

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED  
摩根士丹利国际银行(中国)有限公司

Morgan Stanley  
摩 根 士 丹 利

## 2014年年度报告

2014 Annual Report



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## 董事长致辞

2015年4月17日

去年，我们继续在国内和国际市场见证动荡和充满挑战的经济环境。在外部需求持续减少和结构性调整的综合作用下，加上国内开展经济改革，中国经济为此受到了负面影响。银行业经历了若干次重要的政策变更，包括：(1)随着中国人民银行在2014年11月提高存款利率上限，利率管制的放宽，以及(2)加强对非银行金融机构的贷款的监管，导致整体贷款环境的收紧。此外，中国正在推行利率改革，国务院于2014年12月发布了存款保险条例草案。

在2014年，摩根士丹利国际银行(中国)有限公司(“MSBIC”，“本行”或“我行”)的盈利能力相比前一年增强。这主要是由于：(1)交易性金融资产的交易收益增加；(2)来自生息资产的净利息收入增加；(3)外汇与新兴市场业务(FXEM)的离岸市场咨询费增加；及(4)营业外开支减少。以上各项综合的积极作用在银团贷款收入减少的影响下只是部分被抵消；随着中国企业逐渐从传统的双边贷款向银团贷款等更复杂的金融产品多元化发展，预计银团贷款收入在2015年将回升。我行的所有硬性指标的监管比率均符合监管要求。

2014 年，根据监管机关的意见和指导及我们的内部自查发现，我行继续作出变化与改进。这些变化覆盖本行的多个领域，包括但不限于公司治理、交易监管、风险与访问控制、信息技术以及合规。我们取得了重大的进展，并获得监管当局的认可。

本行在公司治理方面采取了多项措施，进一步授权本行董事会和高级管理层以更独立的方式运营和监督本行事务。这些变化主要包括以下几个方面：

- 本行在 2014 年继续改进内部汇报线并增强本地实体管理。类似于 2013 年年底所采取的做法，我行的代理总经理和各职能主管在 2014 年年底共同评估了我行各部门主管的表现。我行各部门主管的薪酬建议由我行代理总经理和摩根士丹利各职能主管共同确定。这些建议连同整体绩效评估文件一起，由代理总经理提交至本行的人力资源、提名与薪酬委员会，由该委员会审议和批准。
- 我们招聘了更多高级管理岗位人员，以支持本行业务的管理与监督。新任总经理在珠海工作，于 2014 年 8 月受聘。他担任总经理的申请正在等待银监会的批准。总经理有权监督和指导下本行的日常管理。新任内部审计主管于 2014 年 9 月加入本行。本行法务主管

于 2015 年 2 月入职。新任人力资源主管于 2015 年 3 月入职。本行还新聘一名首席信息官，有望于 2015 年 4 月入职。这些新聘任的人员和本行其他高级管理人员都将在本行的总部任职。

- 股东已批准为本行新增多名董事。新董事申请已提交给监管机关审批。待这些新董事获批后，本行将对董事会及其下属委员会进行改组。
- 本行还采取了多种措施加强本行交易业务的监管，这些措施强化了公司内部的风险控制与监督。代理总经理在 2014 年向本行的交易员发出一份书面交易授权书。我们也审核了所有应用程序中的账册/系统访问权，确保本行的交易员没有不当访问境外的账册/系统的权力，以及非银行交易员或其他非银行工作人员没有不当访问境内的账册/系统的权力。
- 此外，本行采取了全面的措施，从而改善信用和运营风险控制，降低人员流动性，建立 IT 风险管理结构，以及增强合规管理力度/运营风险控制（如访问控制与政策）。

本行的三年业务计划于 2014 年 4 月获本行董事会批准。本行将依托摩根士丹利的优势和核心竞争力。在近期，本行将专注于进一步发展交易及银团贷款，并同时推动贷款业务及开展

证券化业务的计划。我们认为，本行将从衍生品业务资格中获得极大的好处，并打算在适当的时候申请这项资格。这项资格应有助于我们在向客户提供更多增值产品方面进一步受益，尤其是考虑到中国金融市场进一步走向自由化。如果能够制定适当的风险控制与管理措施（已在我们的计划之中），这项资格也将为本行的收入与利润增长带来支持。

在 2014 年，本行向中国银监会提交了 ICAAP（内部资本充足率评估流程）文件。通过 ICAAP，本行识别并评估了本行风险状况中存在的重大风险，并设定了三年业务计划项下的资本目标。评估结果是积极的，意味着本行在三年计划期内将有充足的资本去满足其业务范围相对应的监管与经济资本要求。

在 2014 年，随着新业务计划的执行和上述改革的开展，本行以有序和审慎的方式发展壮大，从而确保我行稳定和平稳的发展。本行的董事会和高级管理层将竭尽所能根据相关法律法规和中国银监会的期望经营本行。

中国是摩根士丹利全球战略的重要组成部分，也是重中之重。我们将就这一市场采取长期的投资计划。与我们在中国商业银行平台的发展战略和巨大价值潜力相一致，我们希望，凭借我们的关注、监管机关及母行所给予的支持、本行董事会的

全力领导、银行管理团队的雄厚实力和本行全体员工的努力，  
本行的战略目标将得以实现。



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Carlos Alfonso Oyarbide Seco

董事长

摩根士丹利国际银行(中国)有限公司



## Chairman's Letter

April 17, 2015

Last year, we continued to witness volatile and challenging economic conditions both in the domestic and the international markets. The Chinese economy was negatively affected by the combined impact of continued reduced external demand and structural adjustments, coupled with economic reform domestically. The banking industry experienced several important policy changes, including (i) the easing of interest rate controls as the PBOC increased the deposit rate ceiling in November 2014, and (ii) the increased scrutiny of non-bank financial institutions lending which led to overall tighter lending conditions. Furthermore, China is moving forward in its interest rate reform, and the State Council issued draft regulations on deposit insurance in December 2014.

In 2014, the profitability of Morgan Stanley Bank International (China) Limited (“**MSBIC**”, the “**Bank**” or “**Our Bank**”) increased compared with that of the previous year. This was mainly due to (i) the trading gains arising from financial assets held for trading; (ii) the increase in net interest income arising from interest-bearing assets; (iii) the increase of FXEM offshore market advisory fee; and (iv) decrease of non-operating expenses. The combined positive effect was only partly offset by the decrease in revenue from loan syndication which is expected to pick up in 2015 as Chinese

corporates gradually diversify from traditional bilateral loans to loan syndication and other more sophisticated financing products. All of MSBIC's regulatory ratios with hard limits met the regulatory requirements.

In 2014, MSBIC continued to make changes and enhancements in response to the regulator's opinions and guidance as well as our self-identified findings. The changes covered various areas of the Bank, including but not limited to corporate governance, trading supervision, risk and access controls, Information Technology and Compliance. The considerable progress made has been recognized by the regulator as well.

We have taken a number of actions on the Bank's corporate governance to further empower the Board of Directors and senior management of the Bank to run and oversee it more independently. The key highlights of these changes include:

- The change of the reporting line within the Bank and the empowerment of the legal entity management continued to be implemented during 2014. Similar to the approach we took at the end of 2013, MSBIC Acting GM and the respective functional heads at the end of 2014 jointly evaluated the performance of each MSBIC department head. The decisions on compensation were proposed jointly by the MSBIC Acting GM and the respective Morgan Stanley functional heads.

These proposals were presented by the Acting GM, together with the overall performance evaluation documentation, to the Human Resources, Nomination and Remuneration Committee of the Bank for its reviews and approval.

- We have recruited more senior roles to support the management and supervise the business of the Bank. The new GM is based in Zhuhai, and was hired in August 2014. His application as the GM is pending CBRC approval. The GM is empowered to supervise and direct the day-to-day management of the Bank. Our new Head of Internal Audit joined the Bank in September 2014. The Head of Legal of the Bank joined in February 2015. The new Head of Human Resources joined in March 2015. The Bank has also hired a new Chief Information Officer, who is expected to join in April 2015. These newly recruited roles, together with other senior management of the Bank, are all based at the headquarters of the Bank.
- The shareholder has approved to add additional directors to the Bank. The application of the new directors has been submitted to the regulator for approval. The Bank's Board of Directors and its various committees will be reconstituted once the new directors are approved.
- The Bank has also taken various actions to enhance the supervision on the Bank's trading business which has

strengthened the risk control and oversight within the company. A written trading mandate was issued by the Acting GM to the Bank's traders in 2014. We also reviewed books/systems access entitlement in all applications to ensure the traders of the Bank do not have inappropriate access to offshore books/systems, and non-bank traders or other non-bank personnel do not have inappropriate access to onshore books/systems.

- In addition, the Bank has taken comprehensive actions to improve credit and operational risk controls, lower down the staff turnover rate, put in place an IT risk management structure, and compliance management enhancements / operational risk controls such as access controls and policies.

MSBIC's three-year business plan was approved by the Bank's Board of Directors in April 2014. MSBIC will play to Morgan Stanley's strengths and core competencies. In the near future, the Bank will focus on further developing trading and loan syndication, it will concurrently grow the lending business and it plans to enter the business of securitization. We believe that the Bank will benefit greatly from a derivatives license and it intends to apply for it in due course. It should help to further benefit from offering more value added products to clients, particularly as the Chinese financial market further liberalizes. This will also support MSBIC's revenue

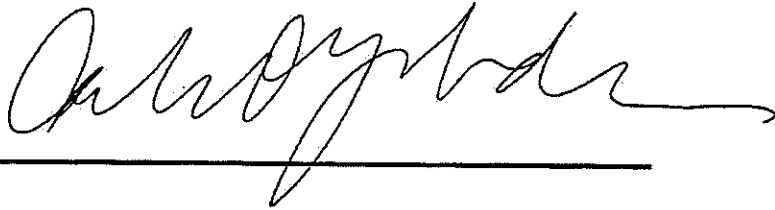
and profit growth, provided that the appropriate risk controls and management are put in place, which is our plan.

In 2014, MSBIC submitted the ICAAP (Internal Capital Adequacy Assessment Process) document to CBRC. Through the ICAAP, the Bank has identified and assessed material risks in relation to its risk profile, and has set up capital target under the 3-year business plan. The result of the ICAAP was favorable, meaning that the Bank has adequate capital to fulfill both the regulatory and economic capital requirements corresponding to its business scope in the 3-year's planning horizon.

In 2014, with the implementation of new business plan and the above-mentioned changes, the Bank grew in an orderly and prudent manner and ensuring steady and stable growth. MSBIC's Board of Directors and senior management will take every effort to run the Bank in accordance with the applicable laws and regulations and the CBRC's expectations.

China is a critical part of Morgan Stanley's global strategy and it is a priority. We are committed to this market with a long-term investment view. Consistent with the development strategy and great value potential of our commercial banking franchise in China, we hope that with our focus, with the support of the regulators and our parent bank, the dedicated leadership of the Board of Directors of

the Bank, a strong bank management team and the efforts of all staff of the Bank, we will achieve our strategic objectives for MSBIC.



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Carlos Alfonso Oyarbide Seco

Chairman of Board of Directors

Morgan Stanley Bank International (China) Limited

## 定义

- “**董事会**”： 本行董事会
- “**银监会**”： 中国银行业监督管理委员会
- “**广东银监局**”： 银监会广东监管局
- “**总经理**”： 本行总经理
- “**MSBIC**”、“**银行**”或“**我行**”： 摩根士丹利国际银行（中国）有限公司
- “**人民银行**”： 中国人民银行

## Definitions

<b>“Board”</b> :	the board of directors of the Bank
<b>“CBRC”</b> :	the China Banking Regulatory Commission
<b>“CBRC Guangdong”</b> :	the CBRC Guangdong Office
<b>“GM”</b>	the General Manager of the Bank
<b>“MSBIC”</b> , the <b>“Bank”</b> , or	Morgan Stanley Bank International (China) Limited
<b>“Our Bank”</b> :	
<b>“PBoC”</b> :	the People’s Bank of China



## 基本资料

- 法定中文名称:** 摩根士丹利国际银行（中国）有限公司
- 法定英文名称:** Morgan Stanley Bank International (China) Limited
- 法定代表人:** Carlos Alfonso Oyarbide Seco
- 注册资本:** 人民币1,000,000,000元（截至2014年12月31日）
- 股东名称:** Morgan Stanley Bank International Limited
- 业务许可范围:** 本行在下列范围内经营对各类客户的外汇业务以及对除中国境内公民以外客户的人民币业务：吸收公众存款；发放短期、中期和长期贷款；办理票据承兑与贴现，买卖政府债券、金融债券，买卖股票以外的其他外币有价证券；提供信用证服务及担保；办理国内外结算；买卖、代理买卖外汇；从事同业拆借；从事银行卡业务；提供保管箱服务；提供资信调查和咨询服务；经银监会批准的其他业务
- 分支机构:** 本行北京分行于2009年6月10日经银监会批准成立，并于2009年6月24日领取中华人民共和国营业执照，北京分行经营期限为2009年6月24日至2024年12月14日
- 北京分行的营业地址为：北京市西城区太平桥大街18号

**注册地址:** 广东省珠海市吉大景山路188号粤财大厦第28层2801-2807单元及2816单元

**办公地址:** 广东省珠海市吉大景山路188号粤财大厦第28层2801-2807单元及2816单元

**联系电话:** +86 756 321-2188

**首次注册  
登记日期:** 1984年12月14日

**注册登记机关:** 广东省工商行政管理局

**企业法人营业执  
照注册号:** 440000400000859

**金融许可证  
机构编码:** B0029H144040001

**税务登记号:** 粤国税字440401X17502779号  
粤地税字440401X17502779号

**聘请的会计师  
事务所:** 德勤华永会计师事务所有限公司

**办公地址:** 上海市延安东路222号外滩中心  
30楼

**邮编:** 200002

**客户服务与投诉  
电话** +86 756 321-2188  
+86 10 8356-3019 (北京分行)

## **BASIC INFORMATION**

<b>Registered Chinese Corporate Name</b>	摩根士丹利国际银行（中国）有限公司
<b>Registered English Corporate Name</b>	Morgan Stanley Bank International (China) Limited
<b>Legal Representative:</b>	Carlos Alfonso Oyarbide Seco
<b>Registered Capital:</b>	RMB 1 billion (as of 31 December 2014)
<b>Shareholder</b>	Morgan Stanley Bank International Limited
<b>Scope of Business:</b>	The Bank is permitted to provide the following services to any customers for foreign currency business and to customers except for China citizens in the territory of China for RMB business: accepting public deposits; providing short-term, medium and long-term loans; undertaking acceptance and discounting of negotiable instruments; buying and selling government bonds, financial bonds, and other foreign currency securities except for shares; providing letters of credit service and guarantee; conducting domestic and international settlements; buying and selling foreign currency for its own accounts or as agents; inter-bank borrowing and lending; providing bank card service; providing safety box service; providing credit investigation and consultancy service; and other businesses approved by CBRC.

**Branch Information:** The Bank was approved by CBRC on 10 June 2009 to establish a branch in Beijing and obtained the branch business license on 24 June 2009, with operating period from 24 June 2009 to 14 December 2024.

The Beijing Branch's office address – Units 6B, 6, 8, 10, Tower 1, 18 Taipingqiao Street, Xicheng District, Beijing, PRC

**Registered Address:** 28/F 2801-2807, 2816, Yuecai Building, No.188 Jingshan Road, Jida, Zhuhai, Guangdong, PRC

**Office Address:** 28/F 2801-2807, 2816, Yuecai Building, No.188 Jingshan Road, Jida, Zhuhai, Guangdong, PRC

**Contact Phone Number:** 0756-3212188

**Date of First Registration:** December 14, 1984

**Authority of Registration:** Guangdong Administration of Industry and Commerce

**Business License Number:** 440000400000859

**Financial Institution License Number:** B0029H144040001

**Tax Registration Certificate** 粤国税字440401X17502779号

**Number:** 粤地税字440401X17502779号

**Auditor:** Deloitte Touche Tohmatsu CPA Ltd  
Address: 30/F Bund Center, 222 Yan An Road East, Shanghai 200002, PRC

**Client Service & Compliant Hotline** +86 756 321-2188  
+86 10 8356-3019 (Beijing Branch)

## 银行简介

我行是摩根士丹利集团的子公司英国摩根士丹利国际银行有限公司(Morgan Stanley Bank International Limited)的全资附属机构。

我行的前身为珠海南通银行，于2006年9月29日起成为摩根士丹利集团的一员，并于2007年5月30日正式更名。珠海南通银行于1984年经人民银行批准成立，是首家在中国注册及总部设在内地的外资独资法人银行，也是珠海经济特区的第一家外资银行。我行本着专业、创新、灵活和务实的服务宗旨，竭诚为各界客户提供全面优质的银行服务。

我行的最终控股公司摩根士丹利，是一家全球领先的国际性金融服务公司，业务范围涵盖投资银行、证券、投资管理以及财富管理。摩根士丹利在全球42个国家设有超过1300家办事处，竭诚为各地企业、政府机关、事业机构和个人投资者提供服务。

## **INTRODUCTION OF MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED**

Our Bank is wholly owned by Morgan Stanley Bank International Limited, a subsidiary of Morgan Stanley group.

The Bank, formerly known as Nan Tung Bank Ltd, Zhuhai (“**Nan Tung Bank**”), becomes a Morgan Stanley group company since September 2006, and officially changed to the current name on May 30, 2007. Established in 1984 with the approval from PBOC, Nan Tung Bank was the first wholly foreign-owned bank incorporated and headquartered in mainland China and the first foreign-funded bank in the Zhuhai Special Economy Zone. The Bank has been providing quality banking products and services to various clients with the service principles of being professional, innovative, flexible and practical.

Morgan Stanley, the Bank’s ultimate holding company, is a leading global financial services firm that provides a wide range of investment banking, securities, investment management and wealth management services. Morgan Stanley serves corporations, governments, institutions and individuals worldwide from more than 1300 offices in 42 countries.

## 股东名称及报告期内变动情况

我行唯一股东是摩根士丹利国际银行有限公司（Morgan Stanley Bank International Limited），本报告期内无持股比例变动。

## **SHARERHOLDER'S NAME AND CHANGES**

Morgan Stanley Bank International Limited is the sole shareholder of the Bank. There was no shareholding change to our Bank within the reporting period.



## 股东背景

摩根士丹利国际银行有限公司（Morgan Stanley Bank International Limited）是一家依照英格兰与威尔士法律，于1999年2月23日正式注册成立并存在之私人股份有限公司，注册处之公司编号为3722571，注册地址为25 Cabot Square, Canary Wharf, London E14 4QA, United Kingdom。摩根士丹利国际银行有限公司的主要业务是向公司客户、政府机构、金融机构及个人投资客户提供金融服务。摩根士丹利国际银行有限公司提供财务咨询服务、企业及零售贷款业务、固定收益证券的销售、交易、融资和做市商业业务，还涵括外汇和投资业务。摩根士丹利国际银行有限公司是一家由摩根士丹利最终全资控股的商业银行，除全资控股本行以外，其还在德国、意大利和韩国分别设有1家分行。摩根士丹利国际银行有限公司2014年末的总资产约50亿英镑。

## **SHARERHOLDER'S BACKGROUND**

Morgan Stanley Bank International Limited is a private limited company incorporated under the laws of England and Wales on February 23, 1999 (registration number 3722571), with registered office at 25 Cabot Square, Canary Wharf, London E14 4QA, United Kingdom. The main business activity of Morgan Stanley Bank International Limited is the provision of financial services to corporations, governments, financial institutions and individual investors. Morgan Stanley Bank International Limited provides financial advisory services; corporate and retail lending; sales, trading, financing and market-making activities in fixed income securities, including foreign exchange and investment activities. Morgan Stanley Bank International Limited is ultimately 100% held by Morgan Stanley. In addition to holding 100% share in our Bank, Morgan Stanley Bank International Limited operates one branch in Italy, Germany and Korea respectively. Morgan Stanley Bank International Limited had total assets of approximately GBP5 billion as at December 31, 2014.

## 股东大会情况

作为我行唯一股东，摩根士丹利国际银行有限公司通过其董事会履行其作为我行股东的职责。摩根士丹利国际银行有限公司董事会会议代表股东：

- （一）举行例行会议，并且在有需要时举行临时会议；
- （二）接受我行的工作报告，包括：(1)最新市场情况，(2)最新策略方向，(3)最新业务情况，(4)最新财务情况；
- （三）负责批准我行的董事、监事提名以及（于需要时）增资方案；及
- （四）其他需要股东批准的重大事项。

## **SHARERHOLDER'S MEETING INFORMATION**

As the sole shareholder of the Bank, Morgan Stanley Bank International Limited acts through its board of directors to exercise its shareholder responsibilities. The board of directors of Morgan Stanley Bank International Limited, representing the Bank's shareholder:

- (1) holds regular meetings and *ad hoc* meetings (where necessary);
- (2) reviews the Bank's reports, including (i) market updates, (ii) strategic initiatives, (iii) business updates, and (iv) financial updates;
- (3) approves nomination of directors/supervisors of the Bank and, where needed, capital injection proposals; and
- (4) approves other important matters that are required to be approved by the shareholder.

## 变更注册资本、分立合并事项

2014年本行无增加或减少注册资本、分立合并事项。

## **CHANGE IN REGISTERED CAPITAL, MERGER & DIVISION**

There were no changes in registered capital, merger or division of the Bank in 2014.

## 其他重大事项

本行相信本行在2014年没有发生可能会对我们的客户和我们提供的服务产生重大不利影响的事项。

## **Other Material Events**

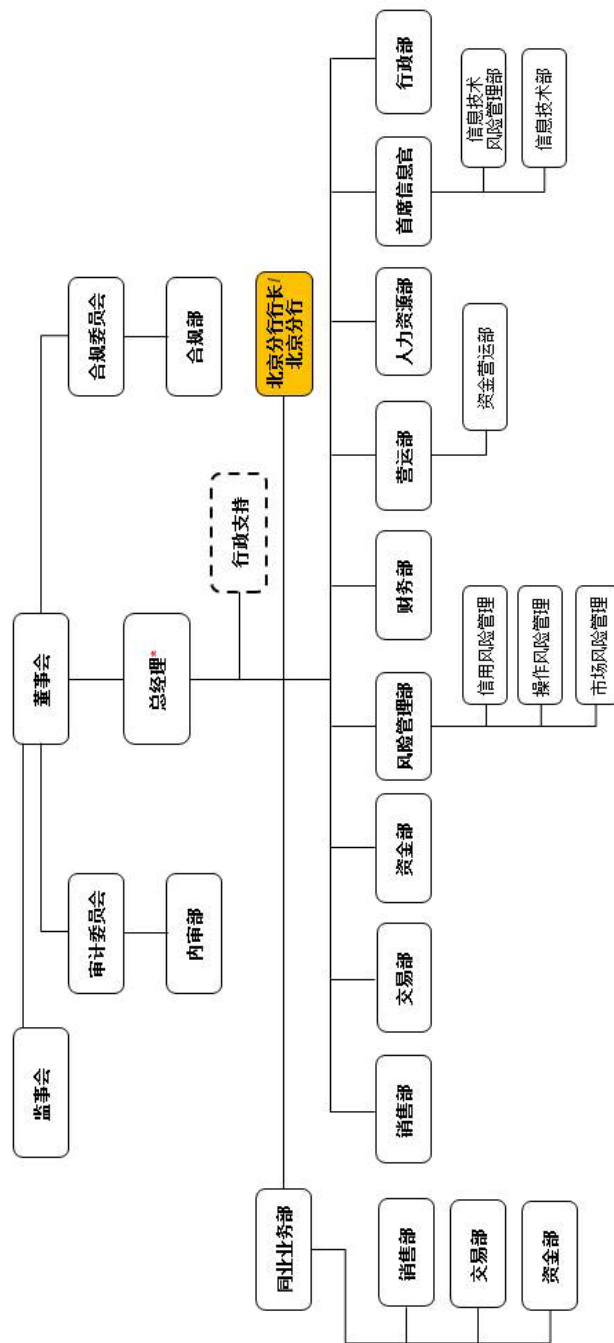
We believe that our Bank did not have any events in 2014 which may have material adverse effect on the Bank's clients and the services the Bank provides.

## 本行组织结构图 (2014年12月31日更新)



摩根士丹利国际银行(中国)有限公司

2014年12月31日更新

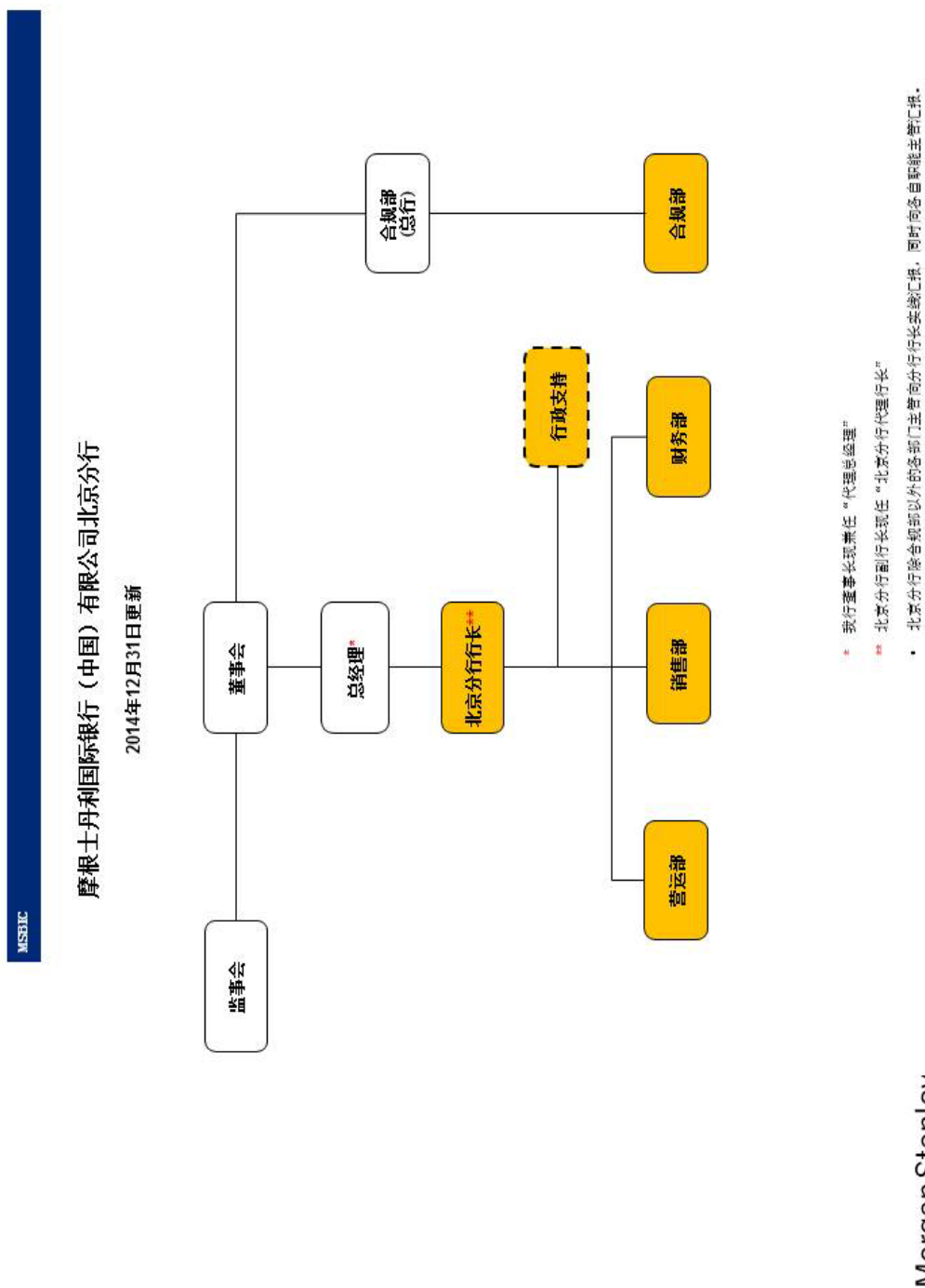


\* 我行董事长兼兼任“代理总经理”

• 我行除内审部和各总部以外的各部门主管(包括交易部主管)向我行首席运营官汇报,同时向各自所属主管汇报。

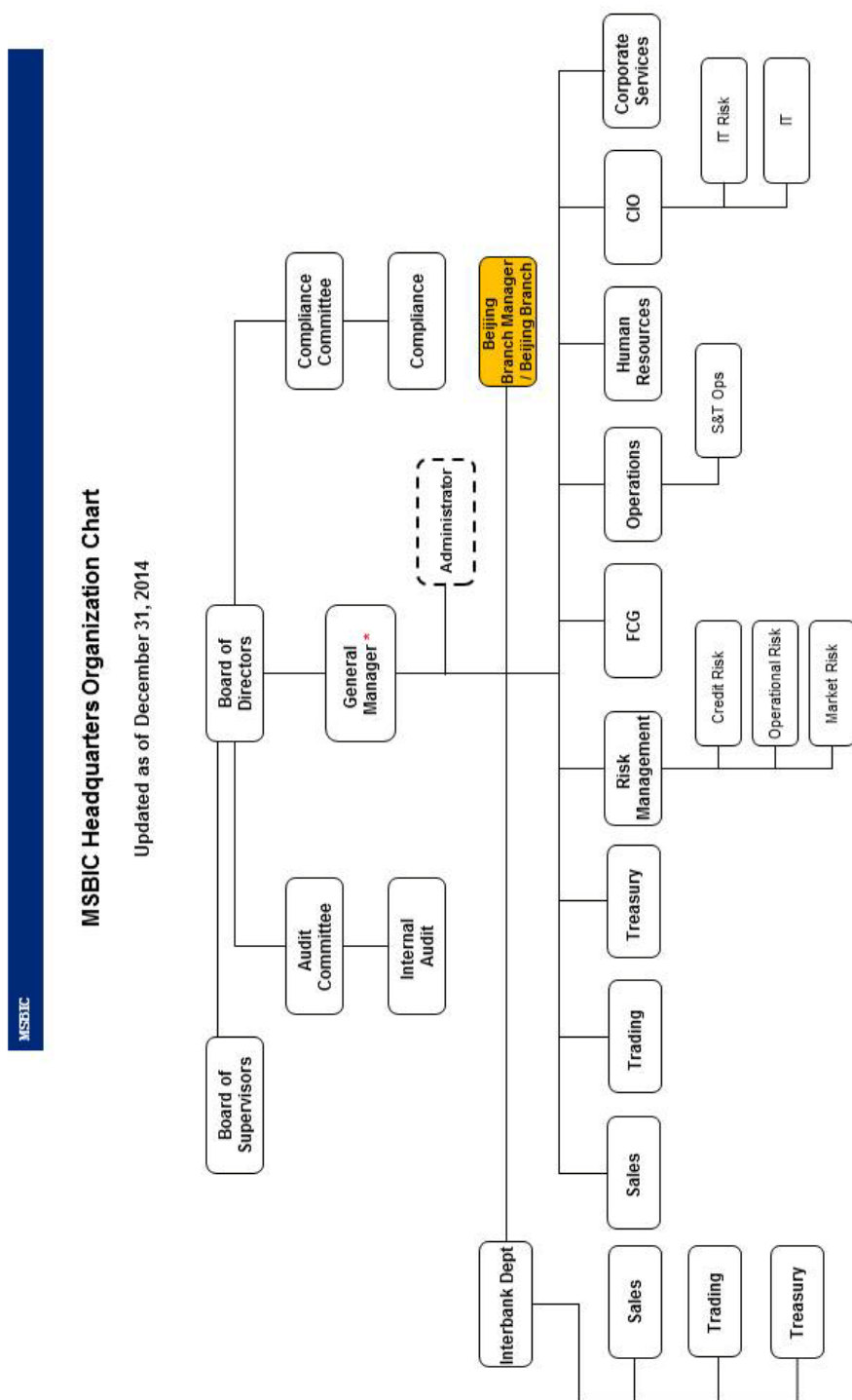
Morgan Stanley  
摩 根 士 丹 利

## 本行北京分行组织结构图 (2014年12月31日更新)



## Organization Chart of the Bank

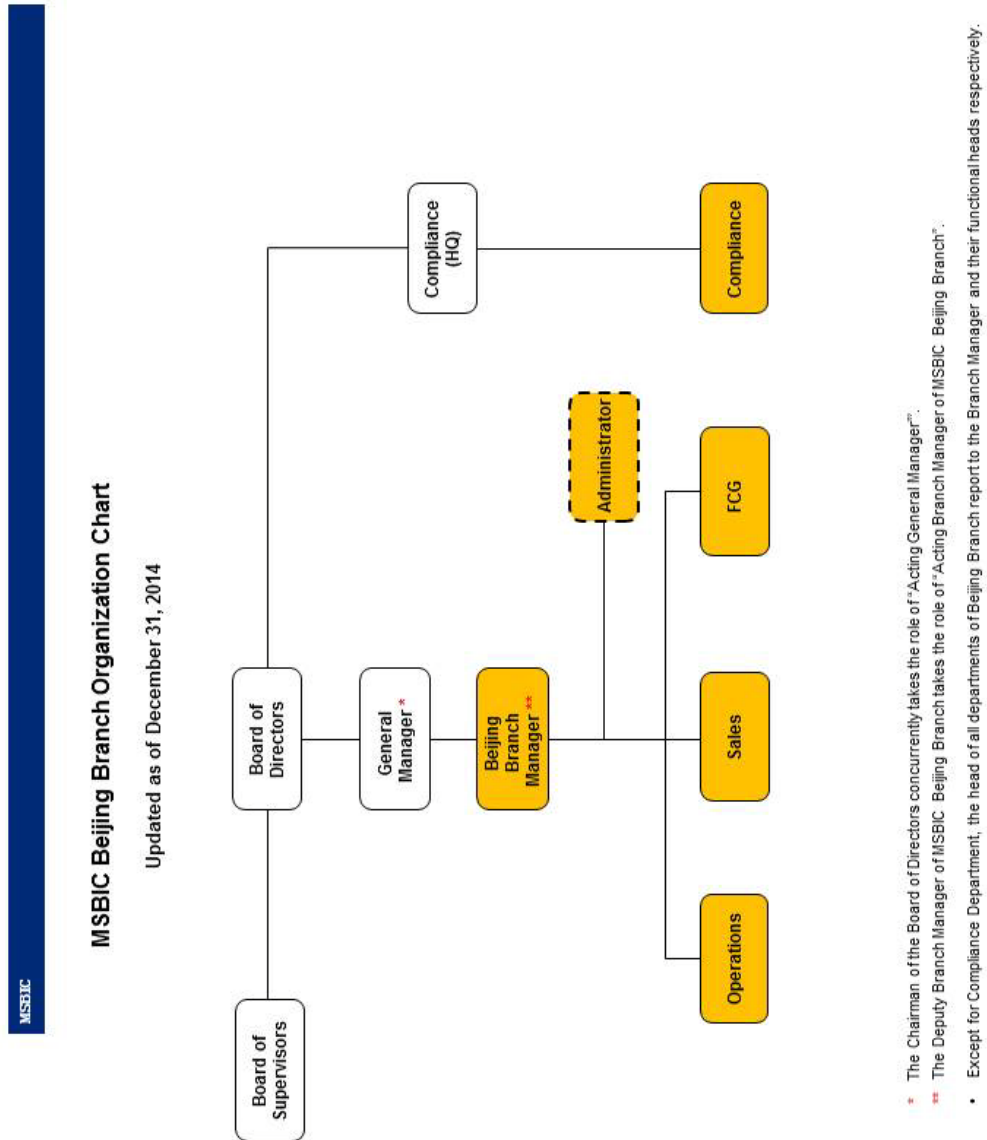
(As of December 31, 2014)



\* The Chairman of the Board of Directors concurrently takes the role of "Acting General Manager".  
• Except for Internal Audit and Compliance Department, the heads of all departments (including Trading Department) report to the General Manager and their functional heads respectively.



## Organization Chart of Beijing Branch of the Bank (As of December 31, 2014)



## 公司治理的总体评价

自 2013 年 8 月起，我行对照银监会 2013 年 7 月新颁布的《商业银行公司治理指引》对我行的全面公司治理进行了审阅和差异分析。对我行章程的建议修改经我行董事会和摩根士丹利国际银行有限公司董事会批准，以反映银监会《商业银行公司治理指引》中的要求。该建议修改已经获得监管机构批准。

我行在董事会下设 6 个委员会，包括合规委员会、关联交易控制委员会、风险委员会、审计委员会、人力资源、提名与薪酬委员会和信息科技管理委员会。风险委员会下设 4 个委员会，包括业务连续性管理委员会、信贷管理委员会、资产负债管理委员会和操作风险委员会。各委员会定期或根据临时需要召开会议，上述会议通过对我行业务实施适当的内部控制，监管银行的风险管理政策、过程和报告制度，以及依法审查批准关联交易等工作，对我行多方面的风险进行了管理和控制。

我行管理层在职责范围内对我行的经营活动行使充分的经营管理自主权，并对董事会负责，以尽力实现我行资本的增值和我行的发展，实现股东利益最大化。我行在总经理下设了 4 个委员会，包括管理委员会、同业业务委员会、反洗钱委员会和新产品委员会。其中，同业业务委员会于 2014 年成立。各委员会定期或按需召开会议，讨论并决定相关事项。

我行于 2013 年对汇报线进行了改变以提升我行管理层对本地管理的权限。我行除内审和合规部以外的各部门主管（包括交易部门主管）向我行总经理实线汇报，同时向各自区域职能主管汇报。内审和合规部主管向董事会下设各自委员会汇报。我行各部门负责人的首要主管人为总经理（内审与合规除外）。每年，我行总经理和各区域职能主管将一同为我行各部门主管的年度目标达成一致意见，并至少每年一次共同为我行各部门主管作绩效评估。我行各部门主管的薪酬的建议由我行总经理和区域职能主管共同确定。这些建议连同整个绩效评估的文件将提交到我行董事会下属的人力资源、提名与薪酬委员会审阅。我行在 2014 年继续有效地执行了该汇报路线的变化，以提升我行管理层的本地管理权限。

我行已招聘/任命或正在招聘/任命一系列人员以进一步支持管理和监督我行的业务。例如，我行的拟任总经理已于 2014 年 8 月加入我行，该提名尚待银监会最终批准。

我行设监事会，监事会成员除参加监事会会议以外还列席我行董事会会议，对我们行董事会和高级管理层的工作进行监督。

## Overall Evaluation on Our Bank's Corporate Governance

Since August 2013, the Bank has conducted a comprehensive review and gap analysis on the corporate governance of the Bank according to the *Guidelines on Commercial Banks' Corporate Governance* (the “**Guidelines**”) issued by CBRC in July 2013. The proposal to amend the Articles of Association of the Bank to reflect certain requirements of the Guidelines has been approved by the Board and the board of directors of Morgan Stanley Bank International Limited. The proposed amendments on the Articles of Association have been approved by CBRC.

