

董事會報告書

REPORT OF THE DIRECTORS

董事會同人現謹向各股東發表截至二〇〇二年十二月三十一日止年度之報告書及已審核之賬目。

主要業務

本行及其附屬公司之主要業務為銀行及有關之財務服務。附屬公司之業務見賬目註釋(二十)。

本集團是年度按業務及地域劃分之表現分析詳載於賬目註釋(三十)。

業績及分配

本集團是年度之溢利連同有關溢利分配說明列於本年賬目第二十七頁之綜合損益表內。

董事會已宣派中期股息每股普通股港幣三角三仙，並於二〇〇二年九月二十五日派發，總額為港幣七千六百六十二萬三千元。董事會建議派發末期股息每股普通股港幣九角三仙，總額為港幣二億一千五百九十三萬七千元；另派發紅利每股普通股港幣二角，總額為港幣四千六百四十三萬八千元。

儲備

本集團及本行儲備之變動詳載於賬目註釋(二十八)。

按照香港公司條例第79B條計算，本行於二〇〇二年十二月三十一日之可分配儲備總額為港幣四十八億五千三百七十二萬三千元。

捐款

是年度本集團之慈善捐款共為港幣一十三萬元。

固定資產

本集團及本行固定資產之變動詳載於賬目註釋(二十三)。

董事

本屆及截至本報告書日期止之董事芳名，詳載於本年報第四頁。

董事黃記祖先生、伍步謙博士及伍步揚先生照本行註冊章程第一百條，例應告退，但均願應選連任。

The directors have pleasure in presenting their report together with the audited accounts for the year ended 31 December 2002.

Principal activities

The Bank and its subsidiaries are engaged in the provision of banking and related financial services. The principal activities of the subsidiaries are set out in note 20 to the accounts.

An analysis of the Group's performance for the year by business and geographical segment is set out in note 30 to the accounts.

Results and appropriations

The results of the Group for the year ended 31 December 2002 are set out in the consolidated profit and loss account on page 27 together with particulars of the appropriations therefrom which have been made or which are recommended.

The Directors have declared an interim dividend of HK\$0.33 per ordinary share, totalling HK\$76,623,000 which was paid on 25 September 2002. The Directors recommend the payment of a final dividend of HK\$0.93 per ordinary share, totalling HK\$215,937,000 and a bonus dividend of HK\$0.20 per ordinary share, totalling HK\$46,438,000.

Reserves

Details of the movements in the Group's and the Bank's reserves are set out in note 28 to the accounts.

Distributable reserves of the Bank at 31 December 2002, calculated under section 79B of the Hong Kong Companies Ordinance, amounted to HK\$4,853,723,000.

Donations

Charitable and other donations made by the Group during the year amounted to HK\$130,000.

Fixed assets

Details of the movements in the Group's and the Bank's fixed assets are set out in note 23 to the accounts.

Directors

The directors during the year and up to the date of this report are listed on page 4.

In accordance with Article 100 of the Bank's Articles of Association, Mr Kee-choe NG, Dr Philip Po-him WU and Mr Ivan Po-young WU retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

董事梁乃鵬先生及蘇洪亮先生照本行註冊章程第一百零六條，例應告退，但均願應選連任。

在即將舉行之股東年會上擬應選連任之董事，均無與本行訂立不能由本行於一年內毋須作出補償（法定補償除外）而終止之服務合約。

非執行董事須根據本行註冊章程之規定在股東年會上輪值告退及應選連任。

主要股東

根據本行依照香港證券（披露權益）條例第十六（一）條而設之主要股東登記冊顯示，於二〇〇二年十二月三十一日持有本行已發行股本百分之十或以上權益者如下：

伍宜孫有限公司
伍黎宜有限公司
宜康有限公司
新加坡發展銀行有限公司

** 此數包括伍宜孫有限公司持有控制性股權之宜康有限公司所持股份在內。

根據一九九二年三月十二日所訂立之股東合約，伍宜孫有限公司、伍黎宜有限公司、宜康有限公司、永時實業有限公司、持有該等公司股份之伍氏家族成員，及新加坡發展銀行有限公司均承諾盡量保持相互間共同持有不少於本行已發行股本百分之五十一之股權。依照香港證券（披露權益）條例，簽訂上述股東合約之個人及公司，均各別被視為擁有本行一億四千八百四十一萬九千八百七十六股股份之權益。

In accordance with Article 106 of the Bank's Articles of Association, Mr Norman Nai-pang LEUNG and Mr Lincoln Hung-leung SOO retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

None of the directors proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Bank which is not determinable by the Bank within one year without payment of compensation (other than statutory compensation).

