

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”)

**2017 年年度报告公开披露信息**  
**2017 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.

本公司在任的全体五名董事于 2018 年 4 月 17 日作出 2018 年第四次书面决议，审议同意了本公司《2017 年审计报告》。本公司第四届董事会于 2018 年 4 月 24 日召开了 2018 年第一次例行会议，审议同意了《2017 年年度报告》其它部分的内容，全体五名董事亲自或委托其他董事参加了该次会议，并一致同意本报告。

All the five current Directors of the Company reviewed and approved the 2017 Audit Report by way of adopting the fourth written resolutions of the Board of Directors in 2018 on 17 April 2018. At the first regular meeting of the 4<sup>th</sup> Board of Directors of the Company in 2018 held on 20 April 2018, all the Directors reviewed and approved other parts of contents of 2017 Annual Report of the Company. All the five current Directors of the Company attended this meeting in person or by proxy 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。

None of the Directors, Supervisors or SMP has stated that he/she has different views on the contents of 2017 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 Current 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: 高利 Gao Li

### 3、 总经理 General manager: 汪民生 Wang Minsheng

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

### 5、 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、证券经纪（限广东省深圳市前海深港现代服务业合作区）、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、港股通业务交易权限

Single business qualifications: Underwriting and sponsoring of shares (including A share, B shares) and bonds (including government bonds and corporate bonds); securities brokerage service (only limited to Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen city of Guangdong Province); qualification of clearing participants obtained from the China Securities Depository and Clearing Corporation Limited (CSDCC); qualification for inter-bank market business; and trading qualification for Southbound Trading Link business.

### 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, 19<sup>th</sup> 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 12 层、15 层 12<sup>th</sup> and 15<sup>th</sup> 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](mailto: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》。2015 年 3 月 24 日, 北京证监局作出京证监 [2015] 24 号批复, 核准公司变更业务范围, 增加证券经纪业务 (限前海地区)。2015 年 8 月 26 日, 中国证监会批准公司换发经营证券业务许可证。目前, 公司的经营范围包括: (一) 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; (二) 证券经纪 (限广东省深圳市前海深港现代服务业合作区); (三) 中国证监会批准的其他业务。

On 13 June 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 on December 29, 2008. The business scope of CSFS covers underwriting and sponsoring of shares (including Renminbi Ordinary Shares and foreign investment shares) and bonds (including government bonds and corporate bonds) and other businesses approved by the CSRC. On 24 March 2015, the Beijing Bureau of the CSRC ("Beijing Bureau") issued the reply of Jing Zheng Jian [2015] No. 24, authorizing the Company to expand its business scope to conduct securities brokerage business (limited to Qianhai area). On 26 August 2015, the CSRC ratified the Company's application for a new securities business license. The Company's current business scope includes: Underwriting and sponsoring of shares (including A share, B shares and H shares) and bonds (including government bonds and corporate bonds); securities brokerage service (only limited to Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen city of Guangdong Province); and (iii) other businesses approved by the CSRC.

### 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 82.32 亿元, 法定代表

人为董事长高利，总裁为何亚刚。方正证券的经营经营范围包括：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，融资融券，与证券交易、证券投资活动有关的财务顾问，证券投资基金代销，为期货公司提供中间介绍业务，代销金融产品业务，设立全资子公司开展直接投资业务，设立子公司从事《证券公司证券自营投资品种清单》所列品种以外的金融产品等投资业务，中国证监会批准的其他业务。方正证券首次公开发行 A 股股票并于 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 26 Oct 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 RMB8,232 million. Gao Li is the Legal Representative and Chairman of the Board, whilst He Yagang 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, margin trading and securities lending, financial advisory service relating to securities trading and securities investment activities, distribution of securities investment funds, providing intermediary referral service for futures firms, distribution of financial products, setup of wholly-owned subsidiaries to engage in direct investment business, investment in financial products other than those included in the List of Proprietary Investment Products of Securities Firms by setting up subsidiaries and other business permitted by the CSRC. On 10 August 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

