



# 大新金融集團有限公司

## DAH SING FINANCIAL HOLDINGS LIMITED

(股份代號 Stock Code : 440)



年報 **DSFH**  
Annual Report  
2019

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# 財務概要

## FINANCIAL SUMMARY



以百萬港元位列示	HK\$ Million	2015	2016	2017	2018	2019
股東資金	Shareholders' funds	20,445	21,817	25,062	25,435	26,805
後償債務	Subordinated notes	5,279	7,146	5,487	5,449	5,510
客戶存款	Deposits from customers	149,264	152,436	161,082	172,410	182,115
已發行的存款證	Certificates of deposit issued	6,232	6,560	7,184	6,535	6,751
存款總額	Total deposits	155,496	158,996	168,266	178,945	188,866
負債總值(包括後償債務)	Total liabilities (including subordinated notes)	186,883	195,555	194,101	205,309	216,507
客戶貸款(不包括貿易票據)	Advances to customers (excluding trade bills)	109,625	113,655	119,262	128,628	136,947
資產總值	Total assets	212,792	223,243	225,538	237,301	250,312
股東應佔溢利(註1)	Profit attributable to shareholders (Note 1)	1,634	1,645	1,574	1,915	1,708
全年派發股息	Total dividend distribution	442	442	2,664	476	470
以港元位列示	HK\$					
每股基本盈利(註1)	Basic earnings per share (Note 1)	4.88	4.91	4.70	5.72	5.28
每股股息	Dividends per share					
— 中期以及擬派末期	— Interim and proposed final	1.32	1.32	1.35	1.47	1.47
— 特別	— Special	—	—	6.60	—	—

註：

1. 2017年之財務資料來自持續經營業務。

Note:

1. The financial information for the year 2017 is from continuing operations.



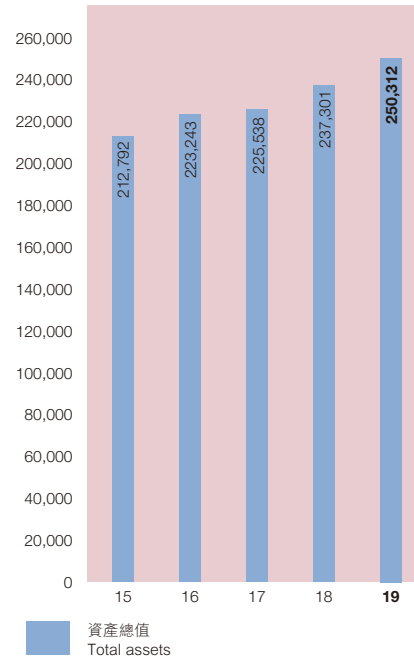
客戶貸款／存款總額  
Advances to customers / Total deposits

百萬港元 HK\$ Million



資產總值  
Total assets

百萬港元 HK\$ Million



股東資金  
Shareholders' funds

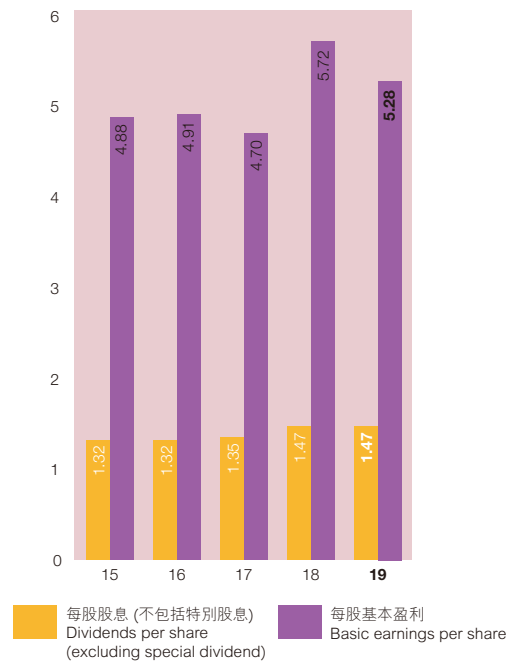
百萬港元 HK\$ Million



每股基本盈利／每股股息  
(不包括特別股息)

Basic earnings per share / Dividends per share (excluding special dividend)

港元 HK\$





大新金融集團有限公司

DAH SING FINANCIAL HOLDINGS LIMITED

董事會

BOARD OF DIRECTORS

執行董事

Executive Directors

王守業

主席

David Shou-Yeh Wong

Chairman

黃漢興

董事總經理兼行政總裁

Hon-Hing Wong (Derek Wong)

Managing Director and Chief Executive

王伯凌

副行政總裁兼集團財務及營運總監

Gary Pak-Ling Wang

Deputy Chief Executive and  
Group Chief Financial and Operating Officer

獨立非執行董事

Independent Non-Executive Directors

史習陶

梁君彥

簡俊傑

譚偉雄

衛皓民

Robert Tsai-To Sze

Andrew Kwan-Yuen Leung

Paul Michael Kennedy

David Wai-Hung Tam

Paul Franz Winkelmann

非執行董事

Non-Executive Directors

吉川英一

嶋內義和

Eiichi Yoshikawa

Yoshikazu Shimauchi

替任董事

Alternate Director

高松文生

吉川英一之替任董事

Fumio Takamatsu

Alternate to Eiichi Yoshikawa

審核委員會

AUDIT COMMITTEE

史習陶

主席

簡俊傑

衛皓民

Robert Tsai-To Sze

Chairman

Paul Michael Kennedy

Paul Franz Winkelmann

提名及薪酬委員會

NOMINATION AND REMUNERATION COMMITTEE

史習陶

主席

梁君彥

王守業

Robert Tsai-To Sze

Chairman

Andrew Kwan-Yuen Leung

David Shou-Yeh Wong

公司秘書

COMPANY SECRETARY

王慧娜 FCIS, FCS

Doris Wai-Nar Wong FCIS, FCS



## 高層管理人員

王祖興

集團總經理

大新銀行有限公司副主席、

董事總經理兼行政總裁

麥曉德

大新銀行集團有限公司執行董事及副行政總裁

大新銀行有限公司執行董事、副行政總裁及

財資處及企業融資部主管

## 核數師

羅兵咸永道會計師事務所

香港執業會計師

## 律師

史密夫·斐爾律師事務所

## 註冊辦事處

香港告士打道108號

光大中心36樓

電話：2507 8866

傳真：2598 5052

環球財務電訊：DSBAHKHH

網址：<http://www.dahsing.com>

## 股份登記及過戶處

香港中央證券登記有限公司

香港灣仔皇后大道東183號

合和中心17樓1712至1716室

## 股份上市及股份代號

香港聯合交易所有限公司

股份代號：440

## SENIOR MANAGEMENT

Harold Tsu-Hing Wong

Group General Manager

Vice Chairman, Managing Director and Chief Executive of

Dah Sing Bank, Limited

Nicholas John Mayhew

Executive Director and Deputy Chief Executive of

Dah Sing Banking Group Limited

Executive Director, Deputy Chief Executive and Head of Treasury

and Corporate Finance of Dah Sing Bank, Limited

## AUDITORS

PricewaterhouseCoopers

Certified Public Accountants in Hong Kong

## SOLICITORS

Herbert Smith Freehills

## REGISTERED OFFICE

36th Floor, Everbright Centre

108 Gloucester Road, Hong Kong

Tel: 2507 8866

Fax: 2598 5052

S.W.I.F.T.: DSBAHKHH

Website: <http://www.dahsing.com>

## SHARE REGISTRARS AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor, Hopewell Centre

183 Queen's Road East, Wan Chai, Hong Kong

## SHARE LISTING AND STOCK CODE

The Stock Exchange of Hong Kong Limited

Stock Code: 440

## 董事及高層管理人員簡介

# DIRECTORS' AND SENIOR MANAGEMENT'S PROFILE



### 董事會

#### 王守業先生

主席

王先生，79歲，於1987年獲委任為本公司主席。彼亦為大新銀行集團有限公司（「大新銀行集團」）、大新銀行有限公司（「大新銀行」）、澳門商業銀行股份有限公司、大新保險(1976)有限公司、澳門保險股份有限公司及多間公司之主席。彼為本公司、大新銀行集團及大新銀行提名及薪酬委員會成員。王先生為廣東外商公會名譽會長及香港銀行學會副會長。彼持有麻省理工學院機電工程理學士學位及擁有逾55年銀行及金融業務經驗。彼為本公司集團總經理王祖興先生之父親。

#### 史習陶先生

獨立非執行董事

史先生，79歲，於1997年獲委任為本公司獨立非執行董事。彼亦為大新銀行集團有限公司（「大新銀行集團」）、大新銀行有限公司（「大新銀行」）、大新銀行（中國）有限公司及大新保險(1976)有限公司之獨立非執行董事。彼為本公司、大新銀行集團及大新銀行審核委員會主席、本公司提名及薪酬委員會主席以及大新銀行集團及大新銀行提名及薪酬委員會成員。彼曾於2005年8月至2017年8月期間出任大新銀行集團提名及薪酬委員會主席。史先生現為合興集團控股有限公司、南洋集團有限公司及新華匯富金融控股有限公司之獨立非執行董事，彼曾為閩信集團有限公司（於2018年4月辭任）及香港中旅國際投資有限公司（於2018年10月辭任）之獨立非執行董事。史先生為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員。彼為一間國際會計師行之前合夥人，於該行執業超過20年。

### BOARD OF DIRECTORS

#### Mr. David Shou-Yeh Wong

Chairman

Mr. Wong, aged 79, was appointed as the Chairman of the Company in 1987. He is also the Chairman of Dah Sing Banking Group Limited ("DSBG"), Dah Sing Bank, Limited ("DSB"), Banco Comercial de Macau, S.A., Dah Sing Insurance Company (1976) Limited, Macau Insurance Company Limited and various other companies. He serves as a member of the Nomination and Remuneration Committee of the Company, DSBG and DSB. Mr. Wong is the Honorary President of Guangdong Chamber of Foreign Investors and a Vice President of The Hong Kong Institute of Bankers. He holds a Bachelor of Science degree in Electrical Engineering from Massachusetts Institute of Technology and has over 55 years of experience in banking and finance. He is the father of Mr. Harold Tsu-Hing Wong, the Group General Manager of the Company.

#### Mr. Robert Tsai-To Sze

Independent Non-Executive Director

Mr. Sze, aged 79, was appointed as an Independent Non-Executive Director of the Company in 1997. He is also an Independent Non-Executive Director of Dah Sing Banking Group Limited ("DSBG"), Dah Sing Bank, Limited ("DSB"), Dah Sing Bank (China) Limited and Dah Sing Insurance Company (1976) Limited. He serves as the Chairman of the Audit Committee of the Company, DSBG and DSB, the Chairman of the Nomination and Remuneration Committee ("NRC") of the Company and a member of the NRC of DSBG and DSB. He was the Chairman of the NRC of DSBG from August 2005 to August 2017. Mr. Sze is an Independent Non-Executive Director of Hop Hing Group Holdings Limited, Nanyang Holdings Limited and Sunwah Kingsway Capital Holdings Limited. He was an Independent Non-Executive Director of Min Xin Holdings Limited (resigned in April 2018) and China Travel International Investment Hong Kong Limited (resigned in October 2018). Mr. Sze is a Fellow of The Institute of Chartered Accountants in England and Wales and The Hong Kong Institute of Certified Public Accountants. He was a former partner of an international firm of accountants with which he practised for over 20 years.



### 董事會 (續)

#### 梁君彥先生

獨立非執行董事

梁先生，69歲，分別於2017年12月及2019年5月獲委任為本公司獨立非執行董事及提名及薪酬委員會成員。他曾出任大新銀行集團有限公司(「大新銀行集團」)及大新銀行有限公司之獨立非執行董事以及大新銀行集團之提名及薪酬委員會成員(於2017年12月辭任)。梁先生現為第六屆香港立法會主席及香港立法會工業界(第一)功能界別成員。彼亦為中國人民政治協商會議全國委員會委員、香港工業總會名譽會長、香港紡織公司聯會理事委員會名譽會長及紡織學會以及製衣業及鞋類學會資深會員。他曾為香港貿易發展局理事會成員及香港按揭證券有限公司董事局成員。梁先生現為華南城控股有限公司、九龍倉置業地產投資有限公司及中南創發控股有限公司之獨立非執行董事。他曾為海港企業有限公司之獨立非執行董事(於2018年5月退任)。

### BOARD OF DIRECTORS (Continued)

#### Mr. Andrew Kwan-Yuen Leung

Independent Non-Executive Director

Mr. Leung, aged 69, was appointed as an Independent Non-Executive Director and a member of the Nomination and Remuneration Committee ("NRC") of the Company in December 2017 and May 2019 respectively. He was an Independent Non-Executive Director of Dah Sing Banking Group Limited ("DSBG") and Dah Sing Bank, Limited and a member of the NRC of DSBG (resigned in December 2017). Mr. Leung is the President of the Sixth Legislative Council of Hong Kong and a member of the Industrial (First) Functional Constituency of the Legislative Council of Hong Kong. He is also a member of The National Committee of the Chinese People's Political Consultative Conference, the honorary president of the Federation of Hong Kong Industries, the honorary chairman of Textile Council of Hong Kong Limited and a fellow member of the Textiles Institute and the Clothing and Footwear Institute. He was a council member of the Hong Kong Trade Development Council and a director of The Hong Kong Mortgage Corporation Limited. Mr. Leung is an Independent Non-Executive Director of China South City Holdings Limited, Wharf Real Estate Investment Company Limited and CN Innovations Holdings Limited. He was an Independent Non-Executive Director of Harbour Centre Development Limited (retired in May 2018).





**董事會 (續)**

**簡俊傑先生**

獨立非執行董事

簡先生，62歲，於2018年12月獲委任為本公司獨立非執行董事及審核委員會成員，彼亦為大新銀行有限公司獨立非執行董事、八達通控股有限公司及八達通卡有限公司之獨立非執行董事以及 **Vistra Group Holdings (BVI) III Limited** 獨立非執行董事。彼由1991年至2006年為香港畢馬威會計師事務所的合夥人(金融服務)，並於2000年至2005年擔任畢馬威華振會計師事務所的主管合夥人。於2006年至2010年期間，簡先生擔任證券及期貨事務監察委員會營運總裁及執行董事，及後於2010年至2012年期間擔任香港上海滙豐銀行環球銀行金融機構業務常務總監。簡先生於2013年1月獲委任為香港交易及結算所有限公司(「香港交易所」)行政總裁的特別顧問，及後於2013年5月至2017年12月期間出任香港交易所集團財務總監，彼繼續留任為香港交易所高級顧問至2018年7月。簡先生為香港會計師公會以及英格蘭及威爾斯特許會計師公會的資深會員。彼持有英國班戈大學會計及財務管理文學學士學位及擁有逾35年金融服務業務經驗，包括審計及專業諮詢服務、法規、風險管理、銀行及上市公司管理。

**BOARD OF DIRECTORS (Continued)**

**Mr. Paul Michael Kennedy**

*Independent Non-Executive Director*

Mr. Kennedy, aged 62, was appointed as an Independent Non-Executive Director and a member of the Audit Committee of the Company in December 2018. He is also an Independent Non-Executive Director of Dah Sing Bank, Limited, an Independent Non-Executive Director of Octopus Holdings Limited and Octopus Cards Limited and an Independent Non-Executive Director of Vistra Group Holdings (BVI) III Limited. He was a financial services partner of KPMG Hong Kong from 1991 to 2006 and Managing Partner of KPMG's Shanghai office from 2000 to 2005. Mr. Kennedy was chief operating officer and executive director of the Securities and Futures Commission during the period from 2006 to 2010 and he subsequently took up a role as a Managing Director of HSBC Hong Kong's Global Banking Division from 2010 to 2012. Mr. Kennedy was appointed as Special Advisor to the Chief Executive of Hong Kong Exchanges and Clearing Limited ("HKEX") in January 2013 and subsequently served as the Group Chief Financial Officer of HKEX from May 2013 to December 2017. He continued to serve as Senior Advisor of HKEX until July 2018. Mr. Kennedy is a Fellow of the Hong Kong Institute of Certified Public Accountants and a Fellow of the Institute of Chartered Accountants in England and Wales. He holds a Bachelor of Arts in Accounting and Financial Administration from the University of Bangor in the United Kingdom and has over 35 years of experience in the financial services industry encompassing auditing and professional advisory services, regulation, risk management, banking and listed company management.



**董事會 (續)**

**譚偉雄先生**

獨立非執行董事

譚先生，70歲，於2018年12月獲委任為本公司獨立非執行董事，彼亦為大新銀行有限公司獨立非執行董事及風險管理及法規委員會成員。彼自1968年加入香港上海滙豐銀行有限公司開始其事業直至1999年2月，期間曾擔任多項要職。於1999年3月，譚先生加入恒生銀行有限公司，於2003年至2008年期間出任副總經理兼商業銀行業務主管，自2008年起擔任風險監控總監至2012年退休。彼亦於2012年12月至2017年6月期間出任煙台銀行（一間位於煙台市的城市商業銀行）之董事。彼現為信義玻璃控股有限公司獨立非執行董事及審核委員會成員以及南旋控股有限公司非執行董事及審核委員會成員。譚先生為香港銀行學會及英國特許銀行學會資深會士以及英國銀行學會會士。彼持有加拿大多倫多大學工商管理碩士學位。譚先生在香港及中國內地之商業銀行業務擁有超逾45年經驗。

**BOARD OF DIRECTORS (Continued)**

**Mr. David Wai-Hung Tam**

Independent Non-Executive Director

Mr. Tam, aged 70, was appointed as an Independent Non-Executive Director of the Company in December 2018. He is also an Independent Non-Executive Director and a member of the Risk Management and Compliance Committee of Dah Sing Bank, Limited. He started his career with The Hongkong and Shanghai Banking Corporation Limited in 1968 and held various senior positions until February 1999. In March 1999, Mr. Tam joined Hang Seng Bank Limited and was a Deputy General Manager and a Head of Commercial Banking during 2003 to 2008 and the Chief Risk Officer from 2008 until his retirement in 2012. He was also a director of Yantai Bank, a city commercial bank in Yantai, from December 2012 to June 2017. He is currently an Independent Non-Executive Director and a member of the Audit Committee of Xinyi Glass Holdings Limited and a Non-Executive Director and a member of the Audit Committee of Nameson Holdings Limited. Mr. Tam is a fellow member of the Hong Kong Institute of Bankers and the Chartered Institute of Bankers in the U.K. and an associate of the Institute of Bankers. He holds a master's degree in Business Administration from the University of Toronto, Canada. Mr. Tam has more than 45 years of experience in commercial banking industry in Hong Kong and the PRC.



**董事會 (續)**

**衛皓民先生**

獨立非執行董事

衛皓民先生，64歲，於2019年5月起獲委任為本公司之獨立非執行董事及審核委員會成員。衛皓民先生於1984年加入羅兵咸永道會計師事務所（「羅兵咸永道」），並於1990年成為合夥人，並為羅兵咸永道在香港設立金融服務業的首批合夥人之一。彼專門從事本地及國際金融機構審計工作。彼擔任羅兵咸永道大中華區風險管理及合規事務主管合夥人長達14年，直至2014年6月。彼亦為羅兵咸永道大中華區風險及質素部門的負責人，負責監督羅兵咸永道的審計及專業操守準則。於2001年，彼加入羅兵咸永道香港合夥人管治委員會，及後獲委任為羅兵咸永道中國及香港管理委員會成員。繼於2014年6月於羅兵咸永道香港退休後，衛皓民先生於2014年7月1日至2015年12月31日期間擔任羅兵咸永道香港高級顧問，負責風險管理和質素事宜。衛皓民先生現為保險投訴局投訴局理事會之獨立非執行董事及非業界理事。衛皓民先生於2016年至2019年擔任香港保險顧問聯會紀律委員會成員，彼於2004年至2009年期間擔任香港會計師公會轄下財務報告準則委員會主席，並於2009年擔任香港會計師公會會長。於2005年，彼獲委任為公司法改革常務委員會成員，任期6年。衛皓民先生於2016年4月1日至2019年3月31日期間出任香港財務匯報局行政總裁。彼為香港會計師公會的資深會員並持有都柏林三一學院商業文學士學位。

**BOARD OF DIRECTORS (Continued)**

**Mr. Paul Franz Winkelmann**

Independent Non-Executive Director

Mr. Winkelmann, aged 64, was appointed as an Independent Non-Executive Director and a member of the Audit Committee of the Company in May 2019. Mr. Winkelmann joined PricewaterhouseCoopers ("PwC") in 1984 and was admitted to partnership in 1990 to become a member of the first group of partners to set up PwC's financial services practice in Hong Kong. He specialized in the audits of financial institutions, both local and international. He was partner-in-charge of PwC's risk and compliance matters for Greater China for 14 years up to June 2014. He was also the leader of PwC's Greater China Risk and Quality function overseeing auditing and ethical standards within PwC. In 2001, he joined the governance Board of Partners of PwC in Hong Kong and subsequently was appointed to the Management Board of PwC China and Hong Kong. Following his retirement from PwC Hong Kong in June 2014, Mr. Winkelmann was engaged as a senior advisor of PwC in Hong Kong on risk and quality matters during the period from 1 July 2014 to 31 December 2015. Mr. Winkelmann is currently an Independent Non-Executive Director and a Non-Industry Member of the General Committee of the Insurance Complaints Bureau. He was a member of the disciplinary panel of The Hong Kong Confederation of Insurance Brokers from 2016 to 2019, the Chairman of the Financial Reporting Standards Committee of the Hong Kong Institute of Certified Public Accountants ("HKICPA") from 2004 to 2009 and the President of HKICPA in 2009. In 2005, he was appointed to the Standing Committee on Company Law Reform and served for a period of six years. Mr. Winkelmann was the Chief Executive Officer of Financial Reporting Council of Hong Kong from 1 April 2016 to 31 March 2019. He is a fellow member of the HKICPA. He holds a Bachelor of Arts (Business) Degree from Trinity College, Dublin.



**董事會 (續)**

**吉川英一先生**  
非執行董事

吉川先生，63歲，於2016年8月調任為本公司非執行董事，調任前於2014年至2016年期間出任本公司之替任董事，彼於2007年至2010年期間曾為本公司之非執行董事。吉川先生為三菱UFJ銀行（「MUFG」，前稱三菱東京UFJ銀行，為本公司主要股東（定義見香港聯合交易所有限公司證券上市規則））（為三菱UFJ金融集團全資附屬商業銀行）總裁顧問。彼亦為三菱日聯銀行（中國）有限公司（前稱三菱東京日聯銀行（中國）有限公司）董事及董事會主席以及BOT Lease Co., Ltd.之董事會主席。吉川先生於1981年在日本東京大學畢業及取得法律系學士學位後，隨即加入東京銀行（現為MUFG）。彼於2018年獲委任為MUFG董事會成員、副總裁、環球商業銀行商務部行政總裁及國際營運總監、三菱UFJ金融集團之高級常務執行官、環球商務銀行商務部組長及集團國際營運總監以及Mitsubishi UFJ Securities Holdings Co., Ltd.之高級常務執行要員前，曾於企業銀行及企業規劃範疇上擔任多項要職。吉川先生具超過30年企業銀行、銀行財資及企業規劃豐富經驗。

**BOARD OF DIRECTORS (Continued)**

**Mr. Eiichi Yoshikawa**  
Non-Executive Director

Mr. Yoshikawa, aged 63, was re-designated as a Non-Executive Director of the Company in August 2016 after serving as an Alternate Director of the Company from 2014 to 2016. He was also a Non-Executive Director of the Company from 2007 to 2010. Mr. Yoshikawa is the Advisor to the President of MUFG Bank, Ltd. (“MUFG”, formerly known as The Bank of Tokyo-Mitsubishi UFJ, Ltd., a substantial shareholder of the Company (within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited)), a wholly-owned commercial banking subsidiary of Mitsubishi UFJ Financial Group, Inc. He is also a Director and Chairman of Board of Directors of MUFG Bank (China), Ltd. (formerly known as Bank of Tokyo-Mitsubishi UFJ (China), Ltd.) and the Chairman of the Board of Directors of BOT Lease Co., Ltd. Mr. Yoshikawa graduated with a Bachelor Degree of Law from The University of Tokyo in 1981 and then joined The Bank of Tokyo, Ltd. (now known as MUFG). He assumed various positions in corporate banking and corporate planning before his appointment as a Member of the Board of Directors, Deputy President, Chief Executive of Global Commercial Banking Business Unit and Chief Operating Officer – International (COO-I) of MUFG, the Senior Managing Corporate Executive, Group Head of the Global Commercial Banking Business Group and Group COO-I of Mitsubishi UFJ Financial Group, Inc. and Senior Managing Executive Officer of Mitsubishi UFJ Securities Holdings Co., Ltd. in 2018. Mr. Yoshikawa has over 30 years of extensive experience in corporate banking, treasury and corporate planning as well.



**董事會 (續)**

**嶋內義和先生**

非執行董事

嶋內先生，52歲，於2019年8月獲委任為本公司非執行董事。彼為三菱UFJ銀行（「MUFG」，為本公司主要股東（定義見香港聯合交易所有限公司證券上市規則））執行要員、董事總經理及香港之店長，以及MUFG Nominees (HK) Limited之董事。嶋內先生於1990年在日本關西學院大學取得經濟系學士學位，畢業後隨即加入當時之東京銀行（現為MUFG）。嶋內先生擁有29年於銀行界多個範疇之豐富經驗。彼於2015年被委任為三菱東京日聯銀行（中國）有限公司（現為三菱日聯銀行（中國）有限公司）之總經理前，曾於MUFG擔任多項要職。嶋內先生於2017年接任MUFG大阪企業銀行部第3分部之總經理。

**黃漢興先生**

董事總經理兼行政總裁

黃先生，67歲，於1993年獲委任為本公司董事，並於2002年1月晉升為董事總經理。彼於1977年加入本公司銀行集團之主要營運附屬公司大新銀行有限公司（「大新銀行」）服務，輾轉掌管多個部門，繼於1989年成為大新銀行董事及於2000年晉升為董事總經理後，至2011年4月獲委任為大新銀行董事會副主席。彼為大新銀行集團有限公司董事會副主席、董事總經理兼行政總裁、大新銀行（中國）有限公司董事長及集團內多間主要附屬公司之董事。彼亦為本集團擁有14.66%權益之重慶銀行股份有限公司（於香港上市）之非執行董事及副董事長。黃先生為英國銀行學會會員以及香港銀行學會及英國國際零售銀行理事會創始會員。彼持有香港理工學院（現稱香港理工大學）商業學高級文憑及擁有逾40年銀行業務經驗。

**BOARD OF DIRECTORS (Continued)**

**Mr. Yoshikazu Shimauchi**

Non-Executive Director

Mr. Shimauchi, aged 52, was appointed as a Non-Executive Director of the Company in August 2019. He is Executive Officer, Managing Director and Head of Hong Kong Branch of MUFG Bank, Ltd. ("MUFG", a substantial shareholder of the Company (within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited)) as well as a director of MUFG Nominees (HK) Limited. Mr. Shimauchi graduated with a Bachelor Degree in Economics from Kwansai Gakuin University in 1990 and joined The Bank of Tokyo, Ltd. (now known as MUFG) immediately after graduation. Mr. Shimauchi possesses 29 years of extensive experience in various areas in the banking industry. He assumed various senior positions in MUFG before his appointment as the General Manager of Bank of Tokyo-Mitsubishi UFJ (China), Ltd. (now known as MUFG Bank (China), Ltd.) Shanghai Branch in 2015. Mr. Shimauchi took up the role as General Manager, Osaka Corporate Banking Division No. 3 of MUFG in 2017.

**Mr. Hon-Hing Wong (Derek Wong)**

Managing Director and Chief Executive

Mr. Wong, aged 67, was appointed as a Director of the Company in 1993 and promoted as the Managing Director in January 2002. He joined Dah Sing Bank, Limited ("DSB"), a key operating subsidiary of the Company's banking group, in 1977 and has served and managed various departments before appointed as a Director in 1989, promoted to Managing Director in 2000 and then appointed as Vice Chairman of DSB in April 2011. He is Vice Chairman, Managing Director and Chief Executive of Dah Sing Banking Group Limited, Chairman of Dah Sing Bank (China) Limited and a director of various major subsidiaries of the Group. He is also a Non-Executive Director and Vice Chairman of Bank of Chongqing Co., Ltd. (listed in Hong Kong) in which the Group has a 14.66% equity interest. Mr. Wong is an Associate of The Institute of Bankers (U.K.) and a Founder Member of The Hong Kong Institute of Bankers and The International Retail Banking Council of the U.K. He holds a Higher Diploma in Business Studies from the Hong Kong Polytechnic College (now known as Hong Kong Polytechnic University) and has over 40 years of experience in banking.



## 董事會 (續)

### 王伯凌先生

副行政總裁兼集團財務及營運總監

王先生，59歲，於2001年獲委任為本公司執行董事並於2017年6月獲委任為本公司副行政總裁及集團財務及營運總監。王先生於1995年加入本公司主要營運附屬公司大新銀行有限公司(「大新銀行」)擔任集團財務總監一職，於1997年晉升為董事，多年專責集團整體的財務管理及監控、營運操作與資訊系統職能。彼於2011年5月晉升為大新銀行董事總經理兼行政總裁及於2017年8月調任為大新銀行副行政總裁及替任行政總裁。彼亦為大新銀行集團有限公司(「大新銀行集團」)、澳門商業銀行股份有限公司及大新銀行(中國)有限公司之董事以及大新銀行集團及大新銀行之集團財務及營運總監。王先生為專業會計師、英國特許公認會計師公會資深會員及香港會計師公會會員。彼持有香港大學社會科學學士學位及擁有逾30年財務管理及銀行營運經驗。

### 高松文生先生

吉川英一先生之替任董事

高松先生，48歲，於2019年8月獲委任為本公司非執行董事吉川英一先生之替任董事。彼為三菱UFJ銀行(「MUFG」，為本公司主要股東(定義見香港聯合交易所有限公司證券上市規則))香港分行之董事總經理兼副行長及MUFG Nominees (HK) Limited之董事。高松先生於1994年在日本慶應義塾大學取得法律系學士學位，畢業後隨即加入當時之三菱銀行(現為MUFG)。高松先生擁有逾25年於銀行界多個範疇之豐富經驗。彼於2012年被委任為紐約MUFG Union Bank, Ltd. 亞洲企業銀行部之董事總經理前，曾於企業銀行擔任多項要職。彼於2016年11月至2019年6月期間擔任MUFG交易銀行部之董事總經理。

## BOARD OF DIRECTORS (Continued)

### Mr. Gary Pak-Ling Wang

Deputy Chief Executive and Group Chief Financial and Operating Officer

Mr. Wang, aged 59, was appointed as an Executive Director of the Company in 2001 and as Deputy Chief Executive and Group Chief Financial and Operating Officer of the Company in June 2017. Mr. Wang joined Dah Sing Bank, Limited ("DSB"), a key operating subsidiary of the Company, as the Group Financial Controller in 1995 and was promoted as a Director in 1997, responsible for the overall financial management and control, operations and IT functions of the Group for a number of years. He was promoted as the Managing Director and Chief Executive of DSB in May 2011 and was re-designated as the Deputy Chief Executive and Alternate Chief Executive of DSB in August 2017. He is also a Director of Dah Sing Banking Group Limited ("DSBG"), Banco Comercial de Macau, S.A. and Dah Sing Bank (China) Limited and the Group Chief Financial and Operating Officer of DSBG and DSB. Mr. Wang is a qualified accountant, a Fellow of The Association of Chartered Certified Accountants of the U.K. and a member of the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor of Social Science degree from The University of Hong Kong and has over 30 years of experience in financial management and banking.

### Mr. Fumio Takamatsu

Alternate Director to Mr. Eiichi Yoshikawa

Mr. Takamatsu, aged 48, was appointed as an Alternate Director to Mr. Eiichi Yoshikawa, a Non-Executive Director of the Company, in August 2019. He is Managing Director, Deputy Head of MUFG Bank, Ltd. ("MUFG", a substantial shareholder of the Company (within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited)) Hong Kong Branch and a director of MUFG Nominees (HK) Limited. Mr. Takamatsu graduated with a Bachelor Degree in Law from Keio University in 1994 and joined The Mitsubishi Bank, Ltd. (now known as MUFG) immediately after graduation. Mr. Takamatsu has over 25 years of extensive experience in various areas in the banking industry. He had assumed various positions in corporate banking before his appointment as Managing Director, Asian Corporate Banking Division, MUFG Union Bank, Ltd., New York in 2012. He was Managing Director, Transaction Banking Division of MUFG during the period from November 2016 to June 2019.



## 高層管理人員

### 王祖興先生

集團總經理

大新銀行有限公司副主席、董事總經理兼行政總裁

王先生，50歲，於2011年4月獲委任為本公司之集團總經理。彼現為本公司主要營運附屬公司大新銀行有限公司（「大新銀行」）副主席及董事總經理兼行政總裁。彼於2000年加入大新銀行，及於2005年獲委任為執行董事，並於2010年3月獲委任為董事會副主席。王先生於2017年8月獲委任為大新銀行之董事總經理兼行政總裁。彼亦為大新銀行（中國）有限公司、澳門商業銀行股份有限公司、大新保險（1976）有限公司及澳門保險股份有限公司之董事。王先生現為香港金融管理局外匯基金諮詢委員會轄下的金融基建及市場發展委員會之委員、保險業監管局成立的長期業務業界諮詢委員會之成員，以及工業貿易署轄下的工業貿易諮詢委員會之委員。王先生持有美國哈佛大學工商管理碩士學位及倫敦國王學院榮譽法律學士學位，及為英格蘭及威爾斯以及香港之合資格律師。王先生為本公司、大新銀行集團有限公司及大新銀行董事會主席王守業先生之兒子。

## SENIOR MANAGEMENT

### Mr. Harold Tsu-Hing Wong

Group General Manager

Vice Chairman, Managing Director and Chief Executive of Dah Sing Bank, Limited

Mr. Wong, aged 50, was appointed as the Group General Manager of the Company in April 2011. He is currently a Vice Chairman and the Managing Director and Chief Executive of Dah Sing Bank, Limited ("DSB"), a key operating subsidiary of the Company. He joined DSB in 2000 and was appointed as an Executive Director in 2005 and a Vice Chairman in March 2010. Mr. Wong was appointed as the Managing Director and Chief Executive of DSB in August 2017. He is also a Director of Dah Sing Bank (China) Limited, Banco Comercial de Macau, S.A., Dah Sing Insurance Company (1976) Limited and Macau Insurance Company Limited. Mr. Wong is currently a member of The EFAC Financial Infrastructure and Market Development Sub-Committee, a sub-committee under the Exchange Fund Advisory Committee ("EFAC") of the Hong Kong Monetary Authority, a member of the Industry Advisory Committee on Long Term Business established by the Insurance Authority, and a Non-official Member of the Trade and Industry Advisory Board of the Trade and Industry Department. Mr. Wong holds a Master of Business Administration degree from Harvard University, U.S.A. and a Bachelor of Laws (Honours) degree from King's College, London, and is a qualified solicitor in England and Wales and in Hong Kong. Mr. Wong is a son of Mr. David Shou-Yeh Wong, the Chairman of the Boards of the Company, Dah Sing Banking Group Limited and DSB.



#### 高層管理人員(續)

##### 麥曉德先生

大新銀行集團有限公司執行董事及副行政總裁  
大新銀行有限公司執行董事、副行政總裁及財資  
處及企業融資部主管

麥先生，52歲，於2017年6月獲委任為本公司附屬公司大新銀行集團有限公司執行董事及副行政總裁。彼現為大新銀行有限公司(「大新銀行」)、大新銀行(中國)有限公司、大新保險(1976)有限公司及澳門保險股份有限公司之董事。麥先生亦為大新銀行副行政總裁及財資處及企業融資部主管，負責銀行財資業務及企業融資策劃。麥先生於2004年8月至2017年5月期間出任本公司之執行董事。麥先生持有英國倫敦大學榮譽文學士學位(中文及經濟)。彼於英國及香港擁有逾30年之金融服務經驗。

#### SENIOR MANAGEMENT (Continued)

##### Mr. Nicholas John Mayhew

Executive Director and Deputy Chief Executive of Dah Sing Banking Group Limited  
Executive Director, Deputy Chief Executive and Head of Treasury and Corporate Finance of Dah Sing Bank, Limited

Mr. Mayhew, aged 52, was appointed as an Executive Director and the Deputy Chief Executive of Dah Sing Banking Group Limited, a subsidiary of the Company, in June 2017. He is currently a Director of Dah Sing Bank, Limited ("DSB"), Dah Sing Bank (China) Limited, Dah Sing Insurance Company (1976) Limited and Macau Insurance Company Limited. Mr. Mayhew also serves as the Deputy Chief Executive and Head of Treasury and Corporate Finance of DSB, responsible for its treasury and corporate finance activities. Mr. Mayhew was an Executive Director of the Company during the period from August 2004 to May 2017. Mr. Mayhew holds a Bachelor of Arts degree (Hons) (in Chinese and Economics) from the University of London. He has over 30 years of experience in financial services both in the U.K. and Hong Kong.



# 主席報告書

## CHAIRMAN'S STATEMENT



本集團香港市場之核心業務，在經歷大致平穩的上半年後，於下半年顯著放緩。下半年較業績疲弱導致年內股東應佔溢利下降10.8%至17億8百萬港元。

總體而言，本集團的保險業務表現理想，保費收入及溢利(包括承保及投資收益)均大幅增長，而本集團的銀行業務則受到下半年經營環境轉差，撥備增加及淨息差受壓所影響。

### 銀行業務

本集團銀行業務的營運表現略遜去年，營運收入較2018年下跌6%。下半年的淨利息收入及服務費收入基本持平，而交易收入相比上半年則大幅改善，主要由於香港利率較高(儘管遠低於2018年)所致。

營商環境困難，尤其是本集團的商業銀行業務，香港及澳門市場的客戶貸款需求低迷，而內地市場相關客戶的需求則仍然較為強勁。本集團的零售銀行業務表現略好，特別是香港住宅按揭市場交易量增長，儘管下半年出現社會動盪，物業交易及價格總體保持良好。然而，鑑於淨息差持續受壓，貸款量的溫和增長僅足以穩定淨利息收入。

儘管下半年市場形勢更加艱難，服務費及佣金收入仍然保持良好。雖然下半年股票相關收入下跌，整體財富管理業務由基金分銷、外匯銷售及銀行保險銷售收入的帶動下表現理想。

然而，信貸狀況惡化，下半年的貸款減值支出大幅上升。雖然減值支出上升部分原因為貸款總額增長，但相關信貸質素下降亦須根據預期信貸虧損基礎而增加減值支出。令人鼓舞的是中國內地及相關業務的信貸質素維持良好。

After a reasonable first half of the year, business conditions in our core Hong Kong market slowed significantly in the second half. The weaker second half performance led to a reduction in profit attributable to shareholders of 10.8% to HK\$1,708 million for the year.

Overall, our insurance business performed well, with a significant increase in premium income, as well as in profits (including both underwriting and returns on investments), whilst our banking business was impacted by the slower business conditions in the second half of the year, as well as increased provisions and pressure on net interest margin.

### BANKING BUSINESS

The operating performance of our banking business was slightly weaker than the prior year, with operating income down 6% compared with 2018. Both net interest income and fee income were broadly flat in the second half, whilst trading income improved considerably half on half, mainly due to the higher interest rates in Hong Kong, although much lower than in 2018.

Business conditions were difficult, particularly in our commercial banking operation, with subdued loan demand amongst our customers in the Hong Kong and Macau markets, whilst demand remained somewhat stronger amongst customers related to the Mainland market. Our retail banking business performed slightly better, with volumes growing particularly in the Hong Kong residential mortgage market, where activity levels and property prices generally held up well despite the social unrest in the second half of the year. However, the modest growth in loan volumes was only sufficient to stabilise net interest income, given the continued pressure on net interest margin.

Despite more difficult market conditions in the second half of the year, fee and commission income held up fairly well. Whilst stock related income dropped in the second half, the overall wealth management business performed well, driven by robust fund distribution, FX sales and bancassurance distribution revenues.

Credit conditions, however, worsened, and loan impairment charges in the second half increased significantly. Whilst in part this was due to volume growth, there was also some weakening in underlying credit quality, which feeds through to higher impairment charges under the Expected Credit Loss methodology. Encouragingly, credit quality in our Mainland and related business remained robust.



### 銀行業務(續)

聯營公司重慶銀行業績理想，本集團應佔其溢利溫和上升。然而，由於本集團按定期年終評估該聯營公司的估值下降，本集團繼上半年撥備7千萬港元後，下半年進一步作出2億1千7百萬港元之撥備，全年撥備總額為2億8千7百萬港元。須注意的是重慶銀行相關撥備乃非現金項目，並不會影響本集團的資本充足率。

### 保險及投資業務

於2017年出售人壽保險業務後，本集團投放大量資源發展香港及澳門的一般保險業務以及澳門的退休基金業務。本集團於2019年取得很好的進展，年內淨保費及其他收入增長38%至4億7千2百萬港元。總體而言，本集團的保險及投資業務由於承保業務改善及投資收益增加錄得6億8千7百萬港元之全面收入總額，或資產淨值增長。謹請留意，由於不同的會計分類，部分投資回報於收益賬中呈報，而其他則以公平值計量且其變動計入其他全面收益的金融資產為公平值收益。

### 資本及規管

於2019年12月31日，大新銀行有限公司(「大新銀行」)的綜合普通股權一級資本充足率為13.4%，略高於2018年年底的13.1%。計及大新銀行的二級後償債務餘額，大新銀行於年底的綜合整體資本充足率為17.9%，與去年相若。本集團繼續維持遠高於25%最低要求的流動性維持比率，年內平均水平為46%。本集團相信其資本及流動資金比率維持在香港銀行同業及國際銀行業界的市場範圍內。

### BANKING BUSINESS (Continued)

The performance of our associate, Bank of Chongqing, was satisfactory, with a modest increase in our share of its profit. However, due to a reduction in the valuation of this associate company in our regular year end revaluation, we made a further provision of HK\$217 million in the second half after a provision of HK\$70 million in the first half, bringing the total provision for the year to HK\$287 million. It should be noted that the provision made relating to Bank of Chongqing is non-cash and does not affect our capital adequacy.

### INSURANCE & INVESTMENT OPERATIONS

After the disposal of our life assurance businesses in 2017, we have made significant effort to expand our general insurance businesses in Hong Kong and Macau, and our pension fund business in Macau. We made good progress in 2019, with net insurance premium and other income growing by 38% to HK\$472 million for the year. Overall, our insurance and investment operations generated total comprehensive income, or a gain in net asset value, of HK\$687 million, underpinned by improved underwriting and investment results. It should be noted that due to different accounting classifications, some of these investment returns are reported in the income statement, whilst others are reported as fair value gains for financial assets carried at fair value through other comprehensive income.

### CAPITAL AND REGULATION

As at 31 December 2019, the consolidated Common Equity Tier 1 ratio of Dah Sing Bank, Limited ("DSB") was 13.4%, a little higher than the level of 13.1% at the end of 2018. Taking into account DSB's outstanding Tier 2 subordinated debts, DSB's consolidated capital adequacy level at the year end was 17.9%, similar to the prior year. We continued to operate well above the minimum Liquidity Maintenance Ratio of 25%, reporting an average level of 46% during the year. We believe that our capital and liquidity ratios are maintained at levels within the market range for both peer banks in Hong Kong, and indeed for banks internationally.



## 年內董事會變動

中村清次先生及周偉偉先生依照本公司組織章程細則於2019年5月24日本公司舉行之股東週年大會上輪值告退，不再膺選連任。中村清次先生於2019年5月24日起不再擔任本公司之審核委員會以及提名及薪酬委員會成員。

衛皓民先生由2019年5月25日起獲委任為本公司之獨立非執行董事及審核委員會成員。

大和健一先生因獲三菱UFJ銀行調派到其上海分行履行新職務，由2019年8月27日起辭任本公司之非執行董事職務。嶋內義和先生於同日獲委任為本公司之非執行董事。

高松文生先生由2019年8月27日起獲委任為吉川英一先生之替任董事。二重孝好先生於同日停任為吉川英一先生之替任董事。

衛皓民先生、嶋內義和先生及高松文生先生的個人履歷簡介載於本年報「董事及高層管理人員簡介」一節。

董事會謹此熱烈歡迎衛皓民先生、嶋內義和先生及高松文生先生加盟董事會，並對中村清次先生、周偉偉先生、大和健一先生及二重孝好先生於任內對本公司所付出之努力及寶貴貢獻致以衷心感謝。

## CHANGES OF THE BOARD DURING THE YEAR

Mr. Seiji Nakamura and Mr. John Wai-Wai Chow retired by rotation in accordance with the Articles of Association of the Company and did not offer themselves for re-election as Directors at the Annual General Meeting of the Company held on 24 May 2019. Mr. Seiji Nakamura ceased to act as a member of the Audit Committee and the Nomination and Remuneration Committee of the Company with effect from 24 May 2019.

Mr. Paul Franz Winkelmann was appointed as an Independent Non-Executive Director and a member of the Audit Committee of the Company with effect from 25 May 2019.

Mr. Kenichi Yamato resigned as a Non-Executive Director of the Company with effect from 27 August 2019 due to his new assignment to the Shanghai office of MUFG Bank, Ltd. Mr. Yoshikazu Shimauchi was appointed as a Non-Executive Director of the Company with effect from the same date.

Mr. Fumio Takamatsu was appointed as an Alternate Director to Mr. Eiichi Yoshikawa with effect from 27 August 2019. Mr. Takayoshi Futae ceased to act as an Alternate Director to Mr. Eiichi Yoshikawa with effect from the same date.

The brief biographical details of Messrs. Paul Franz Winkelmann, Yoshikazu Shimauchi and Fumio Takamatsu are set out in the section headed "Directors' and Senior Management's Profile" in this Annual Report.

The Board extends its warm welcome to Mr. Paul Winkelmann, Mr. Yoshikazu Shimauchi and Mr. Fumio Takamatsu for joining the Board, and expresses its sincere appreciation to Mr. Seiji Nakamura, Mr. John Chow, Mr. Kenichi Yamato and Mr. Takayoshi Futae for their valuable efforts and contributions to the Board during their tenure of service with the Company.



## 前瞻

經歷2019年下半年疲弱之市況後，本集團希望2020年上半年出現復甦。然而，新冠肺炎病毒疫情的影響於1月底開始浮現，並已在全球蔓延。談論其最終影響仍為時過早，惟明顯地，不僅香港，中國內地及澳門等本集團其他主要市場的經濟同時進一步轉弱，而該等主要市場經濟的復甦或會被全球經濟疲弱所拖累。

本集團竭盡所能繼續為香港客戶提供全面的銀行服務，並為中國內地及澳門的客戶提供所有核心銀行服務。銀行服務能保持正常運作乃有賴本集團員工於面對困境時仍反應正面並努力工作及真誠付出。

目前的形勢將無可避免地令經濟及營商環境持續疲弱至少一段時間。在情況穩定之前，本集團將繼續對業務風險持非常審慎態度，這不僅是對業務增長，亦是本集團對員工及客戶而言。就此，本集團上個月推出若干支援方案，透過各種措施協助受影響的客戶，令當前情況至少有所舒緩。

作為零售商業銀行，本集團擁有合理的核心收入，尤其是來自貸款業務之核心收入，即使在困難時期下亦可為本集團提供經常性收益。因此，儘管在困難的經濟情況下，客戶對銀行及金融服務的需求會明顯減弱，本集團有幸可憑該業務獲取經常性收入。

本集團之資本充足率及資金流動性均維持穩健，而以香港本地存款為主的資金預期亦保持穩定。

## FUTURE PROSPECTS

After a weak second half in 2019, we were hoping to see some recovery in the first half of 2020. However, by late January the impact of the coronavirus was beginning to be felt, and has since spread globally. It is still too early to say exactly what the eventual impact will be, but it is very clear that the economy has weakened further not only in Hong Kong, but also for our other key markets in Mainland China and Macau, with the recovery of these key markets likely delayed by a weakening global economy.

We have been making our best efforts to continue to provide a full banking service to customers in Hong Kong, as well as providing all core banking services to customers in Mainland China and Macau. So far, we have been able to do so, thanks to the hard work and dedication of our staff, who have responded positively to the difficult conditions that are being faced.

It is inevitable that the current situation will result in a continued weak economy and weak business conditions at least for some time. Until we see a more stable picture, we continue to be very cautious about risks in our business — not only to our business growth, but also to our staff and customers. In this regard, last month we announced a number of relief measures to help customers who may be in difficulties, through a variety of measures to make the current situation at least somewhat better.

As a retail and commercial bank we have a reasonable amount of core income, particularly from our lending businesses, which tends to provide a stream of recurring income even during difficult times. We are therefore fortunate to be in a business that benefits from such recurring income, although the demand for banking and financial services will clearly soften in difficult economic conditions.

Our capital adequacy and liquidity both remain robust, and our funding base, mainly comprising domestic Hong Kong deposits is also expected to remain stable.



### 前瞻(續)

儘管艱難的經濟環境或會導致本集團一般保險業務的整體增長放緩，隨著本集團擴大業務範圍及營運，目前預計保費收入將繼續取得進展。保險業務的投資表現以及集團的其他金融投資將部分取決於市場狀況。鑑於大部分該等投資為固定收入投資及現金，呈現重大波動的可能性較低。最後，本集團正密切審視索償情況，儘管經濟不明朗，迄今為止索償情況保持相對穩定。總體而言，新冠肺炎病毒疫情可能會對本集團的保險附屬公司的業務帶來負面影響。

於目前艱難時期定會遇到許多挑戰，惟本集團相信長遠而言經濟及營商環境將會復甦，本集團將把握適當時機回復以增長為主的策略。

最後，本人藉此機會感謝諸位董事所作出之珍貴貢獻，並謹代表董事會對各同事在過去一年之辛勤努力以及客戶與股東之支持表示謝意。

主席  
王守業

香港，2020年3月25日

### FUTURE PROSPECTS (Continued)

While the difficult economic conditions may slow the overall growth of our general insurance business, we currently expect to continue to report some progress in terms of premium income as we scale up our business scope and operations. The investment performance of our insurance businesses, as well as other financial investments made by the group will be dependent in part on market conditions, although a significant portion of these investments comprises of fixed income investments and cash which are less likely to suffer from significant volatility. Finally, we are monitoring closely our claims experience, which to date has remained relatively stable in spite of the economic uncertainties. Overall, it is possible that the coronavirus may negatively impact the business activities of our insurance subsidiaries.

Whilst it is clear that there are many challenges to be faced in the current difficult times, we believe that over the longer term economic and business conditions will recover, and we will be prepared to move back to a more growth focused strategy at the appropriate time.

Finally, I would like to thank my fellow directors for their valuable contribution and extend, on behalf of the Board, our appreciation to all of our colleagues for their hard work and dedication over the past year, and also our appreciation of the support from our customers and shareholders.

David Shou-Yeh Wong  
Chairman

Hong Kong, 25 March 2020



## 財務摘要

本年度集團綜合財務表現摘要概列於下表：

## FINANCIAL HIGHLIGHTS

The highlights of the Group's consolidated financial performance for the year are summarised in the table below:

		2019年 2019	2018年 2018	變動 Variance
百萬港元	HK\$ Million			
扣除減值虧損前之營運溢利	Operating profit before credit impairment losses	2,620.5	3,093.5	-15.3%
扣除減值虧損後之營運溢利	Operating profit after credit impairment losses	2,263.9	2,860.5	-20.9%
除稅前溢利	Profit before taxation	2,628.5	2,983.4	-11.9%
股東應佔溢利	Profit attributable to shareholders	1,707.8	1,915.2	-10.8%
資產合計	Total assets	250,312	237,301	5.5%
負債合計	Total liabilities	216,507	205,309	5.5%
股東資金	Shareholders' funds	26,805	25,435	5.4%
淨利息收入／營運收入	Net interest income/operating income	73.6%	71.4%	
成本對收入比率	Cost to income ratio	53.2%	47.6%	

## 財務回顧

於2019年，香港經濟自2009年以來首次錄得年度跌幅，收縮1.2%。上半年經濟動力疲弱，部分原因為中美貿易戰升溫，而下半年社會動盪導致經濟活動進一步減少。大部分經濟領域均受到影響，零售、旅遊、酒店及餐飲業的放緩尤為明顯。失業率在2019年上半年相對穩定後，下半年開始回升，於年底上升0.5%至3.3%。整體通脹率亦有所回升，至年底為2.9%。

## FINANCIAL REVIEW

The Hong Kong economy contracted by 1.2% in 2019, its first annual decline since 2009. Economic momentum was sluggish in the first half of the year, due in part to Sino-US trade tensions, whilst social unrest in the second half of the year caused an even greater decline in economic activity. Most sectors of the economy were impacted, and there were particularly notable slowdowns in the retail, tourism, hospitality and restaurant sectors. After a relatively stable unemployment rate in the first half of 2019, unemployment rate started to pick up in the second half, ending up 0.5% higher at 3.3% by the end of the year. The headline inflation rate picked up somewhat, ending the year at 2.9%.



### 財務回顧(續)

根據國際貨幣基金組織數據，2019年全球經濟增長率估計為2.9%，為2008-2009年以來的最低水平，較2018年的3.6%大幅下降。中國內地錄得全年本地生產總值增長率為6.1%，為過往30年來最低增長率。經濟增長在年底前按季度持續呈下降趨勢。美國經濟全年增長2.3%，是自2016年以來的最低增長率，並低於早前預期。歐盟經濟增長進一步疲弱，年內本地生產總值增長率約為1%。

年內利率仍然波動，全年一個月香港銀行同業拆息利率介乎略低於1%至約3%。總體而言，年內大部分時間香港的利率仍低於美國。與2018年利率處於上升軌道時所預期相反，美國聯邦儲備局於年內三度降息，合計降息0.75%，扭轉了2018年利率上升大部分的升幅。美國市場利率整體較香港穩定，倫敦銀行同業拆息下降大致上與美國聯邦基金利率下調一致。

面對此等極為困難和多變的市況，尤其是去年下半年不利的本地市場狀況，本集團的股東應佔溢利下降10.8%至17億8百萬港元，主要由於本集團的核心銀行業務較疲弱之表現所致。相比之下，本集團的保險業務盈利能力改善，部分由於承保業務表現良好及部分由於投資表現改善所致。

### FINANCIAL REVIEW (Continued)

According to the IMF, global growth for 2019 was estimated to be 2.9%, its lowest level since 2008-2009, and a meaningful reduction from the 3.6% growth in 2018. Mainland China reported GDP growth of 6.1% for the year, its lowest growth in the past 30 years. Quarter on quarter, economic growth continued to trend downwards towards the end of the year. The US economy grew by 2.3% for the year, the slowest rate of growth since 2016, and lower than earlier forecasts. The European Union's economic growth weakened further, with growth in GDP of around 1% for the year.

Interest rates remained volatile during the year, with one month HIBOR trading in a wide range between a little below 1% to around 3% during the course of the year. In general, Hong Kong interest rates remained below those of the US for most of the year. Contrary to expectations set when interest rates were rising in 2018, the US Federal Reserve cut interest rates three times during the year, for a total of 0.75%, reversing most of the interest rate increases in 2018. US market rates were generally more stable than those in Hong Kong, with LIBOR tracking downwards broadly in line with the cut in the US Fed Funds rate.

Against these extremely difficult and volatile market conditions, and in particular the adverse local market conditions experienced in the second half of last year, our profit attributable to shareholders dropped by 10.8% to HK\$1,708 million, mainly due to the weaker performance of our core banking business. In contrast, our insurance business reported improved profitability, in part due to a better underwriting result and in part due to improved investment performance.



## 銀行業務

## BANKING BUSINESS

		2019年 2019	2018年 2018	變動 Variance
淨息差	Net interest margin	1.87%	2.01%	
百萬港元	HK\$ Million			
營運收入	Operating income	5,388.1	5,729.9	-6.0%
扣除信貸減值虧損前之營運溢利	Operating profit before credit impairment losses	2,537.5	3,029.6	-16.2%
扣除信貸減值虧損後之營運溢利	Operating profit after credit impairment losses	2,181.2	2,796.2	-22.0%
除稅前溢利	Profit before taxation	2,593.2	2,907.4	-10.8%
年度溢利	Profit for the year	2,240.1	2,479.7	-9.7%
不包括於聯營公司投資之減值撥備之股東應佔溢利	Profit attributable to shareholders excluding the impairment charge on the investment in an associate	2,527.0	3,112.7	-18.8%
客戶貸款	Advances to customers	136,947	128,628	6.5%
客戶存款	Customers' deposits	182,629	172,967	5.6%
已發行的存款證	Certificates of deposit issued	6,751	6,535	3.3%
存款合計	Total deposits	189,380	179,502	5.5%
後償債務	Subordinated notes	5,510	5,449	1.1%
貸款(不包括貿易票據)對存款(包括已發行的存款證)比率	Loan (excluding trade bills) to deposit (including certificates of deposit issued) ratio	72.3%	71.7%	
成本對收入比率	Cost to income ratio	52.9%	47.1%	

由於經商環境較為疲弱，尤其是下半年，大新銀行集團有限公司(「大新銀行集團」)錄得之股東應佔溢利下降9.7%至22億4千萬港元。整體而言，收入普遍疲軟，淨利息收入、服務費及佣金收入及買賣收入均錄得跌幅。儘管總體業務增長，淨利息收入因淨息差受壓下降2.2%。主要由於市況疲弱，以及經紀及證券相關收入減少，淨服務費及佣金收入輕微下跌略多於1%。而淨買賣收入大幅下跌，主要由於2018年錄得若干非經常性交易收益。

With a much weaker business environment, particularly in the second half of the year, Dah Sing Banking Group Limited ("DSBG") reported a drop in profit attributable to shareholders of 9.7% to HK\$2,240 million. Revenues were generally weak across the board, with decreases reported in net interest income, fee and commission income and trading income. Net interest income fell by 2.2% despite overall volume growth, due to pressure on net interest margin. Net fee and commission income reduced modestly by a little over 1%, due mainly to weaker market conditions, and reduced broking and securities related income, whilst net trading income dropped significantly, mainly as a result of the non-recurrence of certain trading disposal gains booked in 2018.





### 銀行業務(續)

營運支出錄得溫和單位數升幅，主要由於通脹上升致使員工成本上脹，以及本集團的資訊科技相關項目支出的增加。信貸減值支出大幅增加，按年上升53%。值得注意的是，大部分此等增幅均來自下半年，反映下半年市場環境較為艱難，以及本集團對2019年年底的前景更加審慎。

於2019年12月31日，本集團於重慶銀行(「重慶銀行」)投資的使用價值再次低於投資的賬面值，導致於年底需進一步作出2億1千7百萬港元之減值撥備，計及年中作出7千萬港元之減值撥備，全年內減值撥備支出總額為2億8千7百萬港元，較2018年減少3億4千6百萬港元。儘管需要減值準備以減少投資的賬面價值，重慶銀行的營運表現仍然令人滿意，本集團應佔其年內淨溢利為7億2百萬港元，較去年增加6.4%。本集團在澳門及中國的業務取得較疲弱的業績，主要由於淨息差受壓所致。

就大新銀行集團而言，由於經營狀況變得疲弱令盈利減少，主要經營指標表現普遍下降，股東資金回報率由9.8%減至8.5%。大新銀行集團的成本對收入比率由47.1%按年增加至52.9%。不計及大新銀行集團的貢獻，本集團的保險及投資業務由於承保業務改善及投資收益增加錄得6億8千7百萬港元之全面收入總額，或資產淨值增長。

於2019年12月31日，大新銀行有限公司(「大新銀行」)的綜合普通股權一級資本充足率為13.4%，略高於2018年年底的13.1%。計及大新銀行的二級後償債務餘額，大新銀行於年底的綜合整體資本充足率為17.9%，與去年相若。本集團繼續維持遠高於25%最低要求的流動性維持比率，年內平均水平為46%。本集團相信其資本及流動資金比率維持在香港銀行同業及國際銀行業界的市場範圍內。

### BANKING BUSINESS (Continued)

Operating expenses increased by mid single digits, mainly due to inflationary increases in staff costs, as well as increases in our spending on IT related projects. Credit impairment charges were significantly higher, rising by 53% year on year. Notably, the major part of this increase came in the second half of the year, reflecting the more difficult market environment during the second half, and also our more cautious outlook at the end of 2019.

The Value in Use of our investment in Bank of Chongqing (“BOCQ”) was again below the carrying value of the investment as at 31 December 2019, resulting in the need for a further impairment charge of HK\$217 million at the year end, which together with the impairment charge of HK\$70 million made at the mid-year, resulted in a total impairment charge for the year of HK\$287 million, lower than 2018 by HK\$346 million. Despite the need for an impairment charge to reduce the carrying value of the investment, the operating performance of BOCQ remained satisfactory, and our share of its net profit was HK\$702 million for the year, 6.4% higher than the prior year. Our businesses in Macau and China delivered weaker results due primarily to pressure on net interest margin.

For DSBG, with much weaker business conditions and reduced profitability, our key operating metrics generally declined, with a reduction in return on shareholders’ funds from 9.8% to 8.5%. Our DSBG cost to income ratio increased from 47.1% to 52.9% year on year. Excluding the contribution from DSBG, our insurance and investment operations generated total comprehensive income, or gain in net asset value, of HK\$687 million, underpinned by improved underwriting and investment results.

As at 31 December 2019, the consolidated Common Equity Tier 1 ratio of Dah Sing Bank, Limited (“DSB”) was 13.4%, a little higher than the level of 13.1% at the end of 2018. Taking into account DSB’s outstanding Tier 2 subordinated debts, DSB’s consolidated capital adequacy level at the year end was 17.9%, similar to the prior year. We continued to operate well above the minimum Liquidity Maintenance Ratio of 25%, reporting an average level of 46% during the year. We believe that our capital and liquidity ratios are maintained at levels within the market range for both peer banks in Hong Kong, and indeed for banks internationally.



## 業務表現概要

### 個人銀行

由於2019年經濟增長較預期差以及2019年下半年社會動盪加劇帶來的挑戰，本集團個人銀行業務年內溢利下跌。憑藉過去數年投資建立以客戶為本、多渠道吸納客戶及提供服務之模式，並提供更廣泛的產品及服務，從而可以更好地識別和滿足客戶的需求，並提供更高的質量和效率的服務。個人銀行業務將繼續投資其數碼能力，為未來競爭做好充分準備。

儘管2019年下半年充滿各種挑戰，顯客理財客戶數目增加17%，而管理資產（「管理資產」）則按年增長8%，帶動財富管理費收入之增長。本集團的客戶外匯交易之業務表現特別出色，外匯交易收入較2018年增長33%。

與2018年相比，本集團私人銀行業務取得一系列更強勁之業績，服務費收入上升30%。憑藉其個人化服務模式及定制產品，私人銀行業務之客戶量錄得增長。年內，進一步交叉銷售私人銀行服務予企業客戶群令客戶量、管理資產及服務費收入均有所增長。

年內，本集團個人銀行業務保持良好趨勢，資產負債表及業務量均有所增長。

由於我們著重並致力於吸納新客戶及深化與現有客戶之間的關係，活期及儲蓄存款結餘按年增長19%。除增長較富裕之顯客理財客戶群外，本集團的「優易理財」服務亦憑藉其數碼化交易能力持續吸引年輕客戶群。透過創新的e直通遙距登入體驗，我們推出外展活動及網上推廣，讓客戶能夠使用香港身份證及自拍照在線開設賬戶。優易理財的客戶數量按年增長26%，其中69%為全新的客戶。

## HIGHLIGHT OF BUSINESS PERFORMANCE

### Personal Banking

Our Personal Banking business reported reduced profit for the year due to the challenges posed by worse than expected economic growth in 2019 and the prolonged social unrest during the second half in 2019. With the investment in the past years to build a customer centric, multi-channel acquisition and servicing model, and to offer a wider range of products and services, customers' needs can be better identified and met, with higher quality and efficiency. Personal Banking continued to invest in its digital capabilities to better prepare for the competition ahead.

The number of VIP customers increased by 17%, with 8% increase in assets under management ("AUM") year-on-year, which helped drive the wealth management fee income growth notwithstanding various challenges in the second half of 2019. In particular, our customer foreign exchange trading business performed very well, generating 33% higher FX trading income over 2018.

Our Private Banking business delivered a set of stronger results when compared with 2018, with its fee income up by 30%. With its personalized servicing model and customized offering, our Private Banking business had recorded customer growth. In the year, further cross-selling of our Private Banking services to our corporate clients base had led to both increase in customers, AUM and fee income.

In the year, our Personal Banking maintained good momentum in growing our balance sheet and volumes.

Current and savings deposit balances increased by 19% year-on-year, a result of our focus and efforts in acquiring new customers and deepening relationships with existing customers. Apart from growing our affluent VIP customer base, our "YOU Banking" service continued to attract the young customer segment with its digital transacting capabilities. Outreach activities and online promotion were launched, leveraging on the innovative e-Express on-boarding experience, allowing customers to open accounts online using HKID and selfies. YOU Banking achieved 26% year on year increase in customer numbers, with 69% being brand new customers.



## 業務表現概要(續)

### 個人銀行(續)

未償貸款增長8%，而資產質量保持良好。我們繼續推出具競爭力的按揭貸款計劃，促使年內按揭貸款增長10%。我們全年透過各種社交媒體積極推廣個人貸款產品以提高市場認知度。我們是首家直接透過電子貸款申請向全新的客戶提供貸款且免除收入證明的銀行。客戶身份驗證乃通過生物識別認證處理。

為了保持信用卡市場競爭力，我們繼續積極主動和創新，透過使用、招攬、聯合品牌合作計劃及商戶服務，提升客戶體驗及價值主張。新一體化銷售點終端系統能進行非接觸式及以二維碼付款交易，進一步提升數碼化付款能力。除支付便利外，我們亦推出新的商戶貸款產品，以根據卡商的銷售額向其提供額外融資。

我們於年內推出多項數碼化項目，提升客戶的數碼化體驗及加強網絡安全。本集團的數碼用戶持續增長，參與度增加。數碼用戶數量同比增加24%，付款交易總額按年增長43%。

## HIGHLIGHT OF BUSINESS PERFORMANCE (Continued)

### Personal Banking (Continued)

Loans outstanding increased by 8% and the asset quality remained benign. A competitive mortgage offer was maintained, which helped to generate mortgage growth of 10% for the year. We actively promoted our personal loan products throughout the year via various social media to increase the market awareness. We were the first bank offering straight through loan e-application to disbursement for brand new customers with income document waived. Identity is verified via biometric identity verification.

To stay competitive in the credit card market, we continued to be proactive and innovative in enhancing customer experience and value proposition via usage, acquisition, co-brand partnership programs and merchant services. Digital payment capability was further strengthened with the new all-in-one POS terminal which enabled contactless and QR code based payments to be transacted. Apart from the payment convenience, a new merchant loan product was also introduced to offer additional financing to card merchants, based on their sales flow.

Various digitalization initiatives were launched to enhance customers' digital experience and strengthen cybersecurity in the year. Our digital users continued to grow and with deeper levels of engagement. The number of digital users increased by 24% and total payment transactions grew 43% year-on-year.



328營商理財提供經優化的零售企業流動服務  
328 Business Banking enhanced retail business mobile banking



### 業務表現概要(續)

#### 個人銀行(續)

e直通遙距開戶於2019年6月推出，並得到客戶的積極響應，其中81%為新增銀行客戶。我們亦於年內推出多項數碼項目，如內附可揀選證券及具交易功能的手機證券應用程式、更多可供個人及企業賬戶使用的快速支付系統功能(包括二維碼資金轉賬)、以328營商理財之產品名稱提供經優化的零售企業流動理財服務以支持零售企業。我們亦已設置各種電子提示以加強監察不同交易渠道的資金流動，從而對客戶提供更好的保障。

於2019年，為提升客戶的銀行服務體驗及達致更高效率，我們繼續投入資源優化分行及其位置。於2019年12月，大新銀行於香港設有合共45間零售分行，其中28間設有顯客理財中心及34間設有證券交易中心。



大新銀行之葵芳分行  
Kwai Fong Branch of Dah Sing Bank

為向客戶提供最佳的體驗及更好的服務，我們將持續專注於提升服務質素及員工的專業發展，並投資基礎設施及科技，使我們能夠提供更具競爭力的產品及實現更好的營運效率。

### HIGHLIGHT OF BUSINESS PERFORMANCE (Continued)

#### Personal Banking (Continued)

e-Express bank account opening was rolled out in June 2019 and recorded positive response from customers, with 81% being new-to-bank customers. During the year, we also rolled out digital initiatives such as Mobile Securities App+ with in-App securities selection and trading, additional faster payment system functions for both personal and business account including QR code fund transfer, enhanced retail business mobile banking for supporting retail enterprises under the product name 328 Business Banking. Various e-alerts have been set up to better monitor funds flow at various transacting channels for better customer protection.

In 2019, in order to improve the banking experience for our customers and to achieve greater efficiency, we continued to allocate our resources in upgrading and relocating our branches. As of December 2019, DSB has a total number of 45 retail branches in Hong Kong. Within the branch network, there are 28 VIP Banking centers and 34 securities trading centers.

To deliver better customer experience and offer better customer service, we will continue to focus on improving our service quality and professional development of our staff, and to make investment in our infrastructure and technology to allow us to offer more competitive products and achieve better operational efficiency.



業務表現概要(續)

商業銀行

本集團商業銀行於2019年充滿挑戰，業務量錄得溫和增長。儘管2019年下半年貸款需求疲弱，本集團商業銀行業務的貸款錄得5%的增長，主要來自目標客戶群，包括與大新銀行(中國)合作的跨境客戶群。年內，存款增長率與貸款增長率相若。

儘管資金成本增加，淨利息收入主要受貸款及存款增長所推動而溫和增長。我們將繼續致力於提高貸款收益及控制存款成本。儘管為客戶提供財富管理服務的服務費收入因我們推出財富管理的新項目而有所上升，非利息收入因經濟環境變弱而輕微下降。

貸款減值支出於年內略有增加，乃由於中小企業客戶之不良貸款溫和增長及出售抵押品物業的撥回金額低於去年。整體而言，於2019年底，商業銀行業務的貸款組合的資產質素保持良好。鑑於市場的不確定性，我們將採取適當措施妥善管理商業銀行業務的信貸風險。

HIGHLIGHT OF BUSINESS PERFORMANCE (Continued)

Commercial Banking

Our Commercial Banking reported modest growth in business volumes in 2019, which was a challenging year for our Commercial Banking business. Notwithstanding the weaker loan demand in the second half of 2019, our Commercial Banking loan book recorded growth of 5% across our major target customer segments, including the cross-border customer segment in collaboration with DSB China. Deposits recorded a similar growth rate as loan growth in the year.

Net interest income was up mildly despite the higher funding cost, primarily driven by the growth in loans and deposits. We will continue our efforts in improving loan yields and controlling deposit costs. Non-interest income was down marginally as a result of the slower economic environment, although the fee income arising from wealth management services provided to customers rose, contributed by our new wealth management initiatives.

Loan impairment charges were slightly higher in the year, a result of a modest increase in the non-performing loans arising from our SME customers, and a lower amount of write-back on the disposal of collateral properties when compared with the prior year. Overall, the asset quality of our Commercial Banking loan portfolio remained benign as of the end of 2019. In view of the market uncertainty, we will take appropriate measures in properly managing the credit risk of our Commercial Banking business.



大新銀行「轉數快」服務及DS-Direct推廣宣傳廣告  
DSB "FPS" Service and DS-Direct promotion



## 業務表現概要(續)

### 商業銀行(續)

DS-Direct(本集團的電子平台)已提升功能，增設 SWIFT GPI、賬戶匯總服務、商戶快速支付方案及新的定制功能。該等項目不僅能提升客戶於現金管理方案方面的體驗，亦能提高我們的交易能力，從而促進年內現金管理及外匯交易增加。我們繼續投資金融科技以執行中期業務策略。

為符合本集團更高的合規及風險管理標準，我們的商業銀行業務部於風險評估時加強反洗錢交易審查流程及完善包含客戶盡職調查在內的開戶監控流程。

### 財資業務

本集團財資業務部於2019年之溢利錄得顯著增幅，應佔溢利增加43%至4億6千9百萬港元。該業務在多方面有所改善，淨利息收入增加20%至7億4千8百萬港元及總營運收入增加35%至7億5千萬港元。因年內利率整體上保持於相當低的水平，而信貸息差相當受壓，淨利息收入增長乃主要由交易量增長所推動。客戶業務量增加，淨服務費及佣金收入及外匯收入增加23%至9千7百萬港元。零售客戶群的業務量增幅尤其令人鼓舞，而企業客戶的業務量亦有所增加。客戶業務仍以外匯為主，但年內利率及其他產品的活躍程度亦有所提升。直接營運支出於年內僅溫和上升，而總支出上升12%，主要由於年內業務的盈利能力提高導致中央管理費用分配增加而致。

## HIGHLIGHT OF BUSINESS PERFORMANCE (Continued)

### Commercial Banking (Continued)

DS-Direct, our e-channel, was upgraded with new features of SWIFT GPI, account aggregation service, faster payment system merchant solution and new customized functionality. These initiatives not only enhanced our customer experience in cash management solution, but also elevated our transactional capability, which had contributed to an increase in the cash management and foreign exchange transactions in the year. We continue to invest in Fintech, in executing our medium term business strategy.

To align with the Group's higher standards on compliance and risk management, our Commercial Banking division had strengthened the process of Anti-Money Laundering transaction review in risk assessment and refined the on-boarding monitoring process covering customer due diligence.

### Treasury

Our Treasury division reported significantly higher profit in 2019, with an increase in attributable profit of 43% to HK\$469 million. Most areas of the business improved, with an increase in net interest income of 20% to HK\$748 million and an increase in overall operating income by 35% to HK\$750 million. The growth in net interest income was driven mainly by volume growth, as generally interest rates remained fairly low, and credit spreads were quite tight during the year. Customer business saw higher volumes with net fee and commission income and FX income increasing by 23% to HK\$97 million. Business volume from our retail customer base was particularly encouraging, and we also saw some improvement in business volume from our corporate customers. The main part of our customer business remained FX, but we also saw some activity in interest rate and other products during the course of the year. Direct operating expenses were only up mildly for the year, whilst overall expenses were up by 12% mainly due to a higher allocation of central overhead during the year due to the higher profitability of the business.



## 業務表現概要(續)

### 財資業務(續)

交易表現於年內大幅改善，主要由於港元與美元之間的息差減少，導致年內資金掉期損失顯著減少。

本集團審慎管理流動資金，年內平均流動性維持比率為46%，與去年相若。鑑於年內整體經營環境充滿挑戰及面臨不確定性，我們繼續增加高質素流動資產組合及以謹慎的方式管理大新銀行的現金流。

儘管年內中期利率整體呈下降趨勢，但短期利率（尤其是港元利率）仍有所上升，並相當波動。此趨勢會對淨息差造成一定壓力，因資金成本仍然相對較高，而中期投資收益率呈下降趨勢。然而，因較早時間購買的證券收益率較高，以及使用利率掉期對沖了大部分利率風險，此影響在一定程度上有所減少。

我們資產組合的信貸質素保持良好，平均評級為A-，年內並無違約記錄。

## HIGHLIGHT OF BUSINESS PERFORMANCE (Continued)

### Treasury (Continued)

Trading performance was much improved during the year, mainly due to a lower interest rate differential between HK dollars and US dollars which resulted in a much lower funding swap loss for the year.

Liquidity was prudently managed with the average Liquidity Maintenance Ratio for the year being maintained at 46%, similar to the prior year. We continued to grow our high quality liquid assets portfolio and to manage the cashflow of DSB in a conservative manner given the overall challenging operating environment and uncertainties faced during the course of the year.

Whilst medium term interest rates generally trended lower during the year, short term interest rates, particularly HKD, remained elevated and were quite volatile during the year. In general this had the effect of putting some pressure on net interest margin, through funding costs remaining relatively high whilst yields on medium term investments trended downwards. However to some extent this impact was diluted due to higher yields on securities purchased some time ago, as well as the fact that a significant portion of our interest rate risk is hedged via the use of interest rate swaps.

The credit quality of our portfolio remained strong, with an average rating of A-, and with no defaults experienced during the year.



## 業務表現概要(續)

### 澳門商業銀行

受中美貿易戰、香港社會動盪及全球環境的其他不確定性所影響，澳門特別行政區之經濟經歷各種的挑戰，尤其是2019年下半年。隨著博彩業收入總額於第四季度驟降，澳門2019年全年經濟下降4.7%，創下過去四年以來最差的表现，而與2018年相比，全年博彩業收入總額下降3.5%。

面對此充滿挑戰的外部環境，澳門商業銀行股份有限公司(「澳門商業銀行」，大新銀行的全資澳門附屬銀行)的客戶貸款總年內額錄得增長，由143億3千8百萬港元增加4.8%至150億3千萬港元，主要由按揭貸款以及投資及保費融資所帶動。客戶存款總額由186億8千1百萬港元增加4.1%至194億5千1百萬港元。然而，由於市場競爭激烈及資金成本增加，淨利息收入下降9.9%，為澳門商業銀行扣除信貸減值虧損前之營運溢利較去年下降24%及除稅後淨溢利較去年下降27%的主要因素。

澳門商業銀行於2019年繼續推行中期策略。就數碼化而言，於2018年推出個人貸款電子申請平台後，澳門商業銀行繼續發展並於2019年6月推出信用卡貸款網上申請平台。澳門商業銀行亦作出投資提升其網站以提供更方便使用之客戶體驗。我們於2019年11月推出了附有生物識別解決方案的手機銀行應用程式予澳門商業銀行之個人網上銀行客戶，該應用程式為客戶提供更快、更安全及更便利的移動銀行平台。澳門商業銀行正努力於2020年推出相同應用程序以提升企業互聯網銀行平台。

## HIGHLIGHT OF BUSINESS PERFORMANCE (Continued)

### Banco Comercial de Macau

Impacted by the US-China trade war, social unrest in Hong Kong and other uncertainties in the global environment, the Macau SAR economy experienced various challenges especially in the second half of the year in 2019. It contracted by 4.7% for the full year of 2019, marking the worst performance in the past four years, following a steeper decline in gross gaming revenue during the fourth quarter, whilst gross gaming revenue dropped by 3.5% in the full year compared to 2018.

Amidst this challenging external environment, Banco Comercial de Macau, S.A. ("BCM"), the wholly-owned Macau banking subsidiary of DSB, reported growth in total customer loans by 4.8% from HK\$14,338 million to HK\$15,030 million in the year, mainly driven by mortgage loans, and investment and insurance premium financing. Total customer deposits increased by 4.1% from HK\$18,681 million to HK\$19,451 million. However, as market competition intensified and higher funding cost was incurred, net interest income was down by 9.9%, which was a key factor leading to the 24% reduction in BCM's operating profit before credit impairment losses, and 27% drop in net profit after tax, when compared with the previous year.

In 2019, BCM continued to execute its medium term strategy. In terms of digitalization, following the launch of the personal loan e-application platform in 2018, BCM continued its development and rolled out the credit card loan online application platform in June 2019. Investment was also made to enhance the BCM website to deliver better user-friendly customer experience. In November 2019, our mobile banking apps with biometric solution was launched for personal BCM Net, which is faster, more secure and more convenient mobile banking platform for our customers. BCM is working to launch the same to upgrade our corporate internet banking platform in 2020.





業務表現概要(續)

澳門商業銀行(續)

於2019年7月，澳門商業銀行推出其首張銀聯雙幣鑽石卡—大灣區(「大灣區」)卡，大灣區卡附帶一系列大灣區特色及銀聯鑽石卡平台的優惠。連同大新銀行(中國)及大新銀行，澳門商業銀行亦為大新銀行(中國)借記卡持卡人(包括其顯客理財客戶)推出一項特別的中港澳優惠組合。

大新銀行(中國)

大新銀行(中國)的整體業務於年內有所增長，反映於貸款及存款結餘的增加。大新銀行(中國)在管理及發展商業和零售的貸款業務時保持警惕性及選擇性，在信貸審批及風險管理保持嚴謹控制下，其資產質素於年內繼續進一步改善。

大新銀行(中國)繼續於中國6個主要城市營運，總部設於深圳，分行設於上海、南昌、鎮江、廣州(佛山設有一間支行)及深圳前海支行，為中國客戶及有中港跨境銀行業務需要的客戶提供各種類型的商業及零售銀行貸款、存款及相關銀行業務服務。

HIGHLIGHT OF BUSINESS PERFORMANCE (Continued)

Banco Comercial de Macau (Continued)

信用卡服務  
Credit Card Service

澳門商業銀行  
銀聯雙幣鑽石卡  
BCM UNIONPAY DUAL CURRENCY DIAMOND CARD  
大灣區 GREAT BAY AREA CARD  
尊貴·耀目·閃耀大灣區  
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澳門商業銀行銀聯雙幣鑽石卡推廣宣傳廣告  
BCM UnionPay Dual Currency Diamond Card promotion

In July 2019, BCM launched its first UnionPay Dual Currency Diamond Card, the Greater Bay Area (“GBA”) Card, which carries a series of GBA features and privileges under the UnionPay Diamond Card platform. Together with DSB China and DSB, BCM also launched a special China-HK-Macau privilege package for DSB China debit cardholders, including their VIP customers.

Dah Sing Bank (China)

DSB China’s overall business grew modestly during the year, as reflected in higher loan and deposit balances. DSB China remains vigilant and selective on managing and growing its lending business, in both commercial and retail lending. Tight control on credit underwriting and risk management was maintained. Its asset quality continued to further improved during the year.

DSB China continues to operate in 6 major cities in China, with a network comprising the Shenzhen headquarters, and branches in Shanghai, Nanchang, Zhenjiang, Guangzhou (with a sub-branch in Foshan), and a sub-branch in Shenzhen Qianhai, offering a wide range of commercial and retail banking lending, deposits and related banking services to our customers in China and customers that have China-Hong Kong cross-border banking needs.



## 業務表現概要(續)

### 大新銀行(中國)(續)

大新銀行(中國)與香港大新銀行的商業銀行業務部的合作繼續加深，以支持商業客戶的跨境交易，為其帶來更多客戶、交易及收入增長。於2019年12月，大新銀行(中國)獲授衍生工具牌照，使其能夠向本集團的內地客戶提供更全面的財資及存款產品。

### 重慶銀行

重慶銀行於2019年的業務表現及財務業績整體上有所改善，儘管年內的信貸減值虧損支出有所增加，惟其股東應佔溢利與2018年相比，增長11.6%。年內平均股東資金回報率為13.0%，略高於2018年的12.8%。貸款及存款分別較2018年增長16.4%及9.6%，而2019年末貸款(包括貿易票據)對存款比率為88.0%。相對2018年，資產質素及不良貸款的較高覆蓋率均有所改善，2019年末的不良貸款比率為1.27%，及不良貸款覆蓋率為272%。

本集團應佔重慶銀行淨溢利繼續按權益會計基準予以確認，於2019年達7億2百萬港元，較2018年增加6.4%。由於在2019年6月以及年末評估本集團於重慶銀行投資的使用價值均進一步下降，對此項投資的減值支出總額為2億8千7百萬港元已予以確認並計入本集團2019年綜合業績內，而於2018年錄得的該投資減值支出為6億3千3百萬港元。於2019年末，本集團就此項投資作出的減值撥備總額為17億3千5百萬港元。

由於本集團對重慶銀行投資減值支出金額低於應佔其年內之淨溢利，於2019年12月31日，本集團於重慶銀行投資扣除減值撥備總額之賬面值增至38億8千9百萬港元，而於2018年12月31日則為36億2千1百萬港元。

## HIGHLIGHT OF BUSINESS PERFORMANCE (Continued)

### Dah Sing Bank (China) (Continued)

The collaboration with the Commercial Banking Division of DSB Hong Kong to support cross-border transactions of commercial customers continued to deepen, which had brought to DSB China more customers, transactions and revenue growth. In December 2019, DSB China was granted a derivative license, which will enable it to offer a more comprehensive set of treasury and deposit products to our Mainland customers.

### Bank of Chongqing

BOCQ's business performance and financial results generally improved in 2019, which brought to a 11.6% increase in profit attributable to shareholders when compared with 2018, despite of a modestly higher charge for credit impairment losses in the year. Its return on average shareholders' funds was 13.0% in the year, slightly higher than 12.8% recorded in 2018. Loans and deposits grew 16.4% and 9.6% respectively on 2018, with its loan (including trade bills) to deposit ratio standing at 88.0% at the end of 2019. Non-performing loan ratio was 1.27% at the end of 2019, and non-performing loan coverage ratio at 272%, both had improved when compared with 2018, in terms of asset quality and higher coverage on non-performing loans.

Our share of BOCQ net profit continued to be recognized on the equity accounting basis, which amounted to HK\$702 million in 2019, up 6.4% on 2018. Due to a further lowering in the Value in Use on our investment in BOCQ assessed at June and also at the end of 2019, a total impairment charge on this investment, at HK\$287 million, was recognized and included in our 2019 consolidated results, compared with HK\$633 million impairment charge on this investment recorded in 2018. Total impairment allowance on this investment made by the Group amounted to HK\$1,735 million as of the end of 2019.

With a lower amount of impairment charge relative to the higher amount of our share of BOCQ net profit recorded in the year, the carrying value of our investment in BOCQ, net of the total impairment allowance, increased to HK\$3,889 million at 31 December 2019, compared with HK\$3,621 million as at 31 December 2018.



## 保險業務

本集團的保險業務專注於一般保險業務，分別由本集團全資附屬公司大新保險(1976)有限公司(「大新保險」)於香港經營及由本集團的附屬公司澳門保險股份有限公司(「澳門保險」)於澳門經營。澳門保險於2017年成立了一間澳門附屬公司澳門退休基金管理股份有限公司(「澳門退休基金」)，經營當地退休基金管理業務。下表為本集團一般保險業務的溢利及虧損概要，包括澳門退休基金管理業務的業績：

## INSURANCE BUSINESS

The Group's insurance business is focused on general insurance, which is operated by our wholly owned Dah Sing Insurance Company (1976) Limited ("DSI") in Hong Kong, and our subsidiary Macau Insurance Company Limited ("MIC") in Macau. A local pension fund management business under MIC is operated by Macau Pension Fund Management Company Limited ("MPFM"), a Macau subsidiary established under MIC in 2017. The following provides a summary of the profit and loss of our general insurance business, including the results of the pension fund management business in Macau:

百萬元	HK\$ Million	2019年 2019	2018年 2018
淨保費及其他收入 (包括服務費及佣金收入)	Net insurance premium and other income including fee and commission income	496	365
保險索償及支出淨額	Net insurance claims and expenses	(342)	(260)
投資及相關收入	Investment and related income		
利息收入	Interest income	25	28
淨買賣虧損	Net trading loss	(47)	(10)
投資物業之公平值調整淨收益	Net gain on fair value adjustment on investment properties	2	4
其他營運收入	Other operating income	52	29
小計	Sub total	32	51
營運支出及其他成本	Operating expenses and other costs	(129)	(118)
除所得稅前溢利	Profit before income tax	57	38
所得稅抵免/(支出)	Income tax credit/(expense)	16	(3)
淨溢利	Net profit	73	35



### 保險業務(續)

受惠於較高的資本水平及極高的償付能力比率，本集團的一般保險業務於年內根據中期策略擴大所承保的業務量。保費收入總額及淨額較2018年大幅增加，當中大部分來自大新保險。由於承保的保險業務量上升及保費收入增加，年內保險索償及佣金支出金額亦錄得較高增長。2019年下半年香港社會動盪導致一些財物損壞的索賠，惟在考慮到再保險之可收回款項後，其淨影響甚微。

為建立及提升一般保險業務的規模及功能效益，我們增加了員工及營銷的成本，亦持續投資於資訊科技平台及系統以擴大產品組合。一般保險業務的營運支出因此較2018年上升9.3%。

為減低一般保險業務附屬公司投資組合之估值變動對其盈利產生重大變動，所持有的大部分股票投資以公平值計量且其變動計入其他全面收益會計分類。總體而言，與2018年相比，本集團一般保險業務投資組合的整體回報顯著改善，主要來自透過其他全面收益確認的投資公平值收益、利息及債券票息收入及股票投資股息增加。本集團保險業務的整體投資業績由2018年的淨虧損5千9百萬港元扭轉為2019年的淨收益3億1千9百萬港元。

下表為於2019年及2018年本集團一般保險業務之資產淨值以及大新保險及澳門保險各自之償付能力比率概要：

### INSURANCE BUSINESS (Continued)

With higher levels of capital and a very high solvency ratio, our general insurance business expanded the volume of business underwritten in the year according to the medium term strategy. Both gross and net premium earned increased significantly compared with 2018, largely produced by DSI. Against the higher volume of insurance business written and the higher premium income, a much higher amount of insurance claims and commission expenses was incurred in the year. The social unrest in Hong Kong in the second half of 2019 had led to some claims on property damage losses, though the net impact was small, after considering reinsurance recovery.

In building up the scale and enhancing functional capabilities of our general insurance business, we incurred higher staffing and marketing costs, and made continued investment in our IT platform and systems to broaden product offering. The operating expenses of our general insurance business were up by 9.3% on 2018.

To mitigate against large earnings variability arising from valuation changes in the investment portfolios of our general insurance subsidiaries, a large proportion of the equity investments held were carried on the fair value through other comprehensive income accounting classification. As a whole, the overall returns from the investment portfolios of our general insurance business significantly improved when compared with 2018, mainly coming from the fair value gain on our investment recognized through other comprehensive income, increases in interest and bond coupon income, and dividends from equity investments. Overall investment result from our insurance business turned from a net loss of HK\$59 million in 2018 to a net gain of HK\$319 million in 2019.

The following provides a summary of the net asset value of our general insurance business and the respective solvency ratios of DSI and MIC in 2019 and 2018:

百萬港元	HK\$ Million	2019年 2019	2018年 2018
資產淨值	Net asset value	2,603	2,269
大新保險之償付能力比率	Solvency ratio of DSI	1667%	1483%
澳門保險之償付能力比率	Solvency ratio of MIC	927%	883%



### 保險業務(續)

由於營運溢利及投資回報(包括以公平值計量且其變動計入其他全面收益的投資公平值收益)增加，本集團一般保險業務的總資產淨值於年內顯著上升。

受惠於投資估值增加，及已變現收益部分提升其流動資產，本集團兩間保險附屬公司的償付能力比率較2018年有所提升。大新保險及澳門保險堅穩的償付能力，為本集團發展於香港及澳門的一般保險業務提供強大支持。

大新保險繼續透過大新銀行向香港銀行客戶分銷商業及個人保險產品。於2019年9月，本集團推出一個新網上保險平台。新平台使客戶可全天候與大新保險進行網上交易，從而大幅提高營運效率。

大新保險繼續擴大個人及醫療保險產品範圍，並為首批25間註冊自願醫保計劃(「自願醫保計劃」)提供者之一。大新保險於2019年4月推出自願醫保計劃認證產品。

大新保險於2019年再次獲貝氏(A.M. Best)授予「A-」(優等)之財務實力評級及「a-」之長期發行人信貸評級，評級展望穩定。

### INSURANCE BUSINESS (Continued)

The total net asset value of our general insurance business increased notably in the year, a result of the higher operating profit and also investment returns, including fair value gains for investments carried as fair value through other comprehensive income.

The solvency ratios of our two insurance subsidiaries improved relative to 2018, with higher investment valuation, and realized gains partly boosting their liquid assets. The robust solvency ratios of DSI and MIC provide these subsidiaries a strong support for growing our general insurance business in Hong Kong and Macau.

DSI continued to distribute commercial and personal insurance products through DSB to the banking customers segment in Hong Kong. A new online platform for business producers was launched in September 2019. The new platform allows business producers to transact business with DSI online on 7/24 basis, which has significantly improved operational efficiency.

DSI continued to expand product range in personal and medical insurance, and was one of the first 25 registered Voluntary Health Insurance Scheme (“VHIS”) providers. DSI launched a certified VHIS product in April 2019.



大新保險「自願醫保計劃」推廣宣傳廣告  
DSI VHIS promotion

DSI's A.M. Best on Financial Strength Rating of “A-” (Excellent) and a Long-Term Issuer Credit Rating of “a-” were reaffirmed in 2019, with stable rating outlook.



### 保險業務(續)

本集團的澳門一般保險及退休基金業務取得令人鼓舞之進展，並較2018年錄得更好的業績，反映於澳門保險2019年承保保險總額上升、風險承擔能力增強、承保溢利創新高及綜合比率大幅改善。

澳門保險的償付能力比率十分穩健，並受年內錄得的強勁溢利推動。年內，澳門保險之「A-」(優等)財務實力評級及「a-」長期發行人信貸評級已再次獲貝氏(A.M. Best)確認。

澳門退休基金管理業務方面，澳門退休基金的管理資產於2019年錄得平穩增長。非強制性中央公積金業務之發展於2019年已取得進展，預計於未來數年將為澳門退休基金帶來進一步增長潛力。

### 風險管理

本集團已進一步加強實施風險管治框架，當中包括高層次之風險管理指引及承受水平的風險偏好框架，以及制定企業政策及程序以界定風險計量、監察、報告及控制程序，以確保本集團業務發展及營運與風險偏好聲明及適用監管規定一致的風險管理框架。

本集團業務已針對各主要固有風險訂定風險限額或承受水平，包括可量化風險，如信貸風險、市場風險、流動資金風險及利率風險，以及不易量化的風險，包括營運風險、技術風險、聲譽風險等。管理層定期監察該等限額及承受水平並向董事會層面的風險管理及合規委員會報告以進行適當的風險管治及監督。

本集團之銀行業務於2019年之風險概況大致穩定。與2018年相比，主要資產質量指標基本維持穩定。

### INSURANCE BUSINESS (Continued)

Our Macau general insurance and pension fund operations have shown encouraging progress and recorded better results than 2018, as reflected in MIC's higher gross premium written, higher risk retention, and a record underwriting profit, and a much improved combined ratio in 2019.

MIC's solvency ratio remained very robust and was boosted by strong profit recorded in the year. Its "A-" (Excellent) Financial Strength Rating and Long-Term Issuer Credit Rating of "a-" were reaffirmed by A.M. Best during the year.

For the Macau pension management business, MPFM recorded steady growth in assets under management in 2019. The development of the new non-mandatory Central Provident Fund business had progressed in 2019, which is expected to offer further growth potential to MPFM in the years ahead.

### RISK MANAGEMENT

The Group has further enhanced the implementation of its Risk Governance Framework, which comprises of a Risk Appetite Framework setting out high level risk management directions and tolerance, as well as a Risk Management Framework with policies and procedures developed to define the risk measurement, monitoring, reporting and control processes on an enterprise-wide basis to make sure that business development and operations of the Group are in line with the risk appetite statement as well as applicable regulatory requirements.

Risk limits or tolerances are set for the major risks inherent in the Group's operations, including both quantifiable risks such as credit risk, market risk, liquidity risk and interest rate risk, as well as less-quantifiable risks, which include operational risk, technology risk, reputation risk, etc. These limits and tolerances are monitored regularly by management and reported to the Board level Risk Management and Compliance Committee to achieve proper risk governance and oversight.

The risk profile of the banking business of the Group was broadly stable in 2019. The main asset quality metrics remained largely stable when compared with 2018.



### 風險管理(續)

自會計準則香港財務報告準則第9號由2018年1月1日開始實施後，大新銀行已執行一套預期信貸虧損(「預期信貸虧損」)模式以評估信貸組合的減值撥備金額，需計及宏觀經濟因素、組合的特徵以及於預期信貸虧損的計算中考慮前瞻性的因素。本集團於2019年定期進行審閱以評估宏觀經濟環境的可能發展，以確保未來可影響信貸虧損的主要問題已獲適當評估並載入前瞻性評估中。

此外，為準備由2019年7月生效之銀行業(風險承擔限度)規則及經修訂監管政策手冊(「監管政策手冊」)編號IR-1「銀行帳內的利率風險」以及將於2020年生效的經修訂監管政策手冊編號CR-G-13「對手方信用風險管理」，本集團已採取措施，並正在進一步提升，以加強本集團風險管理及監控程序，並完成必要的系統提升，使本集團作好準備於各生效日得以執行該等經修訂風險措施及監管標準，並遵守相關規定。

網絡安全及有效減少網絡威脅為本集團持續及日益關注的範疇，由管理層密切監察並由董事會(包括風險管理及合規委員會)定期審閱，此乃風險管治的一部分，並確保本集團網絡安全目標及防範與業務需要、對客戶資料的保護、技術及市場發展一致。本集團遵守規定並執行金管局的網絡防衛計劃，並執行各種網絡安全復原措施、控制及防禦系統以防範系統受攻擊及數據洩漏，包括多層安全基礎設施及各類防衛及阻攔系統工具。本集團已聘任合資格專業公司進行持續監察、偵測及緩解網絡入侵攻擊，並評估以及進行模擬攻擊以確保本集團網絡防範措施穩健，並能夠與良好的市場慣例看齊。

### RISK MANAGEMENT (Continued)

Since the implementation of the accounting standard HKFRS 9 starting 1 January 2018, DSB had implemented a set of Expected Credit Loss (“ECL”) models to assess the amount of impairment provision required for the credit portfolios, taking into account macroeconomic factors, characteristics of the portfolios, as well as forward looking elements during the ECL calculation process. Regular reviews were conducted during 2019 to assess the possible developments of the macroeconomic environments to make sure that major issues that could affect credit losses in future are properly evaluated and incorporated in the forward looking assessment.

Moreover, to prepare for the implementation of the Banking (Exposure Limits) Rule and the revised Supervisory Policy Manual (“SPM”) Module IR-1 on “Interest Rate Risk in the Banking Book” in July 2019 as well as the revised SPM Module CR-G-13 on “Counterparty Credit Risk Management” to take effect in 2020, we have taken actions, and are making further upgrade, to strengthen our risk management and control processes and complete the necessary system enhancements such that the Group is well prepared for the implementation of these revised risk measurements and regulatory standards, and to achieve compliance by the respective effective dates.

Cybersecurity and effectively mitigating cyber threats are a continuous and increasing focus of the Group, which is closely monitored by Management and regularly reviewed at the Board level, including in the Risk Management and Compliance Committee, as a part of our risk governance, and to ensure that our cybersecurity objectives and defence are commensurate with our business needs, protection of customer data, technology and market developments. The Group follows the requirement and implementation as mapped out by the Cybersecurity Fortification Initiative of HKMA, and has implemented various cybersecurity resilience measures, controls and defences to safeguard against system attack as well as data breach, including a multi-layer security infrastructure and various defence and prevention system tools. The Group has engaged qualified professional firms to perform ongoing monitoring, detection and mitigation of cyber intrusion attacks, and conduct assessments as well as simulated attacks to ensure the robustness of the Group’s cyber defences, and to enable us to keep abreast of sound market practices.



### 風險管理(續)

在反洗錢方面，除繼續加強反洗錢風險管理框架（包括政策和程序、客戶風險評估、客戶盡職調查以及交易監察）之外，本集團亦聘請一名獨立方審查我們的交易監察制度及控制措施、警報清除及可疑交易報告，以及持續客戶審查。根據獨立審查的推薦建議，我們正進一步升級以優化交易監察制度模式。本集團亦不斷努力應用技術解決方案以維持本集團反洗錢控制的有效性。

### RISK MANAGEMENT (Continued)

On the anti-money laundering (“AML”) front, apart from our continuing efforts to strengthen our AML risk management framework including policy and procedures, customer risk assessment, customer due diligence, and transaction monitoring (“TM”), we had engaged an independent party to conduct a review on our TM systems and controls, alert clearance and suspicious transaction reporting, and ongoing customer reviews. In accordance with the recommendations of the independent review, we are making further upgrade on our TM system model tuning. Continued effort was also made to apply technology solutions to sustain the effectiveness of our AML control.

### 資本及流動資金

### CAPITAL AND LIQUIDITY

銀行集團	Banking Group	2019年 2019	2018年 2018
附屬銀行之資本基礎 (以百萬港元計) 於12月31日	Capital base of banking subsidiaries (HK\$ Million) At 31 December		
— 普通股權一級	— Common Equity Tier 1	21,292	19,747
— 一級	— Tier 1	22,191	20,646
— 二級	— Tier 2	6,263	6,529
扣減後之資本基礎總額	Total capital base after deductions	28,454	27,175
資本充足比率*	Capital adequacy ratio*		
— 普通股權一級	— Common Equity Tier 1	13.4%	13.1%
— 一級	— Tier 1	13.9%	13.7%
— 整體	— Total	17.9%	18.1%
流動性維持比率 (年度平均)	Liquidity maintenance ratio (average for the year)	46.4%	45.6%

\* 2019年12月31日及2018年12月31日之資本充足比率乃大新銀行(包括澳門商業銀行及大新銀行(中國))的綜合狀況，乃經參考《銀行業(資本)規則》後按巴塞爾協定III基礎計得。該綜合資本充足比率的計算已考慮到市場風險和操作風險。

\* The capital adequacy ratio as at 31 December 2019 and 31 December 2018 represents the consolidated position of DSB (covering BCM and DSB China) computed on Basel III basis with reference to the Banking (Capital) Rules. This consolidated capital adequacy ratio takes into account market risk and operational risk.

流動性維持比率乃按大新銀行(包括澳門商業銀行及大新銀行(中國))於財政年度12個月內各曆月之平均綜合流動性維持比率根據《銀行業(流動性)規則》計算。

The liquidity maintenance ratio is calculated as the simple average of each calendar month’s average consolidated liquidity maintenance ratio of DSB (covering BCM and DSB China) for the 12 months of the financial year, computed in accordance with the Banking (Liquidity) Rules.





### 資本及流動資金(續)

本集團於過往兩年在實行增長策略及銀行集團就新監管規則(對其監管資本比率有所影響)作出變動以符合要求的同時，維持穩健的資本充足比率。

於充裕之流動資產組合包括高質素流動資產(如香港外匯基金票據及債券)、現金及銀行存款支持下，以及持有各類用作投資及流動資金用途的有價證券，銀行集團於整年內維持穩健之流動性維持比率。

對本集團資本及流動資金狀況的壓力測試由本集團風險管理職能定期持續進行，管理層定期審閱測試結果，並向董事會層面的風險管理及合規委員會提交本集團資本及流動資金狀況的定期更新資料及作高層次的報告(包括壓力測試結果)以及向董事會匯報。

### 人力資源

本集團繼續致力強化本集團的指導原則及價值觀，並在整個集團內推廣良好的文化及僱員操守。我們於2019年發佈經優化的績效管理程序，為工作及財務以及非財務表現分別設置了不同的績效等級，並強調非財務績效因素中的不良表現將導致減少或消除酌情績效獎勵金。

### CAPITAL AND LIQUIDITY (Continued)

The Group's banking business maintained healthy capital adequacy ratios over the past two years whilst the Group pursued its growth strategy and positions to meet new regulatory rules that will have bearing on the Banking Group's regulatory capital ratio.

Our Banking Group continued to maintain throughout the year a high liquidity maintenance ratio backed by a strong pool of liquid assets including high quality liquid assets (such as Hong Kong Exchange Fund bills and notes), cash and placements with banks, and other diversified marketable securities held for investment and liquidity purposes.

Stress testing on our capital and liquidity positions is a regular and ongoing exercise conducted by our risk management function, with the results reviewed by Management on a periodic basis. Regular update and high-level reporting on our capital and liquidity positions, including the results of stress testing are submitted to the Board-level Risk Management and Compliance Committee and highlighted to the Board.

### HUMAN RESOURCES

We continued to make efforts to reinforce the Group's guiding principles and values and promote sound culture and employee conduct within the whole Group. In 2019, we launched our enhanced performance management process with separate sets of performance ratings for job and financial, and separately, non-financial performance factors, where it is emphasized that adverse performance in non-financial performance factor will lead to reduction or elimination of the discretionary performance incentive bonus.



