimation involved, the impairment assessment of loans and advances to customers is considered a key audit matter.</p>	<p>For loans and advances classified as Stage 3, we re-calculated the impairment allowance by reviewing inputs such as expected cash flows and valuation of collateral on a sample basis. For each sample selected, we also assessed the reasonableness of expected cash flows and reviewed the collateral value used where applicable.</p> <p>In connection with the COVID-19 pandemic, we expanded our loan review samples' selection criteria. We assessed the loan classification and loan staging taking into account the additional risk control measures implemented by management. Also, we evaluated the forward-looking macroeconomic factor forecasts and probability-weighted economic scenarios adopted by management, considering the uncertainties in economic conditions due to COVID-19.</p> <p>We evaluated and tested the design and operating effectiveness of the Group's key controls related to credit risk disclosures. We also assessed the completeness of the credit risk disclosures against the requirements of HKFRSs.</p>
<i>Valuation of financial instruments</i>	
<p>Refer to summary of significant accounting policies in Note 2.12, critical accounting estimates and judgements in applying accounting policies in Note 3.2, and disclosures on fair values of financial instruments in Notes 5.1 and 5.2 to the financial statements.</p> <p>The Group has applied valuation techniques to determine the fair value of financial instruments that are not quoted in active markets. These valuation techniques require significant observable inputs other than quoted prices and significant unobservable inputs, involving management using subjective judgments and assumptions. With different valuation techniques and assumptions applied, the valuation results can vary significantly.</p>	<p>We evaluated and tested the design and operating effectiveness of the key controls related to the valuation of financial instruments, including independent price verification, review and approval.</p> <p>We obtained understanding and evaluated the Group's policies on leveling of financial instruments measured at fair value in the fair value hierarchy. We assessed the leveling classification by referring to the valuation methodology adopted, assumption and inputs used for the financial instruments on a sample basis.</p>

Independent auditor's report (continued)
To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Key audit matters (continued)

Key audit matter (continued)	How our audit addressed the key audit matter (continued)
Valuation of financial instruments (continued)	
<p>As at 31 December 2021, the Group's financial assets and liabilities measured at fair value amounted to HK\$165,273 million and HK\$7,230 million, respectively, representing 30.82% and 1.54% of total assets and total liabilities respectively. Financial instruments which had significant observable inputs other than quoted prices in the valuation were categorised within level 2 of the fair value hierarchy. Financial instruments which had significant unobservable inputs in the valuation were categorised within level 3 of the fair value hierarchy. A higher degree of estimation uncertainty was involved in valuation of financial instruments categorised within level 3 of the fair value hierarchy. As at 31 December 2021, the Group's financial assets measured at fair value which were categorised within level 2 and level 3 amounted to HK\$144,358 million and HK\$18,989 million, respectively. The Group's financial liabilities measured at fair value which were categorised within level 2 amounted to HK\$7,133 million.</p> <p>Because of the significance of the financial instruments recorded by the Group and the management judgements and estimates involved in the valuation, valuation of financial instruments is considered a key audit matter.</p>	<p>On a sample basis, we selected financial instruments that were classified as level 2 in the fair value hierarchy to evaluate their valuation. We checked the parameters used in each valuation against observable market data. For financial instruments where the fair value was determined based upon broker quotes, we compared the executable quotes observed from the market against the inputs used by management.</p> <p>With the assistance of our inhouse valuation specialists, we focused on the valuation methodologies and assumptions used in valuation of financial instruments that were classified as level 3 in the fair value hierarchy. For observable inputs, we compared against independent sources and externally available market data. For unobservable inputs, we performed comparative analysis for individually significant items, such as using the discount rate referenced from similar transactions to evaluate the reasonableness of the assumptions. On a sample basis, we also re-performed valuations to evaluate valuation techniques, assumptions and estimates adopted by the Group in the discounted cash flow models, which are commonly used in the market.</p> <p>We also assessed the completeness of the fair value measurement disclosures against the requirements of HKFRSs.</p>

Other information included in the Annual Report

The directors of the Bank are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent auditor's report (continued)

To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Responsibilities of the directors for the consolidated financial statements

The directors of the Bank are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Bank are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Bank either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Bank are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Independent auditor's report (continued)
To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Huen Chun Man.

Ernst & Young
Certified Public Accountants
Hong Kong
24 March 2022

綜合收益表
Consolidated Income Statement

截至 12 月 31 日止年度	For the year ended 31 December	附註 Notes	2021	2020
			港幣千元 HK\$'000	港幣千元 HK\$'000
利息收入	Interest income		11,720,933	12,499,239
利息支出	Interest expense		(5,395,517)	(6,130,752)
淨利息收入	Net interest income	6	6,325,416	6,368,487
服務費及佣金收入	Fee and commission income		1,808,783	1,707,266
服務費及佣金支出	Fee and commission expense		(93,239)	(87,810)
淨服務費及佣金收入	Net fee and commission income	7	1,715,544	1,619,456
淨交易性收益	Net trading gain	8	310,889	80,867
以公允價值變化計入損益之金融工具淨收益	Net gain on financial instruments at fair value through profit or loss		61,759	435,846
其他金融資產之淨收益	Net gain on other financial assets	9	153,292	249,769
其他經營收入	Other operating income	10	22,515	18,588
提取減值準備前之淨經營收入	Net operating income before impairment allowances		8,589,415	8,773,013
減值準備淨撥備	Net charge of impairment allowances	11	(1,499,269)	(1,359,147)
淨經營收入	Net operating income		7,090,146	7,413,866
經營支出	Operating expenses	12	(3,340,265)	(3,184,611)
經營溢利	Operating profit		3,749,881	4,229,255
投資物業公允價值調整之淨虧損	Net loss from fair value adjustments on investment properties	13	-	(2,950)
出售/重估物業、器材及設備之淨虧損	Net loss from disposal/revaluation of properties, plant and equipment	14	(7,831)	(7,899)
除稅前溢利	Profit before taxation		3,742,050	4,218,406
稅項	Taxation	15	(510,963)	(403,136)
年度溢利	Profit for the year		3,231,087	3,815,270
股息	Dividends	16	-	-

第 45 至 273 頁之附註屬本綜合財務報表之組成部分。

The notes on pages 45 to 273 are an integral part of these consolidated financial statements.

綜合全面收益表

Consolidated Statement of Comprehensive Income

截至 12 月 31 日止年度	For the year ended 31 December	2021	2020
		港幣千元 HK\$'000	港幣千元 HK\$'000
年度溢利	Profit for the year	3,231,087	3,815,270
其後不可重新分類至收益表內的項目：	Items that will not be reclassified subsequently to income statement:		
公允值變化計入其他全面收益之股份工具：	Equity instruments at fair value through other comprehensive income:		
公允值變化計入其他全面收益之股份工具的公允值變化	Change in fair value of equity instruments at fair value through other comprehensive income	(4,176)	22,946
房產：	Premises:		
房產重估	Revaluation of premises	67,323	(184,028)
遞延稅項	Deferred tax	3,306	46,489
		70,629	(137,539)
界定利益福利計劃：	Defined benefit plan:		
重新計量精算盈餘/(虧損)	Actuarial gain/(losses) on remeasurement	3,930	(21,720)
遞延稅項	Deferred tax	(648)	3,584
		3,282	(18,136)
		69,735	(132,729)
其後可重新分類至收益表內的項目：	Items that may be reclassified subsequently to income statement:		
公允值變化計入其他全面收益的債務工具：	Debt instruments at fair value through other comprehensive income:		
公允值變化計入其他全面收益的債務工具之公允值變化	Change in fair value of debt instruments at fair value through other comprehensive income	166,943	247,506
預計信用損失之減值變化	Changes in allowance for expected credit losses	39,049	13,352
因處置公允值變化計入其他全面收益的債務工具之轉撥重新分類至收益表	Release upon disposal of debt instruments at fair value through other comprehensive income reclassified to income statement	(165,857)	(261,805)
由公允值變化計入其他全面收益的債務工具轉至以攤餘成本作計量產生之攤銷重新分類至收益表	Amortisation with respect to debt instruments at fair value through other comprehensive income transferred to at amortised cost reclassified to income statement	3,353	9,524
遞延稅項	Deferred tax	(27,399)	30,167
		16,089	38,744

綜合全面收益表（續）
**Consolidated Statement of Comprehensive Income
(continued)**

截至 12 月 31 日止年度	For the year ended 31 December	<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
淨投資對沖下對沖工具之公允 值變化	Change in fair value of hedging instruments under net investment hedges	(60,921)	(132,309)
貨幣換算差額	Currency translation difference	516,950	1,113,091
		472,118	1,019,526
年度除稅後其他全面收益	Other comprehensive income for the year, net of tax	541,853	886,797
年度全面收益總額	Total comprehensive income for the year	3,772,940	4,702,067

第 45 至 273 頁之附註屬本綜合財務
報表之組成部分。

The notes on pages 45 to 273 are an integral part of these consolidated financial statements.

綜合資產負債表
Consolidated Balance Sheet

於 12 月 31 日	As at 31 December	附註 Notes	2021	2020
			港幣千元 HK\$'000	港幣千元 HK\$'000
資產	ASSETS			
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	19	64,703,312	58,173,310
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	19	2,684,141	555,979
公允值變化計入損益之金融資產	Financial assets at fair value through profit or loss	20	27,022,570	22,913,313
衍生金融工具	Derivative financial instruments	21	834,964	1,031,063
貸款及其他賬項	Advances and other accounts	22	292,037,365	277,085,133
金融投資	Financial investments	23	138,007,929	132,889,241
投資物業	Investment properties	24	327,610	341,080
物業、器材及設備	Properties, plant and equipment	25	8,759,766	8,220,738
遞延稅項資產	Deferred tax assets	31	352,791	430,257
其他資產	Other assets	26	1,600,552	4,058,047
資產總額	Total assets		536,331,000	505,698,161
負債	LIABILITIES			
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions		21,653,972	33,064,316
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	27	6,415,312	6,650,987
衍生金融工具	Derivative financial instruments	21	814,670	1,882,953
客戶存款	Deposits from customers	28	383,781,386	351,629,928
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	29	31,755,227	24,014,435
其他賬項及準備	Other accounts and provisions	30	19,022,499	18,724,809
應付稅項負債	Current tax liabilities		289,842	421,732
遞延稅項負債	Deferred tax liabilities	31	812,882	864,890
後償負債	Subordinated liabilities	32	5,451,286	5,416,390
負債總額	Total liabilities		469,997,076	442,670,440

綜合資產負債表 (續) Consolidated Balance Sheet (continued)

於 12 月 31 日	As at 31 December	附註 Notes	2021	2020
			港幣千元 HK\$'000	港幣千元 HK\$'000
資本	EQUITY			
股本	Share capital	33	3,144,517	3,144,517
儲備	Reserves		53,874,517	50,568,314
歸屬於本集團股東資本總額	Total equity attributable to owners of the parent		57,019,034	53,712,831
額外資本工具	Additional equity instruments	34	9,314,890	9,314,890
資本總額	Total equity		66,333,924	63,027,721
負債及資本總額	Total liabilities and equity		536,331,000	505,698,161

第 45 至 273 頁之附註屬本綜合財務報表之組成部分。

The notes on pages 45 to 273 an integral part of these consolidated financial statements.

經董事會於 2022 年 3 月 24 日通過核准並由以下人士代表簽署：

Approved by the Board of Directors on 24 March 2022 and signed on behalf of the Board by:

陳細明
董事
Chan Sai Ming
Director

劉鈞
董事
Liu Jun
Director

綜合權益變動表

Consolidated Statement of Changes in Equity

		儲備 Reserves								
		股本 Share capital	額外資本工具 Additional equity instruments	資本儲備 Capital reserve	房產 重估儲備 Premises revaluation reserve	公允價值 變化計入其他全 面收益儲備 Reserve for fair value through other comprehensive income	監管儲備* Regulatory reserve*	換算儲備 Translation reserve	留存盈利 Retained earnings	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	3,144,517	9,314,890	605	6,497,373	416,618	2,694,377	(396,440)	37,118,852	58,790,792
年度溢利	Profit for the year	-	-	-	-	-	-	-	3,815,270	3,815,270
其他全面收益：	Other comprehensive income:									
房產	Premises	-	-	-	(137,539)	-	-	-	-	(137,539)
界定利益福利計劃之 精算虧損	Actuarial losses on defined benefit plan	-	-	-	-	-	-	-	(18,136)	(18,136)
公允價值變化計入其他 全面收益之金融工 具	Financial instruments at fair value through other comprehensive income	-	-	-	-	61,690	-	-	-	61,690
淨投資對沖下對沖工 具之公允價值變化	Change in fair value of hedging instruments under net investment hedges	-	-	-	-	-	-	(132,309)	-	(132,309)
貨幣換算差額	Currency translation difference	-	-	-	21,125	16,565	-	1,075,401	-	1,113,091
全面收益總額	Total comprehensive income	-	-	-	(116,414)	78,255	-	943,092	3,797,134	4,702,067
支付額外資本工具票息	Distribution payment for additional equity instruments	-	(465,138)	-	-	-	-	-	-	(465,138)
轉撥自/(至)留存盈利	Transfer from/(to) retained earnings	-	465,138	-	-	-	(240,898)	-	(224,240)	-
於 2020 年 12 月 31 日	At 31 December 2020	3,144,517	9,314,890	605	6,380,959	494,873	2,453,479	546,652	40,691,746	63,027,721

綜合權益變動表 (續) Consolidated Statement of Changes in Equity (continued)

		儲備 Reserves								
		股本 Share capital	額外資本工具 Additional equity instruments	資本儲備 Capital reserve	房產 重估儲備 Premises revaluation reserve	公允價值 變化計入其他全 面收益儲備 Reserve for fair value through other comprehensive income	監管儲備* Regulatory reserve*	換算儲備 Translation reserve	留存盈利 Retained earnings	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於2021年1月1日	At 1 January 2021	3,144,517	9,314,890	605	6,380,959	494,873	2,453,479	546,652	40,691,746	63,027,721
年度溢利	Profit for the year	-	-	-	-	-	-	-	3,231,087	3,231,087
其他全面收益：	Other comprehensive income:									
房產	Premises	-	-	-	70,629	-	-	-	-	70,629
界定利益福利計劃之 精算盈餘	Actuarial gains on defined benefit plan	-	-	-	-	-	-	-	3,282	3,282
公允價值變化計入其他 全面收益之金融工 具	Financial instruments at fair value through other comprehensive income	-	-	-	-	11,913	-	-	-	11,913
淨投資對沖下對沖工 具之公允價值變化	Change in fair value of hedging instruments under net investment hedges	-	-	-	-	-	-	(60,921)	-	(60,921)
貨幣換算差額	Currency translation difference	-	-	-	10,103	(83)	-	506,930	-	516,950
全面收益總額	Total comprehensive income	-	-	-	80,732	11,830	-	446,009	3,234,369	3,772,940
支付額外資本工具票息	Distribution payment for additional equity instruments	-	(466,737)	-	-	-	-	-	-	(466,737)
轉撥自留存盈利	Transfer from retained earnings	-	466,737	-	-	-	182,565	-	(649,302)	-
於2021年12月31日	At 31 December 2021	3,144,517	9,314,890	605	6,461,691	506,703	2,636,044	992,661	43,276,813	66,333,924

* 除對貸款提取減值準備外，按金管局要求撥轉部分留存盈利至監管儲備作銀行一般風險之用（包括未來損失或其他不可預期風險）。

* In accordance with the requirements of the HKMA, the amounts are set aside for general banking risks, including future losses or other unforeseeable risks, in addition to the loan impairment allowances recognised.

第 45 至 273 頁之附註屬本綜合財務報表之組成部分。

The notes on pages 45 to 273 are an integral part of these consolidated financial statements.

綜合現金流量表
Consolidated Cash Flow Statement

截至 12 月 31 日止年度	For the year ended 31 December	附註	2021	2020
		Notes	港幣千元 HK\$'000	港幣千元 HK\$'000
經營業務之現金流量	Cash flows from operating activities			
除稅前經營現金之流入	Operating cash inflow before taxation	35(a)	188,278	1,071,347
支付香港利得稅	Hong Kong profits tax paid		(441,134)	(793,029)
支付海外利得稅	Overseas profits tax paid		(190,053)	(40,623)
經營業務之現金（流出）／流入淨額	Net cash (outflow) / inflow from operating activities		(442,909)	237,695
投資業務之現金流量	Cash flows from investing activities			
購入物業、器材及設備	Purchase of properties, plant and equipment	25	(351,182)	(144,978)
出售物業、器材及設備所得款項	Proceeds from disposal of properties, plant and equipment		1,034	320
投資業務之現金流出淨額	Net cash outflow from investing activities		(350,148)	(144,658)
融資業務之現金流量	Cash flows from financing activities			
發行債務證券及存款證	Issue of debt securities and certificates of deposit		7,740,792	8,543,319
支付發行後償負債的成本	Cost paid for issuance of subordinated liabilities		-	(168)
支付額外資本工具票息	Distribution payment for additional equity instruments		(466,737)	(465,138)
支付後償負債票息	Distribution payment for subordinated liabilities		(206,870)	(206,187)
繳付租賃負債	Payment of lease liabilities		(232,940)	(267,165)
融資業務之現金流入淨額	Net cash inflow from financing activities		6,834,245	7,604,661
現金及等同現金項目增加	Increase in cash and cash equivalents		6,041,188	7,697,698
於 1 月 1 日之現金及等同現金項目	Cash and cash equivalents at 1 January		49,739,227	41,173,772
匯率變動對現金及等同現金項目的影響	Effect of exchange rate changes on cash and cash equivalents		604,470	867,757
於 12 月 31 日之現金及等同現金項目	Cash and cash equivalents at 31 December	35(b)	56,384,885	49,739,227

第 45 至 273 頁之附註屬本綜合財務報表之組成部分。

The notes on pages 45 to 273 are an integral part of these consolidated financial statements.

財務報表附註**Notes to the Financial Statements****1. 主要業務**

南洋商業銀行有限公司於香港註冊成立（下稱「本銀行」）及其附屬公司於香港或上海成立（以下連同本銀行統稱「本集團」）。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「附錄－本銀行之附屬公司」內。本銀行之公司註冊地址為香港中環德輔道中151號。

1. Principal activities

Nanyang Commercial Bank, Limited was incorporated in Hong Kong (hereinafter as the "Bank") and its subsidiaries were incorporated in Hong Kong or Shanghai (together with the Bank hereinafter as the "Group"). The Bank is a licensed bank authorised under the Hong Kong Banking Ordinance.

The principal activities of the Bank are the provision of banking and related financial services. The principal activities of the Bank's subsidiaries are shown in "Appendix – Subsidiaries of the Bank". The address of the Bank's registered office is 151 Des Voeux Road Central, Hong Kong.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策****2. Significant accounting policies**

用於編製本綜合財務報表之主要會計政策詳列如下。

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

除特別註明外，該等會計政策均被一致地應用於所有列示之財務年度中。

These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 編製基準**2.1 Basis of preparation**

本集團之綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則（香港財務報告準則為一統稱，當中包括所有適用之香港財務報告準則、香港會計準則及詮釋）編製，並符合香港《公司條例》之規定。

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRSs is a collective term which includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the Hong Kong Companies Ordinance.

本綜合財務報表乃按歷史成本法編製，惟就重估以公允價值變化計入其他全面收益之金融資產、以公允價值變化計入損益之金融資產及金融負債（包括衍生金融工具）、以公允價值列賬之貴金屬、以公允價值列賬之投資物業及以公允價值或重估值扣除累計折舊及累計減值損失後列賬之房產作出調整。收回資產會以其賬面值或公允價值扣除出售成本之較低者列賬，並已列載於附註 2.23。

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through other comprehensive income, financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss, precious metals at fair value, investment properties which are carried at fair value and premises which are carried at fair value or revalued amount less accumulated depreciation and accumulated impairment losses. Repossessed assets are stated at the lower of their carrying amounts or fair values less costs to sell as further explained in Notes 2.23.

按照香港財務報告準則編製財務報表時，需採用若干重大之會計估算。管理層亦需於採用本集團之會計政策時作出有關判斷。當中涉及高度判斷、複雜之範疇、或對綜合財務報表而言屬重大影響之假設及估算，已載於附註 3。

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires the Management to exercise judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

財務報表附註（續） Notes to the Financial Statements (continued)
2. 主要會計政策（續） 2. Significant accounting policies (continued)
2.1 編製基準（續）

(a) 於 2021 年 1 月 1 日起開始的會計年度首次生效之與本集團相關的修訂

2.1 Basis of preparation (continued)

(a) Amendments that are relevant to the Group and initially adopted for the first time for the financial year beginning on 1 January 2021

修訂 Amendments	內容 Content	起始適用之年度 Applicable for financial years beginning on/after
香港財務報告準則第 9 號、香港會計準則第 39 號、香港財務報告準則第 7 號、香港財務報告準則第 4 號及香港財務報告準則第 16 號（經修訂）	基準利率改革第二階段	2021 年 1 月 1 日
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2	1 January 2021
香港財務報告準則第 16 號（經修訂）	租賃	2021 年 4 月 1 日
Amendments to HKFRS 16	Leases	1 April 2021

財務報表附註（續）**2. 主要會計政策（續）****2.1 編製基準（續）****(a) 於 2021 年 1 月 1 日起開始的會計年度首次生效之與本集團相關的修訂（續）**

- 香港財務報告準則第 9 號、香港會計準則第 39 號、香港財務報告準則第 7 號、香港財務報告準則第 4 號及香港財務報告準則第 16 號（經修訂）「基準利率改革第二階段」。該修訂應對當企業因基準利率改革而用替代基準利率代替舊基準利率時可能影響財務報告的問題。這些修訂是對 2019 年發布的修訂的補充，涉及以下內容：
- 合約現金流量的變化 — 公司無需為改革所要求的變化終止確認或調整金融工具的賬面金額，而是將更新實際利率以反映替代基準利率的變化；
- 對沖會計 — 如果對沖符合其他對沖會計準則，則公司不必僅因為進行了改革所需的變更而中止其對沖會計；此外，如果企業合理預期替代基準利率將在 24 個月內分開確定，則即使在指定日期無法分開確定替代基準利率，也可以將替代參考利率指定為非合約規定的風險成分；及

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.1 Basis of preparation (continued)****(a) Amendments that are relevant to the Group and initially adopted for the first time for the financial year beginning on 1 January 2021 (continued)**

- Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, “Interest Rate Benchmark Reform – Phase 2”. The amendments address issues that might affect financial reporting when an entity replaces the old interest rate benchmark with an alternative benchmark rate as a result of the IBOR Reform. The amendments complement those issued in 2019 and relate to:
 - changes to contractual cash flows — a company will not have to derecognise or adjust the carrying amount of financial instruments for changes required by the reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate;
 - hedge accounting — a company will not have to discontinue its hedge accounting solely because it makes changes required by the reform, if the hedge meets other hedge accounting criteria; furthermore, if an entity reasonably expects that an alternative benchmark rate will be separately identifiable within a period of 24 months, it can designate the alternative reference rate as a non-contractually specified risk component even if it is not separately identifiable at the designation date; and

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.1 編製基準（續）****2.1 Basis of preparation (continued)****(a) 於 2021 年 1 月 1 日起開始的會計年度首次生效之與本集團相關的修訂（續）**

- 披露一公司將需要披露有關改革帶來的風險以及其如何對過渡至替代基準利率的管理。

除指定對沖關係外，修訂採用追溯法，比較數據不會重列及允許提前採納。更多訊息披露於附註 4.2 (D) 和 21 “基準利率改革”。

- 香港財務報告準則第 16 號(經修訂)「租賃」。於 2021 年 4 月發布的香港財務報告準則第 16 號 (經修訂)將承租人選擇在不應用租賃修改會計處理下因 2019 冠狀病毒病疫情直接導致的租金減免的實務豁免延長 12 個月。因此，實務豁免適用於租金減免，租賃付款的任何減少僅影響原定於 2022 年 6 月 30 日或之前到期的付款，前提是滿足應用實務豁免的其他條件。修訂採用追溯法。採納該等修訂不會對本集團的財務報表產生重大影響。

(a) Amendments that are relevant to the Group and initially adopted for the first time for the financial year beginning on 1 January 2021 (continued)

- disclosures — a company will be required to disclose information about new risks arising from the reform and how it manages the transition to alternative benchmark rates.

The amendments are to be applied retrospectively, except regarding designation of hedging relationships. The comparatives are not restated. Early application is permitted. Additional information is disclosed in Note 4.2 (D) and 21 “Interest rate benchmark reform”.

- Amendments to HKFRS16, “Lease”. Amendment to HKFRS 16 issued in April 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendments are to be applied retrospectively. The application of this amendment does not have a material impact on the Group’s financial statements.

財務報表附註（續） Notes to the Financial Statements (continued)
2. 主要會計政策（續） 2. Significant accounting policies (continued)
2.1 編製基準（續）

(b) 已頒佈與本集團相關但尚未強制性生效及未於 2021 年提前採納之修訂及詮釋

以下已頒佈之修訂及詮釋於 2022 年 1 月 1 日起或以後開始的會計年度始強制性生效。

2.1 Basis of preparation (continued)

(b) Amendments and interpretation issued that are relevant to the Group but not yet mandatorily effective and have not been early adopted by the Group in 2021

The following amendments and interpretation have been issued and are mandatorily effective for financial years beginning on or after 1 January 2022:

修訂／詮釋 Amendments/interpretation	內容 Content	起始適用之年度 Applicable for financial years beginning on/after
香港財務報告準則第 3 號（經修訂） Amendments to HKFRS 3	概念框架參考 Reference to the Conceptual Framework	2022 年 1 月 1 日 1 January 2022
香港會計準則第 1 號（經修訂） Amendments to HKAS 1	流動或非流動負債的分類 Classification of Current or Non-current liabilities	2023 年 1 月 1 日 1 January 2023
香港詮釋第 5 號（2020） HK Int 5 (2020)	財務報表呈列 - 包含需按還款條款的定期貸款借款人分類 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	2023 年 1 月 1 日 1 January 2023
香港會計準則第 1 號及香港財務報告準則作業準則第 2 號（經修訂） Amendments to HKAS 1 and HKFRS Practice Statement 2	會計政策的披露 Disclosure of Accounting Policies	2023 年 1 月 1 日 1 January 2023
香港會計準則第 8 號（經修訂） Amendments to HKAS 8	會計估計的定義 Definition of Accounting Estimates	2023 年 1 月 1 日 1 January 2023
香港會計準則第 12 號（經修訂） Amendments to HKAS 12	與單項交易產生的資產和負債相關的遞延稅項 Deferred Tax related to Assets and Liabilities arising from a Single Transaction	2023 年 1 月 1 日 1 January 2023

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.1 編製基準（續）****2.1 Basis of preparation (continued)****(b) 已頒佈與本集團相關但尚未強制性生效及未於 2021 年提前採納之修訂及詮釋（續）**

- 香港財務報告準則第 3 號（經修訂）「概念框架的參考」。該修訂更新了香港財務報告準則第 3 號中對 2018 年發布的財務報告概念框架的引用。這些修訂也為香港財務報告準則第 3 號增添了一個豁免，即要求企業參考該概念框架來確定資產或負債的構成，對於某些類型的負債和或然負債，應用香港財務報告準則第 3 號的企業應改為參考香港會計準則第 37 號。已添加的豁免是用以避免更新概念框架的參考帶來不預期的影響。修訂需前瞻性採用。如果企業在同一或更早時間也採用了於 2018 年 6 月發布對香港財務報告準則概念框架的引用（經修訂）的所有修訂，將允許提前採納。採納該等修訂將不會對本集團的財務報表產生重大影響。

(b) Amendments and interpretation issued that are relevant to the Group but not yet mandatorily effective and have not been early adopted by the Group in 2021 (continued)

- Amendments to HKFRS 3, “Reference to the Conceptual Framework”. The amendments update a reference in HKFRS 3 to the Conceptual Framework for Financial Reporting issued in 2018. The amendments also add to HKFRS 3 an exception to its requirement for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability, that for some types of liabilities and contingent liabilities, an entity applying HKFRS 3 should instead refer to HKAS 37. The exception has been added to avoid an unintended consequence of updating the reference to the Conceptual Framework. The amendments are to be applied prospectively. Earlier application is permitted if at the same time or earlier an entity also applies all the amendments made by Amendments to References to the Conceptual Framework in HKFRS Standards, issued in June 2018. The application of the amendments will not have a material impact on the Group’s financial statements.

財務報表附註（續） **Notes to the Financial Statements (continued)****2. 主要會計政策（續）** **2. Significant accounting policies (continued)****2.1 編製基準（續）****(b) 已頒佈與本集團相關但尚未強制性生效及未於 2021 年提前採納之修訂及詮釋（續）**

- 香港會計準則第 1 號（經修訂）「流動或非流動負債的分類」。該修訂旨在通過幫助企業確認資產負債表中不確定結算日期的債務和其他負債應歸類為流動（到期或可能在一年之內計算）或非流動，從而提高採用要求的一致性。該等修訂包括釐清實體可能通過將債務轉換為權益作償還的分類要求。修訂採用追溯法及允許提前採納。本集團正在考慮該修訂對集團財務報表的影響。
- 香港詮釋第 5 號 (2020) 「財務報表呈列 - 包含需按還款條款的定期貸款借款人分類」。本詮釋的修訂是由於 2020 年 8 月發布的香港會計準則第 1 號（經修訂）「流動或非流動負債的分類」引致，以使相應的措詞保持一致，且結論沒有變化。修訂採用追溯法及允許提前採納。本集團正在考慮該詮釋對集團財務報表的影響及其採用時間。

2.1 Basis of preparation (continued)**(b) Amendments and interpretation issued that are relevant to the Group but not yet mandatorily effective and have not been early adopted by the Group in 2021 (continued)**

- Amendments to HKAS 1, “Classification of Current or Non-current liabilities”. The amendments aim to promote consistency in applying the requirements by helping entities determine whether, in the balance sheet, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt an entity might settle by converting it into equity. The amendments are to be applied retrospectively. Early adoption is permitted. The Group is considering the financial impact of the amendments on the Group’s financial statements.
- HK Int 5 (2020), “Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause”. This interpretation is revised as a consequence of Amendments to HKAS 1, “Classification of Current or Non-current liabilities” issued in August 2020, to align the corresponding wordings with no change in conclusion. The amendments are to be applied retrospectively. Early adoption is permitted. The Group is considering the financial impact of the interpretation and the timing of its application.

財務報表附註（續） **Notes to the Financial Statements (continued)****2. 主要會計政策（續）** **2. Significant accounting policies (continued)****2.1 編製基準（續）****(b) 已頒佈與本集團相關
但尚未強制性生效及
未於 2021 年提前採納
之修訂及詮釋（續）**

- 香港會計準則第 1 號及香港財務報告準則作業準則第 2 號（經修訂）「會計政策的披露」。該修訂將企業披露其主要會計政策的要求替換為披露其重大會計政策的要求，並增加了有關企業如何在會計政策披露決策中應用重要性概念的指引。修訂需前瞻性採用及允許提前採納。本集團正在考慮該修訂的影響及採納的時間。
- 香港會計準則第 8 號（經修訂）「會計估計的定義」。該修訂澄清了會計估計變更與會計政策變更的區別。此外，該修訂闡明了企業如何使用計量技術和輸入參數來製定會計估計。修訂需前瞻性採用及允許提前採納。本集團正在考慮該修訂對集團財務報表的影響及採納的時間。

2.1 Basis of preparation (continued)**(b) Amendments and interpretation issued that are relevant to the Group but not yet mandatorily effective and have not been early adopted by the Group in 2021 (continued)**

- Amendments to HKAS 1 and HKFRS Practice Statement 2, "Disclosure of Accounting Policies". The amendments replace the requirement for entities to disclose their significant accounting policies with a requirement to disclose their material accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments are to be applied prospectively. Early adoption is permitted. The Group is considering the impact of the amendments and the timing of its application.
- Amendments to HKAS 8, "Definition of Accounting Estimates". The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are to be applied prospectively. Early adoption is permitted. The Group is considering the financial impact of the amendments and the timing of its application.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.1 編製基準（續）****2.1 Basis of preparation (continued)****(b) 已頒佈與本集團相關但尚未強制性生效及未於 2021 年提前採納之修訂及詮釋（續）**

• 香港會計準則第 12 號（經修訂）「與單項交易產生的資產和負債相關的遞延稅項」。該修訂縮小了初始確認豁免的適用範圍，明確了不能應用於例如租賃和解除義務交易產生金額相等的應課稅及可抵扣的暫時性差異，該修訂適用於最早呈列的比較期間期初與租賃和解除義務相關的交易，任何累積影響確認為對期初餘額的調整在該日期適當的保留利潤或其他權益。該修訂除了就租賃及解除義務相關交易之外，對其他交易則可前瞻性採用及允許提前採納。本集團正在考慮該修訂對集團財務報表的影響及採納的時間。

(b) Amendments and interpretation issued that are relevant to the Group but not yet mandatorily effective and have not been early adopted by the Group in 2021 (continued)

• Amendments to HKAS 12, "Deferred Tax related to Assets and Liabilities arising from a Single Transaction". The amendments narrow the scope of the initial recognition exception so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset and a deferred tax liability for temporary differences arising from these transactions. The amendments shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Early adoption is permitted. The Group is considering the financial impact of the amendments and the timing of its application.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.1 編製基準（續）****2.1 Basis of preparation (continued)****(c) 完善香港財務報告準則**

- 完善香港財務報告準則」包含香港財務報告準則的多項修訂，而香港會計師公會認為這些修訂並非緊急但必要。它包括導致呈列，確認或計量目的之會計處理的改變，以及與各種個別香港財務報告準則有關的術語或編輯的修訂。這些改進將不會對本集團的財務報表產生重大影響。

(c) Improvements to HKFRSs

- “Improvements to HKFRSs” contains numerous amendments to HKFRSs which the HKICPA considers not urgent but necessary. It comprises amendments that result in accounting changes for presentation, recognition or measurement purpose as well as terminology or editorial amendments related to a variety of individual HKFRSs. These improvements will not have a material impact on the Group’s financial statements.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.2 綜合財務報表****2.2 Consolidation**

綜合財務報表包含本公司及其所有其附屬公司截至 12 月 31 日的財務報表。

The consolidated financial statements include the financial statements of the Bank and all of its subsidiaries for the year ended 31 December.

附屬公司

附屬公司是指由本集團控制的企業。控制體現為本集團涉及，或有權從參與被投資企業業務中取得可變動回報，並有權力通過被投資企業影響自身回報（即賦予本集團現行權力以指引被投資企業的相關活動）。附屬公司於控制權轉入本集團之日起完全納入合併，並於本集團的控制權終止當日不再納入合併。

Subsidiaries

Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee). Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

集團內部交易、交易餘額、以及未實現收益已被對銷；除非能提供集團內交易所轉讓資產已發生減值的證據，否則未實現損失也將被對銷。如有需要，附屬公司的會計政策會作出適當調整，以確保本集團所採用會計政策的一致性。

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated; unrealised losses are also eliminated unless the transaction provides evidence of impairment of the assets transferred. Where necessary, accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

於本銀行的資產負債表內，對附屬公司的投資是以成本扣除減值損失準備列賬。本銀行按照已收及應收股息基準確認附屬公司之業績。當本銀行具有權利收取附屬公司的派息時，將於收益表內確認。

In the Bank's balance sheet, the investments in subsidiaries are stated at cost less allowance for impairment losses. The results of subsidiaries are accounted for by the Bank on the basis of dividends received and receivable. Dividend income from subsidiaries is recognised in the income statement when the right to receive payment is established.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.3 分類報告**

分類的經營業績與呈報予管理層的內部報告方式一致，管理層乃本集團的總體營運決策核心，負責資源分配及對營運分類的表現評估。在釐定經營分類表現時，將會包括與各分類直接相關的收入及支出。

2.3 Segmental reporting

The operating result of segments are reported in a manner consistent with the internal reporting provided to the Management, which is the chief operating decision maker of the Group, that allocates resources and assesses the performance of operating segments. Income and expenses directly associated with each segment are included in determining operating segment performance.

2.4 外幣換算

本集團各企業的財務報表所載項目均按各企業於主要經濟環境營運的貨幣計量（「功能貨幣」）。本綜合財務報表以港幣列示，即本銀行之功能及呈列貨幣。

2.4 Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Bank's functional and presentation currency.

外幣交易均按交易或重新計量項目之估值當日的即期匯率換算為功能貨幣。外幣交易以交易日之匯率結算所引致的匯兌損益，以及以外幣為本位的貨幣性資產及負債按會計結算日的匯率換算的匯兌損益，均直接於收益表確認，惟於其他全面收益內遞延作為合資格現金流對沖或合資格淨投資對沖除外。

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or exchange rates at the end of the reporting period for items that are re-measured. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions using the exchange rates prevailing at the dates of the transactions and monetary assets and liabilities denominated in foreign currencies translated at the exchange rate at the end of the reporting period are recognised directly in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedge or qualifying net investment hedges.

以公允價值變化計入損益的貨幣性證券的兌換差額會列作公允價值收益或虧損的一部分。對於被分類為以公允價值變化計入其他全面收益，以外幣為本位的貨幣性證券，其公允價值變動可分為源自證券攤餘成本變動的兌換差額和證券賬面值的其他兌換變動兩部分。源自證券攤餘成本變動的兌換差額會於收益表內確認，而證券賬面值的其他兌換變動則被確認於其他全面收益。

Translation differences on monetary securities held at fair value through profit or loss are reported as part of the fair value gain or loss. Changes in the fair value of monetary securities denominated in foreign currency classified as fair value through other comprehensive income are analysed between translation differences resulting from changes in the amortised cost of the securities and other changes in the carrying amount of the securities. Translation differences related to changes in the amortised cost are recognised in the income statement, and other changes in the carrying amount are recognised in other comprehensive income.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.4 外幣換算 (續)****2.4 Foreign currency translation (continued)**

對於非貨幣性項目，其兌換差額會列作公允值收益或虧損的一部分。而非貨幣性金融資產(例如以公允值變化計入其他全面收益之股權投資)的兌換差額會包含在其他全面收益內。

Translation differences on non-monetary items are reported as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as fair value through other comprehensive income are included in other comprehensive income.

所有本集團內非以港幣為功能貨幣的企業，其業績及財務狀況按以下方式換算為港幣：

The results and financial position of all the Group entities that have a functional currency different from Hong Kong dollars are translated into Hong Kong dollars as follows:

- 資產及負債按會計結算日之收市匯率換算；
- 收入及支出按平均匯率換算；及
- 所有產生之換算差額通過其他全面收益於權益項目下之換算儲備內確認。

- assets and liabilities are translated at the closing rates at the end of the reporting period;
- income and expenses are translated at average exchange rates; and
- all resulting exchange differences are recognised in the translation reserve in equity through other comprehensive income.

於合併財務報表時，換算對外國企業之淨投資、借款及其他被界定為對沖此投資的貨幣工具所產生之換算差額需列入其他全面收益及分別累計於換算儲備中。當出售該外國企業投資時，此外幣兌換差額需列作為出售收益或虧損的一部分，並由權益中重新分類至收益表內。

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, borrowings and other currency instruments designated as hedges of such investments are taken to other comprehensive income and are accumulated separately in the translation reserve. When a foreign entity is sold, such exchange differences are reclassified from equity to in the income statement, as part of the gain or loss on sale.

2.5 衍生金融工具及對沖會計**2.5 Derivative financial instruments and hedge accounting**

衍生金融工具以衍生交易合同簽訂當日的公允值進行初始確認，並以公允值進行後續計量。公允值從活躍市場上的公開市場報價中取得，包括最近的市場交易，或通過使用估值方法，包括貼現現金流量模型、期權定價模型(如適用)。當公允值為正值時，衍生金融工具將被列為資產；當公允值為負值時，則被列為負債。

Derivatives are initially recognised at fair value on the date the derivative contract is entered into and are subsequently re-measured at fair value. Fair values are obtained from quoted market prices in active markets, including recent market transactions, and through the use of valuation techniques, including discounted cash flow models and option pricing models, as appropriate. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.5 衍生金融工具及對沖會計（續）****2.5 Derivative financial instruments and hedge accounting (continued)**

若干衍生金融工具會嵌藏在金融負債中，當其經濟特徵和風險與主合同沒有緊密關聯，而主合同並非以公允價值變化計入損益時，這些嵌藏式衍生金融工具需要單獨以公允價值計量，並且其公允價值變動計入收益表。

Certain derivatives embedded in financial liabilities are treated as separate derivatives when their economic characteristics and risks are not closely related to those of the host contract and the host contract is not carried at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement.

除非衍生金融工具已被界定為用作對沖，並且是屬於有效之對沖工具，則需按對沖會計之要求計量，否則，將被分類為持作交易用途，其公允價值變動即時於收益表內確認。

Derivatives are categorised as held for trading and changes in their fair value are recognised immediately in the income statement unless they are designated as hedges and are effective hedging instruments, then they are subject to measurement under the hedge accounting requirements.

對於被界定為對沖工具，並有效地對沖的衍生金融工具，確認其收益或虧損的方法是按被對沖項目的性質而定。

For derivative instruments being designated as hedging instrument in an effective hedge, the method of recognising the resulting fair value gain or loss depends on the nature of the item being hedged.

本集團於交易發生時會記錄對沖工具與相關被對沖項目之關係、風險管理目的和進行各類對沖交易時所採取之策略。本集團並於對沖活動發生時及期間，評估其經濟關係，信貸風險，對沖比例及對沖工具能否高度有效地抵銷相關被對沖項目之公允價值或現金流變動，並作出記錄。此等乃符合採用對沖會計方法處理之先決條件。對沖會計可能會因對沖工具和被對沖項目失去經濟關係，或交易對手的信用風險重大變化主導對沖工具和被對沖項目的公允價值變化而無效。

The Group documents at inception the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at the hedge inception and on an ongoing basis, of the economic relationship, credit risk, the hedge ratio and an evaluation of the effectiveness of the hedging instruments in offsetting changes in fair values or cash flow of hedged items. These criteria should be met before a hedge can be qualified to be accounted for under hedge accounting. Hedge accounting may become ineffective if the hedging instrument and the hedged item lose economic relationship, or a significant change of the counterparties' credit risks that dominates the fair value change of the hedging instruments or the hedged items.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.5 衍生金融工具及對沖會計 (續)****2.5 Derivative financial instruments and hedge accounting (continued)****(a) 公允價值對沖**

被界定為有效之公允價值對沖，其衍生金融工具之公允價值變動，連同被對沖風險之資產或負債相關之公允價值變動，一併於收益表內確認。

當公允價值對沖會計中被對沖項目為公允價值計入其他收益的債務金融工具時，在對沖會計期間其公允價值變動金額應計入收益表。若對沖關係不再符合對沖會計之要求或並非基於終止確認被對沖項目而終止的其他原因，其以於收益表內已確認的累計有效對沖之部分相關的公允價值變化應以實質利息法被攤銷回估值儲備內。而當被對沖項目被終止確認時，於收益表內已確認的未攤銷的累計有效對沖公允價值變化的部分，將即時重分類至估值儲備。

(b) 淨投資對沖

對沖工具有效對沖部分的收益或虧損，會於其他全面收益內確認及於權益內累計；無效部分的收益或虧損即時於收益表內確認。之前於其他全面收益中累計的收益或虧損金額會列作出售收益或虧損的一部分，並於出售海外運作時被重新分類至收益表內。

(a) Fair value hedge

Changes in the fair value of derivatives that are designated and qualified as effective fair value hedges are recognised in the income statement, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

For fair value hedge relationships where the hedged items are debt instruments carried at fair value through other comprehensive income, changes in fair value are recorded in the income statement whilst hedge accounting is in place. When the hedge relationship no longer meets the criteria for hedge accounting or is terminated for reasons other than derecognition, the cumulative effective hedged portion of fair value change recognised in the income statements are amortised by the effective interest method back to the revaluation reserve. If the hedged item is derecognised, the unamortised cumulative effective hedged portion of fair value change recognised in the income statement are reclassified to revaluation reserve immediately.

(b) Net investment hedge

A gain or loss on the effective portion of the hedging instrument is recognised in other comprehensive income and accumulated in equity; a gain or loss on the ineffective portion is recognised immediately in the income statement. Accumulated gains and losses previously recognised in other comprehensive income are reclassified to the income statement upon disposal of the foreign operation as part of the gain or loss on disposal.

財務報表附註 (續)**2. 主要會計政策 (續)****2.6 金融工具之抵銷**

若存在法律上可行使的權利，可對已確認入賬之項目進行抵銷，且有意以淨額方式結算，或將資產變現並同時清償債務，則金融資產及負債可予抵銷，並把淨額於資產負債表內列賬。

2.7 利息收入及支出、服務費及佣金收入及支出

所有金融資產和金融負債，其利息收入和支出按實際利息法在收益表中確認。

實際利息法是一種計算金融資產或金融負債的攤餘成本以及在相關期間分攤利息收入或利息支出的方法。實際利率是在金融工具預計到期日或較短期間(如適用)內，將其未來收到或付出的現金流貼現為金融資產或金融負債賬面淨額所使用的利率。在計算實際利率時，本集團在估計未來現金流時，會考慮金融工具的所有合同條款(如提前還款權或為住宅按揭貸款客戶提供的優惠)，但不會考慮未來的信用損失。計算範圍包括訂約各方所支付或所收取的費用、溢價或折讓和點子，以及貸款貸出時產生而屬於整體有效利息一部分之相關費用及成本。

對於所有以利率作為被對沖風險的對沖交易，被套期工具的利息收入或利息支出(例如固定利率債務證券)均與從該套期工具例如利率掉期產生的利息收入和利息支出以淨額披露。

當一項金融資產或一組類似的金融資產確認減值損失後，會按照計量減值損失時對未來現金流進行貼現時使用的利率，按折減後之價值確認利息收入。而日後釋出之貼現準備亦將確認為利息收入。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.6 Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

2.7 Interest income and expense and fee and commission income and expense

Interest income and expense are recognised in the income statement for all financial assets and financial liabilities using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Group estimates future cash flows considering all contractual terms of the financial instrument (e.g. prepayment options or incentives relating to residential mortgage loans) but does not consider future credit losses. The calculation includes fees, premiums or discounts and basis points paid or received between parties to the contract, and directly attributable origination fees and costs which represent an integral part of the effective yield.

For all hedge transactions where interest rate is the hedged risk, interest income or interest expense from hedged instruments such as fixed rate debt securities are disclosed on a net basis together with net interest income/expense arising from the hedging instrument such as interest rate swap.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognised on the written down value using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Subsequent unwinding of the discount allowance is recognised as interest income.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.7 利息收入及支出、服務費及佣金收入及支出 (續)**

當在合同規定下，例如戶口服務及信用卡費用，相關服務需要在一定時間內提供。該服務之費用收入應按有系統性之基準以固定或可變價格在協議有效期內隨時間所確認，或在交易為基礎之安排下例如經紀服務及銀團貸款安排費，服務費收入應在服務完整地提供予客戶後之單一時間點確認。

2.8 金融資產

本集團於初始確認時將金融資產分類為：(i) 以公允價值變化計入損益、(ii) 以攤餘成本作計量或 (iii) 以公允價值變化計入其他全面收益並作後續計量。分類取決於企業管理其金融工具的業務模式以及工具的合約現金流量特徵或對公允價值選擇權的選擇。除以公允價值變化計入損益之金融資產外，其他金融資產之交易成本均已包含於初始賬面值內。

(1) 以公允價值變化計入損益之金融資產

這類金融資產包括三個細項：持作交易用途的金融資產，購入時即界定為以公允價值變化計入損益之金融資產以及強制性以公允價值變化計入損益之金融資產。

如果取得該金融資產主要是以短期沽售為目的，或屬於組合一部分並共同管理的可識別金融工具，若有證據表明其短期獲利行為，則被分類為持作交易用途。除被界定為有效對沖工具外，所有衍生金融工具均被分類為持作交易用途類別。

2.7 Interest income and expense and fee and commission income and expense (continued)

Fee income from services are recognized over time at a fixed or variable price on a systematic basis over the life of the agreement when the contract requires services to be provided over time such as account service and credit card fees, or recognized at a point in time under transaction-based arrangements when service has been fully provided to the customer such as broking services and loan syndication arrangement.

2.8 Financial assets

The Group classifies its financial assets at initial recognition and subsequently measured financial assets as: (i) at fair value through profit or loss ("FVPL"), (ii) at amortised cost ("AC") or (iii) at fair value through other comprehensive income ("FVOCI"). The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instruments, or the election of fair value option. All financial assets are recognised initially at fair value. Except for financial assets carried at fair value through profit or loss, all transaction costs of financial assets are included in their initial carrying amounts.

(1) Financial assets at fair value through profit or loss

This category has three sub-categories: financial assets held for trading, those designated at fair value through profit or loss at inception, and financial assets mandatorily required to be measured at fair value through profit or loss.

A financial asset which has been acquired or incurred principally for the purpose of selling in the short term or is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking is classified as held for trading. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

財務報表附註 (續)**2. 主要會計政策 (續)****2.8 金融資產 (續)****(1) 以公允價值變化計入損益之金融資產 (續)**

金融資產如能滿足以下其中之一項條件，可被管理層界定為以公允價值變化計入損益之金融資產：

- 可以消除或明顯減少因按不同基準計量金融資產之價值，或確認其收益或虧損，而出現不一致之計量或確認情況（一般被稱為「會計錯配」）；
- 應用於一組金融資產、金融負債、或兩者兼有的組合，其管理是依據事先書面確立的風險管理或投資策略來運作，其表現是按公允價值為基礎來衡量，並按此基礎將該組金融工具的資訊向管理層作出內部報告；或
- 與包含一個或多個嵌藏式衍生金融工具的金融資產相關，且這些嵌藏式衍生金融工具對該等金融資產的現金流產生重大影響。

這些資產以公允價值進行初始確認，交易費用直接計入收益表，並以公允價值進行後續計量。

該等資產的公允價值變化所產生的損益計入淨交易性收益／虧損或界定為以公允價值變化計入損益之金融工具淨收益／虧損。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.8 Financial assets (continued)****(1) Financial assets at fair value through profit or loss (continued)**

A financial asset can be designated at fair value through profit or loss, if it meets one of the criteria set out below, and is so designated by the Management:

- eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as "an accounting mismatch") that would otherwise arise from measuring the financial assets or recognising the gains and losses on them on different bases;
- applies to a group of financial assets, financial liabilities or both that is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided internally on that basis to the Management; or
- relates to financial assets containing one or more embedded derivative that significantly modifies the cash flow resulting from those financial assets.

These assets are recognised initially at fair value, with transaction costs taken directly to the income statement, and are subsequently re-measured at fair value.

Gains and losses from changes in the fair value of such assets are reported in net trading gain/loss or net gain/loss on financial instruments at fair value through profit or loss.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.8 金融資產（續）****2.8 Financial assets (continued)****(2) 以攤餘成本作計量之金融資產**

如果滿足以下兩個條件，則金融資產分類為以攤餘成本作後續計量：(i) 金融資產以業務模式持有，其目的是持有金融資產以收取合同現金流，以及(ii) 金融資產的合約條款在指定日期產生現金流，該現金流僅為本金和未償還本金的利息。它們最初以公允價值加上任何直接歸屬交易成本入賬，其後使用實際利率法計算攤餘成本並減去減值準備作計量。包括折溢價攤銷的利息收入將按照實際利息法計算確認在收益表中。當資產終止確認，修改或減值時，收益或損失在損益中確認。

(2) Financial assets at amortised cost

Financial assets are classified as subsequently measured at amortised cost if both of the following conditions are met: (i) the financial assets are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and (ii) the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. They are initially recorded at fair value plus any directly attributable transaction costs and are subsequently measured at amortised cost using the effective interest method less allowances for impairment losses. Interest income which includes the amortisation of premium or discount is calculated using the effective interest method and is recognised in the income statement. Gains or losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

財務報表附註（續）**2. 主要會計政策（續）****2.8 金融資產（續）****(3) 以公允價值變化計入其他全面收益之金融資產**

如果滿足以下兩個條件，則債務工具分類為以公允價值變化計入其他全面收益：

(i) 金融資產以業務模式持有，持有目的是收取合同現金流和銷售，以及 (ii) 金融資產的合約條款在指定日期產生現金流，該現金流僅為本金及未償還本金額的利息。

以公允價值變化計入其他全面收益之金融資產以公允價值加上直接相關的交易費用進行初始入賬，並以公允價值進行後續計量。因該等投資之公允價值變化而產生之未實現收益或虧損直接確認在其他全面收益中；當該類金融資產終止確認或減值時，之前確認於權益儲備中的累計收益或虧損將轉入收益表內。惟包括折溢價攤銷的利息收入將按照實際利息法計算確認在收益表中。

對於股權投資，可以在初始確認時進行不可撤銷的選擇，以確認未實現和實現的其他綜合收益的公允價值收益或損失，而無需將公允價值收益或損失重新分類至損益表（不可轉回），即使在處置時也是如此。以公允價值變化計入其他全面收益分類的權益工具之股息，在本集團收取付款的權利確立時在其他營業收入中確認。指定為以公允價值變化計入其他全面收益的權益工具無須作減值評估。

以公允價值變化計入其他全面收益之證券的兌換差額的處理方法已詳列於附註2.4。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.8 Financial assets (continued)****(3) Financial assets at fair value through other comprehensive income**

Debt instruments are classified as subsequently measured at fair value through other comprehensive income if both of the following conditions are met: (i) the financial assets are held within a business model with the objective of both holding to collect contractual cash flows and selling, and (ii) the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income are initially recorded at fair value plus any directly attributable transaction costs, and are subsequently measured at fair value. Unrealised gains and losses arising from changes in the fair value of investments are recognised directly in other comprehensive income, until the financial asset is derecognised or impaired at which time the accumulated gain or loss previously recognised in equity should be transferred to the income statement. However, interest income which includes the amortisation of premium and discount is calculated using the effective interest method and is recognised in the income statement.

For equity investments, an irrevocable election can be made at initial recognition to recognise unrealised and realised fair value gains or losses in other comprehensive income without subsequent reclassification of fair value gains or losses to the income statement even upon disposal (non-recycling). Dividends on equity instruments classified as fair value through other comprehensive income are recognised in other operating income when the Group's right to receive payment is established. Equity instruments designated at fair value through other comprehensive income are not subject to impairment assessment.

The treatment of translation differences on fair value through other comprehensive income securities is dealt with in Note 2.4.

財務報表附註（續）
Notes to the Financial Statements (continued)
2. 主要會計政策（續）
2. Significant accounting policies (continued)
2.9 金融負債

本集團按以下類別分類金融負債：(i) 交易性負債、(ii) 界定為公允價值變化計入損益之金融負債、(iii) 存款、已發行債務證券及存款證、後償負債及其他負債。所有金融負債於交易發生時界定其分類並以公允價值進行初始確認，非以公允價值變化計入損益之金融負債則需加減交易成本。

(1) 交易性負債

旨在短期內購回之金融負債被分類為持作交易用途之負債。交易性負債以公允價值列賬，公允價值之變動所產生的收益或虧損確認於收益表內。

(2) 界定為公允價值變化計入損益之金融負債

金融負債可於初始時指定為可界定為公允價值變化計入損益。如果金融負債符合以下標準之一，則可指定為界定為公允價值變化計入損益：

- 可以消除或明顯減少因按不同基準計量金融負債之價值，或確認其收益或虧損，而出現不一致之計量或確認情況（一般被稱為「會計錯配」）；
- 應用於一組金融資產、金融負債、或兩者兼有的組合，其管理是依據事先書面確立的風險管理或投資策略來運作，其表現是按公允價值為基礎來衡量，並按此基礎將該組金融工具的資訊向管理層作出內部報告；或

2.9 Financial liabilities

The Group classifies its financial liabilities under the following categories: (i) trading liabilities, (ii) financial liabilities designated at fair value through profit or loss, (iii) deposits, debt securities and certificates of deposit in issue, subordinated liabilities, and other liabilities. All financial liabilities are classified at inception and recognised initially at fair value, and in the case of financial liability not at fair value through profit or loss, plus or minus transaction costs.

(1) Trading liabilities

A financial liability is classified as held for trading if it is incurred principally for the purpose of repurchasing in the short term. It is measured at fair value and any gains and losses from changes in fair value are recognised in the income statement.

(2) Financial liabilities designated at fair value through profit or loss

A financial liability can be designated at fair value through profit or loss if it is so designated at inception. A financial liability is so designated if it meets one of the following criteria:

- eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as “an accounting mismatch”) that would otherwise arise from measuring the financial liabilities or recognising the gains and losses on them on different bases;
- applies to a group of financial assets, financial liabilities or both that is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the Group is provided internally on that basis to the Management; or

財務報表附註（續）
Notes to the Financial Statements (continued)
2. 主要會計政策（續）
2. Significant accounting policies (continued)
2.9 金融負債（續）
2.9 Financial liabilities (continued)
(2) 界定為公允價值變化計入損益之金融負債（續）

- 與包含一個或多個嵌藏式衍生金融工具的金融負債相關，且這些嵌藏式衍生金融工具對該等金融負債的現金流產生重大影響。

界定為公允價值變化計入損益之金融負債以公允價值列賬，公允價值之變動所產生的收益或虧損確認於收益表內。

(3) 存款、已發行債務證券及存款證、後償負債及其他負債

除被分類為交易性負債或界定為公允價值變化計入損益之金融負債外，存款、已發行債務證券及存款證、後償負債及其他負債均以攤餘成本列賬。扣除交易費用後之淨收款和贖回價值的差額（如有），按照實際利息法於期內在收益表中確認。

2.10 財務擔保合約及未提取貸款承諾

財務擔保合約是指簽發人在指定的債務人未能根據持有人與債務人之間的債務合約條款而履行還款責任時，需向持有人償付由此而產生之損失的指定付款。

財務擔保合約以合約簽發當日的公允價值初始確認為金融負債，並列示於財務報表內的「其他賬項及準備」項下。及後，本集團之責任按以下兩者之較高者計量：(i) 預期信用損失減值準備；及 (ii) 初始確認之金額減按直線法於擔保有效期內確認之累計攤銷（如適用）。財務擔保合約負債的變動則於收益表中確認。

(2) Financial liabilities designated at fair value through profit or loss (continued)

- relates to financial liabilities containing one or more embedded derivative that significantly modifies the cash flow resulting from those financial liabilities.

Financial liabilities designated at fair value through profit or loss are measured at fair value and any gains and losses from changes in fair value are recognised in the income statement.

(3) Deposit, debt securities and certificates of deposit in issue, subordinated liabilities, and other liabilities

Deposits, debt securities and certificates of deposit in issue, subordinated liabilities, and other liabilities, other than those classified as trading liabilities or designated at fair value through profit or loss are carried at amortised cost. Any difference (if available) between proceeds net of transaction costs and the redemption value is recognised in the income statement over the period using the effective interest method.

2.10 Financial guarantee contracts and undrawn loan commitments

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a contract between the holder and the debtor.

Financial guarantee contracts are initially recognised as financial liabilities and reported under "Other accounts and provisions" in the financial statements at fair value on the date the guarantee was given. Subsequent to initial recognition, the Group's liabilities under such guarantees are measured at the higher of (i) an ECL provision and (ii) the amount initially recognised less, where appropriate, accumulated amortisation recognised over the life of the guarantee on a straight-line basis. Any changes in the liability relating to financial guarantee contracts are taken to the income statement.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.10 財務擔保合約及未提取貸款承諾 (續)**

未提取貸款承諾是指集團在承諾期間需要以既定的合同條款向客戶發放貸款的承諾。這些承諾屬於附註 2.14 中規定的預期信用損失要求的範圍。

財務擔保和貸款承諾的預期信用損失準備在財務報表的“其他賬項及準備”項下列報。

2.11 金融工具的確認，終止確認和修改

以公允價值變化計入損益、以公允價值變化計入其他全面收益及以攤餘成本作後續計量之金融資產，其買賣會於交易當日（即本集團購入或售出資產當日）確認。貸款及其他金融資產於付出現金予交易對手時確認。在從該等金融資產取得現金流之權利完結或本集團已轉讓實質上所有風險及回報時，將終止對該等金融資產之確認。當本集團未有轉讓或未有保留已轉讓金融資產之實質上所有風險及回報，但仍保留對其控制時，本集團會按持續參與的部分繼續確認該等已轉讓的金融資產；若本集團已失去對其控制時，則終止確認。如重新商定或修訂以公允價值變化計入其他全面收益或以攤餘成本作計量之金融工具的合約現金流量，則應使用原實際利率對修訂後的合約現金流量進行折現，並與減值前的原攤餘成本進行比較。如果差異重大，則應終止確認原有的金融工具，然後以上述現值重新確認。否則，該差額將調整為原有賬面價值，並計入當期損益。

2.10 Financial guarantee contracts and undrawn loan commitments (continued)

Undrawn loan commitments are commitments under which, over the duration of the commitment, the Group is required to provide a loan with pre-specified terms to the customer. These commitments are in the scope of the expected credit losses requirements as set out in Note 2.14.

The expected credit losses provision for financial guarantees and loan commitments are reported under “other accounts and provisions” in the financial statements.

2.11 Recognition, derecognition and modification of financial instruments

Purchases and sales of financial assets subsequently measured at FVPL, at FVOCI and AC are recognised on the trade date, the date on which the Group purchases or sells the assets. Loans and advances and other financial assets are recognised when cash is advanced to the counterparty. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the Group has transferred substantially all risks and rewards of ownership. When the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, the Group either continues to recognise the transferred financial asset to the extent of its continuing involvement if control remains or derecognise it if there is no retained control. If the contractual cashflow of FVOCI or AC financial instruments are renegotiated or modified, the modified contractual cashflow should be discounted using the original effective interest rate, and compared with the original amortised cost before impairment. If the difference is material, the original financial instrument should be derecognised and then re-recognised with the present value aforementioned. Otherwise, the difference is adjusted to the original carrying value and accounted for in the profit or loss.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.11 金融工具的確認、終止確認和修改 (續)**

交易性負債、界定為以公允價值變化計入損益之金融負債，已發行債務證券及存款證及後償負債於交易當日確認。未被界定為以公允價值變化計入損益之存款在收到客戶款項時確認，而其他負債於有關責任產生時確認。只有當合約中的指定責任被履行、取消或到期，該金融負債才可從資產負債表上終止確認。

售予交易對手之證券及票據，如根據回購協議，附有按預定價格並於將來指定時間回購之責任稱為「回購」。而向交易對手購入之證券及票據，如根據回售協議，附有按預定價格於將來指定時間再出售予交易對手之責任則稱為「反向回購」。

「回購」或借出證券於初始時按已向交易對手所取得之實際現金額，列賬於銀行及其他金融機構之存款及結餘（如適用）。用作抵押回購協議之金融資產不會被終止確認，並仍列為證券投資或以公允價值變化計入其他全面收益之金融資產。

「反向回購」或借入證券則於初始時按已付予交易對手之實際現金額，於資產負債表內列為庫存現金及存放銀行及其他金融機構的結餘（如適用）。於反向回購協議下所收到用作抵押之金融資產將不會被確認為資產負債表上。出售價與回購價之差額則以實際利息法於協議年內分期確認為利息收入或利息支出。

2.11 Recognition, derecognition and modification of financial instruments (continued)

Trading liabilities, financial liabilities designated at FVPL, debt securities and certificates of deposit in issue and subordinated liabilities are recognised on the trade date. Deposits that are not designated at FVPL are recognised when money is received from customers, other liabilities are recognised when such obligations arise. Financial liabilities are derecognised from the balance sheet when and only when the obligation specified in the contract is discharged, cancelled or expires.

Securities and bills sold to a counterparty with an obligation to repurchase at a pre-determined price on a specified future date under a repurchase agreement are referred to as repos. Securities and bills purchased from a counterparty with an obligation to resell to the counterparty at a pre-determined price on a specified future date under a resale agreement are referred to as reverse repos.

Repos or securities lending are initially recorded as Deposits and balances from banks and other financial institutions, as appropriate, at the actual amount of cash received from the counterparty. Financial assets given as collateral for repurchase agreements are not derecognised and are recorded as investment in securities or financial assets at fair value through other comprehensive income. Reverse repos or securities borrowing are initially recorded in the balance sheet as Cash and balances with banks and other financial institutions, as appropriate, at the actual amount of cash paid to the counterparty. Financial assets received as collateral under reverse repurchase agreements are not recognised on the balance sheet. The difference between sale and repurchase price is recognised as interest income or interest expense over the life of the agreements using the effective interest method.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.12 公允值計量**

本集團於每個會計結算日以公允值計量房產及投資物業、貴金屬及部分金融工具。公允值是指在估值日當期集團可接觸的主要交易市場或最有利之市場狀況下，市場參與者進行有序交易出售資產或轉移負債之價格。

計量資產或負債公允值運用的假設為市場參與者在其最佳經濟利益的情況下，所採用的資產或負債計價。

本集團使用最能代表金融工具公允價值的買賣差價內的價格，在適當情況下，包括在本集團根據其淨市場風險敞口管理此類金融資產和負債的情況下，使用金融資產和金融負債組合的淨抵消風險頭寸的剩餘部分。儘管本集團以淨額計量這些金融工具組合的公允價值，除非符合抵銷標準，相關金融資產和金融負債才在財務報表中單獨列示。

非金融資產之公允值計量為考慮市場參與者使用該資產所產生的最高及最佳經濟利益，或出售予另一市場參與者而該參與者可產生的最高及最佳經濟利益。

若資產或負債所處之市場並不活躍，本集團會在合適並有足夠數據的情況下，採用估值方法釐定其公允值，包括運用當時之公允市場交易、貼現現金流量分析、期權定價模型及其他市場參與者通用之估值方法，並會盡可能使用市場上可觀察的相關參數，避免使用不可觀察的參數。

2.12 Fair value measurement

The Group measures its premises and investment properties, precious metals and certain financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in its principal market or the most advantageous market accessible by the Group at the measurement date.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses the price within the bid-offer spread that is most representative of the fair value of financial instruments, where appropriate, includes using on the residual of the net offsetting risk position of portfolios of financial assets and financial liabilities in cases the Group manages such groups of financial assets and liabilities according to their net market risk exposures. Despite the Group measures the fair value of these groups of financial instruments on a net basis, the underlying financial assets and financial liabilities are separately presented in the financial statements unless the offsetting criterias are fulfilled.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

If the market for assets or liabilities is not active, the Group uses valuation techniques, including the use of recent arm's length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants, that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

財務報表附註（續）**2. 主要會計政策（續）****2.13 貴金屬**

貴金屬包括黃金、銀及其他貴金屬。貴金屬以其公允價值作初始確認和其後重估。貴金屬於進行市場劃價後所產生之收益或虧損，將包括於淨交易性收益／虧損內。

2.14 金融資產減值

本集團就下列項目確認預期信用損失的損失準備：

- 以攤餘成本計量之金融資產；
- 以公允價值變化計入其他全面收益之債務證券；和
- 不以公允價值變化計入損益作計量之已發出的貸款承諾及財務擔保。

以公允價值計量的金融資產，包括以公允價值變化計入損益作計量之股份證券，指定為以公允價值變化計入其他全面收益之股權證券（不可轉回）及衍生金融資產，均不需要作預期信用損失評估。

預期信用損失是信用損失的概率加權估計。信貸虧損按所有預期現金缺口的現值計量，即根據合約應付本集團的現金流量與本集團預期收到的現金流量之間的差額。

就未提取貸款承諾及財務擔保而言，預期現金缺口按（i）如果貸款承諾持有人／財務擔保受益人提取貸款／索賠而將應付本集團之合約現金流及（ii）如果貸款被提取／財務擔保被索賠，本集團預計可收到的現金流的差額計量。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.13 Precious metals**

Precious metals comprise gold, silver and other precious metals. Precious metals are initially recognised and subsequently re-measured at fair value. Mark-to-market gains or losses on precious metals are included in net trading gain/loss.

2.14 Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (“ECLs”) on the following items:

- financial assets measured at amortised cost;
- debt securities measured at FVOCI; and

- loan commitments and financial guarantees issued, which are not measured at FVPL.

Financial assets measured at fair value, including equity securities measured at FVPL, equity securities designated at FVOCI (non-recycling) and derivative financial assets, are not subject to the ECL assessment.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

For undrawn loan commitments and financial guarantees outstanding, expected cash shortfalls are measured as the difference between (i) the contractual cash flows that would be due to the Group if the holder of the loan commitment draws down on the loan/the beneficiary of the financial guarantee claims on the financial guarantee and (ii) the cash flows that the Group expects to receive if the loan is drawn down/the financial guarantee is claimed.

財務報表附註 (續)**2. 主要會計政策 (續)****2.14 金融資產減值 (續)**

如果貼現的影響重大，那麼預期的現金缺口會以貼現處理。估計預期信用損失時考慮的最長期限是集團暴露於信用風險的最長合同期。

在計量預期信用損失時，集團會考慮合理而無需花費過多的成本或精力且可支持的訊息。這包括有關過去事件，當前狀況和未來經濟狀況預測的訊息。

預期信用損失在以下其中一個基礎上計量：

- 12 個月的預期信用損失：此為預計在報告日期後 12 個月內由可能發生的違約事件造成的損失；或
- 終身預期信用損失：此為預期由預期信用損失模型採用的項目之預期壽命內由所有可能的違約事件導致的損失。

當初始確認該等金融工具時，本集團將在未來 12 個月內預期信用損失計入第一階段。並且在初始確認後信用風險顯著增加時，將終身預期信用損失確認為第二階段。如果對該金融資產的估計未來現金流量產生不利影響的一項或多項事件已經發生，則會對信用減值金融工具的終身預期信用損失確認為第三階段且按相關第三階段之金融資產扣除減值金額計算利息。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.14 Impairment of financial assets (continued)**

The expected cash shortfalls are discounted where the effect of discounting is material. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; or
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group will account for expected credit losses within the next 12 months as Stage 1 when those financial instruments are initially recognised; and to recognise lifetime expected credit losses as Stage 2 when there has been significant increases in credit risk since initial recognition. Lifetime expected credit losses will be recognised for credit-impaired financial instruments as Stage 3 if one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred and interest will then be accrued net of the impairment amount of the respective Stage 3 financial assets.

財務報表附註 (續)**2. 主要會計政策 (續)****2.14 金融資產減值 (續)**

本集團考慮違約事件發生，當 (i) 如果本集團不採取變現押品或擔保 (如持有)，借款人不太可能全額償還其對本集團的信貸責任；或 (ii) 該金融資產是逾期 90 天。本集團考慮了合理且可支持的定量和定性訊息，包括無需花費過多的成本或努力即可獲得的歷史經驗和前瞻性訊息。

在評估自初始確認後金融工具的信用風險 (包括貸款承諾及財務擔保) 是否顯著增加時，本集團將報告日期評估的金融工具違約風險與初始確認日評估的風險進行比較。本集團會考慮以下資料，包括但不限於：

- 未能在合同到期日支付本金或利息；
- 金融工具的外部或內部信用評級 (如果有) 的實際或預期的顯著惡化；
- 欠款人經營業績的實際或預期顯著惡化；和
- 科技、市場、經濟或法律環境的現有或預期變化，對欠款人履行其對集團還款義務的能力產生重大不利影響。

就貸款承諾及財務擔保而言，本集團成為不可撤銷承諾的一方的日期為考慮初始確認評估預期信用損失的日期。在評估自初始確認貸款承諾及財務擔保以來信貸風險是否顯著增加時，本集團會考慮貸款承諾及財務擔保所涉及的貸款及擔保發生違約風險的變動。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.14 Impairment of financial assets (continued)**

The Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to act on such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In assessing whether the credit risk of a financial instrument (including a loan commitment and financial guarantee) has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. The Group takes into account following information, including but not limited to:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the group.

For loan commitments and financial guarantees, the date of initial recognition for the purpose of assessing ECLs is considered to be the date that the Group becomes a party to the irrevocable commitment. In assessing whether there has been a significant increase in credit risk since initial recognition of a loan commitment and financial guarantee, the Group considers changes in the risk of default occurring on the loan and guarantee to which the loan commitment and financial guarantee relates.

財務報表附註（續）**2. 主要會計政策（續）****2.14 金融資產減值（續）**

根據金融工具的性质，對信用風險顯著增加的評估是在個別基礎上或共同基礎上進行的。當評估在共同基礎上進行時，金融工具根據共享信用風險特徵進行分類，例如逾期狀態和信用風險評級。

預期信用損失會在每個報告日期重新計量，以反映自初始確認以來金融工具信用風險的變化。預期信用損失金額的任何變動均在損益表中確認為減值損益。本集團確認所有金融工具的減值損益，並通過損失準備金賬戶對其賬面金額進行相應調整，但以公允價值計入其他綜合收益之債務證券投資除外，其損失準備在其他綜合收益中確認並於公允價值儲備中累計。

根據附註 2.7 確認的利息收入乃根據金融資產的賬面總值計算，惟在金融資產為信貸減值(第三階段)的情況下，利息收入乃根據金融資產的攤銷成本(即賬面總值減去虧損撥備)計算。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.14 Impairment of financial assets (continued)**

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in income statement. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve.

Interest income recognised in accordance with Note 2.7 is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired (Stage 3), in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

財務報表附註 (續)**2. 主要會計政策 (續)****2.14 金融資產減值 (續)**

當金融資產無法收回時，在完成所有必要程序及確定損失金額後，本集團對該等資產進行撤銷，沖減相應的貸款損失減值準備。該等已撤銷資產仍受制於執行活動。撤銷後收回的貸款金額沖減在收益表中的貸款減值損失。

如果在以後的會計報表期間，減值損失的金額減少，且該等減少與確認減值後發生的事件有客觀關聯(例如債務人信用評級的改善)，則之前已確認的減值損失可按不多於該之前已減值之金額，通過調整準備金予以回撥，回撥的金額於收益表內確認。

當貸款條款經重新商訂後與原來出現重大差異時，該貸款不再被視為逾期貸款，而作為新貸款處理。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.14 Impairment of financial assets (continued)**

When a financial asset is uncollectible, it is written off against the related allowance for impairment losses. Such assets are written off after all the necessary procedures have been completed and the amount of the loss has been determined. The assets written off are still subject to enforcement activity. Subsequent recoveries of amounts previously written off decrease the amount of impairment losses in the income statement.

If, in a subsequent period, the amount of allowance for impairment losses decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised (such as an improvement in the debtor's credit rating), the previously recognised impairment loss to the extent of its decrease is reversed by adjusting the allowance account. The amount of the reversal is recognised in the income statement.

Loans whose terms have been renegotiated with substantial difference in the terms are no longer considered to be past due but are treated as new loans.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.15 對附屬公司及非金融資產之減值**

如因發生事件或情況已改變，並顯示資產之賬面值或將無法被收回，則會進行減值重檢。潛在減值跡象包括運用資產之科技、市場、經濟或法律環境已出現明顯變壞或資產價值大幅或長期下跌至低於其成本值。「大幅」是以投資的原成本值作評價，而「長期」是以公允值低於其原成本值之時期作評價。

資產的賬面值超逾其可收回金額的部分會被確認為減值損失。可收回金額是指資產的公允值扣除出售成本後與其使用價值的較高者。為作出減值評估，資產乃按其最小的可分開識別現金流（現金產出單元）層次分類。於每一財務報告日，會對已發生減值的資產進行重檢以確定需否回撥。

在本銀行的資產負債表，如果附屬公司宣派的股息超過其在該宣派年度的全面收益總額，或其在本銀行的賬面值超過在其綜合資產負債表內已包括商譽的淨資產值時，則需要做投資減值測試。

2.16 投資物業

持作賺取長期租金收益或資本增值或兩者兼備者，且並非集團旗下各公司所佔用之物業（包括由物業所在的租賃土地產生的使用權資產），均列作投資物業。出租予本集團內公司之物業，於個別公司之財務報表中分類為投資物業，及於綜合財務報表中分類為房產。

2.15 Impairment of investment in subsidiaries and non-financial assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Potential indications of impairment may include significant adverse changes in the technological, market, economic or legal environment in which the assets operate or whether there has been a significant or prolonged decline in value below their cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

In the Bank's balance sheet, impairment testing of the investment in a subsidiary is also required upon receiving dividend from that entity if the dividend exceeds the total comprehensive income of that entity concerned in the period the dividend is declared or if the carrying amount of that entity in the Bank's balance sheet exceeds the carrying amount of that entity's net assets including goodwill in its consolidated balance sheet.

2.16 Investment properties

Properties (including right-of use assets arising from leases over leasehold land on which properties are situated) that are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the companies in the Group, are classified as investment properties. Properties leased out within Group companies are classified as investment properties in individual companies' financial statements and as premises in consolidated financial statements.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.16 投資物業 (續)**

投資物業初始以成本值(包括相關交易成本)計量。經初始確認後,投資物業按公允值計量。

只有在與項目相關的未來經濟利益很有可能流入本集團,並能夠可靠地計量其成本的情況下,本集團才會將其後續支出計入為資產賬面值之一部分。在建工程以公允值計量。至於所有其他修理及維護費用,均需於產生時確認於當期收益表內。

任何公允值之變動會直接於收益表內確認。

若投資物業改為自用,會被重新分類為房產,其於重新分類日之公允值會成為其會計賬上的成本值。若房產項目因其用途改變而成為投資物業,則根據香港會計準則第 16 號「物業、器材及設備」將此項目於轉分類日之賬面值與其公允值之間的差額作為房產重估,確認於其他全面收益內。惟若公允值增值抵銷以往之重估損失或減值損失,該增值則於收益表內確認,並以過往已確認的損失金額為限。

2.16 Investment properties (continued)

Investment properties are recognised initially at cost, including related transaction costs. After initial recognition, investment properties are measured at fair value.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The work in progress item is stated at fair value. All other repairs and maintenance costs are expensed in the income statement during the financial period in which they are incurred.

Any changes in fair value are recognised directly in the income statement.

If an investment property becomes owner-occupied, it is reclassified as premises, and its fair value at the date of reclassification becomes its cost for accounting purposes. If an item of premises becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is recognised in other comprehensive income as a revaluation of premises under HKAS 16 "Property, Plant and Equipment". However, if a fair value gain reverses a previous revaluation loss or impairment loss, the gain is recognised in the income statement up to the amount previously debited.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.17 物業、器材及設備****2.17 Properties, plant and equipment**

物業(包括由物業所在的租賃土地產生的使用權資產)主要為分行及辦公樓房產。房產需定期但最少每年以取自外間獨立估價師之公允值扣除隨後發生之累計折舊及減值損失列示。重估當日之累計折舊額需先沖銷資產之賬面毛值,沖減後之淨額則重新調整至該資產之重估值。相隔期間由董事參考相近物業之公開市價以檢討房產之賬面值,如董事認為該房產價值有重大變動則會作出相應調整。

Properties (including right-of use assets arising from leases over leasehold land on which properties are situated) are mainly branches and office premises. Premises are shown at fair value based on periodic, at least annually, valuations by external independent valuers less subsequent accumulated depreciation and impairment loss. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. In the intervening periods, the directors review the carrying amount of premises, by reference to the open market value of similar properties, and adjustments are made when there has been a material change.

所有器材及設備及除租賃土地外的使用權資產均以歷史成本扣除累計折舊及減值損失列賬。歷史成本包括因取得及安裝該項目而直接產生之費用。

All plant and equipment and right-of-use assets other than leasehold land are stated at historical cost less accumulated depreciation and impairment loss. Historical cost includes expenditures that are directly attributable to the acquisition and installation of the items.

與資產有關的後續支出,只有當其產生的未來經濟利益很可能流入本集團,並且該支出能夠可靠地計量時,才能將其計入資產的賬面價值或作為單獨的一項資產進行確認(如適當)。該等後續支出以成本扣除減值列賬直至其開始產生經濟利益,之後則根據相關資產之後續計量基準進行計量。所有其他修理及維護費用均在發生時計入當期收益表。

Subsequent costs are included in an asset's carrying amount or are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The item is stated at cost less impairment until it begins to generate economic benefits, then the item is subsequently measured according to the measurement basis of its respective assets class. All other repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

房產重估後之賬面增值通過其他全面收益撥入房產重估儲備中。與同一個別資產早前之增值作對銷之減值部分,通過其他全面收益於房產重估儲備中扣減;餘下之減值額則確認於收益表內。其後任何增值將撥入收益表(以早前扣減之金額為限),然後撥至房產重估儲備內。出售房產時,房產重估儲備中與先前估值有關之已實現部分,將從房產重估儲備撥轉至留存盈利。

Increases in the carrying amount arising on revaluation of premises are credited to the premises revaluation reserve through other comprehensive income. Decreases that offset previous increases of the same individual asset are charged against premises revaluation reserve through other comprehensive income; all other decreases are expensed in the income statement. Any subsequent increases are credited to the income statement up to the amount previously debited, and then to the premises revaluation reserve. Upon disposal of premises, the relevant portion of the premises revaluation reserve realised in respect of previous valuations is released and transferred from the premises revaluation reserve to retained earnings.

財務報表附註 (續)**2. 主要會計政策 (續)****2.17 物業、器材及設備 (續)**

折舊以直線法，將資產之成本值或重估值於其如下估計可用年內攤銷：

- 物業
按政府土地租約年期
- 器材及設備
2 至 15 年
- 使用權資產
按資產可用年期及租約年期之較短者

本集團在每個會計結算日重檢資產的可用年限，並已按適當情況作出調整。

在每個會計結算日，源自內部及外界之資料均會被用作評定物業、器材及設備是否出現減值之跡象。如該跡象存在，則估算資產之可收回價值，及在合適情況下將減值損失確認以將資產減至其可收回價值。該等減值損失在收益表內確認，但假若某資產乃按估值列賬，而減值損失又不超過同一資產之重估盈餘，此等損失則當作重估減值。可收回價值指該資產之公允值扣除出售成本後之金額，與其使用價值之較高者。減值損失會按情況於房產重估儲備或收益表內回撥。

出售之收益及虧損是按扣除稅項及費用之出售淨額與有關資產賬面值之差額而釐定，並於出售日在收益表內確認。任何有關重估盈餘會由房產重估儲備轉撥至留存盈利，不會重新分類至收益表內。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.17 Properties, plant and equipment (continued)**

Depreciation is calculated on the straight-line method to write down the cost or revalued amount of such assets over their estimated useful lives as follows:

- Properties
Over the life of government land leases
- Plant and equipment
2 to 15 years
- Right-of-use assets
Shorter of useful lives and lease terms

The useful lives of assets are reviewed, and adjusted if appropriate, as at the end of each reporting period.

At the end of each reporting period, both internal and external sources of information are considered to determine whether there is any indication that properties, plant and equipment, are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such an impairment loss is recognised in the income statement except where the asset is carried at valuation and the impairment loss does not exceed the revaluation surplus for that same asset, in which case it is treated as a revaluation decrease. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. Impairment loss is reversed through the premises revaluation reserve or the income statement as appropriate.

Gains and losses on disposals are determined by comparing proceeds with carrying amount, relevant taxes and expenses. These are recognised in the income statement on date of disposal. Any related revaluation surplus is transferred from the revaluation reserve to retained earnings and is not reclassified to the income statement.

財務報表附註 (續)**2. 主要會計政策 (續)****2.18 租賃**

在簽訂合同時，集團會評估該合同是否或有否包含租賃。如果一份合同在一段期間內，為換取對價而渡讓一項可識別資產使用的控制權，則該合同是一項租賃或包含一項租賃。在承租人同時擁有主導資產的使用的權利及從使用中獲得幾乎全部的經濟利益的情況下，控制權即已於合同期內渡讓。

(1) 作為承租人

在租賃開始日期時，除為期12個月或以內的短期租賃和低價值資產的租賃外，集團會確認相應的使用權資產及租賃負債。如集團簽訂了與低價值資產相關的租賃，集團則會按每張合同決定是否將租賃合同資產化。不被資產化之租賃合同的相關租賃付款額會在租賃期內系統地確認為支出。

當租賃合同被資產化後，租賃負債會以租約內租賃付款的未來現金流，(包含合理確認會被行使的續租權所延展的續租期間的付款)，以租賃合同中的內含利率，或如該等利率不能被有效確定時，則使用承租人於租賃開始日期的增量借貸利率折現成現值，作為初始確認金額。

在初始確認後，租賃負債會以攤餘成本計量，利息支出則會以實際利息法計算。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.18 Leases**

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use over the contract period.

(1) As a lessee

On the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, after taking into account payments to be made in the optional period if the extension option is reasonably certain to be exercised, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate.

After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method.

財務報表附註（續）**2. 主要會計政策（續）****2.18 租賃（續）***(1) 作為承租人（續）*

租賃合同被資產化後而確認的使用權資產，於初始時以成本計量，而成本則由租賃負債的初始金額，加上租賃開始日期當天或之前已付的租賃付款額及初始直接費用組成。在適用範圍下，使用權資產的金額亦包含估算的清拆及移除相關資產、復原使用資產或其所在的地點之費用的現值，並扣除已收取的租賃激勵項目。除下列種類的使用權資產外，使用權資產後續以成本扣除累計折舊及減值損失計量，並於租賃負債被重新計量時作出調整：

- 符合投資物業定義的使用權資產會以公允值計量；及
- 與集團已註冊為擁有人的租賃土地及建築物相關但不符合投資物業定義的使用權資產會以重估值計量。

當未來租賃付款額受指數或利率的變化而發生改變，或集團估算在餘值擔保安排下的應付款項將會發生改變，或租期發生改變，或集團對於是否合理確定行使某一購買、續租或終止租約選項作出重新評估時，租賃負債會被重新計量。當在這些情況下重新計量租賃負債後，相應的調整會計入使用權資產的賬面金額，或如使用權資產的賬面價值已減記至零，則將調整計入收益。

集團將不符合投資物業定義的使用權資產披露於“物業、器材及設備”項下，及將租賃負債分開披露於“其他賬項及準備”項下。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.18 Leases (continued)***(1) As a lessee (continued)*

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses except for the following types of right-of-use asset:

- right-of-use assets that meet the definition of investment property are carried at fair value; and
- right-of-use assets related to leasehold land and buildings that do not meet the definition of investment property where the Group is the registered owner of the leasehold interest are carried at revalued amount.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in income statement if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'Properties, plant and equipment' and presents lease liabilities separately in "Other accounts and provisions".

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.18 租賃（續）****2.18 Leases (continued)***(2) 作為出租人*

集團作為出租人時，會在簽訂租賃合同時判斷每份租賃合同應為融資租賃或是經營租賃。如租約已實質上轉讓了幾乎所有因擁有相關資產產生的風險及回報，該租賃應歸類為融資租賃。如非此等情況，則租賃應被分類為經營租賃。

來自經營租賃的租金收入會在租期內以直線法確認。

(2) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

The rental income from operating leases is recognised on a straight-line basis over the lease term.

2.19 現金及等同現金項目**2.19 Cash and cash equivalents**

就綜合現金流量表而言，現金及等同現金項目指按原來到期日，於購入日期起計三個月內到期之結餘，包括現金、銀行及其他金融機構之結餘、短期票據及被分類為投資證券及存款證。

For the purposes of the consolidated cash flow statement, cash and cash equivalents comprise balances with original maturity less than three months from the date of acquisition, including cash, balances with banks and other financial institutions, short-term bills and notes classified as investment securities and certificates of deposit.

2.20 準備**2.20 Provisions**

當本集團因為已發生之事件而須承擔法律性或推定性之現有責任，而解除該責任時有可能消耗有經濟利益之資源，需在責任金額能夠可靠地作出估算之情況下，為確認有關責任而撥備。

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

財務報表附註 (續)**2. 主要會計政策 (續)****2.21 僱員福利****(1) 退休福利成本**

本集團根據認可職業退休計劃或強積金計劃之定額供款退休計劃作出供款，集團僱員均可參與。在職業退休計劃下，集團與僱員之供款按僱員基本薪金之百分比計算，在強積金計劃下該等供款則按強積金規例計算。退休福利計劃成本代表本集團應向此等計劃支付之供款，會於產生時在收益表支取。僱員於全數享有其應得之集團供款部分前退出此職業退休計劃，因而被沒收之本集團供款，會被本集團用作扣減其目前供款負擔或根據職業退休計劃信託契據條款沖減其開支。

退休計劃之資產與本集團之資產分開持有，並由獨立管理基金保管。

(2) 有償缺勤

僱員獲享之年度休假及病假在累積時確認，本集團會對僱員服務至會計結算日所累積，但尚未使用之年度休假及預計所需支付之病假作出估算及撥備。

除病假及經特別批准之年度休假外，其他有償缺勤均不允許累積。若僱員於獲享有償缺勤之年度內未能悉數享用該等可用缺勤，剩餘之可用缺勤將被取消。除未到期之休假外，僱員於離職時亦無權收取現金以彌補任何未被使用之可用缺勤。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.21 Employee benefits****(1) Retirement benefit costs**

The Group contributes to defined contribution retirement schemes under either recognised ORSO schemes or MPF schemes that are available to the Group's employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries for the ORSO schemes and in accordance with the MPF rules for MPF schemes. The retirement benefit scheme costs are charged to the income statement as incurred and represent contributions payable by the Group to the schemes. Contributions made by the Group that are forfeited by those employees who leave the ORSO scheme prior to the full vesting of their entitlement to the contributions are used by the Group to reduce the existing level of contributions or to meet its expenses under the trust deed of the ORSO schemes.

The assets of the schemes are held in independently-administered funds separate from those of the Group.

(2) Leave entitlements

Employee entitlements to annual leave and sick leave are recognised when they accrue to employees. A provision is made for the estimated liability for unused annual leave and the amount of sick leave expected to be paid as a result of services rendered by employees up to the end of the reporting period.

Compensated absences other than sick leave and special approved annual leaves are non-accumulating; they lapse if the current period's entitlement is not used in full. Except for unexpired annual leaves, they do not entitle employees to a cash payment for unused entitlement on leaving the Group.

財務報表附註 (續)**2. 主要會計政策 (續)****2.21 僱員福利 (續)****(3) 獎金計劃**

若因僱員提供之服務而令集團產生法律性或推定性之現有責任，而該責任之金額亦能可靠地作出估算，集團需確認該預期之獎金支出並以負債列賬。如獎金計劃之負債金額重大，且預期會於 12 個月後才被償付，會以貼現處理。

(4) 界定利益福利計劃

本集團設置了一項非存置基金的界定利益福利計劃，此界定利益福利計劃所提供福利之成本是以預期累計福利單位精算估值方法計算。

重新計量界定利益福利計劃之精算盈虧會在發生期內即時確認於綜合資產負債表內，並同時透過借記或貸記其他全面收益列入留存溢利。重新計量之盈虧不會在往後年度重分類至收益。

往年服務成本在以下情況之較早者確認於收益：

- 界定利益福利計劃作出修訂或削減之日；及
- 本集團確認重組相關費用之日。

Notes to the Financial Statements (continued)**2. Significant accounting policies (continued)****2.21 Employee benefits (continued)****(3) Bonus plans**

The expected cost of bonus payments are recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonus plans that are expected to be settled longer than twelve months will be discounted if the amounts are significant.

(4) Defined benefit plan

The Group operates a defined benefit plan which is unfunded. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit actuarial valuation method.

Remeasurements arising from actuarial gains and losses of the defined benefit plan, is recognised immediately in the consolidated balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to income statement in subsequent periods.

Past service costs are recognised in income statement at the earlier of:

- the date of the plan amendment or curtailment; and
- the date that the Group recognises restructuring-related costs.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.21 僱員福利（續）****2.21 Employee benefits (continued)****(4) 界定利益福利計劃（續）**

淨利息是以折現率與界定利益福利計劃淨負債計算所得，本集團就以下界定利益福利計劃承擔之變動按其性質確認於綜合收益表內之利息支出或經營支出：

- 服務成本包括當期及以往的服務成本、削減福利之盈虧及非經常性之結算。
- 淨利息支出。

(4) Defined benefit plan (continued)

Net interest is calculated by applying the discount rate to the net defined benefit liability. The Group recognises the following changes in the net defined benefit obligation under “interest expenses” and “operating expenses” in the consolidated income statement by function:

- service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements
- net interest expense

2.22 本期及遞延所得稅項**2.22 Current and deferred income taxes**

在有關期間的稅務支出包括本期及遞延稅項。除因有關項目乃直接記於其他全面收益而需於其他全面收益內確認其稅項外，稅項於收益表內確認。

Tax expenses for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised directly in other comprehensive income. In this case, the tax is also recognised in other comprehensive income.

基於溢利而需支付之所得稅，是根據本銀行及附屬公司在營運及產生應課稅收入之司法管轄地區於會計結算日已執行或實際會執行之適用稅法計算，並於溢利產生當期確認為本期所得稅項支出。

Income tax payable on profits, based on the applicable tax law enacted or substantially enacted at the end of the reporting period in each jurisdiction where the Bank and the subsidiaries operate and generate taxable income, is recognised as a current income tax expense in the period in which profits arise.

所有因綜合財務報表內資產及負債之稅務基礎與其賬面值之暫時性差異而產生之遞延所得稅項均以資產負債表負債法提撥。遞延所得稅項是按會計結算日已執行或實際會執行之稅率及稅法，及預期於相關之遞延所得稅資產實現時或遞延所得稅負債需清付時所適用之稅率計算。

Deferred income tax is provided in full, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.22 本期及遞延所得稅項（續）****2.22 Current and deferred income taxes (continued)**

主要之暫時性差異源於資產減值準備、房產及設備之折舊、以及若干資產之重估，包括以公允值變化計入其他全面收益之證券及房產。除業務合併外，若資產或負債在交易初始確認時，並未有對會計損益或應課稅損益構成影響，則無需確認遞延所得稅項。

所有因應課稅暫時性差異而產生之遞延所得稅負債均會被確認。當未來之應課稅利潤預計可被用作抵扣可抵扣之暫時性差異、結轉之未使用稅務抵免及未使用稅務虧損時，因該等可抵扣之暫時性差異、結轉之未使用稅務抵免及未使用稅務虧損而產生之遞延所得稅資產將全部被確認。

遞延所得稅項乃記於收益表內。但因以公允值變化計入其他全面收益之證券的公允值重新計量及對房產之重估記入其他全面收益內，故由此產生的遞延所得稅項也記入其他全面收益內，並於以後隨著相關遞延收益和虧損的確認而一同確認在收益表中。

投資物業的遞延稅項負債或遞延稅項資產的計算方法是假設該等投資物業是通過出售來回收其重估賬面值及採用相關的稅率計算。

The principal temporary differences arise from asset impairment provisions, depreciation of premises and equipment, and revaluation of certain assets including at fair value through other comprehensive income securities and premises. However, the deferred income tax is not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax liabilities are provided in full on all taxable temporary differences. Deferred income tax assets are recognised on deductible temporary differences, the carry forward of any unused tax credits and unused tax losses to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred income tax is charged or credited in the income statement except for deferred income tax relating to fair value re-measurement of securities at fair value through other comprehensive income and revaluation of premises which are charged or credited to other comprehensive income, in which case the deferred income tax is also credited or charged to other comprehensive income and is subsequently recognised in the income statement together with the realisation of the deferred gain and loss.

Deferred tax liability or deferred tax asset arising from investment property is determined based on the presumption that the revaluation amount of such investment property will be recovered through sale with the relevant tax rate applied.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.23 收回資產**

收回資產按其收回日之公允值扣除出售成本後之淨值及有關貸款之攤餘成本之較低者列賬。有關貸款及有關已提準備於資產負債表中予以註銷。其後，收回資產取其成本及公允值扣除出售成本後之淨值中之較低者計量，並被確認為「待出售非流動資產」，包括於「其他資產」項下。

2.24 信託業務

本集團一般以信託人或其他授託人身分，代表個人、信託及其他機構持有或管理資產。由於該等資產並不屬於本集團，該等資產及據此而產生之任何收益或虧損，將不計入本財務報表內。

2.25 或然負債及或然資產

或然負債是指由過去已發生的事件引起的可能需要履行的責任，其存在將由一宗或多宗本集團所不能完全控制的未來不確定事件出現與否來確認。或然負債也可能是由於過去已發生事件而引致的現有責任，但由於估計不會導致經濟利益的流出或因不能可靠地計量責任金額，故未有被確認。

或然負債不會被確認為準備，但會在財務報表附註中加以披露。如情況發生變化，使經濟利益的流出變得很有可能時，則會將其確認為準備。

或然資產是指由過去已發生的事件引起的可能產生之資產，其存在將由一宗或多宗本集團所不能完全控制的未來不確定事件出現與否來確認。

2.23 Repossessed assets

Repossessed assets are initially recognised at the lower of their fair value less costs to sell and the amortised cost of the related outstanding loans on the date of repossession, and the related loans and advances together with the related impairment allowances are derecognised from the balance sheet. Subsequently, repossessed assets are measured at the lower of their cost and fair values less costs to sell and are reported as "non-current assets held for sale" included in "Other assets".

2.24 Fiduciary activities

The Group commonly acts as a trustee, or in other fiduciary capacities, that result in its holding or managing assets on behalf of individuals, trusts and other institutions. These assets and any gains or losses arising thereon are excluded from these financial statements, as they are not assets of the Group.

2.25 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised as a provision but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.25 或然負債及或然資產(續)****2.25 Contingent liabilities and contingent assets (continued)**

或然資產不會被確認，但如有可能收到經濟利益時，會在財務報表附註中披露。若將會收到之經濟利益可被實質確定時，將確認為資產。

Contingent assets are not recognised but are disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When the inflow is virtually certain, it will be recognised as an asset.

2.26 有關連人士**2.26 Related parties**

就此等財務報表而言，若一方人士(i)能控制、共同控制本集團、或對本集團有重大影響力；(ii)與本集團同屬一財務報告集團的成員，例如：母公司、附屬公司、同系附屬公司；(iii)為本集團或母公司集團中的聯營公司或合資企業；(iv)為本集團或母公司的主要高層人員；(v)與本集團受到共同控制；(vi)被識別為受第(iv)類人士所控制的企業；及(vii)向本集團或本集團之母公司提供主要管理人員服務，則該等人士被視為有關連人士。有關連人士可為個人或企業。

For the purposes of these financial statements, a party is considered to be related to the Group if that party (i) controls, jointly controls or has significant influence over the Group; (ii) is a member of the same financial reporting group, such as parents, subsidiaries and fellow subsidiaries; (iii) is an associate or a joint venture of the Group or parent reporting group; (iv) is a key management personnel of the Group or parents; (v) is subject to common control with the Group; (vi) is an entity in which a person identified in (iv) controls; and (vii) provides key management personnel services to the Group or its parent. Related parties may be individuals or entities.

財務報表附註（續）
Notes to the Financial Statements (continued)
3. 應用會計政策時之重大會計估計及判斷

本集團作出的會計估計和假設通常會影響下一會計年度的資產和負債的賬面價值。該等估計及判斷是根據過往歷史經驗及於有關情況下被認為合理之其他因素，包括對未來事件的預期而作出，並會持續接受評估。對因必要的估計及判斷轉變，而會影響其賬面值的資產及負債項目範圍，將列示如下。如可釐定，重要假設或其他估量所存在之不明朗因素及其轉變所帶來之影響將於以下列出。而未來有可能根據實際情況的變化對這些會計估計做出重大調整。

3.1 金融資產減值要求

根據香港財務報告準則第9號對所有類別的金融資產（除公允價值變化入損益之金融資產）進行減值損失計量均涉及判斷，特別是在釐定減值損失及評估信貸風險的大幅增加時，對未來現金流量及抵押價值的金額及發生的時間的估計。此等估計受多項因素推動，當中有關的變動可能導致須作出不同程度的撥備。

本集團的預期信用損失是採用複雜模型計算，並通過使用一系列假設來選取變量輸入及其相互依存。預期信用損失模型考慮之會計判斷及預測結果包括以下元素：

- 本集團內部信用評級模型，以定出個別評級對應之違約概率。
- 本集團評估是否已出現信貸風險顯著上升的標準及定性評估，已出現之金融資產需按整個存續期計提預期信用損失準備金。
- 採用組合模式評估其預期信用損失的金融資產之組合劃分。

3. Critical accounting estimates and judgements in applying accounting policies

The Group makes estimates and assumptions that affect the carrying amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Areas susceptible to changes in essential estimates and judgements, which affect the carrying amount of assets and liabilities, are set out below. The effect of changes to either the key assumptions or other estimation uncertainties will be presented below if it is practicable to determine. It is possible that actual results may require material adjustments to the estimates referred to below.

3.1 Impairment requirements on financial assets

The measurement of impairment losses under HKFRS 9 across all categories of financial assets (except for financial assets at fair value through profit and loss) requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Group's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- The Group's internal credit grading model, which assigns PDs to the individual grades.
- The Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment.
- The segmentation of financial assets when their ECL is assessed on a collective basis.

財務報表附註（續）**3. 應用會計政策時之重大會計估計及判斷（續）****3.1 金融資產減值要求（續）**

- 預期信用損失模型的構建，包括宏觀經濟情境的決定，以及其對違約概率、違約風險承擔及違約損失率的影響。
- 前瞻性宏觀經濟因素之預測，維持本集團對未來宏觀經濟環境觀點的一致性。
- 選擇前瞻性宏觀經濟情境及其概率加權，從而成為預期信用損失模型的經濟因素。

本集團政策規定需定期按實際損失經驗重檢有關模型，在需要時進行模型調整。

3.2 衍生金融工具和其他金融工具的公允值

沒有活躍市場報價之衍生金融工具和其他金融工具，其公允值會根據估值方法釐定。所採用之估值方法包括貼現現金流量分析，以及從外間購入，並被業內廣泛採用之財務分析或風險管理系統之內置模型，如期權定價模型。在實際操作可行的情況下，定價模型會採用可觀察數據。若估值模型未有考慮某些因素，如信貸風險，估值調整將有可能被採用。選用適合的估值參數、假設和模型技術需要管理層的判斷和估計。具體詳情可參閱附註5。

Notes to the Financial Statements (continued)**3. Critical accounting estimates and judgements in applying accounting policies (continued)****3.1 Impairment requirements on financial assets (continued)**

- Development of ECL models, including the determination of macroeconomic scenarios and the effect on PDs, EADs and LGDs.
- Forward-looking macroeconomic factor forecasts maintain a consistent Group's view on future macroeconomic environment.
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models.

It has been the Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

3.2 Fair values of derivative financial instruments and other financial instruments

The fair values of derivative financial instruments and other financial instruments that are not quoted in active markets are determined by using valuation techniques. Valuation techniques used include discounted cash flows analysis and models with built-in functions available in externally acquired financial analysis or risk management systems widely used by the industry such as option pricing models. To the extent practical, the models use observable data. In addition, valuation adjustments may be adopted if factors such as credit risk are not considered in the valuation models. Management judgement and estimates are required for the selection of appropriate valuation parameters, assumptions and modeling techniques. Further details will be discussed in Note 5.

財務報表附註（續）**Notes to the Financial Statements (continued)****3. 應用會計政策時之重大會計估計及判斷（續）****3. Critical accounting estimates and judgements in applying accounting policies (continued)****3.3 遞延稅項資產****3.3 Deferred tax assets**

按未使用的稅務虧損而確認之遞延稅項資產，乃以預計可被運用作抵扣該等虧損之應課稅溢利金額為限。釐定遞延稅項資產的確認金額，需要管理層作出重大判斷，包括基於未來最有可能產生應課稅溢利的時間及其金額。

Deferred tax assets on unused tax losses are recognised to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits.

按未使用的稅務抵免確認遞延稅項資產。在釐定需確認之遞延稅項資產的金額時，需根據對可運用的稅務抵免之估算及收回此等已確認之遞延稅項資產的可能性而作出重大的會計判斷。

Deferred tax assets on unused tax credits are recognised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the estimation of available tax credits and the possibility to recover such deferred tax assets recognised.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理**

本集團因從事各類業務而涉及金融風險。主要金融風險包括信貸風險、市場風險（包括外匯風險及利率風險）及流動資金風險。本附註概述本集團的這些風險承擔，以及其目標、風險管理的管治架構、政策與程序及量度這些風險的方法。

金融風險管理架構

本集團風險管理管治架構覆蓋業務發展的全部過程，以保證在業務經營中的各類風險都能得到有效管理及控制。本集團擁有完善的風險管理架構，並有一套全面的風險管理政策及程序，用以識別、量度、評估、監察、匯報及控制可能出現的各類風險。本集團亦定期重檢及更新風險管理政策及程序，以配合市場及業務策略的轉變。不同層面的風險承擔者分別負責與其相關的風險管理責任。

董事會代表著股東的利益，是本集團風險管理的最高決策機構，並對風險管理負最終責任。董事會在其屬下委員會的協助下，建立良好的風險管理文化，負責確定本集團的風險管理策略和風險偏好，具備有效的風險管理系統以落實執行有關策略。

4. Financial risk management

The Group is exposed to financial risks as a result of engaging in a variety of business activities. The principal financial risks are credit risk, market risk (including currency risk and interest rate risk) and liquidity risk. This note summarises the Group's exposures to these risks, as well as its objectives, risk management governance structure, policies and processes for managing and the methods used to measure these risks.

Financial risk management framework

The Group's risk management governance structure is designed to cover all business processes and ensure various risks are properly managed and controlled in the course of conducting business. The Group has a robust risk management organisational structure with a comprehensive set of policies and procedures to identify, measure, evaluate, monitor, report, and control various risks that may arise. These risk management policies and procedures are regularly reviewed and updated to reflect changes in markets and business strategies. Various groups of risk takers assume their respective responsibilities for risk management.

The Board of Directors, representing the interests of shareholders, is the highest decision-making authority of the Group and has the ultimate responsibility for risk management. The Board, with the assistance of its committees, has the primary responsibility for the formulation of risk management strategies and risk appetite, establishing a sound risk culture and risk management system to implement these strategies.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****金融風險管理架構（續）**

風險管理委員會是董事會成立的常設委員會，負責監察本集團的各類風險；審查、批准高層次的風險管理政策，並監督其執行；向董事會建議風險管理高層架構，包括總裁最高信貸審批權限及信貸審批委員會的信貸審批範圍。如風險管理委員會認為交易過於重大而應由董事會批准，可把該筆交易申請提交董事會。風險管理委員會從風險管理角度評估本銀行薪酬激勵機制是否符合風險文化及風險偏好，及具體薪酬是否適當反映所承受的風險及由此產生的結果。並協助培養集團穩固的風險文化。稽核委員會協助董事會履行內部監控系統的監控職責。

信貸審批委員會負責在董事會授權範圍內審批或審議貸款業務及信貸管理相關事項，及對信貸業務進行監控工作，並定期就相關工作事項向風險管理委員會進行彙報。總裁負責組織落實董事會所確立的風險管理策略及目標，管理各類風險，確保重大風險承擔獲得有效管控。

本集團的不同單位具有其相應的風險管理責任。業務單位是風險管理的第一道防線，而風險管理單位則獨立於業務單位，負責各類風險的日常管理，以及草擬、檢查和更新各類風險管理政策和程序。

本集團建立了合適的內部控制程序，包括設立權責分立清晰的組織架構，以監察業務運作是否符合既定政策、程序及限額。適當的匯報機制也充分地使監控職能獨立於業務範疇，同時促成機構內適當的職責分工，有助營造適當的內部控制環境。

Financial risk management framework (continued)

The Risk Management Committee, a standing committee established by the Board of Directors, is responsible for overseeing the Group's various types of risks, reviewing and approving high-level risk management policies and monitoring their implementation, recommending senior risk management organisational framework to the Board, including credit approval authority for the Chief Executive and scope of credit approval for the Credit Approval Committee. The Risk Management Committee would refer any specific transaction to the Board if it is deemed so significant that Board approval is desirable. The Risk Management Committee, from the risk management viewpoint assesses whether incentives created by the remuneration system are aligned with the risk culture and risk appetite, and whether remuneration awards appropriately reflect the level of risk-taking and consequences. It also assists to fostering a strong risk culture within the Group. The Audit Committee assists the Board in fulfilling its role in overseeing the internal control system.

The Credit Approval Committee is responsible for reviewing or approving credit business or credit management related matters within the authorisation granted by the Board of Directors, monitoring the credit activities of the Group and reporting to the Risk Management Committee regularly. The Chief Executive is responsible for organising and implementing the risk management strategies and objectives established by the Board of Directors, managing various risks and ensuring significant risk exposures are properly managed.

Various units of the Group have their respective risk management responsibilities. Business units act as the first line of defence while risk management units, which are independent from the business units, are responsible for the day-to-day management of different kinds of risks. Risk management units have the primary responsibilities for drafting, reviewing and updating various risk management policies and procedures.

The Group has put in place appropriate internal control systems, including establishment of an organisational structure that sets clear lines of authority and responsibility for monitoring compliance with policies, procedures and limits. Proper reporting lines also provide sufficient independence of the control functions from the business areas, as well as adequate segregation of duties throughout the organisation which helps to promote an appropriate internal control environment.

財務報表附註（續） Notes to the Financial Statements (continued)

4. 金融風險管理（續） 4. Financial risk management (continued)

產品開發及風險監控

為了提高風險評估及監控工作的有效性，本集團建立了一套完善的產品開發及風險監控管理制度。在產品開發過程中，本集團各單位具有清晰的職責及分工，並制定了適當的風險盡職審查程序。

根據董事會及管理層提出的發展目標，產品管理單位負責提出相應的業務發展和產品開發計劃，進行具體的產品開發工作。策略發展單位負責確保業務發展和產品開發計劃符合集團整體策略；風險管理、法律、合規及財務等方面的專責單位負責對風險評估結果進行審核。

除負責新產品開發項目的管理工作外，產品管理單位與風險評估單位共同負責識別和評估項目所涉及的各项風險。風險評估單位需要對項目的風險評估結果和風險管理措施進行獨立審查，只有在風險評估單位滿意盡職審查結果，有關產品才可推出市場。

對於提供予客戶的財資產品則採納更審慎的方法，所有新的財資產品在推出前，都必須經由專責委員會審批同意通過。

4.1 信貸風險

信貸風險指因客戶或交易對手未能或不願意履行償債責任而造成損失的風險。本集團的交易賬和銀行賬、以及資產負債表內和表外均存在這種風險。信貸風險主要來自借貸、貿易融資及資金業務。

Product development and risk monitoring

To ensure the effectiveness of risk assessment and monitoring, the Group has a comprehensive product development and risk monitoring system where roles and responsibilities of all related units are clearly defined and proper due diligence processes on product development are in place.

In accordance with the strategic objectives set by the Board and the Management, respective product management units are responsible for formulating business and product development plans, and proceeding to specific product development activities. The strategic development unit shall ensure the plans are aligned with the Group's overall strategies. Units that are responsible for risk management, legal, compliance and finance, etc. are accountable for risk assessment and review.

Apart from product development, respective product management units work closely with relevant risk evaluating units to identify and assess the risks of new products. Risk evaluating units conduct independent review on the risk assessment results and the corresponding risk management measures. Products can only be launched upon completion of the product due diligence process to the satisfaction of all risk evaluating units.

A prudent approach is adopted in offering treasury products to our customers. All new treasury products require approval from a specialised committee before launching.

4.1 Credit risk

Credit risk is the risk of loss that a customer or counterparty is unable to or unwilling to meet its contractual obligations. Credit risk exists in the trading book and banking book, as well as from on- and off-balance sheet transactions of the Group. It arises principally from lending, trade finance and treasury businesses.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****信貸風險管理架構**

本集團制定了一套全面的信貸風險管理政策與程序及恰當的信貸風險限額，用以管理及控制信貸風險。本集團定期重檢及更新該等政策與程序及信貸風險限額，以配合市場及業務策略的轉變。

本集團的組織架構制定了明確的授權及職責，以監控遵守政策、程序及限額的情況。

信貸管理委員會是由總裁授權設立的管理委員會，負責落實信貸風險管理策略及審議信貸政策，同時監察本集團信貸組合、信貸資產質素、風險集中程度。本集團的不同單位具有其相應的信貸風險管理責任。業務單位是風險管理的第一道防線。風險管理單位獨立於業務單位，負責信貸風險的日常管理，對信貸風險的識別、量度、評估、監察、匯報和控制進行獨立的盡職調查，確保有效的制約與平衡，以及草擬、檢查和更新信貸風險管理政策與程序，並向風險總監、信貸管理委員會、總裁、信貸審批委員會及風險管理委員會報告。

南洋商業銀行（中國）有限公司（「南商（中國）」）設有獨立的風險監控團隊，監控信貸風險相關情況，並定期向本銀行提交管理訊息和報告。

4.1 Credit risk (continued)**Credit risk management framework**

The Group has formulated a comprehensive set of credit risk management policies and procedures, and appropriate credit risk limits to manage and control credit risk that may arise. These policies, procedures and credit risk limits are regularly reviewed and updated to cope with changes in market conditions and business strategies.

The Group's organisational structure establishes a clear set of authority and responsibility for monitoring compliance with policies, procedures and limits.

