

董事會報告書*Report of the Directors*

董事會謹提呈截至二零零零年十二月三十一日止年度之報告及經審核之賬目。

主要業務

本銀行之主要業務為提供銀行、財務及其他有關服務，而附屬公司之主要業務則見賬目附註二十。

業績及盈餘分配

本銀行及附屬公司（「本集團」）截至二零零零年十二月三十一日止年度之業績載於第94頁之綜合損益結算表內。

董事會宣派中期股息每股24.795港元，共派198,360,000港元，已於二零零零年九月支付。

董事會現建議派發末期股息每股19.09港元，共派152,720,000港元。

儲備

本集團及本銀行是年度之儲備變動詳情載於賬目附註廿五。

捐款

本集團是年度之慈善及其他捐款共達1,414,000港元。

固定資產

本集團及本銀行之固定資產變動詳載於賬目附註廿一。

董事會

本年度內及直至本報告日期止董事芳名：

王守業

主席

賈世德

副主席

周忠繼 O.B.E. J.P.

莊先進

史習陶

The Directors submit their report together with the audited accounts for the year ended 31st December 2000.

PRINCIPAL ACTIVITIES

The principal activities of the Bank are the provision of banking, financial and other related services. The principal activities of the subsidiaries are shown in note 20 to the accounts.

RESULTS AND APPROPRIATIONS

The results of the Bank and its subsidiaries (the "Group") for the year ended 31st December 2000 are set out in the consolidated profit and loss account on page 94.

The Directors declared interim dividends of HK\$24.795 per share, totalling HK\$198,360,000 which were paid in September 2000.

The Directors recommend the payment of a final dividend of HK\$19.09 per share, totalling HK\$152,720,000.

RESERVES

Movements in the reserves of the Group and of the Bank during the year are set out in note 25 to the accounts.

DONATIONS

During the year, the Group made charitable and other donations amounting to HK\$1,414,000.

FIXED ASSETS

Details of the movements in fixed assets of the Group and of the Bank are shown in note 21 to the accounts.

DIRECTORS

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

David Shou-Yeh Wong

Chairman

Ronald Carstairs

Vice Chairman

Chung-Kai Chow O.B.E. J.P.

John W. Simpson

Robert Tsai-To Sze

董事會報告書**Report of the Directors****董事會 (續)**

韓以德

黃漢興

常務董事

伍耀明

夏達德

趙龍文

王伯凌

何文燦

(二零零零年一月一日獲委任)

Michael David Grover

(二零零零年八月八日獲委任)

范上欽

(二零零一年三月五日獲委任)

周偉偉

(周忠繼 O.B.E. J.P.之替任董事)

林劉淑英

(二零零零年二月廿八日退任)

由於本銀行之組織章程細則並無董事須輪值告退之規定，故全體現任董事繼續留任。

董事權益

遵照本銀行之最終控股公司大新金融集團有限公司(「大新金融」)股東通過之行政人員優先認股計劃(「本計劃」)，本銀行若干董事獲授予按每份認股權1港元代價可認購大新金融每股面值2港元之股份之權利。每股之行使價按授予認股權之不同時期而各異，有關資料載於下表。該等認股權可於獲授予日期起計第一至第五周歲日或至本計劃屆滿日二零零五年五月十六日期間按不同數額行使，惟林劉淑英女士可享於二零零零年二月廿八日退任時仍未行使所有認股權之即時行使權利則除外。劉女士已於二零零零年五月三十一日屆滿前期間行使全部認股權。

DIRECTORS (CONTINUED)

David R. Hinde

Hon-Hing Wong

Managing Director

Yiu-Ming Ng

Arthur John Augustus Haddon

Lung-Man Chiu

Gary Pak-Ling Wang

Man-Chan Ho

(appointed on 1st January 2000)

Michael David Grover

(appointed on 8th August 2000)

Horace Sheung-Yam Fan

(appointed on 5th March 2001)

John Wai-Wai Chow

(alternate to Chung-Kai Chow O.B.E. J.P.)

Teresa Shuk-Ying Lau

(resigned on 28th February 2000)

There being no provision in the Bank's Article of Association for retirement by rotation, all Directors continue in office.

