

# 公司治理

## Corporate Governance

本集團致力達至優良之企業管治，並遵循香港金融管理局頒佈之監管政策手冊《本地註冊認可機構的企業管治》(CG-1) 指引。

### 董事會及管理層

董事會負責為本集團整體業務確定目標、制定長遠策略及進行管理。於年底時，董事會由八位具備不同經驗及專業之人士組成。當中兩位為執行董事，其餘六位為非執行董事。在六位非執行董事中，四位為獨立非執行董事，發揮不可或缺的獨立監督作用。董事會定期召開會議並於年內召開了四次會議，年內出席率達90%。以總裁為首的管理層負責按已審定的策略及政策，制定及執行具體落實方案，並定期向董事會提交本集團表現之詳細報告，以便董事會能夠有效地履行其職責。現時董事會共設立下列五個委員會負責監督本集團各主要範疇。各委員會之詳情如下：

### 戰略與發展委員會

戰略與發展委員會負責對本集團中長期發展戰略和重大投資決策進行研究，並提出建議，其主要職責包括：

- 制備本銀行的中長期戰略計劃，呈董事會審批；
- 審查、動議、監控、重檢和更新本銀行的中長期戰略計劃，並向董事會提出調整建議；
- 審查本銀行中長期戰略的制定程序，確保其已充分考慮到一定範圍內的所有備選方案；
- 按照既定的標準監控中長期戰略實施情況，向高級管理人員提供戰略方面的指引；

The Group strives to achieve high standards of corporate governance and followed CG-1 “Corporate Governance of Locally Incorporated Authorised Institutions” of the Supervisory Policy Manual issued by the Hong Kong Monetary Authority.

### BOARD OF DIRECTORS AND THE MANAGEMENT

The Board is responsible for setting objectives and formulating long term strategies as well as managing the Group’s overall business. As at the end of the year, the Board comprises eight Directors with a variety of different experience and professionalism. Among them, two are Executive Directors, while the remaining six are Non-executive Directors. Of the six Non-executive Directors, four are Independent Non-executive Directors whose indispensable function is to provide independent scrutiny. The Board meets regularly and four board meetings were held in the year with attendance rate of 90% in the year. The Management, led by the Chief Executive, is responsible for formulating and implementing detailed programmes to effect the approved strategies and policies, and providing detailed reports on the Group’s performance to the Board on a regular basis to enable the Board to discharge its responsibilities effectively. The Board currently has set up the following five committees to oversee the major areas of the Group. Details of the committees are given below:

### STRATEGY AND DEVELOPMENT COMMITTEE

Strategy and Development Committee is responsible for the consideration and suggestion of the medium and long term development strategies of the Group. Its main duties include:

- preparation of the Bank’s medium and long term strategies for the Board’s approval;
- examination, proposing, monitoring, review and update of the Bank’s medium and long term strategies and recommend the Board on necessary adjustments of the strategies;
- examination of the formulation of the Bank’s medium and long term strategies and ensure all the potential plans in a certain selective scope have been adequately considered;
- monitoring the implementation of medium and long term strategies in accordance with established standards and provide strategic guidance to the Senior Management on the implementation;

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- 審查高級管理人員提出的重大兼併及收購方案，並向董事會提出建議；及
- 就本銀行主要投資、資本性支出和戰略性承諾向董事會提出建議，並監控其實施情況。

年內，戰略與發展委員會共召開兩次會議。於年底時，戰略與發展委員會成員包括張衛東先生（主席）及孫建東先生。其中孫建東先生為本銀行的執行董事。

### 稽核委員會

稽核委員會協助董事會對本集團在以下方面履行監控職責：

- 財務報告的真實性和財務報告程序；
- 內部控制系統；
- 內部稽核職能和人員的工作表現；
- 外部核數師的聘任及其資格、獨立性和工作表現的評估；
- 本集團財務報告的定期審閱和年度審計；
- 遵循有關會計準則及法律和監管規定中有關財務訊息披露的要求；及
- 強化公司治理架構。

年內，稽核委員會共召開四次會議。於年底時，稽核委員會成員包括趙麗娟女士（主席）、藍鴻震先生及李樹培先生。彼等均為本銀行之獨立非執行董事。

- examination of material merge and acquisition plans proposed by the Senior Management and advise the Board on the plans; and
- giving advice to the Board on the Bank's major investment, capital expenditure and strategic commitment and monitoring the implementation of the aforesaid.

