

CREDIT SUISSE FOUNDER
瑞信方正

瑞信方正证券有限责任公司

Credit Suisse Founder Securities Limited (“Company”)

2013 年年度报告公开披露信息
2013 Annual Report Abstract

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重要提示

Important Notice

本公司董事会、监事会及董事、监事、高级管理人员保证本年度报告内容的真实、准确、完整，不存在虚假记载、误导性陈述或重大遗漏，并就其承担个别和连带的法律责任。

The Board of Directors, the Board of Supervisors, the Directors, the Supervisors, Senior Management Personnel (“SMP”) of the Company guarantee that there are no false representations, misleading statements or material omissions contained in this report, and shall assume the joint and several liabilities for the truthfulness, accuracy and completeness of the contents of this report.

本公司在任的全体四名董事于 2014 年 4 月 24 日作出 2013 年第一次书面决议，审议通过了本公司《2013 年审计报告》。本公司第二届董事会于 2014 年 4 月 24 日召开了 2014 年第二次例行会议，审议通过了《2013 年年度报告》其它部分的内容，全体四名董事参加了该次会议并一致同意本报告。

All the four current Directors of the Company reviewed and approved the 2013 Audit Report by way of adopting the first written resolutions at the meeting of Board of Directors held on 24 April 2014. At the second regular meeting of Board of Directors of the Company in 2014 held on 24 April 2014, all the Directors reviewed and approved other parts of contents of 2013 Annual Report of the Company. All the four current Directors of the Company attended this meeting and unanimously agreed to this report.

未有董事、监事、高级管理人员声明对年度报告内容存在异议或无法保证其真实、准确、完整。

No Directors, Supervisors or SMP has stated that he/she has disagreement over the contents of 2013 Annual Report of the Company or is unable to guarantee the truthfulness, accuracy and completeness of the contents of this report.

公司负责人、主管会计工作的负责人及会计机构负责人声明：保证年度报告中财务报表的真实、准确、完整。

The Company’s responsible person(s), the SMP who are in charge of accounting and the head of the Finance Department hereby make the representations that they guarantee the contents of the financial statements contained in the annual report are true, accurate and complete.

本报告以中、英文对照编制，在对中英文文本的理解上发生歧义时，以中文文本为准。

This report is prepared in Chinese and English. In case of any discrepancy, the Chinese version shall prevail.

一、 公司概况 Company Overview

1、 公司名称 Name of the Company

公司的法定中文名称为 Legal Chinese name of the Company : 瑞信方正证券有限责任公司

英文名称 English name: Credit Suisse Founder Securities Limited

缩写 Abbreviation: CSFS

2、 法定代表人 Legal representative: 雷杰 Lei Jie;

总经理 General manager: 马勇 Ma Yong

3、 注册资本 Registered capital: 80,000 万元人民币 RMB800 million;

4、 各单项业务资格 Single business licenses:

股票（包括人民币普通股、外资股）和债券（包括政府债券、公司债券）的承销与保荐、中国证券登记结算有限责任公司结算参与人资格、银行间市场业务资格

Underwriting and sponsoring of shares (including Renminbi Ordinary Shares and foreign investment shares) and bonds (including government bonds and corporate bonds); Qualification Certificate of Securities Dealing Business issued by China Securities Depository and Clearing Corporation Limited (SD&C), and inter-bank market business license

5、 公司地址 Addresses

注册地址The registered address: 北京市昌平区回龙观镇金燕龙大厦 19 层 1903、1905 号Room 1903 and Room 1905, 19th Floor, Jinyanlong Mansion, Huilongguan Town, Changping District, Beijing邮编 Postcode:100069

办公地址Address of office: 北京市西城区金融大街甲九号金融街中心南楼 11 层 1102 单元和 12 层、15 层 11th Floor (Unit 1102), 12th and 15th Floors South Tower, Financial Street Center, No. A9, Financial Street, Xicheng District, Beijing邮编Postcode:100033

公司国际互联网网址 Website: <http://www.csfounder.com> , 电子信箱 E-mail: csfs@csfounder.com

二、 公司历史沿革 History of the Company

2008 年 6 月 13 日，中国证监会向方正证券有限责任公司（现已更名为方正证券股份有限公司）下发证监许可 [2008] 793 号《关于批准设立瑞信方正证券有限责任公司的批复》，批准方正证券与 Credit Suisse AG（中文译名：瑞士信贷银行股份有限公司）（前称 Credit Suisse）共同出资设立瑞信方正证券有限责任公司。公司于 2008 年 10 月 24 日取得营业执照正式设立，于 2008 年 12 月 29 日取得中国证监会颁发的《经营证券业务许可证》（编号：Z15911000）。

On June 13, 2008, the China Securities Regulatory Commission (CSRC) issued “the Written

Reply in respect of the Establishment of Credit Suisse Founder Securities Ltd -- Zheng Jian License [2008] 793”, approving the establishment of Credit Suisse Founder Securities Limited (CSFS, or the Company) which is jointly set up by Founder Securities Co., Ltd. and Credit Suisse AG (formerly known as Credit Suisse). After obtaining business license, the Company was formally incorporated on October 24, 2008 and obtained the Securities Business Operation Permit issued by CSRC (ID: Z15911000) on December 29, 2008.

三、 股东情况 Change of Capital Stock (Capital) and Shareholders

公司在报告期内未发生股本变动。

During the reporting period, there was no change in the Company's capital stock.

