

附 注

Notes

1. 编制基准及会计政策

此份未经审核综合中期财务报告是按照香港会计师公会所颁布的会计实务准则第二十五号之「中期财务报告」编制。此报告需连同本公司二零零二年七月十五日之招股书附录一内所载列关于一九九九至二零零一年年度本集团之财务资料一起阅览（「财务资料」）。

本公司于二零零一年九月十二日于香港注册成立，并自二零零二年七月二十五日在香港联合交易所（「联交所」）主板上市。

于二零零一年十月一日所进行之集团重组乃透过中国银行（香港）有限公司（合并）条例及有关合并协议得以实现，本公司于二零零一年九月三十日并购了中银香港之全部股权，并随即成为本集团之控股公司。有关重组合并详情已载列于本公司二零零二年七月十五日之招股书内。是次重组合并为中国银行所控制之企业间业务合并之交易，依照会计实务准则第二十七号之「集团重组会计处理」之合并会计原则，本集团中期财务报告乃假设二零零一年十月一日之集团架构及资本架构于所呈列数据时段之起首经已存在。

1. Basis of preparation and accounting policies

These unaudited consolidated interim financial statements are prepared in accordance with Hong Kong Statement of Standard Accounting Practice (SSAP) 25, "Interim Financial Reporting", issued by the Hong Kong Society of Accountants ("HKSA"). These interim financial statements should be read in conjunction with the Group's Financial Information as set out in Appendix I of the Company's prospectus dated 15 July 2002 for the years ended 31 December 1999, 2000, 2001 ("Financial Information").

The Company was incorporated in Hong Kong on 12 September 2001. Its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 25 July 2002.

Pursuant to the group reorganisation on 1 October 2001, accomplished by the Bank of China (Hong Kong) Limited (Merger) Ordinance and the Merger Agreements, the Company acquired the entire equity interests in Bank of China (Hong Kong) Limited ("BOCHK") on 30 September 2001 and subsequently became the holding company of the Group. Details of the Restructuring and Merger are set out in the Company's prospectus dated 15 July 2002. The Restructuring and Merger represents a business combination resulting from transactions among enterprises under the common control of the Bank of China. Under the principles of merger accounting prescribed in the SSAP 27, "Accounting for Group Reconstructions", the interim financial statements of the Group are prepared as if the group structure and capital structure as at 1 October 2001 had been in existence from the beginning of the periods presented.

附注 (续)

Notes (continued)

1. 编制基准及会计政策 (续)

此中期财务报告所采用会计政策及计算方式与一九九九至二零零一年年度本集团之「财务资料」的编制基础一致。本集团已采用了由香港会计师公会所颁布之最新及经修订并适用于二零零二年一月一日起会计年度的会计实务准则。

1. Basis of preparation and accounting policies (continued)

The accounting policies and methods of computation used in the preparation of these interim financial statements are consistent with those used in the preparation of the Group's Financial Information for the years ended 31 December 1999, 2000 and 2001. The Group has adopted the new and revised SSAPs issued by the HKSA which have become effective for accounting periods commencing on or after 1 January 2002.

2. 其他经营收入

2. Other operating income

		截至二零零二年 六月三十日止 六个月 Six months ended 30 June 2002 港币百万元 HK\$m	截至二零零一年 六月三十日止 六个月 Six months ended 30 June 2001 港币百万元 HK\$m
服务费和佣金收入	Fees and commission income	1,705	1,846
减：服务费和佣金支出	Less: Fees and commission expense	(357)	(386)
服务费和佣金净收入	Net fees and commission income	1,348	1,460
证券投资股息收入	Dividend income from investments in securities		
— 上市证券	- listed investments	—	1
— 非上市证券	- unlisted investments	11	12
其他证券投资之净盈利	Net gain from other investments in securities	70	10
外汇活动之净盈利	Net gain from foreign exchange activities	402	568
其他交易活动之净盈利	Net gain from other dealing activities	4	10
投资物业之总租金收入	Gross rental income from investment properties	93	93
其他	Others	82	102
		<u>2,010</u>	<u>2,256</u>

附注 (续)

Notes (continued)

3. 经营支出

3. Operating expenses

		截至二零零二年 六月三十日止 六个月	截至二零零一年 六月三十日止 六个月
		Six months ended 30 June 2002	30 June 2001
		港币百万元 HK\$m	港币百万元 HK\$m
职员薪金支出 (包括董事酬金)	Staff costs (including directors' emoluments)	1,761	1,905
房产及设备支出 (不包括折旧)	Premises and equipment expenses excluding depreciation		
— 房产租金	- rental of premises	137	173
— 其他	- others	223	203
折旧费用	Depreciation		
— 自置固定资产	- owned fixed assets	359	213
其他经营支出	Other operating expenses	419	374
		<u>2,899</u>	<u>2,868</u>

附注 (续) Notes (continued)

4. 分类资料汇报 4. Segmental reporting

(a) 按业务分类 (a) By class of business

		截至二零零二年六月三十日止六个月 Six months ended 30 June 2002					
		商业银行 Commercial Banking	财资业务 Treasury	未分配项目 Unallocated	小计 Subtotal	合并抵销 Eliminations	合并 Consolidated
		港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m
经营总收入	Total operating income	6,953	1,487	747	9,187	(286)	8,901
拨备前经营溢利	Operating profit before provisions	4,693	1,399	(90)	6,002	—	6,002
拨备后经营溢利	Operating profit after provisions	2,927	1,399	(90)	4,236	—	4,236
税前溢利	Profit before taxation	2,927	1,390	(106)	4,211	—	4,211
		截至二零零一年六月三十日止六个月 Six months ended 30 June 2001					
		商业银行 Commercial Banking	财资业务 Treasury	未分配项目 Unallocated	小计 Subtotal	合并抵销 Eliminations	合并 Consolidated
		港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m
经营总收入	Total operating income	7,436	1,868	924	10,228	(238)	9,990
拨备前经营溢利	Operating profit before provisions	5,163	1,757	202	7,122	—	7,122
拨备后经营溢利	Operating profit after provisions	3,315	1,757	202	5,274	—	5,274
税前溢利	Profit before taxation	3,315	1,761	3	5,079	—	5,079

附注 (续)

Notes (continued)

4. 分类资料汇报 (续)

4. Segmental reporting (continued)

(a) 按业务分类 (续)

(a) By class of business (continued)

商业银行业务包括接纳存款、提供按揭贷款、信用卡贷款、汇款、证券经纪服务及保险代理服务、商业贷款、贸易融资及透支贷款。

Commercial banking business includes acceptance of deposits, mortgage lending, credit card advances, remittance, provision of securities brokerage and insurance agency services, commercial lending, trade finance and overdraft facilities.

财资业务包括资金市场、外汇买卖及资本市场业务。财资业务部门管理本集团之融资活动。财资业务部门为所有其他业务部门提供资金，并接纳从商业银行存款业务中筹借的资金。该等部门间资金交易按适当市场买/卖价或按其他业务部门平均资金需求所厘定之内部融资利率及有关财政年度内平均一个月之银行同业拆息率定价。另外，本集团外汇业务之盈亏亦属财资业务部门管辖。本附注所呈列之损益资料已按部门间支出/收入交易编制。

Treasury activities include money market, foreign exchange dealing and capital market activities. Treasury manages the funding position of the Group. Treasury provides funding to all other business segments and receives funds from commercial banking's deposit taking activities. These inter-segment funding transactions are priced either at market bid/offer rates as appropriate or at an internal funding rate as determined by the average funding requirements of other business segments and the average one-month inter-bank rates of the relevant financial period. In addition, the gains and losses on the foreign exchange activities of the Group are included under Treasury. The profit and loss information presented in this note has been prepared using intersegment charging/income transactions.