During the year, the Strategy and Development Committee has convened two meetings. As at the end of the year, members of the Strategy and Development Committee included Messrs. Zhang Weidong (Chairman) and Sun Jiandong. Among them, Mr. Sun Jiandong was Executive Director of the Bank.

### AUDIT COMMITTEE

The Committee assists the Board in fulfilling its oversight role over the Group in the following areas:

- integrity of financial statements and the financial reporting process;
- internal control system;
- performance of internal audit functions and internal auditors;
- appointment of external auditor and evaluation of external auditor's qualifications, independence and performance;
- periodic review and annual audit of the Group's financial statements;
- compliance with applicable accounting standards and legal and regulatory requirements on financial disclosures; and
- enhancement of the corporate governance framework.

During the year, the Audit Committee has convened four meetings. As at the end of the year, the members of Audit Committee were Ms. Chiu Lai Kuen, Susanna (Chairman), Mr. Lan Hong Tsung, David and Mr. Li Shu Pui. All were Independent Non-executive Directors of the Bank.

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### 風險管理委員會

風險管理委員會協助董事會就本集團之風險管理履行以下的職責：

- 建立／重檢本集團的風險管理架構和風險管理戰略；
- 監察本集團各類風險狀況，及識別、評估、管理本集團當前及前瞻面臨的重大風險；
- 監察附屬公司的風險管理、內部控制及各類風險變化情況對本集團綜合層面的影響；
- 審查、監察及評估本集團風險管理政策、程序、制度、架構、風險資訊系統、基礎設施、資源及內部控制的情況，是否充分及有效；
- 審查、批准高層次的風險政策，並監督其執行情況；
- 從風險管理角度評估本銀行薪酬激勵機制是否符合風險文化及風險偏好；及
- 監控本集團可持續發展相關的風險管理的情況，並採取有效應對氣候變化策略、管控及緩減措施。

年內，風險管理委員會共召開四次會議。於年底時，風險管理委員會成員包括李樹培先生（主席）、楊英勛先生、劉漢銓先生及趙麗娟女士。其中楊英勛先生為本銀行非執行董事；劉漢銓先生、李樹培先生及趙麗娟女士均為本銀行獨立非執行董事。

### RISK MANAGEMENT COMMITTEE

The Risk Management Committee assists the Board in performing the duties in respect of the risk management of the Group in the following areas:

- formulation/review of the risk management framework and risk management strategy of the Group;
- oversight of all risk profile of the Group, and identification, assessment and management of material risks faced and foreseen by the Group;
- oversight the impact from the subsidiaries' risk management, internal control and all risk profile on the Group;
- review, oversight and assessment of the adequacy and effectiveness of the Group's risk management policies, procedures, system framework, risk information systems, infrastructure, resources and internal control;
- review and approval of high-level risk-related policies of the Group and monitoring of the implementation of the aforesaid;
- assessment on the remuneration system which should align with the risk culture and risk appetite from the risk management point of view; and
- monitoring the Group's sustainability-related risk management, and employing effective strategy, control and mitigation measures to climate change.

During the year, the Risk Management Committee has convened four meetings. As at the end of the year, the members of the Risk Management Committee were Mr. Li Shu Pui (Chairman), Mr. Yang Yingxun, Mr. Lau Hon Chuen and Ms. Chiu Lai Kuen, Susanna. Among them, Mr. Yang Yingxun was Non-executive Director of the Bank; Mr. Lau Hon Chuen, Mr. Li Shu Pui and Ms. Chiu Lai Kuen, Susanna were Independent Non-executive Directors of the Bank.

