

# 董事會報告

## Report of the Directors

董事會全體成員欣然提呈南洋商業銀行有限公司（下稱「本銀行」）及其附屬公司（以下連同本銀行統稱「本集團」）截至2024年12月31日止年度之董事會報告及經審核之綜合財務報表。

### 主要業務

本銀行為根據香港《銀行業條例》所規定獲認可之持牌銀行，主要從事銀行業務及相關之金融服務。本銀行之附屬公司之主要業務載於本財務報表「附錄一 本銀行之附屬公司」內。

### 業績及分配

本集團在本年之業績載於第64頁綜合收益表內。

董事會建議派發末期股息297,537,800港元，折合每股42.5054港元，予截至2025年3月31日本銀行股東名冊上的股東，惟必須待本銀行股東於本銀行2025年股東週年大會上批准方可作實。

### 捐款

本集團於年內之慈善及其他捐款合共約1,328,000港元。

### 發行股份

本年內，本銀行概無發行股份。本銀行之已發行股份詳情載於財務報表附註34內。

The Directors are pleased to present their report together with the audited consolidated financial statements of Nanyang Commercial Bank, Limited (hereinafter as the "Bank") and its subsidiaries (together with the Bank hereinafter as the "Group") for the year ended 31 December 2024.

### PRINCIPAL ACTIVITIES

The Bank is a licensed bank authorised under the Hong Kong Banking Ordinance. The principal activities of the Bank are provision of banking and related financial services. The principal activities of the Bank's subsidiaries are shown in "Appendix — Subsidiaries of the Bank" to the Financial Statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on page 64.

The Directors has recommended a final dividend of HK\$297,537,800, equal to HK\$42.5054 per share, to shareholder(s) whose name(s) appear on the Register of Members of the Bank on 31 March 2025, subject to the approval of shareholder(s) of the Bank at the 2025 annual general meeting of the Bank.

### DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$1,328,000.

### SHARES ISSUED

No shares were issued by the Bank during the year. Details of the issued shares of the Bank are set out in Note 34 to the Financial Statements.

# 董事會報告

## Report of the Directors

### 董事

本年內及直至本報告日期止，本銀行之董事如下：

### 董事會

董事長：張衛東<sup>#</sup>

董事：楊英勛<sup>#</sup>  
劉鈞（自2024年2月7日起辭任）

孫建東  
鄭建崗（自2025年2月26日起辭任）

劉曉光（自2025年2月26日起委任）

劉漢銓\*  
藍鴻震\*  
趙麗娟\*  
李樹培\*

<sup>#</sup> 非執行董事  
<sup>\*</sup> 獨立非執行董事

本年內及直至本報告日期止，除孫建東先生、鄭建崗先生<sup>##</sup>及劉曉光先生<sup>###</sup>同時擔任本銀行一間附屬公司董事外，本銀行附屬公司之其他董事如下：

程澤宇 <sup>####</sup>	林健濤
沈加沐	譚麗儀 <sup>**</sup>
尚晨光	李頌欣
程正紅	梁凌芷
夏軍	黃德銓 <sup>***</sup>
李欣	薛正曄 <sup>****</sup>
許偉興 <sup>#####</sup>	李漢泉 <sup>*****</sup>
莊永焜 <sup>#####</sup>	葉鳳蓮 <sup>*****</sup>

<sup>##</sup> 自2025年2月26日起辭任本銀行董事。  
<sup>###</sup> 自2025年2月26日起擔任本銀行董事。  
<sup>####</sup> 自2024年12月13日起辭任本銀行一間附屬公司董事。

<sup>#####</sup> 自2024年8月8日起辭任本銀行附屬公司董事。

<sup>#####</sup> 自2024年8月8日及9月2日起辭任本銀行附屬公司董事。

<sup>\*\*</sup> 自2024年2月15日及8月8日起擔任本銀行附屬公司董事。

<sup>\*\*\*</sup> 自2024年2月15日起擔任本銀行一間附屬公司董事及自2024年9月2日起辭任該附屬公司董事。

<sup>\*\*\*\*</sup> 自2024年8月8日起擔任本銀行一間附屬公司董事。

<sup>\*\*\*\*\*</sup> 自2024年9月2日起擔任本銀行一間附屬公司董事。

### DIRECTORS

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

### Board of Directors

Chairman: Zhang Weidong<sup>#</sup>

Directors: Yang Yingxun<sup>#</sup>  
Liu Jun  
(resigned effective from 7 February 2024)  
Sun Jiandong  
Cheng Kin Kong  
(resigned effective from 26 February 2025)  
Liu Xiaoguang  
(appointed effective from 26 February 2025)  
Lau Hon Chuen\*  
Lan Hong Tsung, David\*  
Chiu Lai Kuen, Susanna\*  
Li Shu Pui\*

<sup>#</sup> Non-executive Directors  
<sup>\*</sup> Independent Non-executive Directors

