

日期：二〇一〇年五月十日

就立法會小組委員會於二〇一〇年

五月三日的來函的回應文件

(中文譯本)

致立法會研究雷曼兄弟相關迷你債券及
結構性金融產品所引起的事宜小組委員會

在本回應文件內所使用以粗體表示的字詞，除另加註明外，在本文內應具一如星展銀行(香港)有限公司行政總裁葉約德女士於 2010 年 3 月 26 日的書面陳詞(「該陳詞」)中所給予的涵義。

1 Please inform the Subcommittee of the following:

(a) **the number of staff involved in the sale of Lehman Brothers (LB)-related Constellation Notes (CLN Notes) who had resigned after the collapse of LB in September 2008;**

1.1 47 名。這相當於按年計算員工流失率約 20%，亦與星展香港的過往流失率相符。

(b) **out of the resigned staff in (a), the number of these former staff who were involved in complaint cases in relation to CLN Notes, and the number of such complaint cases; and**

1.2 40 名職員。447 宗投訴個案。

(c) **out of the complaint cases in (b), the number of cases in which DBSHK was unable to contact the responsible staff members who had resigned.**

1.3 4 宗。

2 HKMA announced on 20 November 2009 that it took disciplinary action for the first time against a "relevant individual" in connection with a Lehman Brothers-related investment product, and imposed sanctions on Ms LEUNG Wai-yu, who was a former employee of DBSHK. Please inform the Subcommittee of the irregularities and non-compliance that had been identified in Ms LEUNG's case.

2.1 星展香港並非金管局就梁慧茹女士進行的調查的當事一方。我們假定，按法定保密條文規定，金管局及梁女士均沒有就梁女士的個案中發現的「不當行爲及違規事項」告知星展香港。星展香港對該等「不當行爲及違規事項」的認知僅限於金管局於 2009 年 11 月 20 日發出的公布中的資料。

2.2 星展香港已向 5 名透過梁女士投資於信貸相聯債券的客戶作出賠償。在上述各個案中，星展香港均是以特惠金性質賠償予客戶，並以下文第 12.4 段所述的相同因素作為參考(例如：個人情況(個人健康、家人健康、工作狀況、年齡)、集中風險等)。

3 According to DBSHK, the overall revenue target each year is made up of revenue from different sources. Please provide the quarterly revenue target for the sale of investment products from 2005 to September 2008 (prior to the collapse of LB).

3.1 在 2005 年，銷售員獲給予的銷售目標是以所售產品的面值表達。一名理財服務經理的季度目標是 417 萬港元的面值。

3.2 在 2006 至 2008 年期間，銷售員並無獲給予任何收入目標。然而，他們獲給予積分目標，而積分可透過完成不同工作賺取(例如開立新戶口、開設新存款、出售投資產品等)。

4 Please provide a sample of the evaluation form for appraising staff performance.

4.1 2006 年的評核表格副本現隨附為附件 1 第 1 項。

5 Referring to paragraph 46.1(c) of W26(C), please provide more information on HKMA's concerns about the provision of investment advice to customers by DBSHK.

5.1 在金管局 2007A 報告中，金管局注意到星展香港對員工實施了一項一般性的禁制，禁止員工提供投資意見。然而，金管局建議應加設額外的監控措施防止員工提供投資意見。特別是金管局發覺若干員工會向客戶提供「銀行的看法」(例如根據由星展唯高達香港有限公司發出的研究報告而提供的看法)。金管局指該等「銀行的看法」呈示予客戶的方式並不包含任何明確表示，指相關員工是根據已發表的資料提供看法。金管局建議本行設立監控措施，以確保員工向客戶清楚傳達有關任何「銀行的看法」的來源。

5.2 就此，本行實施了一項監控措施，在這項措施下，員工與客戶討論可考慮的投資時必須說明資料來源。

6 It is stated in a letter issued by HKMA to all the retail banks on 23 October 2008 that incentive schemes to staff should not be linked solely to sales volume. It is also noted that 20% of the remuneration of the sales staff of DBSHK is a variable pay linked to the revenues they generated. Please confirm:

(a) whether the 20% variable pay for sales staff is solely linked to their achievement of the revenue target, or whether other performance indicators are also taken into account; and

6.1 不是。本行會考慮多個範疇，當中包括客戶服務質素及內部程序與規定的合規程度。員工如就合規要求有任何重大違反，其可變性收入有可能全被沒收。

(b) did the remuneration structure in (a) predate September 2008? Or has it been revised in response to HKMA's letter in October 2008?