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### 關聯交易委員會

關聯交易委員會協助董事會就本銀行之關聯交易履行以下的職責：

- 審閱並批准本行關聯交易管理政策；
- 定期收取關聯交易報備，並充分瞭解本行關聯交易管理情況，並給出指導意見；及
- 按照法律、行政法規的規定和公正、公允的商業原則，及時審批重大關聯交易。

年內，關聯交易委員會共召開四次會議。於年底時，關聯交易委員會成員包括劉漢銓先生(主席)、藍鴻震先生及鄭建崗先生。彼等均為本銀行之董事。其中鄭建崗先生為本銀行執行董事；劉漢銓先生及藍鴻震先生均為本銀行獨立非執行董事。

### 提名及薪酬委員會

提名及薪酬委員會負責協助董事會履行以下職責，包括但不限於以下方面：

- 審查本集團人力資源和薪酬策略，監控策略的實施情況；
- 監控本集團企業文化建立及落實推動情況；
- 監控董事會及各委員會的結構、規模、組成及有效性；
- 提名本銀行董事、董事會附屬委員會委員，審查本銀行高級管理人員提名、本集團主要附屬機構董事任免；
- 審查或核定本銀行董事、附屬委員會委員、高級管理人員、本集團主要附屬機構董事的薪酬；
- 審查高級管理人員績效目標、考核結果；及
- 建立董事及各委員會委員的入門及培訓計劃。

### CONNECTED TRANSACTION COMMITTEE

The Connected Transaction Committee assists the Board in performing the duties in respect of connected transaction of the Bank in the following areas:

- review and approve the Bank's connected transaction policy;
- regularly receives connected transactions information and fully understands the management of connected transactions of the Bank and gives guidance; and
- in accordance with the provisions of laws and administrative regulations and fair and equitable business principles, timely approve the Bank's major connected transactions.

During the year, the Connected Transaction Committee has convened four meetings. As at the end of the year, the members of the Connected Transaction Committee were Messrs. Lau Hon Chuen (Chairman), Lan Hong Tsung, David and Cheng Kin Kong. All were Directors of the Bank. Among them, Mr. Cheng Kin Kong was Executive Director of the Bank, and Messrs. Lau Hon Chuen and Lan Hong Tsung, David were Independent Non-executive Directors.

### NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee assists the Board in performing the duties, including but not limited to the following areas:

- review human resources and remuneration strategy of the Group, and monitor related strategy implementation;
- monitor establishment and implementation of culture-related matters of the Group;
- monitor structure, size, composition and effectiveness of the Board of Director and committees;
- nominate Directors, Board Committee members, and review nomination of Senior Management of the Bank and appointment and resignation of Directors of the Group's major subsidiaries;
- review and approve remuneration of Directors, Board Committee members, Senior Management of the Bank and Directors of the Group's major subsidiaries;
- review performance appraisal indicators and performance appraisal results of Senior Management; and
- establish induction and training plans for Directors and Board Committee members.

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### 2024年主要工作

提名及薪酬委員會根據職責及權限主要審批、審議以下事項：

- 薪酬政策的制訂和修訂；
- 穩健薪酬制度遵循情況的獨立評估報告；
- 高級管理人員任免；
- 高級管理人員的薪酬及績效管理；
- 主要人員薪酬；及
- 人力資源策略推進情況。

年內，提名及薪酬委員會共召開兩次會議，休會期間通過傳簽書面決議的方式進行審議。於年底時，提名及薪酬委員會由三位成員組成，包括兩位獨立非執行董事（藍鴻震先生、劉漢銓先生）和一位非執行董事（楊英勛先生）。委員會主席為藍鴻震先生。

### 薪酬及激勵政策

#### 目標、主要特點及適用範圍

本集團的薪酬及激勵政策遵循香港金管局《穩健的薪酬制度指引》，以「有效激勵」及「穩健薪酬管理」為原則，將員工薪酬與績效及風險因素緊密掛鉤，鼓勵員工提高績效的同時，也加強員工的風險意識，實現穩健的薪酬管理。有關政策適用於南洋商業銀行有限公司及其所有附屬機構。

### 2024 Key Tasks

Nomination and Remuneration Committee according to its responsibilities and authorities to approve and review the following key tasks:

- formulation and amendment on remuneration policies;
- Independent Review Report on Compliance of Guideline on a Sound Remuneration System;
- the appointment and resignation of Senior Management;
- remuneration and performance management of Senior Management;
- remuneration of Key Personnel; and
- implementation of human resource strategies.