### 人力資源(續)

員工的良好行為通過各種計劃得到認可。自2016年起，我們推出「大新之星」獎以表揚在日常工作中體現本集團指導原則及價值觀的同事。本集團亦表揚為提升本集團業務表現、生產能力及營運效益作出特別貢獻的員工。為評估員工對本行文化及慣例的認知程度，並確定有待改善的領域，我們已於2019年9月聘請外部顧問進行文化調查。我們亦定期編製關於文化及行為的儀表板以跟進有關指標及分析。

我們於2019年推出或加強若干培訓項目以滿足管理人員及員工的發展及培訓需要，並符合本集團的業務及發展所需。為促進員工的事業發展，我們制定了職業路線圖。我們亦向員工提供全面支持，以培養其有效履行職責的能力，並符合香港金管局專業資歷架構有關不同職業的要求。

我們進一步加強整個機構之互相關懷文化。本集團於2019年擴大集團醫療保險福利以包括所有員工之家屬，並於2019年3月實行靈活的工作安排，使員工有更多時間陪伴準備考試的子女，以及修訂員工服務獎勵計劃，提升高層管理人員的附加福利及繼續採取措施促進員工身心健康，例如您的銀行。家。x 生活與工作平衡週及健康週。

本集團於年內榮獲香港社會服務聯會頒發「商界展關懷」(超過連續15年)獎項，認同本集團於企業社會責任的承諾。

為應付本集團於香港、澳門及中國市場的業務增長，及對人力資源需求之增加以加強本集團業務單位及支援部門的實力，本集團於2019年之員工人數有所增加，總員工人數由2018年末的3,027人增加至2019年末的3,097人。

### HUMAN RESOURCES (Continued)

Staff positive behaviours are recognized through various programs. We have rolled out the “Dah Sing Star Awards” (大新之星) since 2016 to recognize colleagues who have exemplified the Group’s guiding principles and values in their daily work. Recognitions were also given to those staff members who made special contributions to improvement in business performance, productivity and effectiveness of our operations. To gauge employees’ perception of the Bank’s culture and practices, and to identify areas for enhancement, we had engaged an external consultant to conduct a culture survey in September 2019. A culture and conduct related dashboard is also prepared on a regular basis to facilitate tracking of relevant indicators and analysis.

In 2019, we introduced or enhanced a number of training programmes to better support the development and training need of both managerial and general staff, and to align with the Group’s business and development needs. To facilitate career progression of staff, career road maps have been developed. We have also provided full support to our employees to build competence for performing their roles effectively and meeting the HKMA’s requirements under the Enhanced Competency Frameworks for different professions.

We furthered our efforts in fostering a caring culture throughout the organization. In 2019, we extended group medical insurance benefits to cover dependents of all employees and flexible work arrangement in March 2019 to allow employees to spend more time with their children to prepare for examination, revamped the employee service award programme, enhanced fringe benefits for senior executives and continued to implement initiatives to promote staff wellness, such as NOT JUST A BANK. A HOME. x Work-Life Balance Week and Healthy Week.

The Group was pleased to receive the 15+ years Caring Company award from the Hong Kong Council of Social Service during the year in recognition of our commitment to corporate social responsibility.

To cope with business growth covering the Hong Kong, Macau and China markets, and the increasing demand for human resources to strengthen our capabilities in both business units and support functions, the Group’s headcount increased in 2019, with the total number of employees of our Group increasing from 3,027 at the end of 2018 to 3,097 at the end of 2019.

# 企業管治報告

## CORPORATE GOVERNANCE REPORT



### 企業管治原則及常規

大新金融集團有限公司(「本公司」或「本集團」)董事會及管理層竭力維持集團內高水平之企業管治並致力識別及規範最佳常規，我們深信完備及有效之企業管治常規對實現持續價值、提升企業誠信文化及維持投資者信心十分重要。良好的企業管治可促進及保障股東及其他持份者的利益，藉此提升本集團的公信力和聲譽。

截至2019年12月31日止年度期間，本公司已應用及遵守香港聯合交易所有限公司證券上市規則(「《上市規則》」)附錄14之《企業管治守則》(「企業管治守則」)原則及所有守則條文，惟下列相關段落解釋之守則條文第A.4.1條除外。本企業管治報告乃遵照《上市規則》附錄14之要求而編纂，並闡述本公司執行企業管治守則所載原則之情況。

### 董事會

#### 董事會

董事會負責領導及監控本公司，以促進其成效及持續增長。此外，董事會亦負責確保本公司有健全之風險管理、內部監控及監管合規制度。董事共同及個別承擔摯誠行事之責任，並以本集團之利益作出客觀決定。董事會為本公司制定業務發展目標，並負責監察本公司管理層履行該等目標之情況。

### CORPORATE GOVERNANCE PRINCIPLES AND PRACTICES

The Board of Directors (the “Board”) and the Management of Dah Sing Financial Holdings Limited (“Company” or “Group”) are committed to maintaining a high standard of corporate governance practices within the Group and devote considerable effort to identify and formalize best practices. We believe that sound and effective corporate governance practices are essential for delivering sustainable value, enhancing a culture of business integrity and maintaining investors’ confidence. Good corporate governance promotes and safeguards the interests of shareholders and other stakeholders, thereby enhancing the credibility and reputation of the Group.

Throughout the year ended 31 December 2019, the Company has applied the principles and complied with all code provisions as set out in the Corporate Governance Code (“CG Code”) under Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) with the exception of code provision A.4.1 as explained in the following relevant section. This Corporate Governance Report has been prepared in accordance with the requirements set out in Appendix 14 of the Listing Rules, and explains how the Company applies the principles of the CG Code.

### BOARD OF DIRECTORS

#### The Board

The Board is responsible for the leadership and control of the Company so as to promote its success and continued growth. The Board is also responsible for ensuring that the Company has sound systems of risk management, internal control and regulatory compliance. The Directors, collectively and individually, have a duty to act in good faith, and to take decisions objectively in the interests of the Group. The Board sets the business objectives for the Company, and monitors the execution of those objectives by the Management of the Company.



## 董事會(續)

### 董事會(續)

董事會已將管理本集團日常事務之職責授予管理層，並將處理若干事宜之職責交予不同委員會(詳情載於以下各節)。根據董事會職權範圍之定義，若干事項須經董事會全體成員共同審議，不得轉授予董事會轄下委員會或管理層。該等保留事項包括：

- 集團目標與策略的制定及監督
- 通過年度預算及業務計劃，監察表現及執行計劃
- 建立和監督風險管治
- 高層管理人員的委任及監察，以及確定管理層稱職勝任
- 確立企業價值觀及標準
- 確保適當及具透明度的企業架構
- 確保有效之內部審計及內部監控
- 確保架構、運作及風險管理之適當有效
- 涉及主要股東或任何董事有利益衝突之交易
- 重大收購或出售事項(非公司日常業務或運作之項目)、投資及業務重組
- 委任董事及個別董事出任董事委員會主席或成員
- 制定和檢討企業管治政策及常規之企業管治職能

## BOARD OF DIRECTORS (Continued)

### The Board (Continued)

The Board has delegated the day-to-day responsibility of running the Group to the Management, and has delegated responsibility for certain matters to a number of committees, which are described more fully in the following sections. As defined in the Board's terms of reference, there are a number of matters which require the deliberation of the full Board, and may not be delegated to the committees of the Board or the Management. These reserved matters include:

- setting and overseeing the objectives and strategies of the Group
- approving annual budget and business plan, and monitoring performance and execution of plan
- establishing and overseeing risk governance
- appointment and oversight of senior management, and ensuring competent management is in place
- setting corporate values and standards
- ensuring a suitable and transparent corporate structure
- ensuring effective audit function and internal control
- ensuring an appropriate level of effectiveness in respect of the structure, operation and risk management
- matters involving conflict of interest of substantial shareholders or any Director
- material acquisition or disposal of assets (not in the ordinary business or operation of the Company), investments and business reorganization
- appointment of Directors and also appointment of individual Directors as the chairman or members of Board Committees
- corporate governance functions in respect of the development and review of policies and practices on corporate governance



## 董事會 (續)

### 董事會 (續)

- 監督管理層對風險管理和內部監控系統的設計、實施及監察
- 評估和釐定本公司有關環境、社會及管治的風險，並確保設立合適及有效的環境、社會及管治之風險管理及內部監控系統

### 董事會之組成

於2019年12月31日，董事會由10名董事及1名替任董事組成，當中包括執行董事王守業先生(主席)、黃漢興先生(董事總經理兼行政總裁)及王伯凌先生(副行政總裁兼集團財務及營運總監)；非執行董事吉川英一先生(高松文生先生為替任董事)及嶋內義和先生；以及獨立非執行董事史習陶先生、梁君彥先生、簡俊傑先生、譚偉雄先生及衛皓民先生。董事會具備高度獨立性，以確保能作出獨立客觀之決策，並能全面及不偏不倚地監督管理層。

董事會擁有適當的經驗、才能及個人特質，以充份及有效地履行其責任。此外，董事會全體董事均對本公司的業務具備充份及專門知識，以確保有效管治及監督。董事之個人履歷簡介載於本年報之「董事及高層管理人員簡介」內。本公司已分別於大新銀行及香港交易及結算有限公司(「香港交易所」)的網頁上載本公司的最新董事名單(包括各董事擔任的角色和職能)以及彼等是否獨立非執行董事。本公司會於所有披露本公司董事姓名的企業通訊內，註明各獨立非執行董事的身份。

所有獨立非執行董事均按照《上市規則》第3.13條有關獨立性之指引進行獨立性的評估。經評估後，董事會認為全體獨立非執行董事均符合獨立資格。此外，本公司亦已收到各獨立非執行董事有關其獨立性之週年確認書。

## BOARD OF DIRECTORS (Continued)

### The Board (Continued)

- overseeing management in the design, implementation and monitoring of the risk management and internal control systems
- evaluating and determining the Company's ESG-related risks, and ensuring that appropriate and effective ESG risk management and internal control systems are in place

### Board Composition

As at 31 December 2019, the Board comprised 10 Directors and 1 Alternate Director, namely Messrs. David Shou-Yeh Wong (Chairman), Hon-Hing Wong (Derek Wong) (Managing Director and Chief Executive) and Gary Pak-Ling Wang (Deputy Chief Executive and Group Chief Financial and Operating Officer) as Executive Directors ("EDs"), Messrs. Eiichi Yoshikawa (Mr. Fumio Takamatsu as alternate) and Yoshikazu Shimauchi as Non-Executive Directors ("NEDs"), and Messrs. Robert Tsai-To Sze, Andrew Kwan-Yuen Leung, Paul Michael Kennedy, David Wai-Hung Tam and Paul Franz Winkelmann as Independent Non-Executive Directors ("INEDs"). There is a strong independent element in the Board to ensure the independence and objectivity of the Board's decision-making process as well as the thoroughness and impartiality of the Board's oversight of the Management.

The Board possesses appropriate experience, competencies and personal qualities to discharge its responsibilities adequately and effectively. In addition, the Board collectively has adequate knowledge and expertise relevant to the business activities of the Company in order to ensure effective governance and oversight. Brief biographical particulars of the Directors are set out in the "Directors' and Senior Management's Profile" of this Annual Report. The Company has maintained on the respective websites of Dah Sing Bank and Hong Kong Exchanges and Clearing Limited ("HKEX") an updated list of its Directors including their roles and functions and whether they are INEDs. INEDs are also identified as such in all corporate communications that disclose the names of the Company's Directors.

The independence of the INEDs has been assessed in accordance with the guidelines set out in Rule 3.13 of the Listing Rules. Following such assessment, the Board considers all the INEDs to be independent. Further, the Company has also received from each of the INEDs an annual confirmation of his independence.



## 董事會(續)

### 董事會之組成(續)

本公司向各非執行董事(包括獨立非執行董事)發出的委任書，臚列彼等委任之條款及條件。

### 主席及行政總裁

本公司認為企業管理包括兩個主要層面：董事會之管理及企業業務之日常管理。董事會應清晰區分責任以確保權力及權限之平衡，而不致使任何個人擁有不受制約之決策權。

主席與行政總裁之職務分別由王守業先生和黃漢興先生擔任。職權之區分可清楚界定主席於董事會中擔當領導角色及行政總裁於日常業務的管理職責，以確保權力和授權分佈均衡。主席主要在董事會中擔當領導角色，以確保董事會有效地履行其責任，使所有關鍵及相關事宜得以獲董事會及時處理。主席擁有履行該等責任所需的經驗、能力及個人特質。行政總裁則負責本公司之日常管理，為本集團企業利益指導業務方向及領導經營，提高股東價值及確保內部監控健全。

### 非執行董事(包括獨立非執行董事)

本公司有2位非執行董事及5位獨立非執行董事。各獨立非執行董事均已按《上市規則》第3.13條之規定向本公司確認其獨立性。本公司已遵守第3.10(1)及(2)條及第3.10A條，擁有足夠具備適當專業資格及經驗之獨立非執行董事人數。

根據企業管治守則之守則條文第A.4.1條規定，非執行董事之委任應有指定任期，並須接受重新選舉。本公司之非執行董事委任並無訂立特定任期，惟須根據本公司的組織章程細則於股東週年大會上輪值退任及重選連任。

## BOARD OF DIRECTORS (Continued)

### Board Composition (Continued)

The Company issues appointment letters to each of the NEDs (including INEDs), setting out the terms and conditions of their appointment.

### Chairman and Chief Executive

The Company acknowledges that there are two key aspects of its management — the management of the Board and the day-to-day management of its business, and that there should be a clear division of these responsibilities at the Board level to ensure a balance of power and authority, so that no single individual should have unfettered powers of decision.

The posts of the Chairman and the Chief Executive are held separately by Mr. David Shou-Yeh Wong and Mr. Hon-Hing Wong (Derek Wong) respectively. This segregation ensures a clear distinction between the Chairman's responsibility to manage the Board and the Chief Executive's responsibility to manage the Company's business and a balance of power and authority. The Chairman mainly provides leadership for the Board to ensure that the Board discharges its responsibilities effectively, and that all key and appropriate issues are discussed by the Board in a timely manner. The Chairman possesses the requisite experience, competencies and personal qualities to fulfill these responsibilities. The Chief Executive is responsible for the day-to-day management of the Company to provide business direction and operational leadership for the benefit of the Group's businesses, enhance shareholder value and ensure sound internal control.

### NEDs (including INEDs)

The Company has 2 NEDs and 5 INEDs. Each of the INEDs has provided to the Company confirmation of his independence as required under Rule 3.13 of the Listing Rules. The Company has complied with Rule 3.10(1) and (2) and 3.10A with sufficient number of INEDs who possess the appropriate professional qualifications and experience.

Pursuant to code provision A.4.1 of the CG Code, NEDs should be appointed for a specific term, subject to re-election. The NEDs of the Company are not appointed for a specific term, but are subject to retirement by rotation and re-election at annual general meetings in accordance with the provisions of the Company's Articles of Association.



## 董事會(續)

### 非執行董事(包括獨立非執行董事)(續)

非執行董事一如其他董事會成員，透過定期出席會議及積極參與，致力以其技能、專業知識及各自不同背景及資歷，為董事會及其參與之有關委員會帶來貢獻。彼等出席定期及特別董事會會議，並獲鼓勵出席本公司之股東大會及股東特別大會。非執行董事透過提供獨立、富建設性及知情之意見及建議，為本公司之策略及政策發展作出寶貴的貢獻。

### 董事會會議程序

董事會每年最少召開4次會議(大致按季度舉行)，並在有需要時另外召開董事會會議。董事於2019年出席董事會會議、股東週年大會以及股東特別大會之詳情載於本企業管治報告之會議出席記錄一節。

定期召開之董事會會議予以最少14天預先通知，以便所有董事有機會安排出席。其餘所有董事會會議，亦預先有合理通知。董事可在不少於7天前以書面形式向公司秘書提出彼等擬列入董事會定期會議議程之商討事項。公司秘書或有關委員會之秘書備存董事會及董事委員會之會議記錄，該等會議記錄可在任何董事提出合理通知後在任何合理時間內以供查閱。

除定期董事會會議外，主席亦會於其他董事及其他管理人員避席之情況下，與獨立非執行董事會面，以便公開坦誠地討論有關本公司之事宜。

董事可於適當情況下，在提出合理要求後尋求獨立專業意見，相關費用由本公司支付。倘董事認為需要獨立意見，應首先將其要求知會公司秘書或行政總裁。該等要求不得無理被拒，且公司秘書或行政總裁須盡力為其物色及委聘合適之專業顧問，相關費用由本公司支付。本公司已為其董事購買合適之法律訴訟保險。

## BOARD OF DIRECTORS (Continued)

### NEDs (including INEDs) (Continued)

NEDs, as equal Board members, give the Board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They attend regular and special Board meetings, and are encouraged to attend the general or extraordinary general meeting of the shareholders of the Company. The NEDs make valuable contribution to the development of the Company's strategy and policies through independent, constructive and informed comments and suggestions.

### Board Process

Board meetings are held at least 4 times each year at approximately quarterly intervals, and additional board meetings are held as necessary. Details of Directors' attendance at the Board meetings and the annual and extraordinary general meetings in 2019 are set out in the section on Attendance Records of this Corporate Governance Report.

Notice of at least 14 days is given of regular Board meetings to give all Directors an opportunity to attend. For all other Board meetings, reasonable notice is given in advance. Directors may submit to the Company Secretary, in writing, and at least 7 days in advance, matters that they would like to include in the agenda for regular Board meetings. Minutes of the Board and committees of the Board are kept by the Company Secretary or the secretary of the relevant committees, and are open for inspection at any reasonable time on reasonable notice by any Director.

Other than regular Board meetings, the Chairman also meets with the INEDs, without the presence of other Directors and other Management staff, to facilitate open and frank discussion on issues relating to the Company.

Directors may, upon reasonable request, seek independent professional advice in appropriate circumstances, at the Company's expense. In circumstances where Directors believe that independent advice is needed, they should approach the Company Secretary or the Chief Executive in the first instance with their request. No such request will be unreasonably denied, and the Company Secretary or the Chief Executive will endeavor to identify and engage an appropriate professional adviser at the expense of the Company. The Company maintains appropriate insurance cover in respect of legal action against its Directors.



## 董事會(續)

### 企業管治職能

董事會負責履行企業管治職責包括：

- 制定及檢討本集團的企業管治政策及常規
- 檢討及監察董事及高層管理人員的培訓及持續專業發展
- 檢討及監察本集團在遵守法律及監管規定方面的政策及常規
- 制定、檢討及監察僱員及董事的操守準則及合規手冊
- 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露

董事會於2019年內審閱及討論上述企業管治相關職責之事項概要如下：

- 2018年企業管治報告
- 2018年環境、社會及管治報告
- 管理層向董事會提供有關集團風險管理及內部監控系統之有效性的確認
- 董事會／董事委員會成員之變更
- 企業管治守則及相關上市規則之修訂及相應行動
- 股息政策
- 提名董事政策
- 修訂審核委員會職權範圍
- 修訂提名及薪酬委員會職權範圍
- 關連交易

## BOARD OF DIRECTORS (Continued)

### Corporate Governance Functions

The Board is responsible for performing the corporate governance duties including:

- to develop and review the Group's policies and practices on corporate governance
- to review and monitor the training and continuous professional development of directors and senior management
- to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements
- to develop, review and monitor the code of conduct and compliance manual applicable to employees and directors
- to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report

The following is a summary of the matters relating to the above corporate governance duties reviewed and discussed by the Board in 2019:

- Corporate Governance Report of 2018
- Environmental, Social and Governance Report of 2018
- Management's confirmation on effectiveness of risk management and internal control systems of the Group
- Changes of the composition of the Board/Board Committee
- Amendments to the Corporate Governance Code and Corporate Governance Report and related Listing Rules and related action items
- Dividend Policy
- Director Nomination Policy
- Revised Terms of Reference of the Audit Committee
- Revised Terms of Reference of the Nomination and Remuneration Committee
- Connected Transaction





## 董事會 (續)

### 董事之證券交易守則

本公司已採納一套自行制定且條款不低於《上市規則》附錄10《上市發行人董事進行證券交易的標準守則》(「標準守則」)所載規定的董事進行證券交易的董事證券交易守則(「董事交易守則」)。經向本公司董事作出特定查詢後，彼等已確認於截至2019年12月31日止年度，均已遵守《標準守則》及本公司之董事交易守則。

### 委任及重選董事

所有獲委任填補臨時空缺之董事，須於其獲委任後之首次股東大會上由股東膺選。根據企業管治守則之守則條文第A.4.2條規定，每名董事(包括有指定任期的董事)至少每3年應輪流退任。所有新任董事於委任生效後，須於下一次股東週年大會上經本公司股東選舉。所有其他本公司董事至少須於每3年輪值退任1次。

### 董事會授權

董事會轄下設有提名及薪酬委員會以及審核委員會，以協助董事會履行其職責。

## BOARD OF DIRECTORS (Continued)

### Code for Securities Transactions by Directors

The Company has adopted its own code for directors' securities transactions ("Directors' Dealing Code") on terms no less exacting than the prevailing required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") under Appendix 10 of the Listing Rules. Following specific enquiry, the Directors of the Company confirmed that they had complied with the required standard set out in the Model Code and the Directors' Dealing Code during the year ended 31 December 2019.

### Appointment and Re-election of Directors

A director appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after his/her appointment. Pursuant to code provision A.4.2 of the CG Code, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. All new Directors are subject to election by shareholders of the Company at the next annual general meeting after their appointments have become effective. All other Directors of the Company are subject to retirement by rotation at least once every three years.

### Delegation by the Board

The Nomination and Remuneration Committee and the Audit Committee were set up under the authority of the Board, to assist the Board in carrying out its responsibilities.



**董事會** (續)

**董事會授權** (續)

董事會、提名及薪酬委員會以及審核委員會現任成員詳列如下：

**BOARD OF DIRECTORS** (Continued)

**Delegation by the Board** (Continued)

The current composition of the Board, the Nomination and Remuneration Committee and the Audit Committee is as follows:

董事會	Board
<p><b>執行董事</b></p> <p>王守業(主席)</p> <p>黃漢興(董事總經理兼行政總裁)</p> <p>王伯凌(副行政總裁兼集團財務及營運總監)</p>	<p><b>EDs</b></p> <p>David Shou-Yeh Wong (Chairman)</p> <p>Hon-Hing Wong (Derek Wong) (Managing Director and Chief Executive)</p> <p>Gary Pak-Ling Wang (Deputy Chief Executive and Group Chief Financial and Operating Officer)</p>
<p><b>非執行董事</b></p> <p>吉川英一</p> <p>嶋內義和</p>	<p><b>NEDs</b></p> <p>Eiichi Yoshikawa</p> <p>Yoshikazu Shimauchi</p>
<p><b>獨立非執行董事</b></p> <p>史習陶</p> <p>梁君彥</p> <p>簡俊傑</p> <p>譚偉雄</p> <p>衛皓民</p>	<p><b>INEDs</b></p> <p>Robert Tsai-To Sze</p> <p>Andrew Kwan-Yuen Leung</p> <p>Paul Michael Kennedy</p> <p>David Wai-Hung Tam</p> <p>Paul Franz Winkelmann</p>
<p><b>替任董事</b></p> <p>高松文生(吉川英一之替任董事)</p>	<p><b>Alternate Director</b></p> <p>Fumio Takamatsu (Alternate to Eiichi Yoshikawa)</p>





## 董事會 (續)

### 董事就任須知及培訓

本公司會向新委任的董事提供董事就任手冊及本公司之資料，並由管理層作出簡介，以確保董事對本集團的運作及業務均有適當的理解，以及知悉本身在相關法律及規定下的職責。本公司亦舉辦持續專業發展及培訓予其董事，以確保各董事充份知悉彼等在適用法律及規例下的職責。

董事均參與持續專業發展，發展並更新彼等知識及技能。於年度內，本公司為董事安排簡介會。所有董事均已向公司秘書提供彼等於2019年內所接受培訓的記錄。

各董事於年度內已接受下列範疇之培訓：

## BOARD OF DIRECTORS (Continued)

### Induction and Training for Directors

A newly appointed Director is provided with a Director's induction handbook and materials relevant to the Company and briefed by the Management to ensure that the Director has a proper understanding of the operations and business of the Group and that he or she is aware of his or her responsibilities under the relevant laws and regulations. The Company also organized continuous professional development and training to its Directors to ensure that they are fully aware of their responsibilities under the applicable laws and regulations.

Directors participated in continuous professional development to develop and refresh their knowledge and skills. During the year, the Company has organized board briefings for Directors. All Directors provided to the Company Secretary a record of the training they received in 2019.

The Directors received trainings on the following areas during the year:

董事	Directors	培訓範疇 Training Areas		
		監管規定/ 企業管治 Regulatory/ Corporate Governance	集團業務 及管理 Group's Business and Management	宏觀經濟/ 業務/財務 Macroeconomics/ Business/ Financial
<b>獨立非執行董事</b>	<b>INEDs</b>			
史習陶	Robert Tsai-To Sze	✓	✓	✓
梁君彥	Andrew Kwan-Yuen Leung	✓	✓	✓
簡俊傑	Paul Michael Kennedy	✓	✓	✓
譚偉雄	David Wai-Hung Tam	✓	✓	-
衛皓民 (於2019年5月25日獲委任)	Paul Franz Winkelmann (appointed on 25 May 2019)	✓	✓	✓
<b>非執行董事</b>	<b>NEDs</b>			
吉川英一	Eiichi Yoshikawa	✓	✓	✓
嶋內義和 (於2019年8月27日獲委任)	Yoshikazu Shimauchi (appointed on 27 August 2019)	✓	✓	✓
<b>執行董事</b>	<b>EDs</b>			
王守業	David Shou-Yeh Wong	✓	✓	✓
黃漢興	Hon-Hing Wong (Derek Wong)	✓	✓	✓
王伯凌	Gary Pak-Ling Wang	✓	✓	✓
<b>替任董事</b>	<b>Alternate Director</b>			
高松文生 (於2019年8月27日獲委任)	Fumio Takamatsu (appointed on 27 August 2019)	-	-	✓



## 董事委員會 – 提名及薪酬委員會

### 董事之提名

董事會之職權範圍規定董事會委任新增董事之正式、經審慎考慮並具透明度之程序。職權範圍亦明示禁止就委任新增董事之事宜上，將權力授予董事會轄下之委員會或本公司管理層，並規定董事會全體成員須深入審議後方可作出該等委任。

### 董事之薪酬

本公司於2005年8月成立薪酬委員會，以書面規章訂明其具體職權範圍，列明其角色及職責。本公司於2006年8月將委員會重新組成為提名及薪酬委員會，並更新其職權範圍。提名及薪酬委員會之角色與職責如下：

- 提名或審議及贊同董事之提名以及審議及贊同高層管理人員之提名
- 協助董事會履行本公司薪酬系統規劃及操作之職責
- 審議及向董事會推薦合適本公司之薪酬政策及實務
- 為董事及高層管理人員訂定合適之薪酬待遇
- 確保定期檢討本公司的薪酬系統及操作

## BOARD COMMITTEE – NOMINATION AND REMUNERATION COMMITTEE

### Nomination of Directors

The terms of reference of the Board sets out the requirement for a formal, considered and transparent procedure for the appointment of new directors to the Board. The terms of reference also explicitly prohibit the delegation of decisions regarding the appointment of new directors to sub-committees of the Board or to the management of the Company, and require that such appointments are made after deliberation by the full Board.

### Remuneration of Directors

The Remuneration Committee was established by the Company in August 2005 with specific written terms of reference setting out its roles and responsibilities. The Committee was reconstituted as the Nomination and Remuneration Committee (“NRC”) of the Company in August 2006 with a set of updated terms of reference. The NRC has the following roles and responsibilities:

- To make nomination or review and endorse the nomination for appointment as directors, and to review and endorse the nomination for appointment as senior management
- To assist the Board in discharging its responsibility for the design and operation of the Company’s remuneration system
- To review and make recommendation to the Board in respect of the Company’s remuneration policy and practices
- To determine the specific remuneration packages of directors and senior management
- To ensure that regular review of the Company’s remuneration system and its operation is conducted



## 董事委員會 – 提名及薪酬委員會(續)

### 企業管治職責

提名及薪酬委員會亦履行下列職責：

- 至少每年檢討董事會及其委員會的架構、人數、組成及多元化，並向董事會提出任何變動建議
- 定期檢討董事會及其委員會的運作效率及成效，尤其是董事會及委員會成員的組成
- 檢討提名董事政策
- 檢討董事會成員多元化政策、可計量目標及其進度
- 建議及協助董事會履行文化改革及相關之職責

提名及薪酬委員會由獨立非執行董事出任主席，大部分成員為獨立非執行董事。提名及薪酬委員會之現任成員為史習陶先生(主席)、梁君彥先生及王守業先生。提名及薪酬委員會之職權範圍可於大新銀行及香港交易所網頁上查閱。

提名及薪酬委員會於2019年內曾召開4次會議。提名及薪酬委員會成員出席2019年提名及薪酬委員會會議之出席記錄詳情載於本企業管治報告之會議出席記錄一節。

## BOARD COMMITTEE – NOMINATION AND REMUNERATION COMMITTEE (Continued)

### Corporate Governance Duties

The NRC also performs the following duties:

- To review the structure, size, composition and diversity of the Board and also its committees at least annually and make recommendations on any proposed changes to the Board
- To regularly review the efficiency and effectiveness of the functioning of the Board and also its committees, particularly in respect of the composition of Board and committee members
- To review the Director Nomination Policy
- To review the Board Diversity Policy, the related measurable objectives and the progress on achieving these objectives
- To advise and assist the Board in discharging its culture reform and related responsibilities

The NRC is chaired by an INED and the majority of the members are INEDs. The current members of the NRC are Mr. Robert Tsai-To Sze (Chairman), Mr. Andrew Kwan-Yuen Leung and Mr. David Shou-Yeh Wong. The terms of reference for the NRC are available on the websites of Dah Sing Bank and HKEX.

The NRC held 4 meetings in 2019. The attendance record of the NRC members at NRC meetings held in 2019 is set out in the section on Attendance Records of this Corporate Governance Report.



### 董事委員會 – 提名及薪酬委員會(續)

#### 企業管治職責(續)

以下為提名及薪酬委員會於2019年之工作概要：

- 釐定及批准執行董事及高層管理人員之薪酬水平
- 審議及贊同董事會董事／董事委員會成員之提名
- 審議及贊同董事之重選
- 審議及贊同獨立非執行董事及非執行董事之酬金修訂
- 審議及贊同本集團之薪酬政策與相關制度及實務
- 審議本公司薪酬制度及實務之披露
- 審議本公司及大新銀行之董事會管治
- 審議大新銀行個別獨立非執行董事及董事會之2018年表現評價
- 審議及贊同大新銀行行政總裁及處級主管繼任計劃
- 審議本集團推行提升文化之措施以及銀行文化改革之自我評估

### BOARD COMMITTEE – NOMINATION AND REMUNERATION COMMITTEE (Continued)

#### Corporate Governance Duties (Continued)

The following is a summary of the work of the NRC during 2019:

- Determining and approving the remuneration levels for executive directors and senior management
- Reviewing and endorsing the nomination of directors to the Board/member to Board Committees
- Reviewing and endorsing the re-election of directors
- Reviewing and endorsing the adjustment of fees payable to the INEDs and NEDs
- Reviewing and endorsing the Group's remuneration policy and related systems and practices
- Reviewing the disclosure on the Company's remuneration systems and practices
- Reviewing the Board governance of the Company and Dah Sing Bank
- Reviewing the 2018 Board evaluation of Dah Sing Bank
- Reviewing and endorsing the succession plan for the Chief Executive and Division Head positions of Dah Sing Bank
- Reviewing the culture enhancement initiatives pursued by the Group and the self-assessment on Bank Culture Reform



## 董事委員會－提名及薪酬委員會(續)

### 本集團之薪酬政策

本集團之薪酬政策旨在為僱員維持與市場條件相若、公平且具競爭力之薪酬配套，並根據業務需要、專業才能、個人之素質，且參照行業慣例與監管指引而訂立。

就釐定支付予董事會成員之袍金水平而言，將會考慮市場的袍金水平及各董事之工作量及其須作出之承擔等因素。釐定執行董事薪酬待遇之考慮因素如下：

- 業務需要及表現
- 整體經濟及商業情況
- 個別對本集團之貢獻
- 風險相關之表現
- 參考與個人職責相符之市場薪酬水平
- 遵行監管指引
- 留任之考慮因素及個別之潛能

於考慮過程中，董事不可參與有關其本人薪酬之決定。

## BOARD COMMITTEE – NOMINATION AND REMUNERATION COMMITTEE (Continued)

### The Group's Remuneration Policy

The Group's policy on remuneration is to maintain fair and competitive packages for its employees, which are commensurate with market terms, and are based on business needs, expertise and quality of the individuals, and with proper reference to industry practice and regulatory guidelines.

For determining the level of fees paid to members of the Board of Directors, market rates and factors such as each director's workload and required commitment will be taken into account. The following factors are considered when determining the remuneration packages of EDs:

- Business needs and performance
- The economy and business conditions in general
- Each individual's contributions to the Group
- Risk related performance
- Reference to market pay level commensurate with the individual's responsibility
- Consideration of regulatory guidelines
- Retention considerations and each individual's potential

During the process of consideration, no individual director will be involved in decisions relating to his/her own remuneration.



## 董事委員會 – 提名及薪酬委員會(續)

### 董事會成員多元化政策

董事會於2013年12月採納董事會成員多元化政策(「政策」)，並定期檢視以確保其有效性。本政策旨在列載本公司董事會為達致成員多元化而採取的方針，從而有利於本公司及其整體業務，並提升公司的表現素質。

本公司明白並深信董事會成員多元化對支持實現其可持續發展裨益良多。董事會成員多元化有多方面的考慮因素，甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、種族、文化及教育背景、專業經驗、技能、知識、獨立性及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及上述之個人素質因素、對董事會貢獻之期望及董事會成員多元化的裨益。

提名及薪酬委員會將每年向董事會在企業管治報告內審議及匯報本政策概要、實行本政策之可計量目標及達標進度。

### 董事提名政策

董事會於2019年5月採納董事提名政策，並定期檢視以確保其有效性。董事提名政策載列物色及評估人選，委任為本公司董事會成員之程序。

## BOARD COMMITTEE – NOMINATION AND REMUNERATION COMMITTEE (Continued)

### Board Diversity Policy

The Board Diversity Policy was adopted by the Board in December 2013 which is subject to regular review to ensure its effectiveness. The Board Diversity Policy aims to set out the approach to achieve diversity on the Company's Board in order to enhance the quality of its performance which in turn benefits the Company and its business as a whole.

The Company recognizes and embraces the benefits of having a diverse Board in supporting the attainment of its sustainable development. Board diversity has been considered from a number of aspects. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, ethnicity, cultural and educational background, professional experience, skills, knowledge, independence and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the factors on personal attributes outlined above, expectation on contribution to the Board, and the benefit of diversity of the Board.

The NRC will review and report annually, in the corporate governance report to the Board, a summary of the Policy, the measurable objectives to implement the Policy and progress made towards achieving those objectives.

### Director Nomination Policy

The Director Nomination Policy was adopted by the Board in May 2019 which is subject to regular review to ensure its effectiveness. The Director Nomination Policy describes the process for identifying and evaluating potential candidates for appointment to the Company's Board of Directors.





## 董事委員會 – 提名及薪酬委員會(續)

### 董事提名政策(續)

在評估人選是否合適提名為董事時，提名及薪酬委員會在評估人選時，將參考董事提名政策所載之甄選條件的基準，包括信譽、在金融服務業或其他行業的成就及經驗、可投入的時間及相關利益、董事會各方面的多元化，包括但不限於性別、年齡、種族、文化及教育背景、專業經驗、技能、知識、獨立性和服務任期，以及《上市規則》第3.13條所規定有關建議委任獨立非執行董事之獨立性條件。

就委任或選立新董事，提名及薪酬委員會將率先物色合適人選成為董事。提名及薪酬委員會可從若干渠道物色人選，包括現任董事會成員、高級管理人員和董事會成員所認識的人士。提名及薪酬委員會及高級管理層亦會考慮來自其他渠道(包括但不限於高級企業行政人員或專業人士、專業公司和業務夥伴)對人選所發表之評論及資訊。本公司任何股東均可在股東大會上提名人選出任本公司董事，而有關程序載於大新銀行網頁上《股東提名候選人參選董事程序》。

提名及薪酬委員會將考慮由本公司任何董事、高級管理人員或股東向其推薦為董事提名人，惟在股東推薦的情況下，該提名須符合本公司組織章程規定之通知要求。

## BOARD COMMITTEE – NOMINATION AND REMUNERATION COMMITTEE (Continued)

### Director Nomination Policy (Continued)

In assessing the suitability of the candidates for nomination as Director, the NRC shall consider the candidates on the basis of the selection criteria set out in the Director Nomination Policy which includes his/her reputation for integrity, accomplishment and experience in the financial services industry or other industries, commitment in respect of available time and relevant interest, diversity perspectives including but not limited to gender, age, ethnicity, cultural and educational background, professional experience, skills, knowledge, independence and length of service, and independence criteria as set out in Rule 3.13 of the Listing Rules in respect of proposed appointment of independent non-executive director.

For appointment or election of a new Director, the NRC shall take the lead in identifying candidates suitably qualified to become a Director. The NRC may solicit ideas for identification of candidates from a number of sources including present members of the Board, senior management and individuals personally known to the members of the Board. The NRC and senior management will also consider information and comment on individual candidates coming from other sources, including but not limited to well regarded senior business executives or professionals, professional firms, and business associates. Any shareholder of the Company may nominate a person for election as a director of the Company at a general meeting and the relevant procedures are set out in the Procedure for Nomination of Directors by Shareholders which are available on the website of Dah Sing Bank.

The NRC shall consider candidates recommended as nominees for directors submitted to the NRC by any directors, senior management or shareholders of the Company, provided that in the case of shareholder recommendations, such nomination shall comply with the notice requirements set forth in the Company's Articles of Association.



## 董事委員會 – 提名及薪酬委員會 (續)

### 董事提名政策 (續)

提名及薪酬委員將慎重考慮及挑選具有資格、質素及技能的人選有效地為董事會作出貢獻。在進行評估時，提名及薪酬委員會將考慮董事提名政策項下之甄選條件及現行董事會成員組合，讓董事會各成員在觀點、資格、質素和技能各方面能取得平衡，及後提名及薪酬委員會將向董事會提出建議或取其贊同委任候選人為董事。

對於合資格在股東大會上膺選連任之退任董事，提名及薪酬委員會將彼等是否繼續合資格並膺選連任作出決定。

## 董事委員會 – 審核委員會

由本公司董事會成立之審核委員會，負責確保財務報告之客觀性及可信性、檢討內部監控制度及監管要求合規度、批准審核計劃及審閱內部與外聘核數師之查察結果及報告，並於向股東呈報業績時，確保各董事已按法例規定經審慎、盡責及克盡所能地遵循適當之會計及財務報告準則。

審核委員會向董事會就內部審核主管之委任提出建議，並審閱內部審核職能之效能。

審核委員會向董事會就外聘核數師之篩選、監察及酬金提出建議。審核委員會根據適用之標準檢討及監察外聘核數師之獨立性及客觀性，以及審核程序之成效。

審核委員會審閱及監察本公司之年度及中期財務報表之持正，包括編製財務報表時所採用之主要財務報告判斷。

## BOARD COMMITTEE – NOMINATION AND REMUNERATION COMMITTEE (Continued)

### Director Nomination Policy (Continued)

The NRC shall endeavor to consider and select individuals who possess the qualifications, qualities and skills to effectively make contribution to the Board. In conducting the assessment, the NRC shall take into account the selection criteria set out in the Director Nomination Policy as well as the prevailing composition of the Board to maintain a balance of perspectives, qualifications, qualities and skills amongst members of the Board. The NRC shall then make recommendations or endorsement to the Board on the appointment of the candidates for directorship.

For retiring directors who are eligible for re-election at general meetings, the NRC shall determine if the incumbent directors consenting to re-nomination continue to be qualified and proposes the retiring directors for re-election.

## BOARD COMMITTEE – AUDIT COMMITTEE

The Audit Committee (“AC”), established by the Board of the Company, is responsible for ensuring the objectivity and credibility of financial reporting, reviewing the internal control system and compliance with regulatory requirements, and approving audit plans and reviewing findings and reports of the internal and external auditors, and that in presenting results to the shareholders, the Directors have exercised the care, diligence and skills prescribed by laws, and that appropriate accounting and financial reporting standards are followed.

The AC makes recommendations to the Board regarding the appointment of the head of internal audit and reviews the effectiveness of the internal audit function.

The AC makes recommendation to the Board on the selection, oversight and remuneration of external auditors. The AC reviews and monitors the external auditors’ independence and objectivity and the effectiveness of the audit process in accordance with applicable standards.

The AC reviews and monitors the integrity of the Company’s annual and interim financial statements, including significant financial reporting judgments used in producing the financial statements.



### 董事委員會 – 審核委員會(續)

審核委員會檢討本公司之內部監控，並向董事會報告其主要檢討結果及提供意見。本公司內部監控制度的描述載於下文，至於風險管理則載於補充財務資料內之風險管理項下及年度財務報告附註財務風險管理項下恰當之量化財務披露。

審核委員會之職權範圍可於大新銀行及香港交易所網頁上查閱。

審核委員會之現任成員為史習陶先生(主席)、簡俊傑先生及衛皓民先生。所有審核委員會成員為獨立非執行董事，彼等於銀行、財務及企業管理具有豐富經驗。審核委員會主席史先生為合資格會計師，直至1996年6月為一間會計師事務所合夥人(此會計師事務所乃現時羅兵咸永道會計師事務所(「羅兵咸永道」)之前身)。衛皓民先生為羅兵咸永道之前合夥人，直至2014年6月，彼由2014年7月至2015年12月期間擔任羅兵咸永道高級顧問。除上文所述外，委員會概無其他成員受聘於或以其他方式與本公司之前任或現任外聘核數師有聯屬關係。

審核委員會成員與本公司之高層管理人員、內部審核主管及外聘核數師每年最少召開3次會議。2019年內共召開3次會議。

審核委員會成員出席2019年審核委員會會議之出席記錄詳情載於本企業管治報告之會議出席記錄一節。

為使董事知悉審核委員會之討論及決定，審核委員會成員出席董事會會議時亦會匯報經審核委員會會議討論與集團財務報表及內部監控系統相關之重大事項。

### BOARD COMMITTEE – AUDIT COMMITTEE (Continued)

The AC reviews the Company's internal controls and reports its major findings and comments to the Board. Descriptions of the Company's internal control system are set out below, whilst for risk management, these are shown in the Supplementary Financial Information under Risk Management and described with appropriate financial quantification in the Financial Risk Management sections as notes to the annual financial statements.

The terms of reference for the AC are available on the websites of Dah Sing Bank and HKEX.

The current members of the AC are Mr. Robert Tsai-To Sze (Chairman), Mr. Paul Michael Kennedy and Mr. Paul Franz Winkelmann. All of the members of the AC are INEDs with extensive experience in banking, finance and business management. The AC's chairman, Mr. Sze, is a qualified accountant and was a partner of a predecessor firm of PricewaterhouseCoopers ("PwC") up to June 1996. Mr. Winkelmann was a former partner of PwC up to June 2014 and assumed a senior advisor of PwC from July 2014 to December 2015. Save for the above, none of the other committee members are employed by or otherwise affiliated with the former or existing external auditors of the Company.

The AC members meet at least 3 times a year with the Company's senior Management, the head of internal audit and the external auditors. In 2019, a total of 3 meetings were held.

The attendance record of AC members at the AC meetings held in 2019 is set out in the section on Attendance Records of this Corporate Governance Report.

To enable Directors to be informed of the discussions and decisions of the AC, members of the AC who also attend meetings of the Board will advise on matters of significance relating to the financial statements and the internal control system of the Group discussed in the AC.



### 董事委員會 – 審核委員會(續)

以下為審核委員會於2019年履行職責之概要：

- a. 審閱並就本集團2018年年度之業績公佈及經審核財務報表，以及2019年中期業績及中期報告，向董事會提供意見及建議；
- b. 審閱外聘核數師之審核結果及意見，及有關2018年年度審核與財務報表主要會計及財務披露事宜之管理層報告；
- c. 審閱2018年之企業管治報告，以納入本公司2018年年報以及審閱就《上市規則》企業管治守則作出之關鍵變動；
- d. 批准於2018年下半年度及2019年上半年度經審核委員會審閱及接納呈交董事會期內委員會關注事項、重點及討論概要報告；
- e. 審閱關連人士之交易及披露；
- f. 審議並批准外聘核數師之委任及其酬金；
- g. 審閱及批准外聘核數師之審核計劃；
- h. 審閱及批准內部審核計劃；
- i. 檢討內部審核工作、結果及建議；
- j. 審閱由集團合規處提供就有關香港金融管理局(「香港金管局」)之最新考核及監管關注事項，管理層履行香港金管局建議之事宜；
- k. 審閱香港會計師公會頒佈之主要新會計及財務報告準則及指引之要點，以及採納該等準則及指引對本集團之影響；及
- l. 審閱編製2019年度財務報表時之主要會計處理方式。

### BOARD COMMITTEE – AUDIT COMMITTEE (Continued)

The following is a summary of the work of the AC during 2019 in discharging its responsibilities:

- a. Review of, and providing advice and recommendations to the Board for the approval of the 2018 results announcements and audited financial statements of the Group, and the 2019 interim results and interim report;
- b. Review of external auditors' findings and comments, and management's reports on major accounting and financial disclosure matters in respect of 2018 audit and financial statements;
- c. Review of the Corporate Governance Report of 2018 for inclusion in the Company's 2018 annual report and the key changes to the Corporate Governance Code of the Listing Rules;
- d. Approval of the reports to the Board providing a summary of the issues, focuses and discussion reviewed and dealt with by the AC in the second half of 2018 and the first half of 2019;
- e. Review of connected party transactions and disclosure;
- f. Review and approval of the appointment and remuneration of external auditors;
- g. Review and approval of the external auditors' audit plan;
- h. Review and approval of internal audit plan;
- i. Review of the internal audit's work, findings and recommendations;
- j. Review of updates from the Compliance Division of the Group on the Hong Kong Monetary Authority ("HKMA") examinations and regulatory concerns, management's actions in implementing the HKMA's recommendations;
- k. Review of the highlights of major new accounting and financial reporting standards and guidance issued by the Hong Kong Institute of Certified Public Accountants, and impact to the Group on their adoption; and
- l. Review of significant accounting treatments for the preparation of 2019 financial statements.



## 會議出席記錄

個別董事出席2019年董事會會議、審核委員會會議、提名及薪酬委員會會議、股東週年大會及股東特別大會之出席記錄呈列如下：

## ATTENDANCE RECORDS

The attendance of individual Directors at the Board meetings, Audit Committee meetings, Nomination and Remuneration Committee meetings, the Annual General Meeting and the Extraordinary General Meeting held in 2019 are as follows:

董事	Directors	出席/合資格出席 Attended/eligible to attend			出席 Attended	
		董事會 Board	審核委員會 Audit Committee	提名及薪酬 委員會 Nomination and Remuneration Committee	股東 週年大會 Annual General Meeting	股東 特別大會 Extraordinary General Meeting
<b>獨立非執行董事</b>	<b>INEDs</b>					
史習陶	Robert Tsai-To Sze	5/5	3/3	4/4	✓	✓
梁君彥	Andrew Kwan-Yuen Leung	5/5	N/A	2/2	✓	✓
簡俊傑	Paul Michael Kennedy	5/5	3/3	N/A	✓	✓
譚偉雄	David Wai-Hung Tam	4/5	N/A	N/A	✓	✓
衛皓民 (於2019年5月25日獲委任)	Paul Franz Winkelmann (appointed on 25 May 2019)	2/2	2/2	N/A	N/A	N/A
中村清次 (於2019年5月24日退任)	Seiji Nakamura (retired on 24 May 2019)	3/3	1/1	2/2	-	-
<b>非執行董事</b>	<b>NEDs</b>					
吉川英一	Eiichi Yoshikawa	3/5	N/A	N/A	-	-
吉川英一之替任董事	Alternate to Eiichi Yoshikawa					
一重孝好 (於2019年8月27日辭任)	- Takayoshi Futae (ceased on 27 August 2019)	1/3	N/A	N/A	-	-
一高松文生 (於2019年8月27日獲委任)	- Fumio Takamatsu (appointed on 27 August 2019)	1/2	N/A	N/A	N/A	N/A
嶋內義和 (於2019年8月27日獲委任)	Yoshikazu Shimauchi (appointed on 27 August 2019)	2/2	N/A	N/A	N/A	N/A
大和健一 (於2019年8月27日辭任)	Kenichi Yamato (resigned on 27 August 2019)	2/3	N/A	N/A	✓	-
周偉偉 (於2019年5月24日退任)	John Wai-Wai Chow (retired on 24 May 2019)	2/3	N/A	N/A	-	✓
<b>執行董事</b>	<b>EDs</b>					
王守業	David Shou-Yeh Wong	4/5	N/A	4/4	✓	-
黃漢興	Hon-Hing Wong (Derek Wong)	5/5	N/A	N/A	✓	✓
王伯凌	Gary Pak-Ling Wang	5/5	N/A	N/A	✓	✓



## 問責及審核

### 財務報告

董事會有責任以平衡、清晰及易於理解方式評核及匯報本公司之表現、狀況及前景。

管理層負責向董事會提供充分解釋及足夠資料，讓董事會可就財務狀況及其他資訊作充分審閱以作判斷。

董事知悉其為本集團擬備財務報表之責任。於2019年12月31日，董事並不知悉有任何重大不明朗相關事件或情況會導致本集團可持續經營之能力受到質疑。董事已按持續經營為基礎編製本集團財務報表。本集團外聘核數師對財務報表的責任乃載於本集團財務報表內之獨立核數師報告中。

董事會亦負責以平衡、清晰及明瞭方式評審呈報年度報告及中期報告、其他涉及股價敏感資料通告及其他根據《上市規則》須予披露之財務資料，以及根據法規或監管規定要求須予披露之資料。

### 內部監控

董事會授權管理層負責制訂及維持健全之內部監控制度。內部監控制度擬通過管理及營運監控、風險管理制度架構之運作，使董事會可監察本集團之業務表現及財務狀況、監控及調節風險、採納健全之業務守則、合理確證對欺詐及誤差之監控、確保遵守適用法例及規則，以及對管理人員作出監察及提供指引，以達成本公司之目標。然而，本集團之內部監控程序僅可對重大誤差、損失或欺詐提供合理而非絕對之保證。

## ACCOUNTABILITY AND AUDIT

### Financial Reporting

It is the responsibility of the Board to present a balanced, clear and comprehensible assessment of the Company's performance, position and prospects.

Management is responsible for providing sufficient explanation and information to the Board to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Directors acknowledge their responsibility for preparing the financial statements of the Group. As at 31 December 2019, the Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern. The Directors have prepared the financial statements of the Group on a going-concern basis. The responsibility of the Group's external auditor on the financial statements is set out in the Independent Auditor's Report attached to the Group's financial statements.

The Board is also responsible for providing a balanced, clear and understandable assessment to annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, as well as to information required to be disclosed pursuant to statutory or regulatory requirements.

### Internal Controls

The Board has delegated to management the responsibility to develop and maintain a sound internal control system. The internal control system, operating through a framework of management and operational controls, and risk management systems, is intended to allow the Board to monitor the Group's business performance and financial positions, to control and adjust risk exposures, to adopt sound business practices, to obtain reasonable assurance on controls against fraud and errors, to ensure compliance with applicable laws and regulations, and to exercise oversight on and provide guidance to management in achieving the Company's objectives. However, it should be recognized that the Group's internal control procedures can only provide reasonable, not absolute, assurance against material errors, losses or fraud.



## 問責及審核(續)

### 內部監控(續)

本集團已設立制度以維持有效內部監控，其主要程序如下：

- 設立清晰之管理組織架構，具有清楚界定之權限、問責性及職責。
- 成立專責委員會，以監察及控制重大風險因素，如信貸風險、流動資產及利率風險、操作風險及合規風險。
- 定期向高層管理人員及管理委員會報告本公司之業務表現。密切留意實際表現結果與預算之比對。董事會每季審閱本集團之業務及財務表現。
- 制訂書面政策及程序，以促進對客戶、客戶服務、職責區分、交易之準確性及完整性、資產之保護、信貸管理及風險監控、業務風險之控制、合規監控(包括反清洗黑錢(「反洗錢」))、員工培訓、資訊科技發展、資訊管治及資訊保安、持續業務運作規劃、財務管理(包括會計、監管報告、合乎監管及財務報告準則之財務報告、管理會計及預算控制、賬目對賬)，以及管理監督制度(包括各功能委員會之運作)等各方面之恰當評估。
- 獨立內部審核職能監察對管理政策及程序以及監管規定之遵行；並進行多類別之內部監控檢討及審核活動，如合規審核、營運及系統檢討，以確保監控制度之完整、效率及效能。內部審核部主管職能上向審核委員會交代，管理運作上隸屬行政總裁並可直接向執行委員會稟報。

## ACCOUNTABILITY AND AUDIT (Continued)

### Internal Controls (Continued)

The key procedures that the Group has established to maintain an effective internal control system are as follows:

- A clear management organizational structure is set up with well-defined lines of authority, accountability and responsibilities.
- Specialized committees are formed to oversee and control significant risk factors, such as credit risk, liquidity and interest rate risks, operational risk and compliance risk.
- Regular reporting of the performance of the Company's businesses to senior management and management committees. Actual performance results against budgets are closely monitored. The Board reviews the Group's business and financial performance on a quarterly basis.
- Written policies and procedures are established to facilitate proper assessment of customers, services to customers, segregation of duties, accuracy and completeness of transaction processing, safeguarding of assets, credit control and risk monitoring, control of business exposures, compliance control and monitoring (including anti-money laundering ("AML")), staff training, IT development, IT governance and information security, business continuity planning, financial control (including accounting, regulatory reporting, financial reporting to comply with regulatory and financial reporting standards, management accounting and budget control, reconciliation of accounts), and system of management oversight including the operations of various functional committees.
- The independent internal audit function monitors compliance with management policies and procedures, and regulatory requirements; and will conduct a wide variety of internal control reviews and audit activities such as compliance audits and operations and systems reviews to ensure the integrity, efficiency and effectiveness of the systems of control. The Head of Internal Audit reports functionally to the Audit Committee and administratively to the Chief Executive with direct access to the Executive Committee.



## 問責及審核(續)

### 內部監控(續)

- 獨立的集團風險部職能負責監察，並向高層管理人員、風險管理及合規委員會及董事會匯報集團風險狀況及相關分析，以維持本集團業務組合中資產質素之穩健及風險控制，亦充分考慮風險與回報兩者間之恰當平衡。
- 本集團繼續提升其風險管理機制與能力，以加強風險控制及成效，對鞏固本集團內部監控程序之穩健猶為重要。
- 屬管理層之集團合規委員會面對法規之遵守致力維持高度警惕及問責性，並負責監督及領導制訂、維持及加強合規制度、政策及慣例之建立，以確保遵守所有法律規定及監管指引。集團合規處在本集團對相關法則及規例之遵行上，肩負起獨立與持續之監察及諮詢職能，而反洗錢及金融犯罪風險部則管理和監督本集團之反洗錢及金融犯罪風險。

### 內部監控制度之評估

董事會已考慮審核委員會與管理層所作出之審核，以及內部及外聘核數師作出之審核報告，從而評估內部監控制度之有效性。

本集團內部審核部已依據審核委員會之指示就所有主要監控重點包括財務、營運及合規監控與風險管理實務各方面進行評估。2019年度之審閱已包括參照內部審核部及外聘核數師之意見、本集團的政策和程序、內部監控的監管指引及企業管治守則對內部監控系統進行之年度評估。本集團將繼續努力提升內部監控系統及程序。

## ACCOUNTABILITY AND AUDIT (Continued)

### Internal Controls (Continued)

- The independent group risk function monitors and reports the Group's risk positions and analysis to senior management, Risk Management and Compliance Committee and the Board, and operates to sustain a sound asset quality and risk control in the portfolio of the Group's businesses with due consideration of a proper risk and return balance.
- The Group continues its ongoing upgrade of risk management framework and capabilities to strengthen its risk control and effectiveness, which are key to the maintenance of sound internal control process of the Group.
- The Group Compliance Committee at the management level serves to uphold a high level of awareness and accountability of compliance requirements and is responsible for overseeing and guiding the development, maintenance and enhancement of compliance system, policies and practices to ensure compliance with all statutory requirements and regulatory guidelines. The Group Compliance Division performs an independent on-going monitoring and advisory role on the Group's compliance with relevant rules and regulations, while the AML and Financial Crime Risk Department manages and oversees AML and financial crime risk of the Group.

### Assessment of Internal Control System

In assessing the effectiveness of the internal control system, the Board has considered reviews performed by the Audit Committee and Management, and the findings of both internal and external auditors.

Under the direction of the Audit Committee, the Group's Internal Audit conducted an assessment covering all material controls, including financial, operational and compliance controls and risk management practices. The 2019 reviews included an annual assessment of internal control system with reference to the comments made by both internal and external auditors, policies and procedures of the Group, regulatory guidelines and the CG Code regarding internal controls. The Group will continue to work to enhance its internal control system and processes.





## 風險管理及內部監控

董事會負責評估及釐定本集團達成策略目標時所願意接納的風險性質及程度，並確保本集團設立及維持合適及有效的風險管理及內部監控系統。董事會並負責監督管理層對風險管理及內部監控系統的設計、實施及監察。管理層須就該等系統之有效性向董事會提交確認。

集團之風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。該等系統包含一個完善的公司架構以及全面的政策及標準。各業務及營運單位的職責範圍清晰劃分，以確保有效監察和制衡。

設定的程序旨在保障資產不致被非授權挪用或處置；保存恰當的會計記錄；以及確保用作業務及公告上的財務資料的可靠性。有關程序提供合理（而非絕對）的保證，以防出現嚴重的錯誤、損失或舞弊。亦有設定之程序以確保遵從適用之法律、規則及規例。

本集團亦透過現行之多項系統及程序，以識別、監控及匯報本集團面對之主要風險。各業務及職能部門負責評估其職責範圍內之風險，並根據風險管理程序管理相關風險及就風險管理提出報告。本集團透過設立專責管理委員會監督並監察主要風險範疇，以及就本集團有關職能成立風險管理部門，維持有效之風險管理框架。

## RISK MANAGEMENT AND INTERNAL CONTROL

It is the responsibility of the Board to evaluate and determine the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems. The Board is also responsible for overseeing Management in the design, implementation and monitoring of the risk management and internal control systems. Management has to provide a confirmation to the Board on the effectiveness of these systems.

The Group's risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. Such systems comprise a well-established organisational structure and comprehensive policies and standards. Areas of responsibilities for each business and functional unit are clearly defined to ensure effective checks and balances.

Procedures have been designed for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information used within the business or for publication. The procedures provide reasonable but not absolute assurance against material errors, losses or fraud. Procedures have also been designed to ensure compliance with applicable laws, rules and regulations.

Systems and procedures are in place in the Group to identify, control and report on the major types of risks the Group encounters. Business and functional units are responsible for the assessment of individual types of risk arising under their areas of responsibilities, the management of the risks in accordance with risk management procedures and the reporting on risk management. The Group maintains an effective risk management framework through the setting up of specialised management committees for the oversight and monitoring of major risk areas and the establishment of risk management departments for relevant functions of the Group.



### 風險管理及內部監控(續)

風險管理之報告會呈交予相關委員會，最後提呈董事會或其授權之董事委員會以監督並監察與本集團業務及運作相關之各種類風險。本集團之風險管理政策及主要監控權限，乃由董事會或其授權之委員會審批。運作及風險表現乃根據既定政策及程序，按相關風險限度定期進行監察及檢討。

### 年度評估

本集團參考《上市規則》企業管治守則之規定已實行了對所有重大監控(包括了財務、運作及合規監控以及風險管理職能)之風險管理及內部監控制度之自我評估監控程序。對風險管理及內部監控制度之設立及其有效性之自我評估監控包括管理層及風險控制部門進行之評估、內部審核部之審閱及贊同，以及集團高級管理層之審閱及確認。

已呈交審核委員會及董事會之2019年審閱結果總結本集團之風險管理及內部監控制度為有效及合適。

### 內部審核

本集團設立內部審核職能。內部審核職能的主要角色是協助董事會及高層管理人員保護本集團資產、聲譽及可持續發展。內部審核職能對本集團管理層所制訂及陳述之本集團風險管理框架、控制及管治程序在設計及運行是否充分和有效提供獨立及客觀的確認。

內部審核部每年最少一次須將審核工作結果及對整體風險管理和控制框架的評估情況向審核委員會或(如適合)董事會匯報。在正式確認審核結果整改完畢之前，內部審核部亦須審閱管理層就審核結果提出的整改計劃並核實相關整改措施的充分性和有效性。

### RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

Risk management reports are submitted to the relevant committees and ultimately to the Board or its delegated Board committee for oversight and monitoring of various types of risk associated with the Group's businesses and operations. The Group's risk management policies and major control limits are approved by the Board or its delegated Board committee. Operating and risk performance are monitored and reviewed against relevant risk limits regularly according to established policies and procedures.

### Annual Assessment

The Group has implemented control self-assessment process on risk management and internal control systems with reference to the requirements of the CG Code of the Listing Rules covering all material controls, including financial, operational and compliance controls as well as risk management functions. The self-assessments on the setup and effectiveness of risk management and internal control systems included assessment conducted by Management and risk control departments, review and endorsement performed by Internal Audit function, and review and confirmation by senior management of the Group.

The results of the 2019 review, which have been reported to the AC and the Board, concluded that the Group's risk management and internal control systems were effective and appropriate.

### INTERNAL AUDIT

The Group has established an Internal Audit function. The primary role of the Internal Audit function is to help the Board and Management to protect the assets, reputation and sustainability of the Group. The Internal Audit function provides independent and objective assurance as to whether the design and operational effectiveness of the Group's framework of risk management, control and governance processes, as designed and represented by the Management, is adequate.

Results of audit work together with an assessment of the overall risk management and control framework are reported to the AC or the Board as appropriate and at least annually. The Internal Audit function also reviews the Management's action plans in relation to audit findings and verifies the adequacy and effectiveness of the mitigating controls before formally closing the issue.



## 外聘核數師之獨立性及酬金

本公司已檢討並滿意本公司外聘核數師羅兵咸永道會計師事務所(「羅兵咸永道」)就對本集團財務報表進行審核之獨立性。

本公司僅在既具成本效益，又能維持羅兵咸永道作為本公司之外聘核數師之獨立及客觀性情況下，始委聘羅兵咸永道提供審核以外之服務。否則，將另覓其他顧問公司提供專業服務。

除有關審核服務外，羅兵咸永道以協訂程序於2019年內為本集團提供審核以外服務，包括審閱報稅表與稅項計算、提供稅務顧問服務、審閱本集團中期業績公佈事宜、審閱於年內大新銀行有限公司20億美元歐洲市場中期票據計劃發售通函之更新及本集團若干操作規程、風險管理和內部監控之獨立評估。

截至2019年12月31日止年度，已支付或須支付予羅兵咸永道有關審核服務及審核以外服務之酬金如下：

## EXTERNAL AUDITORS' INDEPENDENCE AND REMUNERATION

The Company has reviewed and is satisfied with the independence of the Company's external auditors, PricewaterhouseCoopers ("PwC"), for performing the audit of the Group's financial statements.

The Company will use the non-audit services of PwC only when the Company can benefit in a cost-effective manner and the independence and objectivity of PwC as the Company's external auditors can be maintained. Otherwise, professional services from other firms are used.

In addition to audit related services, PwC, based on agreed-upon procedures, provided the Group non-audit services during 2019 including review of tax returns and computation, tax advisory services, review of the Group's interim financial disclosure, and review of the update on the offering circular of Dah Sing Bank, Limited's US\$2 Billion Euro Medium Term Note Programme, and independent assessments of certain operational processes, risk management and internal control of the Group.

The remuneration paid/payable to PwC in respect of audit services and non-audit services for the year ended 31 December 2019 is set out as follows:

為本公司提供的服務	Services rendered for the Company	已支付／須支付之費用 Fee paid/payable (千港元) (HK\$'000)
審核服務	Audit services	10,599
審核以外服務：	Non-audit services:	
<ul style="list-style-type: none"> <li>審閱經更新的歐洲市場中期票據計劃(「計劃」)及大新銀行在計劃下發行新後償債務的專業工作</li> </ul>	<ul style="list-style-type: none"> <li>Review of the updated Euro Medium Term Note Programme (the "Programme") and professional work on new subordinated note issue of Dah Sing Bank under the Programme</li> </ul>	770
<ul style="list-style-type: none"> <li>對營運風險管理、科技風險管理、新資訊系統項目等提供合規審閱及獨立評核</li> </ul>	<ul style="list-style-type: none"> <li>Compliance reviews and independent assessments on operational risk management, technology risk management, new IT system projects etc.</li> </ul>	6,311
<ul style="list-style-type: none"> <li>與本集團相關之新稅務規則的稅項計算和諮詢服務之稅務合規審查</li> </ul>	<ul style="list-style-type: none"> <li>Tax compliance review on taxation computation and advisory service on compliance with new tax regulations relevant to the Group</li> </ul>	1,261
<ul style="list-style-type: none"> <li>其他</li> </ul>	<ul style="list-style-type: none"> <li>Others</li> </ul>	2,409
合共	Total	21,350



## 與股東之溝通

### 有效溝通

董事會極重視與股東之溝通，股東週年大會為股東提供一個與董事會交流意見之場合。董事會主席及所有董事均盡力參加。董事委員會主席及外聘核數師代表亦會出席股東週年大會以回應股東之提問。

管理層就本公司年度及中期業績與分析員舉行簡報會議。此外，本公司之指定高層管理人員亦會定期與機構投資者及分析員會面，在遵循適用法律及法規的情況下，向彼等提供與本公司發展有關之訊息。

此外，大新銀行網站([www.dahsing.com](http://www.dahsing.com))為股東提供方便之渠道取得本公司之財務資訊、公佈／通函，以及本公司企業管治架構及實務資訊，並載有本集團之業務及企業社會責任活動。

### 召開股東特別大會

股東持有本公司總表決權不少於5%者，可呈請召開本公司之股東特別大會。

有關呈請書須(i)列明會議目的，(ii)由各呈請人簽署，及(iii)遞交本公司位於香港告士打道108號光大中心36樓之註冊辦事處或以電子形式遞交。該呈請書亦可包括多份相同形式之文件，每份由一位或多位呈請人簽署。

該呈請書亦須列明(i)各呈請人之姓名，(ii)各呈請人之聯絡資料，及(iii)各呈請人持有本公司普通股之股數。

董事會須於呈請書遞交日期起計21天內安排召開股東特別大會。該會議須於會議通知書發出日期後28天內召開。

## COMMUNICATION WITH SHAREHOLDERS

### Effective Communication

The Board attaches great importance to communication with shareholders. The Annual General Meeting (“AGM”) provides a useful forum for shareholders to exchange views with the Board. The Chairman of the Board and all Directors make a strong effort to attend. The Chairmen of the Board Committees and a representative of the external auditors also attend the AGM to take shareholders’ questions.

The Management holds group meetings with analysts in connection with the Company’s annual and interim results. Apart from the above, designated senior executives maintain regular dialogue with institutional investors and analysts to keep them abreast of the Company’s development, subject to compliance with the applicable laws and regulations.

Moreover, the website of Dah Sing Bank ([www.dahsing.com](http://www.dahsing.com)) offers shareholders convenient access to the Company’s financial information, announcements/circulars and information on the Company’s corporate governance structure and practices, in addition to business and corporate social responsibility activities of the Group.

### Convening an Extraordinary General Meeting

Shareholder(s) holding not less than 5% of the total voting rights of the Company may put forth requisition to convene an Extraordinary General Meeting of the Company.

The requisition must (i) state the objectives of the meeting, (ii) be signed by the requisitioner(s) and (iii) be deposited at the Company’s registered office at 36th Floor, Everbright Centre, 108 Gloucester Road, Hong Kong or in electronic form. It may also consist of several documents in like form, each signed by one or more requisitioner(s).

The requisition must also state (i) the name(s) of the requisitioner(s), (ii) the contact details of the requisitioner(s) and (iii) the number of ordinary shares of the Company held by the requisitioner(s).

The Directors must proceed to convene an Extraordinary General Meeting within 21 days from the date of the deposit of the requisition. Such meeting should be held on a date not more than 28 days after the date on which the notice convening the meeting is given.



## 與股東之溝通(續)

### 召開股東特別大會(續)

如董事會未有召開前述股東特別大會，呈請人或佔全體呈請人所持總表決權一半以上之呈請人，可自行召開會議，但任何據此召開之會議，須於呈請書遞交日期起計3個月內舉行。

由呈請人按上述方式召開之會議，須盡量依照如同由董事會召開股東會議之方式召開。

各呈請人如因董事會未有妥為召開會議而產生之任何相關合理費用，須由本公司償付予各有關呈請人。

### 於股東大會提出動議

持有本公司總表決權不少於2.5%之股東，或不少於50位於股東大會具有表決權利之股東，可：

- 於股東大會上提出動議
- 提供其他股東以傳閱有關於股東大會上動議之陳述書

有關於股東大會提出動議之股東資格，程序及時限之進一步詳細資料，各股東可參考《公司條例》(香港法例第622章)第580條。

### 向董事會提出查詢

股東可將彼等提請董事會關注之事宜，送交本公司之註冊辦事處(香港告士打道108號光大中心36樓)，並註明公司秘書收。查詢有關於召開股東週年大會或股東特別大會，或於該等大會上提出動議之程序，亦可向公司秘書提出。

## COMMUNICATION WITH SHAREHOLDERS (Continued)

### Convening an Extraordinary General Meeting (Continued)

If the Directors fail to convene the Extraordinary General Meeting as aforesaid, the requisitioner(s), or any of them representing more than one-half of the total voting rights of all of them, may themselves convene the meeting. Any meeting so convened shall not be held after the expiration of 3 months from the date of the deposit of the requisition.

A meeting so convened by the requisitioner(s) shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

Any reasonable expenses incurred by the requisitioner(s) by reason of the failure of the Directors to duly convene a meeting shall be repaid to the requisitioner(s) by the Company.

### Putting forward proposals at general meetings

Shareholders representing not less than 2.5% of the total voting rights of all shareholders, or not less than 50 shareholders, who are entitled to vote on a resolution at a general meeting, may:

- put forward a proposal at a general meeting
- circulate to other shareholders a written statement with respect to matters to be dealt with at a general meeting

Shareholders may refer to section 580 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for further details on the shareholder qualifications and the procedures and timeline in connection with the above.

### Submission of enquiries to the Board

Shareholders may send their enquiries requiring the Board's attention to the Company Secretary at the Company's registered office at 36th Floor, Everbright Centre, 108 Gloucester Road, Hong Kong. Questions about the procedures for convening or putting forward proposals at an Annual General Meeting or Extraordinary General Meeting may also be put to the Company Secretary.



## 與股東之溝通(續)

### 股東通訊政策

本公司已有一套股東通訊政策，列明本公司與股東及投資人士溝通之守則。該政策可於大新銀行網頁上([www.dahsing.com](http://www.dahsing.com))查閱。

### 股息政策

本公司之股息政策旨在維持穩定持續派付股息。本公司在釐定股息分派時，考慮因素包括業務一般狀況、財務業績表現、業務增長前景、資本要求、適用於本公司業務的監管規定、股東權益、及董事會認為相關的任何其他因素。

## 處理及發佈內幕資料

既定之監控及披露內幕消息指引列出指導性原則、程序及內部監控，使內幕消息得以適時處理及發佈，以便所有持份者及時知悉本集團及其附屬公司之最新狀況或股價敏感資料。

## 組織章程文件

於2019年，本公司並無變更其組織章程文件。

## COMMUNICATION WITH SHAREHOLDERS (Continued)

### Shareholders Communication Policy

The Company has in place a Shareholders Communication Policy which sets out the Company's practices in relation to communication with shareholders and the investment community. The Policy is available on the website of Dah Sing Bank ([www.dahsing.com](http://www.dahsing.com)).

### Dividend Policy

The Company's dividend policy aims to pay sustainable dividends over time. In determining dividend distribution, the Company takes into account factors such as general business conditions, financial results, business growth prospects, capital requirements, regulatory requirements applicable to the Company's businesses, shareholders' interests and any other factors the Directors consider to be relevant.

## HANDLING AND DISSEMINATION OF INSIDE INFORMATION

A Guideline on the Control and Disclosure of Inside Information is in place, which sets out the guiding principles, procedures and internal controls for the handling of confidential inside information, and dissemination of inside information in a timely manner so as to allow all stakeholders to be aware of the latest positions or price sensitive information of the Group and its subsidiaries.

## CONSTITUTIONAL DOCUMENTS

The Company has not changed its constitutional documents in 2019.



## 公司秘書

公司秘書向董事會負責，以確保董事會程序獲得遵守及董事會活動能有效率和有效益地進行。該等目標乃透過嚴謹遵守董事會程序及適時編製及發送董事會會議議程及文件予董事而得以達成。所有董事會會議及董事委員會會議的會議記錄均妥為編製及保存，以充分詳盡記錄董事會或董事委員會所考慮的事項及所達致的決定，包括任何董事提出的關注事項或表達的不同觀點。所有董事會會議及董事委員會會議記錄草擬本及定稿均會適時寄發予董事或董事委員會成員作意見提出、批准及記錄。董事會記錄可應要求供任何董事查閱。

本公司之公司秘書具備《上市規則》第3.29條項下規定之相關資格及經驗。截至2019年12月31日止財政年度，彼已接受不少於15個小時之相關專業培訓，以更新其技能及知識。所有董事均可向公司秘書提出諮詢和獲取服務。

## COMPANY SECRETARY

The Company Secretary is accountable to the Board for ensuring that Board procedures are followed and Board activities are efficiently and effectively conducted. These objectives are achieved through adherence to proper Board processes and the timely preparation and dissemination to Directors comprehensive Board meeting agendas and papers. Minutes of all meetings of the Board and Board Committees are prepared and maintained to record in sufficient details the matters considered and decisions reached by the Board or Board Committees, including any concerns raised or dissenting views voiced by any Director. All draft and final minutes of Board meetings and meetings of Board Committees are sent to Directors or Board Committee members as appropriate for comments, approval and records. Board records are available for inspection by any Director upon request.

All Directors have access to the advice and services of the Company Secretary who possesses the relevant qualifications and experience pursuant to the requirements of Rule 3.29 of the Listing Rules. She has taken more than 15 hours of relevant professional training to update her skills and knowledge during the financial year ended 31 December 2019.



## 關於本報告

作為一家紮根於香港逾70年的知名金融服務集團，大新金融集團有限公司（「本公司」或「本集團」或「大新集團」）一直支持我們業務的可持續發展，履行我們的社會責任，旨在成為良好的企業公民。本集團致力通過尊重道德價值觀及尊重我們的市民、我們的社區及環境，為創造共同的社會價值作出貢獻。

根據於香港聯合交易所有限公司（「香港交易所」）頒佈之主板上市規則附錄27之《環境、社會及管治報告指引》，本環境、社會及管治報告提供本集團於2019年在可持續發展表現之最新情況。

我們旨在適切地呈列本集團在香港、澳門及中國內地主要市場的銀行及保險核心業務在四大範疇——市場、工作環境、社區及環境項下的環境、社會及管治方面的重大事宜。本報告涵蓋本公司及其主要附屬公司的營運。與2018年環境、社會及管治報告相比，本報告的範圍並無重大變動。

本環境、社會及管治報告應與企業管治報告一併閱讀，兩者均作為本集團2019年年報之一部份。本報告亦可在大新銀行網站 [www.dahsing.com](http://www.dahsing.com) 閱覽。

本報告已於2020年3月獲取審計委員會之認可及董事會之批准。

## 環境、社會及管治的理念

大新集團的環境、社會及管治理念貫徹在日常營運中。我們致力於在經濟增長與公司發展及社區利益與環境保護之間取得平衡，更將可持續發展視為對本集團長遠發展策略及營運上的重要一環。

## ABOUT THIS REPORT

As a renowned financial services group with a history deeply rooted in Hong Kong for over 70 years, Dah Sing Financial Holdings Limited (the “Company” or the “Group” or “Dah Sing Group”) seeks to support sustainable growth of our businesses and embraces our social responsibilities and desire to be a good corporate citizen. The Group strives to contribute to the creation of shared social values through honouring ethical values and respecting our people, our communities and the environment.

This Environmental, Social and Governance (“ESG”) Report gives an annual update of the Group’s sustainability performance for the 2019 calendar year in accordance with the ESG Reporting Guide under Appendix 27 of the Main Board Listing Rules published by the Stock Exchange of Hong Kong Limited (“SEHK”).

We aim to provide a balanced presentation of the Group’s material ESG matters under the four cornerstones — Marketplace, Workplace, Community and Environment, and initiatives across the Group’s core operations in banking and insurance at its key markets in Hong Kong, Macau and Mainland China. The Report covers the operations of the Company and its key subsidiaries. There is no significant change in the scope of the Report from that of the 2018 ESG Report.

This ESG Report should be read in conjunction with the Corporate Governance Report. Both reports are included as part of the Group’s 2019 Annual Report. This report is also accessible via the website of Dah Sing Bank at [www.dahsing.com](http://www.dahsing.com).

This Report was endorsed by the Audit Committee and approved by the Board in March 2020.

## Our Philosophy in ESG

The ESG philosophy of Dah Sing Group is embedded in our day-to-day operations. It is about striving to reach a balance between economic and company growth, community interest and environmental protection, and treating sustainability both strategically and operationally on importance, and for the long-term development of the Group.





## 關於本報告(續)

### 環境、社會及管治的理念(續)

董事會授權由高級管理層成員及本集團若干業務及支援部門主管組成之企業社會責任委員會負責所有企業社會責任相關事宜。企業社會責任委員會之角色和職責主要為本集團之企業社會責任／環境、社會及管治措施制定方針，監督其發展及實施，適時對環境、社會及管治相關風險的性質及範圍進行評估及審閱。我們已制定風險管理及內部監控系統，以管理及控制風險以實現業務目標並已制定營商原則和價值觀的標準，把可持續發展承諾貫徹在日常業務營運之中。我們亦設有企業社會責任政策，為本集團企業社會責任與業務營運之間取得平衡策略發展提供指引。

企業社會責任委員會審閱、批核、督導及監察各地業務部門推行環境、社會及管治的措施及活動，定期分析各地匯報在環境、社會及管治的表現，以提高意識及提升其表現。本年度，我們已優化本報告所披露環境關鍵績效指標之比較數據的透明度，提供更全面數據，促進績效管理及檢討。

我們堅信可持續發展乃公司業務與持份者之間之共同責任，我們的願景為與社區、客戶、員工及環境攜手合作，創造更美好的未來。

### 持份者參與及重要性評估

就決定環境、社會及管治工作的優先次序，我們需要與持份者保持密切溝通，當中包括員工、客戶、股東、供應商、監管機構及社會大眾。於2019年，我們繼續與持份者保持開放的對話，以檢視及更新已識別為對本集團業務而言屬重要的主要範疇。此舉有助於制定切合業務策略的可持續發展工作。

## ABOUT THIS REPORT (Continued)

### Our Philosophy in ESG (Continued)

The Board has delegated the day-to-day responsibility for all CSR related matters to the Corporate Social Responsibility Committee (“CSR Committee”), which comprises members of senior management and certain heads of Business and Support functions of the Group. The CSR Committee’s role and responsibilities focus on providing direction on and overseeing the development and implementation of the Group’s CSR/ESG initiatives. The nature and extent of ESG related risks are evaluated and reviewed whenever appropriate. Risk management and internal control systems are in place to manage and control the risk of failure to achieve business objectives. Standards are in place that ride on our Guiding Principles and Values, and thus embodying our sustainability commitment in our daily business operations. A CSR Policy has also been established to provide guidance to the Group in aligning the strategic development of CSR and business operations.

ESG related initiatives and activities implemented by our local business units are reviewed, approved, supervised and monitored by the CSR Committee. Our ESG performance is analysed and reported on a regular basis to raise awareness and encourage improvement. This year, we have improved the transparency of comparative data of environmental key performance indicators (“KPIs”) disclosed in this report, which should provide a more comprehensive outlook to facilitate performance management and review.

With the-firm belief that sustainability is a shared responsibility between our businesses and our stakeholders, our vision is to work hand-in-hand with our communities, customers, employees and the environment as a whole towards a brighter future.

### Stakeholder Engagement and Materiality Assessment

Addressing our ESG priorities requires close communication with our stakeholders including our employees, customers, shareholders, suppliers, regulators and the wider communities. In 2019, we continued to maintain an open dialogue with our stakeholders to review and update the key areas identified as important to our businesses. This helps to align our sustainability priorities with our business strategy.



## 關於本報告(續)

### 持份者參與及重要性評估(續)

下表概述各類持份者的各種參與渠道：

主要持份者	參與渠道
員工	<ul style="list-style-type: none"> <li>• 表現評核</li> <li>• 培訓、講座及簡介會</li> <li>• 大新續FUN CLUB</li> <li>• 僱員援助計劃</li> <li>• 員工溝通</li> <li>• 員工網站／內聯網</li> <li>• 康樂及義工活動</li> </ul>
客戶	<ul style="list-style-type: none"> <li>• 客戶關係經理拜訪</li> <li>• 企業網站、手機應用程式及社交媒體平台</li> <li>• 客戶服務熱線</li> <li>• 服務品質組回應客戶意見</li> <li>• 客戶及行業協會講座及研討會</li> </ul>
股東	<ul style="list-style-type: none"> <li>• 股東週年大會及其他股東大會</li> <li>• 投資者及新聞發佈會及簡介會</li> <li>• 企業網站</li> <li>• 企業通訊，包括公告、通函、中期報告及年報</li> </ul>
供應商	<ul style="list-style-type: none"> <li>• 會議及溝通</li> <li>• 對供應商進行定期檢討</li> <li>• 供應商管理</li> </ul>
監管機構	<ul style="list-style-type: none"> <li>• 定期會議及溝通</li> <li>• 實地審察</li> <li>• 合規報告</li> </ul>
社區	<ul style="list-style-type: none"> <li>• 義工活動</li> <li>• 贊助及捐贈</li> <li>• 社區參與</li> </ul>

我們認為對各持份者屬最重要的環境、社會及管治事宜概述於以下重大議題矩陣中及於本報告以下部分進一步闡述。

## ABOUT THIS REPORT (Continued)

### Stakeholder Engagement and Materiality Assessment (Continued)

The table below outlines our various engagement channels with different types of stakeholders:

Key Stakeholders	Engagement Channels
Employees	<ul style="list-style-type: none"> <li>• Performance management</li> <li>• Training, seminars and briefing sessions</li> <li>• Dah Sing Staff Club</li> <li>• Employee Assistance Programme</li> <li>• Staff communications</li> <li>• People portal/intranet</li> <li>• Recreational and volunteer activities</li> </ul>
Customers	<ul style="list-style-type: none"> <li>• Relationship manager visits</li> <li>• Corporate websites, mobile apps and social media platforms</li> <li>• Customer service hotlines</li> <li>• Service Quality unit to respond to customer feedback</li> <li>• Customer and industry association talks and seminars</li> </ul>
Shareholders	<ul style="list-style-type: none"> <li>• Annual General Meeting and other general meetings</li> <li>• Investor and press conferences and briefings</li> <li>• Corporate websites</li> <li>• Corporate communications including announcements, circulars, interim and annual reports</li> </ul>
Suppliers	<ul style="list-style-type: none"> <li>• Meetings and communications</li> <li>• Regular supplier reviews</li> <li>• Supplier management</li> </ul>
Regulators	<ul style="list-style-type: none"> <li>• Regular meetings and communications</li> <li>• On-site reviews</li> <li>• Compliance reports</li> </ul>
Communities	<ul style="list-style-type: none"> <li>• Volunteer activities</li> <li>• Sponsorships and donations</li> <li>• Community outreach</li> </ul>

The ESG aspects considered as most critical to our stakeholders are outlined in the materiality matrix below and addressed in further detail in the rest of this report.



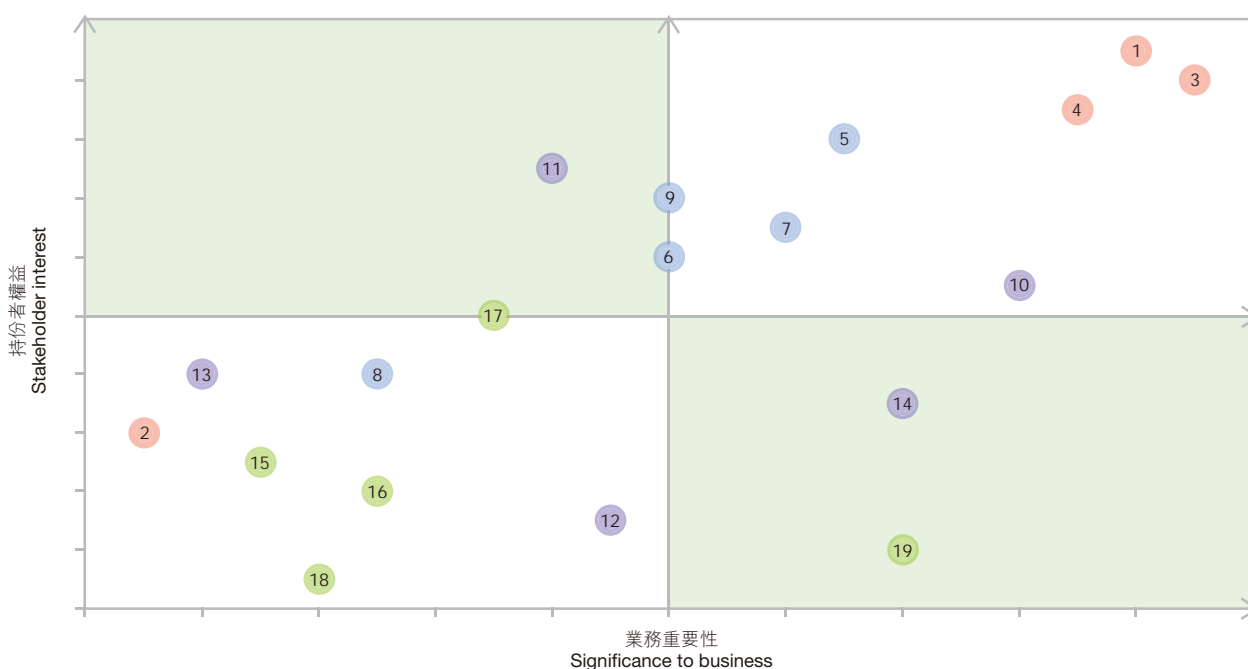
關於本報告(續)

ABOUT THIS REPORT (Continued)

持份者參與及重要性評估(續)

Stakeholder Engagement and Materiality Assessment (Continued)

大新集團的重大議題矩陣  
Dah Sing Group Materiality Matrix



重要事宜 Material matters			
市場 Marketplace	工作環境 Workplace	社區 Community	環境 Environment
1. 負責任的產品及服務 Responsible Products and Services	5. 僱傭 Employment	10. 支持中小企業(「中小企」) Supporting Small and Medium Enterprises ("SMEs")	15. 能源及溫室氣體排放管理 Energy and Greenhouse Gas Emission Management
2. 供應鏈管理 Supply Chain Management	6. 健康及安全 Health and Safety	11. 培育青少年 Nurturing Youth	16. 減少及回收廢物 Waste Reduction and Recycling
3. 客戶資料私隱 Customer Data Privacy	7. 培訓及發展 Training and Development	12. 推廣體育及支持有需要人士 Promoting Sports and Supporting Those in Need	17. 無紙化 Going Paperless
4. 道德操守、反洗錢及反貪污 Ethical behaviour/Anti-money Laundering and Anti-corruption	8. 多元化及平等機會 Diversity and Equal Opportunity	13. 環保 Environmental Conservation	18. 降低用水量 Reducing Water Use
	9. 勞工準則 Labour Standards	14. 金融普惠 Financial Inclusion	19. 支持綠色金融 Supporting Green Finance



## 關於本報告(續)

### 持份者參與及重要性評估(續)

與去年一致，負責任的產品及服務、客戶資料私隱及道德操守、反洗錢及反貪污對我們的業務及持份者而言屬最重要事宜。本年度，我們注意到有更多聲音及持份者反映關注支持綠色金融、支持中小企及培育青少年的期望。這些主要考慮因素與本集團涵蓋市場、工作環境、社區及環境的營商原則及核心價值一致，在本報告內有進一步陳述。

## 市場

作為本地一間資深銀行，我們重視與客戶之間的長久關係及信任，並努力成為一家體貼入微的金融服務機構。為此，我們高度重視為客戶帶來卓越的服務體驗，維持高水平的誠信及道德操守標準，並持續保障客戶資料的私隱及資訊科技系統的安全水平之穩健性。

### 產品責任及對客戶的承諾

#### 負責任的產品及服務

為客戶提供優質產品及服務為我們企業價值觀及原則的核心部分，我們努力不懈提供清晰及不偏不倚的信息，協助客戶作出明智的決定。

本集團之風險政策—產品政策及審批，為新推出的產品及服務提供關於客戶風險評估及減低風險指引。我們對客戶之財務需求及目標的深入理解並提供卓越服務取得良好聲譽。員工透過日常與客戶接觸，了解客戶及其需要，從而提供卓越的客戶服務。我們亦於年內恒常地為前線員工提供在職培訓，使彼等具備提供優質客戶服務的知識及技巧。

## ABOUT THIS REPORT (Continued)

### Stakeholder Engagement and Materiality Assessment (Continued)

Consistent with last year, Responsible Products and Services, Customer Data Privacy and Ethical Behaviour, Anti-money Laundering and Anti-corruption are the most material matters to our businesses and our stakeholders. This year we noticed more voices and stakeholder expectation on Supporting Green Finance, Supporting SMEs and Nurturing Youth. These key considerations, aligned with the Group's Guiding Principles and Values encompassing Marketplace, Workplace, Community and Environment, are further addressed in this report.

## MARKETPLACE

As a bank with a rich local legacy, we value lasting relationships and trust with customers, and strive to be a financial services provider with a personal touch. To this end, we place a high priority on creating excellent customer experiences, upholding high standards of integrity and ethics, and continuously safeguarding both customer data privacy and robustness of our IT system security.

### Product Responsibility and Customer Commitment

#### Responsible Products and Services

Providing quality products and services to our customers forms a core part of our corporate values and principles, and is underpinned by our tireless efforts to provide clear and unbiased information to enable customers to make informed decisions.

Our Group Risk Policy governing Product Policy and Approval provides guidelines on customer risk assessment and risk mitigation when launching new products and services. Our reputation for service excellence is underpinned by our deep understanding of customers' financial needs and objectives. We require our employees to know our customers and their needs through day-to-day interactions in order to deliver excellent client service. On-the-job training is provided to our frontline employees throughout the year to equip them with the essential customer service knowledge and soft skills.



市場(續)

產品責任及對客戶的承諾(續)

負責任的產品及服務(續)

我們鼓勵客戶透過多種溝通渠道提供意見，包括透過分行代表、客戶熱線、電子通訊及公司網頁。我們非常重視客戶的意見及投訴並作為參考以不斷提高我們的產品及服務質素。專責員工按照既定程序及規章制度處理客戶投訴並提供即時的跟進及客戶服務支援。收到口頭及書面投訴後分別在1至2個工作天內確認收悉，並於30天內給予投訴人答覆。

隨著數碼銀行產品及服務日益流行(例如網上及流動銀行以及網上信用卡交易)，我們在現行技術規劃下謹慎確保數碼渠道的安全，以保障客戶免受潛在網絡犯罪威脅或詐騙。我們使用最新安全措施持續提升數碼銀行產品及服務。於2019年，我們採用若干最新生物科技技術，提升網上及流動銀行服務的安全性及易用性。公司加強網上銀行服務的SWIFT(環球銀行金融電信協會)交易的狀態更新亦提高交易的透明度和客戶安全性。

MARKETPLACE (Continued)

Product Responsibility and Customer Commitment (Continued)

Responsible Products and Services (Continued)

We encourage customer feedback through multiple communication channels, including branch representatives, customer hotlines, e-communications and corporate web pages. We see customer feedback and complaints as important inputs and references for ongoing quality enhancements for our products and services. Procedures and protocols are in place for designated employees to handle customer complaints and to provide timely follow up and customer support. Verbal and written complaints are acknowledged within 1 and 2 working day(s) respectively upon receipt, while final replies to complainants are delivered within 30 calendar days.

With the increase in popularity for digital banking products and services, such as internet and mobile banking as well as online credit card transactions, we are vigilant in ensuring security across our digital channels in the current technological landscape to protect our customers from possible online crime or fraud. Our digital banking products and services are continually updated with the latest security measures. In 2019, we adopted some of the latest biometric technologies to enhance security and user-friendliness of our online and mobile banking services. Enhanced status updates for SWIFT (Society for Worldwide Interbank Financial Telecommunication) transactions for corporate online banking services also improved transaction transparency and customer security.



採用最新生物科技技術，提升網上及流動銀行服務的安全性及易用性  
Latest biometric technology to enhance the security and user-friendliness of our online and mobile banking products



## 市場(續)

### 產品責任及對客戶的承諾(續)

#### 負責任的產品及服務(續)

所有產品及服務在提供予客戶前，均須通過法律法規的合規審查及產品審核。我們的網上商業銀行系統DS-Direct就是成功的證明，成功通過公司資訊科技團隊及用戶團隊嚴格的審查及測試。我們致力於改善客戶體驗及產品安全性，年內我們亦進行多項有關DS-Direct的項目，其中包括更新培訓視頻，為客戶提供優化信息，引入全新通知功能以通知客戶SWIFT交易狀態，以提高其資金流的透明度，以及延長DS-Direct付款截止時間以更適切滿足客戶需求。

我們在制訂產品文件過程中恪守法律法規準則及行業指引，確保客戶通訊及營銷資料清晰準確，以保障客戶的權益。銷售財富管理產品的員工必須持有相關牌照，而向客戶提供與投資決定有關的信息時，必須考慮客戶的投資需要及風險承受能力。

## MARKETPLACE (Continued)

### Product Responsibility and Customer Commitment (Continued)

#### Responsible Products and Services (Continued)

All products and services are put through a development and product approval cycle where essential checks on legal and regulatory compliance must be undertaken before they are offered to customers. DS-Direct, our online commercial banking system, is a good case in point which successfully passed through rigorous checking and testing by our IT and user teams. We also undertook a number of projects on DS-Direct during the year as part of our on-going efforts to improve customer experience and product security. These included the updating of training videos with improved information for customers, the introduction of a new notification function to inform customers of their SWIFT transaction status for better transparency on their fund flows, and the extension of DS-Direct payment cut-off time to better suit customer needs.

We uphold the highest standards in compliance with legal, regulatory and industry guidelines in our product documentation process, and ensure clarity and accuracy in customer communications and marketing materials to protect customer interests. Only licensed staff members are permitted to perform wealth management product selling, and we only allow fair information to be presented to customers for decision making in line with their investment needs and risk appetite.



我們為客戶提供優質產品及服務，並透過清晰準確的產品資訊，協助客戶作出明智的決定

We provide quality products and services with clear and accurate information to help our customers make informed decisions



## 市場(續)

### 產品責任及對客戶的承諾(續)

#### 供應鏈管理

本集團會選擇與提倡環保、社會及道德責任的供應商合作。透過合作，提高彼等對可持續發展的意識，並透過篩選及持續監察，評估供應商之表現。供應商須遵守我們的環境、社會及管治準則。服務供應商須提供綠色證書，證明其營運中的節能標準。

環保及社會風險管理準則亦納入本集團之採購程序。供應商在可持續發展的過往表現是我們甄選供應商的重要評估準則。競標者須提供相關環保認證，如ISO 14001、3R(「減少廢物」、「廢物利用」及「循環再造」)的準則及成績以及避免產生有害物料的政策，以支持其建議。於2019年，超過28家為大新銀行提供服務之供應商已取得ISO 14001或森林管理委員會認證。

#### 客戶資料私隱

本集團擁有穩固的合規文化，並致力遵守資料私隱法規，以保障客戶的個人資料及敏感資料。我們嚴謹制定了符合香港《個人資料(私隱)條例》及澳門《個人資料保護法》的客戶資料保障政策及程序。該等政策及程序清楚載列有關收集、使用及保留資料的指引。我們定期檢討及更新該等政策及程序，以切合業務發展的需要、監管指引及新出現的威脅。

本集團的客戶資料受多重的裝置、電子及程序的保障。這些保障措施按監管規定或比監管規定更嚴格的要求而制定。保障資料的規定透過多種途徑，例如透過入職計劃及年度重溫培訓課程傳達至所有員工。

年內舉行了15次簡報會或研討會，以提升員工對彼等相關之職責的法律及法規知識。培訓主題包括整體合規、網絡安全、反洗錢、客戶盡職審查及員工誠實品行。

## MARKETPLACE (Continued)

### Product Responsibility and Customer Commitment (Continued)

#### Supply Chain Management

The Group selects and works with suppliers that act in an environmentally, socially and ethically responsible manner. We interact with suppliers to raise their awareness of sustainability and evaluate their performances through screening and on-going monitoring. Suppliers are expected to adhere to our ESG standards, and service providers are required to present green certificates to demonstrate energy saving standards in their operations.

Environmental and social risk management standards are also embedded in the Group's procurement process. Vendors' sustainability track record is a key evaluation criterion in the procurement process. Tenderers are required to support their proposals with relevant environmental certifications such as ISO 14001, 3R ("Reduce", "Reuse" and "Recycle") standards and achievements, and policies on avoidance of hazardous materials. In 2019, more than 28 key service providers for Dah Sing Bank ("DSB") are certified with ISO 14001 or by the Forest Stewardship Council.

#### Customer Data Privacy

The Group has a strong compliance culture and is committed to adhering to data privacy laws and regulations to safeguard customers' personal data and sensitive information. Customer data protection policies and procedures in compliance with Personal Data (Privacy) Ordinance in Hong Kong and the Personal Data Protection Act in Macau are in place. Guidelines on data collection, usage and retention are clearly set out in the policies and procedures. These are reviewed and updated on a regular basis to reflect the evolving business needs, regulatory guidance, and emerging threats.

Our customer data is protected by a number of physical, electronic and procedural safeguards that are either in line with or exceed the regulatory requirements. Data protection requirements are communicated to all employees through various channels, such as induction programmes and annual refresher training sessions.

15 briefings or seminars were held during the year to enhance staff knowledge of laws and regulations that relate to their duties. Training topics include general compliance, cybersecurity, anti-money laundering, customer due diligence and general integrity.



## 市場(續)

### 產品責任及對客戶的承諾(續)

#### 客戶資料私隱(續)

全體僱員須於日常工作中遵守客戶資料私隱(包括收集、使用、保留及保護客戶個人資料)。該要求已於僱傭合約中以及於入職時向其派發之員工操守守則中明確闡明。

只有獲授權之員工才可按需要查閱有關客戶資料。我們會通知客戶將會怎樣使用其資料並給予客戶有關選擇權。在數碼化及科技迅速發展的大趨勢下，本集團不斷尋找機會利用有關技術精簡程序及提升客戶體驗，並同時致力保障客戶免受網絡犯罪威脅。

#### 道德操守、反洗錢及反貪污

本集團時刻以公平的方式經營業務，並已採取措施致力打擊各種金融罪行、貪污及洗黑錢的活動。

我們已採納具有明確目標及責任的風險管治框架，並於所有業務及營運部門培養穩固的合規文化及風險管理思維。

我們的第一道防線建基於員工努力及內部監控措施。由不同管理層層面的風險管理委員會、反洗錢委員會、集團合規委員會、營運風險及內部監控委員會、管理委員會以及董事會層面的風險管理及合規委員會監督的風險監控及合規職能組成第二道防線。本集團的內部審核部門擔當第三道防線，透過評估現行的管治、風險管理及內部監控的有效性，提供獨立意見。

## MARKETPLACE (Continued)

### Product Responsibility and Customer Commitment (Continued)

#### Customer Data Privacy (Continued)

All employees are required to observe customer data privacy in their daily work, including the collection, use, retention and security of customers' personal data. Such requirement is clearly stipulated in their employment contracts as well as the Code of Conduct for Staff distributed to them upon joining.

Access to customer data is strictly limited to authorised personnel on a need-to-know basis. Customers are notified and are given choices regarding how their information may be used. Leveraging the megatrend of digitalisation and development of technologies, the Group has been exploring opportunities to streamline processes and enhance customer experience whilst protecting customers from cybercrimes.

#### Ethical behaviour/Anti-money Laundering and Anti-corruption

The Group always conducts its businesses in a fair manner and has adopted measures to fight against any form of financial crimes, corruption and money laundering.

We have adopted a risk governance framework with well-defined goals and responsibilities, and have cultivated a strong compliance culture and risk management mind-set throughout all our business and operational units.

Our first line of defence is formed based on a combination of our workforce's efforts and existing internal control measures. Our risk control and compliance functions, supervised by our different management level risk committees, Anti-money Laundering Committee, Group Compliance Committee, Operational Risk and Internal Control Committee, Management Committee, and the Board-level Risk Management and Compliance Committee, operate as the second line of defence. The Group's internal audit function serves as the third line of defence, and provides independent assurances through assessing the effectiveness of existing governance, risk management, compliance and internal controls.





## 市場(續)

### 產品責任及對客戶的承諾(續)

#### 道德操守、反洗錢及反貪污(續)

為加強員工在道德操守方面的教育，本集團採用香港廉政公署(「廉政公署」)刊發的有關「理財有道」的電子通訊，向員工提供貪污個案及防貪指引的最新資料。本集團亦安排廉政公署工作人員舉辦關於「理財有道」的定期簡報會，以提高員工對反賄賂及貪污行為的警覺及警惕性。逾70名員工出席於2019年9月舉辦之簡報會。

我們的業務須達致高水平的道德操守標準，及我們的營商原則和價值觀要求員工「時刻做正確的事」。我們的操守守則載列道德價值及員工操守準則，全體員工須予遵從，當中包括反貪污政策、標準及程序，提供指引防止任何形式的貪污，包括勒索及賄賂。

所有員工須全面遵守員工操守守則並熟悉有關規定。違反員工操守守則的員工可能須接受內部紀律程序。

我們制訂了整個集團均須遵守的反洗錢及反恐怖分子融資政策及程序，以符合本地及國際的反洗錢及反恐怖分子融資相關的監管框架及準則。該等政策要求所有員工主動查察及報告任何可疑交易及違規行為。

我們設有舉報途徑及政策，讓員工或其他持份者以保密的形式舉報涉嫌違規個案。所舉報的個案會由合規或內部審核部門即時調查。確認違規的個案會向審核委員會匯報，確保已採取足夠的補救措施。

## MARKETPLACE (Continued)

### Product Responsibility and Customer Commitment (Continued)

#### Ethical behaviour/Anti-money Laundering and Anti-corruption (Continued)

To better educate employees on ethical behaviours, the Group leverages the e-newsletter published by the Hong Kong Independent Commission Against Corruption (“ICAC”) regarding “Bank on Integrity” to update our employees on corruption cases and corruption prevention tips. The Group also arranges regular briefings by ICAC officers on “Bank Staff Integrity” to enhance employees’ alertness and vigilance in relation to anti-bribery and corruption practices. More than 70 employees attended the briefing in September 2019.

Our businesses are required to meet high ethical standards, and our guiding principles and values require our employees to “do what is right, even when no one is looking”. Our Code of Conduct lays out clear guidelines on the ethical values and standard of conduct that all employees are expected to adhere to. These include anti-corruption policies, standards and procedures which provide guidelines to curb corruption of all forms, including extortion and bribery.

All employees are required to fully comply with the Code of Conduct for Staff and familiarise themselves with the relevant requirements. Employees who breach the Code of Conduct for Staff may be subject to internal disciplinary procedures.

The Group-wide anti-money laundering and counter-financing of terrorism (“AML/CFT”) policies and procedures are in place to allow the Group to comply with relevant local and international AML/CFT regulatory frameworks and standards. These policies require all employees to take ownership in detecting and reporting any suspicious transactions and irregularities.

Whistle-blowing channels and policies are set up for our employees or other stakeholders to confidentially report any suspected case of non-compliance. Cases reported will be investigated by the compliance or internal audit departments in a timely manner. Confirmed cases are reported to the Audit Committee to ensure adequate remedial actions are being taken.