The Credit and Loans Management Committee, a management committee authorised by the Chief Executive, is responsible for the implementation of the credit risk management strategies as well as the approval of credit policies. It also monitors the Group's loan portfolio, quality of credit asset and risk concentration level. Different units of the Group have their respective credit risk management responsibilities. Business units act as the first line of defence. The risk management units, which are independent from the business units, are responsible for the day-to-day management of credit risks and have the primary responsibilities for providing an independent due diligence through identifying, measuring, evaluating, monitoring, reporting and controlling credit risk to ensure an effective checks and balances, as well as drafting, reviewing and updating credit risk management policies and procedures. They report directly to the Chief Risk Officer, Credit and Loans Management Committee, Chief Executive, Credit Approval Committee and Risk Management Committee.

Nanyang Commercial Bank (China), Limited ("NCB (China)") sets up independent risk monitoring teams to monitor credit risk, and submits management information and reports to the Bank on a regular basis.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****信貸風險管理架構（續）**

董事會是最終的信貸權力來源，董事會授權信貸審批委員會及總裁審批信貸業務。總裁在董事會授予之權限內按管理需要轉授權予信貸業務相關人員或委員會。本集團按照信貸業務性質、評級、交易風險的程度、信貸風險承擔大小，設置信貸業務的審批權限。

信貸風險評估及監控

因應迅速變化的市場情況，本集團已持續重檢信貸策略，並對關注的組合開展嚴格的信貸重檢。

貸款

不同客戶、交易對手或交易會根據其風險程度採用不同的信貸審批及監控程序。所有授信申請須經風險評估及適當審批。除一些符合指定條件的授信外，一般情況下大部分授信須經獨立的風險管理單位人員進行貸前審核。該些指定授信會由獨立於前線業務單位的指定單位作貸後檢（抽查）。非零售風險承擔授信申請需確定債務人評級（按照違約概率程度）和授信等級（按照違約損失率程度）以支持信貸審批；零售授信交易包括零售小企業貸款、住宅按揭貸款、私人貸款等採取零售內部評級系統進行信貸風險評估。本集團會應用貸款分類級別、債務人評級、授信等級和損失預測結果（如適用）於支持信貸審批。

4.1 Credit risk (continued)**Credit risk management framework (continued)**

The Board of Directors is the ultimate source of credit authority. The Board of Directors delegates credit approval authority to the Credit Approval Committee and the Chief Executive. Based on management needs, the Chief Executive can further delegate to the credit-related subordinates or committee within the limit authorised by the Board of Directors. The Group sets the limits of credit approval authority according to the credit business nature, rating, the level of transaction risk, and the size of the credit exposure.

Credit risk measurement and control

In view of the rapidly changing market conditions, the Group has been continuously revising its credit strategies and conducting rigorous reviews on the concerned portfolios.

Advances

Different credit approval and control procedures are adopted according to the level of risk associated with the customer, counterparty or transaction. All credit applications are subject to thorough risk assessment and proper approval. In general, most of the credit applications will be reviewed and assessed by independent officer(s) of risk management unit(s) before approval, with exceptions given to designated advances which satisfy certain conditions. After funding being drawn, these designated advances will be (randomly) reviewed by designated unit(s) which is(are) independent from the front line business units. Obligor ratings (in terms of probability of default) and facility ratings (in terms of loss given default) are assigned to credit applications for non-retail exposures to support credit approval. Retail internal rating systems are deployed in the risk assessment of retail credit transactions, including small business retail exposures, residential mortgage loans, personal loans, etc. Loan grades, obligor and facility ratings as well as loss estimates (if applicable) are used to support credit approval.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****信貸風險評估及監控（續）***貸款（續）*

本集團亦會應用貸款分類級別、債務人評級和損失預測結果（如適用）於支持信貸監控、信貸風險報告及分析。對於非零售風險承擔，本集團會對較高風險的客戶採取更頻密的評級重檢及更密切的監控；對於零售風險承擔則會在組合層面應用每月更新的內部評級及損失預測結果進行監察，對識別為高風險組別客戶，會進行更全面檢討。

信貸風險管理報告會定期或不定期提供予管理層、信貸審批委員會、風險管理委員會及董事會，以供其持續監控信貸風險。

4.1 Credit risk (continued)**Credit risk measurement and control (continued)***Advances (continued)*

The Group also uses loan grades, obligor ratings and loss estimates (if applicable) to support monitoring, reporting and analysis of credit risk. For non-retail exposures, more frequent rating review and closer monitoring are required for higher-risk customers. For retail exposures, monthly updated internal ratings and loss estimates are used for credit monitoring on a portfolio basis. More comprehensive review is required for obligors being identified under high-risk pools.

Regular or ad hoc credit risk management information reports are provided to the Management, Credit Approval Committee, Risk Management Committee and the Board of Directors to facilitate their continuous monitoring of credit risk.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****信貸風險評估及監控（續）***貸款（續）*

本集團也會按照行業、地區、客戶或交易對手等維度識別信貸風險集中度，並監察每一交易對手信貸風險、信貸資產組合質素、信貸風險集中度的變化，定期向本集團管理層匯報。

本集團參照金管局貸款分類制度的指引，實施信貸資產的五級分類如下：

「合格」是指借款人目前有履行還款責任的貸款，同時全數償還利息及本金的機會也不成疑問。

「需要關注」是指借款人正面對困難，可能會影響本集團收回貸款的本金及利息。現時並未預期出現最終損失，但如不利情況持續，有可能出現最終損失。

「次級」是指借款人正出現明顯問題，以致可能影響還款的貸款。

「呆滯」是指不大可能全數收回，而本集團在扣除抵押品的可變現淨值後預計會承受本金和／或利息虧損的貸款。

「虧損」是指用盡所有追討欠款方法後（如變賣抵押品、提出法律訴訟等）仍被視為無法收回的貸款。

4.1 Credit risk (continued)**Credit risk measurement and control (continued)***Advances (continued)*

In addition, the Group identifies credit concentration risk by industry, geography, customer and counterparty. The Group monitors changes in counterparty credit risk, quality of the credit portfolio and credit risk concentrations, and reports regularly to the Group's Management.

The Group adopts loan grading criteria which divides credit assets into five categories with reference to the HKMA's guidelines, as below:

"Pass" represents loans where the borrower is in current meeting its repayment obligations and full repayment of interest and principal is not in doubt.

"Special Mention" represents loans where the borrower is experiencing difficulties which may threaten the Group's position. Ultimate loss is not expected at this stage but could occur if adverse conditions persist.

"Substandard" represents loans where the borrower displays a definable weakness that is likely to jeopardise repayment.

"Doubtful" represents loans where collection in full is improbable and the Group expects to sustain a loss of principal and/or interest, taking into account the net realisable value of the collateral.

"Loss" represents loans which are considered uncollectible after all collection options (such as the realisation of collateral or the institution of legal proceedings) have been exhausted.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****信貸風險評估及監控（續）***債務證券及衍生產品*

對於債務證券的投資，本集團會應用債務人評級或外部信用評級、通過評估證券相關資產的質素及設定客戶及證券發行人信貸限額，以管理債務證券的信貸風險；對於衍生產品，本集團會採用客戶限額及與貸款一致的審批及監控程序管理信貸風險，並制定持續監控及止損程序。

結算風險主要來自交易對手相關外匯交易，以及來自任何以現金、證券或股票支付但未能如期相應收回該交易對手的現金、證券或股票的衍生產品交易。本集團對各交易對手或客戶制定每日結算限額，以涵蓋任何單一日子本集團的交易而產生的所有結算風險。

4.1 Credit risk (continued)**Credit risk measurement and control (continued)***Debt securities and derivatives*

For investments in debt securities, the obligor ratings or external credit ratings, assessment of the underlying assets and credit limits setting on customer/security issuer basis are used for managing credit risk associated with the investment. For derivatives, the Group sets customer limits to manage the credit risk involved and follows the same approval and control processes as applied for advances. On-going monitoring and stop-loss procedures are established.

Settlement risk arises mainly from foreign exchange transactions with counterparties and also from derivatives transactions in any situation where a payment in cash, securities or equities is made in the failure of a corresponding receipt in cash, securities or equities. Daily settlement limits are established for each counterparty or customer to cover all settlement risk arising from the Group's market transactions on any single day.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****抵押品及其他改善信貸條件**

本集團制定抵押品估值及管理的信貸風險管理政策與程序，明確抵押品的接受準則、法律有效期、貸款與估值比率、估損折扣比率、估值及保險等規定。本集團須定期重估抵押品價值，並按抵押品種類、授信性質及風險狀況而採用不同的估值頻率及方式。物業是本集團主要押品，本集團已建立機制利用指數以組合形式對物業進行估值。如需要，抵押品須購買保險並以本集團作為第一受益人。

對於由第三者提供擔保的貸款，本集團會評估擔保人的財政狀況、信貸紀錄及履約能力。

於 2021 年 12 月 31 日，本集團並無持有任何允許於借款人未違約情況下出售或再抵押之抵押品（2020 年：無）。

4.1 Credit risk (continued)**Collateral held as security and other credit enhancements**

The valuation and management of collateral have been documented in the credit risk management policies and procedures which cover acceptance criteria, validity of collateral, loan-to-value ratio, haircut ratio, valuation and insurance, etc. The collateral is revalued on a regular basis, though the frequency and the method used varies with the type of collateral involved and the nature and the risk of the underlying credit. The Group has established a mechanism to update the value of its main type of collateral, real estate properties, with the use of public indices on a portfolio basis. If necessary, collateral is insured with the Group as the primary beneficiary.

For loans guaranteed by a third party, the Group will assess the guarantor's financial condition, credit history and ability to meet obligations.

As at 31 December 2021, the Group did not hold any collateral that it was permitted to sell or re-pledge in the absence of default by the borrower (2020: Nil).

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****預期信用損失的計算方法**

香港財務報告準則第9號引入減值模型，該模式要求以攤銷成本及公允價值計入其他綜合收益之金融工具確認預期信用損失。根據香港財務報告準則第9號，預期信用損失分三個階段進行評估，而金融資產及承擔則分為三個階段之一。

第一階段：如果金融工具在初始時沒有信用減值且金融工具的信用風險自初始確認後未顯著增加，則損失準備金的金額計量至12個月的預期信用損失；

第二階段：如果金融工具在初始時沒有信用減值，但自初始確認以來金融工具的信用風險顯著增加，則損失準備金的金額的計量等於整個存續期的預期信用損失金額；

第三階段：如果金融工具已為信用減值，一項或多項事件對該金融資產的估計未來現金流量產生不利影響，則損失準備金的計算金額的計量亦等於整個存續期的預期信用損失金額。

4.1 Credit risk (continued)**Expected Credit Loss (“ECL”) Methodology**

For impairment assessment, an impairment model is introduced in compliance with HKFRS 9, it requires the recognition of ECL for financial instrument held at amortized cost and fair value through other comprehensive income. Under HKFRS 9, ECL is assessed in three stages and the financial assets and commitments are classified in one of the three stages.

Stage 1: if the financial instrument is not credit-impaired upon origination and the credit risk on the financial instrument has not increased significantly since initial recognition, the loss allowance is measured at an amount up to 12-month ECL;

Stage 2: if the financial instrument is not credit-impaired upon origination but the credit risk on the financial instrument has increased significantly since initial recognition, the loss allowance is measured at an amount equal to the lifetime ECL;

Stage 3: if the financial instrument is credit-impaired, with one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred, the loss allowance is also measured at an amount equal to the lifetime ECL.

財務報表附註 (續) Notes to the Financial Statements (continued)**4. 金融風險管理 (續) 4. Financial risk management (continued)****4.1 信貸風險 (續)****預期信用損失的計算方法 (續)**

本集團利用在內部模型下實施的參數，在可行和可用的情況下評估預期信用損失。對於沒有模型的投資組合，使用所有其他合理且可支持的訊息，例如歷史訊息，相關損失經驗或假設。預期信用損失的計量是應用金融工具違約概率、違約損失和違約風險承擔以實際利率貼現至報告日期的結果。

預期信用損失以無偏見和概率加權金額計量，該金額通過評估一系列可能的結果、貨幣的時間價值以及關於過去事件，當前狀況和未來經濟狀況預測的合理和可支持的訊息來確定。本集團在預期信用損失計量中採用三個經濟情景以滿足香港財務報告準則第9號的要求。「基本情況」情景代表最可能的結果，而其他兩種情景，稱為「上行」情景和「下行」情景，代表與基本情況情景相比更樂觀或更悲觀的較少可能出現的情況。

4.1 Credit risk (continued)**Expected Credit Loss (“ECL”) Methodology (continued)**

The Group leverages the parameters implemented under internal models where feasible and available to assess ECL. For the portfolios without models, all other reasonable and supportable information such as historical information, relevant loss experience or proxies are utilized. The measurement of ECL is the product of the financial instrument's probability of default (“PD”), loss given default (“LGD”) and exposures at default (“EAD”) discounted at the effective interest rate to the reporting date.

ECL is measured at an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money and reasonable and supportable information about past events, current conditions and forecasts of future economic conditions. The Group adopts three economic scenarios in the ECL measurement to meet the requirements of HKFRS 9. The “Base case” scenario represents a most likely outcome and the other two scenarios, referred to as “Upside” scenario and “Downside” scenario, represent less likely outcomes which are more optimistic or more pessimistic compared to Base case scenario.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****預期信用損失的計算方法（續）**

基本情況情景參考了內部經濟研究單位的宏觀經濟預測。對於上行情景和下行情景，本集團參考歷史宏觀經濟數據。

主要經營國家/地區的宏觀經濟因素，如香港本地生產總值增長率，香港通脹率，香港失業率，香港房地產價格增長率，中國本地生產總值增長率和中國失業率，均於各經濟情景採用。對於本集團的預期信用損失，這些宏觀經濟因素在統計分析和商業意見中具有重要意義。

為每個業務情景分配的概率反映了集團對經濟環境的看法，該觀點實施了集團審慎且一致的信貸策略，以確保減值準備的充足性。為基本情況情景分配更高的概率以反映最可能的結果，並將較低的概率分配給上行和下行情景以反映較少可能的結果。分配的概率每季度重檢一次。

預期信用損失的計算方法已由獨立的模型驗證單位驗證並經風險管理委員會批准。管理層負責審查模型表現和預期信用損失的變化。

4.1 Credit risk (continued)**Expected Credit Loss (“ECL”) Methodology (continued)**

The Base case scenario is made reference to macroeconomics forecast provided by internal economic research unit. For the Upside scenario and Downside scenarios, the Group makes reference to the historical macroeconomics data.

The macroeconomic factors make for the major operating countries/regions include: HK GDP growth rate, HK Inflation, HK unemployment rate, HK Property price growth, China GDP growth rate and China unemployment rate are applied in the economic scenarios. These macroeconomic factors are considered to be important to the Group's ECL in statistical analysis and business opinion.

The probability assigned for each scenario reflects the Group's view of the economic environment, which implements the Group's prudent and consistent credit strategy of ensuring the adequacy of impairment allowance. A higher probability is assigned to the Base case scenario to reflect the most likely outcome and a lower probability is assigned to the Upside and Downside scenarios to reflect the less likely outcomes. The probabilities assigned are reviewed each quarter.

The ECL methodology has been validated by independent Model Validation Unit and approved by the Risk Management Committee. The Management is responsible to review model performance and changes in ECL.

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)

預期信用損失的計算方法 (續)

於 2021 年 12 月 31 日按階段分布列示的信貸風險如下：

4.1 Credit risk (continued)
Expected Credit Loss (“ECL”) Methodology (continued)

Summary of credit risk by stage distribution at 31 December 2021 is, as follows:

		2021						
		賬面總值						
		Gross carrying amount						
		存放及定放銀行及其他金融機構的結餘	貸款及其他賬項	金融投資	其他資產	財務擔保	貸款承擔	總額
		Balances and placements with banks and other financial institutions	Advances and other accounts	Financial investments	Other assets	Financial guarantees	Loan commitments	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
第一階段	Stage 1	66,843,102	286,848,521	137,365,510	1,196,997	53,639,221	134,471,585	680,364,936
第二階段	Stage 2	-	4,772,799	-	-	41,162	283,292	5,097,253
第三階段	Stage 3	-	4,429,091	592,486	7,228	-	-	5,028,805
總額	Total	66,843,102	296,050,411	137,957,996	1,204,225	53,680,383	134,754,877	690,490,994
		2020						
		賬面總值						
		Gross carrying amount						
		存放及定放銀行及其他金融機構的結餘	貸款及其他賬項	金融投資	其他資產	財務擔保	貸款承擔	總額
		Balances and placements with banks and other financial institutions	Advances and other accounts	Financial investments	Other assets	Financial guarantees	Loan commitments	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
第一階段	Stage 1	58,106,346	274,747,138	132,366,431	3,390,840	39,793,209	127,006,157	635,410,121
第二階段	Stage 2	-	2,973,052	536,138	4,637	5,868	563,061	4,082,756
第三階段	Stage 3	75,380	2,494,903	-	3,830	-	-	2,574,113
總額	Total	58,181,726	280,215,093	132,902,569	3,399,307	39,799,077	127,569,218	642,066,990

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****內部評級和違約概率的
估算過程**

本集團盡可能利用內部評級模型，按前瞻性資料及香港財務報告準則第9號階段的風險分類調整，以釐定香港財務報告準則第9號預期信用損失計算的違約概率數據。對於每種經濟情況，適當地重複這一過程。本集團對其主要投資組合使用各種內部評級模型，其中批發客戶或零售賬戶被評級或分配至特定內部評級或風險池。內部評級模型包含定性和定量訊息，除了借款人特有的訊息外，還使用借款人/賬戶的行為等補充訊息。

批發貸款

對於批發貸款，借款人的還款能力由本集團指定部門評估。信用風險評估基於信用評級模型，該模型考慮了各種財務訊息和定性訊息（例如管理質量，行業風險，集團連繫，負面警告信號）。

零售貸款

零售貸款包括個人貸款，透支和零售按揭。這些產品以及一些不太複雜的小企業貸款通過自動評分卡或統計違約概率的模型進行評級。

4.1 Credit risk (continued)**The internal rating and PD estimation process**

The Group leverages the internal rating models where possible, with adjustments to incorporate forward looking information and the HKFRS 9 stage classification of the exposure to determine the PDs for HKFRS 9 ECL calculations. This is repeated for each economic scenario as appropriate. The Group uses various internal rating models for its key portfolios in which its wholesale customers or retail accounts are rated or assigned to specific internal grades or risk pools. The internal rating models incorporate both qualitative and quantitative information and, in addition to information specific to the borrower, utilise supplemental information such as borrower's/ account's behaviour.

Wholesale lending

For wholesale lending, the repayment ability of borrowers are assessed by designated divisions of the Group. The credit risk assessment is based on a credit rating model that takes into account various financial information and qualitative information (such as management quality, industry risks, group connection, negative warning signals).

Retail lending

Retail lending comprises personal loans, overdrafts and retail mortgages. These products along with and some of the less complex small business lending are rated by automated scorecards or statistical PD models.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.1 信貸風險（續）****(A) 信貸風險承擔**

本集團之最高信貸風險承擔是未考慮任何抵押品或其他改善信貸條件的最大風險承擔。對於資產負債表內資產，最高信貸風險承擔相等於其賬面值。對於開出擔保函，最高信貸風險承擔是被擔保人要求本集團代為償付債務的最高金額。對於貸款承擔及其他信貸有關負債，最高信貸風險承擔為授信承諾的全額。

以下為所持抵押品及其他改善信貸條件的性質及其對本集團各類金融資產的覆蓋程度。

在銀行及其他金融機構的結餘及定期存放

考慮到交易對手的性質，一般不會就此等資產尋求抵押品，但會採取其他風險緩解措施。

公允值變化計入損益之金融資產及金融投資

一般不會就債務證券尋求抵押品。

4.1 Credit risk (continued)**(A) Credit exposures**

The maximum credit exposure is the worst case scenario of exposure to the Group without taking into account any collateral held or other credit enhancements. For on-balance sheet assets, the maximum exposure to credit risk equals their carrying amount. For letters of guarantee issued, the maximum exposure to credit risk is the maximum amount that the Group could be required to pay if the guarantees are called upon. For loan commitment and other credit related liabilities, the maximum exposure to credit risk is the full amount of the committed facilities.

The nature of the collateral held and other credit enhancements and their financial effect to the different classes of the Group's financial assets are as follows.

Balances and placements with banks and other financial institutions

Collateral is generally not sought on these exposures in consideration of the counterparty nature. However, other mitigation will be taken.

Financial assets at fair value through profit or loss and financial investments

Collateral is generally not sought on debt securities.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****(A) 信貸風險承擔（續）**衍生金融工具

本集團傾向以國際掉期及衍生工具協會出版的主協議（「ISDA 主協議」）作為衍生工具業務的協議文件。該 ISDA 主協議為做場外衍生交易提供合約框架，並載有於發生違約事件或終止事件後終止交易時所採用之淨額結算條款。此外，亦會視乎需要考慮於 ISDA 主協議之附約中附加信用支持附件。根據信用支持附件，保證金會按情況由交易一方轉交另一方，以減少風險承擔。

貸款及其他賬項、或然負債及承擔

一般抵押品種類已載於第 100 頁。本集團根據對貸款及其他賬項、或然負債及承擔的個別風險承擔的評估，考慮適當之抵押品。有關客戶貸款之抵押品覆蓋率已分析於第 274 至 275 頁。或然負債及承擔之主要組合及性質已載於附註 36，就不需事先通知的無條件撤銷之承諾，如客戶的信貸質素下降，本集團會評估撤回其授信額度的需要性。於 2021 年 12 月 31 日，有抵押品覆蓋之或然負債及承擔為 9.41%（2020 年：11.37%）。

4.1 Credit risk (continued)**(A) Credit exposures (continued)**Derivative financial instruments

The Master Agreement published by the International Swaps and Derivatives Association, Inc. ("ISDA Master Agreement") is the preferred agreement for documenting derivatives activities of the Group. It provides the contractual framework under which dealing activities of over-the-counter ("OTC") derivative transactions are conducted, and sets out close-out netting provisions upon termination following the occurrence of an event of default or a termination event. In addition, if deemed necessary, Credit Support Annex ("CSA") will be included to form part of the Schedule to the ISDA Master Agreement. Under a CSA, margin is passed from one counterparty to another, as appropriate, to mitigate the exposures.

Advances and other accounts, contingent liabilities and commitments

The general types of collateral are disclosed on page 100. Advances and other accounts, contingent liabilities and commitments are collateralised to the extent considered appropriate by the Group taking account of the risk assessment of individual exposures. The collateral coverage of advances to customers is analysed on pages 274 to 275. The components and nature of contingent liabilities and commitments are disclosed in Note 36. Regarding the commitments that are unconditionally cancellable without prior notice, the Group would assess the necessity to withdraw the credit line in case where the credit quality of a borrower deteriorates. For contingent liabilities and commitments, 9.41% (2020: 11.37%) was covered by collateral as at 31 December 2021.

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
(B) 總貸款及其他賬項

提取減值準備前之總貸款及其他賬項按產品類別概述如下：

4.1 Credit risk (continued)
(B) Gross advances and other accounts

Gross advances and other accounts before impairment allowances are summarised by product type as follows:

	<u>2021</u>	<u>2020</u>
	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款		
個人		
- 按揭	33,254,925	29,167,672
- 信用卡	120,205	57,024
- 其他	29,872,625	28,633,974
公司		
- 商業貸款	223,264,723	214,086,093
- 貿易融資	9,050,383	7,777,808
	<u>295,562,861</u>	<u>279,722,571</u>
貿易票據	487,550	390,401
銀行及其他金融機構貸款	-	102,121
	<u>296,050,411</u>	<u>280,215,093</u>

有明確到期日之貸款，若其本金或利息已逾期及仍未償還，則列作逾期貸款。須定期分期償還之貸款，若其中一次分期還款已逾期及仍未償還，則列作逾期處理。須即期償還之貸款若已向借款人送達還款通知，但借款人未按指示還款，或貸款一直超出借款人獲通知之批准貸款限額，亦列作逾期處理。

Advances with a specific repayment date are classified as overdue when the principal or interest is past due and remains unpaid. Advances repayable by regular instalments are classified as overdue when an instalment payment is past due and remains unpaid. Advances 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 instruction or when the advances have continuously exceeded the approved limit that was advised to the borrower.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****(B) 總貸款及其他賬項
（續）**

當發生一項或多項事件對授信的未來現金流產生不利的影響，有關授信將視為信用減值授信。信用減值授信被確定為第三階段。如果該風險承擔超過 90 天以上逾期，或借款人可能無法全額支付本集團的債務，本集團將授信確認為減值貸款。

4.1 Credit risk (continued)**(B) Gross advances and other accounts (continued)**

Advances are credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows have occurred. Credit-impaired advances are classified as Stage 3. The Group identifies the advances as impaired if the exposure is past due for more than 90 days or the borrower is unlikely to pay in full for the credit obligations to the Group

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
**(B) 總貸款及其他賬項
（續）**
**(a) 非信用減值未逾
期貸款**

非信用減值未逾
期貸款按內部信
貸級別分析如
下：

4.1 Credit risk (continued)
(B) Gross advances and other accounts (continued)
(a) Advances neither overdue nor credit-impaired

Advances that were neither overdue nor credit-impaired are analysed by internal credit grade as follows:

		2021			
		合格 Pass	需要關注 Special mention	次級或以下 Substandard or below	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款	Advances to customers				
個人	Personal				
- 按揭	- Mortgages	32,918,723	31,905	-	32,950,628
- 信用卡	- Credit cards	118,817	-	-	118,817
- 其他	- Others	29,568,668	35,306	-	29,603,974
公司	Corporate				
- 商業貸款	- Commercial loans	215,381,175	3,501,757	-	218,882,932
- 貿易融資	- Trade finance	8,871,389	153,927	-	9,025,316
		286,858,772	3,722,895	-	290,581,667
貿易票據	Trade bills	487,550	-	-	487,550
		287,346,322	3,722,895	-	291,069,217

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
（續）**
(B) Gross advances and other accounts (continued)
**(a) 非信用減值未逾
期貸款（續）**
(a) Advances neither overdue nor credit-impaired (continued)

		2020			
		合格 Pass	需要關注 Special mention	次級或以下 Substandard or below	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款	Advances to customers				
個人	Personal				
- 按揭	- Mortgages	28,896,196	20,649	-	28,916,845
- 信用卡	- Credit cards	54,923	-	-	54,923
- 其他	- Others	28,372,829	32,055	-	28,404,884
公司	Corporate				
- 商業貸款	- Commercial loans	209,852,398	935,832	-	210,788,230
- 貿易融資	- Trade finance	7,433,123	27,079	-	7,460,202
		274,609,469	1,015,615	-	275,625,084
貿易票據	Trade bills	390,401	-	-	390,401
		274,999,870	1,015,615	-	276,015,485

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
（續）**
(B) Gross advances and other accounts (continued)
**(b) 逾期未信用減值
貸款**
(b) Advances overdue but not credit-impaired

總逾期未信用減
值貸款分析如
下：

The gross amount of advances overdue but not credit-impaired is analysed as follows:

		2021				
		逾期超過 3 個月 但不超過 6 個月 逾期 3 個月 或以下 Overdue for three months or less 港幣千元 HK\$'000	逾期超過 6 個月 Overdue for three months 港幣千元 HK\$'000	逾期超過 1 年 Overdue for one year or less but over six months 港幣千元 HK\$'000	逾期 超過 1 年 Overdue for over one year 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
客戶貸款	Advances to customers					
個人	Personal					
- 按揭	- Mortgages	224,379	-	-	-	224,379
- 信用卡	- Credit cards	725	-	-	-	725
- 其他	- Others	254,205	-	-	-	254,205
公司	Corporate					
- 商業貸款	- Commercial loans	65,611	-	-	-	65,611
- 貿易融資	- Trade Finance	7,183	-	-	-	7,183
		552,103	-	-	-	552,103

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
（續）**
(B) Gross advances and other accounts (continued)
**(b) 逾期未信用減值
貸款（續）**
(b) Advances overdue but not credit-impaired (continued)

		2020				
		逾期超過 3 個月 但不超過 6 個月 逾期 3 個月 或以下 Overdue for three months or less 港幣千元 HK\$'000	逾期超過 6 個月 Overdue for three months 港幣千元 HK\$'000	逾期超過 1 年 Overdue for one year or less but over six months 港幣千元 HK\$'000	逾期 超過 1 年 Overdue for over one year 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
客戶貸款	Advances to customers					
個人	Personal					
- 按揭	- Mortgages	182,320	-	-	-	182,320
- 信用卡	- Credit cards	1,271	-	-	-	1,271
- 其他	- Others	204,932	-	-	-	204,932
公司	Corporate					
- 商業貸款	- Commercial loans	1,316,182	-	-	-	1,316,182
		<u>1,704,705</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,704,705</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
(續)**
(B) Gross advances and other accounts (continued)
(c) 減值貸款
(c) Impaired advances

已個別識別減值
貸款按產品類別
分析如下：

Advances individually identified to be impaired are analysed by product type as follows:

		2021		2020	
		總貸款 Gross advances	抵押品 市值 Market value of collateral	總貸款 Gross advances	抵押品 市值 Market value of collateral
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款	Advances to customers				
個人	Personal				
- 按揭	- Mortgages	79,918	210,821	68,507	191,615
- 信用卡	- Credit cards	663	-	830	-
- 其他	- Others	14,446	35,079	24,158	44,955
公司	Corporate				
- 商業貸款	- Commercial loans	4,316,180	3,979,170	1,981,681	554,497
- 貿易融資	- Trade finance	17,884	-	317,606	2,024
		4,429,091	4,225,070	2,392,782	793,091
銀行及其他金融 機構貸款	Advances to banks and other financial institutions	-	-	102,121	-
		4,429,091	4,225,070	2,494,903	793,091
第三階段之減值 準備	Impairment allowances - Stage 3	2,532,041		1,804,583	
				2021	2020
				港幣千元	港幣千元
				HK\$'000	HK\$'000
就上述有抵押品覆 蓋之客戶貸款之 抵押品市值	Current market value of collateral held against the covered portion of such advances to customers		4,225,070		793,091
上述有抵押品覆蓋 之客戶貸款	Covered portion of such advances to customers		1,314,864		552,798
上述沒有抵押品覆 蓋之客戶貸款	Uncovered portion of such advances to customers		3,114,227		1,839,984
上述沒有抵押品覆 蓋之銀行及其他 金融機構貸款	Uncovered portion of such advances to banks and other financial institutions		-		102,121

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
(續)**
(B) Gross advances and other accounts (continued)
(c) 減值貸款 (續)
(c) Impaired advances (continued)

減值準備已考慮
上述貸款之抵押
品價值。

The impairment allowances were made after taking into account the value of collateral in respect of such advances.

於 2021 年 12 月
31 日，沒有減值
之 貿 易 票 據
(2020 年：無)。

As at 31 December 2021, there were no impaired trade bills (2020: Nil).

特定分類或減值
之客戶貸款分析
如下：

Classified or impaired advances to customers are analysed as follows:

	2021	2020
	港幣千元	港幣千元
	HK\$'000	HK\$'000
特定分類或減值之 客戶貸款總額	4,429,091	2,392,782
特定分類或減值之 客戶貸款總額對 客戶貸款總額比 率	1.50%	0.86%
第三階段之減值準 備	2,532,041	1,702,462

特定分類或減值
之客戶貸款是指
按本集團貸款質
量分類的「次級」、
「呆滯」或「虧
損」、或第三階段
的貸款。

Classified or impaired advances to customers represent advances which are either classified as "substandard", "doubtful" or "loss" under the Group's classification of loan quality, or classified as Stage 3.

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
**(B) 總貸款及其他賬項
(續)**
**(d) 逾期超過 3 個月
之貸款**

逾期超過 3 個月之
貸款總額分析如
下：

4.1 Credit risk (continued)
(B) Gross advances and other accounts (continued)
(d) Advances overdue for more than three months

The gross amount of advances overdue for more than three months is analysed as follows:

	2021		2020	
	金額 Amount 港幣千元 HK\$'000	佔客戶貸款總額 百分比 % of gross advances to customers	金額 Amount 港幣千元 HK\$'000	佔客戶貸款總額 百分比 % of gross advances to customers
客戶貸款總額， 已逾期：				
- 超過 3 個月 但不超過 6 個月	22,362	0.01%	31,102	0.01%
- 超過 6 個月 但不超過 1 年	1,361,263	0.46%	94,566	0.03%
- 超過 1 年	690,243	0.23%	259,019	0.09%
逾期超過 3 個月 之貸款	2,073,868	0.70%	384,687	0.14%
第三階段之減值準 備	1,288,558		258,891	

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
**(B) 總貸款及其他賬項
(續)**
**(d) 逾期超過 3 個月
之貸款 (續)**
4.1 Credit risk (continued)
(B) Gross advances and other accounts (continued)
(d) Advances overdue for more than three months (continued)

	<u>2021</u>	<u>2020</u>
	港幣千元	港幣千元
	HK\$'000	HK\$'000
就上述有抵押品覆蓋的客戶貸款之抵押品市值	<u>1,054,616</u>	250,172
上述有抵押品覆蓋之客戶貸款	<u>234,607</u>	103,029
上述沒有抵押品覆蓋之客戶貸款	<u>1,839,261</u>	<u>281,658</u>

逾期貸款或減值貸款的抵押品主要包括公司授信戶項下的商用資產如商業及住宅樓宇、個人授信戶項下的住宅按揭物業。

於 2021 年 12 月 31 日，沒有逾期超過 3 個月之貿易票據 (2020 年：無)。

Collateral held against overdue or impaired loans is principally represented by charges over business assets such as commercial and residential premises for corporate loans and mortgages over residential properties for personal loans.

As at 31 December 2021, there were no trade bills overdue for more than three months (2020: Nil).

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
**(B) 總貸款及其他賬項
（續）**
(e) 經重組貸款
4.1 Credit risk (continued)
(B) Gross advances and other accounts (continued)
(e) Rescheduled advances

	2021		2020	
	金額 Amount 港幣千元 HK\$'000	佔客戶貸款總額 百分比 % of gross advances to customers	金額 Amount 港幣千元 HK\$'000	佔客戶貸款總額 百分比 % of gross advances to customers
經重組客戶貸款淨額 （已扣減包含於 「逾期超過 3 個月 之貸款」部分）				
Rescheduled advances to customers net of amounts included in "Advances overdue for more than three months"	861,137	0.29%	90,110	0.03%

經重組貸款乃指客戶因為財政困難或無能力如期還款，而經銀行與客戶雙方同意達成重整還款計劃之貸款，而該貸款已修訂的還款條款（包括利息或還款期限）屬非商業性。修訂還款計劃後之經重組貸款如仍逾期超過3個月，則包括在「逾期超過3個月之貸款」內。

Rescheduled advances are those advances that have been restructured or renegotiated between the bank and borrowers because of deterioration in the financial position of the borrower or of the inability of the borrower to meet the original repayment schedule, and the revised repayment terms, either of interest or the repayment period, are "non-commercial" to the Group. Rescheduled advances, which have been overdue for more than three months under the revised repayment terms, are included in "Advances overdue for more than three months".

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
(續)**
(B) Gross advances and other accounts (continued)
(f) 客戶貸款集中度
(f) Concentration of advances to customers

按地理區域分類
之客戶貸款總
額

Geographical analysis of gross advances to customers

下列關於客戶
貸款之地理區
域分析是根據
交易對手之所
在地，並已顧及
風險轉移因素。
若客戶貸款之
擔保人所在地
與客戶所在地
不同，則風險將
轉移至擔保人
之所在地。

The following geographical analysis of advances to customers is based on the locations of the counterparties, after taking into account the transfer of risk. For an advance to customer guaranteed by a party situated in a country different from the customer, the risk will be transferred to the country of the guarantor.

客戶貸款總額
Gross advances to customers

		<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	186,752,209	177,130,215
中國內地	Mainland of China	96,907,944	87,480,107
其他	Others	11,902,708	15,112,249
		<u>295,562,861</u>	<u>279,722,571</u>

**就客戶貸款
總額作第
一和第二
階段之減
值準備**
**Impairment allowances – stage 1 and
2 in respect of the gross advances
to customers**

		<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	687,609	653,261
中國內地	Mainland of China	736,748	550,306
其他	Others	56,618	121,771
		<u>1,480,975</u>	<u>1,325,338</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
(續)**
(B) Gross advances and other accounts (continued)
**(f) 客戶貸款集中度
(續)**
(f) Concentration of advances to customers (continued)

按地理區域分類
之客戶貸款總
額 (續)

Geographical analysis of gross advances to customers (continued)

逾期貸款
Overdue advances

香港
中國內地
其他

Hong Kong
Mainland of China
Others

2021
2020

港幣千元

港幣千元

HK\$'000
HK\$'000
635,665

1,940,582

1,074,114

1,786,220

1,064,339

9,084

2,774,118
3,735,886
**就逾期貸款
作第三階
段之減值
準備**
**Impairment allowances – Stage 3 in
respect of the overdue advances**

香港
中國內地
其他

Hong Kong
Mainland of China
Others

2021
2020

港幣千元

港幣千元

HK\$'000
HK\$'000
216,517

287,554

681,012

1,060,965

516,360

-

1,413,889
1,348,519
**就逾期貸款
作第一和
第二階段
之減值準
備**
**Impairment allowances – Stage 1 and 2
in respect of the overdue advances**

香港
中國內地
其他

Hong Kong
Mainland of China
Others

2021
2020

港幣千元

港幣千元

HK\$'000
HK\$'000
1,875

33,057

7,478

7,252

42

15

9,395
40,324

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
(續)**
(B) Gross advances and other accounts (continued)
**(f) 客戶貸款集中度
(續)**
(f) Concentration of advances to customers (continued)

按地理區域分
類之客戶貸款
總額 (續)

Geographical analysis of gross advances to customers (continued)

**特定分類或減
值貸款**
Classified or impaired advances
**就特定分類
或減值貸
款作第三
階段之減
值準備**
**Impairment allowances – Stage 3 in
respect of the classified or impaired
advances**

香港
中國內地
其他

Hong Kong
Mainland of China
Others

	2021	2020
	港幣千元	港幣千元
	HK\$'000	HK\$'000

香港	1,443,185	539,116
中國內地	1,951,421	1,850,893
其他	1,034,485	2,773

	4,429,091	2,392,782
--	------------------	------------------

	2021	2020
	港幣千元	港幣千元
	HK\$'000	HK\$'000

香港	799,072	297,395
中國內地	1,216,609	1,405,067
其他	516,360	-

	2,532,041	1,702,462
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財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
(C) 收回資產

於年內，本集團通過對抵押品行使收回資產權而取得並於12月31日持有的資產，其種類及賬面值概述如下：

商業物業
住宅物業
其他

本集團於2021年12月31日持有的收回資產之估值為港幣13,720,000元(2020年:港幣26,151,000元)。這包括本集團通過對抵押取得處置或控制權的物業(如通過法律程序或業主自願交出抵押資產方式取得)而對借款人的債務進行全數或部分減除。

當收回資產的變現能力受到影響時，本集團將按情況以下列方式處理：

- 調整出售價格
- 連同抵押資產一併出售貸款
- 安排債務重組

4.1 Credit risk (continued)
(C) Repossessed assets

During the year, the Group obtained assets by taking possession of collateral held as security. The nature and carrying value of these assets held as at 31 December are summarised as follows:

	2021	2020
	港幣千元	港幣千元
	HK\$'000	HK\$'000
Commercial properties	-	1,372
Residential properties	-	1,683
Others	1,317	-
	1,317	3,055

The estimated market value of repossessed assets held by the Group as at 31 December 2021 amounted to HK\$13,720,000 (2020: HK\$26,151,000). The repossessed assets comprise properties in respect of which the Group has acquired access or control (e.g. through court proceedings or voluntary actions by the proprietors concerned) for release in full or in part of the obligations of the borrowers.

When the repossessed assets are not readily convertible into cash, the Group may consider the following alternatives:

- adjusting the selling prices
- selling the loans together with the assets
- arranging loan restructuring

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
(D) 在銀行及其他金融機構的結餘及存款

下表為在銀行及其他金融機構的非逾期或信用減值之結餘及存款於 12 月 31 日按評級機構之評級分析。

4.1 Credit risk (continued)
(D) Balances and placements with banks and other financial institutions

The following tables present an analysis of balances and placements with banks and other financial institutions that are neither overdue nor credit-impaired as at 31 December by rating agency designation.

		2021			
		Aaa 至 A3 Aaa to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
中央銀行	Central banks	21,546,067	-	-	21,546,067
銀行及其他金融機構	Banks and other financial institutions	29,637,118	8,586,788	7,073,129	45,297,035
		<u>51,183,185</u>	<u>8,586,788</u>	<u>7,073,129</u>	<u>66,843,102</u>
		2020			
		Aaa 至 A3 Aaa to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
中央銀行	Central banks	17,678,912	-	-	17,678,912
銀行及其他金融機構	Banks and other financial institutions	27,777,302	4,300,552	8,349,580	40,427,434
		<u>45,456,214</u>	<u>4,300,552</u>	<u>8,349,580</u>	<u>58,106,346</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
(D) 在銀行及其他金融機構的結餘及存款 (續)

下表為在銀行及其他金融機構的逾期或信用減值之結餘及存款於 12 月 31 日按評級機構之評級分析。

4.1 Credit risk (continued)
(D) Balances and placements with banks and other financial institutions (continued)

The following tables present an analysis of overdue or credit-impaired balances and placements with banks and other financial institutions as at 31 December by rating agency designation.

		2021			
		Aaa 至 A3 Aaa to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
銀行及其他金融機構	Banks and other financial institutions	-	-	-	-
		-	-	-	-
		2020			
		Aaa 至 A3 Aaa to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
銀行及其他金融機構	Banks and other financial institutions	-	-	75,380	75,380
		-	-	75,380	75,380
		561			1,977
		-			75,380

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
(E) 債務證券及存款證
(E) Debt securities and certificates of deposit

下表為以發行評級分析之債務證券及存款證賬面值。在無發行評級的情況下，則會按發行人的評級報告。

The following tables present an analysis of the carrying values of debt securities and certificates of deposit by issue rating. In the absence of such issue ratings, the ratings designated for the issuers are reported.

		2021					
		Aaa	Aa1 至 Aa3 Aa1 to Aa3	A1 至 A3 A1 to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
以公允價值變化計入其他全面收益	At fair value through other comprehensive income	2,709,026	35,140,804	79,140,470	14,515,620	5,859,590	137,365,510
以攤餘成本作計量	At amortised cost	-	-	-	-	-	-
以公允價值變化計入損益	At fair value through profit or loss	-	7,252,326	-	-	759,598	8,011,924
總計	Total	2,709,026	42,393,130	79,140,470	14,515,620	6,619,188	145,377,434
		2020					
		Aaa	Aa1 至 Aa3 Aa1 to Aa3	A1 至 A3 A1 to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
以公允價值變化計入其他全面收益	At fair value through other comprehensive income	6,693,660	32,812,662	73,128,592	11,978,982	5,442,141	130,056,037
以攤餘成本作計量	At amortised cost	-	-	1,884,988	-	-	1,884,988
以公允價值變化計入損益	At fair value through profit or loss	-	6,497,759	-	-	-	6,497,759
總計	Total	6,693,660	39,310,421	75,013,580	11,978,982	5,442,141	138,438,784

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(E) 債務證券及存款證
(續)**
(E) Debt securities and certificates of deposit (continued)

下表為非逾期或信用減值之債務證券及存款證於 12 月 31 日按發行評級之分析。在無發行評級的情況下，則會按發行人的評級報告。

The following tables present an analysis of debt securities and certificates of deposit neither overdue nor credit-impaired as at 31 December by issue rating. In the absence of such issue ratings, the ratings designated for the issuers are reported.

		2021					
		Aaa	Aa1 至 Aa3 Aa1 to Aa3	A1 至 A3 A1 to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
以公允值變化計入其他全面收益	At fair value through other comprehensive income	2,709,026	35,140,804	79,140,470	14,515,620	5,859,590	137,365,510
以攤餘成本作計量	At amortised cost	-	-	-	-	-	-
以公允值變化計入損益	At fair value through profit or loss	-	7,252,326	-	-	728,326	7,980,652
		2,709,026	42,393,130	79,140,470	14,515,620	6,587,916	145,346,162
		2020					
		Aaa	Aa1 至 Aa3 Aa1 to Aa3	A1 至 A3 A1 to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
以公允值變化計入其他全面收益	At fair value through other comprehensive income	6,693,660	32,812,662	73,128,592	11,978,982	5,442,141	130,056,037
以攤餘成本作計量	At amortised cost	-	-	1,884,988	-	-	1,884,988
以公允值變化計入損益	At fair value through profit or loss	-	6,497,759	-	-	-	6,497,759
		6,693,660	39,310,421	75,013,580	11,978,982	5,442,141	138,438,784

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
4.1 Credit risk (continued)
**(E) 債務證券及存款證
（續）**
(E) Debt securities and certificates of deposit (continued)

下表為信用減值或逾期債務證券之發行評級分析。在無發行評級的情況下，則會按發行人的評級報告。

The following tables present an analysis of credit-impaired or overdue debt securities by issue rating. In the absence of such issue ratings, the ratings designated for the issuers are reported.

		2021					其中：	
		賬面值					累計減值準備	
		Carrying values					Of which	
		Aa1 至 Aa3	A1 至 A3	A3 以下	無評級	總計	accumulated	
		Aaa	A1 to A3	Lower	Unrated	Total	impairment	
		港幣千元	港幣千元	than A3	港幣千元	港幣千元	allowances	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
以公允值變化計入損益	At fair value through profit or loss	-	-	-	-	31,272	31,272	-
以公允值變化計入其他全面收益之債務證券	Debt securities at fair value through other comprehensive income	-	-	-	-	-	-	182,098
其中：累計減值準備	Of which accumulated impairment allowances	-	-	-	-	182,098	182,098	
		2020					其中：	
		賬面值					累計減值準備	
		Carrying values					Of which	
		Aa1 至 Aa3	A1 至 A3	A3 以下	無評級	總計	accumulated	
		Aaa	A1 to A3	Lower	Unrated	Total	impairment	
		港幣千元	港幣千元	than A3	港幣千元	港幣千元	allowances	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
以公允值變化計入其他全面收益之債務證券	Debt securities at fair value through other comprehensive income	-	-	-	-	-	-	181,024
其中：累計減值準備	Of which accumulated impairment allowances	-	-	-	-	181,024	181,024	

財務報表附註（續）

Notes to the Financial Statements (continued)

4. 金融風險管理（續）

4. Financial risk management (continued)

4.1 信貸風險（續）

4.1 Credit risk (continued)

(E) 債務證券及存款證
（續）

(E) Debt securities and certificates of deposit (continued)

於 2021 年 12 月 31
日，沒有減值或逾期之
存款證（2020 年：無）。

As at 31 December 2021, there were no impaired or overdue certificates of deposit (2020:
Nil).

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****(F) 2019 冠狀病毒病對
信貸風險的影響**

因應2019冠狀病毒病疫情在全球蔓延，本集團在疫情下積極配合中央人民政府和香港特別行政區政府推出的紓困措施，協助受疫情影響的客戶。關於本集團所推出的紓困措施請參閱其他資料 - 業務回顧部分。

本集團在疫情下持續做好業務運作的管理，密切監察和減低疫情對客戶的影響。在貸款項目方面，本集團全面強化提升貸前及貸後的風險管理工作，因應最新經濟情況採取適切措施，加強組合及客戶層面的監控，並加強與授信戶聯繫，及時了解及掌握授信戶資信變化。對於較受疫情影響的行業，本集團會加強風險排查，關注疫情對該等授信戶經營及財務狀況的影響，及時跟進及評估風險，並適時採取風險緩減措施，以保障銀行資金安全。另外，由於Omicron變種新冠病毒疫情在全球迅速蔓延，預期或會對經濟復甦將造成打擊，本集團進行了新冠病毒疫情特定情景壓力測試，以評估Omicron變種新冠病毒疫情對於信貸風險、風險加權資產、減值準備和資本充足比率的潛在影響。

4.1 Credit risk (continued)**(F) The impact of COVID-19 on credit risk**

In response to the COVID-19 pandemic which spread across the world, the Group actively facilitated the relief measures rolled out by the Central People's Government and the Government of the HKSAR during the pandemic and assisted customers affected by the pandemic. Please refer to Business Review of Additional Information for brief explanations of the Group's relief measures.

The Group continues to manage its business operations during the pandemic, and closely monitor and reduce the impact of the pandemic on customers. For loans and advances, the Group comprehensively strengthens and enhances pre-approval and post-lending risk management practice, adopts appropriate measures in response to the latest economic conditions, strengthens portfolio and customer level monitoring and communications with borrowers in order to have better understanding on changes in creditworthiness of borrowers in a more timely manner. For industries that are more vulnerable to the pandemic, the Group will strengthen portfolio review, pay special attention to the impact of the pandemic on the operation and financial status of these borrowers, perform risk assessment in a timely manner, and take instant risk mitigation measures to safeguard the Bank's interest. In view of the quick spread of the Omicron variant around the world, which is expected to deal a severe blow to the economic recovery, the Group has conducted an ad-hoc COVID-19 pandemic stress test to assess the potential impact of the Omicron variant on credit risk, risk-weighted assets, impairment allowances and capital adequacy ratio.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.2 市場風險**

市場風險是指因金融市場價格（匯率、利率、股票價格、商品價格）波動導致整體的外匯、利率、股票和商品持倉值出現變化而可能給本集團帶來的損失。本集團採取適中的市場風險偏好，實現風險與收益的平衡。

市場風險管理目標，是根據本集團的風險偏好和資金業務發展策略，依靠完善的風險管理制度和相關管理手段，有效管理資金業務中可能產生的市場風險，促進資金業務健康發展。

本集團按照風險管理企業管治原則管理市場風險，董事會以及其屬下的風險管理委員會、高層管理人員和市場風險職能單位，各司其職，各負其責。風險管理單位是負責協助高層管理人員履行日常管理職責，獨立監察本集團市場風險狀況以及管理政策和限額執行情況，並確保整體和個別的市場風險均控制在可接受水平內。風險暴露情況，每日由獨立單位負責根據已設定的風險限額進行監控，並定期連同損益報告向高層管理人員提交，若持倉超越風險限額，需即時向高層管理人員報告。南商（中國）設有獨立的風險監控團隊，監控每日的市場風險及限額執行情況，並定期向本銀行提交管理訊息和報告。

4.2 Market risk

Market risk refers to the risk of loss arising from movements in the value of foreign exchange, interest rate, equity and commodity positions held by the Group due to the volatility of financial market price (foreign exchange rate, interest rate, equity price, commodity price). The Group adopts a moderate market risk appetite to achieve a balance between risk and return.

The Group's objective in managing market risk is to secure healthy growth of the treasury business, by effective management of potential market risk in the Group's business, according to the Group's overall risk appetite and strategy of treasury business on the basis of a well-established risk management regime and related management measures.

In accordance with the Group's corporate governance principles in respect of risk management, the Board and Risk Management Committee, Senior Management and functional units perform their duties and responsibilities to manage the Group's market risk. The risk management units are responsible for assisting Senior Management to perform their day-to-day duties, independently monitoring the market risk profile and compliance of management policies and limits of the Group, to ensure that the aggregate and individual market risk profiles are within acceptable levels. Independent units are assigned to monitor the risk exposure against risk limits on a daily basis, together with profit and loss reports submitted to Senior Management on a regular basis, while limit excess will be reported to Senior Management at once when it occurs. NCB (China) sets up independent risk monitoring teams to monitor daily market risk and limit compliance, and submit management information and reports to the Bank on a regular basis.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.2 市場風險（續）**

本集團設定市場風險指標及限額，用於識別、計量、監測和控制市場風險。主要風險指標和限額包括但不限於風險值、止損額、敞口額、壓力測試以及敏感性分析（基點價值）等。主要風險指標和限額視管理需要劃分為四個層級，分別由風險管理委員會、資產負債管理委員會或高層管理人員批准，各單位必須在批核的市場風險指標和限額範圍內開展業務。本集團亦定期進行市場風險模型驗證，以確保模型的合適性和相關模型能充分地量度市場風險。

(A) 風險值

本集團採用風險值量度一般市場風險，並定期向風險管理委員會和高層管理人員報告。本集團採用統一的風險值計量模型，運用歷史模擬法，以過去2年歷史市場數據為參照，計算99%置信水平下及1天持有期內本集團層面及本銀行的風險值，並設定本集團和本銀行的風險值限額。

4.2 Market risk (continued)

The Group sets up market risk indicators and limits to identify, measure, monitor and control market risk. Major risk indicators and limits include but not limited to VAR (Value-at-Risk), Stop Loss, Open Position, Stress Testing and Sensitivity Analysis (Basis Point Value). To meet management requirements, major risk indicators and limits are classified into four levels, and are approved by the Risk Management Committee, Asset and Liability Management Committee or Senior Management respectively. Treasury business units are required to conduct their business within approved market risk indicators and limits. The Group also implements regular model validation to ascertain market risk models appropriateness and market risk to be adequately measured and captured.

(A) VAR

The Group uses the VAR to measure and report general market risks to the Risk Management Committee and Senior Management on a periodic basis. The Group adopts a uniformed VAR calculation model, using a historical simulation approach and two years of historical market data, to calculate the VAR of the Group and the Bank over one-day holding period with a 99% confidence level, and sets up the VAR limit of the Group and the Bank.

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.2 市場風險（續）
4.2 Market risk (continued)
(A) 風險值（續）
(A) VAR (continued)

下表詳述本集團一般市場風險持倉的風險值¹。

The following table sets out the VAR for all general market risk exposure¹ of the Group.

	年份	於 12 月 31 日	全年	全年	全年	
			最低數值	最高數值	平均數值	
	Year	At 31 December	Minimum for the year	Maximum for the year	Average for the year	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
全部市場風險之風險值	VAR for all market risk	2021	2,233	1,661	4,863	3,837
		2020	4,264	1,451	5,127	3,921
匯率風險之風險值	VAR for foreign exchange risk	2021	1,463	760	4,466	3,464
		2020	4,126	163	4,829	3,693
利率風險之風險值	VAR for interest rate risk	2021	1,277	775	2,677	1,614
		2020	1,056	611	2,506	1,472
商品風險之風險值	VAR for commodity risk	2021	-	-	1,521	509
		2020	-	-	1,589	615

註：
1. 不包括結構性敞口的風險值。

Note:
1. Structural positions have been excluded.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.2 市場風險（續）****(A) 風險值（續）**

雖然風險值是量度市場風險的一項重要指標，但也有其局限性，例如：

- 採用歷史市場數據估計未來動態未能顧及所有可能出現的情況，尤其是一些極端情況；
- 一天持有期的計算方法假設所有頭盤均可以在一日內套現或對沖。這項假設未必能完全反映市場風險，尤其在市場流通度極低時，可能未及在一天持有期內套現或對沖所有頭盤；
- 根據定義，當採用99%置信水平時，即未有考慮在此置信水平以外或會出現的虧損；以及
- 風險值是以營業時間結束時的頭盤作計算基準，因此並不一定反映交易時段內的風險。

4.2 Market risk (continued)**(A) VAR (continued)**

Although VAR is a valuable guide to risk, it should always be viewed in the context of its limitations. For example:

- the use of historical market data as a proxy for estimating future events may not encompass all potential events, particularly those which are extreme in nature;
- the use of a one-day holding period assumes that all positions can be liquidated or hedged in one day. This may not fully reflect the market risk arising at times of severe illiquidity, when a one-day holding period may be insufficient to liquidate or hedge all positions fully;
- the use of a 99% confidence level, by definition, does not take into account losses that might occur beyond this level of confidence; and
- VAR is calculated on the basis of exposures outstanding at the close of business and therefore does not necessarily reflect intra-day exposures.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.2 市場風險（續）****(A) 風險值（續）**

本集團充分了解風險值指標的局限性，因此，制定了壓力測試指標及限額以評估和管理風險值不能涵蓋的市場風險。市場風險壓力測試包括按不同風險因素及嚴峻程度所作的敏感性測試，以及對歷史事件的情景分析。

(B) 外匯風險

本集團的資產及負債集中在港元、美元及人民幣等主要貨幣。為確保外匯風險承擔保持在可接受水平，本集團利用風險限額（例如頭盤及風險值限額）作為監控工具。此外，本集團致力於減少同一貨幣的資產與負債錯配，並通常利用外匯合約（例如外匯掉期）管理由外幣資產負債所產生的外匯風險。

4.2 Market risk (continued)**(A) VAR (continued)**

The Group recognises these limitations by formulating stress test indicators and limits to assess and manage the market risk not covered by VAR. The market risk stress testing includes sensitivity testing on changes in risk factors with various degrees of severity, as well as scenario analysis on historical events.

(B) Currency risk

The Group's assets and liabilities are denominated in major currencies, particularly the HK dollar, the US dollar and Renminbi. To ensure the currency risk exposure of the Group is managed at an acceptable level, risk limits (e.g. Position and VAR limit) are used to serve as a monitoring tool. Moreover, the Group seeks to minimise the gap between assets and liabilities in the same currency. Foreign exchange contracts (e.g. FX swaps) are usually used to manage FX risk associated with foreign currency-denominated assets and liabilities.

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.2 市場風險 (續)
(B) 外匯風險 (續)

下表列出本集團因自營交易、非自營交易及結構性倉盤而產生之主要外幣風險額，並參照有關持有外匯情況之金管局報表的填報指示而編製。

4.2 Market risk (continued)
(B) Currency risk (continued)

The following is a summary of the Group's major foreign currency exposures arising from trading, non-trading and structural positions and is prepared with reference to the completion instructions for the HKMA return of foreign currency position.

		2021			
		港幣千元等值 Equivalent in thousand of HK\$			
		美元 US Dollars	人民幣 Renminbi	其他外幣 Other foreign currencies	外幣總額 Total foreign currencies
現貨資產	Spot assets	110,931,361	166,479,906	22,093,131	299,504,398
現貨負債	Spot liabilities	(100,229,498)	(170,145,753)	(12,901,769)	(283,277,020)
遠期買入	Forward purchases	21,456,500	13,790,839	5,111,037	40,358,376
遠期賣出	Forward sales	(32,805,271)	(7,278,628)	(14,170,532)	(54,254,431)
(短) / 長盤淨額	Net (short)/long position	(646,908)	2,846,364	131,867	2,331,323
結構性倉盤淨額	Net structural position	9,439,231	15,615,698	-	25,054,929
		2020			
		港幣千元等值 Equivalent in thousand of HK\$			
		美元 US Dollars	人民幣 Renminbi	其他外幣 Other foreign currencies	外幣總額 Total foreign currencies
現貨資產	Spot assets	104,828,483	152,426,161	23,541,049	280,795,693
現貨負債	Spot liabilities	(102,885,199)	(147,965,798)	(15,038,893)	(265,889,890)
遠期買入	Forward purchases	34,429,022	16,698,101	5,155,560	56,282,683
遠期賣出	Forward sales	(34,703,679)	(19,421,336)	(13,400,132)	(67,525,147)
長盤淨額	Net long position	1,668,627	1,737,128	257,584	3,663,339
結構性倉盤淨額	Net structural position	9,436,650	14,613,792	-	24,050,442

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.2 市場風險（續）****(C) 利率風險**

銀行賬利率風險是指因利率水平、資產負債期限結構等要素發生變動而可能導致銀行整體收益和經濟價值承受損失的風險。本集團的銀行賬利率風險承擔主要來自結構性持倉。結構性持倉的主要利率風險類別為：

- 利率敏感缺口風險：因資產負債及表外項目的不同到期期限或重訂息期之利率變動所產生的風險。利率敏感缺口風險的程度視乎有關利率的期限結構的變動，是否一致地出現在整個收益率曲線(平行風險)或不同期限各有不同(非平行風險)；
- 息率基準風險：不同交易的定價基準不同，令資產的收益率和負債的成本可能會在同一重訂價格期間以不同的幅度變化；及
- 期權風險：由於利率期權衍生工具或資產、負債或表外項目所包含具有選擇權的元素引起可更改相關現金流的水平及時間。期權風險可按其特點進一步區分為自動化期權風險及習性期權風險。

4.2 Market risk (continued)**(C) Interest rate risk**

Interest rate risk in Banking Book ("IRRBB") means the risks to a bank's earnings and economic value arising from movements in interest rate and term structures of the bank's asset and liability positions. The Group's interest rate risk exposures in Banking Book are mainly structural. The major types of interest rate risk in Banking Book from structural positions are:

- IRR Gapping risk: arising from the changes in the interest rates on assets, liabilities and off-balance sheet items of different maturities and different repricing tenors. The extent of gapping risk depends on whether changes to the term structure of interest rates occur consistently across the yield curve (parallel risk) or differentially by period (non-parallel risk);
- Basis risk: different pricing basis for different transactions resulting that the yield on assets and cost of liabilities may change by different amounts within the same repricing period;
- Option risk: arising from interest rate option derivatives or from optional elements embedded in an AI's assets, liabilities and off-balance sheet items, where the AI or its customer can alter the level and timing of their cash flows. Option risk can be further characterised into automatic option risk and behavioural option risk.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****4.2 Market risk (continued)****(C) 利率風險（續）****(C) Interest rate risk (continued)**

本集團風險管理架構同樣適用於銀行賬利率風險管理。根據風險管理委員會批准的《銀行賬利率風險管理政策》，資產負債管理委員會具體履行管理集團利率風險的職責。資產負債管理處主責銀行賬利率風險管理，在金融市場部的配合下，資產負債管理處協助資產負債管理委員會開展日常的銀行賬利率風險管理工作，包括但不限於起草管理政策，選擇管理方法，設立風險指標和限額，評估目標資產負債平衡表，監督政策與限額執行情況，向管理層以及風險管理委員會提交銀行賬利率風險管理報告等。

本集團稽核部對銀行賬利率風險管理進行內部審計，督促有關單位執行政策要求，確認本行的銀行賬利率風險得到有效控制。模型驗證處負責定期對於銀行賬利率風險計量方法下所採用的模型進行獨立驗證工作。

The Group's risk management framework applies also to interest rate risk management in banking book. The Asset and Liability Management Committee exercises its oversight of interest rate risk in accordance with the "Banking Book Interest Rate Risk Management Policy" approved by Risk Management Committee. Asset and Liability Management Division is responsible for banking book interest rate risk management. With the cooperation of the Financial Market Department, Asset and Liability Management Division assists the Asset and Liability Management Committee to perform day-to-day banking book interest rate risk management. Its roles include, but are not limited to, the formulation of management policies, selection of methodologies, setting of risk indicators and limits, assessment of target balance sheet, monitoring of the compliance with policies and limits, and submission of banking book interest rate risk management reports to the Management and Risk Management Committee.

The Group's Internal Audit Department acts as the independent audit on interest rate risk in banking book, supervises the related departments to execute the interest rate risk function according to the policy in order to effectively control the risk. The Group's Model Validation Division preforms independent model validation regularly for interest rate risk in banking book.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****(C) 利率風險（續）**

本集團根據金管局於 2018 年頒佈之監管政策手冊 IR-1 《銀行帳內的利率風險》中的要求，設定銀行賬利率風險指標及限額，用於識別、計量、監測和控制銀行賬利率風險。淨利息波動比率和經濟價值波動比率反映利率變動對集團淨利息收入和資本基礎的影響，是本集團管理利率風險的重要風險指標。前者衡量利率變動導致的淨利息收入變動佔當年預期淨利息收入的比率；後者衡量利率變化對銀行經濟價值的影響佔最新資本基礎的比率。董事會為這兩項指標設定風險偏好，風險管理委員會按照風險偏好為這兩項指標設定限額，用來監測和控制本集團銀行賬利率風險。另外，本集團通過不限於利率敏感缺口、利率基準風險、久期及基點現值等指標及限額定期監控銀行賬利率風險情況。

4.2 Market risk (continued)**(C) Interest rate risk (continued)**

In accordance with the requirements of Supervisory Policy Manual IR-1 “Interest Rate Risk in the Banking Book” issued by the HKMA in 2018, the Group sets interest rate risk indicators and limits to identify, measure, monitor and control interest rate risk. The Group’s key risk indicators, the Net Interest Income impact and the Economic Value of Equity impact, reflect the impact of interest rate movement on the Group’s net interest income and capital base respectively. The former assesses the impact of interest rate movement on net interest income as a percentage to the projected net interest income for the year. The latter assesses the impact of interest rate movement on economic values as a percentage to the latest capital base. The risk appetites and limits of these two indicators are set by the Board and Risk Management Committee respectively to monitor and control the Group’s banking book interest rate risk. In addition, the Group monitors the interest rate risk in banking book through indicators and limits including, but are not limited to, interest rate sensitivity gap limits, basis risk, duration and price value of a basis point (“PVBp”).

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****(C) 利率風險（續）**

本集團的主要風險指標和限額劃分三個層級，分別由風險管理委員會、資產負債管理委員會及財務總監批准。承擔銀行賬利率風險的各業務單位必須在利率風險指標限額範圍內開展相關業務；同時有效運用經資產與負債委員會核准的風險緩釋工具，對銀行賬利率風險進行風險緩釋，包括但不限於運用利率衍生工具、調整投資組合的久期等。在推出銀行賬新產品或新業務前，相關單位須先執行風險評估程序，包括評估其潛在的銀行賬利率風險，並考慮現行的銀行賬利率風險監控機制是否足夠。經風險評估程序，如擬推出的新產品或新業務對銀行利率風險造成重大影響，須報風險管理委員會批准。

本集團採用情景分析和壓力測試方法，評估不利市況下銀行賬可能承受的利率風險。情景分析和壓力測試同時用於測試儲蓄存款客戶擇權對銀行淨利息收入的影響。

4.2 Market risk (continued)**(C) Interest rate risk (continued)**

The Group's indicators and limits are classified into three levels, which are approved by the Risk Management Committee, Asset and Liability Management Committee and Chief Financial Officer respectively. Risk-taking business units are required to conduct their business within the banking book interest rate risk limits. In addition, risk mitigation measures including, but not limited to, the use of interest rate derivatives, adjustment of portfolio duration, etc. as approved by ALCO, are effectively used to mitigate the IRRBB. Before launching a new product or business in the banking book, the relevant departments are required to go through a risk assessment process, which includes the assessment of underlying interest rate risk and consideration of the adequacy of current risk monitoring mechanism. Any material impact on banking book interest rate risk noted during the risk assessment process will be submitted to Risk Management Committee for approval.

The Group uses scenario analyses and stress tests to assess the banking book interest rate risk that the Group would face under adverse circumstances. Scenario analyses and stress tests are also used to assess the impact on net interest income arising from the optionality of savings deposits.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****(C) 利率風險（續）**

本集團主要面對港元、美元及人民幣利率風險。截至 2021 年 12 月 31 日，按照香港金融管理局新銀行賬利率風險標準化框架要求，評估在 6 個利率衝擊情景下的淨利息收入變動和經濟價值的影響，當中部份產品套用期權風險及行為模型假設作出評估。該 6 個利率衝擊情境，包括：(1) 平行向上；(2) 平行向下；(3) 較傾斜；(4) 較橫向；(5) 短率上升；(6) 短率下跌。

4.2 Market risk (continued)**(C) Interest rate risk (continued)**

The Group is principally exposed to HK Dollar, US Dollar and Renminbi in terms of interest rate risk. As at 31 December 2021, according to the new standard IRRBB framework of HKMA, the Group assesses the impact of changes in the Group's net interest income ("ΔNII") and economic value ("ΔEVE") respectively under 6 interest rate shock scenarios, in which optionality and behavioural assumptions of certain products will also be estimated in the exposure measurement. The 6 interest rate shock scenarios include: (1) Parallel up; (2) Parallel down; (3) Steepener; (4) Flattener; (5) Short rates up; and (6) Short rates down.

財務報表附註 (續) Notes to the Financial Statements (continued)**4. 金融風險管理 (續) 4. Financial risk management (continued)****4.2 市場風險 (續)****(C) 利率風險 (續)**

在計算經濟價值的影響時，利息現金流的計算包含商業利潤及其他利差項目，並以無風險利率曲綫進行折現。當中主要行為假設包括：

(1) 部份港元及美元支票及儲蓄存款會以歷史數據設定核心穩定存款並套用較長利率敏感年期，其餘無到期日存款的利率敏感年期按隔夜計算。於2021年12月31日，港元及美元支票及儲蓄存款的平均年期分別為1.60個月及1.18個月，最長利率敏感年期為3個月。

(2) 對於提前提贖回權且無重大罰息的零售定期存款或定息放款會計算各組合的提前提贖回率。

各種貨幣間的合計方法參照監管規定的標準化框架，取6個利率震盪情景下合計經濟價值變動損失中最大的損失值。

4.2 Market risk (continued)**(C) Interest rate risk (continued)**

When calculating Δ EVE, commercial margins and other spread components are included in the cash flows and discounted by the risk-free rates. The key behavioural assumptions include:

(1) Part of the current account and savings account deposits ("CASA") in HKD and USD are classified into core stable deposit based on historical data which would be assigned a longer interest rate sensitive tenor while the interest rate sensitive tenor of other non-maturity deposits is considered as "Next day". As at 31 December 2021, the average interest rate sensitive tenors of HKD and USD CASA is 1.60 months and 1.18 months, and the longest interest rate sensitive tenor is 3 months.

(2) For retail term deposits and retail fixed rate loans subject to early redemption without significant penalty, early redemption rates are calculated under different portfolios.

Methods of aggregation across currencies strictly follow the IRRBB Standardised Framework. The aggregate EVE losses across all applicable currencies are calculated as the maximum loss across the six interest rate shock scenarios.

財務報表附註 (續) Notes to the Financial Statements (continued)

4. 金融風險管理 (續) 4. Financial risk management (continued)

4.2 市場風險 (續)

4.2 Market risk (continued)

(C) 利率風險 (續)

(C) Interest rate risk (continued)

		2021	
		經濟價值影響 ΔEVE	淨利息收入變動 ΔNII
		港幣千元 HK\$'000	港幣千元 HK\$'000
平行向上	Parallel up	5,328,957	(198,138)
平行向下	Parallel down	27,075	198,898
較傾斜	Steeper	1,006,962	不適用(N/A)
較橫向	Flattener	392,399	不適用(N/A)
短率上升	Short rate up	2,071,304	不適用(N/A)
短率下降	Short rate down	52,236	不適用(N/A)
最高	Maximum	5,328,957	198,898

		2020	
		經濟價值影響 ΔEVE	淨利息收入變動 ΔNII
		港幣千元 HK\$'000	港幣千元 HK\$'000
平行向上	Parallel up	3,739,133	(633,076)
平行向下	Parallel down	40,229	633,461
較傾斜	Steeper	865,250	不適用(N/A)
較橫向	Flattener	421,928	不適用(N/A)
短率上升	Short rate up	1,244,498	不適用(N/A)
短率下降	Short rate down	52,683	不適用(N/A)
最高	Maximum	3,739,133	633,461

註: 正值為負面影響

Remarks: Positive values indicate losses under the alternative scenarios.

於 2021 年 12 月 31 日，在利率曲線平行向下情況下，所有貨幣的淨利息收入影響為港幣 1.99 億元（2020 年：港幣 6.33 億元）。經濟價值的最大負面影響發生於利率曲線平行向上情況，經濟價值的影響為港幣 53.29 億元（2020 年：港幣 37.39 億元）。與 2020 年 12 月 31 日相比，本集團淨利息收入影響減少港幣 4.34 億元及經濟價值的最大負面影響增加港幣 15.9 億元，主要為投資定息債券。

As at 31 December 2021, the net interest income impact for all currencies is HK\$199 million (2020: HK\$633 million) under the interest rate parallel down scenario. The maximum negative impact on ΔEVE is HK\$5,329 million (2020: HK\$3,739 million) under the interest rate parallel up scenario. Compared with 31 December 2020, the Group's net interest income impact for all currencies is dropped by HK\$434 million and maximum negative impact on ΔEVE is increased by HK\$1,590 million with investment in fixed rate bond

財務報表附註（續） Notes to the Financial Statements (continued)

4. 金融風險管理（續） 4. Financial risk management (continued)

4.2 市場風險（續）

4.2 Market risk (continued)

(C) 利率風險（續）

(C) Interest rate risk (continued)

下表概述了本集團於12月31日之資產負債表內的利率風險承擔。表內以賬面值列示資產及負債，並按合約重訂息率日期或到期日（以較早者為準）分類。

The tables below summarise the Group's on-balance sheet exposure to interest rate risk as at 31 December. Included in the tables are the assets and liabilities at carrying amounts, categorised by the earlier of contractual repricing date and maturity date.

		2021						
		一至	三至			不計息		
一個月內	三個月	十二個月	一至五年	五年以上	Non-	總計		
Up to	1 to 3	3 to 12	1 to 5	Over	interest	Total		
1 month	months	months	years	5 years	bearing			
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
資產	Assets							
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	56,694,146	-	-	-	8,009,166	64,703,312	
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	-	2,348,982	335,159	-	-	2,684,141	
公允價值變化計入損益之金融資產	Financial assets at fair value through profit or loss	1,171,711	3,204,022	20,356,538	717,908	1,572,391	27,022,570	
衍生金融工具	Derivative financial instruments	-	-	-	-	834,964	834,964	
貸款及其他賬項	Advances and other accounts	207,311,188	34,988,959	27,285,396	17,456,525	4,995,297	- 292,037,365	
金融投資	Financial investments							
- 以公允價值變化計入其他全面收益	- At fair value through other comprehensive income	13,573,438	27,721,587	22,652,260	69,484,299	3,933,926	49,933 137,415,443	
- 以攤餘成本作計量	- At amortised cost	592,486	-	-	-	-	592,486	
投資物業	Investment properties	-	-	-	-	327,610	327,610	
物業、器材及設備	Properties, plant and equipment	-	-	-	-	8,759,766	8,759,766	
其他資產（包括遞延稅項資產）	Other assets (including deferred tax assets)	-	-	-	-	1,953,343	1,953,343	
資產總額	Total assets	279,342,969	68,263,550	70,629,353	87,658,732	8,929,223	21,507,173 536,331,000	

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.2 市場風險（續）
4.2 Market risk (continued)
(C) 利率風險（續）
(C) Interest rate risk (continued)

		2021						
		一至	三至			不計息		
		一個月內	三個月	十二個月	一至五年	五年以上	Non-	
		Up to	1 to 3	3 to 12	1 to 5	Over	interest	
		1 month	months	months	years	5 years	bearing	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
							總計	
							Total	
							港幣千元	
							HK\$'000	
負債	Liabilities							
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	10,306,919	3,567,781	5,175,149	-	-	2,604,123	21,653,972
公允價值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	2,275,979	1,880,607	2,258,726	-	-	-	6,415,312
衍生金融工具	Derivative financial instruments	-	-	-	-	-	814,670	814,670
客戶存款	Deposits from customers	187,501,013	87,730,545	85,248,950	7,431,476	61,257	15,808,145	383,781,386
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	2,308,085	5,906,494	5,372,701	18,167,947	-	-	31,755,227
其他賬項及準備（包括應付稅項及遞延稅項負債）	Other accounts and provisions (including current and deferred tax liabilities)	3,053,325	2,368,146	8,700,490	1,205,923	189,723	4,607,616	20,125,223
後償負債	Subordinated liabilities	-	-	-	-	5,451,286	-	5,451,286
負債總額	Total liabilities	205,445,321	101,453,573	106,756,016	26,805,346	5,702,266	23,834,554	469,997,076
利率敏感度缺口	Interest sensitivity gap	73,897,648	(33,190,023)	(36,126,663)	60,853,386	3,226,957	(2,327,381)	66,333,924

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.2 市場風險（續）
4.2 Market risk (continued)
(C) 利率風險（續）
(C) Interest rate risk (continued)

		2020						
		一 個月 內	一 至 三 個 月	三 至 十 二 個 月	一 至 五 年	五 年 以 上	不 計 息	總 計
		Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Non- interest bearing	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
資產	Assets							
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	52,778,399	-	-	-	-	5,394,911	58,173,310
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	-	337,676	218,303	-	-	-	555,979
公允價值變化計入損益之金融資產	Financial assets at fair value through profit or loss	1,498,520	3,874,604	17,540,189	-	-	-	22,913,313
衍生金融工具	Derivative financial instruments	-	-	-	-	-	1,031,063	1,031,063
貸款及其他賬項	Advances and other accounts	193,234,131	35,384,885	31,891,916	14,600,174	1,974,027	-	277,085,133
金融投資	Financial investments							
- 以公允價值變化計入其他全面收益	- At fair value through other comprehensive income	15,383,276	28,527,507	28,514,033	55,862,458	1,768,763	54,109	130,110,146
- 以攤餘成本作計量	- At amortised cost	-	-	2,779,095	-	-	-	2,779,095
投資物業	Investment properties	-	-	-	-	-	341,080	341,080
物業、器材及設備	Properties, plant and equipment	-	-	-	-	-	8,220,738	8,220,738
其他資產（包括遞延稅項資產）	Other assets (including deferred tax assets)	-	-	-	-	-	4,488,304	4,488,304
資產總額	Total assets	262,894,326	68,124,672	80,943,536	70,462,632	3,742,790	19,530,205	505,698,161

財務報表附註（續） Notes to the Financial Statements (continued)

4. 金融風險管理（續） 4. Financial risk management (continued)

4.2 市場風險（續）

4.2 Market risk (continued)

(C) 利率風險（續）

(C) Interest rate risk (continued)

		2020						
		一 至 一 個 月 內	一 至 三 個 月	三 至 十 二 個 月	一 至 五 年	五 年 以 上	不 計 息	
		Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Non- interest bearing	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
負債	Liabilities							
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	14,010,156	12,007,788	4,568,817	-	-	2,477,555	33,064,316
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	2,159,973	2,576,898	1,914,116	-	-	-	6,650,987
衍生金融工具	Derivative financial instruments	-	-	-	-	-	1,882,953	1,882,953
客戶存款	Deposits from customers	181,768,498	67,449,733	76,009,321	11,339,764	95,348	14,967,264	351,629,928
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	-	9,664,888	4,682,608	9,666,939	-	-	24,014,435
其他賬項及準備（包括應付稅項及遞延稅項負債）	Other accounts and provisions (including current and deferred tax liabilities)	3,157,297	3,719,697	5,855,254	1,418,081	22,155	5,838,947	20,011,431
後償負債	Subordinated liabilities	-	-	-	-	5,416,390	-	5,416,390
負債總額	Total liabilities	201,095,924	95,419,004	93,030,116	22,424,784	5,533,893	25,166,719	442,670,440
利率敏感度缺口	Interest sensitivity gap	61,798,402	(27,294,332)	(12,086,580)	48,037,848	(1,791,103)	(5,636,514)	63,027,721

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.2 市場風險（續）****(D) 基準利率改革**

於 2017 年 7 月，英國金融行為監管局宣佈將於 2021 年底終止目前廣泛使用的倫敦銀行同業拆息利率作為基準利率，引致倫敦銀行同業拆息利率過渡至無風險利率或替代基準利率。2021 年 3 月，英國金融行為監管局更宣佈 2021 年 12 月 31 日之後停止發佈 26 種倫敦銀行同業拆息利率基準，包括英鎊、瑞士法郎、歐元、日元，以及 1 星期和 2 個月美元利率基準。而餘下的美元倫敦銀行同業拆息利率基準將在 2023 年 6 月 30 日之後停止發佈。

集團於 2020 年制定了銀行同業拆息過渡計劃，並成立由風險總監作為主席的指導委員會來領導過渡計劃。指導委員會包括前台、中台和後台的高級代表。銀行同業拆息過渡計劃的管理監督由資產負債管理委員會和董事會執行。

銀行同業拆息過渡使本集團面臨各種風險，該項目正在密切管理和監視。這些風險包括但不限於以下風險：

- 因需對現行合同進行修改以符合銀行同業拆息過渡而與客戶和市場交易對手進行談判而產生的操守風險
- 因資產及負債不對稱採用基準利率而產生的基準風險

4.2 Market risk (continued)**(D) Interest rate benchmark reform**

In July 2017, the UK regulator, the Financial Conduct Authority (“FCA”) announced the discontinuation of a widely-used benchmark rate, the London Interbank Offered Rate (“LIBOR”), by end of 2021, leading to a transition of LIBOR to Risk-Free Rates (“RFRs”) or Alternative Reference Rates (“ARRs”). In March 2021, the FCA further announced that publication of 26 LIBOR settings would permanently be ceased, including British Pound (GBP), Swiss Franc (CHF), Euro (EUR), Japanese Yen (JPY) LIBOR settings and the 1-week and 2-month US Dollar (USD) LIBOR settings after 31 December 2021, while the remaining USD LIBOR settings would be ceased immediately after 30 June 2023.

The Group established its IBOR Transition Programme in 2020 and formed an IBOR Steering Committee, which is chaired by the Chief Risk Officer, to lead the Transition Programme. The Steering Committee comprises senior representatives across Front Office, Middle Office and Back Office. The management oversight of the Transition Programme is performed by the Asset and Liability Management Committee (“ALCO”) and the Board.

IBOR transition exposes the Group to various risks, which the Transition Programme is managing and monitoring closely. These risks include but are not limited to the following:

- Conduct risk arising from discussions with clients and market counterparties due to the amendments to existing contracts required under IBOR transition
- Basis risk arising from asymmetric adoption of benchmark rates across assets and liabilities

財務報表附註 (續) **Notes to the Financial Statements (continued)**

4. 金融風險管理 (續) 4. Financial risk management (continued)

4.2 市場風險 (續)

(D) 基準利率改革 (續)

- 因過渡銀行同業拆息導致擾亂市場，給本集團及其客戶帶來的財務風險
- 如銀行同業拆息過渡導致流動性減少和零風險利率缺乏流動性且不可觀察而產生市場信息的缺乏帶來的定價風險
- 因更改集團的資訊科技系統和流程而產生的操作風險，以及如果無法獲得銀行同業拆息基準而引致付款被中斷的風險
- 若本集團的對沖關係失效和由於金融工具過渡到零風險利率產生損益而導致的損益表波動帶來的會計風險

4.2 Market risk (continued)

(D) Interest rate benchmark reform (continued)

- Financial risk to the Group and its clients as markets are disrupted due to IBOR transition
- Pricing risk from potential lack of market information if liquidity in IBORs reduces and RFRs are illiquid and unobservable
- Operational risk arising from changes to the Group's IT systems and processes; and the risk of payments being disrupted if an IBOR ceases to be available
- Accounting risk if the Group's hedging relationships terminated and the Group experienced volatility in income statement caused by profit and loss arising from existing reference rate of financial instruments transiting to RFRs

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.2 市場風險（續）
4.2 Market risk (continued)
(D) 基準利率改革（續）
(D) Interest rate benchmark reform (continued)

下表概述了本集團截至 2021 年 12 月 31 日尚未過渡到無風險利率或替代基準利率的受利率基準改革影響的重大基準利率風險敞口。本集團已排除了與 2023 年 6 月 30 日之前到期以美元倫敦銀行同業拆息基準利率定價的金融工具，除以 1 星期和 2 個月的美元倫敦銀行同業拆息基準利率定價的金融工具，因為這些金融工具將與相關基準利率要求過渡前到期。

The table below provides an overview of the Group's exposures to significant IBORs subject to reform that have yet transitioned to RFRs or ARRs as at 31 December 2021. The Group has excluded financial instruments referenced to USD LIBOR maturing before 30 June 2023, except those referenced to 1-week and 2-month USD LIBOR, as those exposures will expire before a transition is required.

	歐元倫敦銀行同業拆借利率 EUR LIBOR 港幣千元 HK\$'000	美元倫敦銀行同業拆借利率 USD LIBOR 港幣千元 HK\$'000	英磅倫敦銀行同業拆借利率 GBP LIBOR 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
非衍生金融資產 Non-derivative financial assets				
以公允價值變化計入其他全面收益之金融資產 Financial assets at fair value through other comprehensive income	-	4,243,434	-	4,243,434
以攤餘成本計量的貸款 Loans and advances at amortised cost	190,405	20,554,817	720,344	21,465,566
	190,405	24,798,251	720,344	25,709,000

	美元倫敦銀行同業拆借利率 USD LIBOR 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
衍生品名義合約金額 Derivative notional contract amount		
場外外匯衍生品 OTC foreign exchange derivatives	779,690	779,690
場外利率衍生品 OTC interest rate derivatives	4,840,752	4,840,752
	5,620,442	5,620,442

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****(D) 基準利率改革（續）**

截至 2021 年 12 月 31 日，所有參考歐元、英鎊、日元、瑞士法郎以及 1 星期和 2 個月美元倫敦銀行同業拆息利率基準的既有合同都包含合適的後備方案，沒有剩餘“難以過渡的既有合同”。

對於以餘下的美元倫敦銀行同業拆息利率基準定價的既有合同，大部分敞口已包含合適的後備方案，而剩餘的既有合同的整改，主要是客戶貸款及貿易融資和債券，預計將於 2023 年 6 月底前完成。在銀行同業拆息利率過渡期間，本集團將繼續與客戶保持聯繫，以支持我們的客戶。

2021 年期間，就貸款產品，現有的循環貸款合同已隨著年審過進行過渡。剩餘的定期貸款和銀團貸款的過渡將於 2023 年 6 月底前完成。財資產品方面，債券和衍生工具如利率掉期的過渡也根據國際交換交易暨衍生性商品協會協議或清算所安排，於 2023 年 6 月底前完成。

4.2 Market risk (continued)**(D) Interest rate benchmark reform (continued)**

As at 31 December 2021, all legacy contracts referencing EUR, GBP, JPY, CHF, and 1-week and 2-month USD LIBOR settings have been remediated by including appropriate fallback in the contract, with no 'tough legacy' contracts remaining.

For legacy contracts referencing the remaining USD LIBOR settings, a majority of the exposures have already incorporated appropriate fallback, while the contract remediation of the remaining legacy contracts, mainly loans and advances to customers and bond, is expected to be completed by June 2023. The Group will continue the client outreach to support our clients during the IBOR transition.

During 2021, for loans product, migration has been started for revolving loans during annual reviews. Remaining migration on term loans and syndicated loans will be handled by June 2023. For treasury products, the migration on bonds and derivatives such as interest rate swaps will also be completed by June 2023 following the International Swaps and Derivatives Association (ISDA) protocol or clearing house arrangement.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****(D) 基準利率改革（續）**

本集團識別了過渡期間產生的主要風險，並通過銀行系統升級、客戶外展和合同整改、流程和模型變更、替代基準利率基準的產品開發、員工培訓和對銀行同業拆息過渡的管理監督等措施減低大部分風險。本集團亦積極與監管機構合作，以確保從倫敦銀行同業拆息利率順利過渡。

然而，由於本集團的主要利率基準風險承擔為美元倫敦銀行同業拆息利率。本集團仍將面臨預計於 2023 年 6 月終止的美元倫敦銀行同業拆息利率的既有合同的風險。本集團將繼續監控銀行同業拆息利率的過渡情況，以確保剩餘的倫敦銀行同業拆息利率基準成功過渡到至替代基準利率。

4.2 Market risk (continued)**(D) Interest rate benchmark reform (continued)**

The Group has identified major risks arising from the IBOR Transition and mitigated most of the risks by performing banking system upgrade, client outreach and contract remediation, process and model changes, development of new ARR products, staff training and frequent management oversight of the Transition Programme. The Group also engages actively with regulators to ensure a smooth transition from LIBOR.

However, since the Group's main interest rate benchmark exposure is USD LIBOR, the Group will still expose to risk due to USD LIBOR legacy contracts which are expected to demise from June 2023. The Group will continue monitoring IBOR transition to ensure the remaining LIBOR settings be successfully transited to ARRs.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險**

流動資金風險是指銀行因無法提供充裕資金以應對資產增加或履行到期義務，而可能要承受的不欲接受的損失。本集團遵循穩健的流動資金風險偏好，確保在正常情況或壓力情景下均有能力提供穩定、可靠和足夠的現金來源，滿足流動資金需求；在極端情景下無需借助金管局的流動性支持，累積的淨現金流為正值，可以保證基本生存期內的流動資金需要。

4.3 Liquidity risk

Liquidity risk is the risk that banks fail to provide sufficient funds to grow assets or pay due obligations, and need to bear an unacceptable loss. The Group maintains sound liquidity risk appetite to provide stable, reliable and adequate sources of cash to meet liquidity needs under normal circumstances or stressed scenarios; and to survive with net positive cumulative cash flow in extreme scenarios, without requesting the HKMA to act as the lender of last resort.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）**

本集團管理流動資金風險的目標，是按照流動資金風險偏好，以合理的成本有效管理資產負債表內及表外業務的流動性，實現穩健經營和持續盈利。本集團以客戶存款為主要的資金來源。為確保穩定和充足的資金來源，本集團積極吸納和穩定核心存款，並輔以同業市場拆入款項。本集團根據不同期限及壓力情景下的流動資金需求，安排資產組合的結構（包括貸款、債券投資及拆放同業等），保持充足的流動資產，以便提供足夠的流動資金支持正常業務需要，及在緊急情況下有能力以合理的成本及時籌集到資金，保證對外支付。本集團致力實現融資渠道和資金運用的多樣化，以避免資產負債過於集中，防止因資金來源或運用過於集中在某個方面，當其出現問題時，導致整個資金供應鏈斷裂，觸發流動資金風險。本集團制訂了集團內部流動資金風險管理指引，管理集團內各成員之間的流動資金，避免相互間在資金上過度依賴。本集團亦注重管理表外業務，如貸款承諾和衍生工具可能產生的流動資金風險。本集團的流動資金風險管理策略涵蓋了外幣資產負債流動管理、抵押品、即日流動性、集團內流動性以及其他風險引致的流動資金風險等，並針對流動資金風險制訂了應急計劃。

4.3 Liquidity risk (continued)

The Group's liquidity risk management objective is to effectively manage the liquidity of on- and off-balance sheet items with reasonable cost based on the liquidity risk appetite to achieve sound operation and sustainable profitability. Deposits from customers are the Group's primary source of funds. To ensure stable and sufficient source of funds are in place, the Group actively attracts new deposits, keeps the core deposit and obtains supplementary funding from the interbank market. According to different term maturities and the results of funding needs estimated from stressed scenarios, the Group adjusts its asset structure (including loans, bonds investment, interbank placement, etc.) to maintain sufficient liquid assets which provides adequate funds in support of normal business needs and ensure its ability to raise funds at a reasonable cost to serve external claims in case of emergency. The Group is committed to diversify the source of funds and the use of funds to avoid excessive concentration of assets and liabilities and prevent triggering liquidity risk due to the break of funding strand when problem occurred in one concentrated funding source. The Group has established intra-group liquidity risk management guideline to manage the liquidity funding among different entities within the Group, and to restrict their reliance of funding on each other. The Group also pays attention to manage liquidity risk created by off-balance sheet activities, such as loan commitments and derivatives. The Group has an overall liquidity risk management strategy to cover the liquidity management of foreign currency assets and liabilities, collateral, intra-day liquidity, intra-group liquidity, the liquidity risk arising from other risks, etc., and has formulated corresponding contingency plan.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）**

風險管理委員會是流動資金風險管理決策機構，並對流動資金風險承擔最終管理責任。風險管理委員會授權資產負債管理委員會管理日常的流動資金風險，確保本集團的業務經營符合風險委員會設定的流動資金風險偏好和政策規定。資產負債管理處主責本集團流動資金風險管理，它與金融市場部合作根據各自的職責分工協助資產負債管理委員會履行具體的流動資金管理職能。

本集團設定流動資金風險指標和限額，每日用來識別、計量、監測和控制流動資金風險，包括但不限於流動性覆蓋比率、穩定資金淨額比率、貸存比率、最大累計現金流出、流動性緩衝資產組合、以及存戶集中度限額等。本集團採用現金流量分析以評估本集團於正常情況下的流動資金狀況，並最少每月進行流動資金風險壓力測試（包括自身危機、市場危機情況及合併危機），評估本集團抵禦各種嚴峻流動資金危機的能力。本集團亦建立了資產負債管理系統，提供數據及協助編製常規管理報表，以管理好流動資金風險。

4.3 Liquidity risk (continued)

Risk Management Committee (“RMC”) is the decision-making authority of liquidity risk management, and assumes the ultimate responsibility of liquidity risk management. As authorised by RMC, the Asset and Liability Management Committee (“ALCO”) exercises its oversight of liquidity risk and ensures the daily operations of the Group are in accordance with risk appetite and policies as set by RMC. Asset and Liability Management Division is responsible for overseeing the Group’s liquidity risk. It cooperates with Financial Market Department to assist the ALCO to perform liquidity management functions according to their specific responsibilities.

The Group established liquidity risk management indicators and limits to identify, measure, monitor and control liquidity risk on daily basis. These indicators and limits include, but are not limited to liquidity coverage ratio (“LCR”), net stable funding ratio (“NSFR”), loan-to-deposit ratio, Maximum Cumulative Cash Outflow (“MCO”), liquidity buffer asset portfolio and depositor concentration limit. The Group applies cash flow analysis to assess the Group’s liquidity condition under normal conditions and also performs a liquidity stress test (including institution specific, general market crisis and combined crisis) at least on monthly basis to assess the Group’s capability to withstand various severe liquidity crises. Also, the Assets and Liabilities Management System is developed to provide data and the preparation for regular management reports to facilitate liquidity risk management duties.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）**

本集團根據金管局於2016年頒佈之監管政策手冊LM-2《穩健的流動資金風險管理系統及管控措施》中的要求，落實對現金流分析及壓力測試當中所採用的習性模型及假設，以強化本集團於日常及壓力情景下的現金流分析。在日常情況下的現金流分析，本集團對各項應用於表內（如客戶存款）及表外（如貸款承諾）項目作出假設。因應不同資產、負債及表外項目的特性，根據合約到期日、客戶習性假設及資產負債規模變化假設，以預測本集團的未來現金流量狀況。本集團設定「最大累計現金流出」指標，根據以上假設預測在日常情況下的未來30日之最大累計現金淨流出，以評估本集團的融資能力是否足以應付該現金流缺口，以達到持續經營的目的。於2021年12月31日，在沒有考慮出售未到期有價證券的現金流入之情況下，本銀行之30日累計現金流是淨流入，為港幣17,026,621,000元（2020年：港幣5,893,712,000元），符合內部限額要求。

4.3 Liquidity risk (continued)

In accordance with the requirements of Supervisory Policy Manual LM-2 "Sound Systems and controls for Liquidity Risk Management" issued by the HKMA in 2016, the Group has implemented behaviour model and assumptions of cash flow analysis and stress test to enhance the Group's cash flow analysis under both normal and stressed conditions. In cash flow analysis under normal circumstances, assumptions have been made relating to on-balance sheet items (such as deposits from customers) and off-balance sheet items (such as loan commitments). According to various characteristics of the assets, liabilities and off-balance sheet items, the Group forecasts the future cash flow based on contractual maturity date and the assumptions of customer behaviour and balance sheet changes. The Group establishes MCO indicator which predicts the future 30-day maximum cumulative net cash outflow in normal situations based on the above assumptions, to assess if the Group has sufficient financing capacity to meet the cash flow gap in order to achieve the objective of continuing operation. As at 31 December 2021, before taking the cash inflow through the sale of outstanding marketable securities into consideration, the Bank's 30-day cumulative cash flow was a net cash inflow amounting to HK\$17,026,621,000 (2020: HK\$5,893,712,000) and was in compliance with the internal limit requirements.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）**

在流動資金風險壓力測試中，本集團設立了自身危機、市場危機及合併危機情景，合併危機情景結合自身危機及市場危機，並採用一套更嚴謹的假設，以評估本集團於更嚴峻的流動資金危機情況下的抵禦能力。壓力測試的假設包括零售存款、批發存款及同業存款之流失率，貸款承擔及與貿易相關的或然負債之提取率，貸款逾期比例及滾動發放比率，同業拆出及有價證券的折扣率等。於2021年12月31日，本集團在以上三種壓力情景下都能維持正現金流，表示本集團有能力應付壓力情景下的融資需要。此外，本集團的管理政策要求本集團維持流動資金緩衝，當中包括的高質素或質素相若有價證券為由官方實體、中央銀行、公營單位或多邊發展銀行發行或擔保，而其風險權重為0%或20%，或由非金融企業發行或擔保，其外部信用評級相等於A-或以上，以確保在壓力情況下的資金需求。於2021年12月31日，本銀行流動資金緩衝（折扣前）為港幣44,050,883,000元（2020年：港幣41,405,089,000元）。應急計劃明確了需根據壓力測試結果和預警指標結果為啟動方案的條件，並詳述了相關行動計劃、程序以及各相關部門的職責。集團每年進行測試及更新，確保計劃的有效性及其操作可行性。

4.3 Liquidity risk (continued)

In the liquidity stress test, institution specific, general market crisis and combined crisis scenario has been set up, combined crisis scenario is a combination of institution specific and general market crisis to assess the Group's capability to withstand a more severe liquidity crisis, with a more stringent set of assumptions being adopted. Stress test assumptions include the run-off rate of retail, wholesale and interbank deposits; drawdown rate of loan commitments and trade-related contingent liabilities; delinquency ratio and rollover rate of customer loans; and haircut of interbank placement and marketable securities. As at 31 December 2021, the Group was able to maintain a positive cash flow under the three stressed scenarios, indicating the Group has the ability to meet financing needs under stressed conditions. In addition, the Group has a policy in place to maintain a liquidity cushion which includes high quality or comparable quality marketable securities issued or guaranteed by sovereigns, central banks, public sector entities or multilateral development banks with 0% or 20% risk weight or marketable securities issued or guaranteed by non-financial corporate with a corresponding external credit rating of A- or above to ensure funding needs even under stressed scenarios. As at 31 December 2021, the Bank's liquidity cushion (before haircut) was HK\$44,050,883,000 (2020: HK\$41,405,089,000). A contingency plan is being established which details the conditions to trigger the plan based on stress test results and early warning indicators, the action plans and relevant procedures and responsibility of various departments. The Group tests and updates the Plan annually to ensure its effectiveness and operational feasibility.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）**

流動性覆蓋比率是根據由 2015 年 1 月 1 日起生效的《銀行業（流動性）規則》計算，而穩定資金淨額比率於 2018 年 1 月 1 日起生效。本集團被金管局指定為第一類認可機構，並需要以綜合基礎計算。本集團須維持流動性覆蓋比率及穩定資金淨額比率不少於 100%。

當指標維持高於法定最低水平時，流動性覆蓋比率確保集團持有足夠流動性資產應對短期流動性壓力，而穩定資金淨額比率確保集團維持足夠的穩定資金來源以支持長期資產。

在部分衍生工具合約中，交易對手有權基於對集團的信用狀況的關注而向集團收取額外的抵押品。

4.3 Liquidity risk (continued)

The LCR is calculated in accordance with the Banking (Liquidity) Rules effective from 1 January 2015 and the NSFR is effective from 1 January 2018. The Group, being classified as category 1 authorised institution by the HKMA, is required to calculate LCR and NSFR on consolidated basis. The Group is required to maintain LCR and NSFR not less than 100%.

By maintaining a ratio in excess of minimum regulatory requirements, the LCR seeks to ensure that the Group holds adequate liquidity assets to mitigate a short-term liquidity stress and the NSFR ensures the Group maintaining sufficient stable funding sources to cover their long-term assets.

In certain derivative contracts, the counterparties have right to request from the Group additional collateral if they have concerns about the Group's creditworthiness.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）**

本集團對流動資金風險的管理，同時適用於新產品或新業務。在新產品或業務推出前，相關單位必須首先履行風險評估程序，包括評估潛在的流動資金風險，並考慮現行管理措施是否足夠控制相關風險。如果新產品或新業務可能對銀行流動資金風險形成重大影響，須上報風險管理委員會審批。

本集團制訂統一的流動資金風險管理政策，附屬銀行根據集團的統一政策，結合自身特點制訂具體的管理辦法，並承擔管理本機構流動資金風險的責任。主要附屬銀行獨立地履行日常風險管理職能，並定期向本集團管理層匯報。

有關流動性覆蓋比率及淨穩定資金比率披露的資料可於「未經審核之補充財務資料－1. 流動性覆蓋比率及淨穩定資金比率」及本銀行網頁 www.ncb.com.hk 中「監管披露」一節瀏覽。

4.3 Liquidity risk (continued)

The Group's liquidity risk management also covers new products or business developments. Before launching a new product or business, the relevant departments are required to go through a risk assessment process, which includes the assessment of underlying liquidity risk and consideration of the adequacy of the current risk management mechanism. Any material impact on liquidity risk noted during the risk assessment process will be reported to Risk Management Committee for approval.

The Group has established a set of uniform liquidity risk management policies. On the basis of the Group's uniform policy, the principal banking subsidiary develops its own liquidity management policies according to its own characteristics, and assumes its own liquidity risk management responsibility, executes its daily risk management processes independently, and reports to the Group's Management on a regular basis.

The information of liquidity coverage ratio and net stable funding ratio disclosures are available under "Unaudited Supplementary Financial Information – 1. Liquidity Coverage Ratio and Net Stable Funding Ratio" and section "Regulatory Disclosures" on the Bank's website at www.ncb.com.hk.

財務報表附註 (續) Notes to the Financial Statements (continued)

4. 金融風險管理 (續) 4. Financial risk management (continued)

4.3 流動資金風險 (續)

4.3 Liquidity risk (continued)

(A) 到期日分析

(A) Maturity analysis

下表為本集團於12月31日之資產及負債的到期日分析，按於結算日時，資產及負債相距合約到期日的剩餘期限分類。

The tables below analyse the Group's assets and liabilities as at 31 December into relevant maturity groupings based on the remaining period at balance sheet date to the contractual maturity date.

		2021							
		即期	一個月內	一至三個月	三至十二個月	一至五年	五年以上	不確定日期	總計
		On demand	Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Indefinite	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
資產	Assets								
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	30,350,521	34,352,791	-	-	-	-	-	64,703,312
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	-	-	2,348,982	335,159	-	-	-	2,684,141
公允值變化計入損益之金融資產	Financial assets at fair value through profit or loss								
- 交易性	- Trading								
- 債務證券	- Debt securities	-	725,985	2,548,381	3,977,960	-	-	-	7,252,326
- 強制性以公允值變化計入損益，非交易性	- Mandatorily measured at fair value through profit or loss, non trading								
- 債務證券	- Debt securities	-	10,418	-	-	717,908	-	31,272	759,598
- 其他	- Others	-	404,036	655,641	16,378,578	-	-	-	17,438,255
- 股份證券	- Equity securities	-	-	-	-	-	-	1,572,391	1,572,391
衍生金融工具	Derivative financial instruments	263,240	128,075	64,345	104,413	272,179	2,712	-	834,964
貸款及其他賬項	Advances and other accounts								
- 客戶貸款	- Advances to customers	30,173,136	8,102,517	17,691,913	51,391,375	120,475,479	63,191,634	523,791	291,549,845
- 貿易票據	- Trade bills	6	363,785	123,729	-	-	-	-	487,520
金融投資	Financial investments								
- 以公允值變化計入其他全面收益	- At fair value through other comprehensive income								
- 債務證券	- Debt securities	-	4,273,174	13,717,658	25,091,880	87,316,854	3,954,302	-	134,353,868
- 存款證	- Certificates of deposit	-	689	310,252	1,646,884	1,053,817	-	-	3,011,642
- 以攤銷成本作計量	- At amortised cost								
- 其他	- Others	-	-	-	-	-	-	592,486	592,486
- 股份證券	- Equity securities	-	-	-	-	-	-	49,933	49,933
投資物業	Investment properties	-	-	-	-	-	-	327,610	327,610
物業、器材及設備	Properties, plant and equipment	-	-	-	-	-	-	8,759,766	8,759,766
其他資產 (包括遞延稅項資產)	Other assets (including deferred tax assets)	1,133,090	396,585	20,573	(11,849)	383,427	-	31,517	1,953,343
資產總額	Total assets	61,919,993	48,758,055	37,481,474	98,914,400	210,219,664	67,148,648	11,888,766	536,331,000

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.3 流動資金風險 (續) 4.3 Liquidity risk (continued)
(A) 到期日分析 (續) (A) Maturity analysis (continued)

		2021							
		即期	一個月內	一至三個月	三至十二個月	一至五年	五年以上	不確定日期	總計
		On demand	Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Indefinite	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
負債	Liabilities								
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	3,595,374	9,315,668	3,567,781	5,175,149	-	-	-	21,653,972
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	-	2,275,979	1,880,607	2,258,726	-	-	-	6,415,312
衍生金融工具	Derivative financial instruments	93,532	62,803	142,239	103,853	412,243	-	-	814,670
客戶存款	Deposits from customers	143,759,694	58,527,212	87,730,380	86,224,547	7,478,296	61,257	-	383,781,386
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	895	2,307,190	5,906,494	5,372,701	18,167,947	-	-	31,755,227
其他賬項及準備 (包括應付稅項及遞延稅項負債)	Other accounts and provisions (including current and deferred tax liabilities)	4,712,123	1,729,993	2,430,703	8,943,987	2,093,446	189,723	25,248	20,125,223
後償負債	Subordinated liabilities	-	-	-	-	-	5,451,286	-	5,451,286
負債總額	Total liabilities	152,161,618	74,218,845	101,658,204	108,078,963	28,151,932	5,702,266	25,248	469,997,076
流動資金缺口	Net liquidity gap	(90,241,625)	(25,460,790)	(64,176,730)	(9,164,563)	182,067,732	61,446,382	11,863,518	66,333,924

財務報表附註 (續) Notes to the Financial Statements (continued)

4. 金融風險管理 (續) 4. Financial risk management (continued)

4.3 流動資金風險 (續) 4.3 Liquidity risk (continued)

(A) 到期日分析 (續) (A) Maturity analysis (continued)

		2020							
		即期	一個月內	一至三個月	三至十二個月	一至五年	五年以上	不確定日期	總計
		On demand	Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Indefinite	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
資產	Assets								
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	27,565,169	30,608,141	-	-	-	-	-	58,173,310
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	-	-	337,676	218,303	-	-	-	555,979
公允價值變化計入損益之金融資產	Financial assets at fair value through profit or loss								
- 交易性	- Trading								
- 債務證券	- Debt securities	-	-	2,739,339	3,758,420	-	-	-	6,497,759
- 強制性以公允價值變化計入損益，非交易性	- Mandatorily measured at fair value through profit or loss, non trading								
- 其他	- Others	-	1,498,520	1,135,265	13,781,769	-	-	-	16,415,554
衍生金融工具	Derivative financial instruments	266,944	98,118	154,500	385,639	125,862	-	-	1,031,063
貸款及其他賬項	Advances and other accounts								
- 客戶貸款	- Advances to customers	27,085,817	5,688,998	24,194,159	47,302,076	115,168,007	56,624,608	631,106	276,694,771
- 貿易票據	- Trade bills	6	112,788	262,373	15,195	-	-	-	390,362
金融投資	Financial investments								
- 以公允價值變化計入其他全面收益	- At fair value through other comprehensive income								
- 債務證券	- Debt securities	-	5,098,969	10,971,693	26,019,602	76,552,439	1,792,106	-	120,434,809
- 存款證	- Certificates of deposit	-	1,150,375	4,243,333	3,319,765	907,755	-	-	9,621,228
- 以攤餘成本作計量	- At amortised cost								
- 債務證券	- Debt securities	-	-	-	1,768,208	-	-	-	1,768,208
- 存款證	- Certificates of deposit	-	1,006	-	115,774	-	-	-	116,780
- 其他	- Others	-	-	-	894,107	-	-	-	894,107
- 股份證券	- Equity securities	-	-	-	-	-	-	54,109	54,109
投資物業	Investment properties	-	-	-	-	-	-	341,080	341,080
物業、器材及設備	Properties, plant and equipment	-	-	-	-	-	-	8,220,738	8,220,738
其他資產 (包括遞延稅項資產)	Other assets (including deferred tax assets)	2,694,513	1,261,574	30,083	105,781	365,301	-	31,052	4,488,304
資產總額	Total assets	57,612,449	45,518,489	44,068,421	97,684,639	193,119,364	58,416,714	9,278,085	505,698,161

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.3 流動資金風險 (續) 4.3 Liquidity risk (continued)
(A) 到期日分析 (續) (A) Maturity analysis (continued)

		2020							
		即期	一個月內	一至三個月	三至十二個月	一至五年	五年以上	不確定日期	總計
		On demand	Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Indefinite	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
負債	Liabilities								
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	3,136,326	13,351,254	12,007,919	4,568,817	-	-	-	33,064,316
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	-	2,159,973	2,576,898	1,914,116	-	-	-	6,650,987
衍生金融工具	Derivative financial instruments	87,292	374,686	334,686	597,326	487,056	1,907	-	1,882,953
客戶存款	Deposits from customers	135,638,027	61,105,318	67,449,562	76,002,051	11,339,622	95,348	-	351,629,928
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	139,761	119,247	2,065,633	8,022,045	13,667,749	-	-	24,014,435
其他賬項及準備 (包括應付稅項及遞延稅項負債)	Other accounts and provisions (including current and deferred tax liabilities)	5,541,771	1,879,592	3,956,498	6,263,966	2,191,071	155,092	23,441	20,011,431
後償負債	Subordinated liabilities	-	-	-	-	-	5,416,390	-	5,416,390
負債總額	Total liabilities	144,543,177	78,990,070	88,391,196	97,368,321	27,685,498	5,668,737	23,441	442,670,440
流動資金缺口	Net liquidity gap	(86,930,728)	(33,471,581)	(44,322,775)	316,318	165,433,866	52,747,977	9,254,644	63,027,721

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）****(A) 到期日分析（續）**

本集團將逾期不超過 1 個月之資產，例如貸款及債務證券列為「即期」資產。對於按不同款額或分期償還之資產，只有該資產中實際逾期之部分被視作逾期。其他未到期之部分仍繼續根據剩餘期限分類，但假若對該資產之償還存有疑慮，則將該等款項列為「不確定日期」。上述列示之資產已扣除任何相關準備（如有）。

按尚餘到期日對債務證券之分析不代表此等證券將持有至到期日。

4.3 Liquidity risk (continued)**(A) Maturity analysis (continued)**

The Group has reported assets such as advances and debt securities which have been overdue for not more than one month as "On demand". In the case of an asset that is repayable by different payments or instalments, only that portion of the asset that is actually overdue is reported as overdue. Any part of the asset that is not due is reported according to the residual maturity unless the repayment of the asset is in doubt in which case the amount is reported as "Indefinite". The above assets are stated after deduction of provisions, if any.

The analysis of debt securities by remaining period to maturity does not imply that the securities will be held to maturity.

財務報表附註 (續) Notes to the Financial Statements (continued)

4. 金融風險管理 (續) 4. Financial risk management (continued)

4.3 流動資金風險 (續)

(B) 按合約到期日分析 之未折現現金流

(a) 非衍生工具之現金流

下表概述了本集團於12月31日之非衍生金融負債以剩餘合約到期日列示之現金流。

4.3 Liquidity risk (continued)

(B) Analysis of undiscounted cash flows by contractual maturities

(a) Non-derivative cash flows

The tables below summarise the cash flows of the Group as at 31 December for non-derivative financial liabilities by remaining contractual maturity.

		2021						
		一至 一個月內 Up to 1 month	三至 三個月 1 to 3 months	三至 十二個月 3 to 12 months	一至五年 1 to 5 years	五年以上 Over 5 years	不確定 日期 Indefinite	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融負債	Financial liabilities							
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	12,913,316	3,574,153	5,191,304	-	-	-	21,678,773
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	2,276,000	1,881,000	2,261,000	-	-	-	6,418,000
客戶存款	Deposits from customers	202,445,411	88,171,263	87,412,901	8,340,985	61,257	-	386,431,817
已發行債券證券及存款證	Debt securities and certificates of deposit in issue	2,324,771	6,143,832	5,554,850	19,921,090	-	-	33,944,543
後償負債	Subordinated liabilities	-	-	207,398	829,590	6,049,858	-	7,086,846
其他金融負債	Other financial liabilities	5,625,939	2,385,060	8,721,090	1,207,725	189,723	18,898	18,148,435
金融負債總額	Total financial liabilities	225,585,437	102,155,308	109,348,543	30,299,390	6,300,838	18,898	473,708,414
		2020						
		一至 一個月內 Up to 1 month	三至 三個月 1 to 3 months	三至 十二個月 3 to 12 months	一至五年 1 to 5 years	五年以上 Over 5 years	不確定 日期 Indefinite	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融負債	Financial liabilities							
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	16,498,604	12,024,268	4,577,299	-	-	-	33,100,171
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	2,160,000	2,577,000	1,914,500	-	-	-	6,651,500
客戶存款	Deposits from customers	196,887,366	67,954,496	77,757,984	12,341,969	95,705	-	355,037,520
已發行債券證券及存款證	Debt securities and certificates of deposit in issue	274,734	2,105,599	8,593,438	14,730,677	-	-	25,704,448
後償負債	Subordinated liabilities	-	-	206,191	824,765	6,217,672	-	7,248,628
其他金融負債	Other financial liabilities	6,721,793	3,723,043	5,863,079	1,287,821	155,092	22,345	17,773,173
金融負債總額	Total financial liabilities	222,542,497	88,384,406	98,912,491	29,185,232	6,468,469	22,345	445,515,440

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）****(B) 按合約到期日分析
之未折現現金流
（續）****(b) 衍生工具之現金
流**

下表概述了本集團於 12 月 31 日以剩餘合約到期日列示之現金流，包括按淨額基準結算之衍生金融負債，及所有按總額基準結算之衍生金融工具（不論有關合約屬資產或負債）。除部分衍生工具以公允值列示外，下表披露的其他金額均為未經折現的合同現金流。

本集團按淨額基準結算之衍生金融工具主要包括利率掉期及外匯交易期權（不交收），而按總額基準結算之衍生金融工具主要包括貨幣遠期及貨幣掉期。

4.3 Liquidity risk (continued)**(B) Analysis of undiscounted cash flows by contractual maturities (continued)****(b) Derivative cash flows**

The tables below summarise the cash flows of the Group by remaining contractual maturity as at 31 December for derivative financial liabilities that will be settled on a net basis, together with all derivative financial instruments that will be settled on a gross basis regardless of whether the contract is in an asset or liability position. The amounts disclosed in the tables are the contractual undiscounted cash flows, except for certain derivatives which are disclosed at fair value.