公司股东包括：

The shareholders of the Company include:

股东名称 Name of Shareholders	出资额及占比 Capital Contribution and proportion	质押或冻结情况 Assets Pledged or Frozen
方正证券股份有限公司 Founder Securities Co., Ltd.	53,360 万元人民币 RMB533.6 million 66.7%	无 None
Credit Suisse AG 瑞士信贷银行股份有限公司 (Credit Suisse AG 的中文译名)	等值于 26,640 万元人民币的美元 US dollar contribution equivalent to RMB266.4 million 33.3%	无 None

方正证券股份有限公司情况 Profile of Founder Securities Co., Ltd.

方正证券股份有限公司（以下简称“方正证券”），注册成立于 1994 年 10 月 26 日，公司住所位于湖南省长沙市芙蓉区芙蓉中路二段华侨国际大厦 22-24 层，注册资本 61 亿元，法定代表人为董事长雷杰，总裁为何其聪。方正证券的经营范围包括：证券经纪（除广东省深圳市前海深港现代服务业合作区之外），证券投资咨询，证券自营业务，证券资产管理业务，与证券交易、证券投资活动有关的财务顾问，直接投资业务，代销金融产品业务，中国证监会批准的其他业务。方正证券于 2011 年 8 月 10 日在上海证券交易所上市交易，股票代码为 601901。

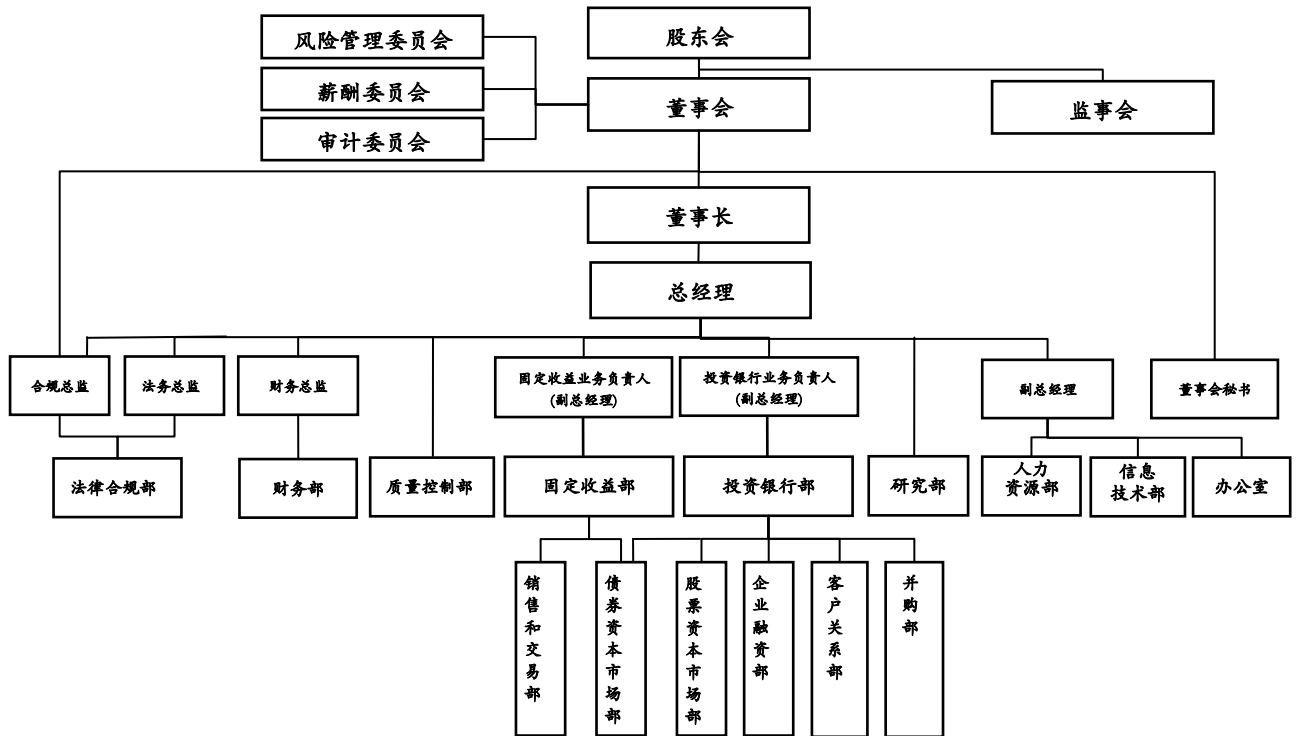
Founder Securities Co., Ltd. (hereinafter referred to as “Founder Securities”) was incorporated on Oct 26, 1994. Its registered address is Floor 22 – 24, Huaqiao International Plaza, Segment II of Fu Rong Zhong Lu, Fu Rong Area, Changsha City, Hunan Province. Its registered capital was RMB6.1 billion. Lei Jie is the legal representative and Chairman of the Board, whilst He Qicong is the President of Founder Securities. The business scope of Founder Securities covers: securities brokerage(excluding securities brokerage business in Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone), securities investment advisory service, securities proprietary trading, securities assets management, financial advisory service relating to securities trading and securities investment activities, direct investment, distribution of financial products and other business permitted by the CSRC. On August 10, 2011, the A share of Founder Securities was listed on Shanghai Stock Exchange via IPO and traded with ticker of 601901.