## 市場(續)

### 產品責任及對客戶的承諾(續)

### 道德操守、反洗錢及反貪污(續)

我們深明員工在打擊金融犯罪及任何形式的不當行為中擔當關鍵角色，並定期舉辦培訓、研討會及工作坊以提高員工對相關監管規定的意識。員工須完成關於員工操守守則的年度重溫培訓。其他為所有員工提供之培訓計劃包括制定金融犯罪風險內容，以加強員工在其職責範圍內的相關能力，以及有關反賄賂及貪污、反洗錢及制裁的網上學習計劃。

員工在日常工作中亦須採取嚴格的盡職審查程序，以降低受到金融詐騙或不當行為所產生的內外風險。我們所有員工應遵守個人行為和誠信的典範標準，並以本集團的最佳利益行事。

有關我們企業管治實施的更多資料，請參閱本年報中的「企業管治報告」。

## 工作環境

本集團的業務成功實有賴於其超過3,000名員工的辛勤工作及努力。我們致力透過相互承諾、培養共融工作環境、促進工作健康、安全及福利，以及提供人才發展及職業發展機會，與員工一起成長。年內，我們聘請獨立顧問就員工對本集團營商原則及價值觀的理解及看法進行銀行文化調查，取得令人滿意的結果。

## MARKETPLACE (Continued)

### Product Responsibility and Customer Commitment (Continued)

### Ethical behaviour/Anti-money Laundering and Anti-corruption (Continued)

We understand that our people play a crucial role in combating financial crimes and any forms of malpractices, and have been organising regular trainings, seminars and workshops to raise employees' awareness of the relevant regulatory requirements. Staff members are required to complete the annual refresher training on our Code of Conduct for Staff. Other comprehensive all-staff training programmes including tailored financial crime risk content to strengthen employees' relevant competences within their roles, as well as an e-learning programme on anti-bribery and corruption, anti-money laundering and sanctions.

Our employees are also required to undertake rigorous due diligence procedures in their daily work to mitigate risks of internal and external financial frauds or malpractices. All staff are expected to observe exemplary standards in personal conduct and integrity and to act in the best interests of the Group.

For more information regarding our corporate governance practices, please refer to the "Corporate Governance Report" in this Annual Report.

## WORKPLACE

The Group's business success is attributable to the hard work and endeavours of its workforce of more than 3,000 employees. We are dedicated to grow with our people through mutual commitment, fostering a cohesive workplace, promoting health, safety and well-being at work, and providing opportunities for talent development and career progression. During the year, we engaged an independent consultant to conduct a bank-wide culture survey on our employees' understanding and perception of the Group's Guiding Principles and Values with satisfactory results.



### 工作環境(續)

#### 僱傭

今年我們推出全新的僱主品牌及座右銘「你的銀行。家。」，其兩個主要目標：培養工作以外的成就感，並為員工營造溫暖如家的環境。我們的核心價值在於關懷員工、團隊合作及進步。



我們深信員工為客戶提供優質產品及服務，是令集團之業務持續增長的關鍵因素。我們致力優化人力資源管理、建立能積極投入參與及知識廣博的團隊以及營造和諧的工作環境。

### WORKPLACE (Continued)

#### Employment

Our new employer brand and motto “NOT JUST A BANK. A HOME.” was launched this year with two main objectives: To nurture a sense of pride in achieving beyond just a job, and to create an environment where our employees feel the warmth of a home. Our currency lies in people caring, teamwork and progressiveness.

We believe that our employees are our key success factor in delivering quality products and services to our customers and in driving continued business success. Our pledge to our staff is to improve our human resources management, build an engaged and knowledgeable workforce and create a friendly work environment.



我們的核心價值在於關懷員工、團隊合作及進步  
Our currency lies in people caring, teamwork and progressiveness

本集團的人力資源政策及程序全面遵守有關法例及規例，以管理有關聘用、晉升、報酬、工時、平等機會、解僱、員工福利及其他人才管理實務。

The Group's human resources policies and procedures are fully compliant with relevant laws and regulations to govern hiring, promotion, compensation, working hours, equal opportunity, dismissal, employee welfare and other talent management practices.



## 工作環境(續)

### 僱傭(續)

本集團每年從各大學招募適合的年青人才，並為他們投身本集團作長遠事業發展提供支持。年內，我們努力將培訓生計劃升級為管理層培訓生計劃。我們還參加由香港金融管理局(「金管局」)與私人財富管理公會及香港應用科技研究院聯合舉辦的「私人財富管理先導人才培訓計劃」及「金融科技人才培育計劃」，為大學生提供財富管理及銀行業的實習機會。

## WORKPLACE (Continued)

### Employment (Continued)

Every year, the Group seeks to attract suitable young talents from various universities and support them in developing a long-term, rewarding career with the Group. This year, we enhanced our efforts by revamping our Graduate Trainee Programme to a Management Trainee Programme. We also participated in the Pilot Apprenticeship Programme for Private Wealth Management and the Fintech Career Accelerator Scheme, organised by the Hong Kong Monetary Authority (“HKMA”) with the Private Wealth Management Association and Hong Kong Applied Science and Technology Research Institute respectively to provide internship opportunities in the wealth management and banking sectors to university students.



本集團向大學生提供財富管理及銀行業的實習機會，並為他們投身本集團作長遠事業發展提供支持  
The Group provides internship opportunities in wealth management and banking to university students, and supports them in joining the Group for long-term career development

作為卓越僱主，本集團持續審閱並優化僱員福利及薪酬。我們根據「按表現計酬」作為有關僱員報酬的指標。我們的目標是所提供的浮動薪酬處於市場中位數至上四分位值水平，並按良好表現作出獎勵。僱員的職責如需特別技術或因業務需要而須在一般辦公時間以外工作或須按照特別安排工作，我們會向該等人員提供津貼。於2019年，本集團透過增加員工服務獎勵及退休獎勵以及擴大集團醫療保險福利範圍以惠及全體僱員的家屬，展現了對員工的關懷。自2018年4月起，產假福利已延長至14週，本集團成為香港特別行政區政府即將頒佈的《產假修訂法案》的早期採用者，該法案預計於2021年生效。我們亦設有其他福利包括退休福利及為員工開立特惠利率存款賬戶等。

As an employer of choice, the Group continuously reviews and enhances our employee benefits and remuneration. “Pay for performance” is our guiding principle for employee remuneration. We aim to pay variable remuneration from market median to upper quartile level to differentiate and reward good performance. Allowance is offered to eligible employees who perform duties that require specific skills, work beyond normal hours for business needs, or work under special arrangements. In 2019, the Group demonstrated its care for its employees by enhancing our employee service award and retirement award as well as extending group medical insurance benefits to cover dependents of all employees. Maternity leave entitlements has been extended to 14 weeks since April 2018, making the Group an early adopter of the Hong Kong SAR Government’s upcoming maternity leave amendment bill anticipated to come into effect by 2021. Other benefits available include retirement benefits and staff deposit accounts with preferential rates.



## 工作環境(續)

### 僱傭(續)

為支持需要在個人及家庭承擔與工作之間取得平衡的員工，本集團靈活處理個別員工提出的特別要求，如由全職轉為兼職的工作安排。

為進一步切合員工的工作與生活平衡，本集團於2019年繼續「靈活工作在夏日」的安排並進一步推行「靈活工作親子讀」的安排，讓員工根據個人需要靈活分配工作及休息時間，尤其是在暑假及子女學校考試期間，需要更多時間照顧子女或其他的家庭需要。

此外，為照顧員工的需要及響應「母乳育嬰齊和應」運動，我們現時設有兩個授乳室。

### 健康及安全

本集團承諾為員工提供安全、健康及舒適的工作環境。本集團制訂了職業安全及衛生指引，讓員工認識到辦公室內若干潛在危害健康及安全的資料以及相關預防措施。

本集團亦有其他有關健康及安全的政策，涵蓋員工健康及工作與生活平衡、安全風險評估及管理，以及員工健康福利等方面。制訂及實施該等政策體現本集團於日常營運中為員工創造安全及健康工作環境的承諾。

## WORKPLACE (Continued)

### Employment (Continued)

In support of employees to balance their personal and family commitments with work, the Group is flexible in accommodating special requests raised by individual employees such as conversion from full-time to part-time work arrangement.

To further cater to our employees' work-life balance, the Group continued its Summer Flexi arrangement in 2019 and further introduced the Exam Flexi arrangement. These arrangements allow employees to reschedule their working hours and rest time based on their personal needs, especially if they require more time to take care of their children or attend to other family needs during summer and children's examination period.

Additionally, we now have two lactation support facilities, affirming the Group's employee care endeavours and aligning with our "Say Yes to Breastfeeding" Campaign.

### Health and Safety

The Group is committed to creating a safe, healthy and comfortable working environment for its employees. The Guidelines on Occupational Safety and Health were established to inform employees of potential health and safety hazards in the workplace as well as the corresponding preventative measures.

The Group also has other policies relating to health and safety, covering areas such as employee wellness and work-life balance, safety risk assessment and management, and the provision of employee health benefits. These are developed and operated to reflect the Group's commitment to creating a safe and healthy work place for employees in our day-to-day operations.



你的銀行。家。x 生活與工作平衡週2019員工合照  
Happy moments in "NOT JUST A BANK. A HOME. x Work-Life Balance Weeks 2019"



## 工作環境(續)

### 健康及安全(續)

為提高員工對健康生活的意識，我們繼續於「健康週」及「你的銀行。家。x 生活與工作平衡週 2019」舉辦一系列活動，其中包括辦公室裝飾比賽、健康與育兒講座、捐血活動、義工服務及頭肩部按摩等。大新銀行(中國)有限公司(「大新銀行(中國)」)亦每週為員工舉辦體育活動。

同時，我們於裝修或重新佈置辦公室後進行的工作間風險評估，乃遵照《職業安全及健康(顯示屏幕設備)規例》的條文進行，並旨在確保工作間符合人體工學原則及相關監管規定。本集團亦非常重視其辦公室的安全，於辦公室及分行物業內嚴禁吸煙、飲酒及吸食毒品。

我們在各業務地點制定了應變計劃，列明在災難導致業務中斷時員工應採取的程序，維持業務正常運作。

本集團深明精神健康的重要性，自2001年起，本集團已制定僱員支援計劃，協助員工識別及解決其個人問題或工作上的焦慮。所有員工均可透過該計劃，以保密的形式獲得獨立及專業的個人輔導服務。

我們成立了健康及安全工作組，作為員工與管理層之間的橋樑，收集本集團員工的意見，以改善並發展健康及安全的管理。工作小組舉行定期會議，檢視健康及安全措施，並提出新計劃的方案。

## WORKPLACE (Continued)

### Health and Safety (Continued)

In terms of promoting awareness of a healthy lifestyle amongst employees, we continued to organise a series of activities as part of the Healthy Week and “NOT JUST A BANK. A HOME. x Work-Life Balance Weeks 2019”. These included an office decoration competition, health and parenting talks, blood donation, volunteering work, head and shoulder massage sessions etc.. Dah Sing Bank (China) Limited (“DSB China”) in Mainland China also organised sports events for staff on a weekly basis.

Meanwhile, an example of workplace safety is our post-renovation or office restacking risk assessment of workstations. This is performed in compliance with the provisions of the Occupational Safety and Health (Display Screen Equipment) regulation, and aims to make sure workstations are set up in line with ergonomic principles and relevant regulatory requirements. We also put great emphasis on the security of Group premises and strictly prohibit smoking, use of alcohol and drugs in our office and branch premises.

Across different business locations, contingency plans are in place which set out the procedures that employees should undertake to maintain business continuity in case of business disruptions due to disaster situations.

Last but not least, the Group understands the importance of mental health. The Group’s Employee Assistance Programme has been in place since 2001 to help employees identify and resolve their personal issues or anxieties at work. The programme provides all employees with free access to independent professional counselling in a confidential manner.

As a bridge between employees and management, a working group on health and safety has been formed to consolidate feedback across the Group’s workforce to drive improvements and develop events in health and safety management. The working group holds regular meetings to review health and safety initiatives, and draw up proposals for upcoming programmes.



## 工作環境(續)

### 培訓及發展

本集團人力資源管理策略中的一個重要核心是員工的培訓及發展以及提供晉升的機會。

我們的內部培訓計劃按員工的需要及配合本集團業務的發展而制定。新員工會參加為期一天的入職培訓，以互動遊戲及活動形式提供有關本集團的願景、使命、營商原則及價值觀，以及其業務部門及員工等基礎知識。

本集團亦提供網上學習平台，讓不同業務地點的員工均可參加培訓課程及取得學習資料。課程涵蓋多方面的主題，包括產品、業務程序、內部監控及監管合規。於年內，網上學習平台提供了超過46%的培訓時數。

為提倡深化價值精神，大新銀行頒發年度「大新之星」獎，以鼓勵員工的積極行為及獎勵其傑出表現。自2016年項目啟動以來，逾360個獎項已頒發予不同部門的個別員工及團隊，以表揚彼等的優異及傑出表現與貢獻。

除了業務知識及技巧，我們還為員工提供工作上所需的技巧，讓員工工作好準備以應付業務發展中不斷變化的挑戰及風險。於2019年，我們啟動「企業領導力計劃」，為即將參與新項目及計劃日後將推動企業發展的員工作出培訓。資訊科技及營運部門約有80名員工參與該計劃。我們還推出「區塊鏈」及「Fintech for You」的兩部份金融科技計劃，向我們的員工提供有關金融行業技術發展的最新知識。約有80名來自不同業務部門員工參加該等計劃。

## WORKPLACE (Continued)

### Training and Development

Training and development of our people and providing them with upward mobility are an important focus of our human capital management strategy.

Our internal training programmes are tailored to suit the needs of our employees and to support our business development. All new joiners will join a one-day induction programme which engages them in highly interactive games and exercises to gain foundational knowledge about the Group's Vision, Mission, Guiding Principles and Values, its business functions and people.

We also provide e-learning platforms to enable employees from different business locations to attend training sessions and access learning materials. Our courses cover a wide range of topics, including products, business processes, internal control and regulatory compliance. During the year, over 46% of training hours were delivered via the e-learning platforms.

As part of our value reinforcement initiatives, DSB organises the “Dah Sing Star Awards” annually to recognise positive staff behaviours and performance excellence. Since its inception in 2016, over 360 awards have been presented to individuals and teams from different divisions to reward their superior and excellent performance and contribution.

Apart from business knowledge and skills, we also equip our people with the necessary skills to prepare for the evolving challenges and risks in the ever-changing business environment. In 2019, a “Corporate Leadership Programme” was launched for employees who were identified to drive corporate changes in the future through their participation in upcoming new projects and initiatives. Approximately 80 employees from the IT and operations departments attended the programme. We also launched a two-part Fintech Series, on “Blockchain” and “Fintech for You”, to update our employees on the latest knowledge on technology developments in the financial industry. Approximately 80 employees across various business functions attended the series.



## 工作環境(續)

### 培訓及發展(續)

為向管理人員提供所需管理知識及潛在領導技巧，我們更新了大新管理人員計劃系列，並提供兩項新課程，針對初級管理人員的「Creative Problem Solving with Lego® Serious Play®」及針對資深管理人員的「5 Habits of Highly Effective Leaders」。

我們亦為高級管理人員提供發展機會，由上而下加強我們的人才隊伍。高管培訓計劃於2019年啟動，5名高級管理人員參加了歐洲工商管理學院 (INSEAD) 在新加坡舉辦的「Innovation by Design」計劃。

## WORKPLACE (Continued)

### Training and Development (Continued)

To equip managers at all levels with the necessary knowledge and potential leadership skills, the Dah Sing Manager Programme Series was revamped with two new courses, namely, “Creative Problem Solving with Lego® Serious Play®” targeting relatively junior managers, and “5 Habits of Highly Effective Leaders” targeting more experienced managers.

We also provide development opportunities for senior executives to strengthen our talent bench from top to bottom. An Executive Education Programme was launched in 2019, with 5 senior executives attending the “Innovation by Design” programme conducted by Institut Européen d’Administration des Affaires (European Institute of Business Administration) (INSEAD) in Singapore.



高級管理人員參加了歐洲工商管理學院 (INSEAD) 在新加坡舉辦的「Innovation by Design」計劃  
Senior executives attending the “Innovation by Design” programme conducted by the European Institute of Business Administration (INSEAD) in Singapore

我們亦資助員工參加外部培訓計劃，旨在幫助彼等獲得學術或專業資格，以增強其技能及能力，從而應對未來的工作挑戰。本集團的專業獎勵計劃進一步獎勵取得註冊會計師、認可財務策劃師及特許財務分析師等認可專業資格或會員資格的員工，慶賀彼等取得專業成績。

Employees can also avail themselves to sponsorship support to participate in external training programmes. This is intended to help them attain academic or professional qualifications to enhance their skills and capabilities for future job challenges. This is further enhanced by the Group’s Professional Award Scheme for staff members who attain recognised professional qualifications or memberships, such as Chartered Certified Accountant, Certified Financial Planner and Chartered Financial Analyst, to celebrate their professional achievements.





## 工作環境(續)

### 培訓及發展(續)

本集團於2019年連續四年獲《JobMarket求職廣場》頒發「卓越僱主大獎」。其他獎項包括香港財務策劃師學會頒發的「優質財策企業」及「企業理財教育領袖一金獎」、香港銀行學會頒發的「HKIB人才發展獎(I類獎)2019」、CTgoodjobs頒發的「企業形象影片大獎」及僱員再培訓局授予的「人才企業」名銜。

### 多元化及平等機會

本集團致力於為員工營造共融的環境，並致力消除任何影響共融的障礙。我們的政策與有關法例及規例一致，絕不容許員工因性別、婚姻狀況、懷孕、殘疾、家庭狀況或種族等任何理由而受到歧視、騷擾、受害或誹謗。

有關招募、聘請、調職及晉升的決定均根據個別員工的資格及優點而作出。我們鼓勵公開溝通，並設有申訴機制，讓員工可表達其關注，並確保員工的意見可以上達。

### 勞工準則

本集團嚴格遵照勞工法例及規例營運業務，並禁止使用童工及強迫勞動。我們設有監察及預防措施，任何潛在違規將及時調查及跟進。

## WORKPLACE (Continued)

### Training and Development (Continued)

In 2019, the Group was honoured with “The Employer of Choice Award” from JobMarket for the fourth consecutive year. Other awards included the “Accredited Professional Financial Planning Firm” and “Corporate Financial Education Leadership – Gold Award” from the Institute of Financial Planners of Hong Kong, “Category I: The HKIB Talent Development Award 2019” by the Hong Kong Institute of Bankers, the “Best Employer Branding Video Award” by CTgoodjobs, and the “Manpower Developer” status awarded by the Employee Retraining Board.

### Diversity and Equal Opportunity

The Group is committed to creating an inclusive environment for its employees and is devoted to removing any barriers to inclusion. In line with relevant laws and regulations, our policies have zero tolerance for discrimination, harassment, victimisation or vilification on any grounds including gender, marital status, pregnancy, disability, family status or race.

All decisions made with respect to recruiting, hiring, transferring and promotion are made based on the individual’s qualifications and merits. We encourage open communication and have set up grievance mechanisms for employees to express their concerns and to make sure that their voices are heard.

### Labour Standards

The Group operates in strict compliance with labour laws and regulations and prohibits the use of child labour or forced labour. Monitoring and preventive measures are in place. Any potential breach will be investigated and followed up in a timely manner.



## 社區

我們懷著與所服務社區共同進步和發展的目標，致力為建設一個更強大和共容的社會作出貢獻。我們鼓勵員工參與義工服務及慈善活動。

於2019年，本集團繼續與若干組織合作，支持香港、澳門及中國內地中小企發展、青年教育、體育活動及慈善工作、環境保護及提高金融知識。

### 支持中小企

除創造就業機會外，中小企對經濟有重要貢獻，並為創新及科技發展的重要推動者。協助中小企參與主流經濟不單是我們的業務理念，亦有助提升本地經濟的競爭力，繼而可為我們創造更多業務機遇。

年內，我們繼續支持香港及大灣區的中小企，透過培訓、資訊分享及財務支援，協助中小企建立營商能力。本集團第七次贊助由香港中小型企業總商會及香港貿易發展局舉辦的國際中小企高峰論壇。我們亦繼續與工業貿易署及香港中小型企業總商會合作舉辦研討會，分享大灣區計劃的最新發展及香港中小企可預見的潛在機遇。

## COMMUNITY

With a vision to progress and prosper with the communities we serve, we are committed to giving back by contributing to a stronger and more inclusive society. We encourage and facilitate our employees to participate in volunteer services and charitable activities.

In 2019, the Group continued to collaborate with a number of organisations to support the development of SMEs, youth education, sports and charity, environmental protection and promotion of financial literacy in Hong Kong, Macau and Mainland China.

### Supporting SMEs

SMEs are important contributors to the economy and one of the key drivers for innovation and technological advancement, in addition to creating job opportunities. Helping SMEs participate in the mainstream economy not only forms a part of our business ethos, but also helps enhance the competitiveness of the local economy, which in turn creates more business opportunities for us.

During the year, we continued to support the SME communities in Hong Kong and the Greater Bay Area by helping them build capacity through training, information sharing, and financial support. For the seventh time, the Group sponsored the World SME Summit, organised by the Hong Kong General Chamber of Small and Medium Business ("HKGC SMB") and the Hong Kong Trade Development Council. We also continued to partner with the Trade and Industry Department and HKGC SMB on a seminar to share the latest developments in the Greater Bay Area initiatives and the foreseeable potential opportunities for SMEs in Hong Kong.



本集團贊助了國際中小企高峰論壇  
Our group sponsored the World SME Summit



社區(續)

支持中小企(續)

我們亦提升了產品及服務，以加強對中小企及初創企業的支持。透過改善328營商理財提供的服務，大新銀行將開戶時間縮短至最少2個工作天。此外，我們還提供不同的貸款方案，使中小企客戶更有效地獲得更多資金。我們將服務數碼化，方便中小企客戶透過其手機應用程式及智能終端使用多種支付方式。此等措施不僅簡化中小企的付款流程，亦有助擴大本集團的客戶群。



大新銀行贊助「鵬程中小企青年創意創業獎」獲獎者，透過都市日報宣傳其產品及服務。贊助計劃中，獎項獲獎者在「Young Talents; Innovative Startups」節目中接受採訪，在Facebook及Youtube等各網上渠道分享其產品及服務的想法。

大新銀行iSME及企業網上業務推廣宣傳廣告  
DSB iSME and DS-Direct promotion

同時，我們在澳門與澳門青年創業孵化中心保持密切合作關係。澳門商業銀行股份有限公司(「澳門商業銀行」)行政總裁應邀參加CEO午餐交流會，並委任內部審核部主管作為其顧問。此外，澳門商業銀行與澳門保險股份有限公司(「澳門保險」)合辦有關政府補貼計劃及中小企貸款的分享會，有超過20位成員參加。

同時，我們在澳門與澳門青年創業孵化中心保持密切合作關係。澳門商業銀行股份有限公司(「澳門商業銀行」)行政總裁應邀參加CEO午餐交流會，並委任內部審核部主管作為其顧問。此外，澳門商業銀行與澳門保險股份有限公司(「澳門保險」)合辦有關政府補貼計劃及中小企貸款的分享會，有超過20位成員參加。

COMMUNITY (Continued)

Supporting SMEs (Continued)

We also enhanced our products and services to strengthen our support to both SMEs and start-ups. Through improving the services provided by 328 Business Banking, DSB shortened the account opening time to a minimum of 2 working days. In addition, different loan offerings were proposed in order to allow our SME customers to gain access to additional funding in a more efficient manner. We digitalised our services, so that our SME clients could benefit from diversified payment methods with their mobile applications and smart terminals. These measures not only simplified the payment process for SMEs but also assisted the expansion of the Group's customer base.

DSB sponsored the winners of “Bright Future SME's Youth Creative Entrepreneur Award” to promote their products and services through Metro Daily. In this sponsored programme, winners of the award were interviewed in the “Young Talents; Innovative Startups” programme to share ideas about their products and services on various online channels, including Facebook and Youtube.

Meanwhile in Macau, we have a close working relationship with the Macao Young Entrepreneur Incubation Centre. The Chief Executive of Banco Comercial de Macau (“BCM”) was invited to take part in the CEO Sharing Luncheon and the Head of Internal Audit Department was appointed as their consultant. In addition, BCM and Macau Insurance Company Limited (“MIC”) co-organised a sharing session to over 20 members regarding topics on government subsidy programmes and SME loans.



## 社區(續)

### 培育青少年

本集團認為教育是維持社區成長及發展的基石。我們的目標是培養青少年成為傑出領袖，而更重要的是支持終身學習的積極社會價值。為此，本集團年內與多個學術及社會機構合作，支持青少年發展。

於2019年5月，大新銀行與香港中華基督教青年會合辦「STEAM with Kids」母親節禮物製作工作坊活動。20位大新義工出席活動，協助20名來自香港中華基督教青年會的小朋友學習製作晶體天氣瓶及太陽能風扇心意咭，作為獻給母親的愛心禮物。小朋友能夠學習更多有關太陽能電板原理、天氣瓶的來源及天氣瓶在溫度改變下的化學反應，以及使用天氣瓶化學物質的安全守則。

## COMMUNITY (Continued)

### Nurturing Youth

The Group views education as the cornerstone for maintaining growth and development in our communities. Our goal is to support youths to become outstanding leaders and, more importantly, lifelong learners who embrace positive social values. To that end, the Group collaborated with a number of academic and social institutions during the year to support youth development.

In May 2019, DSB co-organised the “STEAM with Kids” Mother’s Day Workshop with YMCA. 20 Dah Sing volunteers attended workshop to assist 20 children from YMCA to learn how to make storm glasses and gift cards with mini solar-powered fans as loving gifts to their mothers. The children were able to learn more about the principles of solar panels, the history of storm glass and its temperature-induced chemical reactions, and safety regulations that govern chemicals used in storm glass.



大新銀行與香港中華基督教青年會聯合舉辦「STEAM with Kids」工作坊  
DSB and YMCA jointly organised the “STEAM with Kids” Workshop

於2019年10月，大新銀行與《南華早報》的Posties合作，為小學生設計並推出名為「大新銀行 x Hello Kitty儲蓄 • 夢同行」的理財教育計劃。憑藉Hello Kitty誕生45週年，舉辦網上繪畫比賽，提高小朋友對負責任儲蓄及資金管理重要性的認識。繪畫比賽的獲獎作品現於指定的大新銀行分行展出，直至2020年4月止。

In October 2019, DSB collaborated with Posties of South China Morning Post to design and launch a financial education programme targeting primary school students under the name of “DSB x Hello Kitty • Saving For Your Dreams”. Leveraging on Hello Kitty’s 45th birthday, the programme featured an online drawing competition to raise children’s awareness of the importance of responsible savings and money management. Winning entries from the drawing competition are currently on display at selected DSB branches until April 2020.



## 社區(續)

### 培育青少年(續)

此外，本集團另一間附屬公司大新保險(1976)有限公司(「大新保險」)年內繼續支持基督教香港信義會社會服務部(「香港信義會社會服務部」)的多項青少年發展計劃。大新保險與香港信義會社會服務部的天恩培訓及發展中心(「天恩中心」)合作，第三年支持「青年插畫師計劃」。該計劃旨在為培養本地青年插畫師及提供工作機會，委聘設計年曆卡、利是封及各種宣傳品。

大新保險亦贊助香港信義會社會服務部的「三代同途・理財有道2019」，為青少年一代提供人生規劃及理財教育。該計劃分為3項個別活動，即「銀髮廚房」、「同行『紙皮・黃金』路—親子理財體驗」及「三代同堂工作坊及送暖行動」。該等活動為青少年參與者提供第一手經驗，學習年輕時進行人生規劃及理財的重要性，亦提高彼等的環保意識，鼓勵青少年關懷有需要人士。此外，是項活動更教授貧困長者傳統小吃的做法，使彼等掌握額外技能，獲得其他收入來源以提高彼等的生活質素。

## COMMUNITY (Continued)

### Nurturing Youth (Continued)

Separately, the Group's other subsidiary, Dah Sing Insurance Company (1976) Limited ("DSI"), continued to support the Evangelical Lutheran Church of Hong Kong ("ELCHK") in a number of youth development initiatives during the year. Working with ELCHK's Grace Training and Development Centre ("GTDC"), DSI supported the "Young Illustrator Programme" for the third year. The initiative aims to nurture and provide working opportunities for local young illustrators through commissions to design calendar cards, red packet envelopes and different promotional materials.

DSI also sponsored ELCHK's "Cross Generational Financial Management Programme 2019" to provide life planning and financial management education to the younger generation. The programme featured 3 separate events, namely, "Training Kitchen for the Senior", "Parent-Child Cardboard Scavenge Experience Tour" and "Cross Generational Home-made Snacks Workshop and Warmth Giving Programme". These events provided first-hand experiences to young participants to learn the importance of life planning and financial management at a young age. It also raised their awareness of environmental protection and encouraged them to show care and concern to people in need. Additionally, it provided training to poor elderly people on traditional snack making to equip them with additional skills and an alternative income source to improve their living standards.



大新保險與香港信義會社會服務部聯合舉辦「三代同途・理財有道2019」  
DSI and ELCHK jointly organised the "Cross Generational Financial Management Programme 2019"



## 社區(續)

### 培育青少年(續)

礦山挑戰賽2019是大新保險年內支持香港信義會社會服務部的第三個活動。此籌款活動旨在保護礦山社區遺產，有助提高環境保護及文化保護意識。大新保險贊助由其員工組成之2隊隊伍及1隊由弱勢社群組成的隊伍參加該項活動。參加隊伍於完成指定任務之同時亦可欣賞馬鞍山的自然美景及文化遺產。

大新保險亦致力於培養香港的大學生及贊助香港大學商業案例分析比賽2019。比賽旨在為學生提供有關一般保險市場的認識，並為彼等提供實用的商業經驗。參賽隊伍需要分析一般保險公司的業務案例，並提出提高盈利能力、增長及競爭力的市場推廣方案。19支參賽隊伍中的得獎隊伍獲得獎金，而冠軍隊伍的成員更獲得於大新保險進行暑期實習的機會。

### 推廣體育及支持有需要人士

大新銀行本年度的標誌性體育贊助為香港「M」品牌認可活動之一的世界海岸賽艇錦標賽，於2019年11月在享負盛名的維多利亞港舉行。香港是第一個舉辦是項比賽的亞洲城市，吸引了超過450名來自28個國家的世界頂級海岸賽艇選手以及超過9,000名觀眾、運動員、媒體及公眾參與。超過170位大新銀行員工亦獲邀出席，見證這一全球盛事。



大新銀行贊助及呈獻2019世界海岸賽艇錦標賽

DSB was the presenting sponsor of the 2019 World Rowing Coastal Championships

## COMMUNITY (Continued)

### Nurturing Youth (Continued)

Mine Challenge 2019 was the third ELCHK initiative supported by DSI during the year. This fund-raising activity supports the preservation of the mine community heritage, and helps to raise awareness of environmental protection and cultural conservation. DSI sponsored the event through the participation of 2 teams formed by its staff members and 1 team formed by disadvantaged groups. Team members were also able to appreciate Ma On Shan's natural landscape and cultural heritage while working together on the assigned tasks.

DSI also focused on nurturing university students in Hong Kong and sponsored the Business Analytics Case Competition 2019 at the University of Hong Kong. The competition was designed to provide students with insights into the general insurance market and to equip them with practical commercial sector experience. Participating teams were required to analyse the business case of a general insurance company and to recommend a marketing campaign to increase profitability, growth and competitiveness. Winners from the 19 competing teams were awarded cash prizes while members of the top performing team were offered summer internship opportunities in DSI.

### Promoting Sports and Supporting Those in Need

DSB's signature sports sponsorship this year was the World Rowing Coastal Championships, an "M" Mark event in Hong Kong that was held against the magnificent backdrop of the iconic Victoria Harbour held in November 2019. Hong Kong was the first Asian City to host this race, and it attracted the participation of over 450 of the world's top coastal rowers from 28 countries and over 9,000 spectators, athletes, media and members of the public. Over 170 DSB staff members were also invited to attend the race to witness this global event.





社區(續)

推廣體育及支持有需要人士(續)

同時，大新銀行亦致力將關愛送給有需要的人士。於2019年1月，我們贊助香港中華基督教青年會舉辦的義工活動，與社區長者一起慶祝農曆新年。大新義工隊與香港中華基督教青年會的小朋友一同制作農曆新年福袋，於探訪期間送給區內長者，用農曆新年工藝品佈置長者家居。



大新義工隊與香港中華基督教青年會的小朋友為長者送上祝福  
Dah Sing Volunteer Team and children from YMCA sent blessings to the elderly

年內第一季度，大新銀行支持香港銀行公會(「香港銀行公會」)與香港小童群益會攜手合辦的理財互動劇場活動。大新義工隊分享經驗，並為學生提供理財規劃及個人儲蓄方面的建議。彼等亦幫助視障學童參與活動及攤位遊戲，並一起透過台上理財互動劇場表演學習理財知識，別具意義。

COMMUNITY (Continued)

Promoting Sports and Supporting Those in Need (Continued)

Meanwhile, DSB also dedicated efforts to extend the care to those in need. In January 2019, we sponsored a volunteer event organised by YMCA to celebrate the Lunar New Year with local elderly residents. The Dah Sing Volunteer team worked with children from YMCA to make Lunar New Year gift packs. These were gifted to elderly residents during visits by the volunteers to decorate their homes with Lunar New Year crafts.

Also in the first quarter of the year, DSB supported a Fun Day at Ebenezer School that was jointly organised by the Hong Kong Association of Banks (“HKAB”) and the Boys’ and Girls’ Club Association. The Dah Sing Volunteer team shared their experiences and advised the students on financial planning and personal savings. They also helped visually impaired students to participate in a range of activities and enjoyed a drama which encouraged students to learn more about financial management and help disabled children to learn new skills in a fun atmosphere.



本集團舉辦「大新慈善籃球挑戰賽2019」作為第七年支持「愛心聖誕大行動」的活動  
The Group organised the “Dah Sing Charity Score Challenge 2019” as part of its support for OSC for the seventh year



## 社區(續)

### 推廣體育及支持有需要人士(續)

於2019年12月，大新銀行連續第七年支持「愛心聖誕大行動」，舉辦籃球友誼賽及挑戰賽，為香港慈善及弱勢社群籌款。約130名員工及24名來自基層家庭的小朋友參加活動。

在澳門，澳門商業銀行與澳門民政總署合作，在農曆新年期間向氹仔及路環的長者捐贈了合共50萬澳門元的利息。

於2019年5月，澳門商業銀行支持樂施米義賣大行動，協助樂施會義工在9個賣米攤位上籌款。透過賣米及企業贊助共籌集約50萬澳門元，並存入樂施會於澳門商業銀行新開設的賬戶，作為非政府機構的持續營運資金。

## COMMUNITY (Continued)

### Promoting Sports and Supporting Those in Need (Continued)

In December 2019, DSB supported “Operation Santa Claus” (“OSC”) for the seventh consecutive year by hosting a basketball event with friendly match and challenge games to raise funds for Hong Kong charities and the underprivileged. The event engaged around 130 staff members and 24 children from low income families.

In Macau, BCM joined forces with the Instituto para os Assuntos Cívicos e Municipais (“IACM”) to donate a total of MOP500,000 in red packets distributed to the elderly in Taipa and Coloane during Chinese New Year.

In May 2019, BCM supported the Oxfam Rice Selling drive by assisting Oxfam volunteers to raise donation at 9 rice selling stalls. A total of around MOP500,000 was raised through rice selling and corporate sponsorships, and was placed in Oxfam’s newly opened account in BCM as the non-government organisation’s ongoing operating capital.



澳門商業銀行支持樂施米義賣大行動  
BCM supported the Oxfam Rice Selling initiative

澳門商業銀行繼續贊助及支持澳門樂施競跑旅遊塔。義工隊在旅遊塔終點提供協助的同時，合共3個接力隊及4名同事參加了比賽，並在半塔比賽中獲得第一及第二名的成績。

BCM also repeated its sponsorship for Oxfam’s annual Tower Run in Macau. While a team of volunteers assisted at the finishing line of the Tower, a total of 3 relay teams and 4 colleagues participated in the races and finished with the first and second runners-up results in the Half Tower race.





## 社區(續)

### 推廣體育及支持有需要人士(續)

除捐款外，澳門商業銀行於2019年7月及11月配合救世軍的捐贈活動，贈送了向員工及其親友所收集逾90公斤的衣物、書籍及玩具等。

同時，大新銀行(中國)參加了一系列社會福利活動，包括植樹、捐血活動、肥皂回收及照顧自閉症兒童。上海分行分別於2019年5月及12月舉辦了慈善活動，以提高對自閉症及環境的認識。

## 環保

大新銀行的6支公司隊伍連續第五年參加「柯尼卡美能達綠色音樂會」暨「單車歌王爭霸戰」，活動的目的是透過挑戰參賽者的體能極限，提高大眾的環保意識以及為慈善組織籌款。本年度亦參與為善學慈善基金的「善學晨曦行動」籌款活動，支持特殊教育需要的學生及其家人。



本集團參加「柯尼卡美能達綠色音樂會」暨「單車歌王爭霸戰」  
The Group joined the "Konica Minolta Green Concert cum King of Singing Bike Battle"

本集團繼續利用社交網絡平台傳播低碳生活意識及有效地向大眾傳達「綠色」信息。員工在Facebook撰寫網誌，指出我們面對的環境問題，並提出家居減廢方法的建議。此外，大新保險以「大新保險與您守護地球2019之Show環保So環保」的名義舉辦了一個Facebook有獎遊戲，提高大眾對低碳生活及節能意識。

## COMMUNITY (Continued)

### Promoting Sports and Supporting Those in Need (Continued)

Monetary donations aside, BCM also coordinated donation drives to the Salvation Army in Macau in July and November 2019 and gave away over 90 kg of clothing, books and toys, etc. collected from staff members, their relatives and friends.

Meanwhile, DSB China participated in a series of social welfare activities including tree planting, blood donation, soap recycling, and caring for autistic children. The Shanghai branch also held charity events to raise awareness of autism and the environment in May and December 2019 respectively.

## Environmental Conservation

For the fifth consecutive year, 6 corporate teams from DSB participated in the "Konica Minolta Green Concert cum King of Singing Bike Battle". The event aims to raise public awareness of environmental protection by challenging contestants' physical limits and raising funds for a charitable organisation. This year, the event raised funds for the "Rising Sun Project" of Sheen Hok Charitable Foundation to support Special Educational Needs students and their families.

The Group continued to leverage social networking platforms to spread awareness of low carbon living and effectively communicate the "green" message to the public. Our staff members wrote blogposts on Facebook to highlight the environmental issues we are facing and gave suggestions on how households can contribute to waste reduction. Moreover, a Facebook Wall Game was launched in the name of "Save Our Environment and Earth — Show Green, So Green" to improve public awareness of low carbon living and energy saving.



## 社區(續)

### 環保(續)

此外，為推動素食對環境及健康的益處，大新保險再次邀請素菜烹飪書作家李美怡小姐編製3款素菜食譜，附有由本地年輕藝術家設計的生動插圖。該等食譜上載於大新保險的Facebook頁面、公共網站及內聯網，與員工及大眾共享。

### 金融普惠

本集團參與金管局的《公平待客約章》並通過豁免徵收低額結存服務月費及不動戶收費以支持弱勢社群客戶，例如長者、未成年人士、低收入人士及殘疾人士。

為了支持香港銀行公會的社區教育活動「智用網上銀行服務」，大新銀行與其他五家銀行的義工於2019年11月與本地社會服務機構合辦理財教育活動。該活動旨在鼓勵對科技知識較弱的目標群體（例如年齡在40-65歲之間的中年人）透過善用網上銀行的提示及實用信息而受惠於數碼生活的便利。

## 環境

環境的可持續性是本集團履行社會責任的重要一環。於2019年，我們實施一項全面計劃，邀請員工對本集團提升環境可持續性發表意見。在100多個構思中，有10個被選為未來的實施方案，並向作出貢獻的員工頒發獎項。在提交的方案中，無紙化為共同主題，下文詳列實現該目標而採取的持續措施。

在我們企業社會責任政策的指引下，我們致力透過控制能源消耗及製造廢物以及提倡綠色融資，減低我們直接及間接對環境造成的影響。

## COMMUNITY (Continued)

### Environmental Conservation (Continued)

Separately, in order to promote the environmental and health benefits of a vegetarian diet, DSI again invited vegan cookbook writer Ms. Cathy Lee to compile 3 vegetarian recipes with delightful illustrations by young local artists. These were posted on DSI Facebook page, public website and intranet portal to share with our staff and the general public.

### Financial Inclusion

The Group participates in HKMA's "Treat Customers Fairly Charter" and supports disadvantaged customers, such as the elderly, minors, low income groups and physically or mentally challenged customers, by providing waivers for low balance maintenance and dormant account fees.

In support of HKAB's community education campaign, "Smart Use of Online Banking", volunteers from DSB along with five other banks participated in a financial education workshop held in partnership with local social service organisations in November 2019. The workshop was designed to encourage less tech-savvy target groups, for example the young old (aged 40-65), to reap the benefits of digital life through tips and practical information on smart use of online banking.

## ENVIRONMENT

Environmental sustainability is a key part of the Group's social responsibility effort. In 2019, we implemented a bank-wide programme inviting ideas from employees on how the Group could enhance our environmental sustainability. Out of over 100 ideas received, 10 were shortlisted for future implementation and prizes were awarded to the contributing employees. Paperless was a common theme among the submitted proposals, and ongoing measures towards that goal are detailed in the following sections.

Guided by our CSR Policy, we strive to minimise our direct and indirect impact to the environment by containing our energy consumption and waste generation, as well as advocating green finance.





## 環境(續)

### 能源及溫室氣體排放管理

本集團在所有營運部門明確優先選用能源效益較高的電器及設備。本集團已逐步採用LED燈替換現有的光管及天花射燈。於2019年，澳門商業銀行採用LED燈替換現有187條光管，而大新銀行(中國)在上海的新辦公室亦有採用LED燈。透過使用LED燈，照明耗電量節省40%。大新銀行(中國)在上海的新辦公室亦採用智能能源管理，例如，在洗手間使用計時設備有助於在非工作時間減少80%的照明耗電。

為減少能源消耗及相關溫室氣體排放，我們採用「源頭減廢」方法。例如，大新銀行(中國)鼓勵員工利用公共交通工具或甚至步行代替乘坐私家車上班。

澳門商業銀行參加了由能源業發展辦公室舉辦的節能週2019，與澳門其他參與者一起，關閉澳門商業銀行大廈內所有不必要的照明燈一小時。

### 減少及回收廢物

本集團致力減廢及鼓勵循環再用。我們在辦公室設置回收箱及分類回收箱，促進廢物處理，在2019年回收了約133,937公斤廢紙進行循環再用。

我們提倡在需要列印文件時採用雙面印刷。我們使用FSC認證的複印紙進行常規文件印刷及利是封印刷並以環保循環紙張印製我們的名片及信紙。這些措施實現我們對減廢及循環再用的承諾。

## ENVIRONMENT (Continued)

### Energy and Greenhouse Gas Emission Management

The Group adopts an express preference for energy efficient electronic appliances and equipment in all our operations. We have been progressively replacing existing fluorescent tubes and downlights in offices with LED lights. In 2019, BCM replaced 187 fluorescent tubes with LED tubes and LED tubes are used in DSB China's new offices in Shanghai. The use of LED lights contributed to a 40% savings in power consumption for lighting. DSB China's new offices in Shanghai also adopted smart energy management, for instance, the use of timing devices helped reduce restroom lighting by 80% during non-working hours.

To reduce energy consumption and associated greenhouse gas emissions, we have opted for the "Reduce at Source" approach. For example, DSB China encourages employees to make use of public transportation or even go to office on foot instead of commuting by private cars.

BCM participated in the Macao Energy Conservation Week 2019 organised by the Office for the Development of the Energy Sector whereby all unnecessary lights in the BCM building were turned off for one hour alongside other participants in Macau.

### Waste Reduction and Recycling

The Group endeavours to reduce waste generation and encourage recycling. Recycling bins and waste separation bins have been installed in our premises to facilitate responsible waste management, approximately 133,937 kg of used paper was collected for recycling in 2019.

We advocate double-sided printing at work where paper materials are to be prepared. We use FSC certified copy paper for general document printing and red packet printing as well as eco-friendly recycled paper for our business cards and letterheads to affirm our commitment to waste reduction and recycling.



## 環境(續)

### 減少及回收廢物(續)

大新銀行持續收集及運送可回收物料予非政府組織作回收用途。於2019年，大新銀行分別收集及運送超過254公斤的利是封及381本書籍至綠領行動及救世軍供重用及循環再造。

我們再次榮獲香港環境運動委員會授予「卓越級別」減廢證書，認可我們的廢物管理措施。

在澳門，澳門商業銀行參加了澳門環境保護局於2019年2月及9月舉辦的利是封及月餅盒回收活動，成功收合集計逾8,000個新舊利是封及約60個月餅盒供循環再用。

澳門商業銀行亦與影印機供應商及佳能澳門合作回收打印機墨盒。於2019年，共有72盒/28.8公斤佳能碳粉被送回香港進行回收。此外，澳門商業銀行與其供應商合作回收了1.06噸資訊科技設備，並獲得科域國際有限公司頒發回收證書。

### 無紙化

無紙化是我們減少環境足跡的重要一步。在可行的情況下，本集團會投放資源在無紙化理念及採納無紙化程序。我們持續將網上銀行平台升級，客戶可透過該等平台以電子方式查閱銀行結單、通知書及銀行提示。客戶亦可以在自動櫃員機選擇電子收據，減少紙張消耗。

截至2019年底，我們已將超過8,000張信用卡及VIP銀行客戶的結單轉用電子結單發送，每年節省約331,000張紙。此外，逾90%股東已選擇電子通訊服務，從而節省了約125萬張紙。

## ENVIRONMENT (Continued)

### Waste Reduction and Recycling (Continued)

DSB continues its efforts to collect and send recyclable materials to non-governmental organisations for recycling. In 2019, DSB collected and sent more than 254 kg of red packet envelopes and 381 books to Greeners Action and the Salvation Army respectively for reuse and recycling.

We received again the “Wastewi\$e Certificate – Excellent Level” issued by the Environmental Campaign Committee in Hong Kong in recognition of our responsible waste management practices.

In Macau, BCM joined the recycling of red packets and moon cake boxes event organised by the Environmental Protection Bureau of Macau in February and September 2019, where a total of over 8,000 new and old red packets and around 60 moon cake boxes were collected for recycling.

BCM also worked with Copier Vendor and Canon Macau to recycle printer cartridges. A total of 72 pcs/28.8 kg of Canon toner were sent back to Hong Kong for recycling in 2019. In addition, BCM worked with its vendors to recycle 1.06 tons of IT equipment, and was awarded the Certificate of Recycling issued by Vannex International Limited.

### Going Paperless

Going paperless is an important step that we have taken to reduce our environmental footprint. The Group invests in and adopts paperless processes where possible. We continue to upgrade our internet banking platforms through which customers can get access to bank statements, advice and bank alerts electronically. Customers can also opt for e-receipts at ATMs to reduce paper consumption.

By end-2019, we have migrated a total of more than 8,000 credit card and VIP Banking customers to e-statements, resulting in savings of approximately 331,000 pieces of paper per annum. In addition, over 90% of our shareholders have opted for e-communication services, resulting in savings of approximately 1,250,000 pieces of paper.





## 環境(續)

### 無紙化(續)

在澳門，澳門商業銀行推出其網上結單及賬戶查詢服務，幫助並鼓勵客戶登記網上註冊服務並檢索電子結單。

同時，澳門保險的電子保單系統有助客戶網上購買旅行及家居保險，並在交易完成後將電子版的保單發送給客戶，大大減少紙張使用量。

在辦公室內，我們以電子報告取代若干紙張報告，並於業務中廣泛採用電子表格及電子傳真，共用及傳送行政文件。我們已在各辦公室及分行配置超過200台掃描器，以便將各種記錄數碼化，並鼓勵客戶節約用紙及紙製品。

於2019年，大新銀行舉行了「歡樂綠色生活」活動，大新銀行管理層向全體大新銀行員工送出小禮物－可重複使用及可清洗的鋼飲管，以表示謝意，並推廣減少使用一次性塑料的重要性。

### 降低用水量

水是重要的資源。本集團提倡節約用水，並在我們辦公室採取實際的用水效益措施。我們提醒員工節約用水以減少浪費食水，並且安裝節省用水量的水龍頭，可以減少用水量約80%。

我們在中國內地子公司的深圳總部採用完善的環境管理及監督系統，每層樓均安裝獨立的水錶，以監控及整理終端用戶的用水習慣。我們希望透過有效利用此類數據獲得進一步的成功。

## ENVIRONMENT (Continued)

### Going Paperless (Continued)

In Macau, BCM launched its eEnquiry service to enable and encourage customers to register online for services and to retrieve e-statements.

Meanwhile, MIC's e-Policy system enables customers to buy travel and household insurance policies online, with electronic copies of the policies sent to customers upon transaction completion to minimise paper usage.

At the workplace, we have replaced certain paper-based reports with electronic copies and widely adopted e-forms and e-fax in our business for administrative document sharing and transfer. More than 200 scanning devices have been deployed at our offices and branches to facilitate digitisation of records and to engage our customers in saving paper and paper products.

In 2019, DSB held a "Happy & Green Life" event whereby DSB management sent a small gift – reusable and washable steel straws – to all DSB staff as a token of thanks as well as to promote the importance of reducing use of single-use plastic.

### Reducing Water Use

Water is a vital resource. The Group advocates water conservation and has launched practical water-efficiency measures in its premises. Employees are reminded to save water and reduce wastage. Certified water-efficient faucets and taps have been installed which can reduce water usage by around 80%.

We have adopted a well-developed environmental management and supervision system in the Shenzhen headquarters of our subsidiary in Mainland China, where individual water meters are installed on each floor to monitor and consolidate end-user water consumption habits. We wish to obtain further success with the productive use of such data.



## 環境(續)

### 支持綠色金融

本集團支持全球經濟體系趨向更綠色及低排放量。為此，本集團於中國內地的銀行業務進一步提升信貸評估及審批準則，拒絕能源密集及污染行業從業者的貸款申請，如有全面補救方案則作別論。我們支持生產環保能源、環保產品的項目及創新的可持續發展解決方案。

於2019年5月，本集團參加金管局綠色金融論壇，討論綠色金融對香港金融服務業的影響及機遇。我們支持金管局為促進香港綠色金融發展而採取的3套措施：加強綠色及可持續銀行業務，採納負責任的投資以及建立綠色金融中心。此外，我們預期透過綠色貸款支持綠色金融將為我們銀行服務帶來商機。

### 監管合規

本集團致力確保其業務經營遵守當地法律及國際法律及法規。我們亦會定期與香港交易所、金管局及保險業監管局等監管機構溝通，在監管方面緊貼市場趨勢，以確保我們了解並準備好應對有關要求，如管理與氣候及環境有關的風險。為此，我們正準備識別及減少氣候相關的重大事宜的流程及相關的披露。

## ENVIRONMENT (Continued)

### Supporting Green Finance

The Group supports the transition to a green, low-emission global economy with a smaller environmental footprint. To that end, our banking operations in Mainland China have further enhanced credit assessment and approval criteria to reject loan application from energy-intensive and polluting industry players without a full remediation plan. We are supportive of projects that produce greener energy, eco-friendly products and innovative sustainable solutions.

In May 2019, the Group participated in HKMA's Green Finance Forum to discuss the implications and opportunities of green finance for Hong Kong's financial services sector. We support HKMA's 3 sets of measures to promote Hong Kong's green finance development: to enhance green and sustainable banking, to adopt responsible investments, and to establish a Centre for Green Finance. Moreover, we anticipate that there will be business opportunities in our banking services to support green finance through green lending.

### REGULATORY COMPLIANCE

The Group is committed to ensuring its businesses operate in compliance with relevant local and international laws and regulations. We also regularly engage with regulators including the SEHK, the HKMA and the Insurance Authority to stay abreast of market trends at the regulatory front so as to ensure we are aware and prepared for relevant requirements such as managing climate and environmental-related risks. In view of this, we readily position ourselves to prepare disclosures on our processes to identify and mitigate significant climate-related issues.



### 監管合規(續)

本集團合規處不時密切關注與本集團相關的監管變化，亦進行廣泛的合規檢討，並向業務及支援單位提供建議，以加強其內部監控及監管合規成效。本集團已制定一套完善的政策及程序為我們的營運提供指引，旨在有效監控環境及監管合規。本集團會在必要時進行培訓，以協助員工了解本集團業務及監管期望的最新情況。除預防措施外，本集團還致力於確保採取監控及偵查措施以確保合規。

本集團明白於香港及海外市場所有業務及營運的管治、風險及合規的重要性。本集團風險管理部監察我們的整體風險狀況，包括風險計量、監督及控制，以支持我們的業務營運及確保風險管理符合業務、風險管理策略及風險偏好框架，以及監管準則及期望。我們的內部審核處提供獨立核證職能，除審閱包含業務、監控及支持職能的本集團內部監控機制所有方面外，並審閱合規及風險管理運作和評估監控成效。

我們的業務、營運、風險管理、合規及內部監控的進展及成效以及監管機構作出的推薦意見定期呈報予各管理層委員會、董事會委員會或董事會。

於報告期內，我們並無獲悉任何因違反有關環保、僱傭及勞工常規、營運常規、反洗錢、客戶資料保護、待客及網絡安全等法律及法規而對本集團造成重大影響的事件。

### REGULATORY COMPLIANCE (Continued)

Our Group Compliance Division takes steps to stay close to the regulatory changes relevant to the Group. It also conducts a wide variety of compliance reviews, and offers advice and recommendations to business and support units to enhance their internal control and regulatory compliance effectiveness. A comprehensive set of policies and procedures is in place to guide our operations to achieve an effective control environment and regulatory compliance. Trainings are conducted where necessary to assist our people to keep up-to-date with the understanding of the Group's operations and regulatory expectations. In addition to preventive measures, the Group also dedicates efforts to ensure there are monitoring and detective measures to enable regulatory compliance.

The Group understands the significance of governance, risks and compliance covering all of our businesses and operations in Hong Kong and the overseas markets. Our Group's risk function oversees our overall risk positions, including risk measurement, monitoring and control, to serve our business purposes and to ensure that our risk exposures are managed in line with our business and risk management strategies, risk appetite framework, and regulatory standards and expectations. Our Internal Audit provides an independent assurance function to review our compliance and risk management operations, in addition to reviewing all aspects of the Group's internal control mechanism covering our business, control and support functions, and to assess control effectiveness.

The progress and results of our business, operational, risk management, compliance and internal control, and recommendations given by our regulators, are regularly reported to respective management-level committees, Board-level committees or the Board.

During the reporting period, we were not aware of any non-compliance with laws and regulations that could have a significant impact on the Group relating to areas such as environmental protection, employment and labour practices, operational practices, AML, customer data protection, treatment of customers, and cybersecurity.



## 獎項及成就

以下是本集團在2019年獲得的主要獎項及成就：

類別	獎項
市場	<ul style="list-style-type: none"> <li>香港銀行學會頒發之第十二屆傑出財富管理師大獎之「銀獎」及「最佳提名機構獎」</li> <li>新城財經台頒發之香港企業領袖品牌 2019之「卓越銀行私人貸款服務品牌」、「卓越銀行流動證券服務品牌」及「卓越銀行聯營信用卡服務品牌」</li> <li>《都市日報》及《都市盛世》頒發都市卓越品牌大獎之「卓越商業銀行」</li> <li>香港中小型企業總商會頒發之「2019中小企業最佳拍檔獎」</li> <li>天高管理發展有限公司頒發 2018-19年天高服務獎之「持續超卓表現機構」及「持續超卓表現分店(沙田分行)」</li> <li>《資本雜誌》頒發資本卓越銀行及金融大獎2019之「資本卓越網上銀行服務大獎」、「資本卓越新世代銀行服務大獎」及「資本卓越初創微企服務大獎」</li> <li>《晴報》頒發銀行及金融服務大獎 2019之「傑出高端理財服務大獎」及「傑出企業交易銀行服務大獎」</li> <li>《華富財經》頒發華富財經傑出企業大獎 2019之「傑出企業交易銀行服務 2019」及「傑出保險公司(產險業務)2019」</li> <li>香港銀行學會頒發 2019 香港資訊及通訊科技獎：金融科技獎(銀行業務、保險及資本市場)(銅獎)</li> </ul>

## AWARDS AND RECOGNITIONS

The following are the major awards and recognitions received by the Group in 2019:

Category	Award
Marketplace	<ul style="list-style-type: none"> <li>“Silver Award” and “Top Nomination Award” under The 12th HKIB Outstanding Financial Management Planner Awards by the Hong Kong Institute of Bankers</li> <li>“Excellent Brand of Personal Loan Service”, “Excellent Brand of Mobile Securities Services” and “Excellent Brand of Co-branded Credit Card” under Hong Kong Leaders’ Choice 2019 by Metro Finance</li> <li>“Best Commercial Banking” under Metro Awards for Brand Excellence by Metro Daily and Metro Prosperity</li> <li>“Best SME’s Partner Award 2019” by Hong Kong General Chamber of Small and Medium Business</li> <li>“Persistently Outstanding Service Company” and “Persistently Outstanding Service Outlet (Shatin Branch)” under TipTop Service Award 2018-19 by TipTop Consultants Limited</li> <li>“Internet Banking Service Award”, “Merits of New Generation Banking Service” and “Merits of Small Start-up and Micro Businesses Services” under Capital Merits of Achievement in Banking and Finance 2019 by CAPITAL magazine</li> <li>“Excellence Award for High-end Financial Management” and “Best Corporate Transaction Banking Service Award” under Banking &amp; Finance Awards 2019 by Sky Post</li> <li>“Outstanding Enterprise Transaction Banking Services 2019” and “Outstanding Insurance Company (General Business) 2019” under Quamnet Outstanding Enterprises Awards 2019 by Quamnet</li> <li>FinTech Award (Banking, Insurance &amp; Capital Market) (Bronze Award) under the Hong Kong ICT Awards 2019 by Hong Kong Institute of Bankers</li> </ul>





獎項及成就(續)

類別	獎項
工作環境	<ul style="list-style-type: none"> <li>獲《JobMarket 求職廣場》頒發「卓越僱主大獎」</li> <li>僱員再培訓局授予「人才企業」</li> <li>香港財務策劃師學會頒發理財教育領袖大獎2019之「優質財策企業」及「企業理財教育領袖—金獎」</li> <li>香港銀行學會頒發香港銀行業人才發展獎勵計劃之「HKIB人才發展獎 (I類獎)2019」</li> <li>CTgoodjobs 頒發「企業品牌形象影片大獎」</li> <li>強制性公積金計劃管理局頒發「積金好僱主5年」、「電子供款獎」及「積金推廣獎」獎項</li> <li>香港中華基督教青年會頒發「運動友善計劃」之「企業嘉許狀」</li> </ul>
社區	<ul style="list-style-type: none"> <li>超過連續15年獲香港社會服務聯會的商界展關懷計劃頒發為「商界展關懷」企業</li> <li>《資本雜誌》頒發之「企業社會責任大獎」2019</li> <li>香港中華基督教青年會頒發Y-Care 企業伙伴計劃的「新晉企業夥伴」獎項</li> <li>澳門青年創業孵化中心頒發「無償會計及稅務諮詢服務感謝狀」</li> <li>樂施競跑旅遊塔2019「主要贊助商感謝狀」及「企業義工隊伍感謝狀」</li> </ul>

AWARDS AND RECOGNITIONS (Continued)

Category	Award
Workplace	<ul style="list-style-type: none"> <li>“The Employer of Choice Award” by JobMarket</li> <li>“Manpower Developer” by the Employee Retraining Board</li> <li>“Accredited Professional Financial Planning Firm” and “Corporate Financial Education Leadership – Gold Award” under Financial Education Leadership Awards 2019 by the Institute of Financial Planners of Hong Kong</li> <li>“Category I: The HKIB Talent Development Award 2019” under Hong Kong Banking Industry Talent Development Awards Programme by the Hong Kong Institute of Bankers</li> <li>“Best Employer Branding Video Award” by CTgoodjobs</li> <li>“Good MPF Employer 5 Years”, “e-Contribution Award” &amp; “MPF Support Award” from the Mandatory Provident Fund Schemes Authority</li> <li>“Certificate of Appreciation” under the “Sport-Friendly Action” by Chinese YMCA of Hong Kong</li> </ul>
Community	<ul style="list-style-type: none"> <li>“15+ Years Caring Company” recognition from the Hong Kong Council of Social Service Caring Company Scheme</li> <li>“2019 Corporate Social Responsibility Award” by CAPITAL magazine</li> <li>“New Partner of the Year 2019” for Y-Care CSR Scheme by Chinese YMCA of Hong Kong</li> <li>“Certificate of Appreciation for Pro Bono Accounting and Taxation Advisory Services” by the Macao Young Entrepreneur Incubation Centre</li> <li>“Certificates of Appreciation for being the Key Sponsor and the Corporate Volunteers Team” for the Oxfam Tower Run 2019</li> </ul>



獎項及成就(續)

類別	獎項
環境	<ul style="list-style-type: none"> <li>環境運動委員會授予香港綠色機構認證下的「良好級別」節能證書</li> <li>環境運動委員會授予香港綠色機構認證下的「卓越級別」減廢證書</li> <li>環境局《戶外燈光約章》2019年鉑金獎(大新銀行30間分行)</li> <li>2019年「柯尼卡美能達綠色音樂會」暨「單車歌王爭霸戰」之「隊伍賽冠軍」</li> <li>綠領行動「利是封回收重用大行動」金封包贊助</li> <li>救世軍循環再用計劃—書籍捐贈者</li> </ul>

AWARDS AND RECOGNITIONS (Continued)

Category	Award
Environment	<ul style="list-style-type: none"> <li>“Energywi\$e certificate — Good Level” under the Hong Kong Green Organisation Certification by the Environmental Campaign Committee</li> <li>“Wastewi\$e certificate — Excellent Level” under the Hong Kong Green Organisation Certification by the Environmental Campaign Committee</li> <li>Platinum Award 2019 of Environment Bureau’s Charter on External Lighting (30 branches of DSB)</li> <li>“Team Champion Award” of “Konica Minolta Green Concert 2019 cum King of Singing Bike Battle”</li> <li>Gold Sponsor — “Red Packet Recycling and Reuse Programme” organised by the Greeners Action</li> <li>Books Donator — The Salvation Army Recycling Programme</li> </ul>



本集團於2019年獲得各種獎項之照片  
Photos of some of the Group’s awards in 2019



環境關鍵績效指標數據表

ENVIRONMENTAL KPI DATA TABLE

環境關鍵績效指標數 Environmental KPIs	單位 Unit	2019	2018
<b>溫室氣體排放量</b> Greenhouse gas (“GHG”) emissions			
溫室氣體總排放量 Total GHG emissions	噸(二氧化碳當量) tonne CO <sub>2e</sub>	5,373.46	5,340.88
範圍 1 – 直接排放及減除 <sup>(1)</sup> Scope 1 – Direct emissions and removals <sup>(1)</sup>	噸(二氧化碳當量) tonne CO <sub>2e</sub>	不適用 N/A	不適用 N/A
範圍 2 – 能源間接排放 Scope 2 – Energy indirect emissions	噸(二氧化碳當量) tonne CO <sub>2e</sub>	5,373.46	5,340.88
<b>所產生廢棄物</b> Waste produced			
所產生有害廢棄物總量 Total hazardous waste produced	噸 tonne	5.73	9.39
所產生無害廢棄物總量 Total non-hazardous waste produced	噸 tonne	433.44	392.86
<b>能源消耗量</b> Energy consumption			
能源總耗量 Total energy consumption	千瓦時 kWh	7,249,203.83	7,377,952.48
間接能源總耗量 – 購買電力 Total indirect energy consumption – Purchased electricity	千瓦時 kWh	7,249,203.83	7,377,952.48
間接能源總耗量密度 Total indirect energy consumption intensity			
按全職僱員數目計算 By number of Full Time Employee (“FTE”)	千瓦時/全職僱員 kWh/FTE	2,340.72	2,316.83
<b>耗水量</b> Water consumption			
總耗水量 Total water consumption	立方米 m <sup>3</sup>	11,161.31	11,600.89 <sup>(2)</sup>
耗水密度 Water consumption intensity			
按全職僱員數目計算 By number of FTE	立方米/全職僱員 m <sup>3</sup> /FTE	3.60	3.64 <sup>(2)</sup>

註：

- (1) 本集團是一家金融服務機構，在範圍1 – 直接排放及減除上並沒有重大排放。
- (2) 本報告修訂了2018年的耗水量數據，以反映實際用水量。

Notes:

- (1) The Group is a financial service institution and there is no significant Scope 1 – direct emissions and removals by the Group.
- (2) The data for total water consumption in 2018 has been revised in this report to reflect the actual water consumption.



董事會謹提呈截至2019年12月31日止年度之報告及經審核之財務報表。

The Directors submit their report together with the audited financial statements for the year ended 31 December 2019.

### 主要業務及營運之分項分析

### PRINCIPAL ACTIVITIES AND SEGMENT ANALYSIS OF OPERATIONS

大新金融集團有限公司(「本公司」)之主要業務為投資控股。而附屬公司之主要業務則見財務報表附註28。本報告期按業務及區域分項之本公司及其附屬公司(「本集團」)業績表現分析載於財務報表附註6。

The principal activity of Dah Sing Financial Holdings Limited (the “Company”) is investment holding. The principal activities of the subsidiaries are shown in Note 28 to the financial statements. An analysis of the performance of the Company and its subsidiaries (the “Group”) for the reporting period by business and geographical segments are set out in Note 6 to the financial statements.

### 業績及盈餘分配

### RESULTS AND APPROPRIATIONS

本集團截至2019年12月31日止年度之業績載於第133頁之綜合收益賬內。

The results of the Group for the year ended 31 December 2019 are set out in the consolidated income statement on page 133.

董事會宣派中期股息每股0.39港元，共派現金124,634,289港元，已於2019年9月20日派發各股東。

The Board declared an interim dividend of HK\$0.39 per share and a total of HK\$124,634,289 in cash was paid on 20 September 2019.

董事會建議派發末期現金股息每股1.08港元，合共345,141,108港元。

The Directors recommend the payment of a final dividend of HK\$1.08 per share in cash, totalling HK\$345,141,108.

### 暫停辦理股東登記

### CLOSURE OF REGISTER OF SHAREHOLDERS

為釐定股東有權出席應屆之股東週年大會並於會上投票：

For determining shareholders’ right to attend and vote at the forthcoming annual general meeting:

暫停辦理股東登記日期(包括首尾兩天)

2020年5月26日(星期二)至2020年5月29日(星期五)

Closure dates of Register of Shareholders (both days inclusive)

26 May 2020 (Tuesday) to 29 May 2020 (Friday)

截止辦理股份過戶時間

2020年5月25日(星期一)下午4時30分

Latest time to lodge transfers

4:30 p.m. on 25 May 2020 (Monday)

記錄日期

2020年5月29日(星期五)

Record date

29 May 2020 (Friday)

股東週年大會

2020年5月29日(星期五)

Annual General Meeting

29 May 2020 (Friday)



#### 暫停辦理股東登記(續)

為釐定股東有權獲派發建議之末期股息\*：

暫停辦理股東登記日期(包括首尾兩天)

Closure dates of Register of Shareholders (both days inclusive)

截止辦理股份過戶時間

Latest time to lodge transfers

記錄日期

Record date

末期股息預期派發日期

Expected final dividend payment date

(\*有待股東於應屆之股東週年大會批准)

在暫停辦理股東登記期間，本公司將暫停辦理股份過戶登記手續。所有股份過戶文件連同相關股票必須在有關之截止辦理股份過戶時間前送達本公司之股份登記處香港中央證券登記有限公司辦理過戶手續，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716室。

#### CLOSURE OF REGISTER OF SHAREHOLDERS (Continued)

For determining shareholders' entitlement to receive the proposed final dividend\*:

2020年6月5日(星期五)至2020年6月9日(星期二)

5 June 2020 (Friday) to 9 June 2020 (Tuesday)

2020年6月4日(星期四)下午4時30分

4:30 p.m. on 4 June 2020 (Thursday)

2020年6月9日(星期二)

9 June 2020 (Tuesday)

2020年6月17日(星期三)

17 June 2020 (Wednesday)

(\*subject to shareholders' approval at the forthcoming annual general meeting)

During the periods of the closure of Register of Shareholders, no share transfers will be registered. For registration, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before the relevant latest time to lodge transfers.



## 業務回顧

本集團之業務回顧及對本集團未來業務發展之討論及分析載於本年報之「主席報告書」及「業務回顧」內。本集團可能面對之主要風險及不明朗因素之概述亦載於本年報之「主席報告書」及「業務回顧」內。財務風險管理之目標及政策以及本集團風險管理架構及機制列於本年報之「財務報表附註」內。於年結日後發生而影響本公司之重要事件資料(如有)載於「財務報表附註」內。利用財務主要表現指標以分析本集團年內之表現於本年報之「業務回顧」內提供。此外，本集團之環保政策、與主要持份者之關係及遵守對本集團有重大影響的相關法例及規則載於本年報之「環境、社會及管治報告」及「企業管治報告」內。「財務報表附註」亦載有本集團管理架構及機制之概況，以確保本集團遵守相關之各項法例及規則。以上部份構成本董事會報告書之一部份。

## 本年度已發行之股份

本公司本年度已發行股份之詳情載於財務報表附註40。

## 捐款

本集團本年度之慈善及其他捐款共1,351,000港元。

## BUSINESS REVIEW

A review of the business of the Group and a discussion and analysis on the Group's future business development are provided in the "Chairman's Statement" and the "Review of Operations" of this Annual Report. Description of the principal risks and uncertainties that the Group may be facing can also be found in the "Chairman's Statement" and the "Review of Operations" of this Annual Report. The objectives and policies of financial risk management and the risk management structure and framework of the Group can be found in the "Notes to the Financial Statements" of this Annual Report. Particulars of important events affecting the Company that have occurred since the end of the financial year (if any) can be found in the "Notes to the Financial Statements". An analysis of the Group's performance during the year using financial key performance indicators is provided in the "Review of Operations" of this Annual Report. In addition, discussions on the Group's environmental policies and relationships with the key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group can be found in the "Environmental, Social and Governance Report" and the "Corporate Governance Report" of this Annual Report. The "Notes to the Financial Statements" also contain description of the management structures and framework to ensure compliance with various laws and regulations which are applicable to the Group. The above sections form part of this Report of the Directors.

## SHARES ISSUED IN THE YEAR

Details of the shares of the Company issued during the year are shown in Note 40 to the financial statements.

## DONATIONS

During the year, the Group made charitable and other donations amounting to HK\$1,351,000.



## 董事

本年度內及直至本報告書日期止董事芳名：

王守業  
主席

史習陶\*

梁君彥\*

簡俊傑\*

譚偉雄\*

衛皓民\*  
(2019年5月25日起獲委任為獨立非執行董事)

吉川英一

嶋內義和  
(2019年8月27日起獲委任為非執行董事)

黃漢興  
董事總經理兼行政總裁

王伯凌  
副行政總裁兼集團財務及營運總監

高松文生  
(2019年8月27日起獲委任為吉川英一  
之替任董事)

中村清次\*  
(於2019年5月24日退任)

周偉偉  
(於2019年5月24日退任)

大和健一  
(於2019年8月27日辭任)

二重孝好  
(2019年8月27日起停任為吉川英一  
之替任董事)

\* 獨立非執行董事

## DIRECTORS

The Directors of the Company during the year and up to the date of this Report are:

David Shou-Yeh Wong  
Chairman

Robert Tsai-To Sze\*

Andrew Kwan-Yuen Leung\*

Paul Michael Kennedy\*

David Wai-Hung Tam\*

Paul Franz Winkelmann\*  
(appointed as Independent Non-Executive Director with effect  
from 25 May 2019)

Eiichi Yoshikawa

Yoshikazu Shimauchi  
(appointed as Non-Executive Director with effect  
from 27 August 2019)

Hon-Hing Wong (Derek Wong)  
Managing Director and Chief Executive

Gary Pak-Ling Wang  
Deputy Chief Executive and Group Chief Financial  
and Operating Officer

Fumio Takamatsu  
(appointed as alternate to Eiichi Yoshikawa with effect  
from 27 August 2019)

Seiji Nakamura\*  
(retired with effect from 24 May 2019)

John Wai-Wai Chow  
(retired with effect from 24 May 2019)

Kenichi Yamato  
(resigned with effect from 27 August 2019)

Takayoshi Futae  
(ceased to act as alternate to Eiichi Yoshikawa with effect  
from 27 August 2019)

\* Independent Non-Executive Directors



### 董事(續)

董事王伯凌先生及吉川英一先生將按照本公司組織章程細則第122條輪值告退，合資格並願意在應屆之股東週年大會上膺選連任。

於2019年5月25日獲委任為獨立非執行董事之衛皓民先生及於2019年8月27日獲委任為非執行董事之嶋內義和先生，其任期將根據本公司組織章程細則第126條留任直至應屆之股東週年大會結束，合資格並願意在股東週年大會上膺選連任。

本公司已收到各獨立非執行董事就其於年內在任董事會的持續獨立性作出的年度確認函。本公司對他們的獨立性表示認同。

所有在應屆之股東週年大會重選之董事的資料，載於連同本年報寄發予股東的通函內。

### 董事資料之變動

根據《上市規則》第13.51B(1)條，自刊發本公司2019年中期報告起至本年報日期止，董事須披露資料的變動如下：

#### (甲) 簡俊傑先生

獨立非執行董事

- 由2020年3月20日起獲委任為Vistra Group Holdings (BVI) III Limited之獨立非執行董事

### DIRECTORS (Continued)

The Directors retiring by rotation in accordance with Article 122 of the Company's Articles of Association are Mr. Gary Pak-Ling Wang and Mr. Eiichi Yoshikawa who, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

Mr. Paul Franz Winkelmann who was appointed as an Independent Non-Executive Director on 25 May 2019 and Mr. Yoshikazu Shimauchi who was appointed as a Non-Executive Director on 27 August 2019, will hold office until the forthcoming annual general meeting in accordance with Article 126 of the Company's Articles of Association and, being eligible, offer themselves for re-election at the annual general meeting.

The Company has received an annual confirmation from each of the Independent Non-Executive Directors as regards their continued independence while serving as members of the Board of Directors during the year. The Company still considers all the Independent Non-Executive Directors to be independent.

Details of the Directors to be re-elected at the forthcoming annual general meeting are set out in the circular to the shareholders sent together with this Annual Report.

### CHANGES IN INFORMATION WITH REGARD TO DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in information required to be disclosed by the Directors since the publication of the 2019 Interim Report of the Company and up to the date of this Annual Report are set out below:

#### (a) Mr. Paul Michael Kennedy

Independent Non-Executive Director

- Appointed as an Independent Non-Executive Director of Vistra Group Holding (BVI) III Limited with effect from 20 March 2020





### 董事資料之變動(續)

#### (乙) 衛皓民先生

獨立非執行董事

- 由2019年9月23日起停任香港保險顧問聯會之紀律委員會成員
- 董事袍金調整至每年400,000港元

#### (丙) 嶋內義和先生

非執行董事

- 由2019年9月16日起於三菱UFJ銀行之職位變更為執行要員、董事總經理及香港之店長

除上文所披露外，並無其他資料須根據《上市規則》第13.51B(1)條作出披露。

### 董事服務合約

建議重選之董事與本公司或其任何附屬公司概無簽訂不可於1年內在不予賠償(法定賠償除外)的情況下終止的服務合約。

### 附屬公司董事

本年度內及直至本董事會報告書日期止，出任本公司附屬公司董事會之全部董事名單列於本董事會報告書隨後之「附屬公司董事」一節內。

### CHANGES IN INFORMATION WITH REGARD TO DIRECTORS (Continued)

#### (b) Mr. Paul Franz Winkelmann

Independent Non-Executive Director

- Ceased as a member of the disciplinary panel of The Hong Kong Confederation of Insurance Brokers with effect from 23 September 2019
- Director's fee revised to HK\$400,000 per annum

#### (c) Mr. Yoshikazu Shimauchi

Non-Executive Director

- Title in MUFG Bank, Ltd. changed to Executive Officer, Managing Director and Head of Hong Kong Branch with effect from 16 September 2019

Save as those disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election has a service contract with the Company or any of its subsidiaries which is not determinable within 1 year without payment of compensation, other than statutory compensation.

### DIRECTORS OF SUBSIDIARIES

A list of the names of all the directors who have served on the boards of the subsidiaries of the Company during the year and up to the date of this Report of the Directors is provided in the "Directors of Subsidiaries" section which follows this Report of the Directors.



## 董事及行政總裁權益

於2019年12月31日，根據《證券及期貨條例》第XV部，本公司之董事及行政總裁所持有本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部)而須向本公司及香港聯合交易所有限公司(「香港交易所」)申報之股份、相關股份及債券的權益(包括按照《證券及期貨條例》之規定而擁有或視作擁有之權益及淡倉)，或按《證券及期貨條例》規定而設置之登記冊所載，或因遵照《上市發行人董事進行證券交易的標準守則》及本公司所採納之董事證券交易守則(合稱「證券標準守則」)而須知會本公司及香港交易所之權益及淡倉如下：

### (甲) 在本公司及其相聯法團所持之股份及相關股份權益

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at 31 December 2019, the interests and short positions of the Directors and the Chief Executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (“SEHK”) pursuant to Part XV of the SFO (including interests and short positions which they have taken on or are deemed to have acquired under such provisions of the SFO), or which were required, pursuant to the SFO, to be entered in the register referred to therein, or as otherwise required to be notified to the Company and the SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers and the code of conduct for directors’ securities dealing adopted by the Company (collectively the “Securities Model Code”) were as follows:

### (a) Interests in the shares and underlying shares of the Company and its associated corporation

董事	Director	本公司普通股股份／相關股份數目				佔已發行股份 總數之權益 百分比
		個人權益	法團權益	其他權益	合計權益	
		Number of ordinary shares/underlying shares of the Company				Percentage of
		Personal	Corporate	Other	Total	interests in the
		interests	interests	interests	interests	total number of
		interests	interests	interests	interests	issued shares
王守業	David Shou-Yeh Wong	-	137,285,682 <sup>(1)</sup>	-	137,285,682	42.96%
		大新銀行集團有限公司普通股股份／相關股份數目				佔已發行股份 總數之權益 百分比
		Number of ordinary shares/underlying shares of				
		Dah Sing Banking Group Limited				Percentage of
		個人權益	法團權益	其他權益	合計權益	interests in the
		Personal	Corporate	Other	Total	total number of
		interests	interests	interests	interests	issued shares
董事	Directors	interests	interests	interests	interests	issued shares
王守業	David Shou-Yeh Wong	-	1,045,626,955 <sup>(2)</sup>	-	1,045,626,955	74.38%
王伯凌	Gary Pak-Ling Wang	2,434,691 <sup>(3)(4)</sup>	-	-	2,434,691	0.17%



## 董事及行政總裁權益(續)

### (甲) 在本公司及其相聯法團所持之股份及相關股份權益(續)

註：

- (1) 董事於法團權益乃指由其於股東大會上可控制三分之一或以上投票權之法團所持有之股份及透過家族全權信託旗下公司持有之股份。滙豐國際信託有限公司為家族全權信託受託人，王守業為其授予人。
- (2) 該等股份包括本公司持有大新銀行集團有限公司(「大新銀行集團」)74.37%控制權益，而根據《證券及期貨條例》第XV部的定義因王守業擁有本公司42.96%實益權益而被視作間接擁有大新銀行集團股份之法團權益，以及由王守業擁有控制權之公司所持有之大新銀行集團股份權益。
- (3) 王伯凌之個人權益包括(a)大新銀行集團934,691股普通股股份權益，(b)有關大新銀行集團450,000股相關股份之認股權權益(如下文段落所披露有關在大新銀行集團之認股權計劃項下所持有之認股權權益)；及(c)大新銀行集團授出有關以現金結算以股份為基礎之獎勵權利(如下文註(4)所述)而被視作持有大新銀行集團1,050,000股之名義相關股份權益。
- (4) 大新銀行集團於2018年3月20日設立一項以現金結算以股份為基礎之獎勵權利計劃，作為獎勵僱員的長期獎勵計劃。根據該計劃授予的權利，於授予日起計第1個週年分5批平均歸屬並可予以行使。在滿意表現評估指標的前提下，承授人可行使其歸屬的權利。該計劃是一項將承授人的表現與大新銀行集團股價掛鈎的遞延現金花紅計劃，並不會向承授人發行任何大新銀行集團股份。

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

### (a) Interests in the shares and underlying shares of the Company and its associated corporation (Continued)

Notes:

- (1) The corporate interests were in respect of shares held by a corporation in which the director controlled one third or more of the voting powers at general meetings and shares held by companies under a family discretionary trust. HSBC International Trustee Limited is the trustee of a family discretionary trust of which David Shou-Yeh Wong is the settlor.
- (2) Such shares included the indirect corporate interests of David Shou-Yeh Wong in Dah Sing Banking Group Limited ("DSBG") under Part XV of the SFO by virtue of his beneficial interests of 42.96% in the Company which currently holds a controlling interest of 74.37% in DSBG and interests in DSBG held through a company controlled by David Shou-Yeh Wong.
- (3) The personal interests of Gary Pak-Ling Wang comprised of (a) interests in 934,691 ordinary shares of DSBG, (b) interests in share options in respect of 450,000 underlying shares of DSBG as disclosed in the following section regarding interests in options under share option schemes of DSBG; and (c) deemed interests in 1,050,000 notional underlying shares of DSBG relating to cash-settled share-based incentive options granted by DSBG as explained in note (4) below.
- (4) DSBG had established a cash-settled share-based incentive option scheme as a long-term incentive plan to incentivize employees on 20 March 2018. The rights granted under the scheme shall be exercisable upon vesting in 5 equal tranches commencing from the first anniversary of the date of grant. Subject to the satisfaction of performance appraisal indicators, grantees may exercise their vested options. No shares of DSBG will be issued to the grantees of the options under the scheme which is essentially a deferred cash bonus scheme linked to the performance of the grantees and the share price of DSBG.



## 董事及行政總裁權益(續)

### (乙) 在本公司及其相聯法團認股權計劃下所持之認股權權益

#### 1. 本公司之認股權計劃

於2015年5月27日，本公司股東通過批准採納認股權計劃(「大新金融計劃」)。

根據香港聯合交易所有限公司證券上市規則(「《上市規則》」)之要求，大新金融計劃概括如下：

#### (1) 大新金融計劃的目的：

大新金融計劃的目的旨在激勵及／或回饋對本集團作出貢獻及一直以來推動本集團利益而努力之承授人。

#### (2) 大新金融計劃的參與人：

任何一位董事、經理或於本集團擔任行政、管理或主管職位之僱員，或由董事會行使唯一酌情權決定大新金融計劃之合資格參與人。

#### (3) 大新金融計劃中可予發行的股份總數及其於本董事會報告書日期佔已發行股份總數的百分率：

於本董事會報告書日期，大新金融計劃及任何其他計劃下可予發行之股份數目為15,978,755股，佔本公司已發行股份總數5%。

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

### (b) Interests in options under share option schemes of the Company and its associated corporation

#### 1. Share option scheme of the Company

On 27 May 2015, the shareholders of the Company approved the adoption of a share option scheme (the “DSFH Scheme”).

In accordance with the requirements of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), a summary of the DSFH Scheme is disclosed as follows:

#### (1) Purpose of the DSFH Scheme:

The purpose of the DSFH Scheme is to provide an incentive and/or reward to grantees for their contribution to, and continuing efforts to promote the interests of, the Group.

#### (2) Participants of the DSFH Scheme:

Any director, manager, or other employee holding an executive, managerial or supervisory position in the Group as the Board may in its sole discretion determine to be eligible to participate in the DSFH Scheme.

#### (3) Total number of shares available for issue under the DSFH Scheme and percentage of total number of issued shares as at the date of this Report of the Directors:

The number of shares available for issue under the DSFH Scheme and any other schemes is 15,978,755 shares, representing 5% of the total number of issued shares of the Company as at the date of this Report of the Directors.



## 董事及行政總裁權益(續)

### (乙) 在本公司及其相聯法團認股權計劃下所持之認股權權益(續)

#### 1. 本公司之認股權計劃(續)

- (4) 大新金融計劃中每名參與人可獲授權益上限：

任何合資格人士其獲授予認股權可認購之股份若行使後，加上給予其已發行及將發行之股份總數在授予有關認股權包括當日計過往12個月期間超過已發行股份的1%，則不會獲授予認股權。任何進一步授予高於上限之認股權須遵守大新金融計劃之條款及受不時修訂之《上市規則》所約束。

- (5) 根據認股權可認購股份的期限：

行使期由提名及薪酬委員會代表本公司董事會決定，及於授予有關認股權時闡明。股份須於有關認股權授予日起計10年內認購。

- (6) 認股權行使之前必須持有的最短期限：

必須持有的最短期限由提名及薪酬委員會代表本公司董事會決定，及於授予時闡明。

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

### (b) Interests in options under share option schemes of the Company and its associated corporation (Continued)

#### 1. Share option scheme of the Company (Continued)

- (4) Maximum entitlement of each participant under the DSFH Scheme:

No share options may be granted to any eligible person which, if exercised, would result in such eligible person becoming entitled to subscribe for such number of shares as, when aggregated with the total number of shares already issued or to be issued to him under all share options granted to him in the 12-month period up to and including the offer date of relevant options, exceed 1% of the shares in issue at such date. Any grant of further share options above the limit shall be subject to the provisions of the DSFH Scheme and the Listing Rules as amended from time to time.

- (5) Period within which the shares must be taken up under an option:

The exercise period is determined by the Nomination and Remuneration Committee on behalf of the Board of the Company, and is specified when related share options are granted. Shares under the share options must be taken up within 10 years from the date of grant.

- (6) Minimum period for which an option must be held before it can be exercised:

The minimum holding period is determined by the Nomination and Remuneration Committee on behalf of the Board of the Company, and is specified when related share options are granted.



## 董事及行政總裁權益(續)

### (乙) 在本公司及其相聯法團認股權計劃下所持之認股權權益(續)

#### I. 本公司之認股權計劃(續)

- (7) 申請或接受認股權須付金額以及付款或通知付款的期限或償還有關貸款的期限：

接受認股權應支付金額按每份認股權1港元代價認購，及須於授予日起計21天內或在達成其授予條件(如有)之日期內繳訖。

- (8) 行使價的釐定基準：

每份認股權之行使價乃由提名及薪酬委員會代表本公司董事會以不得寬鬆於《上市規則》第17.03(9)條規定下，按不低於以下之較高者作釐定：(i)本公司股份在授予日於香港交易所買賣之收市價；及(ii)本公司股份在緊接授予日前5個營業日於香港交易所買賣之平均收市價。

- (9) 大新金融計劃尚餘有效期：

大新金融計劃由2015年5月27日起計10年內有效，至2025年5月26日屆滿。

大新金融計劃自採納日起至2019年12月31日，並無任何認股權根據大新金融計劃授出。

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

### (b) Interests in options under share option schemes of the Company and its associated corporation (Continued)

#### I. Share option scheme of the Company (Continued)

- (7) Amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purpose must be repaid:

The amount payable on acceptance of an option is HK\$1 and must be made within 21 days upon offer of granting of share options or the date on which the conditions (if any) for the offer are satisfied.

- (8) Basis of determining the exercise price:

The exercise price per option share is concluded by the Nomination and Remuneration Committee on behalf of the Board of the Company on the basis no less exacting than the requirement set out in Rule 17.03(9) of the Listing Rules and is determined as no less than the higher of (i) the closing price of the Company's shares traded on the SEHK on the date of grant; and (ii) the average closing price of the Company's shares traded on the SEHK for the 5 business days immediately preceding the date of grant.

- (9) Remaining life of the DSFH Scheme:

The DSFH Scheme shall be valid and effective for a period of 10 years commencing from 27 May 2015 and expiring at the close of 26 May 2025.

No share options had been granted under the DSFH Scheme from the date of its adoption to 31 December 2019.



## 董事及行政總裁權益(續)

### (乙) 在本公司及其相聯法團認股權計劃下所持之認股權權益(續)

#### II. 本公司主要附屬公司—大新銀行集團有限公司之認股權計劃

本公司及大新銀行集團有限公司(「大新銀行集團」)股東均於2014年5月27日舉行的股東週年大會通過批准採納大新銀行集團之新認股權計劃(「大新銀行集團新計劃」)，並與此同時終止大新銀行集團於2004年6月12日採納之認股權計劃(「大新銀行集團舊計劃」)。大新銀行集團舊計劃終止後，不得據此計劃進一步授出任何認股權，惟大新銀行集團舊計劃之條文就於有關終止前已授出但於終止時仍未行使之全部認股權而言，仍具有十足效力及作用。

根據《上市規則》之要求，大新銀行集團舊計劃及大新銀行集團新計劃(合稱「該等大新銀行集團計劃」)概括如下：

#### (1) 該等大新銀行集團計劃的目的：

該等大新銀行集團計劃的目的旨在招攬、獎勵及挽留高質素行政人員以助大新銀行集團旗下公司的業務及擴展。

#### (2) 該等大新銀行集團計劃的參與人：

該等大新銀行集團計劃合資格參與人包括大新銀行集團及附屬公司之董事及擔任管理職位之僱員。

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

### (b) Interests in options under share option schemes of the Company and its associated corporation (Continued)

#### II. Share option scheme of Dah Sing Banking Group Limited, a majority owned subsidiary of the Company

The respective shareholders of the Company and Dah Sing Banking Group Limited (“DSBG”) approved the adoption of a new share option scheme of DSBG (the “New DSBG Scheme”) and, at the same time, the termination of the share option scheme adopted by DSBG on 12 June 2004 (the “Old DSBG Scheme”) at the respective annual general meeting held on 27 May 2014. No further share options can be offered under the Old DSBG Scheme after its termination but the provisions of the Old DSBG Scheme remain in full force and effect to the extent necessary to give effect to exercise of all share options granted prior to the termination of the Old DSBG Scheme but not yet exercised at the time of termination.

In accordance with the requirements of the Listing Rules, a summary of the Old DSBG Scheme and the New DSBG Scheme (collectively the “DSBG Schemes”) is disclosed as follows:

#### (1) Purpose of the DSBG Schemes:

The purpose of the DSBG Schemes is to attract, motivate and retain high quality executives to contribute to the business and growth of DSBG group of companies.

#### (2) Participants of the DSBG Schemes:

Eligible participants of the DSBG Schemes included directors and employees holding supervisory positions in DSBG and its subsidiaries.



董事及行政總裁權益(續)

(乙) 在本公司及其相聯法團認股權計劃下所持之認股權權益(續)

II. 本公司主要附屬公司—大新銀行集團有限公司之認股權計劃(續)

- (3) 該等大新銀行集團計劃中可予發行的股份總數及其於本董事會報告書日期佔已發行股份總數的百分率：

隨着大新銀行集團舊計劃終止後，並無任何認股權可根據大新銀行集團舊計劃進一步授出。

於本董事會報告書日期，大新銀行集團新計劃及任何其他計劃下可予發行之股份數目為70,076,781股，佔大新銀行集團已發行股份總數4.99%。

- (4) 該等大新銀行集團計劃中每名參與人可獲授權益上限：

任何合資格人士其獲授予認股權可認購之股份若行使後，加上給予其已發行及將發行之股份總數在授予有關認股權包括當日計過往12個月期間超過已發行股份的1%，則不會獲授予認股權。任何進一步授予高於上限之認股權須遵守該等大新銀行集團計劃之條款及受不時修訂之《上市規則》所約束。

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

(b) Interests in options under share option schemes of the Company and its associated corporation (Continued)

II. Share option scheme of Dah Sing Banking Group Limited, a majority owned subsidiary of the Company (Continued)

- (3) Total number of shares available for issue under the DSBG Schemes and percentage of total number of issued shares as at the date of this Report of the Directors:

Following the termination of the Old DSBG Scheme, no further share options can be granted under the Old DSBG Scheme.

The number of shares available for issue under the New DSBG Scheme and any other schemes is 70,076,781 shares, representing 4.99% of the total number of issued shares of DSBG as at the date of this Report of the Directors.

- (4) Maximum entitlement of each participant under the DSBG Schemes:

No share options may be granted to any eligible person which, if exercised, would result in such eligible person becoming entitled to subscribe for such number of shares as, when aggregated with the total number of shares already issued or to be issued to him under all share options granted to him in the 12-month period up to and including the offer date of relevant options, exceed 1% of the shares in issue at such date. Any grant of further share options above the limit shall be subject to the provisions of the DSBG Schemes and the Listing Rules as amended from time to time.





## 董事及行政總裁權益(續)

### (乙) 在本公司及其相聯法團認股權計劃下所持之認股權權益(續)

#### II. 本公司主要附屬公司—大新銀行集團有限公司之認股權計劃(續)

##### (5) 根據認股權可認購股份的期限：

行使期由提名及薪酬委員會代表大新銀行集團董事會決定，及於授予有關認股權時闡明。股份須於有關認股權授予日起計10年內認購。所有根據該等大新銀行集團計劃下授予各承授人之認股權於授出日起計第1個至第5個週年分5批平均歸屬並可予以行使。

##### (6) 認股權行使之前必須持有的最短期限：

必須持有的最短期限由提名及薪酬委員會代表大新銀行集團董事會決定，及於授予時闡明。該等大新銀行集團計劃下之認股權不得於由授予日起計1年內行使。

##### (7) 申請或接受認股權須付金額以及付款或通知付款的期限或償還有關貸款的期限：

接受認股權應支付金額按每份認股權1港元代價認購，及須於授予日起計21天內或在達成其授予條件(如有)之日期內繳訖。

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

### (b) Interests in options under share option schemes of the Company and its associated corporation (Continued)

#### II. Share option scheme of Dah Sing Banking Group Limited, a majority owned subsidiary of the Company (Continued)

##### (5) Period within which the shares must be taken up under an option:

The exercise period is determined by the Nomination and Remuneration Committee on behalf of the Board of DSBG, and is specified when related share options are granted. Shares under the share options must be taken up within 10 years from the date of grant. All the existing share options granted under the DSBG Schemes shall be exercisable upon vesting in 5 equal tranches between the first and fifth anniversaries from the date of grant.

##### (6) Minimum period for which an option must be held before it can be exercised:

The minimum holding period is determined by the Nomination and Remuneration Committee on behalf of the Board of DSBG, and is specified when related share options are granted. None of the existing share options under the DSBG Schemes shall be exercisable within 1 year from the date of grant.

##### (7) Amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purpose must be repaid:

The amount payable on acceptance of an option is HK\$1 and must be made within 21 days upon offer of granting of share options or the date on which the conditions (if any) for the offer are satisfied.



董事及行政總裁權益(續)

(乙) 在本公司及其相聯法團認股權計劃下所持之認股權權益(續)

II. 本公司主要附屬公司—大新銀行集團有限公司之認股權計劃(續)

(8) 行使價的釐定基準：

每份認股權之行使價乃由提名及薪酬委員會代表大新銀行集團董事會以不得寬鬆於《上市規則》第17.03(9)條規定下，按不低於以下之較高者作釐定：  
(i) 大新銀行集團股份在授予日於香港交易所買賣之收市價；及  
(ii) 大新銀行集團股份在緊接在授予日前5個交易日於香港交易所買賣之平均收市價。

(9) 該等大新銀行集團計劃尚餘有效期：

大新銀行集團舊計劃已於2014年5月27日終止，所有根據大新銀行集團舊計劃授出而尚未行使之認股權已於2019年內行使。大新銀行集團新計劃由2014年5月27日起計10年內有效，至2024年5月26日屆滿。

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

(b) Interests in options under share option schemes of the Company and its associated corporation (Continued)

II. Share option scheme of Dah Sing Banking Group Limited, a majority owned subsidiary of the Company (Continued)

(8) Basis of determining the exercise price:

The exercise price per option share is concluded by the Nomination and Remuneration Committee on behalf of the Board of DSBG on the basis no less exacting than the requirement set out in Rule 17.03(9) of the Listing Rules and is determined as no less than the higher of (i) the closing price of DSBG's shares traded on the SEHK on the date of grant; and (ii) the average closing prices of DSBG's shares traded on the SEHK for the 5 business days immediately preceding the date of grant.

(9) Remaining life of the DSBG Schemes:

The Old DSBG Scheme was terminated on 27 May 2014 and all outstanding share options granted under the Old DSBG Scheme were exercised during 2019. The New DSBG Scheme shall be valid and effective for a period of 10 years commencing from 27 May 2014 and expiring at the close of 26 May 2024.



董事及行政總裁權益(續)

(乙) 在本公司及其相聯法團認股權計劃下所持之認股權權益(續)

II. 本公司主要附屬公司—大新銀行集團有限公司之認股權計劃(續)

(i) 大新銀行集團舊計劃

大新銀行集團舊計劃授出之認股權以認購大新銀行集團普通股股份之權益及按《上市規則》而須披露之資料如下：

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

(b) Interests in options under share option schemes of the Company and its associated corporation (Continued)

II. Share option scheme of Dah Sing Banking Group Limited, a majority owned subsidiary of the Company (Continued)

(i) Old DSBG Scheme

The particulars of interests in options to subscribe for ordinary shares of DSBG granted under the Old DSBG Scheme and information that is required to be disclosed in accordance with the Listing Rules are set out below:

認股權包含之大新銀行集團股份數目

Number of DSBG's shares underlying the options

承授人	Grantee	於2019年		2019年內		於2019年 12月31日 持有	行使價 <sup>(1)</sup> Exercise price <sup>(1)</sup> (港元) (HK\$)	行使期 <sup>(2)</sup> Exercise period <sup>(2)</sup>
		1月1日 持有 <sup>(1)</sup> Held at 1/1/2019 <sup>(1)</sup>	2019年內 授出 Granted during 2019	2019年內 行使 Exercised during 2019	註銷/失效 Cancelled/ lapsed during 2019			
僱員總額 <sup>(3)</sup>	Aggregate of employees <sup>(3)</sup>	62,312	-	(62,312) <sup>(4)</sup>	-	0	11.68	26/03/2014 - 26/03/2020

註：

- (1) 經大新銀行集團於2014年5月完成之供股而作出調整。大新銀行集團已於2014年5月8日就相關調整概要作出公佈。
- (2) 根據大新銀行集團舊計劃下授出之認股權於授予日起計第1個至第5個週年分5批平均歸屬後可予以行使。

Notes:

- (1) Adjusted as a result of the rights issue of DSBG completed in May 2014. The key summary of related adjustments was announced by DSBG on 8 May 2014.
- (2) The share options granted under the Old DSBG Scheme shall be exercisable upon vesting in 5 equal tranches between the first and fifth anniversaries from the date of grant.



董事及行政總裁權益(續)

(乙) 在本公司及其相聯法團認股權計劃下所持之認股權權益(續)

II. 本公司主要附屬公司—大新銀行集團有限公司之認股權計劃(續)

(i) 大新銀行集團舊計劃(續)

註：(續)

- (3) 認股權乃授予若干合資格僱員，彼等為大新銀行集團主要營運附屬公司的董事、高層管理人員或職員，並為香港僱傭條例下「連續合約」工作的僱員。
- (4) 截至2019年12月31日止年度內，大新銀行集團股份在緊接認股權行使日期之前的加權平均收市價為14.98港元。
- (5) 認股權價值之釐定詳情載於財務報表附註45。

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

(b) Interests in options under share option schemes of the Company and its associated corporation (Continued)

II. Share option scheme of Dah Sing Banking Group Limited, a majority owned subsidiary of the Company (Continued)

(i) Old DSBG Scheme (Continued)

Notes: (Continued)

- (3) Share options were granted to certain eligible employees, who are directors, senior executives or officers of the major operating subsidiaries of DSBG and are working under employment contracts that are regarded as “continuous contracts” for the purpose of the Employment Ordinance of Hong Kong.
- (4) The weighted average closing price of the shares of DSBG immediately before the date on which the options were exercised during the year ended 31 December 2019 was HK\$14.98.
- (5) Details of the computation of the value of options are shown in Note 45 to the financial statements.



董事及行政總裁權益(續)

(乙) 在本公司及其相聯法團認股權計劃下所持之認股權權益(續)

II. 本公司主要附屬公司—大新銀行集團有限公司之認股權計劃(續)

(ii) 大新銀行集團新計劃

大新銀行集團新計劃授出之認股權以認購大新銀行集團普通股股份之權益及按《上市規則》而須披露之資料如下：

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

(b) Interests in options under share option schemes of the Company and its associated corporation (Continued)

II. Share option scheme of Dah Sing Banking Group Limited, a majority owned subsidiary of the Company (Continued)

(ii) New DSBG Scheme

The particulars of interests in options to subscribe for ordinary shares of DSBG granted under the New DSBG Scheme and information that is required to be disclosed in accordance with the Listing Rules are set out below:

認股權包含之大新銀行集團股份數目

Number of DSBG's shares underlying the options

承授人	Grantee	於2019年				於2019年 12月31日 持有	行使價 Exercise price (港元) (HK\$)	行使期 授出日 Grant date (日/月/年) (D/M/Y)	行使期 <sup>(1)</sup> Exercise period <sup>(1)</sup> (日/月/年) (D/M/Y)
		1月1日 持有 Held at 1/1/2019	2019年內 授出 Granted during 2019	2019年內 行使 Exercised during 2019	2019年內 註銷/失效 Cancelled/ lapsed during 2019				
董事	Director								
王伯凌	Gary Pak-Ling Wang	450,000	-	-	-	450,000	18.24	26/04/2018	26/04/2019 – 26/04/2024
其他僱員 總額 <sup>(2)</sup>	Aggregate of other employees <sup>(2)</sup>	1,050,000	-	-	-	1,050,000	18.24	26/04/2018	26/04/2019 – 26/04/2024



## 董事及行政總裁權益(續)

### (乙) 在本公司及其相聯法團認股權計劃下所持之認股權權益(續)

#### II. 本公司主要附屬公司—大新銀行集團有限公司之認股權計劃(續)

##### (ii) 大新銀行集團新計劃(續)

註：

- (1) 所有根據大新銀行集團新計劃下授出之認股權於授予日起計第1個至第5個週年分5批平均歸屬後可予以行使。
- (2) 認股權乃授予若干合資格僱員，彼等為大新銀行集團主要營運附屬公司的董事、高層管理人員或職員，並為香港僱傭條例下「連續合約」工作的僱員。
- (3) 認股權價值之釐定詳情載於財務報表附註45。

所有上述權益皆屬好倉。於2019年12月31日，本公司依據《證券及期貨條例》而設置之董事及行政總裁權益及淡倉登記冊內並無董事或行政總裁持有淡倉的記錄。

除上文所披露者外，於2019年12月31日，本公司董事或行政總裁及其各自之聯繫人士概無於本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部)之股份、相關股份及債券中擁有已在本公司按《證券及期貨條例》第352條規定備存之登記冊中記錄，或根據證券標準守則已知會本公司及香港交易所之任何權益或淡倉。

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

(Continued)

### (b) Interests in options under share option schemes of the Company and its associated corporation (Continued)

#### II. Share option scheme of Dah Sing Banking Group Limited, a majority owned subsidiary of the Company (Continued)

##### (ii) New DSBG Scheme (Continued)

Notes:

- (1) All the existing share options granted under the New DSBG Scheme shall be exercisable upon vesting in 5 equal tranches between the first and fifth anniversaries from the date of grant.
- (2) Share options were granted to certain eligible employees, who are directors, senior executives or officers of major operating subsidiaries of DSBG and are working under employment contracts that are regarded as “continuous contracts” for the purpose of the Employment Ordinance of Hong Kong.
- (3) Details of the computation of the value of options are shown in Note 45 to the financial statements.

All the interests stated above represented long positions. As at 31 December 2019, none of the Directors or Chief Executive of the Company held any short positions as defined under the SFO which are required to be recorded in the register of directors' and chief executive's interests and short positions.

Save as disclosed above, as at 31 December 2019, none of the Directors or Chief Executive of the Company and their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the SEHK pursuant to the Securities Model Code.



### 股票掛鈎協議

除本公司認股權計劃於上文所披露外，本公司於年內或年終時並無訂立任何股票掛鈎協議。

### 董事於就本公司業務而言屬重要交易、安排或合約之重大權益

於年度結束時或年內任何時間，凡與本公司業務有關而本公司或其附屬公司有份參與之重要交易、安排或合約，本公司董事或其有關連的實體均無直接或間接擁有重大權益。

### 主要股東權益

於2019年12月31日，以下人士(本公司董事及行政總裁之權益已於上文披露除外)於本公司股份及相關股份中，持有本公司根據《證券及期貨條例》第XV部第336條規定存置的股東權益登記冊予以記錄或據本公司知悉的權益或淡倉。

### EQUITY-LINKED AGREEMENTS

Save for the share option schemes of the Company as disclosed above, no equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year.

### DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

No transactions, arrangements or contracts of significance in relation to the Company's business to which the Company or its subsidiaries was a party and in which a Director of the Company or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS

As of 31 December 2019, the following are the persons, other than the Directors and Chief Executive of the Company whose interests are disclosed above, who had interests or short positions in the shares and underlying shares of the Company as recorded in the register of shareholders' interests required to be kept by the Company pursuant to section 336 of Part XV of the SFO or otherwise known to the Company.