The Group's derivative financial instruments that will be settled on a net basis mainly include interest rate swaps and foreign exchange options (non-deliverable) whereas derivative financial instruments that will be settled on a gross basis mainly include currency forwards and currency swaps.

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.3 流動資金風險 (續)
**(B) 按合約到期日分析
之未折現現金流
(續)**
**(b) 衍生工具之現金
流 (續)**
4.3 Liquidity risk (continued)
(B) Analysis of undiscounted cash flows by contractual maturities (continued)
(b) Derivative cash flows (continued)

		2021					
		一至 一個月內 Up to 1 month	一至 三個月 1 to 3 months	三至 十二個月 3 to 12 months	一至五年 1 to 5 years	五年以上 Over 5 years	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
按淨額基準結 算之衍生金 融負債	Derivative financial liabilities settled on a net basis	(95,982)	(2,443)	(57,342)	(240,097)	-	(395,864)
按總額基準結 算之衍生金 融工具	Derivative financial instruments settled on a gross basis						
總流入	Total inflow	22,662,915	17,957,415	9,262,226	1,101,284	1,086,109	52,069,949
總流出	Total outflow	(22,588,902)	(18,017,086)	(9,256,109)	(1,101,284)	(1,086,109)	(52,049,490)
		2020					
		一至 一個月內 Up to 1 month	一至 三個月 1 to 3 months	三至 十二個月 3 to 12 months	一至五年 1 to 5 years	五年以上 Over 5 years	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
按淨額基準結 算之衍生金 融負債	Derivative financial liabilities settled on a net basis	(93,648)	(9,546)	(53,811)	(122,757)	(290)	(280,052)
按總額基準結 算之衍生金 融工具	Derivative financial instruments settled on a gross basis						
總流入	Total inflow	20,162,296	16,529,023	19,825,166	-	-	56,516,485
總流出	Total outflow	(20,446,247)	(16,748,791)	(20,071,073)	-	-	(57,266,111)

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）****(B) 按合約到期日分析
之未折現現金流
（續）****(c) 資產負債表外
項目****貸款承擔**

有關本集團於2021年12月31日向客戶承諾延長信貸及其他融資之表外金融工具，其合約金額為港幣134,755,362,000元（2020年：港幣127,569,218,000元），此等貸款承擔可於一年內提取。

**財務擔保及其他
財務融資**

本集團於2021年12月31日之財務擔保及其他財務融資金額為港幣52,037,217,000元（2020年：港幣33,002,671,000元），其到期日少於一年。

4.3 Liquidity risk (continued)**(B) Analysis of undiscounted cash flows by contractual maturities (continued)****(c) Off-balance sheet items****Loan commitments**

The contractual amounts of the Group's off-balance sheet financial instruments as at 31 December 2021 that the Group commits to extend credit to customers and other facilities totalled HK\$134,755,362,000 (2020: HK\$127,569,218,000). Those loan commitments can be drawn within one year.

Financial guarantees and other financial facilities

Financial guarantees and other financial facilities of the Group as at 31 December 2021 totalled HK\$52,037,217,000 (2020: HK\$33,002,671,000) are maturing no later than one year.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.4 資本管理**

本集團資本管理的主要目標是維持與集團整體風險狀況相稱的資本充足水平，同時為股東帶來最大回報。資產負債管理委員會定期檢討本集團資本結構，並在需要時進行調整以保持風險、回報與資本充足性的最佳平衡。

本集團已經建立並維持一套有效的資本管理政策和調控機制。此套機制保證集團在支持業務發展的同時，滿足法定資本充足率的要求。資產負債管理委員會負責監控集團的資本充足性。本集團在報告時段內就銀行業務符合各項金管局的法定資本規定，詳述如下：

4.4 Capital management

The major objective of the Group's capital management is to maximise total shareholders' return while maintaining a capital adequacy position in relation to the Group's overall risk profile. The ALCO periodically reviews the Group's capital structure and adjusts the capital mix where appropriate to maintain an optimal balance among risk, return and capital adequacy.

The Group has developed and maintained a sound framework of policies and controls on capital management to support the development of the Group's business and to meet the statutory capital adequacy ratio. The ALCO monitors the Group's capital adequacy. The Group has complied with all the statutory capital requirements of the HKMA for the reported periods in respect of banking operation as further elaborated below.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.4 資本管理（續）**

本集團採用標準（信用風險）計算法及標準（市場風險）計算法分別計算信用風險資本要求及市場風險資本要求。

本集團採用標準信貸估值調整方法計算具有信貸估值調整風險的交易對手資本要求及標準（業務操作風險）計算法計算操作風險資本要求，並根據《銀行業（資本）規則》第 317C 條獲金管局批准豁免計算結構性外匯敞口產生的市場風險資本要求。

本集團於 2021 年採用內部資本充足評估程序以符合金管局監管政策手冊「監管審查程序」內的要求。按金管局對第二支柱的指引，內部資本充足評估程序主要用以評估在第一支柱下未有涵蓋或充分涵蓋的重大風險所需的額外資本，從而設定本集團最低普通股權一級資本比率、最低一級資本比率及最低總資本比率。同時，本集團亦就前述的資本比率設定了運作區間，以支持業務發展需要及促進資本的有效運用。本集團認為內部資本充足評估程序是一個持續的資本管理過程，並會因應自身的整體風險狀況而定期重檢及按需要調整其資本結構。

4.4 Capital management (continued)

The Group adopts standardised (credit risk) (“STC”) approach and standardised (market risk) (“STM”) approach to calculate the credit risk capital charge and the market risk capital charge respectively.

The Group adopts the standardised credit valuation adjustment (“CVA”) method to calculate the capital charge for the CVA risk of the counterparty and the standardised (operational risk) (“STO”) approach to calculate the operational risk capital charge and, with the approval from the HKMA, excluded its structural FX positions pursuant to section 317C of the Banking (Capital) Rules in the calculation of the market risk capital charge.

The Group adopts an internal capital adequacy assessment process (“ICAAP”) to comply with the HKMA’s requirements in the Supervisory Policy Manual “Supervisory Review Process” in 2021. Based on the HKMA’s guidelines on Pillar II, ICAAP has been initiated to assess the extra capital needed to cover the material risks not captured or not adequately captured under Pillar I, and therefore minimum Common Equity Tier 1 capital ratio, minimum Tier 1 capital ratio and minimum Total capital ratio are determined. Meanwhile, operating ranges for the aforementioned capital ratios have also been established which enable the flexibility for future business growth and efficiency of capital utilisation. The Group considers this ICAAP as an on-going process for capital management and periodically reviews and adjusts its capital structure where appropriate in relation to the overall risk profile.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.4 資本管理（續）**

此外，本集團每年制定年度資本規劃，由資產負債管理委員會審議後呈董事會批准。資本規劃從業務策略、股東回報、風險偏好、信用評級、監管要求等多維度評估對資本充足性的影響，從而預測未來資本需求及資本來源，以保障集團能維持良好的資本充足性及資本組合結構，配合業務發展，保持風險、回報與資本充足性的最佳平衡。

(A) 監管綜合基礎

監管規定的綜合基礎乃根據《銀行業（資本）規則》由本銀行及其部分金管局指定之附屬公司組成。在會計處理方面，則按照香港財務報告準則綜合附屬公司，其名單載於「附錄－本銀行之附屬公司」。

4.4 Capital management (continued)

In addition, the capital plan of the Group is drawn up annually and then submitted to the Board for approval after endorsement of the ALCO. The plan is built up by assessing the implications of various factors upon capital adequacy such as the business strategies, return on equity, risk appetite, credit rating, as well as regulatory requirements. Hence, the future capital requirement is determined and capital sources are identified also. The plan is to ensure the Group maintains adequate capital and appropriate capital structure which align with its business development needs, thereby achieving an optimal balance among risk, return and capital adequacy.

(A) Basis of regulatory consolidation

The consolidation basis for regulatory purposes comprises the positions of the Bank and certain subsidiaries specified by the HKMA in accordance with the Banking (Capital) Rules. For accounting purposes, subsidiaries are consolidated in accordance with HKFRSs and the list of subsidiaries is set out in "Appendix – Subsidiaries of the Bank".

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.4 資本管理（續）
4.4 Capital management (continued)
(A) 監管綜合基礎（續）
(A) Basis of regulatory consolidation (continued)

包括在會計準則綜合範圍，而不包括在監管規定綜合範圍內的附屬公司之詳情如下：

The particulars of subsidiaries which are included within the accounting scope of consolidation but not included within the regulatory scope of consolidation are as follows:

名稱	Name	2021		2020	
		資產總額	資本總額	資產總額	資本總額
		Total assets	Total equity	Total assets	Total equity
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
南洋商業銀行信託有限公司	Nanyang Commercial Bank Trustee Limited	16,807	16,698	16,746	16,637
廣利南投資管理有限公司	Kwong Li Nam Investment Agency Limited	4,724	4,585	4,914	4,561
南洋商業銀行（代理人）有限公司	Nanyang Commercial Bank (Nominees) Limited	1,430	1,430	1,441	1,441
南商財富管理顧問有限公司*	NCB Wealth Management Advisor Limited*	5,117	4,981	1,777	1,610

*該子公司為 2021 年新收購，比較數據以收購前數據為準

*This subsidiary was newly acquired in 2021, the comparative figures are based on the pre-acquisition data

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.4 資本管理（續）
4.4 Capital management (continued)
(A) 監管綜合基礎（續）
(A) Basis of regulatory consolidation (continued)

以上附屬公司的主要業務載於「附錄一本銀行之附屬公司」。

The principal activities of the above subsidiaries are set out in “Appendix – Subsidiaries of the Bank”.

於 2021 年 12 月 31 日，並無任何附屬公司只包括在監管規定綜合範圍，而不包括在會計準則綜合範圍（2020 年：無）。

There were no subsidiaries which are included within the regulatory scope of consolidation but not included within the accounting scope of consolidation as at 31 December 2021 (2020: Nil).

於 2021 年 12 月 31 日，亦無任何附屬公司同時包括在會計準則和監管規定綜合範圍而使用不同綜合方法（2020 年：無）。

Neither were there any subsidiaries which are included within both the accounting scope of consolidation and the regulatory scope of consolidation where the methods of consolidation differ as at 31 December 2021 (2020: Nil).

(B) 資本比率
(B) Capital ratio

		<u>2021</u>	<u>2020</u>
普通股權一級資本比率	CET1 capital ratio	<u>12.54%</u>	12.89%
一級資本比率	Tier 1 capital ratio	<u>15.02%</u>	<u>15.61%</u>
總資本比率	Total capital ratio	<u>18.46%</u>	19.26%

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.4 資本管理 (續)
(B) 資本比率 (續)

用於計算以上資本比率之扣減後的綜合資本基礎分析如下：

4.4 Capital management (continued)
(B) Capital ratio (continued)

The consolidated capital base after deductions used in the calculation of the above capital ratios is analysed as follows:

	2021	2020
	港幣千元	港幣千元
	HK\$'000	HK\$'000
普通股權一級資本：票據及儲備		
直接發行的合資格普通股權一級資本票據	3,144,517	3,144,517
保留溢利	43,323,642	40,738,381
已披露的儲備	10,542,440	9,821,320
監管扣減之前的普通股權一級資本	57,010,599	53,704,218
普通股權一級資本：監管扣減		
估值調整	(91)	(118)
已扣除遞延稅項負債的遞延稅項資產	(352,791)	(430,257)
按公平價值估值的負債因本身的信用風險變動所產生的損益	(940)	(2,133)
因土地及建築物（自用及投資用途）進行價值重估而產生的累積公平價值收益	(6,862,754)	(6,781,431)
一般銀行業務風險監管儲備	(2,636,044)	(2,453,479)
對普通股權一級資本的監管扣減總額	(9,852,620)	(9,667,418)
普通股權一級資本	47,157,979	44,036,800
額外一級資本	9,314,890	9,314,890

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.4 資本管理（續）
4.4 Capital management (continued)
(B) 資本比率（續）
(B) Capital ratio (continued)

		<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
一級資本	Tier 1 capital	<u>56,472,869</u>	<u>53,351,690</u>
二級資本：票據及準備金 合資格二級資本票據加 任何相關股份溢價 合資格計入二級資本的 集體減值備抵及一般 銀行風險監管儲備	Tier 2 capital: instruments and provisions Qualifying Tier 2 capital instruments plus any related share premium Collective impairment allowances and regulatory reserve for general banking risks eligible for inclusion in Tier 2 capital	<u>5,427,666</u>	5,392,907
監管扣減之前的二級資本	Tier 2 capital before regulatory deductions	<u>9,841,534</u>	<u>9,413,838</u>
二級資本：監管扣減 加回合資格計入二級資 本的因對土地及建築 物（自用及投資用途） 進行價值重估而產生 的累積公平價值收益	Tier 2 capital: regulatory deductions Add back of cumulative fair value gains arising from the revaluation of land and buildings (own-use and investment properties) eligible for inclusion in Tier 2 capital	<u>3,088,239</u>	3,051,644
對二級資本的監管扣減 總額	Total regulatory deductions to Tier 2 capital	<u>3,088,239</u>	<u>3,051,644</u>
二級資本	Tier 2 capital	<u>12,929,773</u>	<u>12,465,482</u>
總資本	Total capital	<u>69,402,642</u>	<u>65,817,172</u>
防護緩衝資本比率分析如 下：	The capital buffer ratios are analysed as follows:		
		於 2021 年 12 月 31 日 At 31 December <u>2021</u>	於 2020 年 12 月 31 日 At 31 December <u>2020</u>
防護緩衝資本比率	Capital conservation buffer ratio	<u>2.5%</u>	<u>2.5%</u>
逆周期緩衝資本比率	Countercyclical capital buffer ratio	<u>0.60%</u>	<u>0.61%</u>

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.4 資本管理（續）****(B) 資本比率（續）**

根據《銀行業（資本）規則》，引入防護緩衝資本（「CCB 比率」），目的是確保銀行在受壓期外，建立風險加權資產之 2.5% 之資本。逆周期緩衝資本（「CCyB 比率」）是由個別司法管轄區設置，用以在信貸增長過度時期抵禦未來的損失。香港金融管理局公佈香港地區適用的逆周期緩衝資本由 2020 年 3 月 16 日起及於 2021 年 10 月 28 日維持為風險加權資產之 1.00%。

有關資本披露的補充資料可於本銀行網頁 www.ncb.com.hk 中「監管披露」一節瀏覽。

4.4 Capital management (continued)**(B) Capital ratio (continued)**

In accordance with the Banking (Capital) Rules, the Capital Conservation Buffer (“CCB”) is designed to ensure banks build up capital outside periods of stress of 2.5% of risk-weighted assets (“RWAs”). The Countercyclical Capital Buffer (“CCyB”) which is set on an individual country basis and is built up during periods of excess credit growth to protect against future losses. The HKMA announced that the CCyB for Hong Kong is 1.00% of RWAs from 16 March 2020 and announced it remains unchanged on 28 October 2021 respectively.

The additional information of capital disclosures is available under section “Regulatory Disclosures” on the Bank’s website at www.ncb.com.hk.

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.4 資本管理（續）
4.4 Capital management (continued)
(C) 槓桿比率
(C) Leverage ratio

		<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
一級資本	Tier 1 capital	<u>56,472,869</u>	<u>53,351,690</u>
槓桿比率風險承擔	Leverage ratio exposure	<u>582,164,898</u>	<u>533,313,515</u>
槓桿比率	Leverage ratio	<u>9.70%</u>	<u>10.00%</u>

有關槓桿比率披露的補充資料可於本銀行網頁 www.ncb.com.hk 中「監管披露」一節瀏覽。

The additional information of leverage ratio disclosures is available under section "Regulatory Disclosures" on the Bank's website at www.ncb.com.hk.

財務報表附註（續） Notes to the Financial Statements (continued)

5. 資產和負債的公允值 5. Fair values of assets and liabilities

所有以公允值計量或在財務報表內披露的資產及負債，均按香港財務報告準則第13號「公允值計量」的定義，於公允值層級表內分類。該等分類乃參照估值方法所採用的因素之可觀察性及重大性，並基於對整體公允值計量有重大影響之最低層級因素來釐定：

- 第一層級：相同資產或負債在活躍市場中的報價（未經調整）。此層級包括上市股份證券、部分政府發行的債務工具、若干場內交易的衍生合約及貴金屬。
- 第二層級：乃基於估值技術所採用的最低層級因素（同時需對整體公允值計量有重大影響）可被直接或間接地觀察。此層級包括大部分場外交易的衍生合約、從估值服務供應商獲取價格的債務證券及存款證。同時亦包括對可觀察的市場因素進行了不重大調整的貴金屬及物業。
- 第三層級：乃基於估值技術所採用的最低層級因素（同時需對整體公允值計量有重大影響）屬不可被觀察。此層級包括有重大不可觀察因素的股權投資、債務工具、轉貼現及福費廷。同時亦包括對可觀察的市場因素進行了重大調整的物業。

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy as defined in HKFRS 13, "Fair value measurement". The categorisation are determined with reference to the observability and significance of the inputs used in the valuation methods and based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: based on quoted prices (unadjusted) in active markets for identical assets or liabilities. This category includes listed equity shares, debt instruments issued by certain governments, certain exchange-traded derivative contracts and precious metals.
- Level 2: based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly. This category includes majority of the OTC derivative contracts, debt securities and certificates of deposit with quote from pricing services vendors. It also includes precious metals and properties with insignificant adjustments made to observable market inputs.
- Level 3: based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. This category includes equity investment, debt instruments, rediscounted bills and forfeiting with significant unobservable components. It also includes properties with significant adjustments made to observable market inputs.

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允價值 (續) 5. Fair values of assets and liabilities (continued)**

對於以重複基準確認於財務報表的資產及負債，本集團會於每一財務報告週期的結算日重新評估其分類（基於對整體公允價值計量有重大影響之最低層級因素），以確定有否在公允價值層級之間發生轉移。

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

5.1 以公允價值計量的金融工具

本集團建立了完善的公允價值管治及控制架構，公允價值數據由獨立於前線的控制單位確定或核實。各控制單位負責獨立核實前線業務之估值結果及重大公允價值數據。其他特定控制程序包括核實可觀察的估值參數。重大估值事項將向管理層匯報。

5.1 Financial instruments measured at fair value

The Group has an established governance structure and controls framework to ensure that fair values are either determined or validated by control units independent of the front offices. Control units have overall responsibility for independent verification of valuation results from front line businesses and all other significant fair value measurements. Specific controls include verification of observable pricing inputs. Significant valuation issues are reported to the Management.

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)****5.1 以公允值計量的金融工具 (續)**

當無法從公開市場獲取報價時，本集團通過一些估值技術或經紀／交易商之詢價來確定金融工具的公允值。

對於本集團所持有的金融工具，其估值技術使用的主要參數包括債券價格、利率、匯率、權益及股票價格、波幅、交易對手信貸利差及其他，主要為可從公開市場觀察及獲取的參數。

用以釐定以下金融工具公允值的估值方法如下：

債務工具、存款證、轉貼現、福費廷

此類工具的公允值由交易所、交易商或外間獨立估值服務供應商提供的市場報價或使用貼現現金流模型分析而決定。貼現現金流模型是一個利用預計未來現金流，以一個可反映市場上相類似風險的工具所需信貸息差之貼現率或一般以月末同樣產品成交利率為基準，同時參考同業詢價形成最後的貼現率。這些參數是市場上可觀察或由可觀察或不可觀察的市場數據證實。

5.1 Financial instruments measured at fair value (continued)

The Group uses valuation techniques or broker/dealer quotations to determine the fair value of financial instruments when unable to obtain the open market quotation in active markets.

The main parameters used in valuation techniques for financial instruments held by the Group include bond prices, interest rates, foreign exchange rates, equity and stock prices, volatilities, counterparty credit spreads and others, which are mostly observable and obtainable from open market.

The technique used to calculate the fair value of the following financial instruments is as below:

Debt instruments, certificates of deposit, rediscounted bills and forfeiting

The fair value of these instruments is determined by obtaining quoted market prices from exchange, dealer or independent pricing service vendors or using discounted cash flow technique. Discounted cash flow model is a valuation technique that measures present value using estimated expected future cash flows from the instruments and then discounts these flows using a discount margin that reflects the credit spreads required by the market for instruments with similar risk or a discount rate which is referred to the transaction interest rate of instruments with similar risk as at the end of the month and inter-bank bid rate as the final discount rate. These inputs are observable or can be corroborated by observable or unobservable market data.

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)****5.1 以公允值計量的金融工具 (續)****5.1 Financial instruments measured at fair value (continued)**衍生工具

場外交易的衍生工具合約包括外匯、利率或商品的遠期、掉期及期權合約。衍生工具合約的價格主要由貼現現金流模型及期權計價模型等估值技術釐定。所使用的參數為可觀察或不可觀察市場數據。可觀察的參數包括利率、匯率、商品價格及波幅。不可觀察的參數如波動率曲面可用於嵌藏於結構性存款中非交易頻繁的期權類產品。對一些複雜的衍生工具合約，公允值將按經紀／交易商之報價為基礎。

本集團對場外交易的衍生工具作出了信貸估值調整及債務估值調整。調整分別反映對市場因素變化、交易對手信譽及集團自身信貸息差的期望。有關調整主要是按每一交易對手，以未來預期敞口、違約率及收回率釐定。

Derivatives

OTC derivative contracts include forward, swap and option contracts on foreign exchange, interest rate or commodity. The fair values of these contracts are mainly measured using valuation techniques such as discounted cash flow models and option pricing models. The inputs can be observable or unobservable market data. Observable inputs include interest rate, foreign exchange rates, commodity prices and volatilities. Unobservable inputs such as volatility surface may be used for less commonly traded option products which are embedded in structured deposits. For certain complex derivative contracts, the fair values are determined based on broker/dealer price quotations.

Credit valuation adjustments ("CVA") and debit valuation adjustments ("DVA") are applied to the Group's OTC derivatives. These adjustments reflect market factors movement, expectations of counterparty creditworthiness and the Group's own credit spread respectively. They are mainly determined for each counterparty and are dependent on expected future values of exposures, default probabilities and recovery rates.

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允值 5. Fair values of assets and liabilities (continued)
（續）
**5.1 以公允值計量的金融工
具（續）**
5.1 Financial instruments measured at fair value (continued)
(A) 公允值的等級
(A) Fair value hierarchy

		2021			
		第一層級 Level 1	第二層級 Level 2	第三層級 Level 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融資產	Financial assets				
公允值變化計入損益之 金融資產（附註 20）	Financial assets at fair value through profit or loss (Note 20)				
- 交易性	- Trading				
- 債務證券	- Debt securities	-	7,252,326	-	7,252,326
- 強制性以公允值變 化計入損益， 非交易性	- Mandatorily measured at fair value through profit or loss, non trading				
- 債務證券	- Debt securities	-	730,024	29,574	759,598
- 其他	- Others	-	-	17,438,255	17,438,255
- 股份證券	- Equity securities	101,430	-	1,470,961	1,572,391
衍生金融工具 （附註 21）	Derivative financial instruments (Note 21)	265,547	569,417	-	834,964
以公允值變化計入其他 全面收益的金融投資 （附註 23）	Financial investments at fair value through other comprehensive income (Note 23)				
- 債務證券及 存款證	- Debt securities and certificates of deposit	1,559,297	135,806,213	-	137,365,510
- 股份證券	- Equity securities	-	-	49,933	49,933
金融負債	Financial liabilities				
公允值變化計入損益之 金融負債（附註 27）	Financial liabilities at fair value through profit or loss (Note 27)				
- 交易性	- Trading	-	6,415,312	-	6,415,312
衍生金融工具 （附註 21）	Derivative financial instruments (Note 21)	96,576	718,094	-	814,670

財務報表附註 (續) Notes to the Financial Statements (continued)
5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)
5.1 以公允值計量的金融工具 (續)
5.1 Financial instruments measured at fair value (continued)
(A) 公允值的等 (續)
(A) Fair value hierarchy (continued)

		2020			
		第一層級 Level 1	第二層級 Level 2	第三層級 Level 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融資產	Financial assets				
公允值變化計入損益之 金融資產 (附註 20)	Financial assets at fair value through profit or loss (Note 20)				
- 交易性	- Trading				
- 債務證券	- Debt securities	-	6,497,759	-	6,497,759
- 強制性以公允值變 化計入損益， 非交易性	- Mandatorily measured at fair value through profit or loss, non trading				
- 其他	- Others	-	-	16,415,554	16,415,554
衍生金融工具 (附註 21)	Derivative financial instruments (Note 21)	267,649	763,414	-	1,031,063
以公允值變化計入其他 全面收益的金融投資 (附註 23)	Financial investments at fair value through other comprehensive income (Note 23)				
- 債務證券及 存款證	- Debt securities and certificates of deposit	1,162,689	128,893,348	-	130,056,037
- 股份證券	- Equity securities	-	-	54,109	54,109
金融負債	Financial liabilities				
公允值變化計入損益之 金融負債 (附註 27)	Financial liabilities at fair value through profit or loss (Note 27)				
- 交易性	- Trading	-	6,650,987	-	6,650,987
衍生金融工具 (附註 21)	Derivative financial instruments (Note 21)	88,464	1,794,489	-	1,882,953

本集團之金融資產及負債於年內均沒有第一層級及第二層級之間的轉移 (2020 年：無)。

There were no financial asset and liability transfers between level 1 and level 2 for the Group during the year (2020: Nil).

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允值 5. Fair values of assets and liabilities (continued)
 （續）

5.1 以公允值計量的金融工具（續） 5.1 Financial instruments measured at fair value (continued)
(B) 第三層級的項目變動
(B) Reconciliation of level 3 items

		2021 金融資產 Financial assets			
		強制性以公允值 變化計入損益 Mandatorily measured at fair value through profit or loss 非交易性 Non trading		以公允值計入 其他全面收益 的金融投資 Financial investments at fair value through other comprehensive income	
		債務證券 Debt securities	其他 Others	股份證券 Equity securities	股份證券 Equity securities
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2021 年 1 月 1 日	At 1 January 2021	-	16,415,554	-	54,109
收益	Gains				
- 收益表	- Income statement	-	608,715	-	-
- 其他全面收益	- Other comprehensive income				
- 以公允值計入其 他全面收益的 金融資產之公 允值變化	- Change in fair value of financial assets at fair value through other comprehensive income	-	-	-	(4,176)
- 匯兌差額	- Exchange difference	-	293,291	-	-
增置	Additions	29,574	134,845,260	1,470,961	-
處置、贖回及到期	Disposals, redemptions and maturity	-	(134,724,565)	-	-
於 2021 年 12 月 31 日	At 31 December 2021	29,574	17,438,255	1,470,961	49,933
於 2021 年 12 月 31 日 持有的金融資產於期 內計入收益表的未實 現收益總額	Total unrealised gain for the period included in income statement for financial assets held as at 31 December 2021	-	27,990	-	-

財務報表附註 (續) Notes to the Financial Statements (continued)
5. 資產和負債的公允價值 (續) 5. Fair values of assets and liabilities (continued)
5.1 以公允價值計量的金融工具 (續) 5.1 Financial instruments measured at fair value (continued)
(B) 第三層級的項目變動 (續) (B) Reconciliation of level 3 items (continued)

		2020	
		金融資產	
		Financial assets	
		強制性以公允價值 變化計入損益 Mandatorily measured at fair value through profit or loss 非交易性 Non trading	以公允價值計入 其他全面收益 的金融投資 Financial investments at fair value through other comprehensive income
		其他 Others	股份證券 Equity securities
		港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	7,908,715	31,163
收益	Gains		
- 收益表	- Income statement	450,003	-
- 其他全面收益	- Other comprehensive income		
- 以公允價值計入其 他全面收益的 金融資產之公 允價值變化	- Change in fair value of financial assets at fair value through other comprehensive income	-	22,946
- 匯兌差額	- Exchange difference	545,912	-
增置	Additions	100,853,300	-
處置、贖回及到期	Disposals, redemptions and maturity	(93,342,376)	-
於 2020 年 12 月 31 日	At 31 December 2020	<u>16,415,554</u>	<u>54,109</u>
於 2020 年 12 月 31 日 持有的金融資產於期 內計入收益表的未實 現收益總額	Total unrealised gain for the period included in income statement for financial assets held as at 31 December 2020	<u>21,583</u>	-

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)****5.1 以公允值計量的金融工具 (續)****5.1 Financial instruments measured at fair value (continued)****(B) 第三層級的項目變動 (續)****(B) Reconciliation of level 3 items (continued)**

於 2021 年 12 月 31 日及 2020 年 12 月 31 日，分類為第三層級的金融工具主要為以公允值變化計入損益之金融資產及非上市股權。

As at 31 December 2021 and 31 December 2020, financial instruments categorised as level 3 are mainly comprised of financial assets at fair value through profit or loss and unlisted equity shares.

對於某些低流動性其他以公允值變化計入損益和以公允值計入其他全面收益之金融資產，本集團從交易對手處詢價；其公允值的計量可能採用了對估值產生重大影響的不可觀察參數，因此本集團將這些金融工具劃分至第三層級。本集團已建立相關內部控制程序監控集團對此類金融工具的敞口。

For certain illiquid others financial assets classified as fair value through profit or loss and fair value through other comprehensive income, the Group obtains valuation quotations from counterparties which may be based on unobservable inputs with significant impact on the valuation. Therefore, these instruments have been classified by the Group as level 3. The Group has established internal control procedures to control the Group's exposure to such financial instruments.

非上市股權的公允值乃參考可供比較的上市公司之平均市價／盈利倍數，或若沒有合適可供比較的公司，則按其資產淨值釐定。本集團未上市以公允價值計量且其變動計入其他綜合收益的股份在公允價值計量中採用的重大不可觀察參數如下：

The fair values of unlisted equity shares are determined with reference to multiples of comparable listed companies, such as average of the price/earning ratios of comparables, or net asset value, if appropriate comparables are not available. The significant unobservable inputs applied in the fair values measurement of the Group's unlisted fair value through other comprehensive income equity shares are as follows:

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允價值 (續) 5. Fair values of assets and liabilities (continued)
5.1 以公允價值計量的金融工具 (續)
5.1 Financial instruments measured at fair value (continued)
(B) 第三層級的項目變動 (續)
(B) Reconciliation of level 3 items (continued)

估值方法 Valuation method	重大不可觀察參數 Significant unobservable inputs	範圍 Range	不可觀察參數與公允價值的關係 Relationship of unobservable inputs to fair value
市場比較法 Market comparison approach	市價／盈利倍數 Price/earning ratios	9.6 - 32.3 (2020: 7.0 - 52.7)	市價／盈利倍數愈高，公允價值愈高 The higher the price/earning ratios, the higher the fair value.
	市價／賬面淨值倍數 Price/Book ratios	2.4 - 8.9 (2020: N/A)	市價／賬面淨值愈高，公允價值愈高 The higher the Price/Book ratios, the higher the fair value.
	企業價值／稅息折舊及攤銷前利潤 EV/EBITDA	4.0 - 20.7 (2020: 0.08 - 34.29)	企業價值／稅息折舊及攤銷前利潤愈高，公允價值愈高 The higher the EV/EBITDA ratios, the higher the fair value.
	流動性貼水 Liquidity discount	30% (2020: 30%)	流動性貼水愈高，公允價值愈低 The higher the liquidity discount, the lower the fair value.
近期交易法 Recent transaction approach	不適用 N/A	不適用 N/A	不適用 N/A

公允價值與適合採用之可比市價／盈利倍數比率、市價／賬面淨值倍數比率和企業價值／稅息折舊及攤銷前利潤，存在正向關係。若應用於估值技術上的重大不可觀察參數增加／減少 5%，則本集團其他全面收益和溢利或虧損將增加／減少港幣 2,497,000 元（2020 年 12 月 31 日：港幣 2,705,000 元）和港幣 73,548,000 元（2020 年 12 月 31 日：無）。當非上市股權股份的公允價值受到多於一項的不可觀察參數影響時，前述的影響反映由個別不同參數產生的最有利或最不利之變化。

The fair value is positively correlated to the price/earning ratios, price/book ratios and EV/EBITDA of appropriate comparables. Had the significant unobservable inputs applied on the valuation techniques increased/decreased by 5% (31 December 2020: 5%), the Group's other comprehensive income and profit or loss would have increased/decreased by HK\$2,497,000 (31 December 2020: HK\$2,705,000) and HK\$73,548,000 (31 December 2020: Nil) respectively. When the fair value of the unlisted shares are affected by more than one unobservable input, the aforesaid impact reflects the most favourable or the most unfavourable change from varying inputs individually.

財務報表附註（續）
5. 資產和負債的公允值
（續）**Notes to the Financial Statements (continued)**
5. Fair values of assets and liabilities (continued)**5.2 非以公允值計量的金融工具**

公允值是以在一特定時點按相關市場資料及不同金融工具之資料來評估。以下之方法及假設已按實際情況應用於評估各類金融工具之公允值。

存放／尚欠銀行及其他金融機構之結餘及貿易票據

大部分之金融資產及負債將於結算日後一年內到期，其賬面值與公允值相若。

客戶貸款

大部分之客戶貸款是浮動利率，按市場息率計算利息，其賬面值與公允值相若。

以攤餘成本作計量的債務工具

以攤餘成本作計量的債務工具之公允值釐定與附註 5.1 內以公允值計量的債務工具採用之方法相同。

客戶存款

大部分之客戶存款將於結算日後一年內到期，其賬面值與公允值相若。

已發行債務證券及存款證

此類工具之公允值釐定與附註 5.1 內以公允值計量的債務工具及存款證採用之方法相同。

後償負債

此類工具之公允值釐定與附註 5.1 內以公允值計量的債務工具及存款證採用之方法相同。

5.2 Financial instruments not measured at fair value

Fair value estimates are made at a specific point in time based on relevant market information and information about various financial instruments. The following methods and assumptions have been used to estimate the fair value of each class of financial instrument as far as practicable.

Balances with/from banks and other financial institutions and trade bills

Substantially all the financial assets and liabilities mature within one year from the balance sheet date and their carrying value approximates fair value.

Advances to customers

Substantially all the advances to customers are on floating rate terms, bear interest at prevailing market interest rates and their carrying value approximates fair value.

Debt instruments at amortised cost

The fair value of debt instruments at amortisation cost is determined by using the same approach as those debt instruments measured at fair value as described in Note 5.1.

Deposits from customers

Substantially all the deposits from customers mature within one year from the balance sheet date and their carrying value approximates fair value.

Debt securities and certificates of deposit in issue

The fair value of these instruments is determined by using the same approach as those debt instruments and certificates of deposit measured at fair value as described in Note 5.1.

Subordinated liabilities

The fair value of the instrument is determined by using the same approach as those debt instruments and certificates of deposit measured at fair value as described in Note 5.1.

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)
5.2 非以公允值計量的金融工具 (續)

除以上其賬面值與公允值相若的金融工具外，下表為非以公允值計量的金融工具之賬面值和公允值。

5.2 Financial instruments not measured at fair value (continued)

The following tables set out the carrying values and fair values of the financial instruments not measured at fair value, except for the above with their carrying values being approximation of fair values.

	2021		2020	
	賬面值	公允值	賬面值	公允值
	Carrying value	Fair value	Carrying value	Fair value
	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
金融資產	Financial assets			
以攤餘成本作計量的債務工具	Debt instruments at amortised cost			
	592,486	592,486	2,779,095	2,859,873
金融負債	Financial liabilities			
已發行債務證券及存款證	Debt securities and certificates of deposit in issue			
	31,755,227	31,912,287	24,014,435	24,178,199
後償負債	Subordinated liabilities			
	5,451,286	5,604,743	5,416,390	5,622,606

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)
5.2 非以公允值計量的金融工具 (續)
5.2 Financial instruments not measured at fair value (continued)

下表列示已披露其公允值的金融工具之公允值等級。

The following tables show the fair value hierarchy for financial instruments with fair values disclosed.

		2021			
		第一層級 Level 1	第二層級 Level 2	第三層級 Level 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融資產	Financial assets				
以攤餘成本作計量的債務工具	Debt instruments at amortised cost	-	-	592,486	592,486
金融負債	Financial liabilities				
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	-	31,912,287	-	31,912,287
後償負債	Subordinated liabilities	-	5,604,743	-	5,604,743
		2020			
		第一層級 Level 1	第二層級 Level 2	第三層級 Level 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融資產	Financial assets				
以攤餘成本作計量的債務工具	Debt instruments at amortised cost	-	1,898,476	961,397	2,859,873
金融負債	Financial liabilities				
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	-	24,178,199	-	24,178,199
後償負債	Subordinated liabilities	-	5,622,606	-	5,622,606

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)****5.3 以公允值計量的非金融工具**

本集團通過一些估值技術或活躍市場報價來確定非金融工具的公允值。

投資物業及房產

本集團之物業可分為投資物業及房產。所有本集團之投資物業及房產已進行重估。估值由獨立特許測量師萊坊測計師行有限公司進行，其擁有具備香港測量師學會資深專業會員及專業會員資格之人員，並在估值物業所處地區及種類上擁有經驗。當估值於每半年末及年末進行時，本集團管理層會跟測量師討論估值方法、估值假設及估值結果。估值方法於年內沒有改變。

(i) 第二層級公允值計量採用的估值方法及因素

被分類為第二層級之物業的公允值，乃參考可比較物業之近期出售成交價（市場比較法）或參考市場租金及資本化率（收入資本法），再對可比較物業及被評估物業之間的差異作出適當調整。此等調整被認為對整體計量並不構成重大影響。

本集團之物業均位於香港及內地之主要城市，被認為是活躍及透明的物業市場。可比較物業之出售價、市場租金及資本化率一般均可在此等市場上被直接或間接觀察得到。

5.3 Non-financial instruments measured at fair value

The Group uses valuation techniques or quoted market prices in active market to determine the fair value of non-financial instruments.

Investment properties and premises

The Group's properties can be divided into investment properties and premises. All of the Group's investment properties and premises were revalued. The valuations were carried out by an independent firm of chartered surveyors, Knight Frank Petty Limited, who have among their staff Fellow and Members of The Hong Kong Institute of Surveyors with recent experience in the locations and categories of properties being valued. The Group's Management had discussions with the surveyors on the valuation methods, valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date. There has been no change in valuation methods during the year.

(i) Valuation methods and inputs used in Level 2 fair value measurements

The fair value of properties classified as Level 2 is determined using either the market comparison approach by reference to recent sales price of comparable properties or the income capitalisation approach by reference to market rent and capitalisation rate, with appropriate adjustments to reflect the differences between the comparable properties and the subject properties. These adjustments are considered as insignificant to the entire measurement.

The Group's properties are located in Hong Kong and major cities in the PRC where the property markets are considered active and transparent. Sales price, market rent and capitalisation rate of comparable properties are generally observable either directly or indirectly in these markets.

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允價值 (續) 5. Fair values of assets and liabilities (continued)
5.3 以公允價值計量的非金融工具 (續)
5.3 Non-financial instruments measured at fair value (continued)
投資物業及房產 (續)
Investment properties and premises (continued)

(ii) 有關第三層級公允價值計量的資料

(ii) Information about Level 3 fair value measurements

被分類為第三層級的本集團物業之公允價值均採用市場比較法或收入資本法，再按本集團物業相對於可比較物業之性質作折溢價調整來釐定。

The fair value of all of the Group's properties classified as Level 3 is determined using either the market comparison approach or the income capitalisation approach, adjusted for a premium or a discount specific to the features of the Group's properties compared to the comparable properties.

以下為在公允價值計量時對被分類為第三層級之本集團物業所採用的估值方法及重大不可觀察因素：

The valuation methods and significant unobservable inputs used in the fair value measurement of the Group's properties classified as Level 3 are as follows:

	估值方法 Valuation method	重大不可觀察因素 Significant unobservable inputs	加權平均 Weighted average	不可觀察因素與公允價值的關係 Relationship of unobservable inputs to fair value
其他物業 Other properties	市場比較法或收入資本法 Market comparison approach or income capitalisation approach	物業相對可比較物業在性質上之折價 Discount on features of the property compared to comparable properties	5.7% (2020: 4.3%)	折價越高，公允價值越低。 The higher the discount, the lower the fair value.

物業相對可比較物業在性質上之折價乃參考與可比較物業在不同因素上的差異，例如成交後之市場變動、位置、便捷性、樓齡／狀況、樓層、面積、佈局等而釐定。

Discount on features of a property is determined after taken into account various factors, such as time for market movement, location, accessibility, building age/condition, floor level, size, layout, with reference to the differences in features with comparable properties.

財務報表附註 (續) Notes to the Financial Statements (continued)
5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)
5.3 以公允值計量的非金融工具 (續)
貴金屬

貴金屬之公允值是按活躍市場報價或有若干調整的市場報價為基礎。

(A) 公允值的等級
非金融資產

投資物業 (附註 24)

物業、器材及設備
(附註 25)

- 房產

其他資產 (附註 26)

- 貴金屬

非金融資產

投資物業 (附註 24)

物業、器材及設備
(附註 25)

- 房產

其他資產 (附註 26)

- 貴金屬

本集團之非金融資產於年內沒有第一層級及第二層級之間的轉移 (2020年：無)。

5.3 Non-financial instruments measured at fair value (continued)
Precious metals

The fair values of precious metals are determined by obtaining quoted market prices in active market or market quote with certain adjustments.

(A) Fair value hierarchy
Non-financial assets

Investment properties

(Note 24)

Properties, plant and equipment

(Note 25)

- Premises

Other assets (Note 26)

- Precious metals

Non-financial assets

Investment properties

(Note 24)

Properties, plant and equipment

(Note 25)

- Premises

Other assets (Note 26)

- Precious metals

There were no non-financial asset transfers between level 1 and level 2 for the Group during the year (2020: Nil).

2021			
第一層級 Level 1	第二層級 Level 2	第三層級 Level 3	總計 Total
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
	-	13,400	314,210
	-	382,604	6,893,850
133,172	241,091	-	374,263
2020			
第一層級 Level 1	第二層級 Level 2	第三層級 Level 3	總計 Total
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
	-	13,400	327,680
	-	1,621,200	5,598,890
157,558	247,160	-	404,718

財務報表附註 (續) Notes to the Financial Statements (continued)
5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)
5.3 以公允值計量的非金融工具 (續)
5.3 Non-financial instruments measured at fair value (continued)
(B) 第三層級的項目變動
(B) Reconciliation of level 3 items

		2021	
		非金融資產	
		Non-financial assets	
		物業、器材 及設備	投資物業
		Properties, plant and equipment	Investment properties
		房產	Premises
		港幣千元	港幣千元
		HK\$'000	HK\$'000
於 2021 年 1 月 1 日	At 1 January 2021	327,680	5,598,890
收益	Gains		
- 收益表	- Income statement		
- 重估房產之淨收益	- Net gain from revaluation of premises	-	2,056
- 其他全面收益	- Other comprehensive income		
- 房產重估	- Revaluation of premises	-	61,401
增置	Additions	-	100,786
折舊	Depreciation	-	(140,129)
重新分類	Reclassification	(13,470)	13,470
轉入	Transfer in	-	1,236,153
匯兌差額	Exchange difference	-	21,223
於 2021 年 12 月 31 日	At 31 December 2021	314,210	6,893,850
於 2021 年 12 月 31 日持有的 非金融資產於年內計入收益 表的未實現收益總額	Total unrealised gain for the year included in income statement for non-financial assets held as at 31 December 2021		
- 重估房產之淨收益	- Net gain from revaluation of premises	-	2,056
		-	2,056

財務報表附註 (續) Notes to the Financial Statements (continued)
5. 資產和負債的公允值 5. Fair values of assets and liabilities (continued)
(續)
**5.3 以公允值計量的非金融
工具 (續)**
5.3 Non-financial instruments measured at fair value (continued)
**(B) 第三層級的項目變動
(續)**
(B) Reconciliation of level 3 items (continued)

		2020	
		非金融資產	
		Non-financial assets	
		投資物業	物業、器材 及設備
		Investment properties	Properties, plant and equipment
		房產	Premises
		港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	348,420	7,154,208
收益	Gains		
- 收益表	- Income statement		
- 投資物業公允值調整之 淨虧損	- Net loss from fair value adjustments on investment properties	(2,950)	-
- 重估房產之淨虧損	- Net loss from revaluation of premises	-	(6,686)
- 其他全面收益	- Other comprehensive income		
- 房產重估	- Revaluation of premises	-	(101,107)
增置	Additions	-	6,341
折舊	Depreciation	-	(103,833)
重新分類	Reclassification	(17,790)	17,790
轉出	Transfer out	-	(1,415,143)
匯兌差額	Exchange difference	-	47,320
於 2020 年 12 月 31 日	At 31 December 2020	<u>327,680</u>	<u>5,598,890</u>
於 2020 年 12 月 31 日持有的 非金融資產於年內計入收益 表的未實現虧損總額	Total unrealised losses for the year included in income statement for non-financial assets held as at 31 December 2020		
- 投資物業公允值調整之淨 虧損	- Net loss from fair value adjustments on investment properties	(2,950)	-
- 重估房產之淨虧損	- Net loss from revaluation of premises	-	(6,686)
		<u>(2,950)</u>	<u>(6,686)</u>

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允值 5. Fair values of assets and liabilities (continued)**
（續）**5.3 以公允值計量的非金融
工具（續）****5.3 Non-financial instruments measured at fair value (continued)****(B) 第三層級的項目變動
（續）****(B) Reconciliation of level 3 items (continued)**

轉入及轉出第三層級的物業乃因該等被估物業相對其可比較物業在性質上之溢價／（折價）於年內出現變化所引致。性質上之溢價／（折價）乃取決於被估物業與近期成交之可比較物業在性質上的差異。由於每年來自近期市場成交之可比較物業均會不盡相同，被估物業與可比較物業在性質上之溢價／（折價）會相應每年有所變化，從而對可觀察的市場因素所進行之調整之重大性亦會隨之變化，引致物業被轉入及轉出第三層級。

The transfer of properties into and out of level 3 is due to change in the premium/(discount) on features applied between the subject and comparable properties during the year. Premium/(discount) on features is determined with reference to differences in features between the subject properties and the comparable properties recently transacted in the market. As comparable properties that come from recent market transactions may be different in each year, the premium/(discount) on features applied between the subject and comparable properties would change from year to year accordingly. As a result, the significance of adjustments made to observable market inputs may vary and lead to the transfer of properties into and out of level 3.

財務報表附註（續） Notes to the Financial Statements (continued)
6. 淨利息收入
6. Net interest income

		2021	2020
		港幣千元	港幣千元
		HK\$'000	HK\$'000
利息收入	Interest income		
存放於同業及其他金融機構 的款項	Due from banks and other financial institutions	486,744	546,025
客戶貸款	Advances to customers	8,655,833	9,067,041
金融投資	Financial investments	2,564,111	2,864,290
其他	Others	14,245	21,883
		11,720,933	12,499,239
利息支出	Interest expense		
同業及其他金融機構存放的 款項	Due to banks and other financial institutions	(480,324)	(332,917)
客戶存款	Deposits from customers	(3,360,672)	(4,788,758)
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	(1,052,916)	(615,134)
後償負債	Subordinated liabilities	(209,955)	(209,386)
租賃負債	Lease liabilities	(27,728)	(18,838)
其他	Others	(263,922)	(165,719)
		(5,395,517)	(6,130,752)
淨利息收入	Net interest income	6,325,416	6,368,487

非以公允值變化計入損益之
金融資產與金融負債所產生
的利息收入及利息支出分別
為港幣 11,720,933,000 元
(2020 年：港幣
12,499,239,000 元) 及港幣
5,395,517,000 元 (2020
年：港幣 6,130,752,000
元)。

Included within interest income and interest expense are HK\$11,720,933,000 (2020: HK\$12,499,239,000) and HK\$5,395,517,000 (2020: HK\$6,130,752,000) for financial assets and financial liabilities that are not recognised at fair value through profit or loss respectively.

財務報表附註（續） Notes to the Financial Statements (continued)
7. 淨服務費及佣金收入 7. Net fee and commission income

		2021	2020
		港幣千元 HK\$'000	港幣千元 HK\$'000
服務費及佣金收入	Fee and commission income		
貸款佣金	Loan commissions	650,203	611,581
證券經紀	Securities brokerage	312,536	304,096
保險	Insurance	228,536	200,961
匯票佣金	Bills commissions	186,088	158,908
基金分銷	Funds distribution	157,515	130,461
繳款服務	Payment services	48,422	44,788
保管箱	Safe deposit box	42,635	40,570
信託及託管服務	Trust and custody services	3,336	24,535
信用卡業務	Credit card business	4,558	6,120
買賣貨幣	Currency exchange	436	391
其他	Others	174,518	184,855
		1,808,783	1,707,266
服務費及佣金支出	Fee and commission expense		
證券經紀	Securities brokerage	(43,814)	(41,205)
信用卡業務	Credit card business	(2,487)	(3,284)
繳款服務	Payment services	(9)	(1)
其他	Others	(46,929)	(43,320)
		(93,239)	(87,810)
淨服務費及佣金收入	Net fee and commission income	1,715,544	1,619,456
其中源自	Of which arise from		
- 非以公允值變化計入損益 之金融資產或金融負債	- financial assets or financial liabilities not at fair value through profit or loss		
- 服務費及佣金收入	- Fee and commission income	818,543	615,823
- 服務費及佣金支出	- Fee and commission expense	(5,906)	(4,699)
		812,637	611,124
- 信託及其他受託活動	- trust and other fiduciary activities		
- 服務費及佣金收入	- Fee and commission income	3,336	24,535
- 服務費及佣金支出	- Fee and commission expense	(1,372)	(1,351)
		1,964	23,184

財務報表附註（續） Notes to the Financial Statements (continued)
8. 淨交易性收益
8. Net trading gain

		<u>2021</u>	<u>2020</u>
		港幣千元	港幣千元
		HK\$'000	HK\$'000
淨收益／（虧損）源自	Net gain/(loss) from		
- 外匯交易及外匯交易產品	- foreign exchange and foreign exchange products	427,174	130,523
- 利率工具及公允值對沖的項目	- interest rate instruments and items under fair value hedge	(109,839)	(47,150)
- 商品	- commodities	(6,446)	(2,506)
		<u>310,889</u>	<u>80,867</u>

9. 其他金融資產之淨收益
9. Net gain on other financial assets

		<u>2021</u>	<u>2020</u>
		港幣千元	港幣千元
		HK\$'000	HK\$'000
以公允值變化計入其他全面收益的金融投資之淨收益	Net gain on financial investments measured at fair value through other comprehensive income	165,857	261,805
其他	Others	(12,565)	(12,036)
		<u>153,292</u>	<u>249,769</u>

財務報表附註（續） Notes to the Financial Statements (continued)
10. 其他經營收入
10. Other operating income

	2021	2020
	港幣千元 HK\$'000	港幣千元 HK\$'000
證券投資股息收入		
- 非上市證券投資	1,905	2,165
投資物業之租金總收入	10,185	10,071
減：有關投資物業之支出	(728)	(980)
其他	11,153	7,332
	22,515	18,588

「有關投資物業之支出」包括年內未出租投資物業之直接經營支出港幣132,000元（2020年：港幣146,000元）。

Included in the "Outgoings in respect of investment properties" is HK\$132,000 (2020: HK\$146,000) of direct operating expenses related to investment properties that were not let during the year.

年內沒有或然租金包括在「投資物業之租金總收入」（2020年：無）。

There was no contingent rent included in the "Gross rental income from investment properties" during the year (2020: Nil).

11. 減值準備淨撥備
11. Net charge of impairment allowances

	2021	2020
	港幣千元 HK\$'000	港幣千元 HK\$'000
存放銀行及其他金融機構的結餘	1,622	(1,116)
貸款及其他賬項	(1,413,149)	(1,269,721)
金融投資	29,533	(24,855)
其他資產	3,911	(1,001)
財務擔保	(128,263)	(38,510)
貸款承擔	7,077	(23,944)
減值準備淨撥備	(1,499,269)	(1,359,147)

財務報表附註（續） Notes to the Financial Statements (continued)
12. 經營支出
12. Operating expenses

		2021	2020
		港幣千元	港幣千元
		HK\$'000	HK\$'000
人事費用（包括董事酬金）	Staff costs (including directors' emoluments)		
- 薪酬及其他費用	- Salaries and other costs	1,503,886	1,640,892
- 退休成本	- Pension cost	279,385	184,355
- 補充退休福利	- Supplementary retirement benefits	5,930	4,910
		1,789,201	1,830,157
房產及設備支出（不包括折舊）	Premises and equipment expenses (excluding depreciation)		
- 短期或低價值資產租賃	- leases of short-term or low-value assets	67,506	3,801
- 資訊科技	- Information technology	91,647	63,071
- 其他	- Others	78,547	62,929
		237,700	129,801
折舊	Depreciation	534,411	519,134
核數師酬金	Auditor's remuneration		
- 審計服務	- Audit services	10,773	10,349
- 非審計服務	- Non-audit services	806	3,276
其他經營支出	Other operating expenses		
- 業務外包費	- Outsourcing activities fee	353,043	350,418
- 其他	- Others	414,331	341,476
		3,340,265	3,184,611

財務報表附註（續） Notes to the Financial Statements (continued)
13. 投資物業公允值調整之淨虧損 13. Net loss from fair value adjustments on investment properties

	<u>2021</u>	<u>2020</u>
	港幣千元	港幣千元
	HK\$'000	HK\$'000
投資物業公允值調整之淨虧損	-	(2,950)
Net loss from fair value adjustments on investment properties	-	(2,950)

14. 出售／重估物業、器材及設備之淨虧損 14. Net loss from disposal/revaluation of properties, plant and equipment

	<u>2021</u>	<u>2020</u>
	港幣千元	港幣千元
	HK\$'000	HK\$'000
出售設備、固定設施及裝備之淨虧損	(9,887)	(1,213)
Net loss from disposal of equipment, fixtures and fittings	(9,887)	(1,213)
重估房產之淨收益／（虧損）	2,056	(6,686)
Net gain/(loss) from revaluation of premises	2,056	(6,686)
	<u>(7,831)</u>	<u>(7,899)</u>

財務報表附註（續） Notes to the Financial Statements (continued)
15. 稅項
15. Taxation

收益表內之稅項組成如下：

Taxation in the income statement represents:

		2021	2020
		港幣千元 HK\$'000	港幣千元 HK\$'000
本期稅項	Current tax		
香港利得稅	Hong Kong profits tax		
- 年內計入稅項	- Current year taxation	388,288	449,802
- 往年超額撥備	- Over-provision in prior years	(11,685)	(19,497)
		376,603	430,305
海外稅項	Overseas taxation		
- 年內計入稅項	- Current year taxation	125,924	221,747
- 往年（超額）／不足撥備	- (Over) /under-provision in prior years	(3,230)	4,043
		499,297	656,095
遞延稅項	Deferred tax		
暫時性差額之產生及撥回及未使用稅項抵免	Origination and reversal of temporary differences and unused tax credits	11,666	(252,959)
		510,963	403,136

香港利得稅乃按照本年度估計應課稅溢利依稅率 16.5%（2020 年：16.5%）提撥。海外溢利之稅款按照本年度估計應課稅溢利依本集團經營業務所在國家之現行稅率計算。

Hong Kong profits tax has been provided at the rate of 16.5% (2020: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

本集團除稅前溢利產生的實際稅項，與根據香港利得稅率計算的稅項差異如下：

The taxation on the Group's profit before taxation that differs from the theoretical amount that would arise using the taxation rate of Hong Kong is as follows:

		2021	2020
		港幣千元 HK\$'000	港幣千元 HK\$'000
除稅前溢利	Profit before taxation	3,742,050	4,218,406
按稅率 16.5%（2020 年：16.5%）計算的稅項	Calculated at a taxation rate of 16.5% (2020: 16.5%)	617,438	696,037
其他國家稅率差異的影響	Effect of different taxation rates in other countries	48,474	(21,723)
無需課稅之收入	Income not subject to taxation	(187,346)	(190,507)
稅務上不可扣減之開支	Expenses not deductible for taxation purposes	123,734	10,215
未確認的稅務虧損	Tax losses not recognised	2	2
使用往年未確認的稅務虧損	Utilisation of previously unrecognised tax losses	(24)	(9)
往年超額撥備	Over-provision in prior years	(14,915)	(15,454)
海外預提稅	Foreign withholding tax	612	1,323
支付額外資本工具票息調整	Adjustment in respect of distribution payment for additional equity instruments	(77,012)	(76,748)
計入稅項	Taxation charge	510,963	403,136
實際稅率	Effective tax rate	13.65%	9.56%

財務報表附註（續） Notes to the Financial Statements (continued)
16. 股息
16. Dividends

	2021		2020	
	每股 港幣 Per share HK\$	總額 港幣千元 Total HK\$'000	每股 港幣 Per share HK\$	總額 港幣千元 Total HK\$'000
股息				
		Dividends		
	-	-	-	-

2021 年並無宣派股息
(2020 年：無)。

No dividend has been declared for the year ended 31 December 2021 (2020: Nil).

財務報表附註 (續)**Notes to the Financial Statements (continued)****17. 退休福利成本****17. Retirement benefit costs****(a) 界定供款計劃**

本集團給予本集團員工的界定供款計劃主要為獲《強積金條例》豁免之職業退休計劃及中銀保誠簡易強積金計劃。根據職業退休計劃，僱員須向職業退休計劃之每月供款為其基本薪金之5%，而僱主之每月供款為僱員基本月薪之5%至15%不等（視乎僱員之服務年期）。僱員有權於退休、提前退休或僱用期終止且服務年資滿10年或以上等情況下收取100%之僱主供款。服務滿3年至9年的員工，因其他原因而終止僱用期（被即時解僱除外），可收取30%至90%之僱主供款。僱員收取的僱主供款，須受《強制性公積金計劃條例》所限。

隨著《強積金條例》於2000年12月1日實施，本集團亦參與中銀保誠簡易強積金計劃，該計劃之受託人為中銀國際英國保誠信託有限公司，投資管理人為中銀國際英國保誠資產管理有限公司。

截至2021年12月31日，在扣除約港幣2,138,000元（2020年：約港幣560,000元）之沒收供款後，職業退休計劃之供款總額約為港幣53,785,000元（2020年：約港幣46,822,000元），而本集團向強積金計劃之供款總額則約為港幣22,154,000元（2020年：約港幣13,199,000元）。

(a) Defined contribution schemes

Defined contribution schemes for the Group's employees are ORSO schemes exempted under the MPF Schemes Ordinance and the BOC-Prudential Easy Choice MPF Scheme. Under the ORSO schemes, employees make monthly contributions to the ORSO schemes equal to 5% of their basic salaries, while the employer makes monthly contributions equal to 5% to 15% of the employees' monthly basic salaries, depending on years of service. The employees are entitled to receive 100% of the employer's contributions upon retirement, early retirement or termination of employment after completing 10 years of service. Employees with 3 to 9 years of service are entitled to receive the employer's contributions at a scale ranging from 30% to 90% upon termination of employment for other reasons other than summary dismissal. All employer's contributions received by employee are subject to MPF Schemes Ordinance.

With the implementation of the MPF Schemes Ordinance on 1 December 2000, the Group also participates in the BOC-Prudential Easy Choice MPF Scheme, of which the trustee is BOCI-Prudential Trustee and the investment manager is BOCI-Prudential Manager.

The Group's total contributions made to the ORSO schemes for the year ended 31 December 2021 amounting to approximately HK\$ 53,785,000 (2020: approximately HK\$46,822,000), after a deduction of forfeited contributions of approximately HK\$2,138,000 (2020: approximately HK\$560,000). For the MPF Scheme, the Group contributed approximately HK\$22,154,000 (2020: approximately HK\$13,199,000) for the year ended 31 December 2021.

財務報表附註（續） Notes to the Financial Statements (continued)
17. 退休福利成本（續） 17. Retirement benefit costs (continued)
(b) 界定利益計劃

本集團設置了一項非存置基金的界定利益福利計劃予所有已退休員工。在該計劃下，員工獲得之退休福利包括免費之醫療、房屋津貼及其他退休福利。

本計劃面對利率風險及退休員工之預計生命週期改變風險。

界定利益福利承擔現值之最新一期精算估值於 2021 年 12 月 31 日以預期累計福利單位精算估值方法計算。

在本報告期末所使用之主要精算假設如下：

(b) Defined benefit schemes

The Group operates an unfunded defined benefit plan for all its retired employees. Under the plan, the employees are entitled to retirement benefits which included fully redeemed medical care, housing allowance and other retirement benefits.

The plan is exposed to interest rate risk and the risk of changes in the life expectancy for pensioners.

The most recent actuarial valuations of the present value of the defined benefit obligations were carried out at 31 December 2021 by using the projected unit credit actuarial valuation method.

The principal actuarial assumptions used as at the end of the reporting period are as follows:

		<u>2021</u>	<u>2020</u>
折現率(%)	Discount rate (%)	1.6	1.3
預期醫療保險開支增長率(%)	Expected rate of medical insurance cost increases (%)	6.0	6.0
預期聯誼活動經費增長率(%)	Expected rate of social entertainment cost increases (%)	0.0	0.0
預期退休紀念品開支增長率(%)	Expected rate of retirement souvenir cost increases (%)	0.0	0.0
預期租金增長率(%)	Expected rate of rental increases (%)	3.0	3.0
預期離職率(%)	Expected rate of withdrawal (%)	3.0-18.0	3.0-18.0
預期死亡率	Expected death rate	香港人口生命表 Hong Kong Life Tables 2020	香港人口生命表 Hong Kong Life Tables 2019

財務報表附註（續） Notes to the Financial Statements (continued)
17. 退休福利成本（續） 17. Retirement benefit costs (continued)
(b) 界定利益計劃（續）

在本報告期末對主要精算假設之敏感性分析如下：

(b) Defined benefit schemes (continued)

A quantitative sensitivity analysis for significant assumptions as at the end of the reporting period is shown below:

		2021			
		比率增加 Increase in rate	界定利益福利 承擔之增加/ (減少) Increase/ (decrease) in defined benefit obligations	比率減少 Decrease in rate	界定利益福利 承擔之增加/ (減少) Increase/ (decrease) in defined benefit obligations
		%	港幣千元 HK\$'000	%	港幣千元 HK\$'000
折現率	Discount rate	0.1	(3,230)	0.1	3,320
預期醫療保險開支增長率	Expected rate of medical insurance cost	0.5	16,670	0.5	(14,490)
		2020			
		比率增加 Increase in rate	界定利益福利 承擔之增加/ (減少) Increase/ (decrease) in defined benefit obligations	比率減少 Decrease in rate	界定利益福利 承擔之增加/ (減少) Increase/ (decrease) in defined benefit obligations
		%	港幣千元 HK\$'000	%	港幣千元 HK\$'000
折現率	Discount rate	0.1	(3,130)	0.1	3,450
預期醫療保險開支增長率	Expected rate of medical insurance cost	0.5	15,790	0.5	(13,720)

財務報表附註（續） Notes to the Financial Statements (continued)
17. 退休福利成本（續） 17. Retirement benefit costs (continued)
(b) 界定利益計劃（續）

上述敏感性分析是根據期末主要假設之合理變動推算對界定利益福利承擔之影響。

在綜合收益表內確認本計劃的總開支如下：

界定利益計劃

- 當期服務成本
- 過去服務成本
- 計劃改變
- 淨利息費用

總支出

在綜合全面收益表內確認本計劃的總開支如下：

界定利益計劃

- 假設變動產生的精算盈餘
- 經驗調整產生的精算虧損

於全面收益表確認的界定福利成本部分

(b) Defined benefit schemes (continued)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligations as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The total expenses recognised in the consolidated income statement in respect of the plan is as follows:

	2021	2020
	港幣千元 HK\$'000	港幣千元 HK\$'000
Defined benefit schemes		
- Current service cost	3,950	3,020
- Past service cost		
- plan amendment	-	(440)
- Net interest cost	1,980	2,330
Total expenses	5,930	4,910

The total expenses recognised in the consolidated statement of comprehensive income in respect of the plan is as follows:

	2021	2020
	港幣千元 HK\$'000	港幣千元 HK\$'000
Defined benefit schemes		
- Actuarial gains arising from changes in Assumptions	(8,650)	-
- Actuarial losses arising from experience adjustments	4,720	21,720
Components of defined benefit costs recognised in comprehensive income	(3,930)	21,720

財務報表附註 (續) Notes to the Financial Statements (continued)
17. 退休福利成本 (續) 17. Retirement benefit costs (continued)
(b) 界定利益計劃 (續)
(b) Defined benefit schemes (continued)

本計劃的現值變動如下：

The movement in respect of the plan is as follows:

	2021	2020
	港幣千元 HK\$'000	港幣千元 HK\$'000
福利負債		
於 1 月 1 日	154,160	131,330
當期服務成本	3,950	3,020
過去服務成本		
- 計劃改變	-	(440)
淨利息費用	1,980	2,330
重新計量精算(盈餘)/虧損	(3,930)	21,720
福利支付額	(3,500)	(3,800)
於 12 月 31 日	152,660	154,160

本界定利益福利計劃在未來之預期開支如下：

Expected payment to the defined benefit plan in future years are as follows:

	2021	2020
	港幣千元 HK\$'000	港幣千元 HK\$'000
未來 12 個月以內	3,210	3,210
2 年至 5 年	14,670	14,380
6 年至 10 年	20,580	19,920
10 年以上	281,050	271,740
預期總開支	319,510	309,250

界定利益福利承擔在報告期末之平均久期為 22 年。

The average duration of the defined benefit obligations at the end of the reporting period is 22 years.

財務報表附註（續） Notes to the Financial Statements (continued)
18. 董事、高層管理人員及主要人員酬金 18. Directors', senior management's and key personnel's emoluments
(a) 董事酬金

本年度本集團就本銀行董事為本銀行及管理附屬公司提供之服務而已付及其應收未收之酬金詳情如下：

(a) Directors' emoluments

Details of the emoluments paid to or receivable by the directors of the Bank in respect of their services rendered for the Bank and managing the subsidiaries within the Group during the year are as follows:

		<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
袍金	Fees	2,924	2,912
其他酬金	Other emoluments	<u>19,665</u>	<u>11,754</u>
		<u>22,589</u>	<u>14,666</u>

財務報表附註（續） Notes to the Financial Statements (continued)
18. 董事、高層管理人員及主要人員酬金 (續) 18. Directors', senior management's and key personnel's emoluments (continued)
(b) CG-5 下高級管理人員及主要人員的薪酬

按金管局發出之 CG-5 《穩健的薪酬制度指引》，本年度本集團之高級管理人員及主要人員的薪酬詳情如下：

(b) Remuneration for Senior Management and Key Personnel under CG-5

Pursuant to CG-5 Guideline on a Sound Remuneration System issued by the HKMA, details of the remuneration for Senior Management and Key Personnel of the Group during the year are as follows:

(i) 於年內授予的薪酬
(i) Remuneration awarded during the year

		2021					
		高級管理人員 Senior Management			主要人員 Key Personnel		
		非遞延 Non-deferred	遞延 Deferred	總計 Total	非遞延 Non-deferred	遞延 Deferred	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
固定薪酬	Fixed remuneration						
現金	Cash	30,473	-	30,473	24,480	-	24,480
其他形式	Other forms	4,222	-	4,222	1,837	-	1,837
浮動薪酬	Variable remuneration						
現金	Cash	7,093	9,447	16,540	7,651	5,627	13,278
		41,788	9,447	51,235	33,968	5,627	39,595
		2020					
		高級管理人員 Senior Management			主要人員 Key Personnel		
		非遞延 Non-deferred	遞延 Deferred	總計 Total	非遞延 Non-deferred	遞延 Deferred	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
固定薪酬	Fixed remuneration						
現金	Cash	27,101	-	27,101	30,649	-	30,649
其他形式	Other forms	3,963	-	3,963	2,835	-	2,835
浮動薪酬	Variable remuneration						
現金	Cash	10,483	5,972	16,455	13,714	3,996	17,710
		41,547	5,972	47,519	47,198	3,996	51,194

以上薪酬包括 11 名（2020 年：11 名）高級管理人員及 15 名（2020 年：17 名）主要人員。按 2021 年 12 月 31 日的相關人員名單作統計。

The remuneration above includes 11 (2020: 11) members of Senior Management and 15 (2020: 17) members of Key Personnel. The list of members is as of 31 December 2021.

財務報表附註 (續) Notes to the Financial Statements (continued)
18. 董事、高層管理人員及主要人員酬金 (續) 18. Directors', senior management's and key personnel's emoluments (continued)
(b) CG-5 下高級管理人員及主要人員的薪酬 (續) (b) Remuneration for Senior Management and Key Personnel under CG-5 (continued)
(ii) 遞延薪酬
(ii) Deferred remuneration

		2021		2020	
		高級管理人員 Senior Management	主要人員 Key Personnel	高級管理人員 Senior Management	主要人員 Key Personnel
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
遞延薪酬	Deferred remuneration				
已歸屬	Vested	8,300	4,217	8,172	3,691
未歸屬	Unvested	18,490	9,496	17,343	8,086
		26,790	13,713	25,515	11,777
於 1 月 1 日	At 1 January	17,343	8,086	19,543	7,781
已授予	Awarded	9,447	5,627	5,972	3,996
已發放	Paid out	(4,720)	(1,498)	(6,217)	(3,194)
已發放(予本年底 已非屬該類別 人員)	Paid out for members not in this category at the end of this year	(3,580)	(2,719)	(1,955)	(497)
於 12 月 31 日	At 31 December	18,490	9,496	17,343	8,086

財務報表附註（續） Notes to the Financial Statements (continued)**18. 董事、高級管理人員及主要人員酬金 (續) 18. Directors', senior management's and key personnel's emoluments (continued)****(b) CG-5 下高級管理人員及主要人員的薪酬 (續)**

就披露用途，本部分提及的高級管理人員及主要人員乃根據金管局《穩健的薪酬制度指引》定義。

- 高級管理人員：董事會直接管理的高級管理人員，負責總體策略或重要業務，包括總裁、執行董事、副總裁、總監、其他管理層成員、董事會秘書及稽核部總經理。

- 主要人員：個人業務活動涉及重大風險承擔，對風險暴露有重大影響，或個人職責對風險管理有直接、重大影響，或對盈利有直接影響的人員，包括業務盈利規模較大的單位主管、主要附屬公司第一責任人、交易主管，以及對風險管理有直接影響的職能單位第一責任人。

於該等合併財務報表的發表日期，上述執行董事、高級管理人員及主要人員截至 2021 年 12 月 31 日止年度的總薪酬尚未落實。本集團管理層相信，最終酬金與上述所披露金額的差額不會對本集團的綜合財務報表產生重大影響。

(b) Remuneration for Senior Management and Key Personnel under CG-5 (continued)

For the purpose of disclosure, Senior Management and Key Personnel mentioned in this section are defined according to the HKMA's Guideline on a Sound Remuneration System.

- Senior Management: The senior executives directly managed by the Board who are responsible for oversight of the firm-wide strategy or material business lines, including Chief Executive, Executive Directors, Deputy Chief Executives, Chief Officers, other members of Management, Board Secretary and General Manager of Audit Department.

- Key Personnel: The employees whose individual business activities involve the assumption of material risk which may have significant impact on risk exposure, or whose individual responsibilities are directly and materially linked to the risk management, or those who have direct influence to the profit, including heads of material business lines, heads of major subsidiaries, head of trading, as well as heads of risk control functions.

As of the date of these issuance of consolidated financial statements, the above compensation packages including performance based bonus for executive directors, senior management and key personnel for the year ended 31 December 2021 has not been finalised. Management of the Group believes that the difference between the final emoluments and that disclosed above will not have significant impact on the consolidated financial statements of the Group.

財務報表附註（續） Notes to the Financial Statements (continued)
19. 庫存現金、存放及定放銀行及其他金融機構的結餘 **19. Cash, balances and placements with banks and other financial institutions**

		<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions		
- 庫存現金	- Cash	544,912	624,920
- 存放中央銀行的結餘	- Balances with central banks	21,546,067	17,678,912
- 存放銀行及其他金融機構的結餘	- Balances with banks and other financial institutions	8,259,558	9,261,377
- 在銀行及其他金融機構一個月內到期之定期存放	- Placements with banks and other financial institutions maturing within one month	34,353,172	30,685,326
		64,703,709	58,250,535
減值準備	Impairment allowances	(397)	(77,225)
		64,703,312	58,173,310
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	2,684,305	556,111
減值準備	Impairment allowances	(164)	(132)
		2,684,141	555,979
		67,387,453	58,729,289

財務報表附註（續） Notes to the Financial Statements (continued)
19. 庫存現金、存放及定放銀行及其他金融機構的結餘（續） 19. Cash, balances and placements with banks and other financial institutions (continued)

相關減值準備之變化分析如下：

An analysis of changes in the corresponding impairment allowances is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2021 年 1 月 1 日	At 1 January 2021	(1,977)	-	(75,380)	(77,357)
增加	Addition	(511)	-	-	(511)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	1,752	-	-	1,752
減值參數的轉變	Changes to inputs used for impairment calculations	381	-	-	381
撇銷	Amounts written off	-	-	77,504	77,504
匯兌差額	Exchange difference	(206)	-	(2,124)	(2,330)
於 2021 年 12 月 31 日	At 31 December 2021	(561)	-	-	(561)
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	(824)	-	(70,768)	(71,592)
增加	Addition	(1,916)	-	-	(1,916)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	803	-	-	803
減值模型的變動	Changes to model used for impairment calculations	(1,618)	-	-	(1,618)
減值參數的轉變	Changes to inputs used for impairment calculations	1,615	-	-	1,615
匯兌差額	Exchange difference	(37)	-	(4,612)	(4,649)
於 2020 年 12 月 31 日	At 31 December 2020	(1,977)	-	(75,380)	(77,357)

財務報表附註（續） Notes to the Financial Statements (continued)
20. 公允值變化計入損益之金融資產 20. Financial assets at fair value through profit or loss

		交易性 Trading		強制性以公允 值變化計入損益 Mandatorily measured at fair value through profit or loss 非交易性 Non trading		總計 Total	
		2021	2020	2021	2020	2021	2020
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
按公允值列賬	At fair value						
庫券	Treasury bills	7,252,326	6,497,759	-	-	7,252,326	6,497,759
其他債務證券	Other debt securities	-	-	759,598	-	759,598	-
		7,252,326	6,497,759	759,598	-	8,011,924	6,497,759
股份證券	Equity securities	-	-	1,572,391	-	1,572,391	-
其他	Others	-	-	17,438,255	16,415,554	17,438,255	16,415,554
		7,252,326	6,497,759	19,770,244	16,415,554	27,022,570	22,913,313

於2021年12月31日，沒有界定為以公允值變化計入損益之金融資產（2020：無）。

As at 31 December 2021, there were no financial assets designated at fair value through profit or loss (2020: Nil).

財務報表附註（續） Notes to the Financial Statements (continued)
20. 公允價值變化計入損益之金融資產（續） 20. Financial assets at fair value through profit or loss (continued)

公允價值變化計入損益之金融資產按上市地之分類如下：

Financial assets at fair value through profit or loss are analysed by place of listing as follows:

		交易性		強制性以公允價值變化計入損益	
		Trading		Mandatorily measured at fair value through profit or loss	
		2021	2020	非交易性	2020
		2021	2020	2021	2020
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
債務證券	Debt securities				
- 非上市	- Unlisted	7,252,326	6,497,759	759,598	-
股份證券	Equity securities				
- 於香港以外上市	- Listed outside Hong Kong	-	-	101,430	-
- 非上市	- Unlisted	-	-	1,470,961	-
其他	Others				
- 非上市	- Unlisted	-	-	17,438,255	16,415,554
		7,252,326	6,497,759	19,770,244	16,415,554

公允價值變化計入損益之金融資產按發行機構之分類如下：

Financial assets at fair value through profit or loss are analysed by type of issuer as follows:

		交易性		強制性以公允價值變化計入損益	
		Trading		Mandatorily measured at fair value through profit or loss	
		2021	2020	非交易性	2020
		2021	2020	2021	2020
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
官方實體	Sovereigns	7,252,326	6,497,759	-	-
銀行及其他金融機構	Banks and other financial institutions	-	-	17,438,255	16,415,554
公司企業	Corporate entities	-	-	2,331,989	-
		7,252,326	6,497,759	19,770,244	16,415,554

財務報表附註（續） Notes to the Financial Statements (continued)**21. 衍生金融工具及對沖會計 21. Derivative financial instruments and hedge accounting**

集團訂立下列匯率、利率及商品相關的衍生金融工具合約作買賣及風險管理之用：

貨幣遠期是指於未來某一日期買或賣外幣的承諾。

貨幣、利率及貴金屬掉期是指交換不同現金流或商品的承諾。掉期的結果是交換不同貨幣、利率（如固定利率與浮動利率）或貴金屬（如黃金掉期）或以上的所有組合（如交叉貨幣利率掉期）。除某些貨幣掉期合約外，該等交易無需交換本金。

外匯期權是指期權的賣方（出讓方）為買方（持有方）提供在未來某一特定日期或未來一定時期內按約定的價格買進（認購期權）或賣出（認沽期權）一定數量的金融工具的權利（而非承諾）的一種協議。考慮到外匯風險，期權的賣方從購買方收取一定的期權費。本集團期權合約是與對手方在場外協商達成。

The Group enters into the following exchange rate, interest rate and commodity related derivative financial instrument contracts for trading and risk management purposes:

Currency forwards represent commitments to purchase and sell foreign currency on a future date.

Currency, interest rate and precious metal swaps are commitments to exchange one set of cash flows or commodity for another. Swaps result in an exchange of currencies, interest rates (for example, fixed rate for floating rate), or precious metals (for example, gold swaps) or a combination of all these (for example, cross-currency interest rate swaps). Except for certain currency swap contracts, no exchange of principal takes place.

Foreign currency options are contractual agreements under which the seller (writer) grants the purchaser (holder) the right, but not the obligation, either to buy (a call option) or sell (a put option) at or by a set date or during a set period, a specific amount of the financial instrument at a predetermined price. In consideration for the assumption of foreign exchange risk, the seller receives a premium from the purchaser. Options are negotiated over-the-counter between the Group and its counterparty.

財務報表附註（續） Notes to the Financial Statements (continued)**21. 衍生金融工具及對沖會計（續） 21. Derivative financial instruments and hedge accounting (continued)**

本集團之衍生金融工具合約／名義數額及其公允值詳列於下表。各類型金融工具的合約／名義數額僅顯示於資產負債表日未完成之交易量，而若干金融工具之合約／名義數額則提供了一個與資產負債表內所確認的公允值資產或負債的對比基礎。但是，這並不反映所涉及的未來的現金流或當前的公允值，因而也不能反映本集團所面臨的信貸風險或市場風險。隨著與衍生金融工具合約條款相關的匯率、市場利率或貴金屬價格價格的波動，衍生金融工具的估值可能產生有利（資產）或不利（負債）的影響，這些影響可能在不同期間有較大的波動。

(a) 衍生金融工具

本集團進行場外衍生產品交易的主要目的是開展客戶業務。集團與客戶及同業市場所做的衍生產品交易均需嚴格遵從本集團各相關風險管理政策及規定。

衍生產品亦應用於管理銀行賬的利率風險，只有在獲批准之產品名單上載有的衍生產品方可進行交易。由衍生產品交易產生的風險承擔名義數額以設限控制，並制訂交易的最長期限。每宗衍生產品交易必須記錄於相應的系統，以進行結算、市場劃價、報告及監控。

The contract/notional amounts and fair values of derivative financial instruments held by the Group are set out in the following tables. The contract/notional amounts of these instruments indicate the volume of transactions outstanding at the balance sheet dates and certain of them provide a basis for comparison with fair value instruments recognised on the balance sheet. However, they do not necessarily indicate the amounts of future cash flows involved or the current fair values of the instruments and, therefore, do not indicate the Group's exposure to credit or market risks. The derivative financial instruments become favourable (assets) or unfavourable (liabilities) as a result of fluctuations in foreign exchange rates, market interest rates or metal prices relative to their terms. The aggregate fair values of derivative financial instruments can fluctuate significantly from time to time.

(a) Derivative financial instruments

The Group trades OTC derivative products mainly for customer business. The Group strictly follows risk management policies and requirement in providing derivative products to our customers and in trading of derivative products in the interbank market.

Derivatives are also used to manage the interest rate risk of the banking book. A derivative instrument must be included in the approved product list before any transactions for that instrument can be made. There are limits to control the notional amount of exposure arising from derivative transactions, and the maximum tenor of the deal is set. Every derivative transaction must be input into the relevant system for settlement, mark-to-market revaluation, reporting and control.

財務報表附註（續） Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計（續） 21. Derivative financial instruments and hedge accounting (continued)
(a) 衍生金融工具（續）
(a) Derivative financial instruments (continued)

下表概述各類衍生金融工具於 12 月 31 日之合約／名義數額和公允值：

The following tables summarise the contract/notional amounts and fair value of each class of derivative financial instrument as at 31 December:

		2021		
		合約／ 名義數額 Contract/ notional amounts	公允值 Fair values	
			資產 Assets	負債 Liabilities
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
匯率合約	Exchange rate contracts			
即期及遠期	Spot and forwards	5,982,586	281,426	(108,275)
掉期	Swaps	47,764,446	237,686	(244,682)
外匯交易期權	Foreign currency options			
- 買入期權	- Options purchased	981,200	75,561	(20,204)
- 賣出期權	- Options written	981,200	19,974	(49,604)
		<u>55,709,432</u>	<u>614,647</u>	<u>(422,765)</u>
利率合約	Interest rate contracts			
掉期	Swaps	93,256,035	211,510	(384,668)
商品合約	Commodity contracts	820,999	8,807	(7,237)
		<u>149,786,466</u>	<u>834,964</u>	<u>(814,670)</u>

財務報表附註（續） Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計（續） 21. Derivative financial instruments and hedge accounting (continued)
(a) 衍生金融工具（續） (a) Derivative financial instruments (continued)

		2020		
		合約/ 名義數額	公允值	
		Contract/ notional amounts	Fair values	
			資產	負債
			Assets	Liabilities
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
匯率合約	Exchange rate contracts			
即期及遠期	Spot and forwards	10,760,031	350,164	(225,290)
掉期	Swaps	56,549,856	404,544	(1,002,025)
外匯交易期權	Foreign currency options			
- 買入期權	- Options purchased	2,499,871	104,597	(17,786)
- 賣出期權	- Options written	2,499,871	192	(87,146)
		<u>72,309,629</u>	<u>859,497</u>	<u>(1,332,247)</u>
利率合約	Interest rate contracts			
掉期	Swaps	91,811,423	170,885	(546,975)
商品合約	Commodity contracts	219,806	681	(3,731)
		<u>164,340,858</u>	<u>1,031,063</u>	<u>(1,882,953)</u>

財務報表附註（續） Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計（續） 21. Derivative financial instruments and hedge accounting (continued)
(b) 對沖會計
(b) Hedge accounting
公允值對沖

本集團利用利率掉期合約對沖由市場利率引致的金融資產公允值變動。

下表概述了於 2021 年 12 月 31 日以剩餘合約到期日列示之對沖工具的合約／名義數額。

Fair value hedges

The Group uses interest rate swaps to hedge against change in fair value of financial assets arising from movements in market interest rates.

The table below summarises the contract/notional amounts of the hedging instruments as at 31 December 2021 by remaining contractual maturity.

		2021					
		一個月內	一至三個月	三至十二個月	一至五年	五年以上	總計
		Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
利率掉期	Interest rate swaps	-	-	1,019,718	5,600,425	100,000	6,720,143

		2020					
		一個月內	一至三個月	三至十二個月	一至五年	五年以上	總計
		Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
利率掉期	Interest rate swaps	-	-	863,794	6,018,333	178,286	7,060,413

界定為對沖工具之相關金額如下：

The amounts relating to items designated as hedging instruments are as follows:

		2021			
		公允值		用以確認對沖無效部分之公允值變動	
		Fair values			
		合約／名義數額	資產	負債	
					Contract/notional amounts
		港幣千元	港幣千元	港幣千元	Change in fair value used for recognising hedge ineffectiveness
		HK\$'000	HK\$'000	HK\$'000	
衍生金融工具	Derivative financial instruments				
利率掉期	Interest rate swaps	6,720,143	12,262	148,141	-

財務報表附註（續）
21. 衍生金融工具及對沖會計（續）
Notes to the Financial Statements (continued)
21. Derivative financial instruments and hedge accounting (continued)
(b) 對沖會計（續）
(b) Hedge accounting (continued)
公允值對沖（續）
Fair value hedges (continued)

	合約/ 名義數額 Contract/ notional amounts	2020		用以確認對沖 無效部分之 公允值變動 Change in fair value used for recognising hedge ineffectiveness
		資產 Assets	負債 Liabilities	
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
衍生金融工具	Derivative financial instruments			
利率掉期	Interest rate swaps	7,060,413	-	362,268

被對沖項目之相關金額如下：

The amounts relating to hedged items are as follows:

	賬面值 Carrying amounts	2021		用以確認對 沖無效部分 之價值變動 Change in value used for recognising hedge ineffectiveness
		計入賬面值的 公允值對沖調 整累計金額 Accumulated amount of fair value hedge adjustment included in the carrying amounts	港幣千元 HK\$'000	
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融投資	Financial investments			
債務證券及存款證	Debt securities and certificates of deposit	7,006,977	175,395	-

財務報表附註（續） Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計（續） 21. Derivative financial instruments and hedge accounting (continued)
(b) 對沖會計（續）
(b) Hedge accounting (continued)
公允值對沖（續）
Fair value hedges (continued)

		2020	
		計入賬面值的 公允值對沖調 整累計金額 Accumulated amount of fair value hedge adjustment included in the carrying amounts	用以確認對 沖無效部分 之價值變動 Change in value used for recognising hedge ineffectiveness
		賬面值 Carrying amounts	港幣千元 HK\$'000
金融投資	Financial investments		
債務證券及存款證	Debt securities and certificates of deposit	7,497,077	307,522
		<u>7,497,077</u>	<u>307,522</u>

確認對沖無效部分如下：

Hedge ineffectiveness recognised is as follows:

		2021	2020
		港幣千元 HK\$'000	港幣千元 HK\$'000
淨交易性收益	Net trading gain	-	-
		<u>-</u>	<u>-</u>

財務報表附註 (續) Notes to the Financial Statements (continued)**21. 衍生金融工具及對沖會計 (續) 21. Derivative financial instruments and hedge accounting (continued)****(c) 基準利率改革**

於 2021 年 12 月 31 日，對沖會計關係中指定的利率衍生工具的合約/名義金額港幣 48.41 億元 (2020 年：港幣 66.20 億元) 代表本集團管理並直接受基準利率改革影響且在第一階段基準利率改革修訂範圍內的風險承擔。在英國金融行為監管局於 2021 年 3 月宣布大部分美元倫敦銀行同業拆息基準利率將會由 2021 年 12 月 31 日繼續發布至 2023 年 6 月 30 日之後，本年年末的風險承擔已排除了與 2023 年 6 月 30 日之前到期以美元倫敦銀行同業拆息基準利率定價的利率衍生工具，除以 1 星期和 2 個月的美元倫敦銀行同業拆息基準利率定價的利率衍生工具，因為這些利率衍生工具將於相關基準利率要求過渡前到期。

(c) Interest rate benchmark reform

At 31 December 2021, HK\$4,841,000,000 (2020: HK\$6,620,000,000) of the contract/notional amounts of interest rate derivatives designated in hedge accounting relationships represent the extent of the risk exposure managed by the Group that is directly affected by interest rate benchmark reform and in scope of Phase 1 amendments. The exposure at current year end excluded interest rate derivatives referenced to USD LIBOR maturing before 30 June 2023, except those referenced to 1-week and 2-month USD LIBOR, after the announcement by the Financial Conduct Authority ("FCA"), the UK regulator, in March 2021 that the publication date of most USD LIBOR tenors are extended from 31 December 2021 to 30 June 2023. Therefore, these exposures will expire before a transition is required

財務報表附註 (續) Notes to the Financial Statements (continued)
22. 貸款及其他賬項
22. Advances and other accounts

		2021	2020
		港幣千元	港幣千元
		HK\$'000	HK\$'000
個人貸款	Personal loans and advances	63,247,755	57,858,670
公司貸款	Corporate loans and advances	232,315,106	221,863,901
客戶貸款	Advances to customers	295,562,861	279,722,571
減值準備	Impairment allowances	(4,013,016)	(3,027,800)
		291,549,845	276,694,771
貿易票據	Trade bills	487,550	390,401
減值準備	Impairment allowances	(30)	(39)
		487,520	390,362
銀行及其他金融機構貸款	Advances to banks and other financial institutions	-	102,121
減值準備	Impairment allowances	-	(102,121)
		-	-
		292,037,365	277,085,133

於 2021 年 12 月 31 日，客戶貸款包括應計利息港幣 543,479,000 元(2020 年：港幣 792,508,000 元)。

As at 31 December 2021, advances to customers included accrued interest of HK\$543,479,000 (2020: HK\$792,508,000).

財務報表附註（續） Notes to the Financial Statements (continued)
22. 貸款及其他賬項（續） 22. Advances and other accounts (continued)

提取減值準備前之總貸款及其他賬項按內部信貸評級及階段分析如下：

Gross advances and other accounts before impairment allowances are analysed by internal credit grade and stage classification as follows:

		2021			
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款	<u>Advances to customers</u>				
合格	Pass	285,485,161	1,704,489	-	287,189,650
需要關注	Special mention	875,810	3,068,310	25,572	3,969,692
次級或以下	Substandard or below	-	-	4,403,519	4,403,519
		286,360,971	4,772,799	4,429,091	295,562,861
貿易票據	<u>Trade bills</u>				
合格	Pass	487,550	-	-	487,550
銀行及其他金融機構貸款	<u>Advances to banks and other financial institutions</u>				
次級或以下	Substandard or below	-	-	-	-
總計	Total	286,848,521	4,772,799	4,429,091	296,050,411
		2020			
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款	<u>Advances to customers</u>				
合格	Pass	273,673,886	1,244,428	-	274,918,314
需要關注	Special mention	682,851	1,728,624	195	2,411,670
次級或以下	Substandard or below	-	-	2,392,587	2,392,587
		274,356,737	2,973,052	2,392,782	279,722,571
貿易票據	<u>Trade bills</u>				
合格	Pass	390,401	-	-	390,401
銀行及其他金融機構貸款	<u>Advances to banks and other financial institutions</u>				
次級或以下	Substandard or below	-	-	102,121	102,121
總計	Total	274,747,138	2,973,052	2,494,903	280,215,093

財務報表附註 (續) Notes to the Financial Statements (continued)
22. 貸款及其他賬項 (續) 22. Advances and other accounts (continued)

相關減值準備之變化分析
如下：

An analysis of changes in the corresponding impairment allowances is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2021 年 1 月 1 日	At 1 January 2021	(1,228,412)	(96,965)	(1,804,583)	(3,129,960)
增加	Addition	(805,059)	-	-	(805,059)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	538,184	38,487	524,281	1,100,952
轉至第一階段	Transfers to Stage 1	(40,180)	40,180	-	-
轉至第二階段	Transfers to Stage 2	14,024	(14,024)	-	-
轉至第三階段	Transfers to Stage 3	31,378	644	(32,022)	-
期內各階段之間風險承擔轉撥對期末預期損失的影響	Impact on period end ECLs of exposures transferred between stages during the period	33,784	(119,642)	(1,270,175)	(1,356,033)
減值參數的轉變	Changes to inputs used for impairment calculations	185,574	(18,701)	(519,882)	(353,009)
收回已撇銷賬項	Recoveries	-	-	(84,473)	(84,473)
撇銷之貸款	Loans written off	-	-	678,059	678,059
匯兌差額	Exchange difference	(42,402)	2,125	(23,246)	(63,523)
於 2021 年 12 月 31 日	At 31 December 2021	(1,313,109)	(167,896)	(2,532,041)	(4,013,046)
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	(1,314,079)	(78,152)	(1,411,506)	(2,803,737)
增加	Addition	(715,225)	-	-	(715,225)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	694,888	37,138	360,549	1,092,575
轉至第一階段	Transfers to Stage 1	(24,163)	23,945	218	-
轉至第二階段	Transfers to Stage 2	7,083	(171,363)	164,280	-
轉至第三階段	Transfers to Stage 3	24,676	355	(25,031)	-
期內各階段之間風險承擔轉撥對期末預期損失的影響	Impact on period end ECLs of exposures transferred between stages during the period	22,438	84,080	(1,687,919)	(1,581,401)
折現減值準備回撥	Unwind of discount on impairment allowances	-	-	3,179	3,179
減值模型的變動	Changes to model used for impairment calculations	34,206	2,234	-	36,440
減值參數的轉變	Changes to inputs used for impairment calculations	76,808	10,223	(189,141)	(102,110)
收回已撇銷賬項	Recoveries	-	-	(64,217)	(64,217)
撇銷之貸款	Loans written off	-	-	1,139,525	1,139,525
匯兌差額	Exchange difference	(35,044)	(5,425)	(94,520)	(134,989)
於 2020 年 12 月 31 日	At 31 December 2020	(1,228,412)	(96,965)	(1,804,583)	(3,129,960)

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資
23. Financial investments

		2021		
		以公允價值變化計 入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
庫券	Treasury bills	52,059,928	-	52,059,928
其他債務證券	Other debt securities	82,293,940	-	82,293,940
		134,353,868		134,353,868
存款證	Certificates of deposit	3,011,642	-	3,011,642
債務證券及存款證總額	Total debt securities and certificates of deposit	137,365,510	-	137,365,510
其他	Others	-	592,486	592,486
減值準備	Impairment allowances	-	-	-
		-	592,486	592,486
股份證券	Equity securities	49,933	-	49,933
		137,415,443	592,486	138,007,929

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資（續）
23. Financial investments (continued)

		2020		
		以公允價值變化計 入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
庫券	Treasury bills	46,278,659	-	46,278,659
其他債務證券	Other debt securities	74,156,150	1,768,341	75,924,491
		120,434,809	1,768,341	122,203,150
存款證	Certificates of deposit	9,621,228	116,794	9,738,022
債務證券及存款證總額	Total debt securities and certificates of deposit	130,056,037	1,885,135	131,941,172
減值準備	Impairment allowances	-	(147)	(147)
		130,056,037	1,884,988	131,941,025
其他	Others	-	961,397	961,397
減值準備	Impairment allowances	-	(67,290)	(67,290)
		-	894,107	894,107
股份證券	Equity securities	54,109	-	54,109
		130,110,146	2,779,095	132,889,241

財務報表附註 (續) Notes to the Financial Statements (continued)
23. 金融投資 (續)

相關以公允值變化計入其他全面收益之金融投資的減值準備之變化分析如下：

23. Financial investments (continued)

An analysis of changes in the corresponding impairment allowances of financial investments at fair value through other comprehensive income is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2021 年 1 月 1 日	At 1 January 2021	(58,907)	-	(181,024)	(239,931)
增加	Addition	(50,639)	-	-	(50,639)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	19,384	-	-	19,384
減值參數的轉變	Changes to inputs used for impairment calculations	(5,575)	-	(1,074)	(6,649)
匯兌差額	Exchange difference	(1,532)	-	-	(1,532)
於 2021 年 12 月 31 日	At 31 December 2021	(97,269)	-	(182,098)	(279,367)
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	(43,920)	-	(181,868)	(225,788)
增加	Addition	(35,876)	-	-	(35,876)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	18,187	-	-	18,187
減值模型的變動	Changes to model used for impairment calculations	7,045	-	-	7,045
減值參數的轉變	Changes to inputs used for impairment calculations	(3,638)	-	844	(2,794)
匯兌差額	Exchange difference	(705)	-	-	(705)
於 2020 年 12 月 31 日	At 31 December 2020	(58,907)	-	(181,024)	(239,931)

財務報表附註 (續) Notes to the Financial Statements (continued)
23. 金融投資 (續)

相關以攤餘成本作計量之金融投資的減值準備之變化分析如下：

23. Financial investments (continued)

An analysis of changes in the corresponding impairment allowances of financial investments at amortised cost is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2021 年 1 月 1 日	At 1 January 2021	(12,115)	(55,322)		(67,437)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	12,115	-	-	12,115
轉至第三階段	Transfers to Stage 3	-	55,322	(55,322)	-
減值參數的轉變	Changes to inputs used for impairment calculations	-	-	55,322	55,322
於 2021 年 12 月 31 日	At 31 December 2021	-	-	-	-
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	(53,524)	-	-	(53,524)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	89	-	-	89
轉至第二階段	Transfers to Stage 2	13,609	(13,609)	-	-
期內各階段之間風險承擔轉撥對期末預期損失的影響	Impact on period end ECLs of exposures transferred between stages during the period	-	(42,213)	-	(42,213)
減值模型的變動	Changes to model used for impairment calculations	346	500	-	846
減值參數的轉變	Changes to inputs used for impairment calculations	29,861	-	-	29,861
匯兌差額	Exchange difference	(2,496)	-	-	(2,496)
於 2020 年 12 月 31 日	At 31 December 2020	(12,115)	(55,322)	-	(67,437)

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資（續）
23. Financial investments (continued)

金融投資按上市地之分類如下：

Financial investments are analysed by place of listing as follows:

		2021	
		以公允價值變化計 入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost
		港幣千元 HK\$'000	港幣千元 HK\$'000
債務證券及存款證	Debt securities and certificates of deposit		
- 於香港上市	- Listed in Hong Kong	16,850,300	-
- 於香港以外上市	- Listed outside Hong Kong	10,362,245	-
		<u>27,212,545</u>	-
- 非上市	- Unlisted	110,152,965	-
		<u>137,365,510</u>	-
其他	Others		
- 非上市	- Unlisted	-	592,486
股份證券	Equity securities		
- 非上市	- Unlisted	49,933	-
總計	Total	<u>137,415,443</u>	<u>592,486</u>
持有至到期日之上市證券 市值	Market value of listed securities at amortised cost		<u>-</u>

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資（續）
23. Financial investments (continued)

金融投資按上市地之分類如下（續）：

Financial investments are analysed by place of listing as follows (continued):

		2020	
		以公允價值變化計 入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost
		港幣千元 HK\$'000	港幣千元 HK\$'000
債務證券及存款證	Debt securities and certificates of deposit		
- 於香港上市	- Listed in Hong Kong	13,911,436	565,492
- 於香港以外上市	- Listed outside Hong Kong	9,501,322	1,202,716
		23,412,758	1,768,208
- 非上市	- Unlisted	106,643,279	116,780
		130,056,037	1,884,988
其他	Others		
- 非上市	- Unlisted	-	894,107
股份證券	Equity securities		
- 非上市	- Unlisted	54,109	-
總計	Total	<u>130,110,146</u>	<u>2,779,095</u>
持有至到期日之上市證券 市值	Market value of listed securities at amortised cost		<u>1,780,157</u>

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資（續） 23. Financial investments (continued)

金融投資按發行機構之分類如下：

Financial investments are analysed by type of issuer as follows:

		2021	
		以公允價值變化計 入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost
		港幣千元 HK\$'000	港幣千元 HK\$'000
官方實體	Sovereigns	52,139,025	-
公營單位	Public sector entities	2,969,648	-
銀行及其他金融機構	Banks and other financial institutions	54,799,251	592,486
公司企業	Corporate entities	27,507,519	-
		137,415,443	592,486
		2020	
		以公允價值變化計 入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost
		港幣千元 HK\$'000	港幣千元 HK\$'000
官方實體	Sovereigns	46,358,898	-
公營單位	Public sector entities	2,631,574	-
銀行及其他金融機構	Banks and other financial institutions	53,643,974	2,779,095
公司企業	Corporate entities	27,475,700	-
		130,110,146	2,779,095

於 2021 年 12 月 31 日，包括在《銀行業（資本）規則》內分類為認可公營單位的以公允價值變化計入其他全面收益的金融投資為港幣 2,969,648,000 元（2020 年：港幣 2,631,574,000）。

As at 31 December 2021, included financial investments at fair value through other comprehensive income of HK\$2,969,648,000 which are eligible to be classified as public sector entities under the Banking (Capital) Rules (2020: HK\$2,631,574,000).

財務報表附註（續） Notes to the Financial Statements (continued)
24. 投資物業
24. Investment properties

		<u>2021</u>	2020
		港幣千元	港幣千元
		HK\$'000	HK\$'000
於 1 月 1 日	At 1 January	341,080	355,230
公允值虧損	Fair value losses	-	(2,950)
重新分類轉撥至物業、器材及設備（附註 25）	Reclassification to properties, plant and equipment (Note 25)	<u>(13,470)</u>	<u>(11,200)</u>
於 12 月 31 日	At 31 December	<u><u>327,610</u></u>	<u><u>341,080</u></u>

投資物業之賬面值按租約剩餘期限分析如下：

The carrying value of investment properties is analysed based on the remaining terms of the leases as follows:

		<u>2021</u>	2020
		港幣千元	港幣千元
		HK\$'000	HK\$'000
在香港持有	Held in Hong Kong		
長期租約（超過 50 年）	On long-term lease (over 50 years)	153,240	177,240
中期租約（10 年至 50 年）	On medium-term lease (10 to 50 years)	<u>174,370</u>	<u>163,840</u>
		<u><u>327,610</u></u>	<u><u>341,080</u></u>

於 2021 年 12 月 31 日，列於資產負債表內之投資物業，乃依據獨立特許測量師萊坊測計師行有限公司於 2021 年 12 月 31 日以公允值為基準所進行之專業估值。公允值指在計量當日若在有秩序成交的情況下向市場參與者出售每一項投資物業應取得的價格。

As at 31 December 2021, investment properties were included in the balance sheet at valuation carried out at 31 December 2021 on the basis of their fair value by an independent firm of chartered surveyors, Knight Frank Petty Limited. The fair value represents the price that would be received to sell each investment property in an orderly transaction with market participants at the measurement date.

財務報表附註（續） Notes to the Financial Statements (continued)
25. 物業、器材及設備 25. Properties, plant and equipment

		設備、固定 設施 及裝備 Equipment, fixtures and fittings	使用權資產 Right-of-use assets	總計 Total	
	房產 Premises	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於 2021 年 1 月 1 日之 賬面淨值	Net book value at 1 January 2021	7,220,090	553,131	447,517	8,220,738
增置	Additions	100,786	250,396	610,924	962,106
出售／終止確認	Disposals/Derecognition	-	(10,921)	(627)	(11,548)
重估	Revaluation	69,379	-	-	69,379
年度折舊	Depreciation for the year	(148,776)	(151,233)	(234,402)	(534,411)
重新分類轉撥自投資物業 （附註 24）	Reclassification from investment properties	13,470	-	-	13,470
匯兌差額	Exchange difference	21,505	12,218	6,309	40,032
於 2021 年 12 月 31 日之 賬面淨值	Net book value at 31 December 2021	<u>7,276,454</u>	<u>653,591</u>	<u>829,721</u>	<u>8,759,766</u>
於 2021 年 12 月 31 日 成本值或估值	At 31 December 2021 Cost or valuation	7,276,454	1,575,447	1,293,292	10,145,193
累計折舊	Accumulated depreciation	-	(921,856)	(463,571)	(1,385,427)
於 2021 年 12 月 31 日之 賬面淨值	Net book value at 31 December 2021	<u>7,276,454</u>	<u>653,591</u>	<u>829,721</u>	<u>8,759,766</u>
上述資產之成本值或估值 分析如下：	The analysis of cost or valuation of the above assets is as follows:				
於 2021 年 12 月 31 日	At 31 December 2021				
按成本值	At cost	-	1,575,447	1,293,292	2,868,739
按估值	At valuation	7,276,454	-	-	7,276,454
		<u>7,276,454</u>	<u>1,575,447</u>	<u>1,293,292</u>	<u>10,145,193</u>

財務報表附註（續）
Notes to the Financial Statements (continued)
**25. 物業、器材及設備
（續）**
25. Properties, plant and equipment (continued)

		設備、固定 設施 及裝備 Equipment, fixtures and fittings	使用權資產 Right-of-use assets	總計 Total	
	房產 Premises	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於 2020 年 1 月 1 日之 賬面淨值	Net book value at 1 January 2020	7,481,553	528,117	592,366	8,602,036
增置	Additions	12,706	132,272	87,524	232,502
出售	Disposals	-	(1,533)	-	(1,533)
重估	Revaluation	(190,714)	-	-	(190,714)
年度折舊	Depreciation for the year	(142,280)	(127,333)	(249,521)	(519,134)
轉入	Transfer in	11,200	-	-	11,200
匯兌差額	Exchange difference	47,625	21,608	17,148	86,381
於 2020 年 12 月 31 日之 賬面淨值	Net book value at 31 December 2020	<u>7,220,090</u>	<u>553,131</u>	<u>447,517</u>	<u>8,220,738</u>
於 2020 年 12 月 31 日 成本值或估值	At 31 December 2020 Cost or valuation	7,220,090	1,408,640	876,588	9,505,318
累計折舊	Accumulated depreciation	-	(855,509)	(429,071)	(1,284,580)
於 2020 年 12 月 31 日之 賬面淨值	Net book value at 31 December 2020	<u>7,220,090</u>	<u>553,131</u>	<u>447,517</u>	<u>8,220,738</u>
上述資產之成本值或估值 分析如下：	The analysis of cost or valuation of the above assets is as follows:				
於 2020 年 12 月 31 日	At 31 December 2020				
按成本值	At cost	-	1,408,640	876,588	2,285,228
按估值	At valuation	7,220,090	-	-	7,220,090
		<u>7,220,090</u>	<u>1,408,640</u>	<u>876,588</u>	<u>9,505,318</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
25. 物業、器材及設備 (續) 25. Properties, plant and equipment (continued)

房產之賬面值按租約剩餘期限分析如下：

The carrying value of premises is analysed based on the remaining terms of the leases as follows:

	2021	2020
	港幣千元 HK\$'000	港幣千元 HK\$'000
在香港持有		
長期租約 (超過 50 年)	3,897,750	4,346,583
中期租約 (10 年至 50 年)	2,512,927	2,097,590
在香港以外持有		
中期租約 (10 年至 50 年)	769,530	738,542
短期租約 (少於 10 年)	96,247	37,375
	7,276,454	7,220,090

於 2021 年 12 月 31 日，列於資產負債表內之房產，乃依據獨立特許測量師萊坊測計師行有限公司於 2021 年 12 月 31 日以公允值為基準所進行之專業估值。公允值指在計量當日若有秩序成交的情況下向市場參與者出售每一項房產應取得的價格。

As at 31 December 2021, premises were included in the balance sheet at valuation carried out at 31 December 2021 on the basis of their fair value by an independent firm of chartered surveyors, Knight Frank Petty Limited. The fair value represents the price that would be received to sell each premises in an orderly transaction with market participants at the measurement date.

根據上述之重估結果，房產估值變動已於房產重估儲備及收益表確認如下：

As a result of the above-mentioned revaluations, changes in value of the premises were recognised in the premises revaluation reserve and the income statement as follows:

	2021	2020
	港幣千元 HK\$'000	港幣千元 HK\$'000
貸 / (借) 記房產重估儲備之重估增值 / (減值)	67,323	(184,028)
貸 / (借) 記收益表之重估增值 / (減值)	2,056	(6,686)
	69,379	(190,714)

於 2021 年 12 月 31 日，假若房產按成本值扣減累計折舊列賬，本集團之資產負債表內之房產賬面淨值應為港幣 1,004,855,000 元 (2020 年：港幣 905,492,000 元)。

As at 31 December 2021, the net book value of premises that would have been included in the Group's balance sheet had the premises been carried at cost less accumulated depreciation was HK\$1,004,855,000 (2020: HK\$905,492,000).

財務報表附註 (續) Notes to the Financial Statements (continued)
26. 其他資產
26. Other assets

		2021	2020
		港幣千元 HK\$'000	港幣千元 HK\$'000
收回資產	Reposessed assets	7,335	7,220
貴金屬	Precious metals	374,263	404,718
應收賬項及預付費用	Accounts receivable and prepayments	1,222,854	3,650,770
		1,604,452	4,062,708
減值準備	Impairment allowances	(3,900)	(4,661)
		1,600,552	4,058,047

相關減值準備之變化分析如下：

An analysis of changes in the corresponding impairment allowances is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2021 年 1 月 1 日	At 1 January 2021	(2,774)	(18)	(1,869)	(4,661)
增加	Addition	(380)	-	-	(380)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	493	18	12	523
轉至第一階段	Transfers to Stage 1	(1)	-	1	-
轉至第三階段	Transfers to Stage 3	1	-	(1)	-
期內各階段之間風險承擔轉撥對期末預期損失的影響	Impact on period end ECLs of exposures transferred between stages during the period	1	-	-	1
減值參數的轉變	Changes to inputs used for impairment calculations	5,016	-	(1,249)	3,767
匯兌差額	Exchange difference	(3,151)	-	1	(3,150)
於 2021 年 12 月 31 日	At 31 December 2021	(795)	-	(3,105)	(3,900)
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	(1,280)	-	(1,881)	(3,161)
增加	Addition	(1,962)	-	-	(1,962)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	25	-	1,151	1,176
轉至第二階段	Transfers to Stage 2	1	(1)	-	-
轉至第三階段	Transfers to Stage 3	1	-	(1)	-
期內各階段之間風險承擔轉撥對期末預期損失的影響	Impact on period end ECLs of exposures transferred between stages during the period	-	(17)	(354)	(371)
減值模型的變動	Changes to model used for impairment calculations	1	1	-	2
減值參數的轉變	Changes to inputs used for impairment calculations	939	(1)	(784)	154
匯兌差額	Exchange difference	(499)	-	-	(499)
於 2020 年 12 月 31 日	At 31 December 2020	(2,774)	(18)	(1,869)	(4,661)

財務報表附註（續） Notes to the Financial Statements (continued)
27. 公允值變化計入損益之金融負債 27. Financial liabilities at fair value through profit or loss

	<u>2021</u>	<u>2020</u>
	港幣千元	港幣千元
	HK\$'000	HK\$'000
交易性負債		
- 外匯基金票據及債券 短盤		
Trading liabilities		
- Short positions in Exchange Fund Bills and Notes	6,415,312	6,650,987

於 2021 年 12 月 31 日沒有界定為以公允值變化計入損益之金融負債（2020 年：無）。

At 31 December 2021, there were no financial liabilities designated at fair value through profit or loss (2020: Nil).

財務報表附註 (續) Notes to the Financial Statements (continued)
28. 客戶存款及對沖會計 28. Deposits from customers and hedge accounting
(a) 客戶存款
(a) Deposits from customers

		2021	2020
		港幣千元	港幣千元
		HK\$'000	HK\$'000
即期存款及往來存款	Demand deposits and current accounts		
- 公司	- Corporate	34,464,942	42,636,283
- 個人	- Personal	4,098,393	3,914,497
		<u>38,563,335</u>	<u>46,550,780</u>
儲蓄存款	Savings deposits		
- 公司	- Corporate	47,794,956	33,746,258
- 個人	- Personal	56,760,350	54,070,216
		<u>104,555,306</u>	<u>87,816,474</u>
定期、短期及通知存款	Time, call and notice deposits		
- 公司	- Corporate	152,873,966	131,872,167
- 個人	- Personal	87,788,779	85,390,507
		<u>240,662,745</u>	<u>217,262,674</u>
		<u><u>383,781,386</u></u>	<u><u>351,629,928</u></u>

(b) 對沖會計
(b) Hedge accounting
海外運作淨投資對沖

於 2021 年 12 月 31 日，本集團界定部分人民幣計值的客戶存款合共港幣 2,223,346,000 元（2020 年：港幣 2,162,425,000 元）為對沖工具，用以對沖海外運作淨投資。

年內沒有無效部分之收益或虧損於收益表內確認（2020 年：無）。

Hedges of net investments in foreign operations

As at 31 December 2021, a proportion of the Groups's RMB-denominated deposits from customers of HK\$ 2,223,346,000 (2020: HK\$2,162,425,000) were designated as a hedging instrument to hedge against the net investments in foreign operations.