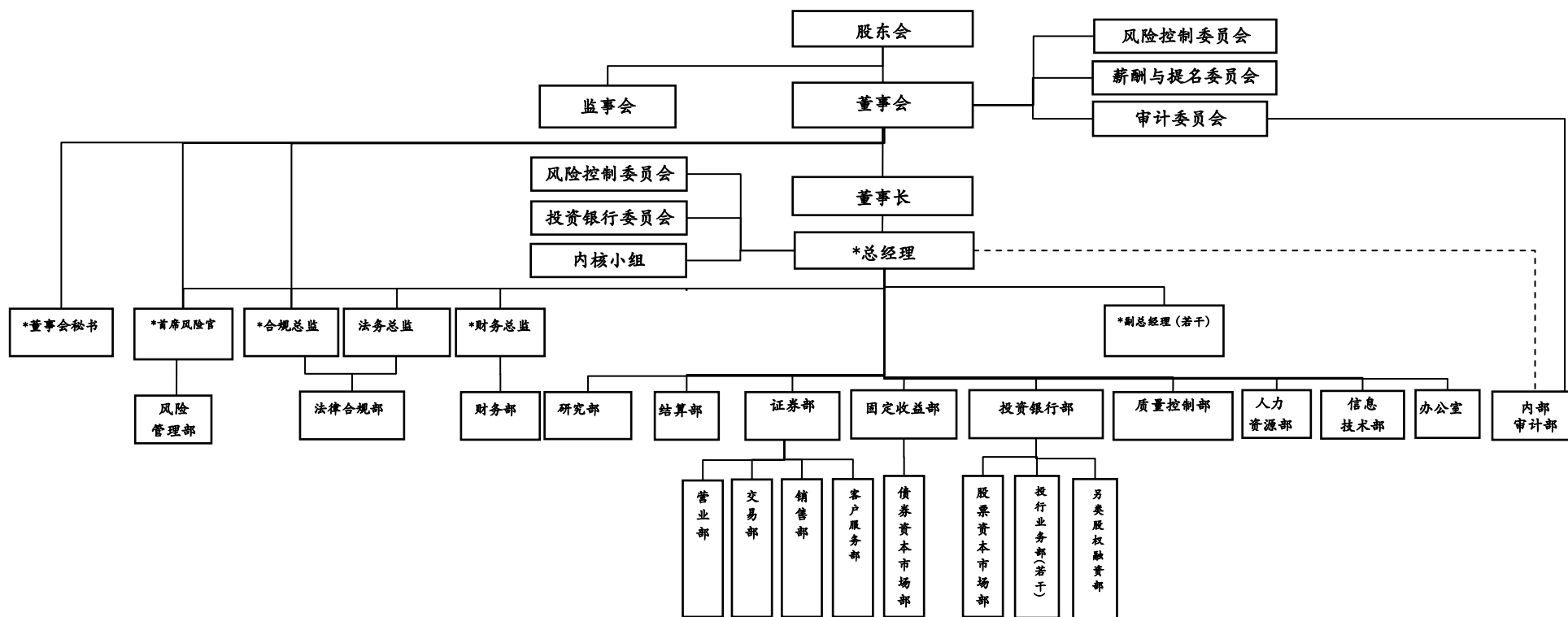
Credit Suisse AG (中文译名为瑞士信贷银行股份有限公司，以下简称“瑞士信贷”) 成立于 1856 年 7 月 5 日，其成立地为瑞士苏黎世，其注册办事处地址为瑞士苏黎世 Paradeplatz 8, CH-8001。瑞士信贷的现有注册并已缴付资本额为 4,399,680,200 瑞士法郎。瑞士信贷是一家综合性全能商业银行。根据瑞士联邦银行委员会（现称为瑞士金融市场监督管理局（Swiss Financial Market Supervisory Authority, 简称 FINMA））的说明函，瑞士信贷可从事所有银行、投资银行、证券经纪、证券交易、资产管理、融资和其他金融服务业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

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 universal 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 Tidjane Thiam is the present Chief Executive Officer.