6.2 第 6.1 段所指的薪酬架構是早於 2008 年 9 月前已經制訂。就所提供的資料而言，閣下會注意到薪酬架構無需因應金管局的函件作出修訂；此薪酬架構已符合相關規定。

7 As stated in paragraph 9.6 of F(DBS)1, the Internal Audit Department noted that some customer complaints had not been reported to the Complaint Handling Officer within the stipulated timeframe. Please inform the Subcommittee of the following:

(a) the number of complaint cases that had not been reported within the stipulated timeframe; and

7.1 有 7 宗個案未有在規定時限內呈報投訴處理主任(當中只有一宗投訴與信貸相聯債券有關)。

(b) the proportion of cases in (a) out of all complaint cases in the same audit exercise;

7.2 有關的檢討審核了 16 宗投訴個案。

8 It is noted that the Compliance Department had identified certain documentation lapses in a sample checks on the sale of CLN Notes (paragraph 9.8 of F(DBS)1). Please explain the "documentation lapses".

8.1 本行就信貸相聯債券的銷售發現以下文件上的誤差：

(i) 某些銷售員不知道就中文版的客戶合適評估問卷增補條款內其中一個選項方格是否需劃上剔號。此方格劃上剔號即表示客戶已閱讀及明白關於產品的發行章程及發售文件。鑑於此表格中文譯本的偏差，若干員工認為若有關的發行章程涉及單位信託才需在此方格劃上剔號。因此，在 32 個樣本中，有 24 個樣本未有在此方格劃上剔號。然而，相關客戶合適評估問卷增補條款表格內其他方格則獲適當地劃上剔號(例

如：確認客戶已獲提供及明白產品條款單張、條款及條件及風險披露聲明的方格)。2007年版本的客戶合適評估問卷增補條款已作出修訂，以處理此混淆情況。

- (ii) 3份客戶合適評估問卷增補條款已沒有存根。
- (iii) 6份客戶合適評估問卷增補條款並不完整。例如：未有填寫產品風險水平一項；有關建議客戶尋求獨立財務意見及關於投資年期的方格並沒有劃上剔號；及／或到期日(需手寫於文件上)未經適當地簽簽。

9 It is noted that 10 branches were checked and irregularities were found in 8 sampling cases in an internal audit conducted in December 2007 (paragraph 9.11 of F(DBS)1). Please advise;

- (a) the number of staff and branches sampled in the internal audit conducted in December 2007;

9.1 在10家分行抽查10名員工(每家分行1名員工)。

- (b) the average number of staff and branches sampled in each internal audit exercise; and

9.2 一般而言，每次內部審核會抽查最少5間分行。平均而言，每家分行會有1至2名員工被抽查。

- (c) the average number of staff and branches sampled each month in the course of an internal audit exercise.

9.3 平均而言，每年會有22家分行被審核，而每家被審核的分行會有1至2名員工被抽查。

10 Referring to paragraph 9.11(iv) of F(DBS)1, please inform the Subcommittee of the following:

- (a) Whether the one instance related to the sale of LB-related CLN Notes; if yes, the details; and

10.1 不是。

- (b) What exactly had been said by the sales staff to the customer which was regarded as personal investment advice.

10.2 該名銷售員就單位信託的種類作出若干建議。並沒有任何交易指示是因該等建議而被執行。

11 In respect of the various rounds of internal audit and compliance review as mentioned in paragraphs 9.6 and 9.8 - 9.11 of F(DBS)1, please provide:

- (a) a copy of the relevant reports containing the findings of the aforesaid internal audit and compliance review;

11.1 F(DBS)1第9.6段及9.8-9.11段所述的報告及合規審查的相關摘錄現隨附為附件1第2至6項。

- (b) action plans to address the issues identified in the reviews; and

11.2 F(DBS)1第9.6段及9.8-9.11段所述行動計劃的報告的相關摘錄現隨附為附件1第2至6項。

- (c) document(s) on post-implementation reviews of the action plans in (b).