DIRECTORS' INTERESTS

Pursuant to the Executive Share Option Scheme (the "Scheme") approved by the shareholders of Dah Sing Financial Holdings Limited ("DSFH"), the Bank's ultimate holding company, certain Directors of the Bank were granted options at a consideration of HK\$1 per option to subscribe for shares of DSFH with a par value of HK\$2 each. Exercise price per share for the options varied by tranches of grant with particulars stated at table below. The options can be exercised in varying amounts between the first and fifth anniversaries of the dates of grant or up to the expiry of the Scheme falling on 16th May 2005, except that all outstanding share options of Teresa Shuk-Ying Lau were fully vested upon her resignation on 28th February 2000 and all the share options so granted were exercised before the expiry falling on 31st May 2000.

董事會報告書**Report of the Directors****董事權益 (續)**

截至二零零零年十二月三十一日，各董事仍未行使之可認購大新金融股份權利之結餘股份數目如下：

授予日期 Grant Date	一九九七年 十一月廿七日 27th November 1997	二零零零年 四月三日 3rd April 2000	二零零零年 六月十二日 12th June 2000
每股行使價 Exercise price per share	13.57港元 HK\$13.57	26.28港元 HK\$26.28	30.41港元 HK\$30.41
賈世德 Ronald Carstairs	-	200,000	-
黃漢興 Hon-Hing Wong	-	800,000	-
伍耀明 Yiu-Ming Ng	-	200,000	-
趙龍文 Lung-Man Chiu	-	75,000	-
夏達德 Arthur John Augustus Haddon	50,000	-	-
王伯凌 Gary Pak-Ling Wang	100,000	-	-
何文燦 Man-Chan Ho	-	75,000	-
Michael David Grover Michael David Grover	-	-	150,000

於二零零零年，伍耀明及夏達德行使其認股權，各以認購價16.38港元及13.57港元分別認購200,000股及150,000股大新金融股份。部份股份已於年內出售。

除上述所載外，本年度內本銀行、附屬公司、同系附屬公司及控股公司概無簽訂任何協議，使本銀行董事可藉收購本銀行或任何其他法人團體之股份或債券而取得利益。

各董事與本銀行並無簽訂任何服務合約。

本年度內或年結時，本銀行、附屬公司、同系附屬公司及控股公司概無簽訂任何有關本銀行之業務而本銀行董事直接或間接擁有重大權益之重要合約。

管理合約

本年度內，本銀行並無就全盤或其中重大部份業務簽訂或存有任何管理及行政合約。

符合指引聲明

本銀行已完全遵照香港金融管理局所頒佈之「本地註冊認可機構披露財務資料」指引之各項準則。

核數師

本賬目業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。

承董事會命
王守業
主席

香港 二零零一年三月五日

DIRECTORS' INTERESTS (CONTINUED)

The number of shares available under the outstanding options for respective Directors as at 31st December 2000 were as follows:

一九九七年 十一月廿七日 27th November 1997	二零零零年 四月三日 3rd April 2000	二零零零年 六月十二日 12th June 2000
13.57港元 HK\$13.57	26.28港元 HK\$26.28	30.41港元 HK\$30.41
Ronald Carstairs	200,000	-
Hon-Hing Wong	800,000	-
Yiu-Ming Ng	200,000	-
Lung-Man Chiu	75,000	-
Arthur John Augustus Haddon	50,000	-
Gary Pak-Ling Wang	100,000	-
Man-Chan Ho	75,000	-
Michael David Grover	-	150,000

In 2000, Yiu-Ming Ng and Arthur John Augustus Haddon exercised their options to subscribe for 200,000 and 150,000 shares of DSFH at an exercise price of HK\$16.38 and HK\$13.57 per share respectively. Some of the shares had been sold during the year.

Apart from the above, at no time during the year was the Bank, its subsidiaries, its fellow subsidiaries or its holding company a party to any arrangements to enable the Directors of the Bank to acquire benefits by means of the acquisition of shares in, or debentures of, the Bank or any other body corporate.

The Directors do not have any service contracts with the Bank.

No contracts of significance in relation to the Bank's business to which the Bank, its subsidiaries, its fellow subsidiaries or its holding company 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.

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.

STATEMENT OF COMPLIANCE

The Bank has fully complied with the standards set out in the guideline on "Financial Disclosure by Locally Incorporated Authorized Institutions" issued by the Monetary Authority.

AUDITORS

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

On behalf of the Board
David Shou-Yeh Wong
Chairman

Hong Kong, 5th March 2001