名稱 Name	身份 Capacity	所持股份數目/ 股份之權益 Number of shares held/ Interest in shares	佔已發行股份 總數之權益 百分比 <sup>(5)</sup> Percentage of interests in the total number of issued shares <sup>(5)</sup>
王巖君琴 Christine Yen Wong	因其配偶擁有須予披露權益而被視作擁有權益 Deemed interests by virtue of her spouse having a notifiable interest	137,285,682 <sup>(1)</sup>	42.96%*
滙豐國際信託有限公司(「滙豐信託」) HSBC International Trustee Limited (「HSBCIT」)	信託人及法團權益 Trustee and corporate interests	126,764,787 <sup>(2)</sup>	39.66%*



主要股東權益(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS (Continued)

名稱 Name	身份 Capacity	所持股份數目/ 股份之權益 Number of shares held/ Interest in shares	佔已發行股份 總數之權益 百分比 <sup>(5)</sup> Percentage of interests in the total number of issued shares <sup>(5)</sup>
王祖興 Harold Tsu-Hing Wong	個人權益及被視作擁有滙豐信託(信託人) 持有之股份權益 Personal interests and Deemed interests in shares held by HSBCIT as trustee	129,612,454 <sup>(3)</sup>	40.56%*
DSI Limited	信託人及法團權益 Trustee and corporate interests	61,205,583 <sup>(4)</sup>	19.15%*
DSI Group Limited	信託人及法團權益 Trustee and corporate interests	45,068,894 <sup>(4)</sup>	14.10%*
DSI Holding Limited	信託人及法團權益 Trustee and corporate interests	19,914,710 <sup>(4)</sup>	6.23%*
三菱UFJ金融集團 Mitsubishi UFJ Financial Group, Inc.	法團權益 Corporate interests	35,434,777	11.09%
三菱UFJ銀行 MUFG Bank, Ltd.	實益權益 Beneficial interests	35,370,777	11.07%
Aberdeen Asset Management Asia Limited	投資經理 Investment manager	18,048,800	5.65%

\* 以上滙豐信託、DSI Limited、DSI Group Limited 及 DSI Holding Limited 各自所列之權益及王祖興被視作擁有之權益(如下文註(3)所述)均屬王守業所持有本公司股份中之部份，而該等之權益已於「董事及行政總裁權益」一節予以披露。王嚴君琴的權益即該等王守業在本公司的股份全數。因此，有關股份不可累積計算，概只屬於王守業所披露有本公司股份權益之部份或全部。

\* The interests disclosed above by each of HSBCIT, DSI Limited, DSI Group Limited and DSI Holding Limited and deemed interests disclosed by Harold Tsu-Hing Wong (as explained in note (3) below) relate to the shares held by David Shou-Yeh Wong in the Company as disclosed under the heading "Interests of Directors and Chief Executive". The interests of Christine Yen Wong represent the whole of such shares. Therefore, these shareholdings should not be aggregated, and rather form part or whole of the same share interests of David Shou-Yeh Wong held in the Company.





### 主要股東權益(續)

註：

- (1) 該等股份屬王嚴君琴被視作擁有之權益，皆因其配偶王守業乃持有本公司有關股本中按《證券及期貨條例》第316(1)條釋義須予申報權益之主要股東。此等權益於上文「董事及行政總裁權益」一節所披露中所載王守業持有之股份相同。
- (2) 該等股份中之126,189,187股主要由家族全權信託受託人滙豐信託間接持有，王守業為其授予人。
- (3) 王祖興之權益包括(a) 3,423,267股之個人權益；及(b)被視為擁有由信託人持有之126,189,187股股份權益。根據《證券及期貨條例》第322條，王祖興被視為擁有由家族全權信託受託人滙豐信託持有之126,189,187股股份之權益，王守業為該信託之授予人。
- (4) 該等股份主要由家族全權信託受託人DSI Limited、DSI Group Limited及DSI Holding Limited間接持有，王守業為其授予人。
- (5) 權益百分比乃根據本公司於2019年12月31日之已發行股份總數計算。
- (6) 所有上述權益皆屬好倉。

### 獲准許的彌償條文

根據本公司組織章程細則的規定，在《公司條例》(第622章)最大程度准許之情況下，每名董事及高級人員就履行其職務或職責或有關的其他事情而蒙受或招致之所有損失或責任，均有權獲得本公司以其資產賠償。本公司已為本集團董事及高級人員安排適當的董事及高級人員責任保險。

### SUBSTANTIAL SHAREHOLDERS' INTERESTS (Continued)

Notes:

- (1) Such shares represent the deemed interests of Christine Yen Wong by virtue of her spouse, David Shou-Yeh Wong being a substantial shareholder of the Company having a notifiable interest in the relevant share capital of the Company (under the interpretation of section 316(1) of the SFO). These interests comprise the same shares held by David Shou-Yeh Wong under the heading "Interests of Directors and Chief Executive" above.
- (2) Out of these shares, 126,189,187 shares are mainly comprised of the interests indirectly held by HSBCIT in trust for a family discretionary trust of which David Shou-Yeh Wong is the settlor.
- (3) The interests of Harold Tsu-Hing Wong comprised of his (a) personal interests in 3,423,267 shares; and (b) deemed interests in 126,189,187 shares held by trustee. Pursuant to section 322 of the SFO, Harold Tsu-Hing Wong has a deemed interests in 126,189,187 shares held by HSBCIT in trust for a family discretionary trust of which David Shou-Yeh Wong is the settlor.
- (4) Such shares are mainly comprised of the interests indirectly held by DSI Limited, DSI Group Limited and DSI Holding Limited in trust for a family discretionary trust of which David Shou-Yeh Wong is the settlor.
- (5) The percentage of interests was calculated with reference to the total number of issued shares of the Company as at 31 December 2019.
- (6) All the interests stated above represented long positions.

### PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles of Association, every Director and officer shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance (Cap. 622)) which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.



### 購買、出售或贖回證券

於2019年3月28日，本公司與三菱UFJ銀行（「MUFG」）訂立股份回購契約，內容有關本公司於場外回購MUFG所持有之15,500,000股本公司已發行股份（「股份回購」）。本公司已於2019年3月28日回購該等股份並於2019年3月29日將其註銷。股份回購總代價（扣除開支前）為591,635,000港元。股份回購之詳情分別載於本公司日期為2019年1月23日、2019年2月13日、2019年2月21日、2019年3月28日之公佈及本公司日期為2019年2月21日之通函。

除上文所披露者外，本公司或其任何附屬公司於截至2019年12月31日止年度內概無購買、出售或贖回任何本公司之上市證券。

### 管理合約

截至2019年12月31日止年度，本公司並無就全部或任何重大部份業務簽訂或存有任何管理及行政合約。

### 可供派發儲備

按照《公司條例》（第622章）第291、297及299條計算，本公司於2019年12月31日之可供派發儲備為5,797,233,000港元（2018年：6,337,563,000港元）。

### PURCHASE, SALE OR REDEMPTION OF SECURITIES

A share buy-back deed was entered into between the Company and MUFG Bank, Ltd. (“MUFG”) on 28 March 2019 in relation to an off-market share buy-back by the Company of 15,500,000 issued shares of the Company held by MUFG (the “Share Buy-back”). Such shares were bought back by the Company on 28 March 2019 and cancelled on 29 March 2019. The aggregate consideration (before expenses) for the Share Buy-back was HK\$591,635,000. Details of the Share Buy-back are set out in the Company’s announcements dated 23 January 2019, 13 February 2019, 21 February 2019, 28 March 2019 and the Company’s circular dated 21 February 2019 respectively.

Saved as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2019.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2019.

### DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 December 2019, calculated under sections 291, 297 and 299 of the Companies Ordinance (Cap. 622), amounted to HK\$5,797,233,000 (2018: HK\$6,337,563,000).



## 關連交易

於2019年1月23日，MUFG與本公司以本公司為受益人簽訂承諾契約，有條件承諾就有關本公司於場外回購MUFG所持有之本公司已發行之15,500,000股股份（「股份回購」）簽立股份回購契約（「回購契約」）。回購契約的協定格式由獨立股東於2019年3月15日舉行之本公司股東特別大會上批准。於2019年3月28日，本公司與MUFG訂立回購契約。股份回購已於2019年3月28日完成，而本公司回購的股份其後已於2019年3月29日註銷。股份回購總代價（扣除開支前）為591,635,000港元。

由於MUFG為本公司的主要股東，故MUFG根據上市規則為本公司的關連人士。股份回購構成上市規則項下本公司的關連交易。股份回購之詳情分別載於本公司日期為2019年1月23日、2019年2月13日、2019年2月21日、2019年3月28日之公佈及本公司日期為2019年2月21日之通函。

截至2019年12月31日止年度期間，本集團與其關連人士之交易詳情，已載於財務報表附註44。

## 五年財務資料

本集團過去5年公佈之業績、資產及負債已載列於本年報之「財務概要」內。

## 主要客戶

截至2019年12月31日止年度期間，少於30%之利息收入及其他營運收入源自本集團最主要之首5名客戶。

## CONNECTED TRANSACTIONS

On 23 January 2019, a deed of undertaking was executed by MUFG in favour of the Company conditionally undertaking to execute a share buy-back deed (the “Buy-back Deed”) relating to an off-market share buy-back by the Company of 15,500,000 issued shares of the Company held by MUFG (the “Share Buy-back”). The agreed form of the Buy-back Deed was approved by the independent shareholders at the extraordinary general meeting of the Company held on 15 March 2019 and the Buy-back Deed was entered into between the Company and MUFG on 28 March 2019. Completion of the Share Buy-back took place on 28 March 2019 and the shares were bought back by the Company on 28 March 2019 and subsequently cancelled on 29 March 2019. The aggregate consideration (before expenses) for the Share Buy-back was HK\$591,635,000.

As MUFG is a substantial shareholder of the Company, MUFG is a connected person of the Company under the Listing Rules. The Share Buy-back constitutes a connected transaction for the Company under the Listing Rules. Details of the Share Buy-back are set out in the Company’s announcements dated 23 January 2019, 13 February 2019, 21 February 2019, 28 March 2019 and the Company’s circular dated 21 February 2019 respectively.

Details of transactions with related parties of the Group for the year ended 31 December 2019 have been set out in Note 44 to the financial statements.

## FIVE-YEAR FINANCIAL INFORMATION

The published results and the assets and liabilities of the Group for the last 5 years are included in the section headed “Financial Summary” of this Annual Report.

## MAJOR CUSTOMERS

During the year ended 31 December 2019, the Group derived less than 30% of interest income and other operating income from its 5 largest customers.



### 充足公眾持股量

就本公司所得之公開資料及本公司各董事所知，本公司已維持根據《上市規則》所規定之公眾持股量。

### 《香港聯合交易所有限公司證券上市規則》之遵行

隨附之財務報表已遵照《香港聯合交易所有限公司證券上市規則》適用之規定作披露。

### 核數師

本財務報表已經羅兵咸永道會計師事務所審核，該核數師任滿告退，但表示願應聘連任。在應屆之股東週年大會中，將提呈動議續聘羅兵咸永道會計師事務所為本公司核數師的議案。本公司在過去3年內並無更換本公司核數師。

承董事會命

**黃漢興**

董事總經理兼行政總裁

香港，2020年3月25日

### SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company.

### COMPLIANCE WITH THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED

The accompanying financial statements comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### AUDITORS

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of PricewaterhouseCoopers as auditors of the Company is to be proposed at the forthcoming annual general meeting. The Company has not changed its auditors in the preceding 3 years.

On behalf of the Board

**Hon-Hing Wong**

Managing Director and Chief Executive

Hong Kong, 25 March 2020

## 附屬公司董事 DIRECTORS OF SUBSIDIARIES



於截至2019年12月31日止年度及直至2020年3月25日(即本公司之本年度董事會報告書日期)止期間，出任本公司之附屬公司董事會的董事及替任董事之姓名如下：

(依英文姓氏次序排列)

陳凱傑

陳曉明

陳勝利

陳維堅

陳佩玉

鄭羽冲

招煜輝

Martin EKINS

Michael Gordon FRITH\*

藤本淳\*

Christopher George GARROD(替任董事)\*

何嘉揚

簡俊傑

江耀輝\*

劉家偉

劉伯雄

劉成達\*

羅斯燦

勞達文

麥曉德

吳源田

裴布雷

潘德誠

潘榮輝

史習陶

譚偉雄

王伯凌

Alan Robert WEATHERSTON

黃漢興

王美珍

王守業

王祖興

王慧娜

游浩榮

余煜榮

袁逸圖

The names of the directors and alternate director who have served on the boards of the subsidiaries of the Company during the year ended 31 December 2019 and up to 25 March 2020, being the date of the Report of the Directors of Company for the year, are set out below:

(in alphabetical order)

CHAN Hoi-Kit Frederick

CHAN Io-Meng (Vincent CHAN)

CHAN Seng-Lee

CHAN Wai-Kin Cliff

CHANG Pui-Yuk Vanessa

CHENG Yu-Chung (Patrick CHENG)

CHIU Yuk-Fai Alick

Martin EKINS

Michael Gordon FRITH\*

Jun FUJIMOTO\*

Christopher George GARROD (alternate director)\*

HO Ka-Yeung Eric

Paul Michael KENNEDY

KONG Yiu-Fai (Eddie KONG)\*

LAU Ka-Wai Frederick

LAU Pak-Hung

LAU Shing-Tat Eddie\*

LAW See-Chan Embrose

LO Tat-Man (Diamond LO)

Nicholas John MAYHEW

NG Yuen-Tin

Blair Chilton PICKERELL

POON Clement

POON Wing-Fai Jimmy

SZE Tsai-To Robert

TAM Wai-Hung David

WANG Pak-Ling Gary

Alan Robert WEATHERSTON

WONG Hon-Hing (Derek WONG)

WONG Mei-Chun Phoebe

WONG Shou-Yeh David

WONG Tsu-Hing Harold

WONG Wai-Nar Doris

YAU Ho-Wing Vincent

YU Yuk-Wing Kenneth

YUEN Yat-To (Henry YUEN)

\* 已經辭任/不再擔任本公司有關附屬公司董事職務。

\* Those who have resigned/ceased as a Director of the relevant subsidiary(ies) of the Company.

## CONSOLIDATED INCOME STATEMENT

截至2019年12月31日止年度 For the year ended 31 December 2019  
(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

	附註 Note	2019	2018
利息收入	Interest income	7,517,351	6,757,360
利息支出	Interest expense	(3,392,307)	(2,542,368)
<b>淨利息收入</b>	<b>Net interest income</b>	<b>4,125,044</b>	<b>4,214,992</b>
服務費及佣金收入	Fee and commission income	1,428,536	1,473,874
服務費及佣金支出	Fee and commission expense	(292,075)	(322,974)
<b>淨服務費及佣金收入</b>	<b>Net fee and commission income</b>	<b>1,136,461</b>	<b>1,150,900</b>
淨買賣收入	Net trading income	32,166	300,921
淨保費及其他收入	Net insurance premium and other income	471,521	341,127
其他營運收入	Other operating income	160,312	135,843
<b>營運收入</b>	<b>Operating income</b>	<b>5,925,504</b>	<b>6,143,783</b>
保險索償及支出淨額	Net insurance claims and expenses	(321,251)	(237,853)
<b>扣除保險索償之營運收入</b>	<b>Total operating income net of insurance claims</b>	<b>5,604,253</b>	<b>5,905,930</b>
營運支出	Operating expenses	(2,983,718)	(2,812,395)
<b>扣除減值虧損前之營運溢利</b>	<b>Operating profit before impairment losses</b>	<b>2,620,535</b>	<b>3,093,535</b>
信貸減值虧損	Credit impairment losses	(356,649)	(233,048)
<b>扣除若干投資及固定資產之 收益及虧損前之營運溢利</b>	<b>Operating profit before gains and losses on certain investments and fixed assets</b>	<b>2,263,886</b>	<b>2,860,487</b>
出售其他固定資產之淨虧損	Net loss on disposal of other fixed assets	(6,621)	(1,932)
投資物業公平值調整之淨(虧損)/ 收益	Net (loss)/gain on fair value adjustment of investment properties	(75,717)	69,191
出售以公平值計量且其變動計入 其他全面收益的金融資產之淨 (虧損)/收益	Net (loss)/gain on disposal of financial assets at fair value through other comprehensive income	(24)	1,677
聯營公司投資之減值虧損	Impairment loss on the investment in an associate	(287,000)	(633,000)
應佔聯營公司之業績	Share of results of an associate	701,857	659,708
應佔共同控制實體之業績	Share of results of jointly controlled entities	32,072	27,234
<b>除稅前溢利</b>	<b>Profit before taxation</b>	<b>2,628,453</b>	<b>2,983,365</b>
稅項	Taxation	(344,962)	(433,258)
<b>年度溢利</b>	<b>Profit for the year</b>	<b>2,283,491</b>	<b>2,550,107</b>
分配如下： 本公司股東	Attributable to: Shareholders of the Company	1,707,809	1,915,181
沒控制權股東	Non-controlling interests	575,682	634,926
<b>年度溢利</b>	<b>Profit for the year</b>	<b>2,283,491</b>	<b>2,550,107</b>
<b>每股盈利</b>	<b>Earnings per share</b>		
基本及攤薄	Basic and diluted	HK\$5.28	HK\$5.72

第139頁至第352頁之附註乃本綜合財務報表之一部分。

The notes on pages 139 to 352 are an integral part of these consolidated financial statements.

# 綜合全面收益表

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至2019年12月31日止年度 For the year ended 31 December 2019  
(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

		2019	2018
年度溢利	Profit for the year	<u>2,283,491</u>	<u>2,550,107</u>
年度其他全面收益	Other comprehensive income for the year		
可能會重新分類至綜合收益賬的項目：	Items that may be reclassified to the consolidated income statement:		
證券投資	Investments in securities		
以公平值計量且其變動計入其他全面收益的債務工具之公平值變動淨額	Net change in fair value of debt instruments at fair value through other comprehensive income	397,848	(415,508)
以公平值計量且其變動計入其他全面收益的債務工具之預期信貸虧損準備變動淨額	Net change in allowance for expected credit losses of debt instruments at fair value through other comprehensive income	4,435	(1,846)
淨虧損／(收益)變現及轉移至收益賬：	Net loss/(gain) realised and transferred to income statement upon:		
— 出售以公平值計量且其變動計入其他全面收益之債務工具	— Disposal of debt instruments at fair value through other comprehensive income	24	(1,677)
有關上述之遞延稅項	Deferred income tax related to the above	<u>(52,213)</u>	<u>73,537</u>
		<u>350,094</u>	<u>(345,494)</u>
換算海外機構財務報表的匯兌差異	Exchange differences arising on translation of the financial statements of foreign entities	<u>(159,945)</u>	<u>(306,372)</u>
不會重新分類至綜合收益賬的項目：	Items that will not be reclassified to the consolidated income statement:		
以公平值計量且其變動計入其他全面收益的權益性工具之公平值變動淨額	Net change in fair value of equity instruments at fair value through other comprehensive income	619,082	(228,570)
有關上述之遞延稅項	Deferred income tax related to the above	<u>(35,405)</u>	<u>10,401</u>
		<u>583,677</u>	<u>(218,169)</u>
扣除稅項後之年度其他全面收益／(虧損)	Other comprehensive income/(loss) for the year, net of tax	<u>773,826</u>	<u>(870,035)</u>
扣除稅項後之年度全面收益總額	Total comprehensive income for the year, net of tax	<u>3,057,317</u>	<u>1,680,072</u>
分配如下：	Attributable to:		
沒控制權股東	Non-controlling interests	626,977	468,152
本公司股東	Shareholders of the Company	<u>2,430,340</u>	<u>1,211,920</u>
扣除稅項後之年度全面收益總額	Total comprehensive income for the year, net of tax	<u>3,057,317</u>	<u>1,680,072</u>

第139頁至第352頁之附註乃本綜合財務報表之一部分。

The notes on pages 139 to 352 are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

2019年12月31日 As at 31 December 2019

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

	附註 Note	2019	2018
<b>資產</b>	<b>ASSETS</b>		
現金及在銀行的結餘	Cash and balances with banks	18,445,267	17,235,399
在銀行1至12個月內到期的存款	Placements with banks maturing between one and twelve months	6,332,707	10,429,428
持作買賣用途的證券	Trading securities	8,387,953	7,621,184
以公平值計量且其變動計入損益的金融資產	Financial assets at fair value through profit or loss	680,731	1,679,570
衍生金融工具	Derivative financial instruments	577,930	727,043
各項貸款及其他賬目	Advances and other accounts	146,239,992	137,705,223
以公平值計量且其變動計入其他全面收益的金融資產	Financial assets at fair value through other comprehensive income	45,511,057	44,304,763
以攤餘成本列賬的金融資產	Financial assets at amortised cost	15,742,992	9,262,785
聯營公司投資	Investment in an associate	3,888,775	3,620,597
共同控制實體投資	Investments in jointly controlled entities	96,363	87,691
商譽	Goodwill	874,603	874,603
無形資產	Intangible assets	80,927	80,927
行產及其他固定資產	Premises and other fixed assets	2,169,210	2,083,070
投資物業	Investment properties	1,166,842	1,426,106
即期稅項資產	Current income tax assets	1,033	4,452
遞延稅項資產	Deferred income tax assets	115,597	158,637
<b>資產合計</b>	<b>Total assets</b>	<b>250,311,979</b>	<b>237,301,478</b>
<b>負債</b>	<b>LIABILITIES</b>		
銀行存款	Deposits from banks	2,465,069	3,797,556
衍生金融工具	Derivative financial instruments	1,093,028	473,273
持作買賣用途的負債	Trading liabilities	5,516,558	5,758,954
客戶存款	Deposits from customers	182,115,297	172,409,761
已發行的存款證	Certificates of deposit issued	6,750,825	6,535,076
後償債務	Subordinated notes	5,510,181	5,449,082
其他賬目及預提	Other accounts and accruals	12,516,794	10,241,771
即期稅項負債	Current income tax liabilities	483,388	598,855
遞延稅項負債	Deferred income tax liabilities	56,298	44,702
<b>負債合計</b>	<b>Total liabilities</b>	<b>216,507,438</b>	<b>205,309,030</b>
<b>權益</b>	<b>EQUITY</b>		
沒控制權股東	Non-controlling interests	6,999,311	6,557,041
<b>本公司股東應佔權益</b>	<b>Equity attributable to the Company's shareholders</b>		
股本	Share capital	4,248,559	4,248,559
其他儲備(包括保留盈利)	Other reserves (including retained earnings)	22,556,671	21,186,848
<b>股東資金</b>	<b>Shareholders' funds</b>	<b>26,805,230</b>	<b>25,435,407</b>
<b>權益合計</b>	<b>Total equity</b>	<b>33,804,541</b>	<b>31,992,448</b>
<b>權益及負債合計</b>	<b>Total equity and liabilities</b>	<b>250,311,979</b>	<b>237,301,478</b>

董事會於2020年3月25日批准及授權發佈。

Approved and authorised for issue by the Board of Directors on 25 March 2020.

王伯凌  
董事黃漢興  
董事總經理Gary Pak-Ling Wang  
DirectorHon-Hing Wong  
Managing Director

第139頁至第352頁之附註乃本綜合財務報表之一部分。

The notes on pages 139 to 352 are an integral part of these consolidated financial statements.



# 綜合權益變動表

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2019年12月31日止年度 For the year ended 31 December 2019  
(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

		本公司股東應佔權益 Attributable to the shareholders of the Company			沒控制權 股東 Non- controlling interests	權益合計 Total equity
		股本 Share capital	其他儲備 Other reserves	保留盈利 Retained earnings		
2019年1月1日結餘	Balance at 1 January 2019	4,248,559	773,179	20,413,669	6,557,041	31,992,448
初始應用香港財務報告準則第16號 之變動	Changes on initial application of HKFRS 16	-	-	(7,305)	(2,508)	(9,813)
經重列之2019年1月1日結餘	Restated balance at 1 January 2019	4,248,559	773,179	20,406,364	6,554,533	31,982,635
年度溢利	Profit for the year	-	-	1,707,809	575,682	2,283,491
年度其他全面收益	Other comprehensive income for the year	-	722,531	-	51,295	773,826
回購普通股股份	Repurchase of ordinary shares	-	-	(591,635)	-	(591,635)
一間附屬公司之沒控制權股東 投入股本	Capital contribution by non-controlling interests of a subsidiary	-	-	-	187	187
透過股權安排下於一間附屬公司 購入額外淨資產	Additional net assets in a subsidiary acquired via share option arrangement	-	(391)	-	933	542
以股權支付以股份作為基礎報酬 之撥備	Provision for equity-settled share-based compensation	-	1,101	-	304	1,405
於終止確認時，重新分類以公平值 計量且其變動計入其他全面收益 的權益性工具之公平值變動淨額 (除稅後)	Reclassification of net change in fair value of equity instruments at fair value through other comprehensive income upon derecognition, net of tax	-	(59,913)	59,913	-	-
源自派發額外權益性工具款項 之儲備	Reserves arising from distribution payment of additional equity instruments	-	-	10,683	(10,683)	-
一間附屬公司向其沒控制權股東 派發股息	Dividends paid to non-controlling interests of a subsidiary	-	-	-	(172,940)	(172,940)
2018年末期股息	2018 final dividend	-	-	(348,336)	-	(348,336)
2019年中期股息	2019 interim dividend	-	-	(124,634)	-	(124,634)
2019年12月31日結餘	Balance at 31 December 2019	4,248,559	1,436,507	21,120,164	6,999,311	33,804,541

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2019年12月31日止年度(續) For the year ended 31 December 2019 (Continued)  
(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

		本公司股東應佔權益 Attributable to the shareholders of the Company			沒控制權 股東 Non- controlling interests	權益合計 Total equity
		股本 Share capital	其他儲備 Other reserves	保留盈利 Retained earnings		
2018年1月1日結餘	Balance at 1 January 2018	4,248,559	1,073,750	19,739,773	6,374,321	31,436,403
初始應用香港財務報告準則第9號之變動	Changes on initial application of HKFRS 9	-	29,850	(276,951)	(84,209)	(331,310)
初始應用香港財務報告準則第9號於應佔聯營公司之影響	Impact of initial application of HKFRS 9 on share of an associate	-	18,950	(211,813)	(66,180)	(259,043)
經重列之2018年1月1日結餘	Restated balance at 1 January 2018	4,248,559	1,122,550	19,251,009	6,223,932	30,846,050
年度溢利	Profit for the year	-	-	1,915,181	634,926	2,550,107
年度其他全面虧損	Other comprehensive loss for the year	-	(703,260)	-	(166,775)	(870,035)
一間附屬公司之沒控制權股東投入股本	Capital contribution by non-controlling interests of a subsidiary	-	-	-	7,708	7,708
透過股權安排下於一間附屬公司購入額外淨資產	Additional net assets in a subsidiary acquired via share option arrangement	-	(15,051)	-	26,170	11,119
以股權支付以股份作為基礎報酬之撥備	Provision for equity-settled share-based compensation	-	2,269	-	(848)	1,421
源自重新分類行產為投資物業之儲備	Reserves arising from reclassification of premises to investment properties	-	356,784	(280,161)	-	76,623
於終止確認時，重新分類以公平值計量且其變動計入其他全面收益的權益性工具之公平值變動淨額(除稅後)	Reclassification of net change in fair value of equity instruments at fair value through other comprehensive income upon derecognition, net of tax	-	9,887	(9,887)	-	-
源自派發額外權益性工具款項之儲備	Reserves arising from distribution payment of additional equity instruments	-	-	9,983	(9,983)	-
一間附屬公司向其沒控制權股東派發股息	Dividends paid to non-controlling interests of a subsidiary	-	-	-	(158,089)	(158,089)
2017年末期股息	2017 final dividend	-	-	(345,127)	-	(345,127)
2018年中期股息	2018 interim dividend	-	-	(127,329)	-	(127,329)
2018年12月31日結餘	Balance at 31 December 2018	4,248,559	773,179	20,413,669	6,557,041	31,992,448

第139頁至第352頁之附註乃本綜合財務報表之一部分。

The notes on pages 139 to 352 are an integral part of these consolidated financial statements.

# 綜合現金流量結算表

## CONSOLIDATED STATEMENT OF CASH FLOWS

截至2019年12月31日止年度 For the year ended 31 December 2019  
(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

		附註 Note	2019	2018
<b>經營活動之現金流量</b>	<b>Cash flows from operating activities</b>			
經營活動流入／(所用)現金淨額	Net cash from/(used in) operating activities	42(a)	<u>11,442,086</u>	<u>(4,869,362)</u>
<b>投資活動之現金流量</b>	<b>Cash flows from investing activities</b>			
購置其他固定資產	Purchase of other fixed assets		(105,651)	(176,234)
出售其他固定資產所得款項	Proceeds from disposal of other fixed assets		<u>947</u>	<u>134</u>
投資活動所用現金淨額	Net cash used in investing activities		<u>(104,704)</u>	<u>(176,100)</u>
<b>融資活動之現金流量</b>	<b>Cash flows from financing activities</b>			
發行後償債務	Issue of subordinated notes	42(c)	1,753,426	–
償還後償債務	Repayment of subordinated notes	42(c)	(1,765,339)	–
回購普通股股份	Repurchase of ordinary shares		(591,635)	–
本金部份之租賃付款	Principal element of lease payments		(178,005)	–
一間附屬公司之沒控制權 股東投入股本	Capital contribution by non-controlling interests of a subsidiary		187	7,708
支付已發行後償債務 及債務證券之利息	Interest paid on subordinated notes and debt securities issued	42(c)	(291,958)	(293,730)
一間附屬公司向其沒控制權股東 派發股息	Dividends paid to non-controlling interests of a subsidiary		(172,940)	(158,089)
派發普通股股息	Dividends paid on ordinary shares		<u>(472,970)</u>	<u>(472,456)</u>
融資活動所用現金淨額	Net cash used in financing activities		<u>(1,719,234)</u>	<u>(916,567)</u>
<b>現金及等同現金項目增加／ (減少)淨額</b>	<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>9,618,148</b>	<b>(5,962,029)</b>
年初現金及等同現金項目	Cash and cash equivalents at beginning of the year		16,479,375	22,575,403
匯率變更之影響	Effect of foreign exchange rate changes		<u>(32,858)</u>	<u>(133,999)</u>
年末現金及等同現金項目	Cash and cash equivalents at end of the year	42(b)	<u>26,064,665</u>	<u>16,479,375</u>

第139頁至第352頁之附註乃本綜合財務報表之一部分。

The notes on pages 139 to 352 are an integral part of these consolidated financial statements.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

**1. 一般資料**

大新金融集團有限公司(「本公司」)與其附屬公司(統稱「本集團」)在香港、澳門及中國提供銀行、保險、金融及其他相關服務。

本公司乃一間在香港註冊的投資控股公司，註冊地址為香港灣仔告士打道108號光大中心36樓。

除另有註明外，此綜合財務報表概以港幣千元位列示，並已於2020年3月25日獲董事會批准發表。

**2. 主要會計政策概要**

以下為編製本財務報表所採納之主要會計政策，除另有註明外，與過往財政年度所採納者一致。

**2.1 編製基準**

本集團之綜合財務報表按照香港會計師公會(「香港會計師公會」)所頒佈之所有適用香港財務報告準則(「香港財務報告準則」)，為包括所有個別適用的香港財務報告準則、香港會計準則(「香港會計準則」)以及其詮釋之統稱)，香港普遍採納之會計原則及香港公司條例第622章而編製。

此綜合財務報表乃根據歷史成本常規法編製，並就按公平值列賬之項目包括投資物業、以公平值計量且其變動計入其他全面收益(「以公平值計量且其變動計入其他全面收益」)的金融資產、持作買賣用途之金融資產及金融負債和以公平值計量且其變動計入損益的金融資產及金融負債(包括衍生工具)之重估作出調整。

**1. GENERAL INFORMATION**

Dah Sing Financial Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) provide banking, insurance, financial and other related services in Hong Kong, Macau, and the People’s Republic of China.

The Company is an investment holding company incorporated in Hong Kong. The address of its registered office is 36th Floor, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong.

These consolidated financial statements are presented in thousands of Hong Kong dollars (HK\$’000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 25 March 2020.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the reporting years presented, unless otherwise stated.

**2.1 Basis of preparation**

The consolidated financial statements of the Group have been prepared in accordance with all applicable 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”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance Cap.622.

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, financial assets at fair value through other comprehensive income (“FVOCI”), financial assets and financial liabilities held for trading, and financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss, which are carried at fair value.

**2. 主要會計政策概要(續)**

**2.1 編製基準(續)**

編製符合香港財務報告準則之財務報表須使用若干重要之會計估計，亦須管理層在應用本集團會計政策時作出判斷。採用之假設事項之任何變動可能對在變動期間之財務報表造成重大影響。管理層相信有關的假設事項屬恰當及本集團之財務報表公平地呈列其財務狀況及業績。對涉及高度判斷力或較複雜之範疇，或對綜合財務報表影響重大之假設及估計，乃於附註4中披露。

**(甲) 本集團採納之新及經修訂準則**

本集團已於2019年1月1日開始之財政年度首次應用下列準則及修訂：

- 香港財務報告準則第16號《租賃》
- 具負補償之預付條款 – 香港財務報告準則第9號之修訂
- 香港財務報告準則於2015年至2017年週期之年度修正。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2.1 Basis of preparation (Continued)**

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in applying the Group's accounting policies. Changes in assumptions may have a significant impact on the financial statements in the period the assumptions changed. Management believes that the underlying assumptions are appropriate and that the Group's financial statements therefore present the financial position and results fairly. 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 4.

**(a) New and amended standards adopted by the Group**

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2019:

- HKFRS 16, "Leases"
- Prepayment Features with Negative Compensation – Amendments to HKFRS 9
- Annual Improvements to HKFRS Standards 2015 – 2017 Cycle

**2. 主要會計政策概要(續)****2.1 編製基準(續)****(甲) 本集團採納之新及經修訂準則(續)****(1) 香港財務報告準則第16號《租賃》**

本集團已追溯自2019年1月1日起採納香港財務報告準則第16號《租賃》，惟在準則內之特定過渡條文容許下並無重列2018年報告期之比較數字。故源自新租賃準則之重新分類及調整乃確認於2019年1月1日之期初資產負債表內。新會計政策於附註2.21中披露。

採納香港財務報告準則第16號時，本集團就過往按香港會計準則第17號《租賃》之原則分類為「經營租賃」之租賃確認相關租賃負債。該等負債按剩餘之租賃付款及運用承租人於2019年1月1日之新增借貸利率貼現而得之現值計量。適用於本集團作為承租人之租賃負債的新增借貸利率，於2019年1月1日介乎2.4%至5.8%。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.1 Basis of preparation (Continued)****(a) New and amended standards adopted by the Group (Continued)****(1) HKFRS 16, “Leases”**

The Group has adopted HKFRS 16, “Leases” retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 January 2019. The new accounting policies are disclosed in note 2.21.

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as “operating leases” under the principles of HKAS 17, “Leases”. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 January 2019. The incremental borrowing rates applied to the lease liabilities of the Group, as lessees, ranged from 2.4% to 5.8% on 1 January 2019.

2. 主要會計政策概要(續)

2.1 編製基準(續)

(甲) 本集團採納之新及經修訂準則(續)

(1) 香港財務報告準則第16號《租賃》(續)

(i) 應用之實際操作

首次應用香港財務報告準則第16號時，本集團使用下列準則容許之實際操作：

- 應用單一貼現利率於具有大致相同特徵之租賃組合；
- 依據過往評估其是否較複雜之租賃為進行減值審閱之替代方法 — 於2019年1月1日並無較複雜之合同；
- 剩餘租賃期於2019年1月1日短於12個月之經營租賃按短期租賃處理；
- 計量於初始應用日期之使用權資產時不包含初始直接開支；及
- 如租賃合同包含延長或終止選擇權，租賃期將根據實情釐定。

本集團並已選擇不重新評估合同於初始應用日期是否或包含一項租賃。有關過渡日期前簽訂之合同，本集團依據應用香港會計準則第17號及詮釋4《釐定一項協議是否包含一項租賃》而作出評估。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *New and amended standards adopted by the Group (Continued)*

(1) HKFRS 16, “Leases” (Continued)

(i) *Practical expedients applied*

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- applying a single discount rate to a portfolio of leases with reasonably similar characteristics;
- relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review – there were no onerous contracts as at 1 January 2019;
- accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases;
- excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date, the Group relied on its assessment made and applied HKAS 17 and Interpretation 4, “Determining whether an Arrangement contains a Lease”.

2. 主要會計政策概要(續)

2.1 編製基準(續)

(甲) 本集團採納之新及經修訂準則(續)

(1) 香港財務報告準則第16號《租賃》(續)

(ii) 租賃負債之計量

於2018年12月31日披露之  
經營租賃承擔  
運用承租人於初始應用日期之  
新增借貸利率貼現  
扣除：按直線法確認為支出之  
短期租賃或低價值租賃  
扣除：已簽約但仍未開始之租賃  
合同  
扣除：對延長及終止選擇權不同  
之處理方法引致之調整

於2019年1月1日確認之租賃負債

(iii) 使用權資產之計量

相關之使用權資產乃與物業租賃有關聯並按追溯基準假定新規定已於初始時應用而計量。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) New and amended standards adopted by the Group (Continued)

(1) HKFRS 16, "Leases" (Continued)

(ii) Measurement of lease liabilities

	2019
Operating lease commitments disclosed as at 31 December 2018	1,287,040
Discount using the lessee's incremental borrowing rate at the date of initial application	(131,079)
Less: short-term leases or low-value leases recognised on a straight-line basis as expense	(935)
Less: lease agreements that have been contracted for but not yet commenced	(444,139)
Less: adjustments as a result of a different treatment of extension and termination options	(172,691)
Lease liabilities recognised as at 1 January 2019	538,196

(iii) Measurement of right-of-use assets

The associated right-of-use assets are related to property leases which were measured on a retrospective basis as if the new rules had always been applied.



2. 主要會計政策概要(續)

2.1 編製基準(續)

(甲) 本集團採納之新及經修訂準則(續)

(1) 香港財務報告準則第16號《租賃》(續)

(iv) 於2019年1月1日之綜合財務狀況表內確認之調整

會計政策之變更影響於2019年1月1日之綜合財務狀況表內下列項目：

- 使用權資產 – 增加 523,678,000港元
- 預付項目 – 減少 647,000港元
- 應付款項 – 減少 5,352,000港元
- 租賃負債 – 增加 538,196,000港元

於2019年1月1日之保留盈利之淨影響為減少9,813,000港元。

(v) 出租人之會計處理

本集團就經營租賃項下作為出租人持有之資產之會計處理並不需要因為採納香港財務報告準則第16號而作出調整。

(乙) 未採納之新準則及詮釋

本集團並未提早採納若干已頒佈但不需於2019年12月31日報告期應用之新會計準則及詮釋。該等準則並不預期對本集團在本報告期或未來之報告期及可預期之未來交易有重大影響。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *New and amended standards adopted by the Group (Continued)*

(1) HKFRS 16, “Leases” (Continued)

(iv) *Adjustments recognised in the statement of financial position on 1 January 2019*

The changes in accounting policy affected the following items in the statement of financial position on 1 January 2019:

- Right-of-use assets – increased by HK\$523,678,000
- Prepayments – decreased by HK\$647,000
- Accounts payable – decreased by HK\$5,352,000
- Lease liabilities – increased by HK\$538,196,000

The net impact on retained earnings on 1 January 2019 was a decrease of HK\$9,813,000.

(v) *Lessor accounting*

The Group did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of HKFRS 16.

(b) *New standards and interpretations not yet adopted*

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2019 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

**2. 主要會計政策概要(續)****2.2 綜合財務報表**

綜合財務報表包括本公司及其所有附屬公司截至12月31日止之財務報表。

**(甲) 附屬公司**

附屬公司是本集團可控制之實體(包括結構性實體)。本集團可控制該實體是指當本集團透過參與該實體而面對或有權獲取可變的回報，且有力量藉着對該實體之權力影響該等回報。自控制權轉移予本集團當日起附屬公司作綜合計算，並由該控制權終止之日起不再綜合計算。

本集團以收購會計法為本集團之業務合併列賬。收購一間附屬公司所付出之代價為已轉移資產、承擔之負債及本集團發行之權益之公平值。所付出代價包括任何或然代價安排之資產或負債之公平值。收購相關之費用於產生時支銷。在業務合併過程中取得所收購可被認明資產及承擔之負債及或然負債，均於收購當日按其公平值作出初始計量。本集團根據逐項收購基準按公平值或按沒控制權股東應佔被收購者資產淨值之比例確認任何被收購者之沒控制權股東權益。

所付出之代價、任何沒控制權股東於被收購者權益以及在收購日期於被收購者權益之公平值超出本集團應佔所收購可被認明淨資產之公平值，將列賬為商譽。如轉讓代價、確認之非控股權益及過往所持權益計算之總額在優惠價格收購中低於所收購附屬公司淨資產的公平值，其差額將直接在全面收益賬內確認。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.2 Consolidation**

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to 31 December.

**(a) Subsidiaries**

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of comprehensive income.

**2. 主要會計政策概要(續)****2.2 綜合財務報表(續)****(甲) 附屬公司(續)**

集團內公司間之交易、結餘及未變現交易收益已予抵銷。除非交易提供轉移資產減值之證明，未變現虧損亦予以抵銷。附屬公司之會計政策已作必要之變更以確保與本集團採納之政策一致。

如從附屬公司投資所收取的股息超過在其股息宣派期間所佔的全面收益總額，或在其獨立財務報表內之投資賬面值超過在其綜合財務報表內受投資方之淨資產(包括商譽)的賬面值時，則須為該等投資作減值測試。

**(乙) 與沒控制權股東之交易**

本集團把與沒控制權股東之交易視為與本公司股本持有人之交易。在向沒控制權股東權益作出之收購中，任何已付代價與收購附屬公司有關股權之淨資產賬面值之差額於權益賬確認。向沒控制權股東權益出售之收益或虧損亦於權益賬確認。

倘本集團對該實體失去控制權，任何保留權益將被重新計量至其公平值，賬面值之變動於損益賬確認。日後對該保留權益作聯營公司、共同控制實體或金融資產的會計處理時，上述之公平值視為初始賬面值。此外，任何就該實體曾確認為其他全面收益之數額當作本集團直接出售有關資產或負債處理，這代表曾確認為其他全面收益之數額將重新分類至損益賬。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.2 Consolidation (Continued)****(a) Subsidiaries (Continued)**

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 an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

**(b) Transactions with non-controlling interests**

The Group treats transactions with non-controlling interests as transactions with equity holders of the Company. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

## 2. 主要會計政策概要(續)

### 2.2 綜合財務報表(續)

#### (丙) 聯營公司

聯營公司是指本集團可對其發揮重大影響但不能控制的公司。聯營公司投資以權益會計法處理，最初按成本入賬。本集團之聯營公司投資包括收購時認明之商譽(扣除任何累計減值虧損)。

本集團應佔聯營公司收購後的溢利或虧損在收益賬中確認，本集團應佔其在收購後儲備的變化在本集團的儲備確認。投資的賬面值按累計收購後的變化作調整。除非本集團有為聯營公司提供責任承擔或支款，否則當本集團應佔聯營公司的虧損達至或超過本集團在聯營公司的權益(包括其他無抵押應收款)時，本集團不再確認額外的虧損。

本集團會於各報告期確定聯營公司投資已減值之客觀證據存在與否。倘情況屬實，本集團按聯營公司可回收金額及其賬面值之差額計算減值金額及緊接「應佔聯營公司之業績」確認於收益賬。

本集團與其聯營公司間交易之未變現收益按本集團應佔聯營公司權益的份額予以抵銷。除非該交易提供轉移資產減值之證明，未變現虧損亦予以抵銷。聯營公司之會計政策已作必要之修正以確保與本集團採納之政策一致。

在聯營公司之攤薄收益及虧損在收益賬內確認。

在本公司之財務狀況表內，聯營公司投資是按成本扣除減值撥備列賬。本公司對聯營公司業績的會計處理是按已收取及應收之股息入賬。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Consolidation (Continued)

#### (c) Associates

Associates are all entities over which the Group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in an associate includes goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its associates' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to "share of results of an associate" in the income statement.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses in associate are recognised in the income statement.

In the Company's statement of financial position, the investments in associates are stated at cost less provision for impairment losses. The results of associates are accounted for by the Company on the basis of dividend received and receivable.

## 2. 主要會計政策概要(續)

### 2.2 綜合財務報表(續)

#### (丁) 共同控制實體

共同控制實體指本集團與其他人士以合約協議方式共同進行經濟活動，該活動受合營各方共同控制，任何一方均沒有單一之控制權。

共同控制實體之業績、資產及負債按權益會計法入賬。綜合收益賬包括本集團應佔共同控制實體是年度業績，而綜合財務狀況表則包括本集團應佔共同控制實體之資產淨值。

### 2.3 利息收入及支出

所有按攤餘成本及以公平值計量且其變動計入其他全面收益計量之債務工具的利息收入及支出乃應用實際利率法確認於收益賬內。

實際利率法乃是一種用以計算金融資產或金融負債之攤餘成本及其於相關期內攤分利息收入或利息支出的方法。實際利率指可將金融工具在預計有效期間或較短期間(如適用)內之估計未來現金收支貼現為該金融資產或金融負債之賬面淨值之適用貼現率。在計算實際利率時，本集團按金融工具之所有合約條款(如提早清還之行使權)而估計其現金流量，但不考慮未發生之信貸損失。此計算包括所有合約內交易雙方所收取或支付能構成整體實際利息之費用及利率差價、交易成本及所有其他溢價或折讓。

若一項金融資產或一組金融資產的價值因減值虧損被調低，其利息收入則按計算有關減值虧損時所應用以貼現未來現金流量之利率來計量確認。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Consolidation (Continued)

#### (d) Jointly controlled entities

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity, which is subject to joint control and none of the participating parties has unilateral control over the economic activity.

The results and assets and liabilities of jointly controlled entities are accounted for using equity method of accounting. The consolidated income statement includes the Group's share of the results of jointly controlled entities for the year, and the consolidated statement of financial position includes the Group's share of the net assets of the jointly controlled entities.

### 2.3 Interest income and expense

Interest income and expense are recognised in the income statement for all debt instruments measured at amortised cost and fair value through other comprehensive income 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 cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

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 using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

**2. 主要會計政策概要(續)****2.4 服務費及佣金收入及支出**

來自客戶合約之服務費及佣金收入按客戶合約內列明之代價計量。本集團於客戶取得服務之控制權時確認收入。

在較長期間內持續提供不間斷之賬戶管理、託管服務等之服務費及其他服務費於服務期間按系統化基準確認。

有關交易性之安排(例如兌換、經紀服務及入口或出口服務)之收入於交易發生時確認。

**2.5 股息收入**

股息於本集團收取付款之權利獲確立時於收益賬確認。

**2.6 金融資產及負債****計量方法****攤餘成本及實際利率**

攤餘成本乃金融資產及負債於初始確認時之計量金額，減去本金還款，加上或減去累計攤銷(就初始金額及到期金額間差額採用實際利率法)及就金融資產而言，調整任何虧損準備。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.4 Fee and commission income and expense**

Fee and commission income from contracts with customers is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a service to a customer.

Fees for ongoing account management, custody services and other servicing fees that are continuously provided over an extended period of time are recognised on systematic basis over the period the service is provided.

Revenue related to transaction-based arrangements such as interchange, broking services and import or export services is recognised at the point in time when the transaction takes place.

**2.5 Dividend income**

Dividends are recognised in the income statement when the Group's right to receive payment is established.

**2.6 Financial assets and liabilities****Measurement methods****Amortised cost and effective interest rate**

The amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

**2. 主要會計政策概要(續)**

**2.6 金融資產及負債(續)**

*計量方法(續)*

**攤餘成本及實際利率(續)**

實際利率指可將金融資產或金融負債在其預計使用期內之估計未來現金收支貼現為該金融資產之賬面總值(即其扣除任何減值準備前之攤餘成本)或金融負債之攤餘成本之適用貼現率。該計算並無顧及預期信貸虧損及包含了能構成整體實際利息之交易成本、溢價或折讓及收取或支付之利率差價，例如發行費。對於購入或源生之信貸減值金融資產(為於初始確認時已是信貸減值之金融資產)，本集團計算經信貸調整之實際利率，其按金融資產之攤餘成本而非賬面總值及計入預期信貸虧損對估計未來現金流之影響而計算。

當本集團修訂未來現金流之估計數值時，金融資產或金融負債之各自賬面值乃就採用原實際利率貼現新估計數值而調整。任何變動於收益賬內確認。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2.6 Financial assets and liabilities (Continued)**

*Measurement methods (Continued)*

**Amortised cost and effective interest rate (Continued)**

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of a financial asset (i.e. its amortised cost before any impairment allowance) or to the amortised cost of a financial liability. The calculation does not consider expected credit losses and includes transaction costs, premiums or discounts and fees and points paid or received that are integral to the effective interest rate, such as origination fees. For purchased or originated credit-impaired financial assets (assets that are credit-impaired at initial recognition) the Group calculates the credit-adjusted effective interest rate, which is calculated based on the amortised cost of the financial asset instead of its gross carrying amount and incorporates the impact of expected credit losses in estimated future cash flows.

When the Group revises the estimates of future cash flows, the carrying amount of the respective financial assets or financial liability is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in profit or loss.

## 2. 主要會計政策概要(續)

### 2.6 金融資產及負債(續)

#### 計量方法(續)

##### 初始確認及計量

金融資產及金融負債於機構成為工具之合約條款中之一方時確認。慣常之金融資產買賣於交易日(本集團承諾買賣該資產之日期)確認。

於初始確認時，本集團計量金融資產或金融負債時按公平值加上或減去交易成本(就非以公平值計量且其變動計入損益的金融資產或金融負債而言)，其為購入或發行該金融資產或金融負債時的新增或直接歸屬於該等交易之成本(例如服務費及佣金)。以公平值計量且其變動計入損益之金融資產及金融負債之交易成本於收益賬內支銷。緊接初始確認後，就以攤餘成本計量之金融資產及以公平值計量且其變動計入其他全面收益之債務工具投資確認預期信貸虧損(「預期信貸虧損」)準備，其引致就新源生產資產確認會計虧損於收益賬。

當金融資產及負債之公平值有別於於初始確認時之交易價格，本集團確認該差額如下：

- (甲) 當相同資產或負債之公平值可由於活躍市場之報價(即第1級別數據)或只使用可觀察市場之數據按估值方法中提供證據，差額確認為收益或虧損。
- (乙) 於其他情況，差額將會遞延及按個別情況釐定其初始損益之遞延確認時間。差額於工具之可用年內攤銷，或遞延直至工具之公平值可採用市場之可觀察數據釐定，或透過結算變現。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Financial assets and liabilities (Continued)

#### Measurement methods (Continued)

##### Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset.

At initial recognition, the Group measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an expected credit loss (“ECL”) allowance is recognised for financial assets measured at amortised cost and investments in debt instruments measured at FVOCI which results in an accounting loss being recognised in profit or loss when an asset is newly originated.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the Group recognises the difference as follows:

- (a) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognised as a gain or loss.
- (b) In all other cases, the difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortised over the life of the instrument, deferred until the instrument’s fair value can be determined using market observable inputs, or realised through settlement.



## 2. 主要會計政策概要(續)

### 2.6 金融資產及負債(續)

#### 金融資產

##### (i) 分類及其後之計量

本集團分類其金融資產至下列計量類別：

- 以公平值計量且其變動計入損益(包括持作買賣用途)；
- 以公平值計量且其變動計入其他全面收益；或
- 攤餘成本。

債務及權益性工具之分類規定載述如下：

#### 債務工具

債務工具為該等以發行人觀點而言符合定義為金融負債之工具，如貸款、政府和企業債券及於保理業務中購自客戶之貿易應收賬。

債務工具之分類及其後之計量取決於：

- 本集團管理該資產之業務模式；及
- 該資產之現金流特性。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Financial assets and liabilities (Continued)

#### Financial assets

##### (i) Classification and subsequent measurement

The Group classifies its financial assets in the following measurement categories:

- Fair value through profit or loss (including held for trading);
- Fair value through other comprehensive income; or
- Amortised cost.

The classification requirements for debt and equity instruments are described below:

#### Debt instruments

Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective, such as loans, government and corporate bonds and trade receivables purchased from clients in factoring arrangements.

Classification and subsequent measurement of debt instruments depend on:

- the Group's business model for managing the asset; and
- the cash flow characteristics of the asset.

## 2. 主要會計政策概要(續)

### 2.6 金融資產及負債(續)

#### 金融資產(續)

##### (i) 分類及其後之計量(續)

根據該等因素，本集團分類其債務工具至下列三個計量類別其中之一：

- 攤餘成本：持作收取合約現金流(其現金流代表純屬本金及利息之償付(「純屬本金及利息之償付」)及並未指定為以公平值計量且其變動計入損益(「以公平值計量且其變動計入損益」)之資產，乃按攤餘成本計量。該等資產之賬面值已就於下述部份(ii)所確認及計量之任何預期信貸虧損準備作出調整。該等金融資產之利息收入採用實際利率法計算。
- 以公平值計量且其變動計入其他全面收益：持有金融資產以收取合約現金流及出售(該資產之現金流純屬本金及利息之償付)及並未指定為以公平值計量且其變動計入損益之金融資產，乃按以公平值計量且其變動計入其他全面收益計量。賬面值之變動於其他全面收益入賬(惟確認減值收益或虧損、利息收入和工具攤餘成本的匯兌收益及虧損將於收益賬確認)。當撤銷確認金融資產時，其以往計入其他全面收益之累計收益或虧損由權益賬重新分類至收益賬。該等金融資產之利息收入採用實際利率法計算。
- 以公平值計量且其變動計入損益：不符合準則列作攤餘成本或以公平值計量且其變動計入其他全面收益的資產乃按以公平值計量且其變動計入損益計量。其後按以公平值計量且其變動計入損益計量的債務投資之收益及虧損(並非對沖關係之一部份)確認為損益及在產生期間呈列於收益賬。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Financial assets and liabilities (Continued)

#### Financial assets (Continued)

##### (i) Classification and subsequent measurement (Continued)

Based on these factors, the Group classifies its debt instruments into one of the following three measurement categories:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest (“SPPI”), and that are not designated at fair value through profit or loss (“FVPL”), are measured at amortised cost. The carrying amount of these assets is adjusted by any ECL allowance recognised and measured as described in section (ii) below. Interest income from these financial assets is calculated using the effective interest rate method.
- FVOCI: Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets’ cash flows represent SPPI, and that are not designated at FVPL, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income (“OCI”), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses on the instrument’s amortised cost which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss. Interest income from these financial assets is calculated using the effective interest rate method.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL and is not part of a hedging relationship is recognised in profit or loss and presented in the income statement in the period in which it arises.

2. 主要會計政策概要(續)

2.6 金融資產及負債(續)

金融資產(續)

(i) 分類及其後之計量(續)

業務模式：業務模式反映本集團如何管理資產以產生現金流。即本集團之目標是否純屬從該資產收取合約現金流或收取合約現金流兼從出售該資產中收取現金流。倘若兩者皆不適用(如金融資產乃持作買賣用途)，則分類該金融資產為「其他」業務模式之一部份及按以公平值計量且其變動計入損益計量。本集團就一組資產釐定業務模式時考慮之因素包括過往之經驗於：如何從該等資產收取合約現金流、如何評估該等資產之表現及呈報予重要管理人員、如何評估和管理風險及如何酬報管理人員。持作買賣用途之證券主要為持作短期買賣用途或一併管理之金融工具組合之一部份(其有證據顯示近期作短期獲利之真實模式)。該等證券則分類至「其他」業務模式內及按以公平值計量且其變動計入損益計量。

純屬本金及利息之償付：倘業務模式為持有資產以收取合約現金流或以收取合約現金流及出售，本集團會評估金融工具之現金流是否代表純屬本金及利息之償付(「純屬本金及利息之償付測試」)。在進行評估時，本集團會考慮合約現金流與基本借貸安排是否一致，即利息只包含金錢的時間價值、信貸風險、其他基本借貸風險及利潤率之考慮與基本借貸安排一致。如合約條款引入與基本借貸安排非一致之風險承擔或波幅，相關金融資產會按以公平值計量且其變動計入損益分類及計量。

含內嵌衍生工具之金融資產，當釐定其現金流是否純屬本金及利息之償付時會以整體作考慮。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial assets and liabilities (Continued)

Financial assets (Continued)

(i) Classification and subsequent measurement (Continued)

Business model: the business model reflects how the Group manages the assets in order to generate cash flows. That is, whether the Group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of "other" business model and measured at FVPL. Factors considered by the Group in determining the business model for a group of assets include past experience on how the cash flows for these assets were collected, how the asset's performance is evaluated and reported to key management personnel, how risks are assessed and managed and how managers are compensated. Securities held for trading are held principally for the purpose of selling in the near term or are part of a portfolio of financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. These securities are classified in the "other" business model and measured at FVPL.

SPPI: Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Group assesses whether the financial instruments' cash flows represent solely payments of principal and interest (the "SPPI test"). In making this assessment, the Group considers whether the contractual cash flows are consistent with a basic lending arrangement (i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement). Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at FVPL.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are SPPI.

**2. 主要會計政策概要(續)****2.6 金融資產及負債(續)****金融資產(續)****(i) 分類及其後之計量(續)**

本集團只會在管理該等資產之業務模式變更時才重新分類債務投資。重新分類自變更後的首個報告期開始生效。預期該變更為非常見的及於期內並無發生。

**權益性工具**

權益性工具為以發行人觀點而言符合定義為權益性之工具；即不含有償付之合同責任，及可證明應佔發行人資產淨值剩餘權益之工具。權益性工具之例子包括基本的普通股股份。

除本集團於初始確認時已選擇不可撤回地指定該權益性投資為以公平值計量且其變動計入其他全面收益外，本集團往後按以公平值計量且其變動計入損益計量所有權益性工具。倘應用該選擇，公平值之收益及虧損於其他全面收益確認及其後不會重新分類至收益賬(包括於出售時)。當股息代表該等投資之回報時，其於本集團收取付款之權利獲確立時繼續於收益賬中確認為其他收入。

以公平值計量且其變動計入損益的權益性投資之收益及虧損乃包含於收益賬內之「淨買賣收入」項下。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.6 Financial assets and liabilities (Continued)****Financial assets (Continued)****(i) Classification and subsequent measurement (Continued)**

The Group reclassifies debt investments when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none occurred during the period.

**Equity instruments**

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets. Examples of equity instruments include basic ordinary shares.

The Group subsequently measures all equity investments at fair value through profit or loss, except where the Group's management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. When this election is used, fair value gains and losses are recognised in OCI and are not subsequently reclassified to profit or loss, including on disposal. Dividends, when representing a return on such investments, continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Gains and losses on equity investments at FVPL are included in the "Net trading income" in the income statement.

2. 主要會計政策概要(續)

2.6 金融資產及負債(續)

金融資產(續)

(ii) 減值

本集團按前瞻基準評估按攤餘成本列賬及以公平值計量且其變動計入其他全面收益列賬的債務工具資產及源自貸款承擔及財務擔保合約的風險引致相關之預期信貸虧損。本集團就該等虧損於各呈報日確認虧損準備。預期信貸虧損之計量反映：

- 經評估一系列可能結果而釐定一個無偏頗及已計及或然加權之金額；
- 金錢的時間價值；及
- 毋須花費不必要成本或精力而可取得於呈報日之有關過往事件、現時情況及預測未來經濟狀況之合理及有據可依的資料。

以攤餘成本計量之金融資產之減值準備呈列為資產賬面總值之扣減。貸款承擔及財務擔保合約之減值準備確認為撥備及「其他賬目及預提」之一部分。以公平值計量且其變動計入其他全面收益之債務工具之賬面值為其公平值。其減值準備確認為「投資重估儲備」之一部分。

附註3.2.2提供更多詳情有關如何計量預期信貸虧損準備。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial assets and liabilities (Continued)

Financial assets (Continued)

(ii) Impairment

The Group assesses on a forward-looking basis the ECL associated with its debt instrument assets carried at amortised cost and FVOCI and with the exposure arising from loan commitments and financial guarantee contracts. The Group recognises a loss allowance for such losses at each reporting date. The measurement of ECL reflects:

- 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 that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

Impairment allowance of financial assets measured at amortised cost is presented as a deduction from the gross carrying amount of the assets. Impairment allowance of loan commitments and financial guarantee contracts is recognised as a provision as part of “Other accounts and accruals”. The carrying amount of debt instruments measured at FVOCI is their fair value. Their impairment allowance is recognised as part of “Investment revaluation reserve”.

Note 3.2.2 provides more detail of how the ECL allowance is measured.

## 2. 主要會計政策概要(續)

### 2.6 金融資產及負債(續)

#### 金融資產(續)

##### (iii) 貸款修改

本集團有時重新協商或以其他方式修改客戶貸款之合約現金流。倘若此發生時，本集團會評估新條款是否與原條款有重大差異。本集團就此會考慮下列因素：

- 倘借款人陷於財務困境，修改是否只是降低合約現金流至借款人預期有能力償還的金額。
- 有否加入任何重大的新條款，例如重大地影響貸款風險面貌的利潤分享／以股權為基礎之回報。
- 當借款人未陷於財務困境時重大地延長貸款期限。
- 利率之重大變更。
- 貸款的結算貨幣之變更。
- 加入之抵押品、其他擔保物或為增強信貸所提供的保障重大地影響貸款之相關信貸風險。

倘條款有重大差異，本集團則撤銷確認原有金融資產及以公平值確認「新」資產和重新計算該資產之新實際利率。故此重新協商日被視為初始確認日期以作計算減值用途，包括用以釐定信貸風險是否大幅增加。然而，本集團亦評估已確認之新金融資產是否於初始確認時被視作信貸減值資產，尤其是在債務人未能按原有協定支付款項而促使重新協商的情況下。賬面值之差額亦會於撤銷確認時在收益賬中確認為收益或虧損。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Financial assets and liabilities (Continued)

#### Financial assets (Continued)

##### (iii) Modification of loans

The Group sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the Group assesses whether or not the new terms are substantially different to the original terms. The Group does this by considering, among others, the following factors:

- If the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay.
- Whether any substantial new terms are introduced, such as a profit share/equity-based return that substantially affects the risk profile of the loan.
- Significant extension of the loan term when the borrower is not in financial difficulty.
- Significant change in the interest rate.
- Change in the currency the loan is denominated in.
- Insertion of collateral, other security or credit enhancements that significantly affect the credit risk associated with the loan.

If the terms are substantially different, the Group derecognises the original financial asset and recognises a “new” asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Group also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit or loss as a gain or loss on derecognition.

## 2. 主要會計政策概要(續)

### 2.6 金融資產及負債(續)

#### 金融資產(續)

#### (iii) 貸款修改(續)

倘條款未有重大差異，重新協商或修改不會引致撤銷確認，及本集團按金融資產經修訂之現金流重新計算賬面總值，並於收益賬確認修改之收益或虧損。新賬面總值乃按原有實際利率(或購入或源生的信貸減值金融資產經信貸調整之實際利率)貼現經修改之現金流作重新計算。

#### (iv) 除修改外之撤銷確認

當從資產收取現金流量之合約權利已失效，或當其已被轉移及(i)本集團重大地轉讓擁有權之所有風險及回報或(ii)本集團未轉讓也不重大地保留擁有權之所有風險及回報及本集團並無保留控制權時，金融資產(或其部份)即被撤銷確認。

當本集團於若干交易中保留從資產收取現金流的合約權利但承擔了支付該等現金流予其他機構的合約責任及重大地轉讓所有風險及回報，該等交易會按引致撤銷確認之「通過」轉讓處理，倘若本集團：

- 除非已從資產中收取相等金額，否則並無支付款項之責任；
- 被禁止出售或抵押資產；及
- 有責任在無重大拖延下匯出收取自資產之任何現金。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Financial assets and liabilities (Continued)

#### Financial assets (Continued)

#### (iii) Modification of loans (Continued)

If the terms are not substantially different, the renegotiation or modification does not result in derecognition, and the Group recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit or loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

#### (iv) Derecognition other than on a modification

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either (i) the Group transfers substantially all the risks and rewards of ownership, or (ii) the Group neither transfers nor retains substantially all the risks and rewards of ownership and the Group has not retained control.

The Group enters into transactions where it retains the contractual rights to receive cash flows from assets but assumes a contractual obligation to pay those cash flows to other entities and transfers substantially all of the risks and rewards. These transactions are accounted for as “pass through” transfers that result in derecognition if the Group:

- Has no obligation to make payments unless it collects equivalent amounts from the assets;
- Is prohibited from selling or pledging the assets; and
- Has an obligation to remit any cash it collects from the assets without material delay.

## 2. 主要會計政策概要(續)

### 2.6 金融資產及負債(續)

#### 金融資產(續)

##### (iv) 除修改外之撤銷確認(續)

若本集團在預先釐定之回購價格基礎上保留了相關交易大部份風險和回報，因此不符合撤銷確認之準則，本集團不會撤銷確認根據標準回購協議及證券借貸交易下提供之抵押品(股份及債券)。此亦應用於本集團保留後償剩餘權益的若干證券化交易。

倘從資產收取現金流之合約權利已轉讓，和本集團未轉讓或保留大部份風險和回報，及本集團保留了轉讓資產之控制權，則本集團採用持續參與法。

按此方法，本集團在持續參與的範圍內繼續確認該轉讓之資產及確認相關負債，以反映本集團保留之權利及責任。轉讓之資產及相關負債之賬面淨值為：(甲)本集團保留之權利及責任的攤餘成本(倘轉讓之資產按攤餘成本計量)；或(乙)相等於本集團保留之權利及責任按單獨基準下計量的公平值(倘轉讓之資產按公平值計量)。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Financial assets and liabilities (Continued)

#### Financial assets (Continued)

##### (iv) Derecognition other than on a modification (Continued)

Collateral (shares and bonds) furnished by the Group under standard repurchase agreements and securities lending and borrowing transactions are not derecognised because the Group retains substantially all the risks and rewards on the basis of the predetermined repurchase price, and the criteria for derecognition are therefore not met. This also applies to certain securitisation transactions in which the Group retains a subordinated residual interest.

When the contractual rights to receive the cash flows from the assets have been transferred, and the Group neither transfers nor retains substantially all the risks and rewards of ownership, and the Group has retained control of the transferred assets, the Group applies continuing involvement approach.

Under this approach, the Group continues to recognise the transferred asset to the extent of its continuing involvement and recognise the associated liability, to reflect the rights and obligations retained by the Group. The net carrying amount of the transferred asset and associated liability is: (a) the amortised cost of the rights and obligations retained by the Group, if the transferred asset is measured at amortised cost; or (b) equal to the fair value of the rights and obligations retained by the Group when measured on a stand-alone basis, if the transferred asset is measured at fair value.



2. 主要會計政策概要(續)

2.6 金融資產及負債(續)

金融負債

(i) 分類及其後之計量

於本期間及之前期間，金融負債乃分類為其後按攤餘成本計量，除了：

- 以公平值計量且其變動計入損益的金融負債：該分類應用於衍生工具、持作買賣用途的金融負債(例如：買賣賬內之短盤)及於初始確認時以此指定之其他金融負債。指定以公平值計量且其變動計入損益的金融負債之收益及虧損，部份於其他全面收益(歸因於該負債的信貸風險變動引致之金融負債公平值變動金額，按非歸因於引致市場風險的市場狀況變動金額釐定)及部份於收益賬(負債之公平值變動的剩餘金額)呈列。除非該呈列將會引起或擴大會計錯配，歸因於負債的信貸風險變動之收益及虧損則於收益賬呈列；
- 不符合撤銷確認資格的金融資產轉讓或應用持續參與法時所產生的金融負債。當金融資產轉讓不符合撤銷確認資格時，則就轉讓所收取之代價確認金融負債。於往後期間，本集團確認就金融負債產生之任何支出；應用持續參與法時；及
- 財務擔保合約及貸款承擔。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial assets and liabilities (Continued)

Financial liabilities

(i) Classification and subsequent measurement

In both the current and prior period, financial liabilities are classified as subsequently measured at amortised cost, except for:

- Financial liabilities at fair value through profit or loss: this classification is applied to derivatives, financial liabilities held for trading (e.g. short positions in the trading booking) and other financial liabilities designated as such at initial recognition. Gains or losses on financial liabilities designated at fair value through profit or loss are presented partially in other comprehensive income (the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability, which is determined as the amount that is not attributable to changes in market conditions that give rise to market risk) and partially profit or loss (the remaining amount of change in the fair value of the liability). This is unless such a presentation would create, or enlarge, an accounting mismatch, in which case the gains and losses attributable to changes in the credit risk of the liability are also presented in profit or loss;
- Financial liabilities arising from the transfer of financial assets which did not qualify for derecognition, or when the continuing involvement approach applies. When the transfer of financial asset did not qualify for derecognition, a financial liability is recognised for the consideration received for the transfer. In subsequent periods, the Group recognises any expense incurred on the financial liability; when continuing involvement approach applies; and
- Financial guarantee contracts and loan commitments.

**2. 主要會計政策概要(續)****2.6 金融資產及負債(續)****金融負債(續)****(ii) 撤銷確認**

金融負債於終止(即當合約內列明之責任已解除、取消或失效)時撤銷確認。

本集團與債務工具原出借人間之交換(條款有重大差異,且現有金融負債條款有重大修訂)按終止原有金融負債及確認新金融負債處理。倘若按新條款以原有實際利率按現金流(包括扣除任何已收取費用之任何已付費用)貼現之現值與原有金融負債之剩餘現金流之貼現現值最少10%的差額,則條款為有重大差異。此外,其他質化因素(例如:工具之結算貨幣、利率類別的變更、工具附帶之新兌換特徵及契約之變更)亦一併考慮。倘若債務工具之交換或條款之修訂按終止方式處理,任何已產生之成本或費用將確認為終止之部份收益及虧損。倘若交換或修訂並非按終止方式處理,任何已產生之成本或費用按調整負債之賬面值確認,並於經修訂負債之剩餘年內攤銷。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.6 Financial assets and liabilities (Continued)****Financial liabilities (Continued)****(ii) Derecognition**

Financial liabilities are derecognised when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expires).

The exchange between the Group and its original lenders of debt instruments with substantially different terms, as well as substantial modifications of the terms of existing financial liabilities, are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. In addition, other qualitative factors, such as the currency that the instrument is denominated in, changes in the type of interest rate, new conversion features attached to the instrument and change in covenants are also taken into consideration. If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

## 2. 主要會計政策概要(續)

### 2.7 財務擔保合約及貸款承擔

財務擔保合約是指發行人須就某指定債務人未能根據債務合約的條款支付到期債務時須向合約持有人支付指定款項以償付其損失之合約。該等財務擔保乃代表客戶授予銀行、金融機構及其他團體以擔保其貸款、透支及其他銀行信貸。

財務擔保合約最初以公平值計量及其後按以下兩者之間之較高者計量：

- 虧損準備之金額；及
- 初始確認時收取之費用扣除按香港財務報告準則第15號原則下確認之收入。

本集團提供之貸款承擔以虧損準備之金額計量。本集團並無作出任何承擔以提供低於市場利率之貸款，或可以現金或以交付或發行另一金融工具的方式淨額清償。

就貸款承擔及財務擔保合約而言，虧損準備乃確認為撥備。然而，包含貸款及未提取承擔之合約及本集團不能從該貸款組成部份中分開識別未提取承擔組成部份之預期信貸虧損，未提取承擔之預期信貸虧損乃連同貸款之虧損準備一起確認。倘合併之預期信貸虧損超過貸款之賬面淨值，預期信貸虧損乃確認為撥備。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Financial guarantee contracts and 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 debt instrument. Such financial guarantees are given to banks, financial institutions and others on behalf of customers to secure loans, overdrafts and other banking facilities.

Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- The amount of the loss allowance; and
- The fee received on initial recognition less income recognised in accordance with the principles of HKFRS 15.

Loan commitments provided by the Group are measured as the amount of the loss allowance. The Group has not provided any commitment to provide loans at a below-market interest rate, or that can be settled net in cash or by delivering or issuing another financial instrument.

For loan commitments and financial guarantee contracts, the loss allowance is recognised as a provision. However, for contracts that include both a loan and an undrawn commitment and the Group cannot separately identify the expected credit losses on the undrawn commitment component from those on the loan component, the expected credit losses on the undrawn commitment are recognised together with the loss allowance for the loan. To the extent that the combined expected credit losses exceed the gross carrying amount of the loan, the expected credit losses are recognised as a provision.

## 2. 主要會計政策概要(續)

### 2.8 衍生工具及對沖活動

衍生工具最初於訂立衍生工具合約之日按公平值確認，其後按公平值重新計量。當衍生工具的公平值為正數時，均作為資產入賬；當公平值為負數時，則作為負債入賬。

某些衍生工具嵌入混成合約(例如可換股債券內之兌換期權)。倘混成合約包含之主體為金融資產，則本集團按上述金融資產部份之闡述評估整體合約作分類及計量用途。否則，內嵌衍生工具作為個別衍生工具處理倘：

- 其經濟性質及風險與主合約並無密切關係；
- 具有相同條款之個別工具將符合衍生工具之定義；及
- 混成合約並非按以公平值計量且其變動計入損益計量。

除本集團選擇指定該混成合約為以公平值計量且其變動計入損益外，此等內嵌衍生工具乃按公平值分開入賬，其公平值的變動於收益賬內確認。

確認公平值收益或虧損的方法取決於該衍生工具是否被指定及符合資格為對沖工具，如屬者則須取決其對沖項目之性質。本集團指定若干衍生工具為已確認資產或負債或確定之承擔公平值的對沖工具(公平值對沖)。

本集團於訂立對沖時需記錄對沖項目與所對沖工具的關係，並包括其風險管理目標及進行若干對沖交易的策略。本集團亦於開始對沖後持續就其用於對沖交易的衍生工具是否對銷公平值變動有顯著成效作出評估。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Derivative and hedging activities

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

Certain derivatives are embedded in hybrid contracts, such as the conversion option in a convertible bond. If the hybrid contract contains a host that is a financial asset, then the Group assesses the entire contract as described in the financial assets section above for classification and measurement purposes. Otherwise, the embedded derivatives are treated as separate derivatives when:

- Their economic characteristics and risks are not closely related to those of the host contract;
- A separate instrument with the same terms would meet the definition of a derivative; and
- The hybrid contract is not measured at fair value through profit or loss.

These embedded derivatives are separately accounted for at fair value, with changes in fair value recognised in the income statement unless the Group chooses to designate the hybrid contracts at fair value through profit or loss.

The method of recognising the resulting fair value gain or loss depends on whether the derivative is designated and qualifies as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as hedges of the fair value of recognised assets or liabilities or firm commitments (fair value hedges).

The Group documents, at the inception of the hedge, the relationship between hedged items and hedging instruments, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values of hedged items.

**2. 主要會計政策概要(續)**

**2.8 衍生工具及對沖活動(續)**

**(甲) 公平值對沖**

已指定並符合條件作公平值對沖的衍生工具的公平值變動，連同與對沖風險相關的對沖資產或負債的任何公平值變動，均於收益賬內「淨買賣收入 – 以公平值對沖之金融工具之淨收益／(虧損)」項下入賬。

倘該對沖不再符合對沖會計處理的標準，則應用實際利率法釐定該被對沖項目賬面值的調整數，按到期前期間於收益賬內攤銷。對沖權益性證券賬面值之調整及包含在保留盈利直至出售該被對沖項目為止。

**(乙) 不符合作對沖會計處理的衍生工具**

若干衍生工具並不符合作對沖會計處理。任何不符合作對沖會計處理的衍生工具的公平值變動即時於收益賬內「淨買賣收入」項下確認。就與指定金融資產或金融負債一同管理之衍生工具而言，因其公平值變動而產生之收益及虧損列入「淨買賣收入 – 以公平值計量且其變動計入損益的金融工具之淨收益／(虧損)」項下。

**2.9 對銷金融工具**

倘有可執行法律權利對銷某些已確認金額及有意以淨額基準結算或變現資產以同時清償負債時，金融資產及負債將互相對銷，有關之淨款項於財務狀況表內呈報。法定可強制執行權利必須沒有附帶於未來事件，而在一般業務過程中以及倘本公司或對手一旦出現違約，無償債能力或破產時，仍可必須強制執行。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2.8 Derivative and hedging activities (Continued)**

**(a) Fair value hedge**

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the income statement under “Net trading income – Net gain/(loss) arising from financial instruments subject to fair value hedge”, together with any changes in the fair value of the hedged asset that are attributable to the hedged risk.

If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to profit or loss over the period to maturity. The adjustment to the carrying value of a hedged equity security and remains in retained earnings until the disposal of the hedged item.

**(b) Derivatives that do not qualify for hedge accounting**

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in the income statement under “Net trading income”. For derivatives that are managed in conjunction with designated financial assets or financial liabilities, the gains and losses arising from changes in their fair value are included under “Net trading income – Net gain/(loss) on financial instruments at fair value through profit or loss”.

**2.9 Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the statement of financial position 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. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

## 2. 主要會計政策概要(續)

### 2.10 出售及回購協議

有關出售附有回購協議(「回購協議」)之證券所引致之對交易對手負債已適當地包含在對其他銀行之結欠、銀行存款或其他賬目及預提中之結餘。按再售協議(「反向回購協議」)而購入之證券已記錄在貸款及墊款予其他銀行或客戶貸款及墊款中。出售價與回購價之差額當作利息處理及應用實際利率法在該協議期限內計提。借予交易對手之證券則保留在財務報表內。

借來之證券除已售予第三者且有關購入及出售記錄於賬內及收益或虧損包括在買賣收入外，將不會在財務報表內確認。借來證券之歸還責任則當作交易負債以公平值入賬。

### 2.11 收回資產

已收回抵押品資產之貸款不會被撤銷，並在財務狀況表內連同已作出之合適減值準備數額列賬。就拖欠償付貸款而言，本集團根據司法安排或法院法令而行使以物抵債權及回收其抵押品資產和取得資產法定擁有權，相關之貸款已被終止確認。該行使以物抵債權取得之資產持作再出售並呈報於「各項貸款及其他賬目 – 其他資產」項下。

### 2.12 分項報告

營運業務分項之呈報方式與向主要營運決策人提供之內部報告方式一致。主要營運決策人為向機構分配資源並評估機構之營運分項表現之人仕或一組人仕。本集團已指定行政總裁及執行委員會(「執行委員會」)成員為其主要營運決策人。

所有營業分項間之交易按公平基準進行，分項之間收益及成本於綜合賬內抵銷。在釐定營業分項之表現時，會計入直接與各分項有關之收入及支出。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.10 Sale and repurchase agreements

The liability to counterparties in respect of securities sold subject to repurchase agreements (“repos”) is included in amounts due to other banks, deposits from banks, or other accounts and accruals, as appropriate. Securities purchased under agreements to resell (“reverse repos”) are recorded as loans and advances to other banks or customers, as appropriate. The difference between the sale and repurchase price is treated as interest and accrued over the life of the agreements using the effective interest method. Securities lent to counterparties are also retained in the financial statements.

Securities borrowed are not recognised in the financial statements, unless these are sold to third parties, in which case the purchases and sales are recorded with the gain or loss included in trading income. The obligation to return them is recorded at fair value as a trading liability.

### 2.11 Repossessed assets

Loans on which collateral assets have been repossessed are not derecognised and are carried in the statement of financial position with appropriate amounts of impairment allowances made. In the case of delinquent loans on which collateral assets have been foreclosed and repossessed by the Group pursuant to legal arrangements or court orders, and with the legal title of the assets having been passed to the Group, such loans are derecognised. The foreclosed assets held for resale are included in “Advances and other accounts – Other assets”.

### 2.12 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is the person or group of persons that allocates resources to and assesses the performance of the operating segments of an entity. The Group has determined the Chief Executive and members of the Executive Committee (“EC”) as its chief operating decision maker.

All transactions between operating segments are conducted on an arm’s length basis, with inter-segment revenues and costs being eliminated on consolidation. Income and expenses directly associated with each segment are included in determining operating segment performance.

## 2. 主要會計政策概要(續)

### 2.12 分項報告(續)

根據香港財務報告準則第8號之規定，本集團有以下分項：個人銀行、商業銀行、財資業務、海外銀行、保險業務及其他。

### 2.13 外幣換算

#### (甲) 功能及呈列貨幣

本集團旗下各機構之財務報表中所載項目乃應用該機構營運之主要經濟環境所使用之貨幣(「功能貨幣」)計量。綜合財務報表乃以港幣呈列。港幣乃本集團之呈列貨幣及本公司及本集團主要業務之功能及呈列貨幣。

#### (乙) 交易及結餘

外幣交易按交易日現行之匯率換算為有關機構的功能貨幣。該等交易結算及以外幣結算之貨幣性資產或負債按年結日之匯率換算所產生之匯兌收益及虧損，乃於收益賬內確認。

所有於收益賬確認之外幣換算收益及虧損按淨額於收益賬之相應項目下呈列。其他全面收益項目之外幣換算收益及虧損於全面收益賬之相應項目下呈列。

倘以外幣結算並分類為以公平值計量且其變動計入其他全面收益的金融資產之貨幣性資產之公平值變動，會就資產之攤餘成本變動及資產賬面值其他變動產生之換算差額作出區分。與攤餘成本變動有關之換算差額於收益賬內確認，而與賬面值變動(減值除外)有關之換算差額於權益賬內確認。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Segment reporting (Continued)

Based on the requirements of HKFRS 8, the Group has the following segments: Personal Banking, Commercial Banking, Treasury, Overseas Banking, Insurance Business, and Others.

### 2.13 Foreign currency translation

#### (a) Functional and presentation currency

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 HK dollars, which is the Group's presentation currency and the functional and presentation currency of the Company and major part of the Group.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency of the relevant entity using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

All foreign exchange gains and losses recognised in the income statement are presented net in the income statement within the corresponding item. Foreign exchange gains and losses on other comprehensive income items are presented in the statement of comprehensive income within the corresponding item.

In the case of changes in the fair value of foreign currency denominated monetary assets classified as FVOCI, a distinction is made between translation differences resulting from changes in amortised cost of the assets and other changes in the carrying amount of the assets. Translation differences related to changes in the amortised cost are recognised in the income statement, and those related to changes in the carrying amount, except for impairment, are recognised in equity.

**2. 主要會計政策概要(續)****2.13 外幣換算(續)****(乙) 交易及結餘(續)**

非貨幣性項目，如持有以公平值計量且其變動計入損益的股本工具投資，其換算差額將作為公平值收益或虧損之一部份呈報。若干非貨幣性項目，如歸類為以公平值計量且其變動計入其他全面收益的金融資產之權益證券，其換算差額則列入權益內的投資重估儲備。

**(丙) 集團旗下公司**

所有功能貨幣與呈列貨幣不同的集團實體(其均非超通脹經濟之貨幣)之業績及財務狀況按以下方式換算為呈列貨幣：

- (i) 各財務狀況表所呈列之資產及負債按財務狀況表之報告日期之收市匯率換算；
- (ii) 各收益賬之收入及支出按平均匯率換算(倘此平均值並非該等交易日期通行匯率的累積效果之合理約數，收入及支出則按交易日期匯率換算)；及
- (iii) 所有兌換差額將確認為權益賬內一個獨立項目。

上述過程產生之匯兌差異於股東權益賬「匯兌儲備」項下呈報。

於綜合賬目時，換算國外機構淨投資所產生之兌換差額，列入股東權益賬內。倘國外業務被出售，該等兌換差額將列作出售所得之部份收益或虧損在收益賬內確認。

因收購國外實體產生之商譽及公平值調整，被當作該國外實體之資產及負債處理，並按於結算日之匯率換算。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.13 Foreign currency translation (Continued)****(b) Transactions and balances (Continued)**

Translation differences on non-monetary items, such as investments in equity instruments held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation difference on certain other non-monetary items, such as equities classified as FVOCI, are included in the investment revaluation reserve in equity.

**(c) Group companies**

The results and financial position of all the Group's entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

Exchange differences arising from the above processes are reported in shareholders' equity under "Exchange reserve".

On consolidation, exchange differences arising from the translation of the net investment in foreign entities are taken to shareholders' equity. When a foreign operation is sold, such exchange differences are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.



2. 主要會計政策概要(續)

2.14 行產及其他固定資產

行產主要包括辦公室和商舖。被歸類為融資租賃之租賃土地及其他固定資產按歷史成本減除折舊載列。歷史成本包括直接歸屬於收購該等項目之支出。

只有當一項資產可能給本集團帶來相關連之未來經濟利益，以及該項目之成本可以可靠地釐定時，該項資產之後期成本才會列於資產之賬面值中或作為個別資產確認(視乎適合而定)。資產被更換部份之賬面值會被撤銷確認。所有其他維修開支均於產生之財政期間於收益賬內扣除。

被歸類為融資租賃之租賃土地從該土地權益投入預定意向用途時開始攤銷。被歸類為融資租賃之租賃土地的攤銷及其他資產的折舊應用直線法計算，並按以下列示之可使用年期分攤其成本至餘值：

– 行產	於剩餘的租賃期內
– 傢俬、裝置、設備 及汽車	於估計使用年期 (一般在3至10年 之間)

資產之剩餘價值及使用年期於每個報告期末將被評估，並在合適之情況下作出調整。

倘資產之賬面值高於其估計可回收金額，則該資產之賬面值將即時被減值至其可回收金額(附註2.17)。

出售之收益及虧損按比較所得款項與賬面值釐定及確認於收益賬內。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Premises and other fixed assets

Premises comprise mainly offices and shops. Leasehold land classified as finance lease and all other fixed assets are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or 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 carrying amount of the replaced part is derecognised. All other repairs and maintenance are expensed in the income statement during the financial period in which they are incurred.

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

– Premises	Over the remaining period of lease
– Furniture, fittings, equipment and motor vehicles	Over the estimated useful lives generally between 3 and 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each end of the reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.17).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the income statement.

**2. 主要會計政策概要(續)****2.15 投資物業**

持作收取長期租金收益或獲取資本增值或兩者兼得且並非由集團旗下公司所佔用之物業被歸類為投資物業。

投資物業最初以成本值(包括相關交易費用)計量。

在初始確認後，投資物業按公平值列賬。公平值乃以活躍市場之價格為基礎，於需要時就特定之資產性質、地點或狀況之任何差異作出調整。倘該等資料無法得到，本集團則應用替代估值法，例如按次活躍市場最近之價格或貼現現金流量預測進行估值。該等估值乃依照國際估值準則委員會頒佈之指引完成。該等估值每年由外聘估值師進行。重建並持續用作投資物業之投資物業，或其市場活躍度下降之投資物業繼續按公平值計量。

投資物業之公平值反映(其中包括)現時租賃之租金收入及按現行市況預期之未來租金收入。

只有當與該項目可能給本集團帶來關連之未來經濟利益及該項目之成本可被可靠地計量時，後期開支才會計入該資產之賬面值。所有其他維修支出於其產生之相關財政期間記入收益賬內。

公平值變動於收益賬內確認。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.15 Investment properties**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated Group, is classified as investment property.

Investment property is measured initially at its cost, including related transaction costs.

After initial recognition, investment property is carried at fair value. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are performed in accordance with the guidance issued by the International Valuation Standards Committee. These valuations are reviewed annually by external valuers. Investment property that is being redeveloped for continuing use as investment property, or for which the market has become less active, continues to be measured at fair value.

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions.

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. All other repairs and maintenance costs are expensed in the income statement during the financial period in which they are incurred.

Changes in fair values are recognised in the income statement.

## 2. 主要會計政策概要(續)

### 2.15 投資物業(續)

倘投資物業由本集團旗下公司所佔用，則重新歸類為行產及其他固定資產，其於重新歸類日期之公平值將成為其成本值。

倘某些行產及其他固定資產因其用途改變而轉為投資物業，根據香港會計準則第16號，該資產於轉讓日之賬面值與公平值間任何差額，將當作行產及其他固定資產之重估而確認於權益賬內。然而，倘該公平值增值抵銷過往之減值虧損，該增值則於收益賬內確認。

### 2.16 商譽及無形資產

商譽指收購之成本超逾本集團應佔被收購者於收購日期之可認明資產及負債公平值淨值之金額。商譽按成本減所有累積虧損列示。商譽將每年進行減值測試。商譽的減值虧損不能回撥，出售實體之收益及虧損包含該出售實體之商譽賬面值。

商譽須被分配至各現金產生單位以作為其減值測試。所分配之單位為預期可受惠於產生該商譽之業務合併之各現金產生單位或各組現金產生單位。

倘因收購而產生之無形資產可與商譽獨立確認，或倘因合約或其他法律權利而產生之無形資產，及其價值可以可靠地估計，則無形資產與商譽分開確認。無形資產包括核心存款、合約及客戶關係無形資產，以及商標。無形資產根據預計使用年期按成本減攤銷及／或累積減值虧損列示。攤銷按其介乎5至12年之預計使用年期以餘額遞減法計算。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.15 Investment properties (Continued)

If an investment property becomes owner-occupied, it is reclassified as premises and other fixed assets, and its fair value at the date of reclassification becomes its cost for accounting purposes.

If an item of premises and other fixed assets 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 equity as a revaluation of premises and other fixed assets under HKAS 16. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in the income statement.

### 2.16 Goodwill and intangible assets

Goodwill represents the excess of the cost of an acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the acquiree as at the date of acquisition. Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested annually for impairment. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination on which the goodwill arose.

Intangible assets arising from an acquisition are recognised separately from goodwill when they are separable or arise from contractual or other legal rights, and their value can be measured reliably. They include core deposits, contracts and customer relationships intangible assets, and trade names. Intangible assets are stated at cost less amortisation, and/or accumulated impairment losses. Amortisation is calculated based on estimated useful life ranging from 5 to 12 years using a diminishing balance method.

**2. 主要會計政策概要(續)****2.17 商譽、無形資產及非金融資產之減值**

具無使用期限或未能使用之資產將不會被攤銷，但每年須作減值測試。倘出現某些事件或環境變化顯示其賬面值可能不可收回時，該等資產將作減值檢查。資產賬面值超逾可收回金額之數額被確認為減值虧損。可收回金額乃扣除出售費用後之資產公平值及使用價值之較高者。該等資產按最原始類別分類(現金產生單位)從而分別認明其現金流，藉以用作減值評估用途。除商譽外，非金融資產於各報告期就其減值之回撥可能性作出審閱。

在本公司的財務報表，如從附屬公司或聯營公司收取的股息超過其在該宣派年度的所佔全面收益總額，或其在本公司之財務狀況表內的賬面值超過在其綜合財務狀況表內包括商譽的所佔淨資產值時，亦須為該等投資作減值測試。

**2.18 即期及遞延稅項**

本期稅項支出包括即期及遞延稅項。除直接於其他全面收益確認之項目，其相關稅項在其他全面收益之相應項目內確認外，稅項在收益賬內確認。

即期稅項支出按照本公司之附屬公司、聯營公司及合營公司其獲得應課稅收入之地區於報告期末已頒佈或實質上已頒佈之稅法作為基準計算。管理層定期就適用稅例內須作詮釋之情況評估報稅表內之申報狀況，並在適當時按預計須繳付予稅務機關之金額作為撥備基準。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.17 Impairment of goodwill, intangible assets and non-financial assets**

Assets that have an indefinite useful life or are not yet available for use are not subject to amortisation, but are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicated that the carrying amount may not be recoverable. 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 (cash-generating units) for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

In the Company's financial statements, impairment testing of the investment in a subsidiary or an associate is also required upon receiving dividend from that entity if the dividend exceeds the Company's share of 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 Company's statement of financial position exceeds the Company's share of the carrying amount of that entity's net assets including goodwill in its consolidated statement of financial position.

**2.18 Current and deferred income tax**

The tax expense 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 such case, the tax is recognised in other comprehensive income within the corresponding item.

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the end of the reporting period in the countries where the Company's subsidiaries, associates and joint ventures generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

**2. 主要會計政策概要(續)**

**2.18 即期及遞延稅項(續)**

遞延稅項乃根據資產及負債的稅基值及其於財務報表內賬面值之暫時差異按負債法確認。遞延稅項應用於報告期末已經或基本已經實施及預計於相關遞延稅項資產變現或遞延稅項負債清償時將適用之稅率釐定。

倘暫時差異可用以對銷日後有可能出現之應課稅溢利時，應列作遞延所得稅資產入賬。結轉稅項虧損的稅務影響於該等虧損可用於抵銷未來可能產生之應課稅利潤時確認為資產。

除非暫時差異之撥回由本集團控制及該暫時差異很可能不會在可見未來撥回，本集團已就投資於附屬公司、聯營公司及共同控制實體而產生之暫時差異作出撥備。

有關投資物業之遞延稅項乃根據假設該等投資物業是通過出售來回收其賬面值之稅務效應而計量。

與重新計量以公平值計量且其變動計入其他全面收益的金融資產之公平值相關之遞延稅項，亦直接在權益賬扣除或計入權益賬，其後於有關投資變現時於收益賬內確認。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2.18 Current and deferred income tax (Continued)**

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. The tax effects of income tax losses available for carry forward are recognised as an asset when it is probable that future taxable profits will be available against which these losses can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax related to investment properties is measured according to the tax consequence on the presumption that they are recovered entirely through sale.

Deferred income tax related to fair value re-measurement of financial assets at FVOCI, which is charged or credited directly to equity, is also credited or charged directly to equity and is subsequently recognised in the income statement upon the realisation of relevant investments.

**2. 主要會計政策概要(續)****2.19 僱員福利****(甲) 退休金責任**

集團提供一項強制性公積金及多項界定供款退休計劃，計劃之資產一般由獨立管理之基金持有。退休金計劃由集團相關公司與員工供款。

集團向強制性公積金計劃及界定供款退休計劃支付之供款在已付時當作費用支銷。除向強制性公積金供款外，集團可將員工在未全數取得既得之利益前退出計劃而被沒收之僱主供款用作扣減供款。

**(乙) 以股份為基礎之報酬**

在以股份作為基礎支付之報酬計劃中，本集團可選擇於行使日向承授人支付認股權的內在價值或發行新股份。於歸屬期間列作支出之總額乃參考根據支付方式之公平值釐定。

以現金支付之以股份作為基礎支付之報酬，支出總額為所授出之認股權之公平值。該公平值將於每個報告期內重新計量，而任何成本變動於收益賬內確認及相應調整和列於「負債」。

以股權支付之以股份作為基礎支付之報酬，支出總額為所授出之認股權於授出日之公平值，及相應金額於股東資金「以股份作為基礎報酬之儲備」項下確認。於授出日所釐定的支出總額將根據認股權期內生效條款於收益賬內確認。在認股權被行使時，本公司將會發行新股份以支付其承擔，及於「以股份作為基礎報酬之儲備」轉撥相關金額至「股本」項下。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.19 Employee benefits****(a) Pension obligations**

The Group offers a mandatory provident fund scheme and a number of defined contribution plans, the assets of which are generally held in separate trustee-administered funds. These pension plans are funded by payments from employees and by the relevant Group companies.

The Group's contributions to the mandatory provident fund schemes and defined contribution retirement schemes are expensed as incurred. Other than mandatory provident fund contribution, the Group's contributions may be reduced by contributions forfeited by those employees who leave prior to vesting fully in the contributions.

**(b) Share-based compensation**

The Group has the choice to pay the intrinsic value of the share option or to issue new shares to a grantee at the date of exercise under the share-based compensation plans. The total amount to be expensed over the vesting period is determined by reference to the fair value according to settlement type.

For cash-settled share-based compensation, the total cost is the fair value of the options granted, with re-measurement at each reporting period with any change in the cost recognised in the income statement, with a corresponding credit or adjustment to the "Liabilities".

For equity-settled share-based compensation, the total cost is measured and recognised based on the fair value of the equity options at the grant date, with a corresponding credit to the "Share-based compensation reserve" in the shareholders' funds. The total cost, which is fixed based on the fair value at the grant date, is charged to income statement in accordance with the terms of the vesting of the options over time. When the options are exercised, the Company will issue new shares to settle its obligation, and transfer applicable amount from the "Share-based compensation reserve" to the "Share capital" account.

**2. 主要會計政策概要(續)**

**2.19 僱員福利(續)**

**(丙) 僱員應享假期**

僱員應享年假和長期服務休假福利已在僱員提供服務時確認。於截至報告期末已就僱員提供服務而應享之年假及長期服務休假之估計負債作出撥備。

**(丁) 獎金計劃**

當本集團因為僱員提供服務而產生之即時或推定應付獎金責任，而有關金額須在報告期末後12個月內償付並能可靠地估計時，則該獎金計劃之負債將被確認。

**2.20 撥備**

倘本集團因過往事件而產生即時法律或推定責任；可能須就解除責任而導致經濟資源流失之可能性高於不會導致資源流失之可能性；及可就承擔之款額作出可靠估計時，則需確認重組成本及法律索償之撥備。重組撥備包括終止租賃罰金及終止聘約付款。未來經營虧損則不會確認為撥備。

倘有多項同類責任時，解除該等責任導致損失之可能性按責任之類別作整體釐定。即使在同一類別責任內任何一項目導致損失之可能性可能會很小，亦需就此確認撥備。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**2.19 Employee benefits (Continued)**

**(c) Employee leave entitlements**

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. An accrual is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

**(d) Bonus plans**

Liabilities for bonus plans due wholly within twelve months after the end of the reporting period are recognised when the Group has a present or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

**2.20 Provisions**

Provisions for restructuring costs and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

## 2. 主要會計政策概要(續)

### 2.21 租賃

並無因本集團為承租人而轉移持有之重大風險及回報予本集團之租賃歸類為經營租賃。經營租賃內之支出(經扣除收取自出租人之任何優惠)，於租賃期間以直線法在損益賬中支銷。

自2019年1月1日起，租賃於本集團可使用其租賃資產之日期被確認為一項使用權資產及一項相應負債。

合約可能包含租賃及非租賃組成部分。本集團按其相對之單獨價格分配合約代價至租賃及非租賃組成部分。然而，就本集團為承租人之物業租賃，本集團選擇不分開租賃及非租賃組成部分及反而當其為單一租賃組成部分處理。

源自租賃之資產及負債按現值基準作初始計量。租賃負債包含下列租賃付款之淨現值：

- 固定付款(包括實質上固定付款)，扣除任何應收租賃優惠
- 按一個指數或一個比率為基礎之變動付款，其於生效日期之初始計量使用該指數或比率(如有)
- 本集團按擔保剩餘價值預計應付之金額(如有)
- 買入選擇權之行使價如本集團可合理地確定行使該選擇權，及
- 終止租賃之罰金付款，倘若租賃期反映本集團行使該選擇權。

按可合理確定之延長選擇權而將支付之租賃付款亦包括在負債之計量。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.21 Leases

Leases in which a significant portion of the risks and rewards of ownership were not transferred to the Group as lessee were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date, if any
- amounts expected to be payable by the Group under residual value guarantees, if any
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.



## 2. 主要會計政策概要(續)

### 2.21 租賃(續)

租賃付款使用隱含於租賃之利率貼現。倘若不能隨時釐定該利率(其為本集團內租賃之一般情況)，則使用個別承租人之新增借貸利率，即承租人將會需要支付之利率以獲得借貸所需資金從而取得在同類經濟環境、同類條款、擔保及條件下與使用權資產同類價值相近之資產。

就釐定新增借貸利率，本集團：

- 於可行情況，使用個別承租人近期取得之第三方融資為起點，再就取得第三方融資後之融資狀況變動作出調整。
- 使用由下而上方法，以無風險利率為起點，再就本集團持有之租賃(其並無取得近期之第三方融資)之信貸風險作出調整。
- 就租賃作出特定調整，例如條款、國家、貨幣及擔保物。

租賃支出分配在本金及財務成本之間。財務成本於租賃期間在收益賬中支銷以就於各個期間內之負債的剩餘結餘釐定一個持續之定期的利率。

使用權資產以成本計量，並包括下列項目：

- 租賃負債之初始計量金額
- 任何於生效日期或之前的租賃付款(扣除任何收取之租賃優惠)
- 任何初始直接開支，及
- 修復開支。

使用權資產一般在該資產之可使用年期及租賃期中以較短者配以直線法折舊。

有關短期租賃及所有低價值資產租賃之付款按直線法在收益賬中確認為開支。短期租賃乃租賃期為12個月或以下之租賃。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.21 Leases (Continued)

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

**2. 主要會計政策概要(續)****2.22 受託業務**

本集團一般以託管人及其他信託方式行事，代表個人、信託及其他機構持有或存置資產。由於該等資產及其所產生的收入並非本集團之資產，故不會於本集團之財務報表中列賬。

**2.23 股本**

普通股股份被分類為權益，發行新股份應佔之新增支出，於除稅後從實收款項中扣除，並呈列於權益賬內。

普通股股份之股息在財務報表內獲股東批准之期間確認為負債。

**2.24 現金及等同現金項目**

於現金流量結算表，現金及等同現金項目包括由購入日起計3個月內到期的結餘，包括現金、銀行及其他金融機構結餘、國庫票據、其他合適投資票據及存款證及可即時轉換為已知金額的現金而不涉及重大風險之證券投資。

**2.25 或然負債及或然資產**

或然負債指因為過往事件而可能引起之承擔，而其存在只能就集團控制範圍以外之一宗或多宗不確定未來事件之出現而被確認。或然負債亦可能是因為過往事件引致之現有承擔，但由於可能不需要有經濟資源流失，或承擔金額未能可靠衡量而未有記賬。

或然負債不會被確認，但會在財務報表附註中披露。假若資源流失之可能性改變而導致資源可能流失，則被確認為撥備。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.22 Fiduciary activities**

The Group commonly acts as trustees and in other fiduciary capacities that result in the holding or placing of assets on behalf of individuals, trusts and other institutions. These assets are excluded from the Group's financial statements, as they are not assets of the Group.

**2.23 Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Dividends on ordinary shares are recognised as a liability in the financial statements in the period in which they are approved by shareholders.

**2.24 Cash and cash equivalents**

In the statement of cash flows, cash and cash equivalents comprise balances with less than three months' maturity from the date of acquisition, including: cash, balances with banks and other financial institutions, treasury bills, other eligible bills and certificates of deposit and investment securities which are readily convertible to known amount of cash and are subject to an insignificant risk of changes in value.

**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 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.

## 2. 主要會計政策概要(續)

### 2.25 或然負債及或然資產(續)

或然資產指因為過往事件而可能產生之資產，而其存在只能就集團控制範圍以外之一宗或多宗不確定事件之出現而被確認。

或然資產不會被確認，但會於經濟收益有可能獲得時在財務報表附註中披露。若實質確定有收益獲得時，則被確認為資產。

### 2.26 保險合約

本集團發行包含保險風險之合約。

保險合約按下述會計方法入賬：

#### (甲) 保費

一般保險業務之保費於承擔風險開始之期間入賬。於有關會計年度承保之業務但承保的風險期間在報告期末後之未賺取保費乃按時間比例基礎計算及分配。分保保費與保費總額則按相同的會計基準處理。

#### (乙) 佣金支出

獲得保險合約之佣金支出乃按與確認保費收入一致的基準呈列於收益賬「保險索償及支出淨額」項下。

#### (丙) 索償及利益

一般保險業務之索償包括已付索償與索償撥備之變動及有關索償手續費。復收分保保費與相關索償或利益按相同的會計基準處理。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.25 Contingent liabilities and contingent assets (Continued)

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When such inflow is virtually certain, an asset is recognised.

### 2.26 Insurance contracts

The Group issues contracts that contain insurance risk.

Insurance contracts are accounted for as follows:

#### (a) Premiums

Premiums for general insurance business are accounted for in the period in which the risk commences. Unearned premium is provided and is calculated on a time-apportioned basis as the proportion of the business underwritten in the accounting year relating to the period of risk after the end of the reporting period. Reinsurance premiums are accounted for on the same basis as gross premiums.

#### (b) Commission expenses

Commission expenses for securing insurance contracts are charged to the income statement on a basis consistent with premium revenue recognition and are presented in the income statement under "Net insurance claims and expenses".

#### (c) Claims and benefits

Claims for general insurance business consist of paid claims and movement in provisions for outstanding claims with related claims handling expenses. Reinsurance recoveries are accounted for on the same basis as the related claims or benefits.