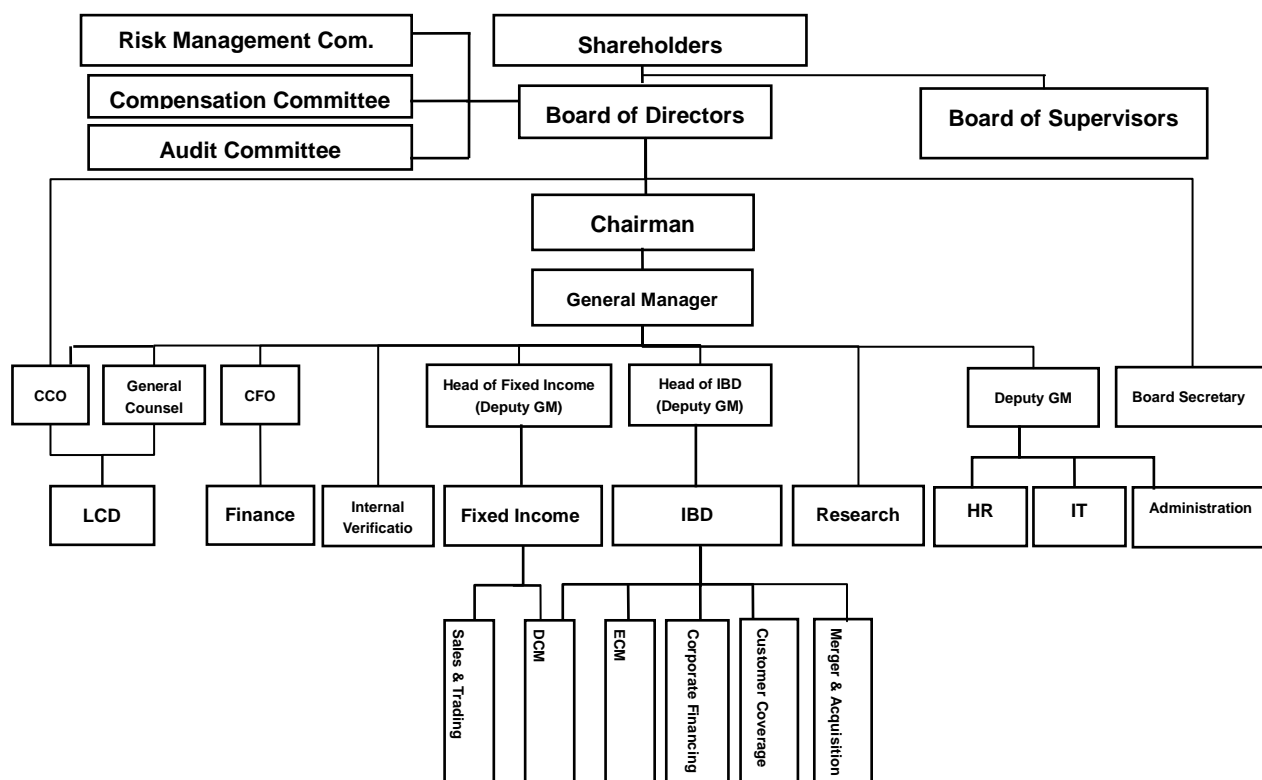
瑞士信贷银行股份有限公司情况 Profile of Credit Suisse AG

Credit Suisse AG (中文译名为瑞士信贷银行股份有限公司，以下简称“瑞士信贷”) 成立于 1856 年 7 月 5 日, 其成立地为瑞士苏黎世, 其注册办事处地址为瑞士苏黎世 Paradeplatz 8, CH-8001。瑞士信贷的现有注册并已缴付资本额为 4,399,680,200 瑞士法郎。瑞士信贷是一家综合性商业银行。根据瑞士联邦银行委员会（现称为瑞士金融市场监督管理局（Swiss Financial Market Supervisory Authority, 简称 FINMA））的说明函, 瑞士信贷可从事所有银行、投资银行、证券经纪、证券交易、资产管理、融资和其他金融服务业务。所有该等业务都由 FINMA 监管。现任董事会主席为 Urs Rohner, 现任首席执行官为 Brady W. Dougan。

Credit Suisse AG (hereinafter referred to as “CS”) was incorporated on July 5, 1856. Its place of incorporation is Zurich, Switzerland and its registered office address is Paradeplatz 8, CH-8001, Zurich, Switzerland. The current registered and paid-in share capital of CS is CHF4,399,680,200. CS is an integrated commercial bank. According to the Explanatory Letter provided by Swiss Federal Banking Commission (now renamed as “Swiss Financial Market Supervisory Authority, FINMA”), CS may engage in all banking, investment banking, securities brokerage, securities trading, asset management, financing and other financial service businesses. All of such businesses are regulated by FINMA. Urs Rohner is the present Chairman of Board of Directors while Brady W. Dougan is the present Chief Executive Officer.

四、 组织机构 Organizational Structure





公司未设有有关证券经纪业务的营业部，亦未设立任何子、分公司。

CSFS has not set up any operation in relation to securities brokerage business, and has not set up any subsidiaries or branches.

五、 公司员工构成情况 Employee Structure of the Company

截至 2013 年底，公司共有员工 148 名。其中：公司高级管理人员 5 名，法律合规人员 5 名，投行人员 103 名，研究人员 11 名，财务人员 3 名，信息技术 2 名，人力资源 3 名，行政办公人员 16 名。员工的年龄分布从 22 岁到 51 岁不等，平均年龄 32 岁。95% 以上的员工接受过本科或本科以上学历教育，其中拥有学士学位的员工占全体员工的 26%，硕士和双学士占 64%，博士学位的员工占 5%。

At the end of 2013, the Company had 148 employees, including: 5 Senior Management Personnel, 5 in LCD, 103 investment bankers, 11 researchers, 3 in Finance Dept., 2 IT engineers, 3 in HR, and 16 in General Office. The age of employees ranges from 22 to 51 with average age of 32. The employees having bachelor or higher degree account for over 95% of headcount; the employees having bachelor degree account for 26%; the employees having master degree or dual bachelor degrees account for 64%; and the employees having doctor degree account for 5%.