There are six committees established under the Board: Compliance Committee, Related Party Transaction Committee, Risk Committee, Audit Committee, Human Resources, Nomination and Remuneration Committee and IT Steering Committee. There are four sub-committees established under Risk Committee: Business Continuity Management Committee, Credit Management Committee, Asset and Liability Management Committee, and Operational Risk Committee. All committees hold regular or *ad hoc* meetings for the purposes of managing and controlling the Bank's various risks through implementing appropriate internal controls, monitoring the Bank's risk management policies, procedures and reporting processes, and examining and approving related party transactions according to laws and regulations.

The senior management of the Bank has adequate management discretion within their scope of responsibilities regarding the Bank's business activities. The senior management of the Bank reports to the Board, endeavoring to achieve capital appreciation and development of the Bank and maximize the shareholder's interests. There are four committees established under the General Manager of the Bank: Management Committee, Interbank Activities Committee, Anti-money Laundering Committee, and New Product Committee. Interbank Activities Committee was established in 2014. These committees hold meetings on a regular or *ad-hoc* basis to discuss and make decisions of related matters.

The Bank changed the reporting lines of senior management and department heads in 2013 in order to further enhance the local authority of senior management of the Bank. Currently, the Bank's department heads, including the head of trading desks, have a respective solid reporting line to the GM in addition to their functional reporting line, with the exception of Internal Audit and Compliance Department, which report to their respective committees under the Board. The primary manager of each department head of the Bank is now the GM (apart from Internal Audit and Compliance Departments). Each year, the GM of the Bank and the respective functional heads will jointly agree on objectives for each department head. They will together evaluate his or her performance at least once a year. The decisions on compensation will be proposed jointly by the GM and the respective functional heads each year. These

proposals will be submitted, together with the overall performance evaluation documentation, to Human Resources, Nomination and Remuneration Committee of the Bank for review. In 2014, the Bank continued to implement such reporting line changes and enhanced the local management authority of senior management of the Bank.

The Bank has recruited/appointed or is in the process of recruiting/appointing a number of personnel to further enhance the Bank's management and monitor the Bank's business. For example, the proposed new GM joined the Bank in August 2014. This nomination is subject to CBRC's approval.

The Bank has established the board of supervisors. In addition to the meeting of the board of supervisors, the supervisors also attended (without vote right) the board meetings of the Bank. The Board of Supervisors of the Bank supervises the performance of duties by directors and senior management of the Bank.

## 董事会和高级管理人员情况

### 董事会的职能

董事会向股东负责，依据相关法律、法规及本行章程行使下列职权：

- （一）制定和修改本行章程；
- （二）决定本行的经营计划、投资方案和战略方针；
- （三）听取和审查本行总经理的工作报告；
- （四）审查通过本行年度决算和盈余处理方案；
- （五）任免本行的高级管理层人员，决定董事、监事和高级管理层人员的薪酬方案，聘请外部审计师；
- （六）审定本行内部机构的设置和撤并；
- （七）定期向股东报告工作；
- （八）批准本行的基本管理制度、规章制度及日常运作的业务计划；
- （九）可根据本行的需要和实际情况，成立各专业委员会，代表董事会负责某一领域的决策，或向董事会提供某一领域的专业意见，并对该领域业务情况进行检查和监督。各专业委员会应具备清晰的目标、权限和责任；

- (十) 审议有关本行的增资、减资、转让出资及其他重大事项；
- (十一) 决定和批准营业性分支机构的设立和终止；
- (十二) 决定和批准本行的利润分配方案；
- (十三) 批准本行的任何延期申请；
- (十四) 批准代表本行进行任何诉讼、仲裁和其他法律程序；
- (十五) 法律、法规、本行章程规定或股东授予的其他职权。



## **BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

### **Functions of the Board**

The Board shall be responsible to the shareholder and exercise the following powers in accordance with relevant laws, regulations and Articles of Association of the Bank:

- (1) Formulating and amending the Bank's Articles of Association;
- (2) Determining the Bank's business plans, investment plans and strategic policies;
- (3) Hearing, examining and approving the General Manager's work reports;
- (4) Examining and approving the annual final accounts of the Bank and plans for dealing with any surplus profits;
- (5) Appointing and dismissing the Bank's senior management personnel and deciding on remuneration programs for directors, supervisors and senior management personnel, and appointing external auditors;
- (6) Examining and finalizing the establishment and the dissolution of the Bank's internal organizations;
- (7) Reporting to the shareholder on a regular basis;

- (8) Approving the basic management system, internal rules and business plans for daily operations of the Bank;
- (9) Setting up various special committees, in accordance with the Bank's needs and actual circumstances, for making decisions in various areas on behalf of the Board, or for providing expert opinions in various areas to the Board, and for carrying out inspection and supervision activities with respect to the business situations in such areas. These special committees shall each have clear objectives, powers and responsibilities;
- (10) Examining and discussing capital increase, capital reduction, share transfers and other important matters relating to the Bank;
- (11) Determining and approving the establishment and termination of business branches;
- (12) Determining and approving profit allocation plans;
- (13) Approving any application for extension of the term of the Bank;
- (14) Approving the conduct of court proceedings, arbitrations and other legal proceedings on behalf of the Bank; and
- (15) Other powers as stipulated by laws and regulations, and the Bank's Articles of Association, or authorized by the shareholder.

截至2015年3月31日我行董事会成员有四位，详细介绍如下。此外，股东已经任命若干新的董事人选，在获得监管机关任职资格核准后将正式出任本行董事。

1、Carlos Alfonso OYARBIDE，男，获得宾夕法尼亚大学沃顿商学院MBA学位。毕业后，他作为顾问在麦肯锡咨询公司工作三年半；1986年1月至1987年12月担任大通曼哈顿银行董事，在伦敦的公司融资部工作；之后，其在1988年1月至1993年6月担任UBS Phillips & Drew公司融资部的执行董事。Oyarbide先生1993年7月加入摩根士丹利，工作到2003年5月，其间担任摩根士丹利欧洲有限公司董事总经理、兼并/收购部主管，摩根士丹利亚洲有限公司董事总经理、兼并/收购部主管；摩根士丹利西班牙有限公司首席执行官。2003年Oyarbide先生，加入瑞士信贷，并于2003年6月到2007年7月担任董事总经理、亚太地区金融机构小组主管。2007年7月Oyarbide先生重新加入摩根士丹利，从此开始担任摩根士丹利董事总经理、中国首席营运官。2008年9月起，经广东银监局批准担任摩根士丹利国际银行（中国）有限公司董事。2010年8月27日，经银监会批准担任摩根士丹利国际银行（中国）有限公司董事长。

2、黎宝青，女。1995年至今就职于摩根士丹利集团，曾担任的职位包括区域财务首席运营官，管理报告部主管，私人财富管理、投资银行部及商业银行部业务单位控制主管，现为摩

根士丹利董事总经理兼中国首席财务官。1993年从悉尼大学毕业，获得会计专业经济学学士学位。1995年获得麦考瑞大学会计与财务硕士学位，1998年成为一名合格注册会计师（CPA）。2013年4月18日经广东银监局批准担任摩根士丹利国际银行（中国）有限公司董事。

3、张文础，男，1995年5月获得悉尼大学经济学学士学位，1997年5月获得悉尼大学法律荣誉学士学位。1998年1月至2006年9月，分别在香港和伦敦的富而德律师事务所担任高级律师。2006年9月至2008年12月，作为支持摩根士丹利直接投资/私募基金部的法律团队其中主要律师之一，提供对这部门在整个亚太区业务方面的法律支持。2008年12月至2010年6月作为摩根士丹利中国法律团队的高级律师。2010年6月开始担任摩根士丹利中国区的法律主管，为摩根士丹利的中国业务及其境内和境外业务平台提供法律支持。2015年3月被任命为摩根士丹利中国区首席运营官。2011年4月1日起，经广东银监局批准担任摩根士丹利国际银行（中国）有限公司董事。

4、高尚全，男，1952年毕业于上海圣约翰大学经济系并取得经济学学士学位。现任中国经济体制改革研究会会长，中国企业改革与发展研究会会长，中国（海南）改革发展研究院院长；联合国发展政策委员会委员；北京大学、上海交通大学、南开大学兼职教授、博士生导师，浙江大学管理学院院长、教

授。从2006年9月开始担任我行独立董事。

## **2014年董事会工作情况**

本行董事会形成了有效的决策和监督机制，在决策程序、授权程序、表决程序等方面均能严格按照法律规章以及公司章程的规定要求执行。全体董事均能以认真负责的态度参加董事会，了解作为董事的权利、义务和责任，勤勉尽职，注重维护银行和股东的利益。2014年，本行分别于3月20日、4月17日、5月15日、6月13日、7月25日、9月22日、12月12日和12月18日召开了共8次董事会。

## **2014年独立董事的工作情况**

本行独立董事亲自参与了所有董事会会议，并发表了客观、公正的独立意见。独立董事参与讨论的事项包括：

- （一） 本行关联交易的合法性和公允性；
- （二） 高级管理人员的聘任；及
- （三） 其他与本行有关的重大事项。

**There were four members on the Board as of March 31, 2015, the details of whom are set out below. In addition, several new directors have been appointed by the shareholder of the Bank. They will become directors of the Bank upon obtaining the qualification approval of CBRC.**

1. Mr. Carlos Alfonso OYARBIDE obtained an MBA degree from the Wharton School of the University of Pennsylvania. Upon graduation, he worked as an Associate with McKinsey & Company for three and a half years. From January 1986 to December 1987, he was a Director of Chase Manhattan Bank working in the corporate finance department in London. He subsequently worked at UBS Philips & Drew as an Executive Director in the corporate finance department from January 1988 to June 1993. Mr. Oyarbide joined Morgan Stanley in July 1993 and worked for the Firm until May 2003; in this decade, he held various positions including Managing Director and Head of Mergers & Acquisitions of Morgan Stanley Europe Ltd, Managing Director and Head of Mergers & Acquisitions of Morgan Stanley Asia Ltd, as well as CEO of Morgan Stanley Spain Ltd. In 2003, he joined Credit Suisse as a Managing Director and the Asia Pacific Head of Financial Institutions Group (from June 2003 to July 2007). He rejoined Morgan Stanley in July 2007, and has been a Managing Director and the Chief Operating Officer of Morgan Stanley

China since then. In September 2008, he was appointed as a Director of MSBIC with the approval from CBRC Guangdong. Effective from 27 August 2010, Carlos was the Chairman of the Bank after obtaining the approval from CBRC.

2. Ms. Agnes Lai joined Morgan Stanley in 1995 and has been working in Finance in various positions including Regional Finance Chief Operating Officer, Head of Management Reporting, Head of Business Unit Control for PWM, IBD and Merchant Banking. Agnes is currently a Managing Director of Morgan Stanley and the Chief Financial Officer of Morgan Stanley China. Agnes graduated from the University of Sydney with a Bachelor of Economics degree major in Accounting in 1993 and earned her Master of Accounting and Finance degree from Macquarie University in 1995. She earned the CPA qualification in 1998. Agnes was appointed as a Director of MSBIC with the approval from CBRC Guangdong on 18 April 2013.
3. Mr. Elton Cheung obtained Bachelor of Economics, University of Sydney in May 1995, and Bachelor of Laws (Honors), University of Sydney in May 1997. He worked as a senior attorney with Freshfields Bruckhaus Deringer in Hong Kong and London from January 1998 to September 2006. He was one of the lead attorneys supporting the Firm's Merchant Banking Division across the entire Asia Pacific region from

September 2006 to December 2008. Then he became the senior attorney on the China legal team in Morgan Stanley from December 2008 to June 2010. From June 2010, he assumed the Head of the China Legal team that provides legal support across all of Morgan Stanley's China businesses, including its onshore as well as offshore business platforms. In March 2015, Elton was appointed as the Morgan Stanley China Chief Operating Officer. Effective from 1 April 2011, Elton was appointed as a MSBIC Director with the approval from CBRC Guangdong.

4. Mr. Shangquan Gao graduated from the Faculty of Economics of St. Paul's University in Shanghai with a degree in Economics. He is the Chairman of the China Society of Economic Reform, the Chairman of China Enterprise Reform & Development Society, the President of China Institute for Reform and Development (Hainan), and a member of the United Nations Development Policy Committee. He is also a part-time professor and doctoral adviser at Peking University, Shanghai Jiaotong University and Nankai University, and the dean and professor of the School of Management, Zhejiang University. Mr. Gao has been an independent director of the Bank since September 2006.



## **Operation of the Board in 2014**

The Board forms an efficient system for decision making and monitoring and strictly complies with the laws and the Articles of Association of the Bank in decision-making, authorization and voting process. All directors of the Bank attend the board meetings with earnest and responsible attitude, acknowledge the rights, obligations and responsibilities of directors, are industrious and responsible, and could focus on the interests of the Bank and the shareholder. During the year of 2014, there were eight Board meetings on March 20, April 17, May 15, June 13, July 25, September 22, December 12 and December 18 respectively.

## **Work of the Independent Director in 2014**

The Independent Director of the Bank has participated in all the meetings of the Board in 2014. The independent director independently expressed his objective and impartial views on matters discussed. The independent director of the Bank participated in the discussion of the following matters:

- (1) The legality and fairness of the related party transactions of the Bank;
- (2) Recruitment of the senior management of the Bank; and
- (3) Other important matters relating to the Bank.

## 我行高级管理层及其成员介绍

我行高级管理层在董事会的领导下，执行日常管理工作，截至2015年3月31日，经银监会核准高级管理人员资格的主要成员包括：

1、李月波，女，获得哈尔滨工业大学会计专业学士学位，中国注册会计师资格。1996年9月至2003年5月任职于中国工商银行丹东分行国际业务部，任会计结算经理。2003年6月至2006年7月任职于英国渣打银行有限公司上海分行，任财务主管。2006年8月至2007年5月任职于星展银行（中国）有限公司，担任财务项目经理。2007年6月至2009年1月任职于大华银行（中国）有限公司，担任财务负责人。2009年2月加入摩根士丹利国际银行（中国）有限公司，2009年9月10日经银行业监督管理委员会广东监管局批准担任摩根士丹利国际银行（中国）有限公司财务负责人。

2、杨彤轩，女，上海交通大学工业管理工程专业和计算机及应用专业双学士学位，北京大学经济学院风险管理和保险专业硕士学位，美国宾夕法尼亚大学沃顿商学院风险管理和保险专业博士学位。1999年至2000年，任职于中国工商银行总行。2005年任职于费城 Radian Guaranty Group, Inc. 2005年至2011年，任职于摩根士丹利集团纽约总部，期间于2005年至2009年在操作风险部工作，于2009年至2011年担任信用风险部副

总裁。2013年6月24日经银行业监督管理委员会广东监管局批准担任摩根士丹利国际银行（中国）有限公司首席风险官。

3、杨浩，男，1991年7月于同济大学计算机科学与工程系毕业，获得计算机及应用专业学士学位。1991年7月至1995年11月任职于上海 OMRON 计算机集团。1995年12月至1997年12月任职于 Academy 软件公司（位于东京）。1998年1月至1998年12月任职于美国长期资本管理公司（位于东京）。1998年12月至2009年4月任职于摩根士丹利日本证券有限公司（位于东京），担任过经理、副总裁及执行董事等职位。2009年5月至2011年4月任职于摩根士丹利信息技术（上海）有限公司，担任技术与数据部门首席运营官及执行董事。2011年5月至2012年12月任职于摩根士丹利管理服务（上海）有限公司，担任技术与数据部门首席运营官及执行董事。于2013年1月加入我行，2013年6月27日经银行业监督管理委员会广东监管局批准担任摩根士丹利国际银行（中国）有限公司首席信息官。

4、杨华，女，毕业于澳洲国立巴拉瑞特大学工商管理硕士学位。1991年1月至1991年10月任职于中国农业银行深圳上步支行。1991年10月至1993年7月任职于美国花旗银行深圳分行。1993年7月至2003年3月任职于日本三和银行深圳分行。2003年3月至2005年11月任职于日联银行深圳分行。2005年11月至2006年8月任职于荷兰银行深圳分行。2006年8月至2011年3月任职于

渣打银行（中国）有限公司。2013年1月加入我行，2014年2月18日经银行业监督管理委员会广东监管局批准担任摩根士丹利国际银行（中国）有限公司首席合规官。

5、郑芳，女，1993年本科毕业于对外经济贸易大学国际金融专业，后于2001年在外经济贸易大学获得工商管理硕士学位。1993年7月至1998年5月任职于中国南光进出口总公司。1998年6月至2000年8月，任职于香港上海汇丰银行有限公司北京分行。2001年12月至2002年9月任职于中泰信用担保有限公司。2002年10月至2006年6月任职于香港上海汇丰银行有限公司北京分行。2006年6月至2012年4月任职于德意志银行（中国）有限公司北京分行。2012年4月加入我行北京分行，2014年4月24日经银行业监督管理委员会北京监管局批准担任摩根士丹利国际银行（中国）有限公司北京分行副行长。

6、高梦淮，女，深圳大学经济学学士学位，中央财经大学工商管理硕士学位。2005年4月至2011年5月就职于友利银行（中国）有限公司总行和深圳分行，主要任职为总行风险管理部经理和分行合规负责人。2011年6月至2013年11月就职于花旗银行（中国）有限公司北京分行，任职为市场准入和零售业务合规经理。2013年12月入职我行，2014年5月13日经银行业监督管理委员会北京监管局核准担任摩根士丹利国际银行（中国）有限公司北京分行合规负责人。

## **Senior Management of the Bank**

The senior management of the Bank, under the leadership of the Board, is responsible for managing the day-to-day operations of the Bank. The members of the senior management whose qualifications have been approved by CBRC as of March 31, 2015 included:

1. Ms. Linda Li obtained her Bachelor Degree of Accountancy from Harbin Institute of Technology. She earned the qualification of CPA in China. From September 1996 to May 2003, she worked for the Dandong Branch of Industry and Commercial Bank of China as an accounting manager. From June 2003 to July 2006, she worked in Standard Chartered Bank Shanghai Branch as finance supervisor. From August 2006 to May 2007, she worked in Development Bank of Singapore as a Financial Project Manager. In June 2007, she joined United Overseas Bank, acting as the head of Finance Department. In February 2009, she joined MSBIC and was appointed as the Head of Finance of MSBIC with the approval from CBRC Guangdong on 10 September 2009.
2. Ms. Stella Yang obtained dual-Bachelor degrees of Industrial Management Engineering and Computer and Application from Shanghai Jiao Tong University. She obtained a Master degree in Risk Management and Insurance from the School of Economics in Peking University. Stella obtained her PhD degree in Insurance and Risk Management from the Wharton

School of the University of Pennsylvania. Stella served in the headquarters of Industry and Commercial Bank of China in Beijing from 1999 to 2000. Stella served in Radian Guaranty Group, Inc. in Philadelphia in 2005. From 2005 to 2011, she served in the Headquarters of Morgan Stanley in New York in the Operational Risk Department from 2005 to 2009, and the Credit Risk Department from 2009 to 2011. Stella was appointed as the Chief Risk Officer of MSBIC with the approval from CBRC Guangdong on 24 June 2013.

3. Mr. Hao Yang obtained Bachelor's Degree of Computer Science and Engineering from Tong Ji University in July 1991. Hao Served in Shanghai OMRON Computer Group from July 1991 to November 1995 and served in Academy Software Company (In Tokyo) from December 1995 to December 1997. He served in the US Long-term Capital Management Company in Tokyo from January to December 1998. He joined Morgan Stanley in December 1998, had assumed duty as Associate, Vice President and Executive Director in Morgan Stanley Japan Securities Co., Ltd. from December 1998 to April 2009 in Tokyo. From May 2009 to April 2011, Hao assumed duty as the Chief Operating Officer and Executive Director in Morgan Stanley Information Technology (Shanghai) Limited. From May 2011 till December 2012, Hao was the Chief Operating Officer and Executive Director of Morgan Stanley Management Service (Shanghai) Limited.

Hao joined MSBIC in January 2013 and was appointed as the Chief Information Officer of MSBIC with the approval from CBRC Guangdong on 27 June 2013.

4. Ms. Eva Yang obtained MBA Degree in University of Ballarat, Australia. Eva served in Agricultural Bank of China Shenzhen Shangbu Branch from January 1991 to October 1991. Eva served in Citi Bank Shenzhen Branch from October 1991 to July 1993. Eva served in Sanwa Bank Ltd Shenzhen Branch from July 1993 to March 2003. She served in ABN AMRO Holding Shenzhen Branch from November 2005 to August 2006, and Standard Chartered Bank (China) Co., Ltd. from August 2006 to March 2011. Eva joined MSBIC in January 2013 and was appointed as the Chief Compliance Officer of MSBIC with the approval from CBRC Guangdong on February 18, 2013
5. Ms. Fang Zheng obtained Bachelor Degree of International Finance and MBA Degree in University of International Business and Economics in 1993 and 2001 respectively. Fang Served in China Nam Kwong National Import and Export Corporation from July 1993 to May 1998. Fang served in HSBC Beijing Branch from June 1998 to August 2000. Fang served in Sino-Guaranty Banker Company limited from December 2001 to September 2002. Fang served in HSBC Beijing Branch from October 2002 to June 2006. She served in Deutsche Bank (China) Co., Ltd. Beijing branch from June

2006 to April 2012. Fang joined MSBIC Beijing Branch since April 2012 and was appointed as the Deputy Branch Manager of MSBIC Beijing Branch with the approval from CBRC Beijing on April 24 2014.

6. Ms. Deborah Gao obtained the Bachelor degree of Economics from the Shenzhen University, and the Master degree of Business Administration from the Central University of Finance and Economics. From Apr 2005 to May 2011, she worked with Woori Bank as Compliance Officer in its Shenzhen Branch, and then Risk Manager in the headquarters. During June 2011 to November 2013, she served in Citi Bank Beijing Branch and was appointed as Compliance Officer for bank's Market Access applications and Retail Business. In December 2013, she joined Morgan Stanley and was appointed as Compliance officer of MSBIC Beijing Branch with the approval from CBRC Beijing on May 13, 2014.



## 监事会的构成及其工作情况

### 监事会的职能

监事会是我行的监督机构，对股东负责，行使下列职权：

- （一）对董事、高级管理层人员执行我行职务时违反法律、法规或者本行章程的行为进行监督，对违反法律、法规、公司章程或者股东决定的董事、高级管理人员提出罢免的建议；
- （二）当董事、高级管理层人员的行为损害我行、股东、员工、存款客户及其他利益相关者利益时，要求其予以纠正。并负责对重大案件组织调查和提出处理意见；
- （三）检查监督我行的财务活动，审查我行年度决算报表；
- （四）定期向股东报告董事、高级管理层人员的履职情况；
- （五）依照二〇〇六年生效并可能不时修订的《中华人民共和国公司法》第一百五十二条的规定，对董事、高级管理人员提起诉讼；
- （六）法律、法规和我行章程规定或股东授予的其他职权。

监事列席董事会会议。

## **Composition the Functions of the Board of Supervisors**

The board of supervisors constitutes the Bank's supervisory organization and is responsible to the shareholder the board of supervisors of the Bank has the following powers:

- (1) Exercising scrutiny over the acts of the directors and senior management personnel in the performance of their duties that contravene laws and regulations or the Articles of Association of the Bank; bringing forward proposals for the removal of any director or senior management who violates any law, administrative regulation, the Articles of Association or any resolution of the shareholder's meeting;
- (2) Requesting the rectification of any acts of the directors and senior management personnel that harm the rights and interests of the Bank, shareholder, employees, deposit customers, or other interested parties; organizing the investigation of and proposing solutions for major cases;
- (3) Examining and monitoring the Bank's financial activities, and examining the Bank's annual final accounts;
- (4) Reporting to the Shareholder on the status of work performance of the directors and senior management personnel;
- (5) Initiating actions against directors or senior management according to Article 152 of the PRC Company Law implemented, and which may be amended from time to time,

effective from 1 January 2006; and

- (6) Other powers as stipulated by laws and regulations, and the Bank's Articles of Association, or authorized by the shareholder.

The supervisors have the right to attend but not vote at meetings of the Board.

## 监事会的构成

截至2015年3月31日，我行监事会由四位监事组成，详细介绍如下。此外，我行还计划举行职工选举，推选额外的职工代表监事。

1、Brett Dugald Cameron Graham，男，在1987年毕业于昆士兰大学法学专业，在1997年加入摩根士丹利之前，Brett在香港和东京的高纬绅律师事务所担任律师。此前，他还在Morris Fletcher & Cross律师事务所（现名Minter Ellison）的布里斯班办公室和Hashidate律师事务所的东京办公室完成其法律见习并担任律师。Brett在摩根士丹利先后担任了亚太区法律部副负责人，特许经营风险委员会联合主席。Brett在香港工作，于2005年成为董事总经理，现在，他担任摩根士丹利亚太区的总法律顾问。

2、潘晓璐，男，1997年7月获上海对外贸易学院学士学位。2007年3月获得上海对外贸易学院硕士学位。1997年7月至2004年11月于瑞穗实业银行上海分行担任贷款营运部主管。2004年11月至2006年5月，在德意志银行上海分行担任贷款营运部主管。2006年5月至2013年3月于苏格兰皇家银行（中国）有限公司担任营运部主管。2013年4月，加入摩根士丹利国际银行（中国）有限公司担任营运部主管。2013年12月被我行员工选举担任我行监事。

3、蔡雯青，女，获得台湾中兴大学财税系学士及美国纽约州雪城大学会计硕士。1997年7月至1998年12月于毕马威会计师事务所（台北）担任资深审计员。1999年1月至2002年8月于摩根大通证券公司（台北）担任会计部副经理以及在摩根富林明投资信托公司（台北）担任基金运营部副经理。2002年10月至2003年5月于高盛证券台北分公司任内部稽核师。2003年6月至2013年11月加入摩根士丹利任台湾区合规负责人并于2013年11月起担任摩根士丹利中国区合规负责人。

4、Eric Hahne，男，毕业于波恩大学，获得研究生学历。Eric于2000年5月加入摩根士丹利，就职于伦敦办公室，直到2007年9月。2007年9月，Eric开始在摩根士丹利香港办公室工作，并担任摩根士丹利亚洲股权衍生品部门的首席运营官。Eric现任摩根士丹利亚太固定收益部首席运营官（从2014年5月起）以及MSI亚洲首席运营官（从2013年5月起）。

### **2014年监事会工作情况**

本年度内，银行监事会于3月24日、6月20日及12月31日召开了监事会会议。此外，监事会成员列席了董事会会议，并参与了银行风险管理控制等的讨论。

## **Composition of the Board of Supervisors**

The board of supervisors of the Bank is composed of four supervisors as of March 31, 2015, the details of whom are set out below. In addition, the Bank plans to hold an election among the Bank's employees to elect an additional employee representative supervisor.

1. Mr. Brett Dugald Cameron Graham graduated from Queensland University with Honours in Law in 1987. Prior to joining Morgan Stanley in June 1997, he was an associate at Clifford Chance in Hong Kong and Tokyo, and prior to that he did his legal training and worked as a solicitor, at Morris Fletcher and Cross, Brisbane (now Minter Ellison), and Hashidate Law Office in Tokyo. Brett was the Co-Chairman of Morgan Stanley's Franchise Risk Committee for Asia Pacific. Brett was previously the Deputy Head of Legal for Asia Pacific. Brett Graham was based in Hong Kong, and became a Managing Director of Morgan Stanley in 2005. Brett is the General Counsel for Morgan Stanley for the Asia Pacific region.
2. Mr. Alan Pan graduated in July 1997 from Shanghai Institute of Foreign Trade with a Bachelor's Degree and obtained a Master's degree in March 2007. He assumed duty of the Head of Loan Operation Department in Mizuho Corporate Bank

Shanghai Branch from July 1997 to November 2004. From November 2004 to May 2006 he served as the Head of Loan Operation Department in Deutsche Bank Shanghai Branch. From May 2006 to March 2013, Alan served as the Head of Operation Department in Royal Bank of Scotland (China) Co., Ltd. Alan Pan joined MSBIC in April 2013. Alan was elected by the Bank's employees as a Supervisor of MSBIC in December 2013.

3. Ms. Tsai Wen Qing, Rachel obtained Bachelor Degree of Fiscal and Taxation at Zhong Xing University, Taiwan and Master Degree of Accounting at Syracuse University, America. Rachel served as senior auditor of KPMG, Taipei from July 1997 to December 1998. From January 1999 to August 2002 Rachel served as Deputy Manager of Accounting at JP Morgan Securities, Taipei and Deputy Manager of Fund Operation at JP Morgan Fleming, Taipei. She served as internal auditor of Goldman Sachs, Taipei Branch from October 2002 to May 2003. Rachel joined Morgan Stanley as Head of Taiwan Compliance from June 2003 to November 2013 and she is currently the Head of China Compliance since November 2013.
4. Mr. Eric Hahne graduated from Bonn University as a postgraduate. Eric joined Morgan Stanley in May 2000, and worked in London office until September 2007. Eric moved to Morgan Stanley Hong Kong office in September 2007 and

served as the COO for Morgan Stanley Asia Equity Derivatives since then. Currently, Eric is the COO for Morgan Stanley Asia Pacific FID (since May 2014) and COO for MSI Asia (since May 2013).

### **Operation of the Board of Supervisors in 2014**

The Board of Supervisors of the Bank held three meetings on 24 March 2014, 20 June 2014 and 31 December 2014, respectively. In addition, the Supervisors of the Bank also attended (without voting rights) the meetings of the Board and participated in discussions on risk management and control of the Bank.



## 我行薪酬制度及当年董事、监事和高级管理人员薪酬

我行薪酬项目旨在实现的关键目标为：支付绩效工资，吸引并留住顶尖人才，使薪酬与股东利益挂钩，降低过度风险。

我行人力资源、提名与薪酬委员会由我行董事会任命，于2013年5月成立，以协助董事会履行其在我行独立董事与高级管理人员任命与薪酬方面的职责以及监督我行人力资源方面的其他事项。截至到2014年年底，我行人力资源、提名与薪酬委员会已经召开8次会议，审议、批准与我行人力资源管理相关的各项事宜。

我行的薪资调整及奖金的发放需考虑更多的业务因素。我行高级管理人员的薪酬由我行管理层与各职能部门经理共同讨论，且根据摩根士丹利集团的要求及我行的业务现状等因素综合决定。高级管理人员的薪酬决定由我行人力资源、提名与薪酬委员会审阅。

对于每一位员工，在符合我行及摩根士丹利集团年度薪资办法大原则的基础上，绩效管理的结果将会作为员工薪资调整、年终绩效奖金的主要参考依据。

我行在“薪酬延期支付和追索扣回”方面的具体操作办法将参照每年由摩根士丹利集团董事会公布的“摩根士丹利集团薪酬延期支付和追索扣回制度”执行。

2014 年我行董事和监事不因其董事和监事身份而得到我行发放的任何薪酬，独立董事除外。

2014 年我行高级管理人员薪酬为人民币 710 万余元。

(注：此处“高级管理人员”指本行截至 2014 年底获得银监会核准的在职高级管理人员。)

## **Remuneration Policy of the Bank and Remuneration of the Bank's Directors, Supervisors and Senior Management**

The Bank's compensation program is designed to achieve key objectives: (i) delivering pay-for-performance, (ii) attracting and retaining top talent, (iii) aligning compensation with shareholder's interests, and (iv) mitigating excessive risk-taking.

The Bank's Human Resources, Nomination and Remuneration Committee (the "**HR Committee**") was appointed by the Board and established in May 2013. The HR Committee is to assist the Board to discharge its responsibilities relating to the appointments and compensation of the Bank's independent director(s) and senior management, and to oversee the Bank's human resources matters. As of the end of 2014, the HR Committee had held 8 meetings to review and endorse the human resources management related matters of the Bank.

Additional business factors will be taken into account when making salary adjustment and bonus decisions. The Bank's management team conducts joint discussions with functional managers to make the compensation decisions for the senior management members of the Bank, based on guidance from the Morgan Stanley group and taking the Bank's business conditions into consideration. The

compensation decisions of the senior management of the Bank are reviewed by the HR Committee.

In respect of each individual, based on the Bank's and Morgan Stanley group's annual compensation principle, the performance results will be the major reference to the employee's salary adjustment and annual performance bonus decision.

The Bank will follow *Morgan Stanley Group's Deferral Payment and Clawback Policy*, which is announced by the board of directors of Morgan Stanley globally on an annual basis, to implement the deferral payment and clawback arrangement within the Bank.

In 2014, the directors and the supervisors of the Bank were not paid by the Bank for their director/supervisor positions, except for the independent director.

The 2014 compensations of the senior management of the Bank were more than RMB7.1 million.

(Notes: the senior management refers to those who were still the active employees and had obtained CBRC's approval as of the end of 2014)

## 风险管理

风险广泛存在于摩根士丹利和银行的业务活动中，本行根据已制定的政策和制度来识别、评估、监督和管理业务活动中不同类别的风险。本行建立了与摩根士丹利集团一致的风险管理政策框架，包括对高级管理层的上报机制和通过董事会和风险委员会及其下设的子委员会进行监督。

我行董事会及其下设的风险委员会、高级管理层及风险委员会下设的信贷管理委员会、操作风险委员会、资产负债管理委员会及业务连续性委员会等各个专业的管理委员会，风险管理部、内审部、合规部等共同构成我行风险管理的主要组织架构，并通过垂直管理的模式，直接管理各项风险。

### 一、信用风险

信用风险是银行因借款人或交易对手因不能满足其金融债务而产生损失的风险。信用风险包括由于经济、社会、政治状况和海外的事件而严重影响债务人履行义务的能力和意愿的风险。

银行的信用风险管理政策和制度与摩根士丹利集团的相关政策和制度一致，包括向银行董事会和相关管理人员的上报机制。银行统一管理信用风险敞口，其信用风险管理政策和制度

建立了一个识别、测量、监督和控制信用风险的框架，同时确保重大信用风险的透明度和对信用额度的遵守，以及对适当的高级管理层就信用集中度的上报。

信用风险部定期评估银行债务人的信用状况，并确保对信用风险敞口的积极监督和管理。对债务人的评估包括债务人发生违约的可能性，和由此产生的财务损失。此外，信用风险部的信用风险管理人员积极管理信用风险敞口，信贷管理委员会和风险委员会也对信用风险敞口进行监督。银行通过一个完整的信用风险额度框架来管理风险水平。银行的信用风险额度框架符合集团的风险承受能力并建立在银行董事会的风险偏好基础上，包括对单一客户贷款限额和对不同国家、行业和产品而划分的组合集中度限额。

我行的信用风险敞口主要来自于企业贷款、非银行金融机构借款及短期同业拆借。2014年，我行继续积极应对宏观经济形势的变动，实施稳健的信贷政策，集中拓展低风险的优质企业授信业务。2014年末，我行信贷资产包括发放贷款和垫款，总额为人民币300,000,000元，信贷资产规模较2013年末上升200%。本年银行的信贷资产规模及客户数均有所上升，主要原因是我行在维持谨慎性的原则下发展贷款客户。

## (一) 信贷资产质量

我行本年度贷款发放的对象主要是经营稳健的国内大型行业龙头企业，未涉及如房地产等较高风险或受到产能过剩严重影响的行业。2014年全年未发生贷款迁徙及不良贷款情况，贷款迁徙率和不良贷款率持续为零。全部信贷资产分类均保持为正常类。

我行参照银监会发布的《贷款风险分类指引》，并结合我行内部的管理要求，将信贷资产进行五级分类。本年度，全部信贷资产按五级分类均为正常类，无不良贷款。主要是由于我行存量贷款全部为大型企业优质贷款。

我行对出现减值迹象的信贷类资产进行逐笔单独减值测试，逐笔计提减值准备。对银行非减值类信贷类资产，采用组合测试方法计提减值准备。经评估，2014年12月31日，信贷资产总额为人民币300,000,000元，无不良贷款。我行通过个别方式评估计提的信贷资产损失准备为零，通过组合方式评估计提的信贷资产损失准备为人民币4,500,000元；根据相关监管要求，我行实际拨回一般风险准备为人民币9,605,000元，2014年底累计余额为人民币12,060,000元，我行计提的准备余额满足有关监管要求。

## (二) 国别风险

国别风险敞口是由于一个国家（除中国以外）的经济、社会、安全和政治情况不稳定性对其政府和/或其国家中债务人对我行履行义务的能力造成重大影响的风险。

国别风险敞口的测量是与集团内部风险管理标准和本地监管相一致，包括来自政府、企业、清算中心和金融机构的义务。银行通过完善的风险管理框架积极管理国别风险敞口，以便银行有效地识别、监督和限制国别风险。

我行根据不同国别的评级情况并参考监管指引划分各国别风险的等级，截至2014年12月31日止，我行具有国别风险的资产总额为人民币144,765,789.83,均分类为低国别风险。国别风险敞口主要是在离岸的存款。

## (三) 集中性风险

我行严格按照监管当局的要求，对贷款的集中度进行审慎的管理。至2014年末，我行对单一最大贷款户的贷款余额与我行资本余额的比例为7.16%，对关联户的贷款余额与我行资本余额的比例为零，均符合相关的监管要求。



#### (四) 证券投资

截至2014年12月31日止，我行的投资均为交易性金融资产，余额为人民币1,476,793,710元。从投资结构来看，我行的境内投资主要为政策性银行债券。

## 二、市场风险管理

市场风险指因市场价格、利率、指数、相关系数或其他如市场流动性等因素导致的投资或资产组合损失的风险。我行市场风险主要包括利率风险和外汇风险。

稳健的市场风险管理是我行公司文化的一部分。银行有责任妥善并审慎地管理市场风险头寸，确保重大市场风险的透明度，监测市场风险水平在限额内，并向董事会和高级管理层报告风险过分集中的情况。

我行根据摩根士丹利集团市场风险管理制度以及中国监管机构的规定制定了银行的市场风险管理政策，以确保对法人实体的市场风险管理。市场风险部负责对银行业务经营所产生的市场风险进行治理和监督，通过识别和定义市场风险、开发和运用风险计量指标和工具来监测和缓释风险、建立风险限额并监测限额使用情况、编制和分发风险头寸报表以使管理层对市场风险有全面的认知。

银行建立和完善了市场风险限额管理体系来设定风险偏好，通过市场风险限额管理系统来支持对超限额的管理，如果出现超限额的情况，我行会按照市场风险管理政策的规定进行超限管理并做出反应。内审部定期对市场风险管理进行审计以确保风险管理体系的有效运行，以及市场风险管理的充分性和有效性。

我行的主要交易类业务是债券交易业务，包括国债，央行票据和政策性金融债。我行通过名义价值（如数量和市场价值）或要素敏感度（风险要素的市场价值的小幅变化所引起的价值变化）来计量市场风险。

### 三、操作风险

操作风险是指因银行不完善或有问题的内部程序、人员和信息科技系统，以及外部事件给银行造成的财务亏损，或者可能影响银行声誉的潜在风险。操作风险包含法律风险，但不包含战略风险。银行所有的业务活动都有可能产生操作风险，包括盈利部门（比如交易部）和后台部门（比如信息技术部门和设施管理部门）。因而银行的每一个业务部门，以及各个监控部门都有可能面临风险。

我行已建立了保障银行持续发展的操作风险治理结构、管理战略与总体政策，其执行及修订经董事会批准授权。我行的

操作风险委员会负责政策的具体落实和管理。

操作风险管理框架的目标是建立横跨全银行范围内的操作风险管理规范。操作风险部门，作为一个独立的操作风险管理职能，负责操作风险的识别，评估，监督和管理。银行采用不同的手段管理操作风险，包括操作风险事件的采集，风险与控制自我评估（RCSA），关键风险指标（KRI）等。我行通过月度操作风险会议及操作风险管理报告机制及时向高级管理层汇报对各项操作风险领域重大风险以及内部控制情况的评估，从而调整和完善操作风险管理程序。

综上所述，我行已建立与业务性质、规模和复杂程度相适应的操作风险管理体系，该系统能有效地识别、评估、监测和控制操作风险，调整和完善操作风险管理。

#### 四、流动性风险

流动性风险是指商业银行无力为负债的减少和/或资产的增加提供融资而造成损失或破产的风险。流动性风险亦会因资产和负债的金额和到期日不匹配而产生。银行已制订了流动性风险管理政策及流程，旨在量化可用流动性资产的数量与来源、潜在的未来流动资金数量与来源、确定因压力事件导致的额外应急资金需求，并评估通过抵押与无抵押借款活动获得的资金。

资产负债管理委员会实行有效的流动性管理，及时识别和控制短期和长期的流动性风险，确保银行实施审慎的流动性风险管理并保障银行资金满足日常和市场信贷/流动性紧缩的情况下的经营需求。

资金部负责根据每日汇总后的各业务部门资金需求及相应期限报告进行多余现金的管理以管理银行各种资金的盈余或缺状况。资金部总体负责各币种流动性风险的控制，财务部负责计算和报告流动性风险相关比率，它们通过和其他部门的合作以确保银行的流动性符合中国外资银行监管的要求。

银行实行了应急筹资计划（包括流动风险压力测试）并提交银行的资产负债委员会每月审查。建立流动风险压力测试的主要目的是确保银行在面对市场长期的信贷/流动性紧缩的情况下仍有能力在一年内保证业务有序的操作。

## 五、声誉风险

声誉风险描述了我行或摩根士丹利业务运作方式所带来的风险，以及包括股东、客户、监管机构和公众等外部相关主体对此类风险的理解。声誉风险可由一项交易的内在本质或业务惯例（例如没有经济实质或业务目的的交易）触发，还可通过客户或交易对手的身份或名誉（例如某客户与腐败或其他不当活动有关联）触发。负面声誉、监管机关调查、收入减少或成本

高昂的诉讼等声誉风险均会对本行带来损失。一些建议、交易、事件等都可能使我行面临声誉风险。以下给出了一些能引起声誉风险的风险和事件：

- 合适性指我行针对某一交易或产品制定的一项推荐建议对某一交易对手或客户来说是否恰当；
- 在我行和客户之间，客户相互之间，员工与银行/客户之间，如果利益不同时，则可能产生利益冲突；以及
- 由于复杂结构金融交易可能会被用来掩饰不当或有问题的活动，这种交易容易招致更多的调查和敏感性，也将导致更高的法律风险和声誉风险。

一旦这些风险变为现实，将对本行声誉及已经开展和新的业务产生较大负面影响。

监管及市场环境日趋复杂，声誉风险需要通过不同层级的监督和控制程序进行缓释。本行的法律与合规部，以及所有业务单位和部门主管都是重大声誉风险事件识别和汇报的主体，也是提高机构对声誉风险敏感的主体。

在本行，如果任何活动可能会带来声誉风险，应上报给高级管理层。另外，我行还可以把相关问题（特别是那些具有溢出效应，从而可能对摩根士丹利的声誉造成潜在风险的事件）

再上报给摩根士丹利集团内负责声誉风险的主体，由后者进行进一步决策。

有关风险管理的更多其他具体信息，请参见本年度报告所附财务报表附注。

## **Risk Management**

Risk is an inherent part of both Morgan Stanley's and of the Bank's business activity. The Bank seeks to identify, assess, monitor and manage each of the various types of risk involved in its business activities in accordance with defined policies and procedures. The Bank has developed its own risk management policy framework, which is consistent with and leverages the risk management policies and procedures of the Morgan Stanley group and which include escalation to appropriate senior management personnel of the Bank as well as oversight through the Board and through a dedicated Risk Committee (and its sub-committees) that reports to the Board.