There were no gains or losses on ineffective portion recognised in the income statement during the year (2020: Nil).

財務報表附註（續） Notes to the Financial Statements (continued)
29. 已發行債務證券及存款證 29. Debt securities and certificates of deposit in issue

		2021	2020
		港幣千元	港幣千元
		HK\$'000	HK\$'000
債務證券及存款證，按攤銷成本列賬	Debt securities and certificates of deposit, at amortised cost		
- 存款證	- Certificates of deposit	18,748,012	10,747,857
- 其他債務證券	- Other debt securities	13,007,215	13,266,578
		31,755,227	24,014,435

財務報表附註（續） Notes to the Financial Statements (continued)
30. 其他賬項及準備 30. Other accounts and provisions

		2021	2020
		港幣千元 HK\$'000	港幣千元 HK\$'000
租賃負債	Lease liabilities	865,378	454,071
其他應付賬項	Other accounts payable	17,812,855	18,052,064
準備	Provisions	51,899	54,660
貸款承諾及財務擔保合同 減值準備	Impairment allowances for loan commitments and financial guarantee contracts	292,367	164,014
		19,022,499	18,724,809

相關減值準備之變化分析
如下：

An analysis of changes in the corresponding impairment allowances is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2021 年 1 月 1 日	At 1 January 2021	163,377	637	-	164,014
增加	Addition	270,195	-	-	270,195
終止確認（不包括撇銷）	Derecognised (excluding written off)	(128,666)	(625)	-	(129,291)
轉至第一階段	Transfers to Stage 1	1	(1)	-	-
轉至第二階段	Transfers to Stage 2	(5)	5	-	-
期內各階段之間風險承擔 轉撥對期末預期損失的 影響	Impact on period end ECLs of exposures transferred between stages during the period	-	12	-	12
減值參數的轉變	Changes to inputs used for impairment calculations	(19,720)	(10)	-	(19,730)
匯兌差額	Exchange difference	7,167	-	-	7,167
於 2021 年 12 月 31 日	At 31 December 2021	292,349	18	-	292,367
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	89,558	18	-	89,576
增加	Addition	152,240	-	-	152,240
終止確認（不包括撇銷）	Derecognised (excluding written off)	(90,681)	-	-	(90,681)
轉至第一階段	Transfers to Stage 1	17	(17)	-	-
轉至第二階段	Transfers to Stage 2	(4)	4	-	-
期內各階段之間風險承擔 轉撥對期末預期損失的 影響	Impact on period end ECLs of exposures transferred between stages during the period	(13)	637	-	624
減值模型的變動	Changes to model used for impairment calculations	(11,493)	(74)	-	(11,567)
減值參數的轉變	Changes to inputs used for impairment calculations	11,769	69	-	11,838
匯兌差額	Exchange difference	11,984	-	-	11,984
於 2020 年 12 月 31 日	At 31 December 2020	163,377	637	-	164,014

財務報表附註 (續) Notes to the Financial Statements (continued)
31. 遞延稅項

遞延稅項是根據香港會計準則第12號「所得稅」計算，就資產負債之稅務基礎與其在財務報表內賬面值兩者之暫時性差額及未使用稅項抵免作提撥。

資產負債表內之遞延稅項（資產）／負債主要組合，以及其在年度內之變動如下：

31. Deferred taxation

Deferred tax is recognised in respect of the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and unused tax credits in accordance with HKAS 12 "Income Taxes".

The major components of deferred tax (assets)/liabilities recorded in the balance sheet, and the movements during the year are as follows:

		2021					
		加速折舊 免稅額 Accelerated tax depreciation	物業重估 Property revaluation	虧損 Losses	減值準備 Impairment allowance	其他 Other	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2021 年 1 月 1 日	At 1 January 2021	44,669	1,136,956	-	(557,900)	(189,092)	434,633
借/(貸)記收益 表	Charged/(credited) to income statement	1,393	1,947	-	(39,395)	47,721	11,666
(貸)借記其他 全面收益	(Credited)/charged to other comprehensive income	-	(3,306)	-	-	28,047	24,741
匯兌差額	Exchange difference	-	3,523	-	(13,495)	(977)	(10,949)
於 2021 年 12 月 31 日	At 31 December 2021	46,062	1,139,120	-	(610,790)	(114,301)	460,091
		2020					
		加速折舊 免稅額 Accelerated tax depreciation	物業重估 Property revaluation	虧損 Losses	減值準備 Impairment allowance	其他 Other	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	40,868	1,173,512	-	(389,790)	(37,466)	787,124
借/(貸)記收益 表	Charged/(credited) to income statement	3,801	2,554	-	(142,834)	(116,480)	(252,959)
貸記其他全面 收益	Credited to other comprehensive income	-	(46,489)	-	-	(33,751)	(80,240)
匯兌差額	Exchange difference	-	7,379	-	(25,276)	(1,395)	(19,292)
於 2020 年 12 月 31 日	At 31 December 2020	44,669	1,136,956	-	(557,900)	(189,092)	434,633

財務報表附註（續） Notes to the Financial Statements (continued)
31. 遞延稅項（續）

當有法定權利可將現有稅項資產與現有稅項負債抵銷，而遞延稅項涉及同一財政機關，則可將個別法人的遞延稅項資產與遞延稅項負債互相抵銷。下列在資產負債表內列賬之金額，已計入適當抵銷：

遞延稅項資產
遞延稅項負債

遞延稅項資產（超過 12 個月後收回）
遞延稅項負債（超過 12 個月後支付）

於 2021 年 12 月 31 日，本集團未確認遞延稅項資產之稅務虧損為港幣 20,225,000 元（2020 年：港幣 2,214,000 元）。按照現行稅例，有關稅務虧損沒有作廢期限。

31. Deferred taxation (continued)

Deferred tax assets and liabilities are offset on an individual entity basis when there is a legal right to set off current tax assets against current tax liabilities and when the deferred taxation relates to the same authority. The following amounts, determined after appropriate offsetting, are shown in the balance sheet:

	2021	2020
	港幣千元 HK\$'000	港幣千元 HK\$'000
Deferred tax assets	(352,791)	(430,257)
Deferred tax liabilities	812,882	864,890
	460,091	434,633
	2021	2020
	港幣千元 HK\$'000	港幣千元 HK\$'000
Deferred tax assets to be recovered after more than twelve months	(383,092)	(337,687)
Deferred tax liabilities to be settled after more than twelve months	884,871	903,250
	501,779	565,563

As at 31 December 2021, the Group has not recognised deferred tax assets in respect of tax losses amounting to HK\$20,225,000 (2020: HK\$2,214,000). These tax losses do not expire under the current tax legislation.

財務報表附註 (續) Notes to the Financial Statements (continued)
32. 後償負債
32. Subordinated liabilities

	<u>2021</u>	<u>2020</u>
	港幣千元	港幣千元
	HK\$'000	HK\$'000
按攤銷成本列賬於 2029 年到期之 700,000,000 美元定息後償票據	5,451,286	5,416,390

此乃本銀行於 2019 年 11 月 20 日發行之 700,000,000 美元在香港交易所上市及符合《巴塞爾協定三》而被界定為二級資本的 10 年期後償票據(「票據」)(須根據《銀行業(資本)規則》之條款)。此等票據將於 2029 年 11 月 20 日到期，選擇性贖還日為 2024 年 11 月 20 日。由發行日至其選擇性贖還日，年息為 3.80%，每半年付息一次。其後，倘票據未在選擇性贖還日贖回，往後的利息會重訂為當時 5 年期美國國庫債券息率加 218 點子。若獲得金管局預先批准，本銀行可於選擇性贖還日或因稅務或監管要求等理由於票據到期前的任何日子以票面價值贖回所有(非部分)票據。

US\$700 million fixed rate subordinated notes issued due 2029 at amortised cost

This represents US\$700,000,000 Basel III compliant 10-year subordinated notes qualifying as Tier 2 capital of the Bank issued on 20 November 2019 in accordance with the Banking (Capital) Rules (the "Notes"), which are listed on the Hong Kong Stock Exchange. The Notes will mature on 20 November 2029 with an optional redemption date falling on 20 November 2024. Interest at 3.80% p.a. is payable semi-annually from the issue date to the optional redemption date. Thereafter, if the Notes are not redeemed, the interest rate will be reset and the Notes will bear interest at the prevailing 5-year U.S. Treasury Rate plus 218 basis points. The Bank may, subject to receiving the prior approval of the HKMA, redeem the Notes at the option of the Bank in whole but not in part, at par either on the optional redemption date or for tax or regulatory reasons at any time prior to maturity of the Notes.

33. 股本
33. Share capital

	<u>2021</u>	<u>2020</u>
	港幣千元	港幣千元
	HK\$'000	HK\$'000
已發行及繳足： 7,000,000 股普通股	3,144,517	3,144,517

Issued and fully paid:
7,000,000 ordinary shares

財務報表附註 (續)
Notes to the Financial Statements (continued)
34. 額外資本工具
34. Additional equity instruments

	2021	2020
	港幣千元	港幣千元
	HK\$'000	HK\$'000
12 億美元永久非累計次級額外一級資本證券	9,314,890	9,314,890
US\$1,200 million perpetual non-cumulative subordinated additional tier 1 capital securities	9,314,890	9,314,890

本銀行於 2017 年 6 月 2 日發行了票面值 12 億美元 (扣除相關發行成本後等值港幣 93.15 億元) 的永久非累計次級額外一級資本證券 (「額外資本工具」)。此永久額外資本工具於 2022 年 6 月 2 日首個提前贖回日期前，票面年利率定於 5.00%。若屆時未有行使贖回權，票面年利率將每 5 年按當時 5 年期美國國庫債券息率的每年利率加上初始發行利差重設。

票息需每半年派付一次。本銀行有權根據該額外資本工具的條款規定取消利息發放，而取消的利息不會累積。然而，本銀行亦禁止宣佈向普通股股東分派股息直至下一次發放利息為止。

假如金管局通知本銀行不對本金進行撤銷則無法繼續經營，該額外資本工具的本金將會按與金管局協商後或接受其指令下進行撤銷。

於 2022 年 6 月 2 日或任何其後的派息日，本銀行擁有贖回權贖回所有未償付的額外資本工具，但須受已列載之條款及細則所限制。

2021 年內，本銀行共支付額外資本工具票息 6 千萬美元，當中分別於 2021 年 6 月 1 日和 2021 年 12 月 1 日每次支付 3 千萬美元。(2020 年：6 千萬美元)。

On 2 June 2017, the Bank issued perpetual non-cumulative subordinated additional tier 1 capital securities ("additional equity instruments") with a face value of US\$1,200 million (equivalent to HK\$9,315 million net of related issuance costs). The additional equity instruments are perpetual and bear a 5.00% coupon until the first call date on 2 June 2022. The coupon will be reset every 5 years if the additional equity instruments are not redeemed to a fixed rate equivalent to the then-prevailing 5-year US Treasury rate plus a fixed initial spread.

The coupon shall be payable semi-annually. The Bank has the right to cancel coupon payment (subjected to the requirement as set out in the terms and conditions of the additional equity instruments) and the coupon cancelled shall not be cumulative. However, the Bank is stopped from declaring dividend to its ordinary shareholders unless the next scheduled coupon payment is paid.

The principal of the additional equity instruments will be written down to the amount as directed or agreed with the HKMA if the HKMA notifies the Bank that the Bank would become non-viable if there is no written down of the principal.

The Bank has a call option to redeem all the outstanding additional equity instruments from 2 June 2022 or any subsequent coupon payment date, but subject to restriction as set out in the terms and conditions.

The Bank has distributed coupon payment for additional equity instruments for a total amount US\$60 million during the year 2021, for each US\$30 million was distributed on 1 June 2021 and 1 December 2021 separately (2020: US\$60 million).

財務報表附註 (續) Notes to the Financial Statements (continued)
35. 綜合現金流量表附註 35. Notes to consolidated cash flow statement

(a) 經營溢利與除稅前 經營現金之流入/ (流出) 對賬	(a) Reconciliation of operating profit to operating cash inflow/(outflow) before taxation	2021 港幣千元 HK\$'000	2020 港幣千元 HK\$'000
經營溢利	Operating profit	3,749,881	4,229,255
折舊	Depreciation	534,411	519,134
減值準備淨撥備	Net charge of impairment allowances	1,499,269	1,359,147
折現減值準備回撥	Unwind of discount on impairment allowances	-	(3,179)
已撇銷之貸款 (扣除 收回款額)	Advances written off net of recoveries	(593,586)	(1,075,308)
租賃負債利息支出	Interest expense on lease liabilities	27,728	18,838
後償負債利息支出	Interest expense on subordinated liabilities	209,955	209,386
原到期日超過 3 個月 之存放銀行及其他 金融機構的結餘之 變動	Change in balances with banks and other financial institutions with original maturity over three months	(208,549)	635,824
原到期日超過 3 個月 之在銀行及其他金 融機構之定期存放 之變動	Change in placements with banks and other financial institutions with original maturity over three months	(894,347)	7,561,189
公允值變化計入損益 之金融資產之變動	Change in financial assets at fair value through profit or loss	(4,517,232)	(10,757,524)
衍生金融工具之變動	Change in derivative financial instruments	(872,184)	853,943
貸款及其他賬項之變 動	Change in advances and other accounts	(15,835,318)	(14,998,176)
金融投資之變動	Change in financial investments	(5,549,854)	9,796,568
其他資產之變動	Change in other assets	2,461,406	287,570
銀行及其他金融機構 之存款及結餘之變動	Change in deposits and balances from banks and other financial institutions	(11,410,344)	2,080,195
公允值變化計入損益之 金融負債之變動	Change in financial liabilities at fair value through profit or loss	(235,675)	1,602,428
客戶存款之變動	Change in deposits from customers	32,151,458	5,742,146
其他賬項及準備之變 動	Change in other accounts and provisions	(224,774)	(7,107,403)
匯率變動之影響	Effect of changes in exchange rates	(103,967)	117,314
除稅前經營現金之流 入	Operating cash inflow before taxation	<u>188,278</u>	<u>1,071,347</u>
經營業務之現金流量中包 括：	Cash flows from operating activities included:		
- 已收利息	- Interest received	12,017,776	12,587,648
- 已付利息	- Interest paid	(5,474,353)	(6,658,081)
- 已收股息	- Dividend received	1,905	2,165

財務報表附註 (續) Notes to the Financial Statements (continued)
35. 綜合現金流量表附註 (續) 35. Notes to consolidated cash flow statement (continued)
(b) 現金及等同現金項目結存分析
(b) Analysis of the balances of cash and cash equivalents

	<u>2021</u>	<u>2020</u>
	港幣千元 HK\$'000	港幣千元 HK\$'000
庫存現金及原到期日 在 3 個月內之存放 銀行及其他金融機 構的結餘	54,876,086	48,556,255
原到期日在 3 個月內 之在銀行及其他金 融機構之定期存放	1,233,815	-
原到期日在 3 個月內 之庫券	274,984	1,182,972
	<u>56,384,885</u>	<u>49,739,227</u>

(c) 融資業務負債之變動
(c) Changes in liabilities arising from financing activities

	<u>2021</u>	<u>2020</u>
	港幣千元 HK\$'000	港幣千元 HK\$'000
<u>已發行債務證券及存款證</u>		
於 1 月 1 日	24,014,435	15,471,116
年內發行	7,740,792	8,543,319
於 12 月 31 日	<u>31,755,227</u>	<u>24,014,435</u>
<u>後償負債</u>		
於 1 月 1 日	5,416,390	5,438,386
現金流量：		
支付發行後償負債 的成本	-	(168)
支付後償負債票息	(206,870)	(206,187)
非現金流變動：		
折價及發行費用之 攤分	209,955	209,386
外匯變動	31,811	(25,027)
於 12 月 31 日	<u>5,451,286</u>	<u>5,416,390</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
35. 綜合現金流量表附註 (續) 35. Notes to consolidated cash flow statement (continued)
(c) 融資業務負債之變動 (續)

租賃負債
於 1 月 1 日
現金流量：
支付租賃負債
非現金變動：
 新增
 其他

於 12 月 31 日

(c) Changes in liabilities arising from financing activities (continued)
Lease liabilities

At 1 January
Cash flows:
Payment of lease liabilities
Non-cash changes:
Additions
Others

At 31 December

	2021	2020
	港幣千元	港幣千元
	HK\$'000	HK\$'000
	454,071	582,911
	(232,940)	(267,165)
	608,176	86,947
	36,071	51,378
	865,378	454,071

36. 或然負債及承擔

或然負債及承擔乃參照有關資本充足比率之金管局報表的填報指示而編製，其每項重要類別之合約數額及總信貸風險加權數額概述如下：

36. Contingent liabilities and commitments

The following is a summary of the contractual amounts of each significant class of contingent liability and commitment and the aggregate credit risk-weighted amount and is prepared with reference to the completion instructions for the HKMA return of capital adequacy ratio.

		2021	2020
		港幣千元	港幣千元
		HK\$'000	HK\$'000
直接信貸替代項目	Direct credit substitutes	26,344,345	12,329,692
與交易有關之或然負債	Transaction-related contingencies	1,671,736	1,439,767
與貿易有關之或然負債	Trade-related contingencies	20,075,844	18,734,669
有追索權的資產出售	Asset sales with recourse	3,945,292	498,543
不需事先通知的無條件撤銷之承諾	Commitments that are unconditionally cancellable without prior notice	117,673,275	109,315,008
其他承擔，原到期日為	Other commitments with an original maturity of		
- 1 年或以下	- up to one year	2,438,374	2,251,261
- 1 年以上	- over one year	14,643,713	16,002,949
		186,792,579	160,571,889
信貸風險加權數額	Credit risk-weighted amount	21,882,601	16,409,407

信貸風險加權數額是根據《銀行業(資本)規則》計算。此數額取決於交易對手之情況及各類合約之期限特性。

The credit risk-weighted amount is calculated in accordance with the Banking (Capital) Rules. The amount is dependent upon the status of the counterparty and the maturity characteristics of each type of contract.

財務報表附註（續） Notes to the Financial Statements (continued)
37. 資本承擔
37. Capital commitments

本集團未於財務報表中撥備之資本承擔金額如下：

The Group has the following outstanding capital commitments not provided for in the financial statements:

		<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
已批准及簽約但未撥備	Authorised and contracted for but not provided for	1,147,563	59,203
已批准但未簽約	Authorised but not contracted for	4,325	2,659
		<u>1,151,888</u>	<u>61,862</u>

以上資本承擔大部分為將購入之房產、電腦硬件及軟件，以及本集團之樓宇裝修工程之承擔。

The above capital commitments mainly relate to commitments to purchase premises, computer equipment and software, and to renovate the Group's premises.

財務報表附註（續） Notes to the Financial Statements (continued)
38. 經營租賃承擔
38. Operating lease commitments
作為出租人
As lessor

根據不可撤銷之經營租賃合約，下列為本集團與租客簽訂合約之未來有關租賃之最低應收租金：

The Group has contracted with tenants for the following future minimum lease receivables under non-cancellable operating leases:

		<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
土地及樓宇	Land and buildings		
- 不超過 1 年	- Not later than one year	8,681	8,224
- 1 年以上至 5 年內	- Later than one year but not later than five years	5,002	4,226
		<u>13,683</u>	<u>12,450</u>

本集團以經營租賃形式租出投資物業；租賃年期通常由 1 年至 5 年。租約條款一般要求租客提交保證金。

The Group leases its investment properties under operating lease arrangements, with leases typically for a period from one to five years. The terms of the leases generally require the tenants to pay security deposits.

39. 訴訟
39. Litigation

本集團正面對多項由獨立人士提出的索償及反索償。此等索償及反索償與本集團的正常商業活動有關。

The Group has been served a number of claims and counterclaims by various independent parties. These claims and counterclaims are in relation to the normal commercial activities of the Group.

由於董事認為本集團可對申索人作出有力抗辯或預計此等申索所涉及的數額不大，故並未對此等索償及反索償作出重大撥備。

No material provision was made against these claims and counterclaims because the directors believe that the Group has meritorious defences against the claimants or the amounts involved in these claims are not expected to be material.

財務報表附註（續） **Notes to the Financial Statements (continued)****40. 分類報告****(a) 按營運分類**

本集團業務拆分為四個主要分類，分別為個人銀行、企業銀行、財資業務及投資。

個人銀行和企業銀行業務線均會提供全面的銀行服務，個人銀行業務線是服務個人客戶，而企業銀行業務線是服務非個人客戶。至於財資業務線，除了自營買賣外，還負責管理本集團的資本、流動資金、利率和外匯敞口。財資業務部門管理本集團的融資活動和資本，為其他業務線提供資金，並接收從個人銀行和企業銀行業務線的吸收存款活動中所取得的資金。這些業務線之間的資金交易主要按集團內部資金轉移價格機制釐定。在本附註呈列的財資業務損益資料，已包括上述業務線之間的收支交易，但其資產負債資料並未反映業務線之間的借貸（換言之，不可以把財資業務的損益資料與其資產負債資料比較）。

投資包括本集團的房地產和支援單位所使用的設備。對於佔用本集團的物業，其他業務線需要按照每平方米市場價格向投資業務線支付費用。由本集團附屬公司—南商（中國）之資本金所產生及已於其收益賬確認的貨幣換算差額，已包括於此業務分類內。

「其他」為集團其他營運及主要包括有關本集團整體但與其餘四個業務線無關的項目。

一個業務線的收入及支出，主要包括直接歸屬於該業務線的項目。至於管理費用，會根據合理基準攤分。

40. Segmental reporting**(a) By operating segment**

The Group divides its business into four major segments, Personal Banking, Corporate Banking, Treasury and Investment.

Both Personal Banking and Corporate Banking provide general banking services. Personal Banking serves individual customers while Corporate Banking deals with non-individual customers. The Treasury segment is responsible for managing the capital, liquidity, and the interest rate and foreign exchange positions of the Group in addition to proprietary trades. It provides funds to other business segments and receives funds from deposit taking activities of Personal Banking and Corporate Banking. These inter-segment funding is charged according to the internal funds transfer pricing mechanism of the Group. The assets and liabilities of Treasury have not been adjusted to reflect the effect of inter-segment borrowing and lending (i.e. the profit and loss information in relation to Treasury is not comparable to the assets and liabilities information about Treasury).

Investment includes bank premises and equipment used by supporting units. Charges are paid to this segment from other business segments based on market rates per square foot for their occupation of the Group's premises. The exchange difference arising from capital of our subsidiary, NCB (China), which is recognised in its income statement, is also included in this class.

“Others” refers to other group operations and mainly comprises of items related to the Group as a whole and totally independent of the other four business segments.

Revenues and expenses of any business segment mainly include items directly attributable to the segment. For management overheads, allocations are made on reasonable bases.

財務報表附註 (續) Notes to the Financial Statements (continued)

40. 分類報告 (續) 40. Segmental reporting (continued)

(a) 按營運分類 (續)

(a) By operating segment (continued)

		個人銀行 Personal Banking	企業銀行 Corporate Banking	財資業務 Treasury	投資 Investment	其他 Others	小計 Subtotal	合併抵銷 Eliminations	綜合 Consolidated
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
截至 2021 年 12 月 31 日	Year ended 31 December 2021								
淨利息收入 / (支出)	Net interest income/(expense)								
- 外來	- External	481,630	4,228,205	1,615,580	-	1	6,325,416	-	6,325,416
- 跨業務	- Inter-segment	240,582	196,577	(437,159)	-	-	-	-	-
		722,212	4,424,782	1,178,421	-	1	6,325,416	-	6,325,416
淨服務費及佣金收入 / (支出)	Net fee and commission income/(expense)	842,772	755,811	120,328	240	(3,607)	1,715,544	-	1,715,544
淨交易性收益 / (虧損)	Net trading gain/(loss)	40,143	(195,859)	341,584	125,123	(102)	310,889	-	310,889
以公允值變化計入損益之金融工具淨收益	Net gain on financial instruments at fair value through profit or loss	-	-	61,759	-	-	61,759	-	61,759
其他金融資產之淨 (虧損) / 收益	Net (loss)/gain on other financial assets	-	(13,725)	167,017	-	-	153,292	-	153,292
其他經營 (支出) / 收入	Other operating (expense)/income	(6,095)	(18,781)	24,880	147,721	11,149	158,874	(136,359)	22,515
提取減值準備前之淨經營收入	Net operating income before impairment allowances	1,599,032	4,952,228	1,893,989	273,084	7,441	8,725,774	(136,359)	8,589,415
減值準備淨回撥/(撥備)	Net reversal/(charge) of impairment allowances	547,171	(2,080,762)	31,156	-	3,166	(1,499,269)	-	(1,499,269)
淨經營收入	Net operating income	2,146,203	2,871,466	1,925,145	273,084	10,607	7,226,505	(136,359)	7,090,146
經營支出	Operating expenses	(1,141,261)	(1,581,151)	(222,510)	(426,231)	(105,471)	(3,476,624)	136,359	(3,340,265)
經營溢利 / (虧損)	Operating profit/(loss)	1,004,942	1,290,315	1,702,635	(153,147)	(94,864)	3,749,881	-	3,749,881
出售 / 重估物業、器材及設備之淨虧損	Net loss from disposal/ revaluation of properties, plant and equipment	-	-	-	(7,831)	-	(7,831)	-	(7,831)
除稅前溢利 / (虧損)	Profit/(loss) before taxation	1,004,942	1,290,315	1,702,635	(160,978)	(94,864)	3,742,050	-	3,742,050
於 2021 年 12 月 31 日	At 31 December 2021								
資產	ASSETS								
分部資產	Segment assets	65,264,020	228,924,067	232,454,507	9,137,896	550,510	536,331,000	-	536,331,000
負債	LIABILITIES								
分部負債	Segment liabilities	150,462,636	249,924,033	66,110,363	2,886	3,497,158	469,997,076	-	469,997,076
截至 2021 年 12 月 31 日	Year ended 31 December 2021								
其他資料	Other information								
資本性支出	Capital expenditure	-	-	-	351,182	-	351,182	-	351,182
折舊	Depreciation	58,189	37,592	4,215	426,093	8,322	534,411	-	534,411
證券攤銷	Amortisation of securities	-	-	(283,811)	-	-	(283,811)	-	(283,811)

財務報表附註 (續) Notes to the Financial Statements (continued)

40. 分類報告 (續) 40. Segmental reporting (continued)

(a) 按營運分類 (續)

(a) By operating segment (continued)

		個人銀行 Personal Banking	企業銀行 Corporate Banking	財資業務 Treasury	投資 Investment	其他 Others	小計 Subtotal	合併抵銷 Eliminations	綜合 Consolidated
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
截至 2020 年 12 月 31 日	Year ended 31 December 2020								
淨利息收入 / (支出)	Net interest income/(expense)								
- 外來	- External	(258,654)	4,528,931	2,098,210	-	-	6,368,487	-	6,368,487
- 跨業務	- Inter-segment	1,140,731	165,166	(1,305,897)	-	-	-	-	-
		882,077	4,694,097	792,313	-	-	6,368,487	-	6,368,487
淨服務費及佣金收入 / (支出)	Net fee and commission income/(expense)	840,539	684,905	95,274	61	(1,323)	1,619,456	-	1,619,456
淨交易性收益 / (虧損)	Net trading gain/(loss)	39,499	436,291	(667,019)	272,085	11	80,867	-	80,867
以公允價值變化計入損益之金融工具淨收益	Net gain on financial instruments at fair value through profit or loss	-	-	435,846	-	-	435,846	-	435,846
其他金融資產之淨 (虧損) / 收益	Net (loss)/gain on other financial assets	-	(14,529)	264,298	-	-	249,769	-	249,769
其他經營收入 / (支出)	Other operating income/(expense)	23,248	(67,735)	44,487	145,403	7,332	152,735	(134,147)	18,588
提取減值準備前之淨經營收入	Net operating income before impairment allowances	1,785,363	5,733,029	965,199	417,549	6,020	8,907,160	(134,147)	8,773,013
減值準備淨回撥/(撥備)	Net reversal/(charge) of impairment allowances	371,524	(1,703,766)	(25,950)	-	(955)	(1,359,147)	-	(1,359,147)
淨經營收入	Net operating income	2,156,887	4,029,263	939,249	417,549	5,065	7,548,013	(134,147)	7,413,866
經營支出	Operating expenses	(1,065,254)	(1,259,203)	(446,381)	(407,186)	(140,734)	(3,318,758)	134,147	(3,184,611)
經營溢利 / (虧損)	Operating profit/(loss)	1,091,633	2,770,060	492,868	10,363	(135,669)	4,229,255	-	4,229,255
投資物業公允價值調整之淨虧損	Net loss from fair value adjustments on investment properties	-	-	-	(2,950)	-	(2,950)	-	(2,950)
出售 / 重估物業、器材及設備之淨虧損	Net loss from disposal/revaluation of properties, plant and equipment	-	-	-	(7,899)	-	(7,899)	-	(7,899)
除稅前溢利 / (虧損)	Profit/(loss) before taxation	1,091,633	2,770,060	492,868	(486)	(135,669)	4,218,406	-	4,218,406
於 2020 年 12 月 31 日	At 31 December 2020								
資產	ASSETS								
分部資產	Segment assets	61,054,867	219,333,199	214,741,486	8,616,662	1,951,947	505,698,161	-	505,698,161
負債	LIABILITIES								
分部負債	Segment liabilities	145,604,471	221,972,695	71,631,122	3,056	3,459,096	442,670,440	-	442,670,440
截至 2020 年 12 月 31 日	Year ended 31 December 2020								
其他資料	Other information								
資本性支出	Capital expenditure	-	-	-	144,978	-	144,978	-	144,978
折舊	Depreciation	54,919	33,112	3,423	407,174	20,506	519,134	-	519,134
證券攤銷	Amortisation of securities	-	-	(73,790)	-	-	(73,790)	-	(73,790)

財務報表附註 (續) Notes to the Financial Statements (continued)
40. 分類報告 (續) 40. Segmental reporting (continued)
(b) 按地理區域劃分

以下資料是根據附屬公司的主要營業地點分類，如屬本銀行之資料，則依據負責申報業績或將資產記賬之分行所在地分類：

(b) By geographical area

The following information is presented based on the principal places of operations of the subsidiaries, or in the case of the Bank, on the locations of the branches responsible for reporting the results or booking the assets:

		2021		2020	
		提取減值準備前 之淨經營收入 Net operating income before impairment allowances	除稅前 溢利 Profit before taxation	提取減值準備前 之淨經營收入 Net operating income before impairment allowances	除稅前 溢利 Profit before taxation
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	5,673,138	2,798,991	5,661,635	3,550,593
中國內地	Mainland of China	2,916,277	943,059	3,111,378	667,813
合計	Total	8,589,415	3,742,050	8,773,013	4,218,406

		2021			
		總資產 Total assets	總負債 Total liabilities	非流動資產 Non-current assets	或然負債和承擔 Contingent liabilities and commitments
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	356,529,276	309,300,665	6,987,733	65,215,675
中國內地	Mainland of China	179,801,724	160,696,411	2,107,651	121,576,904
合計	Total	536,331,000	469,997,076	9,095,384	186,792,579

		2020			
		總資產 Total assets	總負債 Total liabilities	非流動資產 Non-current assets	或然負債和承擔 Contingent liabilities and commitments
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	336,658,287	289,806,208	7,038,442	60,975,919
中國內地	Mainland of China	169,039,874	152,864,232	1,531,652	99,595,970
合計	Total	505,698,161	442,670,440	8,570,094	160,571,889

財務報表附註（續） Notes to the Financial Statements (continued)**41. 已抵押資產**

於 2021 年 12 月 31 日，本集團之負債港幣 8,460,152,000 元（2020 年：港幣 8,408,994,000 元）是以存放於中央保管系統以便利結算之資產作抵押。此外，本集團通過售後回購協議的債務證券及票據抵押之負債為港幣 8,546,658,000 元（2020 年：港幣 17,562,996,000 元）。本集團為擔保此等負債而質押之資產金額為港幣 17,271,885,000 元（2020 年：港幣 27,016,893,000 元），並主要於「交易性資產」及「金融投資」內列賬。

41. Assets pledged as security

As at 31 December 2021, the liabilities of the Group amounting to HK\$8,460,152,000 (2020: HK\$8,408,994,000) were secured by assets deposited with central depositories to facilitate settlement operations. In addition, the liabilities of the Group amounting to HK\$8,546,658,000 (2020: HK\$17,562,996,000) were secured by debt securities and bills related to sale and repurchase arrangements. The amount of assets pledged by the Group to secure these liabilities was HK\$17,271,885,000 (2020: HK\$27,016,893,000) mainly included in "Trading assets" and "Financial investments".

財務報表附註 (續) Notes to the Financial Statements (continued)
42. 金融工具之抵銷
42. Offsetting financial instruments

下表列示本集團已抵銷、受執行性淨額結算總協議和類似協議約束的金融工具詳情。

The following tables present details of the Group's financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements.

		2021					
		已確認金融資產總額	於資產負債表中抵銷之已確認金融負債總額	於資產負債表中列示的金融資產淨額	未有於資產負債表中抵銷之相關金額		淨額
		Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities set off in the balance sheet	Net amounts of financial assets presented in the balance sheet	金融工具 Financial instruments	已收取之現金押品 Cash collateral received	Net amount
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
資產	Assets						
衍生金融工具	Derivative financial instruments	409,124	-	409,124	(275,561)	(68,847)	64,716
其他資產	Other assets	873,975	(753,279)	120,696	-	-	120,696
		1,283,099	(753,279)	529,820	(275,561)	(68,847)	185,412

		2021					
		已確認金融負債總額	於資產負債表中抵銷之已確認金融資產總額	於資產負債表中列示的金融負債淨額	未有於資產負債表中抵銷之相關金額		淨額
		Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets set off in the balance sheet	Net amounts of financial liabilities presented in the balance sheet	金融工具 Financial instruments	已抵押之現金押品 Cash collateral pledged	Net amount
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
負債	Liabilities						
衍生金融工具	Derivative financial instruments	521,805	-	521,805	(275,561)	(212,232)	34,012
其他負債	Other liabilities	934,757	(753,279)	181,478	-	-	181,478
		1,456,562	(753,279)	703,283	(275,561)	(212,232)	215,490

財務報表附註（續） Notes to the Financial Statements (continued)
42. 金融工具之抵銷（續） 42. Offsetting financial instruments (continued)

		2020					
		已確認金融 資產總額 Gross amounts of recognised financial assets	於資產負債表中 抵銷之已確認金 融負債總額 Gross amounts of recognised financial liabilities set off in the balance sheet	於資產負債表 中列示的金融 資產淨額 Net amounts of financial assets presented in the balance sheet	未有於資產負債表中抵銷之 相關金額 Related amounts not set off in the balance sheet		淨額 Net amount
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	金融工具 Financial instruments	已收取之 現金押品 Cash collateral received	港幣千元 HK\$'000
資產	Assets						
衍生金融工具	Derivative financial instruments	514,215	-	514,215	(507,535)	(5,349)	1,331
其他資產	Other assets	1,504,891	(1,278,696)	226,195	-	-	226,195
		<u>2,019,106</u>	<u>(1,278,696)</u>	<u>740,410</u>	<u>(507,535)</u>	<u>(5,349)</u>	<u>227,526</u>
		2020					
		已確認金融 負債總額 Gross amounts of recognised financial liabilities	於資產負債表中 抵銷之已確認金 融資產總額 Gross amounts of recognised financial assets set off in the balance sheet	於資產負債表 中列示的金融 負債淨額 Net amounts of financial liabilities presented in the balance sheet	未有於資產負債表中抵銷之 相關金額 Related amounts not set off in the balance sheet		淨額 Net amount
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	金融工具 Financial instruments	已抵押之 現金押品 Cash collateral pledged	港幣千元 HK\$'000
負債	Liabilities						
衍生金融工具	Derivative financial instruments	1,710,709	-	1,710,709	(507,535)	(510,362)	692,812
其他負債	Other liabilities	1,348,560	(1,278,696)	69,864	-	-	69,864
		<u>3,059,269</u>	<u>(1,278,696)</u>	<u>1,780,573</u>	<u>(507,535)</u>	<u>(510,362)</u>	<u>762,676</u>

按本集團簽訂有關場外衍生工具和售後回購交易的淨額結算總協議，倘若發生違約或其他事先議定的事件，則同一交易對手之相關金額可採用淨額結算。

For master netting agreements of OTC derivative and sale and repurchase transactions entered into by the Group, related amounts with the same counterparty can be offset if an event of default or other predetermined events occur.

財務報表附註（續） Notes to the Financial Statements (continued)
43. 金融資產轉移

於 2021 年及 2020 年 12 月 31 日，本集團沒有不符合終止確認條件之已轉移金融資產。

43. Transfers of financial assets

As at 31 December 2021 and 2020, there were no transferred financial assets of the Group that do not qualify for derecognition.

44. 董事貸款

根據香港《公司條例》第 383 條及《公司（披露董事利益資料）規例》第三部的規定，向本銀行董事提供之貸款詳情如下：

44. Loans to directors

Particulars of loans made to directors of the Bank pursuant to section 383 of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

		<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
於年末尚未償還之有關 交易總額	Aggregate amount of relevant transactions outstanding at year end	<u>37,497</u>	<u>498</u>
於年內未償還有關交易之 最高總額	Maximum aggregate amount of relevant transactions outstanding during the year	<u>46,182</u>	<u>535</u>

財務報表附註（續） **Notes to the Financial Statements (continued)****45. 主要之有關連人士交易** **45. Significant related party transactions**

母公司的基本資料：

本集團直接控股公司為信達金融控股有限公司（「信達金控」），最終控股公司為中國信達資產管理股份有限公司（「中國信達」），而中國信達是由中華人民共和國財政部（「財政部」）在中華人民共和國（「中國」）成立的國有金融企業，其股份亦在香港聯合交易所有限公司（「香港聯交所」）上市交易。

(a) 與母公司及母公司控制之其他公司進行的交易

本集團之直接控股公司是信達金控，而信達金控是受中國信達（香港）控股有限公司（「信達香港」）控制。中國信達是信達香港之控股公司，其主要股東及實際控制人為財政部，財政部是中華人民共和國國務院的組成部門，主要負責國家財政收支和稅收政策等。

中國信達於某些內地實體均擁有控制權益。

大部分與中國信達進行的交易源自客戶存款及出售客戶貸款及墊款。於 2021 年 12 月 31 日，本集團相關款項總額為港幣 14,123,405,000 元（2020 年：港幣 18,219,567,000 元）及港幣 1,197,776,000（2020 年：無）。截至 2021 年 12 月 31 日止年度，與中國信達做此類業務過程中產生的支出及出售引致的淨損失減分別為港幣 49,292,000 元（2020 年：港幣 388,867,000 元）及港幣 357,316,000 元（2020 年：無）。

General information of the parent companies:

The Group's immediate holding company is Cinda Financial Holdings Co., Limited ("Cinda Financial Holdings"), the Group's ultimate holding company is China Cinda Asset Management Co., Ltd. ("China Cinda") which is a state-owned financial enterprise established in the People's Republic of China (the "PRC") by the Ministry of Finance (the "MOF") and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange").

(a) Transactions with the parent companies and the other companies controlled by the parent companies

The Group's immediate holding company is Cinda Financial Holdings which is in turn controlled by China Cinda (HK) Holdings Company Limited ("Cinda Hong Kong"). China Cinda is the controlling entity of Cinda Hong Kong and its major shareholder and de facto controller is MOF, which is one of the ministries under the State Council of the PRC Government, primarily responsible for state fiscal revenue and expenditures, and taxation policies.

China Cinda has controlling equity interests in certain other entities in the PRC.

The majority of transactions with China Cinda arises from deposits from customers and disposal of loans and advances. As at 31 December 2021, the related aggregate amount of the Group was HK\$14,123,405,000 (2020: HK\$18,219,567,000) and HK\$1,197,776,000 (2020: Nil) respectively. The aggregate amount of expenses of the Group arising from these transactions and the net loss arising from disposal with China Cinda for the year ended 31 December 2021 was HK\$49,292,000 (2020: HK\$388,867,000) and HK\$357,316,000 (2020: Nil) respectively.

財務報表附註（續） **Notes to the Financial Statements (continued)****45. 主要之有關連人士交易（續）** **45. Significant related party transactions (continued)****(a) 與母公司及母公司控制之其他公司進行的交易（續）**

大部分與信達香港進行的交易源自客戶存款。於2021年12月31日，本集團相關款項總額為港幣4,911,717,000元（2020年：港幣6,917,977,000元）。截至2021年12月31日止年度，與信達香港做此類業務過程中產生的支出總額為港幣20,773,000元（2020年：港幣46,160,000元）。

大部分與母公司控制之其他公司的交易源自金融投資。於2021年12月31日，本集團相關款項總額為港幣592,486,000元（2020年：港幣959,214,000元）。截至2021年12月31日止年度，與母公司控制之其他公司做此類業務過程中產生的收入總額為港幣48,092,000元（2020年：港幣85,080,000元）。

(a) Transactions with the parent companies and the other companies controlled by the parent companies (continued)

The majority of transactions with Cinda Hong Kong arises from deposits from customers. As at 31 December 2021, the related aggregate amount of the Group was HK\$4,911,717,000 (2020: HK\$6,917,977,000). The aggregate amount of expenses of the Group arising from these transactions with Cinda Hong Kong for the year ended 31 December 2021 was HK\$20,773,000 (2020: HK\$46,160,000).

The majority of transactions with other companies controlled by the parent companies arises from financial investments. As at 31 December 2021, the related aggregate amount of the Group was HK\$ 592,486,000 (2020: HK\$959,214,000). The aggregate amount of income of the Group arising from these transactions with other companies controlled by the parent companies for the year ended 31 December 2021 was HK\$48,092,000 (2020: HK\$ 85,080,000).

財務報表附註（續） Notes to the Financial Statements (continued)**45. 主要之有關連人士交易 (續) 45. Significant related party transactions (continued)****(a) 與母公司及母公司控制之其他公司進行的交易（續）**

大部分與母公司控制之其他公司的交易源自衍生金融工具。於2021年12月31日，本集團相關款項總額為衍生金融資產：港幣19,857,000元（2020年：港幣72,992,000元）及衍生金融負債：港幣57,991,000元（2020年：無）。截至2021年12月31日止年度，與母公司控制之其他公司做此類業務過程中產生的收入及支出總額分別為衍生金融資產：港幣339,000元（2020年：港幣103,993,000元）及衍生金融負債：港幣59,585,000元（2020年：無）。

(a) Transactions with the parent companies and the other companies controlled by the parent companies (continued)

The majority of transactions with other companies controlled by the parent companies arises from derivative financial instruments. As at 31 December 2021, the related aggregate amount of the Group was HK\$19,857,000 (2020: HK\$72,992,000) for the asset side and HK\$57,991,000 (2020: Nil) for the liability side respectively. The aggregate amount of income/expenses of the Group arising from these transactions with other companies controlled by the parent companies for the year ended 31 December 2021 was income HK\$339,000 (2020: HK\$103,993,000) for derivative financial assets and expenses HK\$59,585,000 (2020: Nil) for derivative financial liabilities.

財務報表附註（續） Notes to the Financial Statements (continued)**45. 主要之有關連人士交易 (續) 45. Significant related party transactions (continued)****(a) 與母公司及母公司控制之其他公司進行的交易（續）**

大部分與母公司控制之其他公司的交易源客戶貸款及客戶存款。於2021年12月31日，本集團相關款項總額分別為港幣149,533,000元（2020年：港幣49,184,000元）及港幣6,397,258,000元（2020年：港幣7,656,394,000元）。截至2021年12月31日止年度，與母公司控制之其他公司做此類業務過程中產生的收入及支出總額分別為港幣4,939,000元（2020年：港幣10,000,000元）及港幣84,090,000元（2020年：港幣139,305,000元）。

大部分與母公司控制之其他公司的交易源自物業、器材及設備、其他資產及其他賬項及準備。於2021年12月31日，本集團相關款項總額為港幣401,409,000元（2020年：港幣24,069,000元）及港幣641,089,000元（2020年：港幣34,239,000元），其中港幣391,468,000元（2020年12月31日：無）為使用權資產及港幣529,950,000元（2020年：無）為與母公司控制之其他公司簽訂租賃協議而產生的租賃負債。截至2021年12月31日止年度，與母公司控制之其他公司做此類業務過程中產生的淨支出總額為港幣9,018,000元（2020年淨收入總額：港幣15,838,000元）。

(a) Transactions with the parent companies and the other companies controlled by the parent companies (continued)

The majority of transactions with other companies controlled by the parent companies arises from advances to customers and deposits from customers. As at 31 December 2021, the related aggregate amount of the Group was HK\$149,533,000 (2020: HK\$49,184,000) and HK\$ 6,397,258,000 (2020: HK\$7,656,394,000) respectively. The aggregate amount of income and expenses of the Group arising from these transactions with other companies controlled by the parent companies for the period ended 31 December 2021 were HK\$ 4,939,000 (2020: HK\$10,000,000) and HK\$ 84,090,000 (2020: HK\$139,305,000) respectively.

The majority of transactions with other companies controlled by the parent companies arises from property, plant and equipment, other assets and other accounts and provisions. As at 31 December 2021, the related aggregate amount of the Group was HK\$401,409,000 (2020: HK\$24,069,000) and HK\$641,089,000 (2020: HK\$34,239,000), of which HK\$391,468,000 (2020: Nil) represent right-of-use assets and HK\$529,950,000 (2020: Nil) represent lease liabilities arising from lease agreements entered into with other companies controlled by the parent companies. The aggregate amount of net expenses of the Group arising from these transactions with other companies controlled by the parent companies for the year ended 31 December 2021 was HK\$9,018,000 (net income of 2020: HK\$15,838,000).

財務報表附註（續） **Notes to the Financial Statements (continued)****45. 主要之有關連人士交易（續）** **45. Significant related party transactions (continued)****(a) 與母公司及母公司控制之其他公司進行的交易（續）**

集團於2021年11月17日向信達國際控股有限公司以約港幣 883,000 元 收購南商財富管理顧問有限公司（前稱“信達國際財富管理顧問有限公司”）。

除上述披露外，與其他公司及母公司控制之其他公司進行的交易並不重大。

本集團在正常業務中與此等實體進行銀行業務交易，包括貸款、證券投資及貨幣市場交易。

(a) Transactions with the parent companies and the other companies controlled by the parent companies (continued)

The group has acquired NCB Wealth Management Advisor Limited (previously known as “Cinda International Wealth Management Advisor Limited”) on 17 November 2021 from Cinda International Holdings Limited with approximated amount of HK\$883,000.

Save as disclosed above, transactions with other parent companies and the other companies controlled by the parent companies are not considered material.

The Group enters into banking transactions with these entities in the normal course of business which include loans, investment securities and money market transactions.

財務報表附註（續） Notes to the Financial Statements (continued)**45. 主要之有關連人士交易 (續) 45. Significant related party transactions (continued)****(b) 與政府機構、代理機構、附屬機構及其他
國有控制實體的交易**

中華人民共和國財政部對本集團實施控制，亦通過政府機構、代理機構、附屬機構及其他國有控制實體直接或間接控制大量其他實體。本集團按一般商業條款與政府機構、代理機構、附屬機構及其他國有控制實體進行常規銀行業務交易。

這些交易包括但不局限於下列各項：

- 借貸、提供授信及擔保和接受存款；
- 銀行同業之存放及結餘；
- 出售、購買、包銷及贖回由其他國有控制實體所發行之債券；
- 提供外匯、匯款及相關投資服務；
- 提供信託業務；及
- 購買公共事業、交通工具、電信及郵政服務。

(b) Transactions with government authorities, agencies, affiliates and other state controlled entities

The Group is subject to the control of the MOF of the PRC Government, which also directly or indirectly controls a significant number of entities through its government authorities, agencies, affiliates and other state controlled entities. The Group enters into banking transactions with government authorities, agencies, affiliates and other state controlled entities in the normal course of business at commercial terms.

These transactions include, but are not limited to, the following:

- lending, provision of credits and guarantees, and deposit taking;
- inter-bank balance taking and placing;
- sales, purchases, underwriting and redemption of bonds issued by other state controlled entities;
- rendering of foreign exchange, remittance and investment related services;
- provision of fiduciary activities; and
- purchase of utilities, transport, telecommunications and postage services.

財務報表附註（續） Notes to the Financial Statements (continued)
45. 主要之有關連人士交易 45. Significant related party transactions (continued)
（續）
(c) 主要高層人員

主要高層人員是指某些能直接或間接擁有權力及責任來計劃、指導及掌管集團業務之人士，包括董事及其他高層管理人員。本集團在正常業務中會接受主要高層人員存款及向其提供貸款及信貸融資。於本年及去年，本集團並沒有與本銀行及其控股公司之主要高層人員或其有關連人士進行重大交易。

主要高層人員截至 12 月 31 日止年度之薪酬如下：

(c) Key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including Directors and other Senior Management. The Group accepts deposits from and grants loans and credit facilities to key management personnel in the ordinary course of business. During both the current and prior years, no material transaction was conducted with key management personnel of the Bank and its holding companies, as well as parties related to them.

The compensation of key management personnel for the year ended 31 December is detailed as follows:

	2021	2020
	港幣千元	港幣千元
	HK\$'000	HK\$'000
薪酬及其他短期員工福利	52,827	44,377
退休福利	3,705	3,342
	56,532	47,719

(d) 與附屬公司的結餘

於 2021 年 12 月 31 日，本銀行在日常業務過程中按一般商業條款進行交易產生的應收及應付附屬公司款項總額分別為港幣 946,715,000 元（2020 年：港幣 115,000 元）及港幣 568,252,000 元（2020 年：港幣 1,663,287,000 元）。

(d) Balances with subsidiaries

As at 31 December 2021, the aggregate sums of amounts due from subsidiaries and amounts due to subsidiaries of the Bank arising from transactions entered into during the normal course of business at commercial terms are HK\$946,715,000 (2020: HK\$115,000) and HK\$568,252,000 (2020: HK\$1,663,287,000) respectively.

財務報表附註 (續) Notes to the Financial Statements (continued)
46. 國際債權

以下分析乃參照有關國際銀行業統計之金管局報表的填報指示而編製。國際債權按照交易對手所在地計入風險轉移後以交易對手之最終風險承擔的地區分佈，其總和包括所有貨幣之跨國債權及本地之外幣債權。若債權之擔保人所在地與交易對手所在地不同，則風險將轉移至擔保人之所在地。若債權屬銀行之海外分行，其風險將會轉移至該銀行之總行所在地。

本集團的個別國家或區域其已計及風險轉移後佔國際債權總額 10%或以上之債權如下：

46. International claims

The below analysis is prepared with reference to the completion instructions for the HKMA return of international banking statistics. International claims are exposures to counterparties on which the ultimate risk lies based on the locations 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. For a claim guaranteed by a party situated in a country different from the counterparty, the risk will be transferred to the country of the guarantor. For a claim on an overseas branch of a bank whose head office is located in another country, the risk will be transferred to the country where its head office is located.

Claims on individual countries or areas, after risk transfer, amounting to 10% or more of the aggregate international claims of the Group are shown as follows:

		2021					
		非銀行私人機構 Non-bank private sector					
		銀行 Banks		非銀行 金融機構 Non-bank financial institutions		非金融 私人機構 Non-financial private sector	總計 Total
		官方機構 Official sector		金融機構 Non-bank financial institutions		非金融 私人機構 Non-financial private sector	總計 Total
		港幣千元 HK\$'000		港幣千元 HK\$'000		港幣千元 HK\$'000	港幣千元 HK\$'000
中國內地	Mainland of China	40,469,331	1,911,300	7,391,997	61,445,553	111,218,181	
香港	Hong Kong	3,220,875	9,820	16,387,471	31,385,054	51,003,220	
		2020					
		非銀行私人機構 Non-bank private sector					
		銀行 Banks		非銀行 金融機構 Non-bank financial institutions		非金融 私人機構 Non-financial private sector	總計 Total
		官方機構 Official sector		金融機構 Non-bank financial institutions		非金融 私人機構 Non-financial private sector	總計 Total
		港幣千元 HK\$'000		港幣千元 HK\$'000		港幣千元 HK\$'000	港幣千元 HK\$'000
中國內地	Mainland of China	34,673,834	1,476,345	4,629,391	54,192,957	94,972,527	
香港	Hong Kong	1,443,147	16,656	12,088,085	36,578,686	50,126,574	

財務報表附註（續） Notes to the Financial Statements (continued)
47. 資產負債表及權益變動表 47. Balance sheet and statement of changes in equity
(a) 資產負債表
(a) Balance sheet

於 12 月 31 日	As at 31 December	<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
資產	ASSETS		
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	30,636,313	26,269,510
公允值變化計入損益之金融資產	Financial assets at fair value through profit or loss	8,723,287	6,497,758
衍生金融工具	Derivative financial instruments	455,043	427,350
貸款及其他賬項	Advances and other accounts	208,547,028	197,243,415
金融投資	Financial investments	99,812,367	95,637,506
附屬公司權益	Interests in subsidiaries	11,713,686	11,708,802
投資物業	Investment properties	327,610	341,080
物業、器材及設備	Properties, plant and equipment	6,654,356	6,691,738
其他資產	Other assets	1,738,683	3,549,464
資產總額	Total assets	368,608,373	348,366,623
負債	LIABILITIES		
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	13,328,393	23,459,579
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	6,415,312	6,650,987
衍生金融工具	Derivative financial instruments	474,387	1,150,340
客戶存款	Deposits from customers	279,380,266	249,075,190
已發行存款證	Certificates of deposit in issue	936,423	1,377,015
其他賬項及準備	Other accounts and provisions	2,834,823	3,189,754
應付稅項負債	Current tax liabilities	212,285	272,606
遞延稅項負債	Deferred tax liabilities	804,607	856,964
後償負債	Subordinated liabilities	5,451,286	5,416,390
負債總額	Total liabilities	309,837,782	291,448,825

財務報表附註（續） Notes to the Financial Statements (continued)
47. 資產負債表及權益變動表（續） 47. Balance sheet and statement of changes in equity (continued)
(a) 資產負債表（續）
(a) Balance sheet (continued)

於 12 月 31 日	As at 31 December	<u>2021</u>	<u>2020</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
資本	EQUITY		
股本	Share capital	3,144,517	3,144,517
儲備	Reserves	46,311,184	44,458,391
歸屬於本集團股東資本總額	Total equity attributable to owners of the parent	49,455,701	47,602,908
額外資本工具	Additional equity instruments	9,314,890	9,314,890
資本總額	Total equity	58,770,591	56,917,798
負債及資本總額	Total liabilities and equity	368,608,373	348,366,623

經董事會於 2022 年 3 月 24 日通過核准並由以下人士代表簽署：

Approved by the Board of Directors on 24 March 2022 and signed on behalf of the Board by:

陳細明 **Chan Sai Ming**
董事 Director

劉鈞 **Liu Jun**
董事 Director

財務報表附註（續） Notes to the Financial Statements (continued)
47. 資產負債表及權益變動表（續） 47. Balance sheet and statement of changes in equity (continued)
(b) 權益變動表
(b) Statement of changes in equity

		儲備 Reserves							
		股本 Share capital	額外資本工具 Additional equity instruments	房產 重估儲備 Premises revaluation reserve	公允價值 變化計入其他全 面收益儲備 Reserve for fair value through other comprehensive income	監管儲備* Regulatory reserve*	換算儲備 Translation reserve	留存盈利 Retained earnings	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於2020年1月1日	At 1 January 2020	3,144,517	9,314,890	6,118,943	163,280	1,464,230	(12,144)	33,926,189	54,119,905
年度溢利	Profit for the year	-	-	-	-	-	-	3,098,039	3,098,039
其他全面收益：	Other comprehensive income:								
房產	Premises	-	-	(151,235)	-	-	-	-	(151,235)
界定利益福利計劃之精 算虧損	Actuarial losses on defined benefit plan	-	-	-	-	-	-	(18,136)	(18,136)
公允價值變化計入其他全 面收益之金融工具	Financial instruments at fair value through other comprehensive income	-	-	-	334,309	-	-	-	334,309
貨幣換算差額	Currency translation difference	-	-	-	54	-	-	-	54
全面收益總額	Total comprehensive income	-	-	(151,235)	334,363	-	-	3,079,903	3,263,031
支付額外資本工具票息	Distribution payment for additional equity instruments	-	(465,138)	-	-	-	-	-	(465,138)
轉撥自/(至)留存盈利	Transfer from/(to) retained earnings	-	465,138	-	-	(480,675)	-	15,537	-
於2020年12月31日	At 31 December 2020	<u>3,144,517</u>	<u>9,314,890</u>	<u>5,967,708</u>	<u>497,643</u>	<u>983,555</u>	<u>(12,144)</u>	<u>37,021,629</u>	<u>56,917,798</u>

財務報表附註（續） Notes to the Financial Statements (continued)
47. 資產負債表及權益變動表（續） 47. Balance sheet and statement of changes in equity (continued)
(b) 權益變動表（續）
(b) Statement of changes in equity (continued)

		儲備 Reserves							
		股本 Share capital	額外資本工具 Additional equity instruments	房產 重估儲備 Premises revaluation reserve	公允價值 變化計入其他全 面收益儲備 Reserve for fair value through other comprehensive income	監管儲備* Regulatory reserve*	換算儲備 Translation reserve	留存盈利 Retained earnings	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2021 年 1 月 1 日	At 1 January 2021	3,144,517	9,314,890	5,967,708	497,643	983,555	(12,144)	37,021,629	56,917,798
年度溢利	Profit for the year	-	-	-	-	-	-	2,428,012	2,428,012
其他全面收益：	Other comprehensive income:								
房產	Premises	-	-	49,009	-	-	-	-	49,009
界定利益福利計劃之精 算盈餘	Actuarial gains on defined benefit plan	-	-	-	-	-	-	3,282	3,282
公允價值變化計入其他全 面收益之金融工具	Financial instruments at fair value through other comprehensive income	-	-	-	(160,768)	-	-	-	(160,768)
貨幣換算差額	Currency translation difference	-	-	-	(5)	-	-	-	(5)
全面收益總額	Total comprehensive income	-	-	49,009	(160,773)	-	-	2,431,294	2,319,530
支付額外資本工具票息	Distribution payment for additional equity instruments	-	(466,737)	-	-	-	-	-	(466,737)
轉撥自留存盈利	Transfer from retained earnings	-	466,737	-	-	110,196	-	(576,933)	-
於 2021 年 12 月 31 日	At 31 December 2021	3,144,517	9,314,890	6,016,717	336,870	1,093,751	(12,144)	38,875,990	58,770,591

* 除對貸款提取減值準備外，按金管局要求撥轉部分留存盈利至監管儲備作銀行一般風險之用（包括未來損失或其他不可預期風險）

* In accordance with the requirements of the HKMA, the amounts are set aside for general banking risks, including future losses or other unforeseeable risks, in addition to the loan impairment allowances recognised.

財務報表附註（續）**Notes to the Financial Statements (continued)****48. 最終控股公司****48. Ultimate holding company**

本集團由中國信達間接控制，而中國信達是由中華人民共和國財政部（「財政部」）在中華人民共和國（「中國」）成立的國有金融企業，其股份亦在香港聯合交易所有限公司（「香港聯交所」）上市交易。

The Group is indirectly controlled by China Cinda, which is a state-owned financial enterprise established in the People's Republic of China (the "PRC") by the Ministry of Finance (the "MOF") and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange").

49. 財務報表核准**49. Approval of financial statements**

本財務報表於 2022 年 3 月 24 日經董事會通過及核准發佈。

The financial statements were approved and authorised for issue by the Board of Directors on 24 March 2022.

**未經審核之
補充財務資料**
Unaudited Supplementary Financial Information
**1. 按行業分類之客戶貸款
總額**
1. Sectoral analysis of gross advances to customers

以下關於客戶貸款總額之行業分類分析，其行業分類乃參照有關貸款及墊款之金管局報表的填報指示而編製。

The following analysis of the gross advances to customers by industry sector is based on the categories with reference to the completion instructions for the HKMA return of loans and advances.

		2021					
		客戶貸款總額 Gross advances to customers	抵押品覆蓋 之百分比 % Covered by collateral or other security	特定分類 或減值 Classified or impaired	逾期 Overdue	第三階段之 減值準備 Impairment allowances- Stage 3	第一和第二階 段之 減值準備 Impairment allowances- Stage 1 and 2
		港幣千元 HK\$'000		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
在香港使用之貸款	Loans for use in Hong Kong						
工商金融業	Industrial, commercial and financial						
- 物業發展	- Property development	20,727,202	26.83%	326,866	-	197,731	93,336
- 物業投資	- Property investment	17,946,060	86.68%	7,646	11,770	-	26,595
- 金融業	- Financial concerns	18,567,077	7.67%	18,129	18,129	-	46,876
- 股票經紀	- Stockbrokers	762,051	93.44%	-	-	-	15
- 批發及零售業	- Wholesale and retail trade	5,375,232	80.86%	238,878	18,919	54,880	24,305
- 製造業	- Manufacturing	5,135,067	30.32%	-	55	-	26,169
- 運輸及運輸設備	- Transport and transport equipment	2,596,818	8.53%	-	-	-	19,106
- 休閒活動	- Recreational activities	2,201,987	99.96%	-	-	-	2,619
- 資訊科技	- Information technology	544,804	3.19%	-	-	-	6,181
- 其他	- Others	19,994,809	62.24%	8,423	66,655	4,119	66,505
個人	Individuals						
- 購買居者有其屋計劃、私人機構參建居屋計劃及租者置其屋計劃樓宇之貸款	- Loans for the purchase of flats in Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	235,296	99.97%	1	1,279	-	72
- 購買其他住宅物業之貸款	- Loans for purchase of other residential properties	11,309,719	99.97%	1,374	61,280	-	5,432
- 信用卡貸款	- Credit card advances	402	0.00%	-	-	-	-
- 其他	- Others	23,427,788	94.82%	6,837	200,337	692	27,311
在香港使用之貸款總額	Total loans for use in Hong Kong	128,824,312	60.39%	608,154	378,424	257,422	344,522
貿易融資	Trade finance	9,050,383	22.87%	17,884	25,066	18,044	23,194
在香港以外使用之貸款	Loans for use outside Hong Kong	157,688,166	34.21%	3,803,053	2,370,628	2,256,575	1,113,259
客戶貸款總額	Gross advances to customers	295,562,861	45.27%	4,429,091	2,774,118	2,532,041	1,480,975

未經審核之
補充財務資料 (續)

Unaudited Supplementary Financial Information (continued)

1. 按行業分類之客戶貸款總額 (續) 1. Sectoral analysis of gross advances to customers (continued)

		2020					
		客戶貸款總額 Gross advances to customers	抵押品覆蓋 之百分比 % Covered by collateral or other security	特定分類 或減值 Classified or impaired	逾期 Overdue	第三階段之 減值準備 Impairment allowances- Stage 3	第一和第二 階段之 減值準備 Impairment allowances- Stage 1 and 2
		港幣千元 HK\$'000		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
在香港使用之貸款	Loans for use in Hong Kong						
工商金融業	Industrial, commercial and financial						
- 物業發展	- Property development	18,498,578	24.14%	-	-	-	118,544
- 物業投資	- Property investment	18,524,246	82.80%	-	3,544	-	53,351
- 金融業	- Financial concerns	17,971,842	8.05%	-	18,168	-	36,012
- 股票經紀	- Stockbrokers	373,590	100.00%	-	-	-	40
- 批發及零售業	- Wholesale and retail trade	10,247,604	60.76%	248,681	1,523,638	88,849	62,450
- 製造業	- Manufacturing	6,350,174	29.62%	135,339	141,356	108,271	57,495
- 運輸及運輸設備	- Transport and transport equipment	5,167,258	10.96%	-	-	-	17,959
- 休閒活動	- Recreational activities	2,008	40.93%	-	-	-	3
- 資訊科技	- Information technology	597,882	6.26%	-	-	-	11,249
- 其他	- Others	19,513,670	59.30%	-	3,124	-	62,007
個人	Individuals						
- 購買居者有其屋計劃、私人機構參建居屋計劃及租者置其屋計劃樓宇之貸款	- Loans for the purchase of flats in Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	235,082	99.88%	95	1,258	-	84
- 購買其他住宅物業之貸款	- Loans for purchase of other residential properties	11,218,032	99.75%	1,457	48,360	-	7,831
- 信用卡貸款	- Credit card advances	487	0.00%	-	-	-	58
- 其他	- Others	21,851,449	93.19%	948	149,907	812	27,440
在香港使用之貸款總額	Total loans for use in Hong Kong	130,551,902	56.45%	386,520	1,889,355	197,932	454,523
貿易融資	Trade finance	7,777,808	24.82%	317,606	317,606	137,727	25,256
在香港以外使用之貸款	Loans for use outside Hong Kong	141,392,861	42.80%	1,688,656	1,528,925	1,366,803	845,559
客戶貸款總額	Gross advances to customers	279,722,571	48.67%	2,392,782	3,735,886	1,702,462	1,325,338

* 為配合本年呈列，部分比較金額已重列。

* Certain comparative amounts have been restated according to the current year presentation.

**未經審核之
補充財務資料 (續)**
Unaudited Supplementary Financial Information (continued)
1. 按行業分類之客戶貸款總額 1. Sectoral analysis of gross advances to customers

於收益表撥備之新提減值準備，及
當年撇銷特定分類或減值貸款如
下：

The amounts of new impairment allowances charged to the income statement, and classified or
impaired loans written off during the year are shown below:

	2021		2020	
	新提 減值準備 New impairment allowances 港幣千元 HK\$'000	撇銷特定 分類或 減值貸款 Classified or impaired loans written off 港幣千元 HK\$'000	新提 減值準備 New impairment allowances 港幣千元 HK\$'000	撇銷特定 分類或 減值貸款 Classified or impaired loans written off 港幣千元 HK\$'000
在香港使用之貸款	Loans for use in Hong Kong			
工商金融業	Industrial, commercial and financial			
- 物業發展	221,116	-	60,511	-
- 物業投資	9,702	-	36,156	640
- 金融業	29,446	-	28,732	-
- 股票經紀	15	-	40	-
- 批發及零售業	49,603	-	122,773	-
- 製造業	20,588	751	126,100	1,179
- 運輸及運輸設備	13,931	-	8,458	-
- 休閒活動	2,616	-	-	-
- 資訊科技	6,157	-	5,462	-
- 其他	47,160	520	26,989	-
個人	Individuals			
- 購買居者有其屋計劃、私人機構參建居屋計劃及租者置其屋計劃樓宇之貸款	19	-	54	-
- 購買其他住宅物業之貸款	1,747	-	5,484	-
- 信用卡貸款	445	-	21	-
- 其他	17,088	1,854	18,838	211
在香港使用之貸款總額	419,633	3,125	439,618	2,030
貿易融資	27,021	10,293	154,780	-
在香港以外使用之貸款	2,120,930	664,641	1,090,457	1,137,495
客戶貸款總額	2,567,584	678,059	1,684,855	1,139,525

* 為配合本年呈列，部分比較金額已重列。

* Certain comparative amounts have been restated according to the current year presentation.

未經審核之
補充財務資料 (續)

Unaudited Supplementary Financial Information (continued)

**2. 流動性覆蓋比率及
淨穩定資金比率**

2. Liquidity Coverage Ratio and Net Stable Funding Ratio

		2021 年季度結算至 2021 quarter ended			
		12 月 31 日 31 December	9 月 30 日 30 September	6 月 30 日 30 June	3 月 31 日 31 March
流動性覆蓋比率的平均值	Average value of liquidity coverage ratio	153.44%	144.97%	151.97%	164.15%
		2020 年季度結算至 2020 quarter ended			
		12 月 31 日 31 December	9 月 30 日 30 September	6 月 30 日 30 June	3 月 31 日 31 March
流動性覆蓋比率的平均值	Average value of liquidity coverage ratio	149.77%	162.49%	150.00%	151.34%

流動性覆蓋比率的平均值是基於該季度的每個工作日終結時的流動性覆蓋比率的算術平均數及有關流動性狀況之金管局報表列明的計算方法及指示計算。

The average value of liquidity coverage ratio is calculated based on the arithmetic mean of the liquidity coverage ratio as at the end of each working day in the quarter and the calculation methodology and instructions set out in the HKMA return of liquidity position.

		2021	2020
淨穩定資金比率	Net stable funding ratio		
季末淨穩定資金比率	Quarter end value of net stable funding ratio		
- 第一季度	- First quarter	117.19%	118.55%
- 第二季度	- Second quarter	116.92%	120.00%
- 第三季度	- Third quarter	113.75%	117.31%
- 第四季度	- Fourth quarter	117.15%	117.92%

每季末的淨穩定資金比率是基於有關穩定資金狀況之金管局報表列明的計算方法及指示計算。

Quarter end value of net stable funding ratio is calculated based on the calculation methodology and instructions set out in the HKMA return of stable funding position.

流動性覆蓋比率及淨穩定資金比率是以綜合基礎計算，並根據《銀行業(流動性)規則》由本銀行及金管局指定之附屬公司組成。

The liquidity coverage ratio and net stable funding ratio are computed on the consolidated basis which comprises the positions of the Bank and the subsidiaries specified by the HKMA in accordance with the Banking (Liquidity) Rules.

未經審核之
補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

3. 非銀行的內地風險承擔 3. Non-bank Mainland exposures

對非銀行交易對手的內地相關風險承擔之分析乃參照有關內地業務之金管局報表的填報指示所列之機構類別及直接風險類別分類。此報表僅計及本銀行及其從事銀行業務之附屬公司之內地風險承擔。

The analysis of non-bank Mainland exposures is based on the categories of non-bank counterparties and the types of direct exposures with reference to the completion instructions for the HKMA return of Mainland activities, which includes the Mainland exposures extended by the Bank and its banking subsidiaries.

		2021			
		資產負債 表內的 風險承擔	資產負債 表外的 風險承擔	總風險承擔	
		On-balance sheet exposure	Off-balance sheet exposure	Total exposure	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
金管局 報表項目 Items in the HKMA return	金管局 報表項目 Items in the HKMA return				
中央政府、中央政府持有的機構、其附屬公司及合資企業	Central government, central government-owned entities and their subsidiaries and joint ventures	1	76,862,236	5,207,415	82,069,651
地方政府、地方政府持有的機構、其附屬公司及合資企業	Local governments, local government-owned entities and their subsidiaries and joint ventures	2	37,818,306	9,693,012	47,511,318
中國籍境內居民或其他在境內註冊的機構、其附屬公司及合資企業	PRC nationals residing in Mainland or other entities incorporated in Mainland and their subsidiaries and joint ventures	3	92,524,855	36,275,622	128,800,477
不包括在上述第一項中央政府內的其他機構	Other entities of central government not reported in item 1 above	4	5,554,592	1,334,238	6,888,830
不包括在上述第二項地方政府內的其他機構	Other entities of local governments not reported in item 2 above	5	400,068	-	400,068
中國籍境外居民或在境外註冊的機構，其用於境內的信貸	PRC nationals residing outside Mainland or entities incorporated outside Mainland where the credit is granted for use in Mainland	6	24,351,557	1,606,667	25,958,224
其他交易對手而其風險承擔被視為非銀行的內地風險承擔	Other counterparties where the exposures are considered to be non-bank Mainland exposures	7	5,444,648	526,028	5,970,676
總計	Total	8	<u>242,956,262</u>	<u>54,642,982</u>	<u>297,599,244</u>
扣減準備金後的資產總額	Total assets after provision	9	<u>546,933,922</u>		
資產負債表內的風險承擔佔資產總額百分比	On-balance sheet exposures as percentage of total assets	10	<u>44.42%</u>		

**未經審核之
補充財務資料 (續)**
Unaudited Supplementary Financial Information (continued)
3. 非銀行的內地風險承擔 (續) 3. Non-bank Mainland exposures (continued)

		2020			
		資產負債 表內的 風險承擔	資產負債 表外的 風險承擔	總風險承擔	
		On-balance sheet exposure	Off-balance sheet exposure	Total exposure	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
金管局 報表項目 Items in the HKMA return					
中央政府、中央政府持有的 機構、其附屬公司及合資 企業	Central government, central government-owned entities and their subsidiaries and joint ventures	1	71,507,159	4,859,009	76,366,168
地方政府、地方政府持有的 機構、其附屬公司及合資 企業	Local governments, local government- owned entities and their subsidiaries and joint ventures	2	30,462,692	6,444,682	36,907,374
中國籍境內居民或其他在境 內註冊的機構、其附屬公 司及合資企業	PRC nationals residing in Mainland or other entities incorporated in Mainland and their subsidiaries and joint ventures	3	88,638,803	23,597,802	112,236,605
不包括在上述第一項中央政 府內的其他機構	Other entities of central government not reported in item 1 above	4	3,199,293	230,593	3,429,886
不包括在上述第二項地方政 府內的其他機構	Other entities of local governments not reported in item 2 above	5	764,218	-	764,218
中國籍境外居民或在境外註 冊的機構，其用於境內的 信貸	PRC nationals residing outside Mainland or entities incorporated outside Mainland where the credit is granted for use in Mainland	6	26,675,971	1,280,597	27,956,568
其他交易對手而其風險承擔 被視為非銀行的內地風險 承擔	Other counterparties where the exposures are considered to be non-bank Mainland exposures	7	<u>5,994,587</u>	<u>449,258</u>	<u>6,443,845</u>
總計	Total	8	<u>227,242,723</u>	<u>36,861,941</u>	<u>264,104,664</u>
扣減準備金後的資產總額	Total assets after provision	9	<u>517,103,055</u>		
資產負債表內的風險承擔 佔資產總額百分比	On-balance sheet exposures as percentage of total assets	10	<u>43.95%</u>		

* 為配合本年呈列，部分比較金額已重列。

* Certain comparative amounts have been restated according to the current year presentation.

未經審核之 補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

4. 風險管理

4. Risk management

總覽

本集團業務的主要內在風險包括信貸風險、利率風險、市場風險、流動資金風險、操作風險、信譽風險、法律及合規風險、策略風險、科技風險、操守風險和氣候風險。本集團的風險管理目標是在提高股東價值的同時，確保風險控制在可接受的水平之內。

風險管理架構

本銀行董事會對本集團的整體風險管理負最終責任，並負責建立良好的風險管理文化、訂定風險管理的策略性目標及風險管理架構。

為達至本集團風險管理目標，董事會下設風險管理委員會，並有獨立非執行董事擔任成員，負責監察本集團的各類風險及審查、審批高層次風險管理政策。另外，風險管理委員會下設信貸審批委員會，負責審查、審批超總裁權限或指定權限之授信申請及信貸管理相關事項，並對信貸業務進行監控工作。

總裁下設的授信審批專責委員會負責在授權範圍內審批本管之信貸業務。另外，總裁轄下的多個管理委員會及有關部門，根據董事會訂立的風險管理策略，負責制訂及定期檢討風險管理政策及監控程序。

風險管理單位負責制訂識別、量度、評估、監察、匯報及控制信貸風險、市場風險、操作風險、信譽風險、法律及合規風險、利率風險、流動資金風險、策略風險、科技風險、操守風險和氣候風險的政策及程序，設定適當的風險限額，持續監察有關風險。

稽核部獨立查核風險管理政策和監控措施是否足夠及有效，以確保本集團依據該等既定政策、程序及限額營運。

The Overview

The principal types of risk inherent in the Group's businesses are credit risk, interest rate risk, market risk, liquidity risk, operational risk, reputation risk, legal and compliance risk, strategic risk, technology risk, conduct risk and climate risk. The Group's risk management objective is to enhance shareholder value by maintaining risk exposures within acceptable levels.

Risk Management Structure

The Bank's Board of Directors (the "Board") holds the ultimate responsibility for the Group's overall risk management. It establishes a sound risk culture and determines the risk management strategies and the risk management structure.

To achieve the Group's goals in risk management, the Board sets up the Risk Management Committee, which comprises of Independent Non-executive Directors, to oversee the Group's various types of risks, review and approve the high-level risk management policies. Also, Credit Approval Committee is set up under the Risk Management Committee to review or approve credit applications and credit management related matters exceeding the Chief Executive's authority or as required by the policy and monitoring the credit activities of the Group.

Credit Approval Specialized Committee set up by the Chief Executive is responsible for approving credit business within the authorisation. Also, according to the risk management strategies established by the Board, risk management policies and controls are devised and reviewed regularly by relevant departments and respective management committees set up by the Chief Executive.

The risk management units develop policies and procedures for identifying, measuring, evaluating, monitoring, reporting and controlling credit risk, market risk, operational risk, reputation risk, legal and compliance risk, interest rate risk, liquidity risk, strategic risk, technology risk, conduct risk and climate risk; set appropriate risk limits; and continually monitor risks.

The Audit Department conducts independent reviews on the adequacy and effectiveness of risk management policies and controls to ensure that the Group is operating according to the established policies, procedures and limits.

未經審核之
補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

4. 風險管理（續）

4. Risk management (continued)

風險管理架構（續）

獨立性是施行有效風險管理的關鍵。為保證風險管理單位及稽核部的獨立性，風險管理單位及風險總監直接向風險管理委員會匯報，稽核部直接向稽核委員會匯報，該兩個委員會均為董事會下設的專責委員會，全部委員由本銀行董事擔任。

(i) 信貸風險管理
信貸風險管理詳情載於財務報表附註4內。

(ii) 流動資金風險管理
流動資金風險管理詳情載於財務報表附註4內。

(iii) 市場風險管理
市場風險管理詳情載於財務報表附註4內。

(iv) 利率風險管理
利率風險管理詳情載於財務報表附註4內。

(v) 操作風險管理
操作風險是指由不完善或有問題的內部程序、人員、系統，以及外部事件所造成損失的風險。操作風險隱藏於業務操作的各個環節，是集團在日常操作活動中面對的風險。

Risk Management Structure (continued)

Independence is crucial to effective risk management. To ensure the independence of risk management units and Audit Department, risk management units and Chief Risk Officer report directly to the Risk Management Committee and the Audit Department reports directly to the Audit Committee respectively. Both committees are specialised committees set up by the Board and all members are directors of the Bank.

(i) Credit risk management
Details of credit risk management are set out in Note 4 to the Financial Statements.

(ii) Liquidity risk management
Details of liquidity risk management are set out in Note 4 to the Financial Statements.

(iii) Market risk management
Details of market risk management are set out in Note 4 to the Financial Statements.

(iv) Interest rate risk management
Details of interest rate risk management are set out in Note 4 to the Financial Statements.

(v) Operational risk management
Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and system, or from external events. The risk is inherent in every aspect of business operations and confronted by the Group in its day-to-day operational activities.

**未經審核之
補充財務資料（續）****Unaudited Supplementary Financial Information (continued)****4. 風險管理（續）****4. Risk management (continued)****風險管理架構（續）****(v) 操作風險管理（續）**

集團實施操作風險管理「三道防線」體系：所有部門或功能單位為第一道防線，是操作風險管理的第一責任人，通過自我評估與自我提升來履行業務經營過程中自我風險控制職能。操作風險及法規處連同一些與操作風險管理相關的專門職能單位包括人力資源部、科技風險管理處、事務處、財務部（統稱為「專門職能單位」）為第二道防線，負責評估和監控第一道防線操作風險狀況，對其工作提供指導。專門職能單位對操作風險的一些特定的範疇或與其相關事項，履行第二道防線的牽頭管理責任，除負責本單位操作風險管理外，亦須就指定的操作風險管理範疇向其他單位提供專業意見／培訓並履行集團整體的操作風險牽頭管理。稽核部為第三道防線，對操作風險管理框架的有效性與充足性作獨立評估，需定期稽查集團各部門或功能單位操作風險管理工作的合規性和有效性，並提出整改意見。

設置適當的職責分工和授權乃集團緊守的基本原則。集團採用關鍵風險指標、自我評估、操作風險事件匯報及檢查等不同的操作風險管理工具或方法來識別、評估、監察及控制潛在於業務活動及產品內的風險，同時透過購買保險將未能預見的操作風險減低。

對支援緊急或災難事件時的業務運作備有持續業務運作計劃，並維持充足的後備設施及定期進行演練。

Risk Management Structure (continued)**(v) Operational risk management (continued)**

The Group has implemented the “Three Lines of Defence” for its operational risk management. All departments or functional units as the first line of defence are the first parties responsible for operational risk management, and carry out the duties and functions of self-risk control in the process of business operation through self-assessment and self-enhancement. The Operational Risk, Legal and Compliance Division together with certain specialist functional units in relation to operational risk management within the Group, including the Human Resources Department, Technology Risk Management Division, Administration Division, Finance Department (collectively known as “specialist functional units”), are the second line of defence. They are responsible for assessing and monitoring the operational risk conditions in the first line of defence, and providing them with guidance. Specialist functional units are required to carry out their managerial duties of the second line of defence with respect to some specific aspects of operational risk and its related issues. Besides taking charge of operational risk management in their own units, these units are also required to provide other units with professional advice/training in respect of certain operational risk categories and to lead the Group-wide operational risk management. Audit Department is the third line of defence which provides independent assessment to the effectiveness and adequacy of the operational risk management framework and is required to conduct periodic audit of the operational risk management activities of various departments or functional units within the Group regarding their compliance and effectiveness and to put forward recommendations for remedial actions.

The Group adheres to the fundamental principle of proper segregation of duties and authorisation. The Group adopts various operational risk management tools or methodologies such as key risk indicators, self-assessment, operational risk events reporting and review to identify, assess, monitor and control the risks inherent in business activities and products, as well as purchase of insurance to mitigate unforeseeable operational risks.

Business continuity plans are established to support business operations in the event of an emergency or disaster. Adequate backup facilities are maintained and periodic drills are conducted.

未經審核之
補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

4. 風險管理（續）

4. Risk management (continued)

風險管理架構（續）

Risk Management Structure (continued)

(vi) 信譽風險管理

信譽風險指因與本集團業務經營有關的負面報導（不論是否屬實），可能引致客戶基礎縮小、成本高昂的訴訟或收入減少等風險。信譽風險隱藏於其他風險及各業務運作環節，涉及層面廣泛。

為減低信譽風險，本集團制訂並遵循信譽風險管理政策。此政策的目的是當信譽風險事件發生時本集團能夠盡早識別和積極防範。鑒於信譽風險往往是由各種可能令公眾對本集團信任受損的操作及策略失誤所引發，本集團建立關鍵控制自我評估機制，包括相關風險評估工具，以評估各主要風險可能對本集團造成的嚴重影響，包括對本集團信譽的損害程度。

此外，本集團建立完善機制持續監測金融界所發生的信譽風險事件，以有效管理、控制及減低信譽風險事件的潛在負面影響。集團亦借助健全有效機制及時向利益相關者披露訊息，由此建立公眾信心及樹立本集團良好公眾形象。

(vi) Reputation risk management

Reputation risk is the risk that negative publicity about the Group's business practices, whether genuine or not, will cause a potential decline in the customer base, or lead to costly litigation or revenue decrease. Reputation risk is inherent in other types of risk and every aspect of business operation and covers a wide spectrum of issues.

In order to mitigate reputation risk, the Group has formulated and duly followed its Reputation Risk Management Policy. The policy aims to identify and prevent reputation risk proactively at an early stage when an incident occurs. Since reputation risk is often caused by various types of operational and strategic issues that negatively impact the trust and perception of the Group, all operational and key risks identified are assessed through the established Key Control Self-Assessment framework, including risk assessment tools, to evaluate the severity of their impact on the Group, including the damage to reputation.

In addition, the Group has put in place a comprehensive framework to continuously monitor reputation risk incidents in the financial industry. This continuous monitoring enables the Group to effectively manage, control and mitigate any potential adverse impact from an incident. The Group also adopts robust disclosure practices to keep our stakeholders informed at all times, which helps build confidence in the Group and establish a strong public image.

**未經審核之
補充財務資料（續）****Unaudited Supplementary Financial Information (continued)****4. 風險管理（續）****4. Risk management (continued)****風險管理架構（續）****(vii) 法律及合規風險管理**

法律風險指因不可執行合約、訴訟或不利判決而可能使本集團運作或財務狀況出現混亂或負面影響的風險。合規風險指因未有遵守所有適用法例及規則，而可能導致本集團須承受遭法律或監管機構制裁、引致財務損失或信譽損失的風險。法律及合規風險由操作風險及法規處管理。所有法律事務均由操作風險及法規處處理。法律及合規風險管理政策是集團公司治理架構的組成部分，由董事會屬下的風險管理委員會審批。

(viii) 策略風險管理

策略風險指本集團在實施各項策略，包括宏觀戰略與政策，以及為執行戰略與政策而制訂各項具體的計劃、方案和制度時，由於在策略制訂、實施及調整過程中失當，從而使本集團的盈利、資本、信譽和市場地位受到影響的風險。董事會檢討和審批策略風險管理政策。重點戰略事項均得到高級管理人員與董事會的充分評估與適當的審批。

(ix) 科技風險管理

科技風險指由於「資訊科技」管控措施不當或不足而給本集團造成直接或間接損失的風險。「資訊科技」指自動化發出、處理、儲存及傳輸資訊的方法，包括記錄裝置、通訊網絡、電腦系統（包括硬件與軟件組件及數據）及其他電子裝置。科技風險由科技風險管理處負責處理。科技風險管理政策是集團公司治理架構的組成部分，由董事會屬下的風險管理委員會審批。

Risk Management Structure (continued)**(vii) Legal and compliance risk management**

Legal risk is the risk that unenforceable contracts, lawsuits or adverse judgments may disrupt or otherwise negatively affect the operations or financial conditions of the Group. Compliance risk is the risk of legal or regulatory sanctions, financial losses or losses in reputation the Group may suffer as a result of its failure to comply with all applicable laws and regulations. Legal and compliance risks are managed by the Operational Risk, Legal and Compliance Division. All legal matters are handled by the Operational Risk, Legal and Compliance Division. As part of the Group's corporate governance framework, the policy for the management of legal and compliance risk is approved by the Risk Management Committee as delegated by the Board.

(viii) Strategic risk management

Strategic risk generally refers to the risks that may cause negative impacts on the earnings, capital, reputation and market position of the Group due to the improper process of strategy formulation, implementation and adjustment when the Group implements various strategies, including macro strategies and policies, and formulates various specific plans, programs and systems for the implementation of strategies and policies. The Board reviews and approves the strategic risk management policy. Key strategic issues have to be fully evaluated and properly endorsed by the Senior Management and the Board.

(ix) Technology risk management

Technology risk refers to the risk of direct or indirect losses to the Group caused by improper or inaccurate controls over Information Technology (IT), which encompasses automated means of originating, processing, storing and transferring information, and covers recording devices, communication networks, computer systems (including hardware and software components and data) and other electronic devices. Information technology risks are managed by the Technical Risk Management Division. As part of the Group's corporate governance framework, the policy of technology risk management is approved by the Risk Management Committee as delegated by the Board.

未經審核之
補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

4. 風險管理（續）

4. Risk management (continued)

風險管理架構（續）

Risk Management Structure (continued)

(x) 操守風險管理

操守風險指因員工違規、不當銷售金融產品、違背誠信原則或企業價值觀要求、未符守則等操守問題而引發客戶投訴或損失、監管機構對本集團所發出的警告或罰款的風險。操守風險由人力資源部負責監控，並按季度報備予董事會屬下的提名及薪酬委員會。

(x) Conduct risk management

Conduct risk refers to the risk of customer complaints or losses, warnings or penalty issued by regulatory bodies to the Group caused by staff non-compliance, improper selling of financial products, violation of integrity principles or corporate values, violation of code and other conduct issues. Conduct risk is managed by Human Resources Department and quarterly reported to the Nomination and Remuneration Committee as delegated by the Board.

本集團會因應最新市場情況及發展，定期檢討業務策略。

The Group regularly reviews its business strategies to cope with the latest market situation and developments.

(xi) 氣候風險

氣候風險是指受氣候變化影響而產生的風險，例如極端氣候事件造成的破壞，或碳密集行業資產價值下跌等負面影響。氣候風險可分為實體風險及轉型風險。

(xi) Climate risk

Climate risks refer to the risks posed by climate change, such as damage caused by extreme weather events or a decline in asset value in carbon-intensive sectors. They are broadly classified into physical risk and transition risk.

未經審核之
補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

5. 業務回顧

5. Business Review

2021年，冠狀病毒變種疫情陸續襲來，主要經濟體持續實施封城措施，人員流動受限，工廠生產受影響，供應鏈效率大降，引致全球通脹率持續高企，拖慢全球經濟復甦步伐。

受制於此，本集團面對的外部宏觀和行業壓力持續。中國內地方面，經濟結構調整貫穿全年，尤其是對房地產行業的政策調控短期內對消費和投資的增長形成抑制。中美關係持續緊張為出口增長帶來不確定性。中國香港方面，防疫措施拖緊對部分行業如飲食業、住宿服務業、零售業以及旅遊業的經營帶來嚴重打擊。香港未能全面通關，影響內地及香港經貿交流，令投資意願趨向謹慎。金融市場環境方面，2021年全球利率繼續處於相對低位。銀行業淨利息收益率（NIM）較去年顯著下降，銀行業盈利能力和資產質量受到挑戰。

面對上述不利的經營環境，本集團密切關注市場波動，加強全面風險管理，同時集中資源推動戰略轉型，強化區域佈局，打造跨境優勢，積極優化客戶群，推動與信達集團協同。全年核心的存款和貸款穩步增長，戰略性業務快速增長。

Major economies have experienced various waves of COVID variants over 2021 and corresponding lockdown measures significantly lowered down labor mobility and industrial productivities, hence disrupting the supply chain and pushing up inflation worldwide, which continuously dragged global economy's recovery pace.

Under such circumstances, the Group has been sailing in the headwind from gloomy macroeconomic environment and banking industry. Regarding Mainland China market, the economy has experienced structural changes, especially in real estate, throughout the year. These policies have caused a short-term suppression on consumption and investment growth. China-US tensions have brought uncertainty to export growth. Regarding Hong Kong SAR market, certain industries, such as food & beverage, accommodation services, retail, and tourism, have been heavily hit by tightening prevention measures. Border reopening between Hong Kong and Mainland China has been suspended, which affected regular cross-border travel and business communication, leaving more conservative investment appetite. Regarding financial market, global interest rates remained relatively low throughout 2021. Net interest margin (NIM) has dropped significantly over the year. Banking industry as a whole is facing challenges over profitability and asset quality.

Encountered above mentioned unfavourable situation, the Group has paid close attention to market volatility and further enhanced risk management, and actively expanded customer base and enhanced synergy with Cinda Group. Core deposit and lending grew steadily in 2021, and strategic business growth rapidly.

未經審核之

Unaudited Supplementary Financial Information (continued)

補充財務資料 (續)

5. 業務回顧 (續)

5. Business Review(continued)**財務摘要**

截至 2021 年 12 月底，本集團總資產為港幣 5,363.31 億元，按年上升 6.06%；客戶存款為港幣 3,837.81 億元，按年上升 9.14%；客戶貸款為港幣 2,955.63 億元，按年上升 5.66%。截至 2021 年 12 月底，本集團特定分類或減值貸款比率為 1.50%。

截至 2021 年 12 月底，本集團經營溢利為港幣 37.50 億元。面對市場利率持續下跌，銀行業利差收窄，本集團致力改善資產結構，淨利息收入為港幣 63.25 億元，與去年相若；非利息收入為港幣 22.64 億元。稅後盈利為港幣 32.31 億元，按年下降 15.31%；平均資本回報率為 4.99%；平均資產回報率為 0.62%；淨利息收益率(NIM) 為 1.33%。

Financial Review

As at the end of December 2021, total assets of the Group amounted to HK\$536,331 million, increased by 6.06% year-on-year. Deposits from customers and gross advances to customers achieved HK\$383,781million and HK\$295,563 million, respectively up 9.14% and up 5.66% year-on-year. As at the end of December 2021, the classified or impaired loan ratio of the Group stood at 1.50% .

As at the end of December 2021, the Group recorded HK\$3,750 million of operating profit. Facing the continuous fall of market interest rate, the interest spread narrowed, the Group committed to improve the asset structure. Net interest income of HK\$6,325 million is at similar level compared to last year and non-interest income of HK\$2,264 million. Profit after tax was HK\$3,231 million, down 15.31% year-on-year. Return on average equity was 4.99% while return on average assets was 0.62%. Net interest margin (NIM) was 1.33%.

未經審核之
補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

5. 業務回顧（續）

5. Business Review (continued)

業務回顧

Business Review

個人銀行

Personal banking

截至 2021 年 12 月底，個人金融業務提取減值準備前之淨經營收入為港幣 15.99 億元，按年下降 10.44%。年內，以客戶為中心，建立全新的零售業務發展模式，積極拓展核心客群，持續優化特色跨境產品。成功爭取成為首批「跨境理財通」指定銀行，積極助力內地與香港資本市場互聯互通，為客戶提供便利的跨境理財。圍繞核心客群建立跨境金融生態圈，打造發薪匯、中國內地物業融資服務、內地人才私人貸款計劃、灣區港人置業服務等特色產品，升級 NCB Mall，成為香港首間推出為香港居民購買大灣區商品房提供跨境人民幣匯款服務的銀行，並設立南商財富管理顧問有限公司，新增保險經紀業務，進一步豐富客戶選擇空間。

As at the end of December 2021, net operating income before impairment allowances in Personal Banking amounted to HK\$1,599 million, decreased by 10.44% year-on-year. During the year, with a client-centric approach, the Group established a new retail business development model to actively expanded core customer base, and continuously optimized featured cross-border products. The Group has successfully strived for becoming one of the first designated banks for “Cross-boundary Wealth Management Connect Scheme”, actively facilitating the connection of capital market between Mainland and Hong Kong to provide convenient cross-boundary wealth management for customers. Building a cross-boundary financial ecosystem with a focus on core customer groups, the Group created products such as Cross Border Salary Remittance(發薪匯), The Mainland Property Refinancing Service(中國內地物業融資服務), The Mainland Talents and Professionals Personal Loan (內地人才私人貸款計劃), and property purchasing services for Hong Kong residents in the Greater Bay Area. NCB Mall has been upgraded. As a result, the bank was the first bank in Hong Kong to provide cross-boundary RMB remittance services for Hong Kong residences to purchase residential housing in the Greater Bay Area. The Group expanded its business scope to insurance brokerage by establishing NCB Wealth Management Advisor Ltd, further enriched customer choice.

突破疫情封關和資本市場低迷困境，全年成功帶動核心客戶同比增長逾五成，整體錄得理想增長，跨境業務成績受到市場和同行認可，獲頒明報卓越財經大獎「大灣區卓越金融品牌價值大獎」、大公文匯傳媒“粵港澳大灣區最佳跨境理財獎”等多個獎項。

While facing headwinds from pandemic lockdown and downturns in capital market, the Group successfully boosted the increase of core customers by more than 50% year-on-year which is a satisfactory growth. Recognized by the market and peers on the cross-border business achievements, the Group was awarded “Excellence in Greater Bay Area Financial Brand Value” in Mingpao Awards for Excellence in Finance and Takungpao’s “Best Cross-boundary Financial Management Award in Guangdong-Hong Kong-Macao Greater Bay Area” etc.

未經審核之
補充財務資料 (續)

Unaudited Supplementary Financial Information (continued)

5. 業務回顧 (續)

5. Business Review (continued)

業務回顧 (續)

Business Review (continued)

企業銀行

Corporate banking

截至 2021 年 12 月底，公司貸款為港幣 2,323.15 億元，按年上升 4.71%。年內，受市場利率持續下跌影響，貸存利差收窄，企業銀行淨利息收入為港幣 44.25 億元，提取減值準備前之淨經營收入為港幣 49.52 億元，按年下降 13.62%。年內，本集團努力克服低息環境及個別行業受經濟結構調整影響造成風險積聚等困難，持續聚焦資源深化跨境聯動特色化經營，針對公司客戶的跨境需求，打造內保外貸、跨境直貸、上市公司分紅貸等特色產品，提升整體跨境金融專業能力，通過與信達集團的協同優勢及本集團內的高效聯動，推動大灣區公司業務快速發展。同時，積極落實投行戰略，大力優化客戶結構，與金融科技公司合作落地供應鏈融資業務，開創新的模式。積極承擔社會責任，協助中小企應對營商挑戰，與客戶攜手抗疫共度時艱，繼續響應政府號召，配合香港按揭證券有限公司 (HKMCI)「中小企融資擔保計劃」(SFSG)，同步推出適用於 80%、90% 擔保產品及「百分百擔保特惠貸款」的優化措施，並全力支持金管局「預先批核還息不還本」計劃 (PPPHS)，共推出四輪措施。

As at the end of December 2021, corporate loans and advances amounted to HK\$232,315 million, up 4.71% year-on-year. During the year, the loan and deposit spread narrowed as market interest rate continued to fall, net interest income in Corporate Banking reached HK\$4,425 million, and net operating income before impairment allowances in Corporate Banking amounted to HK\$4,952 million, down 13.62% year-on-year. During the year, the Group strived to overcome difficulties, such as the low interest rate environment and risk accumulation caused by structural changes in particular industries, to deploy resources to deepen cross-boundary businesses. Focusing the cross-border needs of corporate customers and enhance the professional competence in cross-boundary finance, the Group created featured products such as mainland loans with Hong Kong guarantees, cross-border direct loan and listed company dividend loans. With the synergy of Cinda Group and efficiency within the Group, development of corporate businesses in the Greater Bay Area are expected to strengthen. Meanwhile, the Group has actively implemented the strategy of investment and commercial banks through optimizing customer segmentation collaborating with FinTech companies on supply chain financing business as a pilot business model. In response to initiation by the government and social responsibilities, the Group continued to provide relief measures to clients during the pandemic. For example, the Group affiliated with the Hong Kong Mortgage Corporation Limited (HKMCI) SME Financing Guarantee Scheme (SFSG), which is suitable for 80%, 90% guaranteed products and "100% Guaranteed Preferential Loans", and fully supported the HKMA's Pre-approved Principal Repayment Scheme (PPPHS), which has been launched for a total of four rounds.

未經審核之
補充財務資料 (續)

Unaudited Supplementary Financial Information (continued)

5. 業務回顧 (續)

5. Business Review (continued)

業務回顧 (續)

Business Review (continued)

財資業務

Treasury

截至 2021 年 12 月底，財資業務提取減值準備前之淨經營收入為港幣 18.94 億元，按年下降 96.23%。年內，面對港股市場表現全球最差拖累投資氣氛轉差、客戶投資理財需求萎縮等重重壓力，主動對市場進行預判，債券投資組合動態管理卓有成效，債券投資收益穩步上升。推動財資產品多元化及一體化，推出代客外匯期權產品、定期存款預結遠期、二手債券買賣等業務，完善財資產品體系。加強客戶走訪，積極開展資本市場業務，代客發行快速增長，外匯交易量也再創新高。同時，大力推廣人民幣業務，持續創新優化人民幣期權掛鈎存款、人民幣掛鈎投資等產品，人民幣存款、匯兌交易量及收益均升幅顯著。

As at the end of December 2021, net operating income before impairment allowances generated by Treasury amounted to HK\$1,894 million, increased 96.23% year-on-year. During the year, facing the worst performance of the Hong Kong stock market in the world, which dragged down the investment sentiment and the shrinking clients' demand for investment and wealth management, and other stresses, the Group proactively made predictions on the market. The dynamic management of the bond investment portfolio was effective, and the bond investment income increased steadily. Promoted the diversification and integration of treasury products, launched foreign exchange option products on behalf of clients, time deposits pre-settlement forwards, bond trading in secondary market and other businesses, and improved the treasury product system. Improved client visits, actively developed capital market business, and rapidly increased customer stickiness by issuance business, and the foreign exchange transaction volume also reached a new high. At the same time, the Group vigorously promoted RMB business, and continued to innovate and optimize products such as RMB option-linked deposits and RMB-linked investment products, resulting in significant increases in RMB deposits, exchange transaction volume and income.

未經審核之
補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

5. 業務回顧（續）

5. Business Review (continued)

業務回顧（續）

Business Review (continued)

內地業務

Mainland Business

南商（中國）積極加強業務拓展和產品創新，加快打造科技賦能和智慧運營。踐行“金融服務實體經濟”理念，數字化手段賦能打造全新企業開戶流程，切實提高企業開戶效率。立足地方經濟發展的現實基礎和特色優勢，落地實體類企業保函增信業務，大力支持實體產業發展，推進普惠金融戰略區域化落地，獲頒中國銀行業協會“普惠金融好新聞”獎。發揮境內外一體化優勢，穩步推進各項業務發展，加強推進全口徑外債、備用信用證發債等業務落地，跨境理財通北向通匯款市佔率在深圳地區銀行業中排名居前。在珠海設立支行，進一步深化與母行在大灣區的協同優勢。

NCB (China) actively strengthen business development and product innovation, and accelerates technical enablement and intelligent operations. NCB (China) practices the concept of "financial services for the real economy", and creates a new corporate account opening process through digital means to effectively improve the efficiency of corporate account opening. Based on the practical foundation and specialty advantages of local economic development, NCB (China) has implemented the letter of guarantee credit enhancement business for real enterprises, vigorously supported the development of real industries, and promoted the regionalization of the strategy of inclusive financing. It was awarded the "Good News of Financial Inclusion" award by the China Banking Association. Fully taking integration advantages between inside and outside China, NCB (China) steadily promoted the development of various businesses, and strengthened the implementation of full-caliber external debt, bond issuance with standby letter of credit and other businesses. The market share of remittance of The Northbound Scheme in Cross-boundary Wealth Management Connect Scheme ranks at the top among banks in Shenzhen. Moreover, NCB (China) has set up the sub-branch in Zhuhai, and further leveraged the synergy with the parent bank in Greater Bay Area.

未經審核之
補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

5. 業務回顧（續）

5. Business Review (continued)

業務回顧（續）

Business Review (continued)

風險管理

Risk management

強化風險管控，前瞻性防範金融風險，積極處置化解歷史遺留問題。主動調整授信結構，壓降涉房企業貸款。退出高風險房地產大額授信，加大化解存量風險項目力度，保障資產質量穩定。

With strengthening risk management and control, the Group proactively prevented from major market risks, and actively disposed risks associated to legacy issues. Continuously optimized credit structure, reduced the exposure over real estate projects. The Group exited large real estate projects with high risk, and put more efforts on loan review and collection of projects in default risk, to ensure asset quality.

全面滿足合規要求，嚴格按照監管要求和信達集團部署，本集團落實包括公司治理、關聯交易常態化管控等要求，加強授權管理，完善反洗錢機制，“三道防綫”各司其職確保合規經營；積極提升合規管理水平，全面梳理全行各項合規制度；配合目標客戶戰略調整，優化反洗錢政策和可疑交易監控能力，持續鞏固合規、防洗錢等風險管理基礎。

Fully fulfil compliance requirements, strictly follow regulatory requirements and the deployment of China Cinda's Group, the Group implement requirements including corporate governance, normalized management and control of related-party transactions, strengthen authorization management, and improve anti-money laundering mechanisms, and perform their respective functions in the three lines of defense to ensure compliance operations; actively improve the level of compliance management, comprehensively review various compliance systems of the whole bank; coordinate with the strategic adjustment of target customers, optimize anti-money laundering policies and suspicious transaction monitoring capabilities, and continuously consolidate the foundation for risk management such as compliance and anti-money laundering.

**未經審核之
補充財務資料（續）****Unaudited Supplementary Financial Information (continued)****5. 業務回顧（續）****5. Business Review (continued)****業務回顧（續）****Business Review (continued)****前景展望****Outlook**

展望 2022 年，新變種病毒的持續傳播持續拖累全球經濟復甦步伐，整體呈溫和增長態勢。

Looking forward to 2022, the spread of new virus variants will slow down global economic recovery, reflecting a moderate growth momentum.

中國內地政府在陸續推出的貨幣寬鬆和財政刺激政策下，2022 年經濟預計將呈現「先低後高」的局面。房地產行業調整引發的溢出風險有限，並且監管政策引導行業內通過項目併購消化內部風險，有助降低對經濟衝擊。美國啟動貨幣政策正常化，美聯儲將在第一季末結束買債計劃並預料在年內加息三次。雖然受到變種疫情衝擊，在美國勞動力市場漸進改善以及通脹上行壓力持續的情況下，未來不排除貨幣收緊政策加快的可能性。

For mainland China, the authority has been adopting loose monetary policies and expansionary fiscal policies. The mainland economy is expected to experience a relatively slow recovery in the first half of 2022 before recovery speeding up in the second half of the year. On real estate front, the authority mitigated risks through regulatory policies guiding the industry to digest internal risks through project mergers and acquisitions, limiting spillover risks due to regulatory policies and lowering impact to the economy. Outside mainland China, US Federal Reserve will end its bond purchase plan around the end of first quarter and is expected to raise interest rate three times in 2022. Despite facing pandemic headwinds, the US may accelerate monetary tightening given that US labour market continue to improve steadily and inflation rate continue to hover at high level.

本集團在市場變化及行業競爭加劇的情況下繼續推進戰略轉型，建立可持續發展模式，持續加強全面風險管理，保持各項業務穩健發展。本集團將繼續把握粵港澳大灣區進一步融合帶來的發展機會，聚焦更多資源全力打造跨境及投商行結合的專業銀行，圍繞差異化、區域化、數字化的經營策略，切實發揮協同優勢，做強跨境銀行的品牌特色。

The Group will continue to promote strategic transformation, build a sustainable development model, and strengthen comprehensive risk management to amid market changes and intensified industry competition. The Group will continue to grasp development opportunities brought by further integrating into the Guangdong-Hong Kong-Macao Greater Bay Area, and will also allocate more of its resources to establish a professional bank that combines cross-border and investment and commercial banks. By employing our differentiated, regional and digital business strategies, the Group will effectively leverage on the synergy to strengthen our profile as a brand of cross-border bank.