六、 资产质量、流动性情况、负债状况以及投融资活动分析 Analysis of asset quality and liquidity, liabilities, and financing activities

截至 2013 年 12 月 31 日，公司总资产 89,337.58 万元，主要为随时可变现的货币资金 84,413.51 万元，占资产比重为 94.49%；应收款项 1,356.58 万元，占资产比重为 1.52%；本公司已根据

可收回性单项计提减值准备 50 万元，其他应收款项无需计提减值准备；递延所得税资产、固定资产、无形资产及其他资产合计占资产比重 3.16%。公司资产质量状况优良，流动性充足。

As at 31 December 2013, the total assets of the Company were approximately RMB893.38 million, primarily including: cash and cash equivalents of approximately RMB844.14 million or 94.49% of total assets; accounts receivables of approximately RMB13.57 million or 1.52% of total assets. The Company recorded asset impairment reserves of RMB0.5 million and impairment reserves for other accounts receivables were not required. Deferred income tax assets, fixed assets, intangible assets and other assets represented 3.16% of total assets. The Company has an asset base of high quality and adequate liquidity.

截至 2013 年 12 月 31 日，公司负债总额 2,386.77 万元，主要包括应付职工薪酬 1,108.57 万元，应付款项 100.00 万元，应交税费 996.42 万元，其他负债 181.78 万元。主要系因日常经营活动产生的短期负债。公司 2013 年末资产负债率为 3%，偿债能力较强。

As at 31 December 2013, the Company had total liabilities of approximately RMB23.87 million, primarily including: payroll payable of approximately RMB11.09 million, accounts payable of RMB1.00 million, tax payable of approximately RMB9.96 million and other liabilities of approximately RMB1.82 million. Short-term liabilities incurred in the normal course of operation of the Company accounted for the bulk of total liabilities. At the end of 2013, the asset-liability ratio was 3%, indicating the Company had a stronger solvency.

公司本年度未发生任何融资活动。

No funds-raising activities of the Company occurred in 2013.

七、 业务经营概况及市场地位 Business profile and market position

2013 年公司的总承销金额为 259.81 亿元人民币，共完成 11 个主承销项目，主承销金额为 258.31 亿元。根据 Wind 资讯统计数据口径，2013 年公司的主承销金额排在前 20 名，与 2012 年基本保持了同样的市场地位。在股权融资方面，公司作为保荐人和主承销商完成太阳纸业非公开发行项目，作为保荐人和联席主承销商完成方大碳素和华联商厦两个非公开发行项目；债权融资方面，公司共计参与完成 13 个承销项目，其中 8 家主承销的项目包括以联席保荐人和联席主承销商身份完成的平安保险 260 亿可转债，以主承销商身份完成的南京禄口机场 16 亿企业债、天津滨海农商行 10 亿金融债、东吴证券 2013 年 30 亿公司债，和以联席主承销商身份完成的上海电气 20 亿公司债、广州汽车 40 亿公司债、天津滨海农商行 15 亿二级资本债、海通证券 2013 年第一期 120 亿公司债；在并购和财务顾问业务方面，2013 年公司实现的财务顾问收入共 1387.33 万元，而签约合同的总金额为 2,521 万元。

In 2013, the Company recorded total underwriting volume of approximately RMB25.98 billion and completed 11 lead underwriting project with a total of underwriting volume of approximately RMB25.83 billion. As shown in the league table provided by the Wind, the Company was among top 20 players in terms of lead underwriting volume in 2013, which is basically in line with its ranking in 2012. With respect to Equity Capital Market (ECM), as a sponsor and leader underwriter, the Company has completed the privately-placed projects of Sun Paper; as a sponsor and joint lead underwriter completed the privately-placed projects of two clients -- Fangda Carbon and Hualian Department Store. With respect to Debt Capital Market (DCM), the Company has participated in and completed 13 underwriting projects, including 8 projects in which the Company acted as a lead underwriter. The Company completed the offering of Ping An Bank RMB26.0 billion convertible bonds as a joint sponsor and joint lead underwriter; as a lead underwriter, completed the offering of Lukou Airport's RMB1.6 billion enterprise bonds, the offering of Binhai Bank's RMB1.0 billion financial bonds and the offering of Soochow Securities' RMB3.0 billion corporate bonds; as a joint lead underwriter, completed the offerings of Shanghai Electric's RMB2.0 billion corporate bonds,

GAC Group's RMB4.0 billion corporate bonds, Binhai Bank's RMB1.5 billion Tier II capital bonds and Haitong Securities' RMB12.0 billion Tranche I corporate bonds. As for M&A and financial advisory segment, the Company realized financial advisory income of approximately RMB13.87 million and recorded an aggregate value of executed contracts of RMB25.21 million in 2013.