附注 (续)

Notes (continued)

4. 分类资料汇报 (续)

4. Segmental reporting (continued)

(a) 按业务分类 (续)

(a) By class of business (continued)

未分配项目主要包括本集团之固定资产、投资证券、联营公司权益及其他无法合理划入某一特定业务部门之项目之收支。本集团之资本利息收入亦作为未分配项目列入利息收入净额内。租金支出按业务部门所占每平方英尺之固定比率划分。

Unallocated items mainly comprise income and expenses relating to fixed assets of the Group, investment securities, interests in associates and other items which cannot be reasonably allocated to a specific business segment. The interest benefit of the capital of the Group is also included as unallocated within net interest income. Rental expenses are allocated to business segments based on a fixed rate per square footage occupied.

Operating expenses of a functional unit are allocated to the relevant business segment which is the predominant user of the services provided by the unit. Operating expenses of other shared services which cannot be allocated to a specific business segment are included under Unallocated.

某职能部门之营运开支划入最常使用该部门提供服务之有关业务部门。无法划入某一特定业务部门之其他共用服务之营运开支亦列入未分配项目内。

(b) 按地理区域分类

(b) By geographical area

由于本集团之收入及利润超过90%是在香港产生，因此按地理区域分析并未有在此呈列。

No geographical reporting is provided as over 90% of the Group's revenues and profits are derived from Hong Kong.

附注 (续)

Notes (continued)

5. 税项

5. Taxation

在综合损益帐之税项指下列各类：

The amount of taxation charged to the consolidated profit and loss account represents:

		截至二零零二年 六月三十日止 六个月 Six months ended 30 June 2002 港币百万元 HK\$m	截至二零零一年 六月三十日止 六个月 30 June 2001 港币百万元 HK\$m
本行及附属公司	Bank and subsidiaries		
香港利得税	Hong Kong profits tax	738	819
海外税项	Overseas taxation	5	10
往年超额拨备	Over provisions in prior years	(6)	(27)
		<u>737</u>	<u>802</u>
联营公司	Associates		
香港利得税	Hong Kong profits tax	(6)	11
应占合夥企业投资的 香港利得税估计亏损	Attributable share of estimated Hong Kong profits tax losses arising from investments in partnerships	(7)	(34)
撤销合夥企业投资	Investments in partnerships written off	6	29
		<u>(1)</u>	<u>(5)</u>
		<u>730</u>	<u>808</u>

附注 (续)

Notes (continued)

5. 税项 (续)

香港利得税是以截至二零零二年及二零零一年六月三十日止期间预计之应课税溢利按税率16% (二零零一年：16%) 计提。海外溢利之税款则按照同期预计之应课税溢利按集团经营业务之所在国家现行税率计算。

本集团订立多项飞机租赁及息票分拆交易，涉及本集团为主要普通合夥人的特别用途合夥企业。本集团并不拥有此等企业的控制权，因而并没有纳入综合帐目。于二零零一年十二月三十一日及二零零二年六月三十日，本集团于该等合夥企业的投资 (包括于资产负债表「其它资产」中) 分别约为876,000,000港元及359,000,000港元。本集团在此等合夥企业的投资，按投资所得的税务得益比例，在合夥期内摊销。

本集团没有任何未有作出准备的重大递延税项负债。

5. Taxation (continued)

Hong Kong profits tax has been provided at the rate of 16% (2001:16%) on the estimated assessable profit for the periods ended 30 June 2002 and 2001. Taxation on overseas profits has been calculated on the estimated assessable profit for the period ended 30 June 2002 and 2001 at the rates of taxation prevailing in the countries in which the Group operates.

The Group has entered into a number of aircraft leasing and coupon strip transactions involving special purpose partnerships in which the Group is the majority general partner. The Group does not control the partnerships and consequently they are not consolidated in the Group's accounts. As at 31 December 2001 and 30 June 2002, the Group's investment in such partnerships, which is included in "Other assets" in the balance sheet amounted to HK\$876 million and HK\$359 million respectively. The Group's investments in partnerships are amortised over the life of the partnership in proportion to the taxation benefits resulting from those investments.

There is no significant deferred taxation liability not provided for.

附注 (续)

Notes (continued)

6. 股息

上市前，董事会于二零零二年六月十八日建议派发1,935,000,000港元作为特别股息。于二零零二年六月二十八日，本公司股东通过该项截至二零零二年六月十八日期内之特别股息，普通股每股0.0366港元(未考虑股份合并)或每股0.183港元(经考虑股份合并)。是次特别股息涉及款项总额为1,935,000,000港元，并由营运资金支付。

此特别股息是从截至二零零二年六月三十日止期间之留存溢利拨出，并于帐目内以应付股息列帐。

7. 每股盈利

二零零二年截至六月三十日止期间之每股盈利乃根据股东应占溢利约3,418,000,000港元(二零零一年同期约4,195,000,000港元)及按重组合并时已发行普通股之股数52,863,901,330股(二零零一年同期为52,863,901,330股)计算，并假设该等股份于此两段时段内经已发行。

6. Dividends

Prior to the listing, on 18 June 2002, the Board of Directors proposed a special dividend amounting to HK\$1,935 million. On 28 June 2002, the shareholders of the Company approved a special dividend of HK\$0.0366 per ordinary share (without taking into account the share consolidation) or HK\$0.183 per share (taking into account the share consolidation) with respect to the period to 18 June 2002. The total amount of this special dividend was HK\$1,935 million, which was paid by cash generated from operations.

This special dividend is reflected as a dividend payable in the financial statements and is presented as an appropriation of retained earnings for the period ended 30 June 2002.

7. Earnings per share

The calculation of basic earnings per share is based on profit attributable to shareholders for the period ended 30 June 2002 of approximately HK\$3,418,000,000 (HK\$4,195,000,000 for the period ended 30 June 2001) and on the ordinary shares in issue of 52,863,901,330 shares (52,863,901,330 ordinary shares for the period ended 30 June 2001) pursuant to the Restructuring and Merger and as if these shares have been in issue during these two periods.

附注 (续)

Notes (continued)

7. 每股盈利 (续)

经调整后之每股盈利乃根据股东应占溢利约3,418,000,000港元(二零零一年同期约4,195,000,000港元)及已发行普通股之股数10,572,780,266股(二零零一年同期为10,572,780,266股)经调整于附注15内所述之股份合并的影响,并假设该股份合并于所呈列最早数据时段之起首经已发生。

7. Earnings per share (continued)

The calculation of basic earnings per share, as adjusted, is based on profit attributable to shareholders of approximately HK\$3,418,000,000 (HK\$4,195,000,000 for the period ended 30 June 2001) and on the ordinary shares in issue of 10,572,780,266 shares (10,572,780,266 ordinary shares for the period ended 30 June 2001) after adjusting for the effect of the share consolidation as described in note 15, as if the share consolidation had occurred at the beginning of the earliest period presented.