Non-executive directors are subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association of the Bank.

Substantial shareholders

At 31 December 2002, the register of substantial shareholders maintained under section 16(1) of the Hong Kong Securities (Disclosure of Interests) Ordinance showed that the Bank had been notified of the following interests, being 10% or more of the Bank's issued share capital:

| | 所持股數 Number of shares |
|---|--------------------------|
| Wu Yee Sun Company Limited | ** 58,296,241 |
| Wu Jieh Yee Company Limited | 42,305,919 |
| Yee Hong Company Limited | 25,571,406 |
| The Development Bank of Singapore Limited | 23,219,010 |

** This includes the shares held by Yee Hong Company Limited in which Wu Yee Sun Company Limited holds a controlling interest.

Pursuant to a shareholders' agreement dated 12 March 1992, Wu Yee Sun Company Limited, Wu Jieh Yee Company Limited, Yee Hong Company Limited, Wings Investment Company Limited, the other members of the Wu family, who being shareholders of the aforesaid corporations, and The Development Bank of Singapore Limited undertake to endeavour to hold an aggregate of not less than 51% of the issued share capital of the Bank. According to the Hong Kong Securities (Disclosure of Interests) Ordinance, the parties to the abovementioned shareholders' agreement are, therefore, each deemed to be interested in 148,419,876 shares of the Bank.

董事之股本權益

根據本行依照香港證券(披露權益)條例第二十九條而設之登記冊，各董事及行政總裁於二〇〇二年十二月三十一日持有本行之股本權益如下：

Directors' interests in shares

At 31 December 2002, the interests of the directors and chief executive in the shares of the Bank as recorded in the register maintained under section 29 of the Hong Kong Securities (Disclosure of Interests) Ordinance were as follows:

| | | 所持股數 | | | |
|-------------------|--|--------------------|------------------|-----------------|---------|
| | | Number of shares | | | |
| | | 個人權益 | 家族權益 | 其他權益 | 總數 |
| | | Personal interests | Family interests | Other interests | Total |
| 伍步高 (行政總裁) | Dr Michael Po-ko WU (Chief Executive) | 194,184 | 84,166 | – | 278,350 |
| 伍步剛 | Dr Patrick Po-kong WU | 313,449 | 9,990 | – | 323,439 |
| 伍潔宜 | Dr Jieh-yee WU | 348,280 | 445,255 | – | 793,535 |
| 伍步昌 | Mr Albert Po-cheung WU | – | – | – | – |
| 伍步謙 | Dr Philip Po-him WU | 166,915 | – | – | 166,915 |
| 伍步揚 | Mr Ivan Po-young WU | – | – | – | – |
| 何子棟 | Mr Stephen Tze-tung HO | 189,385 | – | – | 189,385 |
| 鍾子森 | Mr Che-shum CHUNG | 3,373 | – | – | 3,373 |
| 黃記祖 | Mr Kee-choe NG | – | – | – | – |
| 伍兆燦 | Dr Siu-chan NG | – | – | – | – |
| 梁乃鵬 | Mr Norman Nai-pang LEUNG | – | – | – | – |
| 伍尚豐 (伍潔宜之代行董事) | Mr Anthony Shang-fung WU (Alternate to Dr Jieh-yee WU) | 30,474 | – | – | 30,474 |
| 馬毅強 (伍步揚之代行董事) | Mr Kenneth Ngai-keung MA (Alternate to Mr Ivan Po-young WU) | – | – | – | – |

根據香港證券(披露權益)條例，伍步高博士、伍步剛博士、伍潔宜博士、伍步昌先生、伍步謙博士及伍尚豐先生乃上列“主要股東”一節所述股東合約之部份家族成員，他們各被視為擁有本行一億四千八百四十一萬九千八百七十六股股份之權益。他們各別所持及各別的家人所持之本行股份均屬此一億四千八百四十一萬九千八百七十六股本行股份之一部份。