獨立核數師報告

致南洋商業銀行有限公司全體成員
(於香港註冊成立的有限公司)

意見

我們已審計列載於第 37 頁至第 277 頁的南洋商業銀行有限公司(「貴銀行」)及其附屬公司(「貴集團」)的綜合財務報表,此綜合財務報表包括於 2020 年 12 月 31 日的綜合資產負債表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已經根據香港會計師公會頒佈的《香港財務報告準則》,真實而中肯地反映了貴集團於 2020 年 12 月 31 日的綜合財務狀況以及截至該日止年度的綜合財務表現和綜合現金流量,並已遵照香港《公司條例》妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」),我們獨立於集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷,認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的,我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告「核數師就審計綜合財務報表承擔的責任」部分闡述的責任,包括與這些事項相關的責任。相應地,我們的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的程序。我們執行審計程序的結果,包括應對下述事項所執行的程序,為隨附的綜合財務報表的審計意見提供了基礎。

獨立核數師報告（續）
致南洋商業銀行有限公司全體成員
（於香港註冊成立的有限公司）

關鍵審計事項（續）

關鍵審計事項：	該事項在審計中是如何應對的：
<p>客戶貸款的減值評估</p> <p>請參閱財務報表附註2.14主要會計政策、附註3.1應用會計政策時之重大會計估計及判斷、附註4.1信貸風險及附註22貸款減值準備的披露。</p> <p>貴集團採用具有前瞻性的預期損失減值模型確認客戶貸款的預期信用損失。信貸風險的評估及預期信用損失的計量須基於無偏頗及概率加權的可能結果，以及於報告日期有關過往事件、現行情況及未來經濟狀況預測的合理及有支持力的資訊。計算預期信用損失之模型建立及應用和數據輸入之選擇涉及重大的管理層判斷及估計，當中包括：</p> <ol style="list-style-type: none"> 1) 根據信貸風險特徵對金融資產進行之組合劃分; 2) 對違約概率、違約損失率、違約風險承擔之估算; 3) 重大信貸風險惡化之標準; 及 4) 對宏觀經濟因素預測及前瞻性宏觀經濟情景之概率加權的選擇及估算。 	<p>我們瞭解了貴集團的信貸管理政策及實踐。我們評估了貴集團的減值方法，包括管理層對組合劃分、重大信貸風險惡化的標準及預期信用損失估算方法的判斷。</p> <p>我們測試了與信貸審批，貸款分類，階段分類和貸款減值準備的計算流程相關的關鍵控制的設計和執行的有效性。我們對貸款減值準備評估流程的控制測試包括評估經濟情景之管控。我們也測試了數據輸入或其他數據來源(如內部信貸評級和違約概率)的系統對接。</p> <p>我們採用了以風險為導向的抽樣方法執行貸款審閱工作。我們基於個別貸款的特徵選取樣本，這些特徵包括借款人行業、經營地區、內部貸款評級以及年內逾期紀錄。我們通過審閱借款人的詳細資訊，包括其財務狀況、預期現金流、押品估值及其他資料，以形成我們對貸款階段分類的獨立意見。</p> <p>對於截至2020年12月31日的預期損失減值準備，我們通過抽樣方式檢查資料來源以測試數據質量，並重新計算了管理層所計算的減值準備。此外，我們也引入了內部專家，通過比較外部數據提供者的市場預測來評估管理層對前瞻性因素的考慮，包括宏觀經濟因素預測和概率加權經濟情景。</p>

獨立核數師報告（續）
致南洋商業銀行有限公司全體成員
（於香港註冊成立的有限公司）

關鍵審計事項（續）

關鍵審計事項（續）：	該事項在審計中是如何應對的（續）：
<p>客戶貸款的減值評估（續）</p> <p>截至2020年12月31日，客戶貸款總額為港幣2,797.23億元，佔總資產的55.31%；客戶貸款減值準備總額為港幣30.28億元，佔金融工具減值準備總額的86.03%。</p> <p>考慮貴集團減值準備金額的重要性，以及涉及的管理層判斷及估計的重要性，客戶貸款的減值評估因而被列作關鍵審計事項。</p>	<p>對於分類為第三階段的貸款，我們以抽樣方式重新計算其減值準備，在評估中，我們考慮了該貸款的預期現金流和抵押品估值。對於每個抽取的樣本，在適用時，我們亦評估了預期現金流的合理性和覆核了抵押品的估值。</p> <p>針對2019冠狀病毒病大流行，我們擴大了貸款審閱的抽樣標準。我們考慮了管理層採取的額外風險控制措施，以評估貸款分類和貸款階段分類。此外，考慮到由2019冠狀病毒病造成的經濟狀況不確定性，我們評估了管理層採用的前瞻性宏觀經濟因素預測和概率加權經濟情景。</p> <p>對於財務報表中的信貸風險披露，我們評估和測試了貴集團有關的關鍵控制設計和執行的有效性。我們也評估了香港財務報告準則中關於信貸風險披露的完整性。</p>
<p>金融工具的估值</p> <p>請參閱財務報表附註2.12主要會計政策、附註3.2應用會計政策時之重大會計估計及判斷、附註5.1及5.2金融工具的公允價值披露。</p> <p>對於沒有活躍市場報價的金融工具，貴集團採用估值技術確定其公允價值，而估值技術中涉及管理層的主觀判斷和假設，尤其是那些包括了非市場報價的重大可觀察參數及重大不可觀察參數的估值技術。採用不同的估值技術或假設，估值結果將可能存在重大差異。</p>	<p>我們評估並測試了與金融工具估值相關的關鍵控制設計和執行的有效性，包括獨立價格的驗證，覆核和審批等。</p> <p>我們以抽樣方式挑選了於公允價值層級表內第二層級金融工具的公允價值計量，以評估這些金融工具的估值。於適用時，我們將估值中使用的參數輸入與可觀察的市場數據作對照。對於以根據經紀人報價確定公允價值的金融工具，我們將市場觀察到的可執行報價與管理層所使用的輸入進行比較。</p>

獨立核數師報告（續）
致南洋商業銀行有限公司全體成員
（於香港註冊成立的有限公司）

關鍵審計事項（續）

關鍵審計事項（續）：	該事項在審計中是如何應對的（續）：
<p>金融工具的估值（續）</p> <p>截至2020年12月31日，貴集團以公允值計量的金融資產及負債分別為港幣1,540.55億元和港幣85.34億元，分別佔總資產的30.46%和總負債的1.93%。採用了非市場報價的重大可觀察參數進行估值的金融工具，即被分類為第二層級金融工具。相反，採用了重大不可觀察參數進行估值的金融工具，即被分類為第三層級金融工具。第三層級金融工具的估值不確定性較高。截至2020年12月31日，貴集團以公允值計量的第二層級及第三層級金融資產分別為港幣1,361.55億元和港幣164.7億元。貴集團以公允值計量的第二層級金融負債為港幣84.45億元。</p> <p>考慮貴集團金融工具金額的重要性，以及金融工具的估算過程中涉及的管理層判斷及估計的重要性，金融工具的估算因而被列作關鍵審計事項。</p>	<p>在我們內部估值專家的幫助下，我們專注於公允值層級表內第三層級金融工具的估值方法和假設。對於可觀察參數，我們與獨立估值來源及外部市場數據進行比較。我們評估了估值中個別重大輸入值的不可觀察參數和假設，如在相似交易中使用的貼現率等可觀察參數。我們以抽樣方式通過重新計算估值，對貴集團於市場通用的折現現金流模型中所採用的估值技術、假設和估計進行評估。</p> <p>我們也評估了香港財務報告準則中關於公允價值估值披露的完整性。</p>

年度報告內所刊載的其他信息

貴銀行董事需對其他信息負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

獨立核數師報告（續）

致南洋商業銀行有限公司全體成員

（於香港註冊成立的有限公司）

董事就綜合財務報表須承擔的責任

貴銀行董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，貴銀行董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非貴銀行董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

稽核委員會協助貴銀行董事履行職責，監督貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們遵照香港《公司條例》第405條僅對全體成員作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在我們的核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

獨立核數師報告（續）
致南洋商業銀行有限公司全體成員
（於香港註冊成立的有限公司）

核數師對合併財務報表審計的責任（續）

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與稽核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向稽核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅所採取的行動或應用的防範措施。

從與稽核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是禰俊文。

安永會計師事務所
執業會計師
香港
2021 年 3 月 23 日

Independent auditor's report
To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of Nanyang Commercial Bank, Limited (the "Bank") and its subsidiaries (the "Group") set out on pages 37 to 277, which comprise the consolidated balance sheet as at 31 December 2020, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Independent auditor’s report (continued)
To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
<i>Impairment assessment of loans and advances to customers</i>	
<p>Refer to significant accounting policies in Note 2.14, critical accounting estimates and judgements in applying accounting policies in Note 3.1, and disclosures on credit risk and loan impairment allowances in Note 4.1 and Note 22 to the financial statements.</p> <p>The Group has adopted a forward-looking expected loss impairment model to estimate the expected credit losses (“ECLs”) on its advances to customers. The assessment of credit risk and the measurement of ECLs are required to be based on unbiased and probability-weighted possible outcomes and reasonable and supportable information at the reporting date about past events, current conditions and forecasts of future economic conditions. Significant management judgement and estimation are involved in developing and using models and the selection of inputs into the calculation of ECLs, including:</p> <ol style="list-style-type: none"> 1) segmentation of financial assets according to credit risk characteristics; 2) estimation of the probability of default, loss given default, exposure at default; 3) identification of criteria for determining significant increases in credit risk; and 4) selection and estimation of macroeconomic factor forecasts; and the probability weightings of forward-looking macroeconomic scenarios. 	<p>We obtained an understanding of the Group’s credit management policies and practices. We evaluated the Group’s impairment methodology, including the management judgment over portfolio segmentation, the criteria of significant increase in credit risk, and the measurement approach for expected credit losses.</p> <p>We tested the design and operating effectiveness of the key controls over credit assessment; loan classification; stage classification; and calculation of impairment allowance processes. Our control testing on the loan impairment processes included an evaluation of the governance over economic scenarios. We have also tested the system interfacing of inputs or other data sources such as internal loan grading and probability of default.</p> <p>We adopted a risk-based sampling approach for our loan review procedures. We selected samples based on the characteristics of individual items, including the industry and the geographic location of the operations of borrowers, internal loan grading and past due history throughout the year. We formed an independent view on the loan staging through reviewing the borrowers’ information focusing on their financial performance, expected cash flows, valuation of collaterals and other available information.</p> <p>For the expected credit loss allowance as at 31 December 2020, we performed testing of the data quality by sample checking to the data source and re-computed management’s calculation of the impairment allowance. Also, we involved our inhouse specialists in assessing management’s consideration of forward-looking information, including macroeconomic factor forecasts and probability-weighted economic scenarios by comparing to market forecasts from external data providers.</p>

Independent auditor's report (continued)
To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Key audit matters (continued)

Key audit matter (continued)	How our audit addressed the key audit matter (continued)
<i>Impairment assessment of loans and advances to customers (continued)</i>	
<p>As at 31 December 2020, gross advances to customers amounted to HK\$279,723 million, representing 55.31% of total assets; and the impairment allowance for advances to customers amounted to HK\$3,028 million, representing 86.03% of the total impairment allowance for financial instruments.</p> <p>Because of the significance of the impairment allowance recorded by the Group and the management judgements and estimates involved, the impairment assessment of loans and advances to customers is considered a key audit matter.</p>	<p>For loans and advances classified as Stage 3, we re-calculated the impairment allowance with consideration such as expected cash flows and valuation of collateral on a sample basis. For each sample selected, we also assessed the reasonableness of expected cash flows and reviewed the collateral value used where applicable.</p> <p>In connection with the COVID-19 pandemic, we expanded our loan review samples' selection criteria. We assessed the loan classification and loan staging taking into account the additional risk control measures implemented by management. Also, we evaluated the forward-looking macroeconomic factor forecasts and probability-weighted economic scenarios adopted by management considering the uncertainties in economic conditions due to COVID-19.</p> <p>We evaluated and tested the design and operating effectiveness of the Group's key controls related to credit risk disclosures. We also assessed the completeness of the credit risk disclosures against the requirements of HKFRSs.</p>
<i>Valuation of financial instruments</i>	
<p>Refer to summary of significant accounting policies in Note 2.12, critical accounting estimates and judgements in applying accounting policies in Note 3.2, and disclosures on fair values of financial instruments in Notes 5.1 and 5.2 to the financial statements.</p> <p>The Group has applied valuation techniques to determine the fair value of financial instruments that are not quoted in active markets. These valuation techniques require significant observable inputs other than quoted prices and significant unobservable inputs, involving management using subjective judgments and assumptions. With different valuation techniques and assumptions applied, the valuation results can vary significantly.</p>	<p>We evaluated and tested the design and operating effectiveness of the key controls related to the valuation of financial instruments, including independent price verification, review and approval.</p> <p>On a sample basis, we selected financial instruments that were classified as level 2 in the fair value hierarchy to evaluate their valuation. Where applicable, we checked to observable market data against the parameter inputs used in the valuation. For financial instruments where the fair value was determined based upon broker quotes, we compared the executable quotes observed from the market against the inputs used by management.</p>

Independent auditor's report (continued)
To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Key audit matters (continued)

Key audit matter (continued)	How our audit addressed the key audit matter (continued)
Valuation of financial instruments (continued)	
<p>As at 31 December 2020, the Group's financial assets and liabilities measured at fair value amounted to HK\$154,055 million and HK\$8,534 million, respectively, representing 30.46% and 1.93% of total assets and total liabilities respectively. Financial instruments which had significant observable inputs other than quoted prices in the valuation were categorised within level 2 of the fair value hierarchy. In contrast, financial instruments which had significant unobservable inputs in the valuation were categorised within level 3 of the fair value hierarchy. Higher degree of estimation uncertainty was involved in valuation of financial instruments categorised within level 3 of the fair value hierarchy. As at 31 December 2020, the Group's financial assets measured at fair value which were categorised within level 2 and level 3 amounted to HK\$136,155 million and HK\$16,470 million, respectively. The Group's financial liabilities measured at fair value which were categorised within level 2 amounted to HK8,445 million.</p> <p>Because of the significance of the financial instruments recorded by the Group and the management judgements and estimates involved in the valuation, valuation of financial instruments is considered a key audit matter.</p>	<p>With the assistance of our inhouse valuation specialists, we focused on the valuation methodologies and assumptions used in valuation of financial instruments that were classified as level 3 in the fair value hierarchy. For observable inputs, we compared against independent sources and externally available market data. We evaluated the unobservable inputs and assumptions for individually significant items, such as the discount rate adopted from similar transactions which were observable. On a sample basis, we also re-performed valuations to evaluate valuation techniques, assumptions and estimates adopted by the Group in the discounted cash flow models, which are commonly used in the market.</p> <p>We also assessed the completeness of the fair value measurement disclosures against the requirements of HKFRSs.</p>

Other information included in the Annual Report

The directors of the Bank are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent auditor's report (continued)

To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Responsibilities of the directors for the consolidated financial statements

The directors of the Bank are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Bank are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Bank either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Bank are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Independent auditor's report (continued)
To the members of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Huen Chun Man.

Ernst & Young
Certified Public Accountants
Hong Kong
23 March 2021

綜合收益表

Consolidated Income Statement

截至 12 月 31 日止年度	For the year ended 31 December	附註 Notes	2020	2019
			港幣千元 HK\$'000	港幣千元 HK\$'000
利息收入	Interest income		12,499,239	14,936,075
利息支出	Interest expense		(6,130,752)	(8,285,886)
淨利息收入	Net interest income	6	6,368,487	6,650,189
服務費及佣金收入	Fee and commission income		1,707,266	1,599,991
服務費及佣金支出	Fee and commission expense		(87,810)	(70,869)
淨服務費及佣金收入	Net fee and commission income	7	1,619,456	1,529,122
淨交易性收益	Net trading gain	8	80,867	182,515
以公允價值變化計入損益之金融工具淨收益	Net gain on financial instruments at fair value through profit or loss		435,846	398,797
其他金融資產之淨收益	Net gain on other financial assets	9	249,769	219,063
其他經營收入	Other operating income	10	18,588	22,712
提取減值準備前之淨經營收入	Net operating income before impairment allowances		8,773,013	9,002,398
減值準備淨撥備	Net charge of impairment allowances	11	(1,359,147)	(1,160,079)
淨經營收入	Net operating income		7,413,866	7,842,319
經營支出	Operating expenses	12	(3,184,611)	(3,382,564)
經營溢利	Operating profit		4,229,255	4,459,755
投資物業公允價值調整之淨(虧損)/收益	Net (loss)/gain from fair value adjustments on investment properties	13	(2,950)	16,573
出售/重估物業、器材及設備之淨(虧損)/收益	Net (loss)/gain from disposal/revaluation of properties, plant and equipment	14	(7,899)	365
除稅前溢利	Profit before taxation		4,218,406	4,476,693
稅項	Taxation	15	(403,136)	(525,397)
年度溢利	Profit for the year		3,815,270	3,951,296
股息	Dividends	16	-	-

第 45 至 277 頁之附註屬本綜合財務報表之組成部分。

The notes on pages 45 to 277 are an integral part of these consolidated financial statements.

綜合全面收益表

Consolidated Statement of Comprehensive Income

截至 12 月 31 日止年度	For the year ended 31 December	2020	2019
		港幣千元	港幣千元
		HK\$'000	HK\$'000
年度溢利	Profit for the year	3,815,270	3,951,296
其後不可重新分類至收益表內的項目：	Items that will not be reclassified subsequently to income statement:		
公允值變化計入其他全面收益之股份工具：	Equity instruments at fair value through other comprehensive income:		
公允值變化計入其他全面收益之股份工具的公允值變化	Change in fair value of equity instruments at fair value through other comprehensive income	22,946	(670)
房產：	Premises:		
房產重估	Revaluation of premises	(184,028)	139,747
遞延稅項	Deferred tax	46,489	(9,529)
		(137,539)	130,218
界定利益福利計劃：	Defined benefit plan:		
重新計量精算虧損	Actuarial losses on remeasurement	(21,720)	(15,760)
遞延稅項	Deferred tax	3,584	2,600
		(18,136)	(13,160)
		(132,729)	116,388
其後可重新分類至收益表內的項目：	Items that may be reclassified subsequently to income statement:		
公允值變化計入其他全面收益的債務工具：	Debt instruments at fair value through other comprehensive income:		
公允值變化計入其他全面收益的債務工具之公允值變化	Change in fair value of debt instruments at fair value through other comprehensive income	247,506	493,357
預計信用損失之減值變化	Changes in allowance for expected credit losses	13,352	11,112
因處置公允值變化計入其他全面收益的債務工具之轉撥重新分類至收益表	Release upon disposal of debt instruments at fair value through other comprehensive income reclassified to income statement	(261,805)	(221,044)
由公允值變化計入其他全面收益的債務工具轉至以攤銷成本作計量產生之攤銷重新分類至收益表	Amortisation with respect to debt instruments at fair value through other comprehensive income transferred to at amortised cost reclassified to income statement	9,524	10,173
遞延稅項	Deferred tax	30,167	(48,324)
		38,744	245,274

綜合全面收益表（續）
**Consolidated Statement of Comprehensive Income
(continued)**

截至 12 月 31 日止年度	For the year ended 31 December	<u>2020</u>	<u>2019</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
淨投資對沖下對沖工具之公允 值變化	Change in fair value of hedging instruments under net investment hedges	(132,309)	35,974
貨幣換算差額	Currency translation difference	1,113,091	(282,624)
		<u>1,019,526</u>	<u>(1,376)</u>
年度除稅後其他全面收益	Other comprehensive income for the year, net of tax	886,797	115,012
年度全面收益總額	Total comprehensive income for the year	<u>4,702,067</u>	<u>4,066,308</u>

第 45 至 277 頁之附註屬本綜合財務
報表之組成部分。

The notes on pages 45 to 277 are an integral part of these consolidated financial statements.

綜合資產負債表
Consolidated Balance Sheet

於 12 月 31 日	As at 31 December	附註 Notes	2020	2019
			港幣千元 HK\$'000	港幣千元 HK\$'000
資產	ASSETS			
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	19	58,173,310	41,327,261
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	19	555,979	10,456,347
公允值變化計入損益之金融資產	Financial assets at fair value through profit or loss	20	22,913,313	14,654,347
衍生金融工具	Derivative financial instruments	21	1,031,063	589,616
貸款及其他賬項	Advances and other accounts	22	277,085,133	262,413,180
金融投資	Financial investments	23	132,889,241	146,758,937
投資物業	Investment properties	24	341,080	355,230
物業、器材及設備	Properties, plant and equipment	25	8,220,738	8,602,036
應收稅項資產	Current tax assets		-	27,275
遞延稅項資產	Deferred tax assets	31	430,257	58,000
其他資產	Other assets	26	4,058,047	4,346,618
資產總額	Total assets		505,698,161	489,588,847
負債	LIABILITIES			
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions		33,064,316	30,984,121
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	27	6,650,987	5,048,559
衍生金融工具	Derivative financial instruments	21	1,882,953	587,563
客戶存款	Deposits from customers	28	351,629,928	345,887,782
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	29	24,014,435	15,471,116
其他賬項及準備	Other accounts and provisions	30	18,724,809	25,908,840
應付稅項負債	Current tax liabilities		421,732	626,564
遞延稅項負債	Deferred tax liabilities	31	864,890	845,124
後償負債	Subordinated liabilities	32	5,416,390	5,438,386
負債總額	Total liabilities		442,670,440	430,798,055

綜合資產負債表 (續) Consolidated Balance Sheet (continued)

於 12 月 31 日	As at 31 December	附註 Notes	2020	2019
			港幣千元 HK\$'000	港幣千元 HK\$'000
資本	EQUITY			
股本	Share capital	33	3,144,517	3,144,517
儲備	Reserves		50,568,314	46,331,385
歸屬於本集團股東資本總額	Total equity attributable to owners of the parent		53,712,831	49,475,902
額外資本工具	Additional equity instruments	34	9,314,890	9,314,890
資本總額	Total equity		63,027,721	58,790,792
負債及資本總額	Total liabilities and equity		505,698,161	489,588,847

第 45 至 277 頁之附註屬本綜合財務報表之組成部分。

The notes on pages 45 to 277 are an integral part of these consolidated financial statements.

經董事會於 2021 年 3 月 23 日通過核准並由以下人士代表簽署：

Approved by the Board of Directors on 23 March 2021 and signed on behalf of the Board by:

陳細明 **Chan Sai Ming**
董事 Director

劉鈞 **Liu Jun**
董事 Director

綜合權益變動表
Consolidated Statement of Changes in Equity

		儲備 Reserves										
		額外資本工具		房產 重估儲備		公允價值 變化計入其他全 面收益儲備		監管儲備*		換算儲備	留存盈利	總計
		股本 Share capital	Additional equity instruments	資本儲備 Capital reserve	Premises revaluation reserve	Reserve for fair value through other comprehensive income	監管儲備* Regulatory reserve*	換算儲備 Translation reserve	留存盈利 Retained earnings	Total		
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於2019年1月1日	At 1 January 2019	3,144,517	9,314,890	605	6,374,413	176,761	2,478,179	(159,596)	33,865,034	55,194,803		
年度溢利	Profit for the year	-	-	-	-	-	-	-	3,951,296	3,951,296		
其他全面收益：	Other comprehensive income:											
房產	Premises	-	-	-	130,218	-	-	-	-	130,218		
界定利益福利計劃之 精算虧損	Actuarial losses on defined benefit plan	-	-	-	-	-	-	-	(13,160)	(13,160)		
公允價值變化計入其他 全面收益之金融工 具	Financial instruments at fair value through other comprehensive income	-	-	-	-	244,604	-	-	-	244,604		
淨投資對沖下對沖工 具之公允價值變化	Change in fair value of hedging instruments under net investment hedges	-	-	-	-	-	-	35,974	-	35,974		
貨幣換算差額	Currency translation difference	-	-	-	(5,059)	(4,747)	-	(272,818)	-	(282,624)		
全面收益總額	Total comprehensive income	-	-	-	125,159	239,857	-	(236,844)	3,938,136	4,066,308		
因房產出售之轉撥	Release upon disposal of premises	-	-	-	(2,199)	-	-	-	2,199	-		
支付額外資本工具票息	Distribution payment for additional equity instruments	-	(470,319)	-	-	-	-	-	-	(470,319)		
轉撥自留存盈利	Transfer from retained earnings	-	470,319	-	-	-	216,198	-	(686,517)	-		
於2019年12月31日	At 31 December 2019	3,144,517	9,314,890	605	6,497,373	416,618	2,694,377	(396,440)	37,118,852	58,790,792		

綜合權益變動表 (續) Consolidated Statement of Changes in Equity (continued)

		儲備 Reserves								總計 Total
		股本 Share capital	額外資本工具 Additional equity instruments	資本儲備 Capital reserve	房產 重估儲備 Premises revaluation reserve	公允價值 變化計入其他全 面收益儲備 Reserve for fair value through other comprehensive income	監管儲備* Regulatory reserve*	換算儲備 Translation reserve	留存盈利 Retained earnings	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	3,144,517	9,314,890	605	6,497,373	416,618	2,694,377	(396,440)	37,118,852	58,790,792
年度溢利	Profit for the year	-	-	-	-	-	-	-	3,815,270	3,815,270
其他全面收益：	Other comprehensive income:									
房產	Premises	-	-	-	(137,539)	-	-	-	-	(137,539)
界定利益福利計劃之 精算虧損	Actuarial losses on defined benefit plan	-	-	-	-	-	-	-	(18,136)	(18,136)
公允價值變化計入其他 全面收益之金融工 具	Financial instruments at fair value through other comprehensive income	-	-	-	-	61,690	-	-	-	61,690
淨投資對沖下對沖工 具之公允價值變化	Change in fair value of hedging instruments under net investment hedges	-	-	-	-	-	-	(132,309)	-	(132,309)
貨幣換算差額	Currency translation difference	-	-	-	21,125	16,565	-	1,075,401	-	1,113,091
全面收益總額	Total comprehensive income	-	-	-	(116,414)	78,255	-	943,092	3,797,134	4,702,067
支付額外資本工具票息	Distribution payment for additional equity instruments	-	(465,138)	-	-	-	-	-	-	(465,138)
轉撥自/(至)留存盈利	Transfer from/(to) retained earnings	-	465,138	-	-	-	(240,898)	-	(224,240)	-
於 2020 年 12 月 31 日	At 31 December 2020	3,144,517	9,314,890	605	6,380,959	494,873	2,453,479	546,652	40,691,746	63,027,721

* 除對貸款提取減值準備外，按金管局要求撥轉部分留存盈利至監管儲備作銀行一般風險之用（包括未來損失或其他不可預期風險）。

* In accordance with the requirements of the HKMA, the amounts are set aside for general banking risks, including future losses or other unforeseeable risks, in addition to the loan impairment allowances recognised.

第 45 至 277 頁之附註屬本綜合財務報表之組成部分。

The notes on pages 45 to 277 are an integral part of these consolidated financial statements.

綜合現金流量表
Consolidated Cash Flow Statement

截至 12 月 31 日止年度	For the year ended 31 December	附註 Notes	2020	2019
			港幣千元 HK\$'000	港幣千元 HK\$'000
經營業務之現金流量	Cash flows from operating activities			
除稅前經營現金之流入／（流出）	Operating cash inflow/(outflow) before taxation	35(a)	1,071,347	(21,102,025)
支付香港利得稅	Hong Kong profits tax paid		(793,029)	(114,085)
（支付）／退還海外利得稅	Overseas profits tax (paid)/refund		(40,623)	35,568
經營業務之現金流入／（流出）淨額	Net cash inflow/(outflow) from operating activities		237,695	(21,180,542)
投資業務之現金流量	Cash flows from investing activities			
購入物業、器材及設備	Purchase of properties, plant and equipment	25	(144,978)	(315,011)
出售物業、器材及設備所得款項	Proceeds from disposal of properties, plant and equipment		320	1,781
投資業務之現金流出淨額	Net cash outflow from investing activities		(144,658)	(313,230)
融資業務之現金流量	Cash flows from financing activities			
發行債務證券及存款證	Issue of debt securities and certificates of deposit		8,543,319	3,278,142
發行後償負債	Issue of subordinated liabilities		-	5,447,665
支付發行後償負債的成本	Cost paid for issuance of subordinated liabilities		(168)	-
支付額外資本工具票息	Distribution payment for additional equity instruments		(465,138)	(470,319)
支付後償負債票息	Distribution payment for subordinated liabilities		(206,187)	-
繳付租賃負債	Payment of lease liabilities		(267,165)	(266,719)
融資業務之現金流入淨額	Net cash inflow from financing activities		7,604,661	7,988,769
現金及等同現金項目增加／（減少）	Increase/(decrease) in cash and cash equivalents		7,697,698	(13,505,003)
於 1 月 1 日之現金及等同現金項目	Cash and cash equivalents at 1 January		41,173,772	54,740,625
匯率變動對現金及等同現金項目的影響	Effect of exchange rate changes on cash and cash equivalents		867,757	(61,850)
於 12 月 31 日之現金及等同現金項目	Cash and cash equivalents at 31 December	35(b)	49,739,227	41,173,772

第 45 至 277 頁之附註屬本綜合財務報表之組成部分。

The notes on pages 45 to 277 are an integral part of these consolidated financial statements.

財務報表附註**Notes to the Financial Statements****1. 主要業務****1. Principal activities**

南洋商業銀行有限公司於香港註冊成立（下稱「本銀行」）及其附屬公司於香港或上海成立（以下連同本銀行統稱「本集團」）。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「附錄—本銀行之附屬公司」內。本銀行之公司註冊地址為香港中環德輔道中151號。

Nanyang Commercial Bank, Limited was incorporated in Hong Kong (hereinafter as the "Bank") and its subsidiaries were incorporated in Hong Kong or Shanghai (together with the Bank hereinafter as the "Group"). The Bank is a licensed bank authorised under the Hong Kong Banking Ordinance.

The principal activities of the Bank are the provision of banking and related financial services. The principal activities of the Bank's subsidiaries are shown in "Appendix – Subsidiaries of the Bank". The address of the Bank's registered office is 151 Des Voeux Road Central, Hong Kong.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策****2. Significant accounting policies**

用於編製本綜合財務報表之主要會計政策詳列如下。

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

除特別註明外，該等會計政策均被一致地應用於所有列示之財務年度中。

These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 編製基準**2.1 Basis of preparation**

本集團之綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則（香港財務報告準則為一統稱，當中包括所有適用之香港財務報告準則、香港會計準則及詮釋）編製，並符合香港《公司條例》之規定。

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRSs is a collective term which includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the Hong Kong Companies Ordinance.

本綜合財務報表乃按歷史成本法編製，惟就重估以公允價值變化計入其他全面收益之金融資產、以公允價值變化計入損益之金融資產及金融負債（包括衍生金融工具）、以公允價值列賬之貴金屬、以公允價值列賬之投資物業及以公允價值或重估值扣除累計折舊及累計減值損失後列賬之房產作出調整。收回資產會以其賬面值及公允價值扣除出售成本之較低者列賬，並已列載於附註 2.23。

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through other comprehensive income, financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss, precious metals at fair value, investment properties which are carried at fair value and premises which are carried at fair value or revalued amount less accumulated depreciation and accumulated impairment losses. Repossessed assets are stated at the lower of their carrying amounts and fair values less costs to sell as further explained in Notes 2.23.

按照香港財務報告準則編製財務報表時，需採用若干重大之會計估算。管理層亦需於採用本集團之會計政策時作出有關判斷。當中涉及高度判斷、複雜之範疇、或對綜合財務報表而言屬重大影響之假設及估算，已載於附註 3。

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires the Management to exercise judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

財務報表附註（續） Notes to the Financial Statements (continued)
2. 主要會計政策（續） 2. Significant accounting policies (continued)
2.1 編製基準（續）
2.1 Basis of preparation (continued)

(a) 已於2020年1月1日起開始的會計年度與本集團相關首次採用的修訂

(a) Amendments that are relevant to the Group and are initially adopted for accounting period beginning on 1 January 2020

修訂 Amendments	內容 Content	起始適用之年度 Applicable for financial years beginning on/after
香港財務報告準則第3號（經修訂） Amendments to HKFRS 3	對企業的定義 Definition of a Business	2020年1月1日 1 January 2020
香港會計準則第1號和第8號（經修訂） Amendments to HKAS 1 and HKAS 8	對重大性的定義 Definition of Material	2020年1月1日 1 January 2020
香港財務報告準則第9號、香港會計準則第39號和香港財務報告準則第7號（經修訂） Amendments to HKFRS 9, HKAS 39 and HKFRS 7	基準利率改革 Interest Rate Benchmark Reform	2020年1月1日 1 January 2020
香港財務報告準則第16號（經修訂） Amendments to HKFRS 16	租賃 Leases	2020年6月1日 1 June 2020

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.1 編製基準（續）****2.1 Basis of preparation (continued)**

(a) 已於2020年1月1日起開始的會計年度與本集團相關首次採用的修訂（續）

- 香港財務報告準則第3號（經修訂）「對企業的定義」。該等修訂澄清了企業的定義，目的是協助實體確定企業合併交易是否應作為企業合併或資產收購入賬。修訂已被前瞻性採用。該修訂的應用未有對本集團的財務報表產生重大影響。
- 香港會計準則第1號及香港會計準則第8號（經修訂）「對重大性的定義」。修正案澄清了信息重要性的定義，並與其他會計準則中使用的定義一致。修訂已被前瞻性採用。這些修訂的應用未有對本集團的財務報表產生重大影響。

(a) Amendments that are relevant to the Group and are initially adopted for accounting period beginning on 1 January 2020 (continued)

- Amendments to HKFRS 3, "Definition of a Business". The amendments clarify the definition of a business, with the objective of assisting entities to determine whether a business combination transaction should be accounted for as a business combination or as an asset acquisition. The amendments have been applied prospectively. The application of this amendment does not have a material impact on the Group's financial statements.
- Amendments to HKAS 1 and HKAS 8, "Definition of Material". The amendments clarify the definition of materiality of information and align the definition used across other accounting standards. The amendments have been applied prospectively. The application of these amendments does not have a material impact on the Group's financial statements.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.1 編製基準 (續)****2.1 Basis of preparation (continued)**

(a) 已於2020年1月1日起開始的會計年度與本集團相關首次採用的修訂 (續)

- 對香港財務報告準則第9號，香港會計準則第39號和香港財務報告準則第7號(經修訂)「基準利率改革修訂」。該修訂旨在修改一些特定的對沖會計條件，提供暫時性豁免允許原已採用對沖會計的對沖組合在基準利率改革產生對對沖組合現金流的不確定性下繼續應用對沖會計。按該修訂規定，豁免將會於以下較早者被視為終止(i)當基準利率改革產生對對沖組合現金流的不確定性終止時；(ii)當採用豁免的對沖組合終止時，或在現金流對沖下，當與被終止對沖關係相關的現金流對沖儲備金額全數被從分類至損益時。修訂已被追溯性採用。該修訂的應用未有對本集團的財務報表產生重大影響。
- 香港財務報告準則第16號(經修訂)「租賃」。該修訂旨在提供實務豁免允許承租人免於評估因2019冠狀病毒疫情形勢下直接引起的租金寬免會否引致租賃變更，而是將此等變更當為非租賃變更核算。

該修訂於2020年6月1日生效，並適用於由2020年1月1日始至2021年6月30日期間因2019冠狀病毒疫情引起的租金寬免所減少的租賃付款額。採納該等修訂不會對本集團的財務報表產生重大影響。

(a) Amendments that are relevant to the Group and are initially adopted for accounting period beginning on 1 January 2020 (continued)

- Amendments to HKFRS 9, HKAS 39 and HKFRS 7, “Interest Rate Benchmark Reform”. The amendments modify certain specific hedge accounting requirements to provide temporary relief allowing the continuous use of hedge accounting under the uncertainties caused by interest rate benchmark reform (“IBOR reform”) on the cash flows of the hedge relationships. Pursuant to the amendments, the relief would deem to be ended at the earlier of (i) when there is no longer uncertainty arising from IBOR reform over the cash flows of the hedging relationships, and (ii) when the hedging relationship to which the relief applied is discontinued, or in case of cash flow hedges, when the entire amount accumulated in the cash flow hedge reserve with respect to the discontinued hedging relationship has been reclassified to profit or loss. The amendments have been applied retrospectively. The application of these amendments does not have a material impact on the Group’s financial statements.
- Amendments to HKFRS 16, “Leases”. The amendments provide a practical expedient that exempt lessees from evaluating whether rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modifications and, instead, account for those rent concessions as if they were not lease modifications.

The amendments are effective on 1 June 2020 and applicable to COVID-19-related rent concessions that reduce lease payments from 1 January 2020 to 30 June 2021. The adoption of the amendments does not have a material impact on the Group’s financial statements.

財務報表附註（續） Notes to the Financial Statements (continued)
2. 主要會計政策（續） 2. Significant accounting policies (continued)
2.1 編製基準（續）

(b) 已頒佈與本集團相關但尚未強制性生效及未於2020年提前採納之修訂及詮釋

以下已頒佈之修訂及詮釋於2021年1月1日起或以後開始的會計年度始強制性生效。

2.1 Basis of preparation (continued)

(b) Amendments and interpretation issued that are relevant to the Group but not yet mandatorily effective and have not been early adopted by the Group in 2020

The following amendments and interpretation have been issued and are mandatorily effective for accounting periods beginning on or after 1 January 2021:

修訂／詮釋 Amendments/interpretation	內容 Content	起始適用之年度 Applicable for financial years beginning on/after
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號（經修訂）	基準利率改革第二階段	2022年1月1日
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2	1 January 2021
香港財務報告準則第3號（經修訂）	概念框架參考	2022年1月1日
Amendments to HKFRS 3	Reference to the Conceptual Framework	1 January 2022
香港會計準則第1號（經修訂）	流動或非流動負債的分類	2023年1月1日
Amendments to HKAS 1	Classification of Current or Non-current liabilities	1 January 2023
香港詮釋第5號（2020）	財務報表呈列 - 包含需按還款條款的定期貸款借款人分類	2023年1月1日
HK Int 5 (2020)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2023

財務報表附註（續） Notes to the Financial Statements (continued)
2. 主要會計政策（續） 2. Significant accounting policies (continued)
2.1 編製基準（續）
**(b) 已頒佈與本集團相關
但尚未強制性生效及
未於 2020 年提前採納
之修訂及詮釋（續）**

有關預期適用於本集團的香港財務報告準則的進一步資料如下：

- 香港財務報告準則第 9 號、香港會計準則第 39 號、香港財務報告準則第 7 號、香港財務報告準則第 4 號及香港財務報告準則第 16 號（經修訂）「基準利率改革第二階段」。該修訂應對當企業因基準利率改革而用替代基準利率代替舊基準利率時可能影響財務報告的問題。這些修訂是對 2019 年發布的修訂的補充，涉及以下內容：
 - 合約現金流量的變化—公司無需為改革所要求的變化終止確認或調整金融工具的賬面金額，而是將更新實際利率以反映替代基準利率的變化；
 - 對沖會計—如果對沖符合其他對沖會計準則，則公司不必僅因為進行了改革所需的變更而中止其對沖會計；此外，如果企業合理預期替代基準利率將在 24 個月內分開確定，則即使在指定日期無法分開確定替代基準利率，也可以將替代參考利率指定為非合約規定的風險成分；

2.1 Basis of preparation (continued)
(b) Amendments and interpretation issued that are relevant to the Group but not yet mandatorily effective and have not been early adopted by the Group in 2020 (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

- Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, “Interest Rate Benchmark Reform – Phase 2”. The amendments address issues that might affect financial reporting when an entity replaces the old interest rate benchmark with an alternative benchmark rate as a result of the IBOR Reform. The amendments complement those issued in 2019 and relate to:
 - changes to contractual cash flows—a company will not have to derecognise or adjust the carrying amount of financial instruments for changes required by the reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate;
 - hedge accounting—a company will not have to discontinue its hedge accounting solely because it makes changes required by the reform, if the hedge meets other hedge accounting criteria; furthermore, if an entity reasonably expects that an alternative benchmark rate will be separately identifiable within a period of 24 months, it can designate the alternative reference rate as a non-contractually specified risk component even if it is not separately identifiable at the designation date; and

財務報表附註 (續) Notes to the Financial Statements (continued)**2. 主要會計政策 (續) 2. Significant accounting policies (continued)****2.1 編製基準 (續)****(b) 已頒佈與本集團相關但尚未強制性生效及未於 2020 年提前採納之修訂及詮釋 (續)**

- 披露一公司將需要披露有關改革帶來的新風險以及其如何對過渡至替代基準利率的管理。

除指定對沖關係外，修訂採用追溯法，比較數據不會重列及允許提前採納。本集團正在考慮該修訂對集團財務報表的影響。

- 香港財務報告準則第 3 號 (經修訂)「概念框架的參考」。該修訂更新了香港財務報告準則第 3 號中對 2018 年發布的財務報告概念框架的引用。這些修訂也為香港財務報告準則第 3 號增添了一個豁免，即要求企業參考該概念框架來確定資產或負債的構成，對於某些類型的負債和或有負債，應用香港財務報告準則第 3 號的企業應改為參考香港會計準則第 37 號。已添加的豁免是用以避免更新概念框架的參考帶來不預期的影響。修訂需前瞻性採用。如果企業在同一或更早時間也採用了於 2018 年 6 月發布對香港財務報告準則概念框架的引用 (經修訂) 的所有修訂，將允許提前採納。採納該等修訂將不會對本集團的財務報表產生重大影響。

2.1 Basis of preparation (continued)**(b) Amendments and interpretation issued that are relevant to the Group but not yet mandatorily effective and have not been early adopted by the Group in 2020 (continued)**

- disclosures—a company will be required to disclose information about new risks arising from the reform and how it manages the transition to alternative benchmark rates.

The amendments are to be applied retrospectively, except regarding designation of hedging relationships. The comparatives are not restated. Early application is permitted. The Group is considering the financial impact of the amendments on the Group's financial statements.

- Amendments to HKFRS 3, "Reference to the Conceptual Framework". The amendments update a reference in HKFRS 3 to the Conceptual Framework for Financial Reporting issued in 2018. The amendments also add to HKFRS 3 an exception to its requirement for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability, that for some types of liabilities and contingent liabilities, an entity applying HKFRS 3 should instead refer to HKAS 37. The exception has been added to avoid an unintended consequence of updating the reference to the Conceptual Framework. The amendments are to be applied prospectively. Earlier application is permitted if at the same time or earlier an entity also applies all the amendments made by Amendments to References to the Conceptual Framework in HKFRS Standards, issued in June 2018. The application of the amendments will not have a material impact on the Group's financial statements.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.1 編製基準 (續)****2.1 Basis of preparation (continued)****(b) 已頒佈與本集團相關但尚未強制性生效及未於2020年提前採納之修訂及詮釋 (續)**

- 香港會計準則第1號(經修訂)「流動或非流動負債的分類」。該修訂旨在通過幫助企業確認資產負債表中不確定結算日期的債務和其他負債應歸類為流動(到期或可能在一年之內計算)或非流動,從而提高採用要求的一致性。該等修訂包括釐清實體可能通過將債務轉換為權益作償還的分類要求。修訂採用追溯法及允許提前採納。本集團正在考慮該修訂對集團財務報表的影響。
- 香港詮釋第5號(2020)「財務報表呈列 - 包含需按還款條款的定期貸款借款人分類」。本詮釋的修訂是由於2020年8月發布的香港會計準則第1號(經修訂)「流動或非流動負債的分類」引致,以使相應的措詞保持一致,且結論沒有變化。修訂採用追溯法及允許提前採納。本集團正在考慮該詮釋對集團財務報表的影響及其採用時間。

(b) Amendments and interpretation issued that are relevant to the Group but not yet mandatorily effective and have not been early adopted by the Group in 2020 (continued)

- Amendments to HKAS 1, "Classification of Current or Non-current liabilities". The amendments aim to promote consistency in applying the requirements by helping entities determine whether, in the balance sheet, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt an entity might settle by converting it into equity. The amendments are to be applied retrospectively. Early adoption is permitted. The Group is considering the financial impact of the amendments on the Group's financial statements.
- HK Int 5 (2020), "Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause". This interpretation is revised as a consequence of Amendments to HKAS 1, "Classification of Current or Non-current liabilities" issued in August 2020, to align the corresponding wordings with no change in conclusion. The amendments are to be applied retrospectively. Early adoption is permitted. The Group is considering the financial impact of the interpretation and the timing of its application.

財務報表附註（續） **Notes to the Financial Statements (continued)****2. 主要會計政策（續）** **2. Significant accounting policies (continued)****2.1 編製基準（續）****2.1 Basis of preparation (continued)****(c) 完善香港財務報告準則**

- 「完善香港財務報告準則」包含香港財務報告準則的多項修訂，而香港會計師公會認為這些修訂並非緊急但必要。它包括導致呈列、確認或計量目的之會計處理的改變，以及與各種個別香港財務報告準則有關的術語或編輯的修訂。這些改進將不會對本集團的財務報表產生重大影響。

(c) Improvements to HKFRSs

- “Improvements to HKFRSs” contains numerous amendments to HKFRSs which the HKICPA considers not urgent but necessary. It comprises amendments that result in accounting changes for presentation, recognition or measurement purpose as well as terminology or editorial amendments related to a variety of individual HKFRSs. These improvements will not have a material impact on the Group’s financial statements.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.2 綜合財務報表****2.2 Consolidation**

綜合財務報表包含本公司及所有其附屬公司截至 12 月 31 日的財務報表。

The consolidated financial statements include the financial statements of the Bank and all of its subsidiaries for the year ended 31 December.

附屬公司

附屬公司是指由本集團控制的企業。控制體現為本集團涉及，或有權從參與被投資企業業務中取得可變動回報，並有權力通過被投資企業影響自身回報（即賦予本集團現行權力以指引被投資企業的相關活動）。附屬公司於控制權轉入本集團之日起完全納入合併，並於本集團的控制權終止當日不再納入合併。

Subsidiaries

Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee). Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

集團內部交易、交易餘額、以及未實現收益已被對銷；除非能提供集團內交易所轉讓資產已發生減值的證據，否則未實現損失也將被對銷。如有需要，附屬公司的會計政策會作出適當調整，以確保本集團所採用會計政策的一致性。

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated; unrealised losses are also eliminated unless the transaction provides evidence of impairment of the assets transferred. Where necessary, accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

於本銀行的資產負債表內，對附屬公司的投資是以成本扣除減值損失準備列賬。本銀行按照已收及應收股息基準確認附屬公司之業績。當本銀行具有權利收取附屬公司的派息時，將於收益表內確認。

In the Bank's balance sheet, the investments in subsidiaries are stated at cost less allowance for impairment losses. The results of subsidiaries are accounted for by the Bank on the basis of dividends received and receivable. Dividend income from subsidiaries is recognised in the income statement when the right to receive payment is established.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.3 分類報告**

分類的經營業績與呈報予管理層的内部報告方式一致，管理層乃本集團的總體營運決策核心，負責資源分配及對營運分類的表現評估。在釐定經營分類表現時，將會包括與各分類直接相關的收入及支出。

2.3 Segmental reporting

The operating result of segments are reported in a manner consistent with the internal reporting provided to the Management, which is the chief operating decision maker of the Group, that allocates resources and assesses the performance of operating segments. Income and expenses directly associated with each segment are included in determining operating segment performance.

2.4 外幣換算

本集團各企業的財務報表所載項目均按各企業於主要經濟環境營運的貨幣計量（「功能貨幣」）。本綜合財務報表以港幣列示，即本銀行之功能及呈列貨幣。

2.4 Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Bank's functional and presentation currency.

外幣交易均按交易或重新計量項目之估值當日的即期匯率換算為功能貨幣。外幣交易以交易日之匯率結算所引致的匯兌損益，以及以外幣為本位的貨幣性資產及負債按會計結算日的匯率換算的匯兌損益，均直接於收益表確認，惟於其他全面收益內遞延作為合資格現金流對沖或合資格淨投資對沖除外。

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or exchange rates at the end of the reporting period for items that are re-measured. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions using the exchange rates prevailing at the dates of the transactions and monetary assets and liabilities denominated in foreign currencies translated at the exchange rate at the end of the reporting period are recognised directly in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedge or qualifying net investment hedges.

以公允值變化計入損益的貨幣性證券的兌換差額會列作公允值收益或虧損的一部分。對於被分類為以公允值變化計入其他全面收益，以外幣為本位的貨幣性證券，其公允值變動可分為源自證券攤餘成本變動的兌換差額和證券賬面值的其他兌換變動兩部分。源自證券攤餘成本變動的兌換差額會於收益表內確認，而證券賬面值的其他兌換變動則被確認於其他全面收益。

Translation differences on monetary securities held at fair value through profit or loss are reported as part of the fair value gain or loss. Changes in the fair value of monetary securities denominated in foreign currency classified as fair value through other comprehensive income are analysed between translation differences resulting from changes in the amortised cost of the securities and other changes in the carrying amount of the securities. Translation differences related to changes in the amortised cost are recognised in the income statement, and other changes in the carrying amount are recognised in other comprehensive income.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.4 外幣換算（續）****2.4 Foreign currency translation (continued)**

對於非貨幣性項目，其兌換差額會列作公允價值收益或虧損的一部分。而非貨幣性金融資產（例如以公允價值變化計入其他全面收益之股權投資）的兌換差額會包含在其他全面收益內。

Translation differences on non-monetary items are reported as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as fair value through other comprehensive income are included in other comprehensive income.

所有本集團內非以港幣為功能貨幣的企業，其業績及財務狀況按以下方式換算為港幣：

The results and financial position of all the Group entities that have a functional currency different from Hong Kong dollars are translated into Hong Kong dollars as follows:

- 資產及負債按會計結算日之收市匯率換算；
- 收入及支出按平均匯率換算；及
- 所有產生之換算差額通過其他全面收益於權益項目下之換算儲備內確認。

- assets and liabilities are translated at the closing rates at the end of the reporting period;
- income and expenses are translated at average exchange rates; and
- all resulting exchange differences are recognised in the translation reserve in equity through other comprehensive income.

於合併財務報表時，換算對外國企業之淨投資、借款及其他被界定為對沖此投資的貨幣工具所產生之換算差額需列入其他全面收益及分別累計於換算儲備中。當出售該外國企業投資時，此外幣兌換差額需列作為出售收益或虧損的一部分，並由權益中重新分類至收益表內。

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, borrowings and other currency instruments designated as hedges of such investments are taken to other comprehensive income and are accumulated separately in the translation reserve. When a foreign entity is sold, such exchange differences are reclassified from equity to in the income statement, as part of the gain or loss on sale.

2.5 衍生金融工具及對沖會計**2.5 Derivative financial instruments and hedge accounting**

衍生金融工具以衍生交易合同簽訂當日的公允價值進行初始確認，並以公允價值進行後續計量。公允價值從活躍市場上的公開市場報價中取得，包括最近的市場交易，或通過使用估值方法，包括貼現現金流量模型、期權定價模型（如適用）。當公允價值為正值時，衍生金融工具將被列為資產；當公允價值為負值時，則被列為負債。

Derivatives are initially recognised at fair value on the date the derivative contract is entered into and are subsequently re-measured at fair value. Fair values are obtained from quoted market prices in active markets, including recent market transactions, and through the use of valuation techniques, including discounted cash flow models and option pricing models, as appropriate. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.5 衍生金融工具及對沖會計（續）****2.5 Derivative financial instruments and hedge accounting (continued)**

若干衍生金融工具會嵌藏在金融負債中，當其經濟特徵和風險與主合同沒有緊密關聯，而主合同並非以公允價值變化計入損益時，這些嵌藏式衍生金融工具需要單獨以公允價值計量，並且其公允價值變動計入收益表。

Certain derivatives embedded in financial liabilities are treated as separate derivatives when their economic characteristics and risks are not closely related to those of the host contract and the host contract is not carried at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement.

除非衍生金融工具已被界定為用作對沖，並且是屬於有效之對沖工具，則需按對沖會計之要求計量，否則，將被分類為持作交易用途，其公允價值變動即時於收益表內確認。

Derivatives are categorised as held for trading and changes in their fair value are recognised immediately in the income statement unless they are designated as hedges and are effective hedging instruments, then they are subject to measurement under the hedge accounting requirements.

對於被界定為對沖工具，並有效地對沖的衍生金融工具，確認其收益或虧損的方法是按被對沖項目的性質而定。

For derivative instruments being designated as hedging instrument in an effectively hedge, the method of recognising the resulting fair value gain or loss depends on the nature of the item being hedged.

本集團於交易發生時會記錄對沖工具與相關被對沖項目之關係、風險管理目的和進行各類對沖交易時所採取之策略。本集團並於對沖活動發生時及期間，評估其經濟關係、信貸風險、對沖比例及對沖工具能否高度有效地抵銷相關被對沖項目之公允價值或現金流變動，並作出記錄。此等乃符合採用對沖會計方法處理之先決條件。對沖會計可能會因對沖工具和被對沖項目失去經濟關係，或交易對手的信用風險重大變化主導對沖工具和被對沖項目的公允價值變化而無效。

The Group documents at inception the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at the hedge inception and on an ongoing basis, of the economic relationship, credit risk, the hedge ratio and an evaluation of the effectiveness of the hedging instruments in offsetting changes in fair values or cash flow of hedged items. These criteria should be met before a hedge can be qualified to be accounted for under hedge accounting. Hedge accounting may become ineffective if the hedging instrument and the hedged item lose economic relationship, or a significant change of the counterparties' credit risks that dominates the fair value change of the hedging instruments or the hedged items.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.5 衍生金融工具及對沖會計（續）****2.5 Derivative financial instruments and hedge accounting (continued)****(a) 公允價值對沖**

被界定為有效之公允價值對沖，其衍生金融工具之公允價值變動，連同被對沖風險之資產或負債相關之公允價值變動，一併於收益表內確認。

當公允價值對沖會計中被對沖項目為公允價值計入其他收益的債務金融工具時，在對沖會計期間其公允價值變動金額應計入收益表。若對沖關係不再符合對沖會計之要求或並非基於終止確認被對沖項目而終止的其他原因，其以於收益表內已確認的累計有效對沖之部分相關的公允價值變化應以實質利息法被攤銷回估值儲備內。而當被對沖項目被終止確認時，於收益表內已確認的未攤銷的累計有效對沖公允價值變化的部分，將即時重分類至估值儲備。

(b) 淨投資對沖

對沖工具有效對沖部分的收益或虧損，會於其他全面收益內確認及於權益內累計；無效部分的收益或虧損即時於收益表內確認。之前於其他全面收益中累計的收益或虧損金額會列作出售收益或虧損的一部分，並於出售海外運作時被重新分類至收益表內。

(a) Fair value hedge

Changes in the fair value of derivatives that are designated and qualified as effective fair value hedges are recognised in the income statement, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

For fair value hedge relationships where the hedged items are debt instruments carried at fair value through other comprehensive income, changes in fair value are recorded in the income statement whilst hedge accounting is in place. When the hedge relationship no longer meets the criteria for hedge accounting or is terminated for reasons other than derecognition, the cumulative effective hedged portion of fair value change recognised in the income statements are amortised by the effective interest method back to the revaluation reserve. If the hedged item is derecognised, the unamortised cumulative effective hedged portion of fair value change recognised in the income statement are reclassified to revaluation reserve immediately.

(b) Net investment hedge

A gain or loss on the effective portion of the hedging instrument is recognised in other comprehensive income and accumulated in equity; a gain or loss on the ineffective portion is recognised immediately in the income statement. Accumulated gains and losses previously recognised in other comprehensive income are reclassified to the income statement upon disposal of the foreign operation as part of the gain or loss on disposal.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.6 金融工具之抵銷****2.6 Offsetting financial instruments**

若存在法律上可行使的權利，可對已確認入賬之項目進行抵銷，且有意以淨額方式結算，或將資產變現並同時清償債務，則金融資產及負債可予抵銷，並把淨額於資產負債表內列賬。

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

2.7 利息收入及支出、服務費及佣金收入及支出**2.7 Interest income and expense and fee and commission income and expense**

所有金融資產和金融負債，其利息收入和支出按實際利息法在收益表中確認。

Interest income and expense are recognised in the income statement for all financial assets and financial liabilities using the effective interest method.

實際利息法是一種計算金融資產或金融負債的攤餘成本以及在相關期間分攤利息收入或利息支出的方法。實際利率是在金融工具預計到期日或較短期間（如適用）內，將其未來收到或付出的現金流貼現為金融資產或金融負債賬面淨額所使用的利率。在計算實際利率時，本集團在估計未來現金流時，會考慮金融工具的所有合同條款（如提前還款權或為住宅按揭貸款客戶提供的優惠），但不會考慮未來的信用損失。計算範圍包括訂約各方所支付或所收取的費用、溢價或折讓和點子，以及貸款貸出時產生而屬於整體有效利息一部分之相關費用及成本。

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Group estimates future cash flows considering all contractual terms of the financial instrument (e.g. prepayment options or incentives relating to residential mortgage loans) but does not consider future credit losses. The calculation includes fees, premiums or discounts and basis points paid or received between parties to the contract, and directly attributable origination fees and costs which represent an integral part of the effective yield.

對於所有以利率作為被對沖風險的對沖交易，被套期工具的利息收入或利息支出（例如固定利率債務證券）均與從該套期工具例如利率掉期產生的利息收入和利息支出以淨額披露。

For all hedge transactions where interest rate is the hedged risk, interest income or interest expense from hedged instruments such as fixed rate debt securities are disclosed on a net basis together with net interest income/expense arising from the hedging instrument such as interest rate swap.

當一項金融資產或一組類似的金融資產確認減值損失後，會按照計量減值損失時對未來現金流進行貼現時使用的利率，按折減後之價值確認利息收入。而日後釋出之貼現準備亦將確認為利息收入。

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognised on the written down value using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Subsequent unwinding of the discount allowance is recognised as interest income.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.7 利息收入及支出、服務費及佣金收入及支出（續）**

當在合同規定下，例如戶口服務及信用卡費用，相關服務需要在一定時間內提供。該服務之費用收入應按有系統性之基準以固定或可變價格在協議有效期內隨時間所確認，或在交易為基礎之安排下例如經紀服務及銀團貸款安排費，服務費收入應在服務完整地提供予客戶後之單一時點確認。

2.8 金融資產

本集團於初始確認時將金融資產分類為：(i) 以公允價值變化計入損益、(ii) 以攤餘成本作計量或 (iii) 以公允價值變化計入其他全面收益並作後續計量。分類取決於企業管理其金融工具的業務模式以及工具的合約現金流量特徵或對公允價值選擇權的選擇。除以公允價值變化計入損益之金融資產外，其他金融資產之交易成本均已包含於初始賬面值內。

(1) 以公允價值變化計入損益之金融資產

這類金融資產包括三個細項：持作交易用途的金融資產，購入時即界定為以公允價值變化計入損益之金融資產以及強制性以公允價值變化計入損益之金融資產。

如果取得該金融資產主要是以短期沽售為目的，或屬於組合一部分並共同管理的可識別金融工具，若有證據表明其短期獲利行為，則被分類為持作交易用途。除被界定為有效對沖工具外，所有衍生金融工具均被分類為持作交易用途類別。

2.7 Interest income and expense and fee and commission income and expense (continued)

Fee income from services are recognized over time at a fixed or variable price on a systematic basis over the life of the agreement when the contract requires services to be provided over time such as account service and credit card fees, or recognized at a point in time under transaction-based arrangements when service has been fully provided to the customer such as broking services and loan syndication arrangement.

2.8 Financial assets

The Group classifies its financial assets at initial recognition and subsequently measured financial assets as: (i) at fair value through profit or loss ("FVPL"), (ii) at amortised cost ("AC") or (iii) at fair value through other comprehensive income ("FVOCI"). The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instruments, or the election of fair value option. All financial assets are recognised initially at fair value. Except for financial assets carried at fair value through profit or loss, all transaction costs of financial assets are included in their initial carrying amounts.

(1) Financial assets at fair value through profit or loss

This category has three sub-categories: financial assets held for trading, those designated at fair value through profit or loss at inception, and financial assets mandatorily required to be measured at fair value through profit or loss.

A financial asset which has been acquired or incurred principally for the purpose of selling in the short term or is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking is classified as held for trading. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.8 金融資產 (續)****2.8 Financial assets (continued)****(1) 以公允價值變化計入損益之金融資產 (續)****(1) Financial assets at fair value through profit or loss (continued)**

金融資產如能滿足以下其中之一項條件，可被管理層界定為以公允價值變化計入損益之金融資產：

A financial asset can be designated as a financial asset at fair value through profit or loss, if it meets one of the criteria set out below, and is so designated by the Management:

- 可以消除或明顯減少因按不同基準計量金融資產之價值，或確認其收益或虧損，而出現不一致之計量或確認情況（一般被稱為「會計錯配」）；或
- 應用於一組金融資產、金融負債、或兩者兼有的組合，其管理是依據事先書面確立的風險管理或投資策略來運作，其表現是按公允價值為基礎來衡量，並按此基礎將該組金融工具的資訊向管理層作出內部報告；或
- 與包含一個或多個嵌藏式衍生金融工具的金融資產相關，且這些嵌藏式衍生金融工具對該等金融資產的現金流產生重大影響。

- eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as “an accounting mismatch”) that would otherwise arise from measuring the financial assets or recognising the gains and losses on them on different bases; or
- applies to a group of financial assets, financial liabilities or both that is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided internally on that basis to the Management; or
- relates to financial assets containing one or more embedded derivative that significantly modifies the cash flow resulting from those financial assets.

這些資產以公允價值進行初始確認，交易費用直接計入收益表，並以公允價值進行後續計量。

These assets are recognised initially at fair value, with transaction costs taken directly to the income statement, and are subsequently re-measured at fair value.

該等資產的公允價值變化所產生的損益計入淨交易性收益／虧損或界定為以公允價值變化計入損益之金融工具淨收益／虧損。

Gains and losses from changes in the fair value of such assets are reported in net trading gain/loss or net gain/loss on financial instruments at fair value through profit or loss.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.8 金融資產（續）****2.8 Financial assets (continued)****(2) 以攤餘成本作計量之金融資產**

如果滿足以下兩個條件，則金融資產分類為以攤餘成本作後續計量：(i) 金融資產以業務模式持有，其目的是持有金融資產以收取合同現金流，以及(ii) 金融資產的合約條款在指定日期產生現金流，該現金流僅為本金和未償還本金的利息。它們最初以公允價值加上任何直接歸屬交易成本入賬，其後使用實際利率法計算攤餘成本並減去減值準備作計量。包括折溢價攤銷的利息收入將按照實際利息法計算確認在收益表中。當資產終止確認，修改或減值時，收益或損失在損益中確認。

(2) Financial assets at amortised cost

Financial assets are classified as subsequently measured at amortised cost if both of the following conditions are met: (i) the financial assets are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. They are initially recorded at fair value plus any directly attributable transaction costs and are subsequently measured at amortised cost using the effective interest method less allowances for impairment losses. Interest income which includes the amortisation of premium or discount is calculated using the effective interest method and is recognised in the income statement. Gains or losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.8 金融資產（續）****2.8 Financial assets (continued)****(3) 以公允價值變化計入其他全面收益之金融資產**

如果滿足以下兩個條件，則債務工具分類為以公允價值變化計入其他全面收益：

(i) 金融資產以業務模式持有，持有目的是收取合同現金流和銷售，以及 (ii) 金融資產的合約條款在指定日期產生現金流，該現金流僅為本金及未償還本金額的利息。

以公允價值變化計入其他全面收益之金融資產以公允價值加上直接相關的交易費用進行初始入賬，並以公允價值進行後續計量。因該等投資之公允價值變化而產生之未實現收益或虧損直接確認在其他全面收益中；當該類金融資產終止確認或減值時，之前確認於權益儲備中的累計收益或虧損將轉入收益表內。惟包括折溢價攤銷的利息收入將按照實際利息法計算確認在收益表中。

對於股權投資，可以在初始確認時進行不可撤銷的選擇，以確認未實現和實現的其他綜合收益的公允價值收益或損失，而無需將公允價值收益或損失重新分類至損益表（不可轉回），即使在處置時也是如此。以公允價值變化計入其他全面收益分類的權益工具之股息，在本集團收取付款的權利確立時在其他營業收入中確認。指定為以公允價值變化計入其他全面收益的權益工具無須作減值評估。

以公允價值變化計入其他全面收益之證券的兌換差額的處理方法已詳列於附註 2.4。

(3) Financial assets at fair value through other comprehensive income

Debt instruments are classified as subsequently measured at fair value through other comprehensive income if both of the following conditions are met: (i) the financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling, and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income are initially recorded at fair value plus any directly attributable transaction costs, and are subsequently measured at fair value. Unrealised gains and losses arising from changes in the fair value of investments are recognised directly in other comprehensive income, until the financial asset is derecognised or impaired at which time the accumulated gain or loss previously recognised in equity should be transferred to the income statement. However, interest income which includes the amortisation of premium and discount is calculated using the effective interest method and is recognised in the income statement.

For equity investments, an irrevocable election can be made at initial recognition to recognise unrealised and realised fair value gains or losses in other comprehensive income without subsequent reclassification of fair value gains or losses to the income statement even upon disposal (non-recycling). Dividends on equity instruments classified as fair value through other comprehensive income are recognised in other operating income when the Group's right to receive payment is established. Equity instruments designated at fair value through other comprehensive income are not subject to impairment assessment.

The treatment of translation differences on fair value through other comprehensive income securities is dealt with in Note 2.4.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.9 金融負債****2.9 Financial liabilities**

本集團按以下類別分類金融負債：(i) 交易性負債、(ii) 界定為公允價值變化計入損益之金融負債、(iii) 存款、已發行債務證券及存款證、後償負債及其他負債。所有金融負債於交易發生時界定其分類並以公允價值進行初始確認，非以公允價值變化計入損益之金融負債則需加減交易成本。

The Group classifies its financial liabilities under the following categories: (i) trading liabilities, (ii) financial liabilities designated at fair value through profit or loss, (iii) deposits, debt securities and certificates of deposit in issue, subordinated liabilities, and other liabilities. All financial liabilities are classified at inception and recognised initially at fair value, and in the case of financial liability not at fair value through profit or loss, plus or minus transaction costs.

(1) 交易性負債

旨在短期內購回之金融負債被分類為持作交易用途之負債。交易性負債以公允價值列賬，公允價值之變動所產生的收益或虧損確認於收益表內。

(1) Trading liabilities

A financial liability is classified as held for trading if it is incurred principally for the purpose of repurchasing in the short term. It is measured at fair value and any gains and losses from changes in fair value are recognised in the income statement.

(2) 界定為公允價值變化計入損益之金融負債

金融負債可於初始時指定為可界定為公允價值變化計入損益。如果金融負債符合以下標準之一，則可指定為界定為公允價值變化計入損益：

(2) Financial liabilities designated at fair value through profit or loss

A financial liability can be designated at fair value through profit or loss if it is so designated at inception. A financial liability is so designated if it meets one of the following criteria:

- 可以消除或明顯減少因按不同基準計量金融負債之價值，或確認其收益或虧損，而出現不一致之計量或確認情況（一般被稱為「會計錯配」）；或
- 應用於一組金融資產、金融負債、或兩者兼有的組合，其管理是依據事先書面確立的風險管理或投資策略來運作，其表現是按公允價值為基礎來衡量，並按此基礎將該組金融工具的資訊向管理層作出內部報告；或

- eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as “an accounting mismatch”) that would otherwise arise from measuring the financial liabilities or recognising the gains and losses on them on different bases; or
- applies to a group of financial assets, financial liabilities or both that is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the Group is provided internally on that basis to the Management; or

財務報表附註（續）
Notes to the Financial Statements (continued)
2. 主要會計政策（續）
2. Significant accounting policies (continued)
2.9 金融負債（續）
2.9 Financial liabilities (continued)
(2) 界定為公允價值變化計入損益之金融負債（續）

- 與包含一個或多個嵌藏式衍生金融工具的金融負債相關，且這些嵌藏式衍生金融工具對該等金融負債的現金流產生重大影響。

界定為公允價值變化計入損益之金融負債以公允價值列賬，公允價值之變動所產生的收益或虧損確認於收益表內。

(3) 存款、已發行債務證券及存款證、後償負債及其他負債

除被分類為交易性負債或界定為公允價值變化計入損益之金融負債外，存款、已發行債務證券及存款證、後償負債及其他負債均以攤餘成本列賬。扣除交易費用後之淨收款和贖回價值的差額（如有），按照實際利息法於期內在收益表中確認。

2.10 財務擔保合約及未提取貸款承諾

財務擔保合約是指簽發人在指定的債務人未能根據持有人與債務人之間的債務合約條款而履行還款責任時，需向持有人償付由此而產生之損失的指定付款。

財務擔保合約以合約簽發當日的公允價值初始確認為金融負債，並列示於財務報表內的「其他賬項及準備」項下。及後，本集團之責任按以下兩者之較高者計量：(i) 預期信用損失減值準備；及 (ii) 初始確認之金額減按直線法於擔保有效期內確認之累計攤銷（如適用）。財務擔保合約負債的變動則於收益表中確認。

(2) Financial liabilities designated at fair value through profit or loss (continued)

- relates to financial liabilities containing one or more embedded derivative that significantly modifies the cash flow resulting from those financial liabilities.

Financial liabilities designated at fair value through profit or loss are measured at fair value and any gains and losses from changes in fair value are recognised in the income statement.

(3) Deposit, debt securities and certificates of deposit in issue, subordinated liabilities, and other liabilities

Deposits, debt securities and certificates of deposit in issue, subordinated liabilities, and other liabilities, other than those classified as trading liabilities or designated at fair value through profit or loss are carried at amortised cost. Any difference (if available) between proceeds net of transaction costs and the redemption value is recognised in the income statement over the period using the effective interest method.

2.10 Financial guarantee contracts and undrawn loan commitments

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a contract between the holder and the debtor.

Financial guarantee contracts are initially recognised as financial liabilities and reported under "Other accounts and provisions" in the financial statements at fair value on the date the guarantee was given. Subsequent to initial recognition, the Group's liabilities under such guarantees are measured at the higher of (i) an ECL provision and (ii) the amount initially recognised less, where appropriate, accumulated amortisation recognised over the life of the guarantee on a straight-line basis. Any changes in the liability relating to financial guarantee contracts are taken to the income statement.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.10 財務擔保合約及未提取貸款承諾（續）**

未提取貸款承諾是指集團在承諾期間需要以既定的合同條款向客戶發放貸款的承諾。

2.10 Financial guarantee contracts and undrawn loan commitments (continued)

Undrawn loan commitments are commitments under which, over the duration of the commitment, the Group is required to provide a loan with pre-specified terms to the customer.

2.11 金融工具的確認，終止確認和修改

以公允價值變化計入損益、以公允價值變化計入其他全面收益及以攤餘成本作後續計量之金融資產，其買賣會於交易當日（即本集團購入或售出資產當日）確認。貸款及其他金融資產於付出現金予交易對手時確認。在從該等金融資產取得現金流之權利完結或本集團已轉讓實質上所有風險及回報時，將終止對該等金融資產之確認。當本集團未有轉讓或未有保留已轉讓金融資產之實質上所有風險及回報，但仍保留對其控制時，本集團會按持續參與的部分繼續確認該等已轉讓的金融資產；若本集團已失去對其控制時，則終止確認。如重新商定或修訂以公允價值變化計入其他全面收益或以攤餘成本作計量之金融工具的合約現金流量，則應使用原實際利率對修訂後的合約現金流量進行折現，並與減值前的原攤餘成本進行比較。如果差異重大，則應終止確認原有的金融工具，然後以上述現值重新確認。否則，該差額將調整為原有賬面價值，並計入當期損益。

2.11 Recognition, derecognition and modification of financial instruments

Purchases and sales of financial assets subsequently measured at FVPL, at FVOCI and AC are recognised on the trade date, the date on which the Group purchases or sells the assets. Loans and advances and other financial assets are recognised when cash is advanced to the counterparty. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the Group has transferred substantially all risks and rewards of ownership. When the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, the Group either continues to recognise the transferred financial asset to the extent of its continuing involvement if control remains or derecognise it if there is no retained control. If the contractual cashflow of FVOCI or AC financial instruments are renegotiated or modified, the modified contractual cashflow should be discounted using the original effective interest rate, and compared with the original amortised cost before impairment. If the difference is material, the original financial instrument should be derecognised and then re-recognised with the present value aforementioned. Otherwise, the difference is adjusted to the original carrying value and accounted for in the profit or loss.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.11 金融工具的確認、終止確認和修改 (續)****2.11 Recognition, derecognition and modification of financial instruments (continued)**

交易性負債、界定為以公允價值變化計入損益之金融負債，已發行債務證券及存款證及後償負債於交易當日確認。未被界定為以公允價值變化計入損益之存款在收到客戶款項時確認，而其他負債於有關責任產生時確認。只有當合約中的指定責任被履行、取消或到期，該金融負債才可從資產負債表上終止確認。

Trading liabilities, financial liabilities designated at FVPL, debt securities and certificates of deposit in issue and subordinated liabilities are recognised on the trade date. Deposits that are not designated at FVPL are recognised when money is received from customers, other liabilities are recognised when such obligations arise. Financial liabilities are derecognised from the balance sheet when and only when the obligation specified in the contract is discharged, cancelled or expires.

售出予交易對手之證券及票據，如根據回購協議，附有按預定價格並於將來指定時間回購之責任稱為「回購」。而向交易對手購入之證券及票據，如根據回售協議，附有按預定價格於將來指定時間再出售予交易對手之責任則稱為「反向回購」。

Securities and bills sold to a counterparty with an obligation to repurchase at a pre-determined price on a specified future date under a repurchase agreement are referred to as repos. Securities and bills purchased from a counterparty with an obligation to resell to the counterparty at a pre-determined price on a specified future date under a resale agreement are referred to as reverse repos.

「回購」或借出證券於初始時按已向交易對手所取得之實際現金額，列賬於銀行及其他金融機構之存款及結餘（如適用）。用作抵押回購協議之金融資產不會被終止確認，並仍列為證券投資或以公允價值變化計入其他全面收益之金融資產。「反向回購」或借入證券則於初始時按已付予交易對手之實際現金額，於資產負債表內列為庫存現金及存放銀行及其他金融機構的結餘（如適用）。於反向回購協議下所收到用作抵押之金融資產將不會被確認為資產負債表上。出售價與回購價之差額則以實際利息法於協議年期內分期確認為利息收入或利息支出。

Repos or securities lending are initially recorded as Deposits and balances from banks and other financial institutions, as appropriate, at the actual amount of cash received from the counterparty. Financial assets given as collateral for repurchase agreements are not derecognised and are recorded as investment in securities or financial assets at fair value through other comprehensive income. Reverse repos or securities borrowing are initially recorded in the balance sheet as Cash and balances with banks and other financial institutions, as appropriate, at the actual amount of cash paid to the counterparty. Financial assets received as collateral under reverse repurchase agreements are not recognised on the balance sheet. The difference between sale and repurchase price is recognised as interest income or interest expense over the life of the agreements using the effective interest method.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.12 公允價值計量****2.12 Fair value measurement**

本集團於每個會計結算日以公允價值計量房產及投資物業、貴金屬及部分金融工具。公允價值是指在估值日當期集團可接觸的主要交易市場或最有利之市場狀況下，市場參與者進行有序交易出售資產或轉移負債之價格。

The Group measures its premises and investment properties, precious metals and certain financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in its principal market or the most advantageous market accessible by the Group at the measurement date.

計量資產或負債公允價值運用的假設為市場參與者在其最佳經濟利益的情況下，所採用的資產或負債計價。

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

本集團使用最能代表金融工具公允價值的買賣差價內的價格，在適當情況下，包括在本集團根據其淨市場風險敞口管理此類金融資產和負債的情況下，使用金融資產和金融負債組合的淨抵消風險頭寸的剩餘部分。儘管本集團以淨額計量這些金融工具組合的公允價值，除非符合抵銷標準，相關金融資產和金融負債才在財務報表中單獨列示。

The Group uses the price within the bid-offer spread that is most representative of the fair value of financial instruments, where appropriate, includes using on the residual of the net offsetting risk position of portfolios of financial assets and financial liabilities in cases the Group manages such groups of financial assets and liabilities according to their net market risk exposures. Despite the Group measures the fair value of these groups of financial instruments on a net basis, the underlying financial assets and financial liabilities are separately presented in the financial statements unless the offsetting criterias are fulfilled.

非金融資產之公允價值計量為考慮市場參與者使用該資產所產生的最高及最佳經濟利益，或出售予另一市場參與者而該參與者可產生的最高及最佳經濟利益。

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

若資產或負債所處之市場並不活躍，本集團會在合適並有足夠數據的情況下，採用估值方法釐定其公允價值，包括運用當時之公允市場交易、貼現現金流量分析、期權定價模型及其他市場參與者通用之估值方法，並會盡可能使用市場上可觀察的相關參數，避免使用不可觀察的參數。

If the market for assets or liabilities is not active, the Group uses valuation techniques, including the use of recent arm's length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants, that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.13 貴金屬**

貴金屬包括黃金、銀及其他貴金屬。貴金屬以其公允價值作初始確認和後重估。貴金屬於進行市場劃價後所產生之收益或虧損，將包括於淨交易性收益／虧損內。

2.13 Precious metals

Precious metals comprise gold, silver and other precious metals. Precious metals are initially recognised and subsequently re-measured at fair value. Mark-to-market gains or losses on precious metals are included in net trading gain/loss.

2.14 金融資產減值

本集團就下列項目確認預期信用損失的損失準備：

- 以攤餘成本計量之金融資產；
- 以公允價值變化計入其他全面收益之債務證券；和
- 不以公允價值變化計入損益作計量之已發出的貸款承諾及財務擔保。

以公允價值計量的金融資產，包括以公允價值變化計入損益作計量之股份證券，指定為以公允價值變化計入其他全面收益之股權證券（不可轉回）及衍生金融資產，均不需要作預期信用損失評估。

預期信用損失是信用損失的概率加權估計。信貸虧損按所有預期現金缺口的現值計量，即根據合約應付本集團的現金流量與本集團預期收到的現金流量之間的差額。

就未提取貸款承諾及財務擔保而言，預期現金缺口按（i）如果貸款承諾持有人/財務擔保受益人提取貸款/索賠而將應付本集團之合約現金流及（ii）如果貸款被提取/財務擔保被索賠，本集團預計可收到的現金流的差額計量。

2.14 Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost;
- debt securities measured at FVOCI; and
- loan commitments and financial guarantees issued, which are not measured at FVPL.

Financial assets measured at fair value, including equity securities measured at FVPL, equity securities designated at FVOCI (non-recycling) and derivative financial assets, are not subject to the ECL assessment.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

For undrawn loan commitments and financial guarantees outstanding, expected cash shortfalls are measured as the difference between (i) the contractual cash flows that would be due to the Group if the holder of the loan commitment draws down on the loan/the beneficiary of the financial guarantee claims on the financial guarantee and (ii) the cash flows that the Group expects to receive if the loan is drawn down/the financial guarantee is claimed.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.14 金融資產減值（續）****2.14 Impairment of financial assets (continued)**

如果貼現的影響重大，那麼預期的現金缺口會以貼現處理。估計預期信用損失時考慮的最長期限是集團暴露於信用風險的最長合同期。

The expected cash shortfalls are discounted where the effect of discounting is material. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

在計量預期信用損失時，集團會考慮合理而無需花費過多的成本或精力且可支持的信息。這包括有關過去事件，當前狀況和未來經濟狀況預測的信息。

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

預期信用損失在以下其中一個基礎上計量：

ECLs are measured on either of the following bases:

- 12 個月的預期信用損失：此為預計在報告日期後 12 個月內由可能發生的違約事件造成的損失；或
- 終身預期信用損失：此為預期由預期信用損失模型採用的項目之預期壽命內由所有可能的違約事件導致的損失。

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; or

- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

當初始確認該等金融工具時，本集團將在未來 12 個月內預期信用損失計入第一階段。並且在初始確認後信用風險顯著增加時，將終身預期信用損失確認為第二階段。如果對該金融資產的估計未來現金流量產生不利影響的一項或多項事件已經發生，則會對信用減值金融工具的終身預期信用損失確認為第三階段且按相關第三階段之金融資產扣除減值金額計算利息。

The Group will account for expected credit losses within the next 12 months as Stage 1 when those financial instruments are initially recognised; and to recognise lifetime expected credit losses as Stage 2 when there has been significant increases in credit risk since initial recognition. Lifetime expected credit losses will be recognised for credit-impaired financial instruments as Stage 3 if one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred and interest will then be accrued net of the impairment amount of the respective Stage 3 financial assets.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.14 金融資產減值（續）****2.14 Impairment of financial assets (continued)**

本集團考慮違約事件發生，當(i)如果本集團不採取變現押品或擔保（如持有），借款人不太可能全額償還其對本集團的信貸責任；或(ii)該金融資產是逾期90天。本集團考慮了合理且可支持的定量和定性信息，包括無需花費過多的成本或努力即可獲得的歷史經驗和前瞻性信息。

在評估自初始確認後金融工具的信用風險(包括貸款承諾及財務擔保)是否顯著增加時，本集團將報告日期評估的金融工具違約風險與初始確認日評估的風險進行比較。本集團會考慮以下資料，包括但不限於：

- 未能在合同到期日支付本金或利息；
- 金融工具的外部或內部信用評級(如果有)的實際或預期的顯著惡化；
- 欠款人經營業績的實際或預期顯著惡化；和
- 科技、市場、經濟或法律環境的現有或預期變化，對欠款人履行其對集團還款義務的能力產生重大不利影響。

就貸款承諾及財務擔保而言，本集團成為不可撤銷承諾的一方的日期為考慮初始確認評估預期信用損失的日期。在評估自初始確認貸款承諾及財務擔保以來信貸風險是否顯著增加時，本集團會考慮貸款承諾及財務擔保所涉及的貸款及擔保發生違約風險的變動。

The Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to act on such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In assessing whether the credit risk of a financial instrument (including a loan commitment and financial guarantee) has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. The Group takes into account following information, including but not limited to:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the group.

For loan commitments and financial guarantees, the date of initial recognition for the purpose of assessing ECLs is considered to be the date that the Group becomes a party to the irrevocable commitment. In assessing whether there has been a significant increase in credit risk since initial recognition of a loan commitment and financial guarantee, the Group considers changes in the risk of default occurring on the loan and guarantee to which the loan commitment and financial guarantee relates.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.14 金融資產減值 (續)****2.14 Impairment of financial assets (continued)**

根據金融工具的性质，對信用風險顯著增加的評估是在個別基礎上或共同基礎上進行的。當評估在共同基礎上進行時，金融工具根據共享信用風險特徵進行分類，例如逾期狀態和信用風險評級。

預期信用損失會在每個報告日期重新計量，以反映自初始確認以來金融工具信用風險的變化。預期信用損失金額的任何變動均在損益表中確認為減值損益。本集團確認所有金融工具的減值損益，並通過損失準備金賬戶對其賬面金額進行相應調整，但以公允價值計入其他綜合收益之債務證券投資除外，其損失準備在其他綜合收益中確認並於公允價值儲備中累計。

根據附註 2.7 確認的利息收入乃根據金融資產的賬面總值計算，惟在金融資產為信貸減值(第三階段)的情況下，利息收入乃根據金融資產的攤銷成本(即賬面總值減去虧損撥備)計算。

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in income statement. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve.

Interest income recognised in accordance with Note 2.7 is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired (Stage 3), in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.14 金融資產減值（續）****2.14 Impairment of financial assets (continued)**

當金融資產無法收回時，在完成所有必要程序及確定損失金額後，本集團對該等資產進行撇銷，沖減相應的貸款損失減值準備。該等已撇銷資產仍受制於執行活動。撇銷後收回的貸款金額沖減在收益表中的貸款減值損失。

When a financial asset is uncollectible, it is written off against the related allowance for impairment losses. Such assets are written off after all the necessary procedures have been completed and the amount of the loss has been determined. The assets written off are still subject to enforcement activity. Subsequent recoveries of amounts previously written off decrease the amount of impairment losses in the income statement.

如果在以後的會計報表期間，減值損失的金額減少，且該等減少與確認減值後發生的事件有客觀關聯（例如債務人信用評級的改善），則之前已確認的減值損失可按不多於該之前已減值之金額，通過調整準備金予以回撥，回撥的金額於收益表內確認。

If, in a subsequent period, the amount of allowance for impairment losses decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised (such as an improvement in the debtor's credit rating), the previously recognised impairment loss to the extent of its decrease is reversed by adjusting the allowance account. The amount of the reversal is recognised in the income statement.

當貸款條款經重新商訂後與原來出現重大差異時，該貸款不再被視為逾期貸款，而作為新貸款處理。

Loans whose terms have been renegotiated with substantial difference in the terms are no longer considered to be past due but are treated as new loans.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.15 對附屬公司及非金融資產之減值**

如因發生事件或情況已改變，並顯示資產之賬面值或將無法被收回，則會進行減值重檢。潛在減值跡象包括運用資產之科技、市場、經濟或法律環境已出現明顯變壞或資產價值大幅或長期下跌至低於其成本值。

「大幅」是以投資的原成本值作評價，而「長期」是以公允值低於其原成本值之時期作評價。

資產的賬面值超過其可收回金額的部分會被確認為減值損失。可收回金額是指資產的公允值扣除出售成本後與其使用價值的較高者。為作出減值評估，資產乃按其最小的可分開識別現金流（現金產出單元）層次分類。於每一財務報告日，會對已發生減值的資產進行重檢以確定需否回撥。

在本銀行的資產負債表，如果附屬公司宣派的股息超過其在該宣派年度的全面收益總額，或其在銀行的賬面值超過在其綜合資產負債表內已包括商譽的淨資產值時，則需要做投資減值測試。

2.16 投資物業

持作賺取長期租金收益或資本增值或兩者兼備者，且並非集團旗下各公司所佔用之物業（包括由物業所在的租賃土地產生的使用權資產），均列作投資物業。出租予本集團內公司之物業，於個別公司之財務報表中分類為投資物業，及於綜合財務報表中分類為房產。

2.15 Impairment of investment in subsidiaries and non-financial assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Potential indications of impairment may include significant adverse changes in the technological, market, economic or legal environment in which the assets operate or whether there has been a significant or prolonged decline in value below their cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

In the Bank's balance sheet, impairment testing of the investment in a subsidiary is also required upon receiving dividend from that entity if the dividend exceeds the total comprehensive income of that entity concerned in the period the dividend is declared or if the carrying amount of that entity in the Bank's balance sheet exceeds the carrying amount of that entity's net assets including goodwill in its consolidated balance sheet.

2.16 Investment properties

Properties (including right-of use assets arising from leases over leasehold land on which properties are situated) that are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the companies in the Group, are classified as investment properties. Properties leased out within Group companies are classified as investment properties in individual companies' financial statements and as premises in consolidated financial statements.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.16 投資物業 (續)****2.16 Investment properties (continued)**

投資物業初始以成本值(包括相關交易成本)計量。經初始確認後,投資物業按公允值計量。

Investment properties are recognised initially at cost, including related transaction costs. After initial recognition, investment properties are measured at fair value.

只有在與項目相關的未來經濟利益很有可能流入本集團,並能夠可靠地計量其成本的情況下,本集團才會將其後續支出計入為資產賬面值之一部分。在建工程以公允值計量。至於所有其他修理及維護費用,均需於產生時確認於當期收益表內。

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The work in progress item is stated at fair value. All other repairs and maintenance costs are expensed in the income statement during the financial period in which they are incurred.

任何公允值之變動會直接於收益表內確認。

Any changes in fair value are recognised directly in the income statement.

若投資物業改為自用,會被重新分類為房產,其於重新分類日之公允值會成為其會計賬上的成本值。若房產項目因其用途改變而成為投資物業,則根據香港會計準則第 16 號「物業、器材及設備」將此項目於轉分類日之賬面值與其公允值之間的差額作為房產重估,確認於其他全面收益內。惟若公允值增值抵銷以往之重估損失或減值損失,該增值則於收益表內確認,並以過往已確認的損失金額為限。

If an investment property becomes owner-occupied, it is reclassified as premises, and its fair value at the date of reclassification becomes its cost for accounting purposes. If an item of premises becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is recognised in other comprehensive income as a revaluation of premises under HKAS 16 "Property, Plant and Equipment". However, if a fair value gain reverses a previous revaluation loss or impairment loss, the gain is recognised in the income statement up to the amount previously debited.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.17 物業、器材及設備****2.17 Properties, plant and equipment**

物業(包括由物業所在的租賃土地產生的使用權資產)主要為分行及辦公樓房產。房產需定期但最少每年以取自外間獨立估價師之公允值扣除隨後發生之累計折舊及減值損失列示。重估當日之累計折舊額需先沖銷資產之賬面毛值，沖減後之淨額則重新調整至該資產之重估值。相隔期間由董事參考相近物業之公開市值以檢討房產之賬面值，如董事認為該房產價值有重大變動則會作出相應調整。

所有器材及設備及除租賃土地外的使用權資產均以歷史成本扣除累計折舊及減值損失列賬。歷史成本包括因取得及安裝該項目而直接產生之費用。

與資產有關的後續支出，只有當其產生的未來經濟利益很可能流入本集團，並且該支出能夠可靠地計量時，才能將其計入資產的賬面價值或作為單獨的一項資產進行確認（如適當）。該等後續支出以成本扣除減值列賬直至其開始產生經濟利益，之後則根據相關資產之後續計量基準進行計量。所有其他修理及維護費用均在發生時計入當期收益表。

房產重估後之賬面增值通過其他全面收益撥入房產重估儲備中。與同一個別資產早前之增值作對銷之減值部分，通過其他全面收益於房產重估儲備中扣減；餘下之減值額則確認於收益表內。其後任何增值將撥入收益表（以早前扣減之金額為限），然後撥至房產重估儲備內。出售房產時，房產重估儲備中與先前估值有關之已實現部分，將從房產重估儲備撥轉至留存盈利。

Properties (including right-of use assets arising from leases over leasehold land on which properties are situated) are mainly branches and office premises. Premises are shown at fair value based on periodic, at least annually, valuations by external independent valuers less subsequent accumulated depreciation and impairment loss. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. In the intervening periods, the directors review the carrying amount of premises, by reference to the open market value of similar properties, and adjustments are made when there has been a material change.

All plant and equipment and right-of-use assets other than leasehold land are stated at historical cost less accumulated depreciation and impairment loss. Historical cost includes expenditures that are directly attributable to the acquisition and installation of the items.

Subsequent costs are included in an asset's carrying amount or are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The item is stated at cost less impairment until it begins to generate economic benefits, then the item is subsequently measured according to the measurement basis of its respective assets class. All other repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of premises are credited to the premises revaluation reserve through other comprehensive income. Decreases that offset previous increases of the same individual asset are charged against premises revaluation reserve through other comprehensive income; all other decreases are expensed in the income statement. Any subsequent increases are credited to the income statement up to the amount previously debited, and then to the premises revaluation reserve. Upon disposal of premises, the relevant portion of the premises revaluation reserve realised in respect of previous valuations is released and transferred from the premises revaluation reserve to retained earnings.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.17 物業、器材及設備 (續)****2.17 Properties, plant and equipment (continued)**

折舊以直線法，將資產之成本值或重估值於其如下估計可用年限內攤銷：

- 物業
按政府土地租約年期
- 器材及設備
2 至 15 年
- 使用權資產
按資產可用年期及租約年期之較短者

本集團在每個會計結算日重檢資產的可用年限，並已按適當情況作出調整。

在每個會計結算日，源自內部及外界之資料均會被用作評定物業、器材及設備是否出現減值之跡象。如該跡象存在，則估算資產之可收回價值，及在合適情況下將減值損失確認以將資產減至其可收回價值。該等減值損失在收益表內確認，但假若某資產乃按估值列賬，而減值損失又不超過同一資產之重估盈餘，此等損失則當作重估減值。可收回價值指該資產之公允值扣除出售成本後之金額，與其使用價值之較高者。減值損失會按情況於房產重估儲備或收益表內回撥。

出售之收益及虧損是按扣除稅項及費用之出售淨額與有關資產賬面值之差額而釐定，並於出售日在收益表內確認。任何有關重估盈餘會由房產重估儲備轉撥至留存盈利，不會重新分類至收益表內。

Depreciation is calculated on the straight-line method to write down the cost or revalued amount of such assets over their estimated useful lives as follows:

- Properties
Over the life of government land leases
- Plant and equipment
2 to 15 years
- Right-of-use assets
Shorter of useful lives and lease terms

The useful lives of assets are reviewed, and adjusted if appropriate, as at the end of each reporting period.

At the end of each reporting period, both internal and external sources of information are considered to determine whether there is any indication that properties, plant and equipment, are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such an impairment loss is recognised in the income statement except where the asset is carried at valuation and the impairment loss does not exceed the revaluation surplus for that same asset, in which case it is treated as a revaluation decrease. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. Impairment loss is reversed through the premises revaluation reserve or the income statement as appropriate.

Gains and losses on disposals are determined by comparing proceeds with carrying amount, relevant taxes and expenses. These are recognised in the income statement on date of disposal. Any related revaluation surplus is transferred from the revaluation reserve to retained earnings and is not reclassified to the income statement.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.18 租賃****2.18 Leases**

在簽訂合同時，集團會評估該合同是否或有否包含租賃。如果一份合同在一段期間內，為換取對價而渡讓一項可識別資產使用的控制權，則該合同是一項租賃或包含一項租賃。在承租人同時擁有主導資產的使用的權利及從使用中獲得幾乎全部的經濟利益的情況下，控制權即已於合同期內渡讓。

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use over the contract period.

(1) 作為承租人

在租賃開始日期時，除為期12個月或以內的短期租賃和低價值資產的租賃外，集團會確認相應的使用權資產及租賃負債。如集團簽訂了與低價值資產相關的租賃，集團則會按每張合同決定是否將租賃合同資產化。不被資產化之租賃合同的相關租賃付款額會在租賃期內系統地確認為支出。

(1) As a lessee

On the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

當租賃合同被資產化後，租賃負債會以租約內租賃付款的未來現金流，(包含合理確認會被行使的續租權所延展的續租期間的付款)，以租賃合同中的內含利率，或如該等利率不能被有效確定時，則使用承租人於租賃開始日期的增量借貸利率折現成現值，作為初始確認金額。

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, after taking into account payments to be made in the optional period if the extension option is reasonably certain to be exercised, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate.

在初始確認後，租賃負債會以攤餘成本計量，利息支出則會以實際利息法計算。

After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.18 租賃 (續)****2.18 Leases (continued)***(1) 作為承租人 (續)*

租賃合同被資產化後而確認的使用權資產，於初始時以成本計量，而成本則由租賃負債的初始金額，加上租賃開始日期當天或之前已付的租賃付款額及初始直接費用組成。在適用範圍下，使用權資產的金額亦包含估算的清拆及移除相關資產、復原使用資產或其所在的地點之費用的現值，並扣除已收取的租賃激勵項目。除下列種類的使用權資產外，使用權資產後續以成本扣除累計折舊及減值損失計量，並於租賃負債被重新計量時作出調整：

- 符合投資物業定義的使用權資產會以公允值計量；及
- 與集團已註冊為擁有人租賃的土地及建築物相關但不符合投資物業定義的使用權資產會以重估值計量。

當未來租賃付款額受指數或利率的變化而發生改變，或集團估算在餘值擔保安排下的應付款項將會發生改變，或租期發生改變，或集團對於是否合理確定行使某一購買、續租或終止租約選項作出重新評估時，租賃負債會被重新計量。當在這些情況下重新計量租賃負債後，相應的調整會計入使用權資產的賬面金額，或如使用權資產的賬面價值已減記至零，則將調整計入收益。

集團將不符合投資物業定義的使用權資產披露於“物業、器材及設備”項下，及將租賃負債分開披露於“其他賬項及準備”項下。

(1) As a lessee (continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses except for the following types of right-of-use asset:

- right-of-use assets that meet the definition of investment property are carried at fair value; and
- right-of-use assets related to leasehold land and buildings that do not meet the definition of investment property where the Group is the registered owner of the leasehold interest are carried at revalued amount.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in income statement if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'Properties, plant and equipment' and presents lease liabilities separately in 'Other accounts and provisions'.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.18 租賃（續）****(2) 作為出租人**

集團作為出租人時，會在簽訂租賃合同時判斷每份租賃合同應為融資租賃或是經營租賃。如租約已實質上轉讓了幾乎所有因擁有相關資產產生的風險及回報，該租賃應歸類為融資租賃。如非此等情況，則租賃應被分類為經營租賃。

來自經營租賃的租金收入會在租期內以直線法確認。

2.19 現金及等同現金項目

就綜合現金流量表而言，現金及等同現金項目指按原來到期日，於購入日期起計三個月內到期之結餘，包括現金、銀行及其他金融機構之結餘、短期票據及被分類為投資證券及存款證。

2.20 準備

當本集團因為已發生之事件而須承擔法律性或推定性之現有責任，而解除該責任時有可能消耗有經濟利益之資源，需在責任金額能夠可靠地作出估算之情況下，為確認有關責任而撥備。

2.18 Leases (continued)**(2) As a lessor**

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

The rental income from operating leases is recognised on a straight-line basis over the lease term.

2.19 Cash and cash equivalents

For the purposes of the consolidated cash flow statement, cash and cash equivalents comprise balances with original maturity less than three months from the date of acquisition, including cash, balances with banks and other financial institutions, short-term bills and notes classified as investment securities and certificates of deposit.

2.20 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.21 僱員福利****2.21 Employee benefits***(1) 退休福利成本*

本集團根據認可職業退休計劃或強積金計劃之定額供款退休計劃作出供款，集團僱員均可參與。在職業退休計劃下，集團與僱員之供款按僱員基本薪金之百分比計算，在強積金計劃下該等供款則按強積金規例計算。退休福利計劃成本代表本集團應向此等計劃支付之供款，會於產生時在收益表支取。僱員於全數享有其應得之集團供款部分前退出此職業退休計劃，因而被沒收之本集團供款，會被本集團用作扣減其目前供款負擔或根據職業退休計劃信託契據條款沖減其開支。

退休計劃之資產與本集團之資產分開持有，並由獨立管理基金保管。

(2) 有償缺勤

僱員獲享之年度休假及病假在累積時確認，本集團會對僱員服務至會計結算日所累積，但尚未使用之年度休假及預計所需支付之病假作出估算及撥備。

除病假及經特別批准之年度休假外，其他有償缺勤均不允許累積。若僱員於獲享有償缺勤之年度內未能悉數享用該等可用缺勤，剩餘之可用缺勤將被取消。除未到期之休假外，僱員於離職時亦無權收取現金以彌補任何未被使用之可用缺勤。

(1) Retirement benefit costs

The Group contributes to defined contribution retirement schemes under either recognised ORSO schemes or MPF schemes that are available to the Group's employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries for the ORSO schemes and in accordance with the MPF rules for MPF schemes. The retirement benefit scheme costs are charged to the income statement as incurred and represent contributions payable by the Group to the schemes. Contributions made by the Group that are forfeited by those employees who leave the ORSO scheme prior to the full vesting of their entitlement to the contributions are used by the Group to reduce the existing level of contributions or to meet its expenses under the trust deed of the ORSO schemes.

The assets of the schemes are held in independently-administered funds separate from those of the Group.

(2) Leave entitlements

Employee entitlements to annual leave and sick leave are recognised when they accrue to employees. A provision is made for the estimated liability for unused annual leave and the amount of sick leave expected to be paid as a result of services rendered by employees up to the end of the reporting period.

Compensated absences other than sick leave and special approved annual leaves are non-accumulating; they lapse if the current period's entitlement is not used in full. Except for unexpired annual leaves, they do not entitle employees to a cash payment for unused entitlement on leaving the Group.

財務報表附註 (續)**Notes to the Financial Statements (continued)****2. 主要會計政策 (續)****2. Significant accounting policies (continued)****2.21 僱員福利 (續)****2.21 Employee benefits (continued)****(3) 獎金計劃**

若因僱員提供之服務而令集團產生法律性或推定性之現有責任，而該責任之金額亦能可靠地作出估算，集團需確認該預期之獎金支出並以負債列賬。如獎金計劃之負債金額重大，且預期會於 12 個月後才被償付，會以貼現處理。

(3) Bonus plans

The expected cost of bonus payments are recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonus plans that are expected to be settled longer than twelve months will be discounted if the amounts are significant.

(4) 界定利益福利計劃

本集團設置了一項非存置基金的界定利益福利計劃，此界定利益福利計劃所提供福利之成本是以預期累計福利單位精算估值方法計算。

(4) Defined benefit plan

The Group operates a defined benefit plan which is unfunded. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit actuarial valuation method.

重新計量界定利益福利計劃之精算盈虧會在發生期內即時確認於綜合資產負債表內，並同時透過借記或貸記其他全面收益列入留存溢利。重新計量之盈虧不會在往後年度重分類至收益。

Remeasurements arising from actuarial gains and losses of the defined benefit plan, is recognised immediately in the consolidated balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to income statement in subsequent periods.

往年服務成本在以下情況之較早者確認於收益：

- 界定利益福利計劃作出修訂或削減之日；及
- 本集團確認重組相關費用之日。

Past service costs are recognised in income statement at the earlier of:

- the date of the plan amendment or curtailment; and
- the date that the Group recognises restructuring-related costs.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.21 僱員福利（續）****2.21 Employee benefits (continued)****(4) 界定利益福利計劃（續）**

淨利息是以折現率與界定利益福利計劃淨負債計算所得，本集團就以下界定利益福利計劃承擔之變動按其性質確認於綜合收益表內之利息支出或經營支出：

- 服務成本包括當期及以往的服務成本、削減福利之盈虧及非經常性之結算。
- 淨利息支出。

(4) Defined benefit plan (continued)

Net interest is calculated by applying the discount rate to the net defined benefit liability. The Group recognises the following changes in the net defined benefit obligation under “interest expenses” and “operating expenses” in the consolidated income statement by function:

- service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements
- net interest expense

2.22 本期及遞延所得稅項**2.22 Current and deferred income taxes**

在有關期間的稅務支出包括本期及遞延稅項。除因有關項目乃直接記於其他全面收益而需於其他全面收益內確認其稅項外，稅項於收益表內確認。

Tax expenses for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised directly in other comprehensive income. In this case, the tax is also recognised in other comprehensive income.

基於溢利而需支付之所得稅，是根據本銀行及附屬公司在營運及產生應課稅收入之司法管轄地區於會計結算日已執行或實際會執行之適用稅法計算，並於溢利產生當期確認為本期所得稅項支出。

Income tax payable on profits, based on the applicable tax law enacted or substantially enacted at the end of the reporting period in each jurisdiction where the Bank and the subsidiaries operate and generate taxable income, is recognised as a current income tax expense in the period in which profits arise.

所有因綜合財務報表內資產及負債之稅務基礎與其賬面值之暫時性差異而產生之遞延所得稅項均以資產負債表負債法提撥。遞延所得稅項是按會計結算日已執行或實際會執行之稅率及稅法，及預期於相關之遞延所得稅資產實現時或遞延所得稅負債需清付時所適用之稅率計算。

Deferred income tax is provided in full, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.22 本期及遞延所得稅項（續）****2.22 Current and deferred income taxes (continued)**

主要之暫時性差異源於資產減值準備、房產及設備之折舊、以及若干資產之重估，包括以公允值變化計入其他全面收益之證券及房產。除業務合併外，若資產或負債在交易初始確認時，並未有對會計損益或應課稅損益構成影響，則無需確認遞延所得稅項。

所有因應課稅暫時性差異而產生之遞延所得稅負債均會被確認。當未來之應課稅利潤預計可被用作抵扣可抵扣之暫時性差異、結轉之未使用稅務抵免及未使用稅務虧損時，因該等可抵扣之暫時性差異、結轉之未使用稅務抵免及未使用稅務虧損而產生之遞延所得稅資產將全部被確認。

遞延所得稅項乃記於收益表內。但因以公允值變化計入其他全面收益之證券的公允值重新計量及對房產之重估記入其他全面收益內，故由此產生的遞延所得稅項也記入其他全面收益內，並於以後隨著相關遞延收益和虧損的確認而一同確認在收益表中。

投資物業的遞延稅項負債或遞延稅項資產的計算方法是假設該等投資物業是通過出售來回收其重估賬面值及採用相關的稅率計算。

The principal temporary differences arise from asset impairment provisions, depreciation of premises and equipment, and revaluation of certain assets including at fair value through other comprehensive income securities and premises. However, the deferred income tax is not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax liabilities are provided in full on all taxable temporary differences. Deferred income tax assets are recognised on deductible temporary differences, the carry forward of any unused tax credits and unused tax losses to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred income tax is charged or credited in the income statement except for deferred income tax relating to fair value re-measurement of securities at fair value through other comprehensive income and revaluation of premises which are charged or credited to other comprehensive income, in which case the deferred income tax is also credited or charged to other comprehensive income and is subsequently recognised in the income statement together with the realisation of the deferred gain and loss.

Deferred tax liability or deferred tax asset arising from investment property is determined based on the presumption that the revaluation amount of such investment property will be recovered through sale with the relevant tax rate applied.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.23 收回資產**

收回資產按其收回日之公允值扣除出售成本後之淨值及有關貸款之攤餘成本之較低者列賬。有關貸款及有關已提準備於資產負債表中予以註銷。其後，收回資產取其成本及公允值扣除出售成本後之淨值中之較低者計量，並被確認為「待出售非流動資產」，包括於「其他資產」項下。

2.24 信託業務

本集團一般以信託人或其他授託人身分，代表個人、信託及其他機構持有或管理資產。由於該等資產並不屬於本集團，該等資產及據此而產生之任何收益或虧損，將不計入本財務報表內。

2.25 或然負債及或然資產

或然負債是指由過去已發生的事件引起的可能需要履行的責任，其存在將由一宗或多宗本集團所不能完全控制的未來不確定事件出現與否來確認。或然負債也可能是由於過去已發生事件而引致的現有責任，但由於估計不會導致經濟利益的流出或因不能可靠地計量責任金額，故未有被確認。

或然負債不會被確認為準備，但會在財務報表附註中加以披露。如情況發生變化，使經濟利益的流出變得很有可能時，則會將其確認為準備。

或然資產是指由過去已發生的事件引起的可能產生之資產，其存在將由一宗或多宗本集團所不能完全控制的未來不確定事件出現與否來確認。

2.23 Repossessed assets

Reposessed assets are initially recognised at the lower of their fair value less costs to sell and the amortised cost of the related outstanding loans on the date of repossession, and the related loans and advances together with the related impairment allowances are derecognised from the balance sheet. Subsequently, reposessed assets are measured at the lower of their cost and fair values less costs to sell and are reported as "non-current assets held for sale" included in "Other assets".

2.24 Fiduciary activities

The Group commonly acts as a trustee, or in other fiduciary capacities, that result in its holding or managing assets on behalf of individuals, trusts and other institutions. These assets and any gains or losses arising thereon are excluded from these financial statements, as they are not assets of the Group.

2.25 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised as a provision but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

財務報表附註（續）**Notes to the Financial Statements (continued)****2. 主要會計政策（續）****2. Significant accounting policies (continued)****2.25 或然負債及或然資產（續）****2.25 Contingent liabilities and contingent assets (continued)**

或然資產不會被確認，但如有可能收到經濟利益時，會在財務報表附註中披露。若將會收到之經濟利益可被實質確定時，將確認為資產。

Contingent assets are not recognised but are disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When the inflow is virtually certain, it will be recognised as an asset.

2.26 有關連人士**2.26 Related parties**

就此等財務報表而言，若一方人士(i)能控制、共同控制本集團、或對本集團有重大影響力；(ii)與本集團同屬一財務報告集團的成員，例如：母公司、附屬公司、同系附屬公司；(iii)為本集團或母公司集團中的聯營公司或合資企業；(iv)為本集團或母公司的主要高層人員；(v)與本集團受到共同控制；(vi)被識別為受第(iv)類人士所控制的企業；及(vii)向本集團或本集團之母公司提供主要管理人員服務，則該等人士被視為有關連人士。有關連人士可為個人或企業。

For the purposes of these financial statements, a party is considered to be related to the Group if that party (i) controls, jointly controls or has significant influence over the Group; (ii) is a member of the same financial reporting group, such as parents, subsidiaries and fellow subsidiaries; (iii) is an associate or a joint venture of the Group or parent reporting group; (iv) is a key management personnel of the Group or parents; (v) is subject to common control with the Group; (vi) is an entity in which a person identified in (iv) controls; and (vii) provides key management personnel services to the Group or its parent. Related parties may be individuals or entities.

財務報表附註（續）**Notes to the Financial Statements (continued)****3. 應用會計政策時之重大會計估計及判斷**

本集團作出的會計估計和假設通常會影響下一會計年度的資產和負債的賬面價值。該等估計及判斷是根據過往歷史經驗及於有關情況下被認為合理之其他因素，包括對未來事件的預期而作出，並會持續接受評估。對因必要的估計及判斷轉變，而會影響其賬面值的資產及負債項目範圍，將列示如下。如可釐定，重要假設或其他估量所存在之不明朗因素及其轉變所帶來之影響將於以下列出。而未來有可能根據實際情況的變化對這些會計估計做出重大調整。

3.1 金融資產減值要求

根據香港財務報告準則第9號對所有類別的金融資產進行減值損失計量均涉及判斷，特別是在釐定減值損失及評估信貸風險的大幅增加時，對未來現金流量及抵押價值的金額及發生的時間的估計。此等估計受多項因素推動，當中有關的變動可能導致須作出不同程度的撥備。

本集團的預計信用損失是採用複雜模型計算，並通過使用一系列假設來選取變量輸入及其相互依存。預計信用損失模型考慮之會計判斷及預測結果包括以下元素

- 本集團內部信用評級模型，以定出個別評級對應之違約概率。
- 本集團評估是否已出現信貸風險顯著上升的標準及定性評估，已出現之金融資產需按整個存續期計提預期信用損失準備金。
- 採用組合模式評估其預期信用損失的金融資產之組合劃分。

3. Critical accounting estimates and judgements in applying accounting policies

The Group makes estimates and assumptions that affect the carrying amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Areas susceptible to changes in essential estimates and judgements, which affect the carrying amount of assets and liabilities, are set out below. The effect of changes to either the key assumptions or other estimation uncertainties will be presented below if it is practicable to determine. It is possible that actual results may require material adjustments to the estimates referred to below.

3.1 Impairment requirements on financial assets

The measurement of impairment losses under HKFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Group's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- The Group's internal credit grading model, which assigns PDs to the individual grades.
- The Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment.
- The segmentation of financial assets when their ECL is assessed on a collective basis.

財務報表附註（續）**Notes to the Financial Statements (continued)****3. 應用會計政策時之重大會計估計及判斷（續）****3. Critical accounting estimates and judgements in applying accounting policies (continued)****3.1 金融資產減值要求（續）****3.1 Impairment requirements on financial assets (continued)**

- 預期信用損失模型的構建，包括宏觀經濟情境的決定，以及其對違約概率、違約風險承擔及違約損失率的影響。
- 前瞻性宏觀經濟因素之預測，維持本集團對未來宏觀經濟環境觀點的一致性。
- 選擇前瞻性宏觀經濟情境及其概率加權，從而成為預期信用損失模型的經濟因素。

本集團政策規定需定期按實際損失經驗重檢有關模型，在需要時進行模型調整。

- Development of ECL models, including the determination of macroeconomic scenarios and the effect on PDs, EADs and LGDs.
- Forward-looking macroeconomic factor forecasts maintain a consistent Group's view on future macroeconomic environment.
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models.

It has been the Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

財務報表附註（續）**Notes to the Financial Statements (continued)****3. 應用會計政策時之重大會計估計及判斷（續）****3. Critical accounting estimates and judgements in applying accounting policies (continued)****3.2 衍生金融工具的公允值****3.2 Fair values of derivative financial instruments**

沒有活躍市場報價之衍生金融工具，其公允值會根據估值方法釐定。所採用之估值方法包括貼現現金流量分析，以及從外間購入，並被業內廣泛採用之財務分析或風險管理系統之內置模型，如期權定價模型。在實際操作可行的情況下，定價模型會採用可觀察數據。若估值模型未有考慮某些因素，如信貸風險，估值調整將有可能被採用。選用適合的估值參數、假設和模型技術需要管理層的判斷和估計。具體詳情可參閱附註5。

截至2020年12月31日的衍生金融工具賬面值已列示於附註21。

The fair values of derivative financial instruments that are not quoted in active markets are determined by using valuation techniques. Valuation techniques used include discounted cash flows analysis and models with built-in functions available in externally acquired financial analysis or risk management systems widely used by the industry such as option pricing models. To the extent practical, the models use observable data. In addition, valuation adjustments may be adopted if factors such as credit risk are not considered in the valuation models. Management judgement and estimates are required for the selection of appropriate valuation parameters, assumptions and modeling techniques. Further details will be discussed in Note 5.

Carrying amounts of derivative financial instruments as at 31 December 2020 are shown in Note 21.

財務報表附註（續）**Notes to the Financial Statements (continued)****3. 應用會計政策時之重大會計估計及判斷（續）****3. Critical accounting estimates and judgements in applying accounting policies (continued)****3.3 遞延稅項資產****3.3 Deferred tax assets**

按未使用的稅務虧損而確認之遞延稅項資產，乃以預計可被運用作抵扣該等虧損之應課稅溢利金額為限。釐定遞延稅項資產的確認金額，需要管理層作出重大判斷，包括基於未來最有可能產生應課稅溢利的時間及其金額。

Deferred tax assets on unused tax losses are recognised to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits.

按未使用的稅務抵免確認遞延稅項資產。在釐定需確認之遞延稅項資產的金額時，需根據對可運用的稅務抵免之估算及收回此等已確認之遞延稅項資產的可能性而作出重大的會計判斷。

Deferred tax assets on unused tax credits are recognised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the estimation of available tax credits and the possibility to recover such deferred tax assets recognised.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理**

本集團因從事各類業務而涉及金融風險。主要金融風險包括信貸風險、市場風險（包括外匯風險及利率風險）及流動資金風險。本附註概述本集團的這些風險承擔，以及其目標、風險管理的管治架構、政策與程序及量度這些風險的方法。

金融風險管理架構

本集團風險管理管治架構覆蓋業務發展的全部過程，以保證在業務經營中的各類風險都能得到有效管理及控制。本集團擁有完善的風險管理架構，並有一套全面的風險管理政策及程序，用以識別、量度、評估、監察、匯報及控制可能出現的各類風險。本集團亦定期重檢及更新風險管理政策及程序，以配合市場及業務策略的轉變。不同層面的風險承擔者分別負責與其相關的風險管理責任。

董事會代表著股東的利益，是本集團風險管理的最高決策機構，並對風險管理負最終責任。董事會在其屬下委員會的協助下，建立良好的風險管理文化，負責確定本集團的風險管理策略和風險偏好，並確保本集團具備有效的風險管理系統以落實執行有關策略。

4. Financial risk management

The Group is exposed to financial risks as a result of engaging in a variety of business activities. The principal financial risks are credit risk, market risk (including currency risk and interest rate risk) and liquidity risk. This note summarises the Group's exposures to these risks, as well as its objectives, risk management governance structure, policies and processes for managing and the methods used to measure these risks.

Financial risk management framework

The Group's risk management governance structure is designed to cover all business processes and ensure various risks are properly managed and controlled in the course of conducting business. The Group has a robust risk management organisational structure with a comprehensive set of policies and procedures to identify, measure, evaluate, monitor, report, and control various risks that may arise. These risk management policies and procedures are regularly reviewed and updated to reflect changes in markets and business strategies. Various groups of risk takers assume their respective responsibilities for risk management.

The Board of Directors, representing the interests of shareholders, is the highest decision-making authority of the Group and has the ultimate responsibility for risk management. The Board, with the assistance of its committees, has the primary responsibility for the formulation of risk management strategies and risk appetite, establishing a sound risk culture and ensuring that the Group has an effective risk management system to implement these strategies.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****金融風險管理架構（續）**

風險管理委員會是董事會成立的常設委員會，負責監察本集團的各類風險；審查、批准高層次的風險管理政策，並監督其執行；向董事會建議風險管理高層架構，包括總裁最高信貸審批權限及信貸審批委員會的信貸審批範圍。如風險管理委員會認為交易過於重大而應由董事會批准，可把該筆交易申請提交董事會。風險管理委員會從風險管理角度評估本銀行薪酬激勵機制是否符合風險文化及風險承受水平，及具體薪酬是否適當反映所承受的風險及由此產生的結果。並協助培養集團穩固的風險文化。稽核委員會協助董事會履行內部監控系統的監控職責。

信貸審批委員會負責在董事會授權範圍內審批或審議貸款業務及信貸管理相關事項，及對信貸業務進行監控工作，並定期就相關工作事項向風險管理委員會進行彙報。總裁負責組織落實董事會所確立的風險管理策略及目標，管理各類風險，在董事會授權範圍內審批重大風險承擔或交易。

本集團的不同單位具有其相應的風險管理責任。業務單位是風險管理的第一道防線，而風險管理單位則獨立於業務單位，負責各類風險的日常管理，以及草擬、檢查和更新各類風險管理政策和程序。

本集團建立了合適的內部控制程序，包括設立權責分立清晰的組織架構，以監察業務運作是否符合既定政策、程序及限額。適當的匯報機制也充分地使監控職能獨立於業務範疇，同時促成機構內適當的職責分工，有助營造適當的內部控制環境。

Financial risk management framework (continued)

The Risk Management Committee, a standing committee established by the Board of Directors, is responsible for overseeing the Group's various types of risks, reviewing and approving high-level risk management policies and monitoring their implementation, recommending senior risk management organisational framework to the Board, including credit approval authority for the Chief Executive and scope of credit approval for the Credit Approval Committee. The Risk Management Committee would refer any specific transaction to the Board if it is deemed so significant that Board approval is desirable. The Risk Management Committee, from the risk management viewpoint assesses whether incentives created by the remuneration system are aligned with the risk culture and risk appetite, and whether remuneration awards appropriately reflect the level of risk-taking and consequences. It also assists to fostering a strong risk culture within the Group. The Audit Committee assists the Board in fulfilling its role in overseeing the internal control system.

The Credit Approval Committee is responsible for reviewing or approving credit business or credit management related matters within the authorisation granted by the Board of Directors, monitoring the credit activities of the Group and reporting to the Risk Management Committee regularly. The Chief Executive is responsible for organising and implementing the risk management strategies and objectives established by the Board of Directors, managing various risks and approving significant risk exposures or transactions within the authorisation granted by the Board of Directors.

Various units of the Group have their respective risk management responsibilities. Business units act as the first line of defence while risk management units, which are independent from the business units, are responsible for the day-to-day management of different kinds of risks. Risk management units have the primary responsibilities for drafting, reviewing and updating various risk management policies and procedures.