8. 现金和短期资金

8. Cash and short-term funds

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
现金、银行和其他 金融机构之结余 即期及短期通知存款 国库券(包括外汇 基金票据)	Cash and balances with banks and other financial institutions Money at call and short notice Treasury bills (including Exchange Fund Bills)	5,217 87,845 16,346	59,898 117,446 18,911
		<u>109,408</u>	<u>196,255</u>
国库券分析如下:	An analysis of treasury bills held is as follows:		
非上市之持有至到期日 证券,按摊销成本入帐:	Unlisted, held-to-maturity, at amortised cost:	12,637	12,932
非上市之其他证券投资, 按公平值入帐:	Unlisted, other investments in securities, at fair value:	3,668	5,979
上市之持有至到期日证券, 按摊销成本入帐:	Listed, held-to-maturity, at amortised cost:	41	—
		<u>16,346</u>	<u>18,911</u>

附注 (续)

Notes (continued)

9. 持有之存款证

9. Certificates of deposit held

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
持有至到期日，按摊销 成本入帐：	Held-to-maturity, at amortised cost:		
— 非上市	- Unlisted	7,553	9,130
其他证券投资， 按公平值入帐：	Other investments in securities, at fair value:		
— 非上市	- Unlisted	9,918	10,344
		<u>17,471</u>	<u>19,474</u>

附注 (续)

Notes (continued)

10. 持有至到期日证券

10. Held-to-maturity securities

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
非上市证券，按摊销 成本入帐	Unlisted, at amortised cost	62,295	34,592
减：减值准备	Less: Provision for impairment in value	(45)	(42)
		62,250	34,550
上市证券，按摊销 成本入帐	Listed, at amortised cost	40,309	16,438
减：减值准备	Less: Provision for impairment in value	(4)	—
		40,305	16,438
总计	Total	102,555	50,988
上市证券，按摊销成本 扣除减值准备后入帐	Listed, at amortised cost less provision		
— 香港	- in Hong Kong	2,507	2,239
— 海外	- outside Hong Kong	37,798	14,199
		40,305	16,438
上市股票市值	Market value of listed securities	40,062	15,905
持有至到期日证券之 发行机构分析如下：	Held-to-maturity securities are analysed by issuer as follows:		
— 中央政府和中央银行	- Central governments and central banks	3,546	3,470
— 公营机构	- Public sector entities	54,507	17,722
— 银行和其他金融机构	- Banks and other financial institutions	35,910	24,454
— 公司企业	- Corporate entities	8,592	5,342
		102,555	50,988

附注 (续)

Notes (continued)

11. 投资证券

11. Investment securities

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
债务证券	Debt securities		
— 非上市	- Unlisted	1	—
股份证券	Equity securities		
— 上市股份证券， 按股票成本值入帐	- Listed, at cost		
— 香港	- in Hong Kong	4	4
— 海外	- outside Hong Kong	1	1
		5	5
— 非上市股份证券， 按股票成本值入帐	- Unlisted, at cost	44	39
总计	Total	50	44
上市股份证券之市值	Market value of listed equity securities	7	5
投资证券之发行机构 分析如下：	Investment securities are analysed by issuer as follows:		
— 银行和其他金融机构	- Banks and other financial institutions	1	22
— 公司企业	- Corporate entities	47	18
— 其他	- Others	2	4
		50	44

附注 (续)

Notes (continued)

12. 其他证券投资

12 Other investments in securities

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
按公平值：	At fair value:		
债务证券	Debt securities		
— 在香港上市	- Listed in Hong Kong	364	294
— 在海外上市	- Listed outside Hong Kong	11,747	4,812
		12,111	5,106
— 非上市	- Unlisted	36,557	50,973
		48,668	56,079
股份证券	Equity securities		
— 在香港上市	- Listed in Hong Kong	33	28
— 非上市	- Unlisted	59	62
		92	90
总计	Total	48,760	56,169
其他证券投资之 发行机构分析如下：	Other investments in securities are analysed by issuer as follows:		
— 中央政府和中央银行	- Central governments and central banks	2,819	1,495
— 公营机构	- Public sector entities	5,264	24,557
— 银行和其他金融机构	- Banks and other financial institutions	36,724	28,876
— 公司企业	- Corporate entities	3,953	1,241
		48,760	56,169

附注 (续)

Notes (continued)

13. 贷款及其他帐项

13. Advances and other accounts

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
客户贷款	Advances to customers	317,634	323,038
应计利息	Accrued interest	1,883	2,180
		<u>319,517</u>	<u>325,218</u>
呆坏帐准备	Provision for bad and doubtful debts		
— 一般准备	- General	(6,538)	(6,538)
— 特别准备	- Specific	(8,999)	(10,576)
		<u>(15,537)</u>	<u>(17,114)</u>
		<u>303,980</u>	<u>308,104</u>
银行和其他金融机构贷款	Advances to banks and other financial institutions	3	4
		<u>303,983</u>	<u>308,108</u>

附注 (续)

Notes (continued)

13. 贷款及其他帐项 (续)

13. Advances and other accounts (continued)

不履约贷款分析如下：

Non-performing loans are analysed as follows:

		客户贷款	
		Advances to customers	
		二零零二年	二零零一年
		六月三十日	十二月三十一日
		As at	As at
		30 June	31 December
		2002	2001
		港币百万元	港币百万元
		HK\$m	HK\$m
不履约贷款	Non-performing loans	28,498	35,512
就上述不履约贷款作出之特别准备	Specific provisions made in respect of such advances	8,996	10,322
占客户贷款总额之比例	As a percentage of total advances to customers	8.97%	10.99%
暂记利息	Amount of interest in suspense	422	610

不履约贷款指利息已记入暂记帐或已停止计息之贷款及放款。特别准备已考虑有关贷款之抵押品价值。

Non-performing loans are defined as loans and advances to customers on which interest is being placed in suspense or on which interest accrual has ceased. The specific provisions were made after taking into account the value of collateral in respect of such advances.

于二零零一年十二月三十一日及二零零二年六月三十日，对银行和其他金融机构的贷款并无利息已拨入暂记帐或已停止累计利息，亦无就银行和其他金融机构的贷款提取特别准备。

There were no advances to banks and other financial institutions on which interest has been placed in suspense or on which interest accrual has ceased as at 31 December 2001 and 30 June 2002 nor were there any specific provisions made.

附注 (续)

Notes (continued)

13. 贷款及其他帐项 (续)

于二零零二年六月二十六日，向中国银行开曼群岛分行出售帐面总值约11,401,000,000港元（扣除特别准备约2,679,000,000港元）之贷款（附注21(a)）。此等出售贷款于二零零一年十二月三十一日资产负债表内之余额约为7,269,000,000港元，而已提取之特别准备则约为2,538,000,000港元。若出售已于二零零一年底进行，则其时之不履约贷款占客户贷款总额的百分比将为9.06%。

13. Advances and other accounts (continued)

On 26 June 2002, BOCHK disposed of loans with a gross book value of HK\$11,401 million net of specific provisions of HK\$2,679 million to Bank of China Grand Cayman Branch (Note 21(a)). As at 31 December 2001, the outstanding balance of non-performing loans which were disposed of in 2002 amounted to HK\$7,269 million and specific provisions made in respect of such non-performing loans amounted to HK\$2,538 million. Had the disposal taken place as at 31 December 2001, the non-performing loans as a percentage of total advances to customers would have been 9.06%.