The Board and its Risk Committee, the Senior Management, the sub-committees of the Risk Committee (including Credit Management Committee, Operational Risk Committee, Asset and Liability Management Committee and BCP Committee), the Risk Management Department, the Internal Audit Department and the Compliance Department constitute the main organizational structure for risk management of the Bank, and directly manage all kinds of risks through vertical management.

## **I Credit Risks**

Credit risk refers to the risk of loss arising when a borrower and counterparty does not meet its financial obligations to the Bank. Credit risk includes the risk that economic, social and political conditions and events in a foreign country will adversely affect an obligor's ability and willingness to fulfill their obligations.

Credit risk management policies and procedures for the Bank are consistent with those of the Morgan Stanley group and include escalation to the Board and appropriate key management personnel. The Bank manages credit risk exposure on a consolidated basis. Its credit risk management policies and procedures establish the framework for identifying, measuring, monitoring and controlling credit risk whilst ensuring transparency of material credit risks, ensuring compliance with established limits and escalating risk concentrations to appropriate senior management.

The Credit Risk Management Department evaluates the creditworthiness of the Bank's obligors on a regular basis, and ensures that credit exposure is actively monitored and managed. The evaluation of obligors includes an assessment of the probability that an obligor will default on its financial obligations and any subsequent losses that may occur when an obligor defaults.



In addition, credit risk exposure is actively managed by credit professionals within the Credit Risk Management Department and monitored through Credit Management Committee and Risk Committee. A comprehensive Credit Limits Framework is utilized to manage credit risk levels within the Bank. The MSBIC's Credit Limits Framework is calibrated within the Group's risk tolerance and set by the risk appetite of the Board, and includes single-name limits and portfolio concentration limits by country, industry and product type.

The Bank incurs credit risk from the primarily lending to institutions through corporate loan lending, non-bank financial institutions lending and short-term interbank money market placements. During 2014, in a continual active response to the changes in the macroeconomic situation, the Bank implemented stable and prudent credit policies with focus on expanding low-risk high-quality enterprises.

As of 2014 year end, the Bank's credit assets including loans and advances to customers amounted to RMB300,000,000, representing an increase of 200% over the end of 2013. This was mainly due to development of new loan customers while maintaining prudent risk acceptance standards.

## **Quality of credit assets**

The Bank's target customers are primarily domestic large leading corporations, with no exposure to relatively high risk industries like real estate or industries that are seriously affected by overcapacities.

In 2014 there was no loan classification migration and no non-performing loan, hence loan migration rate and non-performing loan ratio remained nil. The classification of all loan assets continued to be at “Normal”.

The Bank classified its credit assets into five levels in accordance with the *Guidance on Loan Risk Classification* promulgated by CBRC and with consideration of its internal management requirements. In 2014, all the credit assets were in normal category according to this five-level classification and there were no bad loans recorded. This was mainly because both the existing loans and the newly added loans during the year were all high-quality large corporate loans.

For a loan and advance to customer that show indication of impairment, the Bank assesses the credit assets individually for impairment and makes impairment individually. For credit assets that are not deemed to be impaired, the Bank assesses the loans and advances to customer collectively for impairment. According to

evaluation, as of December 31, 2014, the total credit assets of the Bank were RMB300,000,000 with no non-performing loan recorded. The Bank provided loan loss provision amounting to RMB4,500,000 by using collective assessment method and provided nil provision by using individual assessment method. Pursuant to the relevant regulatory requirements, the Bank made a general risk reserves reversal of RMB9,605,000 with the 2014 year end cumulative balance ending at RMB12,060,000. The balance of the reserves accrued by the Bank satisfied the relevant regulatory requirements.

### **Country Risk**

Country risk exposure is the risk that uncertainties arising from the economic, social, security and political conditions within a foreign country (any country other than the China) will adversely affect the ability of the sovereign government and/or obligors within the country to honor their obligations to the Bank.

Country risk exposure is measured in accordance with the Morgan Stanley group's internal risk management standards and local regulatory guidelines, and includes obligations from sovereign governments, corporations, clearing houses and financial institutions. The Bank actively manages country risk exposure through a comprehensive risk management framework that allows the Bank to effectively identify, monitor and limit country risk.

The Bank classifies the country risk level according to the rating of the country and the regulation guidelines. As of December 31, 2014, the country risk of the related risk assets of the Bank at RMB144,765,789.83 were all classified as low. The country risk exposure was mainly related to offshore deposits.

### **Concentration risk**

The Bank strictly follows the requirements of the regulatory authority to prudently manage the degree of loan concentration. By the end of 2014, the ratio of single largest borrower over the Bank's equity balance was 7.16% and the ratio of related party loans over the Bank's equity balance was zero, both in compliance to the relevant regulatory requirements.

### **Securities investments**

As of December 31, 2014, all the investments of the Bank were in trading financial assets, with the balance of RMB1,476,793,710. The investments were mainly under policy bank bonds.

## **II Market Risk Management**

Market risk refers to the risk that a change in the level of one or more market prices, rates, indices, correlations or other market factors, such as market liquidity, will result in losses for a position or

portfolio. The Bank's market risks mainly include interest rate risk and foreign exchange risk.

Sound market risk management is an integral part of the Bank's culture. The Bank is responsible for ensuring that market risk exposures are well-managed and prudent and more broadly for ensuring transparency of material market risks, monitoring compliance with established limits, and escalating risk concentrations to the Board and appropriate senior management.

Market risk management policies and procedures for the Bank are consistent with those of the Morgan Stanley group and local regulatory requirements to guide the market risk management of the bank from a legal entity perspective. Market Risk Department is responsible for the governance and oversight of all market risk exposures arising from the Bank's business activities by identifying and defining market risks, developing and employing risk measures and tools to monitor and mitigate those risks, establishing tolerances and limits, monitoring usage against these limits, and producing and distributing comprehensive reports designed to keep senior management apprised of the Bank's market risk exposures.

The Bank has established and enhanced its market risk limits to reflect its market risk appetite. Market risk limits are monitored through the limit management system. Limit breaches are managed according the MSBIC Market Risk Management Policy. The Internal

Audit Department performs audit on market risk management on a regular basis to ensure the framework is operating effectively and is sufficient and efficient.

The Bank's primary trading business is bond trading, including government bonds, PBoC bills, and policy bank bonds. The bank measures its market risk in nominal terms, such as number of units or market value, or through factor sensitivities (e.g. the change of value with respect to the small change in the price of the underlying instrument).

### **III Operational Risks**

Operational risk refers to the risk of loss, or of damage to a bank's reputation, resulting from inadequate or failed internal processes, people, systems, or from external events. This definition includes legal risk, but excludes strategic risk. The Bank may incur operational risk across its full scope of business activities, including revenue-generating activities (e.g., sales and trading) and support functions (e.g., IT and facilities management). As such, the Bank may incur operational risk in each of its divisions, as well as in each oversight group.

The Bank has established an operational risk governance structure, management strategy and policy in order to protect the Bank to have continued development. The revision of the above governance

structure, strategy and policy is approved by the Board. The Operational Risk Committee is responsible for managing the operational risk.

The Bank's operational risk management framework aims to establish an overall standard of operational risk management for the bank. The Operational Risk Department, as an independent operational risk management function, is responsible for operational risk identification, assessment, monitoring and management. The bank employs various means to manage its operational risk including operational risk incident collection, Risk and Control Self Assessment (RCSA), Key Risk Indicator (KRI) etc. The Bank revises and improves operational risk management procedures through monthly operational risk meeting and operational risk management reports. Issues are promptly reported to senior management particularly in the areas that have material operational risk.

In conclusion, the Bank has established an operational risk management system in accordance with the business nature, scale and complexity of the bank. The system is capable to identify, monitor and control/release operational risks in an effective manner.

## **IV Liquidity Risks**

Liquidity risk is the risk of loss or bankruptcy raised from the Bank's failure to provide sufficient funds for the decrease in liability or the increase in assets. Liquidity risk can also be caused by the mismatch between the amount and maturity between assets and liability. The Bank has set up liquidity risk management policy and procedure, focusing on quantization of amount and resources of current and potential cash flow, identification of extra demand of fund raised from stressing scenario and evaluation of fund can be obtained through mortgage and non- mortgage borrowing.

The Asset and Liability Management Committee implements efficient liquidity management, identify and control the short and long-term liquidity risk, ensure the Bank operates with prudent liquidity environment, and at the same time also meet the requirement of the Bank's daily operating funding.

With the report on each department's funding requirements and related maturity every day, Treasury manages excess cash to control the funding surplus or shortage by currency. While Treasury overall manages liquidity risk and FCG calculates liquidity related ratios and develops liquidity reports. They partner with other departments to ensure that liquidity related regulatory requirements for foreign banks operating in China are met.



The Bank has implemented Contingency Funding Plan (including liquidity stress test) and reports to Asset and Liability Management Committee on a monthly basis. The main purpose of liquidity stress test is to ensure the Bank is still able to carry out normal operations within a year under credit crunch and liquidity crisis situations.

## **V Franchise Risk**

Franchise risk describes potential risks to the way in which MSBIC or Morgan Stanley conducts its business and the perception of such risks by external parties including shareholders, clients, regulators and the public. Franchise risks may be triggered by either the nature of a transaction or business practice (e.g., a transaction without economic substance or business purpose) or by the identity or reputation of the client or counterparty (e.g., a client linked to alleged corruption or other improper activities). A loss may be experienced when the Bank is subject to franchise risk through negative publicity, regulatory scrutiny, loss of revenue and/or costly litigation. Certain proposals, transactions, or events may expose the Bank to franchise risks. The following represent some of the risks and events that give rise to franchise risk:

- Suitability refers to whether a recommendation made by the Bank for a given transaction or product is appropriate for a particular counterparty or client;
- Conflicts of interest can arise when there is a divergence of

interests between the Bank and its clients, among the Bank's clients, or between employees on the one hand, and the Bank or its clients on the other; and

- Complex structured finance transactions (“CSFTs”) warrant increased scrutiny and sensitivity because such transactions may be used to disguise inappropriate or questionable activities, which give rise to heightened legal or reputational risks.

If these risks materialize, they could result in damage to the reputation of the Bank, in addition to having an impact on existing and new business.

Given the increasingly complex regulatory and market environment, franchise risk is mitigated through several layers of oversight and control processes. The Bank's Legal and Compliance Division as well as all department and business unit managers serve as escalation points for potentially significant franchise matters and raising organizational awareness of franchise risks.

At MSBIC, any activity potentially creating franchise risk is elevated to senior management. In addition, any relevant matter (in particular, which may have spillover effect and thus potential risks to Morgan Stanley's reputation or franchise) can be escalated by Bank to governance bodies for franchise risk within Morgan Stanley group

for further decision.

With respect to other more detailed information, please refer to the note of the Financial Statements which are attached to the Annual Report.

## 二零一四年度内部审计工作报告

内部审计部根据中国银行业监督管理委员会（下称“银监会”）指引要求完成并提交此 2014 年度内审工作报告。2014 年内审工作状况和履职情况如下：

### 2014 年已完成工作总结

- 1、 内部审计部每个季度向审计委员会报告本行的整体控制环境情况、内审计划进展、审计发现的高风险问题，以及重大审计事项或争议（本年未发生）。2014 年本行管理层和被审计单位对审计发现没有发生重大争议事项。
- 2、 内部审计部按照批准的内审计划于 2014 年完成了下列审计：
  - 信贷与银团贷款；
  - 银行合规；
  - 商业银行内部资本充足评估程序及资本管理；
  - 2014 年度对监管要求审计项目的合并审阅，包括资金交易与市场风险管理、关联交易、案防风险以及薪酬管理管理）；
  - 2014 年度应急响应与防范措施（BCP）；以及
  - 2014 年度反洗钱（尚在审计报告阶段）。

3、 2014 年，内审完成了对前总经理及内审负责人的离任审计。

2014 年 12 月离职的前北京分行行长的离任审计尚在进行中。

4、 内部审计对银监会 2013 年现场检查发现的整改计划中，已经于 2014 年完成的部分进行了复核。目前尚有 5 项整改正在进行中。

### 2015 年内审计划：

1、 2014 年项目尚未完成项目的跟进：

- 2014 年度反洗钱；
- 2014 年度 12 月前北京分行行长的离任审计；以及
- 2013 年银监会检查发现问题整改措施落实检查（2014 年尚未完成整改的部分）。

2、 2015 年审计计划：

- 流动性风险管理；
- 北京分行；
- 信贷与市场风险管理；
- 信息科技及外包；
- 2015 年度对监管要求审计项目的合并审阅，包括关联交易、案防风险以及薪酬管理）；
- 2015 年度反洗钱；

- 2015 年内部资本充足评估程序及资本充足率；
- 2015 年防范措施和外包管理； 以及
- 2015 年度离任审计。

## **Internal Audit Annual Work Report for 2014**

Internal Audit prepares and submits its Internal Audit Annual Work Report for 2014 in accordance with China Banking Regulatory Commission's (CBRC) guidelines. The audit status and accomplishments of Internal Audit for 2014 are as follows:

### **Summary of 2014 work:**

1. Internal Audit reported to the MSBIC Audit Committee in every quarter of 2014 to update the Audit Committee on the overall control environment of MSBIC, audit plan status, audit issue and any significant matters or disagreements. There were no disagreements from MSBIC management or auditees on any audit issues raised in 2014.
2. Internal Audit completed the following audits in 2014 according to the approved audit plan:
  - Lending and Loan Syndication;
  - Bank Compliance;
  - 2014 Internal Capital Adequacy Assessment Process (ICAAP) and Capital Management;
  - 2014 Consolidated Review of Regulatory Required Audits: Market Risk Management, Related-Party Transactions, Fraud Prevention Control and Compensation Management;

- 2014 Emergency Response and Precautionary Measures (BCP); and
  - 2014 Anti-Money Laundering (Reporting Stage).
3. Internal Audit completed the Exit Audit for the prior General Manager and Head of Internal Audit in 2014. The Exit Audit for the Beijing Branch Manager who departed in December 2014 is in progress.
  4. Internal Audit verified the 2013 CBRC Inspection remediation actions closed in 2014. There are five remediation actions still in progress.

### **2015 work plan**

1. Follow-up on the 2014 carry forwarded projects:
  - 2014 Anti-Money Laundering (Reporting Stage);
  - 2014 Exit Audit for the Beijing Branch Manager; and
  - Verification of the 2013 CBRC Inspection remediation actions.
2. 2015 Audit Project Plan:
  - Liquidity Risk Management;
  - Beijing Branch;
  - Credit and Market Risk Management;
  - IT and Outsourcing;



- 2015 Consolidated Review of Regulatory Required Audits – Related Party Transactions, Compensation and Fraud Case Prevention;
- 2015 Anti-Money Laundering;
- 2015 Internal Capital Adequacy Assessment Process (ICAAP) and Capital Management;
- 2015 Emergency Response and Precautionary Measures;  
and
- 2015 Exit Audit.

## 我行企业社会责任的实践

我行致力于公益慈善事业的发展，积极践行其在中国环保、教育、艺术文化等领域的企业社会责任。

在 2014 年 7 月的“摩根士丹利全球志愿者月”中，我行员工在摩根士丹利的号召下，积极参加各类践行企业社会责任的活动。这项“摩根士丹利全球志愿者月”活动是摩根士丹利在全球范围内的活动，旨在加强员工参与、履行公司对员工志愿活动的承诺，员工积极投入到公司组织的慈善活动中，贡献自己的一份力量。在 2014 年度的“摩根士丹利全球志愿者月”中，具体活动包括：

### 一、春苗小花关爱系列活动

2014 年 6 月至 7 月间，摩根士丹利在北京和上海举办了为春苗小花的筹款活动，总共筹得善款 80,000 元。6 月 14 日，来自摩根士丹利北京的员工参加了春苗小花的运动会，在运动会上，志愿者们或担任裁判或与孩子们一起比赛，享受运动带来的乐趣。为春苗小花关爱项目筹款活动是今年“摩根士丹利全球志愿者月”最为重要的活动，也是小花关爱项目的系列活动的高潮。

## 二、北京儿童医院慰问活动

2014年6月23日，带着对孩子们的关爱，摩根士丹利20名员工来到了北京儿童医院。员工为孩子们带去了书和玩具，并且与孩子们一起做游戏、读书、唱歌。这是摩根士丹利连续第六年探望儿童医院的孩子们。同时在23至27日期间，摩根士丹利的志愿者们在儿童医院的门诊楼的咨询处帮助护士向前来咨询的病人和家长进行导医。

## 三、心连心礼包捐赠

今年六一儿童节前夕，我们继续开展心连心礼包捐赠活动，河南省上蔡县艾滋病村的180多个孩子们（双亲至少有一人感染或者死于艾滋病）陆续收到摩根士丹利员工们的礼物，这些礼物由志愿者们先进行分类、整理，最后分装在各个礼包内通过邮局寄给孩子们。

## 四、金羽翼残儿艺术展

6月12日，摩根士丹利北京办公室迎来了金羽翼的五位自闭症儿童，这里正在举办金羽翼自闭症儿童艺术展。孩子们的才艺和画作赢得了志愿者们的赞赏。摩根士丹利的志愿者们希望能够长期帮助自闭症儿童进行康复性训练。

## **MSBIC Activities of Corporate Social Responsibility**

Our Bank is committed to the development of public service and charities, as well as actively fulfills our corporate social responsibility in such fields in China as environmental protection, education, arts and culture.

During the “Global Volunteer Month of Morgan Stanley” in July 2014, employees of our Bank actively participated in various corporate social responsibility activities. The “Global Volunteer Month of Morgan Stanley” is a global initiative of Morgan Stanley, and employees are encouraged to actively participate in charity activities sponsored by Morgan Stanley. Specific activities of the “Global Volunteer Month of Morgan Stanley” in 2014 include:

### **1. Chunmiao Little Flower**

Employees in Beijing hosted fund raising activities for Chunmiao Little Flower during June and July of 2014, raising a total fund of RMB80,000. On June 14, Morgan Stanley employees in Beijing joined the athletic meeting of Chunmiao Little Flower, where Morgan Stanley employees acted as referees and players to share the funs of sports with children. Fundraising for Chunmiao Little Flower was the highlight of the “Global Volunteer Month of Morgan Stanley” in 2014 as well as the series of Chunmiao Little Flower activities.

2. Beijing Children's Hospital (BCH)

20 Morgan Stanley employees brought books and toys as well as love and care to BCH for the children there, and played games, read books and sang songs with them. This is the sixed time in a row. During June 23 to June 27, Morgan Stanley volunteers also helped nurses of BCH's outpatient information desk give guidance and instruction for patients and their parents seeking information.

3. One Heart Gift Bag

This year we are joining the One Heart Gift Bag project again for which Morgan Stanley provided 180 gift bags for misfortunate kids in Shangcai County, Henan Province, who live in the families where at least one of the parents is living with or has died of HIV/AIDS to mark their Children's Day (June 1). These relevant gifts are categorized and arranged by Morgan Stanley volunteers and finally put in gift bags and couriered to these kids through post office.

4. Golden Wings

Morgan Stanley volunteers helped to host art exhibition in Beijing office and welcomed 5 autism children from Golden Wings. Volunteers encouraged these kids to show their art and painting talents, and also wished to help on the recovery trainings for autism children.

摩根士丹利国际银行(中国)有限公司

财务报表及审计报告  
2014年12月31日止年度

摩根士丹利国际银行(中国)有限公司

财务报表及审计报告

2014年12月31日止年度

<u>目录</u>	<u>页数</u>
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## 审计报告

德师报(审)字(15)第 P1569 号

摩根士丹利国际银行(中国)有限公司董事会：

我们审计了后附的摩根士丹利国际银行(中国)有限公司(以下简称“贵行”)财务报表，包括2014年12月31日的资产负债表、2014年度的利润表、所有者权益变动表和现金流量表以及财务报表附注。

### 一、管理层对财务报表的责任

编制和公允列报财务报表是贵行管理层的责任，这种责任包括：(1)按照企业会计准则的规定编制财务报表，并使其实现公允反映；(2)设计、执行和维护必要的内部控制，以使财务报表不存在由于舞弊或错误而导致的重大错报。

### 二、注册会计师的责任

我们的责任是在执行审计工作的基础上对财务报表发表审计意见。我们按照中国注册会计师审计准则的规定执行了审计工作。中国注册会计师审计准则要求我们遵守中国注册会计师职业道德守则，计划和执行审计工作以对财务报表是否不存在重大错报获取合理保证。

审计工作涉及实施审计程序，以获取有关财务报表金额和披露的审计证据。选择的审计程序取决于注册会计师的判断，包括对由于舞弊或错误导致的财务报表重大错报风险的评估。在进行风险评估时，注册会计师考虑与财务报表编制和公允列报相关的内部控制，以设计恰当的审计程序，但目的并非对内部控制的有效性发表意见。审计工作还包括评价管理层选用会计政策的恰当性和作出会计估计的合理性，以及评价财务报表的总体列报。

我们相信，我们获取的审计证据是充分、适当的，为发表审计意见提供了基础。





### 三、审计意见

我们认为，贵行财务报表在所有重大方面按照企业会计准则的规定编制，公允反映了贵行2014年12月31日的财务状况以及2014年度的经营成果和现金流量。

德勤华永会计师事务所(特殊普通合伙)

中国·上海



中国注册会计师

马庆辉



韩健



2015年4月17日

摩根士丹利国际银行(中国)有限公司

资产负债表

2014年12月31日

	附注八	年末数 人民币元	年初数 人民币元
资产			
存放中央银行款项	1	491,898,066.07	628,729,583.84
存放同业款项	2	149,117,239.14	204,186,338.02
拆出资金	3	300,000,000.00	1,100,841,100.00
以公允价值计量且其变动计入当期损益 的金融资产	4	1,476,793,710.00	665,041,693.23
应收利息	5	51,864,291.93	14,681,038.65
发放贷款和垫款	6	295,500,000.00	99,000,000.00
固定资产	7	2,042,135.68	2,766,907.29
无形资产	8	1,759,252.14	7,621,637.38
递延所得税资产	9	8,684,230.09	7,020,798.14
其他资产	10	3,377,303.95	39,369,905.43
资产总计		<u>2,781,036,229.00</u>	<u>2,769,259,001.98</u>

(续)


摩根士丹利国际银行(中国)有限公司

资产负债表 - 续  
2014年12月31日

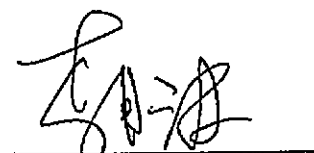
	附注八	年末数 人民币元	年初数 人民币元
<b>负债</b>			
同业及其他金融机构存放款项	11	4,223.89	4,408.83
卖出回购金融资产款	12	294,000,000.00	-
吸收存款	13	1,051,838,229.33	1,412,136,400.17
应付职工薪酬	14	13,716,947.26	10,621,158.93
应交税费	15	2,350,658.32	1,673,808.45
应付利息	16	5,608,466.34	4,029,234.27
其他负债	17	19,844,668.04	20,837,900.26
<b>负债总计</b>		<b>1,387,363,193.18</b>	<b>1,449,302,910.91</b>
<b>所有者权益</b>			
实收资本	18	1,000,000,000.00	1,000,000,000.00
盈余公积	19	57,482,438.73	50,069,597.40
其他综合收益	20	182,531.36	594,000.00
一般风险准备	21	12,060,000.00	21,665,000.00
未分配利润	22	323,948,065.73	247,627,493.67
<b>所有者权益总计</b>		<b>1,393,673,035.82</b>	<b>1,319,956,091.07</b>
<b>负债及所有者权益总计</b>		<b>2,781,036,229.00</b>	<b>2,769,259,001.98</b>

附注为财务报表的组成部分。

第3页至第57页的财务报表由下列负责人签署:

  
\_\_\_\_\_  
银行负责人



  
\_\_\_\_\_  
财务负责人

利润表

2014年12月31日止年度

	附注八	本年累计数 人民币元	上年累计数 人民币元
营业收入		176,415,120.56	98,517,253.62
利息净收入	23	60,593,876.74	42,620,828.66
利息收入	23	90,982,917.99	98,148,423.32
利息支出	23	30,389,041.25	55,527,594.66
手续费及佣金净收入	24	95,073,175.40	109,677,935.28
手续费及佣金收入	24	96,006,910.77	110,816,640.32
手续费及佣金支出	24	933,735.37	1,138,705.04
投资收益/(损失)	25	9,661,465.00	(38,182,336.00)
公允价值变动收益/(损失)	26	7,935,376.77	(19,483,706.77)
汇兑收益/(损失)		3,151,226.65	(15,020,995.29)
其他业务收入	27	-	18,905,527.74
营业支出		77,785,437.12	79,713,773.31
营业税金及附加	28	9,529,451.97	7,902,855.34
业务及管理费	29	65,051,353.85	77,890,030.92
资产减值损失/(转回)	30	3,204,631.30	(6,079,112.95)
营业利润		98,629,683.44	18,803,480.31
加：营业外收入	31	286,491.58	954,395.33
减：营业外支出	32	104.03	31,657,135.00
利润/(亏损)总额		98,916,070.99	(11,899,259.36)
减：所得税费用	33	24,787,657.60	4,429,338.28
净利润/(亏损)		74,128,413.39	(16,328,597.64)
其他综合(损失)/收益的税后净额	20	(411,468.64)	444,750.00
其中：以后不能重分类进损益的其他综合收益			
- 重新计量设定受益计划净负债或净资产的变动		(411,468.64)	444,750.00
综合收益/(亏损)总额		73,716,944.75	(15,883,847.64)

附注为财务报表的组成部分。

摩根士丹利国际银行(中国)有限公司

现金流量表

2014年12月31日止年度

	附注	本年累计数 人民币元	上年累计数 人民币元
经营活动产生的现金流量			
存放中央银行和同业款项净减少额		68,401,577.44	146,527,008.75
客户贷款和垫款净减少额		-	494,282,500.00
向其他金融机构拆出资金净减少额		-	179,373,413.35
向其他金融机构卖出回购资金净增加额		294,000,000.00	-
收取利息、手续费及佣金的现金		135,845,292.22	159,452,357.11
收到的其他与经营活动有关的现金		35,179,918.72	1,165,615.35
经营活动现金流入小计		533,426,788.38	980,800,894.56
客户贷款和垫款净增加额		200,000,000.00	-
客户存款和同业存放款项净减少额		360,298,355.78	377,425,430.88
向其他金融机构拆入资金净减少额		-	160,280,250.00
向其他金融机构拆出资金净增加额		190,612,400.00	-
向其他金融机构卖出回购资金净减少额		-	392,000,000.00
支付利息、手续费及佣金的现金		29,743,544.55	68,534,632.57
支付给职工以及为职工支付的现金		30,792,348.09	29,877,765.51
支付的各项税费		34,734,001.76	35,999,355.98
支付的其他与经营活动有关的现金		24,375,545.19	49,970,084.47
经营现金流出小计		870,556,195.37	1,114,087,519.41
经营活动产生的现金流量净额	35	(337,129,406.99)	(133,286,624.85)
投资活动产生的现金流量			
收回投资所收到的现金		12,612,018,850.00	10,372,826,850.12
取得投资收益所收到的现金		23,668,676.86	19,180,490.02
处置投资性房地产收回的现金净额		-	18,694,307.72
投资活动现金流入小计		12,635,687,526.86	10,410,701,647.86
购建固定资产、无形资产和其他长期资产支付的现金		1,281,697.60	77,454.61
投资支付的现金		13,415,835,490.00	9,749,253,730.00
投资活动现金流出小计		13,417,117,187.60	9,749,331,184.61
投资活动产生的现金流量净额		(781,429,660.74)	661,370,463.25
汇率变动对现金及现金等价物的影响额		3,323,796.98	(9,761,073.57)
现金及现金等价物净(减少)/增加额		(1,115,235,270.75)	518,322,764.83
加：年初现金及现金等价物余额	34	1,573,816,988.06	1,055,494,223.23
年末现金及现金等价物余额	34	458,581,717.31	1,573,816,988.06

附注为财务报表的组成部分。

所有者权益变动表

2014年12月31日止年度

	本年度					所有者权益合计 人民币元
	实收资本 人民币元 (附注八、18)	盈余公积 人民币元 (附注八、19)	一般风险准备 人民币元 (附注八、21)	其他综合收益 人民币元 (附注八、20)	未分配利润 人民币元 (附注八、22)	
一、2013年12月31日及2014年1月1日余额	1,000,000,000.00	50,069,597.40	21,665,000.00	594,000.00	247,627,493.67	1,319,956,091.07
二、增减变动金额	-	7,412,841.33	(9,605,000.00)	(411,468.64)	76,320,572.06	73,716,944.75
(一)综合收益总额	-	-	-	(411,468.64)	74,128,413.39	73,716,944.75
(二)利润分配	-	7,412,841.33	(9,605,000.00)	-	2,192,158.67	-
1. 提取盈余公积	-	7,412,841.33	-	-	(7,412,841.33)	-
2. 提取一般风险准备	-	-	(9,605,000.00)	-	9,605,000.00	-
三、2014年12月31日余额	1,000,000,000.00	57,482,438.73	12,060,000.00	182,531.36	323,948,065.73	1,393,673,035.82

	上年度					所有者权益合计 人民币元
	实收资本 人民币元 (附注八、18)	盈余公积 人民币元 (附注八、19)	一般风险准备 人民币元 (附注八、21)	其他综合收益 人民币元 (附注八、20)	未分配利润 人民币元 (附注八、22)	
一、2012年12月31日及2013年1月1日余额	1,000,000,000.00	50,069,597.40	20,478,000.00	149,250.00	265,143,091.31	1,335,839,938.71
二、增减变动金额	-	-	1,187,000.00	444,750.00	(17,515,597.64)	(15,883,847.64)
(一)综合收益总额	-	-	-	444,750.00	(16,328,597.64)	(15,883,847.64)
(二)利润分配	-	-	1,187,000.00	-	(1,187,000.00)	-
1. 提取盈余公积	-	-	-	-	-	-
2. 提取一般风险准备	-	-	1,187,000.00	-	(1,187,000.00)	-
三、2013年12月31日余额	1,000,000,000.00	50,069,597.40	21,665,000.00	594,000.00	247,627,493.67	1,319,956,091.07

附注为财务报表的组成部分。

## 一、概况

摩根士丹利国际银行(中国)有限公司(以下简称“本银行”),原名珠海南通银行。珠海南通银行由中国银行澳门分行全资附属机构澳门南通信托投资有限公司投资设立,经中国人民银行批准于1984年10月19日成立,并于1984年12月14日领取中华人民共和国营业执照。

2006年9月8日,经中国银行业监督管理委员会(以下简称“银监会”)批准,本银行原股东澳门南通信托投资有限公司将其所持本银行100%的股权转让给摩根士丹利国际银行有限公司。本银行更新了在股权变更后获取的营业执照。截至2014年12月31日,本银行注册资本为人民币1,000,000,000元,其中人民币业务资本金为人民币820,284,000.00元,外汇业务资本金为人民币179,716,000.00元等值的港币。本银行母公司为摩根士丹利国际银行有限公司,最终母公司为Morgan Stanley。投资方实际出资情况详见附注八、18。

本银行北京分行于2009年6月10日经银监会批准成立,并于2009年6月24日领取中华人民共和国营业执照。

本银行注册地址为中国广东省珠海市吉大景山路188号粤财大厦第28层2801-2807单元及2816单元,本银行组织形式为有限责任公司。

本银行在下列范围内经营对各类客户的外汇业务以及对除中国境内公民以外客户的人民币业务:吸收公众存款;发放短期、中期和长期贷款;办理票据承兑与贴现,买卖政府债券、金融债券,买卖股票以外的其他外币有价证券;提供信用证服务及担保;办理国内外结算;买卖、代理买卖外汇;从事同业拆借;从事银行卡业务;提供保管箱服务;提供资信调查和咨询服务;经银监会批准的其他业务。

## 二、 财务报表编制基础

本银行执行中华人民共和国财政部颁布的企业会计准则及相关规定(以下简称"企业会计准则")。

## 三、 遵循企业会计准则的声明

本银行编制的财务报表符合企业会计准则的要求, 真实、完整地反映了本银行 2014 年 12 月 31 日的财务状况以及 2014 年度的经营成果和现金流量。

## 四、 重要会计政策和会计估计

下列重要会计政策和会计估计系根据企业会计准则厘定。

### 1. 会计年度

本银行的会计年度为公历年度, 即每年 1 月 1 日至 12 月 31 日止。

### 2. 记账本位币

人民币为本银行经营所处的主要经济环境中的货币, 本银行以人民币为记账本位币。本银行编制本财务报表时所采用的货币为人民币。

### 3. 记账基础和计价原则

本银行会计核算以权责发生制为记账基础。除某些金融工具以公允价值计量外, 本财务报表以历史成本作为计量基础。资产如果发生减值, 则按照相关规定计提相应的减值准备。

在历史成本计量下, 资产按照购置时支付的现金或者现金等价物的金额或者所付出的对价的公允价值计量。负债按照因承担现时义务而实际收到的款项或者资产的金额, 或者承担现时义务的合同金额, 或者按照日常活动中为偿还负债预期需要支付的现金或者现金等价物的金额计量。

公允价值是市场参与者在计量日发生的有序交易中, 出售资产所能收到或者转移一项负债所需支付的价格。无论公允价值是可观察到的还是采用估值技术估计的, 在本财务报表中计量和披露的公允价值均在此基础上予以确定。



#### 四、 重要会计政策和会计估计 - 续

##### 3. 记账基础和计价原则 - 续

公允价值计量基于公允价值的输入值的可观察程度以及该等输入值对公允价值计量整体的重要性，被划分为三个层次：

- 第一层次输入值是在计量日能够取得的相同资产或负债在活跃市场上未经调整的报价。
- 第二层次输入值是除第一层次输入值外相关资产或负债直接或间接可观察的输入值。
- 第三层次输入值是相关资产或负债的不可观察输入值。