据毕马威华振会计师事务所出具的审计报告：2013 年公司营业收入 22,806.41 万元，较上年同期增收 2,159.47 万元。其中，公司业务取得的手续费及佣金净收入 18,282.44 万元，较上年同期增长 1,780.03 万元，增幅达到 11%；公司自有资本金运作产生的利息 3,687.41 万元；公司 2013 年实现净利润人民币 501.85 万元。预计公司 2013 年度的承销保荐业务和并购重组等财务顾问业务的净收入仍将排在市场中位值以上。

According to the audit report issued by KPMG Huazhen, the auditor engaged by the Company, the Company recorded operating income of approximately RMB228.06 million in 2013, an increase of approximately RMB21.59 million from 2012. In particular, the Company recorded net fees and commission income of approximately RMB182.82 million, representing an increase of approximately RMB17.80 million or 11% from 2012. Interest income from the operation of self-owned capital funds reached RMB36.87 million. The Company recorded net profits of approximately RMB5.02 million in 2013. It is estimated that the Company's net income from underwriting, sponsoring and financial advisory services will remain above the median level of the sector.

公司 2013 年发生的业务及管理费用为 21,414.35 万元，其中主要为：员工成本 16,075.83 万元，业务宣传费 1,421.70 万元，租赁费 1,047.78 万元，差旅费 851.81 万元，折旧及摊销 660.91 万元等。

The total operating and administrative expenses reached approximately RMB214.14 million in 2013, primarily including employee costs of approximately RMB160.76 million, business publication expenses of approximately RMB14.22 million, business office rental of approximately RMB10.48 million, travel expenses of approximately RMB8.52 million and depreciation and amortization of approximately RMB6.61 million.

截至 2014 年 2 月，公司已经正式立项、正在执行的项目共计 48 个（其中 2013 年新立项的 22 个）。公司在 2014 年将继续跟踪承揽一批优质客户，进一步强化考核、发挥业务承揽奖励办法的激励作用、深入开展与中外双方股东的业务协同。在以前年度各类型项目储备的基础上，2014 年可以争取实现的承销保荐费用和财务顾问项目收入（主营业务收入）预计为 21,100 万元。

As of February 2014, the Company had a total of 48 projects that have been originated and executed, including 22 new projects originated in 2013. Furthermore, the Company is seeking to win mandates from a variety of premium customers. The Company will further strengthen performance review mechanism, continue to leverage incentive mechanism in respect of business origination and achieve more synergies by collaboration with two shareholders. Based on various projects in the pipeline accumulated in preceding years, the Company expects to earn operating income of RMB2.11 billion from core business (sponsoring and underwriting and financial advisory service) in 2014.

八、 内部控制自我评价报告结论和注册会计师的意见 Conclusion of the Self-appraisal Report on Internal Control and opinions given by certified public accountant

根据 2013 年度公司内部控制运行情况，公司管理层安排法律合规部牵头组织进行内部控制自我评价工作，评价范围涵盖了公司各个业务和职能部门，并向公司董事会出具了《瑞信方正证券有限责任公司内部控制自我评价报告（截至 2013 年 12 月 31 日止年度）》。该项自我评价报告认为：

报告期内，本公司日常工作相关的事项均已经建立了内部控制制度，并得以有效执行，达到了公司内部控制的目標，不存在重大缺陷和重要缺陷。2014年4月24日，公司全体董事以2014年第一次书面决议，审议通过了该项自我评价报告。

Based on the implementation of internal control of the Company in 2013, under the arrangement of the management of the Company, LCD took the lead in organizing the self-appraisal on internal control, which covers all business and functional departments of the Company. Upon completion of this self-appraisal, the Self-appraisal Report on Internal Control of the Company (For the Year Ending on 31 December 2013) was provided to the Board of Directors. This report finds that, during the reporting period, the Company has established internal control systems for all of matters relating to day-to-day work of the Company, effectively implemented these systems and realized the Company's objectives of internal control. Neither material defects nor important defects are identified. On 24 April 2014, all the Directors of the Company reviewed and passed this report by adopting the first written resolutions in 2014.

自内部控制评价报告基准日至本报告出具日，本公司并未发生对评价结论产生实质性影响的内部控制的重大变化。

There are no material changes in internal control that may have material effects on the conclusion of appraisal from the benchmark date to the issuance date of this self-appraisal report on internal control.

公司聘请毕马威华振会计师事务所对于公司内部控制进行了审计，并于2014年4月24日出具了标准无保留的《针对瑞信方正证券有限责任公司2013年12月31日与财务报告相关内部控制的专项说明》，表明未发现公司于2013年12月31日与财务报告相关的内部控制存在可能导致财务报表重大错报不能被及时防止或发现的重大缺陷。

On 24 April 2014, KPMG Huazhen, engaged by the Company to audit the internal control of the Company, issued a standard unqualified special introduction on the internal control relating to financial reports of Credit Suisse Founder Securities Limited for the year ending on 31 December 2013, stating that it has not found any material deficiencies in internal control relating to financial reports that are likely to lead to failure to prevent or identify any materials mistakes in financial statements of the Company as of 31 December 2013.

九、 董事、监事、高级管理人员薪酬情况 Compensation of Directors, Supervisors and Senior Management Personnel

职务 Title	实际领取薪酬人数(人) Number of people receiving compensation	报告期累计薪酬(元)(税前) Accumulated Compensation during the reporting period (RMB, pre-tax)
董事 Director	2	6,148,431.01
其中：独立董事 Including: Independent Director	0	0.00
监事 Supervisor	1	1,651,412.74
高管人员 Senior Management	5	14,968,867.53

Personnel		
合计 Total	8	22,768,711.28

备注：1、报告期内，公司所有董事、监事、高级管理人员均未持有本公司股份、股票期权，也未被授予限制性股票；2、董事、监事、高级管理人员的薪酬情况包括已离任的董事崔俊慧、副总经理黄峥 2013 年度在公司的领薪情况；3、报告期内累计薪酬包括报告期内所发放的基础薪酬和各种绩效奖金。

Note: 1) During the reporting period, all the Directors, Supervisors and SMP of the Company hold no stocks or stock options of the Company and they have not been vested with restricted stocks; 2) The compensation of Directors, Supervisors and SMP include the compensation received by Mr. Cui Junhui, the former Director and Mr. John Huang, the former Deputy General Manager; 3) Accumulated Compensation during the reporting period is comprised of basic salary and various incentive bonus paid during the reporting period.