14. 其他帐项及准备

14. Other accounts and provisions

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$'m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$'m
应付利息	Interest payable	1,197	1,615
本期税项	Current taxation	576	59
递延税项	Deferred taxation	8	8
重组拨备	Restructuring provision	658	666
应付特别股息 (附注6)	Special dividend payable (Note 6)	1,935	—
应计项目及其他应付款	Accruals and other payables	17,791	18,323
		<u>22,165</u>	<u>20,671</u>

附注 (续)

Notes (continued)

15. 股本

15. Share capital

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
法定：	Authorised:		
100,000,000,000股每股 面值1港元之普通股	100,000 million ordinary shares of HK\$1.00 each	100,000	100,000
已发行及缴足：	Issued and fully paid:		
52,863,901,330股每股 面值1港元之普通股	52,864 million ordinary shares of HK\$1.00 each	52,864	52,864
按照本公司所有股东于二 零零一年九月三十日通过 之书面议决案，董事会获 一般性授权配售银行股 份。	Pursuant to a written resolution of all the shareholders of the Company passed on 30 September 2001, the directors were given a general mandate to allot and issue shares.		
于二零零二年六月十七日 董事会以票面值配售及发 行五股每股面值一港元并 以现金缴足之普通股，其 中两股给予BOC Hong Kong (BVI) Limited及三股 给予华侨商业有限公司。	On 17 June 2002, the directors allotted and issued five ordinary shares of HK\$1.00 each fully paid for cash at par, of which two shares to BOC Hong Kong (BVI) Limited and three shares to Hua Chiao Commercial Limited.		
按照二零零二年七月十日 通过之股东大会之书面议 决案，本公司法定及已发 行股本，分别为 100,000,000,000股 及 52,863,901,330股每股面值 1港元之普通股，已分别合 并为20,000,000,000股法定 股本及10,572,780,266股普 通股。	Pursuant to written resolutions of all the shareholders of the Company passed on 10 July 2002, the authorised and issued share capital of the Company, comprising 100,000,000,000 and 52,863,901,330 ordinary shares of HK\$1.00 each, respectively, was consolidated and divided into 20,000,000,000 shares and 10,572,780,266 shares, respectively.		

附注(续)

Notes (continued)

16. 储备

16. Reserves

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
房产重估储备	Premises revaluation reserve	141	141
投资物业重估储备	Investment properties revaluation reserve	18	18
换算储备	Translation reserve	(1)	(2)
留存溢利	Retained earnings	632	(851)
		<u>790</u>	<u>(694)</u>

附注 (续)

Notes (continued)

17. 到期日分析

由二零零二年六月三十日及二零零一年十二月三十一日起至合约到期日之剩餘时期之若干资产和负债的到期日分析汇总如下：

17. Maturity profile

The maturity profile of assets and liabilities analysed by the remaining period as at 30 June 2002 and 31 December 2001 to the contractual maturity dates is as follows:

		二零零二年六月三十日 As at 30 June 2002						
		即期	三个月或以下	三个月以上但一年以内	一年以上但五年内	五年以上	无注明日期	合计
		Repayable on demand	3 months or less	1 year or less but over 3 months	5 years or less but over 1 year	After 5 years	Undated	Total
		港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m
资产	Assets							
— 国库券	- Treasury bills	—	16,197	149	—	—	—	16,346
— 现金和其他短期资金	- Cash and other short-term funds	5,217	87,845	—	—	—	—	93,062
— 银行和其他金融机构存款	- Placements with banks and other financial institutions	—	87,556	13,362	—	—	—	100,918
— 持有之存款证	- Certificates of deposit held	—	3,024	5,825	8,419	203	—	17,471
— 其他证券投资 — 债务证券	- Other investments in securities - debt securities	—	18,636	5,815	22,164	2,053	—	48,668
— 持有至到期日证券	- Held-to-maturity securities	—	10,106	11,024	78,180	3,204	90	102,604
— 客户贷款	- Advances to customers	29,221	18,162	23,217	116,749	101,248	29,037	317,634
— 银行和其他金融机构贷款	- Advances to banks and other financial institutions	—	—	2	1	—	—	3
		34,438	241,526	59,394	225,513	106,708	29,127	696,706
负债	Liabilities							
— 银行和其他金融机构之存款及结余	- Deposits and balances of banks and other financial institutions	4,392	11,485	238	—	—	—	16,115
— 客户之往来、定期、储蓄及其他存款	- Current, fixed, savings and other deposits of customers	215,223	368,576	26,984	687	—	—	611,470
— 发行之存款证	- Certificates of deposit issued	—	5,000	—	—	—	—	5,000
		219,615	385,061	27,222	687	—	—	632,585

附注 (续) Notes (continued)

17. 到期日分析 (续) 17. Maturity profile (continued)

二零零一年十二月三十一日

As at 31 December 2001

		即期	三个月或以下	三个月以上但一年内	一年以上但五年内	五年以上	无注明日期	合计
		Repayable on demand	3 months or less	1 year or less but over 3 months	5 years or less but over 1 year	After 5 years	Undated	Total
		港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m	港币百万元 HK\$m
资产	Assets							
- 国库券	- Treasury bills	—	12,721	6,190	—	—	—	18,911
- 现金和其他短期资金	- Cash and other short-term funds	59,898	117,446	—	—	—	—	177,344
- 银行和其他金融机构存款	- Placements with banks and other financial institutions	—	53,700	27,073	—	—	—	80,773
- 持有之存款证	- Certificates of deposit held	—	4,768	6,768	7,789	149	—	19,474
- 其他证券	- Other investments in securities - debt securities	—	27,021	5,885	22,130	1,043	—	56,079
- 持有至到期日证券	- Held-to-maturity securities	2	8,641	12,853	24,675	4,859	—	51,030
- 客户贷款	- Advances to customers	29,161	19,787	22,809	111,542	103,796	35,943	323,038
- 银行和其他金融机构贷款	- Advances to banks and other financial institutions	—	—	—	4	—	—	4
		89,061	244,084	81,578	166,140	109,847	35,943	726,653
负债	Liabilities							
- 银行和其他金融机构之存款及结余	- Deposits and balances of banks and other financial institutions	5,154	48,477	1,664	—	—	—	55,295
- 客户之往来、定期、储蓄及其他存款	- Current, fixed, savings and other deposits of customers	205,835	367,024	32,473	1,096	—	—	606,428
- 发行之存款证	- Certificates of deposit issued	—	—	5,000	—	—	—	5,000
		210,989	415,501	39,137	1,096	—	—	666,723

附注 (续)**Notes (continued)****18. 退休福利成本**

本集团推行若干定额供款计划，此等计划属于强制性公积金计划条例（「强积金计划条例」）豁免的职业退休计划。根据该等计划，本集团雇员向职业退休计划每月供款为彼等基本薪金的5%，而雇主的每月供款为雇员基本月薪的5%至15%（视乎彼等的服务年期）。雇员有权于二十年服务期届满后，在雇用期终止之时收取100%的雇主供款，或于三年至二十年以下服务期届满后，在退休、提前退休、永远丧失工作能力及健康欠佳或雇用期终止等情况（被即时解雇除外）下，收取20%至95%雇主供款。