##### 4. 现金及现金等价物

现金是指本银行库存现金以及可以随时用于支付的存款。现金等价物是指本银行持有的期限短、流动性强、易于转换为已知金额现金、价值变动风险很小的投资。

##### 5. 金融工具

在本银行成为金融工具合同的一方时确认一项金融资产或金融负债。金融资产和金融负债在初始确认时以公允价值计量。对于以公允价值计量且其变动计入当期损益的金融资产和金融负债，相关的交易费用直接计入损益；对于其他类别的金融资产和金融负债，相关交易费用计入初始确认金额。

##### 5.1 实际利率法

实际利率法是指按照金融资产或金融负债(含一组金融资产或金融负债)的实际利率计算其摊余成本及各期利息收入或支出的方法。实际利率是指将金融资产或金融负债在预期存续期间或适用的更短期间内的未来现金流量，折现为该金融资产或金融负债当前账面价值所使用的利率。

在计算实际利率时，本银行将在考虑金融资产或金融负债所有合同条款的基础上预计未来现金流量(不考虑未来的信用损失)，同时还将考虑金融资产或金融负债合同各方之间支付或收取的、属于实际利率组成部分的各项收费、交易费用及折价或溢价等。

##### 5.2 金融资产的分类、确认和计量

金融资产在初始确认时划分为以公允价值计量且其变动计入当期损益的金融资产、持有至到期投资、贷款和应收款项以及可供出售金融资产。以常规方式买卖金融资产，按交易日会计进行确认和终止确认。

本银行的金融资产主要划分为以公允价值计量且其变动计入当期损益的金融资产及贷款和应收款项。

四、 重要会计政策和会计估计 - 续

5. 金融工具 - 续

5.2 金融资产的分类、确认和计量 - 续

*以公允价值计量且其变动计入当期损益的金融资产*

以公允价值计量且其变动计入当期损益的金融资产包括交易性金融资产和指定为以公允价值计量且其变动计入当期损益的金融资产。本银行以公允价值计量且其变动计入当期损益的金融资产均为交易性金融资产。

满足下列条件之一的金融资产划分为交易性金融资产：(1)取得该金融资产的目的，主要是为了近期内出售；(2)初始确认时属于进行集中管理的可辨认金融工具组合的一部分，且有客观证据表明本银行近期采用短期获利方式对该组合进行管理；(3)属于衍生工具，但是被指定且为有效套期工具的衍生工具、属于财务担保合同的衍生工具、与在活跃市场中没有报价且其公允价值不能可靠计量的权益工具投资挂钩并须通过交付该权益工具结算的衍生工具除外。

以公允价值计量且其变动计入当期损益的金融资产采用公允价值进行后续计量，公允价值变动形成的利得或损失以及与该等金融资产相关的股利和利息收入计入当期损益。

*贷款和应收款项*

贷款和应收款项是指在活跃市场中没有报价、回收金额固定或可确定的非衍生金融资产。本银行划分为贷款和应收款项的金融资产包括存放中央银行款项、存放同业款项、拆出资金、发放贷款和垫款、应收利息、存出保证金等。

贷款和应收款项采用实际利率法，按摊余成本进行后续计量，在终止确认、发生减值或摊销时产生的利得或损失，计入当期损益。

5.3 金融资产减值

除了以公允价值计量且其变动计入当期损益的金融资产外，本银行在每个资产负债表日对其他金融资产的账面价值进行检查，有客观证据表明金融资产发生减值的，计提减值准备。表明金融资产发生减值的客观证据是指金融资产初始确认后实际发生的、对该金融资产的预计未来现金流量有影响，且本银行能够对该影响进行可靠计量的事项。

四、 重要会计政策和会计估计 - 续

5. 金融工具 - 续

5.3 金融资产减值 - 续

金融资产发生减值的客观证据，包括下列可观察到的各项事项：

- (1) 发行方或债务人发生严重财务困难；
- (2) 债务人违反了合同条款，如偿付利息或本金发生违约或逾期等；
- (3) 本银行出于经济或法律等方面因素的考虑，对发生财务困难的债务人作出让步；
- (4) 债务人很可能倒闭或者进行其他财务重组；
- (5) 因发行方发生重大财务困难，导致金融资产无法在活跃市场继续交易；
- (6) 无法辨认一组金融资产中的某项资产的现金流量是否已经减少，但根据公开的资料对其进行总体评价后发现，该组金融资产自初始确认以来的预计未来现金流量确已减少且可计量，包括：
  - 该组金融资产的债务人支付能力逐步恶化；
  - 债务人所在国家或地区经济出现了可能导致该组金融资产无法支付的状况；
- (7) 其他表明金融资产发生减值的客观证据。

*以摊余成本计量的金融资产减值*

以摊余成本计量的金融资产发生减值时，将其账面价值减记至按照该金融资产的原实际利率折现确定的预计未来现金流量(不包括尚未发生的未来信用损失)现值，减记金额确认为减值损失，计入当期损益。金融资产确认减值损失后，如有客观证据表明该金融资产价值已恢复，且客观上与确认该损失后发生的事项有关，原确认的减值损失予以转回，但金融资产转回减值损失后的账面价值不超过假定不计提减值准备情况下该金融资产在转回日的摊余成本。

本银行对单项金额重大的金融资产单独进行减值测试；对单项金额不重大的金融资产，单独进行减值测试或包括在具有类似信用风险特征的金融资产组合中进行减值测试。单独测试未发生减值的金融资产(包括单项金额重大和不重大的金融资产)，包括在具有类似信用风险特征的金融资产组合中再进行减值测试。已单项确认减值损失的金融资产，不包括在具有类似信用风险特征的金融资产组合中进行减值测试。

#### 四、 重要会计政策和会计估计 - 续

##### 5. 金融工具 - 续

###### 5.4 金融资产的转移

满足下列条件之一的金融资产，予以终止确认：(1)收取该金融资产现金流量的合同权利终止；(2)该金融资产已转移，且将金融资产所有权上几乎所有的风险和报酬转移给转入方；(3)该金融资产已转移，虽然本银行既没有转移也没有保留金融资产所有权上几乎所有的风险和报酬，但是放弃了对该金融资产控制。

若本银行既没有转移也没有保留金融资产所有权上几乎所有的风险和报酬，且未放弃对该金融资产的控制的，则按照继续涉入所转移金融资产的程度确认有关金融资产，并相应确认有关负债。继续涉入所转移金融资产的程度，是指该金融资产价值变动使本银行面临的风险水平。

金融资产整体转移满足终止确认条件的，将所转移金融资产的账面价值及因转移而收到的对价与原计入其他综合收益的公允价值变动累计额之和的差额计入当期损益。

金融资产部分转移满足终止确认条件的，将所转移金融资产的账面价值在终止确认及未终止确认部分之间按其相对的公允价值进行分摊，并将因转移而收到的对价与应分摊至终止确认部分的原计入其他综合收益的公允价值变动累计额之和与分摊的前述账面金额之差额计入当期损益。

根据协议承诺将于未来某确定日期回购的已售出的金融资产不在资产负债表内予以终止确认。出售该等资产所得的款项(包括利息)，在资产负债表中作为卖出回购金融资产款列示。售价与回购价之间的差额在协议期内按实际利率法确认，计入利息支出。

###### 5.5 金融负债的分类、确认和计量

本银行根据所发行金融工具的合同条款及其所反映的经济实质而非仅以法律形式，结合金融负债和权益工具的定义，在初始确认时将该金融工具或其组成部分分类为金融负债或权益工具。

金融负债在初始确认时划分为以公允价值计量且其变动计入当期损益的金融负债和其他金融负债。本银行的金融负债均划分为其他金融负债。

###### *其他金融负债*

与在活跃市场中没有报价、公允价值不能可靠计量的权益工具挂钩并须通过交付该权益工具结算的衍生金融负债，按照成本进行后续计量。其他金融负债采用实际利率法，按摊余成本进行后续计量，终止确认或摊销产生的利得或损失计入当期损益。

###### *财务担保合同*

财务担保合同是指保证人和债权人约定，当债务人不履行债务时，保证人按照约定履行债务或者承担责任的合同。不属于指定为以公允价值计量且其变动计入当期损益的金融负债的财务担保合同，以公允价值减直接归属的交易费用进行初始确认，在初始确认后按照《企业会计准则第13号—或有事项》确定的金额和初始确认金额扣除按照《企业会计准则第14号—收入》的原则确定的累计摊销额后的余额之中的较高者进行后续计量。

四、 重要会计政策和会计估计 - 续

5. 金融工具 - 续

5.6 金融负债的终止确认

金融负债的现时义务全部或部分已经解除的，才能终止确认该金融负债或其一部分。本银行(债务人)与债权人之间签订协议，以承担新金融负债方式替换现存金融负债，且新金融负债与现存金融负债的合同条款实质上不同的，终止确认现存金融负债，并同时确认新金融负债。

金融负债全部或部分终止确认的，将终止确认部分的账面价值与支付的对价(包括转出的非现金资产或承担的新金融负债)之间的差额，计入当期损益。

5.7 金融资产和金融负债的抵销

当本银行具有抵销已确认金融资产和金融负债的法定权利，且目前可执行该种法定权利，同时本银行计划以净额结算或同时变现该金融资产和清偿该金融负债时，金融资产和金融负债以相互抵销后的金额在资产负债表内列示。除此以外，金融资产和金融负债在资产负债表内分别列示，不予相互抵销。

6. 固定资产

固定资产是指为经营管理而持有的，使用寿命超过一个会计年度的有形资产。固定资产仅在与其有关的经济利益很可能流入本银行，且其成本能够可靠地计量时才予以确认。固定资产按成本进行初始计量。

与固定资产有关的后续支出，如果与该固定资产有关的经济利益很可能流入且其成本能可靠地计量，则计入固定资产成本，并终止确认被替换部分的账面价值，除此以外的其他后续支出，在发生时计入当期损益。

固定资产从达到预定可使用状态的次月起，采用年限平均法在使用寿命内计提折旧。各类固定资产的使用寿命、预计净残值和年折旧率如下：

<u>类别</u>	<u>使用寿命</u>	<u>预计净残值率</u>	<u>年折旧率</u>
电子及办公设备	3-8 年	-	13%-33%

预计净残值是指假定固定资产预计使用寿命已满并处于使用寿命终了时的预期状态，本银行目前从该项资产处置中获得的扣除预计处置费用后的金额。

当固定资产处于处置状态或预期通过使用或处置不能产生经济利益时，终止确认该固定资产。固定资产出售、转让、报废或毁损的处置收入扣除其账面价值和相关税费后的差额计入当期损益。

本银行至少于年度终了对固定资产的使用寿命、预计净残值和折旧方法进行复核，如发生改变则作为会计估计变更处理。

#### 四、 重要会计政策和会计估计 - 续

##### 7. 无形资产

无形资产包括软件。

无形资产按成本进行初始计量。使用寿命有限的无形资产自可供使用时起，对其原值在其预计使用寿命内采用直线法分期平均摊销。本银行预计使用寿命有限的无形资产的使用寿命为 1-5 年。

期末，对使用寿命有限的无形资产的使用寿命和摊销方法进行复核，必要时进行调整。

##### 8. 长期待摊费用

长期待摊费用为已经发生但应由本期和以后各期负担的分摊期限在一年以上的各项费用。长期待摊费用在预计受益期间分期平均摊销。

##### 9. 除商誉以外的非金融资产减值

本银行在每一个资产负债表日检查固定资产、使用寿命确定的无形资产是否存在可能发生减值的迹象。如果该等资产存在减值迹象，则估计其可收回金额。

估计资产的可收回金额以单项资产为基础，如果难以对单项资产的可收回金额进行估计的，则以该资产所属的资产组为基础确定资产组的可收回金额。可收回金额为资产或者资产组的公允价值减去处置费用后的净额与其预计未来现金流量的现值两者之中的较高者。

如果资产的可收回金额低于其账面价值，按其差额计提资产减值准备，并计入当期损益。

上述资产减值损失一经确认，在以后会计期间不予转回。

##### 10. 职工薪酬

本银行在职工为其提供服务的会计期间，将实际发生的短期薪酬确认为负债，并计入当期损益或相关资产成本。本银行发生的职工福利费，在实际发生时根据实际发生额计入当期损益或相关资产成本。职工福利费为非货币性福利的，按照公允价值计量。

本银行为职工缴纳的医疗保险费、工伤保险费、生育保险费等社会保险费和住房公积金，以及本银行按规定提取的工会经费和职工教育经费，在职工为本银行提供服务的会计期间，根据规定的计提基础和计提比例计算确定相应的职工薪酬金额，并确认相应负债，计入当期损益或相关资产成本。

本银行在职工为其提供服务的会计期间，将根据设定提存计划计算的应缴存金额确认为负债，并计入当期损益或相关资产成本。

本银行向职工提供辞退福利的，在下列两者孰早日确认辞退福利产生的职工薪酬负债，并计入当期损益：本银行不能单方面撤回因解除劳动关系计划或裁减建议所提供的辞退福利时；本银行确认与涉及支付辞退福利的重组相关的成本或费用时。

#### 四、 重要会计政策和会计估计 - 续

##### 10. 职工薪酬 - 续

对于设定受益计划，本银行根据预期累计福利单位法确定的公式将设定受益计划产生的福利义务归属于职工提供服务的期间，并计入当期损益或相关资产成本。设定受益计划产生的职工薪酬成本划分为下列组成部分：

- 服务成本(包括当期服务成本、过去服务成本和结算利得和损失)；
- 设定受益计划净负债或净资产的利息净额(包括计划资产的利息收益、设定受益计划义务的利息费用以及资产上限影响的利息)；以及
- 重新计量设定受益计划净负债或净资产所产生的变动。

服务成本及设定受益计划净负债或净资产的利息净额计入当期损益或相关资产成本。重新计量设定受益计划净负债或净资产所产生的变动(包括精算利得或损失、计划资产回报扣除包括在设定受益计划净负债或净资产的利息净额中的金额、资产上限影响的变动扣除包括在设定受益计划净负债或净资产的利息净额中的金额)计入其他综合收益。

##### 11. 一般风险准备

根据财政部 2012 年 3 月 30 日颁布的《金融企业准备金计提管理办法》(财金[2012]20 号)及相关规定的要求，金融企业应当根据自身实际情况，选择内部模型法或标准法对风险资产所面临的风险状况定量分析，确定潜在风险估计值。对于潜在风险估计值高于资产减值准备的差额，计提一般准备。当潜在风险估计值低于资产减值准备时，可不计提一般准备。一般准备余额原则上不得低于风险资产期末余额的 1.5%。

本银行 2014 年末根据资产负债表日风险资产余额的 1.5% 提取一般风险准备。提取的一般风险准备作为利润分配，并在所有者权益内单独列示。

##### 12. 利息收入和支出

利息收入和支出按照相关金融资产和金融负债的摊余成本采用实际利率法计算，并计入当期损益。实际利率与合同利率差异较小的，也可按合同利率计算。

##### 13. 手续费及佣金收入

手续费及佣金收入在服务提供时按权责发生制确认。

##### 14. 政府补助

政府补助是指本银行从政府无偿取得货币性资产和非货币性资产。政府补助在能够满足政府补助所附条件且能够收到时予以确认。

政府补助为货币性资产的，按照收到或应收的金额计量。

与资产相关的政府补助，确认为递延收益，并在相关资产的使用寿命内平均分配计入当期损益。

与收益相关的政府补助，用于补偿以后期间的相关费用和损失的，确认为递延收益，并在确认相关费用的期间计入当期损益；用于补偿已经发生的相关费用和损失的，直接计入当期损益。

#### 四、重要会计政策和会计估计 - 续

##### 15. 所得税

所得税费用包括当期所得税和递延所得税。

##### 15.1 当期所得税

资产负债表日，对于当期和以前期间形成的当期所得税负债(或资产)，以按照税法规定计算的预期应交纳(或返还)的所得税金额计量。

##### 15.2 递延所得税资产及递延所得税负债

对于某些资产、负债项目的账面价值与其计税基础之间的差额，以及未作为资产和负债确认但按照税法规定可以确定其计税基础的项目的账面价值与计税基础之间的差额产生的暂时性差异，采用资产负债表债务法确认递延所得税资产及递延所得税负债。

一般情况下所有暂时性差异均确认相关的递延所得税。但对于可抵扣暂时性差异，本银行以很可能取得用来抵扣可抵扣暂时性差异的应纳税所得额为限，确认相关的递延所得税资产。

对于能够结转以后年度的可抵扣亏损和税款抵减，以很可能获得用来抵扣可抵扣亏损和税款抵减的未来应纳税所得额为限，确认相应的递延所得税资产。

资产负债表日，对于递延所得税资产和递延所得税负债，根据税法规定，按照预期收回相关资产或清偿相关负债期间的适用税率计量。

除与直接计入其他综合收益或所有者权益的交易和事项相关的当期所得税和递延所得税计入其他综合收益或所有者权益外，其余当期所得税和递延所得税费用或收益计入当期损益。

资产负债表日，对递延所得税资产的账面价值进行复核，如果未来很可能无法获得足够的应纳税所得额用以抵扣递延所得税资产的利益，则减记递延所得税资产的账面价值。在很可能获得足够的应纳税所得额时，减记的金额予以转回。

##### 15.3 所得税的抵销

当拥有以净额结算的法定权利，且意图以净额结算或取得资产、清偿负债同时进行，本银行当期所得税资产及当期所得税负债以抵销后的净额列报。

当拥有以净额结算当期所得税资产及当期所得税负债的法定权利，且递延所得税资产及递延所得税负债是与同一税收征管部门对同一纳税主体征收的所得税相关或者是对不同的纳税主体相关，但在未来每一具有重要性的递延所得税资产及负债转回的期间内，涉及的纳税主体意图以净额结算当期所得税资产和负债或是同时取得资产、清偿负债时，本银行递延所得税资产及递延所得税负债以抵销后的净额列报。



四、 重要会计政策和会计估计 - 续

16. 外币业务折算

外币交易在初始确认时采用交易发生日的即期汇率折算。

于资产负债表日，外币货币性项目采用该日即期汇率折算为记账本位币，因该日的即期汇率与初始确认时或者前一资产负债表日即期汇率不同而产生的汇兑差额，均计入当期损益。

以历史成本计量的外币非货币性项目仍以交易发生日的即期汇率折算的记账本位币金额计量。以公允价值计量的外币非货币性项目，采用公允价值确定日的即期汇率折算，折算后的记账本位币金额与原记账本位币金额的差额，作为公允价值变动(含汇率变动)处理，计入当期损益。

17. 租赁

实质上转移了与资产所有权有关的全部风险和报酬的租赁为融资租赁。融资租赁以外的其他租赁为经营租赁。

本银行作为承租人记录经营租赁业务

经营租赁的租金支出在租赁期内的各个期间按直线法计入相关资产成本或当期损益。初始直接费用于发生时计入当期损益。或有租金于实际发生时计入当期损益。

18. 委托贷款

本银行经营委托贷款业务，委托贷款业务指由委托人提供资金，本银行根据委托人确定的贷款对象，用途，金额，利率及还款计划等代理发放并协助收回贷款的业务。其风险由委托人承担，本银行只收取相关手续费，委托贷款不纳入本银行资产负债表。

五、 运用会计政策过程中所作的重要判断和会计估计所采用的关键假设和不确定因素

本银行在运用附注四所描述的会计政策过程中，由于经营活动内在的不确定性，本银行需要对无法准确计量的报表项目的账面价值进行判断、估计和假设。这些判断、估计和假设是基于本银行管理层过去的历史经验，并在考虑其他相关因素的基础上作出的。实际的结果可能与本银行的估计存在差异。

本银行对前述判断、估计和假设在持续经营的基础上进行定期复核，会计估计的变更仅影响变更当期的，其影响数在变更当期予以确认；既影响变更当期又影响未来期间的，其影响数在变更当期和未来期间予以确认。

会计估计所采用的关键假设和不确定因素

金融工具的公允价值

本银行对没有活跃交易市场的金融工具，通过各种估值方法确定其公允价值。本银行使用的估值方法包括贴现现金流模型等。本银行需对诸如自身和交易对手的信用风险、市场波动率和相关性等方面进行估计。这些相关因素假设的变化会对金融工具的公允价值产生影响。

五、 运用会计政策过程中所作的重要判断和会计估计所采用的关键假设和不确定因素 - 续

会计估计所采用的关键假设和不确定因素- 续

贷款和垫款的减值损失

除在每季度末前已确定的贷款减值外，本银行还于每季度末对贷款组合进行减值准备的评估。对于组合中单笔贷款的现金流尚未发现减少的贷款组合，本银行对该组合是否存在预计未来现金流减少的迹象进行判断，以确定是否需要计提减值准备。发生减值损失的证据包括有可观察数据表明该组合中借款人的支付状况发生了不利的变化(例如，借款人不按规定还款)，或出现了可能导致组合内贷款违约的国家或地方经济状况的不利变化等。对具有相近似的信用风险特征和客观减值证据的贷款组合资产，本银行采用此类似资产的历史损失经验作为测算该贷款组合未来现金流的基础。本银行会定期审阅对未来现金流的金额和时间进行估计所使用的方法和假设，以减少估计贷款减值损失和实际贷款减值损失情况之间的差异。

所得税

本银行在正常的经营活动中，有部分交易其最终的税务处理和计算存在一定的不确定性。部分项目是否能够在税前列支需要政府主管机关的审批。如果这些税务事项的最终认定结果同最初入账的金额存在差异，则该差异将对其最终认定期间的当期所得税和递延所得税产生影响。

递延所得税资产及负债

递延所得税资产及负债，根据税法规定，按照预期收回该资产或清偿该负债期间的适用税率计量。在很有可能有足够的应纳税所得额来抵扣亏损的限度内，本银行就所有未利用的可抵扣亏损确认递延所得税资产。这需要管理层运用大量的判断来估计未来应纳税所得额发生的时间和金额以及适用的税率，以决定应确认的递延所得税资产和负债的金额。

无形资产摊销年限

对于使用寿命有限的无形资产，本银行管理层运用判断来估计无形资产为本银行带来经济利益的期限，并以此作为摊销年限。

六、 会计政策变更

本银行于 2014 年 7 月 1 日开始采用财政部于 2014 年新颁布的《企业会计准则第 39 号—公允价值计量》、《企业会计准则第 40 号—合营安排》、《企业会计准则第 41 号—在其他主体中权益的披露》和经修订的《企业会计准则第 2 号—长期股权投资》、《企业会计准则第 9 号—职工薪酬》、《企业会计准则第 30 号—财务报表列报》、《企业会计准则第 33 号—合并财务报表》，同时在 2014 年度财务报表中开始采用财政部于 2014 年修订的《企业会计准则第 37 号—金融工具列报》。本银行管理层对上述新准则修订企业会计准则适用本财务报表的评估如下：

## 六、 会计政策变更 - 续

### 1. 职工薪酬

执行《企业会计准则第9号-职工薪酬》(修订)之前,对于设定受益计划,本银行在精算基础上运用预计单位福利法并采用当期相同期限及币种的优质债券的收益率作为折现率确认相关负债。当期服务成本、过去服务成本以及利息费用计入当期损益。精算评估产生的精算损益计入当期其他综合收益。

执行《企业会计准则第9号-职工薪酬》(修订)后,设定受益计划的会计政策详见附注四、10。本银行评估后认为上述会计政策变更对本财务报表并无重大影响。

### 2. 金融工具列报

《企业会计准则第37号-金融工具列报》(修订)增加了有关抵销的规定和披露要求,增加了金融资产转移的披露要求,修改了金融资产和金融负债到期期限分析的披露要求。本财务报表已按该准则进行列报,并对可比年度财务报表附注的披露进行了相应调整。

### 3. 财务报表列报

《企业会计准则第30号-财务报表列报》(修订)将其他综合收益划分为两类:(1)以后会计期间不能重分类进损益的其他综合收益项目;(2)以后会计期间在满足特定条件时将重分类进损益的其他综合收益项目,同时规范了持有待售等项目的列报。本财务报表已按该准则的规定进行列报,并对可比年度财务报表的列报进行了相应调整。

### 4. 公允价值计量

《企业会计准则第39号-公允价值计量》规范了公允价值的计量和披露。采用《企业会计准则第39号-公允价值计量》未对财务报表项目的计量产生重大影响,但将导致企业在财务报表附注中就公允价值信息作出更广泛的披露。本财务报表已按该准则的规定进行披露。

对于《企业会计准则第40号-合营安排》、《企业会计准则第41号-在其他主体中权益的披露》、经修订的《企业会计准则第2号-长期股权投资》及《企业会计准则第33号-合并财务报表》,本银行评估后认为其对本财务报表并无重大影响。

## 七、 主要税项

### 所得税

本银行2014年度的所得税税率为25%(2013:25%)。根据《跨省市总分机构企业所得税分配及预算管理暂行办法》(财预[2012]40号)及《跨地区经营汇总纳税企业所得税征收管理办法》(国税发[2012]57号)的规定,本银行分支机构实行“统一计算、分级管理、就地预缴、汇总清算、财政调库”的所得税征收管理办法。

七、 主要税项 - 续

营业税

本银行营业税税率为 5%。

其他税项

本银行城市维护建设税按已缴营业税金 的 7% 缴纳。

本银行教育费附加按已缴营业税金 的 3% 缴纳，地方教育附加按已缴营业税金 的 2% 缴纳。

根据《广东省地方税务局转发省物价局省财政厅关于取消、免征、降低部分省定行政事业性收费的通知》(粤地税发[2013]119 号)的规定，本银行珠海总行 2014 年第 1 季度按征税营业额的 0.08% 缴纳堤围防护费，2014 年第 2-4 季度按征税营业额的 0.072% 缴纳堤围防护费。

八、 财务报表项目附注

1. 存放中央银行款项

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
存放中央银行法定准备金	183,154,406.10	251,555,983.54
存放中央银行的其他款项	308,743,659.97	377,173,600.30
	<u>491,898,066.07</u>	<u>628,729,583.84</u>

存款准备金按中国人民银行的有关规定缴存。根据[银发(2007)134 号]《中国人民银行关于提高外汇存款准备金率的通知》，从 2007 年 5 月 15 日起，金融机构外汇存款准备金率统一调整为 5%。本银行外汇业务存款准备金根据月末各有关存款科目余额的 5% 缴存。外币存款准备金不计利息。根据中国人民银行规定，2013 年 12 月 31 日和 2014 年 12 月 31 日人民币存款准备金缴存比率均为 18%，本银行人民币业务存款准备金根据月末各有关存款科目余额的 18% 缴存。人民币存款准备金按 1.62% 计息。

2. 存放同业款项

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
存放境内同业	5,710,562.58	4,564,219.52
存放境外同业	144,127,494.76	200,625,668.24
合计	<u>149,838,057.34</u>	<u>205,189,887.76</u>
减：减值准备	<u>720,818.20</u>	<u>1,003,549.74</u>
账面价值	<u>149,117,239.14</u>	<u>204,186,338.02</u>

八、 财务报表项目附注 - 续

3. 拆出资金

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
拆放境内同业	300,000,000.00	1,100,841,100.00

4. 以公允价值计量且其变动计入当期损益的金融资产

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
交易性金融资产		
- 金融机构债券	1,476,793,710.00	665,041,693.23

本年末，本银行质押用于卖出回购金融资产款(附注八、12)的交易性金融资产账面价值为人民币 294,000,000.00 元(2013 年 12 月 31 日：无)。此等卖出回购协议均在协议生效起 1 个月内到期。

5. 应收利息

(1)按变动列示

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
年初余额	14,681,038.65	26,657,868.95
本年计提数	90,982,917.99	98,148,423.32
本年收回数	(53,799,664.71)	(110,125,253.62)
年末余额	51,864,291.93	14,681,038.65

(2)按性质列示

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
应收利息		
- 存放央行及同业款项	158,588.77	287,954.95
- 拆出资金	2,737,262.40	709,717.06
- 发放贷款和垫款	1,031,333.34	665,000.00
- 以公允价值计量且其变动 计入当期损益的金融资产	47,937,107.42	13,018,366.64
合计	51,864,291.93	14,681,038.65

八、 财务报表项目附注 - 续

6. 发放贷款和垫款

(1)按企业和个人分布情况如下:

	年末数 人民币元	年初数 人民币元
企业贷款和垫款	300,000,000.00	100,000,000.00
减: 贷款损失准备	4,500,000.00	1,000,000.00
账面价值	295,500,000.00	99,000,000.00

(2)按行业分布情况的披露格式如下:

行业分布	年末数 人民币元	比例(%)	年初数 人民币元	比例(%)
批发及零售业	100,000,000.00	33.34	-	-
采矿业	100,000,000.00	33.33	-	-
租赁和商务服务业	100,000,000.00	33.33	100,000,000.00	100.00
合计	300,000,000.00	100.00	100,000,000.00	100.00
减: 贷款损失准备	4,500,000.00		1,000,000.00	
账面价值	295,500,000.00		99,000,000.00	

(3)按借款人注册地分布情况如下:

地区分布	年末数 人民币元	比例(%)	年初数 人民币元	比例(%)
华北地区	200,000,000.00	66.67	-	-
华东地区	100,000,000.00	33.33	100,000,000.00	100.00
合计	300,000,000.00	100.00	100,000,000.00	100.00
减: 贷款损失准备	4,500,000.00		1,000,000.00	
账面价值	295,500,000.00		99,000,000.00	

(4)按担保方式分布情况如下:

	年末数				年初数			
	1年以内 (含1年) 人民币元	1至5年 (含5年) 人民币元	5年以上 人民币元	合计 人民币元	1年以内 (含1年) 人民币元	1至5年 (含5年) 人民币元	5年以上 人民币元	合计 人民币元
信用贷款	200,000,000.00	-	-	200,000,000.00	100,000,000.00	-	-	100,000,000.00
保证贷款	100,000,000.00	-	-	100,000,000.00	-	-	-	-
合计	300,000,000.00	-	-	300,000,000.00	100,000,000.00	-	-	100,000,000.00
减: 贷款损失准备				4,500,000.00				1,000,000.00
账面价值				295,500,000.00				99,000,000.00

八、 财务报表项目附注 - 续

7. 固定资产

	<u>电子及办公设备</u> 人民币元
原值	
年初数	16,953,085.46
本年新增	657,747.83
本年处置	(1,258,513.52)
年末数	<u>16,352,319.77</u>
累计折旧	
年初数	14,186,178.17
本年计提额	1,382,519.44
本年处置	(1,258,513.52)
年末数	<u>14,310,184.09</u>
净额	
年初数	<u>2,766,907.29</u>
年末数	<u>2,042,135.68</u>

8. 无形资产

	<u>软件</u> 人民币元
原值	
年初数	35,305,685.39
本年新增	581,903.77
年末数	<u>35,887,589.16</u>
累计摊销	
年初数	27,684,048.01
本年计提额	6,444,289.01
年末数	<u>34,128,337.02</u>
净额	
年初数	<u>7,621,637.38</u>
年末数	<u>1,759,252.14</u>

八、 财务报表项目附注 - 续

9. 递延所得税资产和递延所得税负债

(1) 按总额列示的递延所得税资产和递延所得税负债

	可抵扣暂时性差异		递延所得税资产	
	年末数 人民币元	年初数 人民币元	年末数 人民币元	年初数 人民币元
长期服务金与员工激励计划	9,229,497.26	6,771,399.88	2,307,374.32	1,692,849.97
无形资产摊销税法与会计差异	23,629,102.66	20,715,382.34	5,907,275.67	5,178,845.59
交易性金融资产公允价值变动	2,654,310.70	10,589,687.47	663,577.68	2,647,421.87
合计	35,512,910.62	38,076,469.69	8,878,227.67	9,519,117.43

	应纳税暂时性差异		递延所得税负债	
	年末数 人民币元	年初数 人民币元	年末数 人民币元	年初数 人民币元
资产减值准备	775,990.32	9,993,277.16	193,997.58	2,498,319.29

(2) 本银行相关递延所得税资产与递延所得税负债进行了抵销，以净额列示。按净额列示的递延所得税资产和递延所得税负债如下：

	年末数 人民币元	年初数 人民币元
递延所得税资产	8,878,227.67	9,519,117.43
递延所得税负债	193,997.58	2,498,319.29
净额	8,684,230.09	7,020,798.14

10. 其他资产

	年末数 人民币元	年初数 人民币元
应收金融机构债券交易结算款	-	20,161,129.88
预付账款(1)	951,500.00	14,960,258.35
应收咨询费	638,295.08	2,243,480.29
存出保证金	1,434,777.90	1,203,376.67
长期待摊费用(2)	39,267.58	107,673.72
其他	316,654.87	705,570.62
合计	3,380,495.43	39,381,489.53
减：应收款项减值准备	3,191.48	11,584.10
账面价值	3,377,303.95	39,369,905.43

(1)本年预付账款主要系预付电脑系统费；上年预付账款主要系预缴应退企业所得税人民币12,078,368.14元、营业税金及附加人民币1,622,735.00元。



八、 财务报表项目附注 - 续

10. 其他资产 - 续

(2)长期待摊费用

	<u>租入固定资产装修</u> 人民币元
原值	
年初数及年末数	12,853,916.48
本年新增	42,046.00
年末数	<u>12,895,962.48</u>
累计摊销	
年初数	12,746,242.76
本年计提额	110,452.14
年末数	<u>12,856,694.90</u>
净额	
年初数	<u>107,673.72</u>
年末数	<u>39,267.58</u>

11. 同业及其他金融机构存放款项

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
境内同业存款	<u>4,223.89</u>	<u>4,408.83</u>

12. 卖出回购金融资产款

按抵质押的品种列式:

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
债券	<u>294,000,000.00</u>	<u>-</u>

八、 财务报表项目附注 - 续

13. 吸收存款

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
活期存款		
公司客户	63,481,297.64	55,627,030.22
个人客户	1,821.47	6,290.61
定期存款		
公司客户	984,290,266.67	1,352,159,113.04
个人客户	4,064,843.55	4,343,966.30
合计	<u>1,051,838,229.33</u>	<u>1,412,136,400.17</u>

14. 应付职工薪酬

	<u>本年度</u>			
	<u>年初数</u> 人民币元	<u>本年计提</u> 人民币元	<u>本年支付</u> 人民币元	<u>年末数</u> 人民币元
工资、奖金、津贴和补贴	7,018,956.80	28,886,823.48	(27,300,651.53)	8,605,128.75
社会保险费	40,842.26	2,030,946.09	(2,056,293.19)	15,495.16
住房公积金	-	924,742.00	(924,742.00)	-
设定受益计划 (1)	3,561,359.87	2,045,624.85	(510,661.37)	5,096,323.35
合计	<u>10,621,158.93</u>	<u>33,888,136.42</u>	<u>(30,792,348.09)</u>	<u>13,716,947.26</u>

八、 财务报表项目附注 - 续

14. 应付职工薪酬 - 续

(1) 设定受益计划

除按规定参加由政府机构设立的职工社会保障体系外，本银行亦为员工设立了与退休/离职相关的设定受益计划。本银行按照员工月基本工资的 8%(最高不超过每人人民币 10,000/月)并考虑利率影响后确认相关应付款项。自 2012 年 1 月 1 日起，对于服务满 10 年的员工，本银行按照该员工基本工资的 12%(最高不超过每人人民币 12,000/月)并考虑利率影响后确认相关应付款项。此等应付款项有待员工退休或离职时向其支付，该长期服务金计划的可行权比率以员工服务年份达到 5 年为限，逐年递增 20% 直至 100%。

本银行于资产负债表日对上述长期服务金计划之设定受益义务进行精算评估，设定受益义务的现值以及相关的当期服务成本和过去服务成本均使用预计单位福利法计量。

(a) 资产负债表日，精算评估所采用的主要假设如下：

	<u>年末数</u>	<u>年初数</u>
折现率	3.6%	4.6%
薪金的预期增长率	7.0%	7.0%
设定受益计划利率	3.0%	3.0%

年末数及年初数

身故比例	中国 2002 年-2003 年寿命表
离职比例	15%
退休年龄	65

(b) 计入业务及管理费的设定受益计划金额如下：

	<u>本年累计数</u>	<u>上年累计数</u>
	人民币元	人民币元
当期服务成本	1,342,000.00	1,607,000.00
设定受益义务的利息费用	155,000.00	91,000.00
合计	<u>1,497,000.00</u>	<u>1,698,000.00</u>

八、 财务报表项目附注 - 续

14. 应付职工薪酬 - 续

(1) 设定受益计划 - 续

(c) 计入应付职工薪酬的设定受益计划义务所产生的金额如下：

	年末数 人民币元	年初数 人民币元
未注入资金的设定受益义务的现值	5,096,323.35	3,561,359.87
赤字	5,096,323.35	3,561,359.87
设定受益义务产生的负债净额	5,096,323.35	3,561,359.87

(d) 当期设定受益计划净负债的变动情况如下：

	本年度 人民币元	上年度 人民币元
年初数	3,561,359.87	2,220,134.07
计入当期损益的设定受益成本		
- 当期服务成本	1,342,000.00	1,607,000.00
- 利息费用	155,000.00	91,000.00
计入其他综合收益的设定受益成本		
- 精算损失/(利得)	548,624.85	(593,000.00)
已支付的福利	(510,661.37)	(273,774.20)
转入	-	510,000.00
年末数	5,096,323.35	3,561,359.87

于 2014 年 12 月 31 日，本银行设定受益计划平均受益义务期间为 3 年(2013 年 12 月 31 日：3 年)。本银行预计将在下一会计年度为设定受益计划支付的金额为人民币 914,000.00 元。

本银行对设定收益计划的关键假设(如折现率、薪金增长率等)进行了敏感性分析，敏感性分析结果显示对设定收益计划义务现值影响不重大。

八、 财务报表项目附注 - 续

15. 应交税费

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
企业所得税	627,535.83	-
营业税及附加	1,494,986.50	978,138.78
个人所得税	228,135.99	695,669.66
其他	-	0.01
合计	<u>2,350,658.32</u>	<u>1,673,808.45</u>

16. 应付利息

(1)按变动列示

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
年初余额	4,029,234.27	15,897,567.14
本年计提数	30,389,041.25	55,527,594.66
本年支付数	<u>(28,809,809.18)</u>	<u>(67,395,927.53)</u>
年末余额	<u>5,608,466.34</u>	<u>4,029,234.27</u>

(2)按性质列示

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
应付利息		
- 吸收存款	5,535,167.34	4,029,233.89
- 同业及其他金融机构存放款项	0.37	0.38
- 卖出回购金融资产款	<u>73,298.63</u>	<u>-</u>
合计	<u>5,608,466.34</u>	<u>4,029,234.27</u>