During the year, the Nomination and Remuneration Committee has convened two meetings. Written resolutions are used for deliberation during the adjournment. As at the end of the year, Nomination and Remuneration Committee was composed of three members, including two Independent Non-executive Directors (Mr. Lan Hong Tsung, David and Mr. Lau Hon Chuen) and one Non-executive Director (Mr. Yang Yingxun). Mr. Lan Hong Tsung, David was the Chairman.

### REMUNERATION AND INCENTIVE POLICY

#### Objectives, Main Features and Scope of Application

The Remuneration and Incentive Policy of the Group is generally in line with the broad principles set out in the HKMA's "Guideline on a Sound Remuneration System", which is based on the principles of "effective motivation" and "sound remuneration management". It links staff remuneration with performance and risk factors closely. It serves to encourage staff to enhance their performance, and at the same time, to strengthen their awareness of risk so as to achieve sound remuneration management. The related policy is applicable to Nanyang Commercial Bank, Limited and all of its subsidiaries.

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### 「高級管理人員」及「主要人員」

本集團下列人員已界定為符合金管局《穩健的薪酬制度指引》定義之「高級管理人員」及「主要人員」：

- 「高級管理人員」：董事會直接管理的高級管理人員，包括管理層成員、執行董事、董事會秘書及稽核部總經理。
- 「主要人員」：個人業務活動涉及重大風險承擔、對銀行風險暴露有重大影響、個人職責對銀行風險管理有直接、重大影響且對銀行盈利有直接影響的人員，包括合規主管、助理總裁、前台部門總經理、對風險管理有直接影響的中後台部門總經理、主要附屬機構總裁等人員。

### 風險控制人員績效及薪酬管理的獨立性

風險控制人員的績效及薪酬評定基於其核心職能目標的完成情況，獨立於其所監控的業務範圍；對於前線單位的風險控制人員，其考核結果由風險管理部門提出考核意見。

### 績效為本、與風險掛鈎的薪酬管理

員工薪酬由「固薪」、「浮薪」及「福利」三部分組成。本集團可分配的工資總額與整體績效表現掛鈎，並按照各層面經風險調整後的績效表現完成從機構整體到員工個人的分配。董事會可視外部市場環境以及本集團業務綜合表現，對浮薪資源總額進行調整，包括可在績效表現不理想時調減浮薪資源總額；董事會的考慮因素包括本集團綜合績效表現，關鍵績效指標、風險管理指標與過往及同業的比較，年度重點工作成效，影響經營業績的外部因素等。本集團浮薪為現金形式。

### “Senior Management” and “Key Personnel”

The following groups of employees have been identified as “Senior Management” and “Key Personnel” as defined in the HKMA’s “Guideline on a Sound Remuneration System”:

- “Senior Management”: The senior executives directly managed by the Board, including Management Team members, Executive Directors, Board Secretary and General Manager of Audit Department.
- “Key Personnel”: The employees whose individual business activities involve the assumption of material risk which may have significant impact on risk exposure, or whose individual responsibilities are directly and materially linked to the risk management, or those who directly generate the bank’s profit, including Compliance Officer, Assistant Chief Executive, heads of material business lines, heads of risk control functions with direct influence from the middle and back office, as well as Chief Executive of major subsidiaries, etc.

### Performance and Independence of Remuneration Management of Risk Control Personnel

The performance and remuneration arrangement of risk control personnel are determined by the achievement of their core job responsibilities, independent from the business they oversee; for front-line risk controllers, their performance results are reviewed by Risk Management Department.