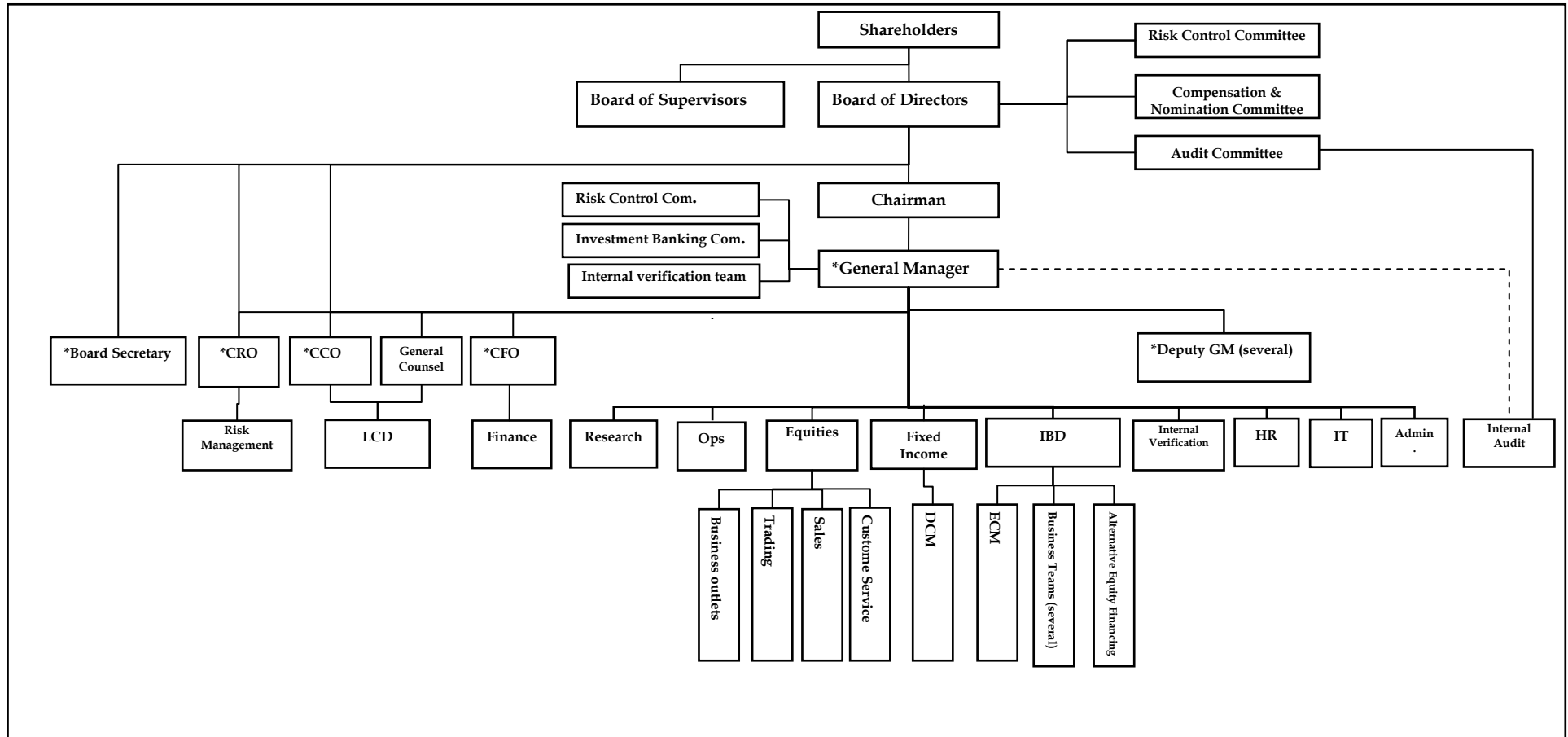
#### 四、 组织机构 Organizational Structure

截止报告出具日的公司组织机构示意图:

The Company's organizational structure as of the date of this report:



注：标\*号的职位应由高级管理人员担任



Note: \*indicates this position should be held by senior management personnel.



2015年11月13日，北京证监局作出《关于核准瑞信方正证券有限责任公司设立1家分支机构的批复》（京证监许可[2015]114号），核准公司在广东省深圳市新设1家A型证券营业部。2016年2月24日，深圳前海证券营业部正式设立，并在3月30日取得经营证券业务许可证，经核准的经营范围是：证券经纪（限广东省深圳市前海深港现代服务业合作区）。经过各项准备工作，深圳前海证券营业部在2016年9月30日正式对外营业。

On 13 November 2015, the CSRC Beijing Bureau issued the Reply on Ratifying the Application of CSFS to Set up One Branch (Jing Zheng Jian Xu Ke [2015] No. 114), which allowed the Company to set up a Class A securities trading outlet in Shenzhen city of Guangdong Province. On 24 February 2016, Shenzhen Qianhai Trading Outlet was formally established and obtained the operation license for securities business on 30 March 2016 with ratified business scope of securities brokerage service (limited to Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen city of Guangdong Province). Following completion of preparatory tasks, Shenzhen Qianhai Trading Outlet commenced operation on 30 September 2016.

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

截至2017年底，公司共有员工173名。其中：公司高级管理人员4名，投行业务人员107名，证券部人员12名，研究部人员5名，风险管理部人员3名，法律合规人员4名，结算部人员5名，财务人员6名，信息技术部人员9名，人力资源部人员4名，行政办公人员14名。员工的年龄分布从25岁到55岁不等，平均年龄34岁。96%以上的员工接受过本科或本科以上教育，其中拥有学士学位的员工占全体员工的33%，硕士和双学士占61%，博士学位的员工占2%。

As of the end of 2017, the Company had 173 employees, including: 4 Senior Management Personnel, 107 investment bankers, 12 employees in Equity Department, 5 researchers, 3 employees in Risk Management Department, 4 employees in LCD, 5 employees in Operations Department, 6 employees in Finance Department, 9 IT engineers, 4 employees in HR Dept., and 14 employees in Administration Office. The age of employees ranged from 24 to 55 with average age of 34. More than 96% of total employees received undergraduate or higher education. Specifically, 33% of total employees possessed bachelor degree; 61% of total employees possessed master degree or dual bachelor degree; and 2% of total employees possessed doctor degree.