11.3 因內部審核而需採取的各行動項目均會利用電腦系統監察及覆核，以確保行動項目已獲處理。此外，各行動項目均會在下次審核中予以檢討，以確保該等行動項目已獲適當跟進並已完成。

11.4 在 2005 至 2007 年期間，有關投資產品的銷售方式會每年予以覆核。先前年間的行動項目會在相關的審計通知內訂明，並構成其後年份的審核範疇之一。假如在下一年的審核過程中發現某項行動項目未獲處理，此不符要求之處會在相關審核報告內標明為「重覆事項」。在 2005 至 2007 年期間，並沒有發現任何重覆事項。

11.5 相關的審計通知現隨附為附件 1 第 2 至 6 項。

12 It is noted that DBSHK had settled 636 customer complaints out of 2775 complaints received in respect of the sale of LB-related CLN Notes (paragraph 44.2 of W26(C)). Please advise:

(a) the number of settled cases involving customers over 65 years of age, and as a percentage of the complaints received from customers over 65 years of age;

12.1 本行就 202 宗涉及 65 歲以上客戶的個案達成和解。該 202 宗個案佔 65 歲以上客戶的整體投訴個案的 73%。事實上，**星展香港**一共就 226 宗涉及 65 歲以上客戶的個案提出和解建議。

(b) the reasons why the remaining complaint cases from customers over 65 years of age had not been settled;

12.2 **星展香港**設有嚴謹的投訴處理程序(見下文第 13 段)，並按個別個案評定客戶投訴。就未獲和解的投訴個案而言，有某些情況是**本行**已作出和解建議但不獲接納。在其他個案中，**星展香港**認為投訴人有充足的投資經驗，其投資組合亦有充分地分散風險。

(c) the number of settled cases involving customers over 60 years of age, and as a percentage of the complaints received from customers over 60 years of age; and

12.3 本行就 279 宗涉及 60 歲以上客戶的個案達成和解。該 279 宗個案佔 60 歲以上客戶的整體投訴個案的 54%。

(d) a breakdown and analysis of the reasons that led to the settlement of these 636 complaints.

12.4 本行就該 636 宗投訴作出和解(每宗個案均是以特惠金性質作出和解)的原因可分為兩大類：

(i) 第 I 類：**星展香港**認為考慮到投訴人的投資經驗、流動資產額(集中風險)、職業、入息水平、知識水平及年紀，應就其個案作出和解。

(ii) 第 II 類：**星展香港**認為鑑於相關文件未有適當填妥及銷售過程上有偏差，應就投訴人的個案作出和解。

(iii) 下表列出該 636 宗投訴於有關類別的和解比率：

類別	比率
第 I 類	64%
第 II 類	10%
第 I 及 II 類	26%
合計	100%

13 As mentioned by Ms Linda WONG at the hearing held on 30 April 2010, DBSHK had set up a 120-person team to receive complaints in the first instance. The relevant information would be forwarded to a so-called "independent investigation team" to conduct investigation. Please advise;

(a) the membership of the "independent investigation team" that conducted the investigation of complaint cases and the relationship, if any, of these members with DBSHK;

13.1 下表列出就投訴個案進行調查的調查小組的成員（包括星展香港的員工及外部獨立人士）。請注意調查小組所有成員均獨立於星展香港的業務 / 銷售部門。

	2008 年 10 月 – 2008 年 11 月中	由 2008 年 11 月中起
星展香港	1. 零售銀行業務部監控認證部及營運部副總裁及助理副總裁 2. 審計部副總裁及助理副總裁 3. 風險管理部副總裁及助理副總裁 4. 合規部副總裁及助理副總裁	調查由合規及企業保安部帶領進行(調查小組由 13 名獨立於業務／銷售部門的副總裁、助理副總裁及經理組成)並由以下人士給予支援： 1. 零售銀行業務部監控認證部及營運部副總裁及助理副總裁 2. 審計部副總裁及助理副總裁 3. 風險管理部副總裁及助理副總裁 4. 合規部副總裁及助理副總裁
外部獨立人士		1. 德勤華永會計師事務所(平均有 24 至最多 38 名經理、高級審計員及審計員，任期 4 個月) 2. 兩名獨立顧問(退休廉政公署人員)

(b) in the course of investigating into complaint cases, whether DBSHK had held meetings attended by all relevant parties, including the complainant, to review the complaints. If such multi-party reviews were not held in respect of all complaint cases, please advise on the percentage of cases for which such reviews had been held; and

13.2 當接獲投訴後，**星展香港**的投資者關注中心會與投訴人會面，以收集關於投訴的資料。上述第 13.1 段中所述的調查小組會安排相關員工會面。

(c) **a copy of the relevant document(s) setting out DBSHK's complaint-handling procedures adopted in handling complaints on CLN Notes,**

13.3 有關信貸相聯債券的投訴處理程序副本現隨附為附件 1 第 9 項。