The Group has put in place appropriate internal control systems, including establishment of an organisational structure that sets clear lines of authority and responsibility for monitoring compliance with policies, procedures and limits. Proper reporting lines also provide sufficient independence of the control functions from the business areas, as well as adequate segregation of duties throughout the organisation which helps to promote an appropriate internal control environment.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****產品開發及風險監控**

為了提高風險評估及監控工作的有效性，本集團建立了一套完善的產品開發及風險監控管理制度。在產品開發過程中，本集團各單位具有清晰的職責及分工，並制定了適當的風險盡職審查程序。

根據董事會及管理層提出的發展目標，產品管理單位負責提出相應的業務發展和產品開發計劃，進行具體的產品開發工作。策略發展單位負責確保業務發展和產品開發計劃符合集團整體策略；風險管理、法律、合規及財務等方面的專責單位負責對風險評估結果進行審核。

除負責新產品開發項目的管理工作外，產品管理單位與風險評估單位共同負責識別和評估項目所涉及的各项風險。風險評估單位需要對項目的風險評估結果和風險管理措施進行獨立審查，只有在風險評估單位滿意盡職審查結果，有關產品才可推出市場。

對於提供予客戶的財資產品則採納更審慎的方法，所有新的財資產品在推出前，都必須經由專責委員會審批同意通過。

4.1 信貸風險

信貸風險指因客戶或交易對手未能或不願意履行償債責任而造成損失的風險。本集團的交易賬和銀行賬、以及資產負債表內和表外均存在這種風險。信貸風險主要來自借貸、貿易融資及資金業務。

Product development and risk monitoring

To ensure the effectiveness of risk assessment and monitoring, the Group has a comprehensive product development and risk monitoring system where roles and responsibilities of all related units are clearly defined and proper due diligence processes on product development are in place.

In accordance with the strategic objectives set by the Board and the Management, respective product management units are responsible for formulating business and product development plans, and proceeding to specific product development activities. The strategic development unit shall ensure the plans are aligned with the Group's overall strategies. Units that are responsible for risk management, legal, compliance and finance, etc. are accountable for risk assessment and review.

Apart from product development, respective product management units work closely with relevant risk evaluating units to identify and assess the risks of new products. Risk evaluating units conduct independent review on the risk assessment results and the corresponding risk management measures. Products can only be launched upon completion of the product due diligence process to the satisfaction of all risk evaluating units.

A prudent approach is adopted in offering treasury products to our customers. All new treasury products require approval from a specialised committee before launching.

4.1 Credit risk

Credit risk is the risk of loss that a customer or counterparty is unable to or unwilling to meet its contractual obligations. Credit risk exists in the trading book and banking book, as well as from on- and off-balance sheet transactions of the Group. It arises principally from lending, trade finance and treasury businesses.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.1 信貸風險（續）****信貸風險管理架構**

本集團制定了一套全面的信貸風險管理政策與程序及恰當的信貸風險限額，用以管理及控制信貸風險。本集團定期重檢及更新該等政策與程序及信貸風險限額，以配合市場及業務策略的轉變。

本集團的組織架構制定了明確的授權及職責，以監控遵守政策、程序及限額的情況。

信貸管理委員會是由總裁授權設立的管理委員會，負責落實信貸風險管理策略及審議信貸政策，同時監察本集團信貸組合、信貸資產質素、風險集中程度。本集團的不同單位具有其相應的信貸風險管理責任。業務單位是風險管理的第一道防線。風險管理單位獨立於業務單位，負責信貸風險的日常管理，對信貸風險的識別、量度、評估、監督、匯報和控制進行獨立的盡職調查，確保有效的制約與平衡，以及草擬、檢查和更新信貸風險管理政策與程序，並向風險總監、信貸管理委員會、總裁、信貸審批委員會及風險管理委員會報告。

南洋商業銀行（中國）有限公司（「南商（中國）」）設有獨立的風險監控團隊，監控信貸風險相關情況，並定期向本銀行提交管理信息和報告。

4.1 Credit risk (continued)**Credit risk management framework**

The Group has formulated a comprehensive set of credit risk management policies and procedures, and appropriate credit risk limits to manage and control credit risk that may arise. These policies, procedures and credit risk limits are regularly reviewed and updated to cope with changes in market conditions and business strategies.

The Group's organisational structure establishes a clear set of authority and responsibility for monitoring compliance with policies, procedures and limits.

The Credit and Loans Management Committee, a management committee authorised by the Chief Executive, is responsible for the implementation of the credit risk management strategies as well as the approval of credit policies. It also monitors the Group's loan portfolio, quality of credit asset and risk concentration level. Different units of the Group have their respective credit risk management responsibilities. Business units act as the first line of defence. The risk management units, which are independent from the business units, are responsible for the day-to-day management of credit risks and have the primary responsibilities for providing an independent due diligence through identifying, measuring, evaluating, monitoring, reporting and controlling credit risk to ensure an effective checks and balances, as well as drafting, reviewing and updating credit risk management policies and procedures. They report directly to the Chief Risk Officer, Credit and Loans Management Committee, Chief Executive, Credit Approval Committee and Risk Management Committee.

Nanyang Commercial Bank (China), Limited ("NCB (China)") sets up independent risk monitoring teams to monitor credit risk, and submits management information and reports to the Bank on a regular basis.

財務報表附註 (續) Notes to the Financial Statements (continued)**4. 金融風險管理 (續) 4. Financial risk management (continued)****4.1 信貸風險 (續)****信貸風險管理架構 (續)**

董事會是最終的信貸權力來源，董事會授權信貸審批委員會及總裁審批信貸業務。總裁在董事會授予之權限內按管理需要轉授權予信貸業務相關人員。本集團按照信貸業務性質、評級、交易風險的程度、信貸風險承擔大小，設置信貸業務的審批權限。

信貸風險評估及監控

因應迅速變化的市場情況，本集團已持續重檢信貸策略，並對關注的組合開展嚴格的信貸重檢。

貸款

不同客戶、交易對手或交易會根據其風險程度採用不同的信貸審批及監控程序。所有授信申請須經風險評估及適當審批。除一些符合指定條件的授信外，一般情況下大部分授信須經獨立的風險管理單位人員進行貸前審核。該些指定授信會由獨立於前線業務單位的指定單位作貸後檢（抽查）。非零售風險承擔授信申請需確定債務人評級（按照違約概率程度）和授信等級（按照違約損失率程度）以支持信貸審批；零售授信交易包括零售小企業貸款、住宅按揭貸款、私人貸款等採取零售內部評級系統進行信貸風險評估。本集團會應用貸款分類級別、債務人評級、授信等級和損失預測結果（如適用）於支持信貸審批。

4.1 Credit risk (continued)**Credit risk management framework (continued)**

The Board of Directors is the ultimate source of credit authority. The Board of Directors delegates credit approval authority to the Credit Approval Committee and the Chief Executive. Based on management needs, the Chief Executive can further delegate to the credit-related subordinates within the limit authorised by the Board of Directors. The Group sets the limits of credit approval authority according to the credit business nature, rating, the level of transaction risk, and the size of the credit exposure.

Credit risk measurement and control

In view of the rapidly changing market conditions, the Group has been continuously revising its credit strategies and conducting rigorous reviews on the concerned portfolios.

Advances

Different credit approval and control procedures are adopted according to the level of risk associated with the customer, counterparty or transaction. All credit applications are subject to thorough risk assessment and proper approval. In general, most of the credit applications will be reviewed and assessed by independent officer(s) of risk management unit(s) before approval, with exceptions given to designated advances which satisfy certain conditions. After funding being drawn, these designated advances will be (randomly) reviewed by designated unit(s) which is(are) independent from the front line business units. Obligor ratings (in terms of probability of default) and facility ratings (in terms of loss given default) are assigned to credit applications for non-retail exposures to support credit approval. Retail internal rating systems are deployed in the risk assessment of retail credit transactions, including small business retail exposures, residential mortgage loans, personal loans, etc. Loan grades, obligor and facility ratings as well as loss estimates (if applicable) are used to support credit approval.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.1 信貸風險（續）****信貸風險評估及監控（續）***貸款（續）*

本集團亦會應用貸款分類級別、債務人評級和損失預測結果（如適用）於支持信貸監控、信貸風險報告及分析。對於非零售風險承擔，本集團會對較高風險的客戶採取更頻密的評級重檢及更密切的監控；對於零售風險承擔則會在組合層面應用每月更新的內部評級及損失預測結果進行監察，對識別為高風險組別客戶，會進行更全面檢討。

信貸風險管理報告會定期或不定期提供予管理層、信貸審批委員會、風險管理委員會及董事會，以供其持續監控信貸風險。

4.1 Credit risk (continued)**Credit risk measurement and control (continued)***Advances (continued)*

The Group also uses loan grades, obligor ratings and loss estimates (if applicable) to support monitoring, reporting and analysis of credit risk. For non-retail exposures, more frequent rating review and closer monitoring are required for higher-risk customers. For retail exposures, monthly updated internal ratings and loss estimates are used for credit monitoring on a portfolio basis. More comprehensive review is required for obligors being identified under high-risk pools.

Regular or ad hoc credit risk management information reports are provided to the Management, Credit Approval Committee, Risk Management Committee and the Board of Directors to facilitate their continuous monitoring of credit risk.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.1 信貸風險（續）****信貸風險評估及監控（續）***貸款（續）*

本集團也會按照行業、地區、客戶或交易對手等維度識別信貸風險集中度，並監察每一交易對手信貸風險、信貸資產組合質素、信貸風險集中度的變化，定期向本集團管理層匯報。

本集團參照金管局貸款分類制度的指引，實施信貸資產的五級分類如下：

「合格」是指借款人目前有履行還款責任的貸款，同時全數償還利息及本金的機會也不成疑問。

「需要關注」是指借款人正面對困難，可能會影響本集團收回貸款的本金及利息。現時並未預期出現最終損失，但如不利情況持續，有可能出現最終損失。

「次級」是指借款人正出現明顯問題，以致可能影響還款的貸款。

「呆滯」是指不大可能全數收回，而本集團在扣除抵押品的可變現淨值後預計會承受本金和／或利息虧損的貸款。

「虧損」是指用盡所有追討欠款方法後（如變賣抵押品、提出法律訴訟等）仍被視為無法收回的貸款。

4.1 Credit risk (continued)**Credit risk measurement and control (continued)***Advances (continued)*

In addition, the Group identifies credit concentration risk by industry, geography, customer and counterparty. The Group monitors changes in counterparty credit risk, quality of the credit portfolio and credit risk concentrations, and reports regularly to the Group's Management.

The Group adopts loan grading criteria which divides credit assets into five categories with reference to the HKMA's guidelines, as below:

"Pass" represents loans where the borrower is in current meeting its repayment obligations and full repayment of interest and principal is not in doubt.

"Special Mention" represents loans where the borrower is experiencing difficulties which may threaten the Group's position. Ultimate loss is not expected at this stage but could occur if adverse conditions persist.

"Substandard" represents loans where the borrower displays a definable weakness that is likely to jeopardise repayment.

"Doubtful" represents loans where collection in full is improbable and the Group expects to sustain a loss of principal and/or interest, taking into account the net realisable value of the collateral.

"Loss" represents loans which are considered uncollectible after all collection options (such as the realisation of collateral or the institution of legal proceedings) have been exhausted.

財務報表附註 (續) Notes to the Financial Statements (continued)**4. 金融風險管理 (續) 4. Financial risk management (continued)****4.1 信貸風險 (續)****信貸風險評估及監控 (續)***債務證券及衍生產品*

對於債務證券的投資，本集團會應用債務人評級或外部信用評級、通過評估證券相關資產的質素及設定客戶及證券發行人信貸限額，以管理債務證券的信貸風險；對於衍生產品，本集團會採用客戶限額及與貸款一致的審批及監控程序管理信貸風險，並制定持續監控及止損程序。

結算風險主要來自交易對手相關外匯交易，以及來自任何以現金、證券或股票支付但未能如期相應收回該交易對手的現金、證券或股票的衍生產品交易。本集團對各交易對手或客戶制定每日結算限額，以涵蓋任何單一日子本集團的交易而產生的所有結算風險。

4.1 Credit risk (continued)**Credit risk measurement and control (continued)***Debt securities and derivatives*

For investments in debt securities, the obligor ratings or external credit ratings, assessment of the underlying assets and credit limits setting on customer/security issuer basis are used for managing credit risk associated with the investment. For derivatives, the Group sets customer limits to manage the credit risk involved and follows the same approval and control processes as applied for advances. On-going monitoring and stop-loss procedures are established.

Settlement risk arises mainly from foreign exchange transactions with counterparties and also from derivatives transactions in any situation where a payment in cash, securities or equities is made in the failure of a corresponding receipt in cash, securities or equities. Daily settlement limits are established for each counterparty or customer to cover all settlement risk arising from the Group's market transactions on any single day.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.1 信貸風險（續）****抵押品及其他改善信貸條件**

本集團制定抵押品估值及管理的信貸風險管理政策與程序，明確抵押品的接受準則、法律有效性、貸款與估值比率、估損折扣比率、估值及保險等規定。本集團須定期重估抵押品價值，並按抵押品種類、授信性質及風險狀況而採用不同的估值頻率及方式。物業是本集團主要押品，本集團已建立機制利用指數以組合形式對物業進行估值。如需要，抵押品須購買保險並以本集團作為第一受益人。

對於由第三者提供擔保的貸款，本集團會評估擔保人的財政狀況、信貸紀錄及履約能力。

於 2020 年 12 月 31 日，本集團並無持有任何允許於借款人未違約情況下出售或再抵押之抵押品（2019 年：無）。

4.1 Credit risk (continued)**Collateral held as security and other credit enhancements**

The valuation and management of collateral have been documented in the credit risk management policies and procedures which cover acceptance criteria, validity of collateral, loan-to-value ratio, haircut ratio, valuation and insurance, etc. The collateral is revalued on a regular basis, though the frequency and the method used varies with the type of collateral involved and the nature and the risk of the underlying credit. The Group has established a mechanism to update the value of its main type of collateral, real estate properties, with the use of public indices on a portfolio basis. If necessary, collateral is insured with the Group as the primary beneficiary.

For loans guaranteed by a third party, the Group will assess the guarantor's financial condition, credit history and ability to meet obligations.

As at 31 December 2020, the Group did not hold any collateral that it was permitted to sell or re-pledge in the absence of default by the borrower (2019: Nil).

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.1 信貸風險（續）****預期信用損失的計算方法**

香港財務報告準則第9號引入減值模型，該模式要求以攤銷成本及公允價值計入其他綜合收益之金融工具確認預期信用損失。根據香港財務報告準則第9號，預期信用損失分三個階段進行評估，而金融資產及承擔則分為三個階段之一。

第一階段：如果金融工具在初始時沒有信用減值且金融工具的信用風險自初始確認後未顯著增加，則損失準備金的金額計量至12個月的預期信用損失；

第二階段：如果金融工具在初始時沒有信用減值，但自初始確認以來金融工具的信用風險顯著增加，則損失準備金的金額的計量等於預期信用損失的終身金額；

第三階段：如果金融工具已為信用減值，一項或多項事件對該金融資產的估計未來現金流量產生不利影響，則損失準備金的計算金額的計量亦等於預期信用損失的終身金額。

4.1 Credit risk (continued)**Expected Credit Loss (“ECL”) Methodology**

For impairment assessment, an impairment model is introduced in compliance with HKFRS 9, it requires the recognition of ECL for financial instrument held at amortized cost and fair value through other comprehensive income. Under HKFRS 9, ECL is assessed in three stages and the financial assets and commitments are classified in one of the three stages.

Stage 1: if the financial instrument is not credit-impaired upon origination and the credit risk on the financial instrument has not increased significantly since initial recognition, the loss allowance is measured at an amount up to 12-month ECL;

Stage 2: if the financial instrument is not credit-impaired upon origination but the credit risk on the financial instrument has increased significantly since initial recognition, the loss allowance is measured at an amount equal to the lifetime ECL;

Stage 3: if the financial instrument is credit-impaired, with one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred, the loss allowance is also measured at an amount equal to the lifetime ECL.

財務報表附註 (續) Notes to the Financial Statements (continued)**4. 金融風險管理 (續) 4. Financial risk management (continued)****4.1 信貸風險 (續)****預期信用損失的計算方法 (續)**

本集團利用在內部評級模型和內部模型下實施的參數，在可行和可用的情況下評估預期信用損失。對於沒有模型的投資組合，使用所有其他合理且可支持的信息，例如歷史信息，相關損失經驗或假設。預期信用損失的計量是應用金融工具違約概率、違約損失和違約風險敞口以實際利率貼現至報告日期的結果。

預期信用損失以無偏見和概率加權金額計量，該金額通過評估一系列可能的結果、貨幣的時間價值以及關於過去事件，當前狀況和未來經濟狀況預測的合理和可支持的信息來確定。本集團在預期信用損失計量中採用三個經濟情景以滿足香港財務報告準則第9號的要求。「基本情況」情景代表最可能的結果，而其他兩種情景，稱為「上行」情景和「下行」情景，代表與基本情況情景相比更樂觀或更悲觀的較少可能出現的情況。

4.1 Credit risk (continued)**Expected Credit Loss (“ECL”) Methodology (continued)**

The Group leverages the parameters implemented under Internal Ratings-Based (“IRB”) models and internal models where feasible and available to assess ECL. For the portfolios without models, all other reasonable and supportable information such as historical information, relevant loss experience or proxies are utilized. The measurement of ECL is the product of the financial instrument’s probability of default (“PD”), loss given default (“LGD”) and exposures at default (“EAD”) discounted at the effective interest rate to the reporting date.

ECL is measured at an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money and reasonable and supportable information about past events, current conditions and forecasts of future economic conditions. The Group adopts three economic scenarios in the ECL measurement to meet the requirements of HKFRS 9. The “Base case” scenario represents a most likely outcome and the other two scenarios, referred to as “Upside” scenario and “Downside” scenario, represent less likely outcomes which are more optimistic or more pessimistic compared to Base case scenario.

財務報表附註 (續) Notes to the Financial Statements (continued)**4. 金融風險管理 (續) 4. Financial risk management (continued)****4.1 信貸風險 (續)****預期信用損失的計算方法 (續)**

基本情況情景參考了內部經濟研究單位的宏觀經濟預測。對於上行情景和下行情景，本集團參考歷史宏觀經濟數據。

主要經營國家/地區的宏觀經濟因素，如香港本地生產總值增長率，香港通脹率，香港失業率，香港房地產價格增長率，中國本地生產總值增長率和中國失業率，均於各經濟情景採用。對於本集團的預期信用損失，這些宏觀經濟因素在統計分析和商業意見中具有重要意義。

為每個業務情景分配的概率反映了集團對經濟環境的看法，該觀點實施了集團審慎且一致的信貸策略，以確保減值準備的充足性。為基本情況情景分配更高的概率以反映最可能的結果，並將較低的概率分配給上行和下行情景以反映較少可能的結果。分配的概率每季度重檢一次。

預期信用損失的計算方法已由獨立的模型驗證單位驗證並經風險管理委員會批准。管理層負責審查模型表現和預期信用損失的變化。

4.1 Credit risk (continued)**Expected Credit Loss (“ECL”) Methodology (continued)**

The Base case scenario is made reference to macroeconomics forecast provided by internal economic research unit. For the Upside scenario and Downside scenarios, the Group makes reference to the historical macroeconomics data.

The macroeconomic factors in the major operating countries/regions such as HK GDP growth rate, HK Inflation, HK unemployment rate, HK Property price growth, China GDP growth rate and China unemployment rate are applied in the economic scenarios. These macroeconomic factors are considered to be important to the Group's ECL in statistical analysis and business opinion.

The probability assigned for each scenario reflects the Group's view for the economic environment, which implements the Group's prudent and consistent credit strategy of ensuring the adequacy of impairment allowance. A higher probability is assigned to the Base case scenario to reflect the most likely outcome and a lower probability is assigned to the Upside and Downside scenarios to reflect the less likely outcomes. The probabilities assigned are reviewed each quarter.

The ECL methodology has been validated by independent Model Validation Unit and approved by the Risk Management Committee. The Management is responsible to review model performance and changes in ECL.

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）

預期信用損失的計算方法（續）

於 2020 年 12 月 31 日按階段分布列示的信貸風險如下：

4.1 Credit risk (continued)
Expected Credit Loss (“ECL”) Methodology (continued)

Summary of credit risk by stage distribution at 31 December 2020 is, as follows:

		2020						
		賬面總值						
		Gross carrying amount						
		存放及定放銀行及其他金融機構的結餘	貸款及其他賬項	金融投資	其他資產	財務擔保	貸款承擔	總額
		Balances and placements with banks and other financial institutions	Advances and other accounts	Financial investments	Other assets	Financial guarantees	Loan commitments	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
第一階段	Stage 1	58,106,346	274,747,138	132,366,431	3,390,840	39,793,209	127,006,157	635,410,121
第二階段	Stage 2	-	2,973,052	536,138	4,637	5,868	563,061	4,082,756
第三階段	Stage 3	75,380	2,494,903	-	3,830	-	-	2,574,113
總額	Total	58,181,726	280,215,093	132,902,569	3,399,307	39,799,077	127,569,218	642,066,990
		2019						
		賬面總值						
		Gross carrying amount						
		存放及定放銀行及其他金融機構的結餘	貸款及其他賬項	金融投資	其他資產	財務擔保	貸款承擔	總額
		Balances and placements with banks and other financial institutions	Advances and other accounts	Financial investments	Other assets	Financial guarantees	Loan commitments	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
第一階段	Stage 1	51,141,832	260,388,835	146,781,298	4,228,848	29,161,431	94,781,502	586,483,746
第二階段	Stage 2	-	2,962,628	-	10	3,784	91,945	3,058,367
第三階段	Stage 3	70,768	1,865,454	-	3,361	-	-	1,939,583
總額	Total	51,212,600	265,216,917	146,781,298	4,232,219	29,165,215	94,873,447	591,481,696

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.1 信貸風險（續）****內部評級和違約概率的
估算過程**

本集團盡可能利用內部評級模型，並調整前瞻性資料及香港財務報告準則第9號階段的風險分類，以釐定香港財務報告準則第9號預期信用損失計算的違約概率數據。對於每種經濟情況，適當地重複這一過程。本集團對其主要投資組合使用各種內部評級模型，其中批發客戶或零售賬戶被評級或分配至特定內部評級或風險池。內部評級模型包含定性和定量信息，除了借款人特有的信息外，還使用借款人賬戶的行為等補充信息。

批發貸款

對於批發貸款，借款人的還款能力由本集團指定部門評估。信用風險評估基於信用評級模型，該模型考慮了各種財務信息和定性信息（例如管理質量，行業風險，組合連接，負面警告信號）。

零售貸款

零售貸款包括個人貸款，透支和零售按揭。這些產品以及一些不太複雜的小企業貸款通過自動評分卡或統計違約概率的模型進行評級。

4.1 Credit risk (continued)**The internal rating and PD estimation process**

The Group leverages the internal rating models where possible, with adjustments to incorporate forward looking information and the HKFRS 9 stage classification of the exposure to determine the PDs for HKFRS 9 ECL calculations. This is repeated for each economic scenario as appropriate. The Group uses various internal rating models for its key portfolios in which its wholesale customers or retail accounts are rated or assigned to specific internal grades or risk pools. The internal rating models incorporate both qualitative and quantitative information and, in addition to information specific to the borrower, utilise supplemental information such as borrower's/ account's behaviour.

Wholesale lending

For wholesale lending, the repayment ability of borrowers are assessed by designated divisions of the Group. The credit risk assessment is based on a credit rating model that takes into account various financial information and qualitative information (such as management quality, industry risks, group connection, negative warning signals).

Retail lending

Retail lending comprises personal loans, overdrafts and retail mortgages. These products along with and some of the less complex small business lending are rated by automated scorecards or statistical PD models.

財務報表附註（續） **Notes to the Financial Statements (continued)**

4. 金融風險管理（續） 4. Financial risk management (continued)

4.1 信貸風險（續）

(A) 信貸風險承擔

本集團之最高信貸風險承擔是未考慮任何抵押品或其他改善信貸條件的最大風險承擔。對於資產負債表內資產，最高信貸風險承擔相等於其賬面值。對於開出擔保函，最高信貸風險承擔是被擔保人要求本集團代為償付債務的最高金額。對於貸款承擔及其他信貸有關負債，最高信貸風險承擔為授信承諾的全額。

以下為所持抵押品及其他改善信貸條件的性質及其對本集團各類金融資產的覆蓋程度。

在銀行及其他金融機構的結餘及定期存放

考慮到交易對手的性質，一般不會就此等資產尋求抵押品，但會採取其他風險緩釋措施。

公允值變化計入損益之金融資產及金融投資

一般不會就債務證券尋求抵押品。

4.1 Credit risk (continued)

(A) Credit exposures

The maximum credit exposure is the worst case scenario of exposure to the Group without taking into account any collateral held or other credit enhancements. For on-balance sheet assets, the maximum exposure to credit risk equals their carrying amount. For letters of guarantee issued, the maximum exposure to credit risk is the maximum amount that the Group could be required to pay if the guarantees are called upon. For loan commitment and other credit related liabilities, the maximum exposure to credit risk is the full amount of the committed facilities.

The nature of the collateral held and other credit enhancements and their financial effect to the different classes of the Group's financial assets are as follows.

Balances and placements with banks and other financial institutions

Collateral is generally not sought on these exposures in consideration of the counterparty nature. However, other mitigation will be taken.

Financial assets at fair value through profit or loss and financial investments

Collateral is generally not sought on debt securities.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.1 信貸風險（續）****(A) 信貸風險承擔（續）**衍生金融工具

本集團傾向以國際掉期及衍生工具協會出版的主協議（「ISDA 主協議」）作為衍生工具業務的協議文件。該 ISDA 主協議為做場外衍生交易提供合約框架，並載有關於發生違約事件或終止事件後終止交易時所採用之淨額結算條款。此外，亦會視乎需要考慮於 ISDA 主協議之附約中附加信用支持附件。根據信用支持附件，保證金會按情況由交易一方轉交另一方，以減少風險承擔。

貸款及其他賬項、或然負債及承擔

一般抵押品種類已載於第 100 頁。本集團根據對貸款及其他賬項、或然負債及承擔的個別風險承擔的評估，考慮適當之抵押品。有關客戶貸款之抵押品覆蓋率已分析於第 119 至 120 頁。或然負債及承擔之主要組合及性質已載於附註 36，就不需事先通知的無條件撤銷之承諾，如客戶的信貸質素下降，本集團會評估撤回其授信額度的需要性。於 2020 年 12 月 31 日，有抵押品覆蓋之或然負債及承擔為 11.37%（2019 年：11.69%）。

4.1 Credit risk (continued)**(A) Credit exposures (continued)**Derivative financial instruments

The Master Agreement published by the International Swaps and Derivatives Association, Inc. ("ISDA Master Agreement") is the preferred agreement for documenting derivatives activities of the Group. It provides the contractual framework under which dealing activities of over-the-counter ("OTC") derivative transactions are conducted, and sets out close-out netting provisions upon termination following the occurrence of an event of default or a termination event. In addition, if deemed necessary, Credit Support Annex ("CSA") will be included to form part of the Schedule to the ISDA Master Agreement. Under a CSA, margin is passed from one counterparty to another, as appropriate, to mitigate the exposures.

Advances and other accounts, contingent liabilities and commitments

The general types of collateral are disclosed on page 100. Advances and other accounts, contingent liabilities and commitments are collateralised to the extent considered appropriate by the Group taking account of the risk assessment of individual exposures. The collateral coverage of advances to customers is analysed on pages 119 to 120. The components and nature of contingent liabilities and commitments are disclosed in Note 36. Regarding the commitments that are unconditionally cancellable without prior notice, the Group would assess the necessity to withdraw the credit line in case where the credit quality of a borrower deteriorates. For contingent liabilities and commitments, 11.37% (2019: 11.69%) was covered by collateral as at 31 December 2020.

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
(B) 總貸款及其他賬項

提取減值準備前之總貸款及其他賬項按產品類別概述如下：

客戶貸款
個人
- 按揭
- 信用卡
- 其他
公司
- 商業貸款
- 貿易融資

貿易票據

銀行及其他金融機構貸款

有明確到期日之貸款，若其本金或利息已逾期及仍未償還，則列作逾期貸款。須定期分期償還之貸款，若其中一次分期還款已逾期及仍未償還，則列作逾期處理。須即期償還之貸款若已向借款人送達還款通知，但借款人未按指示還款，或貸款一直超出借款人獲通知之批准貸款限額，亦列作逾期處理。

4.1 Credit risk (continued)
(B) Gross advances and other accounts

Gross advances and other accounts before impairment allowances are summarised by product type as follows:

Advances to customers

Personal

- Mortgages
- Credit cards
- Others

Corporate

- Commercial loans
- Trade finance

Trade bills

Advances to banks and other financial institutions

	2020	2019
	港幣千元	港幣千元
	HK\$'000	HK\$'000
客戶貸款		
個人		
- 按揭	29,167,672	26,262,424
- 信用卡	57,024	73,191
- 其他	28,633,974	25,978,247
公司		
- 商業貸款	214,086,093	200,628,952
- 貿易融資	7,777,808	10,160,418
	279,722,571	263,103,232
貿易票據	390,401	2,017,812
銀行及其他金融機構貸款	102,121	95,873
	280,215,093	265,216,917

Advances with a specific repayment date are classified as overdue when the principal or interest is past due and remains unpaid. Advances repayable by regular instalments are classified as overdue when an instalment payment is past due and remains unpaid. Advances 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 instruction or when the advances have continuously exceeded the approved limit that was advised to the borrower.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.1 信貸風險（續）****4.1 Credit risk (continued)****(B) 總貸款及其他賬項
（續）****(B) Gross advances and other accounts (continued)**

當發生一項或多項事件對授信的未來現金流產生不利的影響，有關授信將視為信用減值授信。信用減值授信被確定為第三階段。如果該風險承擔超過 90 天以上逾期，或借款人可能無法全額支付本集團的債務，本集團將授信確認為減值貸款。

Advances are credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows have occurred. Credit-impaired advances are classified as Stage 3. The Group identifies the advances as impaired if the exposure is past due for more than 90 days or the borrower is unlikely to pay in full for the credit obligations to the Group

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
**(B) 總貸款及其他賬項
(續)**
(a) 非信用減值未逾期貸款

非信用減值未逾期貸款按內部信貸級別分析如下：

4.1 Credit risk (continued)
(B) Gross advances and other accounts (continued)
(a) Advances neither overdue nor credit-impaired

Advances that were neither overdue nor credit-impaired are analysed by internal credit grade as follows:

		2020			
		合格 Pass	需要關注 Special mention	次級或以下 Substandard or below	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款	Advances to customers				
個人	Personal				
- 按揭	- Mortgages	28,896,196	20,649	-	28,916,845
- 信用卡	- Credit cards	54,923	-	-	54,923
- 其他	- Others	28,372,829	32,055	-	28,404,884
公司	Corporate				
- 商業貸款	- Commercial loans	209,852,398	935,832	-	210,788,230
- 貿易融資	- Trade finance	7,433,123	27,079	-	7,460,202
		274,609,469	1,015,615	-	275,625,084
貿易票據	Trade bills	390,401	-	-	390,401
		274,999,870	1,015,615	-	276,015,485

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
（續）**
(B) Gross advances and other accounts (continued)
**(a) 非信用減值未逾
期貸款（續）**
(a) Advances neither overdue nor credit-impaired (continued)

		2019			
		合格 Pass	需要關注 Special mention	次級或以下 Substandard or below	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款	Advances to customers				
個人	Personal				
- 按揭	- Mortgages	25,819,818	26,189	-	25,846,007
- 信用卡	- Credit cards	67,814	3	-	67,817
- 其他	- Others	25,677,779	24,382	-	25,702,161
公司	Corporate				
- 商業貸款	- Commercial loans	196,177,066	2,244,651	-	198,421,717
- 貿易融資	- Trade finance	10,137,179	19,449	-	10,156,628
		257,879,656	2,314,674	-	260,194,330
貿易票據	Trade bills	2,017,812	-	-	2,017,812
		259,897,468	2,314,674	-	262,212,142

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
(續)**
(B) Gross advances and other accounts (continued)
**(b) 逾期未信用減值
貸款**
(b) Advances overdue but not credit-impaired

總逾期未信用減
值貸款分析如
下：

The gross amount of advances overdue but not credit-impaired is analysed as follows:

		2020				
		逾期超過 3 個月 但不超過 6 個月 逾期 3 個月 或以下 Overdue for three months or less	逾期超過 6 個月 但不超過 1 年 Overdue for six months but over three months	逾期超過 1 年 但不超過 6 個月 Overdue for one year or less but over six months	逾期 超過 1 年 Overdue for over one year	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款	Advances to customers					
個人	Personal					
- 按揭	- Mortgages	182,320	-	-	-	182,320
- 信用卡	- Credit cards	1,271	-	-	-	1,271
- 其他	- Others	204,932	-	-	-	204,932
公司	Corporate					
- 商業貸款	- Commercial loans	1,316,182	-	-	-	1,316,182
		1,704,705	-	-	-	1,704,705

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
(續)**
(B) Gross advances and other accounts (continued)
**(b) 逾期未信用減值
貸款 (續)**
(b) Advances overdue but not credit-impaired (continued)

		2019				
		逾期超過 3 個月 但不超過 6 個月 Overdue for three months or less	逾期超過 6 個月 但不超過 1 年 Overdue for six months but over three months	逾期超過 6 個月 但不超過 1 年 Overdue for one year or less but over six months	逾期 超過 1 年 Overdue for over one year	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款	Advances to customers					
個人	Personal					
- 按揭	- Mortgages	311,502	-	-	-	311,502
- 信用卡	- Credit cards	2,500	-	-	-	2,500
- 其他	- Others	255,937	-	-	-	255,937
公司	Corporate					
- 商業貸款	- Commercial loans	569,382	-	-	-	569,382
		<u>1,139,321</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,139,321</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
(B) 總貸款及其他賬項 (續)
(B) Gross advances and other accounts (continued)
(c) 減值貸款
(c) Impaired advances

已個別識別減值貸款按產品類別分析如下：

Advances individually identified to be impaired are analysed by product type as follows:

	2020		2019	
	總貸款 Gross advances 港幣千元 HK\$'000	抵押品 市值 Market value of collateral 港幣千元 HK\$'000	總貸款 Gross advances 港幣千元 HK\$'000	抵押品 市值 Market value of collateral 港幣千元 HK\$'000
客戶貸款	Advances to customers			
個人	Personal			
- 按揭	68,507	191,615	104,915	265,166
- 信用卡	830	-	2,874	-
- 其他	24,158	44,955	20,149	51,841
公司	Corporate			
- 商業貸款	1,981,681	554,497	1,637,853	232,674
- 貿易融資	317,606	2,024	3,790	-
	2,392,782	793,091	1,769,581	549,681
銀行及其他金融機構貸款	Advances to banks and other financial institutions			
	102,121	-	95,873	-
	2,494,903	793,091	1,865,454	549,681
第三階段之減值準備	Impairment allowances - Stage 3			
	1,804,583		1,411,506	
			2020	2019
			港幣千元 HK\$'000	港幣千元 HK\$'000
就上述有抵押品覆蓋的客戶貸款之抵押品市值		Current market value of collateral held against the covered portion of such advances to customers	793,091	549,681
上述有抵押品覆蓋之客戶貸款		Covered portion of such advances to customers	552,798	263,484
上述沒有抵押品覆蓋之客戶貸款		Uncovered portion of such advances to customers	1,839,984	1,506,097
上述沒有抵押品覆蓋之銀行及其他金融機構貸款		Uncovered portion of such advances to banks and other financial institutions	102,121	95,873

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
(B) 總貸款及其他賬項 (續)
(c) 減值貸款 (續)

減值準備已考慮上述貸款之抵押品價值。

於 2020 年 12 月 31 日，沒有減值之貿易票據 (2019 年：無)。

特定分類或減值之客戶貸款分析如下：

特定分類或減值之客戶貸款總額

特定分類或減值之客戶貸款總額對客戶貸款總額比率

第三階段之減值準備

特定分類或減值之客戶貸款是指按本集團貸款質量分類的「次級」、「呆滯」或「虧損」、或第三階段的貸款。

4.1 Credit risk (continued)
(B) Gross advances and other accounts (continued)
(c) Impaired advances (continued)

The impairment allowances were made after taking into account the value of collateral in respect of such advances.

As at 31 December 2020, there were no impaired trade bills (2019: Nil).

Classified or impaired advances to customers are analysed as follows:

	<u>2020</u>	<u>2019</u>
	港幣千元	港幣千元
	HK\$'000	HK\$'000
Gross classified or impaired advances to customers	<u>2,392,782</u>	<u>1,769,581</u>
Gross classified or impaired advances to customers as a percentage of gross advances to customers	<u>0.86%</u>	<u>0.67%</u>
Impairment allowances - Stage 3	<u>1,702,462</u>	<u>1,315,633</u>

Classified or impaired advances to customers represent advances which are either classified as "substandard", "doubtful" or "loss" under the Group's classification of loan quality, or classified as Stage 3.

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
**(B) 總貸款及其他賬項
(續)**
**(d) 逾期超過 3 個月
之貸款**

逾期超過 3 個月之
貸款總額分析如
下：

4.1 Credit risk (continued)
(B) Gross advances and other accounts (continued)
(d) Advances overdue for more than three months

The gross amount of advances overdue for more than three months is analysed as follows:

	2020		2019	
	金額	佔客戶貸款總額 百分比 % of gross advances to customers	金額	佔客戶貸款總額 百分比 % of gross advances to customers
	Amount		Amount	
	港幣千元 HK\$'000		港幣千元 HK\$'000	
客戶貸款總額， 已逾期：				
- 超過 3 個月 但不超過 6 個月	31,102	0.01%	13,501	0.01%
- 超過 6 個月 但不超過 1 年	94,566	0.03%	494,515	0.19%
- 超過 1 年	<u>259,019</u>	<u>0.09%</u>	<u>218,974</u>	<u>0.08%</u>
逾期超過 3 個月 之貸款	<u>384,687</u>	<u>0.14%</u>	<u>726,990</u>	<u>0.28%</u>
第三階段之減值準 備	<u>258,891</u>		<u>582,435</u>	

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
**(B) 總貸款及其他賬項
(續)**
**(d) 逾期超過 3 個月
之貸款 (續)**

就上述有抵押品覆
蓋之客戶貸款之
抵押品市值

上述有抵押品覆蓋
之客戶貸款

上述沒有抵押品覆
蓋之客戶貸款

逾期貸款或減值
貸款的抵押品主
要包括公司授信
戶項下的商用資
產如商業及住宅
樓宇、個人授信戶
項下的住宅按揭
物業。

於 2020 年 12 月
31 日，沒有逾期超
過 3 個月之貿易票
據 (2019 年：無)。

4.1 Credit risk (continued)
(B) Gross advances and other accounts (continued)
(d) Advances overdue for more than three months (continued)

Current market value of collateral held
against the covered portion of such
advances to customers

Covered portion of such advances to
customers

Uncovered portion of such advances to
customers

Collateral held against overdue or impaired loans is principally represented by
charges over business assets such as commercial and residential premises for
corporate loans and mortgages over residential properties for personal loans.

As at 31 December 2020, there were no trade bills overdue for more than three
months (2019: Nil).

	<u>2020</u>	<u>2019</u>
	港幣千元	港幣千元
	HK\$'000	HK\$'000
	<u>250,172</u>	<u>226,851</u>
	<u>103,029</u>	<u>95,466</u>
	<u>281,658</u>	<u>631,524</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
(續)**
(B) Gross advances and other accounts (continued)
(e) 經重組貸款
(e) Rescheduled advances

	2020		2019	
	金額	佔客戶貸款總額 百分比 % of gross advances to customers	金額	佔客戶貸款總額 百分比 % of gross advances to customers
	Amount		Amount	
	港幣千元 HK\$'000		港幣千元 HK\$'000	
經重組客戶貸款淨額 (已扣減包含於 「逾期超過 3 個月 之貸款」部分)				
Rescheduled advances to customers net of amounts included in “Advances overdue for more than three months”	90,110	0.03%	317,854	0.12%

經重組貸款乃指客戶因為財政困難或無能力如期還款，而經銀行與客戶雙方同意達成重整還款計劃之貸款，而該貸款已修訂的還款條款(包括利息或還款期限)屬非商業性。修訂還款計劃後之經重組貸款如仍逾期超過3個月，則包括在「逾期超過3個月之貸款」內。

Rescheduled advances are those advances that have been restructured or renegotiated between the bank and borrowers because of deterioration in the financial position of the borrower or of the inability of the borrower to meet the original repayment schedule, and the revised repayment terms, either of interest or the repayment period, are “non-commercial” to the Group. Rescheduled advances, which have been overdue for more than three months under the revised repayment terms, are included in “Advances overdue for more than three months”.

財務報表附註 (續) Notes to the Financial Statements (continued)

4. 金融風險管理 (續) 4. Financial risk management (continued)

4.1 信貸風險 (續)

4.1 Credit risk (continued)

(B) 總貸款及其他賬項 (續)

(B) Gross advances and other accounts (continued)

(f) 客戶貸款集中度

(f) Concentration of advances to customers

(i) 按行業分類之 客戶貸款總額

(i) Sectoral analysis of gross advances to customers

以下關於客戶貸款總額之行業分類分析，其行業分類乃參照有關貸款及墊款之金管局報表的填報指示而編製。

The following analysis of the gross advances to customers by industry sector is based on the categories with reference to the completion instructions for the HKMA return of loans and advances.

		2020					
		客戶貸款總額 Gross advances to customers	抵押品覆蓋 之百分比 % Covered by collateral or other security	特定分類 或減值 Classified or impaired	逾期 Overdue	第三階段之 減值準備 Impairment allowances- Stage 3	第一和第二階 段之 減值準備 Impairment allowances- Stage 1 and 2
		港幣千元 HK\$'000		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
在香港使用之貸款	Loans for use in Hong Kong						
工商金融業	Industrial, commercial and financial						
- 物業發展	- Property development	27,990,244	16.02%	-	-	-	165,523
- 物業投資	- Property investment	26,111,852	71.22%	-	3,544	-	111,870
- 金融業	- Financial concerns	17,617,652	8.21%	-	18,168	-	37,490
- 股票經紀	- Stockbrokers	373,590	100.00%	-	-	-	40
- 批發及零售業	- Wholesale and retail trade	11,124,157	62.56%	248,681	1,523,638	88,849	65,935
- 製造業	- Manufacturing	8,184,730	33.43%	135,339	141,356	108,271	61,927
- 運輸及運輸設備	- Transport and transport equipment	4,840,456	4.95%	-	-	-	15,232
- 休閒活動	- Recreational activities	2,008	40.93%	-	-	-	3
- 資訊科技	- Information technology	862,037	4.51%	-	-	-	11,656
- 其他	- Others	20,104,284	60.77%	-	3,124	-	61,619
個人	Individuals						
- 購買居者有其屋計劃、私人機構參建居屋計劃及租者置其屋計劃樓宇之貸款	- Loans for the purchase of flats in Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	235,082	99.88%	95	1,258	-	84
- 購買其他住宅物業之貸款	- Loans for purchase of other residential properties	11,218,032	99.75%	1,457	48,360	-	7,831
- 信用卡貸款	- Credit card advances	487	0.00%	-	-	-	58
- 其他	- Others	21,851,449	93.19%	948	149,907	812	27,441
在香港使用之貸款總額	Total loans for use in Hong Kong	150,516,060	52.41%	386,520	1,889,355	197,932	566,709
貿易融資	Trade finance	7,777,808	24.82%	317,606	317,606	137,727	25,255
在香港以外使用之貸款	Loans for use outside Hong Kong	121,428,703	45.57%	1,688,656	1,528,925	1,366,803	733,374
客戶貸款總額	Gross advances to customers	279,722,571	48.67%	2,392,782	3,735,886	1,702,462	1,325,338

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
(續)**
(B) Gross advances and other accounts (continued)
**(f) 客戶貸款集中度
(續)**
(f) Concentration of advances to customers (continued)
**(i) 按行業分類之
客戶貸款總額
(續)**
(i) Sectoral analysis of gross advances to customers (continued)

		2019					
		客戶貸款總額 Gross advances to customers	抵押品覆蓋 之百分比 % Covered by collateral or other security	特定分類 或減值 Classified or impaired	逾期 Overdue	第三階段之 減值準備 Impairment allowances- Stage 3	第一和第二 階段之 減值準備 Impairment allowances- Stage 1 and 2
		港幣千元 HK\$'000		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
在香港使用之貸款	Loans for use in Hong Kong						
工商金融業	Industrial, commercial and financial						
- 物業發展	- Property development	21,391,495	10.37%	-	246,968	-	119,059
- 物業投資	- Property investment	23,852,305	65.23%	9,891	28,565	898	208,599
- 金融業	- Financial concerns	13,199,323	7.19%	-	-	-	36,104
- 股票經紀	- Stockbrokers	190,593	100.00%	-	-	-	24
- 批發及零售業	- Wholesale and retail trade	11,420,922	54.76%	22,367	12,133	14,209	67,008
- 製造業	- Manufacturing	14,999,257	14.12%	198,130	5,505	164,112	58,264
- 運輸及運輸設備	- Transport and transport equipment	3,428,490	15.65%	-	-	-	27,853
- 休閒活動	- Recreational activities	2,550	34.29%	-	-	-	8
- 資訊科技	- Information technology	2,467,905	1.68%	-	-	-	13,143
- 其他	- Others	20,356,221	55.27%	1,515	10,333	-	86,929
個人	Individuals						
- 購買居者有其屋計劃、私人機構參建居屋計劃及租者置其屋計劃樓宇之貸款	- Loans for the purchase of flats in Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	201,928	99.58%	195	3,367	-	66
- 購買其他住宅物業之貸款	- Loans for purchase of other residential properties	11,158,468	99.66%	8,427	95,164	-	4,067
- 信用卡貸款	- Credit card advances	654	0.00%	-	-	-	37
- 其他	- Others	20,082,698	91.67%	4,774	215,051	300	26,991
在香港使用之貸款總額	Total loans for use in Hong Kong	142,752,809	48.23%	245,299	617,086	179,519	648,152
貿易融資	Trade finance	10,160,418	18.24%	3,790	3,790	3,790	42,979
在香港以外使用之貸款	Loans for use outside Hong Kong	110,190,005	40.01%	1,520,492	1,651,901	1,132,324	700,929
客戶貸款總額	Gross advances to customers	263,103,232	43.63%	1,769,581	2,272,777	1,315,633	1,392,060

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
(續)**
(B) Gross advances and other accounts (continued)
**(f) 客戶貸款集中度
(續)**
(f) Concentration of advances to customers (continued)
**(i) 按行業分類之
客戶貸款總額
(續)**
(i) Sectoral analysis of gross advances to customers (continued)

於收益表撥備
之新提減值準
備，及當年撇銷
特定分類或減
值貸款如下：

The amounts of new impairment allowances charged to the income statement, and classified or impaired loans written off during the year are shown below:

	2020	2019		
	新提 減值準備 New impairment allowances	撇銷特定 分類或 減值貸款 Classified or impaired loans written off	新提 減值準備 New impairment allowances	撇銷特定 分類或 減值貸款 Classified or impaired loans written off
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
在香港使用之貸款				
工商金融業				
- 物業發展	79,244	-	98,799	-
- 物業投資	93,256	640	193,050	-
- 金融業	30,210	-	24,534	-
- 股票經紀	40	-	24	-
- 批發及零售業	126,803	-	41,863	25,000
- 製造業	129,194	1,179	180,325	267,702
- 運輸及運輸設備	6,205	-	16,427	-
- 休閒活動	-	-	8	-
- 資訊科技	5,732	-	11,188	-
- 其他	32,598	-	45,922	54,749
個人				
- 購買居者有其屋計劃、私人機構參建居屋計劃及租者置其屋計劃樓宇之貸款	54	-	27	-
- 購買其他住宅物業之貸款	5,484	-	1,688	-
- 信用卡貸款	21	-	38	-
- 其他	18,838	211	17,478	1,798
在香港使用之貸款總額	527,679	2,030	631,371	349,249
貿易融資	154,780	-	39,187	60,653
在香港以外使用之貸款	1,002,395	1,137,495	1,522,544	860,800
客戶貸款總額	1,684,854	1,139,525	2,193,102	1,270,702

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
(續)**
(B) Gross advances and other accounts (continued)
**(f) 客戶貸款集中度
(續)**
(f) Concentration of advances to customers (continued)
**(ii) 按地理區域分
類之客戶貸款
總額**
(ii) Geographical analysis of gross advances to customers

下列關於客戶貸款之地理區域分析是根據交易對手之所在地，並已顧及風險轉移因素。若客戶貸款之擔保人所在地與客戶所在地不同，則風險將轉移至擔保人之所在地。

The following geographical analysis of advances to customers is based on the locations of the counterparties, after taking into account the transfer of risk. For an advance to customer guaranteed by a party situated in a country different from the customer, the risk will be transferred to the country of the guarantor.

客戶貸款總額
Gross advances to customers

		<u>2020</u>	<u>2019</u>
		港幣千元	港幣千元
		HK\$'000	HK\$'000
香港	Hong Kong	177,130,215	166,065,160
中國內地	Mainland of China	87,480,107	80,923,274
其他	Others	<u>15,112,249</u>	<u>16,114,798</u>
		<u>279,722,571</u>	<u>263,103,232</u>

**就客戶貸款
總額作第
一和第二
階段之減
值準備**
**Impairment allowances – stage 1 and
2 in respect of the gross advances
to customers**

		<u>2020</u>	<u>2019</u>
		港幣千元	港幣千元
		HK\$'000	HK\$'000
香港	Hong Kong	653,261	658,245
中國內地	Mainland of China	550,306	544,527
其他	Others	<u>121,771</u>	<u>189,288</u>
		<u>1,325,338</u>	<u>1,392,060</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
**(B) 總貸款及其他賬項
(續)**
**(f) 客戶貸款集中度
(續)**
**(ii) 按地理區域分
類之客戶貸款
總額 (續)**
4.1 Credit risk (continued)
(B) Gross advances and other accounts (continued)
(f) Concentration of advances to customers (continued)
(ii) Geographical analysis of gross advances to customers (continued)
逾期貸款
Overdue advances

		<u>2020</u>	<u>2019</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	1,940,582	773,334
中國內地	Mainland of China	1,786,220	1,214,302
其他	Others	<u>9,084</u>	<u>285,141</u>
		<u>3,735,886</u>	<u>2,272,777</u>

**就逾期貸款
作第三階
段之減值
準備**
**Impairment allowances – Stage 3 in
respect of the overdue advances**

		<u>2020</u>	<u>2019</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	287,554	243,516
中國內地	Mainland of China	<u>1,060,965</u>	<u>559,040</u>
		<u>1,348,519</u>	<u>802,556</u>

**就逾期貸款
作第一和
第二階段
之減值準
備**
**Impairment allowances – Stage 1 and 2
in respect of the overdue advances**

		<u>2020</u>	<u>2019</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	33,057	13,268
中國內地	Mainland of China	7,252	8,332
其他	Others	<u>15</u>	<u>3,655</u>
		<u>40,324</u>	<u>25,255</u>

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
4.1 Credit risk (continued)
**(B) 總貸款及其他賬項
（續）**
(B) Gross advances and other accounts (continued)
**(f) 客戶貸款集中度
（續）**
(f) Concentration of advances to customers (continued)
**(ii) 按地理區域分
類之客戶貸款
總額（續）**
(ii) Geographical analysis of gross advances to customers (continued)
**特定分類或減
值貸款**
Classified or impaired advances

		<u>2020</u>	<u>2019</u>
		港幣千元	港幣千元
		HK\$'000	HK\$'000
香港	Hong Kong	539,116	529,818
中國內地	Mainland of China	1,850,893	1,239,763
其他	Others	2,773	-
		<u>2,392,782</u>	<u>1,769,581</u>

**就特定分類
或減值貸
款作第三
階段之減
值準備**
**Impairment allowances – Stage 3 in
respect of the classified or impaired
advances**

		<u>2020</u>	<u>2019</u>
		港幣千元	港幣千元
		HK\$'000	HK\$'000
香港	Hong Kong	297,395	444,119
中國內地	Mainland of China	1,405,067	871,514
		<u>1,702,462</u>	<u>1,315,633</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
(C) 收回資產

於年內，本集團通過對抵押品行使收回資產權而取得並於12月31日持有的資產，其種類及賬面值概述如下：

商業物業
住宅物業

本集團於2020年12月31日持有的收回資產之估值為港幣26,151,000元(2019年：港幣20,367,000元)。這包括本集團通過對抵押取得處置或控制權的物業（如通過法律程序或業主自願交出抵押資產方式取得）而對借款人的債務進行全數或部分減除。

當收回資產的變現能力受到影響時，本集團將按情況以下列方式處理：

- 調整出售價格
- 連同抵押資產一併出售貸款
- 安排債務重組

4.1 Credit risk (continued)
(C) Repossessed assets

During the year, the Group obtained assets by taking possession of collateral held as security. The nature and carrying value of these assets held as at 31 December are summarised as follows:

	<u>2020</u>	<u>2019</u>
	港幣千元 HK\$'000	港幣千元 HK\$'000
Commercial properties	1,372	-
Residential properties	<u>1,683</u>	<u>10,852</u>
	<u>3,055</u>	<u>10,852</u>

The estimated market value of repossessed assets held by the Group as at 31 December 2020 amounted to HK\$26,151,000 (2019: HK\$20,367,000). The repossessed assets comprise properties in respect of which the Group has acquired access or control (e.g. through court proceedings or voluntary actions by the proprietors concerned) for release in full or in part of the obligations of the borrowers.

When the repossessed assets are not readily convertible into cash, the Group may consider the following alternatives:

- adjusting the selling prices
- selling the loans together with the assets
- arranging loan restructuring

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
(D) 在銀行及其他金融機構的結餘及存款

下表為在銀行及其他金融機構的非逾期或信用減值之結餘及存款於 12 月 31 日按評級機構之評級分析。

4.1 Credit risk (continued)
(D) Balances and placements with banks and other financial institutions

The following tables present an analysis of balances and placements with banks and other financial institutions that are neither overdue nor credit-impaired as at 31 December by rating agency designation.

		2020			
		Aaa 至 A3 Aaa to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
中央銀行	Central banks	17,678,912	-	-	17,678,912
銀行及其他金融機構	Banks and other financial institutions	27,777,302	4,300,552	8,349,580	40,427,434
		45,456,214	4,300,552	8,349,580	58,106,346
		2019			
		Aaa 至 A3 Aaa to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
中央銀行	Central banks	20,596,585	-	-	20,596,585
銀行及其他金融機構	Banks and other financial institutions	13,910,588	10,128,538	6,506,121	30,545,247
		34,507,173	10,128,538	6,506,121	51,141,832

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
(D) 在銀行及其他金融機構的結餘及存款 (續)

下表為在銀行及其他金融機構的逾期或信用減值之結餘及存款於 12 月 31 日按評級機構之評級分析。

4.1 Credit risk (continued)
(D) Balances and placements with banks and other financial institutions (continued)

The following tables present an analysis of overdue or credit-impaired balances and placements with banks and other financial institutions as at 31 December by rating agency designation.

		2020			
		Aaa 至 A3 Aaa to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
銀行及其他金融機構	Banks and other financial institutions	-	-	75,380	75,380
		-	-	75,380	75,380
		2019			
		Aaa 至 A3 Aaa to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
銀行及其他金融機構	Banks and other financial institutions	-	-	70,768	70,768
		-	-	70,768	70,768
				2020 港幣千元 HK\$'000	2019 港幣千元 HK\$'000
就在銀行及其他金融機構的結餘及存款作第一和第二階段之減值準備	Impairment allowances – Stage 1 and 2 in respect of the balances and placements with banks and other financial institutions			<u>1,977</u>	<u>824</u>
就在銀行及其他金融機構的結餘及存款作第三階段之減值準備	Impairment allowances – Stage 3 in respect of the balances and placements with banks and other financial institutions			<u>75,380</u>	<u>70,768</u>

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
4.1 Credit risk (continued)
(E) 債務證券及存款證
(E) Debt securities and certificates of deposit

下表為以發行評級分析之債務證券及存款證賬面值。在無發行評級的情況下，則會按發行人的評級報告。

The following tables present an analysis of the carrying values of debt securities and certificates of deposit by issue rating. In the absence of such issue ratings, the ratings designated for the issuers are reported.

		2020					
		Aaa	Aa1 至 Aa3 Aa1 to Aa3	A1 至 A3 A1 to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
以公允價值變化計入其他全面收益	At fair value through other comprehensive income	6,693,660	32,812,662	73,128,592	11,978,982	5,442,141	130,056,037
以攤餘成本作計量	At amortised cost	-	-	1,884,988	-	-	1,884,988
以公允價值變化計入損益	At fair value through profit or loss	-	6,497,759	-	-	-	6,497,759
總計	Total	6,693,660	39,310,421	75,013,580	11,978,982	5,442,141	138,438,784
		2019					
		Aaa	Aa1 至 Aa3 Aa1 to Aa3	A1 至 A3 A1 to A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
以公允價值變化計入其他全面收益	At fair value through other comprehensive income	7,918,889	45,664,815	73,876,190	10,929,257	4,472,839	142,861,990
以攤餘成本作計量	At amortised cost	-	-	2,562,564	-	-	2,562,564
以公允價值變化計入損益	At fair value through profit or loss	-	6,662,582	-	-	-	6,662,582
總計	Total	7,918,889	52,327,397	76,438,754	10,929,257	4,472,839	152,087,136

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.1 信貸風險（續）
4.1 Credit risk (continued)
**(E) 債務證券及存款證
（續）**
(E) Debt securities and certificates of deposit (continued)

下表為非逾期或信用減值之債務證券及存款證於12月31日按發行評級之分析。在無發行評級的情況下，則會按發行人的評級報告。

The following tables present an analysis of debt securities and certificates of deposit neither overdue nor credit-impaired as at 31 December by issue rating. In the absence of such issue ratings, the ratings designated for the issuers are reported.

		2020					
		Aaa	Aa1 至 Aa3	A1 至 A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
以公允值變化計入其他全面收益	At fair value through other comprehensive income	6,693,660	32,812,662	73,128,592	11,978,982	5,442,141	130,056,037
以攤餘成本作計量	At amortised cost	-	-	1,884,988	-	-	1,884,988
以公允值變化計入損益	At fair value through profit or loss	-	6,497,759	-	-	-	6,497,759
		6,693,660	39,310,421	75,013,580	11,978,982	5,442,141	138,438,784
		2019					
		Aaa	Aa1 至 Aa3	A1 至 A3	A3 以下 Lower than A3	無評級 Unrated	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
以公允值變化計入其他全面收益	At fair value through other comprehensive income	7,918,889	45,664,815	73,876,190	10,929,257	4,472,839	142,861,990
以攤餘成本作計量	At amortised cost	-	-	2,562,564	-	-	2,562,564
以公允值變化計入損益	At fair value through profit or loss	-	6,662,582	-	-	-	6,662,582
		7,918,889	52,327,397	76,438,754	10,929,257	4,472,839	152,087,136

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.1 信貸風險 (續)
**(E) 債務證券及存款證
(續)**

下表為信用減值或逾期債務證券之發行評級分析。在無發行評級的情況下，則會按發行人的評級報告。

4.1 Credit risk (continued)
(E) Debt securities and certificates of deposit (continued)

The following tables present an analysis of credit-impaired or overdue debt securities by issue rating. In the absence of such issue ratings, the ratings designated for the issuers are reported.

		2020					其中：	
		賬面值					累計減值準備	
		Carrying values					Of which	
		Aa1 至 Aa3	A1 至 A3	A3 以下	無評級	總計	accumulated	
		Aa1 to Aa3	A1 to A3	Lower	Unrated	Total	impairment	
		港幣千元	港幣千元	than A3	港幣千元	港幣千元	allowances	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
以公允值變化計入其他全面收益之債務證券	Debt securities at fair value through other comprehensive income	-	-	-	-	-	-	181,024
其中：累計減值準備	Of which accumulated impairment allowances	-	-	-	-	181,024	181,024	
		2019					其中：	
		賬面值					累計減值準備	
		Carrying values					Of which	
		Aa1 至 Aa3	A1 至 A3	A3 以下	無評級	總計	accumulated	
		Aa1 to Aa3	A1 to A3	Lower	Unrated	Total	impairment	
		港幣千元	港幣千元	than A3	港幣千元	港幣千元	allowances	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
以公允值變化計入其他全面收益之債務證券	Debt securities at fair value through other comprehensive income	-	-	-	-	-	-	181,868
其中：累計減值準備	Of which accumulated impairment allowances	-	-	-	-	181,868	181,868	

財務報表附註（續） **Notes to the Financial Statements (continued)**

4. 金融風險管理（續） **4. Financial risk management (continued)**

4.1 信貸風險（續）

4.1 Credit risk (continued)

(E) 債務證券及存款證
（續）

(E) Debt securities and certificates of deposit (continued)

於 2020 年 12 月 31
日，沒有減值或逾期之
存款證（2019 年：無）。

As at 31 December 2020, there were no impaired or overdue certificates of deposit (2019:
Nil).

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.1 信貸風險（續）****(F) 2019 冠狀病毒病對
信貸風險的影響**

因應2019冠狀病毒病疫情在全球蔓延，本集團在疫情下積極配合中央人民政府和香港特別行政區政府推出的紓困措施，協助受疫情影響的客戶。關於本集團所推出的紓困措施請參閱其他資料 - 業務回顧部分。

本集團在疫情下持續做好業務運作的管理，密切監察和減低疫情對客戶的影響。在貸款項目方面，本集團全面強化提升貸前及貸後的風險管理工作，因應最新經濟情況採取適切措施，加強組合及客戶層面的監控，並加強與授信戶聯繫，及時了解及掌握授信戶資信變化。對於較受疫情影響的行業，本集團會加強風險排查，關注疫情對該等授信戶經營及財務狀況的影響，及時跟進及評估風險，並適時採取風險緩減措施，以保障銀行資金安全。另外，在2020年第一季度及第二季度，本集團在常規壓力測試中添加了額外的情境，以評估2019冠狀病毒病對於信貸風險、風險加權資產、減值準備和資本充足比率的潛在影響。

4.1 Credit risk (continued)**(F) The impact of COVID-19 on credit risk**

In response to the COVID-19 pandemic which spread across the world, the Group actively facilitated the relief measures rolled out by the Central People's Government and the Government of the HKSAR during the pandemic and assisted customers affected by the pandemic. Please refer to Business Review of Additional Information for brief explanations of the Group's relief measures.

The Group continues to manage its business operations during the pandemic, and closely monitor and reduce the impact of the pandemic on customers. For loans and advances, the Group comprehensively strengthens and enhances pre-approval and post-lending risk management practice, adopts appropriate measures in response to the latest economic conditions, strengthens portfolio and customer level monitoring and communications with borrowers in order to have better understanding on changes in creditworthiness of borrowers in a more timely manner. For industries that are more vulnerable to the pandemic, the Group will strengthen portfolio review, pay special attention to the impact of the pandemic on the operation and financial status of these borrowers, perform risk assessment in a timely manner, and take instant risk mitigation measures to safeguard the Bank's interest. In the first and second quarter of 2020, the Group included an additional scenario in regular stress tests to assess the potential impact of the pandemic on credit risk, risk-weighted assets, impairment allowances and capital adequacy ratio.

財務報表附註（續） **Notes to the Financial Statements (continued)**

4. 金融風險管理（續） 4. Financial risk management (continued)

4.1 信貸風險（續）

**(F) 2019 冠狀病毒病對
信貸風險的影響
（續）**

在預期信用損失模型方面，本集團每季更新宏觀經濟因素預測以及重檢經濟情景概率，並因應最新經濟情況及展望更新相關經濟預測。管理層考慮到疫情下經濟前景仍然存在不確定性，因此維持較審慎的經濟情景概率，以反映相關情況。

4.1 Credit risk (continued)

(F) The impact of COVID-19 on credit risk (continued)

For expected credit loss model, the Group updates the forecasts of macroeconomic factors and review the probability of economic scenarios on a quarterly basis. Relevant economic forecasts have been updated to the expected credit loss model in response to the latest economic environment and outlook. The management considered that there are still uncertainties in the economic outlook under the pandemic and prudential probability weights on each economic scenario have been maintained to reflect the relevant situation.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險**

市場風險是指因金融市場價格（匯率、利率、股票價格、商品價格）波動導致整體的外匯、利率、股票和商品持倉值出現變化而可能給本集團帶來的損失。本集團採取適中的市場風險偏好，實現風險與收益的平衡。

市場風險管理目標，是根據本集團的風險偏好和資金業務發展策略，依靠完善的風險管理制度和相關管理手段，有效管理資金業務中可能產生的市場風險，促進資金業務健康發展。

本集團按照風險管理企業管治原則管理市場風險，董事會以及其屬下的風險管理委員會、高層管理人員和市場風險職能單位，各司其職，各負其責。風險管理單位是負責協助高層管理人員履行日常管理職責，獨立監察本集團市場風險狀況以及管理政策和限額執行情況，並確保整體和個別的市場風險均控制在可接受水平內。風險暴露情況，每日由獨立單位負責根據已設定的風險限額進行監控，並定期連同損益報告向高層管理人員提交，若持倉超越風險限額，需即時向高層管理人員報告。南商（中國）設有獨立的風險監控團隊，監控每日的市場風險及限額執行情況，並定期向本銀行提交管理信息和報告。

4.2 Market risk

Market risk refers to the risk of loss arising from movements in the value of foreign exchange, interest rate, equity and commodity positions held by the Group due to the volatility of financial market price (foreign exchange rate, interest rate, equity price, commodity price). The Group adopts a moderate market risk appetite to achieve a balance between risk and return.

The Group's objective in managing market risk is to secure healthy growth of the treasury business, by effective management of potential market risk in the Group's business, according to the Group's overall risk appetite and strategy of treasury business on the basis of a well-established risk management regime and related management measures.

In accordance with the Group's corporate governance principles in respect of risk management, the Board and Risk Management Committee, Senior Management and functional units perform their duties and responsibilities to manage the Group's market risk. The risk management units are responsible for assisting Senior Management to perform their day-to-day duties, independently monitoring the market risk profile and compliance of management policies and limits of the Group, to ensure that the aggregate and individual market risks are within acceptable levels. Independent units are assigned to monitor the risk exposure against risk limits on a daily basis, together with profit and loss reports submitted to Senior Management on a regular basis, while limit excess will be reported to Senior Management at once when it occurs. NCB (China) sets up independent risk monitoring teams to monitor daily market risk and limit compliance, and submit management information and reports to the Bank on a regular basis.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.2 市場風險（續）**

本集團設定市場風險指標及限額，用於識別、計量、監測和控制市場風險。主要風險指標和限額包括但不限於風險值、止損額、敞口額、壓力測試以及敏感性分析（基點價值）等。主要風險指標和限額視管理需要劃分為四個層級，分別由風險管理委員會、資產負責管理委員會或高層管理人員批准，各單位必須在批核的市場風險指標和限額範圍內開展業務。

(A) 風險值

本集團採用風險值量度一般市場風險，並定期向風險管理委員會和高層管理人員報告。本集團採用統一的風險值計量模型，運用歷史模擬法，以過去2年歷史市場數據為參照，計算99%置信水平下及1天持有期內本集團層面及本銀行的風險值，並設定本集團和本銀行的風險值限額。

4.2 Market risk (continued)

The Group sets up market risk indicators and limits to identify, measure, monitor and control market risk. Major risk indicators and limits include but not limited to VAR (Value-at-Risk), Stop Loss, Open Position, Stress Testing and Sensitivity Analysis (Basis Point Value). To meet management requirements, major risk indicators and limits are classified into four levels, and are approved by the Risk Management Committee, Asset and Liability Management Committee or Senior Management respectively. Treasury business units are required to conduct their business within approved market risk indicators and limits.

(A) VAR

The Group uses the VAR to measure and report general market risks to the Risk Management Committee and Senior Management on a periodic basis. The Group adopts a uniformed VAR calculation model, using a historical simulation approach and two years of historical market data, to calculate the VAR of the Group and the Bank over one-day holding period with a 99% confidence level, and sets up the VAR limit of the Group and the Bank.

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.2 市場風險（續）
4.2 Market risk (continued)
(A) 風險值（續）
(A) VAR (continued)

下表詳述本集團一般市場風險持倉的風險值¹。

The following table sets out the VAR for all general market risk exposure¹ of the Group.

		年份	於 12 月 31 日	全年最低數值	全年最高數值	全年平均數值
		Year	At 31 December	Minimum for the year	Maximum for the year	Average for the year
			港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
全部市場風險之風險值	VAR for all market risk	2020	4,264	1,451	5,127	3,921
		2019	1,741	897	2,941	1,584
匯率風險之風險值	VAR for foreign exchange risk	2020	4,126	163	4,829	3,693
		2019	169	90	1,601	420
利率風險之風險值	VAR for interest rate risk	2020	1,056	611	2,506	1,472
		2019	1,614	762	2,867	1,442
商品風險之風險值	VAR for commodity risk	2020	-	-	1,589	615
		2019	570	-	908	489

註：
1. 不包括結構性敞口的風險值。

Note:
1. Structural positions have been excluded.

財務報表附註（續） **Notes to the Financial Statements (continued)****4. 金融風險管理（續）** **4. Financial risk management (continued)****4.2 市場風險（續）****(A) 風險值（續）**

雖然風險值是量度市場風險的一項重要指標，但也有其局限性，例如：

- 採用歷史市場數據估計未來動態未能顧及所有可能出現的情況，尤其是一些極端情況；
- 一天持有期的計算方法假設所有頭盤均可以在一日內套現或對沖。這項假設未必能完全反映市場風險，尤其在市場流通度極低時，可能未及在一天持有期內套現或對沖所有頭盤；
- 根據定義，當採用99%置信水平時，即未有考慮在此置信水平以外或會出現的虧損；以及
- 風險值是以營業時間結束時的頭盤作計算基準，因此並不一定反映交易時段內的風險。

4.2 Market risk (continued)**(A) VAR (continued)**

Although VAR is a valuable guide to risk, it should always be viewed in the context of its limitations. For example:

- the use of historical market data as a proxy for estimating future events may not encompass all potential events, particularly those which are extreme in nature;
- the use of a one-day holding period assumes that all positions can be liquidated or hedged in one day. This may not fully reflect the market risk arising at times of severe illiquidity, when a one-day holding period may be insufficient to liquidate or hedge all positions fully;
- the use of a 99% confidence level, by definition, does not take into account losses that might occur beyond this level of confidence; and
- VAR is calculated on the basis of exposures outstanding at the close of business and therefore does not necessarily reflect intra-day exposures.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****(A) 風險值（續）**

本集團充分了解風險值指標的局限性，因此，制定了壓力測試指標及限額以評估和管理風險值不能涵蓋的市場風險。市場風險壓力測試包括按不同風險因素及嚴峻程度所作的敏感性測試，以及對歷史事件的情景分析。

(B) 外匯風險

本集團的資產及負債集中在港元、美元及人民幣等主要貨幣。為確保外匯風險承擔保持在可接受水平，本集團利用風險限額（例如頭盤及風險值限額）作為監控工具。此外，本集團致力於減少同一貨幣的資產與負債錯配，並通常利用外匯合約（例如外匯掉期）管理由外幣資產負債所產生的外匯風險。

4.2 Market risk (continued)**(A) VAR (continued)**

The Group recognises these limitations by formulating stress test indicators and limits to assess and manage the market risk not covered by VAR. The market risk stress testing includes sensitivity testing on changes in risk factors with various degrees of severity, as well as scenario analysis on historical events.

(B) Currency risk

The Group's assets and liabilities are denominated in major currencies, particularly the HK dollar, the US dollar and Renminbi. To ensure the currency risk exposure of the Group is managed at an acceptable level, risk limits (e.g. Position and VAR limit) are used to serve as a monitoring tool. Moreover, the Group seeks to minimise the gap between assets and liabilities in the same currency. Foreign exchange contracts (e.g. FX swaps) are usually used to manage FX risk associated with foreign currency-denominated assets and liabilities.

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.2 市場風險 (續)
(B) 外匯風險 (續)

下表列出本集團因自營交易、非自營交易及結構性倉盤而產生之主要外幣風險額，並參照有關持有外匯情況之金管局報表的填報指示而編製。

4.2 Market risk (continued)
(B) Currency risk (continued)

The following is a summary of the Group's major foreign currency exposures arising from trading, non-trading and structural positions and is prepared with reference to the completion instructions for the HKMA return of foreign currency position.

		2020				
		港幣千元等值 Equivalent in thousand of HK\$				
		美元 US Dollars	人民幣 Renminbi	其他外幣 Other foreign currencies	外幣總額 Total foreign currencies	
現貨資產	Spot assets	104,828,483	152,426,161	23,541,049	280,795,693	
現貨負債	Spot liabilities	(102,885,199)	(147,965,798)	(15,038,893)	(265,889,890)	
遠期買入	Forward purchases	34,429,022	16,698,101	5,155,560	56,282,683	
遠期賣出	Forward sales	(34,703,679)	(19,421,336)	(13,400,132)	(67,525,147)	
長盤淨額	Net long position	<u>1,668,627</u>	<u>1,737,128</u>	<u>257,584</u>	<u>3,663,339</u>	
結構性倉盤淨額	Net structural position	<u>9,436,650</u>	<u>14,613,792</u>	-	<u>24,050,442</u>	
		2019				
		港幣千元等值 Equivalent in thousand of HK\$				
		美元 US Dollars	人民幣 Renminbi	歐元 EUR Dollars	其他外幣 Other foreign currencies	外幣總額 Total foreign currencies
現貨資產	Spot assets	95,831,319	135,879,395	8,982,786	13,605,445	254,298,945
現貨負債	Spot liabilities	(108,848,125)	(123,698,337)	(7,002,592)	(10,322,376)	(249,871,430)
遠期買入	Forward purchases	31,027,006	8,163,164	480,373	2,304,468	41,975,011
遠期賣出	Forward sales	(18,392,067)	(18,418,780)	(2,705,777)	(5,506,334)	(45,022,958)
(短) / 長盤淨額	Net (short)/long position	<u>(381,867)</u>	<u>1,925,442</u>	<u>(245,210)</u>	<u>81,203</u>	<u>1,379,568</u>
結構性倉盤淨額	Net structural position	<u>9,437,210</u>	<u>12,987,685</u>	-	-	<u>22,424,895</u>

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****4.2 Market risk (continued)****(C) 利率風險****(C) Interest rate risk**

銀行賬利率風險是指因利率水平、資產負債期限結構等要素發生變動而可能導致銀行整體收益和經濟價值承受損失的風險。本集團的銀行賬利率風險承擔主要來自結構性持倉。結構性持倉的主要利率風險類別為：

Interest rate risk in Banking Book (“IRRBB”) means the risks to a bank’s earnings and economic value arising from movements in interest rate and term structures of the bank’s asset and liability positions. The Group’s interest rate risk exposures in Banking Book are mainly structural. The major types of interest rate risk in Banking Book from structural positions are:

- 利率敏感缺口風險：因資產負債及表外項目的不同到期期限或重訂息期之利率變動所產生的風險。利率敏感缺口風險的程度視乎有關利率的期限結構的變動，是否一致地出現在整個收益率曲線(平行風險)或不同期限各有不同(非平行風險)；

- IRR Gapping risk: arising from the changes in the interest rates on assets, liabilities and off-balance sheet items of different maturities and different repricing tenors. The extent of gapping risk depends on whether changes to the term structure of interest rates occur consistently across the yield curve (parallel risk) or differentially by period (non-parallel risk);

- 息率基準風險：不同交易的定價基準不同，令資產的收益率和負債的成本可能會在同一重訂價格期間以不同的幅度變化；及

- Basis risk: different pricing basis for different transactions resulting that the yield on assets and cost of liabilities may change by different amounts within the same repricing period;

- 期權風險：由於利率期權衍生工具或資產、負債或表外項目所包含具有選擇權的元素引起可更改相關現金流的水平及時間。期權風險可按其特點進一步區分為自動化期權風險及習性期權風險。

- Option risk: arising from interest rate option derivatives or from optional elements embedded in an AI’s assets, liabilities and off-balance sheet items, where the AI or its customer can alter the level and timing of their cash flows. Option risk can be further characterised into automatic option risk and behavioural option risk.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****4.2 Market risk (continued)****(C) 利率風險（續）****(C) Interest rate risk (continued)**

本集團風險管理架構同樣適用於銀行賬利率風險管理。根據風險管理委員會批准的《銀行賬利率風險管理政策》，資產負債管理委員會具體履行管理集團利率風險的職責。資產負債管理處主責銀行賬利率風險管理，在資金處的配合下，資產負債管理處協助資產負債管理委員會開展日常的銀行賬利率風險管理工作，包括但不限於起草管理政策，選擇管理方法，設立風險指標和限額，評估目標資產負債平衡表，監督政策與限額執行情況，向管理層以及風險管理委員會提交銀行賬利率風險管理報告等。

本集團稽核部對銀行賬利率風險管理進行內部審計，督促有關單位執行政策要求，確認本行的銀行賬利率風險得到有效控制。模型驗證處負責定期對於銀行賬利率風險計量方法下所採用的模型進行獨立驗證工作。

The Group's risk management framework applies also to interest rate risk management in banking book. The Asset and Liability Management Committee exercises its oversight of interest rate risk in accordance with the "Banking Book Interest Rate Risk Management Policy" approved by Risk Management Committee. Asset and Liability Management Division is responsible for banking book interest rate risk management. With the cooperation of the Treasury Division, Asset and Liability Management Division assists the Asset and Liability Management Committee to perform day-to-day banking book interest rate risk management. Its roles include, but are not limited to, the formulation of management policies, selection of methodologies, setting of risk indicators and limits, assessment of target balance sheet, monitoring of the compliance with policies and limits, and submission of banking book interest rate risk management reports to the Management and Risk Management Committee.

The Group's Internal Audit Department acts as the independent audit on interest rate risk in banking book, supervises the related departments to execute the interest rate risk function according to the policy in order to effectively control the risk. The Group's Model Validation Division preforms independent model validation regularly for interest rate risk in banking book.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****4.2 Market risk (continued)****(C) 利率風險（續）****(C) Interest rate risk (continued)**

本集團根據金管局於 2018 年頒佈之監管政策手冊 IR-1 《銀行帳內的利率風險》中的要求，設定銀行賬利率風險指標及限額，用於識別、計量、監測和控制銀行賬利率風險。淨利息波動比率和經濟價值波動比率反映利率變動對集團淨利息收入和資本基礎的影響，是本集團管理利率風險的重要風險指標。前者衡量利率變動導致的淨利息收入變動佔當年預期淨利息收入的比率；後者衡量利率變化對銀行經濟價值的影響佔最新資本基礎的比率。董事會為這兩項指標設定風險偏好，風險管理委員會按照風險偏好為這兩項指標設定限額，用來監測和控制本集團銀行賬利率風險。另外，本集團通過不限於利率敏感缺口、利率基準風險、久期及基點現值等指標及限額定期監控銀行賬利率風險情況。

In accordance with the requirements of Supervisory Policy Manual IR-1 “Interest Rate Risk in the Banking Book” issued by the HKMA in 2018, the Group sets interest rate risk indicators and limits to identify, measure, monitor and control interest rate risk. The Group’s key risk indicators, the Net Interest Income impact and the Economic Value of Equity impact, reflect the impact of interest rate movement on the Group’s net interest income and capital base respectively. The former assesses the impact of interest rate movement on net interest income as a percentage to the projected net interest income for the year. The latter assesses the impact of interest rate movement on economic values as a percentage to the latest capital base. The risk appetites and limits of these two indicators are set by the Board and Risk Management Committee respectively to monitor and control the Group’s banking book interest rate risk. In addition, the Group monitors the interest rate risk in banking book through indicators and limits including, but are not limited to, interest rate sensitivity gap limits, basis risk, duration and price value of a basis point (“PVBp”).

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****(C) 利率風險（續）**

本集團的主要風險指標和限額劃分三個層級，分別由風險管理委員會、資產負債管理委員會及財務總監批准。承擔銀行賬利率風險的各業務單位必須在利率風險指標限額範圍內開展相關業務；同時有效運用經資產與負債委員會核准的風險緩釋工具，對銀行賬利率風險進行風險緩釋，包括但不限於運用利率衍生工具、調整投資組合的久期等。在推出銀行賬新產品或新業務前，相關單位須先執行風險評估程序，包括評估其潛在的銀行賬利率風險，並考慮現行的銀行賬利率風險監控機制是否足夠。經風險評估程序，如擬推出的新產品或新業務對銀行利率風險造成重大影響，須報風險管理委員會批准。

本集團採用情景分析和壓力測試方法，評估不利市況下銀行賬可能承受的利率風險。情景分析和壓力測試同時用於測試儲蓄存款客戶擇權對銀行淨利息收入的影響。

4.2 Market risk (continued)**(C) Interest rate risk (continued)**

The Group's indicators and limits are classified into three levels, which are approved by the Risk Management Committee, Asset and Liability Management Committee and Chief Financial Officer respectively. Risk-taking business units are required to conduct their business within the banking book interest rate risk limits. In addition, risk mitigation measures including, but not limited to, the use of interest rate derivatives, adjustment of portfolio duration, etc. as approved by ALCO, are effectively used to mitigate the IRRBB. Before launching a new product or business in the banking book, the relevant departments are required to go through a risk assessment process, which includes the assessment of underlying interest rate risk and consideration of the adequacy of current risk monitoring mechanism. Any material impact on banking book interest rate risk noted during the risk assessment process will be submitted to Risk Management Committee for approval.

The Group uses scenario analyses and stress tests to assess the banking book interest rate risk that the Group would face under adverse circumstances. Scenario analyses and stress tests are also used to assess the impact on net interest income arising from the optionality of savings deposits.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****(C) 利率風險（續）**

本集團主要面對港元、美元及人民幣利率風險。截至 2020 年 12 月 31 日，按照香港金融管理局新銀行賬利率風險標準化框架要求，評估在 6 個利率衝擊情景下的淨利息收入變動和經濟價值的影響，當中部份產品套用期權風險及行為模型假設作出評估。該 6 個利率衝擊情境，包括：(1) 平行向上；(2) 平行向下；(3) 較傾斜；(4) 較橫向；(5) 短率上升；(6) 短率下跌。

4.2 Market risk (continued)**(C) Interest rate risk (continued)**

The Group is principally exposed to HK Dollar, US Dollar and Renminbi in terms of interest rate risk. As at 31 December 2020, according to the new standard IRRBB framework of HKMA, the Group assesses the impact of changes in the Group's net interest income ("ΔNII") and economic value ("ΔEVE") respectively under 6 interest rate shock scenarios, in which optionality and behavioural assumptions of certain products will also be estimated in the exposure measurement. The 6 interest rate shock scenarios include: (1) Parallel up; (2) Parallel down; (3) Steepener; (4) Flattener; (5) Short rates up; and (6) Short rates down.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.2 市場風險（續）****(C) 利率風險（續）**

在計算經濟價值的影響時，利息現金流的計算包含商業利潤及其他利差項目，並以無風險利率曲線進行折現。當中主要行為假設包括：

(1) 部份港元及美元支票及儲蓄存款會以歷史數據設定核心穩定存款並套用較長利率敏感年期，其餘無到期日存款的利率敏感年期按隔夜計算。於2020年12月31日，港元及美元支票及儲蓄存款的平均年期分別為 1.65 個月及 1.22 個月，最長利率敏感年期為 3 個月。

(2) 對於提前贖回權且無重大罰息的零售定期存款或定息放款會計算各組合的提前贖回率。

各種貨幣間的合計方法參照監管規定的標準化框架，取 6 個利率震盪情景下合計經濟價值變動損失中最大的損失值。

4.2 Market risk (continued)**(C) Interest rate risk (continued)**

When calculating ΔEVE , commercial margins and other spread components are included in the cash flows and discounted by the risk-free rates. The key behavioural assumptions include:

(1) Part of the current account and savings account deposits (“CASA”) in HKD and USD are classified into core stable deposit based on historical data which would be assigned a longer interest rate sensitive tenor while the interest rate sensitive tenor of other non-maturity deposits is considered as “Next day”. As at 31 December 2020, the average interest rate sensitive tenors of HKD and USD CASA is 1.65 months and 1.22 months, and the longest interest rate sensitive tenor is 3 months.

(2) For retail term deposits and retail fixed rate loans subject to early redemption without significant penalty, early redemption rates are calculated under different portfolios.

Methods of aggregation across currencies strictly follow the IRRBB Standardised Framework. The aggregate EVE losses across all applicable currencies are calculated as the maximum loss across the six interest rate shock scenarios.

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.2 市場風險（續）
4.2 Market risk (continued)
(C) 利率風險（續）
(C) Interest rate risk (continued)

		2020	
		經濟價值影響 ΔEVE	淨利息收入變動 ΔNII
		港幣千元 HK\$'000	港幣千元 HK\$'000
平行向上	Parallel up	3,739,133	(633,076)
平行向下	Parallel down	40,229	633,461
較傾斜	Steeper	865,250	不適用(N/A)
較橫向	Flattener	421,928	不適用(N/A)
短率上升	Short rate up	1,244,498	不適用(N/A)
短率下降	Short rate down	52,683	不適用(N/A)
最高	Maximum	3,739,133	633,461

		2019	
		經濟價值影響 ΔEVE	淨利息收入變動 ΔNII
		港幣千元 HK\$'000	港幣千元 HK\$'000
平行向上	Parallel up	1,773,666	(745,846)
平行向下	Parallel down	266,548	746,309
較傾斜	Steeper	391,746	不適用(N/A)
較橫向	Flattener	379,359	不適用(N/A)
短率上升	Short rate up	935,369	不適用(N/A)
短率下降	Short rate down	531,202	不適用(N/A)
最高	Maximum	1,773,666	746,309

註：正值為負面影響

Remarks: Positive values indicate losses under the alternative scenarios.

於 2020 年 12 月 31 日，在利率曲線平行向下情況下，所有貨幣的淨利息收入影響為港幣 6.33 億元（2019 年：港幣 7.46 億元）。經濟價值的最大負面影響發生於利率曲線平行向上情況，經濟價值的影響為港幣 37.39 億元（2019 年：港幣 17.74 億元）。與 2019 年 12 月 31 日相比，本集團淨利息收入影響減少 1.13 億及經濟價值的最大負面影響增加 19.65 億，主要為投資定息債券。

As at 31 December 2020, the net interest income impact for all currencies is HK\$633 million (2019: HK\$746 million) under the interest rate parallel down scenario. The maximum negative impact on ΔEVE is 3,739 million (2019: HK\$1,774 million) under the interest rate parallel up scenario. Compared with 31 December 2019, the Group's net interest income impact for all currencies is dropped by 113 million and maximum negative impact on ΔEVE is increased by 1,965 million with investment in fixed rate bond

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.2 市場風險 (續)
4.2 Market risk (continued)
(C) 利率風險 (續)
(C) Interest rate risk (continued)

下表概述了本集團於12月31日之資產負債表內的利率風險承擔。表內以賬面值列示資產及負債，並按合約重訂息率日期或到期日（以較早者為準）分類。

The tables below summarise the Group's on-balance sheet exposure to interest rate risk as at 31 December. Included in the tables are the assets and liabilities at carrying amounts, categorised by the earlier of contractual repricing date and maturity date.

		2020					
		一至	三至			不計息	
一個月內	三個月	十二個月	一至五年	五年以上	Non-		總計
Up to	1 to 3	3 to 12	1 to 5	Over	interest		Total
1 month	months	months	years	5 years	bearing		
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
資產	Assets						
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	52,778,399	-	-	-	5,394,911	58,173,310
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	-	337,676	218,303	-	-	555,979
公允價值變化計入損益之金融資產	Financial assets at fair value through profit or loss	1,498,520	3,874,604	17,540,189	-	-	22,913,313
衍生金融工具	Derivative financial instruments	-	-	-	-	1,031,063	1,031,063
貸款及其他賬項	Advances and other accounts	193,234,131	35,384,885	31,891,916	14,600,174	1,974,027	277,085,133
金融投資	Financial investments						
- 以公允價值變化計入其他全面收益	- At fair value through other comprehensive income	15,383,276	28,527,507	28,514,033	55,862,458	1,768,763	54,109 130,110,146
- 以攤餘成本作計量	- At amortised cost	-	-	2,779,095	-	-	2,779,095
投資物業	Investment properties	-	-	-	-	341,080	341,080
物業、器材及設備	Properties, plant and equipment	-	-	-	-	8,220,738	8,220,738
其他資產（包括遞延稅項資產）	Other assets (including deferred tax assets)	-	-	-	-	4,488,304	4,488,304
資產總額	Total assets	262,894,326	68,124,672	80,943,536	70,462,632	3,742,790	505,698,161

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.2 市場風險 (續)
4.2 Market risk (continued)
(C) 利率風險 (續)
(C) Interest rate risk (continued)

		2020						
		一至	三至			不計息		
		一個月內	三個月	十二個月	一至五年	五年以上	Non-	
		Up to	1 to 3	3 to 12	1 to 5	Over	interest	
		1 month	months	months	years	5 years	bearing	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		總計						
		Total						
		港幣千元						
		HK\$'000						
負債	Liabilities							
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	14,010,156	12,007,788	4,568,817	-	-	2,477,555	33,064,316
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	2,159,973	2,576,898	1,914,116	-	-	-	6,650,987
衍生金融工具	Derivative financial instruments	-	-	-	-	-	1,882,953	1,882,953
客戶存款	Deposits from customers	181,768,498	67,449,733	76,009,321	11,339,764	95,348	14,967,264	351,629,928
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	-	9,664,888	4,682,608	9,666,939	-	-	24,014,435
其他賬項及準備 (包括應付稅項及遞延稅項負債)	Other accounts and provisions (including current and deferred tax liabilities)	3,157,297	3,719,697	5,855,254	1,418,081	22,155	5,838,947	20,011,431
後償負債	Subordinated liabilities	-	-	-	-	5,416,390	-	5,416,390
負債總額	Total liabilities	201,095,924	95,419,004	93,030,116	22,424,784	5,533,893	25,166,719	442,670,440
利率敏感度缺口	Interest sensitivity gap	61,798,402	(27,294,332)	(12,086,580)	48,037,848	(1,791,103)	(5,636,514)	63,027,721

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.2 市場風險 (續)
4.2 Market risk (continued)
(C) 利率風險 (續)
(C) Interest rate risk (continued)

		2019						
		一 至	三 至	一 至	五 年	五 年	不	
		一 個 月 內	三 個 月	十 二 個 月	一 至 五 年	五 年 以 上	計 息	總 計
		Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Non- interest bearing	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
資產	Assets							
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	35,513,372	-	-	-	-	5,813,889	41,327,261
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	-	6,917,705	3,538,642	-	-	-	10,456,347
公允價值變化計入損益之金融資產	Financial assets at fair value through profit or loss	3,033,958	2,549,381	8,987,958	-	-	83,050	14,654,347
衍生金融工具	Derivative financial instruments	-	-	-	-	-	589,616	589,616
貸款及其他賬項	Advances and other accounts	187,111,392	40,417,704	25,006,280	8,389,106	1,488,698	-	262,413,180
金融投資	Financial investments							
- 以公允價值變化計入其他全面收益	- At fair value through other comprehensive income	16,263,111	28,807,011	46,996,284	48,610,048	2,185,536	31,163	142,893,153
- 以攤餘成本作計量	- At amortised cost	-	-	1,171,679	2,694,105	-	-	3,865,784
投資物業	Investment properties	-	-	-	-	-	355,230	355,230
物業、器材及設備	Properties, plant and equipment	-	-	-	-	-	8,602,036	8,602,036
其他資產 (包括應收稅項及遞延稅項資產)	Other assets (including current and deferred tax assets)	-	-	-	-	-	4,431,893	4,431,893
資產總額	Total assets	241,921,833	78,691,801	85,700,843	59,693,259	3,674,234	19,906,877	489,588,847

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.2 市場風險（續）
4.2 Market risk (continued)
(C) 利率風險（續）
(C) Interest rate risk (continued)

		2019						
		一至	三至			不計息		
		一個月內	三個月	十二個月	一至五年	五年以上	Non-	
		Up to	1 to 3	3 to 12	1 to 5	Over	interest	
		1 month	months	months	years	5 years	bearing	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		總計						
		Total						
負債	Liabilities							
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	15,079,279	10,069,439	3,758,472	-	-	2,076,931	30,984,121
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	3,789,576	913,499	345,484	-	-	-	5,048,559
衍生金融工具	Derivative financial instruments	-	-	-	-	-	587,563	587,563
客戶存款	Deposits from customers	149,873,210	74,133,540	96,134,192	14,216,178	346,180	11,184,482	345,887,782
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	330,652	2,154,910	2,863,001	10,122,553	-	-	15,471,116
其他賬項及準備（包括應付稅項及遞延稅項負債）	Other accounts and provisions (including current and deferred tax liabilities)	3,265,249	2,103,980	5,696,282	1,024,600	79,755	15,210,662	27,380,528
後償負債	Subordinated liabilities	-	-	-	-	5,438,386	-	5,438,386
負債總額	Total liabilities	172,337,966	89,375,368	108,797,431	25,363,331	5,864,321	29,059,638	430,798,055
利率敏感度缺口	Interest sensitivity gap	69,583,867	(10,683,567)	(23,096,588)	34,329,928	(2,190,087)	(9,152,761)	58,790,792

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險**

流動資金風險是指銀行因無法提供充裕資金以應對資產增加或履行到期義務，而可能要承受的不欲接受的損失。本集團遵循穩健的流動資金風險偏好，確保在正常情況或壓力情景下均有能力提供穩定、可靠和足夠的現金來源，滿足流動資金需求；在極端情景下無需借助金管局的流動性支持，累積的淨現金流為正值，可以保證基本生存期內的流動資金需要。

4.3 Liquidity risk

Liquidity risk is the risk that banks fail to provide sufficient funds to grow assets or pay due obligations, and need to bear an unacceptable loss. The Group maintains sound liquidity risk appetite to provide stable, reliable and adequate sources of cash to meet liquidity needs under normal circumstances or stressed scenarios; and to survive with net positive cumulative cash flow in extreme scenarios, without requesting the HKMA to act as the lender of last resort.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）**

本集團管理流動資金風險的目標，是按照流動資金風險偏好，以合理的成本有效管理資產負債表內及表外業務的流動性，實現穩健經營和持續盈利。本集團以客戶存款為主要的資金來源，其中44%為零售客戶存款。為確保穩定和充足的資金來源，本集團積極吸納和穩定核心存款，並輔以同業市場拆入款項。本集團根據不同期限及壓力情景下的流動資金需求，安排資產組合的結構（包括貸款、債券投資及拆放同業等），保持充足的流動資產，以便提供足夠的流動資金支持正常業務需要，及在緊急情況下有能力以合理的成本及時籌集到資金，保證對外支付。本集團致力實現融資渠道和資金運用的多樣化，以避免資產負債過於集中，防止因資金來源或運用過於集中在某個方面，當其出現問題時，導致整個資金供應鏈斷裂，觸發流動資金風險。本集團制訂了集團內部流動資金風險管理指引，管理集團內各成員之間的流動資金，避免相互間在資金上過度依賴。本集團亦注重管理表外業務，如貸款承諾和衍生工具可能產生的流動資金風險。本集團的流動資金風險管理策略涵蓋了外幣資產負債流動管理、抵押品、即日流動性、集團內流動性以及其它風險引致的流動資金風險等，並針對流動資金風險制訂了應急計劃。

4.3 Liquidity risk (continued)

The Group's liquidity risk management objective is to effectively manage the liquidity of on- and off-balance sheet items with reasonable cost based on the liquidity risk appetite to achieve sound operation and sustainable profitability. Deposits from customers are the Group's primary source of funds, in which 44% is retail deposits. To ensure stable and sufficient source of funds are in place, the Group actively attracts new deposits, keeps the core deposit and obtains supplementary funding from the interbank market. According to different term maturities and the results of funding needs estimated from stressed scenarios, the Group adjusts its asset structure (including loans, bonds investment, interbank placement, etc.) to maintain sufficient liquid assets which provides adequate funds in support of normal business needs and ensure its ability to raise funds at a reasonable cost to serve external claims in case of emergency. The Group is committed to diversify the source of funds and the use of funds to avoid excessive concentration of assets and liabilities and prevent triggering liquidity risk due to the break of funding strand when problem occurred in one concentrated funding source. The Group has established intra-group liquidity risk management guideline to manage the liquidity funding among different entities within the Group, and to restrict their reliance of funding on each other. The Group also pays attention to manage liquidity risk created by off-balance sheet activities, such as loan commitments and derivatives. The Group has an overall liquidity risk management strategy to cover the liquidity management of foreign currency assets and liabilities, collateral, intra-day liquidity, intra-group liquidity, the liquidity risk arising from other risks, etc., and has formulated corresponding contingency plan.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）**

風險管理委員會是流動資金風險管理決策機構，並對流動資金風險承擔最終管理責任。風險管理委員會授權資產負債管理委員會管理日常的流動資金風險，確保本集團的業務經營符合風險委員會設定的流動資金風險偏好和政策規定。資產負債管理處主責本集團流動資金風險管理，它與資金處合作根據各自的職責分工協助資產負債管理委員會履行具體的流動資金管理職能。

本集團設定流動資金風險指標和限額，每日用來識別、計量、監測和控制流動資金風險，包括但不限於流動性覆蓋比率、穩定資金淨額比率、貸存比率、最大累計現金流出、流動性緩衝資產組合、以及存戶集中度限額等。本集團採用現金流量分析以評估本集團於正常情況下的流動資金狀況，並最少每月進行流動資金風險壓力測試（包括自身危機、市場危機情況及合併危機），評估本集團抵禦各種嚴峻流動資金危機的能力。本集團亦建立了資產負債管理系統，提供數據及協助編製常規管理報表，以管理好流動資金風險。

4.3 Liquidity risk (continued)

Risk Management Committee (“RMC”) is the decision-making authority of liquidity risk management, and assumes the ultimate responsibility of liquidity risk management. As authorised by RMC, the Asset and Liability Management Committee (ALCO) exercises its oversight of liquidity risk and ensures the daily operations of the Group are in accordance with risk appetite and policies as set by RMC. Asset and Liability Management Division is responsible for overseeing the Group’s liquidity risk. It cooperates with Treasury Division to assist the ALCO to perform liquidity management functions according to their specific responsibilities.

The Group established liquidity risk management indicators and limits to identify, measure, monitor and control liquidity risk on daily basis. These indicators and limits include, but are not limited to liquidity coverage ratio (“LCR”), net stable funding ratio (“NSFR”), loan-to-deposit ratio, Maximum Cumulative Cash Outflow (“MCO”), liquidity buffer asset portfolio and depositor concentration limit. The Group applies cash flow analysis to assess the Group’s liquidity condition under normal conditions and also performs a liquidity stress test (including institution specific, general market crisis and combined crisis) at least on monthly basis to assess the Group’s capability to withstand various severe liquidity crises. Also, the Assets and Liabilities Management System is developed to provide data and the preparation for regular management reports to facilitate liquidity risk management duties.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）**

本集團根據金管局於 2016 年頒佈之監管政策手冊 LM-2《穩健的流動資金風險管理系統及管控措施》中的要求，落實對現金流分析及壓力測試當中所採用的習性模型及假設，以強化本集團於日常及壓力情景下的現金流分析。在日常情況下的現金流分析，本集團對各項應用於表內（如客戶存款）及表外（如貸款承諾）項目作出假設。因應不同資產、負債及表外項目的特性，根據合約到期日、客戶習性假設及資產負債規模變化假設，以預測本集團的未來現金流量狀況。本集團設定「最大累計現金流出」指標，根據以上假設預測在日常情況下的未來 30 日之最大累計現金淨流出，以評估本集團的融資能力是否足以應付該現金流缺口，以達到持續經營的目的。於 2020 年 12 月 31 日，在沒有考慮出售未到期有價證券的現金流入之情況下，本銀行之 30 日累計現金流是淨流入，為港幣 5,893,712,000 元（2019 年：港幣 4,670,594,000 元），符合內部限額要求。

4.3 Liquidity risk (continued)

In accordance with the requirements of Supervisory Policy Manual LM-2 "Sound Systems and controls for Liquidity Risk Management" issued by the HKMA in 2016, the Group has implemented behaviour model and assumptions of cash flow analysis and stress test to enhance the Group's cash flow analysis under both normal and stressed conditions. In cash flow analysis under normal circumstances, assumptions have been made relating to on-balance sheet items (such as deposits from customers) and off-balance sheet items (such as loan commitments). According to various characteristics of the assets, liabilities and off-balance sheet items, the Group forecasts the future cash flow based on contractual maturity date and the assumptions of customer behaviour and balance sheet changes. The Group establishes MCO indicator which predicts the future 30-day maximum cumulative net cash outflow in normal situations based on the above assumptions, to assess if the Group has sufficient financing capacity to meet the cash flow gap in order to achieve the objective of continuing operation. As at 31 December 2020, before taking the cash inflow through the sale of outstanding marketable securities into consideration, the Bank's 30-day cumulative cash flow was a net cash inflow amounting to HK\$5,893,712,000 (2019: HK\$4,670,594,000) and was in compliance with the internal limit requirements.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）**

在流動資金風險壓力測試中，本集團設立了自身危機、市場危機及合併危機情景，合併危機情景結合自身危機及市場危機，並採用一套更嚴謹的假設，以評估本集團於更嚴峻的流動資金危機情況下的抵禦能力。壓力測試的假設包括零售存款、批發存款及同業存款之流失率，貸款承擔及與貿易相關的或然負債之提取率，貸款逾期比例及滾動發放比率，同業拆出及有價證券的折扣率等。於2020年12月31日，本集團在以上三種壓力情景下都能維持正現金流，表示本集團有能力應付壓力情景下的融資需要。此外，本集團的管理政策要求本集團維持流動資金緩衝，當中包括的高質素或質素相若的有價證券為由官方實體、中央銀行、公營單位或多邊發展銀行發行或擔保，而其風險權重為0%或20%，或由非金融企業發行或擔保，其外部信用評級相等於A-或以上，以確保在壓力情況下的資金需求。於2020年12月31日，本銀行流動資金緩衝（折扣前）為港幣41,405,089,000元（2019年：港幣61,246,448,000元）。應急計劃明確了需根據壓力測試結果和預警指標結果為啟動方案的條件，並詳述了相關行動計劃、程序以及各相關部門的職責。集團每年進行測試及更新，確保計劃的有效性及其操作可行性。

4.3 Liquidity risk (continued)

In the liquidity stress test, institution specific, general market crisis and combined crisis scenario has been set up, combined crisis scenario is a combination of institution specific and general market crisis to assess the Group's capability to withstand a more severe liquidity crisis, with a more stringent set of assumptions being adopted. Stress test assumptions include the run-off rate of retail, wholesale and interbank deposits; drawdown rate of loan commitments and trade-related contingent liabilities; delinquency ratio and rollover rate of customer loans; and haircut of interbank placement and marketable securities. As at 31 December 2020, the Group was able to maintain a positive cash flow under the three stressed scenarios, indicating the Group has the ability to meet financing needs under stressed conditions. In addition, the Group has a policy in place to maintain a liquidity cushion which includes high quality or comparable quality marketable securities issued or guaranteed by sovereigns, central banks, public sector entities or multilateral development banks with 0% or 20% risk weight or marketable securities issued or guaranteed by non-financial corporate with a corresponding external credit rating of A- or above to ensure funding needs even under stressed scenarios. As at 31 December 2020, the Bank's liquidity cushion (before haircut) was HK\$41,405,089,000 (2019: HK\$61,246,448,000). A contingency plan is being established which details the conditions to trigger the plan based on stress test results and early warning indicators, the action plans and relevant procedures and responsibility of various departments. The Group tests and updates the Plan annually to ensure its effectiveness and operational feasibility.

財務報表附註 (續) Notes to the Financial Statements (continued)**4. 金融風險管理 (續) 4. Financial risk management (continued)****4.3 流動資金風險 (續)**

流動性覆蓋比率是根據由 2015 年 1 月 1 日起生效的《銀行業 (流動性) 規則》計算，而穩定資金淨額比率於 2018 年 1 月 1 日起生效。本集團被金管局指定為第一類認可機構，並需要以綜合基礎計算。本集團須維持流動性覆蓋比率及穩定資金淨額比率不少於 100%。

當指標維持高於法定最低水平時，流動性覆蓋比率確保集團持有足夠流動性資產應對短期流動性壓力，而穩定資金淨額比率確保集團維持足夠的穩定資金來源以支持長期資產。

在部分衍生工具合約中，交易對手有權基於對集團的信用狀況的關注而向集團收取額外的抵押品。

4.3 Liquidity risk (continued)

The LCR is calculated in accordance with the Banking (Liquidity) Rules effective from 1 January 2015 and the NSFR is effective from 1 January 2018. The Group, being classified as category 1 authorised institution by the HKMA, is required to calculate LCR and NSFR on consolidated basis. The Group is required to maintain LCR and NSFR not less than 100%.

By maintaining a ratio in excess of minimum regulatory requirements, the LCR seeks to ensure that the Group holds adequate liquidity assets to mitigate a short-term liquidity stress and the NSFR ensures the Group maintaining sufficient stable funding sources to cover their long-term assets.

In certain derivative contracts, the counterparties have right to request from the Group additional collateral if they have concerns about the Group's creditworthiness.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）**

本集團對流動資金風險的管理，同時適用於新產品或新業務。在新產品或業務推出前，相關單位必須首先履行風險評估程序，包括評估潛在的流動資金風險，並考慮現行管理措施是否足夠控制相關風險。如果新產品或新業務可能對銀行流動資金風險形成重大影響，須上報風險管理委員會審批。

本集團制訂統一的流動資金風險管理政策，附屬銀行根據集團的統一政策，結合自身特點制訂具體的管理辦法，並承擔管理本機構流動資金風險的責任。主要附屬銀行獨立地履行日常風險管理職能，並定期向本集團管理層匯報。

有關流動性覆蓋比率及淨穩定資金比率披露的資料可於「未經審核之補充財務資料－1. 流動性覆蓋比率及淨穩定資金比率」及本銀行網頁 www.ncb.com.hk 中「監管披露」一節瀏覽。

4.3 Liquidity risk (continued)

The Group's liquidity risk management also covers new products or business developments. Before launching a new product or business, the relevant departments are required to go through a risk assessment process, which includes the assessment of underlying liquidity risk and consideration of the adequacy of the current risk management mechanism. Any material impact on liquidity risk noted during the risk assessment process will be reported to Risk Management Committee for approval.

The Group has established a set of uniform liquidity risk management policies. On the basis of the Group's uniform policy, the principal banking subsidiary develops its own liquidity management policies according to its own characteristics, and assumes its own liquidity risk management responsibility, executes its daily risk management processes independently, and reports to the Group's Management on a regular basis.

The information of liquidity coverage ratio and net stable funding ratio disclosures are available under "Unaudited Supplementary Financial Information – 1. Liquidity Coverage Ratio and Net Stable Funding Ratio" and section "Regulatory Disclosures" on the Bank's website at www.ncb.com.hk.

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.3 流動資金風險 (續)
(A) 到期日分析

下表為本集團於12月31日之資產及負債的到期日分析，按於結算日時，資產及負債相距合約到期日的剩餘期限分類。

4.3 Liquidity risk (continued)
(A) Maturity analysis

The tables below analyse the Group's assets and liabilities as at 31 December into relevant maturity groupings based on the remaining period at balance sheet date to the contractual maturity date.

		2020							
		即期	一至	三至	一至五年	五年以上	不確定	總計	
		On	一個月內	三個月	十二個月	1 to 5	Over 5	日期	
		demand	Up to	1 to 3	3 to 12	years	years	Indefinite	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
資產	Assets								
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	27,565,169	30,608,141	-	-	-	-	58,173,310	
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	-	-	337,676	218,303	-	-	555,979	
公允值變化計入損益之金融資產	Financial assets at fair value through profit or loss								
- 交易性	- Trading								
- 債務證券	- Debt securities	-	-	2,739,339	3,758,420	-	-	6,497,759	
- 強制性以公允值變化計入損益，非交易性	- Mandatorily measured at fair value through profit or loss, non trading								
- 其他	- Others	-	1,498,520	1,135,265	13,781,769	-	-	16,415,554	
衍生金融工具	Derivative financial instruments	266,944	98,118	154,500	385,639	125,862	-	1,031,063	
貸款及其他賬項	Advances and other accounts								
- 客戶貸款	- Advances to customers	27,085,817	5,688,998	24,194,159	47,302,076	115,168,007	56,624,608	631,106	
- 貿易票據	- Trade bills	6	112,788	262,373	15,195	-	-	390,362	
金融投資	Financial investments								
- 以公允值變化計入其他全面收益	- At fair value through other comprehensive income								
- 債務證券	- Debt securities	-	5,098,969	10,971,693	26,019,602	76,552,439	1,792,106	120,434,809	
- 存款證	- Certificates of deposit	-	1,150,375	4,243,333	3,319,765	907,755	-	9,621,228	
- 以攤餘成本作計量	- At amortised cost								
- 債務證券	- Debt securities	-	-	-	1,768,208	-	-	1,768,208	
- 存款證	- Certificates of deposit	-	1,006	-	115,774	-	-	116,780	
- 其他	- Others	-	-	-	894,107	-	-	894,107	
- 股份證券	- Equity securities	-	-	-	-	-	54,109	54,109	
投資物業	Investment properties	-	-	-	-	-	341,080	341,080	
物業、器材及設備	Properties, plant and equipment	-	-	-	-	-	8,220,738	8,220,738	
其他資產 (包括遞延稅項資產)	Other assets (including deferred tax assets)	2,694,513	1,261,574	30,083	105,781	365,301	-	31,052	
資產總額	Total assets	57,612,449	45,518,489	44,068,421	97,684,639	193,119,364	58,416,714	9,278,085	505,698,161

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.3 流動資金風險（續） 4.3 Liquidity risk (continued)
(A) 到期日分析（續） (A) Maturity analysis (continued)

		2020							
		即期	一個月內	一至三個月	三至十二個月	一至五年	五年以上	不確定日期	總計
		On demand	Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Indefinite	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
負債	Liabilities								
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	3,136,326	13,351,254	12,007,919	4,568,817	-	-	-	33,064,316
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	-	2,159,973	2,576,898	1,914,116	-	-	-	6,650,987
衍生金融工具	Derivative financial instruments	87,292	374,686	334,686	597,326	487,056	1,907	-	1,882,953
客戶存款	Deposits from customers	135,638,027	61,105,318	67,449,562	76,002,051	11,339,622	95,348	-	351,629,928
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	139,761	119,247	2,065,633	8,022,045	13,667,749	-	-	24,014,435
其他賬項及準備（包括應付稅項及遞延稅項負債）	Other accounts and provisions (including current and deferred tax liabilities)	5,541,771	1,879,592	3,956,498	6,263,966	2,191,071	155,092	23,441	20,011,431
後償負債	Subordinated liabilities	-	-	-	-	-	5,416,390	-	5,416,390
負債總額	Total liabilities	144,543,177	78,990,070	88,391,196	97,368,321	27,685,498	5,668,737	23,441	442,670,440
流動資金缺口	Net liquidity gap	<u>(86,930,728)</u>	<u>(33,471,581)</u>	<u>(44,322,775)</u>	<u>316,318</u>	<u>165,433,866</u>	<u>52,747,977</u>	<u>9,254,644</u>	<u>63,027,721</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.3 流動資金風險 (續)
4.3 Liquidity risk (continued)
(A) 到期日分析 (續)
(A) Maturity analysis (continued)

		2019							
		即期	一至三個月	三至十二個月	一至五年	五年以上	不確定日期	總計	
		On demand	Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Indefinite	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
資產	Assets								
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	25,185,000	16,142,261	-	-	-	-	-	41,327,261
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	-	-	6,917,705	3,538,642	-	-	-	10,456,347
公允價值變化計入損益之金融資產	Financial assets at fair value through profit or loss								
- 交易性	- Trading								
- 債務證券	- Debt securities	-	2,230,031	1,138,024	3,294,527	-	-	-	6,662,582
- 強制性以公允價值變化計入損益，非交易性	- Mandatorily measured at fair value through profit or loss, non trading								
- 其他	- Others	-	519,625	798,985	6,590,105	-	-	-	7,908,715
- 股份證券	- Equity securities	-	-	-	-	-	-	83,050	83,050
衍生金融工具	Derivative financial instruments	253,681	39,863	164,303	64,387	62,154	5,228	-	589,616
貸款及其他賬項	Advances and other accounts								
- 客戶貸款	- Advances to customers	23,406,408	6,959,463	16,311,040	50,977,315	111,145,709	51,318,441	277,163	260,395,539
- 貿易票據	- Trade bills	2	299,658	1,417,740	300,241	-	-	-	2,017,641
金融投資	Financial investments								
- 以公允價值變化計入其他全面收益	- At fair value through other comprehensive income								
- 債務證券	- Debt securities	-	8,901,448	12,222,634	36,106,293	61,646,059	2,232,465	-	121,108,899
- 存款證	- Certificates of deposit	-	1,307,132	4,644,197	12,759,261	3,042,501	-	-	21,753,091
- 以攤餘成本計量	- At amortised cost								
- 債務證券	- Debt securities	-	-	-	385,784	2,020,340	-	-	2,406,124
- 存款證	- Certificates of deposit	-	1,011	-	39,854	115,575	-	-	156,440
- 其他	- Others	-	-	-	490,930	812,290	-	-	1,303,220
- 股份證券	- Equity securities	-	-	-	-	-	-	31,163	31,163
投資物業	Investment properties	-	-	-	-	-	-	355,230	355,230
物業、器材及設備	Properties, plant and equipment	-	-	-	-	-	-	8,602,036	8,602,036
其他資產 (包括應收稅項及遞延稅項資產)	Other assets (including current and deferred tax assets)	666,974	3,560,535	27,853	(62,888)	162,837	1,338	75,244	4,431,893
資產總額	Total assets	49,512,065	39,961,027	43,642,481	114,484,451	179,007,465	53,557,472	9,423,886	489,588,847

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.3 流動資金風險（續）
4.3 Liquidity risk (continued)
(A) 到期日分析（續）
(A) Maturity analysis (continued)

		2019							
		即期	一個月內	一至三個月	三至十二個月	一至五年	五年以上	不確定日期	總計
		On demand	Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Indefinite	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
負債	Liabilities								
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	3,135,046	14,021,165	10,069,438	3,758,472	-	-	-	30,984,121
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	-	3,789,576	913,499	345,484	-	-	-	5,048,559
衍生金融工具	Derivative financial instruments	86,597	56,593	171,971	100,310	172,092	-	-	587,563
客戶存款	Deposits from customers	111,516,860	49,354,429	74,057,087	96,400,034	14,213,192	346,180	-	345,887,782
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	-	330,652	2,155,133	2,862,778	10,122,553	-	-	15,471,116
其他賬項及準備（包括應付稅項及遞延稅項負債）	Other accounts and provisions (including current and deferred tax liabilities)	4,888,661	11,877,126	2,358,736	6,210,505	1,961,316	79,755	4,429	27,380,528
後償負債	Subordinated liabilities	-	-	-	-	-	5,438,386	-	5,438,386
負債總額	Total liabilities	119,627,164	79,429,541	89,725,864	109,677,583	26,469,153	5,864,321	4,429	430,798,055
流動資金缺口	Net liquidity gap	(70,115,099)	(39,468,514)	(46,083,383)	4,806,868	152,538,312	47,693,151	9,419,457	58,790,792

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）****4.3 Liquidity risk (continued)****(A) 到期日分析（續）****(A) Maturity analysis (continued)**

上述到期日分類乃按照《銀行業（披露）規則》之相關條文而編製。本集團將逾期不超過 1 個月之資產，例如貸款及債務證券列為「即期」資產。對於按不同款額或分期償還之資產，只有該資產中實際逾期之部分被視作逾期。其他未到期之部分仍繼續根據剩餘期限分類，但假若對該資產之償還存有疑慮，則將該等款項列為「不確定日期」。上述列示之資產已扣除任何相關準備（如有）。

按尚餘到期日對債務證券之分析是為遵循《銀行業（披露）規則》之相關條文而披露的。所作披露不代表此等證券將持有至到期日。

The above maturity classifications have been prepared in accordance with relevant provisions under the Banking (Disclosure) Rules. The Group has reported assets such as advances and debt securities which have been overdue for not more than one month as "On demand". In the case of an asset that is repayable by different payments or instalments, only that portion of the asset that is actually overdue is reported as overdue. Any part of the asset that is not due is reported according to the residual maturity unless the repayment of the asset is in doubt in which case the amount is reported as "Indefinite". The above assets are stated after deduction of provisions, if any.