**2. 主要會計政策概要(續)****2.26 保險合約(續)****(丁) 負債充足度測試**

於各個報告期末，本集團進行負債充足度測試，以確保合約負債已充足地計提。在進行該等測試時，會運用就保險合約、其索償處理與行政支出相關之未來現金流的當前最佳估算。

**(戊) 持有之分保合約**

本集團與分保公司簽訂之合約，倘為賠償本集團在其發出之一或多張合約之損失並符合界定為保險合約的要求，均被列作持有之分保合約。

本集團於持有之分保合約所享有之收益確認為分保資產。該等資產包括對分保公司的短期應收款項，及基於相關分保保險合約的預期賠償的較長期應收款。與分保公司之應收或應付金額會一貫地按分保保險合約的相關金額及每張分保合約的條款計量。分保負債大多數為分保合約的應付保費並於到期時確認為支出。

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****2.26 Insurance contracts (Continued)****(d) Liability adequacy test**

At each end of the reporting period, liability adequacy tests are performed to ensure the adequacy of the contract liabilities. In performing these tests, current best estimates of future cash flows relating to insurance contracts, claims handling and administration expenses are used.

**(e) Reinsurance contracts held**

Contracts entered into by the Group with reinsurers under which the Group is compensated for losses on one or more contracts issued by the Group and that meet the classification requirement for insurance contracts are classified as reinsurance contracts held.

The benefits to which the Group is entitled under its reinsurance contracts held are recognised as reinsurance assets. These assets consist of short-term balances due from reinsurers, as well as longer term receivables that are dependent on the expected claims arising under the related reinsured insurance contracts. Amounts recoverable from or due to reinsurers are measured consistently with the amounts associated with the reinsured insurance contracts and in accordance with the terms of each reinsurance contract. Reinsurance liabilities are primarily premiums payable for reinsurance contracts and are recognised as an expense when due.

### 3. 財務風險管理

本集團之營運業務承受著不同之財務風險，該等業務活動涉及分析、評估、接受及管理若干程度之風險或組合風險。須承擔風險乃金融業務之核心部份，而操作風險乃從事業務不可避免之後果。因此，本集團之目標為適當地平衡風險與回報，並將對本集團財務表現所潛在的不良影響減至最低。

本集團之風險管理政策旨在認明及分析此等風險，設定合適之風險額度和控制，監控風險及使用可靠和先進之資訊系統以嚴守額度。本集團定期審視其風險管理政策及系統以反映市場、產品及最佳慣例之變化。

風險管理乃遵循董事會批准之整體策略和政策而執行。董事會授權風險管理及合規委員會（「風險管理及合規委員會」）監督及指導不同風險之管理，並由集團風險部（「集團風險部」）及不同之功能委員會專責管理和處理。此外，內部審核處負責獨立審查風險管理及控制狀況。

### 3. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risks. Taking risk is core to the financial business, and operational risks are an inevitable consequence of being in business. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise potential adverse effects on the Group's financial performance.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date information systems. The Group regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practice.

Risk management is carried out pursuant to the overall strategy and policies approved by the Board of Directors. The Risk Management and Compliance Committee ("RMCC") under the authority delegated by the Board oversees and guides the management of different risks which are more particularly managed and dealt with by the Group Risk Division ("GRD") and different functional committees. In addition, Internal Audit is responsible for the independent review of risk management and the control environment.

### 3. 財務風險管理(續)

董事會已審定通過包含本集團風險偏好框架之風險策略框架以進一步提升風險管治及風險管理水平。經考慮整體業務策略及方針後，該風險策略制定了本集團之核心價值及其高層次之風險管理方針，據此設定穩健之風險偏好框架以指導策略規劃程序及增強風險回報管理。基本上，風險偏好框架列出本集團為達成業務計劃所願意承擔之風險類別及金額。本集團之風險偏好指標包括計量資本、風險、回報及流動性之主要指標及加上組成本集團主要風險限額之一系列風險容忍度。為確保業務在設定之風險偏好內進行，對風險偏好限額及風險容忍度之監控按季度進行。就此而言，本集團已制定了涵蓋本集團風險及回報的五個主要範疇之風險偏好闡明，名為股東回報率的目標、盈利波幅、償付能力、流動性及其他主要風險措施。集團風險部負責持續監控、恪守風險偏好闡明及定期向風險管理及合規委員會及董事會報告。此外，風險管理及合規委員會及董事會每年審閱風險偏好框架及主要風險偏好限額。

最主要之風險類別為信貸風險、流動資金風險、市場風險、操作風險和保險風險。市場風險包括外匯風險、利率風險及其他定價風險。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

To further enhance the risk governance and risk management standards, the Board has approved a Risk Strategy framework that also covers the Group's Risk Appetite framework. The Risk Strategy sets out the core values and high level risk management direction of the Group, taking into account of the overall business strategy and direction, under which a robust Risk Appetite framework is established to guide the strategic planning process and strengthen the risk-return management. Fundamentally, the Risk Appetite framework sets out the types and amount of risk that the Group is willing to take in order to achieve its business plan. The Group's risk appetite metrics are composed of key indicators for measuring capital, risks, return and liquidity and this is supplemented by a set of risk tolerances made up of major risk limits of the Group. In order to ensure that business is conducted within our established risk appetite, monitoring on the compliance with the risk appetite limits and risk tolerance is undertaken on a quarterly basis. In this connection, the Group has set out its Risk Appetite Statement that covers five key dimensions of the risks and returns of the Group, namely, the target returns to shareholders, earnings volatility, solvency, liquidity and other key risk measures. The GRD is responsible for the ongoing monitoring of the compliance with the Risk Appetite Statement and the regular reporting of the status to the RMCC and the Board. Moreover, the Risk Appetite framework and major risk appetite limits are subject to review by the RMCC and the Board on an annual basis.

The most important types of risk are credit risk, liquidity risk, market risk, operational risk and insurance risk. Market risk includes currency risk, interest rate risk and other price risks.

### 3. 財務風險管理(續)

#### 3.1 應用金融工具策略

本集團接受定息或浮息及不同年期之客戶存款，並以此取得之資金投資於各種類別的資產以賺取息差收入。本集團尋求透過整合短期資金及按較高利率借出較長期之款項以增加此等息差收入，同時並保持足夠之流動資金以應付可能須付之所有到期債務。

本集團亦按信貸風險及市場情況，透過向商業及零售借款人貸款賺取息差，以及向客戶收取合理費用及佣金。此等活動風險不單涉及資產負債表內之貸款及墊款，亦涉及本集團提供擔保及其他承擔，例如信用證、履約保證及其他保證。

本集團亦通過交易所及場外交易(「場外交易」)買賣包括衍生工具之金融工具，藉著證券、債券、貨幣及利率之短期波動賺取利潤。董事會制定交易限額以控制不同程度之市場持倉風險。除指定對沖安排外，有關外匯及利率之風險一般以訂立對銷持倉(包括與客戶及市場對手之交易)或利用衍生工具作對沖，藉此控制有關市場持倉套現之現金淨值。

本集團亦應用利率掉期及其他利率衍生工具以減輕因利率變動令定息資產公平值下降或定息負債公平值上升之利率風險。若干金融工具被用作公平值對沖，對沖項目之細節，包括被對沖項目、金額、利率、對沖期及目的，皆於各公平值對沖項目開始時被確定和記錄，亦於開始對沖時按預期基礎評估及不時根據實際經驗及估價重新評估對沖有效性。倘公平值對沖關係不符合對沖會計的有效性測試標準，則對沖會計方法將於此公平值對沖失效日起停止。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Strategy in using financial instruments

The Group accepts deposits from customers at both fixed and floating rates, and for various periods, and seeks to earn positive interest margins by investing and lending these funds in a wide range of assets. The Group seeks to increase these margins by consolidating short-term funds and lending for longer periods at higher rates, while maintaining sufficient liquidity to meet all claims that might fall due.

The Group also seeks to apply its interest margins through its lending to commercial and retail borrowers and to charge customers appropriate fees and commission, taking into consideration credit risk and market conditions. Such exposures involve not just on-balance sheet loans and advances, as the Group also enters into guarantees and other commitments such as letters of credit, performance bonds and other bonds.

The Group also trades in financial instruments where it takes positions in exchange-traded and over-the-counter (“OTC”) instruments, including derivatives, to take advantage of short-term market movements in equities and bonds and in currencies and interest rates. The Board places trading limits on the level of exposures that can be taken in relation to market positions. Apart from specific hedging arrangements, foreign exchange and interest rate exposures are normally offset by entering into counterbalancing positions (including transactions with customers or market counterparties), or by the use of derivatives, thereby controlling the variability in the net cash amounts required to liquidate market positions.

The Group also uses interest rate swap and other interest rate derivatives to mitigate interest rate risk arising from changes in interest rates that will result in decrease in the fair value of fixed rate assets or increase in the fair value of fixed rate liabilities. Part of these financial instruments are designated as fair value hedges, and the terms of hedge including hedged item, amount, interest rates, hedge period and purpose are determined and documented at the inception of each fair value hedge. Hedge effectiveness is assessed at inception on a prospective basis and is reassessed, on an ongoing basis, based on actual experience and valuation. Fair value hedge relationships that do not meet the effectiveness test requirement of hedge accounting are discontinued with effect from the date of ineffectiveness of the fair value hedge.

**3. 財務風險管理(續)****3.1 應用金融工具策略(續)****3.1.1 持作風險管理及對沖會計處理之衍生工具****利率風險之公平值對沖**

本集團採用利率掉期以對沖指標利率(主要為美元銀行同業拆息及港元銀行同業拆息)對發行之定息負債及持有之定息債務證券所產生之公平值變動風險。其支付浮息/收取定息之利率掉期與特定的定息負債配對,或支付定息/收取浮息之利率掉期與持有之定息債務證券配對(其條款與對沖項目之關鍵條款緊密一致)。

本集團僅對沖利率風險部分及管理而非對沖其他風險(例如信貸風險)。本集團應用對沖會計處理之利率風險源自發行之定息負債及持有之定息債務證券,其公平值因指標利率變動而波動。由於指標利率之變動重大地影響發行之負債或債務證券之公平值變動,本集團僅就指標利率對沖利率風險。當經濟對沖關係符合對沖會計處理之準則時則應用對沖會計處理。

本集團應用公平值對沖會計處理前,按對沖項目之質化特性及量化分析支持對沖風險之評估釐定對沖項目與對沖工具間是否存在經濟關係。本集團在評估經濟關係是否存在時會考慮對沖項目及對沖工具之關鍵條款是否緊密一致。本集團評估對沖項目及對沖工具之公平值是否就同類型風險有同樣反應。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.1 Strategy in using financial instruments (Continued)****3.1.1 Derivatives held for risk management and hedge accounting****Fair value hedges of interest rate risk**

The Group uses interest rate swaps to hedge its exposure to changes in the fair values of fixed-rate issued liabilities and fixed-rate debt securities held in respect of a benchmark interest rate (mainly LIBOR and HIBOR). Pay-floating/receive-fixed interest rate swaps are matched to specific issuances of fixed-rate liabilities or pay-fixed/receive-floating interest rate swaps are matched to fixed-rate debt securities held with terms that closely align with the critical terms of the hedged item.

Only the interest rate risk element is hedged and therefore other risks, such as credit risk, are managed but not hedged by the Group. Interest rate risk to which the Group applies hedge accounting arises from fixed-rate issued liabilities and fixed-rate debt securities held, whose fair value fluctuates when benchmark interest rates change. The Group hedges interest rate risk only to the extent of benchmark interest rates because the changes in fair value of a issued liability or debt security are significantly influenced by changes in the benchmark interest rate. Hedge accounting is applied where economic hedge relationships meet the hedge accounting criteria.

Before fair value hedge accounting is applied by the Group, the Group determines whether an economic relationship between the hedged item and the hedging instrument exists based on an evaluation of the qualitative characteristics of these items and the hedged risk that is supported by quantitative analysis. The Group considers whether the critical terms of the hedged item and hedging instrument closely align when assessing the presence of an economic relationship. The Group evaluates whether the fair value of the hedged item and the hedging instrument respond similarly to similar risks.



**3. 財務風險管理(續)**

**3.1 應用金融工具策略(續)**

**3.1.1 持作風險管理及對沖會計處理之衍生工具(續)**

**利率風險之公平值對沖(續)**

本集團透過促使定息債務證券或發行之負債之票面價及指定為對沖工具之利率掉期之名義金額一致而設定對沖比率。可能之對沖失效原因如下：

- (i) 市場流動性及債務證券買賣價差之變動；
- (ii) 就下一定息日之指標利率及利率掉期之指標利率的固定息差之公平值變動；
- (iii) 不同公平值水平之利率敏感度變動；
- (iv) 交易對手及本集團本身之信貸風險對利率掉期公平值之影響，並未反映在受利率變動影響之對沖項目公平值；及
- (v) 持有之債務證券或發行之存款證與利率掉期之年期差異。

**3. FINANCIAL RISK MANAGEMENT (Continued)**

**3.1 Strategy in using financial instruments (Continued)**

**3.1.1 Derivatives held for risk management and hedge accounting (Continued)**

**Fair value hedges of interest rate risk (Continued)**

The Group establishes a hedge ratio by aligning the par amount of the fixed-rate debt security or issued liabilities and the notional amount of the interest rate swap designated as a hedging instrument. Possible sources of ineffectiveness are as follows:

- (i) changes in market liquidity and bid-ask spread of the debt securities;
- (ii) the fair value changes related to the benchmark rate before next fixing date and on the fixed spread over the benchmark rate of the interest rate swap;
- (iii) changes in interest rate sensitivity at different fair value level;
- (iv) the effect of the counterparty and the Group's own credit risk on the fair value of the interest rate swap, which is not reflected in the fair value of the hedged item attributable to the change in interest rate; and
- (v) differences in maturities of the interest rate swap and the debt securities held or the certificates of deposit issued.

**3. 財務風險管理(續)****3.1 應用金融工具策略(續)****3.1.1 持作風險管理及對沖會計處理之衍生工具(續)**

## 利率風險之公平值對沖(續)

本集團持有下列利率掉期為利率風險公平值對沖之對沖工具。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.1 Strategy in using financial instruments (Continued)****3.1.1 Derivatives held for risk management and hedge accounting (Continued)**

## Fair value hedges of interest rate risk (Continued)

The Group held the following interest rate swaps as hedging instruments in fair value hedges of interest risk.

2019年12月31日	31 December 2019	到期日		
		1年以內	1年以上	5年以上
風險類別 – 利率風險		Less than	至5年	More than
Risk category – interest rate risk		1 year	1–5 years	5 years
對沖發行之負債 – 存款證	Hedge of issued liabilities – certificates of deposit			
面值	Nominal amount	4,447,271	470,000	–
平均固定利率	Average fixed interest rate	2.26%	2.20%	–
對沖發行之負債 – 後償債務	Hedge of issued liabilities – subordinated notes			
面值	Nominal amount	1,752,008	3,698,682	–
平均固定利率	Average fixed interest rate	6.63%	4.61%	–
對沖發行之負債 – 借貸	Hedge of issued liabilities – borrowing			
面值	Nominal amount	–	817,604	–
平均固定利率	Average fixed interest rate	–	3.25%	–
對沖持有之以公平值計量且其變動計入其他全面收益的債務證券	Hedge of debt securities held at fair value through other comprehensive income			
面值	Nominal amount	1,020,058	11,088,515	9,556,679
平均固定利率	Average fixed interest rate	3.78%	4.06%	3.59%
對沖持有之以攤餘成本列賬的債務證券	Hedge of debt securities held at amortised cost			
面值	Nominal amount	–	1,405,242	4,029,446
平均固定利率	Average fixed interest rate	–	3.81%	3.63%

3. 財務風險管理(續)

3.1 應用金融工具策略(續)

3.1.1 持作風險管理及對沖會計處理之衍生工具(續)

利率風險之公平值對沖(續)

3. FINANCIAL RISK MANAGEMENT (Continued)

3.1 Strategy in using financial instruments (Continued)

3.1.1 Derivatives held for risk management and hedge accounting (Continued)

Fair value hedges of interest rate risk (Continued)

2018年12月31日	31 December 2018	到期日		
		1年以內	1年以上	5年以上
風險類別—利率風險		Less than	至5年	More than
Risk category – interest rate risk		1 year	1–5 years	5 years
對沖發行之負債—存款證	Hedge of issued liabilities – certificates of deposit			
面值	Nominal amount	3,779,924	655,000	–
平均固定利率	Average fixed interest rate	2.15%	2.10%	–
對沖發行之負債—後償債務	Hedge of issued liabilities – subordinated notes			
面值	Nominal amount	1,761,930	3,719,630	–
平均固定利率	Average fixed interest rate	5.25%	5.38%	–
對沖發行之負債—借貸	Hedge of issued liabilities – borrowing			
面值	Nominal amount	587,310	822,234	–
平均固定利率	Average fixed interest rate	1.94%	3.25%	–
對沖持有之以公平值計量且其變動計入其他全面收益的債務證券	Hedge of debt securities held at fair value through other comprehensive income			
面值	Nominal amount	631,946	7,454,921	9,405,654
平均固定利率	Average fixed interest rate	5.45%	4.22%	3.67%

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

**3. 財務風險管理(續)****3.1 應用金融工具策略(續)****3.1.1 持作風險管理及對沖會計處理之衍生工具(續)**

## 公平值對沖

有關指定為對沖工具之項目及對沖失效之金額如下：

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.1 Strategy in using financial instruments (Continued)****3.1.1 Derivatives held for risk management and hedge accounting (Continued)**

## Fair value hedges

The amounts relating to items designated as hedging instruments and hedge ineffectiveness were as follows:

	2019					用於計算 2019年對沖失效 之公平值變動 Change in fair value used for calculating hedge ineffectiveness for 2019	確認於 收益賬之對沖失效 Ineffectiveness recognised in profit or loss	收益賬內包含 對沖失效之項目 Line item in profit or loss that includes hedge ineffectiveness
	面值 Nominal amount	賬面值 Carrying amount		財務狀況表內包含 對沖工具之項目 Line item in the statement of financial position where the hedging instrument is included				
		資產 Assets	負債 Liabilities					
<b>利率風險</b> Interest rate risk								
利率掉期－對沖存款證 Interest rate swaps – hedge of certificates of deposit	4,917,271	1,283	6,247	衍生金融工具 Derivatives financial instruments	10,352	(210)	用公平值對沖的相關金 融工具之淨收益/ (虧損) Net gain/(loss) arising from financial instruments subject to fair value hedge	
利率掉期－對沖後償債務 Interest rate swaps – hedge of subordinated notes	5,450,690	58,929	494	衍生金融工具 Derivatives financial instruments	100,923	(19)	用公平值對沖的相關金 融工具之淨收益/ (虧損) Net gain/(loss) arising from financial instruments subject to fair value hedge	
利率掉期－對沖借貸 Interest rate swaps – hedge of borrowing	817,604	9,048	–	衍生金融工具 Derivatives financial instruments	13,870	79	用公平值對沖的相關金 融工具之淨收益/ (虧損) Net gain/(loss) arising from financial instruments subject to fair value hedge	
利率掉期－對沖持有之以 公平值計量且其變動計入 其他全面收益的債務證券 Interest rate swaps – hedge of debt securities held at fair value through other comprehensive income	21,665,252	36,903	496,334	衍生金融工具 Derivatives financial instruments	(750,221)	6,576	用公平值對沖的相關金 融工具之淨收益/ (虧損) Net gain/(loss) arising from financial instruments subject to fair value hedge	
利率掉期－對沖持有之以 攤餘成本列賬的債務證券 Interest rate swaps – hedge of debt securities held at amortised cost	5,434,688	4,001	219,597	衍生金融工具 Derivatives financial instruments	(104,791)	755	用公平值對沖的相關金 融工具之淨收益/ (虧損) Net gain/(loss) arising from financial instruments subject to fair value hedge	

3. 財務風險管理(續)

3.1 應用金融工具策略(續)

3.1.1 持作風險管理及對沖會計處理之衍生工具(續)

公平值對沖(續)

有關指定為對沖工具之項目及對沖失效之金額如下：(續)

3. FINANCIAL RISK MANAGEMENT (Continued)

3.1 Strategy in using financial instruments (Continued)

3.1.1 Derivatives held for risk management and hedge accounting (Continued)

Fair value hedges (Continued)

The amounts relating to items designated as hedging instruments and hedge ineffectiveness were as follows: (Continued)

	2018			財務狀況表內包含 對沖工具之項目 Line item in the statement of financial position where the hedging instrument is included	用於計算 2018年對沖失效 之公平值變動 Change in fair value used for calculating hedge ineffectiveness for 2018	確認於 收益賬之對沖失效 Ineffectiveness recognised in profit or loss	收益賬內包含 對沖失效之項目 Line item in profit or loss that includes hedge ineffectiveness
	面值 Nominal amount	賬面值 Carrying amount					
		資產 Assets	負債 Liabilities				
利率風險 Interest rate risk							
利率掉期－對沖存款證 Interest rate swaps – hedge of certificates of deposit	4,434,924	333	11,662	衍生金融工具 Derivatives financial instruments	3,949	(84)	用公平值對沖的相關金 融工具之淨收益/ (虧損) Net gain/(loss) arising from financial instruments subject to fair value hedge
利率掉期－對沖後償債務 Interest rate swaps – hedge of subordinated notes	5,481,560	18,952	53,127	衍生金融工具 Derivatives financial instruments	(51,363)	(1,814)	用公平值對沖的相關金 融工具之淨收益/ (虧損) Net gain/(loss) arising from financial instruments subject to fair value hedge
利率掉期－對沖借貸 Interest rate swaps – hedge of borrowing	1,409,544	1	4,751	衍生金融工具 Derivatives financial instruments	3,833	(249)	用公平值對沖的相關金 融工具之淨收益/ (虧損) Net gain/(loss) arising from financial instruments subject to fair value hedge
利率掉期－對沖持有之以 公平值計量且其變動計入 其他全面收益的債務證券 Interest rate swaps – hedge of debt securities held at fair value through other comprehensive income	17,492,521	418,358	51,685	衍生金融工具 Derivatives financial instruments	154,707	1,314	用公平值對沖的相關金 融工具之淨收益/ (虧損) Net gain/(loss) arising from financial instruments subject to fair value hedge

3. 財務風險管理(續)

3.1 應用金融工具策略(續)

3.1.1 持作風險管理及對沖會計處理之衍生工具(續)

公平值對沖(續)

有關指定為對沖項目之金額如下：

3. FINANCIAL RISK MANAGEMENT (Continued)

3.1 Strategy in using financial instruments (Continued)

3.1.1 Derivatives held for risk management and hedge accounting (Continued)

Fair value hedges (Continued)

The amounts relating to items designated as hedged items were as follows:

	2019						
	賬面值		包括在對沖項目賬面值 之對沖項目之公平值 對沖累積調整金額		財務狀況表內包含 對沖項目之項目 Line item in the statement of financial position in which the hedged item is included	用於計算對沖失效 之公平值變動 Change in value used for calculating hedge ineffectiveness	保留在財務狀況表內已 停止調整對沖收益及虧損 之任何對沖項目之公平值 對沖累積調整金額 Accumulated amount of fair value hedge adjustments remaining in the statement of financial position for any hedged items that have ceased to be adjusted for hedging gains and losses
	資產	負債	資產	負債			
	Assets	Liabilities	Assets	Liabilities			
存款證 Certificates of deposit	-	4,911,274	-	(5,997)	已發行的存款證 Certificates of deposit issued	(10,562)	-
後償債務 Subordinated notes	-	5,510,181	-	59,491	後償債務 Subordinated notes	(100,942)	-
借貸 Borrowing	-	826,811	-	9,207	銀行存款 Deposits from banks	(13,791)	-
持有之以公平值計量且其變動計入 其他全面收益的債務證券 Debt securities held at fair value through other comprehensive income	22,417,170	-	465,052	-	以公平值計量且其變動 計入其他全面收益的 金融資產 Financial assets at fair value through other comprehensive income	756,797	-
持有之以攤餘成本列賬的債務證券 Debt securities held at amortised cost	5,651,040	-	216,352	-	以攤餘成本列賬的 金融資產 Financial assets at amortised cost	105,546	-

3. 財務風險管理(續)

3.1 應用金融工具策略(續)

3.1.1 持作風險管理及對沖會計處理之衍生工具(續)

公平值對沖(續)

有關指定為對沖項目之金額如下：(續)

3. FINANCIAL RISK MANAGEMENT (Continued)

3.1 Strategy in using financial instruments (Continued)

3.1.1 Derivatives held for risk management and hedge accounting (Continued)

Fair value hedges (Continued)

The amounts relating to items designated as hedged items were as follows: (Continued)

	2018				財務狀況表內包含 對沖項目之項目 Line item in the statement of financial position in which the hedged item is included	用於計算對沖失效 之公平值變動 Change in value used for calculating hedge ineffectiveness	保留在財務狀況表內已 停止調整對沖收益及虧損 之任何對沖項目之公平值 對沖累積調整金額 Accumulated amount of fair value hedge adjustments remaining in the statement of financial position for any hedged items that have ceased to be adjusted for hedging gains and losses
	賬面值 Carrying amount		包括在對沖項目賬面值 之對沖項目之公平值 對沖累積調整金額 Accumulated amount of fair value hedge adjustments on the hedged item included in the carrying amount of the hedged item				
	資產 Assets	負債 Liabilities	資產 Assets	負債 Liabilities			
存款證 Certificates of deposit	-	4,422,293	-	(12,631)	已發行的存款證 Certificates of deposit issued	(4,033)	-
後償債務 Subordinated notes	-	5,449,082	-	(32,478)	後償債務 Subordinated notes	49,549	-
借貸 Borrowing	-	1,405,035	-	(4,509)	銀行存款 Deposits from banks	(4,082)	-
持有之以公平值計量且其變動計入 其他全面收益的債務證券 Debt securities held at fair value through other comprehensive income	17,282,443	-	(367,375)	-	以公平值計量且其變動 計入其他全面收益的 金融資產 Financial assets at fair value through other comprehensive income	(153,393)	-

### 3. 財務風險管理(續)

#### 3.2 信貸風險

本集團之主要信貸風險為借款人或交易對手未能履行對本集團之償款責任。此等責任乃源自本集團之貸款及投資活動、以及金融工具之買賣(包括衍生工具)。

本集團設有集團信貸委員會(「集團信貸委員會」)負責批核重大的信貸風險敞口。信貸管理委員會(「信貸管理委員會」)與財資及投資風險委員會(「財資及投資風險委員會」)乃是分別負責制訂貸款及財資業務之信貸政策及監察其組合之委員會，該等委員會由行政總裁擔任主席並由若干執行董事及高級業務及信貸人員組成。信貸風險計量，承保、批核和監測之規定都詳列於信貸政策內。

本集團以審慎基礎管理各類型的信貸風險。信貸批核須規限在信貸政策所設定之參數之內，並且須由各級管理層人員按既定之指引及授權批核。管理層、信貸委員會及集團風險部會定期監察及控制信貸風險敞口、信貸限額及資產質素。本集團內部審核師亦會作定期檢閱及審核以確保信貸政策、程序及規管指引得以遵從。

本集團已就新產品及業務建立了有關審核及審閱的政策與程序，亦已制定了信貸政策，內容包括貸款評級或信貸評分、流程及減值政策各方面的細節。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Credit risk

The Group's main credit risk is that borrowers or counterparties may default on their payment obligations due to the Group. These obligations arise from the Group's lending and investment activities, and trading of financial instruments (including derivatives).

The Group has a Group Credit Committee ("GCC") for approving major credit exposures. The Credit Management Committee ("CMC") and the Treasury & Investment Risk Committee ("TIRC") are the committees responsible for credit policy formulation and portfolio monitoring of the loan and treasury businesses respectively. These committees are all chaired by the Chief Executive with certain Executive Directors and senior business and credit officers as members. Credit risk measurement, underwriting, approval and monitoring requirements are detailed in credit policies.

The Group manages all types of credit risk on a prudent basis. Credits are extended within the parameters set out in the credit policies and are approved by different levels of management based upon established guidelines and delegated authorities. Credit exposures, limits and asset quality are regularly monitored and controlled by management, credit committees and GRD. The Group's internal auditors also conduct regular reviews and audits to ensure compliance with credit policies and procedures, and regulatory guidelines.

The Group has established policies and processes for the approval and review of new products and activities, and credit policies with details of the loan grading, or credit scoring, processes and impairment policies.



### 3. 財務風險管理(續)

#### 3.2 信貸風險(續)

##### 3.2.1 信貸風險計量

###### 信貸風險評級

本集團採用內部信貸風險評級以反映借款人之信貸質素。本集團採用切合不同交易對手類別之內部信貸風險評級記分機制。信貸風險評級記分機制顧及申請時收集之借款人及特定貸款資料(例如可支配收入；及零售風險承擔之抵押品級別；和企業風險承擔之財務指標及質化指標)。就零售風險承擔而言，再輔以有關個別借款人之內部數據(例如違約狀況)及外部數據(例如信貸局之評級資料)。此外，記分機制可促使信貸風險人員以專業判斷釐定各項風險承擔之最終內部信貸評級，包括考慮其他不能計入記分機制內作參數之因素。

下列為有關本集團持有各組合類別之額外考慮：

###### 零售

初始確認後，就零售業務之個人無抵押借貸而言，以行為評分按定期基準監察可能出現之違約。此評分與違約或然率(「違約或然率」)配對。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Credit risk (Continued)

##### 3.2.1 Credit risk measurement

###### Credit risk grading

The Group uses internal credit risk grading that reflects the credit quality of the borrowers. The Group uses internal credit grading scorecards tailored to the various categories of counterparty. The credit grading scorecards take into consideration borrower and loan specific information collected at the time of application (such as disposable income, and level of collateral for retail exposures; and financial indicators and qualitative indicators for corporate exposures). For retail exposures, this is supplemented with internal data such as delinquency status and external data such as credit bureau scoring information on individual borrowers. In addition, the scorecards enable expert judgement from the credit risk officer to determine the final internal credit grade for each exposure. This allows for considerations which may not be captured as part of the other inputs into the scorecards.

The following are additional considerations for each type of portfolio held by the Group:

###### Retail

After the date of initial recognition, for personal unsecured lending of retail business, the likelihood of default is monitored on a periodic basis by behavioural score. This score is mapped to a Probability of Default ("PD").

**3. 財務風險管理(續)****3.2 信貸風險(續)****3.2.1 信貸風險計量(續)****信貸風險評級(續)***企業*

就企業業務而言，信貸評級按借款人層面釐定。客戶經理會按持續基礎收納任何已更新或新資料／信貸評估予信貸評級記分機制內。此外，客戶經理並會每年從各渠道(例如財務報表)更新有關借款人之信譽度資料。此將會決定最新之內部信貸評級。

採用內部觀察之違約率輔以外部違約數據，及應用統計法，違約或然率主要等級用以標定各信貸評級之違約或然率。

*財資*

有關財資部組合內之債務證券及同業間之風險承擔採用外部評級機構之信貸評級。該等發佈評級乃持續監控及更新。各級別之相關違約或然率按評級機構發佈之違約率釐定。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.2 Credit risk (Continued)****3.2.1 Credit risk measurement (Continued)****Credit risk grading (Continued)***Corporate*

For corporate business, the credit grade is determined at the borrower level. A relationship manager will incorporate any updated or new information/credit assessments into the credit grading scorecard on an ongoing basis. In addition, the relationship manager will also update information about the creditworthiness of the borrower every year from sources such as financial statements. This will determine the updated internal credit grading.

Using the internal observed default rate supplemented with external default data, and by applying statistical methods, PD master scales are calibrated to arrive at the PD for each credit grade.

*Treasury*

For debt securities and interbank exposures under the Treasury portfolio, external rating agency credit grades are used. These published grades are continuously monitored and updated. The PDs associated with each grade are determined based on default rates published by the rating agencies.

### 3. 財務風險管理(續)

#### 3.2 信貸風險(續)

##### 3.2.2 預期信貸虧損計量

香港財務報告準則第9號略述自初始確認後因信貸素質變動而引致減值之「3階段」模型，其概述如下：

- 於初始確認時為非信貸減值的金融工具分類為「階段1」及其信貸風險由本集團持續監察。
- 倘金融工具被識別為信貸風險自初始確認後大幅增加(「信貸風險大幅增加」)，即會轉移至「階段2」，但仍未被視作信貸減值。
- 倘金融工具已被界定為信貸減值，則金融工具即被轉移至「階段3」。
- 階段1金融工具之預期信貸虧損按相當於在未來12個月內可能發生之違約事件引致之全期預期信貸虧損部份的金額計量。階段2或階段3之工具則根據全期基準計量其預期信貸虧損。
- 根據香港財務報告準則第9號計量預期信貸虧損的一個普遍概念就是必須考慮前瞻性資料。
- 購入或源生之信貸減值金融資產為該等於初始確認時已是信貸減值之金融資產。其預期信貸虧損一直按全期基準計量(階段3)。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Credit risk (Continued)

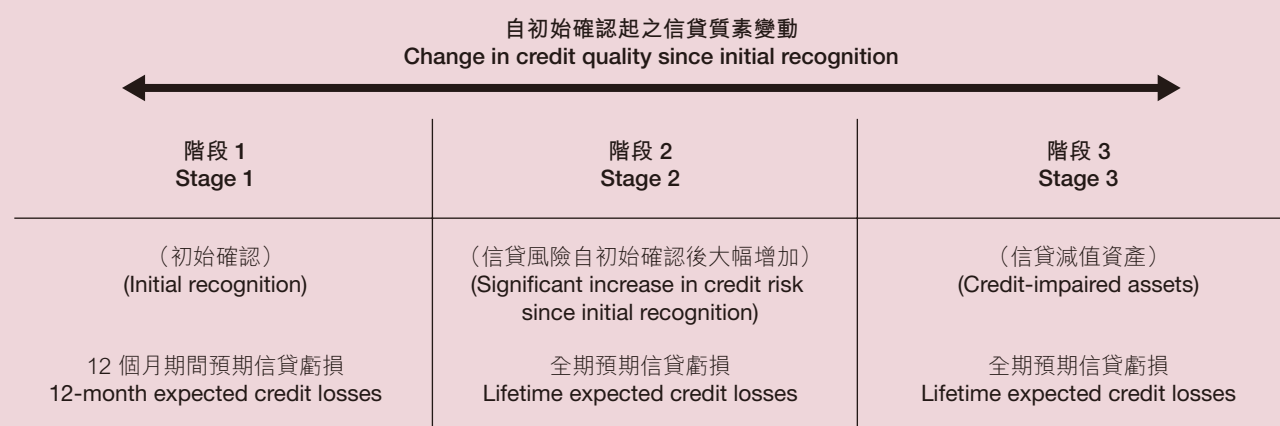
##### 3.2.2 Expected credit loss measurement

HKFRS 9 outlines a “three-stage” model for impairment based on changes in credit quality since initial recognition as summarised below:

- A financial instrument that is not credit-impaired on initial recognition is classified in “Stage 1” and has its credit risk continuously monitored by the Group.
- If a significant increase in credit risk (“SICR”) since initial recognition is identified, the financial instrument is moved to “Stage 2” but is not yet deemed to be credit-impaired.
- If the financial instrument is credit-impaired, the financial instrument is then moved to “Stage 3”.
- Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 or 3 have their ECL measured based on expected credit losses on a lifetime basis.
- A pervasive concept in measuring ECL in accordance with HKFRS 9 is that it should consider forward looking information.
- Purchased or originated credit-impaired financial assets are those financial assets that are credit impaired on initial recognition. Their ECL is always measured on a lifetime basis (Stage 3).

**3. 財務風險管理(續)****3.2 信貸風險(續)****3.2.2 預期信貸虧損計量(續)**

下列圖表概述按香港財務報告準則第9號之減值規定(購入或源生之信貸減值金融資產除外)：



本集團就準則規定採納之主要判斷和假設論述如下：

**3.2.2.1 信貸風險大幅增加**

當符合以下一項或多項準則時本集團認為金融工具已陷於信貸風險大幅增加：

- 就債券組合而言，當外部信貸評級出現重大不利轉變，由投資級別轉移至非投資級別，或購買時原本為非投資級別之債券下降一級
- 就企業組合而言，當內部信貸評級出現轉變，在一級至五級之間
- 當逾期日數(「逾期日數」)超過30天
- 就企業組合而言，當借款人已呈報為「預早警示」
- 當借款人已按香港金融管理局(「香港金管局」)之貸款分類呈報為特別關注。分類該貸款之決定乃按借款人之償還能力及個別交易對手之違約可能性。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.2 Credit risk (Continued)****3.2.2 Expected credit loss measurement (Continued)**

The following diagram summarises the impairment requirements under HKFRS 9 (other than purchased or originated credit-impaired financial assets):

The key judgements and assumptions adopted by the Group in addressing the requirements of the standard are discussed below:

**3.2.2.1 Significant increase in credit risk**

The Group considers a financial instrument to have experienced a SICR when one or more of the following criteria have been met:

- when there is significant adverse external credit rating transition for the bond portfolio, migrating from investment grade to non-investment grade, or one notch downgrade for bond with original non-investment grade at purchase
- when there is internal credit rating transition, ranging from one notch to five notches, for corporate portfolio
- when the day past due (“DPD”) exceeds 30 days
- when the borrower is reported as “Early Warning” for corporate portfolio
- when the borrower is reported as Special Mention according to the loan classification of the Hong Kong Monetary Authority (“HKMA”). The decision to classify the loans is based on the borrower’s repayment ability and likelihood of individual counterparties being default.

### 3. 財務風險管理(續)

#### 3.2 信貸風險(續)

##### 3.2.2 預期信貸虧損計量(續)

##### 3.2.2.1 信貸風險大幅增加(續)

本集團就持有之所有零售金融工具按組合層面每月進行信貸風險大幅增加之評估。就企業金融工具而言，乃採用預早警示清單監控信貸風險，及按交易對手層面每月進行評估。組合之各自信貸部門在合適時修訂識別信貸風險大幅增加之準則。

本集團於截至2019年及2018年12月31日止年度並無就任何金融工具使用低信貸風險豁免安排。

##### 3.2.2.2 違約及信貸減值資產之定義

當一件或多件不利於金融資產於估計未來現金流之事項發生時，本集團定義該金融資產為違約，其與信貸減值之定義一致(即「階段3金融資產」)。

金融資產已變作信貸減值之證據包括下列可見數據：

- 借款人或發行人陷於重大財務困境；
- 違反合約(例如違約或逾期事件)；
- 本集團重組貸款或墊款，其條款本集團在其他情況下不會考慮；
- 借款人已破產；
- 其已按香港金管局之貸款分類呈報為次級、呆滯或虧損。分類該貸款之決定乃按借款人之償還能力及個別交易對手之違約可能性；及
- 抵押品之活躍市場因財務困境而消失。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Credit risk (Continued)

##### 3.2.2 Expected credit loss measurement (Continued)

##### 3.2.2.1 Significant increase in credit risk (Continued)

The assessment of SICR is performed on a monthly basis at a portfolio level for all retail financial instruments held by the Group. In relation to corporate financial instruments, where an Early Warning list is used to monitor credit risk, this assessment is performed at the counterparty level and on a monthly basis. The criteria used to identify SICR are revised as when appropriate by the respective credit departments of the portfolios.

The Group has not used the low credit risk exemption for any financial instruments in the year ended 31 December 2019 and 2018.

##### 3.2.2.2 Definition of default and credit-impaired assets

The Group defines a financial instrument as in default, which is aligned with the definition of credit impaired (referred to as “Stage 3 financial assets”), when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- the borrower is bankrupt;
- it is reported as substandard, doubtful or loss according to the loan classification of the HKMA. The decision to classify the loans is based on the borrower’s repayment ability and likelihood of individual counterparties being default; and
- the disappearance of an active market for a security because of financial difficulties.

**3. 財務風險管理(續)****3.2 信貸風險(續)****3.2.2 預期信貸虧損計量(續)****3.2.2.2 違約及信貸減值資產之定義(續)**

因借款人狀況惡化而重訂條款之貸款一般視為信貸減值，除非有證據證明不能收取合約現金流之風險已重大地減低及並無其他減值指標。此外，逾期90日或超過90日之零售貸款乃視為信貸減值。

**3.2.2.3 計量預期信貸虧損 – 參數、假設及估算方法之說明**

預期信貸虧損乃根據信貸風險大幅增加是否發生或是否認為資產會減值而按12個月期間(「12個月期間」)或全期基準計量。預期信貸虧損乃違約或然率、違約風險承擔(「違約風險承擔」)及違約損失率(「違約損失率」)之經貼現後之結果，其定義如下：

- 違約或然率代表借款人在其財務責任上於下一個12個月期間(「12個月期間違約或然率」)或於責任之全期剩餘期間(「全期違約或然率」)違約之可能性(按照上述「違約及信貸減值資產之定義」)。
- 違約風險承擔乃根據本集團預計違約時於下一個12個月期間(「12個月期間違約風險承擔」)或於全期剩餘期間(「全期違約風險承擔」)欠付之金額。例如，就循環承擔而言，本集團包括即期已提取金額加上任何預期當違約發生時，按現時合約額度，亦會被提取之額外金額。
- 違約損失率代表本集團預計在違約風險承擔之損失程度。違約損失率按交易對手類別、索賠類別和排序及抵押品或其他信貸支援之有效性而異。違約損失率按違約時付予每個風險承擔單位之損失百分比標示。違約損失率按12個月期間或全期基準計算，12個月期間違約損失率乃倘若違約時，於下一個12個月期間發生之預計產生之損失百分比及全期違約損失率乃倘若違約時，於貸款之預計全期剩餘期間發生時之預計產生損失百分比。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.2 Credit risk (Continued)****3.2.2 Expected credit loss measurement (Continued)****3.2.2.2 Definition of default and credit-impaired assets (Continued)**

A loan that has been renegotiated due to deterioration in the borrower's condition is usually considered to be credit-impaired unless there is evidence that the risk of not receiving contractual cash flows has reduced significantly and there are no other indicators of impairment. In addition, a retail loan that is overdue for 90 days or more is considered credit-impaired.

**3.2.2.3 Measuring ECL – Explanation of inputs, assumptions and estimation techniques**

The ECL is measured on either a 12-month (“12M”) or Lifetime basis depending on whether a SICR has occurred since initial recognition or whether an asset is considered to be credit-impaired. Expected credit losses are the discounted product of the PD, exposures at default (“EAD”), and loss given default (“LGD”), defined as follows:

- The PD represents the likelihood of a borrower defaulting on its financial obligation (as per “Definition of default and credit-impaired” above), either over the next 12 months (“12M PD”), or over the remaining lifetime (“Lifetime PD”) of the obligation.
- EAD is based on the amounts the Group expects to be owed at the time of default, over the next 12 months (“12M EAD”) or over the remaining lifetime (“Lifetime EAD”). For example, for a revolving commitment, the Group includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.
- LGD represents the Group's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default. LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs in the next 12 months and Lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

### 3. 財務風險管理(續)

#### 3.2 信貸風險(續)

##### 3.2.2 預期信貸虧損計量(續)

##### 3.2.2.3 計量預期信貸虧損 – 參數、假設及估算方法之說明(續)

預期信貸虧損乃就各個未來月份及各個別風險承擔延伸估算違約或然率、違約損失率及違約風險承擔而釐定。此三個組成部分相乘後配以殘活可能性作出調整(即該風險承擔於早前月份並未提早還款或違約)。其有效計算未來各月份之預期信貸虧損，然後再貼現至呈報日及匯總。用於計算預期信貸虧損之貼現率乃原有之實際利率或其約數。

全期違約或然率乃應用到期日分佈至即期12個月期間而得。到期日分佈檢視組合自初始確認起至貸款期內如何形成違約。到期日分佈根據過往可見數據及假定組合及信貸級別段內之所有資產皆相同。其受到過往分析所支持。

12個月期間及全期之違約風險承擔乃按預計支付分佈釐定，其按產品類別而異。

- 就攤餘產品及分段式還款貸款而言，其按借款人於12個月期間及全期基準欠付之合約還款。並會就借款人之預計超額還款作出調整。提早還款／再融資之假定亦納入計算中。
- 就非循環產品而言，違約風險承擔乃使用即期已提取餘額及加上「信貸換算系數」計算，其納入違約時剩餘額度之預計提取。
- 就循環產品而言，違約風險承擔乃採用資產負債表內風險承擔及按使用率估計於違約時之已使用金額間之最大金額估算。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Credit risk (Continued)

##### 3.2.2 Expected credit loss measurement (Continued)

##### 3.2.2.3 Measuring ECL – Explanation of inputs, assumptions and estimation techniques (Continued)

The ECL is determined by projecting the PD, LGD and EAD for each future month and for each individual exposure. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future month, which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

The Lifetime PD is developed by applying a maturity profile to the current 12M PD. The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. The maturity profile is based on historical observed data and is assumed to be the same across all assets within a portfolio and credit grade band. This is supported by historical analysis.

The 12-month and lifetime EADs are determined based on the expected payment profile, which varies by product type.

- For amortising products and bullet repayment loans, this is based on the contractual repayments owed by the borrower over a 12-month or lifetime basis. This will also be adjusted for any expected overpayments made by a borrower. Early repayment/refinance assumptions are also incorporated into the calculation.
- For non-revolving products, the exposure at default is predicted by taking current drawn balance and adding a “credit conversion factor” which allows for the expected drawdown of the remaining limit by the time of default.
- For revolving products, the EAD is estimated by taking the maximum between the on-balance sheet exposure and the estimated utilized amount at default based on utilisation rate.

**3. 財務風險管理(續)****3.2 信貸風險(續)****3.2.2 預期信貸虧損計量(續)****3.2.2.3 計量預期信貸虧損 – 參數、假設及估算方法之說明(續)**

12個月期間及全期之違約損失率乃按違約後影響收回金額之參數釐定。其包括抵押品類別及延伸估算之抵押品價值、因強制出售之市場/賬面價值之過往折讓、收回所需時間及可見之收回成本。

釐定12個月期間及全期之違約或然率、違約風險承擔及違約損失率時亦包括前瞻性經濟資料。參照附註3.2.2.4就前瞻性經濟資料及其包含在計算之解說。

計算預期信貸虧損之相關假定需作定期監控及審視(例如評估違約或然率之到期日分佈及抵押品價值之變動)。

**3.2.2.4 納入預期信貸虧損模型之前瞻性資料**

信貸風險大幅增加之評估及預期信貸虧損之計算皆納入前瞻性資料。本集團已進行過往分析及認明影響信貸風險之主要經濟變數及對各組合之預期信貸虧損的影響。

該等經濟變數及其對違約或然率、違約風險承擔及違約損失率之相關影響按金融工具而異。過程中也應用專業判斷。若干經濟研究機構每年2次提供該等經濟變數之預測(「基礎經濟情境」)及就下一個5年之經濟觀點提供最佳估計。就超過預測期(即下一個5年後)之經濟變數而言,於最後預測期間時候之違約風險級別乃參照各工具之全期違約風險級別而估計。該等經濟變數對違約或然率、違約風險承擔及違約損失率之影響按明瞭過往之違約率及損失率對該等變數之影響而進行之統計迴歸分析而釐定。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.2 Credit risk (Continued)****3.2.2 Expected credit loss measurement (Continued)****3.2.2.3 Measuring ECL – Explanation of inputs, assumptions and estimation techniques (Continued)**

The 12-month and lifetime LGDs are determined based on the factors which impact the recoveries made post default. These include collateral type and projected collateral values, historical discounts to market/book values due to forced sales, time to repossession and recovery costs observed.

Forward-looking economic information is also included in determining the 12-month and lifetime PD, EAD and LGD. Refer to note 3.2.2.4 for an explanation of forward-looking information and its inclusion in ECL calculations.

The assumptions underlying the ECL calculation, such as how the maturity profile of the PDs and how collateral values change etc., are regularly monitored and reviewed.

**3.2.2.4 Forward-looking information incorporated in the ECL models**

The assessment of SICR and the calculation of ECL both incorporate forward-looking information. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit losses for each portfolio.

These economic variables and their associated impact on the PD, EAD and LGD vary by financial instrument. Expert judgment has also been applied in this process. Forecasts of these economic variables (the “base economic scenario”) are provided by some economic research institutions twice a year and provide the best estimate view of the economy over the next five years. For the economic variables out of the forecasting periods (i.e. after the next five years), the point-in-time default risk level at the last forecasting period is referenced to estimate the lifetime default risk level of each instrument. The impact of these economic variables on the PD, EAD and LGD has been determined by performing statistical regression analysis to understand the impact changes in these variables have had historically on default rates and loss rates.



**3. 財務風險管理(續)****3.2 信貸風險(續)****3.2.2 預期信貸虧損計量(續)****3.2.2.4 納入預期信貸虧損模型之前瞻性資料(續)**

除基本經濟情境外，本集團之經濟師及集團風險部也提供其他可能情境及情境之加權值。於2019年及2018年12月31日，本集團認為增加2個額外情境以獲得基本經濟情境以外之可能結果，即有利及不利情境。有利及不利情境乃參考過往可見之宏觀經濟因素及本集團於過往20年間的貸款損失紀錄而設定。情境之加權值乃結合統計分析及專業信貸判斷而釐定，並已顧及代表各挑選情境之可能結果範圍。

信貸風險大幅增加之評估乃考慮信貸質素之變動、專業信貸判斷及防守性指標而進行。其釐定整體金融工具是否為階段1、階段2或階段3及是否記錄為12個月期間或全期之預期信貸虧損。緊隨該評估，本集團計量預期信貸虧損或然加權的12個月期間預期信貸虧損(階段1)，或是或然加權的全期預期信貸虧損(階段2及階段3)。該等或然加權的預期信貸虧損乃透過有關預期信貸虧損模型運作各情境及乘以合適之情境加權值而釐定。

如同任何經濟預測，延伸估計及發生之可能性皆受限於高程度之內在不確定性，故實際結果可能與延伸估計有重大差異。本集團認為該等預測為挑選情境(合適地代表可能結果範圍)之最佳估計可能結果。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.2 Credit risk (Continued)****3.2.2 Expected credit loss measurement (Continued)****3.2.2.4 Forward-looking information incorporated in the ECL models (Continued)**

In addition to the base economic scenario, the Group's economist and the Group Risk function also provided other possible scenarios along with scenario weightings. At 31 December 2019 and 2018, the Group concluded to have two additional scenarios to capture possible outcomes beyond those under the base economic scenario, namely the good and the bad scenarios. The good and bad scenarios are set with reference to the historical observations of the macro-economic factors and the Group's loan loss experience for a period over 20 years. The scenario weightings are determined by a combination of statistical analysis and expert credit judgement, taking account of the range of possible outcomes each chosen scenario is representative of.

The assessment of SICR is performed by considering either the change in credit quality, expert credit judgement and backstop indicator. This determines whether the whole financial instrument is in Stage 1, Stage 2, or Stage 3 and hence whether 12-month or lifetime ECL should be recorded. Following this assessment, the Group measures ECL as either a probability weighted 12-month ECL (Stage 1), or a probability weighted lifetime ECL (Stages 2 and 3). These probability-weighted ECLs are determined by running each scenario through the relevant ECL model and multiplying it by the appropriate scenario weighting.

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and therefore the actual outcomes may be significantly different to those projected. The Group considers these forecasts to represent its best estimate of the possible outcomes that the chosen scenarios are appropriately representative of the range of possible scenarios.

**3. 財務風險管理(續)****3.2 信貸風險(續)****3.2.2 預期信貸虧損計量(續)****3.2.2.4 納入預期信貸虧損模型之前瞻性資料(續)***經濟變數之假定*

於模型內，本集團依據大範圍之前瞻性經濟資料為參數，例如宏觀經濟因素好像物業價格指數、生產總值增長率、失業率及利率等之預測。根據統計數據測試及專業判斷維護一系列之宏觀經濟因素以確保有關因素已納入預期信貸虧損模型內。

「基礎」、「良好」及「不良」情境乃按下表載述之相關假定而釐定。尤其是，「基礎」情境參照不同經濟研究機構之一系列宏觀經濟預測及「良好」和「不良」情境按採用指定期間之過往宏觀變數之模擬預期信貸虧損。最低模擬預期信貸虧損乃假定為有利情境，而最高模擬預期信貸虧損則假定為不利情境。就此計算已挑選涵蓋經濟週期高峰及低谷之指定期間的歷史數據以確保挑選情境無偏頗。

情境	情境之相關假定
基礎	前瞻性宏觀經濟因素為宏觀經濟觀點之一個重要部分。基礎情境乃依據來自著名經濟研究機構(其制定有關之經濟變數的最可能未來方向之「基礎情況」觀點)之一系列宏觀經濟預測。
良好	該情境應用全套適用過往之經濟變數(自1995年起)至整體組合而釐定為最低預期信貸虧損之年份。
不良	該情境應用全套適用過往之經濟變數(自1995年起)至整體組合而釐定為最高預期信貸虧損之年份。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.2 Credit risk (Continued)****3.2.2 Expected credit loss measurement (Continued)****3.2.2.4 Forward-looking information incorporated in the ECL models (Continued)***Economic variable assumptions*

In its models, the Group relies on a broad range of forward-looking economic information as inputs, such as the forecasts of macroeconomic factors like property price indices, GDP growth rates, unemployment rates, and interest rates. A range of macroeconomic factors is maintained based on statistical data tests and expert judgement to ensure that relevant factors could be taken into consideration in the ECL models.

The scenarios “base”, “good” and “bad” were determined based on the underlying assumptions described in the below table. In particular, the “base” scenario makes reference to a set of macroeconomic forecasts from different economic research institutions and the “good” and “bad” scenarios depends on the simulated ECL using a designated period of historical macroeconomic variables. The year of the lowest simulated ECL was assumed good scenario whereas the year of the highest simulated ECL was assumed the bad scenario. A designated period of historical data that covers peaks and troughs of economic cycles were selected for this exercise to ensure the selection of scenarios stays unbiased.

Scenario	Underlying assumptions of the scenario
Base	Forward-looking macroeconomic factors are a key component of the macroeconomic outlook. The base scenario is based on a set of macroeconomic forecasts sourced from reputable economic research institutions which formulate a “base case” view of the most probable future direction of relevant economic variables.
Good	This scenario is determined as the year of having lowest ECL by applying a full set of applicable historical economic variables to the entire portfolio starting from 1995.
Bad	This scenario is determined as the year of having highest ECL by applying a full set of applicable historical economic variables to the entire portfolio starting from 1995.

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.2 預期信貸虧損計量(續)

3.2.2.4 納入預期信貸虧損模型之前瞻性資料(續)

經濟變數之假定(續)

用於估計預期信貸虧損之重大期末假定列示如下。

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.2 Expected credit loss measurement (Continued)

3.2.2.4 Forward-looking information incorporated in the ECL models (Continued)

Economic variable assumptions (Continued)

Significant period-end assumptions used for the ECL estimate are set out as below.

於2019年12月31日	As at 31 December 2019			5年期前瞻平均數 Average of 5-Year Forward-Looking	1年期前瞻 One-Year Forward-Looking
香港本地生產總值增長率 (百分比)	Hong Kong GDP Growth Rate (%)	基礎	Base	1.6%	-1.3%
		良好	Good	2.9%	4.8%
		不良	Bad	1.3%	-5.9%
香港住宅物業價格指數 變動(百分比)	Hong Kong Residential Property Price Index Change (%)	基礎	Base	4.3%	1.2%
		良好	Good	12.1%	11.1%
		不良	Bad	-15.5%	-32.5%
香港失業率(百分比)	Hong Kong Unemployment Rate (%)	基礎	Base	3.5%	3.6%*
		良好	Good	3.1%	3.1%*
		不良	Bad	6.0%	5.9%*

NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.2 預期信貸虧損計量(續)

3.2.2.4 納入預期信貸虧損模型之前瞻性資料(續)

經濟變數之假定(續)

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.2 Expected credit loss measurement (Continued)

3.2.2.4 Forward-looking information incorporated in the ECL models (Continued)

Economic variable assumptions (Continued)

於2018年12月31日	As at 31 December 2018			5年期前瞻平均數 Average of 5-Year Forward-Looking	1年期前瞻 One-Year Forward-Looking
香港本地生產總值增長率 (百分比)	Hong Kong GDP Growth Rate (%)	基礎	Base	2.2%	2.2%
		良好	Good	2.9%	4.8%
		不良	Bad	1.3%	-5.9%
香港住宅物業價格指數 變動(百分比)	Hong Kong Residential Property Price Index Change (%)	基礎	Base	2.2%	-6.3%
		良好	Good	12.1%	11.1%
		不良	Bad	-15.5%	-32.5%
香港失業率(百分比)	Hong Kong Unemployment Rate (%)	基礎	Base	3.2%	3.0%
		良好	Good	3.1%	3.1%
		不良	Bad	6.0%	5.9%

\* 該等1年期前瞻性利率代表1年期之預測平均利率。

\* These one-year forward looking rates represent forecast average rates for one year.

為獲得挑選情境之或然加權值，本集團進行涵蓋整個經濟週期以估計不同經濟形勢之或然率範圍之經濟形勢分析，並就該分析採納使用涵蓋經濟週期高峰及低谷之歷史數據以確保計算之或然率無偏頗。

To derive the probabilities weighting for the selected scenarios, an economic state analysis that covers a full economic cycle to estimate the range of probabilities in different economic states is performed. The use of historical data that covers peaks and troughs of economic cycles is adopted for the analysis ensures that calculated probabilities stay unbiased.

**3. 財務風險管理(續)**

**3.2 信貸風險(續)**

**3.2.2 預期信貸虧損計量(續)**

**3.2.2.4 納入預期信貸虧損模型之前瞻性資料(續)**

*經濟變數之假定(續)*

內部經濟師進行評估及集團風險部使用專業判斷釐定應用於3個情境之或然加權值，以就經濟形勢分析補充更多前瞻性因素及考慮市場及經濟最新發展資料。

於2019年及2018年12月31日分配予各經濟情境「基礎」、「良好」及「不良」之加權值分別為70%，10%及20%。

本集團於基礎情境採納了一系列較保守之前瞻性假設，以反映2019年12月31日之最新市況，其在2019年12月31日增加之預期信貸虧損準備內反映。於上述列示之分配予各經濟情境之或然加權值維持不變。

已顧及未以其他方式納入上述情境之其他前瞻性考慮因素(例如任何監管，立法或政治變動之影響)但未視為有重大影響，故並無就該等因素對預期信貸虧損作出調整及按季度基準審視及監控其合適度。

**3. FINANCIAL RISK MANAGEMENT (Continued)**

**3.2 Credit risk (Continued)**

**3.2.2 Expected credit loss measurement (Continued)**

**3.2.2.4 Forward-looking information incorporated in the ECL models (Continued)**

*Economic variable assumptions (Continued)*

To supplement the economic state analysis for more forward looking elements and to capture latest developments of the market and economy, assessments are performed by the in-house economist and the Group Risk function with expert judgement exercised for the determination of the probability weightings application to the three scenarios.

The weightings assigned to each economic scenario, “base”, “good” and “bad” as at 31 December 2019 and 2018, were 70%, 10% and 20% respectively.

To reflect the updated market conditions as at 31 December 2019, the Group adopted a set of weaker forward-looking assumptions in the base case scenario, which is reflected in an increase in the ECL allowances at 31 December 2019. The probability weighting assigned to the economic scenarios, as shown above, remained unchanged.

Other forward-looking considerations not otherwise incorporated within the above scenarios, such as the impact of any regulatory, legislative or political changes, have also been considered, but are not deemed to have a material impact and therefore no adjustment has been made to the ECL for such factors. This is reviewed and monitored for appropriateness on a quarterly basis.

**3. 財務風險管理(續)****3.2 信貸風險(續)****3.2.2 預期信貸虧損計量(續)****3.2.2.4 納入預期信貸虧損模型之前瞻性資料(續)***敏感度分析*

影響預期信貸虧損準備的最主要假設如下：

*零售組合*

- (i) 失業率，鑑於其對有抵押及無抵押借款人履行合約還款能力的影響；
- (ii) 生產總值增長率，鑑於其對公司業績及抵押品估值的重大影響；及
- (iii) 物業價格指數，鑑於其對按揭貸款抵押品估值的重大影響。

*企業組合*

- (i) 失業率，鑑於其對有抵押及無抵押借款人履行合約還款能力的影響；
- (ii) 生產總值增長率，鑑於其對公司業績及抵押品估值的重大影響；及
- (iii) 物業價格指數，鑑於其對按揭貸款抵押品估值的重大影響。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.2 Credit risk (Continued)****3.2.2 Expected credit loss measurement (Continued)****3.2.2.4 Forward-looking information incorporated in the ECL models (Continued)***Sensitivity analysis*

The most significant assumptions affecting the ECL allowance are as follows:

*Retail portfolios*

- (i) Unemployment rates, given its impact on secured and unsecured borrowers' ability to meet their contractual repayments;
- (ii) GDP growth rates, given the significant impact on companies' performance and collateral valuations; and
- (iii) Property price indexes, given the significant impact it has on mortgage collateral valuations.

*Corporate portfolios*

- (i) Unemployment rates, given its impact on secured and unsecured borrowers' ability to meet their contractual repayments;
- (ii) GDP growth rates, given the significant impact on companies' performance and collateral valuations; and
- (iii) Property price indexes, given the significant impact it has on mortgage collateral valuations.

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.2 預期信貸虧損計量(續)

3.2.2.4 納入預期信貸虧損模型之前瞻性資料(續)

敏感度分析(續)

以下為因應用在本集團的經濟變數假設中的實際假設而產生這些參數的合理可能變化導致預期信貸虧損準備之影響：

零售

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.2 Expected credit loss measurement (Continued)

3.2.2.4 Forward-looking information incorporated in the ECL models (Continued)

Sensitivity analysis (Continued)

Set out below are the changes to the ECL that would result from reasonably possible changes in these parameters from the actual assumptions used in the Group's economic variable assumptions:

Retail

預期信貸虧損的影響  
ECL Impact

			2019	2018
失業率	Unemployment rates	+1%	12,580	15,369
		-1%	-1,106	-999
生產總值增長率	GDP growth rates	+0.5%	-2,209	-1,706
		-0.5%	2,244	1,734
物業價格指數	Property price indexes	+5%	-284	-69
		-5%	450	319

企業

Corporate

預期信貸虧損的影響  
ECL Impact

			2019	2018
失業率	Unemployment rates	+1%	128,952	104,173
		-1%	-65,802	-54,159
生產總值增長率	GDP growth rates	+0.5%	-15,239	-12,761
		-0.5%	16,559	13,878
物業價格指數	Property price indexes	+5%	-22,035	-17,242
		-5%	23,089	20,202

**3. 財務風險管理(續)****3.2 信貸風險(續)****3.2.3 減輕風險及控制額度之政策**

本集團已就個別借款人或交易對手集團、行業或國家設定框架管理及控制過度集中之風險。根據借款人或交易對手集團、行業或國家之既定風險額度，監察其風險狀況和向信貸委員會定期匯報。

借款人或交易對手集團之最高風險額度是以資本額釐定，而行業之額度則與整體信貸組合規模相對應。國家之額度乃參考國際評級機構對主權國之信貸評級而設定。所有設定的額度旨在達至更為平衡的組合。

本集團於適當時，為減低信貸風險，會收取抵押品作為信貸額的擔保。為控制因衍生工具淨盤而產生之交易對手信貸風險，本集團限制其衍生工具買賣對手為核准之金融機構，應用已建立之市場慣例於信貸支援及抵押品之結算，減低衍生工具對手之信貸風險。本集團信貸委員會參考個別對手之財務能力及信貸評級，審批個別金融機構之包括其於衍生工具之市值額度信貸總額。認可之抵押品類別及其特性，及各類信貸與資產比率皆設定於信貸政策內。訂立可強制性的法律條款可讓本集團對抵押品、擔保物或其他為增強信貸所提供的保障進行直接、不可撤銷及無條件的索償。

就可無條件取消而不須預先通知之借貸承擔，當借款人的信貸素質轉差，本集團將會評估撤銷信貸額的需要性。據此，此等承擔並不對本集團構成重大信貸風險。

所有信貸決定，無論有否收取抵押品，皆取決於客戶或交易對手的信貸資料，現金流量情況及其還款能力。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.2 Credit risk (Continued)****3.2.3 Risk limit control and mitigation policies**

The Group has an established framework to manage and control concentrations risk with respect to individual borrower or counterparty group, industry or country. Exposure limits by borrower or counterparty group, industry or country are in place and their exposures are monitored and reported to credit committees regularly.

The large exposure limits to borrower or counterparty groups are capital based while the limits for industry are relative to the size of the overall credit portfolio. Country limits are also set up with reference to the sovereign credit rating from international credit rating agencies. All these limits aim to achieve a more balanced portfolio.

To mitigate credit risk and where appropriate, the Group will obtain collateral to support the credit facility granted. To control credit risk exposure to counterparty arising from derivative positions, the Group limits its derivative dealings with approved financial institutions, and uses established market practices on credit support and collateral settlement to reduce credit risk exposure to derivative counterparties. Overall credit risk limit for individual financial institution counterparty, including valuation limit for derivatives, is approved by the GCC with reference to the financial strength and credit rating of individual counterparty. The acceptable types of collateral and their characteristics are established within the credit policies, as are the respective margins of finance. Enforceable legal documentation establishes the Group's direct, irrevocable and unconditional recourse to any collateral, security or other credit enhancements provided.

In relation to lending 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. Accordingly, these commitments do not expose the Group to significant credit risk.

Irrespective of whether collateral is taken, all credit decisions are based upon the customer's or counterparty's credit profile, cashflow position and ability to repay.



**3. 財務風險管理(續)**

**3.2 信貸風險(續)**

**3.2.3 減輕風險及控制額度之政策(續)**

**(甲) 貸款及墊款**

本集團對特定類別抵押品能否用作擔保貸款及墊款的可受性提供指引。主要抵押品類別為：

- 抵押物業；
- 抵押業務資產如房產及應收賬；
- 抵押金融工具如債務證券和股票；
- 抵押存款；及
- 抵押股票。

此外，當本集團察覺到與借款人有關之個別貸款及墊款出現減值跡象時，會適當地要求其提供額外抵押品以降低信貸損失。

**(乙) 債務證券**

除受金融工具組合或相關資產擔保之資產抵押證券及同類工具外，債務證券及國庫票據普遍為無抵押。

**3. FINANCIAL RISK MANAGEMENT (Continued)**

**3.2 Credit risk (Continued)**

**3.2.3 Risk limit control and mitigation policies (Continued)**

**(a) Loans and advances**

The Group has guidelines on the acceptability of specific classes of collateral for securing loans and advances. The principal collateral types are:

- Mortgages over properties;
- Charges over business assets such as premises and accounts receivable;
- Charges over financial instruments such as debt securities and equities;
- Charges over deposits; and
- Charges over shares.

In addition, in order to minimise credit loss, the Group will, where possible, seek additional collateral from the borrower as soon as impairment indicators are noticed on relevant individual loans and advances.

**(b) Debt securities**

Debt securities and treasury bills are generally unsecured, with the exception of asset-backed securities and similar instruments, which are secured by portfolios of financial instruments or underlying assets.

**3. 財務風險管理(續)****3.2 信貸風險(續)****3.2.3 減輕風險及控制額度之政策(續)****(丙) 衍生工具**

管理衍生工具買賣的所有交易對手之信貸風險為管理交易對手之信貸風險控制及監控程序之一部份，包括信貸控制如設定價值風險之獨立限額、每日結算限額及進行定期信貸評估。此外，本集團為了遵循於違約事件或提前終止合約及按照監管規定之標準市場常規淨額平倉安排，要求衍生合約之交易對手簽訂國際掉期及衍生合約協會之協議或類似之主協議。

本集團亦安排大部份交易對手提供抵押，藉以減低對該等交易對手無抵押衍生產品的風險。

**3.2.4 撇銷政策**

當本集團已經盡一切實際收回的努力及已得出沒有合理期望可收回的結論後將撇銷全數或部分金融資產。沒有合理期望可收回的指標包括(i)停止執行活動及(ii)如本集團的收回方法為取消抵押品的贖回權而抵押品的價值並沒有合理期望可全面收回。

本集團可撇銷仍在執行活動的金融資產。截至2019年12月31日止年度，該等資產中被撇銷的未償還合約金額為48,000,000港元(2018年：46,000,000港元)。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.2 Credit risk (Continued)****3.2.3 Risk limit control and mitigation policies (Continued)****(c) Derivatives**

All counterparty credit risk for derivatives trading are managed as part of the credit risk control and monitoring process in respect of the counterparty including credit controls such as setting individual limit for valuation risk, daily settlement limits and performing periodic credit assessment. Moreover, the Group requires derivative contract counterparties to enter into International Swaps and Derivatives Association Agreement or analogous master agreement in order to follow the standardised market practice of close-out netting arrangement in the event of default or early termination and in accordance with the regulatory requirements.

Collateral arrangements with most counterparties are also in place to limit our unsecured derivative exposures to these counterparties.

**3.2.4 Write-off policy**

The Group writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include (i) ceasing enforcement activity and (ii) where the Group's recovery method is foreclosing on collateral and the value of the collateral is such that there is no reasonable expectation of recovering in full.

The Group may write-off financial assets that are still subject to enforcement activity. The outstanding contractual amounts of such assets written off during the year ended 31 December 2019 was HK\$48 million (2018: HK\$46 million).

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.5 未計入持有之抵押品或其他信貸提昇前之最高信貸風險值

下表包含金融工具的信貸風險之分析。下列金融資產的賬面值／名義金額總額亦列示本集團該等金融資產之最高信貸風險值。

(1) 須作減值評估的金融資產

2019年12月31日

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.5 Maximum exposure to credit risk before collateral held or other credit enhancements

The following tables contain analysis of the credit risk exposure of financial instruments. The gross carrying/notional amount of financial assets below also represents the Group's maximum exposure to credit risk on these assets.

(1) Financial assets subject to impairment

At 31 December 2019

		賬面值／名義金額 Gross carrying/notional amount				預期信貸 虧損準備 ECL allowance	淨額 Net
		正常 Pass	特別關注 Special mention	次級或以下 Sub-standard or below	合計 Total		
銀行的結餘及存款	Balance and placements with banks	24,781,299	-	-	24,781,299	3,325	24,777,974
- 階段1	- Stage 1	24,781,299	-	-	24,781,299	3,325	24,777,974
- 階段2	- Stage 2	-	-	-	-	-	-
- 階段3	- Stage 3	-	-	-	-	-	-
以公平值計量且其變動計入 其他全面收益的債務工具	Debt instruments at fair value through other comprehensive income	41,353,504	-	-	41,353,504	27,397	41,326,107
- 階段1	- Stage 1	41,353,504	-	-	41,353,504	27,397	41,326,107
- 階段2	- Stage 2	-	-	-	-	-	-
- 階段3	- Stage 3	-	-	-	-	-	-
以攤餘成本列賬的債務工具	Debt instruments at amortised cost	15,754,600	-	-	15,754,600	11,608	15,742,992
- 階段1	- Stage 1	15,754,600	-	-	15,754,600	11,608	15,742,992
- 階段2	- Stage 2	-	-	-	-	-	-
- 階段3	- Stage 3	-	-	-	-	-	-
客戶貸款	Advances to customers	134,883,394	1,014,153	1,049,226	136,946,773	1,008,586	135,938,187
- 階段1	- Stage 1	129,023,721	-	-	129,023,721	474,635	128,549,086
- 階段2	- Stage 2	5,859,673	1,014,153	-	6,873,826	152,754	6,721,072
- 階段3	- Stage 3	-	-	1,049,226	1,049,226	381,197	668,029
貿易票據	Trade bills	3,381,956	-	11,907	3,393,863	1,989	3,391,874
- 階段1	- Stage 1	3,356,669	-	-	3,356,669	1,982	3,354,687
- 階段2	- Stage 2	25,287	-	-	25,287	7	25,280
- 階段3	- Stage 3	-	-	11,907	11,907	-	11,907
應計利息及其他賬目	Accrued interest and other accounts	6,449,145	4,118	72,168	6,525,431	32,542	6,492,889
- 階段1	- Stage 1	6,438,347	-	-	6,438,347	10,026	6,428,321
- 階段2	- Stage 2	10,798	4,118	-	14,916	598	14,318
- 階段3	- Stage 3	-	-	72,168	72,168	21,918	50,250
貸款承擔及財務擔保	Loan commitments and financial guarantees	81,210,407	23,846	10,931	81,245,184	148,642	81,096,542
- 階段1	- Stage 1	78,548,873	-	-	78,548,873	140,087	78,408,786
- 階段2	- Stage 2	2,661,534	23,846	-	2,685,380	8,555	2,676,825
- 階段3	- Stage 3	-	-	10,931	10,931	-	10,931
合計	Total	307,814,305	1,042,117	1,144,232	310,000,654	1,234,089	308,766,565

在披露此財務資料時，已列示以公平值計量且其變動計入其他全面收益的債務工具之名義金額及於投資重估儲備中所包含相關的預期信貸虧損。

For the purpose of this disclosure, notional amount of debt instruments at FVOCI and the associated ECL allowance maintained in investment revaluation reserve are presented.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 3. 財務風險管理(續)

## 3.2 信貸風險(續)

## 3.2.5 未計入持有之抵押品或其他信貸提昇前之最高信貸風險值(續)

## (1) 須作減值評估的金融資產(續)

2018年12月31日

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.2 Credit risk (Continued)

## 3.2.5 Maximum exposure to credit risk before collateral held or other credit enhancements (Continued)

## (1) Financial assets subject to impairment (Continued)

At 31 December 2018

		賬面值/名義金額 Gross carrying/notional amount				預期信貸 虧損準備 ECL allowance	淨額 Net
		正常 Pass	特別關注 Special mention	次級或以下 Sub-standard or below	合計 Total		
銀行的結餘及存款	Balance and placements with banks	27,668,647	-	-	27,668,647	3,820	27,664,827
一階段1	- Stage 1	27,668,647	-	-	27,668,647	3,820	27,664,827
一階段2	- Stage 2	-	-	-	-	-	-
一階段3	- Stage 3	-	-	-	-	-	-
以公平值計量且其變動計入 其他全面收益的債務工具	Debt instruments at fair value through other comprehensive income	42,138,479	-	-	42,138,479	22,964	42,115,515
一階段1	- Stage 1	42,138,479	-	-	42,138,479	22,964	42,115,515
一階段2	- Stage 2	-	-	-	-	-	-
一階段3	- Stage 3	-	-	-	-	-	-
以攤餘成本列賬的債務工具	Debt instruments at amortised cost	9,267,841	-	-	9,267,841	5,056	9,262,785
一階段1	- Stage 1	9,267,841	-	-	9,267,841	5,056	9,262,785
一階段2	- Stage 2	-	-	-	-	-	-
一階段3	- Stage 3	-	-	-	-	-	-
客戶貸款	Advances to customers	126,886,768	771,153	970,166	128,628,087	913,923	127,714,164
一階段1	- Stage 1	123,147,970	1,893	-	123,149,863	423,650	122,726,213
一階段2	- Stage 2	3,738,798	769,260	-	4,508,058	127,284	4,380,774
一階段3	- Stage 3	-	-	970,166	970,166	362,989	607,177
貿易票據	Trade bills	4,677,262	-	-	4,677,262	2,123	4,675,139
一階段1	- Stage 1	4,663,269	-	-	4,663,269	2,100	4,661,169
一階段2	- Stage 2	13,993	-	-	13,993	23	13,970
一階段3	- Stage 3	-	-	-	-	-	-
應計利息及其他賬目	Accrued interest and other accounts	5,263,030	2,806	81,290	5,347,126	31,206	5,315,920
一階段1	- Stage 1	5,254,153	-	-	5,254,153	9,577	5,244,576
一階段2	- Stage 2	8,877	2,806	-	11,683	491	11,192
一階段3	- Stage 3	-	-	81,290	81,290	21,138	60,152
貸款承擔及財務擔保	Loan commitments and financial guarantees	76,786,797	43,591	13,716	76,844,104	146,267	76,697,837
一階段1	- Stage 1	74,789,140	-	-	74,789,140	139,657	74,649,483
一階段2	- Stage 2	1,997,657	43,591	-	2,041,248	6,592	2,034,656
一階段3	- Stage 3	-	-	13,716	13,716	18	13,698
合計	Total	292,688,824	817,550	1,065,172	294,571,546	1,125,359	293,446,187

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.5 未計入持有之抵押品或其他信貸提昇前之最高信貸風險值(續)

(1) 須作減值評估的金融資產(續)

信貸評級大致分類如下：

零售

第1組別「正常」包含貸款為未逾期或逾期日數在30天內。

第2組別「特別關注」一般包含貸款逾期日數在31至90天。

第3組別「次級或以下」一般包含貸款逾期日數超過90天。

企業

第1組別「正常」包含本集團內部貸款評級系統中之第1至第9級，代表借款人現時如期償付及對其可全數付還利息和貸款本金之能力並不置疑。

第2組別「特別關注」包含本集團內部貸款評級系統中之第10級，代表借款人正陷於困境，及倘不能遏制其貸款素質惡化，則可能令本集團招致信貸損失。

第3組別「次級或以下」包含本集團內部貸款評級系統中之第11至第13級，代表借款人正展露明顯能危及付還之困難，或不可能全數收回且本集團預期須承受本金及／或利息損失之貸款，又或許該貸款經耗盡所有追收方案後被確認為無法收回。

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.5 Maximum exposure to credit risk before collateral held or other credit enhancements (Continued)

(1) Financial assets subject to impairment (Continued)

The credit ratings are broadly categorised as follows:

Retail

Class 1 “pass”, which covers loans that are current or within 30 DPD.

Class 2 “special mention”, which generally covers loans with 31–90 DPD.

Class 3 “sub-standard or below”, which generally covers loans that are more than 90 DPD.

Corporate

Class 1 “pass”, which covers Grade 1 to 9 of the Group’s internal loan grading system, represents loans for which borrowers are current in meeting commitments and for which the full repayment of interest and principal is not in doubt.

Class 2 “special mention”, which covers Grade 10 of the Group’s internal loan grading system, represents loans with which borrowers are experiencing difficulties and which may lead to credit losses to the Group if the deterioration in loan quality cannot be contained.

Class 3 “sub-standard or below”, which covers Grade 11 to 13 of the Group’s internal loan grading system, represents loans in which borrowers are displaying a definable weakness that is likely to jeopardise repayment; or collection in full is improbable and the Group expects to sustain a loss of principal and/or interest; or loans that are considered uncollectible after all collection options have been exhausted.

**3. 財務風險管理(續)****3.2 信貸風險(續)****3.2.5 未計入持有之抵押品或其他信貸提昇前之最高信貸風險值(續)****(1) 須作減值評估的金融資產(續)***財資*

第1組別「正常」包含內部信貸評級為BB-或以上之交易對手的風險。

第2組別「特別關注」包含內部信貸評級為B+至B-之交易對手的風險。

第3組別「次級或以下」包含內部信貸評級為CCC+或以下之交易對手的風險。

**(2) 毋須作減值的金融資產****3. FINANCIAL RISK MANAGEMENT (Continued)****3.2 Credit risk (Continued)****3.2.5 Maximum exposure to credit risk before collateral held or other credit enhancements (Continued)****(1) Financial assets subject to impairment (Continued)***Treasury*

Class 1 “pass”, which covers exposures to counterparties of with internal credit rating of BB- or above.

Class 2 “special mention”, which covers exposures to counterparties of with internal credit rating of B+ to B-.

Class 3 “sub-standard or below”, which covers exposures to counterparties of with internal credit rating of CCC+ or below.

**(2) Financial assets not subject to impairment**

		賬面值 Gross carrying amount	
		2019	2018
持作買賣用途的資產	Trading assets		
— 債務證券	— Debt securities	8,387,953	7,621,184
— 衍生工具	— Derivatives	467,766	289,399
對沖衍生工具	Hedging derivatives	110,164	437,644
以公平值計量且其變動計入損益的金融資產	Financial assets at fair value through profit or loss		
— 債務證券	— Debt securities	395,061	1,303,184

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.5 未計入持有之抵押品或其他信貸提昇前之最高信貸風險值(續)

本集團之信貸表現可參考下列所述作進一步評估：

- 貸款及墊款組合中2.3%被分類在內部評級系統中最高等級內(2018年：2.6%)；
- 組合中之最大分類之按揭貸款乃有抵押品之借貸；
- 信貸減值之客戶貸款及墊款佔客戶貸款及墊款總額的0.77%(2018年：0.75%)；及
- 債務證券及其他庫券投資中77%(2018年：79%)最少達A-信貸級別。

3.2.6 貸款及墊款

客戶貸款及墊款概述如下：

		2019	2018
貸款及墊款總額	Gross loans and advances	136,946,773	128,628,087
扣除：減值準備總額	Less: total impairment allowances	(1,008,586)	(913,923)
淨額	Net	135,938,187	127,714,164
信貸減值之貸款及墊款	Credit-impaired loans and advances	1,049,226	970,166
扣除：階段3減值準備	Less: Stage 3 impairment allowances	(381,197)	(362,989)
淨額	Net	668,029	607,177
持有抵押品公平值*	Fair value of collateral held *	590,496	503,728
信貸減值貸款及墊款佔客戶貸款及墊款總額百分比	Credit-impaired loans and advances as a % of total loans and advances to customers	0.77%	0.75%

\* 抵押品之公平值乃根據抵押品市值及貸款未償還結餘，兩者中較低值釐定。

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.5 Maximum exposure to credit risk before collateral held or other credit enhancements (Continued)

The results of credit performance of the Group can be further assessed with reference to the following:

- 2.3% of the loans and advances portfolio are categorised in the top grade of the internal rating system (2018: 2.6%);
- Mortgage loans, which represent the biggest group in the portfolio, are backed by collateral;
- Loans and advances to customers that are credit-impaired constituted 0.77% (2018: 0.75%) of the total loans and advances to customers; and
- 77% (2018: 79%) of the investments in debt securities and other bills have at least an A- credit rating.

3.2.6 Loans and advances

Loans and advances to customers are summarised as follows:

\* Fair value of collateral is determined at the lower of the market value of collateral and outstanding loan balance.

NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.6 貸款及墊款(續)

下表列示3種主要內部評級組別之減值準備分別佔貸款及墊款之百分比。

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.6 Loans and advances (Continued)

The table below shows the percentage of impairment allowance as a percentage of loans and advances for each of the three broad internal rating classes.

組別	Class	2019		2018	
		貸款及墊款 百分比 Loans and advances %	減值準備 佔貸款餘額 百分比 Impairment allowance as a % of loan balance %	貸款及墊款 百分比 Loans and advances %	減值準備 佔貸款餘額 百分比 Impairment allowance as a % of loan balance %
1 – 正常	1 – pass	98.5	0.4	98.6	0.4
2 – 特別關注	2 – special mention	0.7	10.0	0.6	11.2
3 – 次級或以下	3 – sub-standard or below	0.8	36.3	0.8	37.4
		<u>100.0</u>	<u>0.7</u>	<u>100.0</u>	<u>0.7</u>



3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.6 貸款及墊款(續)

(甲) 按香港財務報告準則第9號作信貸減值之客戶貸款及墊款

信貸減值貸款及墊款之總額及本集團所持作擔保之相關抵押品公平值按類別分析如下：

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.6 Loans and advances (Continued)

(a) Loans and advances to customers that are credit-impaired under HKFRS 9

The analysis of the gross amount of credit-impaired loans and advances by class, along with the fair value of the related collateral held by the Group as security, is as follows:

2019年12月31日	At 31 December 2019	風險總額 Gross exposure	減值準備 Impairment allowance	賬面值 Carrying amount	持有抵押品 公平值 Fair value of collateral held
信貸減值之貸款	Credit-impaired loans				
個人貸款：	Loans to individual:				
— 信用卡	– Credit cards	16,835	14,251	2,584	–
— 按揭貸款	– Mortgages	41,881	3,691	38,190	39,683
— 其他	– Others	287,805	136,103	151,702	577
企業貸款：	Loans to corporate entities:				
— 有期貸款	– Term loans	233,055	66,321	166,734	177,317
— 按揭貸款	– Mortgages	137,177	16,159	121,018	130,594
— 貿易融資	– Trade finance	180,868	61,503	119,365	137,395
— 其他	– Others	151,605	83,169	68,436	104,930
信貸減值之貸款總額	Total credit-impaired loans	1,049,226	381,197	668,029	590,496

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 3. 財務風險管理(續)

## 3.2 信貸風險(續)

## 3.2.6 貸款及墊款(續)

(甲) 按香港財務報告準則第9號作信貸減值之客戶貸款及墊款(續)

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.2 Credit risk (Continued)

## 3.2.6 Loans and advances (Continued)

(a) Loans and advances to customers that are credit-impaired under HKFRS 9 (Continued)

					持有抵押品 公平值
		風險總額	減值準備	賬面值	Fair value
		Gross	Impairment	Carrying	of collateral
2018年12月31日	At 31 December 2018	exposure	allowance	amount	held
信貸減值之貸款	Credit-impaired loans				
個人貸款：	Loans to individual:				
— 信用卡	— Credit cards	15,134	12,449	2,685	—
— 按揭貸款	— Mortgages	44,351	4,643	39,708	43,169
— 其他	— Others	283,493	132,913	150,580	2,198
企業貸款：	Loans to corporate entities:				
— 有期貸款	— Term loans	251,403	79,206	172,197	175,496
— 按揭貸款	— Mortgages	101,429	8,827	92,602	99,069
— 貿易融資	— Trade finance	154,078	73,630	80,448	94,333
— 其他	— Others	120,278	51,321	68,957	89,463
信貸減值之貸款總額	Total credit-impaired loans	970,166	362,989	607,177	503,728

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.6 貸款及墊款(續)

(乙) 逾期3個月以上之貸款及墊款

(i) 逾期未償還貸款總額

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.6 Loans and advances (Continued)

(b) Loans and advances overdue for more than 3 months

(i) Gross amount of overdue loans

		2019		2018	
		逾期未償還 貸款總額 Gross amount of overdue loans	佔總額 百分比 % of total	逾期未償還 貸款總額 Gross amount of overdue loans	佔總額 百分比 % of total
未償還客戶貸款總額， 逾期：	Gross advances to customers which have been overdue for:				
—3個月以上至6個月	— six months or less but over three months	180,317	0.13	99,729	0.08
—6個月以上至1年	— one year or less but over six months	250,661	0.18	51,812	0.04
—1年以上	— over one year	318,703	0.23	429,568	0.33
		<u>749,681</u>	<u>0.54</u>	<u>581,109</u>	<u>0.45</u>

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.6 貸款及墊款(續)

(乙) 逾期3個月以上之貸款及墊款(續)

(ii) 逾期末償還貸款及墊款之減值準備及所持抵押品值

2019年12月31日	At 31 December 2019
逾期末償還客戶貸款及墊款	Overdue loans and advances to customers

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.6 Loans and advances (Continued)

(b) Loans and advances overdue for more than 3 months (Continued)

(ii) Value of collateral held and impairment allowances against overdue loans and advances

貸款及墊款未償還數額	抵押品現市值	抵押品所承擔部份	抵押品未能承擔部份	其他信貸風險減輕措施	階段3減值準備
Outstanding amount of loans and advances	Current market value of collateral	Portion covered by collateral	Portion not covered by collateral	Other credit risk mitigation	Stage 3 impairment allowances
749,681	885,515	578,446	171,235	-	226,415

2018年12月31日	At 31 December 2018
逾期末償還客戶貸款及墊款	Overdue loans and advances to customers

貸款及墊款未償還數額	抵押品現市值	抵押品所承擔部份	抵押品未能承擔部份	其他信貸風險減輕措施	階段3減值準備
Outstanding amount of loans and advances	Current market value of collateral	Portion covered by collateral	Portion not covered by collateral	Other credit risk mitigation	Stage 3 impairment allowances
581,109	565,273	392,626	188,483	-	227,437

持有之抵押品主要為抵押存款、按揭物業及抵押其他固定資產如設備。

Collateral held mainly represented pledged deposits, mortgages over properties and charges over other fixed assets such as equipment.

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.6 貸款及墊款(續)

(丙) 經重組貸款(已扣除包括在上述之逾期貸款)

		2019	估總額 百分比 % of total	2018	估總額 百分比 % of total
客戶貸款	Advances to customers	270,909	0.20	311,262	0.24
階段3減值準備	Stage 3 impairment allowances	112,734		115,877	

3.2.7 貿易票據

貿易票據，逾期：

– 6個月以上至1年

階段3減值準備

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.6 Loans and advances (Continued)

(c) Rescheduled advances net of amounts included in overdue advances shown above

3.2.7 Trade bills

Trade bills which have been overdue for:  
– one year or less but over six months

Stage 3 impairment allowances

	2019	2018
Trade bills which have been overdue for: – one year or less but over six months	11,907	–
Stage 3 impairment allowances	–	–

3.2.8 收回抵押品

於年末持有之收回抵押品如下：

資產性質  
收回物業  
其他

3.2.8 Repossessed collateral

Repossessed collateral held at the year-end is as follows:

Nature of assets  
Repossessed properties  
Others

	2019	2018
Repossessed properties	287,397	153,639
Others	7,782	8,336
	295,179	161,975

收回抵押品按可行情況盡快出售，實收款項用以減低有關之借款人未償還債務。

Repossessed collaterals are sold as soon as practicable with the proceeds used to reduce the outstanding indebtedness of the borrowers concerned.

估計可變現總值為59,274,000港元(2018年：60,349,000港元)之在中國內地的若干其他物業，乃本集團根據中國內地法院頒佈之法令而行使以物抵債權及回收。該抵押品為呈報於附註32之「其他資產」項下的持作再出售之資產。相關之貸款已被終止確認。

Certain other properties in the Mainland China with a total estimated realisable value of HK\$59,274,000 (2018: HK\$60,349,000), which had been foreclosed and repossessed by the Group pursuant to orders issued by courts in the Mainland China, represent assets held by the Group for resale and have been reported under “Other assets” in Note 32. The relevant loans had been derecognised.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 3. 財務風險管理(續)

## 3.2 信貸風險(續)

## 3.2.9 虧損準備

下表提供按香港財務報告準則第9號本集團按階段之客戶貸款及墊款、貸款承擔及財務擔保之預期信貸虧損準備的對賬。

## 零售

		階段1 預期信貸 虧損準備 Stage 1 ECL allowance	階段2 預期信貸 虧損準備 Stage 2 ECL allowance	階段3 預期信貸 虧損準備 Stage 3 ECL allowance	合計 預期信貸 虧損準備 Total ECL allowance
2019年1月1日	At 1 January 2019	355,793	18,823	150,005	524,621
轉移：	Transfers:				
階段1轉移至階段2	Transfer from Stage 1 to Stage 2	(3,208)	26,714	-	23,506
階段1轉移至階段3	Transfer from Stage 1 to Stage 3	(20,277)	-	248,162	227,885
階段2轉移至階段1	Transfer from Stage 2 to Stage 1	741	(3,133)	-	(2,392)
階段2轉移至階段3	Transfer from Stage 2 to Stage 3	-	(8,796)	25,688	16,892
階段3轉移至階段2	Transfer from Stage 3 to Stage 2	-	-	(25)	(25)
階段3轉移至階段1	Transfer from Stage 3 to Stage 1	209	-	(581)	(372)
期內新源生、購入或 撤銷確認之金融資產	New financial assets originated, purchased or derecognised during the period	47,896	1,521	7,729	57,146
PDs/LGDs/EADs/前瞻性的 假設之變動	Changes in PDs/LGDs/EADs/forward looking assumptions	1,528	(5,195)	(10,431)	(14,098)
解除貼現	Unwinding of discount	68	90	24	182
撤銷	Write-offs	-	-	(266,237)	(266,237)
外匯及其他變動	Foreign exchange and other movements	(47)	-	(290)	(337)
2019年12月31日	At 31 December 2019	382,703	30,024	154,044	566,771
2018年1月1日	At 1 January 2018	304,889	19,699	155,888	480,476
轉移：	Transfers:				
階段1轉移至階段2	Transfer from Stage 1 to Stage 2	(2,500)	9,649	-	7,149
階段1轉移至階段3	Transfer from Stage 1 to Stage 3	(11,307)	-	210,442	199,135
階段2轉移至階段1	Transfer from Stage 2 to Stage 1	405	(4,653)	-	(4,248)
階段2轉移至階段3	Transfer from Stage 2 to Stage 3	-	(4,311)	16,022	11,711
階段3轉移至階段2	Transfer from Stage 3 to Stage 2	-	-	-	-
階段3轉移至階段1	Transfer from Stage 3 to Stage 1	-	-	-	-
期內新源生、購入或 撤銷確認之金融資產	New financial assets originated, purchased or derecognised during the period	58,127	(6,245)	(16,789)	35,093
PDs/LGDs/EADs/前瞻性的 假設之變動	Changes in PDs/LGDs/EADs/forward looking assumptions	6,488	4,870	33,395	44,753
解除貼現	Unwinding of discount	91	56	21	168
撤銷	Write-offs	-	-	(248,973)	(248,973)
外匯及其他變動	Foreign exchange and other movements	(400)	(242)	(1)	(643)
2018年12月31日	At 31 December 2018	355,793	18,823	150,005	524,621

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.9 虧損準備(續)

企業

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.9 Loss allowance (Continued)

Corporate

		階段1 預期信貸 虧損準備 Stage 1 ECL allowance	階段2 預期信貸 虧損準備 Stage 2 ECL allowance	階段3 預期信貸 虧損準備 Stage 3 ECL allowance	合計 預期信貸 虧損準備 Total ECL allowance
2019年1月1日	At 1 January 2019	207,514	115,053	213,002	535,569
轉移：	Transfers:				
階段1轉移至階段2	Transfer from Stage 1 to Stage 2	(7,318)	16,088	-	8,770
階段1轉移至階段3	Transfer from Stage 1 to Stage 3	(1,353)	-	80,436	79,083
階段2轉移至階段1	Transfer from Stage 2 to Stage 1	3,421	(7,961)	-	(4,540)
階段2轉移至階段3	Transfer from Stage 2 to Stage 3	-	(1,371)	29,144	27,773
階段3轉移至階段2	Transfer from Stage 3 to Stage 2	-	2	(3,898)	(3,896)
階段3轉移至階段1	Transfer from Stage 3 to Stage 1	-	-	-	-
期內新源生、購入或 撤銷確認之金融資產	New financial assets originated, purchased or derecognised during the period	67,424	10,456	(37,096)	40,784
PDs/LGDs/EADs/前瞻性的 假設之變動	Changes in PDs/LGDs/EADs/forward looking assumptions	(37,455)	(2,326)	37,412	(2,369)
解除貼現	Unwinding of discount	134	1,501	38	1,673
撤銷	Write-offs	-	-	(91,623)	(91,623)
外匯及其他變動	Foreign exchange and other movements	(348)	(157)	(262)	(767)
2019年12月31日	At 31 December 2019	232,019	131,285	227,153	590,457
2018年1月1日	At 1 January 2018	141,960	180,711	295,711	618,382
轉移：	Transfers:				
階段1轉移至階段2	Transfer from Stage 1 to Stage 2	(1,915)	5,692	-	3,777
階段1轉移至階段3	Transfer from Stage 1 to Stage 3	(159)	-	28,797	28,638
階段2轉移至階段1	Transfer from Stage 2 to Stage 1	12,218	(28,951)	-	(16,733)
階段2轉移至階段3	Transfer from Stage 2 to Stage 3	-	(1,599)	3,957	2,358
階段3轉移至階段2	Transfer from Stage 3 to Stage 2	-	10	(10)	-
階段3轉移至階段1	Transfer from Stage 3 to Stage 1	-	-	-	-
期內新源生、購入或 撤銷確認之金融資產	New financial assets originated, purchased or derecognised during the period	69,233	(55,332)	(69,225)	(55,324)
PDs/LGDs/EADs/前瞻性的 假設之變動	Changes in PDs/LGDs/EADs/forward looking assumptions	(13,571)	13,210	56,977	56,616
解除貼現	Unwinding of discount	466	1,426	13	1,905
撤銷	Write-offs	-	-	(102,957)	(102,957)
外匯及其他變動	Foreign exchange and other movements	(718)	(114)	(261)	(1,093)
2018年12月31日	At 31 December 2018	207,514	115,053	213,002	535,569

## 3. 財務風險管理(續)

## 3.2 信貸風險(續)

## 3.2.9 虧損準備(續)

下表提供按香港財務報告準則第9號本集團按階段之風險總額(就客戶貸款或墊款之賬面值總額及貸款承擔及財務擔保的名義金額)的對賬。

## 零售

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.2 Credit risk (Continued)

## 3.2.9 Loss allowance (Continued)

The tables below provide a reconciliation of the Group's gross exposure (in terms of the aggregate of carrying amount of loans and advances to customers and notional amount of loan commitments and financial guarantees) by stage under HKFRS 9.

## Retail

		階段1 風險總額 Stage 1 Gross exposure	階段2 風險總額 Stage 2 Gross exposure	階段3 風險總額 Stage 3 Gross exposure	合計 風險總額 Total Gross exposure
2019年1月1日	At 1 January 2019	105,620,454	227,866	343,679	106,191,999
轉移：	Transfers:				
階段1轉移至階段2	Transfer from Stage 1 to Stage 2	(464,557)	464,557	-	-
階段1轉移至階段3	Transfer from Stage 1 to Stage 3	(296,364)	-	296,364	-
階段2轉移至階段1	Transfer from Stage 2 to Stage 1	49,443	(49,443)	-	-
階段2轉移至階段3	Transfer from Stage 2 to Stage 3	-	(46,382)	46,382	-
階段3轉移至階段2	Transfer from Stage 3 to Stage 2	-	29	(29)	-
階段3轉移至階段1	Transfer from Stage 3 to Stage 1	4,460	-	(4,460)	-
除修改外之風險總額變動	Changes of gross exposure other than modifications	4,486,904	(37,986)	(68,839)	4,380,079
撤銷	Write-offs	-	-	(266,237)	(266,237)
外匯及其他變動	Foreign exchange and other movements	(56,994)	-	(327)	(57,321)
2019年12月31日	At 31 December 2019	109,343,346	558,641	346,533	110,248,520
2018年1月1日	At 1 January 2018	101,932,400	212,315	362,725	102,507,440
轉移：	Transfers:				
階段1轉移至階段2	Transfer from Stage 1 to Stage 2	(176,170)	176,170	-	-
階段1轉移至階段3	Transfer from Stage 1 to Stage 3	(227,025)	-	227,025	-
階段2轉移至階段1	Transfer from Stage 2 to Stage 1	55,192	(55,192)	-	-
階段2轉移至階段3	Transfer from Stage 2 to Stage 3	-	(26,274)	26,274	-
階段3轉移至階段2	Transfer from Stage 3 to Stage 2	-	-	-	-
階段3轉移至階段1	Transfer from Stage 3 to Stage 1	-	-	-	-
除修改外之風險總額變動	Changes of gross exposure other than modifications	4,091,275	(76,994)	(20,647)	3,993,634
撤銷	Write-offs	-	-	(248,973)	(248,973)
外匯及其他變動	Foreign exchange and other movements	(55,218)	(2,159)	(2,725)	(60,102)
2018年12月31日	At 31 December 2018	105,620,454	227,866	343,679	106,191,999



3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.9 虧損準備(續)

企業

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.9 Loss allowance (Continued)

Corporate

		階段1 風險總額 Stage 1 Gross exposure	階段2 風險總額 Stage 2 Gross exposure	階段3 風險總額 Stage 3 Gross exposure	合計 風險總額 Total Gross exposure
2019年1月1日	At 1 January 2019	92,318,549	6,321,440	640,203	99,280,192
轉移：	Transfers:				
階段1轉移至階段2	Transfer from Stage 1 to Stage 2	(2,982,272)	2,982,272	-	-
階段1轉移至階段3	Transfer from Stage 1 to Stage 3	(206,476)	-	206,476	-
階段2轉移至階段1	Transfer from Stage 2 to Stage 1	772,908	(772,908)	-	-
階段2轉移至階段3	Transfer from Stage 2 to Stage 3	-	(51,827)	51,827	-
階段3轉移至階段2	Transfer from Stage 3 to Stage 2	-	25,681	(25,681)	-
階段3轉移至階段1	Transfer from Stage 3 to Stage 1	-	-	-	-
除修改外之風險總額變動	Changes of gross exposure other than modifications	8,397,654	498,121	(66,069)	8,829,706
撤銷	Write-offs	-	-	(91,623)	(91,623)
外匯及其他變動	Foreign exchange and other movements	(71,115)	(2,214)	(1,509)	(74,838)
2019年12月31日	At 31 December 2019	98,229,248	9,000,565	713,624	107,943,437
2018年1月1日	At 1 January 2018	83,419,077	9,098,002	910,195	93,427,274
轉移：	Transfers:				
階段1轉移至階段2	Transfer from Stage 1 to Stage 2	(698,059)	698,059	-	-
階段1轉移至階段3	Transfer from Stage 1 to Stage 3	(85,133)	-	85,133	-
階段2轉移至階段1	Transfer from Stage 2 to Stage 1	928,512	(928,512)	-	-
階段2轉移至階段3	Transfer from Stage 2 to Stage 3	-	(15,003)	15,003	-
階段3轉移至階段2	Transfer from Stage 3 to Stage 2	-	691	(691)	-
階段3轉移至階段1	Transfer from Stage 3 to Stage 1	-	-	-	-
除修改外之風險總額變動	Changes of gross exposure other than modifications	8,823,819	(2,499,640)	(254,871)	6,069,308
撤銷	Write-offs	-	-	(102,957)	(102,957)
外匯及其他變動	Foreign exchange and other movements	(69,667)	(32,157)	(11,609)	(113,433)
2018年12月31日	At 31 December 2018	92,318,549	6,321,440	640,203	99,280,192

財資組合包括現金及在銀行的結餘及以攤餘成本列賬或以公平值計量且其變動計入其他全面收益的債務工具，分類至階段1及於年內並無階段轉移。

Treasury portfolio, which consists of cash and balances with banks and debt instruments at amortised cost or fair value through other comprehensive income, are classified in Stage 1 with no stage transition during the year.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 3. 財務風險管理(續)

## 3.2 信貸風險(續)

## 3.2.10 債務證券

下表列示於2019年及2018年12月31日按評級機構指定之評級分析之債務證券。

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.2 Credit risk (Continued)

## 3.2.10 Debt securities

The table below presents an analysis of debt securities by rating agency designation at 31 December 2019 and 2018.

2019年12月31日	At 31 December 2019	持作買賣 用途資產 Trading assets	以公平值計量 且其變動計入 損益的金融資產 Financial assets at fair value through profit or loss	以公平值計量 且其變動計入 其他全面收益 的金融資產 Financial assets at fair value through other comprehensive income	以攤餘成本列 賬的金融資產 Financial assets at amortised cost	合計 Total
AAA	AAA	–	33,034	2,857,820	167,541	3,058,395
AA- 至AA+	AA- to AA+	8,387,953	–	11,622,237	2,005,045	22,015,235
A- 至A+	A- to A+	–	328,768	18,221,411	7,526,923	26,077,102
有評級但低於A-	Rated but lower than A-	–	–	5,839,418	2,248,100	8,087,518
未有評級	Unrated	–	33,259	3,615,051	3,806,991	7,455,301
合計	Total	8,387,953	395,061	42,155,937	15,754,600	66,693,551

2018年12月31日	At 31 December 2018	持作買賣 用途資產 Trading assets	以公平值計量 且其變動計入 損益的金融資產 Financial assets at fair value through profit or loss	以公平值計量 且其變動計入 其他全面收益 的金融資產 Financial assets at fair value through other comprehensive income	以攤餘成本列 賬的金融資產 Financial assets at amortised cost	合計 Total
AAA	AAA	–	75,814	2,967,328	168,273	3,211,415
AA- 至AA+	AA- to AA+	7,621,184	–	11,120,899	1,158,588	19,900,671
A- 至A+	A- to A+	–	327,483	19,795,477	4,283,936	24,406,896
有評級但低於A-	Rated but lower than A-	–	–	4,823,834	693,057	5,516,891
未有評級	Unrated	–	899,887	3,076,061	2,963,987	6,939,935
合計	Total	7,621,184	1,303,184	41,783,599	9,267,841	59,975,808

3. 財務風險管理(續)

3.2 信貸風險(續)

3.2.11 附帶有信貸風險之金融資產之風險集中程度

(甲) 區域

客戶貸款之區域分析乃根據已考慮風險轉移後之借款人所在地分類。一般而言，當貸款的擔保方處於與借款人不同之區域時，風險將被轉移。

下表為客戶貸款總額按區域分析。

3. FINANCIAL RISK MANAGEMENT (Continued)

3.2 Credit risk (Continued)

3.2.11 Concentration of risks of financial assets with credit risk exposure

(a) Geographical sectors

Advances to customers by geographical area are classified according to the location of the borrowers after taking into account the transfer of risk. In general, risk transfer applies when an advance is guaranteed by a party located in an area which is different from that of the borrower.

The following table analyses gross advances to customers by geographical area.