八、 财务报表项目附注 - 续

17. 其他负债

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
其他应付款 (1)	17,121,702.03	17,347,354.62
预提费用	2,351,991.17	2,694,718.31
递延收益	370,974.84	494,084.45
存入保证金	-	301,742.88
合计	<u>19,844,668.04</u>	<u>20,837,900.26</u>

(1) 其他应付款

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
购建长期资产应付款	15,318,229.81	15,318,229.81
其他	<u>1,803,472.22</u>	<u>2,029,124.81</u>
合计	<u>17,121,702.03</u>	<u>17,347,354.62</u>

18. 实收资本

本银行注册资本为人民币 1,000,000,000.00 元，已全部到位。投资者按本银行章程规定的资本投入情况如下：

	注册币种	<u>年末数</u>	
		出资比例 %	人民币元
摩根士丹利国际银行有限公司	人民币	100%	<u>1,000,000,000.00</u>

上述投入资本已经广东恒信德律会计师事务所有限公司验资报告验证，并出具了编号为(2002)恒德珠验 72 号和(2007)恒德珠验 11 号验资报告。

八、 财务报表项目附注 - 续

19. 盈余公积

	本年度 人民币元	上年度 人民币元
年初余额	50,069,597.40	50,069,597.40
本年计提	7,412,841.33	-
年末余额	<u>57,482,438.73</u>	<u>50,069,597.40</u>

20. 其他综合收益

	本年度 人民币元	上年度 人民币元
年初余额	594,000.00	149,250.00
增减变动金额	(411,468.64)	444,750.00
以后不能重分类进损益的其他综合收益		
其中：重新计量设定受益计划净负债		
的变动之税前金额	(548,624.85)	593,000.00
上述变动的递延所得税影响	137,156.21	(148,250.00)
年末余额	<u>182,531.36</u>	<u>594,000.00</u>

本银行其他综合收益均为重新计量设定受益计划净负债所产生的变动金额。

21. 一般风险准备

	本年度 人民币元	上年度 人民币元
年初余额	21,665,000.00	20,478,000.00
本年(转回)/计提	(9,605,000.00)	1,187,000.00
年末余额	<u>12,060,000.00</u>	<u>21,665,000.00</u>

八、 财务报表项目附注 - 续

22. 未分配利润

	<u>本年度</u> 人民币元	<u>上年度</u> 人民币元
年初未分配利润	247,627,493.67	265,143,091.31
本年度净利润/(亏损)	74,128,413.39	(16,328,597.64)
提取盈余公积(1)	(7,412,841.33)	-
转回/(提取)一般风险准备(2)	9,605,000.00	(1,187,000.00)
年末未分配利润	<u>323,948,065.73</u>	<u>247,627,493.67</u>

(1)提取盈余公积

根据本银行董事会决议，本银行自 2007 年开始每年按 10% 税后利润计提盈余公积，直至董事会日后修订有关分配事宜为止。

(2)提取一般风险准备

根据财政部 2012 年 3 月 30 日颁布的《金融企业准备金计提管理办法》(财金[2012]20 号)及相关规定的要求，本银行自 2012 年开始按年末的风险资产的 1.5% 计提一般风险准备。

23. 利息净收入

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
利息收入		
-存放同业款项	48,258.13	88,378.10
-存放中央银行款项	6,400,416.98	8,118,670.29
-拆出资金	23,326,123.56	18,501,249.93
-买入返售金融资产	712.33	-
-以公允价值计量且其变动计入当期损益的金融资产	48,925,240.31	54,038,171.92
-发放贷款和垫款	12,282,166.68	17,401,953.08
小计	<u>90,982,917.99</u>	<u>98,148,423.32</u>
利息支出		
-同业及其他金融机构存放款项	12.26	1,172,543.04
-拆入资金	138,055.56	1,193,454.76
-卖出回购金融资产款	4,986,364.44	9,963,357.37
-吸收存款	25,264,608.99	43,198,239.49
小计	<u>30,389,041.25</u>	<u>55,527,594.66</u>
利息净收入	<u>60,593,876.74</u>	<u>42,620,828.66</u>



八、 财务报表项目附注 - 续

24. 手续费及佣金净收入

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
手续费及佣金收入		
-咨询费收入	94,326,385.78	91,055,445.75
-银团贷款安排费	1,614,528.46	19,397,299.09
-委托贷款	-	150,000.00
-结算与清算手续费	6,166.51	6,106.90
-与授信有关的收入	471.60	1,842.80
-其他	59,358.42	205,945.78
小计	<u>96,006,910.77</u>	<u>110,816,640.32</u>
手续费及佣金支出		
-交易中心费	324,332.52	624,145.77
-其他手续费支出	609,402.85	514,559.27
小计	<u>933,735.37</u>	<u>1,138,705.04</u>
手续费及佣金净收入	<u>95,073,175.40</u>	<u>109,677,935.28</u>

25. 投资收益/(损失)

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
出售交易性金融资产收益/(损失)	<u>9,661,465.00</u>	<u>(38,182,336.00)</u>

26. 公允价值变动收益/(损失)

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
交易性金融资产	7,935,376.77	(631,092.77)
投资性房地产	-	(18,852,614.00)
合计	<u>7,935,376.77</u>	<u>(19,483,706.77)</u>

八、 财务报表项目附注 - 续

27. 其他业务收入

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
投资性房地产出租收益	-	211,220.02
投资性房地产出售收益	-	18,694,307.72
合计	<u>-</u>	<u>18,905,527.74</u>

28. 营业税金及附加

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
营业税	8,405,638.68	6,950,751.49
附加税	1,123,813.29	952,103.85
合计	<u>9,529,451.97</u>	<u>7,902,855.34</u>

29. 业务及管理费

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
职工薪酬及福利	33,339,511.57	33,223,637.49
无形资产摊销	6,444,289.01	19,637,471.50
房租水电费	7,032,226.59	6,892,106.60
电子设备运转及通讯费	4,226,465.85	4,959,520.32
差旅费	2,642,070.42	2,523,988.71
折旧费用	1,382,519.44	2,111,324.48
关联方服务费	2,880,000.00	1,480,000.00
机构监管费	549,575.75	636,000.00
业务招待费	122,979.77	267,217.86
长期待摊费用摊销	110,452.14	142,335.09
税金	35,000.00	37,604.34
其他	6,286,263.31	5,978,824.53
合计	<u>65,051,353.85</u>	<u>77,890,030.92</u>

八、 财务报表项目附注 - 续

30. 资产减值损失/(转回)

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
贷款减值损失	3,500,000.00	(4,931,230.00)
存放同业款项减值损失	(286,976.08)	(1,171,233.26)
应收款项减值损失	(8,392.62)	23,350.31
合计	<u>3,204,631.30</u>	<u>(6,079,112.95)</u>

截至 2014 年 12 月 31 日，本银行贷款拨备率为 1.5%。由于本银行无不良贷款，拨备覆盖率不适用。

31. 营业外收入

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
政府补贴	285,100.00	952,100.00
其他	1,391.58	2,295.33
合计	<u>286,491.58</u>	<u>954,395.33</u>

32. 营业外支出

上年度营业外支出包括罚金及税金滞纳金。

33. 所得税费用

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
当期所得税费用	26,274,105.08	11,864,179.25
递延所得税费用	(1,526,275.74)	(7,462,541.63)
上年应纳所得税调整	39,828.26	27,700.66
其中：计入所得税费用	39,828.26	27,700.66
合计	<u>24,787,657.60</u>	<u>4,429,338.28</u>

八、 财务报表项目附注 - 续

33. 所得税费用 - 续

所得税费用与会计利润的调节表如下：

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
会计利润/(亏损)	98,916,070.99	(11,899,259.36)
按税率 25% 计算的所得税费用	24,729,017.75	(2,974,814.84)
加：不可抵扣的纳税影响	209,718.80	8,120,898.80
上年应纳所得税调增	39,828.26	27,700.66
减：免税收入的纳税影响	190,907.21	744,446.34
所得税费用	<u>24,787,657.60</u>	<u>4,429,338.28</u>

34. 现金及现金等价物

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
存放中央银行款项	491,898,066.07	628,729,583.84
法定存款准备金	(183,154,406.10)	(251,555,983.54)
原到期日为三个月以内：		
存放同业款项	149,838,057.34	205,189,887.76
拆放同业款项	-	991,453,500.00
合计	<u>458,581,717.31</u>	<u>1,573,816,988.06</u>

35. 现金流量表补充资料

	<u>本年累计数</u> 人民币元	<u>上年累计数</u> 人民币元
将净利润调节为经营活动产生的现金流量		
净利润/(亏损)	74,128,413.39	(16,328,597.64)
加：资产减值准备计提/(转回)	3,204,631.30	(6,079,112.95)
固定资产折旧	1,382,519.44	2,111,324.48
无形资产摊销	6,444,289.01	19,637,471.50
长期待摊费用摊销	110,452.14	142,335.09
投资性房地产出售收益	-	(18,694,307.72)
投资(收益)/损失	(9,661,465.00)	38,182,336.00
债券投资利息收入	(48,925,952.64)	(54,038,171.92)
公允价值变动(收益)/损失	(7,935,376.77)	19,483,706.77
递延所得税费用	(1,526,275.74)	(7,462,541.63)
经营性应收项目的(增加)/减少	(293,421,556.15)	827,386,360.52
经营性应付项目的减少	(60,929,085.97)	(937,627,427.35)
经营活动产生的现金流量净额	<u>(337,129,406.99)</u>	<u>(133,286,624.85)</u>
现金及现金等价物净增加/(减少)情况		
现金及现金等价物的年末余额	458,581,717.31	1,573,816,988.06
减：现金及现金等价物的年初余额	<u>1,573,816,988.06</u>	<u>1,055,494,223.23</u>
现金及现金等价物净(减少)/增加额	<u>(1,115,235,270.75)</u>	<u>518,322,764.83</u>

八、 财务报表项目附注 - 续

36. 金融资产转移

在日常业务中，本银行某些交易会将已确认的金融资产转让给第三方，这些金融资产转让若符合终止确认条件，相关金融资产全部或部分终止确认。当本银行保留了已转让资产的绝大部分风险与回报时，相关金融资产转让不符合终止确认的条件，本银行继续在资产负债表中确认上述资产。

卖出回购金融资产

卖出回购协议是指本银行在卖出一项金融资产的同时，与交易对手约定在未来指定日期以固定价格回购该资产的交易。由于回购价格是固定的，本银行仍然承担与卖出资产相关的几乎所有信用及市场风险和报酬。卖出的金融资产(在卖出回购期内本银行无法使用)未在财务报表中予以终止确认，而视作相关融资的担保物。本银行就所收到的对价确认一项金融负债。此类交易中，交易对手对本银行的追索权均不限于所转让的金融资产。

截至 2014 年 12 月 31 日止，本银行与交易对手进行了债券卖出回购交易。出售此类金融资产收到的对价作为卖出回购金融资产款列报(参见附注八、12)。于卖出回购交易中，本银行未终止确认的被转让金融资产及与之相关负债的账面价值汇总如下：

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
资产的账面价值		
- 以公允价值计量且其变动计入 当期损益的金融资产	300,210,000.00	-
相关负债的账面价值	294,000,000.00	-

37. 分部报告

根据本银行的内部组织结构、管理要求及内部报告制度，本银行的经营业务划分为以下报告分部，这些报告分部是以本银行的营业地为基础确定的。本银行的管理层定期评价这些报告分部的经营成果，以决定向其分配资源及评价其业绩。

分部报告信息根据各分部向管理层报告时采用的会计政策及计量基础披露，这些计量基础与编制财务报表时采用的会计政策与计量基础保持一致。

八、 财务报表项目附注 - 续

37. 分部报告 - 续

分部报告信息：

单位：人民币元

	本年累计数			
	总行	北京分行	抵销	合计
营业收入	150,154,654.58	26,260,465.98	-	176,415,120.56
利息净收入	34,616,643.19	25,977,233.55	-	60,593,876.74
其中：分部间利息净收入	812,528.67	(812,528.67)	-	-
手续费及佣金净收入	94,793,470.66	279,704.74	-	95,073,175.40
其他收入净额	20,744,540.73	3,527.69	-	20,748,068.42
营业支出	46,172,320.96	31,613,116.16	-	77,785,437.12
营业利润/(亏损)	103,982,333.62	(5,352,650.18)	-	98,629,683.44
分部资产总额	2,699,528,555.17	607,897,329.88	526,389,656.05	2,781,036,229.00
分部负债总额	1,246,871,465.68	566,881,383.55	426,389,656.05	1,387,363,193.18
补充信息：				
折旧和摊销费用	7,124,053.85	813,206.74	-	7,937,260.59
资本性支出	1,278,677.60	3,020.00	-	1,281,697.60
其中：购置固定资产支出	654,727.83	3,020.00	-	657,747.83
购置无形资产/长期资产	581,903.77	-	-	581,903.77
长期待摊费用	42,046.00	-	-	42,046.00
	上年累计数			
	总行	北京分行	抵销	合计
营业收入	61,980,523.47	36,536,730.15	-	98,517,253.62
利息净收入	18,810,271.30	23,810,557.36	-	42,620,828.66
其中：分部间利息净收入	(23,169,316.87)	23,169,316.87	-	-
手续费及佣金净收入	97,083,337.76	12,594,597.52	-	109,677,935.28
其他收入净额	(53,913,085.59)	131,575.27	-	(53,781,510.32)
营业支出	44,065,222.19	35,648,551.12	-	79,713,773.31
营业利润	17,915,301.28	888,179.03	-	18,803,480.31
分部资产总额	2,350,824,025.74	795,551,729.78	377,116,753.54	2,769,259,001.98
分部负债总额	977,233,714.68	749,185,949.77	277,116,753.54	1,449,302,910.91
补充信息：				
折旧和摊销费用	20,462,351.73	1,428,779.34	-	21,891,131.07
资本性支出	1,568,679.03	-	-	1,568,679.03
其中：购置固定资产支出	77,454.61	-	-	77,454.61
购置无形资产/长期资产	1,491,224.42	-	-	1,491,224.42

八、 财务报表项目附注 - 续

37. 分部报告 - 续

(1)按产品或业务划分的对外交易收入

	<u>本年累计数</u> 人民币千元	<u>上年累计数</u> 人民币千元
交易业务-新兴市场	128,534	30,983
固定收益业务	47,881	67,534
合计	<u>176,415</u>	<u>98,517</u>

(2)按收入来源地划分的对外交易收入

	<u>本年累计数</u> 人民币千元	<u>上年累计数</u> 人民币千元
来源于境内的对外交易收入	81,340	28,878
来源于境外的对外交易收入	95,075	69,639
合计	<u>176,415</u>	<u>98,517</u>

(3)按资产所在地划分的非流动资产

本银行的非流动资产均位于中国境内。

(4)对主要客户的依赖程度

本银行对非关联方客户不存在重大依赖关系。

分部间转移交易以实际交易价格为基础计量。分部收入和分部费用按各分部的实际收入和费用确定。

九、 承诺及或有事项

1. 信贷承诺和担保

	<u>年末数</u> 人民币元	<u>年初数</u> 人民币元
保函	<u>3,331,400.00</u>	<u>3,678,400.00</u>

2. 受托业务

	<u>年末数</u> 折合人民币元	<u>年初数</u> 折合人民币元
委托存款	<u>-</u>	<u>86,000,000.00</u>
委托贷款	<u>-</u>	<u>86,000,000.00</u>

3. 经营租赁承诺

至资产负债表日止，本银行作为承租方，对外签订的不可撤销的经营租赁合同情况如下：

	<u>年末数</u> 人民币千元	<u>年初数</u> 人民币千元
不可撤销经营租赁的最低租赁付款额：		
资产负债表日后第 1 年	5,303	3,771
资产负债表日后第 2 年	5,231	72
资产负债表日后第 3 年	<u>3,487</u>	<u>-</u>
合计	<u>14,021</u>	<u>3,843</u>



十、 关联方关系及其交易

(1)存在控制关系的关联方

名称	注册地点	业务性质	注册资本	持股本银行比例
摩根士丹利国际银行有限公司	英国	金融服务	英镑 340,000,000.00	100%

本银行股东摩根士丹利国际银行有限公司2014年度持股比例无变化。

本银行集团最终母公司为Morgan Stanley。Morgan Stanley 是一家注册在美国特拉华州的国际金融服务公司，其财务报表可以在以下网址查询：

[www.morganstanley.com/investorrelations](http://www.morganstanley.com/investorrelations)

(2)与本银行发生交易但不存在控制关系的其他关联方

名称	注册地点	关联方关系
摩根士丹利亚洲有限公司	中国香港	同集团子公司
摩根士丹利资产服务咨询(中国)有限公司	中国北京	同集团子公司
摩根士丹利投资顾问(北京)有限公司	中国北京	同集团子公司
摩根士丹利信息技术(上海)有限公司	中国上海	同集团子公司
摩根士丹利商贸(中国)有限公司	中国上海	同集团子公司
摩根士丹管理服务(上海)有限公司	中国上海	同集团子公司
摩根士丹利投资顾问(上海)有限公司	中国上海	同集团子公司
摩根士丹利商务咨询(上海)有限公司	中国上海	同集团子公司
摩根士丹利(中国)股权投资管理有限公司	中国杭州	同集团子公司
摩根士丹利华鑫基金管理有限公司	中国深圳	受同集团重大影响 的关联公司
摩根士丹利华鑫证券有限责任公司	中国上海	受同集团重大影响 的关联公司
三菱东京日联银行(中国)有限公司	中国上海	对集团有重大影响 的投资者之子公司
三菱东京日联银行股份有限公司	日本东京	对集团有重大影响 的投资者之子公司

本银行关联方还包括本银行关键管理人员及与其关系密切的家庭成员或与关系密切的家庭成员控制或共同控制的其他公司。本银行对于重大关联交易进行逐笔披露，对于一般关联交易进行合并披露。

十、 关联方关系及其交易 - 续

(3)本银行与关联方在本年间发生了如下重大关联交易

利息收入

	本年累计数		上年累计数	
	金额 人民币元	比例(%)	金额 人民币元	比例(%)
三菱东京日联银行 (中国)有限公司	253,771.27	0.28	87,694.41	0.09
摩根士丹利华鑫证券 有限责任公司	712.33	0.00	-	-
合计	254,483.60	0.28	87,694.41	0.09

利息支出

	本年累计数		上年累计数	
	金额 人民币元	比例(%)	金额 人民币元	比例(%)
摩根士丹利 国际银行有限公司	-	-	561,176.99	1.01
摩根士丹利资产服务 咨询(中国)有限公司	1,437,423.71	4.73	12,676.74	0.02
摩根士丹利(中国)股权 投资管理有限公司	526,660.22	1.73	-	-
摩根士丹利投资顾问 (北京)有限公司	250,937.56	0.83	-	-
摩根士丹利信息技术 (上海)有限公司	88,804.01	0.29	-	-
其他	1,167.94	0.00	-	-
合计	2,304,993.44	7.58	573,853.73	1.03

手续费及佣金收入

	本年累计数		上年累计数	
	金额 人民币元	比例(%)	金额 人民币元	比例(%)
摩根士丹利 亚洲有限公司	94,326,385.78	98.25	69,655,445.75	62.86
摩根士丹利商贸 (中国)有限公司	-	-	50,000.00	0.04
摩根士丹利管理服务 (上海)有限公司	-	-	50,000.00	0.04
摩根士丹利投资顾问 (上海)有限公司	-	-	50,000.00	0.04
合计	94,326,385.78	98.25	69,805,445.75	62.98

十、 关联方关系及其交易 - 续

(3)本银行与关联方在本年间发生了如下重大关联交易 - 续

业务及管理费

	<u>本年累计数</u>		<u>上年累计数</u>	
	<u>金额</u> 人民币元	比例(%)	<u>金额</u> 人民币元	比例(%)
摩根士丹利管理服务 (上海)有限公司	<u>2,880,000.00</u>	<u>4.43</u>	<u>1,480,000.00</u>	<u>1.90</u>

本银行在日常业务过程中按一般商业条款与关联方进行交易。

(4)关联交易未结算金额

存放同业

	<u>年末数</u>		<u>年初数</u>	
	<u>金额</u> 人民币元	比例(%)	<u>金额</u> 人民币元	比例(%)
三菱东京 日联银行有限公司	<u>257.68</u>	<u>0.00</u>	<u>301.33</u>	<u>0.00</u>

同业存款

	<u>年末数</u>		<u>年初数</u>	
	<u>金额</u> 人民币元	比例(%)	<u>金额</u> 人民币元	比例(%)
摩根士丹利华鑫基金管理 有限公司	<u>769.35</u>	<u>18.21</u>	<u>866.56</u>	<u>19.60</u>

十、 关联方关系及其交易 - 续

(4)关联交易未结算金额 - 续

吸收存款

	年末数		年初数	
	金额 人民币元	比例(%)	金额 人民币元	比例(%)
摩根士丹利资产服务 咨询(中国)有限公司	119,000,095.27	11.31	17,161,772.33	1.22
摩根士丹利投资顾问 (北京)有限公司	76,224,487.79	7.25	-	-
摩根士丹利(中国)股权 投资管理有限公司	45,000,000.43	4.28	-	-
摩根士丹利信息技术 (上海)有限公司	9,065,780.60	0.86	-	-
其他	34.22	0.00	24,773.40	0.00
合计	249,290,398.31	23.70	17,186,545.73	1.22

应付利息

	年末数		年初数	
	金额 人民币元	比例(%)	金额 人民币元	比例(%)
摩根士丹利资产服务 咨询(中国)有限公司	674,173.21	12.02	3,574.86	0.09
摩根士丹利(中国) 股权投资管理有限公司	330,397.22	5.89	-	-
摩根士丹利投资顾问(北京) 有限公司	91,019.66	1.62	-	-
摩根士丹利信息技术 (上海)有限公司	22,133.09	0.39	-	-
其他	0.08	0.00	-	-
合计	1,117,723.26	19.92	3,574.86	0.09

其他资产

	年末数		年初数	
	金额 人民币元	比例(%)	金额 人民币元	比例(%)
摩根士丹利 亚洲有限公司	638,295.08	18.90	2,243,480.29	5.69
摩根士丹利管理服务 (上海)有限公司	-	-	510,000.00	1.30
合计	638,295.08	18.90	2,753,480.29	6.99

十、 关联方关系及其交易 - 续

(4)关联交易未结算金额 - 续

其他负债

	年末数		年初数	
	金额 人民币元	比例(%)	金额 人民币元	比例(%)
摩根士丹利管理服务 (上海)有限公司	720,000.00	3.63	580,000.00	2.78

(5)关键管理人员报酬

	本年累计数		上年累计数	
	金额 人民币元	比例(%)	金额 人民币元	比例(%)
关键管理人员报酬	3,056,584.02	9.17	5,173,044.10	15.57

关键管理人员指有权利并负责进行计划、指挥和控制本银行活动的人员。

十一、 风险管理

1. 风险管理概述

(1)风险概述

本银行从事的各种经营活动使本银行面临各种类型的风险，特别是金融工具的运用，使风险趋于多样化和复杂化。本银行目前面临的主要风险包括：信用风险、流动性风险、市场风险和操作风险，其中市场风险包括外汇风险和利率风险。

本银行从事风险管理的目标是在风险和收益之间取得适当的平衡，将风险对本银行经营业绩的负面影响降低到最低水平，使本银行的利益最大化。基于该风险管理目标，本银行风险管理的基本策略是确定和分析本银行所面临的各种风险，建立适当的风险承受底线和进行风险管理，并通过系统提供的信息及时可靠地对各种风险进行监督，将风险控制 在限定的范围之内。

本银行董事会负责制定本银行整体风险管理战略，通过风险委员会、信贷管理委员会、资产负债管理委员会、操作风险管理委员会、合规委员会、行务会议等各类管理委员会及内部相关管理会议，监督控制本银行整体经营活动及业务风险。

十一、风险管理 - 续

2. 信用风险

(1)信用风险管理

信用风险是债务人或交易对手违约而产生损失的风险。

本银行的信用风险敞口主要来自于贷款及拆放同业等。本银行在风险委员会的领导下，执行本银行制定的信用风险管理制度。由银行董事会批准及每年复审的《摩根士丹利国际银行（中国）有限公司信用风险政策》是主导内部信用风险管理和控制政策文件，包括对信用评估、内部信用评级、贷款分类、国别风险管理、授信限额框架及问题敞口管理等的描述。

信用风险管理部负责对银行所承受的信用风险进行独立于业务的尽职调查和贷后跟踪、控制及管理，以确保银行的信用风险敞口能限制在由银行董事会制定的可承受范围内。信用风险管理部定期向资产负债管理委员会及风险委员会汇报信用风险敞口情况。风险委员会任命的信贷管理委员会负责与信用风险管理部进行审批决议。

(2)最大信用风险敞口信息

在不考虑可利用的担保物或其他信用增级的情况下，于资产负债表日最大信用风险敞口是指金融资产扣除减值准备后的账面价值，最大信用风险敞口金额列示如下：

	年末数 人民币元	年初数 人民币元
表内项目		
发放贷款和垫款	295,500,000.00	99,000,000.00
应收同业款项	449,117,239.14	1,305,027,438.02
其中：存放同业款项	149,117,239.14	204,186,338.02
拆出资金	300,000,000.00	1,100,841,100.00
以公允价值计量且其变动 计入当期损益的金融资产	1,476,793,710.00	665,041,693.23
应收利息	51,864,291.93	14,681,038.65
其他金融资产	2,074,423.31	24,110,745.09
表内项目合计	<u>2,275,349,664.38</u>	<u>2,107,860,914.99</u>
表外项目合计	<u>3,331,400.00</u>	<u>3,678,400.00</u>
合计	<u>2,278,681,064.38</u>	<u>2,111,539,314.99</u>

其他金融资产中包括存出保证金、应收手续费、应收金融机构债券交易结算款等。

除了信用贷款外，本银行对其他贷款、表外项目等还会根据授信的风险程度采取一定的信用增强措施如担保及抵押、质押来降低信用风险敞口至可接受水平。

十一、风险管理 - 续

2. 信用风险 - 续

(3) 发放贷款和垫款和应收同业款项

逾期和减值

(i) 截至 2014 年 12 月 31 日止，本银行不存在逾期和减值的贷款和垫款以及应收同业款项(2013 年：无)。

(ii) 尚未逾期和减值

	年末数	
	正常 人民币元	合计 人民币元
发放贷款和垫款 - 贷款	295,500,000.00	295,500,000.00
应收同业款项	449,117,239.14	449,117,239.14
	年初数	
	正常 人民币元	合计 人民币元
发放贷款和垫款 - 贷款	99,000,000.00	99,000,000.00
应收同业款项	1,305,027,438.02	1,305,027,438.02

本银行对于尚未逾期和减值的贷款和垫款以及应收同业款项已按照组合评估的结果计提减值准备。

(4) 以公允价值计量且其变动计入当期损益的金融资产

	年末数	年初数
	人民币元	人民币元
尚未逾期 交易性债券投资	1,476,793,710.00	665,041,693.23

本银行债权性投资品种主要有国债、央行票据以及金融机构债券。

(5) 金融资产信用风险集中度分析

本银行通过行业性管理金融资产信用风险集中度，相关分析参见附注八、6(2)。

十一、风险管理 - 续

3. 流动性风险

流动性风险是指商业银行无力为负债的减少和/或资产的增加提供融资而造成损失或破产的风险。流动性风险是因资产和负债的金额和到期日不匹配而产生。

(1) 流动性风险管理

银行已制订了流动性风险管理政策及流程，及时识别和控制短期和长期的流动性风险，确保银行实施审慎的流动性风险管理并保障银行资金满足日常和市场信贷/流动性紧缩的情况下的经营需求。流动性风险控制政策主要包括：

- (i) 本银行密切关注银行的本外币头寸结构、期限、限额和维持流动性的成本；
- (ii) 资产负债管理委员会每月召开会议，审阅流动性风险，讨论银行资产/负债结构的最优化；
- (iii) 开展流动风险压力测试并提交银行的资产负债委员会每月审查，确保银行在面对市场长期的信贷/流动性紧缩的情况下仍有能力在一年内保证业务有序的操作；
- (iv) 资产负债管理委员会审阅资产负债管理报告和业务需求，确保本银行有充足的流动资金和合理的融资计划。



十一、风险管理 - 续

3. 流动性风险 - 续

(2) 非衍生流动风险分析

本银行的资产及负债的到期分析列示如下：

下表为本银行资产负债表日非衍生金融资产与金融负债按未折现剩余合同现金流的到期期限分析。

	年末数						
	即期/已逾期 人民币千元	1个月以内 人民币千元	1-3个月以内 人民币千元	3-12个月以内 人民币千元	1年以上 人民币千元	未定期限 人民币千元	合计 人民币千元
<b>金融资产</b>							
存放中央银行款项	308,903	-	-	-	-	183,154	492,057
存放同业款项	149,117	-	-	-	-	-	149,117
拆出资金	-	-	4,596	13,711	327,448	-	345,755
以公允价值计量且其变动 计入当期损益的金融资产	-	1,524,731	-	-	-	-	1,524,731
发放贷款和垫款	-	-	102,560	202,709	-	-	305,269
其他金融资产	-	639	-	-	-	1,435	2,074
<b>金融资产合计</b>	<b>458,020</b>	<b>1,525,370</b>	<b>107,156</b>	<b>216,420</b>	<b>327,448</b>	<b>184,589</b>	<b>2,819,003</b>
<b>金融负债</b>							
同业及其他金融机构存放款项	4	-	-	-	-	-	4
卖出回购金融资产款	-	294,257	-	-	-	-	294,257
吸收存款	63,490	694,727	232,240	70,306	-	-	1,060,763
其他金融负债	-	16,950	720	-	-	1,804	19,474
<b>金融负债合计</b>	<b>63,494</b>	<b>1,005,934</b>	<b>232,960</b>	<b>70,306</b>	<b>-</b>	<b>1,804</b>	<b>1,374,498</b>
<b>净额</b>	<b>394,526</b>	<b>519,436</b>	<b>(125,804)</b>	<b>146,114</b>	<b>327,448</b>	<b>182,785</b>	<b>1,444,505</b>
	年初数						
	即期/已逾期 人民币千元	1个月以内 人民币千元	1-3个月以内 人民币千元	3-12个月以内 人民币千元	1年以上 人民币千元	未定期限 人民币千元	合计 人民币千元
<b>金融资产</b>							
存放中央银行款项	377,462	-	-	-	-	251,556	629,018
存放同业款项	204,186	-	-	-	-	-	204,186
拆出资金	-	991,849	1,389	110,799	-	-	1,104,037
以公允价值计量且其变动 计入当期损益的金融资产	-	678,433	-	-	-	-	678,433
发放贷款和垫款	-	-	1,457	100,409	-	-	101,866
其他金融资产	-	22,908	-	-	-	1,203	24,111
<b>金融资产合计</b>	<b>581,648</b>	<b>1,693,190</b>	<b>2,846</b>	<b>211,208</b>	<b>-</b>	<b>252,759</b>	<b>2,741,651</b>
<b>金融负债</b>							
同业及其他金融机构存放款项	4	-	-	-	-	-	4
吸收存款	55,638	656,765	999	726,831	-	-	1,440,233
其他金融负债	-	17,524	720	-	-	2,100	20,344
<b>金融负债合计</b>	<b>55,642</b>	<b>674,289</b>	<b>1,719</b>	<b>726,831</b>	<b>-</b>	<b>2,100</b>	<b>1,460,581</b>
<b>净额</b>	<b>526,006</b>	<b>1,018,901</b>	<b>1,127</b>	<b>(515,623)</b>	<b>-</b>	<b>250,659</b>	<b>1,281,070</b>

十一、风险管理 - 续

4. 市场风险

市场风险是指因市场价格出现不利变动而使银行表内和表外业务发生损失的风险。本银行市场风险主要包括外汇风险和利率风险。本银行对市场风险管理的方式主要有：限额管理(包括交易限额，风险限额和止损限额)，市场风险计量、监测和报告，市值比较和市场风险资本管理。市场风险管理部门负责市场风险的监控并定期向风险委员会汇报。本银行已经建立和完善了市场风险限额管理体系，规范了市场风险管理的流程和报告机制。审计部定期对市场风险管理进行审计。本银行定期进行压力测试，衡量在异常情况下的潜在市场风险损失，并以此帮助加强市场风险的管理。

(1) 外汇风险

本银行在中华人民共和国境内成立及经营，外币交易以美元、港币为主。本银行的客户贷款以人民币、美元为主。

本银行对外汇风险主要实施敞口限额管理。

有关资产和负债按币种列示如下：

	年末数				
	人民币 人民币千元	美元折人民币 折合人民币千元	港币折人民币 折合人民币千元	其他币种折人民币 折合人民币千元	本外币合计 折合人民币千元
金融资产					
存放中央银行款项	489,060	2,759	79	-	491,898
存放同业款项	5,711	120,315	23,058	33	149,117
拆出资金	300,000	-	-	-	300,000
以公允价值计量且其变动 计入当期损益的金融资产	1,476,794	-	-	-	1,476,794
应收利息	51,864	-	-	-	51,864
发放贷款及垫款	295,500	-	-	-	295,500
其他金融资产	1,435	635	4	-	2,074
金融资产合计	2,620,364	123,709	23,141	33	2,767,247
金融负债					
同业及其他金融机构 存放款项	4	-	-	-	4
卖出回购金融资产款	294,000	-	-	-	294,000
吸收存款	996,727	55,071	40	-	1,051,838
应付利息	5,569	39	-	-	5,608
其他金融负债	17,671	189	1,614	-	19,474
金融负债合计	1,313,971	55,299	1,654	-	1,370,924
资产负债净头寸	1,306,393	68,410	21,487	33	1,396,323

十一、风险管理 - 续

4. 市场风险 - 续

(1) 外汇风险 - 续

	年初数				
	人民币 人民币千元	美元折人民币 折合人民币千元	港币折人民币 折合人民币千元	其他币种折人民币 折合人民币千元	本外币合计 折合人民币千元
金融资产					
存放中央银行款项	627,785	866	79	-	628,730
存放同业款项	4,564	16,935	182,647	40	204,186
拆出资金	985,000	115,841	-	-	1,100,841
以公允价值计量且其变动 计入当期损益的金融资产	665,042	-	-	-	665,042
应收利息	14,651	30	-	-	14,681
发放贷款及垫款	99,000	-	-	-	99,000
其他金融资产	21,875	2,232	4	-	24,111
金融资产合计	<u>2,417,917</u>	<u>135,904</u>	<u>182,730</u>	<u>40</u>	<u>2,736,591</u>
金融负债					
同业及其他金融机构 存放款项	4	-	-	-	4
吸收存款	1,394,930	17,162	44	-	1,412,136
应付利息	4,026	3	-	-	4,029
其他金融负债	18,313	420	1,611	-	20,344
金融负债合计	<u>1,417,273</u>	<u>17,585</u>	<u>1,655</u>	<u>-</u>	<u>1,436,513</u>
资产负债净头寸	<u>1,000,644</u>	<u>118,319</u>	<u>181,075</u>	<u>40</u>	<u>1,300,078</u>

下表显示了人民币对所有外币的即期与远期汇率同时升值 5%或贬值 5%的情况下，对本银行该年度所有者权益的影响。

	本年数 所有者权益 增加/(减少) 人民币千元	上年数 所有者权益 增加/(减少) 人民币千元
升值 5%	(3,372)	(11,229)
贬值 5%	3,372	11,229

十一、风险管理 - 续

4. 市场风险 - 续

(2) 利率风险

利率风险指市场利率变动对资产负债表上资产及负债之公允价值以及损益表中之年度利息收入及支出之潜在影响。本银行的外汇业务贷款利率和大额存款利率主要随本银行资金成本浮动,人民币业务贷款及存款利率按中国人民银行所规定的利率并在允许的范围内浮动。同业间拆借、拆放利率由市场决定。

截至资产负债表日,本银行的计息资产及负债状况如下:

	年末数						合计
	1个月内 人民币千元	1至3个月 人民币千元	3至12个月 人民币千元	1至5年 人民币千元	5年以上 人民币千元	不计息 人民币千元	
<b>金融资产</b>							
存放中央银行款项	489,060	-	-	-	-	2,838	491,898
存放同业款项	149,117	-	-	-	-	-	149,117
拆出资金	-	300,000	-	-	-	-	300,000
以公允价值计量且其变动 计入当期损益的金融资产	-	90,019	1,121,112	265,663	-	-	1,476,794
应收利息	-	-	-	-	-	51,864	51,864
发放贷款及垫款	-	295,500	-	-	-	-	295,500
其他金融资产	-	-	-	-	-	2,074	2,074
<b>金融资产合计</b>	<b>638,177</b>	<b>685,519</b>	<b>1,121,112</b>	<b>265,663</b>	<b>-</b>	<b>56,776</b>	<b>2,767,247</b>
<b>金融负债</b>							
同业及其他金融机构存放款项	4	-	-	-	-	-	4
卖出回购金融资产款	294,000	-	-	-	-	-	294,000
吸收存款	753,563	230,233	68,042	-	-	-	1,051,838
应付利息	-	-	-	-	-	5,608	5,608
其他金融负债	-	-	-	-	-	19,474	19,474
<b>金融负债合计</b>	<b>1,047,567</b>	<b>230,233</b>	<b>68,042</b>	<b>-</b>	<b>-</b>	<b>25,082</b>	<b>1,370,924</b>
<b>资产负债净头寸</b>	<b>(409,390)</b>	<b>455,286</b>	<b>1,053,070</b>	<b>265,663</b>	<b>-</b>	<b>31,694</b>	<b>1,396,323</b>
	年初数						
	1个月内 人民币千元	1至3个月 人民币千元	3至12个月 人民币千元	1至5年 人民币千元	5年以上 人民币千元	不计息 人民币千元	合计 人民币千元
<b>金融资产</b>							
存放中央银行款项	627,785	-	-	-	-	945	628,730
存放同业款项	204,186	-	-	-	-	-	204,186
拆出资金	991,453	109,388	-	-	-	-	1,100,841
以公允价值计量且其变动 计入当期损益的金融资产	-	48,901	377,130	239,011	-	-	665,042
应收利息	-	-	-	-	-	14,681	14,681
发放贷款及垫款	-	99,000	-	-	-	-	99,000
其他金融资产	-	-	-	-	-	24,111	24,111
<b>金融资产合计</b>	<b>1,823,424</b>	<b>257,289</b>	<b>377,130</b>	<b>239,011</b>	<b>-</b>	<b>39,737</b>	<b>2,736,591</b>
<b>金融负债</b>							
同业及其他金融机构存放款项	4	-	-	-	-	-	4
吸收存款	707,792	970	703,374	-	-	-	1,412,136
应付利息	-	-	-	-	-	4,029	4,029
其他金融负债	-	-	-	-	-	20,344	20,344
<b>金融负债合计</b>	<b>707,796</b>	<b>970</b>	<b>703,374</b>	<b>-</b>	<b>-</b>	<b>24,373</b>	<b>1,436,513</b>
<b>资产负债净头寸</b>	<b>1,115,628</b>	<b>256,319</b>	<b>(326,244)</b>	<b>239,011</b>	<b>-</b>	<b>15,364</b>	<b>1,300,078</b>