### Performance-based and Risk-adjusted Remuneration Management

The remuneration of staff is composed of “fixed remuneration”, “variable remuneration” and “non-cash benefits”. As far as individual units and individual staff are concerned, allocation of the variable remuneration is closely linked to the risk-adjusted performance of the units, and that of each individual staff. The size of the pool is subject to the Board’s approval and the Board can make discretionary adjustment to it if deemed appropriate depending on the external market and the overall performance of the Group. When the Group’s performance is relatively weak, variable remuneration may be reduced. Factors considered by the Board of Directors include the Group’s overall performance, key performance indicators, risk management indicators, comparison with the past and competitors, achievements of key annual tasks, and external factors affecting business performance. The Group’s payout of variable remuneration is in cash.



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本集團的績效管理機制對集團層面、單位層面及個人層面的績效管理作出規範。員工績效目標來源於本職崗位的職責要求，以及銀行、所屬單位績效目標的層層分解。透過分層績效管理模式，將本集團年度目標與各崗位的要求連結，並以員工完成工作績效指標情況、綜合表現及企業價值觀表現作為評定考核等級的主要依據；量度績效的因素，包括財務和非財務指標。績效管理既注重最終工作成果，亦兼顧過程管理。

單位層面考核指標主要包括經營效益類、重點工作類和風險管理类。經營效益類包括但不限於盈利、收入、業務規模、成本管理及相關比率指標；風險管理类主要涵蓋信貸風險、市場風險、利率及流動性風險、操作風險、信譽風險、合規風險等考核指標。有關指標按照評分標準、評核辦法進行評價。

因應崗位、職責、對銀行風險影響程度等因素，不同崗位有不同薪酬結構。高級管理人員、主要人員及特定員工團隊的浮薪佔總薪酬比重較大，其他中後台崗位及風險控制人員的浮薪佔總薪酬比重較小。本集團結合薪酬策略、市場薪酬趨勢等因素定期重檢員工的薪酬水平。

The Group has put in place a performance management mechanism to formalize the performance management at the levels of the Group, units and individuals. For individual staff at different levels, annual targets will be tied to their job responsibilities, and the annual targets of the Group being cascaded down to units and individuals. The annual targets of the Group are linked with all job roles through the performance management mechanism. Performance rating scales of individuals will be mainly appraised on their achievement against performance targets, overall performance and adherence to the Group's corporate culture. Performance measurement includes financial and non-financial indicators. Not only is target accomplishment taken into account, but also the values-based behaviors during the course of performance management.

Unit-level performance indicators mainly include operational effectiveness, key tasks and risk management. Operational effectiveness includes but is not limited to profits, revenue, business scale, cost management and related ratio indicators. The principal types of risk management are credit risk, market risk, interest rate and liquidity risk, operational risk, reputation risk, legal and compliance risk, etc. Relevant indicators are evaluated in accordance with the rating standards and evaluation methods.

The proportion of the fixed and variable remuneration for individual staff members depends on roles, responsibilities and the degree of impact on bank risks, etc. Different roles have their own salary structure. The proportion of variable remuneration of the Senior Management, Key Personnel and Designated Teams is higher, while the proportion of variable remuneration of the middle office, back office and risk control personnel is lower. The Group will conduct periodic review on the remuneration of the staff with reference to various factors including the remuneration strategy, market pay trend, etc.

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### 浮薪發放與風險期掛鉤

為體現薪酬與風險掛鉤的原則，使相關風險及其影響可在實際發放薪酬之前有足夠時間予以充分確定，部份浮動薪酬須遞延發放，發放條件與本行未來價值創造的實現情況掛鉤。遞延發放的比例，取決於不同因素，包括崗位、職責、涉及的風險期、浮薪水平等。原則上，負責業務涉及風險期愈長、職等愈高或績效獎金水平愈高的崗位，遞延浮薪的比例愈大。浮動薪酬的遞延比例按員工的職務、責任以及其浮動薪酬總額水平而釐定。遞延的年期為3年。