According to the Hong Kong Securities (Disclosure of Interests) Ordinance, Dr Michael Po-ko WU, Dr Patrick Po-kong WU, Dr Jieh-yee WU, Mr Albert Po-cheung WU, Dr Philip Po-him WU and Mr Anthony Shang-fung WU, who being some of the parties to the abovementioned shareholders' agreement, are each deemed to be interested in 148,419,876 shares of the Bank which are mentioned in the section headed “Substantial shareholders” above. All shares held by them and shares held under their respective family interests are a parcel of 148,419,876 shares of the Bank.

是年度內本行或其附屬公司從未參與任何安排致使各董事因取得本行或其他法人團體之股份或債券而獲益。

At no time during the year was the Bank or its subsidiaries a party to any arrangement to enable the directors of the Bank to acquire benefits by means of the acquisition of shares in, or debentures of, the Bank or any other body corporate.

在截至二〇〇二年十二月三十一日止年度內，本行並無授予任何人士認購本行股份之權利，亦無任何人士行使該等權利。

No right to subscribe for securities of the Bank has been granted by the Bank to, nor have any such rights been exercised by, any person during the year ended 31 December 2002.

董事之合約權益

本行向永時實業有限公司租用永恒商業大廈部份寫字樓，與該公司訂有兩份租約，租期分別為一九九九年一月起計三年及一九九六年十二月起計六年。此兩份租約已分別於二〇〇二年一月及十二月租約屆滿時再延期續約三年及六年，租值均經專業人士獨立評估後訂定。伍步高博士、伍步剛博士、伍黎宜博士、伍步昌先生、伍步謙博士及何子棟先生均為永時實業有限公司之股東。

此外，是年度內及至是年終結日止，本行或其附屬公司並無訂立任何與本行業務有關而董事直接或間接享有重大權益之其他重要合約。

買入、出售或贖回股份

是年度本行並無贖回本行之股份，本行及各附屬公司均無買入或出售本行之股份。

管理合約

是年度內，本行並無就全盤或其中重大部份業務簽訂或存有任何管理合約。

董事及高層管理人員個人資料

本行董事及高層管理人員個人資料詳列於第六頁至第九頁。

主要客戶

是年度本集團從五位最大客戶所賺取之收入佔本集團總收入少於百分之三十。

披露財務資料

本行已全面遵從金融管理專員於二〇〇二年十一月發出之「本地註冊認可機構披露財務資料」之指引。

核數師

本賬目經由羅兵咸永道會計師事務所審核，該核數師亦照章告退，但願意應聘續任。

承董事會命
董事長 伍步高 謹啟

香港 二〇〇三年二月二十六日

Directors' interests in contracts

The Bank rents from Wings Investment Company Limited certain office space in Wings Building under two tenancy agreements, for terms of three years commencing January 1999 and six years commencing December 1996. The agreements expired in January and December 2002 and have been renewed for further terms of three years and six years respectively, at rentals based on independent professional valuations. Dr Michael Po-ko WU, Dr Patrick Po-kong WU, Dr Jieh-ye WU, Mr Albert Po-cheung WU, Dr Philip Po-him WU and Mr Stephen Tze-tung HO are interested in Wings Investment Company Limited as shareholders.

No other contracts of significance in relation to the Bank's business to which the Bank or its subsidiaries was a party and in which a director of the Bank had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Purchase, sale or redemption of shares

The Bank has not redeemed any of its shares during the year. Neither the Bank nor any of its subsidiaries has purchased or sold any of the Bank's shares during the year.

Management contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Bank were entered into or existed during the year.

Biographical details of directors and senior management

Brief biographical details in respect of the directors and senior management of the Bank are set out on pages 6 to 9.

Major customers

The percentage of the Group's income for the year attributable to the five largest customers of the Group is less than 30%.

Financial disclosures

The Bank has fully complied with the requirements set out in the guideline entitled "Financial Disclosure by Locally Incorporated Authorized Institutions" issued by the Monetary Authority in November 2002.

Auditors

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

By Order of the Board
Michael Po-ko WU
Chairman

Hong Kong, 26 February 2003