我们及雇员现时进行供款之强制性公积金乃香港法例要求之退休计划。按照强制性公积金要求，我们及每位雇员需按月以员工薪酬的5%进行供款，但以1,000港元为每月供款上限。截至六月底止，我们已按照要求进行所有供款。

随著强积金计划条例于二零零零年十二月一日实施，本集团亦参与中银英国保诚强积金计划（「强积金计划」），该计划的受托人为中银国际英国保诚信托有限公司，投资管理人为中银国际英国保诚资产管理有限公司，此两间公司均为本公司的有关连人士。

18. Retirement benefit costs

The Group operates certain defined contribution schemes which are ORSO schemes exempted under the Mandatory Provident Fund Schemes Ordinance ("MPF Schemes Ordinance"). Under the schemes, the employees make monthly contributions to the ORSO schemes equal to 5% of their basic salaries, while the employer makes monthly contributions equal to 5% to 15% of the employees' monthly basic salaries, depending on their years of service. The employees are entitled to receive 100% of the employer's contributions upon termination of employment after completing 20 years of service, or at a scale of 20% to 95% after completing 3 to less than 20 years of service, on conditions of retirement, early retirement, permanent incapacity and ill-health or termination of employment other than summary dismissal.

The MPF, to which both we and our employee contribute, is a retirement scheme required by Hong Kong law. Under the MPF requirements, we and each employee are presently required to contribute to the fund 5% of the employee's salary on a monthly basis, subject to a maximum monthly contribution of HK\$1,000 for each employee. We have made all required contribution to date.

With the implementation of the MPF Schemes Ordinance on 1 December 2000, the Group also participates in the BOC-Prudential Easy Choice Mandatory Provident Fund Scheme ("MPF Scheme"), the trustee of which is BOCI-Prudential Trustee Limited and the investment manager of which is BOCI-Prudential Asset Management Limited, which are related parties of the Company.

附注 (续)

Notes (continued)

18. 退休福利成本 (续)

在截至2001年及2002年6月30日的首6个月内,在扣除约430万港元及130万港元的没收供款后,职业退休计划的供款总额分别为1.32亿港元及1.29亿港元,在截至2001年及2002年6月30日的首6个月内,强积金计划的供款总额则分别约为193万港元及205万港元。

18. Retirement benefit costs (continued)

The total contributions for those ORSO schemes for the periods ended 30 June 2001 and 2002 amounted to approximately HK\$132 million and HK\$129 million respectively, after a deduction of forfeited contributions of approximately HK\$4.3 million and HK\$1.3 million. For the MPF Scheme, the Group contributed HK\$1.93 million and HK\$2.05 million for the periods ended 30 June 2001 and 2002 respectively.

19. 资产抵押

19. Assets pledged as security

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
有抵押之负债	Secured liabilities	3,426	1,813
资产抵押	Assets pledged as security		
— 证券抵押品	- Securities pledged as collateral	3,606	1,883
有抵押负债及抵押资产涉及外汇基金票据及债券交易之短仓额,并由外汇基金票据及债券之长盘额作抵押。	Secured liabilities and assets pledged as security relate to short positions in Exchange Fund Bills and Notes ("EFBNs") which are collateralised by long positions in EFBNs.		

附注 (续)

Notes (continued)

20. 资产负债表外之风险

20. Off-balance sheet exposures

(a) 或然负债及承担

(a) Contingent liabilities and commitments

或然负债及承担中每
项重要类别之合约金
额摘要如下：

The following is a summary of the contractual amounts of each
significant class of contingent liability and commitment:

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
直接信贷替代项目	Direct credit substitutes	2,606	1,967
与交易有关的或然负债	Transaction-related contingencies	2,551	2,273
与贸易有关的或然负债	Trade-related contingencies	17,870	16,391
其他承担	Other commitments with an original maturity of:		
— 原到期日为一年 以下或无条件撤销	- under 1 year or which are unconditionally cancelable	76,318	84,497
— 原到期日为一年 及以上	- 1 year and over	56,432	43,879
存放远期对远期存款	Forward forward deposits placed	11,018	11,872
其他	Others	—	88
		<u>166,795</u>	<u>160,967</u>

附注 (续)

Notes (continued)

20. 资产负债表外
之风险 (续)

20. Off-balance sheet exposures (continued)

(b) 衍生工具

(b) Derivatives

衍生工具中每
项重要类别之
名义合约数额
摘要如下：

The following is an analysis of the aggregate notional amounts of each significant type of derivative:

		二零零二年六月三十日 As at 30 June 2002			二零零一年十二月三十一日 As at 31 December 2001		
		港币百万元 HK\$m (买卖) (Trading)	港币百万元 HK\$m (风险对冲) (Hedging)	港币百万元 HK\$m (合计) (Total)	港币百万元 HK\$m (买卖) (Trading)	港币百万元 HK\$m (风险对冲) (Hedging)	港币百万元 HK\$m (合计) (Total)
汇率合约	Exchange rate contracts						
现货	Spot	32,548	—	32,548	18,766	—	18,766
远期及期货	Forward and futures contracts	711	—	711	3,224	—	3,224
掉期	Swaps	159,547	6,284	165,831	124,585	4,688	129,273
外汇交易	Foreign exchange						
期权合约	option contracts:						
— 买入货币期权	- Currency options purchased	903	—	903	2,195	—	2,195
— 卖出货币期权	- Currency options written	28,034	—	28,034	19,850	—	19,850
		<u>221,743</u>	<u>6,284</u>	<u>228,027</u>	<u>168,620</u>	<u>4,688</u>	<u>173,308</u>
利率合约	Interest rate contracts						
利率掉期	Interest rate swaps	228	15,959	16,187	60	10,088	10,148
远期利率协议	Forward rate agreements	600	—	600	1,280	—	1,280
借入远期 对远期存款	Forward forward deposits borrowed	3,036	—	3,036	11,872	—	11,872
		<u>3,864</u>	<u>15,959</u>	<u>19,823</u>	<u>13,212</u>	<u>10,088</u>	<u>23,300</u>
贵金属合约	Bullion contracts	<u>246</u>	<u>—</u>	<u>246</u>	<u>545</u>	<u>—</u>	<u>545</u>
股东权益合约	Equity contracts						
— 买入股票期权	- Equity options purchased	119	—	119	—	—	—
— 卖出股票期权	- Equity options written	96	—	96	—	—	—
		<u>215</u>	<u>—</u>	<u>215</u>	<u>—</u>	<u>—</u>	<u>—</u>
		<u>226,068</u>	<u>22,243</u>	<u>248,311</u>	<u>182,377</u>	<u>14,776</u>	<u>197,153</u>

附注 (续)

Notes (continued)

20. 资产负债表外之风险 (续)

20. Off-balance sheet exposures (continued)

(b) 衍生工具 (续)

(b) Derivatives (continued)

上述资产负债表外风险的重置成本及信贷风险加权数额 (并未计及双边净额结算安排的影响) 如下：

The replacement costs and credit risk weighted amounts of the above off-balance sheet exposures which do not take into account the effects of bilateral netting arrangements are as follows:

	信贷风险加权数额		重置成本	
	Credit risk weighted amount		Replacement cost	
	二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m	二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
或然负债和承担				
Contingent liabilities and commitments	36,752	29,490	N.A.	N.A.
衍生工具				
Derivatives:				
- 汇率合约				
- Exchange rate contracts	637	407	832	457
- 利率合约				
- Interest rate contracts	74	37	159	99
- 贵金属合约				
- Bullion contracts	2	5	3	6
- 股东权益合约				
- Equity contracts	7	—	5	—
	37,472	29,939	999	562

该等工具之合约或名义数额仅显示于资产负债表结算当日未完成的交易量，并不代表本集团存在风险的金额。

The contract or notional amounts of these instruments indicate the volume of transactions outstanding as at the balance sheet date; they do not represent the amounts at risk.