Save for Messrs. Sun Jiandong, Cheng Kin Kong<sup>##</sup> and Liu Xiaoguang<sup>###</sup> being also directors of a subsidiary of the Bank, other directors of the subsidiaries of the Bank during the year and up to the date of this report are:

Cheng Zeyu <sup>####</sup>	Lam Kin Ho
Shen Jiamu	Tam Lai Yee <sup>**</sup>
Shang Chenguang	Lee Chung Yan
Cheng Zhenghong	Leung Ling Tsz, Tiffany
Xia Jun	Wong Tak Chuen, Dorian <sup>***</sup>
Li Xin	Xue Zhengye <sup>****</sup>
Hui Wai Hing, Peter <sup>#####</sup>	Lee Hon Chuen <sup>*****</sup>
Chong Wing Kwan <sup>#####</sup>	Yip Fung Lin <sup>*****</sup>

<sup>##</sup> resigned as a director of the Bank effective from 26 February 2025.  
<sup>###</sup> appointed as a director of the Bank effective from 26 February 2025.  
<sup>####</sup> resigned as a director of a subsidiary of the Bank effective from 13 December 2024.  
<sup>#####</sup> resigned as directors of subsidiaries of the Bank effective from 8 August 2024.  
<sup>#####</sup> resigned as directors of subsidiaries of the Bank effective from 8 August and 2 September 2024 respectively.

<sup>\*\*</sup> appointed as directors of subsidiaries of the Bank effective from 15 February and 8 August 2024 respectively.

<sup>\*\*\*</sup> appointed as a director of a subsidiary of the Bank effective from 15 February 2024 and resigned as a director of such subsidiary of the Bank effective from 2 September 2024.

<sup>\*\*\*\*</sup> appointed as a director of a subsidiary of the Bank effective from 8 August 2024.

<sup>\*\*\*\*\*</sup> appointed as a director of a subsidiary of the Bank effective from 2 September 2024.

## 董事會報告 Report of the Directors

根據本銀行組織章程細則第81條，楊英勛先生、藍鴻震先生及李樹培先生將於應屆股東周年大會上退任，彼等均合資格，並願意重選連任。根據本銀行組織章程細則第82條，劉曉光先生將於應屆股東周年大會上退任，彼合資格，並願意膺選連任。

### 董事購買股份或債權證之權利

於本年任何時間內，本銀行、其任何控股公司、附屬公司或同系附屬公司概無訂立任何安排，使本銀行董事可藉購買本銀行或任何其他法人團體之股份或債權證而獲益。

### 董事於交易、安排或合約之權益

於本年末或本年任何時間內，本銀行、其任何控股公司、附屬公司或同系附屬公司概無簽訂任何涉及本集團之業務而本銀行之董事或其有關連實體直接或間接在其中擁有重大權益之交易、安排或合約。

### 管理合約

於本年內，本銀行概無就全部或任何重大部分業務之管理及行政工作簽訂或存有任何合約。

### 獲准許的彌償條文

根據本銀行組織章程細則，每名董事均可就本銀行有關事務而引致的任何責任獲本銀行從資產中撥付彌償。本銀行已為可合法投保之董事責任安排保險。

### 符合《銀行業（披露）規則》

截至2024年12月31日止的綜合財務報表完全遵守香港《銀行業條例》項下《銀行業（披露）規則》之要求。

In accordance with Article 81 of the Articles of Association of the Bank, Messrs. Yang Yingxun, Lan Hong Tsung, David, and Li Shu Pui retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election. In accordance with Article 82 of the Articles of Association of the Bank, Mr. Liu Xiaoguang retire by rotation at the forthcoming annual general meeting and, being eligible, offer himself for election.

### DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES

At no time during the year was the Bank or any of its holding companies, subsidiaries or fellow subsidiaries 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.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts of significance, in relation to the Group's business to which the Bank or any of its holding companies, subsidiaries or fellow subsidiaries was a party and in which a Director of the Bank or his/her connected entity 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.

### PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association of the Bank, every Director shall be indemnified out of the assets of the Bank against any liability incurred by him/her in relation to the Bank. The Bank has maintained insurance for the benefit of Directors against liability which may lawfully be insured by the Bank.

### COMPLIANCE WITH THE BANKING (DISCLOSURE) RULES

The consolidated financial statements for the year ended 31 December 2024 comply with the requirements set out in the Banking (Disclosure) Rules under the Hong Kong Banking Ordinance.

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### 核數師

本銀行截至2024年12月31日止年度的綜合財務報表  
乃由安永會計師事務所(「安永」)審計。

承董事會命

張衛東  
董事長

香港，2025年3月20日

### AUDITOR

The consolidated financial statements for the year ended  
31 December 2024 have been audited by Ernst & Young.

On behalf of the Board

**Zhang Weidong**  
*Chairman of the Board*

Hong Kong, 20 March 2025