根据《瑞信方正证券有限责任公司章程》，董事和监事的报酬和发放方式由股东会决定，高级管理人员的薪金、其它报酬、奖励、纪律处分事宜，以及高级管理人员的绩效奖金的延期支付的比例和期限，均由董事会根据对于高管人员的绩效考核情况决定。

In accordance with the Amended and Restated Articles of Association of the Company, the compensation of Directors and Supervisors and method of payment shall be determined by the Shareholder's meeting, while the compensation, other remuneration, bonus and disciplinary actions well as the portion and term of deferred payment of incentive bonus of SMP shall be determined by the Board of Directors based on their respective results of performance review.

公司董事会下设薪酬委员会，根据董事及高级管理人员管理岗位的主要范围、职责、重要性以及中国其它类似的中外合资证券公司相关岗位的薪酬水平，制定其报酬及激励计划和绩效考核方式，并对董事和高级管理人员进行考核并向董事会提出建议。薪酬委员会对董事会负责，薪酬委员会的提案提交董事会审议决定。

The Compensation Committee under the Company's Board of the Directors formulates compensation, incentive plans and methods of performance review for Directors and SMP based on their primary functions and responsibilities, importance of their positions and by reference to the compensation level of other comparable Sino-foreign securities companies in China. The Compensation Committee is accountable to the Board of the Directors and the proposals put forward by the Compensation Committee should be submitted to the Board of the Directors for review and decision.

公司高级管理人员的任期根据公司董事会对于高级管理人员的聘任决议确定。公司与高级管理人员通过签订劳动协议就其任期、绩效考核、薪酬待遇、解聘事由、双方的权利义务及违约责任等事项进行妥善约定。

The term of SMP are determined by the resolution on the appointment of SMP adopted by the Board of Directors of the Company. The term of office, performance review, compensation and benefits and reasons for dismissal in respect of SMP, respective rights and obligations and default liabilities of both parties as well as other issues are properly defined in the employee contracts signed between the Company and SMP.

截至目前，公司未安排董事、监事、高级管理人员或者员工根据股权激励计划持有或者控制本公

司股权，公司也没有支付过任何非现金薪酬。

Up to now, the Company has no arrangement that Directors, Supervisors, SMP or employees hold or control the shares of the Company by way of stock option incentive plan. The Company has not paid non-cash compensation.

公司董事会和监事会正在考虑和制订方案，将根据《证券公司治理准则》的相关规定并参考其它类似的中外合资证券公司相关做法，继续完善董事、监事、高级管理人员的绩效考核制度，以及对于高级管理人员薪酬管理的相关政策，以反映合规管理和风险管理的要求。

In accordance with the relevant provisions of the “Rules for Governance of Securities Companies” and by reference to relevant practice adopted by other comparable Sino-foreign securities companies in China, the Board of Directors and Board of Supervisors of the Company are considering and preparing plans to further develop the performance review system of Directors, Supervisors and SMP and the policies relating to the management of compensation of SMP so as to reflect the requirements for compliance management and risk management.

十、 履行社会责任的工作情况 Performance of Social Responsibilities

公司作为瑞士信贷与方正证券合资经营的一家投资银行机构，始终以客户需求为工作中心，将素质合格且具有主观能动性的员工视为成功要素，致力于成为具有经营特色与核心竞争力、在中国最受欢迎的具有国际背景的证券业务经营机构之一。

As an investment bank jointly established by Credit Suisse and Founder Securities, by way of always focusing on the needs of customers and viewing competent employees with initiatives as the basis of success, the Company is committed to becoming one of the most popular securities house with international background and operating features and core competitiveness in China.

根据上述履行社会责任的工作目标，公司内部由公司管理层决策与落实社会责任相关的工作，各个部门和公司员工在日常工作中依法合规执业和经营，形成了积极履行社会责任的长效工作机制。

In order to achieve the objective of performing the above social responsibilities, the management of the Company decides on and implements the work in relation to social responsibilities, while departments and employees practice business in accordance with relevant laws and regulations. As such, a long-term mechanism for actively performing social responsibilities has been established.

2013年，公司持续规范运行公司治理体系，加强各个方面的信息披露，同时认真开展反商业贿赂、反洗钱等项合规管理工作，及时应对可能影响公司商誉等重大突发事件，较好落实了公司的各项经营责任。

In 2013, the Company continued to implement its corporate governance system in a standardized manner and increase information disclosure in all respects. Meanwhile, it carefully carried out anti-bribery, anti-money-laundering and other compliance management efforts, promptly dealt with material emergencies which are likely to cause damages to the reputation of the Company and performed all of operating responsibilities of the Company in an effective manner.