		2019年 12月31日 At 31 December 2019	2018年 12月31日 At 31 December 2018
客戶貸款總額	Gross advances to customers		
— 香港	— Hong Kong	113,233,394	105,025,978
— 中國	— China	7,940,270	7,442,961
— 澳門	— Macau	14,800,379	14,456,832
— 其他	— Others	972,730	1,702,316
		<u>136,946,773</u>	<u>128,628,087</u>

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 3. 財務風險管理(續)

## 3.2 信貸風險(續)

## 3.2.11 附帶有信貸風險之金融資產之風險集中程度(續)

## (乙) 行業

客戶貸款總額 — 按行業及貸款用途分類

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.2 Credit risk (Continued)

## 3.2.11 Concentration of risks of financial assets with credit risk exposure (Continued)

## (b) Industry sectors

Gross advances to customers by industry sector classified according to the usage of loans

		2019	2018
在香港使用的貸款	Loans for use in Hong Kong		
工商金融	Industrial, commercial and financial		
— 物業發展	— Property development	4,700,618	5,411,554
— 物業投資	— Property investment	15,972,169	15,930,681
— 金融企業	— Financial concerns	6,057,400	5,229,101
— 股票經紀	— Stockbrokers	1,585,717	1,711,512
— 批發與零售業	— Wholesale and retail trade	6,455,795	6,584,127
— 製造業	— Manufacturing	1,978,378	1,702,636
— 運輸及運輸設備	— Transport and transport equipment	3,496,770	3,691,151
— 康樂活動	— Recreational activities	103,724	103,057
— 資訊科技	— Information technology	52,976	70,890
— 其他	— Others	4,464,895	3,537,199
		<u>44,868,442</u>	<u>43,971,908</u>
個人	Individuals		
— 購買「居者有其屋計劃」、 「私人參建居屋計劃」及 「租者置其屋計劃」樓宇貸款	— Loans for the purchase of flats in Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	584,349	632,804
— 購買其他住宅物業貸款	— Loans for the purchase of other residential properties	29,864,112	26,609,223
— 信用卡貸款	— Credit card advances	3,761,021	3,721,632
— 其他	— Others	13,196,910	12,927,451
		<u>47,406,392</u>	<u>43,891,110</u>
在香港使用的貸款	Loans for use in Hong Kong	92,274,834	87,863,018
貿易融資(註(1))	Trade finance (Note (1))	8,815,573	9,265,660
在香港以外使用的貸款(註(2))	Loans for use outside Hong Kong (Note (2))	35,856,366	31,499,409
		<u>136,946,773</u>	<u>128,628,087</u>

### 3. 財務風險管理(續)

#### 3.2 信貸風險(續)

##### 3.2.11 附帶有信貸風險之金融資產之風險集中程度(續)

###### (乙) 行業(續)

註：

- (1) 上述列示之貿易融資為參考香港金管局發出之相關指引而分類為香港進口、出口和轉口的融資，以及商品貿易融資等之貸款。

不涉及香港之貿易融資貸款(包括大新銀行有限公司(「大新銀行」)之海外銀行附屬公司授予之貿易融資)總值294,310,000港元(2018年12月31日：306,245,000港元)分類於「在香港以外使用的貸款」項下。

- (2) 在香港以外使用的貸款包括授予香港客戶但在香港以外使用之貸款。

#### 3.3 市場風險

市場風險乃指由市場上利率及價格變化而引致對資產、負債及資產負債表外持倉之虧損風險。

各類交易之市場風險均由董事會、風險管理及合規委員會及財資及投資風險委員會按董事會授予之權力所核准之各項風險限額及指引內處理。風險限額按組合層面以及各產品及不同風險類別設定。該等限額綜合包含了名義金額、止蝕限額、敏感性及運用市場風險數值(「市場風險數值」)之監控。所有涉及市場風險的買賣持倉需要每日按市值入賬。集團風險部之風險管理及監控部(「風險管理及監控部」)乃一個獨立之風險管理及控制部門，負責比較風險和已審批限額，以識別、計量、監控及管理該等風險及提議具體行動去確保持倉被限制在可接受水平內。任何不符合限額情況均須依據有關政策及程序經合適管理層 – 財資及投資風險委員會，風險管理及合規委員會或董事會審查及批准。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Credit risk (Continued)

##### 3.2.11 Concentration of risks of financial assets with credit risk exposure (Continued)

###### (b) Industry sectors (Continued)

Note:

- (1) Trade finance shown above represents loans covering finance of imports to Hong Kong, exports and re-exports from Hong Kong and merchandising trade classified with reference to the relevant guidelines issued by the HKMA.

Trade finance loans not involving Hong Kong (including trade finance extended by the overseas subsidiary banks of Dah Sing Bank, Limited (“DSB”)) totalling HK\$294,310,000 (31 December 2018: HK\$306,245,000) are classified under Loans for use outside Hong Kong.

- (2) Loans for use outside Hong Kong include loans extended to customers located in Hong Kong with the finance used outside Hong Kong.

#### 3.3 Market risk

Market risk is the risk of losses in assets, liabilities and off-balance sheet positions arising from movements in market rates and prices.

Market risk exposure for different types of transactions is managed within various risk limits and guidelines approved by the Board, the RMCC and the TIRC under the authority delegated from the Board. Risk limits are set at the portfolio level as well as by products and by different types of risks. The risk limits comprise a combination of notional, stop-loss, sensitivity and value-at-risk (“VaR”) controls. All trading positions are subject to daily mark-to-market valuation. The Risk Management and Control Department (“RMCD”) within the GRD, as an independent risk management and control unit, identifies, measures, monitors and controls the risk exposures against approved limits and initiates specific actions to ensure positions are managed within an acceptable level. Any exceptions have to be reviewed and sanctioned by the appropriate level of management of TIRC, RMCC or the Board as stipulated in the relevant policies and procedures.

**3. 財務風險管理(續)****3.3 市場風險(續)**

大新銀行之附屬公司澳門商業銀行股份有限公司(「澳門商業銀行」)及大新銀行(中國)有限公司(「大新銀行(中國)」)根據其一套自定限額和政策及在大新銀行設定之總體市場風險控制內執行其本行之財資活動。大新銀行之風險管理及監控部監察及管理源自澳門商業銀行及大新銀行(中國)財資營運之市場風險。

本集團源自其買賣賬及銀行賬之市場風險應用不同之風險管理政策及程序。

**3.3.1 源自買賣賬之市場風險**

下列敘述為有關大新銀行及澳門商業銀行。

本集團之買賣賬內，在外匯、債務證券、權益性證券及衍生工具之買賣持倉中存在市場風險。

**(甲) 市場風險計量方法**

作為市場風險管理，本集團使用各種業界普遍採用之方法計量市場風險及控制市場風險於設定之風險額度範圍內。主要用於計量及監控市場風險之計量方法概述如下。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.3 Market risk (Continued)**

Banco Comercial de Macau, S.A. ("BCM") and Dah Sing Bank (China) Limited ("DSB China"), which are subsidiaries of DSB, run their treasury functions locally under their own set of limits and policies and within the overall market risk controls set by DSB. The RMCD of DSB oversees and controls the market risk arising from the treasury operations of BCM and DSB China.

The Group applies different risk management policies and procedures in respect of the market risk arising from its trading and banking books.

**3.3.1 Market risk arising from the trading book**

The following descriptions relate to DSB and BCM.

In the Group's trading book, market risk is associated with trading positions in foreign exchange, debt securities, equity securities and derivatives.

**(a) Market risk measurement technique**

In the management of market risk, the Group measures market risks using various techniques commonly used by the industry and control market risk exposures within established risk limits. The major measurement techniques used to measure and control market risk are outlined below.

3. 財務風險管理(續)

3.3 市場風險(續)

3.3.1 源自買賣賬之市場風險(續)

(甲) 市場風險計量方法(續)

(i) 市場風險數值

本集團應用市場風險數值法，其乃一種以統計為基準就持作買賣用途組合因市場不利變化預計潛在損失。其表明本集團於某個置信水平可能損失之最大數額，就一日持倉期之基準作推算，本集團之置信水平為99%。因此存在明確的統計概率，實際損失可能比市場風險數值之估計數為大。因此採納該方法並不能避免當市場狀況發生重大變化時超逾此等額度之損失。

市場風險數值模型假設某個持倉期(就本集團而言為一天)直至結束持倉。市場風險數值亦依據持倉之現時市值、市場風險因素過往在一個曆年週期之相互關係及波幅，使用一種歷史模擬方法計算。

本集團藉著回顧測試買賣賬之市場風險數值結果，持續確認市場風險數值模型之有效性。所有回顧測試的偏差予以調查及向高層管理人員匯報。

因市場風險數值為本集團之市場風險管理範疇內一重要環節，董事會及其授權之委員會就所有買賣持倉設定不同市場風險數值額度及分配至各業務部門，並至少每年審閱。風險管理及監控部每天審視包括市場風險數值之實際風險與額度對比進行監控。本集團就年內全部交易活動之市場風險數值日均值為3,280,000港元(2018年：2,887,000港元)。

3. FINANCIAL RISK MANAGEMENT (Continued)

3.3 Market risk (Continued)

3.3.1 Market risk arising from the trading book (Continued)

(a) Market risk measurement technique (Continued)

(i) Value at risk

The Group applies a VaR methodology, which is a statistically based estimate, to measure the potential loss of its trading portfolio from adverse market movements. It expresses as the maximum amount the Group might lose given a certain level of confidence, which for the Group is 99% for a one day holding period. There is therefore a specified statistical probability that actual loss could be greater than the VaR estimate. Hence, the use of VaR does not prevent losses outside the VaR limits in the event of extreme market movements.

The VaR model assumes a certain “holding period” (one day in the case of the Group) until positions can be closed. It is calculated based on the current mark-to-market value of the positions, the historical correlation and volatilities of the market risk factors over an observation period of one calendar year using a method known as historical simulation approach.

The VaR model is continuously validated by back-testing the VaR results for trading positions. All back-testing exceptions are investigated and back-testing results are reported to senior management.

As VaR constitutes an integral part of the Group’s market risk control regime, VaR limits are established and reviewed by the Board and its delegated committees at least annually for all trading positions and allocated to business units. Actual exposures, including VaR, are monitored against limits on a daily basis by RMCD. Average daily VaR for the Group for all trading activities during the year was HK\$3,280,000 (2018: HK\$2,887,000).

**3. 財務風險管理(續)****3.3 市場風險(續)****3.3.1 源自買賣賬之市場風險(續)****(甲) 市場風險計量方法(續)***(ii) 壓力測試*

壓力測試提供極端情況下可能出現之潛在損失之約額。風險管理及監控部進行的壓力測試包括：風險因素壓力測試，方法為在各風險類別中施行不同壓力程度；及個案壓力測試，方法為利用各種可能壓力事項對特定持倉或組合進行測算。此外，亦計量持作買賣用途組合之預計虧缺以評估當超出指定置信水平及處於較長持倉期時出現極度買賣虧損的預計規模。此外，也進行逆壓力測試作為一項有效工具以評估本集團於觸及規定之可容忍水平前所能承受的市場壓力最大約額。

壓力測試之結果由董事會及其授權之委員會定期審閱。

**(乙) 市場風險值概要**

		截至2019年12月31日止12個月			截至2018年12月31日止12個月		
		12 months to 31 December 2019			12 months to 31 December 2018		
		平均	最高	最低	平均	最高	最低
		Average	High	Low	Average	High	Low
外匯風險	Foreign exchange risk	2,666	3,462	1,106	2,360	3,170	1,510
利率風險	Interest rate risk	1,525	2,650	522	1,429	3,769	744
全部風險	All risks	3,280	4,502	2,071	2,887	4,592	1,906

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.3 Market risk (Continued)****3.3.1 Market risk arising from the trading book (Continued)****(a) Market risk measurement technique (Continued)***(ii) Stress tests*

Stress tests provide an indication of the potential size of losses that could arise in extreme conditions. The stress tests carried out by RMCD include: risk factor stress testing, where stress movements are applied to each risk category; and scenario stress testing, which includes applying possible stress events to specific positions or portfolios. Besides, the expected shortfall of the trading portfolio is measured to evaluate the expected size of extreme trading loss beyond a specified confidence level and over a longer holding period. In addition, reverse-stress tests are performed as a useful tool to evaluate the maximum size of market stress that the Group can endure before hitting the prescribed tolerable levels.

The results of the stress tests are reviewed by the Board and its delegated committees regularly.

**(b) VaR summary of trading portfolio**



### 3. 財務風險管理(續)

#### 3.3 市場風險(續)

##### 3.3.2 源自銀行賬之市場風險

本集團之銀行賬中，市場風險主要來自於債務及權益性證券之持倉。

##### (甲) 市場風險計量方法

在董事會及其授權之委員會設立之風險管理框架及政策中，設定了不同的額度、指引及管理層行動觸發額，藉此控制本集團銀行賬中有關外匯風險、利率風險及定價風險等風險。尤其設有持倉及敏感度額度及定價觸發額以控制證券投資的定價風險。此外，本集團定期進行對資產負債表內及外持倉中之利率變化及證券投資之信貸息差作敏感度分析及壓力測試(包括逆壓力測試)，比對設定之監控措施以估量及管理存在於本集團銀行賬中之市場風險。

銀行賬中之市場風險並無採用市場風險數值法以計量及監控。

##### (乙) 非持作買賣用途組合之敏感度分析

###### (i) 外匯風險

除美元、澳門幣及人民幣外，本集團承擔的淨外匯風險十分有限，因為由客戶交易引致的外匯持倉及外匯結存，通常會與其他的客戶交易或市場交易配對抵銷。非持作買賣用途組合之澳門幣及人民幣匯兌風險主要來自澳門及中國內地之海外附屬公司之營運。淨風險持倉(包括持作買賣用途及非持作買賣用途之組合)，無論是個別貨幣或總體而言，每日皆由本集團財資部控制在已制定的外匯限額內。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Market risk (Continued)

##### 3.3.2 Market risk arising from the banking book

In the Group's banking book, market risk is predominantly associated with positions in debt and equity securities.

##### (a) Market risk measurement technique

Within the risk management framework and policies established by the Board and its delegated committees, various limits, guidelines and management action triggers are established to control the exposures of the Group's banking book activities to foreign exchange risk, interest rate risk, and price risk. In particular, position and sensitivity limits and price triggers are in place to control the price risk of the investment securities. In addition, sensitivity analysis and stress testing (including reverse-stress testing) covering shocks and shifts in interest rates on the Group's on- and off-balance sheet positions and credit spreads on the Group's investment securities are regularly performed to gauge the market risk inherent in the Group's banking book portfolios and manage it against the established control measures.

VaR methodology is not used to measure and control the market risk of the banking book.

##### (b) Sensitivity analysis of non-trading portfolio

###### (i) Foreign exchange risk

The Group has limited net foreign exchange exposure (except for USD, Macau Pataca ("MOP") and Renminbi ("RMB")) as foreign exchange positions and foreign currency balances arising from customer transactions are normally matched against other customer transactions or transactions with the market. Foreign exchange exposure of the non-trading portfolio in respect of MOP and RMB arise mainly from the operation of overseas subsidiaries in Macau and Mainland China. The net exposure positions including the trading and non-trading portfolios, both by individual currency and in aggregate, are managed by the Treasury Division of the Group on a daily basis within established foreign exchange limits.

**3. 財務風險管理(續)****3.3 市場風險(續)****3.3.2 源自銀行賬之市場風險(續)****(乙) 非持作買賣用途組合之敏感度分析(續)****(i) 外匯風險(續)**

若用長期外幣資金融資港元資產，反之亦然，通常會透過與遠期外匯合約配對抵銷以減低外匯風險。

於2019年12月31日，倘所有其他變數保持不變而港元對人民幣貶值100個基點，本年度之除稅後溢利及權益將增加23,000,000港元(2018年：增加15,000,000港元)，主要受惠於換算人民幣資產時之外匯收益大於換算人民幣負債時之外匯虧損。

相反地，倘所有其他變數保持不變而港元對人民幣升值100個基點，本年度之除稅後溢利及權益將減少23,000,000港元(2018年：減少15,000,000港元)。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.3 Market risk (Continued)****3.3.2 Market risk arising from the banking book (Continued)****(b) Sensitivity analysis of non-trading portfolio (Continued)****(i) Foreign exchange risk (Continued)**

Long-term foreign currency funding, to the extent that this is used to fund Hong Kong dollar assets, or vice versa, is normally matched using foreign exchange forward contracts to reduce exposure to foreign exchange risk.

At 31 December 2019, if HK\$ had weakened by 100 basis points against RMB with all other variables held constant, the profit after tax for the year and equity would have been HK\$23 million higher (2018: HK\$15 million higher), mainly as a result that the foreign exchange gain on translation of RMB denominated financial assets outweighed the foreign exchange losses on translation of RMB denominated financial liabilities.

Conversely, if HK\$ had strengthened by 100 basis points against RMB with all other variables held constant, the profit after tax for the year and equity would have been HK\$23 million lower (2018: HK\$15 million lower).

**3. 財務風險管理(續)**

**3.3 市場風險(續)**

**3.3.2 源自銀行賬之市場風險(續)**

(乙) 非持作買賣用途組合之敏感度分析  
(續)

(ii) 利率風險

本集團採用用以計量源自銀行賬持倉的利率風險額之框架與載於香港金管局經修訂之《監管政策手冊》(「《監管政策手冊》」)內有關銀行賬內的利率風險(「銀行賬內的利率風險」)之指引一致。由於這是首次根據經修訂後之銀行賬內的利率風險指引進行披露，因此上一年的比較數字不會提供。就盈利觀點而言，利率風險乃由於市場利率變化而導致金融工具源自未來現金流之淨收入波動之風險。就經濟價值觀點而言，利率風險則為由於市場利率變化而導致金融工具之經濟價值波動之風險。本集團就銀行賬承擔以上兩方面之利率風險。就此而論，息差或淨利息收入及資本之經濟價值可能由於此等變化或突如其來之變化而上升或下跌。董事會及資產及負債管理委員會(「資產及負債管理委員會」)就可能承擔之重訂利率錯配水平設定額度及透過情境分析及壓力測試定期監控利率變化之影響。

**3. FINANCIAL RISK MANAGEMENT (Continued)**

**3.3 Market risk (Continued)**

**3.3.2 Market risk arising from the banking book (Continued)**

(b) Sensitivity analysis of non-trading portfolio (Continued)

(ii) Interest rate risk

The framework adopted by the Group to measure interest rate risk exposures arising from its banking book positions is consistent with the guidelines set out by the HKMA in its revised Supervisory Policy Manual (“SPM”) on Interest Rate Risk in the Banking Book (“IRRBB”). Since this is the first time to present the disclosure under revised IRRBB, comparative figures with prior year are not available. From an earnings perspective, interest rate risk is the risk that the net income arising from future cash flows of a financial instrument will fluctuate because of changes in market interest rates. From an economic value perspective, interest rate risk is the risk that the economic value of a financial instrument will fluctuate because of changes in market interest rates. The Group takes on interest rate risk from both perspectives in the banking book. As such, the interest margins or net interest income and the economic value of the capital may increase or decrease as a result of such changes or in the event that unexpected movements arise. The Board and the Asset and Liability Management Committee (“ALCO”) set limits on the level of mismatch of interest rate repricing that may be undertaken and monitor the interest rate impacts through scenario analysis and stress testing regularly.

**3. 財務風險管理(續)****3.3 市場風險(續)****3.3.2 源自銀行賬之市場風險(續)****(乙) 非持作買賣用途組合之敏感度分析  
(續)***(ii) 利率風險(續)*

於2019年12月31日，倘所有其他變數保持不變而港元及美元之市場利率平行震盪向上200個基點，對未來12個月之盈利及股權之經濟價值之影響將分別為增加185,000,000港元及減少504,000,000港元。

除了金管局之修訂框架下之銀行賬持倉利率風險變更的要求外，上述於2018年及2019年應用在外匯風險及利率風險之敏感度分析方法及假設基準皆大致相同。

除了外匯風險及利率風險，本集團之債務證券及權益性證券投資亦面對其他定價風險。故此，因應不同的因素包括流動資金風險、市場狀況及其他可能影響個別或組合投資風險敞口之事件，此等投資的價值可以出現重大的變化。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.3 Market risk (Continued)****3.3.2 Market risk arising from the banking book (Continued)****(b) Sensitivity analysis of non-trading portfolio (Continued)***(ii) Interest rate risk (Continued)*

At 31 December 2019, if HK\$ and US\$ market interest rates had been 200 basis points parallel up shock with other variables held constant, the impact on earnings over the next 12 months and the impact on economic value of equity would have been HK\$185 million higher and HK\$504 million lower respectively.

The method and assumptions used in the above sensitivity analysis on foreign exchange risk and interest rate risk are broadly on the same basis for both 2018 and 2019, save for the changes required under the HKMA's revised framework for interest rate risk in the banking book.

In addition to foreign exchange risk and interest rate risk, the Group's investments in debt securities and equity securities are also exposed to other price risks. Consequently, the value of such investments could change significantly depending on a variety of factors including liquidity risk, market sentiment and other events that might affect individual or portfolios of exposures.

3. 財務風險管理(續)

3.3 市場風險(續)

3.3.3 外匯風險

下表概列本集團按貨幣劃分及以港幣等值列出之金融資產及負債，以及資產負債表外持倉名義淨額及信貸承擔之金額。

3. FINANCIAL RISK MANAGEMENT (Continued)

3.3 Market risk (Continued)

3.3.3 Currency risk

The table below summarises the Group's financial assets and liabilities as well as off-balance sheet net notional positions and credit commitments translated into equivalent HK\$ amounts, categorised by currency.

2019年12月31日	At 31 December 2019	港元 HKD	美元 USD	澳門幣 MOP	人民幣 RMB	其他 Others	合計 Total
<b>資產</b>	<b>Assets</b>						
現金及在銀行的結餘	Cash and balances with banks	5,172,746	5,037,245	525,866	3,697,843	4,011,567	18,445,267
在銀行1至12個月內到期的存款	Placements with banks maturing between one and twelve months	2,295,992	1,405,207	-	2,200,522	430,986	6,332,707
持作買賣用途的證券	Trading securities	8,387,953	-	-	-	-	8,387,953
以公平值計量且其變動計入損益的金融資產	Financial assets at fair value through profit or loss	263,751	403,767	-	13,213	-	680,731
衍生金融工具	Derivative financial instruments	19,256	531,924	-	15	26,735	577,930
各項貸款及其他賬目	Advances and other accounts	106,139,815	18,835,944	9,333,528	9,211,891	2,718,814	146,239,992
以公平值計量且其變動計入其他全面收益的金融資產	Financial assets at fair value through other comprehensive income	12,297,424	31,985,863	36,954	62,439	1,128,377	45,511,057
以攤餘成本列賬的金融資產	Financial assets at amortised cost	963,569	11,365,572	2,225,198	1,188,653	-	15,742,992
<b>金融資產合計</b>	<b>Total financial assets</b>	<b>135,540,506</b>	<b>69,565,522</b>	<b>12,121,546</b>	<b>16,374,576</b>	<b>8,316,479</b>	<b>241,918,629</b>
<b>負債</b>	<b>Liabilities</b>						
銀行存款	Deposits from banks	1,224,195	1,240,874	-	-	-	2,465,069
衍生金融工具	Derivative financial instruments	21,648	1,067,788	-	313	3,279	1,093,028
持作買賣用途的負債	Trading liabilities	5,516,558	-	-	-	-	5,516,558
客戶存款	Deposits from customers	115,400,725	35,981,390	10,063,759	13,423,043	7,246,380	182,115,297
已發行的存款證	Certificates of deposit issued	5,737,293	1,013,532	-	-	-	6,750,825
後償債務	Subordinated notes	-	5,510,181	-	-	-	5,510,181
其他賬目及預提	Other accounts and accruals	9,503,630	1,855,102	688,674	414,788	54,600	12,516,794
<b>金融負債合計</b>	<b>Total financial liabilities</b>	<b>137,404,049</b>	<b>46,668,867</b>	<b>10,752,433</b>	<b>13,838,144</b>	<b>7,304,259</b>	<b>215,967,752</b>
<b>資產負債表內持倉淨額</b>	<b>Net on-balance sheet positions</b>	<b>(1,863,543)</b>	<b>22,896,655</b>	<b>1,369,113</b>	<b>2,536,432</b>	<b>1,012,220</b>	<b>25,950,877</b>
<b>資產負債表外持倉名義淨額*</b>	<b>Off-balance sheet net notional positions*</b>	<b>20,587,701</b>	<b>(18,766,453)</b>	<b>-</b>	<b>(1,327,480)</b>	<b>(441,468)</b>	<b>52,300</b>
<b>信貸承擔</b>	<b>Credit commitments</b>	<b>69,092,585</b>	<b>7,903,019</b>	<b>1,959,952</b>	<b>2,100,341</b>	<b>189,287</b>	<b>81,245,184</b>

\* 資產負債表外持倉名義淨額指主要用於減輕本集團外匯變動風險之外幣金融衍生工具的名義淨額。

\* Off-balance sheet net notional positions represent the net notional amounts of foreign currency derivative financial instruments which are principally used to reduce the Group's exposure to currency movements.

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 3. 財務風險管理(續)

## 3.3 市場風險(續)

## 3.3.3 外匯風險(續)

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.3 Market risk (Continued)

## 3.3.3 Currency risk (Continued)

2018年12月31日	At 31 December 2018	港元 HKD	美元 USD	澳門幣 MOP	人民幣 RMB	其他 Others	合計 Total
資產	Assets						
現金及在銀行的結餘	Cash and balances with banks	8,058,448	2,355,056	565,141	4,106,518	2,150,236	17,235,399
在銀行1至12個月內到期的存款	Placements with banks maturing between one and twelve months	5,790,124	1,200,752	344,512	2,484,508	609,532	10,429,428
持作買賣用途的證券	Trading securities	7,621,184	-	-	-	-	7,621,184
以公平值計量且其變動計入損益的金融資產	Financial assets at fair value through profit or loss	318,593	1,336,641	-	24,336	-	1,679,570
衍生金融工具	Derivative financial instruments	18,270	698,811	-	650	9,312	727,043
各項貸款及其他賬目	Advances and other accounts	103,020,863	17,347,648	8,720,962	7,077,860	1,537,890	137,705,223
以公平值計量且其變動計入其他全面收益的金融資產	Financial assets at fair value through other comprehensive income	10,876,140	32,927,430	37,112	78,082	385,999	44,304,763
以攤餘成本列賬的金融資產	Financial assets at amortised cost	926,659	5,814,845	1,940,984	580,297	-	9,262,785
金融資產合計	Total financial assets	136,630,281	61,681,183	11,608,711	14,352,251	4,692,969	228,965,395
負債	Liabilities						
銀行存款	Deposits from banks	264,455	3,413,997	-	114,721	4,383	3,797,556
衍生金融工具	Derivative financial instruments	25,519	396,477	-	433	50,844	473,273
持作買賣用途的負債	Trading liabilities	5,758,954	-	-	-	-	5,758,954
客戶存款	Deposits from customers	113,184,124	30,017,988	9,603,656	12,523,234	7,080,759	172,409,761
已發行的存款證	Certificates of deposit issued	5,517,708	1,017,368	-	-	-	6,535,076
後償債務	Subordinated notes	-	5,449,082	-	-	-	5,449,082
其他賬目及預提	Other accounts and accruals	7,484,486	1,585,027	1,046,015	83,978	42,265	10,241,771
金融負債合計	Total financial liabilities	132,235,246	41,879,939	10,649,671	12,722,366	7,178,251	204,665,473
資產負債表內持倉淨額	Net on-balance sheet positions	4,395,035	19,801,244	959,040	1,629,885	(2,485,282)	24,299,922
資產負債表外持倉名義淨額*	Off-balance sheet net notional positions*	14,210,049	(16,507,108)	(158,970)	(146,760)	2,723,351	120,562
信貸承擔	Credit commitments	65,328,144	6,936,317	2,135,146	2,249,814	194,683	76,844,104

3. 財務風險管理(續)

3.3 市場風險(續)

3.3.4 利率風險

下表概列本集團之利率風險。表內包括本集團按賬面金額計算之金融資產及負債，並按重定息率日或到期日(以較早者為準)分類。

3. FINANCIAL RISK MANAGEMENT (Continued)

3.3 Market risk (Continued)

3.3.4 Interest rate risk

The table below summarises the Group's exposure to interest rate risks. Included in the table are the Group's financial assets and liabilities at carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

2019年12月31日	At 31 December 2019	3個月 或以下 3 months or less	3個月以上 至1年 Over 3 months to 1 year	1年以上 至5年 Over 1 year to 5 years	5年以上 Over 5 years	不計息 Non-interest Bearing	合計 Total
<b>資產</b>	<b>Assets</b>						
現金及在銀行的結餘	Cash and balances with banks	17,046,199	-	-	-	1,399,068	18,445,267
在銀行1至12個月內到期的存款	Placements with banks maturing between one and twelve months	5,326,381	1,006,326	-	-	-	6,332,707
持作買賣用途的證券	Trading securities	4,721,761	3,666,192	-	-	-	8,387,953
以公平值計量且其變動計入損益的金融資產	Financial assets at fair value through profit or loss	328,768	-	-	-	351,963	680,731
衍生金融工具	Derivative financial instruments	-	-	-	-	577,930	577,930
各項貸款及其他賬目	Advances and other accounts	121,409,563	7,441,381	9,379,096	1,437,664	6,572,288	146,239,992
以公平值計量且其變動計入其他全面收益的金融資產	Financial assets at fair value through other comprehensive income	9,174,213	4,819,849	18,277,794	9,900,487	3,338,714	45,511,057
以攤餘成本列賬的金融資產	Financial assets at amortised cost	3,294,312	2,573,479	5,577,482	4,284,350	13,369	15,742,992
<b>金融資產合計</b>	<b>Total financial assets</b>	<b>161,301,197</b>	<b>19,507,227</b>	<b>33,234,372</b>	<b>15,622,501</b>	<b>12,253,332</b>	<b>241,918,629</b>
<b>負債</b>	<b>Liabilities</b>						
銀行存款	Deposits from banks	681,021	-	826,811	-	957,237	2,465,069
衍生金融工具	Derivative financial instruments	-	-	-	-	1,093,028	1,093,028
持作買賣用途的負債	Trading liabilities	4,611,160	895,491	9,907	-	-	5,516,558
客戶存款	Deposits from customers	142,790,327	28,896,009	3,578,320	-	6,850,641	182,115,297
已發行的存款證	Certificates of deposit issued	2,222,760	4,059,898	468,167	-	-	6,750,825
後償債務	Subordinated notes	1,755,635	-	3,754,546	-	-	5,510,181
其他賬目及預提	Other accounts and accruals	347,199	124,386	239,772	22,565	11,782,872	12,516,794
<b>金融負債合計</b>	<b>Total financial liabilities</b>	<b>152,408,102</b>	<b>33,975,784</b>	<b>8,877,523</b>	<b>22,565</b>	<b>20,683,778</b>	<b>215,967,752</b>
<b>利息敏感差距合計 (未經調整)*</b>	<b>Total interest sensitivity gap (unadjusted)*</b>	<b>8,893,095</b>	<b>(14,468,557)</b>	<b>24,356,849</b>	<b>15,599,936</b>		
利率衍生工具合約之影響	Effect of interest rate derivative contracts	17,997,105	3,096,492	(7,507,472)	(13,586,125)		
<b>利息敏感差距合計(經調整)*</b>	<b>Total interest sensitivity gap (adjusted)*</b>	<b>26,890,200</b>	<b>(11,372,065)</b>	<b>16,849,377</b>	<b>2,013,811</b>		

\* 未經調整利息敏感差距乃按資產負債表內資產和負債的持倉量釐定。經調整利息敏感差距已計入就減低利率風險而進行的利率衍生工具合約的效果。

\* Unadjusted interest sensitivity gap is determined based on positions of on-balance sheet assets and liabilities. Adjusted interest sensitivity gap takes into account the effect of interest rate derivative contracts entered into to mitigate interest rate risk.

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 3. 財務風險管理(續)

## 3.3 市場風險(續)

## 3.3.4 利率風險(續)

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.3 Market risk (Continued)

## 3.3.4 Interest rate risk (Continued)

2018年12月31日	At 31 December 2018	3個月 或以下 3 months or less	3個月以上 至1年 Over 3 months to 1 year	1年以上 至5年 Over 1 year to 5 years	5年以上 Over 5 years	不計息 Non-interest Bearing	合計 Total
資產	Assets						
現金及在銀行的結餘	Cash and balances with banks	15,625,848	-	-	-	1,609,551	17,235,399
在銀行1至12個月內到期的存款	Placements with banks maturing between one and twelve months	5,147,918	5,281,510	-	-	-	10,429,428
持作買賣用途的證券	Trading securities	1,884,793	5,715,679	20,712	-	-	7,621,184
以公平值計量且其變動計入損益的金融資產	Financial assets at fair value through profit or loss	327,483	-	-	-	1,352,087	1,679,570
衍生金融工具	Derivative financial instruments	-	-	-	-	727,043	727,043
各項貸款及其他賬目	Advances and other accounts	101,094,650	9,384,711	12,478,745	8,123,154	6,623,963	137,705,223
以公平值計量且其變動計入其他全面收益的金融資產	Financial assets at fair value through other comprehensive income	4,679,097	8,395,912	19,632,427	9,090,709	2,506,618	44,304,763
以攤餘成本列賬的金融資產	Financial assets at amortised cost	1,067,285	2,532,676	5,641,635	7,819	13,370	9,262,785
金融資產合計	Total financial assets	129,827,074	31,310,488	37,773,519	17,221,682	12,832,632	228,965,395
負債	Liabilities						
銀行存款	Deposits from banks	2,072,809	665,536	822,234	-	236,977	3,797,556
衍生金融工具	Derivative financial instruments	-	-	-	-	473,273	473,273
持作買賣用途的負債	Trading liabilities	4,277,451	1,471,633	9,870	-	-	5,758,954
客戶存款	Deposits from customers	136,531,634	26,268,947	2,784,995	113,866	6,710,319	172,409,761
已發行的存款證	Certificates of deposit issued	4,335,736	1,552,299	647,041	-	-	6,535,076
後償債務	Subordinated notes	1,760,547	-	3,688,535	-	-	5,449,082
其他賬目及預提	Other accounts and accruals	15,522	-	-	-	10,226,249	10,241,771
金融負債合計	Total financial liabilities	148,993,699	29,958,415	7,952,675	113,866	17,646,818	204,665,473
利息敏感差距合計 (未經調整)*	Total interest sensitivity gap (unadjusted)*	(19,166,625)	1,352,073	29,820,844	17,107,816		
利率衍生工具合約之影響	Effect of interest rate derivative contracts	9,601,352	2,062,360	(2,258,058)	(9,405,654)		
利息敏感差距合計(經調整)*	Total interest sensitivity gap (adjusted)*	(9,565,273)	3,414,433	27,562,786	7,702,162		



### 3. 財務風險管理(續)

#### 3.4 流動資金風險

流動資金風險乃指本集團未能在不衍生不可接受之損失的情況下為新增的資產融資或就到期之金融負債履行付款責任。

##### 3.4.1 流動資金風險管理程序

本集團按審慎原則管理資金流動性，旨在符合法定準則及確保有充足之流動性及融資能力，以應付日常的業務營運及能承受嚴重資金壓力。本集團已採納香港金管局指定之流動資產維持比率(「流動資產維持比率」)及核心資金比率(「核心資金比率」)為呈報本集團流動資金狀況之監管準則。本集團於期內保持流動資產維持比率及核心資金比率遠高於法定最低要求的分別為25%及75%。

此外，本集團已根據香港金管局《監管政策手冊》LM-1「流動性風險監管制度」及《監管政策手冊》單元LM-2「穩健的流動性風險管理制度及管控措施」之規定維護健全的流動性風險管理框架。《監管政策手冊》LM-1旨在提供香港金管局採納用以監管及評估銀行流動性風險之方法，而《監管政策手冊》LM-2乃為實施巴塞爾銀行監管委員會(「巴塞爾委員會」)所確立之健全流動性原則而制定，旨在強化銀行的流動性風險管理標準。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.4 Liquidity risk

Liquidity risk is the risk that the Group is unable to fund increases in assets or meet its payment obligations associated with its financial liabilities when they fall due without incurring unacceptable loss.

##### 3.4.1 Liquidity risk management process

The Group manages its liquidity on a prudent basis with the objective to comply with the statutory standards and to ensure that there is an adequate liquidity and funding capacity to meet normal business operations and to withstand severe liquidity stresses. The Group has adopted the Liquidity Maintenance Ratio (“LMR”) and the Core Funding Ratio (“CFR”) as the regulatory standards specified by the HKMA for reporting on the Group’s liquidity position. During the period, the Group had maintained sufficiently high LMR and CFR well above the statutory minimum of 25% and 75% respectively.

Moreover, the Group has maintained a sound liquidity risk management framework in accordance with the HKMA’s requirements set forth in the SPM LM-1 on “Regulatory Framework for Supervision of Liquidity Risk” and the SPM module LM-2 on “Sound Systems and Controls for Liquidity Risk Management”. The SPM LM-1 is to provide the approach adopted by the HKMA for supervising and assessing the liquidity risk of banks while the SPM LM-2 is developed to implement the liquidity sound principles formulated by the Basel Committee on Banking Supervision (“Basel Committee”) to strengthen the liquidity risk management standards of banks.

**3. 財務風險管理(續)****3.4 流動資金風險(續)****3.4.1 流動資金風險管理程序(續)**

流動性風險管理乃遵照經董事會批准之政策及框架管理，據此授權本集團的資產及負債管理委員會監控流動性風險管理。本集團的資產及負債管理委員會定期檢討本集團之貸款及存款的組合及變化、融資需求及預測，以及對一系列包括流動資產維持比率、核心資金比率及到期錯配狀況之流動性風險度量作持續監控。此外，資產及負債管理委員會審閱流動性風險指標的重大變化以及任何相應的建議緩解措施。本集團對此等風險度量訂定適當的限額及觸發額，並持有充足的流動資產以確保能保持足夠水平的穩定資金以支持其資產增長。財資部負責資金及流動性狀況之日常管理，而集團風險部負責每日及每月計量及監控流動性的風險敞口，亦進行流動性分析及壓力測試。財務監理處則處理有關流動性風險之監管報告，並組織編製貸款與存款以及流動資產維持比率、核心資金比率的定期預測、預算和與流動性及資金管理有關之分析。

本集團高度重視建立多樣化及穩定的資金來源。除了客戶存款為本集團的資金之基本部份，本集團亦適時發行存款證及中期票據藉以延長資金的融資年期及優化資產及負債之年期。在有限制的基礎下，亦會吸納短期銀行同業存款以維持在市場上的佔有率為目標。本集團乃銀行同業市場的淨放款人。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.4 Liquidity risk (Continued)****3.4.1 Liquidity risk management process (Continued)**

Liquidity risk management is governed by the policy and framework approved by the Board, which delegates to the Group's ALCO to oversee liquidity risk management. The ALCO regularly reviews the Group's loan and deposit mix and changes, funding requirements and projections, and monitors a set of liquidity risk metrics, including the LMR, CFR and maturity mismatch on an ongoing basis. In addition, material changes in the liquidity risk metrics together with any corresponding proposed mitigation actions will be reviewed by ALCO. Appropriate limits or triggers on these risk metrics are set and sufficient liquid assets are held to ensure that the Group can maintain a sufficient level of stable funding to support its asset growth. The Treasury Division is responsible for the day-to-day management of funding and liquidity position while the GRD is responsible for the measurement and monitoring of liquidity risk exposures on a daily and monthly basis, and also conducting liquidity analysis and stress testing. The Financial Control Division handles regulatory reporting in relation to liquidity risk, and coordinates the regular forecast of loans and deposits, and LMR, CFR, budget and analysis relating to liquidity and funding management.

The Group places considerable importance to establish a diversified and stable funding. While customer deposits form the primary portion of the Group's funding, certificates of deposit and medium term notes are issued at opportune time in order to lengthen the funding maturity and optimise asset and liability maturities. Short-term interbank deposits are taken on a limited basis with the aim of maintaining the presence in the market and the Group is a net lender to the interbank market.

**3. 財務風險管理(續)**

**3.4 流動資金風險(續)**

**3.4.1 流動資金風險管理程序(續)**

監控及呈報按不同時限之現金流計量及推測方式實行，時限按流動性管理之主要區間包括次日、一星期及一個月來區分。此等推測首先分析該等金融資產及負債之合約到期日，並且依據過往觀察預計該等金融資產及負債的預期到期日。預測現金流亦考慮資產負債表外項目，包括未提取借貸承擔及或然負債(例如備用信用證及擔保)之過往行為。本集團持續維持充足流動性緩衝，由具備充足市場深度的優質有價證券組成，即使在不利的市場環境下也能時刻應付其流動資金需求。於流動性緩衝內之合資格證券主要是低風險及結構簡單並可隨時出售或用作抵押的，以便於短時間內獲取資金。持有之債務證券按每日基準以市值入賬以確保其市場流動性。

**3. FINANCIAL RISK MANAGEMENT (Continued)**

**3.4 Liquidity risk (Continued)**

**3.4.1 Liquidity risk management process (Continued)**

The monitoring and reporting take the forms of cash flow measurements and projections for different time horizons, including the next day, week and month, which are key periods for liquidity management. The starting point for those projections is an analysis of the contractual maturity of the financial assets and liabilities as well as the expected maturity of these assets and liabilities based on historical observations. The cash flow projections also take into account the historical behaviour of off-balance sheet items, including undrawn lending commitments and contingent liabilities such as standby letters of credit and guarantees. The Group always maintains an adequate liquidity cushion, which is composed of high quality marketable securities with sufficient market depth to meet its liquidity needs at all times, even under adverse market conditions. Eligible securities in the cushion mainly have low risk and simple structure and can be readily sold or used as collateral to obtain funds within a short period of time. Debt securities held are marked to the market on daily basis to ensure their market liquidity.

## 3. 財務風險管理(續)

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.4 流動資金風險(續)

## 3.4 Liquidity risk (Continued)

## 3.4.1 流動資金風險管理程序(續)

## 3.4.1 Liquidity risk management process (Continued)

百萬港元

In HK\$ million

內部分類		2019年	2018年
Internal		12月31日	12月31日
categorisation		As at	As at
基本準則		31 December	31 December
Basic Criteria		2019	2018
第1級	根據巴塞爾協定II標準法的政府、多邊發展銀行、相關國際組織及公營單位發行或擔保之風險權重為0%的有價證券	16,697	15,588
Tier 1	Marketable securities issued or guaranteed by government, multilateral development banks, relevant international organisations and public sector entities with a 0% risk weight under the Basel II Standardised Approach		
第2A級	根據巴塞爾協定II標準法的政府、多邊發展銀行、公營單位及非金融企業發行或擔保之風險權重為20%的有價證券	6,468	3,332
Tier 2A	Marketable securities issued or guaranteed by government, multilateral development banks, public sector entities and non-financial corporate entities with a 20% risk weight under the Basel II Standardised Approach		
第2B級	至少具有投資等級及可包括於流動資產維持比率中的「可流動資產」的企業或金融機構發行或擔保之其他有價證券	31,715	27,758
Tier 2B	Other marketable securities issued or guaranteed by corporate or financial institutions with at least an investment grade and those securities that may be included in “liquefiable assets” under the liquidity maintenance ratio.		

### 3. 財務風險管理(續)

#### 3.4 流動資金風險(續)

##### 3.4.1 流動資金風險管理程序(續)

本集團定期進行壓力測試，包括與機構特定相關的、一般市場危機的及併合兩者的不同方案以評估流動性狀況在受壓之市場情況下的潛在影響。本集團設立一系列預早警示指標，包括質化的及量化的因素及涉及可幫助認明任何於早期出現的風險之內部及市場指標。本集團維持緊急應變計劃，詳列應對流動性問題之策略和於緊急情況下填補現金流不足之程序(例如進行回購協議交易或變賣持作流動性風險管理用途之資產)。每年進行演習測試及至少每年審閱緊急應變計劃以確保其仍然健全及有效。集團公司間之交易按公平原則進行及就正常情況下之現金流預測而言，如同與其他第三方之交易處理。本集團之附屬公司於正常及受壓情況下須管理其流動資金狀況以應付其需要。本集團之衍生工具交易大多為外匯合約及利率合約。本集團之衍生工具交易大多為外匯合約及利率合約。按照本集團與衍生工具交易對手之抵押品安排條款，抵押品之變動與集團之信貸評級無關連。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.4 Liquidity risk (Continued)

##### 3.4.1 Liquidity risk management process (Continued)

The Group performs stress testing regularly, which includes an institution-specific crisis scenario, a general market crisis scenario and a combination of these crisis scenarios in order to assess the potential impact on its liquidity position under stressed market conditions. The Group maintains a set of early warning indicators, including qualitative and quantitative factors and involving both internal and market indicators that help in identifying any emerging risk at early stage. The Group maintains a contingency plan that sets out its strategies for dealing with liquidity problems and the procedures for making up cash flow deficits (e.g. conducting repo transactions or liquidation of assets held for liquidity risk management purpose) in emergency situations. An annual drill test is conducted and the contingency plan is reviewed at least annually to ensure it remains sound and effective. Intragroup transactions are conducted on arm's length basis and are treated the same way as other third party transactions for the purpose of cash flow projection under normal scenario. Subsidiaries of the Group are required to manage their liquidity positions to meet their needs under both normal and stressed conditions. Most of the Group's derivative transactions are exchange rate contracts and interest rate contracts. Under the terms of our collateral arrangements with derivative counterparties, collateral movements are not linked with the credit ratings of the Group.

## 3. 財務風險管理(續)

## 3.4 流動資金風險(續)

## 3.4.2 到期日分析

下表分析本集團按報告期末至有關合約到期日或最早可贖回日(如適用)之剩餘期限分類之資產及負債。

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.4 Liquidity risk (Continued)

## 3.4.2 Maturity analysis

The table below analyses the Group's assets and liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date or, where applicable, the earliest callable date.

2019年12月31日	At 31 December 2019	即期償還 Repayable on demand	1個月 或以下 Up to 1 month	1個月以上 但3個月或以下 3 months or less but over 1 month	3個月以上 至1年 Over 3 months to 1 year	1年以上 至5年 Over 1 year to 5 years	5年以上 Over 5 years	無註明日期 Indefinite	合計 Total
<b>資產</b>	<b>Assets</b>								
現金及在銀行的結餘	Cash and balances with banks	2,702,507	10,237,478	5,505,282	-	-	-	-	18,445,267
在銀行1至12個月內 到期的存款	Placements with banks maturing between one and twelve months	-	-	5,326,381	1,006,326	-	-	-	6,332,707
持作買賣用途的證券	Trading securities	-	1,421,589	3,300,172	3,666,192	-	-	-	8,387,953
以公平值計量且其變動 計入損益的金融資產	Financial assets at fair value through profit or loss	-	209,681	119,087	-	-	-	351,963	680,731
衍生金融工具	Derivative financial instruments	-	113,890	165,364	161,405	99,941	37,330	-	577,930
各項貸款及其他賬目	Advances and other accounts	8,286,929	24,821,075	12,114,520	17,414,257	39,693,801	41,603,952	2,305,458	146,239,992
以公平值計量且其變動計入 其他全面收益的金融資產	Financial assets at fair value through other comprehensive income	-	4,575,692	3,073,933	4,819,849	19,818,864	9,884,005	3,338,714	45,511,057
以攤銷成本列賬的金融資產	Financial assets at amortised cost	-	1,183,886	1,338,685	2,573,479	6,349,223	4,284,350	13,369	15,742,992
聯營公司投資	Investment in an associate	-	-	-	-	-	-	3,888,775	3,888,775
共同控制實體投資	Investments in jointly controlled entities	-	-	-	-	-	-	96,363	96,363
商譽	Goodwill	-	-	-	-	-	-	874,603	874,603
無形資產	Intangible assets	-	-	-	-	-	-	80,927	80,927
行產及其他固定資產	Premises and other fixed assets	-	-	-	-	-	-	2,169,210	2,169,210
投資物業	Investment properties	-	-	-	-	-	-	1,166,842	1,166,842
即期稅項資產	Current income tax assets	-	-	-	1,033	-	-	-	1,033
遞延稅項資產	Deferred income tax assets	-	-	-	-	115,597	-	-	115,597
<b>資產合計</b>	<b>Total assets</b>	<b>10,989,436</b>	<b>42,563,291</b>	<b>30,943,424</b>	<b>29,642,541</b>	<b>66,077,426</b>	<b>55,809,637</b>	<b>14,286,224</b>	<b>250,311,979</b>
<b>負債</b>	<b>Liabilities</b>								
銀行存款	Deposits from banks	136,602	1,501,656	-	-	826,811	-	-	2,465,069
衍生金融工具	Derivative financial instruments	-	86,900	125,357	148,847	302,558	429,366	-	1,093,028
持作買賣用途的負債	Trading liabilities	-	1,839,326	2,771,834	895,491	9,907	-	-	5,516,558
客戶存款	Deposits from customers	81,947,563	62,759,682	22,700,037	11,129,850	3,570,836	7,329	-	182,115,297
已發行的存款證	Certificates of deposit issued	-	1,183,319	1,039,441	4,059,898	468,167	-	-	6,750,825
後償債務	Subordinated notes	-	-	1,755,635	-	3,754,546	-	-	5,510,181
租賃負債	Lease liabilities	-	15,109	30,030	125,185	241,792	22,565	-	434,681
其他賬戶及預提， 不包括租賃負債	Other accounts and accruals, excluding lease liabilities	77,514	5,488,602	842,760	2,298,590	692,825	1,221,448	1,460,374	12,082,113
即期稅項負債	Current income tax liabilities	-	9,567	-	473,821	-	-	-	483,388
遞延稅項負債	Deferred income tax liabilities	-	-	-	-	56,298	-	-	56,298
<b>負債合計</b>	<b>Total liabilities</b>	<b>82,161,679</b>	<b>72,884,161</b>	<b>29,265,094</b>	<b>19,131,682</b>	<b>9,923,740</b>	<b>1,680,708</b>	<b>1,460,374</b>	<b>216,507,438</b>
<b>淨流動性差距</b>	<b>Net liquidity gap</b>	<b>(71,172,243)</b>	<b>(30,320,870)</b>	<b>1,678,330</b>	<b>10,510,859</b>	<b>56,153,686</b>	<b>54,128,929</b>	<b>12,825,850</b>	<b>33,804,541</b>

3. 財務風險管理(續)

3. FINANCIAL RISK MANAGEMENT (Continued)

3.4 流動資金風險(續)

3.4 Liquidity risk (Continued)

3.4.2 到期日分析(續)

3.4.2 Maturity analysis (Continued)

2018年12月31日	At 31 December 2018	即期償還 Repayable on demand	1個月以上 1個月 或以下 Up to 1 month		3個月以上 但3個月或以下 3 months or less but over 1 month		1年以上 3個月以上 至1年 Over 3 months to 1 year		1年以上 5年以上 至5年 Over 1 year to 5 years		無註明日期 Indefinite	合計 Total
			1 month	1 month	3 months	to 1 year	Over 1 year	Over 5 years				
資產	Assets											
現金及在銀行的結餘	Cash and balances with banks	2,835,057	14,400,342	-	-	-	-	-	-	-	-	17,235,399
在銀行1至12個月內 到期的存款	Placements with banks maturing between one and twelve months	-	-	5,230,841	5,198,587	-	-	-	-	-	-	10,429,428
持作買賣用途的證券	Trading securities	-	44,965	1,839,827	5,715,679	20,713	-	-	-	-	-	7,621,184
以公平值計量且其變動 計入損益的金融資產	Financial assets at fair value through profit or loss	-	208,732	118,751	-	-	-	-	-	-	1,352,087	1,679,570
衍生金融工具	Derivative financial instruments	-	87,175	48,757	136,351	117,324	337,436	-	-	-	-	727,043
各項貸款及其他賬目	Advances and other accounts	7,767,138	23,521,827	12,306,513	16,724,530	35,701,699	39,711,836	1,971,680	-	-	-	137,705,223
以公平值計量且其變動計入 其他全面收益的金融資產	Financial assets at fair value through other comprehensive income	-	2,432,105	1,492,047	8,435,173	20,348,111	9,090,709	2,506,618	-	-	-	44,304,763
以攤銷成本列賬的金融資產	Financial assets at amortised cost	-	379,556	687,729	2,532,675	5,641,636	7,819	13,370	-	-	-	9,262,785
聯營公司投資	Investment in an associate	-	-	-	-	-	-	3,620,597	-	-	-	3,620,597
共同控制實體投資	Investments in jointly controlled entities	-	-	-	-	-	-	87,691	-	-	-	87,691
商譽	Goodwill	-	-	-	-	-	-	874,603	-	-	-	874,603
無形資產	Intangible assets	-	-	-	-	-	-	80,927	-	-	-	80,927
行產及其他固定資產	Premises and other fixed assets	-	-	-	-	-	-	2,083,070	-	-	-	2,083,070
投資物業	Investment properties	-	-	-	-	-	-	1,426,106	-	-	-	1,426,106
即期稅項資產	Current income tax assets	-	-	-	4,452	-	-	-	-	-	-	4,452
遞延稅項資產	Deferred income tax assets	-	-	-	-	158,637	-	-	-	-	-	158,637
資產合計	Total assets	10,602,195	41,074,702	21,724,465	38,747,447	61,988,120	49,147,800	14,016,749	-	-	-	237,301,478
負債	Liabilities											
銀行存款	Deposits from banks	241,545	1,207,258	865,493	660,892	822,368	-	-	-	-	-	3,797,556
衍生金融工具	Derivative financial instruments	-	131,755	63,923	156,670	108,405	12,520	-	-	-	-	473,273
持作買賣用途的負債	Trading liabilities	-	1,457,043	2,820,408	1,471,633	9,870	-	-	-	-	-	5,758,954
客戶存款	Deposits from customers	65,701,227	34,797,006	42,767,725	26,245,002	2,784,935	113,866	-	-	-	-	172,409,761
已發行的存款證	Certificates of deposit issued	-	1,704,221	1,073,732	3,110,082	647,041	-	-	-	-	-	6,535,076
後償債務	Subordinated notes	-	1,760,548	-	-	3,688,534	-	-	-	-	-	5,449,082
租賃負債	Lease liabilities	-	-	-	-	-	-	-	-	-	-	-
其他賬目及預提， 不包括租賃負債	Other accounts and accruals, excluding lease liabilities	122,588	3,821,489	564,069	1,564,442	1,286,106	1,411,277	1,471,800	-	-	-	10,241,771
即期稅項負債	Current income tax liabilities	-	-	-	598,855	-	-	-	-	-	-	598,855
遞延稅項負債	Deferred income tax liabilities	-	-	-	-	44,702	-	-	-	-	-	44,702
負債合計	Total liabilities	66,065,360	44,879,320	48,155,350	33,807,576	9,391,961	1,537,663	1,471,800	-	-	-	205,309,030
淨流動性差距	Net liquidity gap	(55,463,165)	(3,804,618)	(26,430,885)	4,939,871	52,596,159	47,610,137	12,544,949	-	-	-	31,992,448

## 3. 財務風險管理(續)

## 3.4 流動資金風險(續)

## 3.4.2 到期日分析(續)

於報告期末持作投資用途及包含在資產總額內的存款證之有關結餘，按合約到期日之前之剩餘期限分析列示如下：

		即期償還 Repayable on demand	1個月 或以下 Up to 1 month	1個月以上 但3個月 或以下 3 months or less but over 1 month	3個月以上 至1年 Over 3 months to 1 year	1年以上 至5年 Over 1 year to 5 years	5年以上 Over 5 years	無註明日期 Indefinite	合計 Total
<b>2019年12月31日</b>	<b>At 31 December 2019</b>								
存款證包含於：	Certificates of deposit held included in:								
以公平值計量且其 變動計入其他全面收益 的金融資產	Financial assets at fair value through other comprehensive income	-	-	13,989	-	100,110	-	-	
以攤餘成本列賬的 金融資產	Financial assets at amortised cost	-	416,308	300,000	644,994	90,000	-	1,451,302	
<b>2018年12月31日</b>	<b>At 31 December 2018</b>								
存款證包含於：	Certificates of deposit held included in:								
以公平值計量且其 變動計入其他全面收益 的金融資產	Financial assets at fair value through other comprehensive income	-	199,956	-	215,853	13,949	-	429,758	
以攤餘成本列賬的 金融資產	Financial assets at amortised cost	-	299,895	222,759	409,640	193,838	-	1,126,132	

資產與負債期限及利率的相配和受控的錯配對集團管理層十分重要。由於進行的業務交易經常有不確定的期限及不同類別，對銀行而言，完全相配的情況並不普遍。不相配的持倉既可能提高盈利能力，但也會增加虧損風險。

資產與負債的到期日及以合理的成本替代到期之付息負債的能力，是評估集團流動資金及其因利率及匯率變動所承擔風險的重要因素。

因集團一般不預期第三方會根據有關協議全數動用資金，應付擔保和備用信用證項下所需款項的流動資金需求遠少於承擔的金額。由於很多信貸承擔於到期或終日毋須動用資金，因此用於提供信貸之信貸承擔的未償付合約總金額未必等同日後的現金需求。

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.4 Liquidity risk (Continued)

## 3.4.2 Maturity analysis (Continued)

In respect of certificates of deposit held for investment purpose and included in total assets as at the end of the reporting period, the relevant balance, analysed based on the remaining period to contractual maturity is shown as follows:

The matching and controlled mismatching of the maturities and interest rates of assets and liabilities are fundamental to the management of the Group. It is unusual for banks to be completely matched, as businesses transacted are often of uncertain term and of different types. An unmatched position potentially enhances profitability, but also increases the risk of losses.

The maturities of assets and liabilities and the ability to replace, at an acceptable cost, interest-bearing liabilities as they mature are important factors in assessing the liquidity of the Group and its exposure to changes in interest rates and exchange rates.

Liquidity requirements to support calls under guarantees and standby letters of credit are considerably less than the amount of the commitment because the Group does not generally expect the third parties to fully draw funds under the agreement. The total outstanding contractual amount of commitments to extend credit does not necessarily represent future cash requirements, as many of these commitments will expire or terminate without being funded.



**3. 財務風險管理(續)**

**3.4 流動資金風險(續)**

**3.4.3 按合約到期日之未貼現現金流**

下表列示本集團就非衍生金融負債之應付額、衍生金融負債結算之淨額及衍生金融工具結算之總額，按報告期末之合約到期日剩餘時間將發生之現金流。表內列示之數額為合約未貼現現金流，而本集團依據預計之未貼現流入現金以管理固有的流動資金風險。

本集團通常按淨額基準結算之衍生工具包括：

- 外匯衍生工具：場外交易外匯期權、外匯期貨、交易所交易外匯期權；
- 利率衍生工具：利率掉期、遠期利率合約、場外交易利率期權、利率期貨及其他利率合約；及
- 權益性衍生工具：權益性期權及權益性期貨。

本集團通常按總額基準結算之衍生工具包括：

- 外匯衍生工具：遠期外匯、外匯掉期；
- 利率衍生工具：利率掉期及交換貨幣利率掉期；及
- 信貸性衍生工具：信用違約交換合約。

**3. FINANCIAL RISK MANAGEMENT (Continued)**

**3.4 Liquidity risk (Continued)**

**3.4.3 Undiscounted cash flows by contractual maturities**

The table below presents the cash flows payable by the Group under non-derivative financial liabilities, derivative financial liabilities that will be settled on a net basis and derivative financial instruments that will be settled on gross basis by remaining contractual maturities at the end of the reporting period. The amounts disclosed in the table are the contractual undiscounted cash flows, whereas the Group manages the inherent liquidity risk based on expected undiscounted cash inflows.

The Group's derivatives that normally will be settled on a net basis include:

- Foreign exchange derivatives: OTC currency options, currency futures, exchange-traded currency options;
- Interest rate derivatives: interest rate swaps, forward rate agreements, OTC interest rate options, interest rate futures and other interest rate contracts; and
- Equity derivatives: equity options and equity futures.

The Group's derivatives that will be settled on a gross basis include:

- Foreign exchange derivatives: currency forward, currency swaps;
- Interest rate derivatives: interest rate swaps and cross currency interest rate swaps; and
- Credit derivatives: credit default swaps.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 3. 財務風險管理(續)

## 3.4 流動資金風險(續)

## 3.4.3 按合約到期日之未貼現現金流(續)

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.4 Liquidity risk (Continued)

3.4.3 Undiscounted cash flows by contractual maturities  
(Continued)

2019年12月31日	At 31 December 2019	1個月以上但	3個月以上	1年以上	5年以上	合計
		1個月	3個月或以下	至1年		
		或以下	3 months or	Over	至5年	
		Up to	less but over	3 months	Over 1 year	5年以上
		1 month	1 month	to 1 year	to 5 years	Over 5 years
						Total
非衍生工具現金流	Non-derivative cash flow					
負債	Liabilities					
銀行存款	Deposits from banks	1,642,858	7,132	4,081	826,958	-
客戶存款	Deposits from customers	105,542,637	44,892,514	29,893,888	3,983,055	-
持作買賣用途的負債	Trading liabilities	1,840,000	2,781,000	904,717	10,119	-
已發行的存款證	Certificates of deposit issued	1,114,587	1,053,599	4,257,623	483,697	-
後償債務	Subordinated notes	43,557	1,809,075	126,074	4,088,018	-
租賃負債	Lease liabilities	16,080	31,878	132,025	253,872	24,649
其他負債	Other liabilities	5,496,399	741,347	1,252,572	5,518	345,679
負債總額	Total liabilities (contractual					
(合約到期日)	maturity dates)	115,696,118	51,316,545	36,570,980	9,651,237	370,328
						213,605,208
衍生工具現金流	Derivative cash flow					
按淨額結算之	Derivative financial					
衍生金融工具	instruments settled on					
	net basis	(14,014)	(6,393)	(41,969)	(6,266)	-
						(68,642)
按總額結算之	Derivative financial					
衍生金融工具	instruments settled on a					
	gross basis					
流出總額	Total outflow	28,484,074	24,631,710	31,354,261	3,621,619	1,346,641
流入總額	Total inflow	(28,463,955)	(24,642,771)	(31,352,847)	(3,313,787)	(1,177,818)
		20,119	(11,061)	1,414	307,832	168,823
						487,127

3. 財務風險管理(續)

3.4 流動資金風險(續)

3.4.3 按合約到期日之未貼現現金流(續)

3. FINANCIAL RISK MANAGEMENT (Continued)

3.4 Liquidity risk (Continued)

3.4.3 Undiscounted cash flows by contractual maturities (Continued)

		1個月或以上但 3個月或以下	3個月以上 至1年	1年以上 至5年	5年以上	合計	
		1個月或以下 Up to 1 month	3 months or less but over 1 month	Over 3 months to 1 year	Over 1 year to 5 years	Over 5 years	Total
2018年12月31日	At 31 December 2018						
非衍生工具現金流	Non-derivative cash flow						
負債	Liabilities						
銀行存款	Deposits from banks	1,454,055	872,197	667,035	822,664	-	3,815,951
客戶存款	Deposits from customers	100,786,666	43,580,975	26,690,849	3,081,414	144,996	174,284,900
持作買賣用途的負債	Trading liabilities	1,458,500	2,828,500	1,480,402	10,238	-	5,777,640
已發行的存款證	Certificates of deposit issued	1,731,200	1,106,699	3,181,665	670,407	-	6,689,971
後償債務	Subordinated notes	1,807,667	57,067	141,242	3,944,398	-	5,950,374
租賃負債	Lease liabilities	-	-	-	-	-	-
其他負債	Other liabilities	3,763,261	466,282	659,678	592,375	159,455	5,641,051
負債總額 (合約到期日)	Total liabilities (contractual maturity dates)	111,001,349	48,911,720	32,820,871	9,121,496	304,451	202,159,887
衍生工具現金流	Derivative cash flow						
按淨額結算之 衍生金融工具	Derivative financial instruments settled on net basis	25,953	281,251	1,294,200	968,461	-	2,569,865
按總額結算之 衍生金融工具	Derivative financial instruments settled on a gross basis						
流出總額	Total outflow	38,074,115	12,200,786	22,793,990	2,575,916	1,009,851	76,654,658
流入總額	Total inflow	(38,011,675)	(12,101,404)	(22,923,348)	(2,701,086)	(1,052,610)	(76,790,123)
		62,440	99,382	(129,358)	(125,170)	(42,759)	(135,465)

**3. 財務風險管理(續)****3.4 流動資金風險(續)****3.4.4 資產負債表外項目**

下表包括以下項目：

- 已承諾授予客戶信貸及其他服務之貸款承擔（經考慮本集團資產負債表外金融工具之合約本金日期）；
- 於申報日有關須按條款如期支付之財務擔保；
- 本集團為承租人之不可取消經營租約承擔於未來須支付之最低租賃付款總額；及
- 購置房產及設備之資本承擔。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.4 Liquidity risk (Continued)****3.4.4 Off-balance sheet items**

Included in the table below are the following items:

- Loan commitments by reference to the dates of the contractual amounts of the Group's off-balance sheet financial instruments that commit it to extend credit to customers and other facilities;
- Financial guarantees based on the conditions existing at the reporting date as to what contractual payments are required;
- The future minimum lease payments under non-cancellable operating leases in respect of operating lease commitments where a Group company is the lessee; and
- Capital commitments for the acquisition of buildings and equipment.

2019年12月31日	At 31 December 2019	1年以內 No later than 1 year	1年以上 至5年 1-5 years	5年以上 Over 5 years	合計 Total
貸款承擔	Loan commitments	76,388,203	2,111,719	686,125	79,186,047
擔保、承兌及其他金融服務	Guarantees, acceptances and other financial facilities				
– 擔保及備用信用證	– Guarantees and standby letters of credit	1,051,259	40,065	–	1,091,324
– 跟單及商業信用證	– Documentary and commercial letters of credit	967,813	–	–	967,813
經營租約承擔	Operating lease commitments	–	193,283	234,407	427,690
資本承擔	Capital commitments	147,096	–	–	147,096
合計	Total	78,554,371	2,345,067	920,532	81,819,970

3. 財務風險管理(續)

3.4 流動資金風險(續)

3.4.4 資產負債表外項目(續)

3. FINANCIAL RISK MANAGEMENT (Continued)

3.4 Liquidity risk (Continued)

3.4.4 Off-balance sheet items (Continued)

2018年12月31日	At 31 December 2018	1年以內 No later than 1 year	1年以上 至5年 1–5 years	5年以上 Over 5 years	合計 Total
貸款承擔	Loan commitments	72,550,076	1,692,509	522,363	74,764,948
擔保、承兌及 其他金融服務	Guarantees, acceptances and other financial facilities				
– 擔保及備用信用證	– Guarantees and standby letters of credit	968,569	143,591	–	1,112,160
– 跟單及商業信用證	– Documentary and commercial letters of credit	948,709	18,287	–	966,996
經營租約承擔	Operating lease commitments	218,933	657,244	410,863	1,287,040
資本承擔	Capital commitments	89,469	–	–	89,469
合計	Total	74,775,756	2,511,631	933,226	78,220,613

3.5 金融資產及負債之公平值

(甲) 公平值之釐定

公平值受限於須由董事會負責確保本集團有適當的估值管治及控制程序之控制框架。董事會授權財資及投資風險委員會監管金融工具之估值程序。估值由風險管理及監控部和獨立專業合資格估值師及精算師(如適用)獨立地進行，而估值結果乃定期驗證，確保公平值計量過程之完整性。

金融工具之公平值乃在目前市場情況下市場參與者於計量日進行之有序交易中出售資產所收取或轉移負債所支付之價格，不論該價格為直接可觀察或使用估值方法估計。

3.5 Fair values of financial assets and liabilities

(a) Determination of fair value

Fair values are subject to a control framework that the Board is held responsible for ensuring proper valuation governance and control processes of the Group. It delegates the responsibility for overseeing the valuation process for financial instruments to the TIRC. Valuation is performed independently by RMCD and where appropriate, by independent and professionally qualified valuers and the valuation results are periodically verified to ensure the integrity of the fair value measurement process.

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions regardless of whether that price is directly observable or estimated using a valuation technique.

**3. 財務風險管理(續)****3.5 金融資產及負債之公平值(續)****(甲) 公平值之釐定(續)**

凡金融工具之報價隨時且定期由交易所、交易商、經紀人、行業組織、定價服務及監管機構發佈，則被視作為活躍市場報價之金融工具。於活躍市場之報價為公平值提供最可靠之證據，並須於可獲得時使用。倘金融資產或金融負債有買入價及賣出價，本集團將採用買賣差價中在該等情況下最能代表公平值之價格。

倘金融工具之可觀察市場報價未能直接獲得，本集團利用合適及獲廣泛認可之估值方法估計該等金融工具之公平值，包括現值方法及標準期權定價模型。於應用該等金融工具之估值方法時，本集團盡最大限度使用相關可觀察依據(例如：利率、匯率、波動性、信貸息差)，而盡最少限度使用不可觀察依據。例如利率掉期合約之公平值按估計的未來現金流之現值計算。遠期外匯合約之公平值一般根據現行遠期匯率計算，而期權合約之公平值則按合適之定價模型計算，如Black-Scholes模型。

本集團使用外間報價及其本身信貸息差，以釐定其金融負債及已選擇以公平值計量之其他負債之現值。倘本集團之信貸息差擴闊，負債之價值下降，本集團會確認該等負債之收益。倘本集團之信貸息差收窄，負債之價值上升，本集團會確認相對該等負債之虧損。

如有需要，用於計量程序之價格數據及參數會被仔細覆核及調整才應用，其中尤其需要考慮當前的市場發展情況。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.5 Fair values of financial assets and liabilities (Continued)****(a) Determination of fair value (Continued)**

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency. A quoted price in an active market provides the most reliable evidence of fair value and shall be used whenever available. If a financial asset or a financial liability has a bid price and an ask price, the price within the bid-ask spread that is most representative of fair value in the circumstances is used by the Group.

Where observable market quotation of financial instruments is not directly available, the Group estimates the fair value of such financial instruments by using appropriate valuation techniques that are widely recognised including present value techniques and standard option pricing models. In applying valuation techniques for these financial instruments, the Group maximises the use of relevant observable inputs (for examples, interest rates, foreign exchange rates, volatilities, credit spreads) and minimises the use of unobservable inputs. For example, the fair value of interest-rate swaps is calculated as the present value of the estimated future cash flows, the fair value of foreign exchange forward contracts is generally based on current forward rates and the fair value of option contracts is derived using appropriate pricing models, such as Black-Scholes model.

The Group uses external price quotes and its own credit spreads in determining the current value of its financial liabilities and other liabilities for which it has elected the fair value option. When the Group's credit spreads widen, the Group recognises a gain on these liabilities because the value of the liabilities has decreased. When the Group's credit spreads narrow, the Group recognises a loss on these liabilities because the value of the liabilities has increased.

Price data and parameters used in the measurement process are reviewed carefully and adjusted, if necessary, to take consideration of the current market developments.

3. 財務風險管理(續)

3.5 金融資產及負債之公平值(續)

(乙) 公平值等級

本集團使用下列反映在釐定公平值中可觀察及不可觀察參數重要性之體系計量公平值：

級別	內容
1	相同資產或負債於活躍市場中之報價(未經調整)。本級別包括於交易所上市之權益性證券及衍生工具。
2	除第1級別所包括之報價外，其他資產或負債能直接(即價格)或間接(即從價格導出)地可觀察之數據，該級別包括大多數場外交易衍生工具合約。
3	資產或負債數據並非根據可觀察之市場數據(不可觀察之數據)。本級別包括具有大部份不可觀察部件之權益性及債務證券。

3. FINANCIAL RISK MANAGEMENT (Continued)

3.5 Fair values of financial assets and liabilities (Continued)

(b) Fair value hierarchy

The Group measures fair values using the following hierarchy that reflects the significance of the observable and unobservable inputs used in the fair value measurement:

Level	Descriptions
1	Quoted prices (unadjusted) in active markets for identical assets or liabilities. This level includes equity securities and derivatives that are listed on exchanges.
2	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). This level includes the majority of the OTC derivative contracts.
3	Inputs for the asset or liability that are not based on observable market data (unobservable inputs). This level includes equity and debt securities with significant unobservable components.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 3. 財務風險管理(續)

## 3.5 金融資產及負債之公平值(續)

## (乙) 公平值等級(續)

按公平值計量之資產及負債：

## 經常性公平值計量

2019年12月31日	At 31 December 2019	第1級 Level 1	第2級 Level 2	第3級 Level 3	合計 Total
內容	Descriptions				
以公平值計量且其變動計入損益的金融資產	Financial assets at fair value through profit or loss				
債務證券	Debt securities	33,034	8,716,721	33,259	8,783,014
權益性證券	Equity securities	285,670	–	–	285,670
衍生金融工具	Derivative financial instruments				
持作買賣用途	Held for trading	10,114	457,652	–	467,766
持有用作對沖	Held for hedging	–	110,164	–	110,164
以公平值計量且其變動計入其他全面收益的金融資產	Financial assets at fair value through other comprehensive income				
債務證券	Debt securities	–	42,155,937	–	42,155,937
權益性證券	Equity securities	3,255,923	16,482	82,715	3,355,120
按公平值計量之資產合計	Total assets measured at fair value	3,584,741	51,456,956	115,974	55,157,671
以公平值計量且其變動計入損益的金融負債	Financial liabilities at fair value through profit or loss				
持作買賣用途	Held for trading	–	5,516,558	–	5,516,558
衍生金融工具	Derivative financial instruments				
持作買賣用途	Held for trading	–	370,356	–	370,356
持有用作對沖	Held for hedging	–	722,672	–	722,672
按公平值計量之負債合計	Total liabilities measured at fair value	–	6,609,586	–	6,609,586

界定為第3級別資產之金融資產為非上市權益性證券及債券投資。此等金融資產按公平值列示，與其成本值相近。

截至2019年12月31日及2018年12月31日止年度，概無其他金融資產及負債轉入或轉出公平值等級中的第3級別。賬面值變動為重估收益／虧損。

## 3. FINANCIAL RISK MANAGEMENT (Continued)

## 3.5 Fair values of financial assets and liabilities (Continued)

## (b) Fair value hierarchy (Continued)

Assets and liabilities measured at fair value:

## Recurring fair value measurements

Financial assets classified as Level 3 assets represent investments in unlisted equity securities and debentures. They are stated at fair value which approximates the cost.

For the year ended 31 December 2019 and 31 December 2018, there were no other transfers of financial assets and liabilities into or out of the Level 3 fair value hierarchy. The changes in carrying value represent the revaluation gains/losses.



3. 財務風險管理(續)

3.5 金融資產及負債之公平值(續)

(乙) 公平值等級(續)

按公平值計量之資產及負債：(續)

經常性公平值計量(續)

3. FINANCIAL RISK MANAGEMENT (Continued)

3.5 Fair values of financial assets and liabilities (Continued)

(b) Fair value hierarchy (Continued)

Assets and liabilities measured at fair value: (Continued)

Recurring fair value measurements (Continued)

2018年12月31日	At 31 December 2018	第1級 Level 1	第2級 Level 2	第3級 Level 3	合計 Total
內容	Descriptions				
以公平值計量且其變動計入損益的金融資產	Financial assets at fair value through profit or loss				
債務證券	Debt securities	942,253	7,948,667	33,448	8,924,368
權益性證券	Equity securities	376,386	–	–	376,386
衍生金融工具	Derivative financial instruments				
持作買賣用途	Held for trading	–	289,399	–	289,399
持有用作對沖	Held for trading	–	437,644	–	437,644
以公平值計量且其變動計入其他全面收益的金融資產	Financial assets at fair value through other comprehensive income				
債務證券	Debt securities	–	41,783,599	–	41,783,599
權益性證券	Equity securities	2,423,501	14,620	83,043	2,521,164
按公平值計量之資產合計	Total assets measured at fair value	3,742,140	50,473,929	116,491	54,332,560
以公平值計量且其變動計入損益的金融負債	Financial liabilities at fair value through profit or loss				
持作買賣用途	Held for trading	–	5,758,954	–	5,758,954
衍生金融工具	Derivative financial instruments				
持作買賣用途	Held for trading	589	351,459	–	352,048
持有用作對沖	Held for hedging	–	121,225	–	121,225
按公平值計量之負債合計	Total liabilities measured at fair value	589	6,231,638	–	6,232,227

**3. 財務風險管理(續)****3.5 金融資產及負債之公平值(續)****(丙) 未按公平值計量之金融工具**

下列方法和重要假定之應用，以釐定如下呈報的金融工具的公平價值：

**(i) 在銀行的存款**

在銀行的浮息存款及隔夜存款之公平值乃其賬面值。固定利息存款之估計公平值乃根據附有同類信貸風險及剩餘到期日之債務以當前貨幣市場利率計算之貼現現金流。

**(ii) 客戶貸款及墊款，及貿易票據**

貸款及墊款及貿易票據之估計公平值指預計未來將會收回的現金流之貼現數額。預計現金流按現行市場利率貼現以釐定公平值。

**(iii) 證券投資**

證券投資包含包括在攤餘成本類別之附息資產。攤餘成本資產之公平值乃依據市場價格或經紀／交易商報價。倘未有此等資料，公平值之計量乃採用附有相同信貸、到期日及收益等特性的證券市場之報價。

**(iv) 銀行存款及結餘、客戶存款、已發行的存款證及其他借入資金**

無註明到期日之存款，包括不付息存款，其公平值為即時付還之數額。未有活躍市場報價之固定利息存款及其他借款，其公平值之計量乃根據採用附有相同剩餘到期日之新債務息率計算之貼現現金流。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.5 Fair values of financial assets and liabilities (Continued)****(c) Financial instruments not measured at fair value**

The following methods and significant assumptions have been applied in determining the fair values of financial instruments presented below:

**(i) Placements with banks**

The fair value of floating rate placements and overnight deposits is their carrying amount. The estimated fair value of fixed interest bearing deposits is based on discounted cash flows using prevailing money-market interest rates for debts with similar credit risk and remaining maturity.

**(ii) Loans and advances to customers, and trade bills**

The estimated fair value of loans and advances and trade bills represents the discounted amount of estimated future cash flows expected to be received. Expected cash flows are discounted at current market rates to determine fair value.

**(iii) Investment securities**

Investment securities include interest-bearing assets included in the amortised cost category. Fair value of amortised cost assets is based on market prices or broker/dealer price quotations. Where this information is not available, fair value is estimated using quoted market prices for securities with similar credit, maturity and yield characteristics.

**(iv) Deposits and balances from banks, deposits from customers, certificates of deposit issued and other borrowed funds**

The estimated fair value of deposits with no stated maturity, which includes non-interest bearing deposits, is the amount repayable on demand. The estimated fair value of fixed interest-bearing deposits and other borrowings not quoted in an active market is based on discounted cash flows using interest rates for new debts with similar remaining maturity.

3. 財務風險管理(續)

3.5 金融資產及負債之公平值(續)

(丙) 未按公平值計量之金融工具(續)

(v) 已發行的債務證券包括已發行的後償債務

就未有市場報價之證券而言，則採用適合到期日剩餘時間之當前收益曲線及／或信貸息差以現值方法來估計公平值。

本集團按成本或攤餘成本列賬的金融工具之賬面值，與其於2019年及2018年12月31日之公平值並無重大差異，除以下外：

3. FINANCIAL RISK MANAGEMENT (Continued)

3.5 Fair values of financial assets and liabilities (Continued)

(c) Financial instruments not measured at fair value (Continued)

(v) Debt securities in issue including subordinated notes issued

For those notes where quoted market prices are not available, the present value technique is used based on current yield curve and/or credit spread appropriate for the remaining term to maturity to estimate fair value.

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2019 and 2018 except as follows:

2019年12月31日	At 31 December 2019	賬面值 Carrying value	第1級 Level 1	第2級 Level 2	第3級 Level 3	公平值 Fair value
金融資產	Financial assets					
以攤餘成本列賬 的金融資產	Financial assets at amortised cost	15,742,992	–	15,757,661	13,369	15,771,030
金融負債	Financial liabilities					
已發行的存款證	Certificates of deposit issued	6,750,825	–	6,752,003	–	6,752,003
後償債務	Subordinated notes	5,510,181	–	5,590,049	–	5,590,049
2018年12月31日	At 31 December 2018	賬面值 Carrying value	第1級 Level 1	第2級 Level 2	第3級 Level 3	公平值 Fair value
金融資產	Financial assets					
以攤餘成本列賬 的金融資產	Financial assets at amortised cost	9,262,785	–	9,144,296	13,389	9,157,685
金融負債	Financial liabilities					
已發行的存款證	Certificates of deposit issued	6,535,076	–	6,540,429	–	6,540,429
後償債務	Subordinated notes	5,449,082	–	5,523,539	–	5,523,539

**3. 財務風險管理(續)****3.6 資本管理**

本集團管理資本之目標為：

- 符合本集團機構有營運的市場之銀行業及保險業監管機構所設定之資本規定；
- 保障本集團持續發展業務之能力；
- 為股東爭取最高回報和帶給其他利益相關者最佳利益；及
- 維持強大資本基礎以支持業務發展。

**3.6.1 銀行業務**

本集團管理層定期應用按巴塞爾委員會發出並由香港金管局執行作監管用途指引之方法，監控本集團之香港銀行附屬公司之資本充足度及法定資本之使用，每個季度向香港金管局申報有關規定的資料。

自巴塞爾協定III於2013年1月起在香港生效以後，大新銀行須符合三個比率，分別為普通股權一級資本、一級資本及總資本對風險加權資產的比率。此三個比率自2015年1月1日起之國際認可最低要求分別為4.5%，6.0%及8.0%，並已被香港金管局採納。為符合香港金管局載於《監管政策手冊》CA-G-5有關《監管檢討程序》之規定，大新銀行須就監管者規定，內部風險評估及按第二支柱資本規定之壓力測試結果而設立額外緩衝以反映未包含在最低法定資本計算之重大風險。此外，大新銀行須履行金管局所訂立防護緩衝資本及逆周期緩衝資本之規定。同樣地，作為構成巴塞爾協定III所實施其中一部份的槓桿比率於2018年1月1日起成為第一支柱要求，大新銀行每季向香港金管局呈報所須資料。為符合國際標準，香港金管局將最低槓桿比率設定為3%。

**3. FINANCIAL RISK MANAGEMENT (Continued)****3.6 Capital management**

The Group's objectives when managing capital are:

- To comply with the capital requirements set by the banking and insurance regulators in the markets where the entities within the Group operate;
- To safeguard the Group's ability to continue its business as a going concern;
- To maximise returns to shareholders and optimise the benefits to other stakeholders; and
- To maintain a strong capital base to support the development of its business.

**3.6.1 Banking business**

Capital adequacy of and the use of regulatory capital by the Group's Hong Kong banking subsidiary is monitored regularly by the Group's management, employing techniques based on the guidelines developed by the Basel Committee, as implemented by the HKMA, for supervisory purposes. The required information is filed with the HKMA on a quarterly basis.

As Basel III has become effective from January 2013 in Hong Kong, DSB is required to meet three capital ratios, namely, the Common Equity Tier 1 capital, Tier 1 capital and Total capital respectively against risk-weighted assets. The internationally agreed minimum of these three ratios starting from 1 January 2015 are set at 4.5%, 6.0% and 8.0% respectively and are adopted by the HKMA. In order to comply with HKMA's requirements as stated in the SPM CA-G-5 on "Supervisory Review Process", DSB is required to set further buffers, to reflect material risks not included in the minimum regulatory capital calculation, arising from regulator's requirements, internal assessment of risks and the results of stress tests under the Pillar II capital requirement. In addition, DSB is required to fulfil the capital conservation buffer and countercyclical capital buffer requirements set by the HKMA. Likewise, the Leverage Ratio that forms part of Basel III implementation becomes a Pillar 1 requirement from 1 January 2018 and required information is submitted by DSB to the HKMA on quarterly basis. In line with the international standards, the minimum Leverage Ratio is set at 3% by the HKMA.

### 3. 財務風險管理(續)

#### 3.6 資本管理(續)

##### 3.6.1 銀行業務(續)

風險加權數額包括資產負債表內及外之信貸風險、市場風險和操作風險之風險加權數額合計。資產負債表內風險根據債務人或各類風險性質分類及依據香港金管局認可之外部信貸評級機構指定的信貸評級或其他載於《銀行業(資本)規則》之原則且已考慮減輕信貸風險對資本之影響來確定其風險加權值。資產負債表外風險在未被分類及風險加權計算前，已應用各項風險之相關信貸換算系數換算其為信貸等值額，猶如當作其乃資產負債表內風險。

包括在綜合資產負債表之資本餘額，其主要構成爲股本、保留溢利、其他權益性工具及其他儲備。《銀行業(資本)規則》並容許資本包括綜合撥備及監管儲備。

本集團管理層定期按澳門金融管理局(「澳門金管局」)及中國銀行及保險監督管理委員會(「中國銀保監會」)就監管用途發出的指引之方法，監控集團之澳門附屬銀行澳門商業銀行及中國附屬銀行大新銀行(中國)之資本充足度及法定資本之使用。

澳門商業銀行及大新銀行(中國)分別向澳門金管局及中國銀保監會按季度呈報所需資料。澳門金管局規定澳門商業銀行以及中國銀監會規定大新銀行(中國)各須維持其自有資本或資本基礎對風險加權總額之比率(即資本充足比率)不低於法定要求之最低水平8%。

本集團若干非銀行附屬公司亦須遵循其他監管機構(例如：證券及期貨事務監察委員會)之法定資本規定。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.6 Capital management (Continued)

##### 3.6.1 Banking business (Continued)

Risk-weighted amount is the aggregate of the risk-weighted amounts for credit risk, market risk and operational risk, and covers both on-balance sheet and off-balance sheet exposures. On-balance sheet exposures are classified according to the obligor or the nature of each exposure and risk-weighted based on the credit assessment rating assigned by an external credit assessment institution recognised by the HKMA or other rules as set out in the Banking (Capital) Rules, taking into account the capital effects of credit risk mitigation. Off-balance sheet exposures are converted into credit-equivalent amounts by applying relevant credit conversion factors to each exposure, before being classified and risk-weighted as if they were on-balance sheet exposures.

The principal forms of capital included in the balances on the consolidated balance sheet are share capital, retained profits, other equity instruments and other reserves. Capital also includes collective provisions and regulatory reserve for general banking risks as allowed under the Banking (Capital) Rules.

Capital adequacy of and the use of regulatory capital by the Group's Macau banking subsidiary, BCM, and banking subsidiary in China, DSB China, are monitored regularly by the Group's management, employing techniques based on the guidelines provided by the Autoridade Monetária de Macau ("AMCM") and the China Banking and Insurance Regulatory Commission ("CBIRC") respectively for supervisory purposes.

The required information is filed by BCM with the AMCM and by DSB China with the CBIRC on a quarterly basis. The AMCM requires BCM and the CBIRC requires DSB China to maintain a ratio of own funds or capital base to total risk-weighted exposures (i.e. the capital adequacy ratio) not lower than the required statutory minimum of 8%.

Certain non-banking subsidiaries of the Group are also subject to statutory capital requirements from other regulatory authorities, such as the Securities and Futures Commission.

### 3. 財務風險管理(續)

#### 3.6 資本管理(續)

##### 3.6.2 保險業務

於本集團之附屬保險公司經營的各個市場內，當地保險監管機構規定除計算保險負債外，各附屬公司必須保持資本之最低金額及類型，並須於全年任何時間維持該最低資本要求。本集團之附屬公司須受其發出保險及投資合約之市場之保險償付能力法規監管，且已遵守當地之償付能力法規。本集團已於其資產負債管理架構內設立合適之測試，以確保持續及完全遵守有關法規。各市場內之各保險公司之償付能力要求須遵照當地規定，而各司法管轄區之規定可能相異。

#### 3.7 受託業務

本集團提供託管人、受託人、財富管理及諮詢服務予第三者，當中涉及本集團就不同之金融工具作出分配及買賣決定。此等以受信身份持有之資產，並不列入本集團之財務報表。此等服務可引致本集團被追索錯誤管理之風險。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.6 Capital management (Continued)

##### 3.6.2 Insurance business

In each market in which the Group's insurance subsidiaries operate, the local insurance regulator specifies the minimum amount and type of capital that must be held by each of the subsidiaries in addition to their insurance liabilities. The minimum required capital must be maintained at all times throughout the year. The Group's subsidiaries are subject to insurance solvency regulations in the markets in which they issue insurance and investment contracts, and where they have to comply with the local solvency regulations. The Group has embedded in its asset and liability management framework the necessary tests to ensure continuous and full compliance with such regulations. The solvency requirement of each insurance company in each market is subject to local requirements, which may differ from jurisdiction to jurisdiction.

#### 3.7 Fiduciary activities

The Group provides custody, trustee, wealth management and advisory services to third parties, which involve the Group making allocation and purchase and sale decisions in relation to a variety of financial instruments. Those assets that are held in a fiduciary capacity are not included in the Group's financial statements. These services could give rise to the risk that the Group could be accused of mal-administration.

### 3. 財務風險管理(續)

#### 3.8 保險風險

本集團透過其承保策略及分保安排管理保險風險。

本集團承受出現天災、意外或傳染病的集中風險。本集團尋求多元化承保策略及按過往年度類同風險制定產品組合，以確保擁有均衡之組合，故本集團認為此能減低風險後果的可變性。保費乃以與承保有關風險之相應合適水平來釐定。本集團設有企業水平之自留額度，並以臨時再保險及合約再保險安排分保超額風險。

在承保過程中，本集團可能會受某一特定或連串事件影響，令賠付責任的風險過分集中。此情況可能因單一或少量相關之保險合約所產生，而導致賠付責任大增。

### 4. 應用會計政策時之重要會計估計及判斷

本集團作出之估計及假設將會影響下一財政年度內列報資產及負債之金額。本集團會根據過往經驗及其他因素，包括在某些情況下，對未來事項作出認為是合理的預期，並持續地評估所作出之估計及判斷。估計及假設之改變可能對本集團於作出改變之期內業績有重大影響。選擇及應用不同之估計及假設和其後之變化，可能影響本集團將來之溢利及淨資產值。本集團依據高層次評估其主要會計估計及假設之改變對本集團呈報之資產及負債之敏感度影響後，深信所採納之估計及假設乃屬合適和合理，及呈列在本集團之財務報表內之財務業績和狀況在所有重要性方面是公平及合理。

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.8 Insurance risk

The Group manages insurance risk through its underwriting strategy and reinsurance arrangements.

The Group is subject to concentration risk arising from natural disasters accidents or epidemics. The Group's underwriting strategy seeks diversity to ensure a balanced portfolio and is based on a portfolio of similar risks over a number of years and, as such, it is believed that this reduces the variability of the outcome. Premium pricing is set at an appropriate level that corresponds with the underlying exposure of the risks underwritten. The Group has a company-wide retention limit on risks and reinsures the excess of risks under facultative and treaty reinsurance arrangement.

Within the insurance process, concentrations of risk may arise where a particular event or series of events could impact heavily upon the Group's liabilities. Such concentrations may arise from a single insurance contract or through a small number of related contracts, and relate to circumstances where significant liabilities could arise.

### 4. CRITICAL ACCOUNTING ESTIMATES, AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

The Group makes estimates and assumptions that affect the reported 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. Changes in estimates and assumptions may have a significant impact on the results of the Group in the periods when changes are made. The application and selection of different estimates and assumptions, and their subsequent changes, could affect the Group's profit and net asset value in the future. The Group, based on its high-level assessment of the sensitivity impacts on the reported assets and liabilities of the Group arising from the changes in critical accounting estimates and assumptions, believes that the estimates and assumptions adopted are appropriate and reasonable, and the financial results and positions presented in the Group's financial statements are fair and reasonable in all material respects.

#### 4. 應用會計政策時之重要會計估計及判斷(續)

##### (甲) 預期信貸虧損準備的計量

按攤餘成本計量及以公平值計量且其變動計入其他全面收益之金融資產的預期信貸虧損準備的計量乃是需要應用複雜模型及有關未來經濟狀況和信貸行為(例如客戶違約之可能性及引致之損失)的重大假設之範疇。用以解釋計量預期信貸虧損的參數、假設及估計方法在附註3.2.2中進一步詳細說明,其中還列出了預期信貸虧損對這些要素變化的主要敏感度。

應用會計規定以計量預期信貸虧損需要若干重大判斷,例如:

- 釐定信貸風險大幅增加之準則;
- 選擇合適之模式及假設以用作計量預期信貸虧損;
- 就各類產品/市場建立前瞻性情境數目及相對加權值相關的預期信貸虧損;及
- 建立相近類別金融資產的組別作計量預期信貸虧損用途。

有關本集團於上述範疇作出的判斷及估計的詳細資料載於附註3.2.2。

#### 4. CRITICAL ACCOUNTING ESTIMATES, AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES (Continued)

##### (a) Measurement of the ECL allowance

The measurement of the ECL allowance for financial assets measured at amortised cost and FVOCI is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation techniques used in measuring ECL is further detailed in note 3.2.2, which also sets out key sensitivities of the ECL to changes in these elements.

A number of significant judgements are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.

Detailed information about the judgements and estimates made by the Group in the above areas is set out in note 3.2.2.



**4. 應用會計政策時之重要會計估計及判斷(續)**

**(乙) 金融工具之公平值**

本集團按公平值列賬之債務證券投資大部份是依據公開之市場報價計量。由於2008年之環球金融危機引致金融市場存在問題，本集團察覺到市場的流動性下降及某些證券之市場報價差距幅度擴大。本集團在採納經判斷為最恰當報價作估值價時，根據其參考對一系列可觀察到之報價、近期之交易價、報價來源之可信性和素質、及相同類別證券價格之評估。

**(丙) 商譽及無形資產之評估**

於業務合併中，繼初始確認商譽及無形資產後，任何有關用於無形資產未來可產生收益之假設之重大變動，包括被收購之企業之未來收益現金流量，或因市場環境及前景的重大改變而影響貼現率，將對此資產之賬面價值作出調整。倘在某些情況下，無形資產及商譽預期可收回之金額較其賬面價值為低，則須確認該資產的減值。

**4. CRITICAL ACCOUNTING ESTIMATES, AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES (Continued)**

**(b) Fair value of financial instruments**

A majority of the Group's investments in debt securities carried at fair value are valued based on observable market quotations. As a consequence of the difficulties in financial markets caused by the 2008 global financial crisis, the Group had witnessed observable declines in market liquidity and the range of market quotations for certain securities have widened. The Group applies judgement in selecting the most appropriate quotation for valuation purposes based on its assessment of the range of observable quotations, recent observable transactions, the reliability and quality of the pricing source, and the value of securities of a similar nature.

**(c) Goodwill and intangible asset valuation**

For business combinations, subsequent to initial recognition of goodwill and intangible assets, any major change in the assumptions in relation to future benefits to be generated from the intangible assets, including future cash flow of benefits to be generated from the acquired entities, or discount rates which could be caused by major changes in market conditions and outlook, could result in adjustments to the carrying values of such assets. In the event that the expected recoverable amounts of goodwill and intangible assets are significantly lower than their carrying values, impairment of such assets would have to be recognised.

#### 4. 應用會計政策時之重要會計估計及判斷(續)

##### (丁) 投資物業與自用物業之區別

本集團自行釐定物業是否符合列作投資物業的資格。在作出有關判斷時，本集團須考慮該物業是否在不受本集團所持其他資產協助下提供現金流量。業主自用物業所提供之現金流量不僅來自物業本身，亦因在生產或供應過程使用其他資產而產生。

本集團若干物業之一部份乃用作賺取租金或資本增值用途，而另一部份則為提供服務或用作行政用途。倘這一部份可個別出售(或根據一項融資租賃分開出租)，本集團則就不同部份分開入賬。倘不同部份不能分開出售及該物業用作提供服務或行政用途之部份極小，其將以投資物業入賬。本集團將對確定有關服務用途之部份之重要性而導致相關物業不符合為投資物業作判斷，亦會在作出判斷時，分開考慮每項物業。

##### (戊) 索償及或然承擔之評估

本集團須判斷是否須按香港會計準則第37號《準備、或然負債及或然資產》就分銷(但非發行或籌組)結構性投資予某些客戶而確認償付準備。在作出該判斷時，本集團經考慮各種因素包括最近之償付案例及法律意見後，評估每個或同類訴訟之有關資料及其履行責任須耗費償付之可能性和預計之數額。

#### 4. CRITICAL ACCOUNTING ESTIMATES, AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES (Continued)

##### (d) Distinction between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property. In making its judgement, the Group considers whether the property generates cash flows largely independently of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used in the production or supply process.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held to supply services or for administrative purposes. If these portions can be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held to supply services or for administrative purposes. Judgement is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgement.

##### (e) Assessment of claims and contingencies

Judgement is needed to determine if provision for compensation to certain customers who had bought structured investments distributed (but not originated or arranged) by the Group need to be recorded in accordance with the requirements of HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets". In making this judgement, the Group evaluates the information relating to each or similar cases, and the likelihood and estimated amount of outflow of resources which may be incurred to settle the obligation after considering factors such as recent settlement experiences and advice from legal counsel.

4. 應用會計政策時之重要會計估計及判斷(續)

(己) 投資於聯營公司，重慶銀行(「重慶銀行」)之減值評估

本集團根據香港會計準則第36號《資產減值》對於重慶銀行之投資進行定期減值評估。

該評估就投資之賬面值比較管理層估量之使用價值與扣除出售費用後之公平值比較之高者。使用價值乃管理層根據管理層及可觀察之數據導出之某些假設的貼現現金流量估算。該估量涉及應用管理層之判斷並敏感於貼現率之假設和源自持有該投資及其最終出售之現金流量。

於2019年12月31日，管理層估量之使用價值低於其在重慶銀行之投資的賬面值。因此，於截至2019年12月31日止年度，本集團在重慶銀行之投資之賬面值已減值287,000,000港元(2018年：633,000,000港元)。

4. CRITICAL ACCOUNTING ESTIMATES, AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES (Continued)

(f) Impairment assessment of the investment in an associate, Bank of Chongqing (“BOCQ”)

The Group carries out periodic impairment assessments on its investment in BOCQ in accordance with HKAS 36 “Impairment of assets”.

This assessment compares the carrying value of the investment against the higher of management’s estimate of value in use and fair value less costs of disposal. Management’s estimate of the value in use is based on a discounted cash flow projection which contains certain assumptions derived from management and observable market information. This estimate is subject to application of management judgment and is sensitive to assumptions on the discount rate and the cash flows arising from the holding of this investment and from its ultimate disposal.

As at 31 December 2019, management’s estimate of the value in use is lower than the carrying value of its investment in BOCQ. As a result, in the year ended 31 December 2019, the carrying amount of the Group’s investment in BOCQ has been written down by HK\$287 million (2018: HK\$633 million).

#### 4. 應用會計政策時之重要會計估計及判斷(續)

##### (庚) 租賃期之釐定

釐定租賃期時，管理層須考慮所有可引起經濟誘因以行使延長選擇權，或不行使終止選擇權之事實及情況。延長選擇權(或終止選擇權後之期間)只有在該租賃可合理地被確定會延長(或不終止)下方包括在租賃期內。

就物業租賃而言，下列因素一般至為相關：

- 倘若終止(或不延長)有重大罰金，本集團一般會合理地確定延長(或不終止)。
- 倘若任何裝修預計會有重大剩餘價值，本集團一般會合理地確定延長(或不終止)。
- 否則，本集團會考慮其他因素包括過往之租賃時間及更換租賃資產所需之開支和對業務之擾亂。

由於本集團可以無需重大開支或擾亂業務下更換租賃資產，物業租賃中之延長選擇權大多沒有包括在租賃負債。

於2018年12月31日，由於不能合理地確定該等租賃將會延長(或不終止)，潛在之未來現金流出額172,691,000港元(未貼現)並未包括在租賃負債。

倘若選擇權真的被行使(或不行使)或本集團轉為不得行使(或不行使)該選擇權，則會重新評估租賃期。只有發生一宗影響評估的重大事件或環境重大變更，且在承租人可控制之範圍內，方會修訂可合理地確定之評估。本財政年度內，本集團並無行使任何延長或終止選擇權。

#### 4. CRITICAL ACCOUNTING ESTIMATES, AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES (Continued)

##### (g) Determination of the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of properties, the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate).
- Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

Most extension options in property leases have not been included in the lease liability, because the Group could replace the assets without significant cost or business disruption.

As at 31 December 2018, potential future cash outflows of HK\$172,691,000 (undiscounted) have not been included in the lease liability because it is not reasonably certain that the leases will be extended (or not terminated).

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee. During the current financial year, the Group has not exercised any extension or termination options.

5. 本公司財務狀況表及儲備變動

5. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

本公司財務狀況表

Statement of Financial Position of the Company

		12月31日 As at 31 December	
		2019	2018
非流動資產	Non-current assets		
附屬公司投資	Investments in subsidiaries	6,106,201	6,106,201
流動資產	Current assets		
銀行結餘	Bank balances	-	17
與一間附屬公司之銀行結餘	Bank balances with a subsidiary	91,934	7,038
在一間附屬公司1至12個月內到期的存款	Placement with a subsidiary maturing between one and twelve months	23,360	41,675
以公平值計量且其變動計入其他全面收益金融資產	Financial assets at fair value through other comprehensive income	898,587	898,587
應收賬及其他賬目	Accounts receivable and other accounts	4,963	5,076
應收附屬公司款項	Amounts due from subsidiaries	3,259,288	3,868,284
		4,278,132	4,820,677
流動負債	Current liabilities		
預提費用及其他賬目	Accrued expenses and other accounts	27,838	30,053
應付附屬公司款項	Amounts due to subsidiaries	54,676	54,676
		82,514	84,729
淨流動資產	Net current assets	4,195,618	4,735,948
		10,301,819	10,842,149
<b>權益</b>	<b>EQUITY</b>		
股本	Share capital	4,248,559	4,248,559
其他儲備 (包括保留盈利)	Other reserves (including retained earnings)	6,053,260	6,593,590
	註(甲)	Note (a)	
<b>權益合計</b>	<b>Total equity</b>	10,301,819	10,842,149

董事會於2020年3月25日批准及授權發佈。

Approved and authorised for issue by the Board of Directors on 25 March 2020.

王伯凌  
董事

黃漢興  
董事總經理

Gary Pak-Ling Wang  
Director

Hon-Hing Wong  
Managing Director

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 5. 本公司財務狀況表及儲備變動(續)

註：

(甲) 本公司儲備變動

## 5. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

Note:

(a) Reserve movement of the Company

		資本儲備 Capital Reserve	保留盈利 Retained Earnings	合計 Total
2018年1月1日	At 1 January 2018	256,027	6,324,887	6,580,914
年度溢利	Profit for the year	–	485,132	485,132
2017年末期股息	2017 final dividend	–	(345,127)	(345,127)
2018年中期股息	2018 interim dividend	–	(127,329)	(127,329)
2018年12月31日	At 31 December 2018	256,027	6,337,563	6,593,590
2019年1月1日	At 1 January 2019	256,027	6,337,563	6,593,590
年度溢利	Profit for the year	–	524,275	524,275
回購普通股股份	Repurchase of ordinary shares	–	(591,635)	(591,635)
2018年末期股息	2018 final dividend	–	(348,336)	(348,336)
2019年中期股息	2019 interim dividend	–	(124,634)	(124,634)
2019年12月31日	At 31 December 2019	256,027	5,797,233	6,053,260

根據1993年12月1日通過之特別決議案，並隨後於1993年12月20日由香港最高法院批核，本公司股份溢價削減256,027,000港元並轉撥至資本儲備賬內。該256,027,000港元儲備已於綜合儲備賬時與商譽抵銷。

By a special resolution passed on 1 December 1993 and subsequently approved by the Supreme Court of Hong Kong on 20 December 1993, the share premium of the Company was reduced by HK\$256,027,000 and this amount was transferred to a capital reserve account. On consolidation the reserve of HK\$256,027,000 has been applied against goodwill.

## 6. 營業分項報告

本集團根據香港財務報告準則第8號《營運業務分項》編製分項報告。向包括行政總裁及其他執行委員會成員之主要營運決策人呈報而作為資源分配及業績評估用途之資料，乃按銀行業務及保險業務之基礎來確定。對於銀行業，本地銀行業務之營運表現按業務活動分析，而海外銀行業務之營運表現按業務機構分析。對於保險業，資源配置和表現評價是基於保險的企業實體的基礎。

經考慮到本地業務之客戶群、產品及服務，經濟環境和法規後，本集團將營運業務劃分為下列呈報分項：

- 個人銀行業務包括接受個人客戶存款、住宅樓宇按揭、私人貸款、透支、汽車貸款和信用卡服務、保險業務的銷售和投資服務。
- 商業銀行業務包括接受存款、貸款、營運資金融資及貿易融資，其存款來源及融資客戶主要是工商業及機構性客戶。
- 財資業務主要包括外匯服務、中央貸存現金管理、利率風險管理、證券投資管理及本集團整體之資金運用管理。
- 海外銀行業務包括由位於澳門和中國之海外附屬公司提供之個人銀行和商業銀行業務及本集團於一間在中國設立之商業銀行之權益。

## 6. OPERATING SEGMENT REPORTING

Segment reporting by the Group is prepared in accordance with HKFRS 8 “Operating Segments”. Information reported to the chief operating decision maker, including the Chief Executive and other EC members, for the purposes of resource allocation and performance assessment, is determined on the basis of banking business and insurance business. For banking business, operating performances are analysed by business activities for local banking business, and on business entity basis for overseas banking business. For insurance business, resources allocation and performance evaluation are based on insurance business entity basis.