附注 (续)

Notes (continued)

20. 资产负债表外之风险 (续)

20. Off-balance sheet exposures (continued)

(b) 衍生工具 (续)

(b) Derivatives (continued)

信贷风险加权数额是根据《银行业条例》附表三及香港金融管理局发出之指引计算。计算金额与交易对手的情况及各类合约的期限特徵有关。

The credit risk weighted amounts are the amounts which have been calculated in accordance with the Third Schedule of the Banking Ordinance and guidelines issued by the Hong Kong Monetary Authority. The amounts calculated are dependent upon the status of the counterparty and the maturity characteristics of each type of contract.

重置成本是指倘若交易对手违约，重置市值为正数的所有合约的成本，即所有市值为正数的合约的市值。重置成本反映于资产负债表日该等合约的大约信贷风险。

Replacement cost is the cost of replacing all contracts which have a positive value when marked to market (should the counterparty default on its obligations) and is obtained by marking contracts to market. Replacement cost is a close approximation of the credit risk for these contracts at the balance sheet dates.

21. 主要之有关连人士交易

21. Related party transactions

有关连人士指有能力直接或间接控制另一方，并可在财政及营运决策方面向另一方产生重大影响力之人士。若双方受共同控制或共同重大影响力影响，则亦视为有关连人士。

Related parties are those parties which have the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

本集团与有关连人士进行多种交易，包括与最终控股公司、本集团之联营公司、及直接或间接由最终控股公司控制或重大影响之实体进行的交易。

The Group entered into various transactions with related parties including the ultimate holding company, the associates of the Group and entities, directly or indirectly, controlled or significantly influenced by the ultimate holding company.

附注 (续)

Notes (continued)

21. 主要之有关连人士交易 (续)

21. Related party transactions (continued)

(a) 向有关连人士出售若干资产

于二零零二年向中国
银行开曼群岛分行出
售贷款

根据中银香港与中国
银行(「中银」)透过其
开曼群岛分行进行于
二零零二年六月二十
六日所签订之贷款买
卖协议, 中银香港将
帐面总值约
11,401,000,000港元
(扣除特别准备约
2,679,000,000港元)
之若干贷款之全部利
益出售, 代价约为
8,722,000,000港元。

根据贷款买卖协议,
于交易日及由交易日
起, 中银香港出售而
中银购入中银香港于
贷款中拥有之实质权
益连同若干相关抵押
品, 该等买卖不具追
索权。

(a) Sale of certain assets to related parties

Sale of loans to Bank of China Grand Cayman Branch in 2002

Pursuant to a sale and purchase agreement entered into on 26 June 2002 between BOCHK and Bank of China ("BOC") acting through its Grand Cayman branch, BOCHK disposed of all of its beneficial interest in certain loans with a gross book value of HK\$11,401 million net of specific provisions of HK\$2,679 million for a consideration of HK\$8,722 million.

The sale and purchase agreement provides that BOCHK sells and BOC acquires, on and from the transaction date, without recourse the beneficial interests of BOCHK in the loans together with certain related security.

附注 (续)

Notes (continued)

21. 主要之有关连人士交易 (续)

21. Related party transactions (continued)

(a) 向有关连人士出售若干资产 (续)

(a) Sale of certain assets to related parties (continued)

向有关连人士出售贷款管理服务

Service and administration of loans sold to related parties

根据中银香港与南洋商业银行(「南商」)、中银及Zhong Gang (Cayman) Company Limited于二零零二年六月所签订之服务协议，中银香港与南商承诺对二零零二年所转让之贷款及相关抵押品以及早前在一九九九年已转让之贷款提供管理服务，费用由双方协商而定。

Pursuant to servicing agreements entered into in June 2002 between BOCHK, Nanyang Commercial Bank, Limited ("Nanyang"), BOC and Zhong Gang (Cayman) Company Limited, BOCHK and Nanyang undertake to service and administer the loans and the related securities transferred in both 1999 and 2002 at a fee which is agreed between the parties from time to time.

(b) 贷款予有关连人士

(b) Loans to related parties

本集团在正常业务范围内，向同系附属公司、中银之联营公司及本集团之联营公司提供贷款及提供信贷融资，按市场之一般商业条款计算利息。此等交易之收益包括利息收入及服务费用。

In the ordinary course of business, the Group extends loans and credit facilities to fellow subsidiaries, associates of BOC and associates of the Group on normal commercial terms with reference to prevailing market rates. The revenue from such transactions would include interest income on the amount drawn as well as arrangement fees.

附注 (续)

Notes (continued)

21. 主要之有关连人士交易 (续)

21. Related party transactions (continued)

(b) 贷款予有关连人士 (续)

(b) Loans to related parties (continued)

此等贷款之未偿还总值如下：

The gross value of loans outstanding is set out below:

	二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
一般商业条款 之贷款 (总值)	1,425	6,531

于二零零二年，若干帐面总值约达5,693,000,000港元（扣除特别准备约749,000,000港元）之贷款售予中银（透过其开曼群岛分行进行），代价约为4,944,000,000港元（附注21(a)）。此贷款于二零零一年十二月三十一日资产负债表内之帐面总值及帐面净值分别约为5,418,000,000港元及4,635,000,000港元。在出售上述贷款后，本集团帐目中有关连人士贷款的余额均按市场之一般商业条款给予同系附属公司之贷款。

In 2002, certain loans granted to related parties with a gross book value HK\$5,693 million net of specific provisions of HK\$749 million were sold to BOC, acting through its Grand Cayman Branch, for a consideration of HK\$4,944 million (Note 21(a)). The gross and net book value of these loans included in the balance sheet as at 31 December 2001 amounted to HK\$5,418 million and HK\$4,635 million, respectively. The related party loans remaining in the Group's books after this disposal relate to loans to fellow subsidiaries on normal commercial terms with reference to prevailing market rates.

附注 (续)

Notes (continued)

21. 主要之有关连人士交易 (续)

21. Related party transactions (continued)

(b) 贷款予有关连人士 (续)

(b) Loans to related parties (continued)

二零零二年六月三十日，一同系附属公司为本集团给予若干第三者之贷款约1,347,000,000港元(二零零一年十二月三十一日：约1,900,000,000港元)提供担保，而此同系附属公司亦拥有少于20%之其权益。

As at 30 June 2002, a fellow subsidiary provided guarantees for loans amounting to HK\$1,347 million (31 December 2001: HK\$1,900 million) granted to certain third parties in which the fellow subsidiary has equity interests of less than 20%.