在公司主要经营的承销与保荐业务方面，公司按照“健全、合理、制衡、独立”的原则，继续执

行了包括部门内控（岗位自控）、部门互控以及公司层面监控的三道内部控制防线。2013 年公司继续强化各项内部控制工作，未出现任何重大的业务、管理等方面的风险状况。

In relation to the core business of the Company – securities underwriting and sponsoring, in accordance with the principles of “soundness, reasonableness, balance and independence”, the Company sets up its internal risk control system at three levels: departmental control (self-control by posts), inter-departmental control and corporate supervision. In 2013, the Company continued to intensify various internal controls and no material risks in respect of operation and management occurred.

结合公司客户主要为机构客户的特点，公司在网站“投资者园地”中明确列示了相关投资者教育知识信息；在公司网站公布客户投诉方式，由专人跟踪相关投诉举报情况，并由法律合规部按月向监管机构报送；法律合规部通过面向新入职员工的合规面谈及合规培训形式，就“如何与客户交往”主题对业务人员多次重申公司合规要求，加强公司员工对客户适当性管理要求的了解。2013 年，公司未发生由客户服务和体验所引发的任何投诉、纠纷、诉讼或仲裁。

Given that the customer base of the Company is primarily made up of institutional investors, the Company presents the knowledge and information in relation to investor education in the “Investor Camp” on the Company’s website. The method for customers to make complaints is listed on the Company’s website. The Company also assigned people to keep track of complaints and offense-reporting. LCD arranged compliance interviews for new hires to introduce the programs of providing compliance training and reiterated compliance requirements for bankers and helped the employees of the Company to have a better understanding of requirements for the suitability management of customers. The Company has not been involved into any compliant, dispute, legal proceeding or arbitration arising from customer service and customer experience in 2013.

主要通过报告期内的上述各项工作，并结合其它在员工培训和发展、人文关怀、公司文化、环境友好等方面的工作，使公司的社会责任得到较好落实，并且公司在报告期内继续在依法纳税、创造就业机会、履行社会公益等方面，较好服务和回馈了社会的各个方面。

During the reporting period, the above efforts, in combination with other efforts made by the Company in respect of employees training and development, care-giving, corporate culture and friendly environment, ensured the Company effectively performed its social responsibilities. Moreover, the Company served and contributed to the society by way of paying taxes in accordance with laws, creating job opportunities and participating in social benefits.

瑞信方正证券有限责任公司

自 2013 年 1 月 1 日
至 2013 年 12 月 31 日止年度财务报表

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审计报告

毕马威华振审字第 1401179 号

瑞信方正证券有限责任公司董事会:

我们审计了后附的第 1 页至第 41 页的瑞信方正证券有限责任公司(以下简称“贵公司”)财务报表,包括 2013 年 12 月 31 日的资产负债表,2013 年度的利润表、现金流量表、所有者权益变动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公司管理层的责任,这种责任包括:(1)按照中华人民共和国财政部颁布的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。

审计报告(续)

毕马威华振审字第 1401179 号

三、审计意见

我们认为，贵公司财务报表在所有重大方面按照中华人民共和国财政部颁布的企业会计准则的规定编制，公允反映了贵公司 2013 年 12 月 31 日的财务状况以及 2013 年度的经营成果及现金流量。



中国注册会计师

程海良

程海良

中国 北京

万思宁

万思宁

二〇一四年四月二十四日

瑞信方正证券有限责任公司
 资产负债表
 2013年12月31日
 (除特别注明外，金额单位：人民币元)

	附注	<u>2013年</u>	<u>2012年</u>
资产			
货币资金	6	844,135,071.44	749,869,641.92
其中：客户存款		-	-
结算备付金	7	300,000.00	700,000.00
其中：客户备付金		-	-
应收款项	8	13,565,804.12	72,128,184.64
应收利息	9	6,722,042.62	4,827,376.58
存出保证金	10	400,000.00	-
固定资产	11	5,468,262.63	8,217,955.45
无形资产	12	4,313,972.54	5,253,349.80
递延所得税资产	13	10,130,004.77	13,246,495.98
其他资产	14	8,340,634.22	34,975,258.77
		<hr/>	<hr/>
资产总计		893,375,792.34	889,218,263.14
		<hr/> <hr/>	<hr/> <hr/>
负债和所有者权益			
负债			
应交税费	5(3)	9,964,172.27	8,984,204.50
应付职工薪酬	15	11,085,695.27	6,716,218.11
应付款项	16	1,000,000.00	6,350,000.00
其他负债	17	1,817,869.77	2,678,265.25
		<hr/>	<hr/>
负债合计		23,867,737.31	24,728,687.86
		<hr/>	<hr/>

刊载于第7页至第41页的财务报表附注为本财务报表的组成部分。

瑞信方正证券有限责任公司
资产负债表(续)
2013年12月31日
(除特别注明外, 金额单位: 人民币元)

负债和所有者权益(续)

	附注	2013年	2012年
所有者权益			
实收资本	18	800,000,000.00	800,000,000.00
资本公积	19	637,357.96	637,357.96
盈余公积	20	6,887,069.70	6,385,221.72
一般风险准备	21	6,887,069.70	6,385,221.72
未分配利润		55,096,557.67	51,081,773.88
所有者权益合计		869,508,055.03	864,489,575.28
负债及所有者权益总计		893,375,792.34	889,218,263.14

此财务报表已于二〇一四年四月二十四日获本公司批准。



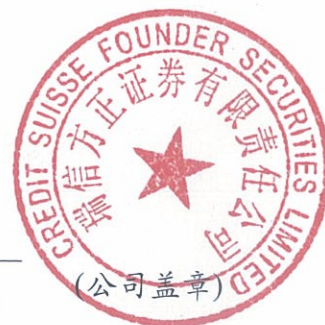
雷杰
法定代表人
(签名和盖章)