Considering the customer groups, products and services of local businesses, the economic environment and regulations, the Group splits the operating segments of the Group into the following reportable segments:

- Personal banking business includes the acceptance of deposits from individual customers and the extension of residential mortgage lending, personal loans, overdraft, vehicle financing and credit card services, and the provision of insurance sales and investment services.
- Commercial banking business includes the acceptance of deposits from and the advance of loans and working capital finance to commercial, industrial and institutional customers, and the provision of trade financing.
- Treasury activities are mainly the provision of foreign exchange services and centralised cash management for deposit taking and lending, interest rate risk management, management of investment in securities and the overall funding of the Group.
- Overseas banking businesses include personal banking, commercial banking business activities provided by overseas subsidiaries in Macau and China, and the Group’s interest in a commercial bank in China.

**6. 營業分項報告(續)**

- 保險業務包括本集團之保險及退休基金管理的業務。本集團透過位於香港全資附屬公司及擁有96%權益之澳門附屬公司提供一系列一般保險之產品及服務。
- 其他包括未可直接歸類於其他呈報分項之營運業績、集團投資及債務資金(包括後償債務)。

就編製分項報告而言，對可直接認明為各個別分項之源自客戶、產品及服務收入，將直接呈報於有關分項；而分項之間的資金運用及資金資源所產生的收入和資金成本，按參照市場利率之轉移價格機制分配至各分項。分項間之交易乃依據授予第三者或與第三者交易之同類條款定價。分項間之收入或支出於綜合賬內抵銷。

所有不同分項之直接開支將歸類於有關的分項分類。間接開支及支援部門開支乃依據開支性質，按耗用之時間及工作量和分項營運收入，分配至不同的分項及產品。不能合理地分配至各分項、產品及支援部門之企業活動開支，則作企業開支呈列於「其他」項下。

**6. OPERATING SEGMENT REPORTING (Continued)**

- Insurance business includes the Group's insurance and pension fund management business. Through the Group's wholly-owned subsidiaries in Hong Kong and 96% owned subsidiaries in Macau, the Group offers a variety of insurance products and services.
- Others include results of operations not directly identified under other reportable segments, corporate investments and debt funding (including subordinated notes).

For the purpose of segment reporting, revenue derived from customers, products and services directly identifiable with individual segments are reported directly under respective segments, while revenue and funding cost arising from inter-segment funding operation and funding resources are allocated to segments by way of transfer pricing mechanism with reference to market interest rates. Transactions within segments are priced based on similar terms offered to or transacted with external parties. Inter-segment income or expenses are eliminated on consolidation.

All direct costs incurred by different segments are grouped under respective segments. Indirect costs and support functions' costs are allocated to various segments and products based on effort and time spent as well as segments' operating income depending on the nature of costs incurred. Costs related to corporate activities that cannot be reasonably allocated to segments, products and support functions are grouped under Others as unallocated corporate expenses.



6. 營業分項報告(續)

6. OPERATING SEGMENT REPORTING (Continued)

截至2019年12月31日止年度

For the year ended 31 December 2019

		個人銀行 Personal Banking	商業銀行 Commercial Banking	財資業務 Treasury	海外銀行 Overseas Banking	保險業務 Insurance Business	其他 Others	跨項目 Inter- segment	總計 Total
淨利息收入/(支出)	Net interest income/(expenses)	1,690,585	1,262,484	748,168	497,382	25,194	(98,769)	-	4,125,044
非利息收入/(支出)	Non-interest income/ (expenses)	949,299	194,505	1,539	138,119	158,218	54,251	(16,722)	1,479,209
扣除保險索償之營運 收入/(支出)	Total operating income/ (expenses) net of insurance claims	2,639,884	1,456,989	749,707	635,501	183,412	(44,518)	(16,722)	5,604,253
營運支出	Operating expenses	(1,655,353)	(528,318)	(179,202)	(507,483)	(128,408)	(1,676)	16,722	(2,983,718)
扣除信貸減值虧損前之營運 溢利/(虧損)	Operating profit/(loss) before credit impairment losses	984,531	928,671	570,505	128,018	55,004	(46,194)	-	2,620,535
信貸減值虧損	Credit impairment losses	(260,484)	(72,934)	(9,240)	(12,250)	(83)	(1,658)	-	(356,649)
扣除信貸減值虧損後之營運 溢利/(虧損)	Operating profit/(loss) after credit impairment losses	724,047	855,737	561,265	115,768	54,921	(47,852)	-	2,263,886
出售投資物業及其他固定資 產及其公平值調整之淨 (虧損)/收益	Net (loss)/gain on disposal and fair value adjustment of investment properties and other fixed assets	(3,524)	-	-	58	1,782	(80,654)	-	(82,338)
出售以公平值計量且其變動 計入其他全面收益的金融 資產之淨虧損	Net loss on disposal of financial assets at fair value through other comprehensive income	-	-	(24)	-	-	-	-	(24)
聯營公司投資之減值虧損	Impairment loss on the investment in an associate	-	-	-	(287,000)	-	-	-	(287,000)
應佔聯營公司之業績	Share of results of an associate	-	-	-	701,857	-	-	-	701,857
應佔共同控制實體之業績	Share of results of jointly controlled entities	-	-	-	-	-	32,072	-	32,072
除稅前溢利/(虧損)	Profit/(loss) before taxation	720,523	855,737	561,241	530,683	56,703	(96,434)	-	2,628,453
稅項(支出)/回撥	Taxation (expenses)/credit	(118,812)	(141,019)	(92,584)	(18,262)	16,212	9,503	-	(344,962)
年度溢利/(虧損)	Profit/(loss) for the year	601,711	714,718	468,657	512,421	72,915	(86,931)	-	2,283,491
截至2019年12月31日 止年度	For the year ended 31 December 2019								
折舊及攤銷費用	Depreciation and amortisation	78,802	16,658	6,548	60,525	3,421	207,577	-	373,531
於2019年12月31日	At 31 December 2019								
分項資產	Segment assets	53,809,806	66,154,676	84,671,487	38,406,836	4,367,675	8,315,560	(5,414,061)	250,311,979
分項負債	Segment liabilities	108,290,918	44,136,433	19,835,415	30,335,062	1,764,788	17,558,883	(5,414,061)	216,507,438

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 6. 營業分項報告(續)

## 6. OPERATING SEGMENT REPORTING (Continued)

截至2018年12月31日止年度

For the year ended 31 December 2018

		個人銀行 Personal Banking	商業銀行 Commercial Banking	財資業務 Treasury	海外銀行 Overseas Banking	保險業務 Insurance Business	其他 Others	跨項目 Inter- segment	總計 Total
淨利息收入	Net interest income	1,742,431	1,238,085	625,952	543,458	28,489	36,577	-	4,214,992
非利息收入/(支出)	Non-interest income/ (expenses)	938,523	204,650	(70,558)	142,890	124,176	367,181	(15,924)	1,690,938
扣除保險索償之營運收入	Total operating income net of insurance claims	2,680,954	1,442,735	555,394	686,348	152,665	403,758	(15,924)	5,905,930
營運支出	Operating expenses	(1,580,816)	(484,847)	(159,777)	(491,678)	(117,999)	6,798	15,924	(2,812,395)
扣除信貸減值(虧損)/回撥 前之營運溢利	Operating profit before credit impairment (losses)/written back	1,100,138	957,888	395,617	194,670	34,666	410,556	-	3,093,535
信貸減值(虧損)/回撥	Credit impairment (losses)/ written back	(240,734)	17,242	(5,188)	(5,703)	(123)	1,458	-	(233,048)
扣除信貸減值(虧損)/回撥 後之營運溢利	Operating profit after credit impairment (losses)/written back	859,404	975,130	390,429	188,967	34,543	412,014	-	2,860,487
出售投資物業及其他固定資 產及其公平值調整之淨 (虧損)/收益	Net (loss)/gain on disposal and fair value adjustment of investment properties and other fixed assets	(1,425)	(5)	-	(796)	3,612	65,873	-	67,259
出售以公平值計量且其變動 計入其他全面收益的金融 資產之淨收益/(虧損)	Net gain/(loss) on disposal of financial assets at fair value through other comprehensive income	-	-	1,682	-	(5)	-	-	1,677
聯營公司投資之減值虧損	Impairment loss on the investment in an associate	-	-	-	(633,000)	-	-	-	(633,000)
應佔聯營公司之業績	Share of results of an associate	-	-	-	659,708	-	-	-	659,708
應佔共同控制實體之業績	Share of results of jointly controlled entities	-	-	-	-	-	27,234	-	27,234
除稅前溢利	Profit before taxation	857,979	975,125	392,111	214,879	38,150	505,121	-	2,983,365
稅項支出	Taxation expenses	(141,475)	(161,094)	(64,753)	(27,192)	(3,270)	(35,474)	-	(433,258)
年度溢利	Profit for the year	716,504	814,031	327,358	187,687	34,880	469,647	-	2,550,107
截至2018年12月31日 止年度	For the year ended 31 December 2018								
折舊及攤銷費用	Depreciation and amortisation	72,574	15,909	5,665	40,691	2,288	40,503	-	177,630
於2018年12月31日	At 31 December 2018								
分項資產	Segment assets	51,024,761	62,888,081	79,191,071	36,286,080	4,304,472	8,534,377	(4,927,364)	237,301,478
分項負債	Segment liabilities	102,006,201	41,070,943	17,714,209	28,405,278	2,035,403	19,004,360	(4,927,364)	205,309,030

6. 營業分項報告(續)

超過90%源自外部客戶之收益乃來自位於香港、澳門及中國之銀行附屬公司所提供之主要產品與服務，包括接受存款、信貸融資、資產融資、證券投資等。

下表提供按區域歸類之資料，區域乃根據本集團向外部客戶提供服務、與其商業交易及建立關係的法定機構之所在地而確認。

6. OPERATING SEGMENT REPORTING (Continued)

More than 90% of the revenues from external customers were contributed from banking subsidiaries in Hong Kong, Macau and People's Republic of China, with major products and services including deposit taking, extension of credit, asset-based finance, securities investment services offered to customers.

The following tables provide information by geographical area, which was determined with reference to the domicile of the legal entities within the Group with business dealing and relationship with, and services to external customers.

		香港及其他 Hong Kong and Others	澳門 Macau	區域分項間 抵銷 Inter- segment elimination	總計 Total
<b>截至2019年12月31日止年度</b>	<b>For the year ended 31 December 2019</b>				
扣除保險索償之營運收入	Total operating income net of insurance claims	5,111,488	493,828	(1,063)	5,604,253
除稅前溢利	Profit before taxation	2,406,946	221,507	-	2,628,453
<b>於2019年12月31日</b>	<b>At 31 December 2019</b>				
資產合計	Total assets	229,697,592	24,113,037	(3,498,650)	250,311,979
負債合計	Total liabilities	199,330,325	20,675,763	(3,498,650)	216,507,438
無形資產及商譽	Intangible assets and goodwill	318,667	636,863	-	955,530
或然負債及承擔	Contingent liabilities and commitments	83,333,373	3,188,115	(101,360)	86,420,128
		香港及其他 Hong Kong and Others	澳門 Macau	區域分項間 抵銷 Inter- segment elimination	總計 Total
<b>截至2018年12月31日止年度</b>	<b>For the year ended 31 December 2018</b>				
扣除保險索償之營運收入	Total operating income net of insurance claims	5,378,054	528,944	(1,068)	5,905,930
除稅前溢利	Profit before taxation	2,695,309	288,056	-	2,983,365
<b>於2018年12月31日</b>	<b>At 31 December 2018</b>				
資產合計	Total assets	217,090,200	23,492,184	(3,280,906)	237,301,478
負債合計	Total liabilities	188,456,162	20,133,774	(3,280,906)	205,309,030
無形資產及商譽	Intangible assets and goodwill	318,667	636,863	-	955,530
或然負債及承擔	Contingent liabilities and commitments	82,731,376	3,372,969	(102,489)	86,001,856

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 7. 淨利息收入

## 7. NET INTEREST INCOME

		2019	2018
<b>利息收入</b>	<b>Interest income</b>		
現金及在銀行的結餘	Cash and balances with banks	512,180	579,466
證券投資	Investments in securities	1,770,480	1,457,576
各項貸款及其他賬目	Advances and other accounts	5,234,691	4,720,318
		<u>7,517,351</u>	<u>6,757,360</u>
<b>利息支出</b>	<b>Interest expense</b>		
銀行存款／客戶存款	Deposits from banks/ Deposits from customers	2,810,742	2,014,379
已發行的存款證	Certificates of deposit issued	157,184	146,507
後償債務	Subordinated notes	284,480	284,421
租賃負債(附註30(乙))	Lease liabilities (Note 30(b))	13,508	–
其他	Others	126,393	97,061
		<u>3,392,307</u>	<u>2,542,368</u>
<b>利息收入包含</b>	<b>Included within interest income</b>		
– 持作買賣用途的證券及以公平值計量且其變動計入損益的金融資產	– Trading securities and financial assets at fair value through profit or loss	140,573	109,819
– 以公平值計量且其變動計入其他全面收益的金融資產	– Financial assets at fair value through other comprehensive income	1,432,432	1,132,647
– 以攤餘成本列賬的金融資產	– Financial assets at amortised cost	5,944,346	5,514,894
		<u>7,517,351</u>	<u>6,757,360</u>
<b>利息支出包含</b>	<b>Included within interest expense</b>		
– 未以公平值計量且其變動計入損益的金融負債	– Financial liabilities not at fair value through profit or loss	3,282,172	2,455,054

於截至2019年及2018年12月31日止年度，並無確認自減值資產之利息收入。

For the year ended 31 December 2019 and 2018, there was no interest income recognised on impaired assets.

8. 淨服務費及佣金收入

8. NET FEE AND COMMISSION INCOME

	2019	2018
<b>服務費及佣金收入</b>		
未以公平值計量且其變動計入 損益的金融資產及負債之服務費 及佣金收入		
– 信貸有關之服務費及佣金	186,003	185,191
– 貿易融資	87,301	91,867
– 信用卡	337,774	377,304
其他服務費及佣金收入		
– 證券經紀佣金	105,861	128,227
– 保險銷售及其他	315,650	305,917
– 零售投資及財富管理服務		
– 銀行服務費及手續費	272,717	256,319
– 其他服務費	68,677	73,681
	54,553	55,368
	<u>1,428,536</u>	<u>1,473,874</u>
<b>服務費及佣金支出</b>		
未以公平值計量且其變動計入 損益的金融資產及負債之服務費 及佣金支出		
– 手續費及佣金	273,205	302,403
– 已付其他費用	18,870	20,571
	<u>292,075</u>	<u>322,974</u>

本集團向第三方提供託管、受託、企業管理及投資管理服務。該等以受信人身份持有之資產並不包含在此等財務報表內。

The Group provides custody, trustee, corporate administration, and investment management services to third parties. Those assets that are held in a fiduciary capacity are not included in these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 9. 淨買賣收入

		2019	2018
以公平值計量且其變動計入損益的 金融資產之股息收入	Dividend income from financial assets at fair value through profit or loss	16,284	15,608
外匯買賣淨收益／(虧損)	Net gain/(loss) arising from dealing in foreign currencies	73,516	(30,858)
持作買賣用途的證券之淨收益	Net gain on trading securities	13,709	15,212
持作買賣用途的衍生工具之淨(虧損)／收益	Net (loss)/gain from derivatives entered into for trading purpose	(88,192)	211
用公平值對沖的相關金融工具之 淨收益／(虧損)	Net gain/(loss) arising from financial instruments subject to fair value hedge	7,181	(833)
以公平值計量且其變動計入損益的 金融工具之淨收益	Net gain on financial instruments at fair value through profit or loss	9,668	301,581
		<u>32,166</u>	<u>300,921</u>

## 10. 淨保費及其他收入

		2019	2018
一般保險：	General Insurance:		
保費收入總額	Gross premiums written	851,098	691,141
未可賺取之保費變動	Movement in unearned premiums	(52,206)	(40,931)
已賺取之保費總額	Gross premiums earned	<u>798,892</u>	<u>650,210</u>
保費收入總額之分保份額	Gross premiums written ceded to reinsurers	(317,827)	(303,298)
未可賺取之保費變動之分保份額	Reinsurers' share of movement in unearned premiums	(9,544)	(5,785)
已賺取之保費總額之分保份額	Reinsurers' share of gross premiums earned	(327,371)	(309,083)
保費收入淨額	Net insurance premium income	<u>471,521</u>	<u>341,127</u>

11. 其他營運收入

11. OTHER OPERATING INCOME

		2019	2018
以公平值計量且其變動計入其他全面收益 的權益性工具投資之股息收入	Dividend income from investments in equity instruments at fair value through other comprehensive income		
一年內撤銷確認	– Derecognised during the year		
– 上市投資	– Listed investments	7,280	5,267
– 於年末持有	– Held at the end of the year		
– 上市投資	– Listed investments	79,512	55,461
– 非上市投資	– Unlisted investments	8,781	8,687
投資物業之租金收入總額	Gross rental income from investment properties	37,264	41,208
其他租金收入	Other rental income	13,988	13,347
其他	Others	13,487	11,873
		<u>160,312</u>	<u>135,843</u>

## 12. 保險索償及支出淨額

## 12. NET INSURANCE CLAIMS AND EXPENSES

		2019	2018
一般保險：	General Insurance:		
已付索償、利益及退保	Claims, benefits and surrenders paid	664,564	497,571
準備金變動	Movement in provisions	(388,960)	(116,595)
保險索償總額及保險負債之變動	Gross insurance claims and movement in insurance liabilities	275,604	380,976
已付索償、利益及退保之分保份額	Reinsurers' share of claim, benefits and surrenders paid	(431,752)	(340,797)
準備金變動之分保份額	Reinsurers' share of movement in provisions	413,589	161,401
保險索償額及對保險負債變動之分保份額	Reinsurers' share of insurance claims and movement in insurance liabilities	(18,163)	(179,396)
保險索償及對保險負債變動之淨額	Net insurance claims and movement in insurance liabilities	257,441	201,580
保險佣金支出淨額	Net insurance commission expenses	63,810	36,273
合計	Total	321,251	237,853



13. 營運支出

13. OPERATING EXPENSES

		2019	2018
僱員薪酬及福利支出	Employee compensation and benefit expenses		
— 薪酬及其他人事費用	– Salaries and other staff costs	1,874,437	1,787,330
— 以股份為基礎報酬之撥備提撥(附註45)	– Provision for share-based compensation charged (Note 45)	1,406	1,549
— 退休金支出— 界定供款計劃	– Pension costs – defined contribution plans	109,590	96,111
行產及其他固定資產支出，不包括折舊	Premises and other fixed assets expenses, excluding depreciation		
— 行產租金支出(附註30(乙))	– Rental of premises (Note 30(b))	4,678	182,934
— 其他	– Others	197,914	170,489
折舊	Depreciation		
— 行產及其他固定資產(附註30(甲))	– Premises and other fixed assets (Note 30(a))	192,221	177,630
— 有使用權之物業(附註30(乙))	– Right-of-use properties (Note 30(b))	181,310	–
廣告及推銷活動支出	Advertising and promotion costs	104,220	98,651
印刷、文具及郵費	Printing, stationery and postage	52,292	51,170
核數師酬金	Auditors' remuneration	10,599	10,705
其他	Others	255,051	235,826
		<b>2,983,718</b>	<b>2,812,395</b>

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 14. 董事酬金

遵照香港公司條例第383條及公司(董事福利之資料披露)法規，本公司董事於就任期間之酬金披露如下述：

## 14. DIRECTORS' EMOLUMENTS

The emoluments of the Directors of the Company in respect of the period of directorship disclosed pursuant to section 383 of the Hong Kong Companies Ordinance and the Companies (Disclosure of Information about Benefits of Directors) Regulation were set out below:

截至	Year ended	董事袍金	薪金、津貼 及實物利益	有關年內提供 服務之預提 獎勵花紅	Incentive bonuses accrued in respect of services rendered in the year	以股份為基礎 報酬之支付 (註1)	退休福利計劃 之僱主供款 Employer's contribution to retirement benefit schemes	合計 (註2)
2019年12月31日止年度	31 December 2019	Directors' Fee	allowances and benefits in kind			Share-based compensation payment (Note1)	retirement benefit schemes	Total (Note 2)
<b>主席</b>	<b>Chairman</b>							
王守業先生	David Shou-Yeh Wong	1,000	5,903	18,000	-	-	-	24,903
<b>執行董事</b>	<b>Executive directors</b>							
黃漢興先生	Hon-Hing Wong (Derek Wong)	-	8,654	3,438	-	-	-	12,092
王伯凌先生	Gary Pak-Ling Wang	-	6,099	13,600	-	-	492	20,191
<b>非執行董事</b>	<b>Non-executive directors</b>							
吉川英一先生	Eiichi Yoshikawa	312	-	-	-	-	-	312
大和健一先生	Kenichi Yamato	200	-	-	-	-	-	200
嶋內義和先生	Yoshikazu Shimauchi	111	-	-	-	-	-	111
周偉偉先生	John Wai-Wai Chow	118	-	-	-	-	-	118
<b>獨立非執行董事</b>	<b>Independent non-executive directors</b>							
史習陶先生	Robert Tsai-To Sze	909	-	-	-	-	-	909
中村清次先生	Seiji Nakamura	158	-	-	-	-	-	158
梁君彥先生	Andrew Kwan-Yuen Leung	442	-	-	-	-	-	442
簡俊傑先生	Paul Michael Kennedy	479	-	-	-	-	-	479
譚偉雄先生	David Wai-Hung Tam	448	-	-	-	-	-	448
衛皓民先生	Paul Franz Winkelmann	241	-	-	-	-	-	241
<b>合計</b>	<b>Total</b>	<b>4,418</b>	<b>20,656</b>	<b>35,038</b>	<b>-</b>	<b>-</b>	<b>492</b>	<b>60,604</b>

14. 董事酬金(續)

註：

1. 以股份作為基礎報酬之支付包括於年度內就已行使認股權以股權及已註銷認股權以現金支付之以股份作為基礎之支付。以股權支付之以股份作為基礎支付之報酬，其代表本集團就認股權被行使時確認承擔的支出。而以現金支付之以股份作為基礎支付之報酬，則代表行使價與認股權被註銷日前5個交易日本公司股份之平均收市價。
2. 若彼等同時亦為大新銀行集團有限公司及其附屬公司之董事，其由該等附屬公司支付之薪酬已包含在上列之綜合薪酬合計內。
3. 本年度內或於年結日，並無就本集團業務簽訂任何重大交易、安排及合約，其中本公司為當中一方及本公司之董事直接或間接在其中得到重大利益(2018年：無)。
4. 於截至2019年12月31日止年度，並無向任何董事就與管理本公司或其附屬公司事務有關之其他服務支付或將支付任何其他酬金(2018年：無)。
5. 本年內，並無支付終止聘約之款項或福利予董事及並無就獲取董事服務而向第三方支付或將支付任何代價(2018年：無)。

14. DIRECTORS' EMOLUMENTS (Continued)

Note:

1. Share-based compensation payment includes both equity-settled and cash-settled share based payment on the share options exercised or cancelled during the year. For equity-settled share based compensations, it represents the cost borne by the Group recognised on the exercise of the share options while for cash-settled share based compensation, it represents the cash payment, being the difference between the exercise price and the average closing price of the shares of the Company for the 5 trading days immediately preceding the date of cancellation of the share options.
2. For directors who are also directors of Dah Sing Banking Group Limited or its subsidiaries, remuneration paid by these subsidiaries are included in the consolidated total remuneration set out above.
3. No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2018: Nil).
4. No other emoluments were paid to or receivable by any director in respect of directors' other services in connection with management of the affairs of the Company or its subsidiaries undertakings during the year ended 31 December 2019 (2018: Nil).
5. No termination payments or benefits were made to the directors and no consideration was provided to or receivable by third parties for making available directors' services during the year (2018: Nil).

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 14. 董事酬金(續)

## 14. DIRECTORS' EMOLUMENTS (Continued)

截至	Year ended	董事袍金	薪金、津貼 及實物利益	有關年內提供 服務之預提 獎勵花紅	Incentive bonuses accrued in respect of services rendered in the year	以股份為基礎 報酬的支付 (註1)	退休福利計劃 之僱主供款 Employer's contribution to retirement benefit schemes	合計 (註2)
2018年12月31日止年度	31 December 2018	Directors' Fee	Salary, allowances and benefits in kind			Share-based compensation payment (Note1)		Total (Note 2)
主席	Chairman							
王守業先生	David Shou-Yeh Wong	1,000	5,730	20,000	-	-	26,730	
執行董事	Executive directors							
黃漢興先生	Hon-Hing Wong (Derek Wong)	-	8,401	3,710	-	-	12,111	
王伯凌先生	Gary Pak-Ling Wang	-	5,921	14,700	2,395	492	23,508	
非執行董事	Non-executive directors							
吉川英一先生	Eiichi Yoshikawa	300	-	-	-	-	300	
大和健一先生	Kenichi Yamato	300	-	-	-	-	300	
周偉偉先生	John Wai-Wai Chow	300	-	-	-	-	300	
獨立非執行董事	Independent non-executive directors							
史習陶先生	Robert Tsai-To Sze	850	-	-	-	-	850	
董樂明先生	Lon Dounn	850	-	-	-	-	850	
中村清次先生	Seiji Nakamura	400	-	-	-	-	400	
梁君彥先生	Andrew Kwan-Yuen Leung	400	-	-	-	-	400	
簡俊傑先生	Paul Michael Kennedy	35	-	-	-	-	35	
譚偉雄先生	David Wai-Hung Tam	23	-	-	-	-	23	
合計	Total	4,458	20,052	38,410	2,395	492	65,807	

15. 最高酬金之5位人士

(i) 酬金總計

	2019	2018
薪金、房屋、實物利益及其他津貼	99,666	109,752
以股份為基礎報酬的支付	-	4,365
退休福利計劃之僱主供款	1,511	1,475
	<u>101,177</u>	<u>115,592</u>

(ii) 5位最高收入人士的酬金組別如下：

港元HK\$	人數 Number of individuals	
	2019	2018
12,000,001 – 12,500,000	1	1
20,000,001 – 20,500,000	2	-
23,500,001 – 24,000,000	1	1
24,000,001 – 24,500,000	-	1
24,500,001 – 25,000,000	1	-
26,500,001 – 27,000,000	-	1
29,000,001 – 29,500,000	-	1
	<u>5</u>	<u>5</u>

在5位最高酬金收入之人士內，有3位(2018年：3位)為董事。其相關的董事酬金已包括在上述之附註14內。

本年內，本集團並無向任何5位最高收入人士支付酬金，作為加入或加盟本集團之獎賞或離職補償。

上述5位最高收入人士的酬金包括有關其在該年度所提供服務和本集團之業績的預提獎勵花紅。

15. THE EMOLUMENTS OF THE FIVE HIGHEST PAID INDIVIDUALS

(i) The aggregate emoluments

	2019	2018
Salaries, housing, benefits in kind and other allowances	99,666	109,752
Share-based compensation payment	-	4,365
Employer's contribution to retirement benefit schemes	1,511	1,475
	<u>101,177</u>	<u>115,592</u>

(ii) The emoluments of the five highest paid individuals are within the following bands:

	人數 Number of individuals	
	2019	2018
12,000,001 – 12,500,000	1	1
20,000,001 – 20,500,000	2	-
23,500,001 – 24,000,000	1	1
24,000,001 – 24,500,000	-	1
24,500,001 – 25,000,000	1	-
26,500,001 – 27,000,000	-	1
29,000,001 – 29,500,000	-	1
	<u>5</u>	<u>5</u>

Included in the emoluments of the five highest paid individuals were the emoluments of 3 (2018: 3) Directors. Their respective Directors' emoluments have been included in Note 14 above.

No emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year.

The emoluments of the five highest paid individuals shown above included incentive bonuses accrued in respect of the services rendered and the Group's performance for the financial year.

## 16. 信貸減值虧損

## 16. CREDIT IMPAIRMENT LOSSES

		2019	2018
新增準備(扣除回撥之準備)	New allowances net of allowance releases	467,670	318,482
收回過往已撇銷之款項	Recoveries of amounts previously written off	(111,021)	(85,434)
		<u>356,649</u>	<u>233,048</u>
分配如下：	Attributable to:		
— 客戶貸款	— Advances to customers	342,581	224,831
— 其他金融資產	— Other financial assets	11,693	2,405
— 貸款承擔及財務擔保	— Loan commitments and financial guarantees	2,375	5,812
		<u>356,649</u>	<u>233,048</u>

## 17. 稅項

## 17. TAXATION

香港利得稅乃按照年內估計應課稅溢利以稅率16.5%(2018年：16.5%)提撥準備。海外稅款乃按年內海外估計應課稅溢利依本集團經營業務地區之現行稅率計算。

Hong Kong profits tax has been provided at the rate of 16.5% (2018: 16.5%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

遞延稅項是採用負債法就暫時差異，按預期該等稅項負債需清付時或資產可予扣減時所適用之稅率作全數確認。

Deferred taxation is calculated in full on temporary differences under the liability method at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised.

		2019	2018
本年度稅項：	Current income tax:		
— 香港利得稅	— Hong Kong profits tax	344,674	389,775
— 海外稅項	— Overseas taxation	35,080	41,734
— 於過往年度不足/(超額)之撥備	— Under/(over)-provision in prior years	604	(223)
遞延稅項(附註38)：	Deferred income tax (Note 38):		
— 關於暫時差異的產生及撥回	— Origination and reversal of timing differences	(13,663)	1,896
— (確認)/運用稅務虧損	— (Recognition)/utilisation of tax losses	(21,733)	76
稅項	Taxation	<u>344,962</u>	<u>433,258</u>

17. 稅項(續)

本集團除稅前溢利之稅項有別於綜合各公司加權平均稅率計算之理論數額如下：

17. TAXATION (Continued)

The tax on the Group's profit before taxation differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated companies as follows:

		2019	2018
除稅前溢利	Profit before taxation	2,628,453	2,983,365
按香港利得稅率16.5%計算之稅項	Tax calculated at Hong Kong profits tax rate of 16.5%	433,695	492,255
稅項調整源於：	Tax effects of:		
人壽保險業務業績的不同稅務處理	Different tax treatment of results of life insurance business	(2,872)	(3,637)
無需徵稅之收入	Income not subject to taxation	(88,832)	(123,794)
不能扣減的支出	Expenses not deductible	126,448	170,668
以稅後基礎呈報之聯營公司及共同控制實體之業績	Results of associates and jointly controlled entities reported net of tax	(121,098)	(113,344)
未有確認遞延稅項資產的稅務虧損	Tax losses for which no deferred tax asset was recognised	3,521	11,584
運用過往未有確認的稅務虧損	Utilisation of previously unrecognised tax losses	(6,504)	(251)
於過往年度不足／(超額)之撥備	Under/(over) -provision in prior years	604	(223)
稅項	Taxation	344,962	433,258

18. 股息

18. DIVIDENDS

		2019	2018
已派中期股息：每股普通股0.39港元 (2018年：0.38港元)	Interim dividend paid of HK\$0.39 (2018: HK\$0.38) per ordinary share	124,634	127,329
擬派末期股息：每股普通股1.08港元 (2018年：1.09港元)	Proposed final dividend of HK\$1.08 (2018: HK\$1.09) per ordinary share	345,141	348,336
		469,775	475,665

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 19. 每股盈利

每股盈利  
基本及攤薄

2019年之每股基本盈利及每股攤薄盈利乃按照盈利1,707,809,000港元(2018: 1,915,181,000港元)及年內已發行普通股股份之加權平均數323,269,621股(2018: 335,075,100股)計算。截至2019年及2018年12月31日止年度內之未行使認股權對普通股股份之加權平均數並無攤薄影響。

普通股股份之加權平均數之計算已顧及敘述於下文附註41(甲)之股份回購交易之影響。

## 19. EARNINGS PER SHARE

Earnings per share  
Basic and diluted

The calculation of basic earnings per share and fully dilutive earnings per share for 2019 is based on earnings of HK\$1,707,809,000 (2018: HK\$1,915,181,000) and the weighted average number of 323,269,621 (2018: 335,075,100) ordinary shares in issue during the year. The share options outstanding during the year ended 31 December 2019 and 2018 have no dilutive effect on the weighted average number of ordinary shares.

The calculation of weighted average number of ordinary shares has taken into account the effect of the share buy-back transaction described in Note 41(a) below.

	2019 (港元) (HK\$)	2018 (港元) (HK\$)
	<u>5.28</u>	<u>5.72</u>

## 20. 現金及在銀行的結餘

現金及在銀行的結餘  
通知及短期存款扣除：減值準備  
— 階段1

## 20. CASH AND BALANCES WITH BANKS

Cash and balances with banks  
Money at call and short noticeLess: impairment allowance  
– Stage 1

	2019	2018
	2,760,160	2,760,600
	<u>15,685,771</u>	<u>14,475,562</u>
	18,445,931	17,236,162
	<u>(664)</u>	<u>(763)</u>
	<u>18,445,267</u>	<u>17,235,399</u>



21. 持作買賣用途的證券及以公平值計量  
且其變動計入損益的金融資產

21. TRADING SECURITIES AND FINANCIAL ASSETS AT  
FAIR VALUE THROUGH PROFIT OR LOSS

		2019	2018
持作買賣用途的證券：	Trading securities:		
債務證券：	Debt securities:		
— 香港上市	— Listed in Hong Kong	20,681	33,575
— 非上市	— Unlisted	8,367,272	7,587,609
		<u>8,387,953</u>	<u>7,621,184</u>
以公平值計量且其變動計入損益的金融資產：	Financial assets at fair value through profit or loss:		
債務證券：	Debt securities:		
— 香港以外上市	— Listed outside Hong Kong	—	53,915
— 非上市	— Unlisted	395,061	1,249,269
		<u>395,061</u>	<u>1,303,184</u>
權益性證券：	Equity securities:		
— 香港上市	— Listed in Hong Kong	276,964	342,930
— 香港以外上市	— Listed outside Hong Kong	8,706	33,456
		<u>285,670</u>	<u>376,386</u>
		<u>680,731</u>	<u>1,679,570</u>
合計	Total	<u>9,068,684</u>	<u>9,300,754</u>
包括在債務證券內有：	Included within debt securities are:		
— 國庫票據(等同現金項目)	— Treasury bills which are cash equivalents	1,606,484	—
— 其他國庫票據	— Other treasury bills	6,781,469	7,620,661
— 政府債券	— Government bonds	—	523
— 其他債務證券	— Other debt securities	395,061	1,303,184
		<u>8,783,014</u>	<u>8,924,368</u>

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

**21. 持作買賣用途的證券及以公平值計量且其變動計入損益的金融資產(續)**

於2019年及2018年12月31日，上述結餘內並無包括持有存款證。

持作買賣用途的證券及以公平值計量且其變動計入損益的金融資產按發行機構類別分析如下：

**21. TRADING SECURITIES AND FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)**

As at 31 December 2019 and 2018, there were no certificates of deposit held included in the above balances.

Trading securities and financial assets at fair value through profit or loss are analysed by categories of issuers as follows:

		2019	2018
— 中央政府和中央銀行	— Central governments and central banks	8,387,953	7,621,184
— 銀行及其他金融機構	— Banks and other financial institutions	42,290	659,551
— 企業	— Corporate entities	638,441	1,020,019
		<u>9,068,684</u>	<u>9,300,754</u>

22. 衍生金融工具

於2019年12月31日未到期衍生工具合約之名義本金及其公平值如下：

22. DERIVATIVE FINANCIAL INSTRUMENTS

The notional principal amounts of outstanding derivatives contracts and their fair values as of 31 December 2019 were as follows:

	合約/ 名義金額 Contract/ notional amount	公平值 Fair values	
		資產 Assets	負債 Liabilities
1) 持作買賣用途之衍生工具	1) Derivatives held for trading		
甲) 外匯衍生工具	a) Foreign exchange derivatives		
遠期及期貨合約	Forward and futures contracts	86,096,017	429,147 (346,656)
購入及沽出外匯期權	Currency options purchased and written	8,583,805	11,034 (10,733)
乙) 利率衍生工具	b) Interest rate derivatives		
利率期貨	Interest rate futures	-	- -
利率掉期	Interest rate swaps	4,476,095	17,185 (10,537)
購入及沽出利率期權	Interest rate options purchased and written	674,220	- (240)
丙) 權益性衍生工具	c) Equity derivatives		
購入及沽出權益性期權	Equity options purchased and written	269,764	10,400 (2,190)
持作買賣用途之衍生工具 資產/(負債)合計	Total derivative assets/(liabilities) held for trading	100,099,901	467,766 (370,356)
2) 持作對沖用途之衍生工具	2) Derivatives held for hedging		
甲) 指定以公平值對沖之衍生工具	a) Derivatives designated as fair value hedges		
利率掉期	Interest rate swaps	38,285,505	110,164 (722,672)
持作對沖用途之衍生工具資產/ (負債)合計	Total derivative assets/(liabilities) held for hedging	38,285,505	110,164 (722,672)
已確認之衍生金融工具資產/ (負債)合計	Total recognised derivative financial assets/(liabilities)	138,385,406	577,930 (1,093,028)

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 22. 衍生金融工具(續)

於2018年12月31日未到期衍生工具合約之名義本金及其公平值如下：

## 22. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

The notional principal amounts of outstanding derivatives contracts and their fair values as of 31 December 2018 were as follows:

	合約/ 名義金額 Contract/ notional amount	公平值 Fair values	
		資產 Assets	負債 Liabilities
1) 持作買賣用途之衍生工具	1) Derivatives held for trading		
甲) 外匯衍生工具	a) Foreign exchange derivatives		
遠期及期貨合約	Forward and futures contracts	67,192,282	262,900 (328,733)
購入及沽出外匯期權	Currency options purchased and written	9,883,176	8,677 (8,505)
乙) 利率衍生工具	b) Interest rate derivatives		
利率期貨	Interest rate futures	39,154	– (589)
利率掉期	Interest rate swaps	2,392,768	11,611 (7,915)
購入及沽出利率期權	Interest rate options purchased and written	678,038	16 (105)
丙) 權益性衍生工具	c) Equity derivatives		
購入及沽出權益性期權	Equity options purchased and written	422,016	6,195 (6,201)
持作買賣用途之衍生工具 資產/(負債)合計	Total derivative assets/(liabilities) held for trading	80,607,434	289,399 (352,048)
2) 持作對沖用途之衍生工具	2) Derivatives held for hedging		
甲) 指定以公平值對沖之衍生工具	a) Derivatives designated as fair value hedges		
利率掉期	Interest rate swaps	28,818,549	437,644 (121,225)
持作對沖用途之衍生工具資產/ (負債)合計	Total derivative assets/(liabilities) held for hedging	28,818,549	437,644 (121,225)
已確認之衍生金融工具資產/ (負債)合計	Total recognised derivative financial assets/(liabilities)	109,425,983	727,043 (473,273)

22. 衍生金融工具(續)

上述未計入本集團訂立之雙邊淨額結算安排之影響之12月31日資產負債表外項目的信貸風險加權數額，呈列如下：

		2019	2018
匯率合約	Exchange rate contracts	721,897	593,139
利率合約	Interest rate contracts	64,608	156,974
其他合約	Other contracts	17,423	16,778
		<u>803,928</u>	<u>766,891</u>

此等工具之合約數額僅為其於報告期末的交易量，並不代表其風險數額。

信貸風險加權數額乃參考香港金管局發出之《銀行業(資本)規則》而計算之數額，計算所得之數額則視乎交易對手及各項合約到期特性而定。

22. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

The credit risk weighted amounts of the above off-balance sheet exposures as at 31 December, before taking into account the effect of bilateral netting arrangements that the Group entered into, are as follows:

		2019	2018
Exchange rate contracts		721,897	593,139
Interest rate contracts		64,608	156,974
Other contracts		17,423	16,778
		<u>803,928</u>	<u>766,891</u>

The contract amounts of these instruments indicate the volume of transactions outstanding as at the end of the reporting period, they do not represent the amounts at risk.

The credit risk weighted amounts are the amounts that have been calculated with reference to the Banking (Capital) Rules issued by the HKMA. The amounts calculated are dependent upon the status of the counterparty and the maturity characteristics of each type of contract.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 23. 各項貸款及其他賬目

## 23. ADVANCES AND OTHER ACCOUNTS

		2019	2018
客戶貸款總額	Gross advances to customers	136,946,773	128,628,087
扣除：減值準備	Less: impairment allowances		
— 階段1	– Stage 1	(474,635)	(423,650)
— 階段2	– Stage 2	(152,754)	(127,284)
— 階段3	– Stage 3	(381,197)	(362,989)
		<u>(1,008,586)</u>	<u>(913,923)</u>
		135,938,187	127,714,164
貿易票據	Trade bills	3,393,863	4,677,262
扣除：減值準備	Less: impairment allowances		
— 階段1	– Stage 1	(1,982)	(2,100)
— 階段2	– Stage 2	(7)	(23)
		<u>(1,989)</u>	<u>(2,123)</u>
		3,391,874	4,675,139
使用權資產(附註30(乙))	Right-of-use assets (Note 30(b))	417,042	–
其他資產(附註32)	Other assets (Note 32)	6,525,431	5,347,126
扣除：減值準備	Less: impairment allowances		
— 階段1	– Stage 1	(10,026)	(9,577)
— 階段2	– Stage 2	(598)	(491)
— 階段3	– Stage 3	(21,918)	(21,138)
		<u>(32,542)</u>	<u>(31,206)</u>
		6,492,889	5,315,920
各項貸款及其他賬目	Advances and other accounts	146,239,992	137,705,223

23. 各項貸款及其他賬目 (續)

(甲) 包括在客戶貸款及墊款之融資租賃應收賬如下：

客戶貸款及墊款包括根據融資租賃及具有融資租賃特性之租購合約而出租予客戶之設備投資淨額。合約提供承租人於租賃期末時選擇權，以面值購買該出租資產。

23. ADVANCES AND OTHER ACCOUNTS (Continued)

(a) Loans and advances to customers include finance lease receivables as follows:

Loans and advances to customers include net investments in equipment leased to customers under finance leases and hire purchase contracts having the characteristics of finance leases. The contracts have an option for acquiring by the lessee the leased asset at nominal value at the end of the lease period.

		2019	2018
投資在融資租賃之應收賬總額：	Gross investment in finance lease receivable:		
1年以內	Not later than 1 year	2,393,950	2,559,892
1年以上至5年	Later than 1 year and not later than 5 years	3,128,171	3,540,184
5年以上	Later than 5 years	318,939	420,303
		<u>5,841,060</u>	<u>6,520,379</u>
融資租賃之未賺取之融資收入	Unearned future finance income on finance leases	(406,155)	(486,330)
融資租賃投資淨額	Net investment in finance leases	<u>5,434,905</u>	<u>6,034,049</u>
融資租賃投資淨額之分析如下：	The net investment in finance leases is analysed as follows:		
1年以內	Not later than 1 year	2,201,948	2,337,207
1年以上至5年	Later than 1 year and not later than 5 years	2,949,341	3,327,971
5年以上	Later than 5 years	283,616	368,871
		<u>5,434,905</u>	<u>6,034,049</u>

於2019年及2018年12月31日，上述的融資租賃投資總額內並沒有無擔保剩餘價值。

There is no unguaranteed residual value included in the gross investment in finance leases above as at 31 December 2019 and 2018.

於2019年12月31日，本集團之貸款減值準備包括不可收回之融資租賃應收賬作出的準備合計為68,242,000港元(2018年：27,122,000港元)。

The allowance for uncollectible finance lease receivables included in the impairment allowances as at 31 December 2019 of the Group amounted to HK\$68,242,000 (2018: HK\$27,122,000).

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 24. 以公平值計量且其變動計入其他全面收益的金融資產

## 24. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		2019	2018
債務證券：	Debt securities:		
— 香港上市	— Listed in Hong Kong	16,486,474	17,400,087
— 香港以外上市	— Listed outside Hong Kong	16,699,367	16,758,546
— 非上市	— Unlisted	8,970,096	7,624,966
		<u>42,155,937</u>	<u>41,783,599</u>
權益性證券：	Equity securities:		
— 香港上市	— Listed in Hong Kong	1,043,627	1,220,166
— 香港以外上市	— Listed outside Hong Kong	2,228,778	1,217,955
— 非上市	— Unlisted	82,715	83,043
		<u>3,355,120</u>	<u>2,521,164</u>
合計	Total	<u>45,511,057</u>	<u>44,304,763</u>
包括在債務證券內有：	Included within debt securities are:		
— 持有的存款證	— Certificates of deposit held	114,099	429,758
— 國庫票據(等同現金項目)	— Treasury bills which are cash equivalents	4,496,472	2,098,522
— 其他國庫票據	— Other treasury bills	5,599,844	6,698,961
— 政府債券	— Government bonds	118,594	191,387
— 其他債務證券	— Other debt securities	31,826,928	32,364,971
		<u>42,155,937</u>	<u>41,783,599</u>



24. 以公平值計量且其變動計入其他全面收益的金融資產(續)

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

		2019	2018
以公平值計量且其變動計入其他全面收益的金融資產按發行機構類別分析如下：	Financial assets at fair value through other comprehensive income are analysed by categories of issuers as follows:		
債務證券	Debt securities:		
– 中央政府和中央銀行	– Central governments and central banks	10,214,910	8,988,870
– 公營機構	– Public sector entities	190,269	578,160
– 銀行及其他金融機構	– Banks and other financial institutions	6,252,370	7,540,421
– 企業	– Corporate entities	25,498,313	24,676,073
– 其他	– Others	75	75
		<u>42,155,937</u>	<u>41,783,599</u>
權益性證券：	Equity securities:		
– 銀行及其他金融機構	– Banks and other financial institutions	578,484	598,916
– 企業	– Corporate entities	2,776,636	1,922,248
		<u>3,355,120</u>	<u>2,521,164</u>
		<u>45,511,057</u>	<u>44,304,763</u>

若干以公平值計量且其變動計入其他全面收益的權益性工具投資於年內因風險管理考慮因素而被出售。於終止確認日，投資之公平值為905,006,000港元(2018：448,791,000港元)及其出售累計收益為59,913,000港元(2018：累計虧損為9,887,000港元)。

Certain investments in equity instruments measured at fair value through other comprehensive income has been sold during the year due to risk management consideration. The fair value of the investments at the date of derecognition was HK\$905,006,000 (2018: HK\$448,791,000) and its cumulative gain on disposal was HK\$59,913,000 (2018: cumulative loss of HK\$9,887,000).

## 25. 以攤餘成本列賬的金融資產

## 25. FINANCIAL ASSETS AT AMORTISED COST

		2019	2018
債務證券：	Debt securities:		
— 香港上市	— Listed in Hong Kong	4,531,678	2,019,488
— 香港以外上市	— Listed outside Hong Kong	6,534,167	3,605,219
— 非上市	— Unlisted	4,688,755	3,643,134
		<u>15,754,600</u>	<u>9,267,841</u>
扣除：減值準備	Less: impairment allowance		
— 階段1	— Stage 1	(11,608)	(5,056)
合計	Total	<u>15,742,992</u>	<u>9,262,785</u>
包括在債務證券內有：	Included within debt securities are:		
— 持有的存款證	— Certificates of deposit held	1,451,302	1,126,132
— 國庫票據	— Treasury bills	2,225,843	1,941,080
— 政府債券	— Government bonds	301,957	523,450
— 其他債務證券	— Other debt securities	11,775,498	5,677,179
		<u>15,754,600</u>	<u>9,267,841</u>
以攤餘成本列賬的金融資產 按發行機構類別分析如下：	Financial assets at amortised cost are analysed by categories of issuers as follows:		
— 中央政府及中央銀行	— Central governments and central banks	2,527,800	2,464,530
— 公營機構	— Public sector entities	75,294	—
— 銀行及其他金融機構	— Banks and other financial institutions	5,987,980	4,047,949
— 企業	— Corporate entities	7,152,437	2,744,273
— 其他	— Others	11,089	11,089
		<u>15,754,600</u>	<u>9,267,841</u>

26. 聯營公司投資

26. INVESTMENT IN AN ASSOCIATE

		2019	2018
應佔資產淨值	Share of net assets	5,279,152	4,723,974
商譽	Goodwill	344,623	344,623
		5,623,775	5,068,597
扣除：減值準備	Less: impairment allowances	(1,735,000)	(1,448,000)
		3,888,775	3,620,597
		2019	2018
1月1日	At 1 January	3,620,597	4,134,651
初始應用香港財務報告準則 第9號於應佔聯營公司	Initial application of HKFRS 9 on share of an associate	-	(259,043)
應佔除稅後業績	Share of results, net of tax	701,857	659,708
應佔除稅後投資重估儲備	Share of investment revaluation reserve, net of tax	78,099	84,181
已收股息	Dividend received	(80,344)	(66,546)
減值虧損提撥	Impairment loss charged	(287,000)	(633,000)
匯兌差異及其他調整	Exchange differences and other adjustments	(144,434)	(299,354)
12月31日	At 31 December	3,888,775	3,620,597

於2019年及2018年12月31日之聯營公司之主要資料如下：

The following is the key information relating to the associate as at 31 December 2019 and 2018:

名稱 Name	註冊及營運地點 Place of incorporation and operation	主要業務 Principal activities	所佔權益百分比 Percentage of interest in ownership	
			2019	2018
重慶銀行(「重慶銀行」) Bank of Chongqing ("BOCQ")	中華人民共和國 People's Republic of China	銀行 Banking	14.66%	14.66%

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 26. 聯營公司投資(續)

## (甲) 重慶銀行之精選財務資料

重慶銀行之法定會計參考日期為12月31日。截至2019年及2018年12月31日止年度期間，本集團於截至2019年12月31日及2018年12月31日止12個月之財務報表已包含重慶銀行之業績。

## 26. INVESTMENT IN AN ASSOCIATE (Continued)

## (a) Selected financial information of BOCQ

The statutory accounting reference date of BOCQ is 31 December. For the year ended 31 December 2019 and 2018, the Group included the results of BOCQ on the basis of financial statements made up to the 12 months to 31 December 2019 and 31 December 2018.

		2019年 12月31日 At 31 December 2019	2018年 12月31日 At 31 December 2018
重慶銀行之精選資產及負債資料	Selected balance sheet information of BOCQ		
現金及在中央銀行的結餘 應收其他銀行及金融機構	Cash and balances with central banks Due from other banks and financial institutions	35,824,824	37,822,721
客戶貸款及墊款	Loans and advances to customers	68,530,009	65,945,642
其他金融資產	Other financial assets	267,144,967	234,476,730
其他資產	Other assets	178,355,749	164,687,198
		10,706,630	9,885,293
資產合計	Total assets	560,562,179	512,817,584
應付其他銀行及金融機構	Due to other banks and financial institutions	78,452,719	65,006,087
客戶存款	Customer deposits	314,316,390	291,946,068
其他金融負債	Other financial liabilities	117,860,442	110,430,319
其他負債	Other liabilities	6,748,298	6,024,263
負債合計	Total liabilities	517,377,849	473,406,737
權益合計	Total equity	43,184,330	39,410,847
扣除：已發行之優先股	Less: Preferred shares issued	(5,490,417)	(5,590,036)
扣除：沒控制權股東	Less: Non-controlling interests	(1,861,234)	(1,776,950)
普通股股東應佔權益合計	Total equity attributable to ordinary shareholders	35,832,679	32,043,861
重慶銀行之股東權益合計與大新銀行綜合財務報表內之賬面值對賬表	Reconciliation of BOCQ's total shareholders' equity to the carrying amount in DSB's consolidated financial statements		
大新銀行應佔股東權益合計	DSB's share of total shareholders' equity	5,254,774	4,699,153
加：收購時之商譽及公平值調整	Add: Goodwill and fair value adjustment at acquisition	369,001	369,444
扣除：減值	Less: Impairment	(1,735,000)	(1,448,000)
賬面值	Carrying amount	3,888,775	3,620,597

26. 聯營公司投資(續)

(甲) 重慶銀行之精選財務資料(續)

		截至12月31日止年度 For the year ended 31 December	
		2019	2018
重慶銀行之精選收益賬資料	Selected income statement information of BOCQ		
淨利息收入	Net interest income	10,030,546	8,136,215
淨服務費及佣金收入	Net fee and commission income	1,427,103	1,587,948
貸款撥備費用	Loan impairment charges	(4,100,652)	(4,066,859)
折舊及攤銷費用	Depreciation and amortisation	(310,361)	(245,387)
稅項支出	Tax expense	(1,419,428)	(1,207,629)
年度溢利	Profit for the year	4,903,942	4,522,832
其他全面收益	Other comprehensive income	548,202	570,899
全面收益總額	Total comprehensive income	5,452,144	5,093,731
已收重慶銀行股息	Dividends received from BOCQ	80,344	66,546

(乙) 投資之減值測試及於2019年確認之減值

於2019年12月31日，本集團在重慶銀行之投資之公平值已低於賬面值大約6年。為此，本集團持續對在重慶銀行之投資之賬面值進行減值測試以評估可收回金額。

減值測試比對以計算使用價值(「使用價值」)而釐定之重慶銀行可收回金額和該投資之賬面值。使用價值乃按照管理層估量之重慶銀行盈利和未來將派股息，及經考慮重慶銀行中期和長期之增長及資產淨值後之預期未來的可能脫手價值，應用貼現現金流量預測計算。應用於使用價值計算之貼現率乃參考可於公開市場獲取之重慶銀行股本成本而估算。

26. INVESTMENT IN AN ASSOCIATE (Continued)

(a) Selected financial information of BOCQ (Continued)

(b) Impairment testing on the investment and impairment recognised in 2019

At 31 December 2019, the fair value of the Group's investment in BOCQ had been below the carrying amount for approximately 6 years. On this basis, the Group continues to perform an impairment test on the carrying amount of the investment in BOCQ to assess the recoverable amount.

The impairment test is performed by comparing the recoverable amount of BOCQ, determined by a value in use ("VIU") calculation, with the carrying amount of the investment. The VIU calculation uses discounted cash flow projections based on management's estimates of BOCQ's earnings and dividends to be paid in future, and the estimated probable exit value in future after considering the growth of BOCQ and its net asset value for the medium and longer term. The discount rate applied to the VIU calculation was estimated with reference to BOCQ's cost of equity, which is publicly available in the market.

**26. 聯營公司投資(續)****(乙) 投資之減值測試及於2019年確認之減值(續)**

進行使用價值計算以得出該投資之可收回金額時，本集團考慮所有相關因素包括市場觀點及質化因素以確保計算使用價值之參數合適。調整亦須作出以反映影響重慶銀行之最新情況及對預測重慶銀行未來表現有關之中期及長期市場展望。在估算重慶銀行之未來現金流當中需要管理層作重要判斷。

根據截至2018年12月31日之狀況進行之評估，經計算後之使用價值及經考慮所有相關因素和估值假設後而釐定之可收回金額仍然低於賬面值，已確認1,448,000,000港元之累計減值計提。本集團就2019年12月31日之狀況進行最新減值測試，認為經計算使用價值後之可回收金額評估為低於扣除截至2018年12月31日之累計減值計提1,448,000,000港元後之賬面值，及有關減值金額為287,000,000港元。因此，於2019年年度確認新增減值撥備287,000,000港元以調低該投資之價值至3,889,000,000港元。

計算大新銀行有限公司(「大新銀行」)之資本充足比率並無包括該投資之保留盈利，惟大新銀行收取重慶銀行之現金股息除外。倘若該投資維持等於或高於初始投資成本之1,213,000,000港元，該投資之減值將不影響大新銀行之資本充足比率。

**26. INVESTMENT IN AN ASSOCIATE (Continued)****(b) Impairment testing on the investment and impairment recognised in 2019 (Continued)**

In performing the VIU calculation to arrive at the recoverable amount of the investment, the Group considers all relevant factors including market views and qualitative factors to ensure that the inputs to the VIU calculation are appropriate. Adjustments need to be made to reflect the latest situation affecting BOCQ and also market outlook for the medium and longer term that are relevant in projecting BOCQ's future performance. Significant management judgement is required in estimating the future cash flows of BOCQ.

Based on the assessment conducted for the position up to 31 December 2018, the recoverable amount, as determined by the VIU calculation and after considering all relevant factors and valuation assumptions, was remained below the carrying amount, and a cumulative impairment charge at HK\$1,448 million had been recognised. The latest impairment test performed by the Group for the position as at 31 December 2019 concludes that the recoverable amount, based on the VIU calculation, is assessed as lower than the carrying amount, after deducting the cumulative impairment allowance made up to 31 December 2018 of HK\$1,448 million, by HK\$287 million. As a result, an additional impairment charge of HK\$287 million was recognised in the year of 2019 to reduce the value of the investment to HK\$3,889 million.

The calculation of DSB's capital adequacy does not include the retained earnings from the Investment, except for BOCQ cash dividend received by DSB. Provided that the Investment continues to be held at or above the original cost of the investment of HK\$1,213 million, impairment made on the Investment does not affect DSB's capital adequacy.

27. 共同控制實體投資

27. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES

		2019	2018
非上市股份，按成本	Unlisted shares, at cost	20,000	20,000
應佔收購後儲備	Share of post-acquisition reserves	76,363	67,691
		<u>96,363</u>	<u>87,691</u>

於2019年及2018年12月31日的共同控制實體如下：

The following are the jointly controlled entities as at 31 December 2019 and 2018:

名稱 Name	註冊地點 Place of incorporation	主要業務及經營地點 Principal activities and place of operation	佔擁有權之百分比 Percentage of effective interest in ownership
銀聯控股有限公司 Bank Consortium Holding Limited	香港 Hong Kong	投資控股，香港 Investment holding, Hong Kong	13.333%
銀聯信託有限公司 Bank Consortium Trust Company Limited	香港 Hong Kong	強積金業務，香港 Mandatory provident fund business, Hong Kong	13.333%
銀聯金融有限公司 BCT Financial Limited	香港 Hong Kong	強積金業務，香港 Mandatory provident fund business, Hong Kong	13.333%

本集團在銀聯控股有限公司之權益由附屬公司大新銀行持有。而銀聯信託有限公司及銀聯金融有限公司乃銀聯控股有限公司之全資附屬公司。

The Group's interest in Bank Consortium Holding Limited is held by DSB, a subsidiary of the Company. Bank Consortium Trust Company Limited and BCT Financial Limited are the wholly owned subsidiaries of Bank Consortium Holding Limited.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 28. 附屬公司

於2019年12月31日，本公司之附屬公司如下：

## 28. SUBSIDIARIES

The following is a list of the Company's subsidiaries as at 31 December 2019:

公司名稱 Name of company	主要業務 Principal activity	註冊地點 Place of incorporation	所佔股份百分比 Percentage of shares held		已發行普通股股本 Particulars of issued ordinary share capital
			直接 Directly	間接 Indirectly	
大新銀行集團有限公司* Dah Sing Banking Group Limited*	投資控股 Investment holding	香港 Hong Kong	74.37%	–	HK\$6,894,438,231
大新企業有限公司 Dah Sing Company Limited	投資控股 Investment holding	香港 Hong Kong	100%	–	HK\$1,000,000
大新保險(1976)有限公司(註(甲)) Dah Sing Insurance Company (1976) Limited (Note (a))	一般保險 General insurance	香港 Hong Kong	100%	–	HK\$996,000,000
大新保險代理有限公司 Dah Sing Insurance Agency Limited	無營業 Inactive	百慕達 Bermuda	100%	–	US\$100,000
大新保險代理有限公司 Dah Sing Insurance Agency Limited	保險代理 Insurance agency	香港 Hong Kong	100%	–	HK\$500,000
大新國際有限公司 Dah Sing International Limited	投資控股 Investment holding	百慕達 Bermuda	100%	–	US\$100,000
大新醫療科學投資有限公司 Dah Sing Medical Science Investment Incorporated	無營業 Inactive	英屬處女群島 British Virgin Islands	100%	–	US\$50,000
大新秘書服務有限公司 Dah Sing Secretarial Services Limited	無營業 Inactive	香港 Hong Kong	100%	–	HK\$2
大新投資服務有限公司 DSE Investment Services Limited (Note (b))(註(乙))	無營業 Inactive	香港 Hong Kong	100%	–	HK\$1,000,000
Filey Investment Corporation	無營業 Inactive	巴拿馬 Panama	100%	–	US\$2
High Standard Investment Ltd. 新永華投資有限公司	物業投資 Property investment	英屬處女群島 British Virgin Islands	100%	–	US\$2
Newinner Investments Limited	無營業 Inactive	香港 Hong Kong	100%	–	HK\$2
WOF Escrow Limited 維興有限公司	無營業 Inactive	香港 Hong Kong	100%	–	HK\$25,000,000
World Prosper Limited	投資控股 Investment holding	香港 Hong Kong	100%	–	HK\$1
Upway Wealth International Limited	投資控股 Investment holding	英屬處女群島 British Virgin Islands	100%	–	US\$1



28. 附屬公司(續)

28. SUBSIDIARIES (Continued)

公司名稱 Name of company	主要業務 Principal activity	註冊地點 Place of incorporation	所佔股份百分比 Percentage of shares held		已發行普通股股本 Particulars of issued ordinary share capital
			直接 Directly	間接 Indirectly	
Cycle Chance Limited	無營業 Inactive	英屬處女群島 British Virgin Islands	100%	–	US\$2
瑞宏行有限公司 Fortune Land Corporation Limited	物業投資 Property investment	香港 Hong Kong	100%	–	HK\$1
威昌順有限公司 Right Vision Limited	無營業 Inactive	香港 Hong Kong	100%	–	HK\$1
DSFH Limited	無營業 Inactive	香港 Hong Kong	–	100%	HK\$2
DSGI (1) Limited	投資控股 Investment holding	英屬處女群島 British Virgin Islands	–	100%	US\$1
DSL (BVI) (1) Limited	投資控股 Investment holding	英屬處女群島 British Virgin Islands	–	100%	US\$1
DSL (2) Limited	投資控股 Investment holding	英屬處女群島 British Virgin Islands	–	100%	US\$1
DSMI Group Limited	投資控股 Investment holding	英屬處女群島 British Virgin Islands	–	100%	US\$1
鸞鳳置業有限公司 Luen Fung Investment Company, Limited	無營業 Inactive	香港 Hong Kong	–	100%	HK\$303,000
澳門保險股份有限公司 Macau Insurance Company Limited	一般保險 General insurance	澳門 Macau	–	96%	MOP220,000,000
澳門退休基金管理股份有限公司 Macau Pension Fund Management Company Limited	退休基金管理 Pension fund management	澳門 Macau	–	96%	MOP40,000,000
大新銀行有限公司 Dah Sing Bank, Limited	銀行 Banking	香港 Hong Kong	–	74.37%	HK\$6,200,000,000
大新銀行(中國)有限公司 Dah Sing Bank (China) Limited	銀行 Banking	中華人民共和國 People's Republic of China	–	74.37%	RMB1,200,000,000
豐明(1931)有限公司 MEVAS (1931) Limited	無營業 Inactive	香港 Hong Kong	–	74.37%	HK\$400,000,000

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 28. 附屬公司(續)

## 28. SUBSIDIARIES (Continued)

公司名稱 Name of company	主要業務 Principal activity	註冊地點 Place of incorporation	所佔股份百分比 Percentage of shares held		已發行普通股股本 Particulars of issued ordinary share capital
			直接 Directly	間接 Indirectly	
澳門商業銀行股份有限公司 Banco Comercial de Macau, S.A.	銀行 Banking	澳門 Macau	-	74.37%	MOP225,000,000
CWL Prosper Limited	物業投資 Property investment	英屬處女群島 British Virgin Islands	-	74.37%	US\$1
大新電腦系統有限公司 Dah Sing Computer Systems Limited	無營業 Inactive	香港 Hong Kong	-	74.37%	HK\$20
大新財務有限公司 Dah Sing Finance Limited	無營業 Inactive	香港 Hong Kong	-	74.37%	HK\$25,000,000
大新保險顧問有限公司 Dah Sing Insurance Brokers Limited	保險經紀 Insurance broking	香港 Hong Kong	-	74.37%	HK\$200,000
大新信託有限公司 Dah Sing Nominees Limited	代理人服務 Nominee services	香港 Hong Kong	-	74.37%	HK\$100,000
Dah Sing Properties Limited	投資控股 Investment holding	香港 Hong Kong	-	74.37%	HK\$9,998
DSB BCM (1) Limited	投資控股 Investment holding	香港 Hong Kong	-	74.37%	HK\$1
DSB BCM (2) Limited	投資控股 Investment holding	香港 Hong Kong	-	74.37%	HK\$1
大新證券有限公司 Dah Sing Securities Limited	證券買賣 Securities dealing	香港 Hong Kong	-	74.37%	HK\$10,000,000
MEVAS Nominees Limited	無營業 Inactive	香港 Hong Kong	-	74.37%	HK\$50,000
怡泰富財務(香港)有限公司 Pacific Finance (Hong Kong) Limited	無營業 Inactive	香港 Hong Kong	-	74.37%	HK\$450,000,000
安基財務有限公司 OK Finance Limited	放債 Money lending	香港 Hong Kong	-	74.37%	HK\$1,000
新力威集團有限公司 Modern World Holdings Limited	無營業 Inactive	香港 Hong Kong	-	74.37%	HK\$1
新力輝香港有限公司 Modern Bright Hong Kong Limited	無營業 Inactive	香港 英屬處女群島 British Virgin Islands	-	74.37%	HK\$1
Shinning Bloom Investments Limited	無營業 Inactive	英屬處女群島 British Virgin Islands	-	74.37%	US\$1
South Development Limited	投資控股 Investment holding	英屬處女群島 British Virgin Islands	-	74.37%	US\$1

28. 附屬公司(續)

28. SUBSIDIARIES (Continued)

公司名稱 Name of company	主要業務 Principal activity	註冊地點 Place of incorporation	所佔股份百分比 Percentage of shares held		已發行普通股股本 Particulars of issued ordinary share capital
			直接 Directly	間接 Indirectly	
Talent Union Holding Limited	物業投資 Property investment	英屬處女群島 British Virgin Islands	-	74.37%	US\$2
域寶投資有限公司	物業投資	香港			
Vanishing Border Investment Services Limited	物業投資 Property investment	香港 Hong Kong	-	74.37%	HK\$20
Well Idea Enterprises Limited	物業投資 Property investment	英屬處女群島 British Virgin Islands	-	74.37%	US\$1
Wise Measure Limited	物業投資 Property investment	英屬處女群島 British Virgin Islands	-	74.37%	US\$1
Reliable Associates Limited	物業投資 Property investment	英屬處女群島 British Virgin Islands	-	74.37%	US\$1
D.A.H. Hambros (Channel Islands) Limited	無營業 Inactive	格恩西島 Guernsey	-	56.15%	US\$15,000
(股東自願清盤中) (In member's voluntary liquidation)					
D.A.H. Holdings Limited	投資控股 Investment holding	百慕達 Bermuda	-	56.15%	US\$1,000,000

\* 在香港聯合交易所有限公司上市

\* Listed on The Stock Exchange of Hong Kong Limited

**28. 附屬公司(續)**

除大新銀行集團有限公司及大新銀行有限公司是公眾有限公司外，上述所有公司均為私人公司或倘於香港以外地方註冊成立，其特徵與香港註冊成立之私人公司極為相似。

除大新銀行(中國)有限公司、澳門商業銀行股份有限公司、D.A.H. Hambros (Channel Islands) Limited、澳門保險股份有限公司、澳門退休基金管理股份有限公司及上述列明在香港以外註冊成立的公司外，其他公司均在香港經營。

大新銀行(中國)有限公司於2008年7月在中國內地註冊成立，其根據中華人民共和國之法規註冊為「有限公司」(僅由台灣、香港或澳門之企業出資)。

註：

- (甲) 大新保險(1976)有限公司除發行普通股外，亦發行總值550,000,000港元的可贖回優先股。
- (乙) DSE Investment Services Limited除發行普通股外，亦發行總值700港元的優先股。

**28. SUBSIDIARIES (Continued)**

Except for Dah Sing Banking Group Limited and Dah Sing Bank, Limited which are public limited companies, all the above companies are private companies or, if incorporated outside Hong Kong, have substantially the same characteristics as a Hong Kong incorporated private company.

Except for Dah Sing Bank (China) Limited, Banco Comercial de Macau, S.A., D.A.H. Hambros (Channel Islands) Limited, Macau Insurance Company Limited, Macau Pension Fund Management Company Limited, and companies incorporated outside Hong Kong specified above, all other companies operate in Hong Kong.

Dah Sing Bank (China) Limited was incorporated in Mainland China in July 2008. It is registered as “Limited liability company” (solely funded by Taiwan, Hong Kong or Macau corporate body) under the laws of the People’s Republic of China.

Note:

- (a) In addition to the ordinary shares issued by Dah Sing Insurance Company (1976) Limited, it also has redeemable preference shares in issue totalling HK\$550,000,000.
- (b) In addition to the ordinary shares issued by DSE Investment Services Limited, it also has preference shares in issue totalling HK\$700.

29. 商譽及無形資產

29. GOODWILL AND INTANGIBLE ASSETS

		商譽 Goodwill	合約 無形資產 Contract intangibles	核心存款 無形資產 Core deposit intangibles	客戶關係 無形資產 Customer relationship intangibles	商號 Trade name	合計 Total
成本	Cost						
2019年1月1日及 2019年12月31日	At 1 January 2019 and 31 December 2019	874,603	26,499	80,583	69,256	80,927	1,131,868
累積減值/攤銷	Accumulated impairment/ amortisation						
2019年1月1日及 2019年12月31日	At 1 January 2019 and 31 December 2019	-	26,499	80,583	69,256	-	176,338
賬面值	Carrying value						
2019年12月31日	At 31 December 2019	874,603	-	-	-	80,927	955,530

		商譽 Goodwill	合約 無形資產 Contract intangibles	核心存款 無形資產 Core deposit intangibles	客戶關係 無形資產 Customer relationship intangibles	商號 Trade name	合計 Total
成本	Cost						
2018年1月1日及 2018年12月31日	At 1 January 2018 and 31 December 2018	874,603	26,499	80,583	69,256	80,927	1,131,868
累積減值/攤銷	Accumulated impairment/ amortisation						
2018年1月1日及 2018年12月31日	At 1 January 2018 and 31 December 2018	-	26,499	80,583	69,256	-	176,338
賬面值	Carrying value						
2018年12月31日	At 31 December 2018	874,603	-	-	-	80,927	955,530

有使用期限之無形資產包括合約、核心存款及客戶關係無形資產將以餘額遞減法按其介乎5至12年之可用年期攤銷。商號為無使用期限並會每年測試其減值虧損及以成本扣除累積減值虧損列示。

Intangible assets of finite life include contract intangibles, core deposit intangibles and customer relationship intangibles, and are amortised over their useful life ranging from 5 to 12 years using a diminishing balance method. Trade name is carried as an asset of indefinite life and is tested annually for impairment losses. It is carried at cost less accumulated impairment loss.

商譽分配至按與內部管理報告架構一致的業務分項已認明之現金產生單位(「現金產生單位」)。商譽分配概要呈列如下。

Goodwill is allocated to the Group's cash-generating units ("CGU") identified according to business segments in line with the internal management reporting structure. A summary of goodwill allocation is presented below.

## 29. 商譽及無形資產(續)

## 29. GOODWILL AND INTANGIBLE ASSETS (Continued)

2019年12月31日及2018年12月31日  
At 31 December 2019 and 31 December 2018

		商業銀行 Commercial Banking	個人銀行 Personal Banking	海外銀行 Overseas Banking	保險 Insurance	合計 Total
香港	Hong Kong	196,478	122,189	-	-	318,667
澳門	Macau	-	-	493,023	62,913	555,936
		196,478	122,189	493,023	62,913	874,603

商譽須每年作減值測試，對比根據計算之使用價值而釐定之現金產生單位可回收金額。該計算應用由高層管理人員所編制，以5年計劃之預測現金流，經考慮預測每年增長率且以固定年增長率2%推測第5年以後至永遠。該5年計劃由高層管理人員基於其對有關現金產生單位之業務及該業務於預測時期內的運作情況之評估所編制。所應用之貼現率乃建基於本集團及其銀行集團各現金產生單位之營運業務類別之資本成本加權平均數，銀行業務現金產生單位之貼現率為10.1% (2018年：11.3%)，而保險業務現金產生單位之貼現率為9.4% (2018年：11.0%)。

商號每年進行之減值測試乃應用參照同類業務交易之稅前專利權費(銀行業務為3%，保險業務為2%)及以中期計劃之預測收入，且以固定年增長率2%推測第5年以後至永遠。所應用之貼現率乃建基於本集團及其銀行集團之資本成本加權平均數，該貼現率按進行之業務類別而介乎9.4%至10.1% (2018年：11.0%至11.3%)之間。

本年度並無確認商譽及商號之減值虧損(2018年：無)。

Impairment testing in respect of goodwill is performed annually by comparing the recoverable amount of CGU determined based on value in use calculation. The calculations use cash flow projections prepared by the Senior Management based on a 5-year business plan, taking into account projected annual growth rate, and in perpetuity with 2% constant growth rate after the fifth year. The 5-year business plan was developed by the Senior Management based on their evaluation of the businesses of the relevant CGU and the conditions in which such businesses will operate over the projected period. The discount rate used is based on the Group's and its Banking Group's weighted average cost of capital depending on type of businesses carried out by CGU, which are 10.1% (2018: 11.3%) for CGU under banking business and 9.4% (2018: 11.0%) for CGU under insurance business.

For trade name, impairment testing is performed annually using pre-tax royalty rate of 3% for banking business and 2% for insurance business with reference to similar business transactions, projected revenue in the medium-term plan, and in perpetuity with 2% constant growth rate after the fifth year. The discount rate in the range of 9.4% to 10.1% (2018: 11.0% to 11.3%) used is based on the Group's and its Banking Group's weighted average cost of capital depending on type of businesses carried out.

No impairment losses on goodwill and trade name were identified in the year (2018: Nil).

30. 物業，器材及設備

(甲) 行產及其他固定資產

30. PROPERTY, PLANT AND EQUIPMENT

(a) Premises and other fixed assets

		行產 Premises	傢俬、 設備及汽車 Furniture, equipment and motor vehicles	合計 Total
截至2018年12月31日止年度	Year ended 31 December 2018			
年初賬面淨值	Opening net book amount	1,724,134	432,486	2,156,620
新增	Additions	–	176,234	176,234
出售	Disposals	–	(2,066)	(2,066)
折舊支出(附註13)	Depreciation charge (Note 13)	(46,881)	(130,749)	(177,630)
匯兌差異	Exchange difference	(5,910)	(3,726)	(9,636)
重新分類轉移自出售組別之物業	Reclassification from premises to investment properties	(60,452)	–	(60,452)
年末賬面淨值	Closing net book amount	1,610,891	472,179	2,083,070
2018年12月31日	At 31 December 2018			
成本	Cost	2,073,270	1,204,117	3,277,387
累積折舊	Accumulated depreciation	(462,379)	(731,938)	(1,194,317)
賬面淨值	Net book amount	1,610,891	472,179	2,083,070
截至2019年12月31日止年度	Year ended 31 December 2019			
年初賬面淨值	Opening net book amount	1,610,891	472,179	2,083,070
新增	Additions	–	105,651	105,651
出售	Disposals	–	(7,568)	(7,568)
折舊支出(附註13)	Depreciation charge (Note 13)	(53,393)	(138,828)	(192,221)
匯兌差異	Exchange difference	(1,980)	(1,289)	(3,269)
重新分類行產為投資物業	Reclassification from to investment properties to premises	183,547	–	183,547
年末賬面淨值	Closing net book amount	1,739,065	430,145	2,169,210
2019年12月31日	At 31 December 2019			
成本	Cost	2,660,103	1,182,004	3,842,107
累積折舊	Accumulated depreciation	(921,038)	(751,859)	(1,672,897)
賬面淨值	Net book amount	1,739,065	430,145	2,169,210

## 30. 物業，器材及設備(續)

## (甲) 行產及其他固定資產(續)

行產之賬面淨值包括：

		2019	2018
租借地	Leaseholds		
在香港持有之中期租約 (在10至50年之間)	Held in Hong Kong on medium-term lease (between 10–50 years)	1,341,976	1,198,766
在香港以外持有之中期租約 (在10至50年之間)	Held outside Hong Kong on medium- term lease (between 10–50 years)	397,089	412,125
		<u>1,739,065</u>	<u>1,610,891</u>

## (乙) 租賃

此附註就本集團作為承租人之租賃提供資料。

## (i) 確認於財務狀況表之金額

財務狀況表內有關租賃之金額列示如下：

			2019年 12月31日 As at 31 December 2019	2019年 1月1日 As at 1 January 2019
使用權資產	Right-of-use assets			
物業	Properties	23	<u>417,042</u>	<u>523,678</u>
租賃負債	Lease liabilities	37	<u>434,681</u>	<u>538,196</u>

2019年財政年度內新增使用權資產為75,903,000港元。

## 30. PROPERTY, PLANT AND EQUIPMENT (Continued)

## (a) Premises and other fixed assets (Continued)

The net book value of premises comprises:

		2019	2018
租借地	Leaseholds		
在香港持有之中期租約 (在10至50年之間)	Held in Hong Kong on medium-term lease (between 10–50 years)	1,341,976	1,198,766
在香港以外持有之中期租約 (在10至50年之間)	Held outside Hong Kong on medium- term lease (between 10–50 years)	397,089	412,125
		<u>1,739,065</u>	<u>1,610,891</u>

## (b) Leases

This note provides information for leases where the Group is a lessee.

## (i) Amounts recognised in the statement of financial position

The statement of financial position shows the following amounts relating to leases:

			2019年 12月31日 As at 31 December 2019	2019年 1月1日 As at 1 January 2019
使用權資產	Right-of-use assets			
物業	Properties	23	<u>417,042</u>	<u>523,678</u>
租賃負債	Lease liabilities	37	<u>434,681</u>	<u>538,196</u>

Additions to the right-of-use assets during the 2019 financial year were HK\$75,903,000.



30. 物業，器材及設備(續)

(乙) 租賃(續)

(ii) 確認於收益賬之金額

收益賬內有關租賃之金額列示如下：

	附註 Note	2019
使用權資產之折舊支出 物業	13	181,310
利息支出(包括在利息支出 — 租賃負債)	7	13,508
有關短期租賃或低價值資產之支出 (包括在行產及其他固定資產支出， 不包括折舊)	13	4,678

2019年內有關租賃之現金流出總額為191,513,000港元。

(iii) 本集團之租賃活動及其如何入賬

本集團租賃各項物業。租賃合同一般為1年至9年之固定期限但可能附帶如下列(iv)載述之延長選擇權。

租賃期按個別情況商議及包含多方面之不同條款及條件。除出租人持有租賃之資產之擔保權益外，租賃合同並不強加任何契約。租賃之資產也許不能於借貸用途上用作擔保物。

(iv) 延長及終止選擇權

延長及終止選擇權包括在本集團簽訂之若干物業租賃內。就本集團管理於營運中使用之資產而言，使用該等條款可達致最佳營運靈活性。大多數持有之延長及終止選擇權只可由本集團而非各出租人行使。

30. PROPERTY, PLANT AND EQUIPMENT (Continued)

(b) Leases (Continued)

(ii) Amounts recognised in the income statement

The income statement shows the following amounts relating to leases:

	附註 Note	2019
Depreciation charge of right-of-use assets Properties	13	181,310
Interest expense (included in interest expense – lease liabilities)	7	13,508
Expense relating to short-term leases and low-value assets (included in premises and other fixed assets expenses, excluding depreciation)	13	4,678

The total cash outflow for leases in 2019 was HK\$191,513,000.

(iii) The Group's leasing activities and how these are accounted for

The Group leases various properties. Rental contracts are typically made for fixed periods of 1 year to 9 years, but may have extension options as described in (iv) below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

(iv) Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

## 31. 投資物業

## 31. INVESTMENT PROPERTIES

		2019	2018
1月1日	At 1 January	<u>1,426,106</u>	<u>1,219,840</u>
重新分類投資物業為行產	Reclassification from investment properties to premises		
— 重新分類之投資物業之公平值	— Fair value of investment properties reclassified	<u>(183,547)</u>	<u>—</u>
重新分類行產為投資物業	Reclassification from premises to investment properties		
— 重新分類之行產之賬面淨值	— Net book value of premises reclassified	—	60,452
— 重估盈餘撥入行產重估儲備	— Surplus on revaluation credited to premises revaluation reserve	—	<u>76,623</u>
		—	<u>137,075</u>
重估公平值(虧損)/收益	Fair value (losses)/gains on revaluation	<u>(75,717)</u>	<u>69,191</u>
12月31日	At 31 December	<u>1,166,842</u>	<u>1,426,106</u>
於年末持有之資產在損益賬中已確認之未變現收益或虧損	Unrealised gains or losses recognised in income statement relating to those assets held at the end of the year		
— 公平值(虧損)/收益	— Fair value (losses)/gains	<u>(75,717)</u>	<u>69,191</u>
投資物業之賬面淨值包括：	The net book value of investment properties comprises:		
		2019	2018
租借地	Leaseholds		
在香港持有之中期租約 (在10至50年之間)	Held in Hong Kong on medium-term lease (between 10–50 years)	<u>967,336</u>	<u>1,225,084</u>
在香港以外持有之中期租約 (在10至50年之間)	Held outside Hong Kong on medium-term lease (between 10–50 years)	<u>199,506</u>	<u>201,022</u>
		<u>1,166,842</u>	<u>1,426,106</u>

### 31. 投資物業(續)

#### 計量投資物業之公平值

本集團於2019年及2018年12月31日為投資物業的價值進行了重估。此評估由獨立專業特許測量師第一太平戴維斯(估值及專業顧問)有限公司為位於香港及中國國內之投資物業及第一太平戴維斯(澳門)有限公司為位於澳門之投資物業按直接比較方法或收入現值資產化方法以可參考之相似物業其近期成交紀錄來進行。

市場價值為物業之估值基礎，其與香港財務報告準則第13號《公平值計量》中之公平值定義一致及已計入就市場參與者而言之最高和最佳的物業用途。

投資物業以大部份不可觀察之數據運用估值方法計量公平值，其被分類至被界定為香港財務報告準則第13號《公平值計量》中公平值等級的第3級別。

在評定投資物業的價值時，其中一項主要依據為經考慮時間、地點及個別因素如樓宇的大小及樓層所確定的銷售單位價格，所確定之價格介乎每平方米1,850港元(2018年：1,880港元)至每平方米127,000港元(2018年：136,000港元)。銷售單位價格的下降會導致投資物業之公平值計量有相應百分比的減少，反之亦然。

以收入現值資產化方法釐定公平值之投資物業，有關之評估按淨收入現值資產化及經考慮該等物業之支出與其可復歸收入之潛力進行。公平值計量與市場租金成正相關關係，與市場收益率成負相關關係。

### 31. INVESTMENT PROPERTIES (Continued)

#### Fair value measurement of investment properties

The Group's investment properties were last revalued at 31 December 2019 and 2018 by adopting the direct comparison approach or the income capitalisation approach and with reference to recent transactions for similar premises as far as practicable by independent, professionally qualified valuer Savills (Valuation and Professional Services) Limited for investment properties in Hong Kong and Mainland China, and by Savills (Macau) Limited for investment properties in Macau.

The basis of the valuation of property was market value which is consistent with the definition of fair value under HKFRS 13 "Fair Value Measurement" and takes into account the highest and best use of the property from the perspective of market participants.

Investment properties are measured at fair value using valuation techniques with significant unobservable inputs which are classified as Level 3 under the fair value hierarchy as defined in HKFRS 13, "Fair value measurement".

One of the key inputs used in valuing the investment properties was the unit sale rate taking into account of time, location, and individual factors such as size and levels of buildings, which ranged from HK\$1,850 (2018: HK\$1,880) to HK\$127,000 (2018: HK\$136,000) per square foot. A decrease in unit sale rate would result in decrease in fair value measurement of the investment properties by the same percentage and vice versa.

For investment properties of which the fair value is determined using the income capitalisation approach, the assessment is conducted on the basis of capitalisation of net incomes with due allowance for outgoings and reversionary income potential. The fair value measurement is positively correlated to the market rental and inversely correlated to the market yields.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 31. 投資物業(續)

## 計量投資物業之公平值(續)

收入現值資產化方法不可觀察之數據：

	估值方法 Valuation technique(s)	不可觀察之數據 Unobservable input(s)	範圍 Range
投資物業	收入現值資產化方法	市場收益率(復歸收益率)	1.95%至3.30% (2018年：1.85%至3.50%)
Investment properties	Income capitalisation approach	Market yields (reversionary yield)	1.95% to 3.30% (2018: 1.85% to 3.50%)
		市場租金	每平方米66港元至106港元 (2018年：每平方米34港元至108港元)
		Market rental	HK\$66 to HK\$106 per square foot (2018: HK\$34 to HK\$108 per square foot)

## 32. 其他資產

## 32. OTHER ASSETS

		2019	2018
分保資產	Reinsurance assets	728,171	1,151,302
應收款項及預付項目	Accounts receivable and prepayments	4,357,925	2,878,788
應計收入	Accrued income	1,107,681	1,040,584
其他	Others	331,654	276,452
		<u>6,525,431</u>	<u>5,347,126</u>

## 33. 持作買賣用途的負債

## 33. TRADING LIABILITIES

		2019	2018
沽空國庫票據及國庫債券	Short sales of treasury bills and treasury bonds	<u>5,516,558</u>	<u>5,758,954</u>

34. 客戶存款

34. DEPOSITS FROM CUSTOMERS

		2019	2018
活期存款及往來存款	Demand deposits and current accounts	40,416,625	37,161,415
儲蓄存款	Savings deposits	33,074,715	28,624,466
定期、通知及短期存款	Time, call and notice deposits	108,623,957	106,623,880
		<u>182,115,297</u>	<u>172,409,761</u>

客戶戶口結餘包含被持作入口信用證不可撤銷承擔之抵押品之存款10,136,000港元(2018年: 4,708,000港元)。

Included in customer accounts were deposits of HK\$10,136,000 (2018: HK\$4,708,000) held as collateral for irrevocable commitments under import letters of credit.

除定期、通知及短期存款外，所有其他客戶存款皆為浮息存款。

Other than time, call and notice deposits, all other customer deposits carry variable interest rates.

35. 已發行的存款證

35. CERTIFICATES OF DEPOSIT ISSUED

		2019	2018
按對沖利率風險下公平值列賬	At fair value under fair value hedge (for hedging interest rate risk)	4,911,274	4,422,293
按攤餘成本列賬	At amortised cost	1,839,551	2,112,783
		<u>6,750,825</u>	<u>6,535,076</u>

於2019年及2018年內，本集團未有於初始確認時指定任何已發行存款證為以公平值計量且其變動計入損益。

During 2019 and 2018, the Group did not designate on initial recognition any certificates of deposit issued at fair value through profit or loss.

本集團在此等已發行存款證到期時按合約應付的金額較以上所列之賬面值高6,000,000港元(2018年: 高13,000,000港元)。

The amount that the Group would be contractually required to pay at maturity to the holders of these certificates of deposit is HK\$6 million higher (2018: HK\$13 million higher) than the above carrying amount.

## 36. 後償債務

## 36. SUBORDINATED NOTES

		2019	2018
按對沖利率風險下公平值列賬：	At fair value under fair value hedge (for hedging interest rate risk):		
225,000,000美元於2020年到期的 定息後償債務(註(甲))	US\$225,000,000 Subordinated Fixed Rate Notes due 2020 (Note (a))	1,755,635	1,782,046
225,000,000美元於2024年到期的 定息後償債務(註(乙))	US\$225,000,000 Subordinated Fixed Rate Notes due 2024 (Note (b))	-	1,760,547
250,000,000美元於2026年到期的 定息後償債務(註(丙))	US\$250,000,000 Subordinated Fixed Rate Notes due 2026 (Note (c))	1,946,445	1,906,489
225,000,000美元於2029年到期的 定息後償債務(註(丁))	US\$225,000,000 Subordinated Fixed Rate Notes due 2029 (Note (d))	1,808,101	-
		<u>5,510,181</u>	<u>5,449,082</u>

於2019年及2018年內，本集團未有於初始確認時指定任何後償債務為以公平值計量且其變動計入損益。

During 2019 and 2018, the Group did not designate on initial recognition any subordinated notes at fair value through profit or loss.

註：

Note:

(甲) 此乃大新銀行於2010年2月11日發行之225,000,000美元在新加坡交易所(「新交所」)上市並被界定為附加資本的定息後償債務(「債務」)。年息為6.625%，每半年付息一次。大新銀行亦已與一國際銀行訂立利率掉期合約將債務的固定利息掉換為以美元銀行同業拆息為基礎的浮動利息付款。此等債務到期日為2020年2月11日，大新銀行隨後於到期日全數償還。

(a) This represents US\$225,000,000 Subordinated Fixed Rate Notes qualifying as supplementary capital of DSB issued on 11 February 2010 (the “Notes”), which are listed on the Singapore Stock Exchange Trading Limited (“SGX”). Interest at 6.625% p.a. is payable semi-annually. An interest rate swap contract to swap the fixed rate payment liability of the Notes to floating interest rate based on LIBOR has been entered into with an international bank. The Notes have a maturity date falling on 11 February 2020 and have been subsequently fully repaid by DSB on the maturity date.

(乙) 此乃大新銀行於2014年1月29日發行之225,000,000美元在香港聯合交易所有限公司(「香港交易所」)上市及符合巴塞爾協定III而被界定為二級資本的10年期定息後償債務(「債務」)(須遵守香港《銀行業(資本)規則》之條款)。此等債務到期日為2024年1月29日，大新銀行已於選擇性贖還日2019年1月29日全數償還。

(b) This represents US\$225,000,000 Basel III compliant 10-year Subordinated Fixed Rate Notes qualifying as Tier 2 capital of DSB (subject to the provisions of the Banking (Capital) Rules of Hong Kong) issued on 29 January 2014 (the “Notes”), which were listed on The Stock Exchange of Hong Kong Limited (“SEHK”). The Notes had a maturity date falling on 29 January 2024 and had been fully repaid by DSB on the optional redemption date of 29 January 2019.

### 36. 後償債務(續)

註：(續)

(丙) 此乃大新銀行於2016年11月30日發行之250,000,000美元在香港交易所上市及符合巴塞爾協定III而被界定為二級資本的10年期定息後償債務(「債務」)(須遵守香港《銀行業(資本)規則》之條款)。此等債務將於2026年11月30日到期。選擇性贖還日為2021年11月30日。由發行日至其選擇性贖還日，年息為4.25%，每半年付息一次。其後，倘債務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255點子。若獲得香港金管局預先批准，大新銀行可以票面價值贖回所有(非部分)債務。大新銀行亦已與一國際銀行訂立利率掉期合約將債務的固定利息掉換為以美元銀行同業拆息為基礎的浮動利息付款。

(丁) 此乃大新銀行於2019年1月15日發行之225,000,000美元在香港交易所上市及符合巴塞爾協定III而被界定為二級資本的10年期定息後償債務(「債務」)(須遵守香港《銀行業(資本)規則》之條款)。此等債務將於2029年1月15日到期。選擇性贖還日為2024年1月15日。由發行日至其選擇性贖還日，年息為5%，每半年付息一次。其後，倘債務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255點子。若獲得香港金管局預先批准，大新銀行可以票面價值贖回所有(非部分)債務。大新銀行亦已與一國際銀行訂立利率掉期合約將債務的固定利息掉換為以美元銀行同業拆息為基礎的浮動利息付款。

本集團在此等後償債務到期時按合約應付的金額較以上所列之賬面值低59,000,000港元(2018年：高32,000,000港元)。

### 37. 其他賬目及預提

租賃負債(附註30(乙))  
 保險合約之其他負債(註(甲))  
 其他

### 36. SUBORDINATED NOTES (Continued)

Note: (Continued)

(c) This represents US\$250,000,000 Basel III compliant 10-year Subordinated Fixed Rate Notes qualifying as Tier 2 capital of DSB (subject to the provisions of the Banking (Capital) Rules of Hong Kong) issued on 30 November 2016 (the "Notes"), which are listed on the SEHK. The Notes will mature on 30 November 2026 with an optional redemption date falling on 30 November 2021. Interest at 4.25% 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 then prevailing 5-year U.S. Treasury Rate plus 255 basis points. DSB may, subject to receiving the prior approval of the HKMA, redeem the Notes in whole but not in part, at par. An interest rate swap contract to swap the fixed rate payment liability of the Notes to floating interest rate based on LIBOR has been entered into with an international bank.

(d) This represents US\$225,000,000 Basel III compliant 10-year Subordinated Fixed Rate Notes qualifying as Tier 2 capital of DSB (subject to the provisions of the Banking (Capital) Rules of Hong Kong) issued on 15 January 2019 (the "Notes"), which are listed on the SEHK. The Notes will mature on 15 January 2029 with an optional redemption date falling on 15 January 2024. Interest at 5% 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 then prevailing 5-year U.S. Treasury Rate plus 255 basis points. DSB may, subject to receiving the prior approval of the HKMA, redeem the Notes in whole but not in part, at par. An interest rate swap contract to swap the fixed rate payment liability of the Notes to floating interest rate based on LIBOR has been entered into with an international bank.

The amount that the Group would be contractually required to pay at maturity to the holders of these subordinated notes is HK\$59 million lower (2018: HK\$32 million higher) than the above carrying amount.

### 37. OTHER ACCOUNTS AND ACCRUALS

		2019	2018
租賃負債(附註30(乙))	Lease liabilities (Note 30(b))	434,681	–
保險合約之其他負債(註(甲))	Other liabilities under insurance contracts (Note (a))	1,426,857	1,763,611
其他	Others	10,655,256	8,478,160
		<u>12,516,794</u>	<u>10,241,771</u>

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 37. 其他賬目及預提(續)

(甲) 保險合約之其他負債分析如下：

## 37. OTHER ACCOUNTS AND ACCRUALS (Continued)

(a) Other liabilities under insurance contracts are analysed below:

		2019		
		總額	分保份額	淨額
		Gross	Reinsurers' Share	Net
<b>一般保險</b>	<b>General Insurance</b>			
未可賺取之保費儲備	Unearned premium reserve	405,278	(151,005)	254,273
已呈報之索償	Notified claims	746,423	(457,983)	288,440
需承付但未呈報之索償	Claims incurred but not reported	275,156	(121,248)	153,908
未屆滿風險之儲備	Unexpired risk reserve	–	2,065	2,065
<b>合計</b>	<b>Total</b>	<b>1,426,857</b>	<b>(728,171)</b>	<b>698,686</b>
<b>未可賺取之保費儲備</b>	<b>Unearned premium reserve</b>			
1月1日	At 1 January	353,072	(160,548)	192,524
保費收入	Premiums written	858,845	(319,668)	539,177
已賺取之保費	Premiums earned	(806,639)	329,211	(477,428)
12月31日	At 31 December	405,278	(151,005)	254,273
<b>已呈報及已承付但未呈報之索償， 及未屆滿風險之儲備</b>	<b>Notified and incurred but not reported claims, and unexpired risk reserve</b>			
已呈報之索償	Notified claims	1,179,120	(903,693)	275,427
需承付但未呈報之索償	Claims incurred but not reported	226,066	(89,465)	136,601
未屆滿風險之儲備	Unexpired risk reserve	5,353	2,404	7,757
1月1日	At 1 January	1,410,539	(990,754)	419,785
已支付索償	Claims paid	(664,564)	431,752	(232,812)
已承付索償	Claims incurred	275,604	(18,164)	257,440
12月31日	At 31 December	1,021,579	(577,166)	444,413
已呈報之索償	Notified claims	746,423	(457,983)	288,440
需承付但未呈報之索償	Claims incurred but not reported	275,156	(121,248)	153,908
未屆滿風險之儲備	Unexpired risk reserve	–	2,065	2,065
		<b>1,021,579</b>	<b>(577,166)</b>	<b>444,413</b>



37. 其他賬目及預提(續)

(甲) 保險合約之其他負債分析如下：(續)

37. OTHER ACCOUNTS AND ACCRUALS (Continued)

(a) Other liabilities under insurance contracts are analysed below: (Continued)

		2018		
		總額	分保份額	淨額
		Gross	Reinsurers' Share	Net
一般保險	General Insurance			
未可賺取之保費儲備	Unearned premium reserve	353,072	(160,548)	192,524
已呈報之索償	Notified claims	1,179,120	(903,693)	275,427
需承付但未呈報之索償	Claims incurred but not reported	226,066	(89,465)	136,601
未屆滿風險之儲備	Unexpired risk reserve	5,353	2,404	7,757
合計	Total	1,763,611	(1,151,302)	612,309
未可賺取之保費儲備	Unearned premium reserve			
1月1日	At 1 January	312,141	(166,333)	145,808
保費收入	Premiums written	697,626	(303,298)	394,328
已賺取之保費	Premiums earned	(656,695)	309,083	(347,612)
12月31日	At 31 December	353,072	(160,548)	192,524
已呈報及已承付但未呈報之索償， 及未屆滿風險之儲備	Notified and incurred but not reported claims, and unexpired risk reserve			
已呈報之索償	Notified claims	1,308,708	(1,049,518)	259,190
需承付但未呈報之索償	Claims incurred but not reported	213,588	(102,174)	111,414
未屆滿風險之儲備	Unexpired risk reserve	4,838	(463)	4,375
1月1日	At 1 January	1,527,134	(1,152,155)	374,979
已支付索償	Claims paid	(497,571)	340,797	(156,774)
已承付索償	Claims incurred	380,976	(179,396)	201,580
12月31日	At 31 December	1,410,539	(990,754)	419,785
已呈報之索償	Notified claims	1,179,120	(903,693)	275,427
需承付但未呈報之索償	Claims incurred but not reported	226,066	(89,465)	136,601
未屆滿風險之儲備	Unexpired risk reserve	5,353	2,404	7,757
		1,410,539	(990,754)	419,785

**38. 遞延稅項**

遞延稅項資產及負債的對銷只在具有合法執行權對銷即期稅項資產和即期稅項負債時及遞延稅項與同一稅務機構有關時方可進行。對銷之金額如下：

		2019	2018
遞延稅項資產	Deferred income tax assets	115,597	158,637
遞延稅項負債	Deferred income tax liabilities	(56,298)	(44,702)

遞延稅項資產及負債根據暫時差異之相關類別及回收和支付之預計日期分析如下：

		2019	2018
遞延稅項資產：	Deferred income tax assets:		
— 可在12個月後收回之遞延稅項資產	– Deferred income tax assets to be recovered after more than 12 months	279,623	254,695
遞延稅項負債：	Deferred income tax liabilities:		
— 應在12個月後償還之遞延稅項負債	– Deferred income tax liabilities to be settled after more than 12 months	(220,324)	(140,760)
		59,299	113,935

遞延稅項賬目總變動如下：

The gross movement on the deferred income tax account is as follows:

		2019	2018
1月1日	At 1 January	113,935	(38,297)
初始應用香港財務報告準則第9號之變動	Changes on initial application of HKFRS 9	–	74,501
於收益賬內稅項回撥/(支出)(附註17)	Tax credited/(charged) to the income statement (Note 17)	35,396	(1,972)
於權益賬內稅項(支出)/回撥	Tax (charged)/credited to equity	(87,618)	83,941
匯兌差異及其他調整	Exchange difference and other adjustments	(2,414)	(4,238)
12月31日	At 31 December	59,299	113,935

38. 遞延稅項(續)

遞延稅項資產及負債於本年度之變動，不包括於相同稅法管轄權下對銷之結餘如下：

遞延稅項資產：

38. DEFERRED INCOME TAX (Continued)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets:

		減值 準備及撥備 Impairment allowances and provisions	稅務虧損 Tax losses	投資重估 Investment revaluation	遞延支出 及其他 Deferred expenses and others	合計 Total
2018年1月1日	At 1 January 2018	198,388	76	-	57,366	255,830
於收益賬內回撥/(支出)	Credited/(charged) to the income statement	2,920	(76)	483	(3,148)	179
於權益賬內回撥	Credit to equity	-	-	2,924	-	2,924
匯兌差異	Exchange difference	(2,662)	-	-	(1,576)	(4,238)
2018年12月31日及 2019年1月1日	At 31 December 2018 and 1 January 2019	198,646	-	3,407	52,642	254,695
重新分類	Reclassification	-	-	(3,407)	-	(3,407)
於收益賬內(支出)/回撥	(Charged)/credited to the income statement	(965)	21,733	-	9,137	29,905
匯兌差異及其他調整	Exchange difference and other adjustments	(862)	-	-	(708)	(1,570)
2019年12月31日	At 31 December 2019	196,819	21,733	-	61,071	279,623

## 38. 遞延稅項(續)

## 遞延稅項負債：

		撥備 Provisions	加速稅務折舊 Accelerated tax depreciation	投資物業重估 Investment properties revaluation	投資重估 Investment revaluation	合計 Total
2018年1月1日	At 1 January 2018	12,776	96,887	23,355	86,608	219,626
於收益賬內支出/(回撥)	Charged/(credited) to the income statement	1,860	1,343	833	(1,885)	2,151
於權益賬內回撥	Credited to equity	-	-	-	(81,017)	(81,017)
2018年12月31日及 2019年1月1日	At 31 December 2018 and 1 January 2019	14,636	98,230	24,188	3,706	140,760
重新分類	Reclassification	-	-	-	(3,407)	(3,407)
於收益賬內支出/(回撥)	Charged/(credited) to the income statement	207	(5,663)	(35)	-	(5,491)
於權益賬內支出	Charged to equity	-	-	-	87,618	87,618
匯兌差異及其他調整	Exchange difference and other adjustments	-	-	-	844	844
2019年12月31日	At 31 December 2019	14,843	92,567	24,153	88,761	220,324

下述乃年內於權益賬內(支出)/回撥之遞延稅項：

The deferred income tax (charged)/credited to equity during the year is as follows:

		2019	2018
於股東權益之公平值儲備：	Fair value reserves in shareholders' equity:		
— 以公平值計量且其變動計入其他全面收益的金融資產	— financial assets at fair value through other comprehensive income	(87,618)	83,941

39. 或然負債及承擔

(甲) 資本承擔

於12月31日在賬目內仍未提撥準備有關項目及購入固定資產之資本承擔如下：

		2019	2018
已簽約但未提撥準備之開支	Expenditure contracted but not provided for	147,096	89,469

(乙) 信貸承擔

本集團資產負債表外承擔授信予客戶之金融工具合約金額及其信貸風險加權數額如下：

		合約金額 Contract amount	
		2019	2018
直接信貸代替品	Direct credit substitutes	563,882	604,991
與交易相關之或然項目	Transaction-related contingencies	527,442	507,169
與貿易相關之或然項目	Trade-related contingencies	967,813	966,996
可無條件取消而不須預先通知之承擔	Commitments that are unconditionally cancellable without prior notice	74,428,118	71,049,928
其他承擔，其原本期限為：	Other commitments with an original maturity of:		
— 少於1年	– under 1 year	3,999,906	3,093,217
— 1年及以上	– 1 year and over	758,023	621,803
		81,245,184	76,844,104
		信貸風險加權數額 Credit risk weighted amount	
		2019	2018
或然負債及承擔	Contingent liabilities and commitments	1,794,624	1,548,583

39. CONTINGENT LIABILITIES AND COMMITMENTS

(a) Capital commitments

Capital expenditure in respect of projects and acquisition of fixed assets as at 31 December but not yet incurred is as follows:

		2019	2018
Expenditure contracted but not provided for		147,096	89,469

(b) Credit commitments

The contract and credit risk weighted amounts of the Group's off-balance sheet financial instruments that commit it to extend credit to customers are as follows:

		合約金額 Contract amount	
		2019	2018
Direct credit substitutes		563,882	604,991
Transaction-related contingencies		527,442	507,169
Trade-related contingencies		967,813	966,996
Commitments that are unconditionally cancellable without prior notice		74,428,118	71,049,928
Other commitments with an original maturity of:			
– under 1 year		3,999,906	3,093,217
– 1 year and over		758,023	621,803
		81,245,184	76,844,104
		信貸風險加權數額 Credit risk weighted amount	
		2019	2018
Contingent liabilities and commitments		1,794,624	1,548,583

## 39. 或然負債及承擔(續)

## (丙) 已作抵押之資產

下述乃用於本集團在外匯基金債務證券的買賣及市場莊家活動而抵押給香港金管局之外匯基金債務證券：

		2019	2018
抵押給香港金管局的資產：	Assets pledged with HKMA:		
持作買賣用途的證券	Trading securities	2,635,000	3,718,420
以公平值計量且其變動計入 其他全面收益的金融資產	Financial assets at fair value through other comprehensive income	1,279,155	1,416,143
		<u>3,914,155</u>	<u>5,134,563</u>
相關負債：	Associated liabilities:		
持作買賣用途的負債	Trading liabilities	5,516,558	5,758,954

下述乃已按回購協議抵押予非關連金融機構之非政府債券及其相關負債之賬面值：

Exchange Fund debts pledged with the HKMA to facilitate the Group's trading and market-making activities in Exchange Fund debts are as follows:

		2019	2018
回購協議下之抵押資產：	Assets pledged under repurchase agreements:		
持作買賣用途的證券	Trading securities	65,451	500,000
以公平值計量且其變動計入 其他全面收益的金融資產	Financial assets at fair value through other comprehensive income	620,552	1,676,716
以攤餘成本列賬的金融資產	Financial assets at amortised cost	-	469,964
		<u>686,003</u>	<u>2,646,680</u>
相關負債：	Associated liabilities:		
銀行存款	Deposits from banks	371,153	1,995,696
其他賬目及預提	Other accounts and accruals	300,000	500,000
		<u>671,153</u>	<u>2,495,696</u>

回購協議下之證券及相關負債的賬面值與其公平值相若。

The carrying amounts of the non-government bonds pledged with unrelated financial institutions under repurchase agreements and the associated liabilities are as follows:

		2019	2018
回購協議下之證券及相關負債的賬面值與其公平值相若。			
於回購協議期內，本集團不能使用、出售或抵押以上證券，亦面對轉移之證券的發行人的信貸風險。			

於回購協議期內，本集團不能使用、出售或抵押以上證券，亦面對轉移之證券的發行人的信貸風險。

The carrying amounts of the securities under repurchase agreements and the associated liabilities are approximately their fair values.