十一、风险管理 - 续

4. 市场风险 - 续

(2) 利率风险 - 续

*利率敏感性分析*

下列的敏感性分析是基于资产负债表日生息资产如存放中央银行款项、存放于同业及其他金融机构的款项、以公允价值计量且其变动计入当期损益和贷款和应收款项和付息负债如客户存款等所形成的利率敞口。

(1) 银行账户

下表列示了从盈利角度看,当所有货币的利率上浮或下降50个基点时对未来一年内本银行净利息收入的影响。银行账户系除以公允价值计量且其变动计入当期损益的金融资产之外的生息资产和生息负债。

	<u>本年数</u>	<u>上年数</u>
	净利息收入 (减少)/增加 人民币千元	净利息收入 增加/(减少) 人民币千元
利率上升 50 个基点	(256)	5,157
利率下降 50 个基点	256	(5,157)

(2) 交易账户

下表列示了从经济价值角度看,当所有货币的利率上浮或下降50个基点时对未来一年内本银行净值的影响。交易账户主要包括以公允价值计量且其变动计入当期损益的金融资产。

	<u>本年数</u>	<u>上年数</u>
	净值 (减少)/增加 人民币千元	净值 增加/(减少) 人民币千元
利率上升 50 个基点	(4,949)	(3,797)
利率下降 50 个基点	4,949	3,797

十一、风险管理 - 续

5. 资本管理

本银行资本管理遵循如下原则：

- 保持较高的资本质量和充足的资本水平，支持银行发展战略规划实施，满足监管要求；
- 充分识别、计量、监测、缓释和控制各类主要风险，确保资本水平与面临的风险及风险管理水平相适应；

本银行管理层基于银监会的监管规定以及巴塞尔委员会的相关指引，定期监控资本的充足性和监管资本的运用情况。本行每季度向银监会上报所要求的资本信息。

资本充足率反映了本银行稳健经营和抵御风险的能力。按照银监会《商业银行资本管理办法(试行)》及相关规定，自2013年1月1日起，商业银行应达到最低资本要求，其中核心一级资本充足率不得低于5%，一级资本充足率不得低于6%，资本充足率不得低于8%；商业银行应当在最低资本要求的基础上计提储备资本，储备资本要求为风险加权资产的2.5%。特定情况下，还应计提逆周期资本，逆周期资本要求为风险加权资产的0-2.5%，但目前银监会暂未要求提取逆周期资本。另外对系统重要性银行的附加资本要求为风险加权资产的1%，但本行目前未被认定为系统重要性银行。

本银行的资本充足率管理通过对资本充足率水准进行及时监控、分析和报告，与资本充足率管理目标进行比较，采取包括控制资产增速、调整风险资产结构、提高内部资本积累、从外部补充资本等各项措施，确保本银行的各级资本充足率持续满足监管要求和内部管理需要，抵御潜在风险，支持各项业务的健康可持续发展。

本银行根据自2013年1月1日起实施的《商业银行资本管理办法(试行)》计算的资本充足率、一级资本充足率与核心一级资本充足率如下：

	<u>年末数</u> 人民币千元	<u>年初数</u> 人民币千元
加权风险资产合计	1,073,124	857,286
其中：信用风险加权资产	667,892	499,289
市场风险加权资产	146,021	111,169
操作风险加权资产	259,211	246,828
资本净额	1,396,414	1,313,334
其中：核心一级资本	1,391,914	1,312,334
其它一级资本	-	-
二级资本	4,500	1,000
核心一级资本充足率	130%	153%
一级资本充足率	130%	153%
资本充足率	130%	153%

## 十二、金融资产和金融负债的公允价值

公允价值估计是在某一具体时点根据相关市场讯息及与金融工具有关的资讯而作出的。在存在活跃市场的情况下，如经授权的证券交易所，市价乃金融工具公允价值的最佳体现。在缺乏活跃市场的情况下，公允价值乃使用估值技术估算(详见附注四)。

金融资产和金融负债的公允价值按照下述方法确定：

- 具有标准条款及条件并存在活跃市场的金融资产及金融负债的公允价值分别参照相应的活跃市场现行出价及现行要价确定；
- 其他金融资产及金融负债(不包括衍生工具)的公允价值按照未来现金流量折现法为基础的通用定价模型确定或采用可观察的现行市场交易价格确认；
- 衍生工具的公允价值采用活跃市场的公开报价确定。如果不存在公开报价，不具有选择权的衍生工具的公允价值采用未来现金流量折现法在适用的收益曲线的基础上估计确定；具有选择权的衍生工具的公允价值采用期权定价模型(如二项式模型)计算确定。

### 1. 持续的以公允价值计量的资产和负债

下表列示了本银行资产负债表日持续的以公允价值计量的资产和负债的公允价值层次：

	年末数			
	第1层次 人民币千元	第2层次 人民币千元	第3层次 人民币千元	合计 人民币千元
以公允价值计量且其变动 计入当期损益的金融资产	-	1,476,794	-	1,476,794
	年初数			
	第1层次 人民币千元	第2层次 人民币千元	第3层次 人民币元	合计 人民币元
以公允价值计量且其变动 计入当期损益的金融资产		665,042		665,042

本年度及上年度本银行的金融资产的公允价值计量未发生第1层次和第2层次之间的转换。

本银行持有的以公允价值计量的金融资产本年度计入当期损益的公允价值变动收益为人民币 7,935,376.77 元(上年度：损失计人民币 631,092.77 元)。

## 十二、金融资产和金融负债的公允价值 - 续

### 1. 持续的以公允价值计量的资产和负债 - 续

本银行实施相关控制程序验证金融工具的公允价值的合理性，包括由定价模型确定金融工具公允价值。设计这些控制程序的目的旨在确保财务报告中披露的金融工具的公允价值的计价基础是使用公开获取的数据得到的。而对于那些无法使用公开获取的数据的情况，该等控制程序也将确保本银行使用适当且一致的定价方法并采用合理假设。相关控制程序包括由摩根士丹利集团内部具有相关专业知识和独立于交易部门的人员，对公允价值定价模型的合理性和适当性进行复核。

此外，财务控制、市场风险管理以及信用风险管理等独立于交易部门的机构，也将参与复核和确认由定价模型得到的公允价值是适当的。当使用定价模型来确定公允价值时，本银行将最近发生的有可比性的交易结果和其他市场可观察数据作为参考来确认定价模型所使用的假设数据。

本银行本期所持有的以公允价值计量的金融资产主要为政府债券及金融机构债券等。当存在活跃市场时，本银行采用活跃市场报价作为公允价值；当不存在活跃市场报价时，采用估值模型计算公允价值。在估值模型中涉及到的参数包括收益曲线，交叉货币基础指数利差，国家信用利差等，均应参考与被评估对象在发行方、到期期限、债券优先级等方面类似的债券的相关参数。一般而言，上述金融资产在公允价值的层次中被归类在一级或二级。

### 2. 资产负债表日不以公允价值计量但以公允价值披露的资产和负债的公允价值层次

资产负债表中未以公允价值计量的金融资产和负债主要包括：存放中央银行款项、存放同业款项、拆出资金、发放贷款和垫款、应收利息、同业及其他金融机构存放款项、拆入资金、卖出回购金融资产款、吸收存款及应付利息等。

本银行资产负债表日不以公允价值计量的资产和负债除拆出资金外，到期期限均在 1 年以内；拆出资金到期期限虽然在 1 年以上，但采用浮动利率计息，故本银行资产负债表日上述金融资产和负债公允价值与账面价值基本一致。

## 十三、比较数据

部分比较数据已按 2014 年的列报方式进行了重分类。

## 十四、财务报表之批准

本财务报表于 2015 年月日经本银行董事会批准。

\* \* \*财务报表结束\* \* \*



MORGAN STANLEY BANK INTERNATIONAL  
(CHINA) LIMITED

Financial Statements and Auditors' Report  
For the year ended 31 December 2014

*The financial statements and auditors' report have been issued in Chinese. The English translation is prepared for your reference only. If there is any conflict of meaning between the Chinese and English versions, the Chinese version prevails.*

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

FINANCIAL STATEMENTS AND AUDITORS' REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2014

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## AUDITOR'S REPORT

De Shi Bao (Shen) Zi (15) No.P[]  
[Translation]

### TO THE BOARD OF DIRECTORS OF MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED:

We have audited the accompanying financial statements of Morgan Stanley Bank International (China) Limited (the "Bank"), which comprise the balance sheet as at 31 December 2014, and the income statement, the statement of changes in owner's equity and the cash flow statement for the year then ended, and the notes to the financial statements.

#### 1. Management's responsibility for the financial statements

Management of the Bank is responsible for the preparation and fair presentation of financial statements. This responsibility includes: (1) preparing the financial statements in accordance with Accounting Standards for Business Enterprises to achieve fair presentation of the financial statements; (2) designing, implementing and maintaining internal control that is necessary to enable the financial statements that are free from material misstatement, whether due to fraud or error.

#### 2. Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with China Standards on Auditing. Those standards require that we comply with the Code of Ethics for Chinese Certified Public Accountants, and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider the internal control relevant to the preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### 3. Opinion

In our opinion, the financial statements of the Bank present fairly, in all material respects, the financial position of the Bank as of 31 December 2014, and the results of its operations and cash flows for the year then ended in accordance with Accounting Standards for Business Enterprises.

Deloitte Touche Tohmatsu CPA LLP.  
Shanghai, China

China Certified Public Accountant

17 April 2015

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

BALANCE SHEET  
AT 31 DECEMBER 2014

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	<u>Note VIII</u>	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
<b>ASSETS</b>			
Balances with the Central Bank	1	491,898,066.07	628,729,583.84
Due from banks	2	149,117,239.14	204,186,338.02
Placements with banks and other financial institutions	3	300,000,000.00	1,100,841,100.00
Financial assets at fair value through profit or loss	4	1,476,793,710.00	665,041,693.23
Interest receivable	5	51,864,291.93	14,681,038.65
Loans and advances to customers	6	295,500,000.00	99,000,000.00
Fixed assets	7	2,042,135.68	2,766,907.29
Intangible assets	8	1,759,252.14	7,621,637.38
Deferred tax assets	9	8,684,230.09	7,020,798.14
Other assets	10	3,377,303.95	39,369,905.43
<b>TOTAL ASSETS</b>		<u>2,781,036,229.00</u>	<u>2,769,259,001.98</u>

(Continued)

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

BALANCE SHEET - CONTINUED  
AT 31 DECEMBER 2014

	<u>Note VIII</u>	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
<b>LIABILITIES</b>			
Due to banks and other financial institutions	11	4,223.89	4,408.83
Repurchase agreements	12	294,000,000.00	-
Customer deposits	13	1,051,838,229.33	1,412,136,400.17
Employee benefit payable	14	13,716,947.26	10,621,158.93
Current tax payable	15	2,350,658.32	1,673,808.45
Interest payable	16	5,608,466.34	4,029,234.27
Other liabilities	17	19,844,668.04	20,837,900.26
<b>TOTAL LIABILITIES</b>		<u>1,387,363,193.18</u>	<u>1,449,302,910.91</u>
<b>OWNER'S EQUITY</b>			
Paid-in capital	18	1,000,000,000.00	1,000,000,000.00
Surplus reserves	19	57,482,438.73	50,069,597.40
Other comprehensive income	20	182,531.36	594,000.00
General reserves	21	12,060,000.00	21,665,000.00
Retained earnings	22	323,948,065.73	247,627,493.67
<b>TOTAL OWNER'S EQUITY</b>		<u>1,393,673,035.82</u>	<u>1,319,956,091.07</u>
<b>TOTAL LIABILITIES AND OWNER'S EQUITY</b>		<u>2,781,036,229.00</u>	<u>2,769,259,001.98</u>

The accompanying notes are part of the financial statements.

The financial statements on pages 3 to 60 were signed by the following:

\_\_\_\_\_  
Head of the Bank

\_\_\_\_\_  
Head of Finance Department

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

INCOME STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2014

	<u>Note VIII</u>	<u>2014</u> RMB	<u>2013</u> RMB
Operating income		176,415,120.56	98,517,253.62
Net interest income	23	60,593,876.74	42,620,828.66
Interest income	23	90,982,917.99	98,148,423.32
Interest expenses	23	30,389,041.25	55,527,594.66
Net fee and commission income	24	95,073,175.40	109,677,935.28
Fee and commission income	24	96,006,910.77	110,816,640.32
Fee and commission expenses	24	933,735.37	1,138,705.04
Investment income/ (losses)	25	9,661,465.00	(38,182,336.00)
Gain/ (losses) from changes in fair value	26	7,935,376.77	(19,483,706.77)
Exchange gain/ (losses)		3,151,226.65	(15,020,995.29)
Other operating income	27	-	18,905,527.74
Operating expenses		77,785,437.12	79,713,773.31
Business tax and surcharges	28	9,529,451.97	7,902,855.34
Operating expenses	29	65,051,353.85	77,890,030.92
Impairment loss/ (reversal)	30	3,204,631.30	(6,079,112.95)
Operating profit		98,629,683.44	18,803,480.31
Add: Non-operating income	31	286,491.58	954,395.33
Less: Non-operating expenses	32	104.03	31,657,135.00
PROFIT/ (LOSS) BEFORE TAX		98,916,070.99	(11,899,259.36)
Less: Income tax expenses	33	24,787,657.60	4,429,338.28
NET PROFIT/ (LOSS)		74,128,413.39	(16,328,597.64)
OTHER COMPREHENSIVE (LOSS)/ INCOME, NET OF INCOME TAX	20	(411,468.64)	444,750.00
Included: Items that will not be subsequently reclassified to profit or loss			
- Remeasurement of defined benefit obligation		(411,468.64)	444,750.00
TOTAL COMPREHENSIVE INCOME/ (LOSS)		73,716,944.75	(15,883,847.64)

The accompanying notes are part of the financial statements.

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2014

	<u>Note VIII</u>	<u>2014</u> RMB	<u>2013</u> RMB
Cash flow from operating activities			
Net decrease in balances with the Central Bank and due from banks		68,401,577.44	146,527,008.75
Net decrease in loans and advances to customers		-	494,282,500.00
Net decrease in due from banks, Placements with banks and other financial institutions		-	179,373,413.35
Net increase in repurchase agreements		294,000,000.00	-
Interest, fee and commission received		135,845,292.22	159,452,357.11
Other cash received relating to operating activities		35,179,918.72	1,165,615.35
Subtotal of cash inflows from operating activities		<u>533,426,788.38</u>	<u>980,800,894.56</u>
Net increase in loans and advances to customers		200,000,000.00	-
Net decrease in customer deposits, due to banks and other financial institutions		360,298,355.78	377,425,430.88
Net decrease in placements from banks and other financial institutions		-	160,280,250.00
Net increase in placements with banks and other financial institutions		190,612,400.00	-
Net decrease in repurchase agreements		-	392,000,000.00
Interest, fee and commission paid		29,743,544.55	68,534,632.57
Cash paid to and for employees		30,792,348.09	29,877,765.51
Tax payments		34,734,001.76	35,999,355.98
Other cash paid relating to operating activities		24,375,545.19	49,970,084.47
Subtotal of cash outflows from operating activities		<u>870,556,195.37</u>	<u>1,114,087,519.41</u>
Net cash flow from operating activities	35	<u>(337,129,406.99)</u>	<u>(133,286,624.85)</u>
Cash flow from investing activities			
Cash received from disposal of investments		12,612,018,850.00	10,372,826,850.12
Investment income received		23,668,676.86	19,180,490.02
Net cash received from disposal of fixed assets		-	18,694,307.72
Subtotal of cash inflows from investing activities		<u>12,635,687,526.86</u>	<u>10,410,701,647.86</u>
Cash paid to purchase fixed assets, intangible assets and other long-term assets		1,281,697.60	77,454.61
Cash paid to purchase investments		13,415,835,490.00	9,749,253,730.00
Subtotal of cash outflows from investing activities		<u>13,417,117,187.60</u>	<u>9,749,331,184.61</u>
Net cash flow from investing activities		<u>(781,429,660.74)</u>	<u>661,370,463.25</u>
Effect of exchange rate changes on cash and cash equivalents		<u>3,323,796.98</u>	<u>(9,761,073.57)</u>
Net (decrease) / increase in cash and cash equivalents		<u>(1,115,235,270.75)</u>	<u>518,322,764.83</u>
Add: Cash and cash equivalents at the beginning of the year	34	1,573,816,988.06	1,055,494,223.23
Cash and cash equivalents at the end of the year	34	<u>458,581,717.31</u>	<u>1,573,816,988.06</u>

The accompanying notes are part of the financial statements.



**MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED**

**STATEMENT OF CHANGES IN OWNER'S EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2014**

	2014					
	Paid-in capital RMB (Note VIII, 18)	Surplus reserves RMB (Note VIII, 19)	General reserves RMB (Note VIII, 21)	Other comprehensive income RMB (Note VIII, 20)	Retained earnings RMB (Note VIII, 22)	Total owner's equity RMB
<b>I. Balance as at 31 December 2013 and 1 January 2014</b>	1,000,000,000.00	50,069,597.40	21,665,000.00	594,000.00	247,627,493.67	1,319,956,091.07
<b>II. Current year movement</b>	-	7,412,841.33	(9,605,000.00)	(411,468.64)	76,320,572.06	73,716,944.75
(I) Total comprehensive income	-	-	-	(411,468.64)	74,128,413.39	73,716,944.75
(II) Distribution of profit	-	7,412,841.33	(9,605,000.00)	-	2,192,158.67	-
1. Appropriation to surplus reserves	-	7,412,841.33	-	-	(7,412,841.33)	-
2. Appropriation to general reserves	-	-	(9,605,000.00)	-	9,605,000.00	-
<b>III. Balance as at 31 December 2014</b>	1,000,000,000.00	57,482,438.73	12,060,000.00	182,531.36	323,948,065.73	1,393,673,035.82

	2013					
	Paid-in capital RMB (Note VIII, 18)	Surplus reserves RMB (Note VIII, 19)	General reserves RMB (Note VIII, 21)	Other comprehensive income RMB (Note VIII, 20)	Retained earnings RMB (Note VIII, 22)	Total owner's equity RMB
<b>I. Balance as at 31 December 2012 and 1 January 2013</b>	1,000,000,000.00	50,069,597.40	20,478,000.00	149,250.00	265,143,091.31	1,335,839,938.71
<b>II. Current year movement</b>	-	-	1,187,000.00	444,750.00	(17,515,597.64)	(15,883,847.64)
(I) Total comprehensive income	-	-	-	444,750.00	(16,328,597.64)	(15,883,847.64)
(II) Distribution of profit	-	-	1,187,000.00	-	(1,187,000.00)	-
1. Appropriation to surplus reserves	-	-	-	-	-	-
2. Appropriation to general reserves	-	-	1,187,000.00	-	(1,187,000.00)	-
<b>III. Balance as at 31 December 2013</b>	1,000,000,000.00	50,069,597.40	21,665,000.00	594,000.00	247,627,493.67	1,319,956,091.07

The accompanying notes are part of the financial statements.

## MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

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#### I. GENERAL

Morgan Stanley Bank International (China) Limited (the “Bank”), formerly known as Nan Tung Bank Ltd., Zhuhai, was established by Nan Tung Investment (Macao) Limited which is wholly-owned by Bank of China Macau Branch. The Bank was approved by the People’s Bank of China ( “PBOC”) to establish on 19 October 1984 and obtain its business license on 14 December 1984 .

With the approval from the China Banking Regulatory Commission ( “CBRC”) on 8 September 2006, Morgan Stanley Bank International Limited (“MSBIL”) acquired 100% equity interest of the Bank from Nan Tung Investment (Macao) Limited. The Bank renewed the obtained business license after the change of shareholder. As of 31 December 2014, the Bank's registered capital is RMB 1 billion, including RMB 820,284,000.00 for RMB business and Hong Kong Dollars (“HKD”) equivalent of RMB 179,716,000.00 for foreign currency business. The Bank’s parent company is Morgan Stanley Bank International Limited, and the ultimate parent company of the Bank is Morgan Stanley. Details of capital contribution by the investor are described in Note VIII, 18.

The Bank was approved by CBRC on 10 June 2009 to establish a branch in Beijing and obtained a branch business license on 24 June 2009.

The registered address of the Bank is Room 2801-2807 and Room 2816, 28/F, Yuecai Building No.188 Jingshan Road, Jida, Zhuhai, Guangdong, People’s Republic of China (“PRC”). The Bank is formed as a limited liability company.

The Bank is permitted to provide the following services to various customers for foreign currency business and to customers except for China citizens in the territory of China for RMB business: accepting public deposits; providing short-term, medium and long-term loans; undertaking acceptance and discounting of negotiable instruments; purchasing and selling government bonds, financial bonds, and other foreign currency securities except for shares; providing letters of credit (L/C) service and guarantee; conducting domestic and international settlements; buying and selling foreign currency for its own accounts or as agents; inter-bank borrowing and lending; providing bank card service; providing safety box service; providing credit investigation and consultancy service; and other businesses approved by CBRC.

#### II. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Bank has adopted the Accounting Standards for Business Enterprises (“CASs”) issued by the Ministry of Finance (“MOF”).

#### III. STATEMENT OF COMPLIANCE WITH THE ACCOUNTING STANDARDS FOR BUSINESS ENTERPRISES

The financial statements of the Bank have been prepared in accordance with CASs, and present truly and completely, the Bank's financial position as of 31 December 2014, and results of operations and cash flows for the year then ended.

#### IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

The following significant accounting policies and accounting estimates are determined in accordance with the CASs.

##### 1. Accounting year

The Bank has adopted the calendar year as its accounting year, i.e. from 1 January to 31 December.

##### 2. Functional currency

The Bank's functional currency is RMB, the currency of the primary economic environment in which the Bank operates. The reporting currency of the financial statements is RMB.

##### 3. Basis of accounting and principle of measurement

The Bank has adopted the accrual basis of accounting. Except for certain financial instruments which are measured at fair value, the Bank has adopted the historical cost model as the principle of measurement of the financial statements. Where assets are impaired, provisions for asset impairment are accrued in accordance with relevant requirements.

Under historical cost model, the assets are initially recognized at the amount of cash and cash equivalents paid or fair value of other consideration given to acquire an asset. The liabilities are measured at the amount of asset or cash received bearing the present obligation or contractual amount of present obligation or amount of cash or cash equivalents expected to pay to settle the liability in daily activities.

Fair value is defined as the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measured or disclosed in the financial statements are determined on aforementioned basis, regardless of whether it is directly observable or estimated using valuation technique.

The fair value measurement is categorized into 3 levels based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Bank has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

##### 4. Cash and cash equivalents

Cash comprises cash on hand and the deposits which can be paid on demand. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES – continued  
5. Financial instruments

The Bank recognizes a financial asset or a financial liability when the Bank becomes a party to the contract of the financial instrument. Financial assets and financial liabilities are initially recognized at fair value. For financial assets and financial liabilities classified as fair value through profit or loss (“FVTPL”), related transaction costs are charged to the profit or loss for the current period; for financial assets and financial liabilities classified as other categories, related transaction costs are included in the initial recognition amounts.

5.1 The effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability (or group of financial assets or financial liabilities) and interest income or interest expense over the relevant period, using the effective interest rate. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

When calculating the effective interest rate, the Bank estimates the future cash flows considering all contractual terms of financial assets and financial liabilities (without considering future credit losses). The calculation includes all fees paid or received between the parties to the contract that are an integral part of the effective interest rate i.e. transaction costs, and all other premiums or discounts etc.

5.2 Classification, recognition and measurement of financial assets

On initial recognition, financial assets are classified into the following categories: FVTPL, ‘held-to-maturity’ investments, ‘loans and receivables’ and ‘available-for-sale’ (“AFS”) financial assets. For a financial asset traded in regular way, the Bank recognises and derecognises the financial asset using trade date accounting.

The Bank’s financial assets classified as financial assets at FVTPL, and loans and receivables.

*Financial assets at FVTPL*

Financial assets are classified as at FVTPL where the financial asset is either held for trading or it is designated as at FVTPL. The Bank’s financial assets at FVTPL is held for trading.

A financial asset is classified as held for trading if: (1) it has been acquired principally for the purpose of selling in the near future; or (2) it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking; or (3) it is a derivative, except for a derivative that is a designated and effective hedging instrument, or a financial guarantee contract, or a derivative that is linked to and must be settled by delivery of an unquoted equity instrument (without a quoted price from an active market) whose fair value cannot be reliably measured.

Financial assets at FVTPL are subsequently measured at fair value, with gains or losses arising from changes in fair value as well as dividends and interest income related to such financial assets recognised in profit or loss for the current period.

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES - continued

5. Financial instruments - continued

5.2 Classification, recognition and measurement of financial assets - continued

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables of the Bank include balances with PBOC, due from banks, placements with banks and other financial institutions, loans and advances to customers, interest receivable and security deposits etc.

Loans and receivables are subsequently measured at amortised cost using the effective interest method. Gains or losses arising from derecognition, impairment or amortisation are recognised in profit or loss for the current period.

5.3 Impairment of financial assets

The Bank assesses the carrying amount of financial assets, other than those at FVTPL, at each balance sheet date. If there is objective evidence that financial assets are impaired the Bank determines the amount of any impairment loss. Objective evidence that a financial asset is impaired refers to one or more events that occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset which can be reliably estimated.

Objective evidences that financial assets are impaired include evidences arising from the following events:

- (1) Significant financial difficulty of the issuer or debtor;
- (2) A breach of contract by the borrower, such as a default or delinquency in interest or principal payments;
- (3) The lender, for economic or legal reasons relating to the borrower's financial difficulty, granting a concession to the borrower;
- (4) It has become probable that the borrower will enter into bankruptcy or other financial reorganization;
- (5) The financial assets discontinue trading in an active market because of financial difficulties of the issuer;
- (6) Upon an overall assessment of a group of financial assets, observable data indicates that there is a measurable decrease in the estimated future cash flows from group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial asset in the group of financial assets. Such observable data includes:
  - adverse changes in the payment status of borrowers in the Bank;
  - adverse changes in industry or country conditions of the borrowers that might affect the repayment of the Bank of financial assets;
- (7) Other objective evidence indicating there is an impairment of a financial asset.

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES - continued

5. Financial instruments - continued

5.3 Impairment of financial assets - continued

*Impairment of financial assets carried at amortised cost*

If financial assets carried at amortised cost are impaired, the carrying amount of the financial assets shall be reduced to the present value of estimated future cash flows discounted at the financial assets' original effective interest rate (excluding future credit losses that have not been incurred). The amount of reduction shall be recognised as an impairment loss in profit or loss. If, after the recognition of impairment losses, the carrying amount of financial assets increases and the increase can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment losses are reversed through profit or loss to the extent that the carrying amount of the financial assets at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

For a financial asset that is individually significant, the Bank conducts the impairment testing individually. For a financial asset that is not individually significant, the Bank assesses the asset individually for impairment or includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. For a financial asset that does not need impairment after individual assessment (include financial assets individually material and immaterial), the Bank reassesses the asset collectively with a group of financial assets with similar credit risk characteristics for impairment. The financial asset that has impaired in individual assessment does not need to be included in collectively assessment for impairment with a group of financial assets with similar credit risk characteristics.

5.4 Transfers of financial assets

The Bank derecognises a financial asset only when: 1) the contractual rights to receive the cash flows from the financial asset expire; or 2) it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to the transferee; or 3) it transfers the financial asset, neither transfers nor retains substantially all the risks and rewards of ownership but has not retained control of the financial asset.

Where the Bank does not either transfer or retain substantially all of the risks and rewards related to the ownership of a financial asset, and if the Bank does not relinquish control over the financial asset, it shall, to the extent of its continuous involvement in the financial asset, recognise it as a related financial asset and recognise the relevant liability accordingly. The term "continuous involvement in the transferred financial asset" shall refer to the risk level that the Bank faces as a result of any change in the value of the financial asset.

If the transfer of an entire financial asset satisfies the conditions relating to derecognition, the difference between the amounts described in the following two items shall be recorded in the profit or loss for the current period: 1) the carrying amount of the transferred financial asset; and 2) the sum of the total consideration received from the transfer and the cumulative amount of the change in the fair value originally recorded in the owner's equity.

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES - continued

5. Financial instruments - continued

5.4 Transfers of financial assets - continued

If the transfer of part of a financial asset satisfies the conditions for derecognition, the Bank shall allocate the carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognise on the basis of the relative fair values of those parts (under such circumstances, the service asset retained shall be deemed to be a portion of the financial asset which continues to be recognised). And the difference between the amounts described in the following two items shall be recorded in the profit or loss for the current period: 1) the carrying amount of the derecognised portion; and 2) the sum of the total consideration paid for the derecognised portion and the portion of the cumulative amount of changes in the fair value originally recorded in the owner's equity which corresponds to the derecognised portion (in the event that the financial asset involved in the transfer is a financial asset available for sale).

A financial asset which sold with an agreement to repurchase in the near future, the Bank continues to recognise it in the balance sheet. Proceeds from sales of such assets including the interest are recognised as financial assets sold under repurchase agreement in the balance sheet. The difference between selling price and repurchase price at the duration of the agreement is recognised by the effective interest method as interest expense.

5.5 Classification, recognition and measurement of financial liabilities

The Bank recognises the issued financial instruments as financial liabilities or equity instruments according to the economic substance of the contractual provisions of the financial instrument rather than the legal form and the definition of financial liabilities or equity instruments.

On initial recognition, financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'. The Bank's financial liabilities are other financial liabilities.

*Other financial liabilities*

Derivative financial liabilities linked to and which must be settled by delivery of an unquoted equity instrument (without a quoted price in an active market) whose fair value cannot be measured reliably are subsequently measured at cost. Other financial liabilities are subsequently measured at amortised cost using the effective interest method; gains or losses arising from derecognition or amortisation are recognised in profit or loss for the current period.

*Financial guarantee contracts*

Financial guarantee contracts are contracts between a guarantor and a creditor that when the debtor defaults, the guarantor should perform agreed obligations. Financial guarantee contracts that are not designated as financial liabilities at FVTPL are initially recognised at fair value, and are subsequently measured at the higher of the following two amounts: (1) the amount determined in accordance with CAS No. 13 – Contingencies; and (2) the amount initially recognised less cumulative amortisation recognised in accordance with the principles set out in CAS No. 14 – Revenue.

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES - continued

5. Financial instruments - continued

5.6 Derecognition of financial liabilities

The Bank derecognises a financial liability (or part of it) only when the underlying present obligation (or part of it) is discharged. An agreement between the Bank (an existing borrower) and an existing lender to replace the original financial liability with a new financial liability with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

When the Bank derecognises a financial liability or a part of it, the Bank recognises the difference between the carrying amount of the financial liability (or part of the financial liability) derecognised and the consideration paid (including any non-cash assets transferred or new financial liabilities assumed) in profit or loss.

5.7 Offsetting a financial asset and a financial liability

Financial assets and liabilities are offset and the net amount is reported in the balance sheet if, and only if, the Bank has a currently enforceable legal right to set off the recognised amounts and intends to settle on a net basis, or to realize an asset and settle the liability simultaneously. In all other situations they are presented separately in the balance sheet and are not offset.

6. Fixed assets

Fixed assets are tangible assets that are held for supply of services, or for administrative purposes and have useful lives more than one accounting year. Fixed assets shall be recognised only when it is probable that economic benefits associated with the assets will flow to the enterprise and the cost of the assets can be measured reliably. Fixed assets are initially measured at historical cost.

Subsequent expenditure incurred on a fixed asset is included in the cost of the fixed asset, only if it is probable that economic benefits associated with the asset will flow to the Bank and the relevant cost can be measured reliably. Meanwhile the carrying amount of the replaced part is derecognised. Other subsequent expenditure that fails to meet the capitalization criteria is recorded to profit or loss when incurred.

Fixed assets are depreciated over their estimated useful lives from the month after they are in available condition for the intended use, applying the straight-line method. The useful lives, estimated net residual values rates and annual depreciation rates of each class of fixed assets are as follows:

<u>Classes</u>	<u>Useful Life</u>	<u>Estimated Net Residual Value</u>	<u>Annual Depreciation Rate</u>
Electronic and office equipment	3-8years	-	13%-33%

Estimated net residual value of a fixed asset is the estimated amount that the Bank would currently obtain from disposal of the asset, after deducting the estimated costs of disposal, if the asset were already of the age and in the expected condition at the end of its useful life.



IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES - continued

6. Fixed assets - continued

The fixed assets shall be derecognised when the asset is on disposal or when no future economic benefits are expected to be generated from its use or disposal. When fixed assets are sold, transferred, retired or damaged, the Bank recognises the amount of any proceeds on disposal of the asset net of the carrying amount and related taxes in profit or loss for the current period.

The Bank reviews the useful life and estimated net residual value of fixed assets and the depreciation method applied at least at each financial year-end. Any change in the useful life or estimated net residual value of fixed assets or the depreciation method used is treated as a change in an accounting estimate.

7. Intangible assets

Intangible assets of the Bank include software.

An intangible asset is initially measured at cost. An intangible asset with a finite useful life is amortised using the straight-line method over its useful life when the asset is available for use. The Bank estimates that the useful life of an intangible asset with a finite useful life of 1-5 years.

For an intangible asset with a finite useful life, the Bank reviews the useful life and amortisation method at least at each financial year-end and makes adjustments if necessary.

8. Long-term prepayments

Long-term prepayments are various expenditures incurred but that should be allocated over the current and future periods of more than one year. Long-term prepayments are evenly amortised over their respective beneficial period.

9. Impairment of non-financial assets other than goodwill

The Bank reviews at each balance sheet date whether there is any indication that fixed assets and intangible assets with finite useful life may be impaired. If any indication of that an asset may be impaired, the recoverable amount is estimated.

The recoverable amount is estimated on the basis of the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the Bank determines the recoverable amount of the group of assets to which the asset belongs. The recoverable amount of an asset is the higher of its fair value less costs of disposal and the present value of the future cash flows expected to be derived from the asset.

If the recoverable amount of an asset is less than its carrying amount, the difference between recoverable amount and carry amount is recognised as an impairment loss and recorded as profit or loss for the current period.

Once an impairment loss of fixed assets and intangible assets with finite useful life is recognised, it is not reversed in a subsequent period.

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES - continued

10. Employee benefits

When an employee has rendered service to the Bank during an accounting period, the Bank shall recognise the short-term employee benefits expected to be paid in exchange for that service as a liability, and as an expense or the cost of an asset. For the employee welfare incurred, the Bank shall recognise the actual amount of employee welfare as an expense or the cost of an asset when it occurs. If the employee benefit is non-monetary, it shall be measured at fair value.

For social insurance including medical care, employment injury insurance, maternity insurance and housing fund, as well as labor union cost and employee training expense, the Bank will calculate the amount of employee benefit according to defined base and percentage and recognise as a liability and an expense or the cost of an asset.

The Bank shall recognise the contribution payable to a defined contribution plan, in exchange for the service rendered by an employee during an accounting period, as a liability and as an expense or the cost of an asset.

The Bank shall recognise a liability and expense for termination benefits at the earlier of the following dates:

- when the Bank can no longer unilaterally withdraw the offer of those benefits induced from terminating employment relationship or lay off plan; and
- when the Bank recognises costs for a restructuring and involves the payment of termination benefits.

For the defined benefit plan, the Bank uses the projected unit credit method to determine the present value of its defined benefit obligations and attributes the defined benefit obligation to periods of service according to the formula. The defined benefit cost can be categorized as follows:

- service cost (including current service cost, past service cost and gains and losses on settlement) in profit or loss;
- net interest on the net defined benefit liability or asset (including interest income on plan assets, interest expense on the defined benefit obligation and interest on the effect of the asset ceiling) in profit or loss; and
- changes from remeasurements of the net defined benefit liability or asset.

Service cost and net interest on the net defined benefit liability or asset are recognized as expenses in current period or as cost of assets. Changes from remeasurements of the net defined benefit liability or asset (including actuarial gains and losses, the return on plan assets excluding amounts included in net interest on the net defined benefit liability or asset, change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability or asset), are recognized in other comprehensive income.

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES - continued

11. General reserves

Pursuant to CAIJIN [2012] No. 20 “Administrative Rules of Provisions for Financial Enterprise” issued by the MOF and the related regulations on 30 March 2012, the financial institutions should select the internal model method or standard method according to their actual situation and make quantitative analysis of exposures in risk assets to determine the potential risk estimate. If the risk estimate is higher than the impairment of assets, the difference should be recorded as general reserves, otherwise no provision of general reserves is required. In principle, the general reserves should not be less than 1.5% of the risk assets.

The Bank provides 1.5% of risk assets balance at the balance sheet date as the general reserves effective at the end of 2014. The provision of general reserves is considered as the current distribution of profits and presented separately in the owner's equity.

12. Interest income and expenses

Interest income and expenses are determined at amortised costs of relevant financial assets and financial liabilities using the effective interest rate, and recognised to profit or loss in the current period. If the difference between effective interest rate and contract interest rate is small, the contract interest method is used.

13. Fee and commission income

Fee and commission income is recognised when the related services are delivered on an accrual basis.

14. Government grants

Government grants are the transfer of monetary assets or non-monetary assets from the Government to the Bank at no consideration. A government grant is recognised when the Bank complies with the conditions attaching to the grant and when the Bank is able to receive the grant.

If a government grant is in the form of a transfer of a monetary asset, the item is measured at the amount received or receivable.

A government grant which relates to an asset is recognised as deferred income, and evenly amortised to profit or loss over the useful life of the related asset.

For a government grant which relates to income, if the grant is a compensation for related expenses or losses to be incurred in subsequent periods, the grant is recognised as deferred income, and recognised in profit or loss over the periods in which the related costs are recognised; if the grant is a compensation for related expenses or losses already incurred, the grant is recognised immediately in profit or loss for the current period.

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES - continued

15. Income tax

Income tax expenses comprise current tax expense and deferred tax expense.

15.1 Current tax

At the balance sheet date, the current income tax liabilities (or assets) for the current period or previous periods are measured at the amount expected to be paid (or recoverable) according to the requirements of tax law.

15.2 Deferred tax assets and deferred tax liabilities

Temporary differences arising from the difference between the carrying amount of an asset or liability and its tax base, or the difference between the tax base and the carrying amount of those items that are not recognised as assets or liabilities but have a tax base that can be determined according to tax laws, are recognised as deferred tax assets and deferred tax liabilities using the balance sheet liability method.

