

补充资料文件

《银行业(风险承担限度)规则》及监管政策手册 CR-G-9 对关连各方的风险承担的相关术语定义

- (1) **相关雇员** 指 –
- (a) 以委员会(如信贷委员会)成员或个人身份负责批核金融通申请的中国工商银行(亚洲)雇员;
 - (b) 中国工商银行(亚洲)的高级管理层(包括其行政总裁)
 - (c) 经理指获中国工商银行(亚洲)委任、或获为中国工商银行(亚洲)或代中国工商银行(亚洲)行事的人委任、或获根据与中国工商银行(亚洲)作出的安排行事的人委任,以担任(不论是单独或与其他人一起担任)中国工商银行(亚洲)在《银行业条例》附表 14 指明的任何一项或多于一项的事务或业务的主要负责人的个人,但中国工商银行(亚洲)的董事及行政总裁除外。此外,在根据《银行业条例》第(14)(cb)条款作出的公告,宣布某人或某类别人士不属此定义所指的经理或某类别的经理的情况下,不包括该公告所宣布的人,亦不包括属于该公告所宣布的类别的人。
- (2) **亲属** 就某自然人而言,指其 –
- (a) 父母、祖父母或外祖父母、或曾祖父母或外曾祖父母;
 - (b) 继父母或领养父母;
 - (c) 兄弟或姐妹;
 - (d) 配偶;
 - (e) 如该人是夫妻关系的一方 — 该关系中的另一方;
 - (f) 同居伴侣;
 - (g) 配偶的父母、继父母或领养父母;
 - (h) 配偶的兄弟或姐妹;
 - (i) 子、继子、女、继女或领养子女;
 - (j) 孙或孙女、外孙或外孙女、曾孙或外曾孙、或曾孙女或外曾孙女。
- (3) **控权人** 就任何公司而言 – 根据《银行业条例》第 2 条定义指就此条例所有条文而言,指该公司以下任何人是间接控权人或大股东控权人,并就第 XIII 部条文而言,包括任何属该公司小股东控权人的人。
- (a) 间接控权人就任何公司而言,指所发出的指示或指令获得该公司的董事、或以该公司为附属公司的另一间公司的董事惯常按照行事的任何人,但经理人或顾问不包括在内,又如所发出的指示或指令获得该等董事惯常按照行事的任何人仅是因为该等董事按照该人以专业身份所提供的意见而行事者,则其人亦不包括在内。
 - (b) 大股东控权人就任何公司而言,指在该公司的任何大会上,或在以该公司为附属公司的另一间公司的任何大会上,单独或连同任何一名或多于一名相联者有权行使超过 50% 表决权或有权控制超过 50% 表决权的行使的任何人。
 - (c) 小股东控权人就任何公司而言,指在该公司的任何大会上,或在以该公司为附属公司的另一间公司的任何大会上,单独或连同任何一名或多于一名相联者有权行使不少于 10%但不超过 50%表决权,或有权控制不少于 10%但不超过 50%表决权的行使的任何人。
- (4) 就《银行业(风险承担限度)规则》第 94(2)条而言,若属以下情况,商号、合伙或非上市公司(「**受控制实体**」)视作由某关连自然人控制 –
- (a) 该人拥有受控制实体超过 50%的表决权;
 - (b) 该人根据一份与其他股东(或类似的表决权持有人)的协议,控制受控制实体过半数表决权;
 - (c) 该人具有权利,可委任或罢免受控制实体的董事局(或类似的管治团体)过半数成员;
 - (d) 受控制实体的董事局(或类似的管治团体)过半数成员的委任,是纯粹由于该人行使其表决权;或
 - (e) 该人依据合约或其他方式而具有权力,对受控制实体的管理或政策,发挥具支配性的影响力。
- (5) 如本补充资料的中、英文版本有任何差异,概以英文版本为准。

Supplementary information document

The definitions of the terms in relation to Connected Parties under Banking (Exposure Limits) Rules (“BELR”) and Supervisory Policy Manual CR-G-9 Exposures to Connected Parties

- (1) **Relevant Employee** means the following –
- (a) An employee of ICBC (Asia) who is responsible, either individually or as a member of a committee (such as Credit Committee), for approving applications for financial facility, including but not limited to an advance, loan or credit facility (including a letter of credit), a financial guarantee and a liability;
 - (b) Senior management, including chief executive, of ICBC (Asia);
 - (c) Manager means any individual, other than a director or chief executive of ICBC (Asia), appointed by ICBC (Asia), or by a person acting for or on behalf of or by an arrangement with ICBC (Asia), to be principally responsible, either alone or with others, for the conduct of any one or more of the affairs or business of ICBC (Asia) specified in the Fourteenth Schedule of the Banking Ordinance but it does not include a person, or a person belonging to a class of persons, declared in a notice that it is not a manager, or a class of managers, as the case may be, for the purpose of the definition of manager.
- (2) **Relative**, in relation to a natural person, means the following –
- (a) a parent, grandparent or great grandparent;
 - (b) a step-parent or adoptive parent;
 - (c) a brother or sister;
 - (d) the spouse;
 - (e) if the person is party to a union of concubinage --- the other party of the union;
 - (f) a cohabitee;
 - (g) a parent, step-parent or adoptive parent of a spouse;
 - (h) a brother or sister of a spouse;
 - (i) a son, step-son, adopted son, daughter, step-daughter or adopted daughter; or
 - (j) a grandson, granddaughter, great grandson or great granddaughter.
- (3) **Controller**, in relation to a company, means, in respect of all the provisions of the Banking Ordinance, any person who is an indirect controller or a majority shareholder controller as defined in section 2(1) of the Banking Ordinance, and includes, in respect of the provision of Part XIII, any person who is a minority shareholder controller of that company.
- (a) “An indirect controller”, in relation to a company, means any person in accordance with whose directions or instructions the directors of the company or of another company of which it is a subsidiary are accustomed to act, but does not include a Manager or Advisor, or any person in accordance with whose directions or instructions those directors are accustomed to act by reason only that on advice given by him in his professional capacity.
 - (b) “A majority shareholder controller”, in relation to a company, means any person who, either alone or with any associate or associates, is entitled to exercise, or control the exercise of, more than 50% of the voting power at any general meeting of the company or of another company of which it is a subsidiary.
 - (c) “A **minority shareholder controller**”, in relation to a company, means any person who, either alone or with any associate or associates, is entitled to exercise, or control the exercise of, 10% or more, but not more than 50%, of the voting power at any general meeting of the company or of another company of which it is a subsidiary.
- (4) For the purpose of Rule 94(2), a firm, partnership or non-listed company (**controlled entity**) is treated as being controlled by a natural person if –
- (a) the person owns more than 50% of the voting rights in controlled entity;
 - (b) the person has control of a majority of the voting rights in the controlled entity under an agreement with other shareholders (or similar holders of voting rights);
 - (c) the person has the right to appoint or remove a majority of the members of the controlled entity’s board of directors (or similar governing body);
 - (d) a majority of the members of the controlled entity’s board of directors (or a similar governing body) have been appointed solely as a result of the person exercising his or her voting rights; or
 - (e) the person has the power, under a contract or otherwise, to exercise a controlling influence over the management or policies of the controlled entity.
- (5) Shall there be any discrepancy between the Chinese and the English versions of the above supplementary information, the English version shall prevail.