朱天相
财务总监
(签名和盖章)



林鹤
财务经理
(签名和盖章)



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瑞信方正证券有限责任公司
 利润表
 2013 年度
 (除特别注明外，金额单位：人民币元)

	附注	<u>2013 年</u>	<u>2012 年</u>
营业收入			
手续费及佣金净收入	22	182,824,367.24	165,024,024.75
其中：投资银行业务			
手续费净收入		171,816,287.24	165,024,024.75
利息净收入	23	36,874,146.33	32,820,499.93
汇兑(损失)/收益		(298,352.27)	37,946.18
其他业务收入	24	8,663,981.86	8,586,964.71
营业收入合计		<u>228,064,143.16</u>	<u>206,469,435.57</u>
营业支出			
业务及管理费	25	(214,143,514.43)	(189,122,662.39)
营业税金及附加	26	(10,693,219.79)	(10,139,523.32)
资产减值损失		-	(500,000.00)
营业支出合计		<u>(224,836,734.22)</u>	<u>(199,762,185.71)</u>
营业利润合计		3,227,408.94	6,707,249.86
营业外收入	27	4,924,089.83	3,167,962.21
营业外支出	28	(16,527.81)	-
利润总额		<u>8,134,970.96</u>	<u>9,875,212.07</u>
所得税费用	29	(3,116,491.21)	(3,570,917.13)
净利润		<u>5,018,479.75</u>	<u>6,304,294.94</u>
其他综合收益		-	-
综合收益总额		<u><u>5,018,479.75</u></u>	<u><u>6,304,294.94</u></u>

刊载于第 7 页至第 41 页的财务报表附注为本财务报表的组成部分。

瑞信方正证券有限责任公司
现金流量表
2013 年度
(除特别注明外，金额单位：人民币元)

	附注	<u>2013 年</u>	<u>2012 年</u>
经营活动产生的现金流量			
收取利息、手续费及佣金的现金		289,037,209.91	149,718,967.70
收到的政府补贴		4,168,579.00	2,017,959.00
收到的税费返还		739,776.83	4,614,135.07
收到其他与经营活动有关的现金		1,500,394.49	229,812.00
		<hr/>	<hr/>
经营活动现金流入小计		295,445,960.23	156,580,873.77
		-----	-----
支付利息、手续费及佣金的现金		(9,357,000.00)	(8,962,500.00)
支付给职工以及为职工支付的现金		(147,697,993.67)	(147,759,403.47)
支付的各项税费		(9,776,118.79)	(7,911,215.10)
支付其他与经营活动有关的现金		(32,685,322.94)	(59,564,120.74)
		<hr/>	<hr/>
经营活动现金流出小计		(199,516,435.40)	(224,197,239.31)
		-----	-----
经营活动产生的现金流量净额	30(1)	95,929,524.83	(67,616,365.54)
		-----	-----
投资活动产生的现金流量			
处置固定资产收到的现金		-	456,339.81
		<hr/>	<hr/>
投资活动现金流入小计		-	456,339.81
		-----	-----
购建固定资产、无形资产和 其他长期资产支付的现金		(1,365,743.04)	(2,873,811.87)
		<hr/>	<hr/>
投资活动现金流出小计		(1,365,743.04)	(2,873,811.87)
		-----	-----
投资活动产生的现金流量净额		(1,365,743.04)	(2,417,472.06)
		-----	-----

刊载于第 7 页至第 41 页的财务报表附注为本财务报表的组成部分。

瑞信方正证券有限责任公司
 现金流量表(续)
 2013年度
 (除特别注明外, 金额单位: 人民币元)

	附注	<u>2013年</u>	<u>2012年</u>
汇率变动对现金及现金等价物的影响		(298,352.27)	37,946.18
		-----	-----
现金及现金等价物净增加/(减少)额	30(2)	94,265,429.52	(69,995,891.42)
加: 年初现金及现金等价物余额		749,869,641.92	819,865,533.34
		-----	-----
年末现金及现金等价物余额	30(3)	844,135,071.44	749,869,641.92
		=====	=====

刊载于第7页至第41页的财务报表附注为本财务报表的组成部分。

瑞信方正证券有限责任公司
所有者权益变动表
2013 及 2012 年度
(除特别注明外，金额单位：人民币元)

	附注	实收资本	资本公积	盈余公积	一般风险准备	未分配利润	所有者权益合计
2013 年 1 月 1 日余额		800,000,000.00	637,357.96	6,385,221.72	6,385,221.72	51,081,773.88	864,489,575.28
1.净利润		-	-	-	-	5,018,479.75	5,018,479.75
2.利润分配	20,21	-	-	501,847.98	501,847.98	(1,003,695.96)	-
2013 年 12 月 31 日余额		800,000,000.00	637,357.96	6,887,069.70	6,887,069.70	55,096,557.67	869,508,055.03
2012 年 1 月 1 日余额		800,000,000.00	637,357.96	5,754,792.23	5,754,792.23	46,038,337.92	858,185,280.34
1.净利润		-	-	-	-	6,304,294.94	6,304,294.94
2.利润分配	20,21	-	-	630,429.49	630,429.49	(1,260,858.98)	-
2012 年 12 月 31 日余额		800,000,000.00	637,357.96	6,385,221.72	6,385,221.72	51,081,773.88	864,489,575.28

刊载于第 7 页至第 41 页的财务报表附注为本财务报表的组成部分。