The Bank recognises a deferred tax asset for the carry forward of unused deductible losses and tax credits to the extent that it is probable that future taxable profits will be available against which the deductible losses and tax credits can be utilized.

At the balance sheet date, deferred tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, according to the requirements of tax laws.

Current income tax and deferred tax is recognised in current year profit and loss, except when it relates to items charged or credited directly to other comprehensive income or equity, in which case the current tax is also dealt with in other comprehensive income or equity.

At the balance sheet date, the Bank reviews the carrying amount of any deferred tax asset. If it is probable that sufficient taxable profits will not be available in future periods to allow the benefit of the deferred tax asset to be utilized, the carrying amount of the deferred tax asset is reduced. Any such reduction in amount is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

15.3 Tax asset and tax liability offset

When the Bank has a legal right to offset the recognised amounts and intends to either settle on a net basis or realize the asset and settle the liability simultaneously, tax asset and tax liability of current period are offset and the net amount is presented on the balance sheet.

When the Bank has a legal right to offset the current income tax assets and current income tax liabilities, the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity, or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, are reported on a net basis.

IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES - continued

16. Translation of transactions denominated in foreign currencies

On initial recognition, foreign currency transactions are translated by applying the spot exchange rate at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into functional currency at the spot exchange rate of the balance sheet date. Exchange differences arising from the differences between the spot exchange rate of the balance sheet date and the exchange rates used on initial recognition or at the previous balance sheet date are recognised in profit or loss for the current period.

Non-monetary assets and liabilities denominated in foreign currency are carried at historical cost using the exchange rates at the dates of the transactions; non-monetary assets and liabilities carried at fair value and denominated in foreign currency are translated using the exchange rates at the date when the fair value was determined. Differences between the translated amount at functional currency and the original amount at functional currency are accounted for as changes in fair value (including changes in exchange rates) in profit or loss for the period.

17. Leases

A finance lease is a lease that transfers in substance all the risks and rewards incidental to ownership of an asset. Title may or may not eventually be transferred. An operating lease is a lease other than a finance lease.

*The Bank records operating lease as lessee*

Lease payments under an operating lease are recognised on a straight-line basis over the lease term to the cost of the assets or to profit or loss for the period in which they are incurred. The initial expenses are recorded as profit or loss when incurred. Contingent rents are charged to profit or loss in the period in which they are actually incurred.

18. Fiduciary assets

The Bank provides fiduciary services to grant loans to the borrowers and collect the repayments on behalf of the Bank's clients. The fund is entrusted and the condition of credit, including the usage of loan, the principle and the interest rates, are designated by the client. The risk of the fiduciary loan is taken by the client, the Bank charges commission only for agency activities. Assets held in a fiduciary capacity are not reported in the Bank's balance sheet.

V. BASIS OF DETERMINING SIGNIFICANT ACCOUNTING POLICIES AND KEY ASSUMPTIONS AND UNCERTAINTIES IN ACCOUNTING ESTIMATES

In the application of the Bank's accounting policies, which are described in Note IV, the Bank is required to make judgments, estimates and assumptions about the carrying amounts of items in the financial statements that cannot be measured accurately. These judgments, estimates and assumptions are based on historical experience of the Bank's management as well as other factors that are considered to be relevant. Actual results may differ from these estimates.

The aforementioned judgements, estimates and assumptions are reviewed regularly on a going concern basis. The effect of a change in accounting estimate is recognised in the period of the change, if the change affects that period only; or recognised in the period of the change and future periods, if the change affects both current and future periods.

Key assumptions and uncertainties in accounting estimates

*Fair value of financial instruments*

For the financial instrument without active trading market, the Bank determines its fair value by various valuation techniques. The valuation techniques that the Bank adopts include discounted cash flow model. The Bank needs to make estimation such as the credit risks, market volatility and correlation of itself and counterparties. Any changes in the assumptions made will impact the fair values of the financial instruments.

*Impairment losses of loans and advances*

Besides the loan loss provision provided before each quarter-end, the Bank reviews its loan portfolios to assess impairment on a quarterly basis. In determining whether an impairment loss should be provided, the Bank makes judgments as to whether there is any objective evidence that there is a measurable decrease in the estimated future cash flows from loan portfolios if there is no such decrease identified with an individual loan in that portfolio. The objective evidence may include observable data indicating that there has been an adverse change in the payment status of borrowers in a Bank (e.g. payment delinquency or default), or national or local economic conditions that correlate with defaults on assets in the Bank. The Bank uses estimates based on historical loss experience for assets with credit risk characteristics and objective evidence of impairment similar to those in the portfolio when estimating expected future cash flows. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

*Income tax*

There are a number of transactions for which the final tax determination and calculation is uncertain during the ordinary course of business operation. In particular, the deductibility of certain items is subjected to government approval. Where the final tax outcome is different from the amount that was initially recorded, such differences will impact the income tax and deferred income tax provisions in the period during which such a determination is made.

V. BASIS OF DETERMINING SIGNIFICANT ACCOUNTING POLICIES AND KEY ASSUMPTIONS AND UNCERTAINTIES IN ACCOUNTING ESTIMATES - continued

Key assumptions and uncertainties in accounting estimates - continued

*Deferred tax assets and liabilities*

Deferred tax assets and liabilities, are measured at the tax rates that are expected to apply to the period when the assets are realized or the liabilities are settled, according to the requirements of tax laws. Within the limit of sufficient available taxable profits against which the loss can be deductible, the Bank recognises deferred tax assets against the deductible losses. This requires management judgment to estimate the time of taxable profits and appropriate tax rate to determine the amount of deferred tax assets and liabilities.

*Amortisation period of intangible assets*

For intangible assets with finite useful life, the Bank estimates the period over which future economic benefits attributable to the asset will be flowed to the Bank, and amortises the intangible assets over the estimated period.

VI. CHANGES IN ACCOUNTING POLICIES

The Bank applied new CAS No.39 - Fair Value Measurement, CAS No.40 - Joint Arrangements, CAS No.41- Disclosure of Interests in Other Entities and revised CAS No.2 - Long-term Equity Investment, CAS No.9 - Employee Benefits, CAS No.30 - Presentation of Financial Statements, CAS No.33 - Consolidated Financial Statements, which were issued by the MOF in 2014, since 1 July 2014. The Bank also adopted revised CAS No.37 - Presentation of Financial Instruments in the Bank's financial statements for the year ended 31 December 2014. The assessment made by the Bank's management on new accounting standards applicable to the financial statements are as follows:

1. Employee benefits

Before the application of revised CAS No.9 - Employee Benefits, the Bank adopted the projected unit credit method, in an actuarial basis and using a discount rate by reference to high quality bond yield, to determine defined benefit liabilities. The current service cost, past service cost and interest expense on the net defined benefit liability were recognised in profit or loss and actuarial gain and loss was recognised in other comprehensive income.

After the application of revised CAS No.9 - Employee Benefits, the accounting policy of defined benefit plan has been described in Note IV, 10. According to the Bank's assessment, the application of revised CAS No.9 - Employee Benefits does not have a material impact on the Bank's financial statements. Presentation of Financial Instruments

2. Presentation of financial instruments

The amendments to CAS No.37 - Presentation of Financial Instruments clarify rules and require more disclosure relating to the offset of financial assets and financial liabilities, add disclosure requirement of financial assets transfer, revise disclosure requirement of maturity analysis of financial assets and financial liabilities. The financial statements have been presented in accordance with this revised standard and comparative figures have been restated accordingly.

VI. CHANGES IN ACCOUNTING POLICIES - continued

3. Presentation of financial statements

The revised CAS No.30 - Presentation of Financial Statements requires other comprehensive income to be presented by two categories: (1) other comprehensive income that will not be reclassified subsequently to profit or loss; (2) other comprehensive income that may be reclassified subsequently to profit or loss when specific conditions are met. Besides, the revised standard also introduces requirements of presentation of held-for-sale items. The financial statements have been presented according to this revised standard and comparative figures have been restated accordingly.

4. Fair value measurement

CAS 39 - Fair Value Measurement establishes a single source of guidance for fair value measurement and disclosure about fair value measurements. The application of CAS39 - Fair Value Measurement does not have material impact on financial statements but result in broader disclosures of fair value information. The financial statements have been presented according to this standard.

According to the Bank's assessment, the application of CAS No.40 - Joint Arrangements, CAS No.41- Disclosure of Interests in Other Entities, revised CAS No.2 - Long-term Equity Investment and CAS No.33 - Consolidated Financial Statements does not have a material impact on the Bank's financial statements.

VII. TAXATION

Income tax

The applicable tax rate for year 2014 is 25% (2013:25%). The Branch of the Bank implements the management method of income tax collection in terms of unified calculation, hierarchical management, local prepaid, unitary liquidation and fiscal adjustment in accordance with “The Temporary Measurement of Corporate Income Tax Allocation and Budget Management for Multiple Provinces and Cities”. (Cai Yu [2012] No.40) and “The Management Methodology of Cross-regional Operating Corporate Income Tax Collection Unitarily for Cross-regional Operation Enterprise” (Guo Fa [2012] No. 57).



VII. TAXATION - continued

Business tax

The business tax rate is 5%.

Other tax

Urban Maintenance and Construction Tax is 7% of business tax.

Education Surcharge is 3% of business tax, while Local Education Surcharge is 2% of business tax.

According to The Circular issued by Zhuhai Municipal Government (Yue Di Shui Fa[2013] No. 119), the Zhuhai Head Office is obliged to pay Embankment Maintenance Fee at the rate of 0.08% on revenue that is subject to business tax in the first quarter of 2014 and at the rate 0.072% on revenue that is subject to business tax for the second to fourth quarter of 2014.

VIII. FINANCIAL STATEMENT NOTES

1. BALANCES WITH THE CENTRAL BANK

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Statutory reserves with the Central Bank	183,154,406.10	251,555,983.54
Other deposits with the Central Bank	<u>308,743,659.97</u>	<u>377,173,600.30</u>
	<u>491,898,066.07</u>	<u>628,729,583.84</u>

Statutory reserves are placed according to the relevant regulations promulgated by the PBOC. In accordance with “Notice on Raising Reserve Rate for Foreign Currency Deposits Issued by the People’s Bank of China” [YinFa (2007) No.134], reserve rate for all foreign currency deposits of financial institutions was adjusted to 5% effective 15 May 2007. Statutory reserve for foreign currency business is deposited at 5% of the month-end balances of the relevant deposit items and is non-interest bearing. The PBOC reserve rate for all RMB deposits of financial institutions was 18% on 31 December 2013 and 31 December 2014. The statutory reserves for RMB business is deposited at 18% of the RMB deposits balance at the end of every ten days. The statutory reserve for RMB business is interest bearing at 1.62%.

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

2. DUE FROM BANKS

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Due from domestic banks	5,710,562.58	4,564,219.52
Due from overseas banks	144,127,494.76	200,625,668.24
Total	<u>149,838,057.34</u>	<u>205,189,887.76</u>
Less: Provision of impairment of due from banks	<u>720,818.20</u>	<u>1,003,549.74</u>
Net book value	<u>149,117,239.14</u>	<u>204,186,338.02</u>

3. PLACEMENTS WITH BANKS AND OTHER FINANCIAL INSTITUTIONS

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Placements with domestic financial institutions	<u>300,000,000.00</u>	<u>1,100,841,100.00</u>

4. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Financial assets held for trading		
- Financial institution bonds	<u>1,476,793,710.00</u>	<u>665,041,693.23</u>

As of balance sheet date, the carrying amount of financial assets held for trading pledged for repurchase agreements (Note VIII, 12) was RMB294,000,000 (31/12/2013: Nil). The repurchase agreements were to be matured in 1 month after the agreements took effective.

VIII. FINANCIAL STATEMENT NOTES - continued

5. INTEREST RECEIVABLE

(1) Movement in interest receivable is as follows:

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Opening balance	14,681,038.65	26,657,868.95
Addition during the year	90,982,917.99	98,148,423.32
Received during the year	<u>(53,799,664.71)</u>	<u>(110,125,253.62)</u>
Closing balance	<u>51,864,291.93</u>	<u>14,681,038.65</u>

(2) Categorized by nature is as follows:

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Interest receivable from		
- Balances with the Central Bank and due from banks	158,588.77	287,954.95
- Placements with banks and other financial institutions	2,737,262.40	709,717.06
- Loans and advances to customers	1,031,333.34	665,000.00
- Financial assets at fair value through profit or loss	<u>47,937,107.42</u>	<u>13,018,366.64</u>
Total	<u>51,864,291.93</u>	<u>14,681,038.65</u>

6. LOANS AND ADVANCES TO CUSTOMERS

(1) Categorized by nature is as follows:

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Corporate loans and advances	<u>300,000,000.00</u>	<u>100,000,000.00</u>
Less: Loan loss provision	<u>4,500,000.00</u>	<u>1,000,000.00</u>
Net book value	<u>295,500,000.00</u>	<u>99,000,000.00</u>

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

6. LOANS AND ADVANCES TO CUSTOMERS - continued

(2) Categorized by industry are as follows:

	<u>31/12/2014</u> RMB	<u>Proportion</u> (%)	<u>31/12/2013</u> RMB	<u>Proportion</u> (%)
Wholesale and retail	100,000,000.00	33.34	-	-
Metals mining	100,000,000.00	33.33	-	-
Leasing and commercial service	100,000,000.00	33.33	100,000,000.00	100.00
Total	<u>300,000,000.00</u>	<u>100.00</u>	<u>100,000,000.00</u>	<u>100.00</u>
Less: Loan loss provision	<u>4,500,000.00</u>		<u>1,000,000.00</u>	
Net book value	<u>295,500,000.00</u>		<u>99,000,000.00</u>	

(3) Categorized by registered location of the borrowers are as follows:

	<u>31/12/2014</u> RMB	<u>Proportion</u> (%)	<u>31/12/2013</u> RMB	<u>Proportion</u> (%)
Northern China	200,000,000.00	66.67	-	-
Eastern China	100,000,000.00	33.33	100,000,000.00	100.00
Total	<u>300,000,000.00</u>	<u>100.00</u>	<u>100,000,000.00</u>	<u>100.00</u>
Less: Loan loss provision	<u>4,500,000.00</u>		<u>1,000,000.00</u>	
Net book value	<u>295,500,000.00</u>		<u>99,000,000.00</u>	

(4) Categorized by contract agreement terms and guarantee pattern are as follows:

	<u>31/12/2014</u>				<u>31/12/2013</u>			
	<u>Within a year</u> <u>(including 1 year)</u> RMB	<u>1 year to 5 years</u> <u>(including 5 years)</u> RMB	<u>Over 5 years</u> RMB	<u>Total</u> RMB	<u>Within a year</u> <u>(including 1 year)</u> RMB	<u>1 year to 5 years</u> <u>(including 5 years)</u> RMB	<u>Over 5 years</u> RMB	<u>Total</u> RMB
Clean loans	200,000,000.00	-	-	200,000,000.00	100,000,000.00	-	-	100,000,000.00
Pledged loans	100,000,000.00	-	-	100,000,000.00	-	-	-	-
Total	<u>300,000,000.00</u>	<u>-</u>	<u>-</u>	<u>300,000,000.00</u>	<u>100,000,000.00</u>	<u>-</u>	<u>-</u>	<u>100,000,000.00</u>
Less: Loan loss provision				<u>4,500,000.00</u>				<u>1,000,000.00</u>
Net book value				<u>295,500,000.00</u>				<u>99,000,000.00</u>

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

7. FIXED ASSETS

Electronic and office equipment

RMB

Cost

Opening balance	16,953,085.46
Addition during the year	657,747.83
Disposal during the year	(1,258,513.52)

Closing balance 16,352,319.77

Accumulated depreciation

Opening balance	14,186,178.17
Charge for the year	1,382,519.44
Disposal during the year	(1,258,513.52)

Closing balance 14,310,184.09

Net book value

Opening balance	<u>2,766,907.29</u>
Closing balance	<u>2,042,135.68</u>

8. INTANGIBLE ASSETS

Software

RMB

Cost

Opening balance	35,305,685.39
Addition during the year	581,903.77
Closing balance	<u>35,887,589.16</u>

Accumulated amortisation

Opening balance	27,684,048.01
Charge for the year	6,444,289.01
Closing balance	<u>34,128,337.02</u>

Net book value

Opening balance	<u>7,621,637.38</u>
Closing balance	<u>1,759,252.14</u>

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

9. DEFERRED TAX ASSETS AND LIABILITIES

(1) Deferred tax assets and liabilities are disclosed in gross as follows:

	<u>Deductible temporary differences</u>		<u>Deferred tax assets</u>	
	<u>31/12/2014</u>	<u>31/12/2013</u>	<u>31/12/2014</u>	<u>31/12/2013</u>
	RMB	RMB	RMB	RMB
Long-term service benefit & employee benefit	9,229,497.26	6,771,399.88	2,307,374.32	1,692,849.97
Intangible asset amortisation difference between tax and accounting	23,629,102.66	20,715,382.34	5,907,275.67	5,178,845.59
Change in fair value of financial assets held for trading	<u>2,654,310.70</u>	<u>10,589,687.47</u>	<u>663,577.68</u>	<u>2,647,421.87</u>
Total	<u>35,512,910.62</u>	<u>38,076,469.69</u>	<u>8,878,227.67</u>	<u>9,519,117.43</u>
	<u>Taxable temporary differences</u>		<u>Deferred tax liabilities</u>	
	<u>31/12/2014</u>	<u>31/12/2013</u>	<u>31/12/2014</u>	<u>31/12/2013</u>
	RMB	RMB	RMB	RMB
Impairment on financial assets	<u>775,990.32</u>	<u>9,993,277.16</u>	<u>193,997.58</u>	<u>2,498,319.29</u>

(2) The Bank nets off deferred tax assets and liabilities and presents in net basis as follows:

	<u>31/12/2014</u>	<u>31/12/2013</u>
	RMB	RMB
Deferred tax assets	8,878,227.67	9,519,117.43
Deferred tax liabilities	<u>193,997.58</u>	<u>2,498,319.29</u>
Net total	<u>8,684,230.09</u>	<u>7,020,798.14</u>

VIII. FINANCIAL STATEMENT NOTES - continued

10. OTHER ASSETS

	<u>31/12/2014</u>	<u>31/12/2013</u>
	RMB	RMB
Bond trading receivables	-	20,161,129.88
Prepaid expenses (1)	951,500.00	14,960,258.35
Consulting fee receivables	638,295.08	2,243,480.29
Security deposits	1,434,777.90	1,203,376.67
Long-term prepayments (2)	39,267.58	107,673.72
Others	316,654.87	705,570.62
Total	<u>3,380,495.43</u>	<u>39,381,489.53</u>
Less: Provision of losses of receivables	<u>3,191.48</u>	<u>11,584.10</u>
Net book value	<u>3,377,303.95</u>	<u>39,369,905.43</u>

(1) As at 31 December 2014, prepaid expenses mainly represent prepaid computer system expense. As at 31 December 2013, prepaid expenses mainly included prepaid income taxes of RMB12,078,368.14, business tax and surcharges of RMB1,622,735.00.

(2) Long-term prepayments

	<u>Leasehold improvement</u>
	RMB
Cost	
Opening and closing balance	12,853,916.48
Addition	<u>42,046.00</u>
Closing balance	<u>12,895,962.48</u>
Amortisation	
Opening balance	12,746,242.76
Charge for the year	<u>110,452.14</u>
Closing balance	<u>12,856,694.90</u>
Net book value	
Opening balance	<u>107,673.72</u>
Closing balance	<u>39,267.58</u>

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

11. DUE TO BANKS AND OTHER FINANCIAL INSTITUTIONS

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Due to domestic financial institutions	4,223.89	4,408.83

12. REPURCHASE AGREEMENTS

Categorized by collateral:

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Bonds	294,000,000.00	-

13. CUSTOMER DEPOSITS

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Current deposits		
Corporate	63,481,297.64	55,627,030.22
Individual	1,821.47	6,290.61
Time deposits		
Corporate	984,290,266.67	1,352,159,113.04
Individual	4,064,843.55	4,343,966.30
Total	<u>1,051,838,229.33</u>	<u>1,412,136,400.17</u>

14. EMPLOYEE BENEFIT PAYABLE

	<u>1/1/2014</u> RMB	Accruals for the year RMB	Payments for the year RMB	<u>31/12/2014</u> RMB
Salaries, bonuses, allowances and subsidies	7,018,956.80	28,886,823.48	(27,300,651.53)	8,605,128.75
Social security contributions	40,842.26	2,030,946.09	(2,056,293.19)	15,495.16
Housing	-	924,742.00	(924,742.00)	-
Defined benefit plan (1)	<u>3,561,359.87</u>	<u>2,045,624.85</u>	<u>(510,661.37)</u>	<u>5,096,323.35</u>
Total	<u>10,621,158.93</u>	<u>33,888,136.42</u>	<u>(30,792,348.09)</u>	<u>13,716,947.26</u>



VIII. FINANCIAL STATEMENT NOTES - continued

14. EMPLOYEE BENEFIT PAYABLE - continued

(1) Defined benefit plan (“DBP”)

The Bank provides DBP related to retirement and termination for the Bank’s employees in addition to the government retirement plan. Monthly contributions of the plan are accrued based on base salary with contribution rate of 8% (subject to a maximum of RMB10,000 of employer’s provision per month). Effective 1 January 2012, for employees who have over 10 years of services, the above contributions of the plan are accrued based on base salary with contribution rate of 12% (subject to a maximum of RMB12,000 of employer’s provision per month). The plan benefits are equal to the accrued contributions plus interest and are payable upon the retirement or the resignation of the employees. Vesting percentage will have a 20% increase for each full year of firm services, until 100% for 5 full years of firm services.

The Bank evaluates the present value of unfunded defined benefit obligation on an actuarial basis. The present value of unfunded defined benefit obligation, current service cost and past service cost are all measured at projected unit credit method.

(a) The principal actuarial assumptions at the balance sheet date are as follows:

	<u>31/12/2014</u>	<u>31/12/2013</u>
Discount rate	3.6%	4.6%
Expected growth rate of salaries	7.0%	7.0%
Interest rate of defined benefit plan	3.0%	3.0%
	<u>31/12/2014 and 31/12/2013</u>	
Mortality rate	China Life Table 2002-2003	
Termination rate	15%	
Retirement age	65	

(b) The amounts recognised in operating expenses in respect of DBP are as follows:

	<u>2014</u>	<u>2013</u>
	RMB	RMB
Current service cost	1,342,000.00	1,607,000.00
Interest cost on the defined benefit obligation	155,000.00	91,000.00
Total	<u>1,497,000.00</u>	<u>1,698,000.00</u>

VIII. FINANCIAL STATEMENT NOTES - continued

14. EMPLOYEE BENEFIT PAYABLE - continued

(1) Defined benefit plan (“DBP”) - continued

(c) DBP obligation included in employee benefit payable as followings:

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Present value of unfunded defined benefit obligation	5,096,323.35	3,561,359.87
Net liability	<u>5,096,323.35</u>	<u>3,561,359.87</u>
Retirement benefit obligation	<u>5,096,323.35</u>	<u>3,561,359.87</u>

(d) Movements in net liability of DBP were as follows:

	<u>2014</u> RMB	<u>2013</u> RMB
Opening	3,561,359.87	2,220,134.07
Defined benefit cost recognised in profit or loss		
-Current service cost	1,342,000.00	1,607,000.00
-Interest cost	155,000.00	91,000.00
Defined benefit cost recognised in other comprehensive income		
-Actuarial losses/ (gains)	548,624.85	(593,000.00)
Benefits paid	(510,661.37)	(273,774.20)
Transfer in	-	510,000.00
Closing	<u>5,096,323.35</u>	<u>3,561,359.87</u>

The average duration of the benefit obligation at 31 December 2014 was 3 years (31/12/2013: 3 years). The Bank expects to make a contribution of RMB914,000.00 to the DBP during the next financial year .

The Bank conducted a sensitivity analysis on key assumptions of DBP (discount rate, growth rate of salaries and etc.), the result of sensitivity analysis indicated that the key assumptions had no significant impact on the present value of DBP obligation.

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

15. CURRENT TAX PAYABLE

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Corporate income tax	627,535.83	-
Business tax and surcharge	1,494,986.50	978,138.78
Individual income tax	228,135.99	695,669.66
Others	-	0.01
Total	<u>2,350,658.32</u>	<u>1,673,808.45</u>

16. INTEREST PAYABLE

(1) Movement in interest payable is as follows:

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Opening balance	4,029,234.27	15,897,567.14
Addition during the year	30,389,041.25	55,527,594.66
Payment during the year	<u>(28,809,809.18)</u>	<u>(67,395,927.53)</u>
Closing balance	<u>5,608,466.34</u>	<u>4,029,234.27</u>

(2) Categorized by nature is as follows:

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Interest payable		
- Customer deposits	5,535,167.34	4,029,233.89
- Due to banks and other financial institutions	0.37	0.38
- Repurchase agreements	<u>73,298.63</u>	<u>-</u>
Total	<u>5,608,466.34</u>	<u>4,029,234.27</u>

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

17. OTHER LIABILITIES

	<u>31/12/2014</u>	<u>31/12/2013</u>
	RMB	RMB
Other payables (1)	17,121,702.03	17,347,354.62
Accrued expenses	2,351,991.17	2,694,718.31
Deferred income	370,974.84	494,084.45
Security deposits	-	301,742.88
Total	<u>19,844,668.04</u>	<u>20,837,900.26</u>

(1) Other payables

	<u>31/12/2014</u>	<u>31/12/2013</u>
	RMB	RMB
Payable for long-term assets purchases	15,318,229.81	15,318,229.81
Others	<u>1,803,472.22</u>	<u>2,029,124.81</u>
Total	<u>17,121,702.03</u>	<u>17,347,354.62</u>

18. PAID-IN CAPITAL

The registered capital of the Bank is RMB 1,000,000,000.00, which has been fully paid up. Details of capital contributions from the investor according to the Bank's Articles of Association are as follows:

	<u>31/12/2014&amp;31/12/2013</u>		
	Registered Currency	Proportion	Amount
Morgan Stanley Bank International Limited	RMB	100%	1,000,000,000.00

The paid-in capital has been verified by Guangdong HengXin DeLv CPA firm with the capital verification reports of HengDe Zhu Yan No.72 (2002) and HengDe Zhu Yan No.11 (2007) respectively.

19. SURPLUS RESERVES

	<u>2014</u>	<u>2013</u>
	RMB	RMB
Opening balance	50,069,597.40	50,069,597.40
Addition during the year	<u>7,412,841.33</u>	-
Closing balance	<u>57,482,438.73</u>	<u>50,069,597.40</u>

VIII. FINANCIAL STATEMENT NOTES - continued

20. OTHER COMPREHENSIVE INCOME

	<u>2014</u> RMB	<u>2013</u> RMB
Opening balance	594,000.00	149,250.00
Movement during the year	(411,468.64)	444,750.00
Items that will not be reclassified subsequently to profit or loss		
Included: Remeasurement of defined benefit obligation before income tax	(548,624.85)	593,000.00
Deferred tax effect of the changes	<u>137,156.21</u>	<u>(148,250.00)</u>
Closing balance	<u>182,531.36</u>	<u>594,000.00</u>

The other comprehensive income only comprised of changes from remeasurement of defined benefit obligation.

21. GENERAL RESERVES

	<u>2014</u> RMB	<u>2013</u> RMB
Opening balance	21,665,000.00	20,478,000.00
(Reversal)/ addition during the year	<u>(9,605,000.00)</u>	<u>1,187,000.00</u>
Closing balance	<u>12,060,000.00</u>	<u>21,665,000.00</u>

22. RETAINED EARNINGS

	<u>2014</u> RMB	<u>2013</u> RMB
Opening balance	247,627,493.67	265,143,091.31
Net profit/ (loss) for the year	74,128,413.39	(16,328,597.64)
Appropriation to surplus reserves (1)	(7,412,841.33)	-
Reversal/ (appropriation) to general reserves (2)	<u>9,605,000.00</u>	<u>(1,187,000.00)</u>
Closing balance	<u>323,948,065.73</u>	<u>247,627,493.67</u>

(1) Surplus reserves

According to the Board approval, the Bank appropriates 10% of profit after tax to the surplus reserves since year 2007 for each financial year until the Board amends the distribution policy in the future.

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

22. RETAINED EARNINGS - continued

(2) General reserves

According to CAIJIN [2012] No. 20 “Administrative Rules of Provisions for Financial Enterprise” issued by the MOF and the related regulations, the Bank appropriates 1.5% to general reserves based on total risk assets at the end of year since year 2012.

23. NET INTEREST INCOME

	<u>2014</u> RMB	<u>2013</u> RMB
Interest income		
- Due from banks	48,258.13	88,378.10
- Balances with the Central Bank	6,400,416.98	8,118,670.29
- Placements with banks and other financial institutions	23,326,123.56	18,501,249.93
- Resale agreements	712.33	-
- Financial assets as fair value through profit or loss	48,925,240.31	54,038,171.92
- Loans and advances to customers	12,282,166.68	17,401,953.08
Subtotal	<u>90,982,917.99</u>	<u>98,148,423.32</u>
Interest expenses		
- Due to banks and other financial institutions	12.26	1,172,543.04
- Placements from banks and other financial institutions	138,055.56	1,193,454.76
- Repurchase agreements	4,986,364.44	9,963,357.37
- Customer deposits	25,264,608.99	43,198,239.49
Subtotal	<u>30,389,041.25</u>	<u>55,527,594.66</u>
Net interest income	<u>60,593,876.74</u>	<u>42,620,828.66</u>

24. NET FEE AND COMMISSION INCOME

	<u>2014</u> RMB	<u>2013</u> RMB
Fee and commission income		
-Consulting fee	94,326,385.78	91,055,445.75
-Arrangement fee for syndicated loans	1,614,528.46	19,397,299.09
-Entrusted loans	-	150,000.00
-Settlement and clearing fee	6,166.51	6,106.90
-Fees related to credit business	471.60	1,842.80
-Others	59,358.42	205,945.78
Subtotal	<u>96,006,910.77</u>	<u>110,816,640.32</u>
Fee and commission expenses		
-Trading center expenses	324,332.52	624,145.77
-Other fee expenses	609,402.85	514,559.27
Subtotal	<u>933,735.37</u>	<u>1,138,705.04</u>
Net fee and commission income	<u>95,073,175.40</u>	<u>109,677,935.28</u>

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

25. INVESTMENT INCOME/ (LOSSES)

	<u>2014</u> RMB	<u>2013</u> RMB
Disposal gains/ (losses) of financial assets held for trading	9,661,465.00	(38,182,336.00)

26. GAIN/ (LOSSES) FROM CHANGES IN FAIR VALUE

	<u>2014</u> RMB	<u>2013</u> RMB
Financial assets held for trading	7,935,376.77	(631,092.77)
Investment property	-	(18,852,614.00)
Total	<u>7,935,376.77</u>	<u>(19,483,706.77)</u>

27. OTHER OPERATING INCOME

	<u>2014</u> RMB	<u>2013</u> RMB
Investment property rental income	-	211,220.02
Investment property sale income	-	18,694,307.72
Total	<u>-</u>	<u>18,905,527.74</u>

28. BUSINESS TAX AND SURCHARGES

	<u>2014</u> RMB	<u>2013</u> RMB
Business tax	8,405,638.68	6,950,751.49
Surcharges	1,123,813.29	952,103.85
Total	<u>9,529,451.97</u>	<u>7,902,855.34</u>

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

29. OPERATING EXPENSES

	<u>2014</u> RMB	<u>2013</u> RMB
Staff salaries and welfare	33,339,511.57	33,223,637.49
Intangible assets amortisation	6,444,289.01	19,637,471.50
Operating lease rentals and utilities expenses	7,032,226.59	6,892,106.60
Electrical equipment maintenance and telecommunication fees	4,226,465.85	4,959,520.32
Travelling expenses	2,642,070.42	2,523,988.71
Depreciation	1,382,519.44	2,111,324.48
Service fees	2,880,000.00	1,480,000.00
Fees to regulators	549,575.75	636,000.00
Entertainment expenses	122,979.77	267,217.86
Long-term prepayments amortisation	110,452.14	142,335.09
Taxes	35,000.00	37,604.34
Others	6,286,263.31	5,978,824.53
Total	<u>65,051,353.85</u>	<u>77,890,030.92</u>

30. IMPAIRMENT LOSS/ (REVERSAL)

	<u>2014</u> RMB	<u>2013</u> RMB
Impairment loss of loans and advances to customers	3,500,000.00	(4,931,230.00)
Impairment loss of due from banks	(286,976.08)	(1,171,233.26)
Impairment loss of receivables	(8,392.62)	23,350.31
Total	<u>3,204,631.30</u>	<u>(6,079,112.95)</u>

As of 31 December 2014, the loan loss provision ratio of the Bank is 1.5%. The provision coverage ratio is not applicable because the Bank has nil non-performing loans.

31. NON-OPERATING INCOME

	<u>2014</u> RMB	<u>2013</u> RMB
Government subsidies	285,100.00	952,100.00
Others	1,391.58	2,295.33
Total	<u>286,491.58</u>	<u>954,395.33</u>



MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

32. NON-OPERATING EXPENSES

As of 31 December 2013, non-operating expenses included penalties and tax overdue payments.

33. INCOME TAX EXPENSES

	<u>2014</u> RMB	<u>2013</u> RMB
Income tax expenses	26,274,105.08	11,864,179.25
Deferred tax expenses	(1,526,275.74)	(7,462,541.63)
Adjustment for last year income tax	39,828.26	27,700.66
Include: Income tax expenses	<u>39,828.26</u>	<u>27,700.66</u>
Total	<u>24,787,657.60</u>	<u>4,429,338.28</u>

Reconciliation of income tax expenses to accounting profits is as follows:

	<u>2014</u> RMB	<u>2013</u> RMB
Accounting profit/ (loss)	98,916,070.99	(11,899,259.36)
Tax calculated at tax rate 25%	24,729,017.75	(2,974,814.84)
Add: Expenses not deductible for tax purposes	209,718.80	8,120,898.80
Adjustment for last year income tax	39,828.26	27,700.66
Less: Non-taxable income	<u>190,907.21</u>	<u>744,446.34</u>
Income tax expenses	<u>24,787,657.60</u>	<u>4,429,338.28</u>

34. CASH AND CASH EQUIVALENTS

	<u>2014</u> RMB	<u>2013</u> RMB
Balances with the Central Bank	491,898,066.07	628,729,583.84
Statutory reserves	(183,154,406.10)	(251,555,983.54)
Original maturity within 3 months:		
Due from banks	149,838,057.34	205,189,887.76
Placements with banks and other financial institutions	<u>-</u>	<u>991,453,500.00</u>
Total	<u>458,581,717.31</u>	<u>1,573,816,988.06</u>

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

35. CASH FLOW STATEMENT SUPPLEMENTARY INFORMATION

	<u>2014</u>	<u>2013</u>
	RMB	RMB
Reconciliation of net profit to cash flows from operating activities		
Net profit/ (loss)	74,128,413.39	(16,328,597.64)
Add: Impairment loss/ (reversal)	3,204,631.30	(6,079,112.95)
Depreciation of fixed assets	1,382,519.44	2,111,324.48
Amortisation of intangible assets	6,444,289.01	19,637,471.50
Amortisation of long-term prepayments	110,452.14	142,335.09
Gain from sale of investment property	-	(18,694,307.72)
Investment (income)/ loss	(9,661,465.00)	38,182,336.00
Bond interest income	(48,925,952.64)	(54,038,171.92)
(Gains) / losses from changes in fair value	(7,935,376.77)	19,483,706.77
Deferred tax expenses	(1,526,275.74)	(7,462,541.63)
(Increase)/ decrease in operating receivables	(293,421,556.15)	827,386,360.52
Decrease in operating payables	(60,929,085.97)	(937,627,427.35)
Net cash flow from operating activities	<u>(337,129,406.99)</u>	<u>(133,286,624.85)</u>
Net increase/ (decrease) in cash and cash equivalents		
Cash and cash equivalents as at 31 December	458,581,717.31	1,573,816,988.06
Less: Cash and cash equivalents as at 1 January	<u>1,573,816,988.06</u>	<u>1,055,494,223.23</u>
Net (decrease)/ increase cash and cash equivalents	<u>(1,115,235,270.75)</u>	<u>518,322,764.83</u>

VIII. FINANCIAL STATEMENT NOTES - continued

36. TRANSFERS OF FINANCIAL ASSETS

In the daily business, the Bank transfers the recognized financial assets to the third party in some transactions. The financial assets are derecognized if the derecognition conditions satisfied. If the Bank retains substantially all of the risks and rewards related to the ownership of a transferred financial asset, the related financial asset will not be derecognised.

Sales and repurchase agreements

Sales and repurchase agreements are transactions in which the Bank sells a financial asset and simultaneously agrees to repurchase it at a fixed price on a future date. Since the repurchase prices are fixed, the Bank is still exposed to substantially all the credit risks and market risks and rewards of those assets sold. These financial assets, which the Bank does not have the ability to use during the term of the arrangements, are not derecognised from the financial statements but regarded as collateral for the secured lending. In addition, the Bank recognises a financial liability for cash received. For all these arrangements, the counterparties have recourse not only to the transferred financial assets.

As at 31 December 2014, the Bank entered into bonds related repurchase agreements with certain counterparties. The proceeds from selling bonds are presented as repurchase agreements (Note VIII, 12). The following table provides a summary of carrying amounts related to transferred financial assets that are not derecognised and associated liabilities:

	<u>2014</u> RMB	2013 RMB
Carrying amount of selling financial assets		
- Financial assets at fair value through profit or loss	300,210,000.00	-
Carrying amount of related financial liabilities	294,000,000.00	-

37. SEGMENT INFORMATION

According to the Bank's internal organizational structure, regulatory requirements and internal reporting system, the Bank's businesses are divided into following reporting segments, which are based on the Bank's operational location. The Bank's management periodically evaluates operating results of these segments reporting to determine resources allocation and evaluates operating results.

Information of segment reporting is disclosed based on the accounting policies and measurement used when segments report is provided to the management. These measurement bases are consistent with the accounting policies and measurement used when preparing the financial statements.