The analysis of debt securities by remaining period to maturity is disclosed in order to comply with relevant provisions under the Banking (Disclosure) Rules. The disclosure does not imply that the securities will be held to maturity.

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.3 流動資金風險 (續)
4.3 Liquidity risk (continued)
**(B) 按合約到期日分析
之未折現現金流**
(B) Analysis of undiscounted cash flows by contractual maturities
**(a) 非衍生工具之現
金流**
(a) Non-derivative cash flows

下表概述了本集團於12月31日之非衍生金融負債以剩餘合約到期日列示之現金流。

The tables below summarise the cash flows of the Group as at 31 December for non-derivative financial liabilities by remaining contractual maturity.

金融負債

銀行及其他金融機構之存款
及結餘
公允價值變化計入損益之金融
負債
客戶存款
已發行債券證券及存款證

後償負債
其他金融負債

金融負債總額
Financial liabilities

Deposits and balances from banks and
other financial institutions
Financial liabilities at fair value through
profit or loss
Deposits from customers
Debt securities and certificates of
deposit in issue
Subordinated liabilities
Other financial liabilities

Total financial liabilities

2020							總計 Total
一至 一個月內 Up to 1 month	三個月 1 to 3 months	三至 十二個月 3 to 12 months	一至五年 1 to 5 years	五年以上 Over 5 years	不確定 日期 Indefinite	港幣千元 HK\$'000	
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
16,498,604	12,024,268	4,577,299	-	-	-	-	33,100,171
2,160,000	2,577,000	1,914,500	-	-	-	-	6,651,500
196,887,366	67,954,496	77,757,984	12,341,969	95,705	-	-	355,037,520
274,734	2,105,599	8,593,438	14,730,677	-	-	-	25,704,448
-	-	206,191	824,765	6,217,672	-	-	7,248,628
6,721,793	3,723,043	5,863,079	1,287,821	155,092	22,345	-	17,773,173
222,542,497	88,384,406	98,912,491	29,185,232	6,468,469	22,345	445,515,440	

金融負債

銀行及其他金融機構之存款
及結餘
公允價值變化計入損益之金融
負債
客戶存款
已發行債券證券及存款證

後償負債
其他金融負債

金融負債總額
Financial liabilities

Deposits and balances from banks and
other financial institutions
Financial liabilities at fair value through
profit or loss
Deposits from customers
Debt securities and certificates of
deposit in issue
Subordinated liabilities
Other financial liabilities

Total financial liabilities

2019							總計 Total
一至 一個月內 Up to 1 month	三個月 1 to 3 months	三至 十二個月 3 to 12 months	一至五年 1 to 5 years	五年以上 Over 5 years	不確定 日期 Indefinite	港幣千元 HK\$'000	
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
17,164,124	10,094,531	3,758,196	-	-	-	-	31,016,851
3,791,500	917,000	350,000	-	-	-	-	5,058,500
160,919,553	74,366,567	97,547,445	15,694,024	408,382	-	-	348,935,971
331,073	2,165,041	2,901,837	11,265,385	-	-	-	16,663,336
-	-	207,140	828,558	6,450,493	-	-	7,486,191
16,218,685	2,107,455	5,704,523	1,024,600	79,755	4,353	-	25,139,371
198,424,935	89,650,594	110,469,141	28,812,567	6,938,630	4,353	434,300,220	

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.3 流動資金風險（續）****(B) 按合約到期日分析
之未折現現金流
（續）****(b) 衍生工具之現金
流**

下表概述了本集團於 12 月 31 日以剩餘合約到期日列示之現金流，包括按淨額基準結算之衍生金融負債，及所有按總額基準結算之衍生金融工具（不論有關合約屬資產或負債）。除部分衍生工具以公允值列示外，下表披露的其他金額均為未經折現的合同現金流。

本集團按淨額基準結算之衍生金融工具主要包括利率掉期，而按總額基準結算之衍生金融工具主要包括貨幣遠期及貨幣掉期。

4.3 Liquidity risk (continued)**(B) Analysis of undiscounted cash flows by contractual maturities (continued)****(b) Derivative cash flows**

The tables below summarise the cash flows of the Group by remaining contractual maturity as at 31 December for derivative financial liabilities that will be settled on a net basis, together with all derivative financial instruments that will be settled on a gross basis regardless of whether the contract is in an asset or liability position. The amounts disclosed in the tables are the contractual undiscounted cash flows, except for certain derivatives which are disclosed at fair value.

The Group's derivative financial instruments that will be settled on a net basis mainly include interest rate swaps whereas derivative financial instruments that will be settled on a gross basis mainly include currency forwards and currency swaps.

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.3 流動資金風險 (續)
4.3 Liquidity risk (continued)
**(B) 按合約到期日分析
之未折現現金流
(續)**
(B) Analysis of undiscounted cash flows by contractual maturities (continued)
**(b) 衍生工具之現金
流 (續)**
(b) Derivative cash flows (continued)

		2020					
		一 個月 內	一 至 三 個 月	三 至 十 二 個 月	一 至 五 年	五 年 以 上	總 計
		Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
按淨額基準結 算之衍生金 融負債	Derivative financial liabilities settled on a net basis	(93,648)	(9,546)	(53,811)	(122,757)	(290)	(280,052)
按總額基準結 算之衍生金 融工具	Derivative financial instruments settled on a gross basis						
總流入	Total inflow	20,162,296	16,529,023	19,825,166	-	-	56,516,485
總流出	Total outflow	(20,446,247)	(16,748,791)	(20,071,073)	-	-	(57,266,111)
		2019					
		一 個月 內	一 至 三 個 月	三 至 十 二 個 月	一 至 五 年	五 年 以 上	總 計
		Up to 1 month	1 to 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
按淨額基準結 算之衍生金 融負債	Derivative financial liabilities settled on a net basis	168,387	92	(90)	(41,534)	(2,172)	124,683
按總額基準結 算之衍生金 融工具	Derivative financial instruments settled on a gross basis						
總流入	Total inflow	20,828,220	9,548,509	13,895,141	3,144,846	-	47,416,716
總流出	Total outflow	(20,886,517)	(10,136,847)	(14,260,317)	(3,133,199)	-	(48,416,880)

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.3 流動資金風險（續）
4.3 Liquidity risk (continued)
**(B) 按合約到期日分析
之未折現現金流
（續）**
(B) Analysis of undiscounted cash flows by contractual maturities (continued)
**(c) 資產負債表外
項目**
(c) Off-balance sheet items
貸款承擔
Loan commitments

有關本集團於2020年12月31日向客戶承諾延長信貸及其他融資之表外金融工具，其合約金額為港幣127,569,218,000元（2019年：港幣123,699,299,000元），此等貸款承擔可於一年內提取。

The contractual amounts of the Group's off-balance sheet financial instruments as at 31 December 2020 that the Group commits to extend credit to customers and other facilities totalled HK\$127,569,218,000 (2019: HK\$123,699,299,000). Those loan commitments can be drawn within one year.

**財務擔保及其他
財務融資**
Financial guarantees and other financial facilities

本集團於2020年12月31日之財務擔保及其他財務融資金額為港幣33,002,671,000元（2019年：港幣24,500,563,000元），其到期日少於一年。

Financial guarantees and other financial facilities of the Group as at 31 December 2020 totalled HK\$33,002,671,000 (2019: HK\$24,500,563,000) are maturing no later than one year.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.4 資本管理**

本集團資本管理的主要目標是維持與集團整體風險狀況相稱的資本充足水平，同時為股東帶來最大回報。資產負債管理委員會定期檢討本集團資本結構，並在需要時進行調整以保持風險、回報與資本充足性的最佳平衡。

本集團已經建立並維持一套有效的資本管理政策和調控機制。此套機制保證集團在支持業務發展的同時，滿足法定資本充足率的要求。資產負債管理委員會負責監控集團的資本充足性。本集團在報告時段內就銀行業務符合各項金管局的法定資本規定，詳述如下：

本集團在過往年度採用基礎內部評級基準計算法計算大部分非證券化類別風險承擔的信用風險資本要求及採用內部模式計算法計算外匯及利率的一般市場風險資本要求，並根據《銀行業（資本）規則》第 317C 條獲金管局批准豁免計算結構性外匯敞口產生的市場風險資本要求。

4.4 Capital management

The major objective of the Group's capital management is to maximise total shareholders' return while maintaining a capital adequacy position in relation to the Group's overall risk profile. The ALCO periodically reviews the Group's capital structure and adjusts the capital mix where appropriate to maintain an optimal balance among risk, return and capital adequacy.

The Group has developed and maintained a sound framework of policies and controls on capital management to support the development of the Group's business and to meet the statutory capital adequacy ratio. The ALCO monitors the Group's capital adequacy. The Group has complied with all the statutory capital requirements of the HKMA for the reported periods in respect of banking operation as further elaborated below.

In prior years, the Group adopted the foundation internal ratings-based ("FIRB") approach to calculate the credit risk capital charge for the majority of its non-securitisation exposures and the internal models ("IMM") approach to calculate the general market risk capital charge for foreign exchange and interest rate exposures and, with the approval from the HKMA, excluded its structural FX positions pursuant to section 317C of the Banking (Capital) Rules in the calculation of the market risk capital charge.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.4 資本管理（續）**

由 2020 年 1 月 1 日起，本集團改為採用標準（信用風險）計算法及標準（市場風險）計算法分別計算信用風險資本要求及市場風險資本要求。

本集團繼續採用標準信貸估值調整方法計算具有信貸估值調整風險的交易對手資本要求及標準（業務操作風險）計算法計算操作風險資本要求。

本集團於 2020 年繼續採用內部資本充足評估程序以符合金管局監管政策手冊「監管審查程序」內的要求。按金管局對第二支柱的指引，內部資本充足評估程序主要用以評估在第一支柱下未有涵蓋或充分涵蓋的重大風險所需的額外資本，從而設定本集團最低普通股權一級資本比率、最低一級資本比率及最低總資本比率。同時，本集團亦就前述的資本比率設定了運作區間，以支持業務發展需要及促進資本的有效運用。本集團認為內部資本充足評估程序是一個持續的資本管理過程，並會因應自身的整體風險狀況而定期重檢及按需要調整其資本結構。

4.4 Capital management (continued)

From 1 January 2020, the Group has migrated to adopt standardised (credit risk) (“STC”) approach and standardised (market risk) (“STM”) approach to calculate the credit risk capital charge and the market risk capital charge respectively.

The Group continues to adopt the standardised credit valuation adjustment (“CVA”) method to calculate the capital charge for the CVA risk of the counterparty and the standardised (operational risk) (“STO”) approach to calculate the operational risk capital charge.

The Group has continued to adopt an internal capital adequacy assessment process (“ICAAP”) to comply with the HKMA’s requirements in the Supervisory Policy Manual “Supervisory Review Process” in 2020. Based on the HKMA’s guidelines on Pillar II, ICAAP has been initiated to assess the extra capital needed to cover the material risks not captured or not adequately captured under Pillar I, and therefore minimum Common Equity Tier 1 capital ratio, minimum Tier 1 capital ratio and minimum Total capital ratio are determined. Meanwhile, operating ranges for the aforementioned capital ratios have also been established which enable the flexibility for future business growth and efficiency of capital utilisation. The Group considers this ICAAP as an on-going process for capital management and periodically reviews and adjusts its capital structure where appropriate in relation to the overall risk profile.

財務報表附註（續） Notes to the Financial Statements (continued)**4. 金融風險管理（續） 4. Financial risk management (continued)****4.4 資本管理（續）**

此外，本集團每年制定年度資本規劃，由資產負債管理委員會審議後呈董事會批准。資本規劃從業務策略、股東回報、風險偏好、信用評級、監控要求等多維度評估對資本充足性的影響，從而預測未來資本需求及資本來源，以保障集團能維持良好的資本充足性及資本組合結構，配合業務發展，保持風險、回報與資本充足性的最佳平衡。

(A) 監管綜合基礎

監管規定的綜合基礎乃根據《銀行業（資本）規則》由本銀行及其部分金管局指定之附屬公司組成。在會計處理方面，則按照香港財務報告準則綜合附屬公司，其名單載於「附錄－本銀行之附屬公司」。

4.4 Capital management (continued)

In addition, the capital plan of the Group is drawn up annually and then submitted to the Board for approval after endorsement of the ALCO. The plan is built up by assessing the implications of various factors upon capital adequacy such as the business strategies, return on equity, risk appetite, credit rating, as well as regulatory requirements. Hence, the future capital requirement is determined and capital sources are identified also. The plan is to ensure the Group maintains adequate capital and appropriate capital structure which align with its business development needs, thereby achieving an optimal balance among risk, return and capital adequacy.

(A) Basis of regulatory consolidation

The consolidation basis for regulatory purposes comprises the positions of the Bank and certain subsidiaries specified by the HKMA in accordance with the Banking (Capital) Rules. For accounting purposes, subsidiaries are consolidated in accordance with HKFRSs and the list of subsidiaries is set out in "Appendix – Subsidiaries of the Bank".

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.4 資本管理（續）
4.4 Capital management (continued)
(A) 監管綜合基礎（續）
(A) Basis of regulatory consolidation (continued)

包括在會計準則綜合範圍，而不包括在監管規定綜合範圍內的附屬公司之詳情如下：

The particulars of subsidiaries which are included within the accounting scope of consolidation but not included within the regulatory scope of consolidation are as follows:

名稱	Name	2020		2019	
		資產總額 Total assets 港幣千元 HK\$'000	資本總額 Total equity 港幣千元 HK\$'000	資產總額 Total assets 港幣千元 HK\$'000	資本總額 Total equity 港幣千元 HK\$'000
南洋商業銀行信託有限公司	Nanyang Commercial Bank Trustee Limited	16,746	16,637	16,678	16,561
廣利南投資管理有限公司	Kwong Li Nam Investment Agency Limited	4,914	4,561	4,948	4,551
南洋商業銀行（代理人）有限公司	Nanyang Commercial Bank (Nominees) Limited	1,441	1,441	1,449	1,449

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.4 資本管理（續）
4.4 Capital management (continued)
(A) 監管綜合基礎（續）
(A) Basis of regulatory consolidation (continued)

以上附屬公司的主要業務載於「附錄一本銀行之附屬公司」。

The principal activities of the above subsidiaries are set out in "Appendix – Subsidiaries of the Bank".

於2020年12月31日，並無任何附屬公司只包括在監管規定綜合範圍，而不包括在會計準則綜合範圍(2019年：無)。

There were no subsidiaries which are included within the regulatory scope of consolidation but not included within the accounting scope of consolidation as at 31 December 2020 (2019: Nil).

於2020年12月31日，亦無任何附屬公司同時包括在會計準則和監管規定綜合範圍而使用不同綜合方法(2019年：無)。

Neither were there any subsidiaries which are included within both the accounting scope of consolidation and the regulatory scope of consolidation where the methods of consolidation differ as at 31 December 2020 (2019: Nil).

(B) 資本比率
(B) Capital ratio

		<u>2020</u>	<u>2019</u>
普通股權一級資本比率	CET1 capital ratio	<u>12.89%</u>	<u>14.58%</u>
一級資本比率	Tier 1 capital ratio	<u>15.61%</u>	<u>17.99%</u>
總資本比率	Total capital ratio	<u>19.26%</u>	<u>21.73%</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.4 資本管理 (續)
(B) 資本比率 (續)

用於計算以上資本比率之扣減後的綜合資本基礎分析如下：

4.4 Capital management (continued)
(B) Capital ratio (continued)

The consolidated capital base after deductions used in the calculation of the above capital ratios is analysed as follows:

	2020	2019
	港幣千元	港幣千元
	HK\$'000	HK\$'000
普通股權一級資本：票據及儲備		
直接發行的合資格普通股權一級資本票據	3,144,517	3,144,517
保留溢利	40,738,381	37,165,269
已披露的儲備	9,821,320	9,157,646
監管扣減之前的普通股權一級資本	53,704,218	49,467,432
普通股權一級資本：監管扣減		
估值調整	(118)	(39)
已扣除遞延稅項負債的遞延稅項資產	(430,257)	(58,000)
按公平價值估值的負債因本身的信用風險變動所產生的損益	(2,133)	(1,420)
因土地及建築物（自用及投資用途）進行價值重估而產生的累積公平價值收益	(6,781,431)	(6,899,837)
一般銀行業務風險監管儲備	(2,453,479)	(2,694,377)
對普通股權一級資本的監管扣減總額	(9,667,418)	(9,653,673)
普通股權一級資本	44,036,800	39,813,759
額外一級資本	9,314,890	9,314,890

財務報表附註 (續) Notes to the Financial Statements (continued)
4. 金融風險管理 (續) 4. Financial risk management (continued)
4.4 資本管理 (續)
4.4 Capital management (continued)
(B) 資本比率 (續)
(B) Capital ratio (continued)

		2020	2019
		港幣千元	港幣千元
		HK\$'000	HK\$'000
一級資本	Tier 1 capital	53,351,690	49,128,649
二級資本：票據及準備金	Tier 2 capital: instruments and provisions		
合資格二級資本票據加任何相關股份溢價	Qualifying Tier 2 capital instruments plus any related share premium	5,392,907	5,414,796
合資格計入二級資本的集體減值備抵及一般銀行風險監管儲備	Collective impairment allowances and regulatory reserve for general banking risks eligible for inclusion in Tier 2 capital	4,020,931	1,697,544
監管扣減之前的二級資本	Tier 2 capital before regulatory deductions	9,413,838	7,112,340
二級資本：監管扣減	Tier 2 capital: regulatory deductions		
加回合資格計入二級資本的因對土地及建築物(自用及投資用途)進行價值重估而產生的累積公平價值收益	Add back of cumulative fair value gains arising from the revaluation of land and buildings (own-use and investment properties) eligible for inclusion in Tier 2 capital	3,051,644	3,104,927
對二級資本的監管扣減總額	Total regulatory deductions to Tier 2 capital	3,051,644	3,104,927
二級資本	Tier 2 capital	12,465,482	10,217,267
總資本	Total capital	65,817,172	59,345,916
防護緩衝資本比率分析如下：	The capital buffer ratios are analysed as follows:		
		於 2020 年 12 月 31 日 At 31 December 2020	於 2019 年 12 月 31 日 At 31 December 2019
防護緩衝資本比率	Capital conservation buffer ratio	2.5%	2.5%
逆周期緩衝資本比率	Countercyclical capital buffer ratio	0.61%	1.11%

財務報表附註 (續) Notes to the Financial Statements (continued)**4. 金融風險管理 (續) 4. Financial risk management (continued)****4.4 資本管理 (續)****(B) 資本比率 (續)**

根據《銀行業 (資本) 規則》，於 2016 至 2019 年間分階段引入防護緩衝資本 (「CCB 比率」)，目的是確保銀行在受壓期外，建立風險加權資產之 2.5% 之資本。逆周期緩衝資本 (「CCyB 比率」) 則是由個別司法管轄區設置，用以在信貸增長過度時期抵禦未來的損失。香港金融管理局公佈香港地區適用的逆周期緩衝資本，由 2019 年 10 月 14 日及 2020 年 3 月 16 日起分別為風險加權資產之 2.00% 及 1.00%。

有關資本披露的補充資料可於本銀行網頁 www.ncb.com.hk 中「監管披露」一節瀏覽。

4.4 Capital management (continued)**(B) Capital ratio (continued)**

In accordance with the Banking (Capital) Rules, the phase-in from 2016 to 2019 of the Capital Conservation Buffer ("CCB") is designed to ensure banks build up capital outside periods of stress of 2.5% of risk-weighted assets ("RWAs"). The Countercyclical Capital Buffer ("CCyB") which is set on an individual country basis and is built up during periods of excess credit growth to protect against future losses. The HKMA announced a CCyB for Hong Kong of 2.00% and 1.00% of RWAs from 14 October 2019 and 16 March 2020 respectively.

The additional information of capital disclosures is available under section "Regulatory Disclosures" on the Bank's website at www.ncb.com.hk.

財務報表附註（續） Notes to the Financial Statements (continued)
4. 金融風險管理（續） 4. Financial risk management (continued)
4.4 資本管理（續）
4.4 Capital management (continued)
(C) 槓桿比率
(C) Leverage ratio

		<u>2020</u>	<u>2019</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
一級資本	Tier 1 capital	<u>53,351,690</u>	<u>49,128,649</u>
槓桿比率風險承擔	Leverage ratio exposure	<u>533,313,515</u>	<u>512,744,692</u>
槓桿比率	Leverage ratio	<u>10.00%</u>	<u>9.58%</u>

有關槓桿比率披露的補充資料可於本銀行網頁 www.ncb.com.hk 中「監管披露」一節瀏覽。

The additional information of leverage ratio disclosures is available under section "Regulatory Disclosures" on the Bank's website at www.ncb.com.hk.

財務報表附註（續） Notes to the Financial Statements (continued)

5. 資產和負債的公允值 5. Fair values of assets and liabilities

所有以公允值計量或在財務報表內披露的資產及負債，均按香港財務報告準則第13號「公允值計量」的定義，於公允值層級表內分類。該等分類乃參照估值方法所採用的因素之可觀察性及重大性，並基於對整體公允值計量有重大影響之最低層級因素來釐定：

- 第一層級：相同資產或負債在活躍市場中的報價（未經調整）。此層級包括上市股份證券、部分政府發行的債務工具、若干場內交易的衍生合約及貴金屬。
- 第二層級：乃基於估值技術所採用的最低層級因素（同時需對整體公允值計量有重大影響）可被直接或間接地觀察。此層級包括大部分場外交易的衍生合約、從估值服務供應商獲取價格的債務證券及存款證。同時亦包括對可觀察的市場因素進行了不重大調整的貴金屬及物業。
- 第三層級：乃基於估值技術所採用的最低層級因素（同時需對整體公允值計量有重大影響）屬不可被觀察。此層級包括有重大不可觀察因素的非上市股權投資、轉貼現及福費廷。同時亦包括對可觀察的市場因素進行了重大調整的物業。

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy as defined in HKFRS 13, "Fair value measurement". The categorisation are determined with reference to the observability and significance of the inputs used in the valuation methods and based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: based on quoted prices (unadjusted) in active markets for identical assets or liabilities. This category includes listed equity shares, debt instruments issued by certain governments, certain exchange-traded derivative contracts and precious metals.
- Level 2: based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly. This category includes majority of the OTC derivative contracts, debt securities and certificates of deposit with quote from pricing services vendors. It also includes precious metals and properties with insignificant adjustments made to observable market inputs.
- Level 3: based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. This category includes unlisted equity investment, rediscounted bills and forfeiting with significant unobservable components. It also includes properties with significant adjustments made to observable market inputs.

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)**

對於以重複基準確認於財務報表的資產及負債，本集團會於每一財務報告週期的結算日重新評估其分類（基於對整體公允值計量有重大影響之最低層級因素），以確定有否在公允值層級之間發生轉移。

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

5.1 以公允值計量的金融工具**5.1 Financial instruments measured at fair value**

本集團建立了完善的公允值管治及控制架構，公允值數據由獨立於前線的控制單位確定或核實。各控制單位負責獨立核實前線業務之估值結果及重大公允值數據。其他特定控制程序包括核實可觀察的估值參數。重大估值事項將向管理層匯報。

The Group has an established governance structure and controls framework to ensure that fair values are either determined or validated by control units independent of the front offices. Control units have overall responsibility for independent verification of valuation results from front line businesses and all other significant fair value measurements. Specific controls include verification of observable pricing inputs. Significant valuation issues are reported to the Management.

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)****5.1 以公允值計量的金融工具 (續)**

當無法從公開市場獲取報價時，本集團通過一些估值技術或經紀／交易商之詢價來確定金融工具的公允值。

對於本集團所持有的金融工具，其估值技術使用的主要參數包括債券價格、利率、匯率、權益及股票價格、波幅、交易對手信貸利差及其他，主要為可從公開市場觀察及獲取的參數。

用以釐定以下金融工具公允值的估值方法如下：

債務工具、存款證、轉貼現、福費廷

此類工具的公允值由交易所、交易商或外間獨立估值服務供應商提供的市場報價或使用貼現現金流模型分析而決定。貼現現金流模型是一個利用預計未來現金流，以一個可反映市場上相類似風險的工具所需信貸息差之貼現率或一般以月末同樣產品成交利率為基準，同時參考同業詢價形成最後的貼現率。這些參數是市場上可觀察或由可觀察或不可觀察的市場數據證實。

5.1 Financial instruments measured at fair value (continued)

The Group uses valuation techniques or broker/dealer quotations to determine the fair value of financial instruments when unable to obtain the open market quotation in active markets.

The main parameters used in valuation techniques for financial instruments held by the Group include bond prices, interest rates, foreign exchange rates, equity and stock prices, volatilities, counterparty credit spreads and others, which are mostly observable and obtainable from open market.

The technique used to calculate the fair value of the following financial instruments is as below:

Debt instruments, certificates of deposit, rediscounted bills and forfeiting

The fair value of these instruments is determined by obtaining quoted market prices from exchange, dealer or independent pricing service vendors or using discounted cash flow technique. Discounted cash flow model is a valuation technique that measures present value using estimated expected future cash flows from the instruments and then discounts these flows using a discount margin that reflects the credit spreads required by the market for instruments with similar risk or a discount rate which is referred to the transaction interest rate of instruments with similar risk as at the end of the month and inter-bank bid rate as the final discount rate. These inputs are observable or can be corroborated by observable or unobservable market data.

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允價值 (續) 5. Fair values of assets and liabilities (continued)****5.1 以公允價值計量的金融工具 (續)**衍生工具

場外交易的衍生工具合約包括外匯、利率或商品的遠期、掉期及期權合約。衍生工具合約的價格主要由貼現現金流模型及期權計價模型等估值技術釐定。所使用的參數為可觀察或不可觀察市場數據。可觀察的參數包括利率、匯率、商品價格及波幅。不可觀察的參數如波動率曲面可用於嵌藏於結構性存款中非交易頻繁的期權類產品。對一些複雜的衍生工具合約，公允價值將按經紀/交易商之報價為基礎。

本集團對場外交易的衍生工具作出了信貸估值調整及債務估值調整。調整分別反映對市場因素變化、交易對手信譽及集團自身信貸息差的期望。有關調整主要是按每一交易對手，以未來預期敞口、違約率及收回率釐定。

5.1 Financial instruments measured at fair value (continued)Derivatives

OTC derivative contracts include forward, swap and option contracts on foreign exchange, interest rate or commodity. The fair values of these contracts are mainly measured using valuation techniques such as discounted cash flow models and option pricing models. The inputs can be observable or unobservable market data. Observable inputs include interest rate, foreign exchange rates, commodity prices and volatilities. Unobservable inputs such as volatility surface may be used for less commonly traded option products which are embedded in structured deposits. For certain complex derivative contracts, the fair values are determined based on broker/dealer price quotations.

Credit valuation adjustments ("CVA") and debit valuation adjustments ("DVA") are applied to the Group's OTC derivatives. These adjustments reflect market factors movement, expectations of counterparty creditworthiness and the Group's own credit spread respectively. They are mainly determined for each counterparty and are dependent on expected future values of exposures, default probabilities and recovery rates.

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允值 5. Fair values of assets and liabilities (continued)
 （續）

5.1 以公允值計量的金融工具（續） 5.1 Financial instruments measured at fair value (continued)
(A) 公允值的等級
(A) Fair value hierarchy

		2020			
		第一層級 Level 1	第二層級 Level 2	第三層級 Level 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融資產	Financial assets				
公允值變化計入損益之 金融資產（附註 20）	Financial assets at fair value through profit or loss (Note 20)				
- 交易性	- Trading				
- 債務證券	- Debt securities	-	6,497,759	-	6,497,759
- 強制性以公允值變 化計入損益， 非交易性	- Mandatorily measured at fair value through profit or loss, non trading				
- 其他	- Others	-	-	16,415,554	16,415,554
衍生金融工具 （附註 21）	Derivative financial instruments (Note 21)	267,649	763,414	-	1,031,063
以公允值變化計入其他 全面收益的金融投資 （附註 23）	Financial investments at fair value through other comprehensive income (Note 23)				
- 債務證券及 存款證	- Debt securities and certificates of deposit	1,162,689	128,893,348	-	130,056,037
- 股份證券	- Equity securities	-	-	54,109	54,109
		<u>88,464</u>	<u>1,794,489</u>	<u>-</u>	<u>1,882,953</u>
金融負債	Financial liabilities				
公允值變化計入損益之 金融負債（附註 27）	Financial liabilities at fair value through profit or loss (Note 27)				
- 交易性	- Trading	-	6,650,987	-	6,650,987
衍生金融工具 （附註 21）	Derivative financial instruments (Note 21)	88,464	1,794,489	-	1,882,953

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允值 5. Fair values of assets and liabilities (continued)
 （續）

5.1 以公允值計量的金融工具（續） 5.1 Financial instruments measured at fair value (continued)
**(A) 公允值的等級
（續）**
(A) Fair value hierarchy (continued)

		2019			
		第一層級 Level 1	第二層級 Level 2	第三層級 Level 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融資產	Financial assets				
公允值變化計入損益之 金融資產（附註 20）	Financial assets at fair value through profit or loss (Note 20)				
- 交易性	- Trading				
- 債務證券	- Debt securities	-	6,662,582	-	6,662,582
- 強制性以公允值變 化計入損益， 非交易性	- Mandatorily measured at fair value through profit or loss, non trading				
- 股份證券	- Equity securities	83,050	-	-	83,050
- 其他	- Others	-	-	7,908,715	7,908,715
衍生金融工具 （附註 21）	Derivative financial instruments (Note 21)	257,665	331,951	-	589,616
以公允值變化計入其他 全面收益的金融投資 （附註 23）	Financial investments at fair value through other comprehensive income (Note 23)				
- 債務證券及 存款證	- Debt securities and certificates of deposit	-	142,861,990	-	142,861,990
- 股份證券	- Equity securities	-	-	31,163	31,163
金融負債	Financial liabilities				
公允值變化計入損益之 金融負債（附註 27）	Financial liabilities at fair value through profit or loss (Note 27)				
- 交易性	- Trading	-	5,048,559	-	5,048,559
衍生金融工具 （附註 21）	Derivative financial instruments (Note 21)	88,985	498,578	-	587,563

本集團之金融資產及
負債於年內均沒有第
一層級及第二層級之
間的轉移（2019 年：
無）。

There were no financial asset and liability transfers between level 1 and level 2 for the Group during the year (2019: Nil).

財務報表附註 (續) Notes to the Financial Statements (continued)
5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)
5.1 以公允值計量的金融工具 (續)
5.1 Financial instruments measured at fair value (continued)
(B) 第三層級的项目變動
(B) Reconciliation of level 3 items

		2020	
		金融資產	
		Financial assets	
		強 制 性 以 公 允 值 變 化 計 入 損 益 非 交 易 性 Non trading	以公允值計入 其他全面收益 的金融投資 Financial investments at fair value through other comprehensive income
		其他 Others	股份證券 Equity securities
		港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	7,908,715	31,163
收益	Gains		
- 收益表	- Income statement	450,003	-
- 其他全面收益	- Other comprehensive income		
- 以公允值計入其 他全面收益的 金融資產之公 允值變化	- Change in fair value of financial assets at fair value through other comprehensive income	-	22,946
- 匯兌差額	- Exchange difference	545,912	-
買入	Purchases	100,853,300	-
賣出	Sales	(93,342,376)	-
於 2020 年 12 月 31 日	At 31 December 2020	16,415,554	54,109
於 2020 年 12 月 31 日 持有的金融資產於期 內計入收益表的未實 現收益總額	Total unrealised gain for the period included in income statement for financial assets held as at 31 December 2020	21,583	-

財務報表附註 (續) Notes to the Financial Statements (continued)
5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)
5.1 以公允值計量的金融工具 (續)
5.1 Financial instruments measured at fair value (continued)
(B) 第三層級的項目變動 (續)
(B) Reconciliation of level 3 items (continued)

		2019	
		金融資產	
		Financial assets	
		強制性以公允值 變化計入損益 Mandatorily measured at fair value through profit or loss 非交易性 Non trading	以公允值計入 其他全面收益 的金融投資 Financial investments at fair value through other comprehensive income
		其他*	股份證券
		Others*	Equity securities
		港幣千元 HK\$'000	港幣千元 HK\$'000
於 2019 年 1 月 1 日	At 1 January 2019	3,786,290	31,833
收益 / (虧損)	Gains/(losses)		
- 收益表	- Income statement	145,053	-
- 其他全面收益	- Other comprehensive income		
- 以公允值計入其他全面收益的金融資產之公允值變化	- Change in fair value of financial assets at fair value through other comprehensive income	-	(670)
- 匯兌差額	- Exchange difference	(187,440)	-
買入	Purchases	77,273,560	-
賣出	Sales	(73,108,748)	-
於 2019 年 12 月 31 日	At 31 December 2019	7,908,715	31,163
於 2019 年 12 月 31 日持有的金融資產於期內計入收益表的未實現收益總額	Total unrealised gain for the period included in income statement for financial assets held as at 31 December 2019	17,032	-

* 為配合本年呈列，部分比較金額已重列。

* Certain comparative amounts have been restated according to the current year presentation.

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)****5.1 以公允值計量的金融工具 (續)****5.1 Financial instruments measured at fair value (continued)****(B) 第三層級的項目變動 (續)****(B) Reconciliation of level 3 items (continued)**

於 2020 年 12 月 31 日及 2019 年 12 月 31 日，分類為第三層級的金融工具主要為以公允值變化計入損益之金融資產及非上市股權。

As at 31 December 2020 and 31 December 2019, financial instruments categorised as level 3 are mainly comprised of financial assets at fair value through profit or loss and unlisted equity shares.

對於某些低流動性其他以公允值變化計入損益和以公允值計入其他全面收益之金融資產，本集團從交易對手處詢價；其公允值的計量可能採用了對估值產生重大影響的不可觀察參數，因此本集團將這些金融工具劃分至第三層級。本集團已建立相關內部控制程序監控集團對此類金融工具的敞口。

For certain illiquid others financial assets classified as fair value through profit or loss and fair value through other comprehensive income, the Group obtains valuation quotations from counterparties which may be based on unobservable inputs with significant impact on the valuation. Therefore, these instruments have been classified by the Group as level 3. The Group has established internal control procedures to control the Group's exposure to such financial instruments.

非上市股權的公允值乃參考可供比較的上市公司之平均市價／盈利倍數，或若沒有合適可供比較的公司，則按其資產淨值釐定。本集團未上市以公允價值計量且其變動計入其他綜合收益的股份在公允價值計量中採用的重大不可觀察參數如下：

The fair values of unlisted equity shares are determined with reference to multiples of comparable listed companies, such as average of the price/earning ratios of comparables, or net asset value, if appropriate comparables are not available. The significant unobservable inputs applied in the fair values measurement of the Group's unlisted fair value through other comprehensive income equity shares are as follows:

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允價值 (續) 5. Fair values of assets and liabilities (continued)
5.1 以公允價值計量的金融工具 (續)
5.1 Financial instruments measured at fair value (continued)
(B) 第三層級的項目變動 (續)
(B) Reconciliation of level 3 items (continued)

估值方法 Valuation method	重大不可觀察參數 Significant unobservable inputs	範圍 Range	不可觀察參數與公允價值的關係 Relationship of unobservable inputs to fair value
市場比較法 Market comparison approach	市價／盈利倍數 Price/earning ratios	7.0 - 52.7 (2019: N/A)	市價／盈利倍數愈高，公允價值愈高 The higher the price/earning ratios, the higher the fair value.
	企業價值/稅息折舊及攤銷前利潤 EV/EBITDA	0.08 - 34.29 (2019: N/A)	企業價值/稅息折舊及攤銷前利潤愈高，公允價值愈高 The higher the EV/EBITDA ratios, the higher the fair value.
	流動性貼水 Liquidity discount	30% (2019: N/A)	流動性貼水愈高，公允價值愈低 The higher the liquidity discount, the lower the fair value.
資產淨值 Net asset value	不適用 N/A	不適用 N/A	不適用 N/A

公允價值與適合採用之可比市價／倍數比率和企業價值/稅息折舊及攤銷前利潤，或資產淨值存在正向關係。若應用於估值技術上的重大不可觀察參數增加／減少5%，則本集團其他全面收益將增加／減少港幣2,705,000元(2019年12月31日：港幣1,558,000元)。當以公允價值計量且其變動計入其他全面收益之非上市股權股份的公允價值受到多於一項的不可觀察參數影響時，前述的影響反映由個別不同參數產生的最有利或最不利之變化。

The fair value is positively correlated to the price/earning ratios and EV/EBITDA of appropriate comparables or net asset values. Had the significant unobservable inputs applied on the valuation techniques increased/decreased by 5% (31 December 2019: 5%), the Group's other comprehensive income would have increased/decreased by HK\$2,705,000 (31 December 2019: HK\$1,558,000). When the fair value of the unlisted fair value through other comprehensive income equity shares is affected by more than one unobservable input, the aforesaid impact reflects the most favourable or the most unfavourable change from varying inputs individually.

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)****5.2 非以公允值計量的金融工具**

公允值是以在一特定時點按相關市場資料及不同金融工具之資料來評估。以下之方法及假設已按實際情況應用於評估各類金融工具之公允值。

存放／尚欠銀行及其他金融機構之結餘及貿易票據

大部分之金融資產及負債將於結算日後一年內到期，其賬面值與公允值相若。

客戶貸款

大部分之客戶貸款是浮動利率，按市場息率計算利息，其賬面值與公允值相若。

以攤餘成本作計量的債務工具

以攤餘成本作計量的債務工具之公允值釐定與附註5.1內以公允值計量的債務工具採用之方法相同。

客戶存款

大部分之客戶存款將於結算日後一年內到期，其賬面值與公允值相若。

已發行債務證券及存款證

此類工具之公允值釐定與附註5.1內以公允值計量的債務工具及存款證採用之方法相同。

後償負債

此類工具之公允值釐定與附註5.1內以公允值計量的債務工具及存款證採用之方法相同。

5.2 Financial instruments not measured at fair value

Fair value estimates are made at a specific point in time based on relevant market information and information about various financial instruments. The following methods and assumptions have been used to estimate the fair value of each class of financial instrument as far as practicable.

Balances with/from banks and other financial institutions and trade bills

Substantially all the financial assets and liabilities mature within one year from the balance sheet date and their carrying value approximates fair value.

Advances to customers

Substantially all the advances to customers are on floating rate terms, bear interest at prevailing market interest rates and their carrying value approximates fair value.

Debt instruments at amortised cost

The fair value of debt instruments at amortisation cost is determined by using the same approach as those debt instruments measured at fair value as described in Note 5.1.

Deposits from customers

Substantially all the deposits from customers mature within one year from the balance sheet date and their carrying value approximates fair value.

Debt securities and certificates of deposit in issue

The fair value of these instruments is determined by using the same approach as those debt instruments and certificates of deposit measured at fair value as described in Note 5.1.

Subordinated liabilities

The fair value of the instrument is determined by using the same approach as those debt instruments and certificates of deposit measured at fair value as described in Note 5.1.

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)
5.2 非以公允值計量的金融工具 (續)

除以上其賬面值與公允值相若的金融工具外，下表為非以公允值計量的金融工具之賬面值和公允值。

5.2 Financial instruments not measured at fair value (continued)

The following tables set out the carrying values and fair values of the financial instruments not measured at fair value, except for the above with their carrying values being approximation of fair values.

	2020		2019	
	賬面值	公允值	賬面值	公允值
	Carrying value	Fair value	Carrying value	Fair value
	港幣千元	港幣千元	港幣千元	港幣千元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
金融資產	Financial assets			
以攤餘成本作計量的債務工具	Debt instruments at amortised cost			
	2,779,095	2,859,873	3,865,784	3,934,640
金融負債	Financial liabilities			
已發行債務證券及存款證	Debt securities and certificates of deposit in issue			
	24,014,435	24,178,199	15,471,116	15,659,408
後償負債	Subordinated liabilities			
	5,416,390	5,622,606	5,438,386	5,514,042

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)
5.2 非以公允值計量的金融工具 (續)

下表列示已披露其公允值的金融工具之公允值等級。

5.2 Financial instruments not measured at fair value (continued)

The following tables show the fair value hierarchy for financial instruments with fair values disclosed.

		2020			
		第一層級 Level 1	第二層級 Level 2	第三層級 Level 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融資產	Financial assets				
以攤餘成本作計量的債務工具	Debt instruments at amortised cost	-	1,898,476	961,397	2,859,873
金融負債	Financial liabilities				
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	-	24,178,199	-	24,178,199
後償負債	Subordinated liabilities	-	5,622,606	-	5,622,606
		2019			
		第一層級 Level 1	第二層級 Level 2	第三層級 Level 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融資產	Financial assets				
以攤餘成本作計量的債務工具	Debt instruments at amortised cost	-	2,578,375	1,356,265	3,934,640
金融負債	Financial liabilities				
已發行債務證券及存款證	Debt securities and certificates of deposit in issue	-	15,659,408	-	15,659,408
後償負債	Subordinated liabilities	-	5,514,042	-	5,514,042

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)****5.3 以公允值計量的非金融工具**

本集團通過一些估值技術或活躍市場報價來確定非金融工具的公允值。

投資物業及房產

本集團之物業可分為投資物業及房產。所有本集團之投資物業及房產已進行重估。估值由獨立特許測量師萊坊測計師行有限公司進行，其擁有具備香港測量師學會資深專業會員及專業會員資格之人員，並在估值物業所處地區及種類上擁有經驗。當估值於每半年末及年末進行時，本集團管理層會跟測量師討論估值方法、估值假設及估值結果。估值方法於年內沒有改變。

- (i) 第二層級公允值計量採用的估值方法及因素

被分類為第二層級之物業的公允值，乃參考可比較物業之近期出售成交價（市場比較法）或參考市場租金及資本化率（收入資本法），再對可比較物業及被評估物業之間的差異作出適當調整。此等調整被認為對整體計量並不構成重大影響。

本集團之物業均位於香港及內地之主要城市，被認為是活躍及透明的物業市場。可比較物業之出售價、市場租金及資本化率一般均可在此等市場上被直接或間接觀察得到。

5.3 Non-financial instruments measured at fair value

The Group uses valuation techniques or quoted market prices in active market to determine the fair value of non-financial instruments.

Investment properties and premises

The Group's properties can be divided into investment properties and premises. All of the Group's investment properties and premises were revalued. The valuations were carried out by an independent firm of chartered surveyors, Knight Frank Petty Limited, who have among their staff Fellow and Members of The Hong Kong Institute of Surveyors with recent experience in the locations and categories of properties being valued. The Group's Management had discussions with the surveyors on the valuation methods, valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date. There has been no change in valuation methods during the year.

- (i) Valuation methods and inputs used in Level 2 fair value measurements

The fair value of properties classified as Level 2 is determined using either the market comparison approach by reference to recent sales price of comparable properties or the income capitalisation approach by reference to market rent and capitalisation rate, with appropriate adjustments to reflect the differences between the comparable properties and the subject properties. These adjustments are considered as insignificant to the entire measurement.

The Group's properties are located in Hong Kong and major cities in the PRC where the property markets are considered active and transparent. Sales price, market rent and capitalisation rate of comparable properties are generally observable either directly or indirectly in these markets.

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允值 5. Fair values of assets and liabilities (continued)
（續）
5.3 以公允值計量的非金融工具（續）
5.3 Non-financial instruments measured at fair value (continued)
投資物業及房產（續）
Investment properties and premises (continued)

(ii) 有關第三層級公允值計量的資料

(ii) Information about Level 3 fair value measurements

被分類為第三層級的本集團物業之公允值均採用市場比較法或收入資本法，再按本集團物業相對於可比較物業之性質作折溢價調整來釐定。

The fair value of all of the Group's properties classified as Level 3 is determined using either the market comparison approach or the income capitalisation approach, adjusted for a premium or a discount specific to the features of the Group's properties compared to the comparable properties.

以下為在公允值計量時對被分類為第三層級之本集團物業所採用的估值方法及重大不可觀察因素：

The valuation methods and significant unobservable inputs used in the fair value measurement of the Group's properties classified as Level 3 are as follows:

	估值方法 Valuation method	重大不可觀察因素 Significant unobservable inputs	加權平均 Weighted average	不可觀察因素與公允值的關係 Relationship of unobservable inputs to fair value
其他物業 Other properties	市場比較法或收入資本法 Market comparison approach or income capitalisation approach	物業相對可比較物業在性質上之（折價）／溢價 (Discount)/premium on features of the property compared to comparable properties	-4.3% (2019: +2.4%)	折價越高，公允值越低。 The higher the discount, the lower the fair value. 溢價越高，公允值越高。 The higher the premium, the higher the fair value.

物業相對可比較物業在性質上之溢價／（折價）乃參考與可比較物業在不同因素上的差異，例如成交後之市場變動、位置、便達性、樓齡／狀況、樓層、面積、佈局等而釐定。

Premium/(discount) on features of a property is determined after taken into account various factors, such as time for market movement, location, accessibility, building age/condition, floor level, size, layout, with reference to the differences in features with comparable properties.

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允價值 (續) 5. Fair values of assets and liabilities (continued)
5.3 以公允價值計量的非金融工具 (續) 5.3 Non-financial instruments measured at fair value (continued)
(B) 第三層級的项目變動 (B) Reconciliation of level 3 items

		2020	
		非金融資產	
		Non-financial assets	
		投資物業	物業、器材及設備
		Investment properties	Properties, plant and equipment
		房產	Premises
		港幣千元	港幣千元
		HK\$'000	HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	348,420	7,154,208
收益	Gains		
- 收益表	- Income statement		
- 投資物業公允價值調整之淨虧損	- Net loss from fair value adjustments on investment properties	(2,950)	-
- 重估房產之淨虧損	- Net loss from revaluation of premises	-	(6,686)
- 其他全面收益	- Other comprehensive income		
- 房產重估	- Revaluation of premises	-	(101,107)
增置	Additions	-	6,341
折舊	Depreciation	-	(103,833)
重新分類	Reclassification	(17,790)	17,790
轉出	Transfer out	-	(1,415,143)
匯兌差額	Exchange difference	-	47,320
		327,680	5,598,890
於 2020 年 12 月 31 日	At 31 December 2020		
於 2020 年 12 月 31 日持有的非金融資產於年內計入收益表的未實現虧損總額	Total unrealised losses for the year included in income statement for non-financial assets held as at 31 December 2020		
- 投資物業公允價值調整之淨虧損	- Net loss from fair value adjustments on investment properties	(2,950)	-
- 重估房產之淨虧損	- Net loss from revaluation of premises	-	(6,686)
		(2,950)	(6,686)

財務報表附註（續） Notes to the Financial Statements (continued)
5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)
5.3 以公允值計量的非金融工具 (續) 5.3 Non-financial instruments measured at fair value (continued)
(B) 第三層級的項目變動 (續) (B) Reconciliation of level 3 items (continued)

		2019	
		非金融資產	
		Non-financial assets	
		物業、器材 及設備	Investment properties
		Properties, plant and equipment	Premises
		港幣千元	港幣千元
		HK\$'000	HK\$'000
於 2019 年 1 月 1 日	At 1 January 2019	331,942	7,334,171
收益	Gains		
- 收益表	- Income statement		
- 投資物業公允值調整之 淨收益	- Net gain from fair value adjustments on investment properties	16,478	-
- 重估房產之淨收益	- Net gain from revaluation of premises	-	2,384
- 其他全面收益	- Other comprehensive income		
- 房產重估	- Revaluation of premises	-	130,022
折舊	Depreciation	-	(124,472)
增置	Additions	-	74,801
轉出	Transfer out	-	(251,400)
匯兌差額	Exchange difference	-	(11,298)
		<u>348,420</u>	<u>7,154,208</u>
於 2019 年 12 月 31 日	At 31 December 2019		
於 2019 年 12 月 31 日持有的 非金融資產於年內計入收益 表的未實現收益總額	Total unrealised gains for the year included in income statement for non-financial assets held as at 31 December 2019		
- 投資物業公允值調整之淨 收益	- Net gain from fair value adjustments on investment properties	16,478	-
- 重估房產之淨收益	- Net gain from revaluation of premises	-	2,384
		<u>16,478</u>	<u>2,384</u>

財務報表附註（續） Notes to the Financial Statements (continued)**5. 資產和負債的公允值 (續) 5. Fair values of assets and liabilities (continued)****5.3 以公允值計量的非金融工具 (續)****5.3 Non-financial instruments measured at fair value (continued)****(B) 第三層級的項目變動 (續)****(B) Reconciliation of level 3 items (continued)**

轉入及轉出第三層級的物業乃因該等被估物業相對其可比較物業在性質上之溢價／（折價）於年內出現變化所引致。性質上之溢價／（折價）乃取決於被估物業與近期成交之可比較物業在性質上的差異。由於每年來自近期市場成交之可比較物業均會不盡相同，被估物業與可比較物業在性質上之溢價／（折價）會相應每年有所變化，從而對可觀察的市場因素所進行之調整之重大性亦會隨之變化，引致物業被轉入及轉出第三層級。

The transfer of properties into and out of level 3 is due to change in the premium/(discount) on features applied between the subject and comparable properties during the year. Premium/(discount) on features is determined with reference to differences in features between the subject properties and the comparable properties recently transacted in the market. As comparable properties that come from recent market transactions may be different in each year, the premium/(discount) on features applied between the subject and comparable properties would change from year to year accordingly. As a result, the significance of adjustments made to observable market inputs may vary and lead to the transfer of properties into and out of level 3.

財務報表附註 (續) Notes to the Financial Statements (continued)
6. 淨利息收入
6. Net interest income

	2020	2019
	港幣千元 HK\$'000	港幣千元 HK\$'000
利息收入		
存放於同業及其他金融機構 的款項	546,025	1,174,566
客戶貸款	9,067,041	10,120,750
金融投資	2,864,290	3,621,916
其他	21,883	18,843
	12,499,239	14,936,075
利息支出		
同業及其他金融機構存放的 款項	(332,917)	(1,010,619)
客戶存款	(4,788,758)	(6,461,391)
已發行債務證券及存款證	(615,134)	(539,384)
後償負債	(209,386)	(24,007)
租賃負債	(18,838)	(23,233)
其他	(165,719)	(227,252)
	(6,130,752)	(8,285,886)
淨利息收入	6,368,487	6,650,189

截至 2020 年 12 月 31 日止年度之利息收入包括被界定為減值貸款的應計利息收入港幣 3,179,000 元(2019 年: 港幣 1,351,000 元)。

Included within interest income is HK\$3,179,000 (2019: HK\$1,351,000) of interest with respect to income accrued on advances classified as impaired for the year ended 31 December 2020.

非以公允值變化計入損益之金融資產與金融負債所產生的利息收入及利息支出分別為港幣 12,499,239,000 元 (2019 年: 港幣 14,936,075,000 元) 及港幣 6,130,752,000 元(2019 年: 港幣 8,285,886,000 元)。

Included within interest income and interest expense are HK\$12,499,239,000 (2019: HK\$14,936,075,000) and HK\$6,130,752,000 (2019: HK\$8,285,886,000) for financial assets and financial liabilities that are not recognised at fair value through profit or loss respectively.

財務報表附註 (續) Notes to the Financial Statements (continued)
7. 淨服務費及佣金收入 7. Net fee and commission income

		2020	2019
		港幣千元 HK\$'000	港幣千元 HK\$'000
服務費及佣金收入	Fee and commission income		
貸款佣金	Loan commissions	611,581	527,406
證券經紀	Securities brokerage	304,096	184,513
保險	Insurance	200,961	268,683
匯票佣金	Bills commissions	158,908	167,856
基金分銷	Funds distribution	130,461	125,507
繳款服務	Payment services	44,788	53,953
保管箱	Safe deposit box	40,570	38,865
信託及託管服務	Trust and custody services	24,535	12,738
信用卡業務	Credit card business	6,120	20,969
買賣貨幣	Currency exchange	391	714
其他	Others	184,855	198,787
		1,707,266	1,599,991
服務費及佣金支出	Fee and commission expense		
證券經紀	Securities brokerage	(41,205)	(26,665)
信用卡業務	Credit card business	(3,284)	(6,368)
繳款服務	Payment services	(1)	(3)
其他	Others	(43,320)	(37,833)
		(87,810)	(70,869)
淨服務費及佣金收入	Net fee and commission income	1,619,456	1,529,122
其中源自	Of which arise from		
- 非以公允值變化計入損益之金融資產或金融負債	- financial assets or financial liabilities not at fair value through profit or loss		
- 服務費及佣金收入	- Fee and commission income	615,823	528,743
- 服務費及佣金支出	- Fee and commission expense	(4,699)	(1,635)
		611,124	527,108
- 信託及其他受託活動	- trust and other fiduciary activities		
- 服務費及佣金收入	- Fee and commission income	24,535	12,738
- 服務費及佣金支出	- Fee and commission expense	(1,351)	(1,293)
		23,184	11,445

財務報表附註（續） Notes to the Financial Statements (continued)
8. 淨交易性收益
8. Net trading gain

		<u>2020</u>	<u>2019</u>
		港幣千元	港幣千元
		HK\$'000	HK\$'000
淨收益／（虧損）源自	Net gain/(loss) from		
- 外匯交易及外匯交易產品	- foreign exchange and foreign exchange products	130,523	154,656
- 利率工具及公允值對沖的項目	- interest rate instruments and items under fair value hedge	(47,150)	54,354
- 商品	- commodities	(2,506)	(26,495)
		<u>80,867</u>	<u>182,515</u>

9. 其他金融資產之淨收益 9. Net gain on other financial assets

		<u>2020</u>	<u>2019</u>
		港幣千元	港幣千元
		HK\$'000	HK\$'000
以公允值變化計入其他全面收益的金融投資之淨收益	Net gain on financial investments measured at fair value through other comprehensive income	261,805	221,044
其他*	Others*	(12,036)	(1,981)
		<u>249,769</u>	<u>219,063</u>

* 部分比較金額已重新分類至以公允值變化計入損益之金融工具淨收益以符合本年之呈報方式。

* Certain comparative amounts have been reclassified to Net gain on financial instruments at fair value through profit or loss to conform with the current year's presentation.

財務報表附註（續） Notes to the Financial Statements (continued)
10. 其他經營收入
10. Other operating income

	<u>2020</u>	<u>2019</u>
	港幣千元 HK\$'000	港幣千元 HK\$'000
證券投資股息收入		
- 非上市證券投資	2,165	2,315
投資物業之租金總收入	10,071	11,790
減：有關投資物業之支出	(980)	(979)
其他	7,332	9,586
	<u>18,588</u>	<u>22,712</u>

「有關投資物業之支出」包括年內未出租投資物業之直接經營支出港幣146,000元（2019年：港幣103,000元）。

Included in the "Outgoings in respect of investment properties" is HK\$146,000 (2019: HK\$103,000) of direct operating expenses related to investment properties that were not let during the year.

年內沒有或然租金包括在「投資物業之租金總收入」（2019年：無）。

There was no contingent rent included in the "Gross rental income from investment properties" during the year (2019: Nil).

財務報表附註 (續) Notes to the Financial Statements (continued)
11. 減值準備淨撥備
11. Net charge of impairment allowances

		2020			
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
存放銀行及其他金融機構的結餘	Balances with banks and other financial institutions	(1,116)	-	-	(1,116)
貸款及其他賬項	Advances and other accounts	120,711	(13,388)	(1,377,044)	(1,269,721)
金融投資	Financial investments	29,623	(55,322)	844	(24,855)
其他資產	Other assets	(995)	(18)	12	(1,001)
財務擔保	Financial guarantees	(38,484)	(26)	-	(38,510)
貸款承擔	Loan commitments	(23,351)	(593)	-	(23,944)
減值準備淨回撥 / (撥備)	Net reversal/(charge) of impairment allowances	86,388	(69,347)	(1,376,188)	(1,359,147)
		2019			
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
存放銀行及其他金融機構的結餘	Balances with banks and other financial institutions	640	-	(70,768)	(70,128)
貸款及其他賬項	Advances and other accounts	152,344	93,870	(1,423,578)	(1,177,364)
金融投資	Financial investments	(49)	-	1,039	990
其他資產	Other assets	(162)	11	(5,647)	(5,798)
財務擔保	Financial guarantees	61,615	-	-	61,615
貸款承擔	Loan commitments	30,624	(18)	-	30,606
減值準備淨回撥 / (撥備)	Net reversal/(charge) of impairment allowances	245,012	93,863	(1,498,954)	(1,160,079)

財務報表附註（續） Notes to the Financial Statements (continued)
12. 經營支出
12. Operating expenses

		2020	2019
		港幣千元 HK\$'000	港幣千元 HK\$'000
人事費用（包括董事酬金）	Staff costs (including directors' emoluments)		
- 薪酬及其他費用	- Salaries and other costs	1,640,892	1,694,620
- 退休成本	- Pension cost	184,355	187,193
- 補充退休福利	- Supplementary retirement benefits	4,910	5,240
		1,830,157	1,887,053
房產及設備支出（不包括折舊）	Premises and equipment expenses (excluding depreciation)		
- 短期或低價值資產租賃	- leases of short-term or low-value assets	3,801	8,244
- 資訊科技	- Information technology	63,071	90,834
- 其他	- Others	62,929	87,506
		129,801	186,584
折舊	Depreciation	519,134	495,555
核數師酬金	Auditor's remuneration		
- 審計服務	- Audit services	10,349	10,335
- 非審計服務	- Non-audit services	3,276	7,447
其他經營支出	Other operating expenses		
- 業務外包費	- Outsourcing activities fee	350,418	390,081
- 其他	- Others	341,476	405,509
		3,184,611	3,382,564

財務報表附註（續） Notes to the Financial Statements (continued)
13. 投資物業公允值調整之淨（虧損）／收益 13. Net (loss)/gain from fair value adjustments on investment properties

	2020	2019
	港幣千元	港幣千元
	HK\$'000	HK\$'000
投資物業公允值調整之淨（虧損）／收益	(2,950)	16,573
Net (loss)/gain from fair value adjustments on investment properties	(2,950)	16,573

14. 出售／重估物業、器材及設備之淨（虧損）／收益 14. Net (loss)/gain from disposal/revaluation of properties, plant and equipment

	2020	2019
	港幣千元	港幣千元
	HK\$'000	HK\$'000
出售房產之淨虧損	-	(608)
出售設備、固定設施及裝備之淨虧損	(1,213)	(1,411)
重估房產之淨（虧損）／收益	(6,686)	2,384
Net loss from disposal of premises	-	(608)
Net loss from disposal of equipment, fixtures and fittings	(1,213)	(1,411)
Net (loss)/gain from revaluation of premises	(6,686)	2,384
	(7,899)	365

財務報表附註 (續) Notes to the Financial Statements (continued)
15. 稅項
15. Taxation

收益表內之稅項組成如下：

Taxation in the income statement represents:

	2020	2019
	港幣千元 HK\$'000	港幣千元 HK\$'000
本期稅項		
香港利得稅		
- 年內計入稅項	449,802	453,743
- 往年超額撥備	(19,497)	(11,384)
	430,305	442,359
海外稅項		
- 年內計入稅項	221,747	88,283
- 往年不足／ (超額)撥備	4,043	(3,888)
	656,095	526,754
遞延稅項		
暫時性差額之產生及撥回 及未使用稅項抵免	(252,959)	(1,357)
	403,136	525,397

香港利得稅乃按照本年度估計應課稅溢利依稅率 16.5% (2019 年：16.5%) 提撥。海外溢利之稅款按照本年度估計應課稅溢利依本集團經營業務所在國家之現行稅率計算。

Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

本集團除稅前溢利產生的實際稅項，與根據香港利得稅率計算的稅項差異如下：

The taxation on the Group's profit before taxation that differs from the theoretical amount that would arise using the taxation rate of Hong Kong is as follows:

	2020	2019
	港幣千元 HK\$'000	港幣千元 HK\$'000
除稅前溢利	4,218,406	4,476,693
按稅率 16.5% (2019 年：16.5%) 計算的稅項	696,037	738,654
其他國家稅率差異的影響	(21,723)	21,219
無需課稅之收入	(190,507)	(186,038)
稅務上不可扣減之開支	10,215	44,453
未確認的稅務虧損	2	1
使用往年未確認的稅務虧損	(9)	(7)
往年超額撥備	(15,454)	(15,272)
海外預提稅	1,323	(10)
支付額外資本工具票息調整	(76,748)	(77,603)
計入稅項	403,136	525,397
實際稅率	9.56%	11.74%

財務報表附註（續） Notes to the Financial Statements (continued)
16. 股息
16. Dividends

	2020		2019	
	每股 港幣 Per share HK\$	總額 港幣千元 Total HK\$'000	每股 港幣 Per share HK\$	總額 港幣千元 Total HK\$'000
股息				
		Dividends		
	-	-	-	-

2020 年並無宣派股息
(2019 年：無)。

No dividend has been declared for the year ended 31 December 2020 (2019: Nil).

財務報表附註（續）**Notes to the Financial Statements (continued)****17. 退休福利成本****17. Retirement benefit costs****(a) 界定供款計劃**

本集團給予本集團員工的界定供款計劃主要為獲《強積金條例》豁免之職業退休計劃及中銀保誠簡易強積金計劃。根據職業退休計劃，僱員須向職業退休計劃之每月供款為其基本薪金之 5%，而僱主之每月供款為僱員基本月薪之 5% 至 15% 不等（視乎僱員之服務年期）。僱員有權於退休、提前退休或僱用期終止且服務年資滿 10 年或以上等情況下收取 100% 之僱主供款。服務滿 3 年至 9 年的員工，因其他原因而終止僱用期（被即時解僱除外），可收取 30% 至 90% 之僱主供款。僱員收取的僱主供款，須受《強制性公積金計劃條例》所限。

隨著《強積金條例》於 2000 年 12 月 1 日實施，本集團亦參與中銀保誠簡易強積金計劃，該計劃之受託人為中銀國際英國保誠信託有限公司，投資管理人為中銀國際英國保誠資產管理有限公司。

截至 2020 年 12 月 31 日，在扣除約港幣 560,000 元（2019 年：約港幣 1,684,000 元）之沒收供款後，職業退休計劃之供款總額約為港幣 46,822,000 元（2019 年：約港幣 42,182,000 元），而本集團向強積金計劃之供款總額則約為港幣 13,199,000 元（2019 年：約港幣 12,696,000 元）。

(a) Defined contribution schemes

Defined contribution schemes for the Group's employees are ORSO schemes exempted under the MPF Schemes Ordinance and the BOC-Prudential Easy Choice MPF Scheme. Under the ORSO schemes, employees make monthly contributions to the ORSO schemes equal to 5% of their basic salaries, while the employer makes monthly contributions equal to 5% to 15% of the employees' monthly basic salaries, depending on years of service. The employees are entitled to receive 100% of the employer's contributions upon retirement, early retirement or termination of employment after completing 10 years of service. Employees with 3 to 9 years of service are entitled to receive the employer's contributions at a scale ranging from 30% to 90% upon termination of employment for other reasons other than summary dismissal. All employer's contributions received by employee are subject to MPF Schemes Ordinance.

With the implementation of the MPF Schemes Ordinance on 1 December 2000, the Group also participates in the BOC-Prudential Easy Choice MPF Scheme, of which the trustee is BOCI-Prudential Trustee and the investment manager is BOCI-Prudential Manager.

The Group's total contributions made to the ORSO schemes for the year ended 31 December 2020 amounting to approximately HK\$46,822,000 (2019: approximately HK\$42,182,000), after a deduction of forfeited contributions of approximately HK\$560,000 (2019: approximately HK\$1,684,000). For the MPF Scheme, the Group contributed approximately HK\$13,199,000 (2019: approximately HK\$12,696,000) for the year ended 31 December 2020.

財務報表附註（續） Notes to the Financial Statements (continued)
17. 退休福利成本（續） 17. Retirement benefit costs (continued)
(b) 界定利益計劃

本集團設置了一項非存置基金的界定利益福利計劃予所有已退休員工。在該計劃下，員工獲得之退休福利包括免費之醫療、房屋津貼及其他退休福利。

本計劃面對利率風險及退休員工之預計生命週期改變風險。

界定利益福利承擔現值之最新一期精算估值於 2020 年 12 月 31 日以預期累計福利單位精算估值方法計算。

在本報告期末所使用之主要精算假設如下：

(b) Defined benefit schemes

The Group operates an unfunded defined benefit plan for all its retired employees. Under the plan, the employees are entitled to retirement benefits which included fully redeemed medical care, housing allowance and other retirement benefits.

The plan is exposed to interest rate risk and the risk of changes in the life expectancy for pensioners.

The most recent actuarial valuations of the present value of the defined benefit obligations were carried out at 31 December 2020 by using the projected unit credit actuarial valuation method.

The principal actuarial assumptions used as at the end of the reporting period are as follows:

		2020	2019
折現率(%)	Discount rate (%)	1.3	1.8
預期醫療保險開支增長率(%)	Expected rate of medical insurance cost increases (%)	6.0	6.0
預期聯誼活動經費增長率(%)	Expected rate of social entertainment cost increases (%)	0.0	0.0
預期退休紀念品開支增長率(%)	Expected rate of retirement souvenir cost increases (%)	0.0	0.0
預期租金增長率(%)	Expected rate of rental increases (%)	3.0	3.0
預期離職率(%)	Expected rate of withdrawal (%)	3.0-18.0	3.0-18.0
預期死亡率	Expected death rate	香港人口生命表 Hong Kong Life Tables 2019	香港人口生命表 Hong Kong Life Tables 2018

財務報表附註（續） Notes to the Financial Statements (continued)
17. 退休福利成本（續） 17. Retirement benefit costs (continued)
(b) 界定利益計劃（續）

在本報告期末對主要精算假設之敏感性分析如下：

(b) Defined benefit schemes (continued)

A quantitative sensitivity analysis for significant assumptions as at the end of the reporting period is shown below:

		2020			
		Increase/ (decrease) in defined benefit obligations	Increase/ (decrease) in defined benefit obligations	Increase/ (decrease) in defined benefit obligations	Increase/ (decrease) in defined benefit obligations
		比率增加 Increase in rate	比率減少 Decrease in rate	比率增加 Increase in rate	比率減少 Decrease in rate
		%	%	%	%
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
折現率	Discount rate	0.1	(3,130)	0.1	3,450
預期醫療保險開支增長率	Expected rate of medical insurance cost	0.5	15,790	0.5	(13,720)
		2019			
		Increase/ (decrease) in defined benefit obligations	Increase/ (decrease) in defined benefit obligations	Increase/ (decrease) in defined benefit obligations	Increase/ (decrease) in defined benefit obligations
		比率增加 Increase in rate	比率減少 Decrease in rate	比率增加 Increase in rate	比率減少 Decrease in rate
		%	%	%	%
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
折現率	Discount rate	0.1	(2,660)	0.1	2,740
預期醫療保險開支增長率	Expected rate of medical insurance cost	0.5	13,450	0.5	(11,690)

財務報表附註（續） Notes to the Financial Statements (continued)
17. 退休福利成本（續） 17. Retirement benefit costs (continued)
(b) 界定利益計劃（續）

上述敏感性分析是根據期末主要假設之合理變動推算對界定利益福利承擔之影響。

在綜合收益表內確認本計劃的總開支如下：

界定利益計劃

- 當期服務成本
- 過去服務成本
- 計劃改變
- 淨利息費用

總支出

在綜合全面收益表內確認本計劃的總開支如下：

界定利益計劃

- 假設變動產生的精算盈餘
- 經驗調整產生的精算虧損

於全面收益表確認的界定福利成本部分

(b) Defined benefit schemes (continued)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligations as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The total expenses recognised in the consolidated income statement in respect of the plan is as follows:

	2020	2019
	港幣千元 HK\$'000	港幣千元 HK\$'000
Defined benefit schemes		
- Current service cost	3,020	2,540
- Past service cost		
- plan amendment	(440)	120
- Net interest cost	2,330	2,580
Total expenses	4,910	5,240

The total expenses recognised in the consolidated statement of comprehensive income in respect of the plan is as follows:

	2020	2019
	港幣千元 HK\$'000	港幣千元 HK\$'000
Defined benefit schemes		
- Actuarial gains arising from changes in Assumptions	-	-
- Actuarial losses arising from experience adjustments	21,720	15,760
Components of defined benefit costs recognised in comprehensive income	21,720	15,760

財務報表附註（續） Notes to the Financial Statements (continued)
17. 退休福利成本（續） 17. Retirement benefit costs (continued)
(b) 界定利益計劃（續）
(b) Defined benefit schemes (continued)

本計劃的現值變動如下：

The movement in respect of the plan is as follows:

		2020	2019
		港幣千元 HK\$'000	港幣千元 HK\$'000
福利負債	Benefit liability		
於 1 月 1 日	At 1 January	131,330	113,900
當期服務成本	Current service cost	3,020	2,540
過去服務成本	Past service cost		
- 計劃改變	- plan amendment	(440)	120
淨利息費用	Net interest cost	2,330	2,580
重新計量精算虧損	Actuarial losses on remeasurement	21,720	15,760
福利支付額	Benefit paid	(3,800)	(3,570)
		154,160	131,330
於 12 月 31 日	At 31 December		

本界定利益福利計劃在未來之預期開支如下：

Expected payment to the defined benefit plan in future years are as follows:

		2020	2019
		港幣千元 HK\$'000	港幣千元 HK\$'000
未來 12 個月以內	Within the next 12 months	3,210	3,260
2 年至 5 年	Between 2 and 5 years	14,380	14,200
6 年至 10 年	Between 6 and 10 years	19,920	19,690
10 年以上	Over 10 years	271,740	255,380
預期總開支	Total expected payments	309,250	292,530

界定利益福利承擔在報告期末之平均久期為 21 年。

The average duration of the defined benefit obligations at the end of the reporting period is 21 years.

財務報表附註（續） Notes to the Financial Statements (continued)
18. 董事、高層管理人員及主要人員酬金 18. Directors', senior management's and key personnel's emoluments
(a) 董事酬金

本年度本集團就本銀行董事為本銀行及管理附屬公司提供之服務而已付及其應收未收之酬金詳情如下：

(a) Directors' emoluments

Details of the emoluments paid to or receivable by the directors of the Bank in respect of their services rendered for the Bank and managing the subsidiaries within the Group during the year are as follows:

		<u>2020</u>	<u>2019</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
袍金	Fees	2,912	2,737
其他酬金	Other emoluments	<u>11,754</u>	<u>11,124</u>
		<u>14,666</u>	<u>13,861</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
18. 董事、高層管理人員及主要人員酬金 (續) 18. Directors', senior management's and key personnel's emoluments (continued)
(b) CG-5 下高級管理人員及主要人員的薪酬 (b) Remuneration for Senior Management and Key Personnel under CG-5

按金管局發出之 CG-5 《穩健的薪酬制度指引》，本年度本集團之高級管理人員及主要人員的薪酬詳情如下：

Pursuant to CG-5 Guideline on a Sound Remuneration System issued by the HKMA, details of the remuneration for Senior Management and Key Personnel of the Group during the year are as follows:

(i) 於年內授予的薪酬
(i) Remuneration awarded during the year

		2020					
		高級管理人員 Senior Management			主要人員 Key Personnel		
		非遞延 Non-deferred	遞延 Deferred	總計 Total	非遞延 Non-deferred	遞延 Deferred	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
固定薪酬	Fixed remuneration						
現金	Cash	27,101	-	27,101	30,649	-	30,649
其他形式	Other forms	3,963	-	3,963	2,835	-	2,835
浮動薪酬	Variable remuneration						
現金	Cash	10,483	5,972	16,455	13,714	3,996	17,710
		41,547	5,972	47,519	47,198	3,996	51,194
		2019					
		高級管理人員 Senior Management			主要人員 Key Personnel		
		非遞延 Non-deferred	遞延 Deferred	總計 Total	非遞延 Non-deferred	遞延 Deferred	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
固定薪酬	Fixed remuneration						
現金	Cash	24,965	-	24,965	21,742	-	21,742
其他形式	Other forms	4,180	-	4,180	1,938	-	1,938
浮動薪酬	Variable remuneration						
現金	Cash	8,494	9,887	18,381	10,066	4,225	14,291
		37,639	9,887	47,526	33,746	4,225	37,971

以上薪酬包括 11 名 (2019 年: 13 名) 高級管理人員及 17 名 (2019 年: 12 名) 主要人員。按 2020 年 12 月 31 日的相關人員名單作統計。

The remuneration above includes 11 (2019: 13) members of Senior Management and 17 (2019: 12) members of Key Personnel. The list of members is as of 31 December 2020.

財務報表附註（續） Notes to the Financial Statements (continued)
18. 董事、高層管理人員及主要人員酬金 (續)
(b) CG-5 下高級管理人員及主要人員的薪酬 (續)
18. Directors', senior management's and key personnel's emoluments (continued)
(b) Remuneration for Senior Management and Key Personnel under CG-5 (continued)
(ii) 遞延薪酬
(ii) Deferred remuneration

		2020		2019	
		高級管理人員 Senior Management	主要人員 Key Personnel	高級管理人員 Senior Management	主要人員 Key Personnel
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
遞延薪酬	Deferred remuneration				
已歸屬	Vested	8,172	3,691	6,625	2,544
未歸屬	Unvested	17,343	8,086	19,543	7,781
		25,515	11,777	26,168	10,325
於 1 月 1 日	At 1 January	19,543	7,781	16,281	6,100
已授予	Awarded	5,972	3,996	9,887	4,225
已發放	Paid out	(6,217)	(3,194)	(5,396)	(1,989)
已發放(予本年底 已非屬該類別 人員)	Paid out for members not in this category at the end of this year	(1,955)	(497)	(1,229)	(555)
於 12 月 31 日	At 31 December	17,343	8,086	19,543	7,781

財務報表附註（續） Notes to the Financial Statements (continued)**18. 董事、高級管理人員及主要人員酬金 (續) 18. Directors', senior management's and key personnel's emoluments (continued)****(b) CG-5 下高級管理人員及主要人員的薪酬 (續)**

就披露用途，本部分提及的高級管理人員及主要人員乃根據金管局《穩健的薪酬制度指引》定義。

- 高級管理人員：董事會直接管理的高級管理人員，負責總體策略或重要業務，包括執行董事、總裁、副總裁、財務總監、風險總監、資訊科技總監、人力資源總監、董事會秘書及稽核部總經理。

- 主要人員：個人業務活動涉及重大風險承擔，對風險暴露有重大影響，或個人職責對風險管理有直接、重大影響，或對盈利有直接影響的人員，包括業務盈利規模較大的單位主管、主要附屬公司第一責任人及風險管理部總經理、授信管理部總經理、新資本協議管理部總經理、財務部總經理、資訊科技部總經理、營運管理部總經理、總裁辦公室總經理及人力資源部總經理。

於該等合併財務報表的發表日期，上述執行董事、高級管理人員及主要人員截至 2020 年 12 月 31 日止年度的總薪酬尚未落實。本集團管理層相信，最終酬金與上述所披露金額的差額不會對本集團的綜合財務報表產生重大影響。

(b) Remuneration for Senior Management and Key Personnel under CG-5 (continued)

For the purpose of disclosure, Senior Management and Key Personnel mentioned in this section are defined according to the HKMA's Guideline on a Sound Remuneration System.

- Senior Management: The senior executives directly managed by the Board who are responsible for oversight of the firm-wide strategy or material business lines, including Executive Director, Chief Executive, Deputy Chief Executives, Chief Financial Officer, Chief Risk Officer, Chief Information Officer, Chief Human Resources Officer, Board Secretary and Head of Audit Department.

- Key Personnel: The employees whose individual business activities involve the assumption of material risk which may have significant impact on risk exposure, or whose individual responsibilities are directly and materially linked to the risk management, or those who have direct influence to the profit, including heads of material business lines, heads of major subsidiaries, General Manager of Risk Management Department, General Manager of Credit Management Department, General Manager of Basel Management Department, General Manager of Finance Department, General Manager of Information Technology Department, General Manager of Operation Management Department, General Manager of Chief Executive's Office as well as General Manager of Human Resources Department.

As of the date of these issuance of consolidated financial statements, the above compensation packages including performance based bonus for executive directors, senior management and key personnel for the year ended 31 December 2020 has not been finalised. Management of the Group believes that the difference between the final emoluments and that disclosed above will not have significant impact on the consolidated financial statements of the Group.

財務報表附註（續） Notes to the Financial Statements (continued)
19. 庫存現金、存放及定放銀行及其他金融機構的結餘 **19. Cash, balances and placements with banks and other financial institutions**

		<u>2020</u>	<u>2019</u>
		港幣千元	港幣千元
		HK\$'000	HK\$'000
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions		
- 庫存現金	- Cash	624,920	642,600
- 存放中央銀行的結餘	- Balances with central banks	17,678,912	20,596,585
- 存放銀行及其他金融機構的結餘	- Balances with banks and other financial institutions	9,261,377	3,945,837
- 在銀行及其他金融機構一個月內到期之定期存放	- Placements with banks and other financial institutions maturing within one month	<u>30,685,326</u>	<u>16,213,179</u>
		58,250,535	41,398,201
減值準備	Impairment allowances	<u>(77,225)</u>	<u>(70,940)</u>
		58,173,310	41,327,261
在銀行及其他金融機構一至十二個月內到期之定期存放	Placements with banks and other financial institutions maturing between one and twelve months	556,111	10,456,999
減值準備	Impairment allowances	<u>(132)</u>	<u>(652)</u>
		555,979	10,456,347
		<u>58,729,289</u>	<u>51,783,608</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
**19. 庫存現金、存放及定
放銀行及其他金融機
構的結餘 (續)**
**19. Cash, balances and placements with banks and other financial
institutions (continued)**

相關減值準備之變化分析
如下：

An analysis of changes in the corresponding impairment allowances is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	(824)	-	(70,768)	(71,592)
增加	Addition	(1,916)	-	-	(1,916)
終止確認或償還(不包括撇 銷)	Derecognised or repaid (excluding written off)	803	-	-	803
減值模型的變動	Changes to model used for impairment calculations	(1,618)	-	-	(1,618)
減值參數的轉變	Changes to inputs used for impairment calculations	1,615	-	-	1,615
匯兌差額	Exchange difference	(37)	-	(4,612)	(4,649)
於 2020 年 12 月 31 日	At 31 December 2020	(1,977)	-	(75,380)	(77,357)
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2019 年 1 月 1 日	At 1 January 2019	(2,518)	-	-	(2,518)
增加	Addition	(803)	-	-	(803)
終止確認或償還(不包括撇 銷)	Derecognised or repaid (excluding written off)	1,302	-	-	1,302
轉至第三階段	Transfers to Stage 3	142	-	(142)	-
期內各階段之間風險承擔 轉撥對期末預期損失的 影響	Impact on period end ECLs of exposures transferred between stages during the period	-	-	(70,626)	(70,626)
減值參數的轉變	Changes to inputs used for impairment calculations	(1)	-	-	(1)
匯兌差額	Exchange difference	1,054	-	-	1,054
於 2019 年 12 月 31 日	At 31 December 2019	(824)	-	(70,768)	(71,592)

財務報表附註（續） Notes to the Financial Statements (continued)
20. 公允值變化計入損益之金融資產 20. Financial assets at fair value through profit or loss

		交易性 Trading		強制性以公允 值變化計入損益 Mandatorily measured at fair value through profit or loss 非交易性 Non trading		總計 Total	
		2020	2019	2020	2019	2020	2019
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
按公允值列賬	At fair value						
庫券	Treasury bills	6,497,759	6,662,582	-	-	6,497,759	6,662,582
股份證券	Equity securities	-	-	-	83,050	-	83,050
其他	Others	-	-	16,415,554	7,908,715	16,415,554	7,908,715
		6,497,759	6,662,582	16,415,554	7,991,765	22,913,313	14,654,347

於2020年12月31日，沒有界定為以公允值變化計入損益之金融資產（2019：無）。

As at 31 December 2020, there were no financial assets designated at fair value through profit or loss (2019: Nil).

財務報表附註（續） Notes to the Financial Statements (continued)
20. 公允值變化計入損益之金融資產（續） 20. Financial assets at fair value through profit or loss (continued)

公允值變化計入損益之金融資產按上市地之分類如下：

Financial assets at fair value through profit or loss are analysed by place of listing as follows:

		交易性		強制性以公允 值變化計入損益	
		Trading		Mandatorily measured at fair value through profit or loss	
		2020	2019	非交易性	2019
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
債務證券	Debt securities				
- 非上市	- Unlisted	6,497,759	6,662,582	-	-
股份證券	Equity securities				
- 於香港以外上市	- Listed outside Hong Kong	-	-	-	83,050
其他	Others				
- 非上市	- Unlisted	-	-	16,415,554	7,908,715
		6,497,759	6,662,582	16,415,554	7,991,765

公允值變化計入損益之金融資產按發行機構之分類如下：

Financial assets at fair value through profit or loss are analysed by type of issuer as follows:

		交易性		強制性以公允 值變化計入損益	
		Trading		Mandatorily measured at fair value through profit or loss	
		2020	2019	非交易性	2019
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
官方實體	Sovereigns	6,497,759	6,662,582	-	-
銀行及其他金融機構	Banks and other financial institutions	-	-	16,415,554	7,908,715
公司企業	Corporate entities	-	-	-	83,050
		6,497,759	6,662,582	16,415,554	7,991,765

財務報表附註（續） Notes to the Financial Statements (continued)**21. 衍生金融工具及對沖會計 21. Derivative financial instruments and hedge accounting**

集團訂立下列匯率、利率及商品相關的衍生金融工具合約作買賣及風險管理之用：

貨幣遠期是指於未來某一日期買或賣外幣的承諾。

貨幣、利率及貴金屬掉期是指交換不同現金流或商品的承諾。掉期的結果是交換不同貨幣、利率（如固定利率與浮動利率）或貴金屬（如黃金掉期）或以上的所有組合（如交叉貨幣利率掉期）。除某些貨幣掉期合約外，該等交易無需交換本金。

外匯期權是指期權的賣方（出讓方）為買方（持有方）提供在未來某一特定日期或未來一定時期內按約定的價格買進（認購期權）或賣出（認沽期權）一定數量的金融工具的權利（而非承諾）的一種協議。考慮到外匯風險，期權的賣方從購買方收取一定的期權費。本集團期權合約是與對手方在場外協商達成。

The Group enters into the following exchange rate, interest rate and commodity related derivative financial instrument contracts for trading and risk management purposes:

Currency forwards represent commitments to purchase and sell foreign currency on a future date.

Currency, interest rate and precious metal swaps are commitments to exchange one set of cash flows or commodity for another. Swaps result in an exchange of currencies, interest rates (for example, fixed rate for floating rate), or precious metals (for example, gold swaps) or a combination of all these (for example, cross-currency interest rate swaps). Except for certain currency swap contracts, no exchange of principal takes place.

Foreign currency options are contractual agreements under which the seller (writer) grants the purchaser (holder) the right, but not the obligation, either to buy (a call option) or sell (a put option) at or by a set date or during a set period, a specific amount of the financial instrument at a predetermined price. In consideration for the assumption of foreign exchange risk, the seller receives a premium from the purchaser. Options are negotiated over-the-counter between the Group and its counterparty.

財務報表附註（續） Notes to the Financial Statements (continued)**21. 衍生金融工具及對沖會計（續） 21. Derivative financial instruments and hedge accounting (continued)**

本集團之衍生金融工具合約／名義數額及其公允值詳列於下表。各類型金融工具的合約／名義數額僅顯示於資產負債表日未完成之交易量，而若干金融工具之合約／名義數額則提供了一個與資產負債表內所確認的公允值資產或負債的對比基礎。但是，這並不反映所涉及的未來的現金流或當前的公允值，因而也不能反映本集團所面臨的信貸風險或市場風險。隨著與衍生金融工具合約條款相關的匯率、市場利率或貴金屬價格價格的波動，衍生金融工具的估值可能產生有利（資產）或不利（負債）的影響，這些影響可能在不同期間有較大的波動。

(a) 衍生金融工具

本集團進行場外衍生產品交易的主要目的是開展客戶業務。集團與客戶及同業市場所做的衍生產品交易均需嚴格遵從本集團各相關風險管理政策及規定。

衍生產品亦應用於管理銀行賬的利率風險，只有在獲批准之產品名單上載有的衍生產品方可進行交易。由衍生產品交易產生的風險承擔名義數額以設限控制，並制訂交易的最長期限。每宗衍生產品交易必須記錄於相應的系統，以進行結算、市場劃價、報告及監控。

The contract/notional amounts and fair values of derivative financial instruments held by the Group are set out in the following tables. The contract/notional amounts of these instruments indicate the volume of transactions outstanding at the balance sheet dates and certain of them provide a basis for comparison with fair value instruments recognised on the balance sheet. However, they do not necessarily indicate the amounts of future cash flows involved or the current fair values of the instruments and, therefore, do not indicate the Group's exposure to credit or market risks. The derivative financial instruments become favourable (assets) or unfavourable (liabilities) as a result of fluctuations in foreign exchange rates, market interest rates or metal prices relative to their terms. The aggregate fair values of derivative financial instruments can fluctuate significantly from time to time.

(a) Derivative financial instruments

The Group trades OTC derivative products mainly for customer business. The Group strictly follows risk management policies and requirement in providing derivative products to our customers and in trading of derivative products in the interbank market.

Derivatives are also used to manage the interest rate risk of the banking book. A derivative instrument must be included in the approved product list before any transactions for that instrument can be made. There are limits to control the notional amount of exposure arising from derivative transactions, and the maximum tenor of the deal is set. Every derivative transaction must be input into the relevant system for settlement, mark-to-market revaluation, reporting and control.

財務報表附註（續） Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計（續） 21. Derivative financial instruments and hedge accounting (continued)
(a) 衍生金融工具（續） (a) Derivative financial instruments (continued)

下表概述各類衍生金融工具於 12 月 31 日之合約／名義數額：

The following tables summarise the contract/notional amounts of each class of derivative financial instrument as at 31 December:

		2020			
		買賣 Trading	風險對沖 Hedging	不符合採用 對沖會計法 Not qualified for hedge accounting	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
匯率合約	Exchange rate contracts				
即期及遠期	Spot and forwards	10,760,031	-	-	10,760,031
掉期	Swaps	56,549,856	-	-	56,549,856
外匯交易期權	Foreign currency options				
- 買入期權	- Options purchased	2,499,871	-	-	2,499,871
- 賣出期權	- Options written	2,499,871	-	-	2,499,871
		72,309,629	-	-	72,309,629
利率合約	Interest rate contracts				
掉期	Swaps	84,751,010	7,060,413	-	91,811,423
商品合約	Commodity contracts	219,806	-	-	219,806
		157,280,445	7,060,413	-	164,340,858

財務報表附註（續） Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計（續） 21. Derivative financial instruments and hedge accounting (continued)
(a) 衍生金融工具（續） (a) Derivative financial instruments (continued)

		2019			
		買賣	風險對沖	不符合採用 對沖會計法	總計
		Trading	Hedging	Not qualified for hedge accounting	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
匯率合約	Exchange rate contracts				
即期及遠期	Spot and forwards	11,329,574	-	-	11,329,574
掉期	Swaps	36,650,129	-	-	36,650,129
外匯交易期權	Foreign currency options				
- 買入期權	- Options purchased	387,576	-	-	387,576
- 賣出期權	- Options written	387,576	-	-	387,576
		<u>48,754,855</u>	<u>-</u>	<u>-</u>	<u>48,754,855</u>
利率合約	Interest rate contracts				
掉期	Swaps	58,101,554	5,886,578	-	63,988,132
商品合約	Commodity contracts	1,159,194	-	-	1,159,194
		<u>108,015,603</u>	<u>5,886,578</u>	<u>-</u>	<u>113,902,181</u>

不符合採用對沖會計法：為遵循《銀行業（披露）規則》要求，需獨立披露不符合採用對沖會計法資格，但與指定以公允價值經收益表入賬的金融工具一併管理的衍生工具合約。

Not qualified for hedge accounting: derivative contracts which do not qualify as hedges for accounting purposes but are managed in conjunction with the financial instruments designated at fair value through profit or loss are separately disclosed in compliance with the requirements set out in the Banking (Disclosure) Rules.

財務報表附註（續） Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計（續） 21. Derivative financial instruments and hedge accounting (continued)
(a) 衍生金融工具（續）
(a) Derivative financial instruments (continued)

下表概述各類衍生金融工具於 12 月 31 日之公允值：

The following tables summarise the fair values of each class of derivative financial instrument as at 31 December:

		2020							
		公允值資產				公允值負債			
		Fair value assets				Fair value liabilities			
		符合採用對沖會計法		不符合採用對沖會計法	總計	符合採用對沖會計法		不符合採用對沖會計法	總計
		Qualified		Not qualified	Total	Qualified		Not qualified	Total
		買賣	風險對沖	for hedge	總計	買賣	風險對沖	for hedge	總計
		Trading	Hedging	accounting	Total	Trading	Hedging	accounting	Total
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
匯率合約	Exchange rate contracts								
即期及期貨	Spot and forwards	350,164	-	-	350,164	(225,290)	-	-	(225,290)
掉期	Swaps	404,544	-	-	404,544	(1,002,025)	-	-	(1,002,025)
外匯交易期權	Foreign currency options								
- 買入期權	- Options purchased	104,597	-	-	104,597	(17,786)	-	-	(17,786)
- 賣出期權	- Options written	192	-	-	192	(87,146)	-	-	(87,146)
		859,497	-	-	859,497	(1,332,247)	-	-	(1,332,247)
利率合約	Interest rate contracts								
掉期	Swaps	170,885	-	-	170,885	(184,707)	(362,268)	-	(546,975)
商品合約	Commodity contracts	681	-	-	681	(3,731)	-	-	(3,731)
		1,031,063	-	-	1,031,063	(1,520,685)	(362,268)	-	(1,882,953)

財務報表附註（續） Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計（續） 21. Derivative financial instruments and hedge accounting (continued)
(a) 衍生金融工具（續） (a) Derivative financial instruments (continued)

		2019							
		公允值資產 Fair value assets				公允值負債 Fair value liabilities			
		不符合採用 對沖會計法 Not qualified for hedge accounting			總計 Total	不符合採用 對沖會計法 Not qualified for hedge accounting			總計 Total
		買賣 Trading	風險對沖 Hedging	風險對沖 for hedge accounting	總計 Total	買賣 Trading	風險對沖 Hedging	風險對沖 for hedge accounting	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
匯率合約	Exchange rate contracts								
即期及期貨	Spot and forwards	358,527	-	-	358,527	(169,442)	-	-	(169,442)
掉期	Swaps	77,474	-	-	77,474	(240,102)	-	-	(240,102)
外匯交易期權	Foreign currency options								
- 買入期權	- Options purchased	4,104	-	-	4,104	(87)	-	-	(87)
- 賣出期權	- Options written	2,696	-	-	2,696	(6,715)	-	-	(6,715)
		442,801	-	-	442,801	(416,346)	-	-	(416,346)
利率合約	Interest rate contracts								
掉期	Swaps	41,188	10,183	-	51,371	(41,540)	(126,366)	-	(167,906)
商品合約	Commodity contracts	95,444	-	-	95,444	(3,311)	-	-	(3,311)
		579,433	10,183	-	589,616	(461,197)	(126,366)	-	(587,563)

財務報表附註 (續) Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計 (續) 21. Derivative financial instruments and hedge accounting (continued)
(a) 衍生金融工具 (續)

下表列出衍生金融工具之信貸風險加權數額，並參照有關資本充足比率之金管局報表的填報指示而編製。

(a) Derivative financial instruments (continued)

The table below gives the credit risk-weighted amounts of the derivative financial instruments and is prepared with reference to the completion instructions for the HKMA return of capital adequacy ratio.

		<u>2020</u>	<u>2019</u>
		港幣千元	港幣千元
		HK\$'000	HK\$'000
匯率合約	Exchange rate contracts		
遠期	Forwards	130,271	218,327
掉期	Swaps	285,633	195,473
外匯交易期權	Foreign currency options		
- 買入期權	- Options purchased	105,236	8,163
		<u>521,140</u>	<u>421,963</u>
利率合約	Interest rate contracts		
掉期	Swaps	151,110	24,529
商品合約	Commodity contracts	-	7,884
		<u>672,250</u>	<u>454,376</u>

信貸風險加權數額是根據《銀行業(資本)規則》計算。此數額取決於交易對手之情況及各類合約之期限特性。

The credit risk-weighted amounts are calculated in accordance with the Banking (Capital) Rules. The amounts are dependent upon the status of the counterparty and the maturity characteristics of each type of contract.

本集團與有效雙邊淨額結算協議有關的衍生交易公允價值總額為港幣376,298,000元(2019年：港幣292,678,000元)，有效雙邊淨額結算協議的效果為港幣192,426,000元(2019年：港幣116,171,000元)。

The total fair values of derivatives subject to valid bilateral netting agreements for the Group amounted to HK\$376,298,000 (2019: HK\$292,678,000) and the effect of valid bilateral netting agreements amounted to HK\$192,426,000 (2019: HK\$116,171,000).

財務報表附註 (續) Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計 (續) 21. Derivative financial instruments and hedge accounting (continued)
(b) 對沖會計
公允價值對沖

本集團利用利率掉期合約對沖由市場利率引致的金融資產公允價值變動。

下表概述了於 2020 年 12 月 31 日以剩餘合約到期日列示之對沖工具的合約 / 名義數額。

(b) Hedge accounting
Fair value hedges

The Group uses interest rate swaps to hedge against change in fair value of financial assets arising from movements in market interest rates.

The table below summarises the contract/notional amounts of the hedging instruments as at 31 December 2020 by remaining contractual maturity.

		2020					
		一至	三至	一至五年	五年以上	總計	
		一個月內	三個月	十二個月	一至五年	五年以上	總計
		Up to	1 to 3	3 to 12	1 to 5	Over	Total
		1 month	months	months	years	5 years	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
利率掉期	Interest rate swaps	-	-	863,794	6,018,333	178,286	7,060,413

		2019					
		一至	三至	一至五年	五年以上	總計	
		一個月內	三個月	十二個月	一至五年	五年以上	總計
		Up to	1 to 3	3 to 12	1 to 5	Over	Total
		1 month	months	months	years	5 years	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
利率掉期	Interest rate swaps	-	-	-	5,425,887	460,691	5,886,578

界定為對沖工具之相關金額如下：

The amounts relating to items designated as hedging instruments are as follows:

		2020		用以確認對沖無效部分之公允價值變動 Change in fair value used for recognising hedge ineffectiveness
		公允價值 Fair values		
		資產	負債	
		Assets	Liabilities	
		港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000
衍生金融工具	Derivative financial instruments			
利率掉期	Interest rate swaps	7,060,413	-	362,268

財務報表附註 (續) Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計 (續) 21. Derivative financial instruments and hedge accounting (continued)
(b) 對沖會計 (續) (b) Hedge accounting (continued)
公允值對沖 (續)
Fair value hedges (continued)

		2019			
		公允值		用以確認對沖無效部分之公允值變動 Change in fair value used for recognising hedge ineffectiveness	港幣千元 HK\$'000
		Fair values			
合約/ 名義數額 Contract/ notional amounts	資產 Assets	負債 Liabilities			
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000		港幣千元 HK\$'000	
衍生金融工具	Derivative financial instruments				
利率掉期	Interest rate swaps	5,886,578	10,183	(126,366)	-

被對沖項目之相關金額如下：

The amounts relating to hedged items are as follows:

		2020		
		計入賬面值的 公允值對沖調 整累計金額 Accumulated amount of fair value hedge adjustment included in the carrying amounts	用以確認對 沖無效部分 之價值變動 Change in value used for recognising hedge ineffectiveness	
賬面值 Carrying amounts		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融投資	Financial investments			
債務證券及存款證	Debt securities and certificates of deposit	7,497,077	307,522	-

財務報表附註 (續) Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計 (續) 21. Derivative financial instruments and hedge accounting (continued)
(b) 對沖會計 (續)
(b) Hedge accounting (continued)
公允值對沖 (續)
Fair value hedges (continued)

		2019		
		賬面值 Carrying amounts	計入賬面值的 公允值對沖調 整累計金額 Accumulated amount of fair value hedge adjustment included in the carrying amounts	用以確認對 沖無效部分 之價值變動 Change in value used for recognising hedge ineffectiveness
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
金融投資	Financial investments			
債務證券及存款證	Debt securities and certificates of deposit	6,102,166	106,946	-
確認對沖無效部分如下：	Hedge ineffectiveness recognised is as follows:			
			2020	2019
			港幣千元	港幣千元
			HK\$'000	HK\$'000
淨交易性收益	Net trading gain		-	-

財務報表附註（續） Notes to the Financial Statements (continued)**21. 衍生金融工具及對沖會計（續） 21. Derivative financial instruments and hedge accounting (continued)****(c) 基準利率改革**

在全球監管機構決定逐步淘汰現有基準利率並以零風險利率代替之後，本集團正在評估對其對現有對沖關係的影響。本銀行成立小組管理基準利率改革程序，並且每月兩次向風險總監匯報。本集團已採用香港財務報告準則第9號，香港會計準則第39號和香港財務報告準則第7號（經修訂）所提供的暫時性豁免，使本集團的對沖會計能夠在不確定期間，即是在以零風險利率代替現有的基準利率前，繼續進行。

本集團的對沖會計關係暴露於以下會被終止的主要基準利率：美元倫敦銀行同業拆放利率。除利率風險外，隨著市場慣性的發展和演變，本集團還面臨外匯風險，以及未來可能面臨其他基礎風險。

基準利率改革使本集團面臨各種風險，該項目正在密切管理和監視。這些風險包括但不限於以下風險：

- 因需對現行合同進行修改以符合基準利率改革而與客戶和市場交易對手進行談判而產生的行為風險
- 因基準利率改革導致財務損失而擾亂市場，給本集團及其客戶帶來的財務風險
- 如基準利率改革導致流動性減少和零風險利率缺乏流動性且不可觀察而產生市場信息的缺乏帶來的定價風險

(c) Interest rate benchmark reform

Following the decision by global regulators to phase out the existing interest rate benchmarks and replace them with risk-free rates ("RFRs"), the Group is evaluating the impact on its existing hedge relationships. The Bank forms a team to manage the Interest rate benchmark reform process and reports to Chief Risk Officer twice a month. The Group has adopted the temporary reliefs provided by the amendments to HKFRS 9, HKAS 39 and HKFRS 7 which enable the hedge accounting of the Group to continue during the period of uncertainty, which is before the replacement of an existing interest rate benchmark with an RFR.

The Group's hedge accounting relationships are exposed to the following significant interest rate benchmarks subject to cessation: US dollar LIBOR. In addition to interest rate risk, the Group is also exposed to foreign exchange risk and potentially in the future, additional basis risk as market conventions develop and evolve.

IBOR reform exposes the Group to various risks, which the project is managing and monitoring closely. These risks include but are not limited to the following:

- Conduct risk arising from discussions with clients and market counterparties due to the amendments required to existing contracts necessary to effect IBOR reform
- Financial risk to the Group and its clients that markets are disrupted due to IBOR reform giving rise to financial losses
- Pricing risk from the potential lack of market information if liquidity in IBORs reduces and RFRs are illiquid and unobservable

財務報表附註 (續) Notes to the Financial Statements (continued)
21. 衍生金融工具及對沖會計 (續) 21. Derivative financial instruments and hedge accounting (continued)
(c) 基準利率改革 (續)

- 因更改集團的資訊科技系統和流程而產生的運營風險，以及如果無法獲得基準利率而引致付款被中斷的風險
- 如本集團的對沖關係失敗和由於金融工具過渡到零風險利率而導致的非代表性損益表波動帶來的會計風險

對沖會計關係中採用暫時性豁免的被對沖項目在綜合資產負債表中列為金融投資。在確定受採用暫時性豁免的被對沖項目時，本集團已作出判斷，以確定將預計何時解決不確定性，從而將在何時停止採用暫時性豁免。截至 2020 年 12 月 31 日，本集團認為不確定性仍然存在，因此暫時性豁免適用於本集團所有參照基準進行改革或替換的集團對沖會計關係。

對沖會計關係中指定的利率衍生工具的合約/名義金額代表本集團管理直接受基準利率改革影響和受暫時性豁免影響的風險承擔如下：

(c) Interest rate benchmark reform (continued)

- Operational risk arising from changes to the Group's IT systems and processes, also the risk of payments being disrupted if an IBOR ceases to be available
- Accounting risk if the Group's hedging relationships fail and from unrepresentative income statement volatility as financial instruments transition to RFRs

The hedged items that are affected by the adoption of the temporary relief in hedge accounting relationships are presented in the Consolidated Balance Sheet as financial investments. When identifying the hedged items that are affected by the adoption of the temporary relief, judgement has been exercised by the Group in determining when uncertainty is expected to be resolved and therefore when the temporary relief will cease to apply. As at 31 December 2020, the Group believed that the uncertainty continued to exist and so the temporary exceptions apply to all of the Group's hedge accounting relationships that reference benchmarks subject to reform or replacement.

The contract/notional amounts of interest rate derivatives designated in hedge accounting relationships represent the extent of the risk exposure managed by the Group that is directly affected by interest rate benchmarks reform and impacted by the temporary relief, which is presented as below:

	2020
	合約/ 名義數額
	Contract/notional amounts
	港幣千元 HK\$'000
公允值對沖	6,620,413
Fair value hedges	

財務報表附註 (續)
Notes to the Financial Statements (continued)
22. 貸款及其他賬項
22. Advances and other accounts

		2020	2019
		港幣千元 HK\$'000	港幣千元 HK\$'000
個人貸款	Personal loans and advances	57,858,670	52,313,862
公司貸款	Corporate loans and advances	221,863,901	210,789,370
客戶貸款	Advances to customers	279,722,571	263,103,232
減值準備	Impairment allowances	(3,027,800)	(2,707,693)
		276,694,771	260,395,539
貿易票據	Trade bills	390,401	2,017,812
減值準備	Impairment allowances	(39)	(171)
		390,362	2,017,641
銀行及其他金融機構貸款	Advances to banks and other financial institutions	102,121	95,873
減值準備	Impairment allowances	(102,121)	(95,873)
		-	-
		277,085,133	262,413,180

於2020年12月31日，客戶貸款包括應計利息港幣792,508,000元(2019年：港幣601,512,000元)。

As at 31 December 2020, advances to customers included accrued interest of HK\$792,508,000 (2019: HK\$601,512,000).

財務報表附註（續） Notes to the Financial Statements (continued)
22. 貸款及其他賬項（續） 22. Advances and other accounts (continued)

提取減值準備前之總貸款及其他賬項按內部信貸評級及階段分析如下：

Gross advances and other accounts before impairment allowances are analysed by internal credit grade and stage classification as follows:

		2020			
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款	Advances to customers				
合格	Pass	273,673,886	1,244,428	-	274,918,314
需要關注	Special mention	682,851	1,728,624	195	2,411,670
次級或以下	Substandard or below	-	-	2,392,587	2,392,587
		274,356,737	2,973,052	2,392,782	279,722,571
貿易票據	Trade bills				
合格	Pass	390,401	-	-	390,401
銀行及其他金融機構貸款	Advances to banks and other financial institutions				
次級或以下	Substandard or below	-	-	102,121	102,121
總計	Total	274,747,138	2,973,052	2,494,903	280,215,093
		2019			
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
客戶貸款	Advances to customers				
合格	Pass	256,847,146	1,951,031	-	258,798,177
需要關注	Special mention	1,523,877	1,011,597	14,202	2,549,676
次級或以下	Substandard or below	-	-	1,755,379	1,755,379
		258,371,023	2,962,628	1,769,581	263,103,232
貿易票據	Trade bills				
合格	Pass	2,017,812	-	-	2,017,812
銀行及其他金融機構貸款	Advances to banks and other financial institutions				
次級或以下	Substandard or below	-	-	95,873	95,873
總計	Total	260,388,835	2,962,628	1,865,454	265,216,917

財務報表附註 (續) Notes to the Financial Statements (continued)
22. 貸款及其他賬項 (續) 22. Advances and other accounts (continued)

相關減值準備之變化分析
如下：

An analysis of changes in the corresponding impairment allowances is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	(1,314,079)	(78,152)	(1,411,506)	(2,803,737)
增加	Addition	(715,225)	-	-	(715,225)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	694,888	37,138	360,549	1,092,575
轉至第一階段	Transfers to Stage 1	(24,163)	23,945	218	-
轉至第二階段	Transfers to Stage 2	7,083	(171,363)	164,280	-
轉至第三階段	Transfers to Stage 3	24,676	355	(25,031)	-
期內各階段之間風險承擔轉撥對期末預期損失的影響	Impact on period end ECLs of exposures transferred between stages during the period	22,438	84,080	(1,687,919)	(1,581,401)
折現減值準備回撥	Unwind of discount on impairment allowances	-	-	3,179	3,179
減值模型的變動	Changes to model used for impairment calculations	34,206	2,234	-	36,440
減值參數的轉變	Changes to inputs used for impairment calculations	76,808	10,223	(189,141)	(102,110)
收回已撇銷賬項	Recoveries	-	-	(64,217)	(64,217)
撇銷之貸款	Loans written off	-	-	1,139,525	1,139,525
匯兌差額	Exchange difference	(35,044)	(5,425)	(94,520)	(134,989)
於 2020 年 12 月 31 日	At 31 December 2020	(1,228,412)	(96,965)	(1,804,583)	(3,129,960)
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2019 年 1 月 1 日	At 1 January 2019	(1,465,698)	(175,629)	(1,256,272)	(2,897,599)
增加	Addition	(570,059)	-	(95,873)	(665,932)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	384,436	149,053	230,641	764,130
轉至第一階段	Transfers to Stage 1	(71,636)	1,918	69,718	-
轉至第二階段	Transfers to Stage 2	8,157	(8,157)	-	-
轉至第三階段	Transfers to Stage 3	7,078	81,267	(88,345)	-
期內各階段之間風險承擔轉撥對期末預期損失的影響	Impact on period end ECLs of exposures transferred between stages during the period	67,588	(138,779)	(1,384,861)	(1,456,052)
折現減值準備回撥	Unwind of discount on impairment allowances	-	-	1,351	1,351
減值參數的轉變	Changes to inputs used for impairment calculations	326,780	8,568	(154,858)	180,490
收回已撇銷賬項	Recoveries	-	-	(41,282)	(41,282)
撇銷之貸款	Loans written off	-	-	1,270,702	1,270,702
匯兌差額	Exchange difference	(725)	3,607	37,573	40,455
於 2019 年 12 月 31 日	At 31 December 2019	(1,314,079)	(78,152)	(1,411,506)	(2,803,737)

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資
23. Financial investments

		2020		
		以公允價值變化計 入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
庫券	Treasury bills	46,278,659	-	46,278,659
其他債務證券	Other debt securities	74,156,150	1,768,341	75,924,491
		120,434,809	1,768,341	122,203,150
存款證	Certificates of deposit	9,621,228	116,794	9,738,022
債務證券及存款證總額	Total debt securities and certificates of deposit	130,056,037	1,885,135	131,941,172
減值準備	Impairment allowances	-	(147)	(147)
		130,056,037	1,884,988	131,941,025
其他	Others	-	961,397	961,397
減值準備	Impairment allowances	-	(67,290)	(67,290)
		-	894,107	894,107
股份證券	Equity securities	54,109	-	54,109
		130,110,146	2,779,095	132,889,241

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資（續） 23. Financial investments (continued)

		2019		
		以公允價值變化計 入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
庫券	Treasury bills	60,871,298	579,912	61,451,210
其他債務證券	Other debt securities	60,237,601	1,826,661	62,064,262
		121,108,899	2,406,573	123,515,472
存款證	Certificates of deposit	21,753,091	156,470	21,909,561
債務證券及存款證總額	Total debt securities and certificates of deposit	142,861,990	2,563,043	145,425,033
減值準備	Impairment allowances	-	(479)	(479)
		142,861,990	2,562,564	145,424,554
其他	Others	-	1,356,265	1,356,265
減值準備	Impairment allowances	-	(53,045)	(53,045)
		-	1,303,220	1,303,220
股份證券	Equity securities	31,163	-	31,163
		142,893,153	3,865,784	146,758,937

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資（續）
23. Financial investments (continued)

相關以公允價值變化計入其他全面收益之金融投資的減值準備之變化分析如下：

An analysis of changes in the corresponding impairment allowances of financial investments at fair value through other comprehensive income is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	(43,920)	-	(181,868)	(225,788)
增加	Addition	(35,876)	-	-	(35,876)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	18,187	-	-	18,187
減值模型的變動	Changes to model used for impairment calculations	7,045	-	-	7,045
減值參數的轉變	Changes to inputs used for impairment calculations	(3,638)	-	844	(2,794)
匯兌差額	Exchange difference	(705)	-	-	(705)
於 2020 年 12 月 31 日	At 31 December 2020	(58,907)	-	(181,024)	(239,931)
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2019 年 1 月 1 日	At 1 January 2019	(31,931)	-	(182,907)	(214,838)
增加	Addition	(28,817)	-	-	(28,817)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	14,000	-	-	14,000
減值參數的轉變	Changes to inputs used for impairment calculations	2,699	-	1,039	3,738
匯兌差額	Exchange difference	129	-	-	129
於 2019 年 12 月 31 日	At 31 December 2019	(43,920)	-	(181,868)	(225,788)

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資（續）
23. Financial investments (continued)

相關以攤餘成本作計量之金融投資的減值準備之變化分析如下：

An analysis of changes in the corresponding impairment allowances of financial investments at amortised cost is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	(53,524)	-	-	(53,524)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	89	-	-	89
轉至第二階段	Transfers to Stage 2	13,609	(13,609)	-	-
期內各階段之間風險承擔轉撥對期末預期損失的影響	Impact on period end ECLs of exposures transferred between stages during the period	-	(42,213)	-	(42,213)
減值模型的變動	Changes to model used for impairment calculations	346	500	-	846
減值參數的轉變	Changes to inputs used for impairment calculations	29,861	-	-	29,861
匯兌差額	Exchange difference	(2,496)	-	-	(2,496)
於 2020 年 12 月 31 日	At 31 December 2020	(12,115)	(55,322)	-	(67,437)
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2019 年 1 月 1 日	At 1 January 2019	(65,765)	-	-	(65,765)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	43,218	-	-	43,218
減值參數的轉變	Changes to inputs used for impairment calculations	(31,149)	-	-	(31,149)
匯兌差額	Exchange difference	172	-	-	172
於 2019 年 12 月 31 日	At 31 December 2019	(53,524)	-	-	(53,524)

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資（續） 23. Financial investments (continued)

金融投資按上市地之分類如下：

Financial investments is analysed by place of listing as follows:

		2020	
		以公允價值變化計 入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost
		港幣千元 HK\$'000	港幣千元 HK\$'000
債務證券及存款證	Debt securities and certificates of deposit		
- 於香港上市	- Listed in Hong Kong	13,911,436	565,492
- 於香港以外上市	- Listed outside Hong Kong	9,501,322	1,202,716
		23,412,758	1,768,208
- 非上市	- Unlisted	106,643,279	116,780
		130,056,037	1,884,988
其他	Others		
- 非上市	- Unlisted	-	894,107
股份證券	Equity securities		
- 非上市	- Unlisted	54,109	-
總計	Total	130,110,146	2,779,095
持有至到期日之上市證券 市值	Market value of listed securities at amortised cost		1,780,157

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資（續） 23. Financial investments (continued)

金融投資按上市地之分類
如下（續）：

Financial investments is analysed by place of listing as follows (continued):

		2019	
		以公允價值變化計 入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost
		港幣千元 HK\$'000	港幣千元 HK\$'000
債務證券及存款證	Debt securities and certificates of deposit		
- 於香港上市	- Listed in Hong Kong	10,535,687	564,909
- 於香港以外上市	- Listed outside Hong Kong	9,027,000	1,261,376
		19,562,687	1,826,285
- 非上市	- Unlisted	123,299,303	736,279
		142,861,990	2,562,564
其他	Others		
- 非上市	- Unlisted	-	1,303,220
股份證券	Equity securities		
- 非上市	- Unlisted	31,163	-
總計	Total	142,893,153	3,865,784
持有至到期日之上市證券 市值	Market value of listed securities at amortised cost		1,837,033

財務報表附註（續） Notes to the Financial Statements (continued)
23. 金融投資（續） 23. Financial investments (continued)

金融投資按發行機構之分類如下：

Financial investments is analysed by type of issuer as follows:

		2020	
		以公允價值變化計入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost
		港幣千元 HK\$'000	港幣千元 HK\$'000
官方實體	Sovereigns	46,358,898	-
公營單位	Public sector entities	2,631,574	-
銀行及其他金融機構	Banks and other financial institutions	53,643,974	2,779,095
公司企業	Corporate entities	27,475,700	-
		130,110,146	2,779,095
		2019	
		以公允價值變化計入其他全面收益 At fair value through other comprehensive income	以攤餘成本作計量 At amortised cost
		港幣千元 HK\$'000	港幣千元 HK\$'000
官方實體	Sovereigns	60,949,904	579,838
公營單位	Public sector entities	2,461,881	-
銀行及其他金融機構	Banks and other financial institutions	57,697,920	3,285,946
公司企業	Corporate entities	21,783,448	-
		142,893,153	3,865,784

於 2020 年 12 月 31 日，包括在《銀行業（資本）規則》內分類為認可公營單位的以公允價值變化計入其他全面收益的金融投資為港幣 2,631,574,000 元（2019 年：港幣 2,461,881,000 元）。

As at 31 December 2020, included financial investments at fair value through other comprehensive income of HK\$2,631,574,000 which are eligible to be classified as public sector entities under the Banking (Capital) Rules (2019: HK\$2,461,881,000).

