

補充資料文件

《銀行業(風險承擔限度)規則》及監管政策手冊 CR-G-9 對關連各方的風險承擔的相關術語定義

- (1) **相關僱員** 指 –
 - (a) 以委員會(如信貸委員會)成員或個人身份負責批核資金融通申請的工銀亞洲僱員;
 - (b) 工銀亞洲的高級管理層(包括其行政總裁)
 - (c) 經理指獲工銀亞洲委任、或獲為工銀亞洲或代工銀亞洲行事的人委任、或獲根據與工銀亞洲作出的安排行事的人委任，以擔任(不論是單獨或與其他人一起擔任)工銀亞洲在《銀行業條例》附表 14 指明的任何一項或多於一項的事務或業務的主要負責人的個人，但工銀亞洲的董事及行政總裁除外。此外，在根據《銀行業條例》第(14)(cb)條款作出的公告，宣佈某人或某類別人士不屬此定義所指的經理或某類別的經理的情況下，不包括該公告所宣佈的人，亦不包括屬於該公告所宣佈的類別的人。

- (2) **親屬** 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) 繼父母或領養父母;
 - (c) 兄弟或姐妹;
 - (d) 配偶;
 - (e) 如該人是夫妻關係的一方 — 該關係中的另一方;
 - (f) 同居伴侶;
 - (g) 配偶的父母、繼父母或領養父母;
 - (h) 配偶的兄弟或姐妹;
 - (i) 子、繼子、女、繼女或領養子女;
 - (j) 孫或孫女、外孫或外孫女、曾孫或外曾孫、或曾孫女或外曾孫女。

- (3) **控權人** 就任何公司而言 – 根據《銀行業條例》第 2 條定義指就此條例所有條文而言，指該公司以下任何人是間接控權人或大股東控權人，並就第 XIII 部條文而言，包括任何屬該公司小股東控權人的人。
 - (a) 間接控權人就任何公司而言，指所發出的指示或指令獲得該公司的董事、或以該公司為附屬公司的另一間公司的董事慣常按照行事的任何人，但經理人或顧問不包括在內，又如所發出的指示或指令獲得該等董事慣常按照行事的任何人僅是因為該等董事按照該人以專業身份所提供的意見而行事者，則該人亦不包括在內。
 - (b) 大股東控權人就任何公司而言，指在該公司的任何大會上，或在以該公司為附屬公司的另一間公司的任何大會上，單獨或連同任何一名或多於一名相聯者有權行使超過 50% 表決權或有權控制超過 50% 表決權的行使的任何人。
 - (c) 小股東控權人就任何公司而言，指在該公司的任何大會上，或在以該公司為附屬公司的另一間公司的任何大會上，單獨或連同任何一名或多於一名相聯者有權行使不少於 10%但不超過 50%表決權，或有權控制不少於 10%但不超過 50%表決權的行使的任何人。

- (4) 就《銀行業(風險承擔限度)規則》第 94(2)條而言，若屬以下情況，商號、合夥或非上市公司(「**受控制實體**」)視作由某關連自然人控制 –
 - (a) 該人擁有受控制實體超過 50%的表決權;
 - (b) 該人根據一份與其他股東(或類似的表決權持有人)的協議，控制受控制實體過半數表決權;
 - (c) 該人具有權利，可委任或罷免受控制實體的董事局(或類似的管治團體)過半數成員;
 - (d) 受控制實體的董事局(或類似的管治團體)過半數成員的委任，是純粹由於該人行使其表決權; 或
 - (e) 該人依據合約或其他方式而具有權力，對受控制實體的管理或政策，發揮具支配性的影響力。

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, 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.