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

37. SEGMENT INFORMATION - continued

Segment report information:

	2014			
	<u>Head Office</u> RMB	<u>Beijing Branch</u> RMB	<u>Elimination</u> RMB	<u>Total</u> RMB
Operating income	150,154,654.58	26,260,465.98	-	176,415,120.56
Net interest income	34,616,643.19	25,977,233.55	-	60,593,876.74
Include:				
Net interest income				
between segments	812,528.67	(812,528.67)	-	-
Net fee and				
commission income	94,793,470.66	279,704.74	-	95,073,175.40
Net other income	20,744,540.73	3,527.69	-	20,748,068.42
Operating expenses	46,172,320.96	31,613,116.16	-	77,785,437.12
Operating profit/(losses)	103,982,333.62	(5,352,650.18)	-	98,629,683.44
Segment assets	2,699,528,555.17	607,897,329.88	526,389,656.05	2,781,036,229.00
Segment liabilities	1,246,871,465.68	566,881,383.55	426,389,656.05	1,387,363,193.18
Additional information:				
Depreciation and amortisation	7,124,053.85	813,206.74	-	7,937,260.59
Capital expenditures	1,278,677.60	3,020.00	-	1,281,697.60
Include: Expenditures on				
purchasing fixed assets	654,727.83	3,020.00	-	657,747.83
Expenditures on purchasing				
intangible assets				
/long-term assets	581,903.77	-	-	581,903.77
Long-term prepayment	42,046.00	-	-	42,046.00
	2013			
	<u>Head Office</u> RMB	<u>Beijing Branch</u> RMB	<u>Elimination</u> RMB	<u>Total</u> RMB
Operating income	61,980,523.47	36,536,730.15	-	98,517,253.62
Net interest income	18,810,271.30	23,810,557.36	-	42,620,828.66
Include:				
Net interest income				
between segments	(23,169,316.87)	23,169,316.87	-	-
Net fee and				
commission income	97,083,337.76	12,594,597.52	-	109,677,935.28
Net other income	(53,913,085.59)	131,575.27	-	(53,781,510.32)
Operating expenses	44,065,222.19	35,648,551.12	-	79,713,773.31
Operating profit	17,915,301.28	888,179.03	-	18,803,480.31
Segment assets	2,350,824,025.74	795,551,729.78	377,116,753.54	2,769,259,001.98
Segment liabilities	977,233,714.68	749,185,949.77	277,116,753.54	1,449,302,910.91
Additional information:				
Depreciation and amortisation	20,462,351.73	1,428,779.34	-	21,891,131.07
Capital expenditures	1,568,679.03	-	-	1,568,679.03
Include: Expenditures on				
purchasing fixed assets	77,454.61	-	-	77,454.61
Expenditures on purchasing				
intangible assets				
/long-term assets	1,491,224.42	-	-	1,491,224.42

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

VIII. FINANCIAL STATEMENT NOTES - continued

37. SEGMENT INFORMATION- continued

(1) External revenue categorized by products or businesses

	<u>2014</u> RMB'000	<u>2013</u> RMB'000
Trading - emerging market	128,534	30,983
Fixed income business	47,881	67,534
Total	<u>176,415</u>	<u>98,517</u>

(2) External revenue categorized by regions

	<u>2014</u> RMB'000	<u>2013</u> RMB'000
Domestic external revenue	81,340	28,878
Overseas external revenue	95,075	69,639
Total	<u>176,415</u>	<u>98,517</u>

(3) Non-current assets categorized by assets locations

The Bank's non-current assets are located in China.

(4) Key client's dependency

The Bank does not have significant dependency relationship with non-related party.

Inter-segment transfers are measured on the basis of actual transaction price for such transfers. Segment revenue and segment expenses are determined on the basis of actual revenue and expenses of the segments respectively.

IX. COMMITMENTS AND CONTINGENT MATTERS

1. CREDIT COMMITMENTS AND GUARANTEE

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Letters of guarantee	<u>3,331,400.00</u>	<u>3,678,400.00</u>

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

IX. COMMITMENTS AND CONTINGENT MATTERS- continued

2. FIDUCIARY BUSINESS

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Entrusted deposits	-	86,000,000.00
Entrusted loans	-	86,000,000.00

3. OPERATING LEASE COMMITMENTS

As of the balance sheet date, the Bank had the following commitments in respect of non-cancellable operating leases:

	<u>31/12/2014</u> RMB'000	<u>31/12/2013</u> RMB'000
The minimum lease payments under non-cancelable operating leases:		
Within one year	5,303	3,771
In the second year	5,231	72
In the third year	3,487	-
Total	14,021	3,843

X. RELATED PARTIES RELATIONSHIP AND TRANSACTIONS

1. Related party with controlling relationship

<u>Name</u>	<u>Place of registration</u>	<u>Principal business</u>	<u>Registered capital</u>	<u>Share holding in the Bank</u>
Morgan Stanley Bank International Limited	United Kingdom	Financial service	GBP340,000,000.00	100%

There is no change of shareholdings in the Bank for Morgan Stanley Bank International Limited.

The Bank's ultimate parent company is Morgan Stanley, which was incorporated in the State of Delaware, the United States of America and copies of its financial statements can be obtained from [www.morganstanley.com/investorrelations](http://www.morganstanley.com/investorrelations).

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

X. RELATED PARTIES RELATIONSHIP AND TRANSACTIONS - continued

2. Other related parties which have transactions with the Bank with no controlling relationship

<u>Name</u>	<u>Place of registration</u>	<u>Related party relationship</u>
Morgan Stanley Asia Limited	Hong Kong, China	Subsidiary of the parent group
Morgan Stanley Properties (China) Co., Ltd	Beijing, China	Subsidiary of the parent group
Morgan Stanley Investment Consultancy (Beijing) Company Limited	Beijing, China	Subsidiary of the parent group
Morgan Stanley Information Technology (Shanghai) Limited	Shanghai, China	Subsidiary of the parent group
Morgan Stanley Commodities Trading (China) Limited	Shanghai, China	Subsidiary of the parent group
Morgan Stanley Management Service (Shanghai) Limited	Shanghai, China	Subsidiary of the parent group
Morgan Stanley Investment Consultancy (Shanghai) Limited	Shanghai, China	Subsidiary of the parent group
Morgan Stanley Business Consulting (Shanghai) Limited	Shanghai, China	Subsidiary of the parent group
Morgan Stanley (China) Private Equity Investment Management Co., Ltd.	Hangzhou, China	Subsidiary of the parent group
Morgan Stanley Huaxin Fund Management Company Limited	Shenzhen, China	Related party directly or indirectly controlled by parent group
Morgan Stanley Huaxin Securities Company Limited	Shanghai, China	Related party directly or indirectly controlled by parent group
Bank of Tokyo-Mitsubishi UFJ (China), Ltd	Shanghai, China	Subsidiary of investor which has significant influence over the parent group
Bank of Tokyo-Mitsubishi UFJ, Ltd	Tokyo, Japan	Subsidiary of investor which has significant influence over the parent group

The related parties of the Bank also includes key management personnel, their close family members or entities which are subject to control, joint control or significant influence from key management personnel's close family members. Transactions between the Bank and the related parties that are significant are disclosed separately and those that are not significant are disclosed on an aggregate basis.

3. As of balance sheet date, the significant transactions between the Bank and the above related parties for the year are as follows:

Interest income

	<u>2014</u>		<u>2013</u>	
	<u>Amount</u> RMB	<u>Proportion</u> (%)	<u>Amount</u> RMB	<u>Proportion</u> (%)
Bank of Tokyo-Mitsubishi UFJ (China), Ltd	253,771.27	0.28	87,694.41	0.09
Morgan Stanley Huaxin Securities Company Limited	712.33	0.00	-	-
Total	254,483.60	0.28	87,694.41	0.09

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

X. RELATED PARTIES RELATIONSHIP AND TRANSACTIONS - continued

3. As of balance sheet date, the significant transactions between the Bank and the above related parties for the year are as follows: - continued

Interest expenses

	<u>2014</u>		<u>2013</u>	
	<u>Amount</u>	<u>Proportion</u>	<u>Amount</u>	<u>Proportion</u>
	RMB	(%)	RMB	(%)
Morgan Stanley Bank				
International Limited	-	-	561,176.99	1.01
Morgan Stanley Properties				
(China) Co., Ltd.	1,437,423.71	4.73	12,676.74	0.02
Morgan Stanley (China) Private Equity				
Investment Management Co., Ltd	526,660.22	1.73	-	-
Morgan Stanley Investment Consultancy				
(Beijing) Company Limited	250,937.56	0.83	-	-
Morgan Stanley Information Technology				
(Shanghai) Limited	88,804.01	0.29	-	-
Others	1,167.94	0.00	-	-
Total	<u>2,304,993.44</u>	<u>7.58</u>	<u>573,853.73</u>	<u>1.03</u>

Fee and commission income

	<u>2014</u>		<u>2013</u>	
	<u>Amount</u>	<u>Proportion</u>	<u>Amount</u>	<u>Proportion</u>
	RMB	(%)	RMB	(%)
Morgan Stanley Asia Limited	94,326,385.78	98.25	69,655,445.75	62.86
Morgan Stanley Commodities Trading				
(China) Limited	-	-	50,000.00	0.04
Morgan Stanley Management Service				
(Shanghai) Limited	-	-	50,000.00	0.04
Morgan Stanley Investment Consultancy				
(Shanghai) Limited	-	-	50,000.00	0.04
Total	<u>94,326,385.78</u>	<u>98.25</u>	<u>69,805,445.75</u>	<u>62.98</u>



MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

X. RELATED PARTIES RELATIONSHIP AND TRANSACTIONS - continued

3. As of balance sheet date, the significant transactions between the Bank and the above related parties for the year are as follows: - continued

Operating expenses

	<u>2014</u>		<u>2013</u>	
	<u>Amount</u> RMB	<u>Proportion</u> (%)	<u>Amount</u> RMB	<u>Proportion</u> (%)
Morgan Stanley Management Service (Shanghai) Limited	<u>2,880,000.00</u>	<u>4.43</u>	<u>1,480,000.00</u>	<u>1.90</u>

The Bank conducts business with related parties in the course of daily business according to ordinary business terms.

4. Unsettled amount of related transactions:

Due from banks

	<u>31/12/2014</u>		<u>31/12/2013</u>	
	<u>Amount</u> RMB	<u>Proportion</u> (%)	<u>Amount</u> RMB	<u>Proportion</u> (%)
Bank of Tokyo-Mitsubishi UFJ, Ltd	<u>257.68</u>	<u>0.00</u>	<u>301.33</u>	<u>0.00</u>

Due to financial institutions

	<u>31/12/2014</u>		<u>31/12/2013</u>	
	<u>Amount</u> RMB	<u>Proportion</u> (%)	<u>Amount</u> RMB	<u>Proportion</u> (%)
Morgan Stanley Huaxin Fund Management Company Limited	<u>769.35</u>	<u>18.21</u>	<u>866.56</u>	<u>19.60</u>

Customer deposits

	<u>31/12/2014</u>		<u>31/12/2013</u>	
	<u>Amount</u> RMB	<u>Proportion</u> (%)	<u>Amount</u> RMB	<u>Proportion</u> (%)
Morgan Stanley Properties (China) Co., Ltd.	119,000,095.27	11.31	17,161,772.33	1.22
Morgan Stanley Investment Consultancy (Beijing) Company Limited	76,224,487.79	7.25	-	-
Morgan Stanley (China) Private Equity Investment Management Co., Ltd	45,000,000.43	4.28	-	-
Morgan Stanley Information Technology (Shanghai) Limited	9,065,780.60	0.86	-	-
Others	<u>34.22</u>	<u>0.00</u>	<u>24,773.40</u>	<u>0.00</u>
Total	<u>249,290,398.31</u>	<u>23.70</u>	<u>17,186,545.73</u>	<u>1.22</u>

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

X. RELATED PARTIES RELATIONSHIP AND TRANSACTIONS - continued

4. Unsettled amount of related transactions: - continued

Interest payable

	<u>31/12/2014</u>		<u>31/12/2013</u>	
	<u>Amount</u> RMB	<u>Proportion</u> (%)	<u>Amount</u> RMB	<u>Proportion</u> (%)
Morgan Stanley Properties (China) Co., Ltd.	674,173.21	12.02	3,574.86	0.09
Morgan Stanley (China) Private Equity Investment Management Co., Ltd	330,397.22	5.89	-	-
Morgan Stanley Investment Consultancy (Beijing) Company Limited	91,019.66	1.62	-	-
Morgan Stanley Information Technology (Shanghai) Limited	22,133.09	0.39	-	-
Others	0.08	0.00	-	-
Total	<u>1,117,723.26</u>	<u>19.92</u>	<u>3,574.86</u>	<u>0.09</u>

Other assets

	<u>31/12/2014</u>		<u>31/12/2013</u>	
	<u>Amount</u> RMB	<u>Proportion</u> (%)	<u>Amount</u> RMB	<u>Proportion</u> (%)
Morgan Stanley Asia Limited	638,295.08	18.90	2,243,480.29	5.69
Morgan Stanley Management Service (Shanghai) Limited	-	-	510,000.00	1.30
Total	<u>638,295.08</u>	<u>18.90</u>	<u>2,753,480.29</u>	<u>6.99</u>

Other liabilities

	<u>31/12/2014</u>		<u>31/12/2013</u>	
	<u>Amount</u> RMB	<u>Proportion</u> (%)	<u>Amount</u> RMB	<u>Proportion</u> (%)
Morgan Stanley Management Service (Shanghai) Limited	720,000.00	3.63	580,000.00	2.78

5. Compensation of key management personnel

	<u>2014</u>		<u>2013</u>	
	<u>Amount</u> RMB	<u>Proportion</u> (%)	<u>Amount</u> RMB	<u>Proportion</u> (%)
Compensation of key management personnel	<u>3,056,584.02</u>	<u>9.17</u>	<u>5,173,044.10</u>	<u>15.57</u>

Key management personnel are those who have the authority and responsibility for planning, directing and controlling the activities of the Bank.

XI. RISK MANAGEMENT

1. Overview of risk management

(1) Overview of risks

The Bank is exposed to various risks in its business operations, especially the use of financial instruments; risks are becoming diversified and complicated. The key risks faced by the Bank are credit risk, liquidity risk, market risk and operational risk. Market risks include foreign exchange risk and interest rate risk.

The Bank's risk management objectives are to achieve proper balance between risks and yield, minimize the adverse impacts of risks on the Bank's performance, and maximize the benefits of the Bank. Based on these risk management objectives, the Bank's basic risk management strategy is to identify and analyze the industry's exposure to various risks, establish appropriate bottom line for risk tolerance, implement risk management, and monitor these exposures to ensure appropriate measurements are implemented on a timely and effective manner.

The Board of Directors of the Bank is responsible for establishing the Bank's overall risk management strategies, monitoring and evaluating the Bank's risk management and internal control system by Risk Committee, Senior Management Committee and other committees. Under Risk Committee, the Bank has established the Credit Management Committee, Asset and Liability Management Committee, Operational Risk Committee, and BCP Committee to manage its credit, market, operational, liquidity and business contingency risks.

2. Credit risk

(1) Credit risk management

Credit risk arises when the borrower or counterparty fails to meet the required obligations in the agreement on due date.

The Bank's credit exposure is mainly from corporate loan lending and interbank placements. The Bank implements its credit risk management practices under the leadership of the Bank's Risk Committee. The Bank's Credit Policy is reviewed and approved annually by the Bank's Board of Directors and is the primary policy document that governs the credit risk management and control framework, which includes descriptions on credit assessment, credit rating, loan classification, country risk management, credit limit authorities and problem exposure management etc.

Credit Risk Department performs independent credit risk oversight and monitoring, including the independent assessment, monitoring and control of credit risk for the Bank to ensure credit risk taken is within the risk level set by the Board of Directors of the Bank. The Credit Management Committee is appointed by the Bank's Risk Committee to perform credit approval function jointly with Credit Risk Department.

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

XI. RISK MANAGEMENT - continued

2. Credit risk - continued

(2) Maximum credit risk exposure information

Without taking into account of any collateral held or any other credit enhancement, the maximum credit risk exposure as of the balance sheet date is the carrying amount of financial assets less impairment loss. The maximum credit risk exposure is disclosed below:

	<u>31/12/2014</u>	<u>31/12/2013</u>
	RMB	RMB
On-balance sheet items		
Loans and advances to customers	295,500,000.00	99,000,000.00
Inter-banks receivable	449,117,239.14	1,305,027,438.02
Include: Due from banks	149,117,239.14	204,186,338.02
Placements with banks and other financial institutions	300,000,000.00	1,100,841,100.00
Financial assets at fair value through profit or loss	1,476,793,710.00	665,041,693.23
Interest receivable	51,864,291.93	14,681,038.65
Other financial assets	2,074,423.31	24,110,745.09
Total on-balance sheet items	<u>2,275,349,664.38</u>	<u>2,107,860,914.99</u>
Total off-balance sheet items	<u>3,331,400.00</u>	<u>3,678,400.00</u>
Total	<u>2,278,681,064.38</u>	<u>2,111,539,314.99</u>

Other financial assets include security deposit, fees receivable and pending receivable of bond trading etc.

Except for credit loans, certain credit enhancement measures such as guarantee, pledge are taken by the Bank for other loans, off-balance sheet items etc, to mitigate credit risk exposure to an acceptable level.

MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

XI. RISK MANAGEMENT- continued

2. Credit risk - continued

(3) Loans and advances to customers and inter-banks receivable

Overdue and impaired

(i) As of 31 December 2014, the Bank had nil overdue or impaired loans and advances to customers and inter-banks receivable. (31/12/2013: Nil)

(ii) Not overdue and not impaired

	<u>31/12/2014</u>	
	<u>Normal</u> RMB	<u>Total</u> RMB
Loans and advances to customers		
- Loans	295,500,000.00	295,500,000.00
Inter-banks receivable	449,117,239.14	449,117,239.14
	<u>31/12/2013</u>	
	<u>Normal</u> RMB	<u>Total</u> RMB
Loans and advances to customers		
- Loans	99,000,000.00	99,000,000.00
Inter-banks receivable	1,305,027,438.02	1,305,027,438.02

For loans and advances to customers and inter-banks receivable not overdue and not impaired, the Bank has provided provision according to collective assessment.

(4) Financial assets at fair value through profit or loss

	<u>31/12/2014</u> RMB	<u>31/12/2013</u> RMB
Neither overdue nor impaired		
Bonds held for trading	1,476,793,710.00	665,041,693.23

The investments in debt securities include mainly Government bonds, PBOC bills and financial institution bonds held by the Bank.

XI. RISK MANAGEMENT- continued

2. Credit risk - continued

(5) Analysis on credit risk concentration of financial assets

The Bank manages credit risk concentration of financial assets by industry, relevant analysis can be referred to Note VIII, 6(2).

3. Liquidity risk

Liquidity risk is the risk of loss or bankruptcy arises from the Bank's failure to provide sufficient funds for the decrease in liabilities or the increase in assets. Liquidity risk can also be caused by the mismatch between the amount and maturity between assets and liabilities.

(1) Liquidity risk management

The Bank has set up liquidity risk management policy and procedures to identify and control the short-term and long-term liquidity risk, ensure the Bank operates with prudent liquidity environment, and at the same time also meet the requirement of the Bank's daily operation funding. The policy includes the following:

- (i) The Bank closely monitors the structure of RMB and foreign currency position, term, limit, and cost of maintaining liquidity.
- (ii) The Asset and Liability Management Committee holds meeting monthly to review liquidity risk and discusses the optimization of assets and liabilities structure.
- (iii) The Bank has implemented liquidity stress test and submitted reports to the Asset and Liability Management Committee on a monthly basis to ensure the Bank's orderly operation within one year under the condition of market credit/liquidity crunch.
- (iv) The Asset and Liability Committee reviews the assets and liabilities management report and business pipelines to ensure the appropriate liquidity and funding structures are in place.

**MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED**

**XI. RISK MANAGEMENT- continued**

**3. Liquidity risk - continued**

**(2) Analysis on liquidity risk of non-derivative instruments**

The following is the maturity analysis for assets and liabilities held by the Bank:

The following table presents the undiscounted remaining contractual cash flow of the Bank for non-derivative financial assets and liabilities as at balance sheet date.

	31/12/2014						
	Current & overdue RMB'000	Within one month RMB'000	1-3 months RMB'000	3-12 months RMB'000	Over 1 year RMB'000	No maturity date RMB'000	Total RMB'000
<b>Financial assets</b>							
Balances with the Central Bank	308,903	-	-	-	-	183,154	492,057
Due from banks	149,117	-	-	-	-	-	149,117
Placements with banks and other financial institutions	-	-	4,596	13,711	327,448	-	345,755
Financial assets at fair value through profit or loss	-	1,524,731	-	-	-	-	1,524,731
Loans and advances to customers	-	-	102,560	202,709	-	-	305,269
Other financial assets	-	639	-	-	-	1,435	2,074
<b>Total financial assets</b>	<b>458,020</b>	<b>1,525,370</b>	<b>107,156</b>	<b>216,420</b>	<b>327,448</b>	<b>184,589</b>	<b>2,819,003</b>
<b>Financial liabilities</b>							
Due to banks and other financial institutions	4	-	-	-	-	-	4
Sale for repurchase financial assets	-	294,257	-	-	-	-	294,257
Customer deposits	63,490	694,727	232,240	70,306	-	-	1,060,763
Other financial liabilities	-	16,950	720	-	-	1,804	19,474
<b>Total financial liabilities</b>	<b>63,494</b>	<b>1,005,934</b>	<b>232,960</b>	<b>70,306</b>	<b>-</b>	<b>1,804</b>	<b>1,374,498</b>
<b>Net value</b>	<b>394,526</b>	<b>519,436</b>	<b>(125,804)</b>	<b>146,114</b>	<b>327,448</b>	<b>182,785</b>	<b>1,444,505</b>
	31/12/2013						
	Current & overdue RMB'000	Within one month RMB'000	1-3 months RMB'000	3-12 months RMB'000	Over 1 year RMB'000	No maturity date RMB'000	Total RMB'000
<b>Financial assets</b>							
Balances with the Central Bank	377,462	-	-	-	-	251,556	629,018
Due from banks	204,186	-	-	-	-	-	204,186
Placements with banks and other financial institutions	-	991,849	1,389	110,799	-	-	1,104,037
Financial assets at fair value through profit or loss	-	678,433	-	-	-	-	678,433
Loans and advances to customers	-	-	1,457	100,409	-	-	101,866
Other financial assets	-	22,908	-	-	-	1,203	24,111
<b>Total financial assets</b>	<b>581,648</b>	<b>1,693,190</b>	<b>2,846</b>	<b>211,208</b>	<b>-</b>	<b>252,759</b>	<b>2,741,651</b>
<b>Financial liabilities</b>							
Due to banks and other financial institutions	4	-	-	-	-	-	4
Customer deposits	55,638	656,765	999	726,831	-	-	1,440,233
Other financial liabilities	-	17,524	720	-	-	2,100	20,344
<b>Total financial liabilities</b>	<b>55,642</b>	<b>674,289</b>	<b>1,719</b>	<b>726,831</b>	<b>-</b>	<b>2,100</b>	<b>1,460,581</b>
<b>Net value</b>	<b>526,006</b>	<b>1,018,901</b>	<b>1,127</b>	<b>(515,623)</b>	<b>-</b>	<b>250,659</b>	<b>1,281,070</b>

XI. RISK MANAGEMENT- continued

4. Market risk

Market risk refers to the risk of losses in the Bank's on-balance sheet and off-balance sheet business due to adverse changes in market prices. The Bank's market risks mainly include foreign exchange risk and interest rate risk. The Bank manages its market risk through limit control (including trading limit, risk limit and stop loss limit), market risk measurement, monitoring and reporting, bond market value comparison and market risk capital management. Market Risk Department is responsible for monitoring market risk and report to Risk Management Committee on a regular basis. The Bank has established and enhanced market risk limit management system, specified and standardized the process and reporting of market risk management. The Internal Audit Department performs audit on market risks management on a regular basis. The Bank has regularly performed stress testing to evaluate the potential loss arising from market risk under specific adverse incident in order to strengthen market risk management.

(1) Foreign exchange risk

The Bank is set up and operates in PRC, the Bank's foreign currency business is mainly in USD and HKD. The Bank's loans to customers are mainly in RMB and USD.

The Bank monitors the foreign exchange risk mainly through the management of exposure limits.

The following table presents the structure analysis of the Bank's financial assets and financial liabilities by currencies as at balance sheet date:

	31/12/2014				
	RMB RMB'000	USD in RMB eqv. RMB eqv'000	HKD in RMB eqv. RMB eqv'000	Other currencies in RMB eqv. RMB eqv'000	Total RMB eqv'000
<b>Financial assets</b>					
Balances with the Central Bank	489,060	2,759	79	-	491,898
Due from banks	5,711	120,315	23,058	33	149,117
Placements with banks and other financial institution	300,000	-	-	-	300,000
Financial assets at fair value through profit or loss	1,476,794	-	-	-	1,476,794
Interest receivable	51,864	-	-	-	51,864
Loans and advances to customers	295,500	-	-	-	295,500
Other financial assets	1,435	635	4	-	2,074
<b>Total financial assets</b>	<b>2,620,364</b>	<b>123,709</b>	<b>23,141</b>	<b>33</b>	<b>2,767,247</b>
<b>Financial liabilities</b>					
Due to banks and other financial institutions	4	-	-	-	4
Repurchase agreements	294,000	-	-	-	294,000
Customer deposits	996,727	55,071	40	-	1,051,838
Interest payable	5,569	39	-	-	5,608
Other financial liabilities	17,671	189	1,614	-	19,474
<b>Total financial liabilities</b>	<b>1,313,971</b>	<b>55,299</b>	<b>1,654</b>	<b>-</b>	<b>1,370,924</b>
<b>Net open position</b>	<b>1,306,393</b>	<b>68,410</b>	<b>21,487</b>	<b>33</b>	<b>1,396,323</b>



MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED

XI. RISK MANAGEMENT- continued

4. Market risk - continued

(1) Foreign exchange risk - continued

	31/12/2013				
	RMB RMB'000	USD in RMB eqv. RMB eqv'000	HKD in RMB eqv. RMB eqv'000	Other currencies in RMB eqv. RMB eqv'000	Total RMB eqv'000
Financial assets					
Balances with the Central Bank	627,785	866	79	-	628,730
Due from banks	4,564	16,935	182,647	40	204,186
Placements with banks and other financial institution	985,000	115,841	-	-	1,100,841
Financial assets at fair value through profit or loss	665,042	-	-	-	665,042
Interest receivable	14,651	30	-	-	14,681
Loans and advances to customers	99,000	-	-	-	99,000
Other financial assets	21,875	2,232	4	-	24,111
<b>Total financial assets</b>	<b>2,417,917</b>	<b>135,904</b>	<b>182,730</b>	<b>40</b>	<b>2,736,591</b>
Financial liabilities					
Due to banks and other financial institutions	4	-	-	-	4
Customer deposits	1,394,930	17,162	44	-	1,412,136
Interest payable	4,026	3	-	-	4,029
Other financial liabilities	18,313	420	1,611	-	20,344
<b>Total financial liabilities</b>	<b>1,417,273</b>	<b>17,585</b>	<b>1,655</b>	<b>-</b>	<b>1,436,513</b>
<b>Net open position</b>	<b>1,000,644</b>	<b>118,319</b>	<b>181,075</b>	<b>40</b>	<b>1,300,078</b>

The following table illustrates the impact of 5% appreciation or 5% depreciation of the spot exchange rate and forward exchange rate of RMB against all foreign currencies on owner's equity of the Bank.

	2014	2013
	Increase/ (decrease) in owner's equity RMB'000	Increase/ (decrease) in owner's equity RMB'000
Appreciate by 5%	(3,372)	(11,229)
Depreciate by 5%	3,372	11,229

(2) Interest rate risk

Interest rate risk is the impact of change in market interest rate on fair value of financial assets and liabilities of the balance sheet and interest income and expenses of the income statement for the period. The Bank's foreign exchange business lending rates and large amount deposit rates primarily fluctuates with the Bank's funding cost while the RMB business lending and deposit rates fluctuates within the permitted range provided by the PBOC. The inter-bank placements and takings interest rates are determined by the market.

**MORGAN STANLEY BANK INTERNATIONAL (CHINA) LIMITED**

**XI. RISK MANAGEMENT- continued**

**4. Market risk - continued**

**(2) Interest rate risk- continued**

As of the balance sheet date, the interest-bearing assets and liabilities of the Bank are as follows:

	31/12/2014						
	Within 1 month RMB'000	1-3 months RMB'000	3-12 months RMB'000	1-5 years RMB'000	Over 5 years RMB'000	Non-interest bearing RMB'000	Total RMB'000
<b>Financial assets</b>							
Balances with the Central Bank	489,060	-	-	-	-	2,838	491,898
Due from banks	149,117	-	-	-	-	-	149,117
Placements with banks and other financial institutions	-	300,000	-	-	-	-	300,000
Financial assets at fair value through profit or loss	-	90,019	1,121,112	265,663	-	-	1,476,794
Interest receivable	-	-	-	-	-	51,864	51,864
Loans and advances to customers	-	295,500	-	-	-	-	295,500
Other financial assets	-	-	-	-	-	2,074	2,074
<b>Total financial assets</b>	<b>638,177</b>	<b>685,519</b>	<b>1,121,112</b>	<b>265,663</b>	<b>-</b>	<b>56,776</b>	<b>2,767,247</b>
<b>Financial liabilities</b>							
Due to banks and other financial institutions	4	-	-	-	-	-	4
Repurchase agreements	294,000	-	-	-	-	-	294,000
Customer deposits	753,563	230,233	68,042	-	-	-	1,051,838
Interest payable	-	-	-	-	-	5,608	5,608
Other financial liabilities	-	-	-	-	-	19,474	19,474
<b>Total financial liabilities</b>	<b>1,047,567</b>	<b>230,233</b>	<b>68,042</b>	<b>-</b>	<b>-</b>	<b>25,082</b>	<b>1,370,924</b>
<b>Net open position</b>	<b>(409,390)</b>	<b>455,286</b>	<b>1,053,070</b>	<b>265,663</b>	<b>-</b>	<b>31,694</b>	<b>1,396,323</b>
	31/12/2013						
	Within 1 month RMB'000	1-3 months RMB'000	3-12 months RMB'000	1-5 years RMB'000	Over 5 years RMB'000	Non-interest bearing RMB'000	Total RMB'000
<b>Financial assets</b>							
Balances with the Central Bank	627,785	-	-	-	-	945	628,730
Due from banks	204,186	-	-	-	-	-	204,186
Placements with banks and other financial institutions	991,453	109,388	-	-	-	-	1,100,841
Financial assets at fair value through profit or loss	-	48,901	377,130	239,011	-	-	665,042
Interest receivable	-	-	-	-	-	14,681	14,681
Loans and advances to customers	-	99,000	-	-	-	-	99,000
Other financial assets	-	-	-	-	-	24,111	24,111
<b>Total financial assets</b>	<b>1,823,424</b>	<b>257,289</b>	<b>377,130</b>	<b>239,011</b>	<b>-</b>	<b>39,737</b>	<b>2,736,591</b>
<b>Financial liabilities</b>							
Due to banks and other financial institutions	4	-	-	-	-	-	4
Customer deposits	707,792	970	703,374	-	-	-	1,412,136
Interest payable	-	-	-	-	-	4,029	4,029
Other financial liabilities	-	-	-	-	-	20,344	20,344
<b>Total financial liabilities</b>	<b>707,796</b>	<b>970</b>	<b>703,374</b>	<b>-</b>	<b>-</b>	<b>24,373</b>	<b>1,436,513</b>
<b>Net open position</b>	<b>1,115,628</b>	<b>256,319</b>	<b>(326,244)</b>	<b>239,011</b>	<b>-</b>	<b>15,364</b>	<b>1,300,078</b>

XI. RISK MANAGEMENT- continued

4. Market risk - continued

(2) Interest rate risk- continued

Interest rate sensitivity analysis

The following sensitivity analysis is based on the interest rates gap between the interest bearing assets such as balances with the Central Bank; due from banks and other financial institutions; financial assets at fair value through profit or loss, loans and other receivables and interest bearing liabilities such as customer deposits as of the balance sheet date. The upward and downward change of 50 basis points is used by management in evaluating the possible changes in interest rates and the corresponding interest rate risks.

(i) Banking book

The following table illustrates from a profitability perspective, the impact of the increase or decrease of the interest rate of all currencies by 50 basis points on the net interest income of the banking book in next year. Banking book includes the interest bearing assets and interest bearing liabilities except financial assets at fair value through profit or loss.

	<u>2014</u> (decrease)/ Increase in net interest income RMB'000	<u>2013</u> Increase/ (decrease) in net interest income RMB'000
Increase by 50 basis points	(256)	5,157
Decrease by 50 basis points	256	(5,157)

(ii) Trading book

The following table illustrates from a economic value perspective, the impact of the increase or decrease of the interest rate of all currencies by 50 basis points on the net assets of the trading book in next year. Trading account mainly includes financial assets at fair value through profit or loss.

	<u>2014</u> (decrease)/ Increase in net assets RMB'000	<u>2013</u> Increase/ (decrease) in net assets RMB'000
Increase by 50 basis points	(4,949)	(3,797)
Decrease by 50 basis points	4,949	3,797

XI. RISK MANAGEMENT- continued

5. Capital adequacy

The Bank follows below principles in managing capital:

- To maintain a strong capital base and high-quality capital to support the development of its business, and comply with the capital requirements set by the regulators;
- Adequately identify, measure, monitor, mitigate and control various risks to ensure the capital level adapt to the level of risk and risk management.

Capital adequacy and the use of regulatory capital are regularly monitored by the Bank's management, employing techniques based on the guidelines developed by the Basel Committee and implemented by the CBRC. The required information is filed with the CBRC on a quarterly basis.

Capital adequacy reflects the Bank's ability to maintain sustainable operation and resist the risks. From 1 January 2013, in accordance with Regulation Governing Capital of Commercial Banks (Provisional) and other relevant regulations promulgated by the CBRC, commercial banks are required to comply with minimum capital requirements, i.e. minimum core tier 1 capital adequacy ratio, tier 1 capital adequacy ratio and capital adequacy ratio of 5%, 6% and 8%, respectively. Commercial banks are required to provide additional reserve capital which is 2.5% of risk-weighted assets. Under some specific circumstances, commercial banks are required to provide countercyclical buffer, which ranges from 0 - 2.5% of risk weighted assets. However, the CBRC has yet to require countercyclical buffer for the time being. In addition, for systemically important banks, a buffer requirement of 1% of risk weighted assets is required. The Bank is not categorized as systemically important bank.

The Bank constantly monitors, analyses, reports capital adequacy result, and compares with the management objectives to manage the capital adequacy ratio. The Bank has put in place various measures, such as asset growth control, adjusting structure of risk assets, internal capital accumulation, and capital injection, in order to ensure the capital adequacy ratios constantly satisfy the regulatory requirements and internal management objectives, resist the potential risks and support a sustainable development of business.

The Bank calculated capital adequacy ratio, tier 1 capital adequacy ratio and core tier 1 capital adequacy ratio, in accordance with the Regulation Governing Capital of Commercial Banks (Provisional) that is effective from 1 January 2013, as follows:

	<u>31/12/2014</u> RMB'000	<u>31/12/2013</u> RMB'000
Risk weighted assets	1,073,124	857,286
Include: Credit risk weighted assets	667,892	499,289
Market risk weighted assets	146,021	111,169
Operational risk weighted assets	259,211	246,828
Capital, net	1,396,414	1,313,334
Include: Core tier 1 capital	1,391,914	1,312,334
Other tier 1 capital	-	-
Tier 2 capital	4,500	1,000
Core tier 1 capital adequacy ratio	130%	153%
Tier 1 capital adequacy ratio	130%	153%
Capital adequacy ratio	130%	153%

XII. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The valuation of the fair value is determined based on market related information and financial instruments related information at a specific time. When determining the fair value of financial instruments, the Bank considers the market price as the best approximation of the fair value of the financial instruments for which there is an active market. For financial instruments of which the market does not exist, the Bank adopts other valuation techniques to determine the fair value of these financial assets and financial liabilities (details please refer to note IV).

The fair values of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices;
- The fair values of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis or observable market prices;
- The fair value of derivative instruments are calculated using quoted prices. Where such prices are not available, a discount cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

1. Financial assets and liabilities measured at fair value on a recurring basis

The following table illustrates the levels of fair values of the Bank's financial assets and financial liabilities measured at fair value on a recurring basis as at the balance sheet date:

	31/12/2014			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets at fair value through profit or loss	-	1,476,794	-	1,476,794

	31/12/2013			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets at fair value through profit or loss	-	665,042	-	665,042

There were no transfers between Levels 1 and 2 in the year of 2014 and 2013.

The gains from changes in fair value of the Bank arising from financial assets at FVTPL was RMB 7,935,376.77 (2013: Loss of RMB 631,092.77).

XII. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES - continued

1. Financial assets and liabilities measured at fair value on a recurring basis - continued

The Bank employs control processes to validate the fair value of its financial instruments, including those derived from pricing models. These control processes are designed to assure that the values used for financial reporting are based on observable inputs wherever possible. In the event that observable inputs are not available, the control processes are designed to assure that the valuation approach utilised is appropriate and consistently applied and that the assumptions are reasonable. These control processes include reviews of the pricing model's theoretical soundness and appropriateness by Morgan Stanley Group personnel with relevant expertise who are independent from the trading desks.

Additionally, groups within the Finance, Market Risk and Credit Risk Departments that are independent from the Trading Divisions participate in the review and validation of the fair values generated from pricing models, as appropriate. Where a pricing model is used to determine fair value, recently executed comparable transactions and other observable market data are considered for purposes of validating assumptions underlying the model.

In the current year, the Bank's financial assets measured at fair value comprise the Government bonds and financial institution bonds, etc. These financial assets are valued using quoted prices in active markets when available. To the extent quoted prices are not available, fair value is determined based on a valuation model that has interest rate yield curves, cross-currency basis index spreads, and country credit spreads for structures similar to the bond in terms of issuer, maturity and seniority as inputs. These financial assets are generally categorised in Level 1 or 2 of the fair value hierarchy.

2. Fair value of assets and liabilities that are not measured at fair value but fair value disclosures are required

The assets and liabilities not measured at fair value in the balance sheet include: balances with the Central Bank, due from banks, placements with banks and other financial institutions, loans and advances to customers, interest receivable, due to banks and other financial institutions, placements from banks and other financial institutions, repurchase agreements, customer deposits, interest payable and etc.

The maturity term of assets and liabilities not measured at fair value at balance sheet date are within 1 year except placements with banks and other financial institutions. The placements with banks and other financial institutions with remaining maturity more than 1 year are priced with floating rate. Accordingly, the fair values of assets and liabilities not measured at fair value approximate the carrying amount as at balance sheet date.

XIII. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform the current year's presentation.

XIV. APPROVAL OF FINANCIAL STATEMENTS

The financial statements of the Bank were approved on 17 April 2015 by the Board of Directors.

\* \* END OF FINANCIAL STATEMENTS \* \*

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