財務報表附註 (續) Notes to the Financial Statements (continued)
24. 投資物業
24. Investment properties

		2020	2019
		港幣千元	港幣千元
		HK\$'000	HK\$'000
於 1 月 1 日	At 1 January	355,230	331,942
公允值 (虧損) / 收益	Fair value (losses)/gains	(2,950)	16,573
重新分類轉撥 (至) / 自物業、器材及設備 (附註 25)	Reclassification (to)/from properties, plant and equipment (Note 25)	(11,200)	6,715
於 12 月 31 日	At 31 December	341,080	355,230

投資物業之賬面值按租約剩餘期限分析如下：

The carrying value of investment properties is analysed based on the remaining terms of the leases as follows:

		2020	2019
		港幣千元	港幣千元
		HK\$'000	HK\$'000
在香港持有	Held in Hong Kong		
長期租約 (超過 50 年)	On long-term lease (over 50 years)	177,240	170,650
中期租約 (10 年至 50 年)	On medium-term lease (10 to 50 years)	163,840	184,580
		341,080	355,230

於 2020 年 12 月 31 日，列於資產負債表內之投資物業，乃依據獨立特許測量師萊坊測計師行有限公司於 2020 年 12 月 31 日以公允值為基準所進行之專業估值。公允值指在計量當日若有秩序成交的情況下向市場參與者出售每一項投資物業應取得的價格。

As at 31 December 2020, investment properties were included in the balance sheet at valuation carried out at 31 December 2020 on the basis of their fair value by an independent firm of chartered surveyors, Knight Frank Petty Limited. The fair value represents the price that would be received to sell each investment property in an orderly transaction with market participants at the measurement date.

財務報表附註（續） Notes to the Financial Statements (continued)
25. 物業、器材及設備 25. Properties, plant and equipment

		設備、固定 設施 及裝備 Equipment, fixtures and fittings	使用權資產 Right-of-use assets	總計 Total	
	房產 Premises	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
於 2020 年 1 月 1 日之 賬面淨值	Net book value at 1 January 2020	7,481,553	528,117	592,366	8,602,036
增置	Additions	12,706	132,272	87,524	232,502
出售	Disposals	-	(1,533)	-	(1,533)
重估	Revaluation	(190,714)	-	-	(190,714)
年度折舊	Depreciation for the year	(142,280)	(127,333)	(249,521)	(519,134)
轉入	Transfer in	11,200	-	-	11,200
匯兌差額	Exchange difference	47,625	21,608	17,148	86,381
於 2020 年 12 月 31 日之 賬面淨值	Net book value at 31 December 2020	7,220,090	553,131	447,517	8,220,738
於 2020 年 12 月 31 日 成本值或估值	At 31 December 2020 Cost or valuation	7,220,090	1,408,640	876,588	9,505,318
累計折舊	Accumulated depreciation	-	(855,509)	(429,071)	(1,284,580)
於 2020 年 12 月 31 日之 賬面淨值	Net book value at 31 December 2020	7,220,090	553,131	447,517	8,220,738
上述資產之成本值或估值 分析如下：	The analysis of cost or valuation of the above assets is as follows:				
於 2020 年 12 月 31 日 按成本值	At 31 December 2020 At cost	-	1,408,640	876,588	2,285,228
按估值	At valuation	7,220,090	-	-	7,220,090
		7,220,090	1,408,640	876,588	9,505,318

財務報表附註（續）
Notes to the Financial Statements (continued)
**25. 物業、器材及設備
（續）**
25. Properties, plant and equipment (continued)

		房產 Premises	設備、固定 設施 及裝備 Equipment, fixtures and fittings	使用權資產 Right-of-use assets	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2019 年 1 月 1 日之 賬面淨值	Net book value at 1 January 2019				
早期列賬之賬面淨值	Net book value as previously reported	7,420,921	387,670	-	7,808,591
採用香港財務報告準則第 16 號的影響	Effect of adoption of HKFRS 16	-	-	599,748	599,748
期初調整後餘額	Balance after opening adjustments	7,420,921	387,670	599,748	8,408,339
增置	Additions	74,822	240,189	265,073	580,084
出售／終止確認	Disposals/Derecognition	(2,082)	(1,718)	(751)	(4,551)
重估	Revaluation	142,131	-	-	142,131
年度折舊	Depreciation for the year	(136,084)	(93,384)	(266,087)	(495,555)
轉出	Transfer out	(6,715)	-	-	(6,715)
匯兌差額	Exchange difference	(11,440)	(4,640)	(5,617)	(21,697)
於 2019 年 12 月 31 日之 賬面淨值	Net book value at 31 December 2019	<u>7,481,553</u>	<u>528,117</u>	<u>592,366</u>	<u>8,602,036</u>
於 2019 年 12 月 31 日 成本值或估值	At 31 December 2019 Cost or valuation	7,481,553	1,273,551	843,660	9,598,764
累計折舊	Accumulated depreciation	-	(745,434)	(251,294)	(996,728)
於 2019 年 12 月 31 日之 賬面淨值	Net book value at 31 December 2019	<u>7,481,553</u>	<u>528,117</u>	<u>592,366</u>	<u>8,602,036</u>
上述資產之成本值或估值 分析如下：	The analysis of cost or valuation of the above assets is as follows:				
於 2019 年 12 月 31 日	At 31 December 2019				
按成本值	At cost	-	1,273,551	843,660	2,117,211
按估值	At valuation	7,481,553	-	-	7,481,553
		<u>7,481,553</u>	<u>1,273,551</u>	<u>843,660</u>	<u>9,598,764</u>

財務報表附註 (續)
Notes to the Financial Statements (continued)
**25. 物業、器材及設備
(續)**
25. Properties, plant and equipment (continued)

房產之賬面值按租約剩餘期限分析如下：

The carrying value of premises is analysed based on the remaining terms of the leases as follows:

	2020	2019
	港幣千元 HK\$'000	港幣千元 HK\$'000
在香港持有		
長期租約 (超過 50 年)	4,346,583	4,572,188
中期租約 (10 年至 50 年)	2,097,590	2,161,352
在香港以外持有		
中期租約 (10 年至 50 年)	738,542	713,786
短期租約 (少於 10 年)	37,375	34,227
	7,220,090	7,481,553

於 2020 年 12 月 31 日，列於資產負債表內之房產，乃依據獨立特許測量師萊坊測計師行有限公司於 2020 年 12 月 31 日以公允值為基準所進行之專業估值。公允值指在計量當日若有秩序成交的情況下向市場參與者出售每一項房產應取得的價格。

As at 31 December 2020, premises were included in the balance sheet at valuation carried out at 31 December 2020 on the basis of their fair value by an independent firm of chartered surveyors, Knight Frank Petty Limited. The fair value represents the price that would be received to sell each premises in an orderly transaction with market participants at the measurement date.

根據上述之重估結果，房產估值變動已於房產重估儲備及收益表確認如下：

As a result of the above-mentioned revaluations, changes in value of the premises were recognised in the premises revaluation reserve and the income statement as follows:

	2020	2019
	港幣千元 HK\$'000	港幣千元 HK\$'000
(借) / 貸記房產重估儲備之重估 (減值) / 增值	(184,028)	139,747
(借) / 貸記收益表之重估 (減值) / 增值	(6,686)	2,384
	(190,714)	142,131

於 2020 年 12 月 31 日，假若房產按成本值扣減累計折舊列賬，本集團之資產負債表內之房產賬面淨值應為港幣 905,492,000 元 (2019 年：港幣 863,474,000 元)。

As at 31 December 2020, the net book value of premises that would have been included in the Group's balance sheet had the premises been carried at cost less accumulated depreciation was HK\$905,492,000 (2019: HK\$863,474,000).

財務報表附註（續） Notes to the Financial Statements (continued)
26. 其他資產
26. Other assets

		2020	2019
		港幣千元 HK\$'000	港幣千元 HK\$'000
收回資產	Repossessed assets	7,220	10,851
貴金屬	Precious metals	404,718	264,765
應收賬項及預付費用	Accounts receivable and prepayments	3,650,770	4,074,163
		4,062,708	4,349,779
減值準備	Impairment allowances	(4,661)	(3,161)
		4,058,047	4,346,618

相關減值準備之變化分析如下：

An analysis of changes in the corresponding impairment allowances is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	(1,280)	-	(1,881)	(3,161)
增加	Addition	(1,962)	-	-	(1,962)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	25	-	1,151	1,176
轉至第二階段	Transfers to Stage 2	1	(1)	-	-
轉至第三階段	Transfers to Stage 3	1	-	(1)	-
期內各階段之間風險承擔轉撥對期末預期損失的影響	Impact on period end ECLs of exposures transferred between stages during the period	-	(17)	(354)	(371)
減值模型的變動	Changes to model used for impairment calculations	1	1	-	2
減值參數的轉變	Changes to inputs used for impairment calculations	939	(1)	(784)	154
匯兌差額	Exchange difference	(499)	-	-	(499)
於 2020 年 12 月 31 日	At 31 December 2020	(2,774)	(18)	(1,869)	(4,661)
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2019 年 1 月 1 日	At 1 January 2019	(1,201)	(11)	(13)	(1,225)
增加	Addition	(1,133)	-	-	(1,133)
終止確認或償還(不包括撇銷)	Derecognised or repaid (excluding written off)	-	11	8	19
轉至第二階段	Transfers to Stage 2	2	(2)	-	-
轉至第三階段	Transfers to Stage 3	629	-	(629)	-
期內各階段之間風險承擔轉撥對期末預期損失的影響	Impact on period end ECLs of exposures transferred between stages during the period	-	-	(4,345)	(4,345)
減值參數的轉變	Changes to inputs used for impairment calculations	340	2	(681)	(339)
撇銷	Written off	-	-	3,779	3,779
匯兌差額	Exchange difference	83	-	-	83
於 2019 年 12 月 31 日	At 31 December 2019	(1,280)	-	(1,881)	(3,161)

財務報表附註（續） Notes to the Financial Statements (continued)
27. 公允價值變化計入損益之金融負債 27. Financial liabilities at fair value through profit or loss

	<u>2020</u>	<u>2019</u>
	港幣千元	港幣千元
	HK\$'000	HK\$'000
交易性負債		
- 外匯基金票據及債券 短盤		
Trading liabilities		
- Short positions in Exchange Fund Bills and Notes	<u>6,650,987</u>	<u>5,048,559</u>

於 2020 年 12 月 31 日沒有界定為以公允價值變化計入損益之金融負債（2019 年：無）。

At 31 December 2020, there were no financial liabilities designated at fair value through profit or loss (2019: Nil).

財務報表附註（續） Notes to the Financial Statements (continued)
28. 客戶存款及對沖會計 28. Deposits from customers and hedge accounting
(a) 客戶存款
(a) Deposits from customers

		2020	2019
		港幣千元	港幣千元
		HK\$'000	HK\$'000
即期存款及往來存款	Demand deposits and current accounts		
- 公司	- Corporate	42,636,283	38,228,957
- 個人	- Personal	3,914,497	2,731,596
		46,550,780	40,960,553
儲蓄存款	Savings deposits		
- 公司	- Corporate	33,746,258	29,405,951
- 個人	- Personal	54,070,216	40,165,185
		87,816,474	69,571,136
定期、短期及通知存款	Time, call and notice deposits		
- 公司	- Corporate	131,872,167	133,731,637
- 個人	- Personal	85,390,507	101,624,456
		217,262,674	235,356,093
		351,629,928	345,887,782

(b) 對沖會計
(b) Hedge accounting
海外運作淨投資對沖

於2020年12月31日，本集團界定部分人民幣計值的客戶存款合共港幣2,162,425,000元（2019年：港幣2,030,116,000元）為對沖工具，用以對沖海外運作淨投資。

年內沒有無效部分之收益或虧損於收益表內確認（2019年：無）。

Hedges of net investments in foreign operations

As at 31 December 2020, a proportion of the Groups's RMB-denominated deposits from customers of HK\$2,162,425,000 (2019: HK\$2,030,116,000) were designated as a hedging instrument to hedge against the net investments in foreign operations.

There were no gains or losses on ineffective portion recognised in the income statement during the year (2019: Nil).

財務報表附註（續） Notes to the Financial Statements (continued)
29. 已發行債務證券及存款證 29. Debt securities and certificates of deposit in issue

		<u>2020</u>	<u>2019</u>
		港幣千元	港幣千元
		HK\$'000	HK\$'000
債務證券及存款證，按攤銷成本列賬	Debt securities and certificates of deposit, at amortised cost		
- 存款證	- Certificates of deposit	10,747,857	6,378,269
- 其他債務證券	- Other debt securities	13,266,578	9,092,847
		<u>24,014,435</u>	<u>15,471,116</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
30. 其他賬項及準備 30. Other accounts and provisions

		2020	2019
		港幣千元 HK\$'000	港幣千元 HK\$'000
租賃負債	Lease liabilities	454,070	582,911
其他應付賬項	Other accounts payable	18,052,065	25,175,498
準備	Provisions	54,660	60,855
貸款承諾及財務擔保合同 減值準備	Impairment allowances for loan commitments and financial guarantee contracts	164,014	89,576
		18,724,809	25,908,840

相關減值準備之變化分析
如下：

An analysis of changes in the corresponding impairment allowances is, as follows:

		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	89,558	18	-	89,576
增加	Addition	152,240	-	-	152,240
終止確認 (不包括撇銷)	Derecognised (excluding written off)	(90,681)	-	-	(90,681)
轉至第一階段	Transfers to Stage 1	17	(17)	-	-
轉至第二階段	Transfers to Stage 2	(4)	4	-	-
期內各階段之間風險承擔 轉撥對期末預期損失的 影響	Impact on period end ECLs of exposures transferred between stages during the period	(13)	637	-	624
減值模型的變動	Changes to model used for impairment calculations	(11,493)	(74)	-	(11,567)
減值參數的轉變	Changes to inputs used for impairment calculations	11,769	69	-	11,838
匯兌差額	Exchange difference	11,984	-	-	11,984
於 2020 年 12 月 31 日	At 31 December 2020	163,377	637	-	164,014
		第一階段 Stage 1	第二階段 Stage 2	第三階段 Stage 3	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2019 年 1 月 1 日	At 1 January 2019	184,811	8	-	184,819
增加	Addition	73,196	-	-	73,196
終止確認 (不包括撇銷)	Derecognised (excluding written off)	(153,780)	(1)	-	(153,781)
轉至第二階段	Transfers to Stage 2	(1)	1	-	-
期內各階段之間風險承擔 轉撥對期末預期損失的 影響	Impact on period end ECLs of exposures transferred between stages during the period	-	18	-	18
減值參數的轉變	Changes to inputs used for impairment calculations	(11,654)	-	-	(11,654)
匯兌差額	Exchange difference	(3,014)	(8)	-	(3,022)
於 2019 年 12 月 31 日	At 31 December 2019	89,558	18	-	89,576

財務報表附註 (續) Notes to the Financial Statements (continued)
31. 遞延稅項

遞延稅項是根據香港會計準則第12號「所得稅」計算，就資產負債之稅務基礎與其在財務報表內賬面值兩者之暫時性差額及未使用稅項抵免作提撥。

資產負債表內之遞延稅項（資產）／負債主要組合，以及其在年度內之變動如下：

31. Deferred taxation

Deferred tax is recognised in respect of the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and unused tax credits in accordance with HKAS 12 "Income Taxes".

The major components of deferred tax (assets)/liabilities recorded in the balance sheet, and the movements during the year are as follows:

		2020					
		加速折舊 免稅額 Accelerated tax depreciation	物業重估 Property revaluation	虧損 Losses	減值準備 Impairment allowance	其他 Other	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	40,868	1,173,512	-	(389,790)	(37,466)	787,124
借/(貸)記收益 表	Charged/(credited) to income statement	3,801	2,554	-	(142,834)	(116,480)	(252,959)
貸記其他全面 收益	Credited to other comprehensive income	-	(46,489)	-	-	(33,751)	(80,240)
匯兌差額	Exchange difference	-	7,379	-	(25,276)	(1,395)	(19,292)
於 2020 年 12 月 31 日	At 31 December 2020	44,669	1,136,956	-	(557,900)	(189,092)	434,633
		2019					
		加速折舊 免稅額 Accelerated tax depreciation	物業重估 Property revaluation	虧損 Losses	減值準備 Impairment allowance	其他 Other	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2019 年 1 月 1 日	At 1 January 2019	35,163	1,165,740	-	(415,874)	(56,541)	728,488
借/(貸)記收益 表	Charged/(credited) to income statement	5,705	21	-	17,640	(24,723)	(1,357)
借記其他全面 收益	Charged to other comprehensive income	-	9,529	-	-	45,724	55,253
匯兌差額	Exchange difference	-	(1,778)	-	8,444	(1,926)	4,740
於 2019 年 12 月 31 日	At 31 December 2019	40,868	1,173,512	-	(389,790)	(37,466)	787,124

財務報表附註（續） Notes to the Financial Statements (continued)
31. 遞延稅項（續）

當有法定權利可將現有稅項資產與現有稅項負債抵銷，而遞延稅項涉及同一財政機關，則可將個別法人的遞延稅項資產與遞延稅項負債互相抵銷。下列在資產負債表內列賬之金額，已計入適當抵銷：

31. Deferred taxation (continued)

Deferred tax assets and liabilities are offset on an individual entity basis when there is a legal right to set off current tax assets against current tax liabilities and when the deferred taxation relates to the same authority. The following amounts, determined after appropriate offsetting, are shown in the balance sheet:

		2020	2019
		港幣千元	港幣千元
		HK\$'000	HK\$'000
遞延稅項資產	Deferred tax assets	(430,257)	(58,000)
遞延稅項負債	Deferred tax liabilities	864,890	845,124
		434,633	787,124
		2020	2019
		港幣千元	港幣千元
		HK\$'000	HK\$'000
遞延稅項資產（超過 12 個月後收回）	Deferred tax assets to be recovered after more than twelve months	(337,687)	(142,858)
遞延稅項負債（超過 12 個月後支付）	Deferred tax liabilities to be settled after more than twelve months	903,250	936,655
		565,563	793,797

於 2020 年 12 月 31 日，本集團未確認遞延稅項資產之稅務虧損為港幣 2,214,000 元（2019 年：港幣 2,256,000 元）。按照現行稅例，有關稅務虧損沒有作廢期限。

As at 31 December 2020, the Group has not recognised deferred tax assets in respect of tax losses amounting to HK\$2,214,000 (2019: HK\$2,256,000). These tax losses do not expire under the current tax legislation.

財務報表附註 (續) Notes to the Financial Statements (continued)
32. 後償負債
32. Subordinated liabilities

	2020	2019
	港幣千元	港幣千元
	HK\$'000	HK\$'000
按攤銷成本列賬於 2029 年到期之 700,000,000 美元定息後償票據		
US\$700 million fixed rate subordinated notes issued due 2029 at amortised cost	5,416,390	5,438,386

此乃本銀行於 2019 年 11 月 20 日發行之 700,000,000 美元在香港交易所上市及符合《巴塞爾協定三》而被界定為二級資本的 10 年期後償票據(「票據」)(須根據《銀行業(資本)規則》之條款)。此等票據將於 2029 年 11 月 20 日到期, 選擇性贖還日為 2024 年 11 月 20 日。由發行日至其選擇性贖還日, 年息為 3.80%, 每半年付息一次。其後, 倘票據未在選擇性贖還日贖回, 往後的利息會重訂為當時 5 年期美國國庫債券息率加 218 點子。若獲得金管局預先批准, 本銀行可於選擇性贖還日或因稅務或監管要求等理由於票據到期前的任何日子以票面價值贖回所有(非部分)票據。

This represents US\$700,000,000 Basel III compliant 10-year subordinated notes qualifying as Tier 2 capital of the Bank issued on 20 November 2019 in accordance with the Banking (Capital) Rules (the "Notes"), which are listed on the Hong Kong Stock Exchange. The Notes will mature on 20 November 2029 with an optional redemption date falling on 20 November 2024. Interest at 3.80% p.a. is payable semi-annually from the issue date to the optional redemption date. Thereafter, if the Notes are not redeemed, the interest rate will be reset and the Notes will bear interest at the prevailing 5-year U.S. Treasury Rate plus 218 basis points. The Bank may, subject to receiving the prior approval of the HKMA, redeem the Notes at the option of the Bank in whole but not in part, at par either on the optional redemption date or for tax or regulatory reasons at any time prior to maturity of the Notes.

33. 股本
33. Share capital

	2020	2019
	港幣千元	港幣千元
	HK\$'000	HK\$'000
已發行及繳足:		
7,000,000 股普通股	3,144,517	3,144,517
Issued and fully paid:		
7,000,000 ordinary shares	3,144,517	3,144,517

財務報表附註 (續)
Notes to the Financial Statements (continued)
34. 額外資本工具
34. Additional equity instruments

	<u>2020</u>	<u>2019</u>
	港幣千元	港幣千元
	HK\$'000	HK\$'000
12 億美元永久非累計次級額外一級資本證券	9,314,890	9,314,890
US\$1,200 million perpetual non-cumulative subordinated additional tier 1 capital securities		

本銀行於 2017 年 6 月 2 日發行了票面值 12 億美元 (扣除相關發行成本後等值港幣 93.15 億元) 的永久非累計次級額外一級資本證券 (「額外資本工具」)。此永久額外資本工具於 2022 年 6 月 2 日首個提前贖回日期前, 票面年利率定於 5.00%。若屆時未有行使贖回權, 票面年利率將每 5 年按當時 5 年期美國國庫債券息率的每年利率加上初始發行利差重設。

票息需每半年派付一次。本銀行有權根據該額外資本工具的條款規定取消利息發放, 而取消的利息不會累積。然而, 本銀行亦禁止宣佈向普通股股東分派股息直至下一次發放利息為止。

假如金管局通知本銀行不對本金進行撤銷則無法繼續經營, 該額外資本工具的本金將會按與金管局協商後或接受其指令下進行撤銷。

於 2022 年 6 月 2 日或任何其後的派息日, 本銀行擁有贖回權贖回所有未償付的額外資本工具, 但須受已列載之條款及細則所限制。

2020 年內, 本銀行共支付額外資本工具票息 6 千萬美元, 當中分別於 2020 年 6 月 1 日和 2020 年 12 月 1 日每次支付 3 千萬美元。(2019 年: 6 千萬美元)。

On 2 June 2017, the Bank issued perpetual non-cumulative subordinated additional tier 1 capital securities ("additional equity instruments") with a face value of US\$1,200 million (equivalent to HK\$9,315 million net of related issuance costs). The additional equity instruments are perpetual and bear a 5.00% coupon until the first call date on 2 June 2022. The coupon will be reset every 5 years if the additional equity instruments are not redeemed to a fixed rate equivalent to the then-prevailing 5-year US Treasury rate plus a fixed initial spread.

The coupon shall be payable semi-annually. The Bank has the right to cancel coupon payment (subjected to the requirement as set out in the terms and conditions of the additional equity instruments) and the coupon cancelled shall not be cumulative. However, the Bank is stopped from declaring dividend to its ordinary shareholders unless the next scheduled coupon payment is paid.

The principal of the additional equity instruments will be written down to the amount as directed or agreed with the HKMA if the HKMA notifies the Bank that the Bank would become non-viable if there is no written down of the principal.

The Bank has a call option to redeem all the outstanding additional equity instruments from 2 June 2022 or any subsequent coupon payment date, but subject to restriction as set out in the terms and conditions.

The Bank has distributed coupon payment for additional equity instruments for a total amount US\$60 million during the year 2020, for each US\$30 million was distributed on 1 June 2020 and 1 December 2020 separately (2019: US\$60 million).

財務報表附註 (續) Notes to the Financial Statements (continued)
35. 綜合現金流量表附註 35. Notes to consolidated cash flow statement

(a) 經營溢利與除稅前 經營現金之流入/ (流出) 對賬	(a) Reconciliation of operating profit to operating cash inflow/(outflow) before taxation	2020	2019
		港幣千元 HK\$'000	港幣千元 HK\$'000
經營溢利	Operating profit	4,229,255	4,459,755
折舊	Depreciation	519,134	495,555
減值準備淨撥備	Net charge of impairment allowances	1,359,147	1,160,079
折現減值準備回撥	Unwind of discount on impairment allowances	(3,179)	(1,351)
已撇銷之貸款 (扣除 收回款額)	Advances written off net of recoveries	(1,075,308)	(1,229,420)
租賃負債利息支出	Interest expense on lease liabilities	18,838	23,233
後償負債利息支出	Interest expense on subordinated liabilities	209,386	24,007
原到期日超過 3 個月 之存放銀行及其他 金融機構之結餘之 變動	Change in balances with banks and other financial institutions with original maturity over three months	635,824	1,205,481
原到期日超過 3 個月 之在銀行及其他金 融機構之定期存放 之變動	Change in placements with banks and other financial institutions with original maturity over three months	7,561,189	8,935,238
公允值變化計入損益 之金融資產之變動	Change in financial assets at fair value through profit or loss	(10,757,524)	(4,960,982)
衍生金融工具之變動	Change in derivative financial instruments	853,943	298,741
貸款及其他賬項之變 動	Change in advances and other accounts	(14,998,176)	(9,388,449)
金融投資之變動	Change in financial investments	9,796,568	(30,029,254)
其他資產之變動	Change in other assets	287,570	(1,943,882)
銀行及其他金融機構 之存款及結餘之變動	Change in deposits and balances from banks and other financial institutions	2,080,195	1,884,824
公允值變化計入損益之 金融負債之變動	Change in financial liabilities at fair value through profit or loss	1,602,428	245,283
客戶存款之變動	Change in deposits from customers	5,742,146	1,682,843
其他賬項及準備之變 動	Change in other accounts and provisions	(7,107,403)	6,271,651
匯率變動之影響	Effect of changes in exchange rates	117,314	(235,377)
除稅前經營現金之流 入 / (流出)	Operating cash inflow/(outflow) before taxation	1,071,347	(21,102,025)
經營業務之現金流量中包 括：	Cash flows from operating activities included:		
- 已收利息	- Interest received	12,587,648	14,933,555
- 已付利息	- Interest paid	(6,658,081)	(7,928,669)
- 已收股息	- Dividend received	2,165	2,315

財務報表附註 (續) Notes to the Financial Statements (continued)
35. 綜合現金流量表附註 (續) 35. Notes to consolidated cash flow statement (continued)
(b) 現金及等同現金項目結存分析
(b) Analysis of the balances of cash and cash equivalents

	<u>2020</u>	<u>2019</u>
	港幣千元 HK\$'000	港幣千元 HK\$'000
庫存現金及原到期日在 3 個月內之存放銀行及其他金融機構的結餘	48,556,255	31,073,266
原到期日在 3 個月內之在銀行及其他金融機構之定期存放	-	2,339,179
原到期日在 3 個月內之庫券	1,182,972	7,683,844
原到期日在 3 個月內之存款證	-	77,483
	<u>49,739,227</u>	<u>41,173,772</u>

(c) 融資業務負債之變動
(c) Changes in liabilities arising from financing activities

	<u>2020</u>	<u>2019</u>
	港幣千元 HK\$'000	港幣千元 HK\$'000
<u>已發行債務證券及存款證</u>		
於 1 月 1 日	15,471,116	12,192,974
年內發行	8,543,319	3,278,142
於 12 月 31 日	<u>24,014,435</u>	<u>15,471,116</u>
<u>後償負債</u>		
於 1 月 1 日	5,438,386	-
現金流量：		
發行後償債務並扣除發行費用	-	5,447,665
支付發行後償負債的成本	(168)	-
支付後償負債票息	(206,187)	-
非現金流變動：		
應計發行費用	-	(5,338)
折價及發行費用之攤分	209,386	24,007
外匯變動	(25,027)	(27,948)
於 12 月 31 日	<u>5,416,390</u>	<u>5,438,386</u>

財務報表附註 (續) Notes to the Financial Statements (continued)
35. 綜合現金流量表附註 (續) 35. Notes to consolidated cash flow statement (continued)
(c) 融資業務負債之變動 (續)

租賃負債
於 1 月 1 日
採納香港財務報告準
則第 16 號之影響
現金流量：
支付租賃負債
非現金變動：
新增
其他

於 12 月 31 日

(c) Changes in liabilities arising from financing activities (continued)

	2020	2019
	港幣千元 HK\$'000	港幣千元 HK\$'000
<u>Lease liabilities</u>		
At 1 January	582,911	-
Effect of adoption of HKFRS 16	-	574,297
Cash flows:		
Payment of lease liabilities	(267,165)	(266,719)
Non-cash changes:		
Additions	86,947	286,638
Others	51,378	(11,305)
	<u>454,071</u>	<u>582,911</u>
At 31 December		

36. 或然負債及承擔

或然負債及承擔乃參照有關資本充足比率之金管局報表的填報指示而編製，其每項重要類別之合約數額及總信貸風險加權數額概述如下：

36. Contingent liabilities and commitments

The following is a summary of the contractual amounts of each significant class of contingent liability and commitment and the aggregate credit risk-weighted amount and is prepared with reference to the completion instructions for the HKMA return of capital adequacy ratio.

	2020	2019
	港幣千元 HK\$'000	港幣千元 HK\$'000
直接信貸替代項目	12,329,692	9,065,919
與交易有關之或然負債	1,439,767	1,186,892
與貿易有關之或然負債	18,734,669	14,257,903
有追索權的資產出售	498,543	411,796
不需事先通知的無條件撤銷之承諾	109,315,008	105,148,404
其他承擔，原到期日為		
- 1 年或以下	2,251,261	2,678,142
- 1 年以上	16,002,949	15,450,806
	<u>160,571,889</u>	<u>148,199,862</u>
信貸風險加權數額	<u>16,409,407</u>	<u>16,645,823</u>

信貸風險加權數額是根據《銀行業（資本）規則》計算。此數額取決於交易對手之情況及各類合約之期限特性。

The credit risk-weighted amount is calculated in accordance with the Banking (Capital) Rules. The amount is dependent upon the status of the counterparty and the maturity characteristics of each type of contract.

財務報表附註（續） Notes to the Financial Statements (continued)
37. 資本承擔

本集團未於財務報表中撥備之資本承擔金額如下：

37. Capital commitments

The Group has the following outstanding capital commitments not provided for in the financial statements:

		2020	2019
		港幣千元	港幣千元
		HK\$'000	HK\$'000
已批准及簽約但未撥備	Authorised and contracted for but not provided for	59,203	73,723
已批准但未簽約	Authorised but not contracted for	2,659	2,332
		61,862	76,055

以上資本承擔大部分為將購入之電腦硬件及軟件，以及本集團之樓宇裝修工程之承擔。

The above capital commitments mainly relate to commitments to purchase computer equipment and software, and to renovate the Group's premises.

財務報表附註（續） Notes to the Financial Statements (continued)
38. 經營租賃承擔
作為出租人

根據不可撤銷之經營租賃合約，下列為本集團與租客簽訂合約之未來有關租賃之最低應收租金：

土地及樓宇
 - 不超過 1 年
 - 1 年以上至 5 年內

本集團以經營租賃形式租出投資物業；租賃年期通常由 1 年至 5 年。租約條款一般要求租客提交保證金。

38. Operating lease commitments
As lessor

The Group has contracted with tenants for the following future minimum lease receivables under non-cancellable operating leases:

	<u>2020</u>	<u>2019</u>
	港幣千元 HK\$'000	港幣千元 HK\$'000
Land and buildings		
- Not later than one year	8,224	12,811
- Later than one year but not later than five years	<u>4,226</u>	<u>6,497</u>
	<u>12,450</u>	<u>19,308</u>

The Group leases its investment properties under operating lease arrangements, with leases typically for a period from one to five years. The terms of the leases generally require the tenants to pay security deposits.

39. 訴訟

本集團正面對多項由獨立人士提出的索償及反索償。此等索償及反索償與本集團的正常商業活動有關。

由於董事認為本集團可對申索人作出有力抗辯或預計此等申索所涉及的數額不大，故並未對此等索償及反索償作出重大撥備。

39. Litigation

The Group has been served a number of claims and counterclaims by various independent parties. These claims and counterclaims are in relation to the normal commercial activities of the Group.

No material provision was made against these claims and counterclaims because the directors believe that the Group has meritorious defences against the claimants or the amounts involved in these claims are not expected to be material.

財務報表附註（續） Notes to the Financial Statements (continued)**40. 分類報告****(a) 按營運分類**

本集團業務拆分為四個主要分類，分別為個人銀行、企業銀行、財資業務及投資。

個人銀行和企業銀行業務線均會提供全面的銀行服務，個人銀行業務線是服務個人客戶，而企業銀行業務線是服務非個人客戶。至於財資業務線，除了自營買賣外，還負責管理本集團的資本、流動資金、利率和外匯敞口。財資業務部門管理本集團的融資活動和資本，為其他業務線提供資金，並接收從個人銀行和企業銀行業務線的吸收存款活動中所取得的資金。這些業務線之間的資金交易主要按集團內部資金轉移價格機制釐定。在本附註呈列的財資業務損益資料，已包括上述業務線之間的收支交易，但其資產負債資料並未反映業務線之間的借貸（換言之，不可以把財資業務的損益資料與其資產負債資料比較）。

投資包括本集團的房地產和支援單位所使用的設備。對於佔用本集團的物業，其他業務線需要按照每平方呎的市場價格向投資業務線支付費用。由本集團附屬公司－南商（中國）之資本金所產生及已於其收益賬確認的貨幣換算差額，已包括於此業務分類內。

「其他」為集團其他營運及主要包括有關本集團整體但與其餘四個業務線無關的項目。

一個業務線的收入及支出，主要包括直接歸屬於該業務線的項目。至於管理費用，會根據合理基準攤分。

40. Segmental reporting**(a) By operating segment**

The Group divides its business into four major segments, Personal Banking, Corporate Banking, Treasury and Investment.

Both Personal Banking and Corporate Banking provide general banking services. Personal Banking serves individual customers while Corporate Banking deals with non-individual customers. The Treasury segment is responsible for managing the capital, liquidity, and the interest rate and foreign exchange positions of the Group in addition to proprietary trades. It provides funds to other business segments and receives funds from deposit taking activities of Personal Banking and Corporate Banking. These inter-segment funding is charged according to the internal funds transfer pricing mechanism of the Group. The assets and liabilities of Treasury have not been adjusted to reflect the effect of inter-segment borrowing and lending (i.e. the profit and loss information in relation to Treasury is not comparable to the assets and liabilities information about Treasury).

Investment includes bank premises and equipment used by supporting units. Charges are paid to this segment from other business segments based on market rates per square foot for their occupation of the Group's premises. The exchange difference arising from capital of our subsidiary, NCB (China), which is recognised in its income statement, is also included in this class.

"Others" refers to other group operations and mainly comprises of items related to the Group as a whole and totally independent of the other four business segments.

Revenues and expenses of any business segment mainly include items directly attributable to the segment. For management overheads, allocations are made on reasonable bases.

財務報表附註 (續) Notes to the Financial Statements (continued)
40. 分類報告 (續) 40. Segmental reporting (continued)

(a) 按營運分類 (續)

(a) By operating segment (continued)

		個人銀行 Personal Banking	企業銀行 Corporate Banking	財資業務 Treasury	投資 Investment	其他 Others	小計 Subtotal	合併抵銷 Eliminations	綜合 Consolidated
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
截至 2020 年 12 月 31 日	Year ended 31 December 2020								
淨利息收入 / (支出)	Net interest income/(expense)								
- 外來	- External	(258,654)	4,528,931	2,098,210	-	-	6,368,487	-	6,368,487
- 跨業務	- Inter-segment	1,140,731	165,166	(1,305,897)	-	-	-	-	-
		882,077	4,694,097	792,313	-	-	6,368,487	-	6,368,487
淨服務費及佣金收入 / (支出)	Net fee and commission income/(expense)	840,539	684,905	95,274	61	(1,323)	1,619,456	-	1,619,456
淨交易性收益 / (虧損)	Net trading gain/(loss)	39,499	436,291	(667,019)	272,085	11	80,867	-	80,867
以公允價值變化計入損益之金融工具淨收益	Net gain on financial instruments at fair value through profit or loss	-	-	435,846	-	-	435,846	-	435,846
其他金融資產之淨 (虧損) / 收益	Net (loss)/gain on other financial assets	-	(14,529)	264,298	-	-	249,769	-	249,769
其他經營收入 / (支出)	Other operating income/(expense)	23,248	(67,735)	44,487	145,403	7,332	152,735	(134,147)	18,588
提取減值準備前之淨經營收入	Net operating income before impairment allowances	1,785,363	5,733,029	965,199	417,549	6,020	8,907,160	(134,147)	8,773,013
減值準備淨回撥 / (撥備)	Net reversal/(charge) of impairment allowances	371,524	(1,703,766)	(25,950)	-	(955)	(1,359,147)	-	(1,359,147)
淨經營收入	Net operating income	2,156,887	4,029,263	939,249	417,549	5,065	7,548,013	(134,147)	7,413,866
經營支出	Operating expenses	(1,065,254)	(1,259,203)	(446,381)	(407,186)	(140,734)	(3,318,758)	134,147	(3,184,611)
經營溢利 / (虧損)	Operating profit/(loss)	1,091,633	2,770,060	492,868	10,363	(135,669)	4,229,255	-	4,229,255
投資物業公允價值調整之淨虧損	Net loss from fair value adjustments on investment properties	-	-	-	(2,950)	-	(2,950)	-	(2,950)
出售 / 重估物業、器材及設備之淨虧損	Net loss from disposal/ revaluation of properties, plant and equipment	-	-	-	(7,899)	-	(7,899)	-	(7,899)
除稅前溢利 / (虧損)	Profit/(loss) before taxation	1,091,633	2,770,060	492,868	(486)	(135,669)	4,218,406	-	4,218,406
於 2020 年 12 月 31 日	At 31 December 2020								
資產	ASSETS								
分部資產	Segment assets	61,054,867	219,333,199	214,741,486	8,616,662	1,951,947	505,698,161	-	505,698,161
負債	LIABILITIES								
分部負債	Segment liabilities	145,604,471	221,972,695	71,631,122	3,056	3,459,096	442,670,440	-	442,670,440
截至 2020 年 12 月 31 日	Year ended 31 December 2020								
其他資料	Other information								
資本性支出	Capital expenditure	-	-	-	144,978	-	144,978	-	144,978
折舊	Depreciation	54,919	33,112	3,423	407,174	20,506	519,134	-	519,134
證券攤銷	Amortisation of securities	-	-	(73,790)	-	-	(73,790)	-	(73,790)

財務報表附註 (續) Notes to the Financial Statements (continued)

40. 分類報告 (續) 40. Segmental reporting (continued)

(a) 按營運分類 (續)

(a) By operating segment (continued)

		個人銀行 Personal Banking	企業銀行 Corporate Banking	財資業務 Treasury	投資 Investment	其他 Others	小計 Subtotal	合併抵銷 Eliminations	綜合 Consolidated
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
截至 2019 年 12 月 31 日	Year ended 31 December 2019								
淨利息收入 / (支出)	Net interest income/(expense)								
- 外來	- External	(918,627)	4,907,162	2,661,654	-	-	6,650,189	-	6,650,189
- 跨業務	- Inter-segment	1,945,064	(273,824)	(1,671,240)	-	-	-	-	-
		1,026,437	4,633,338	990,414	-	-	6,650,189	-	6,650,189
淨服務費及佣金收入 / (支出)	Net fee and commission income/(expense)	639,963	886,225	4,943	609	(2,618)	1,529,122	-	1,529,122
淨交易性收益 / (虧損)	Net trading gain/(loss)	35,559	772,296	(544,019)	(81,251)	(70)	182,515	-	182,515
以公允價值變化計入損益之金融工具淨收益	Net gain on financial instruments at fair value through profit or loss	-	-	398,797	-	-	398,797	-	398,797
其他金融資產之淨收益*	Net gain on other financial assets*	-	(3,621)	222,684	-	-	219,063	-	219,063
其他經營收入	Other operating income	-	-	-	142,412	9,586	151,998	(129,286)	22,712
提取減值準備前之淨經營收入	Net operating income before impairment allowances	1,701,959	6,288,238	1,072,819	61,770	6,898	9,131,684	(129,286)	9,002,398
減值準備淨回撥/(撥備)	Net reversal/(charge) of impairment allowances	900,464	(1,987,542)	(69,155)	-	(3,846)	(1,160,079)	-	(1,160,079)
淨經營收入	Net operating income	2,602,423	4,300,696	1,003,664	61,770	3,052	7,971,605	(129,286)	7,842,319
經營支出	Operating expenses	(1,152,260)	(1,617,710)	(119,123)	(394,855)	(227,902)	(3,511,850)	129,286	(3,382,564)
經營溢利 / (虧損)	Operating profit/(loss)	1,450,163	2,682,986	884,541	(333,085)	(224,850)	4,459,755	-	4,459,755
投資物業公允價值調整之淨收益	Net gain from fair value adjustments on investment properties	-	-	-	16,573	-	16,573	-	16,573
出售 / 重估物業、器材及設備之淨收益	Net gain from disposal/ revaluation of properties, plant and equipment	-	-	-	365	-	365	-	365
除稅前溢利 / (虧損)	Profit/(loss) before taxation	1,450,163	2,682,986	884,541	(316,147)	(224,850)	4,476,693	-	4,476,693
於 2019 年 12 月 31 日	At 31 December 2019								
資產	ASSETS								
分部資產	Segment assets	54,393,630	210,168,751	215,859,086	8,991,932	175,448	489,588,847	-	489,588,847
負債	LIABILITIES								
分部負債	Segment liabilities	145,867,828	212,940,069	68,325,683	3,654	3,660,821	430,798,055	-	430,798,055
截至 2019 年 12 月 31 日	Year ended 31 December 2019								
其他資料	Other information								
資本性支出	Capital expenditure	-	-	-	315,011	-	315,011	-	315,011
折舊	Depreciation	53,672	27,946	1,669	389,948	22,320	495,555	-	495,555
證券攤銷	Amortisation of securities	-	-	705,551	-	-	705,551	-	705,551

* 部分比較金額已重新分類至以公允價值變化計入損益之金融工具淨收益以符合本年之呈報方式。

* Certain comparative amounts have been reclassified to Net gain on financial instruments at fair value through profit or loss to conform with the current year's presentation.

財務報表附註 (續) Notes to the Financial Statements (continued)
40. 分類報告 (續)
40. Segmental reporting (continued)
(b) 按地理區域劃分
(b) By geographical area

以下資料是根據附屬公司的主要營業地點分類，如屬本銀行之資料，則依據負責申報業績或將資產記賬之分行所在地分類：

The following information is presented based on the principal places of operations of the subsidiaries, or in the case of the Bank, on the locations of the branches responsible for reporting the results or booking the assets:

		2020		2019	
		提取減值準備前 之淨經營收入 Net operating income before impairment allowances	除稅前 溢利 Profit before taxation	提取減值準備前 之淨經營收入 Net operating income before impairment allowances	除稅前 溢利 Profit before taxation
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	5,661,635	3,550,593	6,050,621	3,524,315
中國內地	Mainland of China	3,111,378	667,813	2,951,777	952,378
合計	Total	8,773,013	4,218,406	9,002,398	4,476,693

		2020			或然負債和承擔 Contingent liabilities and commitments
		總資產 Total assets	總負債 Total liabilities	非流動資產 Non-current assets	港幣千元 HK\$'000
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	336,658,287	289,806,208	7,038,442	60,975,919
中國內地	Mainland of China	169,039,874	152,864,232	1,531,652	99,595,970
合計	Total	505,698,161	442,670,440	8,570,094	160,571,889

		2019			或然負債和承擔 Contingent liabilities and commitments
		總資產 Total assets	總負債 Total liabilities	非流動資產 Non-current assets	港幣千元 HK\$'000
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
香港	Hong Kong	333,928,237	290,086,716	7,374,231	60,761,517
中國內地	Mainland of China	155,660,610	140,711,339	1,594,540	87,438,345
合計	Total	489,588,847	430,798,055	8,968,771	148,199,862

財務報表附註 (續) Notes to the Financial Statements (continued)**41. 已抵押資產**

於 2020 年 12 月 31 日，本集團之負債港幣 8,408,994,000 元（2019 年：港幣 7,297,290,000 元）是以存放於中央保管系統以便利結算之資產作抵押。此外，本集團通過售後回購協議的債務證券及票據抵押之負債為港幣 17,562,996,000 元（2019 年：港幣 16,137,369,000 元）。本集團為擔保此等負債而質押之資產金額為港幣 27,016,893,000 元（2019 年：港幣 24,233,069,000 元），並主要於「交易性資產」及「金融投資」內列賬。

41. Assets pledged as security

As at 31 December 2020, the liabilities of the Group amounting to HK\$8,408,994,000 (2019: HK\$7,297,290,000) were secured by assets deposited with central depositories to facilitate settlement operations. In addition, the liabilities of the Group amounting to HK\$17,562,996,000 (2019: HK\$16,137,369,000) were secured by debt securities and bills related to sale and repurchase arrangements. The amount of assets pledged by the Group to secure these liabilities was HK\$27,016,893,000 (2019: HK\$24,233,069,000) mainly included in "Trading assets" and "Financial investments".

財務報表附註 (續) Notes to the Financial Statements (continued)

42. 金融工具之抵銷

下表列示本集團已抵銷、受執行性淨額結算總協議和類似協議約束的金融工具詳情。

42. Offsetting financial instruments

The following tables present details of the Group's financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements.

		2020					
		已確認金融資產總額 Gross amounts of recognised financial assets	於資產負債表中抵銷之已確認金融負債總額 Gross amounts of recognised liabilities set off in the balance sheet	於資產負債表中列示的金融資產淨額 Net amounts of financial assets presented in the balance sheet	未有於資產負債表中抵銷之相關金額 Related amounts not set off in the balance sheet		淨額 Net amount
					金融工具 Financial instruments	已收取之現金押品 Cash collateral received	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
資產	Assets						
衍生金融工具	Derivative financial instruments	514,215	-	514,215	(507,535)	(5,349)	1,331
其他資產	Other assets	1,504,891	(1,278,696)	226,195	-	-	226,195
		2,019,106	(1,278,696)	740,410	(507,535)	(5,349)	227,526
		2020					
		已確認金融負債總額 Gross amounts of recognised financial liabilities	於資產負債表中抵銷之已確認金融資產總額 Gross amounts of recognised financial assets set off in the balance sheet	於資產負債表中列示的金融負債淨額 Net amounts of financial liabilities presented in the balance sheet	未有於資產負債表中抵銷之相關金額 Related amounts not set off in the balance sheet		淨額 Net amount
					金融工具 Financial instruments	已抵押之現金押品 Cash collateral pledged	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
負債	Liabilities						
衍生金融工具	Derivative financial instruments	1,710,709	-	1,710,709	(507,535)	(510,362)	692,812
其他負債	Other liabilities	1,348,560	(1,278,696)	69,864	-	-	69,864
		3,059,269	(1,278,696)	1,780,573	(507,535)	(510,362)	762,676

財務報表附註 (續) Notes to the Financial Statements (continued)
42. 金融工具之抵銷 (續) 42. Offsetting financial instruments (continued)

		2019					
		已確認金融 資產總額 Gross amounts of recognised financial assets	於資產負債表中 抵銷之已確認金 融負債總額 Gross amounts of recognised financial liabilities set off in the balance sheet	於資產負債表 中列示的金融 資產淨額 Net amounts of financial assets presented in the balance sheet	未有於資產負債表中抵銷之 相關金額 Related amounts not set off in the balance sheet		淨額 Net amount
					金融工具 Financial instruments	已收取之 現金押品 Cash collateral received	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
資產	Assets						
衍生金融工具	Derivative financial instruments	286,461	-	286,461	(91,650)	(4,750)	190,061
其他資產	Other assets	1,233,651	(1,068,483)	165,168	-	-	165,168
		<u>1,520,112</u>	<u>(1,068,483)</u>	<u>451,629</u>	<u>(91,650)</u>	<u>(4,750)</u>	<u>355,229</u>
		2019					
		已確認金融 負債總額 Gross amounts of recognised financial liabilities	於資產負債表中 抵銷之已確認金 融資產總額 Gross amounts of recognised financial assets set off in the balance sheet	於資產負債表 中列示的金融 負債淨額 Net amounts of financial liabilities presented in the balance sheet	未有於資產負債表中抵銷之 相關金額 Related amounts not set off in the balance sheet		淨額 Net amount
					金融工具 Financial instruments	已抵押之 現金押品 Cash collateral pledged	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
負債	Liabilities						
衍生金融工具	Derivative financial instruments	407,793	-	407,793	(91,650)	(127,243)	188,900
其他負債	Other liabilities	1,135,622	(1,068,483)	67,139	-	-	67,139
		<u>1,543,415</u>	<u>(1,068,483)</u>	<u>474,932</u>	<u>(91,650)</u>	<u>(127,243)</u>	<u>256,039</u>

按本集團簽訂有關場外衍生工具和售後回購交易的淨額結算總協議，倘若發生違約或其他事先議定的事件，則同一交易對手之相關金額可採用淨額結算。

For master netting agreements of OTC derivative and sale and repurchase transactions entered into by the Group, related amounts with the same counterparty can be offset if an event of default or other predetermined events occur.

財務報表附註（續） Notes to the Financial Statements (continued)
43. 金融資產轉移

於 2020 年及 2019 年 12 月 31 日，本集團沒有不符合終止確認條件之已轉移金融資產。

43. Transfers of financial assets

As at 31 December 2020 and 2019, there were no transferred financial assets of the Group that do not qualify for derecognition.

44. 董事貸款

根據香港《公司條例》第 383 條及《公司（披露董事利益資料）規例》第三部的規定，向本銀行董事提供之貸款詳情如下：

44. Loans to directors

Particulars of loans made to directors of the Bank pursuant to section 383 of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	2020	2019
	港幣千元 HK\$'000	港幣千元 HK\$'000
於年末尚未償還之有關交易總額	498	535
於年內未償還有關交易之最高總額	535	572

財務報表附註（續） Notes to the Financial Statements (continued)**45. 主要之有關連人士交易 45. Significant related party transactions**

母公司的基本資料：

本集團直接控股公司為信達金融控股有限公司（「信達金控」），最終控股公司為中國信達資產管理股份有限公司（「中國信達」），而中國信達是由中華人民共和國財政部（「財政部」）在中華人民共和國（「中國」）成立的國有金融企業，其股份亦在香港聯合交易所有限公司（「香港聯交所」）上市交易。

(a) 與母公司及母公司控制之其他公司進行的交易

本集團之直接控股公司是信達金控，而信達金控是受中國信達（香港）控股有限公司（「信達香港」）控制。中國信達是信達香港之控股公司，其主要股東及實際控制人為財政部，財政部是中華人民共和國國務院的組成部門，主要負責國家財政收支和稅收政策等。

中國信達於某些內地實體均擁有控制權益。

大部分與中國信達進行的交易源自客戶存款。於2020年12月31日，本集團相關款項總額為港幣18,219,567,000元（2019年：港幣31,036,307,000元）。截至2020年12月31日止年度，與中國信達做此類業務過程中產生的支出總額為港幣388,867,000元（2019年：港幣791,727,000元）。

General information of the parent companies:

The Group's immediate holding company is Cinda Financial Holdings Co., Limited ("Cinda Financial Holdings"), the Group's ultimate holding company is China Cinda Asset Management Co., Ltd. ("China Cinda") which is a state-owned financial enterprise established in the People's Republic of China (the "PRC") by the Ministry of Finance (the "MOF") and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange").

(a) Transactions with the parent companies and the other companies controlled by the parent companies

The Group's immediate holding company is Cinda Financial Holdings which is in turn controlled by China Cinda (HK) Holdings Company Limited ("Cinda Hong Kong"). China Cinda is the controlling entity of Cinda Hong Kong and its major shareholder and de facto controller is MOF, which is one of the ministries under the State Council of the PRC Government, primarily responsible for state fiscal revenue and expenditures, and taxation policies.

China Cinda has controlling equity interests in certain other entities in the PRC.

The majority of transactions with China Cinda arises from deposits from customers. As at 31 December 2020, the related aggregate amount of the Group was HK\$18,219,567,000 (2019: HK\$31,036,307,000). The aggregate amount of expenses of the Group arising from these transactions with China Cinda for the year ended 31 December 2020 was HK\$388,867,000 (2019: HK\$791,727,000).

財務報表附註 (續) Notes to the Financial Statements (continued)**45. 主要之有關連人士交易 (續) 45. Significant related party transactions (continued)****(a) 與母公司及母公司控制之其他公司進行的交易 (續)**

大部分與信達香港進行的交易源自客戶存款。於2020年12月31日，本集團相關款項總額為港幣6,917,977,000元（2019年：港幣1,089,436,000元）。截至2020年12月31日止年度，與信達香港做此類業務過程中產生的支出總額為港幣46,160,000元（2019年：港幣79,946,000元）。

大部分與母公司控制之其他公司的交易源自金融投資。於2020年12月31日，本集團相關款項總額為港幣959,214,000元（2019年：港幣1,353,269,000元）。截至2020年12月31日止年度，與母公司控制之其他公司做此類業務過程中產生的收入總額為港幣85,080,000元（2019年：港幣102,058,000元）。

(a) Transactions with the parent companies and the other companies controlled by the parent companies (continued)

The majority of transactions with Cinda Hong Kong arises from deposits from customers. As at 31 December 2020, the related aggregate amount of the Group was HK\$6,917,977,000 (2019: HK\$1,089,436,000). The aggregate amount of expenses of the Group arising from these transactions with Cinda Hong Kong for the year ended 31 December 2020 was HK\$46,160,000 (2019: HK\$79,946,000).

The majority of transactions with other companies controlled by the parent companies arises from financial investments. As at 31 December 2020, the related aggregate amount of the Group was HK\$959,214,000 (2019: HK\$1,353,269,000). The aggregate amount of income of the Group arising from these transactions with other companies controlled by the parent companies for the year ended 31 December 2020 was HK\$85,080,000 (2019: HK\$102,058,000).

財務報表附註 (續) Notes to the Financial Statements (continued)**45. 主要之有關連人士交易 (續) 45. Significant related party transactions (continued)****(a) 與母公司及母公司控制之其他公司進行的交易 (續)**

大部分與母公司控制之其他公司的交易源客戶貸款及客戶存款。於2020年12月31日，本集團相關款項總額分別為港幣49,184,000元（2019年：港幣439,391,000元）及港幣7,656,394,000元（2019年：港幣7,415,131,000元）。截至2020年12月31日止年度，與母公司控制之其他公司所做此類業務過程中產生的收入及支出總額分別為港幣10,000,000元（2019年：港幣37,082,000元）及港幣139,305,000元（2019年：港幣184,133,000元）。

除上述披露外，與其他母公司及母公司控制之其他公司進行的交易並不重大。

本集團在正常業務中與此等實體進行銀行業務交易，包括貸款、證券投資及貨幣市場交易。

(a) Transactions with the parent companies and the other companies controlled by the parent companies (continued)

The majority of transactions with other companies controlled by the parent companies arises from advances to customers and deposits from customers. As at 31 December 2020, the related aggregate amount of the Group was HK\$49,184,000 (31 December 2019: HK\$439,391,000) and HK\$7,656,394,000 (31 December 2019: HK\$7,415,131,000) respectively. The aggregate amount of income and expenses of the Group arising from these transactions with other companies controlled by the parent companies for the period ended 31 December 2020 were HK\$10,000,000 (2019: HK\$37,082,000) and HK\$139,305,000 (2019: HK\$184,133,000) respectively.

Save as disclosed above, transactions with other parent companies and the other companies controlled by the parent companies are not considered material.

The Group enters into banking transactions with these entities in the normal course of business which include loans, investment securities and money market transactions.

財務報表附註（續） Notes to the Financial Statements (continued)**45. 主要之有關連人士交易 (續) 45. Significant related party transactions (continued)****(b) 與政府機構、代理機構、附屬機構及其他國有控制實體的交易**

中華人民共和國財政部對本集團實施控制，亦通過政府機構、代理機構、附屬機構及其他國有控制實體直接或間接控制大量其他實體。本集團按一般商業條款與政府機構、代理機構、附屬機構及其他國有控制實體進行常規銀行業務交易。

這些交易包括但不局限於下列各項：

- 借貸、提供授信及擔保和接受存款；
- 銀行同業之存放及結餘；
- 出售、購買、包銷及贖回由其他國有控制實體所發行之債券；
- 提供外匯、匯款及相關投資服務；
- 提供信託業務；及
- 購買公共事業、交通工具、電信及郵政服務。

(b) Transactions with government authorities, agencies, affiliates and other state controlled entities

The Group is subject to the control of the MOF of the PRC Government, which also directly or indirectly controls a significant number of entities through its government authorities, agencies, affiliates and other state controlled entities. The Group enters into banking transactions with government authorities, agencies, affiliates and other state controlled entities in the normal course of business at commercial terms.

These transactions include, but are not limited to, the following:

- lending, provision of credits and guarantees, and deposit taking;
- inter-bank balance taking and placing;
- sales, purchases, underwriting and redemption of bonds issued by other state controlled entities;
- rendering of foreign exchange, remittance and investment related services;
- provision of fiduciary activities; and
- purchase of utilities, transport, telecommunications and postage services.

財務報表附註（續） Notes to the Financial Statements (continued)
45. 主要之有關連人士交易 45. Significant related party transactions (continued)
（續）
(c) 主要高層人員

主要高層人員是指某些能直接或間接擁有權力及責任來計劃、指導及掌管集團業務之人士，包括董事及高層管理人員。本集團在正常業務中會接受主要高層人員存款及向其提供貸款及信貸融資。於本年及去年，本集團並沒有與本銀行及其控股公司之主要高層人員或其有關連人士進行重大交易。

主要高層人員截至 12 月 31 日止年度之薪酬如下：

薪酬及其他短期員工福利
退休福利

(c) Key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including Directors and Senior Management. The Group accepts deposits from and grants loans and credit facilities to key management personnel in the ordinary course of business. During both the current and prior years, no material transaction was conducted with key management personnel of the Bank and its holding companies, as well as parties related to them.

The compensation of key management personnel for the year ended 31 December is detailed as follows:

	2020	2019
	港幣千元 HK\$'000	港幣千元 HK\$'000
Salaries and other short-term employee benefits	44,377	63,868
Post-employment benefits	3,342	3,610
	47,719	67,478

(d) 與附屬公司的結餘

於 2020 年 12 月 31 日，本銀行在日常業務過程中按一般商業條款進行交易產生的應收及應付附屬公司款項總額分別為港幣 115,000 元（2019 年：港幣 107,000 元）及港幣 1,663,287,000 元（2019 年：港幣 1,448,109,000 元）。

(d) Balances with subsidiaries

As at 31 December 2020, the aggregate sums of amounts due from subsidiaries and amounts due to subsidiaries of the Bank arising from transactions entered into during the normal course of business at commercial terms are HK\$115,000 (2019: HK\$107,000) and HK\$1,663,287,000 (2019: HK\$1,448,109,000) respectively.

財務報表附註（續） Notes to the Financial Statements (continued)
46. 國際債權

以下分析乃參照有關國際銀行業統計之金管局報表的填報指示而編製。國際債權按照交易對手所在地計入風險轉移後以交易對手之最終風險承擔的地區分佈，其總和包括所有貨幣之跨國債權及本地之外幣債權。若債權之擔保人所在地與交易對手所在地不同，則風險將轉移至擔保人之所在地。若債權屬銀行之海外分行，其風險將會轉移至該銀行之總行所在地。

本集團的個別國家或區域其已計及風險轉移後佔國際債權總額 10% 或以上之債權如下：

46. International claims

The below analysis is prepared with reference to the completion instructions for the HKMA return of international banking statistics. International claims are exposures to counterparties on which the ultimate risk lies based on the locations 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. For a claim guaranteed by a party situated in a country different from the counterparty, the risk will be transferred to the country of the guarantor. For a claim on an overseas branch of a bank whose head office is located in another country, the risk will be transferred to the country where its head office is located.

Claims on individual countries or areas, after risk transfer, amounting to 10% or more of the aggregate international claims of the Group are shown as follows:

		2020				
		非銀行私人機構 Non-bank private sector				
		銀行 Banks		非銀行 金融機構 Non-bank financial institutions		非金融 私人機構 Non-financial private sector
		官方機構 Official sector		非金融 私人機構 Non-financial private sector		總計 Total
		港幣千元 HK\$'000		港幣千元 HK\$'000		港幣千元 HK\$'000
中國內地	Mainland of China	34,673,834	1,476,345	4,629,391	54,192,957	94,972,527
香港	Hong Kong	1,443,147	16,656	12,088,085	36,578,686	50,126,574
		2019				
		非銀行私人機構 Non-bank private sector				
		銀行 Banks		非銀行 金融機構 Non-bank financial institutions		非金融 私人機構 Non-financial private sector
		官方機構 Official sector		非金融 私人機構 Non-financial private sector		總計 Total
		港幣千元 HK\$'000		港幣千元 HK\$'000		港幣千元 HK\$'000
中國內地	Mainland of China	42,223,336	1,883,332	989,130	51,916,012	97,011,810
香港	Hong Kong	1,918,471	22,586	6,340,831	40,317,702	48,599,590

財務報表附註（續） Notes to the Financial Statements (continued)
47. 非銀行的內地風險承擔 47. Non-bank Mainland exposures

對非銀行交易對手的內地相關風險承擔之分析乃參照有關內地業務之金管局報表的填報指示所列之機構類別及直接風險類別分類。此報表僅計及本銀行及其從事銀行業務之附屬公司之內地風險承擔。

The analysis of non-bank Mainland exposures is based on the categories of non-bank counterparties and the types of direct exposures with reference to the completion instructions for the HKMA return of Mainland activities, which includes the Mainland exposures extended by the Bank and its banking subsidiaries.

	金管局 報表項目 Items in the HKMA return	2020			
		資產負債 表內的 風險承擔 On-balance sheet exposure 港幣千元 HK\$'000	資產負債 表外的 風險承擔 Off-balance sheet exposure 港幣千元 HK\$'000	總風險承擔 Total exposure 港幣千元 HK\$'000	
中央政府、中央政府持有的機構、其附屬公司及合資企業	Central government, central government-owned entities and their subsidiaries and joint ventures	1	72,205,517	4,859,009	77,064,526
地方政府、地方政府持有的機構、其附屬公司及合資企業	Local governments, local government-owned entities and their subsidiaries and joint ventures	2	30,462,692	6,444,682	36,907,374
中國籍境內居民或其他在境內註冊的機構、其附屬公司及合資企業	PRC nationals residing in Mainland or other entities incorporated in Mainland and their subsidiaries and joint ventures	3	87,602,705	23,597,925	111,200,630
不包括在上述第一項中央政府內的其他機構	Other entities of central government not reported in item 1 above	4	3,199,293	230,593	3,429,886
不包括在上述第二項地方政府內的其他機構	Other entities of local governments not reported in item 2 above	5	764,218	-	764,218
中國籍境外居民或在境外註冊的機構，其用於境內的信貸	PRC nationals residing outside Mainland or entities incorporated outside Mainland where the credit is granted for use in Mainland	6	14,763,736	1,280,597	16,044,333
其他交易對手而其風險承擔被視為非銀行的內地風險承擔	Other counterparties where the exposures are considered to be non-bank Mainland exposures	7	5,994,587	449,258	6,443,845
總計	Total	8	<u>214,992,748</u>	<u>36,862,064</u>	<u>251,854,812</u>
扣減準備金後的資產總額	Total assets after provision	9	<u>517,103,055</u>		
資產負債表內的風險承擔佔資產總額百分比	On-balance sheet exposures as percentage of total assets	10	<u>41.58%</u>		

財務報表附註（續） Notes to the Financial Statements (continued)
47. 非銀行的內地風險承擔（續） 47. Non-bank Mainland exposures (continued)

	金管局 報表項目 Items in the HKMA return	2019		總風險承擔 Total exposure 港幣千元 HK\$'000	
		資產負債 表內的 風險承擔 On-balance sheet exposure 港幣千元 HK\$'000	資產負債 表外的 風險承擔 Off-balance sheet exposure 港幣千元 HK\$'000		
中央政府、中央政府持有的機構、其附屬公司及合資企業	Central government, central government-owned entities and their subsidiaries and joint ventures	1	75,851,240	4,153,899	80,005,139
地方政府、地方政府持有的機構、其附屬公司及合資企業	Local governments, local government-owned entities and their subsidiaries and joint ventures	2	24,474,600	5,456,847	29,931,447
中國籍境內居民或其他在境內註冊的機構、其附屬公司及合資企業	PRC nationals residing in Mainland or other entities incorporated in Mainland and their subsidiaries and joint ventures	3	78,108,854	17,890,205	95,999,059
不包括在上述第一項中央政府內的其他機構	Other entities of central government not reported in item 1 above	4	2,869,110	393,328	3,262,438
不包括在上述第二項地方政府內的其他機構	Other entities of local governments not reported in item 2 above	5	562,859	-	562,859
中國籍境外居民或在境外註冊的機構，其用於境內的信貸	PRC nationals residing outside Mainland or entities incorporated outside Mainland where the credit is granted for use in Mainland	6	12,916,034	1,636,809	14,552,843
其他交易對手而其風險承擔被視為非銀行的內地風險承擔	Other counterparties where the exposures are considered to be non-bank Mainland exposures	7	5,889,106	294,489	6,183,595
總計	Total	8	<u>200,671,803</u>	<u>29,825,577</u>	<u>230,497,380</u>
扣減準備金後的資產總額	Total assets after provision	9	<u>500,330,937</u>		
資產負債表內的風險承擔佔資產總額百分比	On-balance sheet exposures as percentage of total assets	10	<u>40.11%</u>		

財務報表附註（續） Notes to the Financial Statements (continued)
48. 資產負債表及權益變動表 48. Balance sheet and statement of changes in equity
(a) 資產負債表
(a) Balance sheet

於 12 月 31 日	As at 31 December	2020	2019
		港幣千元 HK\$'000	港幣千元 HK\$'000
資產	ASSETS		
庫存現金及存放銀行及其他金融機構的結餘	Cash and balances with banks and other financial institutions	26,269,510	13,634,822
公允值變化計入損益之金融資產	Financial assets at fair value through profit or loss	6,497,758	6,662,581
衍生金融工具	Derivative financial instruments	427,350	305,663
貸款及其他賬項	Advances and other accounts	197,243,415	189,470,508
金融投資	Financial investments	95,637,506	112,491,096
附屬公司權益	Interests in subsidiaries	11,708,802	11,708,802
投資物業	Investment properties	341,080	355,230
物業、器材及設備	Properties, plant and equipment	6,691,738	7,014,862
其他資產	Other assets	3,549,464	3,990,392
資產總額	Total assets	348,366,623	345,633,956
負債	LIABILITIES		
銀行及其他金融機構之存款及結餘	Deposits and balances from banks and other financial institutions	23,459,579	22,053,415
公允值變化計入損益之金融負債	Financial liabilities at fair value through profit or loss	6,650,987	5,048,559
衍生金融工具	Derivative financial instruments	1,150,340	351,717
客戶存款	Deposits from customers	249,075,190	244,688,314
已發行存款證	Certificates of deposit in issue	1,377,015	-
其他賬項及準備	Other accounts and provisions	3,189,754	12,470,054
應付稅項負債	Current tax liabilities	272,606	626,474
遞延稅項負債	Deferred tax liabilities	856,964	837,132
後償負債	Subordinated liabilities	5,416,390	5,438,386
負債總額	Total liabilities	291,448,825	291,514,051

財務報表附註（續） Notes to the Financial Statements (continued)
48. 資產負債表及權益變動表（續） 48. Balance sheet and statement of changes in equity (continued)
(a) 資產負債表（續）
(a) Balance sheet (continued)

於 12 月 31 日	As at 31 December	<u>2020</u>	<u>2019</u>
		港幣千元 HK\$'000	港幣千元 HK\$'000
資本	EQUITY		
股本	Share capital	3,144,517	3,144,517
儲備	Reserves	44,458,391	41,660,498
歸屬於本集團股東資本總額	Total equity attributable to owners of the parent	47,602,908	44,805,015
額外資本工具	Additional equity instruments	9,314,890	9,314,890
資本總額	Total equity	56,917,798	54,119,905
負債及資本總額	Total liabilities and equity	348,366,623	345,633,956

經董事會於 2021 年 3 月 23 日通過核准並由以下人士代表簽署：

Approved by the Board of Directors on 23 March 2021 and signed on behalf of the Board by:

陳細明 **Chan Sai Ming**
董事 Director

劉鈞 **Liu Jun**
董事 Director

財務報表附註 (續) Notes to the Financial Statements (continued)
48. 資產負債表及權益變動表 (續) 48. Balance sheet and statement of changes in equity (continued)
(b) 權益變動表
(b) Statement of changes in equity

		儲備 Reserves							
		股本 Share capital	額外資本工具 Additional equity instruments	房產 重估儲備 Premises revaluation reserve	公允價值 變化計入其他全 面收益儲備 Reserve for fair value through other comprehensive income	監管儲備* Regulatory reserve*	換算儲備 Translation reserve	留存盈利 Retained earnings	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於2019年1月1日	At 1 January 2019	3,144,517	9,314,890	6,029,950	(99,893)	1,179,199	(12,144)	31,630,142	51,186,661
年度溢利	Profit for the year	-	-	-	-	-	-	3,062,358	3,062,358
其他全面收益：	Other comprehensive income:								
房產	Premises	-	-	91,192	-	-	-	-	91,192
界定利益福利計劃之精 算虧損	Actuarial losses on defined benefit plan	-	-	-	-	-	-	(13,160)	(13,160)
公允價值變化計入其他全 面收益之金融工具	Financial instruments at fair value through other comprehensive income	-	-	-	263,103	-	-	-	263,103
貨幣換算差額	Currency translation difference	-	-	-	70	-	-	-	70
全面收益總額	Total comprehensive income	-	-	91,192	263,173	-	-	3,049,198	3,403,563
因房產出售之轉撥	Release upon disposal of premises	-	-	(2,199)	-	-	-	2,199	-
支付額外資本工具票息	Distribution payment for additional equity instruments	-	(470,319)	-	-	-	-	-	(470,319)
轉撥自留存盈利	Transfer from retained earnings	-	470,319	-	-	285,031	-	(755,350)	-
於2019年12月31日	At 31 December 2019	3,144,517	9,314,890	6,118,943	163,280	1,464,230	(12,144)	33,926,189	54,119,905

財務報表附註（續） Notes to the Financial Statements (continued)
48. 資產負債表及權益變動表（續） 48. Balance sheet and statement of changes in equity (continued)
(b) 權益變動表（續）
(b) Statement of changes in equity (continued)

		儲備 Reserves							
		股本 Share capital	額外資本工具 Additional equity instruments	房產 重估儲備 Premises revaluation reserve	公允價值 變化計入其他全 面收益儲備 Reserve for fair value through other comprehensive income	監管儲備* Regulatory reserve*	換算儲備 Translation reserve	留存盈利 Retained earnings	總計 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於 2020 年 1 月 1 日	At 1 January 2020	3,144,517	9,314,890	6,118,943	163,280	1,464,230	(12,144)	33,926,189	54,119,905
年度溢利	Profit for the year	-	-	-	-	-	-	3,098,039	3,098,039
其他全面收益：	Other comprehensive income:								
房產	Premises	-	-	(151,235)	-	-	-	-	(151,235)
界定利益福利計劃之精 算虧損	Actuarial losses on defined benefit plan	-	-	-	-	-	-	(18,136)	(18,136)
公允價值變化計入其他全 面收益之金融工具	Financial instruments at fair value through other comprehensive income	-	-	-	334,309	-	-	-	334,309
貨幣換算差額	Currency translation difference	-	-	-	54	-	-	-	54
全面收益總額	Total comprehensive income	-	-	(151,235)	334,363	-	-	3,079,903	3,263,031
支付額外資本工具票息	Distribution payment for additional equity instruments	-	(465,138)	-	-	-	-	-	(465,138)
轉撥自/(至)留存盈利	Transfer from/(to) retained earnings	-	465,138	-	-	(480,675)	-	15,537	-
於 2020 年 12 月 31 日	At 31 December 2020	<u>3,144,517</u>	<u>9,314,890</u>	<u>5,967,708</u>	<u>497,643</u>	<u>983,555</u>	<u>(12,144)</u>	<u>37,021,629</u>	<u>56,917,798</u>

* 除對貸款提取減值準備外，按金管局要求撥轉部分留存盈利至監管儲備作銀行一般風險之用（包括未來損失或其他不可預期風險）

* In accordance with the requirements of the HKMA, the amounts are set aside for general banking risks, including future losses or other unforeseeable risks, in addition to the loan impairment allowances recognised.

財務報表附註（續） **Notes to the Financial Statements (continued)****49. 最終控股公司**

本集團由中國信達間接控制，而中國信達是由中華人民共和國財政部（「財政部」）在中華人民共和國（「中國」）成立的國有金融企業，其股份亦在香港聯合交易所有限公司（「香港聯交所」）上市交易。

49. Ultimate holding company

The Group is indirectly controlled by China Cinda, which is a state-owned financial enterprise established in the People's Republic of China (the "PRC") by the Ministry of Finance (the "MOF") and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange").

50. 財務報表核准

本財務報表於 2021 年 3 月 23 日經董事會通過及核准發佈。

50. Approval of financial statements

The financial statements were approved and authorised for issue by the Board of Directors on 23 March 2021.

未經審核之
補充財務資料

Unaudited Supplementary Financial Information

**1. 流動性覆蓋比率及
淨穩定資金比率**

1. Liquidity Coverage Ratio and Net Stable Funding Ratio

		2020 年季度結算至 2020 quarter ended			
		12 月 31 日 31 December	9 月 30 日 30 September	6 月 30 日 30 June	3 月 31 日 31 March
流動性覆蓋比率的平均值	Average value of liquidity coverage ratio	149.77%	162.49%	150.00%	151.34%
		2019 年季度結算至 2019 quarter ended			
		12 月 31 日 31 December	9 月 30 日 30 September	6 月 30 日 30 June	3 月 31 日 31 March
流動性覆蓋比率的平均值	Average value of liquidity coverage ratio	154.97%	154.48%	154.16%	173.83%

流動性覆蓋比率的平均值是基於該季度的每個工作日終結時的流動性覆蓋比率的算術平均數及有關流動性狀況之金管局報表列明的計算方法及指示計算。

The average value of liquidity coverage ratio is calculated based on the arithmetic mean of the liquidity coverage ratio as at the end of each working day in the quarter and the calculation methodology and instructions set out in the HKMA return of liquidity position.

		2020	2019
淨穩定資金比率	Net stable funding ratio		
季末淨穩定資金比率	Quarter end value of net stable funding ratio		
- 第一季度	- First quarter	118.55%	120.21%
- 第二季度	- Second quarter	120.00%	118.43%
- 第三季度	- Third quarter	117.31%	118.58%
- 第四季度	- Fourth quarter	117.92%	121.06%

每季末的淨穩定資金比率是基於有關穩定資金狀況之金管局報表列明的計算方法及指示計算。

Quarter end value of net stable funding ratio is calculated based on the calculation methodology and instructions set out in the HKMA return of stable funding position.

流動性覆蓋比率及淨穩定資金比率是以綜合基礎計算，並根據《銀行業(流動性)規則》由本銀行及金管局指定之附屬公司組成。

The liquidity coverage ratio and net stable funding ratio are computed on the consolidated basis which comprises the positions of the Bank and the subsidiaries specified by the HKMA in accordance with the Banking (Liquidity) Rules.

未經審核之 補充財務資料 (續)

Unaudited Supplementary Financial Information (continued)

2. 風險管理

2. Risk management

總覽

本集團業務的主要內在風險包括信貸風險、利率風險、市場風險、流動資金風險、操作風險、信譽風險、法律及合規風險、策略風險、科技風險和操守風險。本集團的風險管理目標是在提高股東價值的同時，確保風險控制在可接受的水平之內。

風險管理架構

本銀行董事會對本集團的整體風險管理負最終責任，並負責建立良好的風險管理文化、訂定風險管理的策略性目標及風險管理架構。

為達至本集團風險管理目標，董事會下設風險管理委員會，並有獨立非執行董事擔任成員，負責監察本集團的各類風險及審查、審批高層次風險管理政策。另外，風險管理委員會下設信貸審批委員會，負責審查、審批超總裁權限或指定權限之授信申請及信貸管理相關事項，並對信貸業務進行監控工作。

總裁轄下的多個管理委員會及有關部門，根據董事會訂立的風險管理策略，負責制訂及定期檢討風險管理政策及監控程序。

風險管理單位負責制訂識別、量度、評估、監察、匯報及控制信貸風險、市場風險、操作風險、信譽風險、法律及合規風險、利率風險、流動資金風險、策略風險、科技風險和操守風險的政策及程序，設定適當的風險限額，持續監察有關風險。

稽核部獨立查核風險管理政策和監控措施是否足夠及有效，以確保本集團依據該等既定政策、程序及限額營運。

The Overview

The principal types of risk inherent in the Group's businesses are credit risk, interest rate risk, market risk, liquidity risk, operational risk, reputation risk, legal and compliance risk, strategic risk, technology risk and conduct risk. The Group's risk management objective is to enhance shareholder value by maintaining risk exposures within acceptable levels.

Risk Management Structure

The Bank's Board of Directors (the "Board") holds the ultimate responsibility for the Group's overall risk management. It establishes a sound risk culture and determines the risk management strategies and the risk management structure.

To achieve the Group's goals in risk management, the Board sets up the Risk Management Committee, which comprises of Independent Non-executive Directors, to oversee the Group's various types of risks, review and approve the high-level risk management policies. Also, Credit Approval Committee is set up under the Risk Management Committee to review or approve credit applications and credit management related matters exceeding the Chief Executive's authority or as required by the policy and monitoring the credit activities of the Group.

According to the risk management strategies established by the Board, risk management policies and controls are devised and reviewed regularly by relevant departments and respective management committees set up by the Chief Executive.

The risk management units develop policies and procedures for identifying, measuring, evaluating, monitoring, reporting and controlling credit risk, market risk, operational risk, reputation risk, legal and compliance risk, interest rate risk, liquidity risk, strategic risk, technology risk and conduct risk; set appropriate risk limits; and continually monitor risks.

The Audit Department conducts independent reviews on the adequacy and effectiveness of risk management policies and controls to ensure that the Group is operating according to the established policies, procedures and limits.

未經審核之
補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

2. 風險管理（續）

2. Risk management (continued)

風險管理架構（續）

獨立性是施行有效風險管理的關鍵。為保證風險管理單位及稽核部的獨立性，風險管理單位及風險總監直接向風險管理委員會匯報，稽核部直接向稽核委員會匯報，該兩個委員會均為董事會下設的專責委員會，全部委員由本銀行董事擔任。

(i) 信貸風險管理
信貸風險管理詳情載於財務報表附註4內。

(ii) 流動資金風險管理
流動資金風險管理詳情載於財務報表附註4內。

(iii) 市場風險管理
市場風險管理詳情載於財務報表附註4內。

(iv) 利率風險管理
利率風險管理詳情載於財務報表附註4內。

(v) 操作風險管理
操作風險是指由不完善或有問題的內部程序、人員、系統，以及外部事件所造成損失的風險。操作風險隱藏於業務操作的各個環節，是集團在日常操作活動中面對的風險。

Risk Management Structure (continued)

Independence is crucial to effective risk management. To ensure the independence of risk management units and Audit Department, risk management units and Chief Risk Officer report directly to the Risk Management Committee and the Audit Department reports directly to the Audit Committee respectively. Both committees are specialised committees set up by the Board and all members are directors of the Bank.

(i) Credit risk management
Details of credit risk management are set out in Note 4 to the Financial Statements.

(ii) Liquidity risk management
Details of liquidity risk management are set out in Note 4 to the Financial Statements.

(iii) Market risk management
Details of market risk management are set out in Note 4 to the Financial Statements.

(iv) Interest rate risk management
Details of interest rate risk management are set out in Note 4 to the Financial Statements.

(v) Operational risk management
Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and system, or from external events. The risk is inherent in every aspect of business operations and confronted by the Group in its day-to-day operational activities.

**未經審核之
補充財務資料 (續)****Unaudited Supplementary Financial Information (continued)****2. 風險管理 (續)****2. Risk management (continued)****風險管理架構 (續)****Risk Management Structure (continued)****(v) 操作風險管理 (續)**

集團實施操作風險管理「三道防線」體系：所有部門或功能單位為第一道防線，是操作風險管理的第一責任人，通過自我評估與自我提升來履行業務經營過程中自我風險控制職能。操作風險及法規處連同一些與操作風險管理相關的專門職能單位包括人力資源部、科技風險管理處、事務處、財務部（統稱為「專門職能單位」）為第二道防線，負責評估和監控第一道防線操作風險狀況，對其工作提供指導。獨立於業務單位的操作風險及法規處，負責協助高級管理人員管理本集團的操作風險，包括制訂和重檢操作風險管理政策和框架、設計操作風險的管理工具和匯報機制、評估及向高級管理人員和風險管理委員會匯報總體操作風險狀況；專門職能單位對操作風險的一些特定的範疇或與其相關事項，履行第二道防線的牽頭管理責任，除負責本單位操作風險管理外，亦須就指定的操作風險管理範疇向其他單位提供專業意見／培訓並履行集團整體的操作風險牽頭管理。稽核部為第三道防線，對操作風險管理框架的有效性與充足性作獨立評估，需定期稽查集團各部門或功能單位操作風險管理工作的合規性和有效性，並提出整改意見。

(v) Operational risk management (continued)

The Group has implemented the "Three Lines of Defence" for its operational risk management. All departments or functional units as the first line of defence are the first parties responsible for operational risk management, and carry out the duties and functions of self-risk control in the process of business operation through self-assessment and self-enhancement. The Operational Risk, Legal and Compliance Division together with certain specialist functional units in relation to operational risk management within the Group, including the Human Resources Department, Technology Risk Management Division, Administration Division, Finance Department (collectively known as "specialist functional units"), are the second line of defence. They are responsible for assessing and monitoring the operational risk conditions in the first line of defence, and providing them with guidance. The Operational Risk, Legal and Compliance Division, being independent from the business units, is responsible for assisting the Senior Management in managing the Group's operational risk, including the establishment and review of the operational risk management policy and framework, designing the operational risk management tools and reporting mechanism, and assessing and reporting the overall operational risk position to the Senior Management and Risk Management Committee. Specialist functional units are required to carry out their managerial duties of the second line of defence with respect to some specific aspects of operational risk and its related issues. Besides taking charge of operational risk management in their own units, these units are also required to provide other units with professional advice/training in respect of certain operational risk categories and to lead the Group-wide operational risk management. Audit Department is the third line of defence which provides independent assessment to the effectiveness and adequacy of the operational risk management framework and is required to conduct periodic audit of the operational risk management activities of various departments or functional units within the Group regarding their compliance and effectiveness and to put forward recommendations for remedial actions.

未經審核之 補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

2. 風險管理（續）

2. Risk management (continued)

風險管理架構（續）

(v) 操作風險管理（續）

集團建立了有效的內部控制程序，對所有重大活動訂下政策及監控措施。設置適當的職責分工和授權乃集團緊守的基本原則。集團採用關鍵風險指標、自我評估、操作風險事件匯報及檢查等不同的操作風險管理工具或方法來識別、評估、監察及控制潛在於業務活動及產品內的風險，同時透過購買保險將未能預見的操作風險減低。對支援緊急或災難事件時的業務運作備有持續業務運作計劃，並維持充足的後備設施及定期進行演練。

(vi) 信譽風險管理

信譽風險指因與本集團業務經營有關的負面報導（不論是否屬實），可能引致客戶基礎縮小、成本高昂的訴訟或收入減少等風險。信譽風險隱藏於其他風險及各業務運作環節，涉及層面廣泛。

為減低信譽風險，本集團制訂並遵循信譽風險管理政策。此政策的目的是當信譽風險事件發生時本集團能夠盡早識別和積極防範。鑒於信譽風險往往是由各種可能令公眾對本集團信任受損的操作及策略失誤所引發，本集團建立關鍵控制自我評估機制，包括相關風險評估工具，以評估各主要風險可能對本集團造成的嚴重影響，包括對本集團信譽的損害程度。

此外，本集團建立完善機制持續監測金融界所發生的信譽風險事件，以有效管理、控制及減低信譽風險事件的潛在負面影響。集團亦借助健全有效機制及時向利益相關者披露信息，由此建立公眾信心及樹立本集團良好公眾形象。

Risk Management Structure (continued)

(v) Operational risk management (continued)

The Group has put in place an effective internal control process which requires the establishment of policies and control procedures for all the key activities. The Group adheres to the fundamental principle of proper segregation of duties and authorisation. The Group adopts various operational risk management tools or methodologies such as key risk indicators, self-assessment, operational risk events reporting and review to identify, assess, monitor and control the risks inherent in business activities and products, as well as purchase of insurance to mitigate unforeseeable operational risks. Business continuity plans are established to support business operations in the event of an emergency or disaster. Adequate backup facilities are maintained and periodic drills are conducted.

(vi) Reputation risk management

Reputation risk is the risk that negative publicity about the Group's business practices, whether genuine or not, will cause a potential decline in the customer base, or lead to costly litigation or revenue decrease. Reputation risk is inherent in other types of risk and every aspect of business operation and covers a wide spectrum of issues.

In order to mitigate reputation risk, the Group has formulated and duly followed its Reputation Risk Management Policy. The policy aims to identify and prevent reputation risk proactively at an early stage when an incident occurs. Since reputation risk is often caused by various types of operational and strategic issues that negatively impact the trust and perception of the Group, all operational and key risks identified are assessed through the established Key Control Self-Assessment framework, including risk assessment tools, to evaluate the severity of their impact on the Group, including the damage to reputation.

In addition, the Group has put in place a comprehensive framework to continuously monitor reputation risk incidents in the financial industry. This continuous monitoring enables the Group to effectively manage, control and mitigate any potential adverse impact from an incident. The Group also adopts robust disclosure practices to keep our stakeholders informed at all times, which helps build confidence in the Group and establish a strong public image.

**未經審核之
補充財務資料（續）****Unaudited Supplementary Financial Information (continued)****2. 風險管理（續）****2. Risk management (continued)****風險管理架構（續）****(vii) 法律及合規風險管理**

法律風險指因不可執行合約、訴訟或不利判決而可能使本集團運作或財務狀況出現混亂或負面影響的風險。合規風險指因未有遵守所有適用法例及規則，而可能導致本集團須承受遭法律或監管機構制裁、引致財務損失或信譽損失的風險。法律及合規風險由操作風險及法規處管理。所有法律事務均由操作風險及法規處處理。法律及合規風險管理政策是集團公司治理架構的組成部分，由董事會屬下的風險管理委員會審批。

(viii) 策略風險管理

策略風險指本集團在實施各項策略，包括宏觀戰略與政策，以及為執行戰略與政策而制訂各項具體的計劃、方案和制度時，由於在策略制訂、實施及調整過程中失當，從而使本集團的盈利、資本、信譽和市場地位受到影響的風險。董事會檢討和審批策略風險管理政策。重點戰略事項均得到高級管理人員與董事會的充分評估與適當的審批。

(ix) 科技風險管理

科技風險指由於「資訊科技」管控措施不當或不足而給本集團造成直接或間接損失的風險。「資訊科技」指自動化發出、處理、儲存及傳輸資訊的方法，包括記錄裝置、通訊網絡、電腦系統（包括硬件與軟件組件及數據）及其他電子裝置。科技風險由科技風險管理處負責處理。科技風險管理政策是集團公司治理架構的組成部分，由董事會屬下的風險管理委員會審批。

Risk Management Structure (continued)**(vii) Legal and compliance risk management**

Legal risk is the risk that unenforceable contracts, lawsuits or adverse judgments may disrupt or otherwise negatively affect the operations or financial conditions of the Group. Compliance risk is the risk of legal or regulatory sanctions, financial losses or losses in reputation the Group may suffer as a result of its failure to comply with all applicable laws and regulations. Legal and compliance risks are managed by the Operational Risk, Legal and Compliance Division. All legal matters are handled by the Operational Risk, Legal and Compliance Division. As part of the Group's corporate governance framework, the policy for the management of legal and compliance risk is approved by the Risk Management Committee as delegated by the Board.

(viii) Strategic risk management

Strategic risk generally refers to the risks that may cause current or future negative impacts on the earnings, or capital or reputation or market position of the Group because of poor business decisions, improper implementation of strategies and inadequacies in the response to the changing market condition. The Board reviews and approves the strategic risk management policy. Key strategic issues have to be fully evaluated and properly endorsed by the Senior Management and the Board.

(ix) Technology risk management

Technology risk refers to the risk of direct or indirect losses to the Group caused by improper or inaccurate controls over Information Technology (IT), which encompasses automated means of originating, processing, storing and transferring information, and covers recording devices, communication networks, computer systems (including hardware and software components and data) and other electronic devices. Information technology risks are managed by the Technical Risk Management Division. As part of the Group's corporate governance framework, the policy of technology risk management is approved by the Risk Management Committee as delegated by the Board.

未經審核之
補充財務資料 (續)

Unaudited Supplementary Financial Information (continued)

2. 風險管理 (續)

2. Risk management (continued)

風險管理架構 (續)

Risk Management Structure (continued)

(x) 操守風險管理

操守風險指因員工違規、不當銷售金融產品、違背誠信原則或企業價值觀要求、未符守則等操守問題而引發客戶投訴或損失、監管機構對本集團所發出的警告或罰款的風險。操守風險由人力資源部負責監控，並按季度報備予董事會屬下的提名及薪酬委員會。

本集團會因應最新市場情況及發展，定期檢討業務策略。

(x) Conduct risk management

Conduct risk refers to the risk of customer complaints or losses, warnings or penalty issued by regulatory bodies to the Group caused by staff non-compliance, improper selling of financial products, violation of integrity principles or corporate values, violation of code and other conduct issues. Conduct risk is managed by Human Resources Department and quarterly reported to the Nomination and Remuneration Committee as delegated by the Board.

The Group regularly reviews its business strategies to cope with the latest market situation and developments.

3. 業務回顧

2020年，環球經濟在新冠疫情衝擊下度過了嚴峻的一年。中國內地第一季出現多年未遇的負增長。香港經濟也出現自2009年以來首次年度負增長、失業率連續多月維持在6%以上。年內，疫情反覆變化、中美摩擦加劇等不利因素影響下，銀行業面臨前所未有的經營困難與挑戰。本集團按照母公司中國信達、南商董事會的統一部署，有序開展抗疫防控工作，優先保障客戶及員工健康，並確保抗擊疫情和正常經營兩不誤。在全體員工努力克服各種阻力和不利影響下，積極尋求可發展的空間及機會，扎實推進各項經營與管理工作，不僅守住了安全穩定的底線，也穩住了業務經營的大盤。

財務摘要

截至2020年12月底，本集團經營溢利為港幣42.29億元，按年下降5.17%。淨利息收入為港幣63.68億元，按年下降4.24%；非利息收入為港幣24.05億元，按年上升2.22%。稅後盈利為港幣38.15億元，按年下降3.44%；平均資本回報率為6.49%；平均資產回報率為0.77%；淨利息收益率(NIM)為1.45%，按年下降0.06個百分點。

在經營環境急速變化下，本集團聚焦資源提升發展質量和經營效率，致力邁向高質量發展。截至2020年12月底，本集團總資產為港幣5,056.98億元，按年上升3.29%；客戶存款為港幣3,516.30億元，按年上升1.66%；客戶貸款為港幣2,797.23億元，按年上升6.32%。截至2020年12月底，本集團特定分類或減值貸款比率為0.86%，繼續保持良好和合規水平。

3. Business Review

It has been a tough year for the global economy under the impact of the COVID-19 pandemic in 2020. The mainland of China experienced negative growth for the first quarter first seen in years. The Hong Kong economy also recorded annual negative growth for the first time since 2009 with an unemployment rate remained above 6% for months. During the year, with unfavourable factors including the continuous developments of the pandemic and the increasing Sino-US friction, the banking industry faced unprecedented operating difficulties and challenges. By following the unified deployment from China Cinda, our parent company, and the Board of Directors of NCB, the Group was able to carry out our pandemic prevention and control works effectively, which not only prioritised the protection of our customers' and staffs' health, but also ensured the Group to continue our operations along with the pandemic prevention works. Attributing to the efforts and contributions from all our employees, we were able to overcome various obstacles and adversities. The Group has also actively sought opportunities for development, and steadily progressed various operations and management tasks, which not only safeguarded the safety and stability of our operation, but also maintained the healthy condition of our fundamental businesses.

Financial Review

As at the end of December 2020, the Group recorded HK\$4,229 million of operating profit, decreased by 5.17% year-on-year. Net interest income of HK\$6,368 million, decreased by 4.24% year-on-year, and non-interest income of HK\$2,405 million grew by 2.22% year-on-year. Profit after tax was HK\$3,815 million, down 3.44% year-on-year. Return on average equity was 6.49% while return on average assets was 0.77%. Net interest margin (NIM) was 1.45%, down 0.06 percentage point year-on-year.

Under the drastic change in business environment, the Group has focused on resources enhancement to boost the efficiency of our development and operating, so as to strive for high-quality development. As at the end of December 2020, total assets of the Group amounted to HK\$505,698 million, increased by 3.29% year-on-year. Deposits from customers and gross advances to customers achieved HK\$351,630 million and HK\$279,723 million, respectively up 1.66% and up 6.32% year-on-year. As at the end of December 2020, the classified or impaired loan ratio of the Group stood at 0.86%, which remained at a satisfying and compliance level.

未經審核之
補充財務資料（續）

Unaudited Supplementary Financial Information (continued)

3. 業務回顧（續）

3. Business Review (continued)

業務回顧

Business Review

個人銀行

Personal banking

截至 2020 年 12 月底，個人金融業務提取減值準備前之淨經營收入為港幣 17.85 億元，按年上升 4.90%。年內，透過「新主題、新產品、新服務、新渠道」，深化客戶關係、積極拓展內地及香港客群。一是推出「健康理財在南商」，突顯南商專業理財服務外，亦關注客戶的身心健康，為品牌增值及加強客戶的忠誠度，品牌戶按年上升 9.5%；二是推出「發薪匯」服務，為駐港內地客群提供人民幣跨境結算需求，讓客戶盡享跨境匯款便利；三是推出「大灣區置業方案」，為打算於大灣區置業的香港居民提供量身訂制的住宅按揭貸款服務，並提供灣區個人「理財互認」服務，全力打造灣區專業銀行形象。另一方面，積極推動電子平台發展，全新流動保安編碼及生物認證功能於 2020 年 10 月份投產，提高客戶體驗之餘，客戶進行指定網上或手機理財交易時更加安全。因應疫情關係，推出多項個人抗疫支持措施，包括：物業按揭貸款「還息不還本」、受影響行業個人支援貸款、豁免長者在內地以「銀聯」提款的手續費等，與客戶共克時艱。

As at the end of December 2020, net operating income before impairment allowances in Personal Banking amounted to HK\$1,785 million, increased by 4.90% year-on-year. During the year, the Group has strengthened customer relationships, and actively expanded our customer bases in both the mainland and Hong Kong by implementing our “new theme, new products, new services, new channels” strategies. Firstly, the Group launched “Health and Wealth Management in NCB”, which not only highlights the professional wealth management services of NCB but also weight on the physical and mental health of our customers, in order to add value to our brand and strengthen customer loyalty. Customers to the brand increased by 9.50% year-on-year. Secondly, we launched “Payroll Transfer” service, which fulfils the RMB cross-border settlement demand of our mainland customers in Hong Kong as well as allowing customers to enjoy the convenience of cross-border remittance. Thirdly, the Group introduced the “Home Ownership Plan in the Greater Bay Area”, which provides customised residential property mortgage services to Hong Kong residents who intend to purchase properties in the Greater Bay Area. The Group also provides personal “wealth management mutual recognition” services in the Greater Bay Area, aiming to establish our profile as a professional bank in the Greater Bay Area. On the other hand, we actively promoted the development of electronic trading platform. Our new mobile security code and biometric authentication function were launched in October 2020. In addition to enhanced customer experience, the new function can offer additional security to our customers when they are conducting specific online or mobile banking transactions. The Group also launched various personal support measures in response to the pandemic, including: “Principal Payment Holidays” for property mortgage loans, personal support loans for affected industries and exemption of handling fees for elderly making withdrawals in the mainland with “UnionPay”, etc. in order to mitigate the financial burden of our customers and tide over the challenging time.

3. 業務回顧 (續)**3. Business Review (continued)****業務回顧 (續)****Business Review (continued)****企業銀行****Corporate banking**

截至 2020 年 12 月底，公司貸款為港幣 2,218.64 億元，按年上升 5.25%。年內，受市場利率持續下跌影響，貸存利差收窄，企業銀行淨利息收入為港幣 46.94 億元，提取減值準備前之淨經營收入為港幣 57.33 億元，按年下降 8.83%。年內，本集團透過加強跨境聯動的特色化經營，「調結構、增效益」的策略，同時落實精細化管理，持續完善交易銀行配套產品及服務，帶動中間收入及佔比，提高整體組合收益。作為獨家牽頭行兼簿記行，成功為核心客戶籌組一筆大型銀團貸款，並獲同業積極參貸。積極參與銀團市場的牽頭籌組及分銷，本年於香港及澳門委任牽頭安排行的市佔率及排名皆較去年同期有所躍升。堅持依託集團綜合金融的差異化為發展方向，加強與集團分子公司協同合作。在粵港澳大灣區辦公室的致力推動下，灣區一體化經營落地，內地及香港持續推進灣區聯動客戶營銷，形成了戰略競爭優勢，並以靈活的跨境貸款方案配合客戶業務需求。

As at the end of December 2020, corporate loans and advances amounted to HK\$221,864 million, up 5.25% year-on-year. During the year, the loan and deposit spread narrowed as market interest rate continued to fall, net interest income in Corporate Banking reached HK\$4,694 million, and net operating income before impairment allowances in Corporate Banking amounted to HK\$5,733 million, down 8.83% year-on-year. During the year, the Group continued to improve transactional banking supporting products and services which boosted intermediate income and its proportion and enhanced overall loan portfolio income by strengthening our specialised operation in cross-border connection, adopting the strategies of "structural adjustment and efficiency enhancement" and implementing delicacy management. Acting as the sole leading bank and bookkeeping bank, we had successfully raised a large-scale syndicated loan for our core customers which was actively participated by our peers. As the Group took the initiative to participate in the leading, organisation, and distribution of syndication market, the market share and ranking for our Group to be engaged as the lead arranger in Hong Kong and Macau in this year were both improved as compared with the same period last year. Adhering to the development direction of focusing on the differentiation of comprehensive financing, the Group enhanced the collaboration and cooperation with the branches and subsidiaries of the Group. Driven by the efforts of the Guangdong-Hong Kong-Macao Greater Bay Area office, flexible cross-border loan solutions meeting the business needs of our customers were launched, which created a strategic competitive edge as the Greater Bay Area integrated operations were implemented and collaborative customer marketing in the Greater Bay Area was further promoted in both the mainland and Hong Kong.

**未經審核之
補充財務資料 (續)****3. 業務回顧 (續)****業務回顧 (續)****企業銀行 (續)**

年內，配合南商（中國）深圳分行推出「深港通註冊易」服務，為客戶提供一體化便利。在新冠疫情爆發及持續影響下，響應政府積極配合推出各項紓困計劃，其中包括：為支援抗疫及民生所需物資的穩定市場供應，推出特定行業特快貸款審批及豁免貸款手續費；全力參與香港按揭證券有限公司(HKMC)的「中小企融資擔保計劃(SFGS)」推出的「百分百擔保計劃」及其他優化措施、積極配合金管局推出的企業客戶「預先批核還息不還本」計劃(PPPHS)三輪措施，為受影響的企業客戶紓緩資金壓力，助力實體企業經營，保障員工就業，充分體現本集團與本地企業共同發展的精神。

財資業務

截至 2020 年 12 月底，財資業務提取減值準備前之淨經營收入為港幣 9.65 億元，按年下降 10.03%。年內，本集團主動對經營環境進行預判，適時調整投放策略，主動進行債券置換，帶動整體債券回報率按年提升 19 個基點。2020 年 10 月 30 日，本集團為興業銀行香港分行發行了首筆經香港品質保證局（HKQAA）認證的 COVID-19 響應債券（COVID-19 Response Bond），金額為港幣 30 億元，以及中資股份制商業銀行的首筆藍色債券（Blue Bond），金額為 4.5 億美元。在此項目中本集團擔任了聯席賬簿管理人的角色，為支援抗疫工作和維護海上環保的組織及企業盡一份力。

Unaudited Supplementary Financial Information (continued)**3. Business Review (continued)****Business Review (continued)****Corporate banking (continued)**

During the year, the introduction of “Shenzhen and Hong Kong Pass” by Shenzhen Branch of NCB (China) offered our customers with integrated convenience. Due to the outbreak of COVID-19 pandemic and under its continuous impact, we responded to the government and actively imposed various easing measures, including provided stable market supply of items and daily necessities that supported pandemic prevention, introduced express loan approval to specific industries and waived their handling fees, participated in the “Special 100% Loan Guarantee” and other optimization measures launched under “SME Financing Guarantee Scheme (SFGS)” of the Hong Kong Mortgage Corporation Limited (HKMC) with full support and actively cooperated with the 3-phase measures under the “Pre-approved Principal Payment Holiday Scheme” (PPPHS) for corporate customers launched by the HKMA, with the aim of alleviating the financial pressure of affected corporate customers, assisting in the operation of brick-and-mortar companies and protecting employment, which totally demonstrated the spirits of the joint development of the Group and local corporations.

Treasury

As at the end of December 2020, net operating income before impairment allowances generated by Treasury amounted to HK\$965 million, down 10.03% year-on-year. During the year, the overall bond return rate has increased by 19 basis points year-on-year as the Group actively predicted the business environment, adjusted its investment strategies in a timely manner and actively replaced its bonds. On 30 October 2020, the Group issued the first COVID-19 Response Bond approved by Hong Kong Quality Assurance Agency (HKQAA) for Industrial Bank Hong Kong Branch which amounted to HK\$3,000 million, and the first Blue Bond of the PRC joint-stock commercial banks which amounted to US\$450 million. The Group has acted as the joint bookrunner in the project and has contributed to the pandemic prevention works as well as organisations and enterprises that conserve and protect the oceans.

3. 業務回顧（續）**3. Business Review (continued)****業務回顧（續）****Business Review (continued)****內地業務****Mainland Business**

南商（中國）全力支持疫情防
控和復工復產，持續深化改革
創新，提升金融服務質效。針
對疫區企業需求，優先處理、
從快處理，提高金融服務效
率和便捷性，特事特辦幫助
企業紓困。針對個人及小微
企業，視情延長還款期限，
並為信用卡客戶提供還款容
時容差服務。疫情期間，加
強國家宏觀領域金融監管政
策動態分析、解讀與傳導，
嚴格落實各項要求。年內，
利用「境內+境外」一體化發
揮優勢，穩步推進各項業務
發展。實現與母行在大灣區
業務的高效協同，打造區域
優勢穩中求變；著力發展長
三角區域機構，提高本集團
在長三角區域的競爭力和品
牌知名度。2020年5月份，
南商（中國）克服疫情各種
影響，武漢分行順利開業，
全力推進內地業務發展。另
一方面，參展第三屆進口博
覽會，舉辦主題活動46場，
接待到訪客戶300餘家，現
場與多家優質客戶簽訂戰略
合作協議，為後續業務開展
打下基礎。

NCB (China) totally supported the prevention and control of pandemic and the resumption of operation and production. The quality and efficiency of our financial services were upgraded by our continuous effort in deepening reform and innovation. We have prioritised our processing with top efficiency based on the needs of enterprises that located in the pandemic area. We have also improved the efficiency and convenience of our financial services to offer tailored solutions to enterprises as a relief scheme. For the small and micro enterprises, their repayment period was extended as appropriate and credit card customers were offered repayment tolerance services in terms of time and amount. During the pandemic, the Group reinforced the dynamic analysis, interpretation, and promotion of national macro-financial regulatory policies and strictly implemented various requirements. During the year, leveraging on the advantages brought by "Domestic + Overseas" integration, the development of all our businesses was steadily promoted. Leveraging the highly efficient synergy created by incorporating the parent companies' businesses in the Greater Bay Area, the Group has established a competitive edge in the region and has sought development in steady progress. In order to improve the competitiveness and brand awareness of the Group in the Yangtze River Delta region, the Group placed great emphasis on the development of institutions in the Yangtze River Delta region. In May 2020, NCB (China) overcame various challenges brought by the pandemic and has successfully opened the Wuhan branch, which fully accelerated the business development in the mainland. On the other hand, the Group participated in the 3rd Import Expo, and held 46 themed events and received more than 300 visiting customers during the Expo. The Group has signed strategic cooperation agreements with various high-quality customers on-site which lays the foundation for subsequent business development.

**未經審核之
補充財務資料（續）****3. 業務回顧（續）****業務回顧（續）****風險管理**

疫情持續以及中美關係困擾之下，加強風險管控、制定有效的風險管理措施為重中之重。面對嚴峻的社會環境，本集團做好應對內外部風險的預案，定期召開「緊急應變指揮中心」會議，持續檢討抗疫防疫措施，將客戶及員工的安全健康放在首位。就疫情發展保持緊密監察，透過分場辦公、居家辦公、錯鋒排班等措施，在確保員工及資訊安全的前提下，盡力維持服務並滿足客戶需要。年內，本集團全面強化貸後監控管理工作，落實一體化風險策略和標準，識別最新授信風險情況，及時採取相應風險緩解措施。針對複雜的市場環境及行業經營情況變化，本集團與信達國際控股有限公司和信達證券股份有限公司為營銷人員進行多個行業分析及業務產品介紹，藉協同優勢充分交流並及時瞭解市場訊息。防洗錢方面，持續對制裁名單篩選系統進行測試，以確保其有效性及符合監管機構預期，各季度報告顯示系統效能均維持高水平。年內，本集團各項風險指標繼續維持正常水平，沒有發生重大風險事件。

Unaudited Supplementary Financial Information (continued)**3. Business Review (continued)****Business Review (continued)****Risk management**

With the pandemic continues and the tension between China and the US, it is of utmost importance for the Group to strengthen risk control and formulate effective risk management measures. Facing the severe social environment, the Group has made plans to tackle internal and external risks. Regular meetings of the "Emergency Command Center" are held to continuously review pandemic prevention and control measures as the safety and health of our customers and staff are our top priority. The Group also maintained close monitor to the developments of the pandemic and with measures including separate office, home office, and staggered shift in place. Our services were able to maintain normal operation to meet customer needs while ensuring the safety of our staff and the security of our customers' information. During the year, the Group has enhanced our post-loan withdrawal monitoring and management processes comprehensively, implemented integrated risk strategies and standards, identified the latest credit risk condition and took corresponding risk mitigation measures in time. In response to the complex market environment and changes in industry operating conditions, the Group, Cinda International Holdings Limited and Cinda Securities Co., Ltd. have conducted multiple industry analysis and business product introductions for marketing executives while took advantage of the synergy brought by this cooperation to maintain close communication and kept abreast of market information. For anti-money laundering, the Group continued to test the sanctions list screening system to ensure its effectiveness and that it meets the expectations of regulatory institutions. Quarterly reports shown that the performance of the system has been maintained at a high level. During the year, all risk indicators of the Group remained at normal levels with no major risk events.

未經審核之
補充財務資料 (續)

Unaudited Supplementary Financial Information (continued)

3. 業務回顧 (續)

3. Business Review (continued)

業務回顧 (續)

Business Review (continued)

前景展望

Outlook

全球「量化寬鬆政策」下，傳統信貸利差收窄，銀行業資產規模增速受限、競爭加劇。展望 2021 年，作為新一輪五年發展規劃的開端，面對著新機遇與新風險並存的環境，本集團將把握國家雙循環發展新格局和粵港澳大灣區金融合作帶來的發展機會，進一步開拓目標業務。同時，勇於克服挑戰和困難，聚焦資源全力打造跨境及投商行結合的專業銀行，圍繞差異化、區域化、數字化的經營策略，切實發揮協同優勢，做強跨境銀行的品牌特色。

Under the global “quantitative easing policy”, traditional credit spreads have narrowed which limited the asset scale growth rate of the banking industry and intensified competition. Looking forward to 2021, as the beginning of a new five-year development plan and under the environment with both new opportunities and unknown risks, the Group will grasp the development opportunities brought by the new landscape of national dual circulation development and financial cooperation in the Guangdong-Hong Kong-Macao Greater Bay Area and further develop target businesses. Despite all challenges and obstacles, the Group will also allocate its resources to establish a professional bank that combines cross-border and investment and commercial banks. By employing our differentiated, regional and digital business strategies, the Group will effectively leverage on the synergy to strengthen our profile as a brand of cross-border banks.

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