遞延浮薪的歸屬由董事會綜合考慮年度財務表現、是否發生重大風險事故等因素決定本銀行層面是否符合遞延浮薪歸屬條件。每年在本銀行層面及員工個人層面符合遞延浮薪歸屬條件的情況下，員工按遞延浮薪的歸屬比例歸屬當年的遞延浮薪。若員工存在《浮薪遞延政策》中所列任何一種情況，如曾有欺詐行為、任何評定績效表現或浮薪所涉及的財務性或非財務性因素其後被發現明顯遜於當年評估結果等，本集團將視情況調低、取消員工未歸屬的遞延浮薪，或收回已歸屬的遞延浮薪。

### 薪酬政策的決策過程

本集團層面的薪酬政策由人力資源部主責提出建議，徵詢風險管理、財務管理及合規等風險監控職能單位意見。經總裁辦公會初審通過後，薪酬政策建議提呈提名及薪酬委員會或董事會審定。提名及薪酬委員會及董事會視乎實際需要徵詢董事會其他屬下委員會（如風險管理委員會、稽核委員會等）的意見。

### Linking the payout of the variable remuneration with the time horizon of the risk

To realize the principle of aligning remuneration with the time horizon of risk and to ensure that sufficient time is allowed to ascertain the associated risks and its impact before the actual payout, payout of the variable remuneration of staff is required to be deferred if prescribed requirement is met. The payout requirements are linked to the realization of the Bank's future value creation. The proportion of deferred variable remuneration depends on different factors, including roles, responsibilities, time horizon of the risk, level of variable remuneration, etc. The longer the time horizon of the risk, the higher the job grade or the higher the amount of bonus granted to the staff, the higher will be the proportion of deferred variable remuneration in principle. Among them, the proportion of deferred variable remuneration of staff is according to the role, duties and the total variable remuneration. Deferral period lasts for three years.

The vesting of the deferred variable remuneration will be determined by the Board of Directors by considering factors such as annual financial performance and the occurrence of material risk accidents to determine whether the vesting of the deferred variable remuneration met at the bank level. When the vesting of the deferred variable remuneration has met the prescribed requirements of both the bank and individual levels, the deferred variable remuneration would be vested following the corresponding proportion. However, if a staff is found to have encountered any of the situations listed in the "Deferral of Variable Remuneration Policy", such as committing fraud, or any financial or non-financial factors used in performance measurement or variable pay determination are later proven to have been manifestly worse than originally understood in a particular year, etc. The unvested portion of the deferred variable remuneration of the relevant staff would be reduced or forfeited, and the vested portion would be recalled under prevailing circumstances.

### Determination of the Remuneration Policy

Human Resources Department is responsible for proposing the Remuneration Policy of the Group and will seek consultation of the risk control units including risk management, financial management and compliance. The proposed Remuneration Policy will be reviewed by the Chief Executive Office, and subsequently submitted to the Nomination and Remuneration Committee or the Board of Directors for review and approval. The Nomination and Remuneration Committee and the Board of Directors will seek opinions from other Board Committees (e.g. Risk Management Committee, Audit Committee, etc.) where they consider necessary under the circumstances.



## 公司治理 Corporate Governance

### 薪酬制度的年度重檢

本集團在對薪酬制度進行年度重檢時，會參考法規要求、市場情況、組織架構以及風險管理等因素。於年內重檢了《薪酬及激勵政策》、《浮薪遞延政策》及《穩健的薪酬制度指引》之人員分類管理辦法等薪酬激勵相關制度，修訂人員分類的崗位清單，以符合相關監管要求及本集團人力資源策略。

### Annual Review of Remuneration Policy

The Remuneration Policy of the Group is subject to annual review with reference to regulatory requirements, market conditions, organizational structure and risk management requirements, etc. During the year, we performed annual reviews on relevant remuneration policies (including Remuneration and Incentive Policy, Deferral of Variable Remuneration Policy, Employee Category of “Guideline on a Sound Remuneration System” Policy, etc.), revised the position list of employees specified in the Employee Category, in order to comply with relevant regulatory requirements and the human resources strategy of the Group.