附注 (续)

Notes (continued)

21. 主要之有关连人士交易 (续)

21. Related party transactions (continued)

(c) 与有关连人士在正常业务范围内进行的交易摘要

与中银、同系附属公司及联营公司进行之有关连人士交易产生之总收入及支出摘要如下：

(c) Summary of transactions entered into during the ordinary course of business with the related parties

The aggregate income and expenses arising from the related party transactions with BOC, fellow subsidiaries, and associates are summarised as follows:

			截至 二零零二年 六月三十日 止六个月	截至 二零零一年 六月三十日 止六个月
			Six months ended	
	附注 Note		30 June 2002	30 June 2001
			港币百万元 HK\$'m	港币百万元 HK\$'m
损益帐项目：		Profit and loss items:		
利息收入	(i)	Interest income	361	3,269
利息支出	(ii)	Interest expense	(122)	(1,752)
保险佣金		Insurance commission		
收入(净额)	(iii)	received (net)	11	26
租金及牌照费收入		Rental and license		
	(iv)	fees received	11	13
资讯科技		Information technology		
服务费收入	(iv)	service fee received	2	3
信用卡佣金		Credit card		
支出(净额)	(v)	commission paid (net)	(22)	(7)
证券经纪佣金		Securities brokerage		
支出(净额)	(v)	commission paid (net)	(54)	(78)
租务费用支出	(v)	Rental fees paid	(29)	(30)
物业管理及租务		Property management and		
代理费用支出	(v)	letting agency fees paid	(8)	(8)
呆坏帐准备		Charge for bad and		
		doubtful debts	15	(66)

附注 (续)

Notes (continued)

21. 主要之有关连人士交易 (续)

21. Related party transactions (continued)

(c) 与有关连人士在正常业务范围内进行的交易摘要 (续)

(c) Summary of transactions entered into during the ordinary course of business with the related parties (continued)

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
资产负债表项目：	Balance sheet items:		
现金及短期资金	Cash and short-term funds (i)	12,380	69,458
银行及其他 金融机构存款	Placements with banks and other financial institutions (i)	11,933	13,400
贷款	Advances (i), (vi)	1,425	6,531
其他证券投资	Other investments in securities (i)	234	234
其他资产	Other assets (vii)	80	106
银行及其他 金融机构之 存款及结存	Deposits from and balances of banks and other financial institutions (ii)	7,409	48,386
客户之往来、定期、 储蓄及其他存款	Current, fixed, savings and other deposits from customers (ii)	3,315	3,958

附注：

Notes:

(i) 利息收入

(i) Interest income

本集团在一般业务中与中银、同系附属公司及联营公司进行多项交易，包括接受现金及短期资金存款、存放同业存款、进行证券投资及提供贷款，均按市场之一般商业条款进行。

In the ordinary course of business, the Group enters into various transactions with BOC, fellow subsidiaries and associates including deposit of cash and short term funds, placement of interbank deposits, investments in its securities and provision of loans. The transactions were conducted in the normal course of business at prices and terms which are no more favourable than those charged to and contracted with other third party customers of the Group.

附注 (续)

Notes (continued)

21. 主要之有关连人士交易 (续)

21. Related party transactions (continued)

(c) 与有关连人士在正常业务范围内进行的交易摘要 (续)

(c) Summary of transactions entered into during the ordinary course of business with the related parties (continued)

(ii) 利息支出

(ii) Interest expense

本集团在一般业务中接受中银、同系附属公司及联营公司之同业存款和往来、定期、储蓄及其他存款，均按市场之一般商业条款进行。

In the ordinary course of the business, the Group accepts interbank deposits and current, fixed, savings and other deposits from BOC, fellow subsidiaries and associates on normal commercial terms with reference to prevailing market rates.

(iii) 保险佣金收入 (净额)

(iii) Insurance commission received (net)

本集团在一般业务中向同系附属公司提供保险代理服务和购买一般及人寿保险单，均按市场之一般商业条款进行。

In the ordinary course of the business, the Group provides insurance agency services to and purchases general and life insurance policies from fellow subsidiaries on normal commercial terms with reference to prevailing market rates.

(iv) 服务费、租金及牌照费收入

(iv) Service fee, rental and license fees received

本集团在一般业务中向中银、同系附属公司及联营公司提供资讯科技服务，均按市场之一般商业条款进行。

In the ordinary course of the business, the Group provides information technology services to BOC, fellow subsidiaries and associates on normal commercial terms with reference to prevailing market rates.

本集团在一般业务中向中银之联营公司收取租金及牌照费用，均按市场之一般商业条款进行。

The Group receives office premises rental and license fees from associates of BOC in its ordinary course of business on normal commercial terms entered into on an arm's length basis.

附注 (续)

Notes (continued)

21. 主要之有关人士交易 (续)

21. Related party transactions (continued)

(c) 与有关人士在正常业务范围内进行的交易摘要 (续)

(v) 佣金、物业管理、租务代理费用及租金支出

就信用卡之行政管理及推广服务、证券经纪服务、物业管理及租务代理，支付佣金予中银及其同系附属公司，均按市场之一般商业条款进行。

本集团在一般业务中向中银及其联营公司支付租务费用，均按市场之一般商业条款之价格进行。

(vi) 有关人士贷款

如以上附注21(b)所述，本集团在一般业务中向中银、同系附属公司及联营公司提供贷款及信贷额度，均按一般市场商业条款进行。此等交易之收入包括利息收入、服务费用及承担费用。

(vii) 其他资产

其他资产包括了向中银及同系附属公司之应收帐款，此等应收帐款属正常业务范畴进行之交易。

(c) Summary of transactions entered into during the ordinary course of business with the related parties (continued)

(v) Commission, property management, letting agency fee and rental expenses paid

In the ordinary course of the business, the Group pays commission fees for credit card administrative and promotional services, securities brokerage services, property management and letting agency fees to BOC and fellow subsidiaries on normal commercial terms with reference to prevailing market rates.

The Group pays rental fees to BOC and its associates in its ordinary course of business on normal commercial terms entered into on arm's length basis.

(vi) Advances to related parties

In the ordinary course of business, the Group extends loans and credit facilities to BOC, fellow subsidiaries, and associates on normal commercial terms with reference to prevailing market rates as described in Note 21(b) above. The revenue from such transactions would include interest income on the amount drawn as well as arrangement and commitment fees.

(vii) Other assets

Included within "Other assets" are receivables due from BOC and fellow subsidiaries. The receivables arose from transactions carried out in the normal course of business.

附注 (续)

Notes (continued)

21. 主要之有关连人士交易 (续)

21. Related party transactions (continued)

(d) 资产负债表外之风险

(d) Off-balance sheets items

或有负债和承担

Contingent liabilities and commitments

本集团在一般业务中为同系附属公司及联营公司之责任提供了担保，并为中银及同系附属公司提供信贷承诺，此等交易均按市场之一般商业条款进行。于二零零二年六月三十日，该等担保及信贷承诺数额分别约为270,000,000港元及4,172,000,000港元(于二零零一年十二月三十一日，该等数额分别为297,000,000港元及358,000,000港元)。本集团就向独立第三者及中银所作出之担保收取费用。

In the ordinary course of business, the Group provides guarantees for the obligations of fellow subsidiaries and associates and have commitment outstanding to BOC and fellow subsidiaries on normal commercial terms. Such guarantees and commitments as at 30 June 2002 amounted to HK\$270 million and HK\$4,172 million respectively (31 December 2001: HK\$297 million and HK\$358 million respectively). Fees are receivable for guarantees granted in favour of independent third parties and BOC.

