

董事會報告書**Report of the Directors**

董事會謹提呈截至二零零二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

大新銀行有限公司(「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廿三。

業績及盈餘分配

本銀行及附屬公司(「本集團」)截至二零零二年十二月三十一日止年度之業績載於第123頁之綜合損益結算表內。

董事會宣派中期股息每股25.00港元，共派200,000,000港元，已於二零零二年八月三十一日支付。

董事會建議派發末期股息每股30.00港元，共派240,000,000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卅一。

捐款

本集團是年度之慈善及其他捐款共達1,140,000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廿四。

The Directors submit their report together with the audited accounts for the year ended 31st December 2002.

PRINCIPAL ACTIVITIES

The principal activities of Dah Sing Bank, Limited (the "Bank") are the provision of banking, financial and other related services. The principal activities of the subsidiaries are shown in note 23 to the accounts.

RESULTS AND APPROPRIATIONS

The results of the Bank and its subsidiaries (the "Group") for the year ended 31st December 2002 are set out in the consolidated profit and loss account on page 123.

The Directors declared an interim dividend of HK\$25.00 per share, totalling HK\$200,000,000 which was paid on 31st August 2002.

The Directors recommend the payment of a final dividend of HK\$30.00 per share, totalling HK\$240,000,000.

RESERVES

Movements in the reserves of the Group and of the Bank during the year are set out in note 31 to the accounts.

DONATIONS

During the year, the Group made charitable and other donations amounting to HK\$1,140,000.

FIXED ASSETS

Details of the movements in fixed assets of the Group and of the Bank are shown in note 24 to the accounts.

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

周忠繼 O.B.E. J.P.

莊先進

韓以德

史習陶

伍耀明

黃漢興

董事總經理兼行政總裁

夏達德

趙龍文

王伯凌

何文燦

高米棋

周偉偉

(周忠繼 O.B.E. J.P. 之替任董事)

賈世德

副主席

(二零零二年十一月二十九日榮休)

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。

DIRECTORS

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

David Shou-Yeh Wong

Chairman

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

John William Simpson

David Richard Hinde

Robert Tsai-To Sze

Yiu-Ming Ng

Hon-Hing Wong

Managing Director and Chief Executive

Arthur John Augustus Haddon

Lung-Man Chiu

Gary Pak-Ling Wang

Man-Chan Ho

Michael David Grover

John Wai-Wai Chow

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

Ronald Carstairs

Vice Chairman

(retired on 29th November 2002)

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

董事會報告書

Report of the Directors

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。

截至二零零二年十二月三十一日止，在本計劃下仍未行使之可認購大新金融股份權利結餘詳情如下：

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 is 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.

Details of the share options outstanding as at 31st December 2002 which have been granted under the Scheme are as follows:

董事	Director	認股權數目		行使期		認購價	授予日期	由	至
		於二零零二年一月一日持有	年內行使	於二零零二年十二月卅一日持有	Exercisable period				
		Held at	Exercised	Held at	Subscription	Grant date	(D/M/Y)	(D/M/Y)	(D/M/Y)
		1 Jan 2002	during the year	31 Dec 2002	price	(D/M/Y)	(D/M/Y)	(D/M/Y)	(D/M/Y)
					港元				
					HK\$				
王伯凌	Gary Pak-Ling Wang	100,000	100,000	-	13.57	27/11/1997	27/11/1998	27/11/2002	
			(註1)(Note 1)						
黃漢興	Hon-Hing Wong	800,000	400,000	400,000	26.28	3/4/2000	3/4/2001	3/4/2005	
			(註2)(Note 2)						
伍耀明	Yiu-Ming Ng	200,000	200,000	-	26.28	3/4/2000	3/4/2001	3/4/2005	
			(註3)(Note 3)						
趙龍文	Lung-Man Chiu	75,000	-	75,000	26.28	3/4/2000	3/4/2001	3/4/2005	
何文燦	Man-Chan Ho	75,000	-	75,000	26.28	3/4/2000	3/4/2001	3/4/2005	
高米棋	Michael David Grover	150,000	-	150,000	30.41	12/6/2000	12/6/2001	16/5/2005	

註:

- 行使日期為二零零二年九月二十五日。行使有關認股權前之最可行收市價為每股32.80港元。因行使認股權之有關100,000股已於二零零二年九月二十六日獲得配發。
- 行使日期為二零零二年五月四日。行使有關認股權前之最可行收市價為每股41.60港元。依據本計劃賦予之酌情權，大新金融以現金支付代替配發股份。該等款額為認股權行使當日大新金融股份每股最可行收市價與其設定認購價26.28港元之溢價。支付總額為6,128,000港元，可認購400,000股之認股權則視作已全數行使。

Notes:

- Exercise date was 25th September 2002. At the date before the options were exercised, the most practicable closing market price per share was HK\$32.80. 100,000 shares for the options exercised were allotted on 26th September 2002.
- Exercise date was 4th May 2002. At the date before the options were exercised, the most practicable closing market price per share was HK\$41.60. Instead of allotting new shares, DSFH exercised its discretion as allowed under the Scheme by making a cash payment in lieu of the required share allotment. The amount is the excess of the most practicable closing market price of the DSFH shares upon exercise of the options over the predetermined subscription price of HK\$26.28 each. The aggregate payment amounted to HK\$6,128,000 and the options so granted to subscribe for 400,000 shares were deemed as having exercised.

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

註：(續)

3. 行使日期為二零零二年六月二十五日。行使有關認股權前之最可行收市價為每股38.00港元。依據本計劃賦予之酌情權，大新金融以現金支付代替配發股份。該等款額為認股權行使當日大新金融股份每股最可行收市價與其設定認購價26.28港元之溢價。支付總額為2,344,000港元，可認購200,000股之認股權則視作已全數行使。

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。

承董事會命

王守業

主席

香港 二零零三年三月三日

DIRECTORS' INTERESTS (Continued)

Notes: (Continued)

3. Exercise date was 25th June 2002. At the date before the options were exercised, the most practicable closing market price per share was HK\$38.00. Instead of allotting new shares, DSFH exercised its discretion as allowed under the Scheme by making a cash payment in lieu of the required share allotment. The amount is the excess of the most practicable closing market price of the DSFH's shares upon exercise of the options over the predetermined subscription price of HK\$26.28 each. The aggregate payment amounted to HK\$2,344,000 and the options so granted to subscribe for 200,000 shares were deemed as having exercised.

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 requirements set out in the guideline on "Financial Disclosure by Locally Incorporated Authorized Institutions" issued by the Hong Kong 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, 3rd March 2003