The Group cannot use, sell or pledge the above securities for the duration of the repurchase agreements and is exposed to the credit risk of the issuers of the transferred securities.

39. 或然負債及承擔(續)

(丁) 經營租賃承擔

如本集團之公司為出租人，按不可取消物業經營租賃而於未來應收之最低租賃付款總額如下：

		2019	2018
1年內	Within 1 year	29,202	33,468
1至2年	Between 1 and 2 years	4,108	26,493
2至3年	Between 2 and 3 years	201	4,448
3至4年	Between 3 and 4 years	2,426	–
4至5年	Between 4 and 5 years	508	–
		<b>36,445</b>	<b>64,409</b>

此外，本集團作為承租人，已於2019年12月31日簽訂若干仍未開始之租賃。按該等租賃而應支付之租賃付款總額合計為427,690,000港元。

於2018年12月31日，本集團作為根據香港會計準則第17號分類為經營租賃之若干物業之承租人。按該等不可取消之經營租賃而於未來須支付之最低租賃付款總額為1,287,040,000港元。

本集團已使用經修改追溯之方式初始應用香港財務報告準則第16號。根據該方式，本集團調整於2019年1月1日之年初餘額以確認有關該等租賃之租賃負債(附註2.1(甲)(1))。自2019年1月1日起，未來租賃付款根據載於附註2.21之政策於財務狀況表內包括在「其他賬目及預提」項下確認為租賃負債，有關本集團之未來租賃付款之詳情於附註3.4.2內披露。

39. CONTINGENT LIABILITIES AND COMMITMENTS

(Continued)

(d) Operating lease commitments

Where a Group company is the lessor, the future minimum lease payments receivable under non-cancellable building operating leases are as follows:

		2019	2018
Within 1 year	Within 1 year	29,202	33,468
Between 1 and 2 years	Between 1 and 2 years	4,108	26,493
Between 2 and 3 years	Between 2 and 3 years	201	4,448
Between 3 and 4 years	Between 3 and 4 years	2,426	–
Between 4 and 5 years	Between 4 and 5 years	508	–
		<b>36,445</b>	<b>64,409</b>

In addition, the Group has, as a lessee, entered into a number of leases as at 31 December 2019 that have not yet commenced. The aggregate lease payments payable under these leases amount to HK\$427,690,000.

As at 31 December 2018, the Group was the lessee in respect of a number of properties which were classified as operating leases under HKAS 17. The future minimum lease payments payable under those operating leases which were non-cancellable were HK\$1,287,040,000.

The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to these leases (Note 2.1(a)(1)). From 1 January 2019 onwards, future lease payments are recognised as lease liabilities included in other accounts and accruals in the statement of financial position in accordance with the policies set out in Note 2.21, and the details regarding the Group's future lease payments are disclosed in Note 3.4.2.

## 40. 股本

普通股， 已發行及繳足股本	Ordinary Shares, issued and fully paid:	2019		2018	
		股數 Number of shares	股本 Share capital	股數 Number of shares	股本 Share capital
1月1日	At 1 January	335,075,100	4,248,559	335,075,100	4,248,559
回購後取消之股本	Shares cancelled after repurchase	(15,500,000)	—	—	—
12月31日	At 31 December	319,575,100	4,248,559	335,075,100	4,248,559

於2019年3月28日，本公司完成場外回購後購回15,500,000股已發行股份。該等股份已於2019年3月29日註銷。

遵照本公司於2005年4月28日採納的認股權計劃（「該認股權計劃」），自該認股權計劃實行以來，70份（2018年：70份）認股權以認購4,154,723股（2018年：4,154,723股）本公司股份，已授予本集團的部份董事及高級行政人員。自該計劃成立後至2019年12月31日止，40份（2018年：40份）認股權以認購2,955,195股（2018年：2,955,195股）本公司股份已失效或到期。

本年內由董事及高級行政人員根據認股權計劃持有之認股權中本公司股份數目變動如下：

## 40. SHARE CAPITAL

On 28 March 2019, the Company bought back its 15,500,000 issued shares after completion of an off-market share buy-back. Such shares were cancelled on 29 March 2019.

Pursuant to the Company's Share Option Scheme (the "Scheme") adopted on 28 April 2005, 70 (2018: 70) options to subscribe for 4,154,723 shares (2018: 4,154,723 shares) of the Company had been granted to certain directors and senior executives of the Group since the inception of the Scheme. Up to 31 December 2019 and since the incorporation of the Scheme, 40 (2018: 40) options to subscribe for 2,955,195 shares (2018: 2,955,195 shares) of the Company have lapsed or expired.

Movements in the number of the Company's shares in the share options under the Scheme held by directors and senior executives during the year are as follows:

		認股權中股份數目 Number of shares in the options	
		2019	2018
1月1日	At 1 January	—	62,584
於年內取消	Cancelled during the year	—	(62,584)
12月31日	At 31 December	—	—



41. 儲備

41. RESERVES

		行產重估 儲備	投資重估 儲備	匯兌儲備	資本儲備	一般儲備	以股份為基 礎報酬之儲備	保留盈利 (註)	合計
		Premises Revaluation Reserve	Investment Revaluation Reserve	Exchange Reserve	Capital Reserve	General Reserve	Reserve for Share-based Compensation	Retained Earnings (Note)	Total
2019年1月1日	At 1 January 2019	606,238	(169,124)	(156,373)	6,495	484,289	1,654	20,413,669	21,186,848
初始應用香港財務報告準則 第16號之變動	Change on initial application of HKFRS 16	-	-	-	-	-	-	(7,305)	(7,305)
經重列之2019年1月1日結餘	Restated balance at 1 January 2019	606,238	(169,124)	(156,373)	6,495	484,289	1,654	20,406,364	21,179,543
公平值收益於終止確認已出售的 以公平值計量且其變動計入 其他全面收益的債務工具時 變現及轉移至收益賬	Fair value loss realised and transferred to income statement upon disposal of debt instruments at fair value through other comprehensive income upon derecognition	-	18	-	-	-	-	-	18
於終止確認時，重新分類以 公平值計量且其變動計入 其他全面收益的權益性工具 扣除稅項後之公平值變動 淨額，除稅後	Reclassification of net change in fair value of equity instruments at fair value through other comprehensive income upon derecognition, net of tax	-	(59,913)	-	-	-	-	59,913	-
透過股權安排下於一間 附屬公司購入額外淨資產	Additional net assets in a subsidiary acquired via share option arrangement	-	-	-	(177)	-	-	-	(177)
以公平值計量且其變動計入 其他全面收益的債務工具之 公平值變動淨額	Net change in fair value of debt instruments at fair value through other comprehensive income	-	296,511	-	-	-	-	-	296,511
以公平值計量且其變動計入 其他全面收益的權益性工具之 公平值變動淨額	Net change in fair value of equity instruments at fair value through other comprehensive income	-	615,479	-	-	-	-	-	615,479
投資重估儲備變動之遞延稅項	Deferred income tax on movements in investment revaluation reserve	-	(73,813)	-	-	-	-	-	(73,813)
以公平值計量且其變動計入 其他全面收益的債務工具之 預期信貸虧損準備變動淨額	Net change in allowance for expected credit losses of debt instruments at fair value through other comprehensive income	-	3,285	-	-	-	-	-	3,285
源自派發額外權益性工具 款項之儲備	Reserves arising from distribution payment of additional equity instruments	-	-	-	-	-	-	10,683	10,683
換算海外機構財務報表的 匯兌差異	Exchange differences arising on translation of the financial statements of foreign entities	-	-	(118,948)	-	-	-	-	(118,948)
回購普通股股份	Repurchase of ordinary shares	-	-	-	-	-	-	(591,635)	(591,635)
以股權支付以股份作為基礎 報酬之儲備	Provision for equity-settled share-based compensation	-	-	-	-	-	886	-	886
年度溢利	Profit for the year	-	-	-	-	-	-	1,707,809	1,707,809
2018年末期股息	2018 final dividend	-	-	-	-	-	-	(348,336)	(348,336)
2019年中期股息	2019 interim dividend	-	-	-	-	-	-	(124,634)	(124,634)
2019年12月31日	At 31 December 2019	606,238	612,443	(275,321)	6,318	484,289	2,540	21,120,164	22,556,671

## 41. 儲備(續)

## 41. RESERVES (Continued)

	截至12月31日止年度 Year ended 31 December	
	2019	2018
包括於保留盈利內之擬派末期股息/ 已派末期股息(附註18)	345,141	348,336

註：

Note:

(a) 根據本公司於2019年3月15日舉行之股東特別大會上通過之決議，本公司於2019年3月28日完成與三菱UFJ銀行簽訂之契約，從後者回購15,500,000股本公司股份。該股份回購於同日完成，代價591,635,000港元從本公司之保留盈利支付。

(a) In accordance with the resolution passed at the extraordinary general meeting of the Company held on 15 March 2019, the Company concluded the contract with MUFG Bank, Ltd. on 28 March 2019 to repurchase 15,500,000 shares of the Company from the latter. The share buy-back was completed on the same date at a consideration of HK\$591,635,000 which was paid out from the retained earnings of the Company.

(b) 大新銀行為香港註冊銀行須以監管儲備形式維持除香港財務報告準則所需以外之最低減值撥備。維持該監管儲備(儲備計及澳門商業銀行及大新銀行(中國)乃為符合香港銀行業條例及以審慎監管為目的之本地監管規定。該監管儲備規限可派發予股東之儲備金額。監管儲備之變動須與香港金管局進行諮詢，並直接於權益儲備內調撥。

(b) DSB as a locally incorporated bank in Hong Kong is required to maintain minimum impairment provisions in excess of those required under HKFRS in the form of regulatory reserve. The regulatory reserve, which also covers BCM and DSB China, is maintained to satisfy the provisions of the Hong Kong Banking Ordinance and local regulatory requirements for prudential supervision purposes. The regulatory reserve restricts the amount of reserves which can be distributed to shareholders. Movements in the regulatory reserve are made directly through equity reserve and in consultation with the HKMA.

於2019年12月31日，大新銀行已指定1,127,403,000港元(2018年：1,195,194,000港元)之金額作為監管儲備先抵銷其綜合一般儲備，餘額再從其綜合保留盈利中指定。

As at 31 December 2019, DSB has earmarked a regulatory reserve of HK\$1,127,403,000 (2018: HK\$1,195,194,000) first against its consolidated general reserve; and for any excess amount, the balance is earmarked against its consolidated retained earnings.

41. 儲備(續)

41. RESERVES (Continued)

		行產重估 儲備 Premises Revaluation Reserve	投資重估 儲備 Investment Revaluation Reserve	匯兌儲備 Exchange Reserve	資本儲備 Capital Reserve	一般儲備 General Reserve	以股份為基 礎報酬之儲備 Reserve for Share-based Compensation	保留盈利 (註) Retained Earnings (Note)	合計 Total
2018年1月1日	At 1 January 2018	249,454	247,464	71,612	16,810	484,289	4,121	19,739,773	20,813,523
初始應用香港財務報告準則 第9號之變動	Change on initial application of HKFRS 9	-	29,850	-	-	-	-	(276,951)	(247,101)
初始應用香港財務報告準則 第9號於應佔聯營公司之影響	Impact of initial application of HKFRS 9 on share of an associate	-	18,950	-	-	-	-	(211,813)	(192,863)
經重列之2018年1月1日結餘	Restated balance at 1 January 2018	249,454	296,264	71,612	16,810	484,289	4,121	19,251,009	20,373,559
公平值收益於終止確認已出售的 以公平值計量且其變動計入 其他全面收益的債務工具時 變現及轉移至收益賬	Fair value gain realised and transferred to income statement upon disposal of debt instruments at fair value through other comprehensive income upon derecognition	-	(1,247)	-	-	-	-	-	(1,247)
於終止確認時，重新分類以 公平值計量且其變動計入 其他全面收益的權益性工具 扣除稅項後之公平值變動 淨額，除稅後	Reclassification of net change in fair value of equity instruments at fair value through other comprehensive income upon derecognition, net of tax	-	9,887	-	-	-	-	(9,887)	-
透過股權安排下於一間 附屬公司購入額外淨資產	Additional net assets in a subsidiary acquired via share option arrangement	-	-	-	(10,315)	-	(4,736)	-	(15,051)
以公平值計量且其變動計入 其他全面收益的債務工具之 公平值變動淨額	Net change in fair value of debt instruments at fair value through other comprehensive income	-	(309,726)	-	-	-	-	-	(309,726)
以公平值計量且其變動計入 其他全面收益的權益性工具之 公平值變動淨額	Net change in fair value of equity instruments at fair value through other comprehensive income	-	(228,006)	-	-	-	-	-	(228,006)
投資重估儲備變動之遞延稅項	Deferred income tax on movements in investment revaluation reserve	-	65,089	-	-	-	-	-	65,089
以公平值計量且其變動計入 其他全面收益的債務工具之 預期信貸虧損準備變動淨額	Net change in allowance for expected credit losses of debt instruments at fair value through other comprehensive income	-	(1,385)	-	-	-	-	-	(1,385)
源自派發額外權益性工具 款項之儲備	Reserves arising from distribution payment of additional equity instruments	-	-	-	-	-	-	9,983	9,983
換算海外機構財務報表的 匯兌差異	Exchange differences arising on translation of the financial statements of foreign entities	-	-	(227,985)	-	-	-	-	(227,985)
源自重新分類行產為投資 物業之儲備	Reserves arising from reclassification of premises to investment properties	356,784	-	-	-	-	-	(280,161)	76,623
以股權支付以股份作為基礎 報酬之撥備	Provision for equity-settled share-based compensation	-	-	-	-	-	2,269	-	2,269
年度溢利	Profit for the year	-	-	-	-	-	-	1,915,181	1,915,181
2017年末期股息	2017 final dividend	-	-	-	-	-	-	(345,127)	(345,127)
2018年中期股息	2018 interim dividend	-	-	-	-	-	-	(127,329)	(127,329)
2018年12月31日	At 31 December 2018	606,238	(169,124)	(156,373)	6,495	484,289	1,654	20,413,669	21,186,848

## 42. 綜合現金流量結算表附註

(甲) 扣除若干投資及固定資產之收益及虧損前之營運溢利與經營活動現金流入／(所用)淨額對賬表

## 42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of operating profit before gains and losses on certain investments and fixed assets to net cash from/(used in) operating activities

	2019	2018
扣除若干投資及固定資產之收益及虧損前之營運溢利	2,263,886	2,860,487
淨利息收入	(4,125,044)	(4,214,992)
股息收益	(111,857)	(85,023)
信貸減值虧損	356,649	233,048
折舊	373,531	177,630
減除回收後之貸款撇銷淨額	(246,840)	(269,311)
以股權支付以股份作為基礎報酬之撥備	1,405	1,421
已收利息	7,358,847	6,632,302
已付利息	(2,799,752)	(1,832,187)
已收股息	215,601	172,269
營運資產及負債變動前之營運溢利	3,286,426	3,675,644
營運資產及負債之變動：		
— 現金及在銀行的結餘及原到期日超過3個月之通知及短期存款	2,501,692	(1,116,052)
— 原到期日超過3個月之在銀行的存款	5,966,512	804,651
— 持作買賣用途的證券	839,715	534,394
— 衍生金融工具	768,868	(38,587)
— 以公平值計量且其變動計入損益的金融資產	998,839	(617,161)
— 貿易票據	1,283,399	(611,861)
— 客戶貸款	(8,318,775)	(9,366,103)
— 其他應收賬目	(1,111,619)	474,319
— 以公平值計量且其變動計入其他全面收益的金融資產	2,130,487	(10,967,885)
— 以攤餘成本列賬的金融資產	(6,465,943)	1,738,456
— 銀行存款	(1,332,487)	1,520,165
— 持作買賣用途的負債	(242,396)	(2,909,554)
— 客戶存款	9,705,536	11,328,041
— 發行存款證	213,043	(25,854)
— 其他應付賬目及預提	1,791,724	1,036,874
匯兌調整	53,424	128,167
由經營活動流入／(所用)的現金	12,068,445	(4,412,346)
支付已發行的存款證之利息	(134,799)	(161,091)
已繳香港利得稅	(460,124)	(261,288)
已繳海外稅款	(31,436)	(34,637)
經營活動流入／(所用)現金淨額	11,442,086	(4,869,362)

42. 綜合現金流量結算表附註(續)

(乙) 在現金流量結算表內，現金及等同現金項目包括按購置日計算3個月或以下到期之下列結餘，及其價值變化無重大風險且可隨時轉換至確定現金數額之存款。

42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) For the purposes of the cash flow statement, cash and cash equivalents comprise the following balances with maturity of three months or less from the date of acquisition, deposits that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

		2019	2018
現金及在銀行的結餘	Cash and balances with banks	2,344,638	2,354,933
原到期日在3個月或以下之通知及短期存款	Money at call and short notice with an original maturity within three months	14,544,407	10,822,652
原到期日在3個月或以下之在銀行的存款	Placements with banks with an original maturity within three months	3,072,664	1,203,268
包括在持作買賣用途證券之國庫票據	Treasury bills included in trading securities	1,606,484	–
包括在以公平值計量且其變動計入其他全面收益的金融資產之國庫票據	Treasury bills included in financial assets at fair value through other comprehensive income	4,496,472	2,098,522
		<u>26,064,665</u>	<u>16,479,375</u>

按監管要求存於中央銀行的結餘415,522,000港元(2018年：405,667,000港元)已從「現金及等同現金項目」賬項下剔除及包含在「現金及在銀行的結餘」賬項下。

Included in cash and balances with banks, HK\$415,522,000 (2018: HK\$405,667,000) were balances with central banks for prudential purposes and have been excluded from cash and cash equivalents.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 42. 綜合現金流量結算表附註(續)

## (丙) 源自融資活動之負債之對賬表

下表詳述本集團源自融資活動之負債變動，包括現金及非現金之變動。源自融資活動之負債，指其現金流已或未來現金流將會在本集團綜合現金流量結算表內分類為融資活動現金流之負債。

## 42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

## (c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		租賃負債 Lease liabilities	後償債務 Subordinated notes	應付利息 Interest payable	源自融資活動 之負債總額 Total liabilities from financing activities
於2018年1月1日	As at 1 January 2018	-	5,487,366	91,416	5,578,782
融資現金流之變動： 支付已發行後償債務及 債務證券之利息	Changes from financing cash flows: Interest paid on subordinated notes and debt securities issued	-	-	(293,730)	(293,730)
融資現金流之變動總額	Total changes from financing cash flows	-	-	(293,730)	(293,730)
其他變動： 已發行後償債務及 債務證券之應計利息	Other changes: Interest accrued on subordinated notes and debt securities issued	-	-	293,929	293,929
匯兌差異	Exchange difference	-	11,900	-	11,900
公平值變動	Fair value change	-	(50,184)	-	(50,184)
其他變動總額	Total other changes	-	(38,284)	293,929	255,645
於2018年12月31日	As at 31 December 2018	-	5,449,082	91,615	5,540,697
初始應用香港財務報告準則 第16號之影響	Impact on initial application of HKFRS16	538,196	-	-	538,196
按香港財務報告準則第16號於 2019年1月1日經重列之年初結餘	Restated opening balance under HKFRS16 as at 1 January 2019	538,196	5,449,082	91,615	6,078,893
融資現金流之變動： 支付已發行後償債務及 債務證券之利息	Changes from financing cash flows: Interest paid on subordinated notes and debt securities issued	-	-	(291,958)	(291,958)
發行後償債務	Issue of subordinated notes	-	1,753,426	-	1,753,426
償還後償債務	Repayment of subordinated notes	-	(1,765,339)	-	(1,765,339)
償還租賃負債	Repayment of lease liabilities	(191,513)	-	-	(191,513)
融資現金流之變動總額	Total changes from financing cash flows	(191,513)	(11,913)	(291,958)	(495,384)
其他變動： 已發行後償債務及 債務證券之應計利息	Other changes: Interest accrued on subordinated notes and debt securities issued	-	-	292,999	292,999
新增租賃負債	Additions to lease liabilities	75,903	-	-	75,903
匯兌差異	Exchange difference	(1,413)	(33,739)	-	(35,152)
租賃負債之利息支出	Interest expense on lease liabilities	13,508	-	-	13,508
公平值變動	Fair value change	-	106,751	-	106,751
其他變動總額	Total other changes	87,998	73,012	292,999	454,009
於2019年12月31日	As at 31 December 2019	434,681	5,510,181	92,656	6,037,518

#### 43. 貸款予董事

根據香港公司條例(第622G章)第17節(披露董事利益資料)，有關貸款予董事截至2019年及2018年12月31日止年度之披露詳情，如下呈列。

		2019	2018
於12月31日之有關交易未償還總額	Aggregate amount of relevant transactions outstanding at 31 December		
– 貸款及墊款	– Loans and advances	<u>21,725</u>	<u>22,778</u>
年內有關交易之最高總結欠	Maximum aggregate amount of relevant transactions during the year		
– 貸款及墊款	– Loans and advances	<u>23,035</u>	<u>23,938</u>

於2019年及2018年上述之所有有關交易由一間附屬公司簽訂，並無由本公司簽訂。

#### 43. LOANS TO DIRECTORS

Particulars of loans to directors disclosed pursuant to section 17 of the Hong Kong Companies Ordinance (Cap.622G) (Disclosure of Information about Benefits of Directors) for the year ended 31 December 2019 and 2018 are shown as below.

The above relevant transactions in 2019 and 2018 were all transacted by a subsidiary and nil by the Company.

#### 44. 有關連人士之交易

有關連人士為該等人士有能力直接或間接控制另一方，或對另一方在作出財務及營運決策方面行使重大影響力。倘若其他不同人士受到共同控制或共同重大影響時，彼等人士亦被視為有關連人士。

於2019年及2018年，本集團於正常業務中曾與有關連人士進行銀行業務交易。本公司獨立非執行董事在檢閱本集團之財務報表時，已對該等如下列註(甲)敘述及屬於持續有關連之交易進行審閱。該等董事根據其檢閱及根據向管理層之詢問，認為全部持續有關連之交易乃根據本集團之正常業務、有關協議、一般商業條款及慣例，按公平且合理及符合本公司股東整體利益進行。

#### 44. RELATED-PARTY TRANSACTIONS

Related parties are those parties, which have the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

During 2019 and 2018, a number of banking continuing connected transactions were entered into with related parties in the normal course of business of the Group. These, as described in Note (a) below and being continuing connected transactions, had been reviewed by the Company's independent non-executive directors in their review of the financial statements of the Group. Based on their review and enquiry with management, the Company's independent non-executive directors were satisfied that all of the continuing connected transactions were conducted in the ordinary and usual course of business of the Group, on normal commercial terms, and in accordance with relevant agreements on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

**44. 有關連人士之交易(續)**

與有關連人士之重大交易詳情如下：

**(甲) 與附屬公司的交易**

本公司及本集團全資或接近全資附屬公司於年內與非全資附屬公司大新銀行集團成員公司(統稱「大新銀行集團」)簽訂之持續關連交易(定義見香港交易所證券上市規則(「上市規則」)第14A.31段)收到及產生下列之收入及支出。該等交易之總值未超逾或符合根據上市規則第14A.53段及14A.54段，適用於本集團之年度上限。本公司已遵守上市規則第14A章的披露規定。

**44. RELATED-PARTY TRANSACTIONS (Continued)**

Details of the significant related party transactions are as follows:

**(a) Transactions with subsidiaries**

The Company and its wholly-owned/substantially-owned subsidiaries within the Group received and incurred the following income and expense from the continuing connected transactions (within the definition of Rule 14A.31 of the Rules Governing the Listing of Securities on the SEHK (the “Listing Rules”) entered into with the non-wholly-owned subsidiaries which are members of the Dah Sing Banking Group (collectively the “DSBG Group”) during the year. The aggregate values of these transactions are within or consistent with the respective annual caps applicable to the Group pursuant to Rules 14A.53 and 14A.54 of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

		2019	2018
已收利息(註(i))	Interest received (Note (i))	6,520	5,605
已付銀行手續費(註(i))	Bank charges paid (Note (i))	(1,791)	(1,403)
已付租金及相關大廈管理費及開支(註(ii))	Rentals and related building management fee and charges paid (Note (ii))	(4,739)	(4,487)
已收租金及相關大廈管理費及開支(註(iii))	Rentals and related building management fee and charges received (Note (iii))	4,139	8,431
已付管理費(註(iv))	Management fees paid (Note (iv))	(14,205)	(12,684)
已付保險佣金及轉介費(註(v))	Insurance commission and referral fees paid (Note (v))	(27,288)	(24,174)
已收保險保費(註(vi))	Insurance premiums received (Note (vi))	8,172	8,736



44. 有關連人士之交易(續)

(甲) 與附屬公司的交易(續)

註：

- (i) 大新銀行集團為大新金融集團旗下公司提供之銀行安排

大新銀行集團向本公司及非大新銀行集團附屬公司之同系附屬公司(統稱「大新金融集團」)提供基本銀行服務，包括支票結算、自動轉賬、支票及銀行存款賬戶、信用卡商戶設施、聯營信用卡及投資買賣。

有關支票結算、自動轉賬、支票及存款賬戶之銀行服務，乃按照標準開戶及其他表格以提供予大新銀行集團其他客戶之相同方式提供予大新金融集團。信用卡商戶設施及聯營信用卡安排乃根據正常商業合約並且按市場標準提供。信用卡商戶設施之標準市場慣例並無固定年期，惟銀行可以書面通知予以終止。大新銀行集團與大新金融集團之聯營信用卡安排，於生效首兩年後，可由任何一方給予不少於6個月書面通知予以終止。所有該等銀行服務就其性質一般不會按照固定年期提供。因此，大新銀行集團與大新金融集團間之銀行安排，乃按非固定年期提供。

由大新銀行集團之銀行附屬公司向大新金融集團旗下公司提供之銀行服務，為大新銀行集團向其他客戶提供之一般銀行服務及安排，且按照正常商業條款進行。大新銀行集團向大新金融集團提供該等銀行服務，令大新銀行集團可賺取與該等銀行服務性質及類型一致之合理收入。

大新銀行集團之銀行附屬公司於一般及慣常業務過程中向其客戶提供商業銀行服務及產品。該等服務及產品包括吸納存款(包括定活期存款及通知存款)。於大新銀行集團之銀行附屬公司存放存款之客戶包括大新金融集團成員公司。就上市規則而言，大新金融集團成員公司存放存款構成上市規則第14A章所界定之持續關連交易。

董事確認大新金融集團成員公司存放於大新銀行集團之銀行附屬公司之存款乃按市場水平計息，並符合與提供予獨立第三方之條款相若或不優於該等條款之正常商業條款，且並無就該等財務資助以大新銀行集團資產作抵押。有鑒於此，該等持續關連交易獲豁免遵守上市規則第14A.90條之申報、披露及獨立股東批准之規定。

44. RELATED-PARTY TRANSACTIONS (Continued)

(a) Transactions with subsidiaries (Continued)

Note:

- (i) Banking arrangements provided by the DSBG Group for companies within the DSFH Group

The DSBG Group provide standard banking services to members of the Company and fellow subsidiaries not being subsidiaries of the DSBG Group (collectively the “DSFH Group”) including cheque clearing, autopay, cheque and deposit bank accounts, credit card merchant facilities, co-branded credit cards and investment dealing.

The banking services in respect of cheque clearing, autopay, cheque and deposit accounts are provided to the DSFH Group in the same way as they are provided to other customers of DSBG Group under standard account opening and other forms. The credit card merchant facilities and co-brand credit card arrangements are provided under normal commercial contracts and are at market standard. The standard market practice for credit card merchant facilities is not to provide for a fixed term, but allow for termination at the option of the bank by giving written notice. The co-brand credit card arrangements between DSBG Group and the DSFH Group can be terminated after the first two years by either party giving not less than six months’ notice in writing. All such banking services, by their nature, are not normally provided for a fixed term. Accordingly, the banking arrangement between DSBG Group and the DSFH Group are not for a fixed term.

The banking services provided by DSBG’s banking subsidiaries to the companies within the DSFH Group are banking services and arrangements normally provided by DSBG Group to its other customers and are conducted on normal commercial terms. The provision of such banking services by DSBG Group to the DSFH Group enables DSBG Group to earn reasonable income consistent with the nature and types of the banking services.

The banking subsidiaries of DSBG Group provide commercial banking services and products to their customers in the ordinary and usual course of their businesses. Such services and products include the taking of deposits (including fixed and floating term deposits and deposits at call). Customers who place deposits with the banking subsidiaries of DSBG Group include members of the DSFH Group. For purposes of the Listing Rules, the placing of deposits provided by members of the DSFH Group constitute continuing connected transactions within the meaning of Chapter 14A of the Listing Rules.

The Directors confirm that the deposits placed by members of the DSFH Group at the banking subsidiaries of DSBG Group are at market rates and on normal commercial terms that are comparable or no more favourable than those offered to independent third parties and that no security over the assets of DSBG Group is granted in respect of such financial assistance. On that basis, such continuing connected transactions are exempt from complying with the reporting, disclosure and independent shareholders’ approval requirements pursuant to Rule 14A.90 of the Listing Rules.

## NOTES TO THE FINANCIAL STATEMENTS

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 44. 有關連人士之交易(續)

## (甲) 與附屬公司的交易(續)

註：(續)

- (ii) 大新保險(1976)及澳門保險和大新銀行及澳門商業銀行間之物業租賃

大新銀行及澳門商業銀行已租賃若干自置物業予大新金融集團之成員公司，即大新保險(1976)有限公司(「大新保險(1976)」)、澳門保險股份有限公司(「澳門保險」)作其辦公室用途。大新銀行及澳門商業銀行按所產生之實際成本向大新保險(1976)及澳門保險收取租金、空調費、大廈管理費及其他公共設施費用。簽訂之租賃撮要概列於下表。

## 44. RELATED-PARTY TRANSACTIONS (Continued)

## (a) Transactions with subsidiaries (Continued)

Note: (Continued)

- (ii) Lease of properties between DSI (1976) and MIC and DSB and BCM

DSB and BCM have leased certain of their owned properties to members of the DSFH Group, namely, Dah Sing Insurance Company (1976) Limited (“DSI (1976)”) and Macau Insurance Company Limited (“MIC”) as their office premises. DSB and BCM received from DSI (1976) and MIC the lease rentals, and air-conditioning charges, building management charges and other utilities charges based on the actual amount of costs incurred. The following table summarises the leases that have been entered into.

交易日期 Transaction date	訂約方 Contracting parties	租賃條款 Term of lease	租賃之物業 Property subject to lease	每月租金 (不包括管理費 及公共設施費用) Monthly rent (exclusive of management fees and utility charges)
2016年12月30日 30 December 2016	大新銀行租予大新保險(1976) DSB leased to DSI (1976)	2017年1月1日至 2019年12月31日 1 January 2017 to 31 December 2019	港運大廈20樓部份面積，可出租樓面面積為2,573平方呎 A portion of the 20/F., Island Place Tower with a lettable floor area of 2,573 square feet	HK\$115,000
2019年5月27日 27 May 2019	大新銀行租予大新保險(1976) DSB leased to DSI (1976)	2019年5月27日至 2019年12月31日 27 May 2019 to 31 December 2019	港運大廈20樓部份面積，可出租樓面面積為487平方呎 A portion of the 20/F., Island Place Tower with a lettable floor area of 487 square feet	HK\$30,000
2016年12月30日 30 December 2016	澳門商業銀行租予澳門保險 BCM leased to MIC	2017年1月1日至 2019年12月31日 1 January 2017 to 31 December 2019	澳門澳門商業銀行大廈10樓及11樓全層，可出租樓面面積為924平方米 The whole of the 10/F. and 11/F., BCM Building, Macau with a total lettable floor area of 924 square metres	MOP238,960

44. 有關連人士之交易(續)

(甲) 與附屬公司的交易(續)

註：(續)

- (iii) 大新銀行出售物業予瑞宏行後租回及大新銀行向 High Standard 租用物業

如大新銀行集團於2016年12月30日之通告披露，大新銀行於2016年12月28日與該物業當時的擁有者，本公司的一間前附屬公司，大新人壽保險有限公司(「大新人壽」)簽訂回租協議。根據該協議，大新人壽出租香港軒尼詩道482號泰港大廈地下AA舖及地庫A層部分面積(可出租樓面面積為2,340平方呎)予大新銀行。租賃協議為期3年，由2016年12月28日起至2019年12月27日止，每月租金為430,000港元，不包括管理費、政府差餉、電費及空調費。大新銀行將該物業用作銀行分行物業。

由2017年5月26日起該物業的擁有者已由大新人壽變更為瑞宏行有限公司(「瑞宏行」)，而新回租協議項下大新人壽的權利及責任已全部轉移予瑞宏行。因此，瑞宏行已因法律效力成為新回租協議下該物業的業主。

如大新銀行集團於2016年12月30日之通告披露，大新銀行於2016年12月30日與 High Standard Investment Limited(「High Standard」)簽訂租賃協議。根據協議，大新銀行從 High Standard 租用香港北角英皇道510號港運大廈17樓之一部分作為辦公場所，可租用樓面面積約為4,581平方呎，為期三年，由2017年1月1日起至2019年12月31日止，月租200,000港元，不包括管理費、政府差餉、電費及空調費。

44. RELATED-PARTY TRANSACTIONS (Continued)

(a) Transactions with subsidiaries (Continued)

Note: (Continued)

- (iii) Leaseback of property by DSB from FL and lease of property by DSB from HS

As disclosed in the DSBG's announcement dated 30 December 2016, a lease back agreement was entered into by DSB with a former subsidiary of the Company, Dah Sing Life Assurance Company Limited ("DSL"), the then owner of the premises, on 28 December 2016 pursuant to which DSB leased from DSL a portion of Flat A on Basement and Portion AA on Ground Floor of Thai Kong Building, No. 482 Hennessy Road, Hong Kong with a lettable floor area of 2,340 square feet at a monthly rent of HK\$430,000 exclusive of management fees, government rates, electricity service charges and air-conditioning charges for a term of three years commencing on 28 December 2016 and ending on 27 December 2019. The Premises have been used by DSB as bank branch premises.

The owner of the premises has been changed from DSL to Fortune Land Corporation Limited ("FL") with effect from 26 May 2017 and that DSL's rights and obligations under the new leaseback agreement have been fully transferred to FL. Accordingly, FL became the landlord of the Premises under the new leaseback agreement by operation of law.

As disclosed in the DSBG's announcement dated 30 December 2016, a lease agreement was entered into by DSB with High Standard Investment Limited ("HS") on 30 December 2016 pursuant to which DSB has leased from HS a portion of the 17th Floor of Island Place Tower, Island Place, 510 King's Road, North Point, Hong Kong as its office premises with a lettable floor area of approximately 4,581 square feet at a monthly rent of HK\$200,000 exclusive of management fees, government rates, electricity service charges and air-conditioning charges for a term of three years commencing on 1 January 2017 and ending on 31 December 2019.

**44. 有關連人士之交易(續)****(甲) 與附屬公司的交易(續)**

註：(續)

**(iv) 與大新銀行及澳門商業銀行電腦及行政服務協議**

於2016年12月30日，大新銀行(及其附屬公司，包括澳門商業銀行)與本公司訂立電腦及行政服務協議。服務協議之固定年期為三年，自2017年1月1日起生效，至2019年12月31日終止。

根據服務協議，大新銀行已同意向大新金融集團成員公司提供若干電腦及行政服務。該等服務主要包括下列各項(統稱「該等服務」)：

- 電腦服務，包括數據處理、列印及信封印發、系統開發、技術支援、災後復原及合約管理；
- 行政、公司秘書、內部審核、法規、營運、風險管理、投資託管及財資營運；及
- 跟大新金融集團互相借調員工及提供服務。

憑藉大新銀行過往以收回成本基準，利用本身之較龐大資源及功能性專業知識向大新金融集團旗下其他公司提供行政及電腦服務，按收費基準向大新金融集團提供該等服務，可從大新金融集團收回大新銀行集團於提供該等服務時所產生之成本外，也令大新銀行集團可繼續擴充其規模及營運效能。

**44. RELATED-PARTY TRANSACTIONS (Continued)****(a) Transactions with subsidiaries (Continued)**

Note: (Continued)

**(iv) Computer and Administrative Services Agreement with DSB and BCM**

On 30 December 2016, DSB (and its subsidiaries including BCM) entered into a computer and administrative services agreement with the Company. The Services Agreement was for a fixed term of three years with effect from 1 January 2017 and ending on 31 December 2019.

Pursuant to the services agreements, DSB has agreed to provide members of the DSFH Group with certain computer and administrative services. These services principally consist of the following (collectively, the "Services"):

- computer services including data processing, printing and enveloping, system development, technical support, disaster recovery and contract management;
- administrative, company secretarial, internal audit, compliance, operational, risk management, investment custodian and treasury operations; and
- secondment of, and provision of services by, staff to the DSFH Group.

With the stronger pool of resources and functional expertise of DSB which historically has been operating to provide administrative and computer services to other companies within the DSFH Group on a cost-recovery basis, the provision of the Services to the DSFH Group at a fee enables DSBG Group to continue to expand its scale and operational capabilities while costs incurred by DSBG Group in providing the Services are recovered from the DSFH Group.

44. 有關連人士之交易(續)

(甲) 與附屬公司的交易(續)

註：(續)

(v) 分銷及代理協議及其他業務轉介服務

(甲) 與大新銀行及澳門商業銀行簽訂之分銷及代理協議

於2016年12月30日，大新保險(1976)及大新保險代理有限公司(「大新保險代理」)與大新銀行訂立新分銷協議與相關代理協議，透過大新銀行之分行網絡推廣及分銷人壽及一般保險產品，固定年期為三年，自2017年1月1日起生效，至2019年12月31日終止。自2017年1月1日，大新保險代理將不再為大新保險(1976)的香港總代理。因此，大新保險(1976)已直接委聘大新銀行分銷其一般保險產品。然而，大新保險代理仍是香港多家授權保險公司的代理及因此亦與大新銀行簽訂新分銷與相關代理協議，以推廣及分銷該等保險公司的保險產品。

於2016年12月30日，澳門保險與澳門商業銀行訂立新分銷協議與相關代理協議，透過澳門商業銀行之分行網絡推廣及分銷人壽及一般保險產品，固定年期為三年，自2017年1月1日起生效，至2019年12月31日終止。

根據大新保險(1976)與大新銀行訂立之分銷協議(「大新保險(1976)分銷協議」)，大新銀行將會透過其分行及其他分銷網絡，就訂約雙方不時之協定為大新金融集團推廣及分銷一般保險產品。

根據大新保險(1976)分銷協議，大新銀行與大新保險(1976)已就銷售若干一般保險產品訂立代理協議(「大新保險(1976)代理協議」)，換取訂約雙方不時協定之佣金款項。根據大新保險(1976)代理協議之條款，大新保險(1976)就新保單或續保保單向大新銀行應付之佣金最初為每年收取保費的介乎20%至55%之間(須視乎產品類別而定)，但可由訂約雙方不時更改。

44. RELATED-PARTY TRANSACTIONS (Continued)

(a) Transactions with subsidiaries (Continued)

Note: (Continued)

(v) Distribution and Agency Agreements and other business referral services

(a) Distribution and Agency Agreements with DSB and BCM

On 30 December 2016, DSI (1976) and Dah Sing Insurance Agency Limited (“DSIA”) entered into new distribution agreements and underlying agency agreements with DSB for the marketing and distribution of general insurance products through the branch network of DSB for a fixed term of three years with effect from 1 January 2017 and ending on 31 December 2019. With effect from 1 January 2017, DSIA will cease to be the general agent of DSI (1976) in Hong Kong. As such, DSI (1976) has directly engaged DSB to distribute its general insurance products. However, DSIA remains the agent for several authorised insurance companies in Hong Kong and has therefore also entered into new distribution and underlying agency agreements with DSB for the marketing and distribution of insurance products of such insurance companies.

On 30 December 2016, MIC entered into distribution agreements and underlying agency agreements with BCM for the marketing and distribution of general insurance products through BCM’s branch network for a fixed term of three years with effect from 1 January 2017 and ending on 31 December 2019.

Pursuant to the Distribution Agreement entered into by DSI (1976) with DSB (the “DSI (1976) Distribution Agreement”), DSB will market and distribute such general insurance products as agreed between the parties from time to time for the DSFH Group through its branch and other distribution networks.

Pursuant to the DSI (1976) Distribution Agreement, DSB entered into an agency agreement with DSI (1976) (the “DSI (1976) Agency Agreement”) in respect of the sale of certain general insurance products in return for commission payments, as agreed between the parties from time to time. Under the terms of the DSI (1976) Agency Agreement, the commission payable by DSI (1976) to DSB shall, initially, be between 20% and 55% (depending on the product type) of each year’s premium received in respect of a new or renewal policy, but which may vary between the parties from time to time.

## 44. 有關連人士之交易(續)

## (甲) 與附屬公司的交易(續)

註：(續)

## (v) 分銷及代理協議及其他業務轉介服務(續)

## (甲) 與大新銀行及澳門商業銀行簽訂之分銷及代理協議(續)

根據大新保險代理與大新銀行訂立之分銷協議(「大新保險代理分銷協議」)，大新銀行將會透過其分行及其他分銷網絡，就訂約雙方不時之協定推廣及分銷一般保險及人壽保險產品。

根據大新保險代理分銷協議，大新銀行與大新保險代理已就銷售若干保險產品訂立代理協議(「大新保險代理代理協議」)，換取訂約雙方不時協定之佣金款項。根據新訂大新保險代理代理協議之條款，大新保險代理向大新銀行應付之佣金為大新保險代理獲取佣金之50%或訂約雙方不時協定之比率。

根據澳門保險與澳門商業銀行訂立之分銷協議(「澳門保險分銷協議」)，澳門商業銀行將會透過其分行及其他分銷網絡，就訂約雙方不時之協定為澳門保險推廣及分銷一般保險產品。

根據澳門保險分銷協議，澳門商業銀行與澳門保險已就銷售一般保險產品訂立代理協議(「澳門保險代理協議」)，換取訂約雙方不時協定之佣金款項。根據澳門保險代理協議之條款，澳門保險就一般保險產品向澳門商業銀行應付之佣金最初為新保單或續保保單之每年收取保費的介乎10%至50%之間(須視乎產品類別而定)，但可由訂約雙方不時更改。

就大新保險(1976)、大新保險代理及澳門保險分銷協議(統稱「分銷協議」)而言，大新保險(1976)及大新保險代理須各自代大新銀行，而澳門保險須代澳門商業銀行償付或支付之協定開支，包括就銀行職員銷售保險之牌照登記費、銷售獎勵、市場推廣費用及有關履行分銷協議之其他成本及開支。

## 44. RELATED-PARTY TRANSACTIONS (Continued)

## (a) Transactions with subsidiaries (Continued)

Note: (Continued)

## (v) Distribution and Agency Agreements and other business referral services (Continued)

## (a) Distribution and Agency Agreements with DSB and BCM (Continued)

Pursuant to the Distribution Agreement entered into by DSIA with DSB (the “DSIA Distribution Agreement”), DSB markets and distributes such general insurance and life assurance products as agreed between the parties from time to time through its branch and other distribution networks.

Pursuant to the DSIA Distribution Agreements, DSB entered into an agency agreement with DSIA (the “DSIA Agency Agreements”) in respect of the sale of certain insurance products in return for commission payments, as agreed between the parties from time to time. Under the terms of the New DSIA Agency Agreement, the commission payable by DSIA to DSB shall be 50% of the commission earned by DSIA or at such rate as agreed by both parties from time to time.

Pursuant to the Distribution Agreement entered into by MIC with BCM (the “MIC Distribution Agreement”), BCM markets and distributes such general insurance products of MIC as are agreed between the parties from time to time through its branch and other distribution network.

Pursuant to the MIC Distribution Agreement, BCM entered into an agency agreement with MIC (the “MIC Agency Agreement”) in respect of the sale of general insurance products in return for commission payments, as agreed between the parties from time to time. Under the terms of the MIC Agency Agreement, the commission payable by MIC to BCM in respect of general insurance products shall, initially, be between 10% and 50% (depending on the product type) of each year’s premium received in respect of new or renewal policies, but which may vary between the parties from time to time.

In respect of each of the DSI (1976), DSIA and MIC Distribution Agreements (collectively the “Distribution Agreements”), DSI (1976) and DSIA shall each reimburse or pay on behalf of DSB and MIC shall reimburse or pay on behalf of BCM, agreed expenses including the registration fees for licences for the bank staff to sell insurance, sales incentives, marketing expenses and other costs and expenses related to the performance of the Distribution Agreements.

44. 有關連人士之交易(續)

(甲) 與附屬公司的交易(續)

註：(續)

(v) 分銷及代理協議及其他業務轉介服務(續)

(甲) 與大新銀行及澳門商業銀行簽訂之分銷及代理協議(續)

各項分銷協議將按相互非獨家基準進行，固定年期為三年，自2017年1月1日起生效，至2019年12月31日終止。大新保險(1976)、大新保險代理及澳門保險代理協議(統稱「代理協議」)各自將按相互非獨家基準進行，固定年期為三年，自2017年1月1日起生效，至2019年12月31日終止，惟有關尚未清繳續保保費之條文仍然有效，直至悉數收取為止。

上述分銷及代理協議(包括多項分銷協議及代理協議內所載列之佣金收費)合乎香港及澳門市場銀行及保險公司間之一般正常安排，亦可為大新銀行集團銀行附屬公司客戶提供保險產品及服務。透過大新銀行及澳門商業銀行之銀行分行及其他分銷網絡分銷不同類別之保險產品以換取大新金融集團支付之佣金收入將帶來費用收入，對大新銀行集團有利。

(乙) 業務轉介服務

於2016年12月30日，大新銀行集團與本公司訂立合作協議(「業務轉介服務協議」)，固定年期將為三年，自2017年1月1日起生效，至2019年12月31日終止。根據業務轉介服務協議，大新銀行集團將提供及促使本集團成員公司可直接或透過彼等唯一代理(如有)向大新金融集團成員公司提供業務轉介服務以取得大新金融集團成員公司所承保人壽及一般保險單的申請。大新銀行集團任何成員公司並無承擔義務向大新金融集團任何成員公司轉介該等交易之任何最低或最高數目及/或金額。倘有關各方落實轉介交易，提供該業務轉介服務之條款及條件將於必要時化為個別書面協議。

根據合作協議，實際收取之費用收入須基於一般商業條款，或倘若並無充分可予比較交易以判斷是否屬一般商業條款，則基於對大新銀行集團相關成員公司而言不遜於從獨立第三方所獲得之條款。費用收入於每月期末以支票支付。

44. RELATED-PARTY TRANSACTIONS (Continued)

(a) Transactions with subsidiaries (Continued)

Note: (Continued)

(v) Distribution and Agency Agreements and other business referral services (Continued)

(a) Distribution and Agency Agreements with DSB and BCM (Continued)

Each of the Distribution Agreements is on a mutually non-exclusive basis and will be for a three-year fixed term with effect from 1 January 2017 and ending on 31 December 2019. Each of the DSI (1976), DSIA and MIC Agency Agreements (collectively the "Agency Agreements") is on a mutually non-exclusive basis for a three-year fixed term with effect from 1 January 2017 and ending on 31 December 2019, save that the provisions relating to the payment of outstanding renewal premiums shall remain in force until payment is received in full.

The distribution and agency arrangements described above, including the commission rates set out in the various sets of Distribution Agreements and Agency Agreements, are consistent with normal arrangements between banks and insurance companies in the Hong Kong and Macau markets, and will provide DSBG Group with insurance products and services to be offered to the customers of the banking subsidiaries of DSBG Group. The distribution of different types of insurance products through the respective bank branches and other distribution networks of DSB and BCM in return for a commission income to be paid by the DSFH Group will also produce fee income which will be of benefit to DSBG Group.

(b) Business referral services

On 30 December 2016, DSBG entered into a cooperation agreement with the Company (the "Business Referral Services Agreement"), for a fixed term of three years with effect from 1 January 2017 and ending on 31 December 2019. Pursuant to the Business Referral Services Agreement, DSBG shall provide and shall procure members of the Group to, either directly or via their sole agents (if any), provide members of the DSFH Group with business referral services in relation to obtaining applications for life and general insurance policies to be underwritten by members of the DSFH Group. There is no commitment on any member of DSBG Group to refer to member(s) of DSFH Group such transactions of any minimum or maximum number and/or amount. Where concluded between the relevant parties, the terms and conditions for the provision of such business referral services shall be, if required, reduced into individual written agreement(s).

Pursuant to the cooperation agreement, the fee income actually received shall either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are normal commercial terms, on terms no less favourable to relevant member(s) of DSBG Group than terms available from independent third parties. The fee income is payable by cheque(s) monthly in arrears.

**44. 有關連人士之交易(續)****(甲) 與附屬公司的交易(續)**

註：(續)

**(vi) 大新保險(1976)及澳門保險所提供之保險服務**

於2016年12月30日，大新銀行集團與本公司訂立一項合作協議，據此，大新金融集團成員公司向大新銀行及大新銀行集團之其他成員公司提供保險服務(「合作協議」)。該合作協議於2017年1月1日起至2019年12月31日止(包括首尾兩日)生效，固定年期為三年。合作協議將於期限屆滿時終止。

大新保險(1976)及澳門保險以大新銀行集團成員公司及彼等各自之客戶名義作為受益人承保一般保單。

大新保險(1976)以大新銀行集團其他成員公司及彼等各自之客戶名義作為受益人承保之一般保單包括家用汽車、財產全保、公眾責任、金錢、電子設備、僱員賠償及團體個人意外。若干保單須每年更新。

澳門保險以澳門商業銀行及其客戶名義作為受益人承保之一般保單包括醫療、個人意外、僱員賠償、汽車、財產、民事責任及金錢。若干保單須每年更新。

相關保單之保費以每月、每年或其他基礎，在期末以後支付。

該等保單乃由大新銀行集團安排達成，使大新銀行集團若干附屬公司(大新銀行及澳門商業銀行)遵守降低大新銀行集團資產、業務及營運所承擔風險之有關監管規定及/或為大新銀行集團客戶提供額外服務。此外，董事認為大新保險(1976)及澳門保險之保險服務切實有效，而且大新保險(1976)及澳門保險分別建議之收費亦足可與市場內其他保險公司之收費相較。

根據新合作協議，協議任何一訂約方可通過向另一訂約方發出一個月之事先通知以終止協議，而無需支付罰款。

**44. RELATED-PARTY TRANSACTIONS (Continued)****(a) Transactions with subsidiaries (Continued)**

Note: (Continued)

**(vi) Insurance services provided by DSI (1976) and MIC**

On 30 December 2016, DSBG entered into a cooperation agreement with the Company pursuant to which members of the DSFH Group would provide insurance services to DSB and other members of DSBG (the "Cooperation Agreement"). The Cooperation Agreement is for a fixed term of three years with effect from 1 January 2017 and ending on 31 December 2019 (both days inclusive). The Cooperation Agreement will be terminated upon the maturity of the term.

The general insurance policies underwritten by DSI (1976) and MIC are in the name, and for the benefit, of members of DSBG Group and their respective customers.

DSI (1976) underwrites general insurance policies in the name, and for the benefit, of DSB and other members of DSBG Group and their respective customers including policies covering domestic motor, property all risks, public liability, money, electronic equipment, employees' compensation and group personal accident. Certain policies are subject to renewal annually.

MIC underwrites general insurance policies in the name, and for the benefit, of BCM and its customers including policies covering medical, personal accident, employees' compensation, motor fleet, properties, civil liability and money. Certain policies are subject to renewal annually.

The premiums payable under such insurance policies are payable in arrears on a monthly, yearly or other basis, depending on the type of insurance policy.

The insurance policies are procured by DSBG Group to enable certain of the DSBG's subsidiaries, namely DSB and BCM, to comply with relevant regulatory requirements in reducing the risks to DSBG Group's assets, businesses and operations and/or to provide additional services to DSBG Group's customers. In addition, the Directors consider that the insurance services by DSI (1976) and MIC are effective and the fees proposed by DSI (1976) and MIC respectively are comparable to those offered by other insurance companies in the market.

Under the Cooperation Agreement, either party to the agreement may terminate the agreement by giving one month notice in advance to the other party without having to pay penalty.



44. 有關連人士之交易(續)

(乙) 主要管理人員

(i) 與董事及主要管理人員之重大交易及結餘

本集團向本集團主要管理人員，其近親及其或彼等近親所控制之企業提供信貸服務及收取存款。截至12月31日止年度，未償還之結餘如下：

		2019	2018
貸款及墊款	Loans and advances	229	23,076
存款	Deposits	511,446	883,203
未取用之貸款承諾	Undrawn commitments	2,971	3,102
擔保	Guarantee	-	-

(ii) 主要管理人員酬金

本公司主要管理人員為董事，其報酬已包括在及呈列於附註14。

(丙) 與聯營公司及共同控制實體之交易及結餘

年內，本集團收到由聯營公司重慶銀行80,344,000港元(2018年：66,546,000港元)股息收入。年內，本集團取得一共同控制實體銀聯信託有限公司之存款，而其於2019年12月31日存款結餘為173,424,000港元(2018年：5,601,000港元)。

44. RELATED-PARTY TRANSACTIONS (Continued)

(b) Key management personnel

(i) Material transactions and balances with directors and key management personnel

The Group provides credit facilities to, and takes deposits from the Group's key management personnel, their close family members and entities controlled by them. For the year ended 31 December, the following balances were outstanding:

		2019	2018
Loans and advances		229	23,076
Deposits		511,446	883,203
Undrawn commitments		2,971	3,102
Guarantee		-	-

(ii) Remuneration of key management personnel

Key management personnel of the Company are directors and their remunerations are included under Note 14.

(c) Transactions and balances with associate and jointly controlled entity

During the year, the Group received from BOCQ, an associate, dividend income of HK\$80,344,000 (2018: HK\$66,546,000). During the year, the Group received deposits from Bank Consortium Trust Company Limited, a jointly controlled entity and the balance of deposit as at 31 December 2019 was HK\$173,424,000 (2018: HK\$5,601,000).

**45. 以股份為基礎報酬計劃**

本集團透過本公司之認股權計劃(「大新金融計劃」)及其附屬公司大新銀行集團有限公司之認股權計劃(「大新銀行集團計劃」)提供以股份為基礎的報酬予其董事及高級行政人員。有關董事之以股份為基礎報酬之細節呈列於附註14。

**(甲) 大新金融計劃**

於2015年5月27日，本公司股東通過批准採納認股權計劃(「大新金融計劃」)。

大新金融新計劃自採納日起至2019年12月31日止，並無任何認股權根據大新金融新計劃授出。

**(乙) 大新銀行集團計劃**

本公司及大新銀行集團股東均於2014年5月27日舉行的股東週年大會通過批准採納大新銀行集團之新認股權計劃(「大新銀行集團新計劃」)，並與此同時終止大新銀行集團於2004年6月12日採納之認股權計劃(「大新銀行集團舊計劃」)。大新銀行集團舊計劃終止後，不得據此計劃進一步授出任何認股權，惟大新銀行集團舊計劃之條文就容許承授人行使於有關終止前已授出但於終止時仍未行使之全部認股權而言，仍具有十足效力及作用。

**45. SHARE-BASED COMPENSATION PLANS**

Share-based compensation, pursuant to the Company's Share Option Schemes (the "DSFH Scheme") and the Share Option Schemes of its subsidiary, Dah Sing Banking Group Limited (the "DSBG Schemes"), is available to directors and senior executives of the Group. Details of the share-based compensation paid to directors are disclosed in Note 14.

**(a) DSFH Scheme**

On 27 May 2015, the shareholders of the Company approved the adoption of a share option scheme (the "DSFH Scheme").

No share options had been granted under the DSFH Scheme since the date of its adoption to 31 December 2019.

**(b) DSBG Schemes**

The respective shareholders of the Company and DSBG approved the adoption of a new share option scheme of DSBG (the "New DSBG Scheme") and, at the same time, the termination of the Share Option Scheme adopted by DSBG on 12 June 2004 (the "Old DSBG Scheme") at the respective annual general meeting held on 27 May 2014. No further options can be offered under the Old DSBG Scheme after its termination, but the provisions of the Old DSBG Scheme remain in full force and effect to the extent necessary to give effect to allow grantees to exercise share options granted prior to the termination of the Old DSBG Scheme but not yet exercised at the time of termination.

**45. 以股份為基礎報酬計劃(續)****(乙) 大新銀行集團計劃(續)**

按大新銀行集團舊計劃，大新銀行集團授予其附屬公司若干董事及僱員認股權。當中條款允許大新銀行集團可選擇在認股權行使日，根據每認股權之內在價值以現金支付，替代向董事或僱員配發新股份。大新銀行集團打算應用此現金支付慣例於2012年以前所授予的認股權。於2012年及其後所授予之認股權，大新銀行集團打算發行新股份，以支付其承擔。

該等認股權乃按大新銀行集團舊計劃內之條款及條件所授予。每份認股權之行使價乃由提名及薪酬委員會代表大新銀行集團董事會以不得寬鬆於香港交易所上市規則第17.03(9)條規定下，按不低於以下2項中之最高者作釐定：(i)大新銀行集團股份在授予日於香港交易所買賣之收市價；及(ii)大新銀行集團股份在緊接授予日前5個營業日於香港交易所買賣之平均收市價。於2014年3月3日公司條例(622章)生效前授予之認股權，釐定每份認股權之行使價時已考慮大新銀行集團股本中每股股份1港元之面值。該認股權之行使期乃於獲授予日期起計第1至第6周歲日。

**45. SHARE-BASED COMPENSATION PLANS (Continued)****(b) DSBG Schemes (Continued)**

Under the Old DSBG Scheme, DSBG issued to certain directors and employees of its subsidiaries share options on terms that allow DSBG the choice of making cash payments, determined based on the intrinsic value of each share option, instead of allotting newly issued shares to the directors or employees at the date of exercise. DSBG has the intention to adopt cash settlement practice in respect of the share options granted prior to year 2012. For share option issued in 2012 and afterwards, DSBG has the intention to settle its obligations by issuing new shares.

The share options were granted in accordance with the terms and conditions of the Old DSBG Scheme. The exercise price per option share was concluded by the Nomination and Remuneration Committee on behalf of the Board of DSBG on the basis no less exacting than the requirement set out in Rule 17.03(9) of the Rules Governing the Listing of Securities on the SEHK and was determined as no less than the highest of (i) the closing price of DSBG's shares traded on the SEHK on the date of grant; and (ii) the average closing price of DSBG's shares traded on the SEHK for the five business days immediately preceding the date of grant. For options granted before the commencement of the Companies Ordinance (Cap. 622) on 3 March 2014, the nominal value of DSBG's shares of HK\$1 each in the capital of DSBG had been taken into account in determining the exercise price per option share. The exercise period is between the first and sixth anniversaries from the date of grant.

## 45. 以股份為基礎報酬計劃(續)

按大新銀行集團舊計劃授予之認股權：

授予日 Date of grant	類別 Type	歸屬期間 Vesting period	行使期 Exercise period	每股行使價(港元) Exercise price per share (HK\$)
2014年3月26日 26/03/2014	以股權支付 Equity-settled	2014年3月26日至 2019年3月26日 26/03/2014–26/03/2019	2015年3月26日至 2020年3月26日 26/03/2015–26/03/2020	11.68

按大新銀行集團新計劃自採納日起至2019年12月31日止，授予之認股權：

## 45. SHARE-BASED COMPENSATION PLANS (Continued)

Share options granted under the Old DSBG Scheme:

Share options granted under the New DSBG Scheme since the date of its adoption to 31 December 2019:

授予日 Date of grant	類別 Type	歸屬期間 Vesting period	行使期 Exercise period	每股行使價(港元) Exercise price per share (HK\$)
2018年4月26日 26/04/2018	以股權支付 Equity-settled	2018年4月26日至 2023年4月26日 26/04/2018–26/04/2023	2019年4月26日至 2024年4月26日 26/04/2019–26/04/2024	18.24

於收益賬內確認之以股份為基礎報酬之支出如下：

Share-based compensation charged to income statement is as follows:

		2019	2018
以股權支付之認股權	Equity-settled options	1,406	1,418
以現金支付之認股權	Cash-settled options	–	131
		<u>1,406</u>	<u>1,549</u>

## 以現金支付之認股權

於2019年，並無任何以現金支付的認股權根據大新銀行集團新計劃及大新金融集團新計劃授出。

## Cash-settled options

No cash-settled options were granted under the New DSBG Scheme and New DSFH Scheme in the year of 2019.

45. 以股份為基礎報酬計劃(續)

以股權支付之認股權

就上述大新銀行集團新計劃所授予之以股權支付的認股權，其於授予日之公平值乃以三項式期權定價模型計算。

於2019年，並無任何以股權支付之認股權根據大新銀行集團新計劃及大新金融集團計劃授出。

授予之認股權數目及其加權平均行使價之變動如下：

45. SHARE-BASED COMPENSATION PLANS (Continued)

Equity-settled options

With respect to the equity-settled options granted under the New DSBG Scheme described above, the fair value is determined by using the Trinomial Option Pricing Model at the date when the options are granted.

No equity-settled options were granted under the New DSBG scheme and DSFH scheme in the year of 2019.

Movements in the number of share options granted and their related weighted average exercise prices are as follows:

		大新金融計劃 DSFH Scheme				大新銀行集團計劃 DSBG Scheme			
		2019		2018		2019		2018	
		授予可購買 大新金融 認股權中 股份數目 Number of DSFH shares in share options granted	加權平均 行使價 (港元) Weighted average exercise price (HK\$)	授予可購買 大新金融 認股權中 股份數目 Number of DSFH shares in share options granted	加權平均 行使價 (港元) Weighted average exercise price (HK\$)	授予可購買 大新銀行集團 認股權中 股份數目 Number of DSBG shares in share options granted	加權平均 行使價 (港元) Weighted average exercise price (HK\$)	授予可購買 大新銀行集團 認股權中 股份數目 Number of DSBG shares in share options granted	加權平均 行使價 (港元) Weighted average exercise price (HK\$)
一月一日	At 1 January	-	-	62,584	31.88	1,562,312	17.98	1,910,921	8.20
授予	Granted	-	-	-	-	-	-	1,500,000	18.24
已過期	Expired	-	-	-	-	-	-	-	-
已行使	Exercised	-	-	-	-	(62,312)	11.68	(1,848,609)	8.09
已取消/沒收	Cancelled/forfeited	-	-	(62,584)	31.88	-	-	-	-
12月31日	At 31 December	-	-	-	-	1,500,000	18.24	1,562,312	17.98
12月31日可行使	Exercisable at 31 December	-	-	-	-	300,000	18.24	-	-

本公司於2019年12月31日並無未行使之認股權(2018年：沒有未行使之認股權)。關於本集團董事及高級行政人員可適用之大新銀行集團認股權，於2019年12月31日未行使之大新銀行集團認股權之行使價為18.24港元(2018年：介乎11.68港元至18.24港元)，及其加權平均剩餘合約行使期為4.32年(2018年：5.16年)。

The Company has no outstanding share options as of 31 December 2019 (2018: Nil). In respect of directors and senior executives of the Group, their applicable DSBG's share options outstanding as of 31 December 2019 have an exercise price of HK\$18.24 (2018: HK\$11.68 to HK\$18.24), and a weighted average remaining contractual life of 4.32 years (2018: 5.16 years).

**46. 金融資產與負債的對銷**

倘若有法律上強制性執行的權利可對銷金融資產及負債之已確認金額，以及有意以淨額基準對其結算或同時變現資產及清償負債，則可將金融資產及負債相互對銷。

**(甲) 依淨額結算協議處理並已在財務狀況表內對銷之金融資產及負債**

本集團通過在香港中央結算有限公司(「香港中央結算」)開設之賬戶為客戶進行股票買賣交易。

本集團於呈列應收及應付香港中央結算之金額時已抵銷對香港中央結算之應收款項總額及應付款項總額。於2019年12月31日，該淨額為應收款項及包含於附註32中之「應收款項及預付項目」賬項內，及於2018年12月31日，該淨額為應付款項及包含於「其他賬目及預提」賬項內。抵銷之金額載於下文。

		2019	2018
應收香港中央結算之款項總額	Gross amount of accounts receivable from HKSCC	105,902	25,461
應付香港中央結算之款項總額	Gross amount of accounts payable to HKSCC	<u>(16,742)</u>	<u>(48,869)</u>
應收/(應付)香港中央結算淨額	Net amount due from/(to) HKSCC	<u>89,160</u>	<u>(23,408)</u>

**(乙) 受淨額結算安排但沒有在財務狀況表內對銷之金融資產及負債****總體淨額結算安排**

本集團會盡可能與交易對手訂立總體淨額結算安排，以減低信貸風險。淨額結算協議規定，一旦出現違約事件，所有涉及交易對手之未完成交易均會終止，而所有結欠款項將拼合按淨額結算。如非發生違約事件，所有與對手之交易會以總額結算及一般不會在財務狀況表中對銷資產及負債。

**46. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES**

Financial assets and liabilities are presented net when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle them on a net basis, or realise the asset and settle the liability simultaneously.

**(a) Financial assets and liabilities subject to netting agreement and offset on the statement of financial position**

The Group maintains an account with the Hong Kong Securities Clearing Company Limited ("HKSCC") through which it conducts securities trading transactions for its customers.

In presenting the amounts due from and to HKSCC, the Group has offset the gross amount of the accounts receivable from and the gross amount of the accounts payable to HKSCC. As at 31 December 2019, the net amount was a receivable and was included in "Accounts receivable and prepayments" in Note 32, and as at 31 December 2018, the net amount was a payable and was included in "Other accounts and accruals". The amounts offset are shown below.

**(b) Financial assets and liabilities subject to netting agreement but not offset on the statement of financial position****Master netting arrangements**

To mitigate credit risks, the Group enters into master netting arrangements with counterparties whenever possible. Netting agreements provide that, if an event of default occurs, all outstanding transactions with the counterparty will be terminated and all amounts outstanding will be settled on a net basis. Except for the event of default, all outstanding transactions with the counterparty are settled on a gross basis and generally do not result in offsetting the assets and liabilities in the statement of financial position.

46. 金融資產與負債的對銷(續)

(乙) 受淨額結算安排但沒有在財務狀況表內對銷之金融資產及負債(續)

總體淨額結算安排(續)

下表列示受對銷、具法律效力之總體淨額結算安排及類同協議所約束的金融工具詳情。

46. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES (Continued)

(b) Financial assets and liabilities subject to netting agreement but not offset on the statement of financial position (Continued)

Master netting arrangements (Continued)

The following tables present details of financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements.

		於財務狀況表內對銷之已確認金融負債總額		於財務狀況表內列示之金融資產淨額		並無在財務狀況表內對銷之相關金額		不涉及可依法強制執行之淨額計算協議之金額	合計
		Gross amounts of recognised financial assets	off in the statement of financial position	Net amounts of financial assets	presented in the statement of financial position	Financial instruments (including non-cash collateral)	已收現金抵押		
2019年12月31日	At 31 December 2019								
金融資產	Financial assets								
衍生金融工具	Derivative financial instruments	472,829	-	472,829	(360,311)	(89,227)	23,291	105,101	577,930

		於財務狀況表內對銷之已確認金融資產總額		於財務狀況表內列示之金融負債淨額		並無在財務狀況表內對銷之相關金額		不涉及可依法強制執行之淨額計算協議之金額	合計
		Gross amounts of recognised financial liabilities	off in the statement of financial position	Net amounts of financial liabilities	presented in the statement of financial position	Financial instruments (including non-cash collateral)	已質押現金抵押		
2019年12月31日	At 31 December 2019								
金融負債	Financial liabilities								
銀行存款	Deposits from banks	371,153	-	371,153	(371,153)	-	-	2,093,916	2,465,069
衍生金融工具	Derivative financial instruments	1,050,009	-	1,050,009	(360,311)	(665,051)	24,647	43,019	1,093,028
持作買賣用途的負債	Trading liabilities	5,516,558	-	5,516,558	(3,914,155)	-	1,602,403	-	5,516,558
其他賬目及預提	Other accounts and accruals	300,000	-	300,000	(300,000)	-	-	12,216,794	12,516,794

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 46. 金融資產與負債的對銷(續)

## 46. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES (Continued)

(乙) 受淨額結算安排但沒有在財務狀況表內對銷之金融資產及負債(續)

(b) Financial assets and liabilities subject to netting agreement but not offset on the statement of financial position (Continued)

## 總體淨額結算安排(續)

## Master netting arrangements (Continued)

		於財務狀況表內對銷之已確認金融負債總額		於財務狀況表內列示之金融資產淨額		並無在財務狀況表內對銷之相關金額			
		Gross amounts of financial liabilities set off in the statement of financial position	已確認金融資產總額	Net amounts of financial assets	金融工具(包括非現金抵押品)	已收現金抵押	淨額	不涉及可依法強制執行之淨額計算協議之金額	合計
		At 31 December 2018	assets	position	position	collateral received	Net amount	agreements	Total
金融資產	Financial assets								
衍生金融工具	Derivative financial instruments	643,356	-	643,356	(262,857)	(380,499)	-	83,687	727,043
		於財務狀況表內對銷之已確認金融資產總額		於財務狀況表內列示之金融負債淨額		並無在財務狀況表內對銷之相關金額			
		Gross amounts of financial assets set off in the statement of financial position	已確認金融負債總額	Net amounts of financial liabilities	金融工具(包括非現金抵押品)	已質押現金抵押	淨額	不涉及可依法強制執行之淨額計算協議之金額	合計
		At 31 December 2018	liabilities	position	position	collateral placed out	Net amount	agreements	Total
金融負債	Financial liabilities								
銀行存款	Deposits from banks	1,995,696	-	1,995,696	(1,995,696)	-	-	1,801,860	3,797,556
衍生金融工具	Derivative financial instruments	402,251	-	402,251	(262,857)	(135,081)	4,313	71,022	473,273
持作買賣用途的負債	Trading liabilities	5,758,954	-	5,758,954	(5,134,563)	-	624,391	-	5,758,954
其他賬目及預提	Other accounts and accruals	500,000	-	500,000	(500,000)	-	-	9,741,771	10,241,771



**47. 報告期後之不調整事項**

**(甲) 新型冠狀病毒自2020年1月起爆發及擴散**

自2020年1月起在中國境內爆發及擴散，並蔓延至國外之新型冠狀病毒已擾亂多國之商業和經濟活動，及引致全球經濟的不確定性。

本集團已密切監察新型冠狀病毒之發展對本集團之業務及客戶服務之影響。現階段，本集團之業務及運作仍大致正常。

本集團定期就其主要風險(包括信貸風險、市場風險、流動資金風險等)進行壓力測試，以評估壓力下之業務狀況對本集團之財務狀況、資本充足率及流動資金之潛在影響。評估中應用之壓力業務情境包括假設中國之經濟增長出現較明顯減速及香港經濟收縮。

已顧及有關新型冠狀病毒的考慮因素之最新壓力測試結果顯示本集團具充裕資本及流動資金承受壓力之影響。本集團將按情況發展繼續採取適當行動以減輕任何潛在影響，及持續審視其應變計劃和風險管理措施。

由於形勢及新型冠狀病毒之擴散仍在發展中，現階段未能合理估計其對本集團之核心市場及本集團財務業績之影響。

**(乙) 股票市場之波動性於2020年3月大幅增加**

由於新型冠狀病毒對全球經濟帶來不利影響之不確定性，許多發達國家及香港之股票市場於2020年3月之首數星期錄得大幅波動及下跌。此等波動影響了本集團非銀行業務持有之若干投資之估值，尤其是權益性投資。

本集團已密切監察情況及進行涵蓋一系列壓力情境之影響分析。根據最新之分析，本集團認為本集團有充裕資本及流動資金承受市場波動之影響。

**47. NON-ADJUSTING EVENT AFTER THE REPORTING PERIOD**

**(a) Outbreak and spread of coronavirus disease since January 2020**

The outbreak and spread of the coronavirus disease across Mainland China and beyond since January 2020 has caused disruption to business and economic activities, and uncertainty to the global economy.

The Group has been closely monitoring the impact of the development of the coronavirus on the Group's businesses and services to customers. As of this stage, the Group's business and operations remain broadly normal.

The Group regularly performs stress tests on its key risks covering credit risk, market risk, liquidity risk, etc. to assess the potential impact of stressed business conditions on the Group's financial position, capital adequacy and liquidity. The stressed business scenarios applied in the assessment include the assumption of a meaningful slowdown in the economic growth of Mainland China and an economic contraction in Hong Kong.

The results of the latest stress tests incorporating considerations relating to the coronavirus disease showed that the Group has sufficient capital and liquidity to absorb the impact of the stress. The Group will continue to take appropriate actions to mitigate any potential impacts, and will keep its contingency and risk management measures under review, as the situation evolves.

With the situation and the spread of the coronavirus still evolving, the impact to our core markets and also to the Group's financial results cannot be reasonably estimated at the current stage.

**(b) Significant increase in the volatility in the stock markets in March 2020**

As a result of the uncertainties of the adverse impacts arising from the spread of the coronavirus to the world's economy, the stock markets of many developed countries and also of Hong Kong in the first few weeks of March 2020 had recorded significant volatility and lower values. These have affected the valuation of some of the investments, in particular equity investments, held by the Group's non-banking businesses.

The Group has been closely monitoring the situation and conducting impact analysis covering a range of stressed scenarios. Based on the latest analysis performed, the Group is satisfied that it has sufficient capital and liquidity to withstand the impact of the market volatility.

# UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

下列為有關本集團之資料作為財務報表之部份附加資料，但並非經審計財務報表之一部份。

The following information relates to the Group and is disclosed as part of the accompanying information to the financial statements and does not form part of the audited financial statements.

## 1. 債權及餘額之額外分析

(甲) 按行業分類之客戶貸款總額(以貸款用途分類及以受抵押品保障的百分比分析)

## 1. ADDITIONAL ANALYSIS ON CLAIMS AND EXPOSURES

(a) Gross advances to customers by industry sector classified according to the usage of loans and analysed by percentage covered by collateral

		2019年12月31日 At 31 December 2019		2018年12月31日 At 31 December 2018	
		貸款總額 受抵押品保障 之百分比 % of gross advances covered by collateral	未償還結餘 Outstanding balance	貸款總額 受抵押品保障 之百分比 % of gross advances covered by collateral	未償還結餘 Outstanding balance
在香港使用的貸款	Loans for use in Hong Kong				
工商金融	Industrial, commercial and financial				
– 物業發展	– Property development	64.6	4,700,618	69.4	5,411,554
– 物業投資	– Property investment	97.0	15,972,169	98.7	15,930,681
– 金融企業	– Financial concerns	3.0	6,057,400	3.2	5,229,101
– 股票經紀	– Stockbrokers	28.6	1,585,717	28.2	1,711,512
– 批發與零售業	– Wholesale and retail trade	90.1	6,455,795	89.2	6,584,127
– 製造業	– Manufacturing	59.5	1,978,378	75.0	1,702,636
– 運輸及運輸設備	– Transport and transport equipment	71.9	3,496,770	73.1	3,691,151
– 康樂活動	– Recreational activities	99.8	103,724	99.8	103,057
– 資訊科技	– Information technology	70.5	52,976	82.3	70,890
– 其他	– Others	79.6	4,464,895	82.9	3,537,199
		72.1	44,868,442	75.2	43,971,908
個人	Individuals				
– 購買「居者有其屋計劃」、 「私人參建居屋計劃」及 「租者置其屋計劃」樓宇 貸款	– Loans for the purchase of flats in Home Ownership Scheme, Private Sector Participation Scheme and Tenants Purchase Scheme	100.0	584,349	100.0	632,804
– 購買其他住宅物業貸款	– Loans for the purchase of other residential properties	100.0	29,864,112	100.0	26,609,223
– 信用卡貸款	– Credit card advances	–	3,761,021	–	3,721,632
– 其他	– Others	52.8	13,196,910	51.3	12,927,451
		78.9	47,406,392	77.2	43,891,110
在香港使用的貸款	Loans for use in Hong Kong	75.6	92,274,834	76.2	87,863,018
貿易融資(註(1))	Trade finance (Note (1))	62.9	8,815,573	62.8	9,265,660
在香港以外使用的貸款(註(2))	Loans for use outside Hong Kong (Note (2))	66.0	35,856,366	67.8	31,499,409
		72.3	136,946,773	73.2	128,628,087

1. 債權及餘額之額外分析(續)

(甲) 按行業分類之客戶貸款總額(以貸款用途分類及以受抵押品保障的百分比分析)(續)

註：

- (1) 上述列示之貿易融資為參考香港金管局發出之相關指引而分類為香港進口、出口和轉口的融資，以及商品貿易融資等之貸款。

不涉及香港之貿易融資貸款(包括大新銀行之海外銀行附屬公司授予之貿易融資)總值294,310,000港元(2018年12月31日：306,245,000港元)分類於「在香港以外使用的貸款」項下。

- (2) 在香港以外使用的貸款包括授予香港客戶但在香港以外使用之貸款。

1. ADDITIONAL ANALYSIS ON CLAIMS AND EXPOSURES (Continued)

(a) Gross advances to customers by industry sector classified according to the usage of loans and analysed by percentage covered by collateral (Continued)

Note:

- (1) Trade finance shown above represents loans covering finance of imports to Hong Kong, exports and re-exports from Hong Kong and merchandising trade classified with reference to the relevant guidelines issued by the HKMA.

Trade finance loans not involving Hong Kong (including trade finance extended by the overseas subsidiary banks of DSB) totalling HK\$294,310,000 (31 December 2018: HK\$306,245,000) are classified under Loans for use outside Hong Kong.

- (2) Loans for use outside Hong Kong include loans extended to customers located in Hong Kong with the finance used outside Hong Kong.

## UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 1. 債權及餘額之額外分析(續)

## (甲) 按行業分類之客戶貸款總額(以貸款用途分類及以受抵押品保障的百分比分析)(續)

上述分析中各構成客戶貸款總額10%或以上的行業、其應佔減值貸款額、逾期貸款額、階段3、及階段1及階段2貸款減值準備如下：

## 1. ADDITIONAL ANALYSIS ON CLAIMS AND EXPOSURES (Continued)

## (a) Gross advances to customers by industry sector classified according to the usage of loans and analysed by percentage covered by collateral (Continued)

For each industry sector reported above with loan balance constituting 10% or more of the total balance of advances to customers, the attributable amount of impaired loans, overdue loans, Stage 3, and Stage 1 and Stage 2 impairment allowances are as follows:

		未償還結餘 Outstanding balance	減值貸款 (階段3) Impaired loans (Stage 3)	貸款總額 逾期未償還 超過3個月 Gross advances overdue for over 3 months		階段1及階段2 減值準備 Stage 1 and Stage 2 impairment allowances	
				階段3 減值準備 Stage 3 impairment allowances	階段3 減值準備 Stage 3 impairment allowances		
2019年12月31日	At 31 December 2019						
在香港使用的貸款	Loans for use in Hong Kong						
工商金融 – 物業投資	Industrial, commercial and financial – Property investment	15,972,169	45,985	44,910	4,721	79,461	
個人 – 購買其他住宅 物業貸款	Individuals – Loans for the purchase of other residential properties	29,864,112	44,204	33,772	7,537	21,934	
在香港以外使用的貸款	Loans for use outside Hong Kong	35,856,366	256,544	373,852	129,588	131,693	
2018年12月31日	At 31 December 2018						
在香港使用的貸款	Loans for use in Hong Kong						
工商金融 – 物業投資	Industrial, commercial and financial – Property investment	15,930,681	46,826	39,278	3,417	89,814	
個人 – 購買其他住宅 物業貸款	Individuals – Loans for the purchase of other residential properties	26,609,223	27,406	14,575	1,807	18,520	
在香港以外使用的貸款	Loans for use outside Hong Kong	31,499,409	220,458	182,600	90,693	122,411	

1. 債權及餘額之額外分析(續)

(乙) 對中國大陸業務的餘額

根據香港金管局《銀行業(披露)規則》，以下對中國大陸業務的餘額之分析乃參照香港金管局對中國大陸業務申報表中所列之非銀行類交易對手類別及直接貸款總額種類以分類，其中只包括大新銀行及其內地銀行附屬公司授予之中國大陸業務的餘額。

1. ADDITIONAL ANALYSIS ON CLAIMS AND EXPOSURES (Continued)

(b) Mainland activities exposures

The analysis of Mainland activities exposures is based on the categories of non-bank counterparties and the type of direct exposures defined by the HKMA under the Banking (Disclosure) Rules with reference to the HKMA Return of Mainland Activities, which includes the Mainland activities exposures extended by DSB and its Mainland subsidiary bank only.

2019年	2019	資產負債表內的餘額 On-balance sheet exposure	資產負債表外的餘額 Off-balance sheet exposure	總餘額 Total exposures
1. 中央政府，中央政府擁有的機構及其附屬公司和合營公司(「合營公司」)	1. Central government, central government-owned entities and their subsidiaries and joint ventures ("JV"s)	10,376,553	501,429	10,877,982
2. 地方政府，地方政府擁有的機構及其附屬公司和合營公司	2. Local governments, local government-owned entities and their subsidiaries and JVs	1,075,406	323,331	1,398,737
3. 居住在中國內地之國民或在中國內地成立的其他機構及其附屬公司和合營公司	3. PRC nationals residing in Mainland China or other entities incorporated in Mainland China and their subsidiaries and JVs	13,873,770	1,310,785	15,184,555
4. 未有在上述第一項呈報之中央政府的其他機構	4. Other entities of central government not reported in item 1 above	2,397,774	49,341	2,447,115
5. 未有在上述第二項呈報之地方政府的其他機構	5. Other entities of local governments not reported in item 2 above	1,039,800	290,552	1,330,352
6. 居住在中國內地以外之國民或在中國內地以外成立的機構，而涉及的貸款於中國內地使用	6. PRC nationals residing outside Mainland China or entities incorporated outside Mainland China where the credits are granted for use in Mainland China	11,912,699	405,440	12,318,139
7. 其他交易對手，其餘額被視作對中國大陸非銀行類客戶的餘額	7. Other counterparties where the exposures are considered to be non-bank Mainland China exposures	1,329,873	-	1,329,873
		<u>42,005,875</u>	<u>2,880,878</u>	<u>44,886,753</u>
大新銀行及其內地銀行附屬公司之扣除撥備後之資產合計	Total assets of DSB and its Mainland subsidiary bank after provision	<u>224,615,205</u>		
資產負債表內的餘額佔資產合計百分比	On-balance sheet exposures as percentage of total assets	<u>18.70%</u>		

註：上述呈報餘額包括客戶貸款總額及其他對客戶索償之金額。

Note: The balances of exposures reported above include gross advances and other balances of claims on the customers.

## UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

## 1. 債權及餘額之額外分析(續)

## 1. ADDITIONAL ANALYSIS ON CLAIMS AND EXPOSURES (Continued)

## (乙) 對中國大陸業務的餘額(續)

## (b) Mainland activities exposures (Continued)

2018年	2018	資產負債表內 的餘額 On-balance sheet exposure	資產負債表外 的餘額 Off-balance sheet exposure	總餘額 Total exposures
1. 中央政府，中央政府擁有的機構及其附屬公司和合營公司	1. Central government, central government-owned entities and their subsidiaries and JVs	9,982,126	305,735	10,287,861
2. 地方政府，地方政府擁有的機構及其附屬公司和合營公司	2. Local governments, local government-owned entities and their subsidiaries and JVs	1,504,724	371,992	1,876,716
3. 居住在中國內地之國民或在中國內地成立的其他機構及其附屬公司和合營公司	3. PRC nationals residing in Mainland China or other entities incorporated in Mainland China and their subsidiaries and JVs	13,135,384	1,046,751	14,182,135
4. 未有在上述第一項呈報之中央政府的其他機構	4. Other entities of central government not reported in item 1 above	1,154,781	9,949	1,164,730
5. 未有在上述第二項呈報之地方政府的其他機構	5. Other entities of local governments not reported in item 2 above	643,794	6,616	650,410
6. 居住在中國內地以外之國民或在中國內地以外成立的機構，而涉及的貸款於中國內地使用	6. PRC nationals residing outside Mainland China or entities incorporated outside Mainland China where the credits are granted for use in Mainland China	9,618,828	359,654	9,978,482
7. 其他交易對手，其餘額被視作對中國大陸非銀行類客戶的餘額	7. Other counterparties where the exposures are considered to be non-bank Mainland China exposures	1,000,366	-	1,000,366
		<u>37,040,003</u>	<u>2,100,697</u>	<u>39,140,700</u>
大新銀行及其內地銀行附屬公司之扣除撥備後之資產合計	Total assets of DSB and its Mainland subsidiary bank after provision	<u>213,334,791</u>		
資產負債表內的餘額佔資產合計百分比	On-balance sheet exposures as percentage of total assets	<u>17.36%</u>		

1. 債權及餘額之額外分析(續)

(丙) 按區域分析之客戶貸款總額及逾期貸款

客戶貸款之區域分析乃根據已考慮風險轉移後之交易對手所在地分類。一般而言，當貸款的擔保方位處與交易對手不同之區域時，風險將被轉移。

下表為客戶貸款總額、減值客戶貸款(階段3)、逾期客戶貸款、階段3、及階段1及階段2減值準備按區域分析。

1. ADDITIONAL ANALYSIS ON CLAIMS AND EXPOSURES (Continued)

(c) Analysis of gross advances to customers and overdue loans by geographical area

Advances to customers by geographical area are classified according to the location of the counterparties after taking into account the transfer of risk. In general, risk transfer applies when an advance is guaranteed by a party located in an area which is different from that of the counterparty.

The following table analyses gross advances to customers, impaired advances to customers (Stage 3), overdue advances to customers, Stage 3, and Stage 1 and Stage 2 impairment allowances by geographical area.

2019年12月31日	At 31 December 2019	減值客戶貸款 (階段3)			階段1及階段2 減值準備	
		客戶貸款總額 Gross advances to customers	Impaired advances to customers (Stage 3)	逾期客戶貸款 Overdue advances to customers	階段3 減值準備 Stage 3 impairment allowances	階段1及階段2 減值準備 Stage 1 and Stage 2 impairment allowances
香港	Hong Kong	113,233,394	933,795	500,123	355,400	548,920
中國	China	7,940,270	64,274	64,274	11,496	50,993
澳門	Macau	14,800,379	46,036	177,735	13,308	22,908
其他	Others	972,730	5,121	7,549	993	4,568
		<u>136,946,773</u>	<u>1,049,226</u>	<u>749,681</u>	<u>381,197</u>	<u>627,389</u>

2018年12月31日	At 31 December 2018	減值客戶貸款 (階段3)			階段1及階段2 減值準備	
		客戶貸款總額 Gross advances to customers	Impaired advances to customers (Stage 3)	逾期客戶貸款 Overdue advances to customers	階段3 減值準備 Stage 3 impairment allowances	階段1及階段2 減值準備 Stage 1 and Stage 2 impairment allowances
香港	Hong Kong	105,025,978	832,748	441,976	332,656	479,963
中國	China	7,442,961	75,691	66,817	12,147	46,637
澳門	Macau	14,456,832	59,521	59,521	17,867	16,860
其他	Others	1,702,316	2,206	12,795	319	7,474
		<u>128,628,087</u>	<u>970,166</u>	<u>581,109</u>	<u>362,989</u>	<u>550,934</u>

UNAUDITED SUPPLEMENTARY FINANCIAL INFORMATION

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)

1. 債權及餘額之額外分析(續)

(丁) 國際債權

國際債權資料是在考慮風險的轉移後，根據交易對手的所在地而披露對外地交易對手最終面對的風險。一般而言，若交易對手的債權是由在不同國家的另一方擔保，或履行債權是一間銀行的海外分行，而其總部是處於不同的國家，才會確認風險由一國家轉移至另一國家。經計及任何認可之風險轉移後，只有構成國際債權總額10%或以上之區域方作出披露。

1. ADDITIONAL ANALYSIS ON CLAIMS AND EXPOSURES (Continued)

(d) International claims

The information of international claims discloses exposures to foreign counterparties on which the ultimate risk lies, and is derived according to the location of the counterparties after taking into account any transfer of risk. In general, transfer of risk from one country to another is recognised if the claims against a counterparty are guaranteed by another party in a different country or if the claims are on an overseas branch of a bank whose head office is located in a different country. Only regions constituting 10% or more of the aggregate international claims after taking into account any recognised risk transfer are disclosed.

2019年12月31日 百萬港元	At 31 December 2019 In millions of HK\$	非銀行私人機構 Non-bank private sector				債權總額 Total claims
		銀行 Banks	官方機構 Official sector	非銀行 金融機構 Non-bank financial institutions	非金融 私人機構 Non- financial private sector	
離岸中心	Offshore centres	5,309	19,518	10,501	135,768	171,096
— 其中：香港	— of which: Hong Kong	4,560	17,167	10,500	119,445	151,672
發展中亞太區	Developing Asia and Pacific	28,110	1,377	877	16,492	46,856
— 其中：中國	— of which: Mainland China	20,533	1,297	524	13,277	35,631

2018年12月31日 百萬港元	At 31 December 2018 In millions of HK\$	非銀行私人機構 Non-bank private sector				債權總額 Total claims
		銀行 Banks	官方機構 Official sector	非銀行 金融機構 Non-bank financial institutions	非金融 私人機構 Non- financial private sector	
離岸中心	Offshore centres	6,179	17,390	8,324	125,961	157,854
— 其中：香港	— of which: Hong Kong	4,874	15,327	8,034	109,858	138,093
發展中亞太區	Developing Asia and Pacific	30,328	1,651	976	14,380	47,335
— 其中：中國	— of which: Mainland China	24,160	1,575	606	12,165	38,506



# 獨立核數師報告

## INDEPENDENT AUDITOR'S REPORT

致大新金融集團有限公司股東

(於香港註冊成立的有限公司)

### 意見

#### 我們已審計的內容

大新金融集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第133至352頁的綜合財務報表，包括：

- 於2019年12月31日的綜合財務狀況表；
- 截至該日止年度的綜合收益賬；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量結算表；及
- 綜合財務報表附註，包括主要會計政策概要。

#### 我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於2019年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》妥為擬備。

TO THE SHAREHOLDERS OF DAH SING FINANCIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

### OPINION

#### What we have audited

The consolidated financial statements of Dah Sing Financial Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 133 to 352, which comprise:

- the consolidated statement of financial position as at 31 December 2019;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

#### Our opinion

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 2019, 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.

### 意見的基礎

我們已根據香港會計師公會頒布的《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須承擔的責任」部分中作進一步闡述。

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。

### 獨立性

根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。

### 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。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 客戶貸款及墊款減值
- 對聯營公司—重慶銀行(「重慶銀行」)的投資減值

### 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

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.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

Key audit matters identified in our audit are summarised as follows:

- Impairment of loans and advances to customers
- Impairment of the investment in an associate, Bank of Chongqing (“BOCQ”)

關鍵審計事項(續)

關鍵審計事項 我們的審計如何處理關鍵審計事項

客戶貸款及墊款減值

請參閱綜合財務報表附註4 (甲)及附註23。

於2019年12月31日，貴集團就貸款組合總額136,946,773千港元，確認貸款減值準備1,008,586千港元，其中階段1、階段2和階段3的減值準備分別為474,635千港元、152,754千港元和381,197千港元。

客戶貸款及墊款減值準備反映了管理層採用《香港財務報告準則》第9號－預期信貸虧損，在報表日對預期信貸虧損做出的最佳估計。其應用涉及複雜的流程並須行使大量判斷和詮釋。

預期信貸虧損涉及的關鍵判斷和估計包括：

- 選擇恰當的計量模型，並確定計量相關的關鍵參數和假設；
- 釐定信用風險是否已顯著增加、違約和已產生減值損失的判斷標準；
- 選取前瞻性計量的經濟指標、經濟情景及其權重的採用；及
- 階段3對客戶貸款及墊款的未來現金流預測。

- 有關風險管理及法規委員會和信貸管理委員會的監督和治理，包括對內部信用風險的評級、預期信貸虧損相關政策、模型(包括任何所需變更、階段劃分、所使用的前瞻性信息和應用的情景權重)及所計算的預期信貸虧損的審閱和批准；

- 定期監督和驗證減值模型；
- 評估信用質量、指定內部信用風險評級，及時確認、評估和報告不良客戶貸款及墊款；

- 管理層的重大判斷和假設，包括信用風險顯著增加、違約或已發生信貸減值及前瞻性調整；
- 關鍵數據的輸入在相關源系統與減值模型之間的準確性和完整性。

除了測試關鍵的監控措施外，我們亦執行以下程序：

- 在我們內部建模專家的協助下，我們複核了預期信貸虧損計算的主要建模方法，並評估了模型選擇、關鍵參數估計及與模型相關的重大判斷和假設的合理性。

KEY AUDIT MATTERS (Continued)

Key Audit Matter How our audit addressed the Key Audit Matter

Impairment of loans and advances to customers

Refer to notes 4(a) and 23 to the consolidated financial statements

As at 31 December 2019, the Group recorded loan impairment allowance of HK\$1,008,586 thousand against the total loan portfolio of HK\$136,946,773 thousand, with HK\$474,635 thousand, HK\$152,754 thousand and HK\$381,197 thousand, as stage 1 and 2, and stage 3 impairment allowance respectively.

The balances of impairment allowance for loans and advances to customers represent the management's estimates at the balance sheet date of Expected Credit Losses ("ECL") under Hong Kong Financial Reporting Standard 9. Its application is considered as a complex process and requires considerable judgements and interpretation.

Key judgements and estimates in respect of the measurement of ECL include:

- Selection of appropriate models and determination of relevant key measurement parameters and assumptions;
- Criteria for determining whether or not there was a significant increase in credit risk ("SICR"), or a default or impairment loss was incurred;
- Selection of economic indicators for forward-looking measurement, and the application of economic scenarios and weightings; and
- The estimated future cash flows for loans and advances to customers in stage 3.

We understood and tested key controls in relation to:

- Oversight and governance, including the Risk Management and Compliance Committee, Credit Management Committee, over the review and approval of the internal credit risk ratings, the ECL related policies, models including any changes required, staging, forward looking information used and the scenario weightings applied, and the calculated ECL balance;

- Regular monitoring and validation of impairment models;

- Assessment of the credit quality, assignment of internal credit risk ratings, and timely identification, assessment and reporting of non-performing loans and advances to customers;

- Significant management judgments and assumptions, including SICR, defaulted or credit-impaired and forward-looking adjustments;

- The accuracy and completeness of the key data inputs between underlying source systems and the impairment models.

In addition to testing the key controls, we have also performed the following procedures:

- With the assistance of our internal modelling specialists, we reviewed the major modelling methodologies for ECL calculation, and assessed the reasonableness of models selection, key parameters estimation, significant judgements and assumptions in relation to the models.

關鍵審計事項(續)

關鍵審計事項 我們的審計如何處理關鍵審計事項

客戶貸款及墊款減值(續)

在預期信貸虧損模型中所需的數據輸入亦有所增加，這亦相應增加了其完整性和準確性所帶來的風險。

貸款減值準備是審計重點，因為客戶貸款的金額重大，而相關減值的計算涉及管理層的重要判斷。

• 我們進行了抽樣檢查，嚴格評估管理層在信用複核中的關鍵假設和輸入，並評估了所指定的信用風險評級的合理性。在考慮了借款人的財務和非財務信息以及相關外部憑證和其他因素的情況下，我們進一步評估了管理層對於確認信用風險顯著增加、違約和已發生信貸減值貸款的恰當性，並質詢對階段劃分所採用的標準。

• 對於前瞻性調整，我們評估了管理層對於所選取的經濟指標、經濟情景和權重的分析結果，並查核了其對概率權重的敏感性分析。我們進一步評估並質詢了多個經濟情景所使用權重的合理性。

• 我們抽樣測試了預期信貸虧損模型的數據輸入和源系統記錄間的賬目對賬表，以確保預期信貸虧損模型中使用的數據的準確性和完整性。

• 就階段3已減值貸款的樣本，我們了解了借款人的最新狀況和減值準備計量的基礎，並根據借款人的情況考慮了管理層的關鍵判斷是否適當。我們亦已重新計算管理層的減值計算，並測試了減值計算所用的關鍵參數，包括所持抵押品的估值及可從借款人取得的估計未來現金流量。

根據我們已執行的程序，我們發現管理層採用的模型方法、關鍵參數、重大判斷和假設是合理的，並符合我們的行業知識和市場信息。

KEY AUDIT MATTERS (Continued)

Key Audit Matter How our audit addressed the Key Audit Matter

Impairment of loans and advances to customers (Continued)

There is also an increase in the data inputs required by the ECL models. This increases the risk of completeness and accuracy of the data used to calculate the ECL.

Loan impairment allowances is an audit focus due to the materiality of the balances and the underlying calculations are subject to significant judgement of management.

• We selected samples and critically assessed the key assumptions and inputs in management's credit reviews and evaluated the reasonableness of the assigned credit risk ratings. We further assessed the appropriateness of the management's identification of SICR, defaults and credit-impaired loans and challenged the criteria used for staging, in consideration of the financial information and non-financial information of the borrowers, relevant external evidence and other factors.

• For forward-looking adjustments, we assessed management's analysis of their selection of economic indicators, economic scenarios and weightings employed; and reviewed their sensitivity analysis of probability weightings. We further challenged and assessed the reasonableness around weightings of multiple economic scenarios.

• We tested on a sample basis the reconciliation between ECL models' data inputs and source system records to ensure the accuracy and completeness of the data used in the ECL models.

• For samples of stage 3 impaired loan, we understood the latest developments at the borrowers and the basis of measuring the impairment allowance and considered whether key management judgments were appropriate given the borrowers' circumstances. We also re-performed management's impairment calculation and tested key inputs to the impairment calculation including valuation of collateral held and estimated future cash flow from borrowers.

Based on the procedures we performed, we found the model methodology, key parameters, significant judgement and assumptions adopted by management were reasonable and in line with our industry knowledge and market information.

關鍵審計事項(續)

關鍵審計事項 我們的審計如何處理關鍵審計事項

對聯營公司－(重慶銀行(「重慶銀行」))的投資減值

請參閱綜合財務報表附註4(己)和26。

貴集團對於其聯營公司重慶銀行之投資是按權益法核算。於2019年度，貴集團針對其於重慶銀行的投資計提了減值準備1,735,000千港元，因此於2019年12月31日，該項投資的賬面價值3,888,775千港元。本年度確認的減值損失為287,000千港元。

管理層識別出該項投資的賬面價值高於重慶銀行的市場價值，據此認為有可能發生減值。管理層執行了減值評估，認為在重慶銀行投資的可收回金額低於其賬面價值。可收回金額按現金流量折現模型計算得出的估計使用價值計量。

我們關注此範疇是因為其所涉餘額及減值準備金額重大，且減值評估涉及高度主觀的管理層判斷和假設。

我們針對於重慶銀行的投資之減值評估執行了以下程序：

- 我們了解了管理層在釐定重慶銀行的投資之使用價值時進行的減值評估和應用的程序；
- 我們評估了管理層所採用估值模型之合適性；
- 根據相關的支持憑證(經參考外部市場資料、分析員報告等第三方來源的資料和重慶銀行的公開資料)和我們對該行業及其業務的了解，我們評估了管理層所採用關鍵假設和參數(包括貼現率、利潤增長率和退出價值)之合理性；
- 我們對使用價值估計執行了敏感度分析，以評估管理層的評估在不同情景下對關鍵假設的不同參數變動時的個別和總體的敏感程度。

根據我們已執行的程序，我們發現管理層在對重慶銀行的投資實施減值評估時採用的判斷有據可依。

KEY AUDIT MATTERS (Continued)

Key Audit Matter How our audit addressed the Key Audit Matter

Impairment of the investment in an associate, Bank of Chongqing ("BOCQ")

Refer to notes 4(f) and 26 to the consolidated financial statements.

The Group's investment in BOCQ is accounted for as an associate, using the equity method. The Group carried the investment in BOCQ of HK\$3,888,775 thousand as at 31 December 2019 after making a provision for impairment of HK\$1,735,000 thousand as at year end. The impairment loss charged for the year is HK\$287,000 thousand.

Management identified the carrying value of the investment is higher than the market value of BOCQ which is considered an indicator of potential impairment. Management performed an impairment assessment and has assessed that the recoverable amount of the investment in BOCQ was lower than its carrying value. The recoverable amount was measured as value-in-use ("VIU") estimate calculated by discounted cash flow model ("DCF").

We focused on this area due to the materiality of the balance, the significance of impairment charge and the highly subjective management judgements and assumptions involved in assessing the impairment.

We have performed the following procedures in relation to the assessment of impairment of the investment in BOCQ:

- We obtained an understanding of the impairment assessment and the processes applied by management with respect to the determination of the VIU of the investment in BOCQ;
- We evaluated the appropriateness of the valuation model used by the management;
- We assessed the reasonableness of key assumptions and inputs used by the management, including the discount rate, profit growth rate and exit value, based on relevant supporting evidence (with reference to external market information, third party sources, including analyst reports, and publicly available BOCQ information) and our knowledge of the business and industry;
- We performed sensitivity analysis on the VIU estimates to evaluate how sensitive management's assessment is to the change of different inputs of key assumptions individually and collectively in different scenarios.

Based on the procedures we performed, we found that management's judgement used in the impairment assessment of the investment in BOCQ was supported by available evidence.

## 其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，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，我們亦不對該等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了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。

## 董事就綜合財務報表須承擔的責任

貴公司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，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。

審核委員會協助董事履行其監督貴集團財務報告過程的職責。

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of 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.

## RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company 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 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

### 核數師就審計綜合財務報表須承擔的責任

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。我們按照香港《公司條例》第405條向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本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。
- 了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。

### 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. We report our opinion 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 HKSA's 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 HKSA's, we exercise professional judgment 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.

**核數師就審計綜合財務報表須承擔的責任**  
(續)

- 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。
- 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、監督及執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審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。

我們還向審核委員會提交聲明，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，相關的防範措施。

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS** (Continued)

- 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.
- 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, related safeguards.



**核數師就審計綜合財務報表須承擔的責任**  
(續)

從與審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鄭善斌。

羅兵咸永道會計師事務所  
執業會計師

香港，2020年3月25日

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS** (Continued)

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 Cheng Sin Bun, Benson.

PricewaterhouseCoopers  
Certified Public Accountants

Hong Kong, 25 March 2020



**DAH SING FINANCIAL HOLDINGS LIMITED 大新金融集團有限公司**

36/F, Everbright Centre, 108 Gloucester Road, Hong Kong

香港告士打道一零八號光大中心三十六樓

Telephone 電話：(852) 2507 8866

Facsimile 傳真：(852) 2598 5052

Website 網址：www.dahsing.com