Derivatives

In the ordinary course of business, the Group enters into foreign exchange contracts and interest rate contracts with BOC, fellow subsidiaries, and associates. Such derivative transactions amounted to HK\$9,825 million as at 30 June 2002 (31 December 2001: HK\$10,655 million). These transactions are executed on normal commercial terms with reference to prevailing market rates.

衍生工具

于二零零二年六月三十日，本集团在一般业务中与中银、同系附属公司及联营公司订立了总值约9,825,000,000港元(二零零一年十二月三十一日：约10,655,000,000港元)之外汇及利率合约。此等交易按市场之一般商业条款进行。

附注 (续)

Notes (continued)

21. 主要之有关连人士交易 (续)

21. Related party transactions (continued)

(e) 与集团公司及联营公司之结余

(e) Balances with group companies and associates

下列资产负债表项目内包括与最终控股公司之结余汇总如下：

Included in the following balance sheet captions are balances with the ultimate holding company:

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
现金及短期资金	Cash and short-term funds	12,328	69,197
银行及其他 金融机构存款	Placements with banks and other financial institutions	11,836	13,053
贷款	Advances	17	37
其他证券投资	Other investments in securities	234	234
其他资产	Other assets	71	106
银行及其他金融 机构之存款及结余	Deposits from and balances of banks and other financial institutions	6,940	48,004

附注 (续)

Notes (continued)

21. 主要之有关连人士交易 (续)

21. Related party transactions (continued)

(e) 与集团公司及联营公司之结余 (续)

(e) Balances with group companies and associates (continued)

下列资产负债表项目内包括与最终控股公司之同系附属公司之结余汇总如下：

Included in the following balance sheet captions are balances with fellow subsidiaries of the ultimate holding company:

		二零零二年 六月三十日 As at 30 June 2002 港币百万元 HK\$m	二零零一年 十二月三十一日 As at 31 December 2001 港币百万元 HK\$m
现金及短期资金	Cash and short-term funds	52	191
银行及其他 金融机构存款	Placements with banks and other financial institutions	97	347
贷款	Advances	1,040	5,717
其他资产	Other assets	9	—
银行及其他金融 机构之存款及结余	Deposits from and balances of banks and other financial institutions	460	379
客户之往来、定期、 储蓄及其他存款	Current, fixed, savings and other deposits from customers	3,237	3,936

于二零零二年六月三十日对联营公司并没有重要之余额。

There are no material balances with associates as at 30 June 2002.

(f) 主要高层人员

(f) Key management personnel

二零零一年及二零零二年上半年，与中银香港及其控股公司之主要高层管理人员及其有关连之人士并未有进行任何重大之交易。

During the first six months ended 30 June 2002 and 2001, no material transaction was conducted with key management personnel of BOCHK and its holding companies and parties related to them.

附注 (续)

Notes (continued)

22. 认股权计划及股份储蓄计划

认股权计划及股份储蓄计划的主要条款已于二零零二年七月十日由本公司的全体股东以书面决议案有条件批准并采纳。认股权计划旨在向参与者提供购买本公司专有权益的机会。董事会可以完全根据自己的决定，将认股权授予董事会可能选择的任何人士。股份认购价格将根据董事会的决定于授出日期按既定规则每股价格计算。认股权可于董事会全权酌情确定的任何日期之后的任何或所有时间，或在要约不时规定的时间，或于董事会确定的终止日期当日或之前，可部分或全部行使。

股份储蓄计划旨在鼓励雇员认购股份。每月为认股权支付的款项应该是合资格雇员在其申请表格中指明愿意支付的额度，该额度必须不少于合格雇员于申请日期的月薪的1%亦不得多于其10%，或董事会当时可能厘定的最高或最低额度。认股权可于行使期间内全部或部分行使。

至二零零二年中期业绩报告日止，本集团并无任何雇员参与上述两个计划。有关认股权计划及股份储蓄计划于二零零二年六月底的详情，载于本公司二零零二年七月十五日招股书的附录六内。

22. Post-listing Share Option Scheme and Sharesave Plan

The principal terms of Share Option Scheme and the Sharesave Plan were conditionally approved and adopted by written resolutions of all the shareholders of the Company passed on 10 July 2002. The purpose of the Share Option Scheme is to provide Participants with the opportunity to acquire proprietary interests in the Company. The Board may, in its absolute discretion, offer to grant options to any person the Board may select. The subscription price for Shares shall be determined on the date of grant at the discretion of the Board as an amount per Share calculated on the basis of established rules. An option may be exercised in whole or in part at any time or times after the date prescribed by the Board in its absolute discretion and from time to time as is specified in the offer and on or before the termination date prescribed by the Board.

The purpose of the Sharesave Plan is to encourage broad-based employee ownership of the Shares. The amount of the monthly contribution under the Savings Contract to be made in connection with an option shall be the amount which the relevant Eligible Employee is willing to contribute, which amount shall not be less than 1% and not more than 10% of the Eligible Employee's monthly salary as at the date of application or such other maximum or minimum amounts as permitted by the Board. When exercised in an Exercise Period, an option shall be exercised in whole or in part.

As the date of this interim report, none of our employees has participated in the two schemes mentioned above. Details of the Share Option Schemes and Sharesave Plan as at 30 June 2002 are set out in Appendix VI of the Company's prospectus dated 15 July 2002.

附注 (续)

Notes (continued)

23. 诉讼

下述诉讼之细节已载于本公司2002年7月15日发出之招股书。

2002年6月17日纽约联邦法院开始审讯有关中国银行对周氏集团成员及第三方申索诉讼及若干周氏集团成员对中银香港及中国银行其它分行与附属机构之索偿诉讼。

2002年7月11日，陪审团认为中银香港与周氏集团成员之银行业务交易中没有疏忽。此外，于审判完结时，法官亦驳回对中银香港违反 RACKETEER INFLUENCED AND CORRUPT ORGANIZATIONS (“RICO”) 法案之第三方申索与不可推翻承诺之投诉。因此，所有周氏集团对中银香港等之诉讼全部被推翻，惟周氏集团尚可提出上诉。

23. Litigation

Details of the following litigation are stated in the Company's prospectus dated 15 July 2002.

On 17 June 2002, a trial commenced in the federal court in New York relating to BOC's claim against members of the Chou Group and the third-party claims by certain of members of the Chou Group against BOCHK and other branches and affiliates of BOC.

On 11 July 2002, the jury found that BOCHK was not negligent in its banking transactions with members of the Chou Group. In addition, at the end of trial, the Judge dismissed the third-party claims against BOCHK for violation of the Racketeer Influenced and Corrupt Organizations (“RICO”) Act and for promissory estoppel. As a result, all the claims asserted against us by the Chou Group have been disposed of, subject to any appeal by the Chou Group.