## **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2017年12月31日，公司总资产91,574.76万元，其中，随时可变现的货币资金20,030.83万元，占资产比重为21.87%；交易性金融资产65,708.79万元，占总资产比重71.75%；应收款项2,777.74万元，占资产比重为3.03%；结算备付金、存出保证金、应收利息、递延所得税资产、固定资产、在建工程、无形资产及其他资产合计占资产比重3.35%。公司资产质量状况优良，流动性充足。本公司已根据可收回性单项计提应收账款减值准备50万元，无形资产减值准备65万元，其他资产无需计提减值准备。

As at 31 December 2017, the total assets of the Company were approximately RMB915.75 million, primarily including: cash and cash equivalents of approximately RMB200.31 million or 21.87% of total assets; trading financial assets of approximately RMB657.09 million or 71.75% of total assets; accounts receivables of approximately RMB27.78 million or 3.03% of total assets. Settlement reserve fund, refundable deposits, Interest receivable, deferred income tax assets, fixed assets, project under construction, intangible assets and other assets

represented 3.35% of total assets. The Company had an asset base of high quality and adequate liquidity. Based on the recoverableness of a single item, the Company recorded RMB0.5 million impairment for accounts receivables and RMB0.65 million impairment for intangible assets, no other impairment was recorded.

截至 2017 年 12 月 31 日，公司负债总额 2,649.40 万元，主要系因日常经营活动产生的短期负债，主要包括应付职工薪酬 656.35 万元、应交税费 484.64 万元、应付款项 713.00 万元、其他负债 795.41 万元。公司 2017 年末资产负债率为 2.89%，偿债能力较强。

As at 31 December 2017, the Company had total liabilities of approximately RMB26.49 million, primarily including: payroll payable of approximately RMB6.56 million, tax payable of approximately RMB4.85 million, accounts payable of RMB7.13 million and other liabilities of approximately RMB7.95 million. Short-term liabilities incurred in the normal course of operation of the Company accounted for the bulk of total liabilities. As at the end of 2017, the ratio of liabilities to assets was 2.89%, indicating the Company had a better solvency.

公司本年度未发生任何融资活动。

The Company did not encounter any needs to raise funds in 2017.

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

2017 年公司投行业务取得成绩明显，共实现投行收入 1.78 亿元，同比增长 59%，收入品种全面涵盖 IPO、定增、公司债、可转债、并购重组、可交换债及境外美元债等。

In 2017, the Company made impressive achievements in its investment banking segment and achieved aggregate investment revenue of RMB178 million, representing a YoY increase of 59%. This part of revenue was generated from a variety of products, such as IPO, private placement, corporate bonds, convertible bonds, mergers and acquisitions, exchangeable bonds and overseas dollar bonds.

根据 Wind 资讯，股权融资方面，公司总承销金额为 85.44 亿元，2017 年公司股权类承销金额排在第 26 名，较 2016 年第 41 位大幅提升。公司作为保荐机构完成东珠景观 10 亿元 IPO 项目及万达信息 9 亿元可转债项目，作为财务顾问和联席主承销商完成蓝色光标 17.5 亿元发行股份及支付现金购买资产并募集配套资金项目，作为联席主承销商完成广汽集团 150 亿非公开发行项目、以及东旭光电 37.5 亿元发行股份及支付现金购买资产并募集配套资金项目。

According to Wind Info, the Company's total equity underwriting volume amounted to approximately RMB8.54 billion in 2017, ranking #26 in the sector, significantly higher than its ranking (#41) in 2016. As the sponsor, we completed the RMB1 billion IPO project of Dongzhu Landscape and RMB900 million convertible bonds project of Wanda Information. As a financial advisor and joint lead underwriter, we completed the project of Blue Focus in which it issued shares of RMB1.75 billion to purchase assets in cash and raise supporting funds. As a co-lead underwriter, we complete RMB15 billion private placement project of Guangzhou Automobile Group and the project of Dongxu Optoelectronics in which it issued RMB 3.75 billion shares to purchase assets in cash and raise supporting funds.

根据 Wind 资讯，债权融资方面，公司总承销金额为 69.09 亿元，2017 年公司债权类承销金额排在第 73 名，较 2016 年第 68 位略有下滑。公司作为主承销商完成阳煤集团 10 亿元非公开可交换债券、华天电子 5 亿元私募可交换债、精工钢构 3.85 亿元公司债、滨海农商行 20 亿元二级资本债及龙跃集团 15 亿元私募可交换债等项目，作为联席主承销商完成华电福新 20 亿元永续债、中化油气 15 亿元私募债及招金矿业 8.5 亿元公司债等项目。

According to Wind Info, the total debt underwriting amount of the Company was approximately RMB6.91 billion in 2017, ranking #73 in the sector, slightly lower than its ranking (#68) in 2016. The Company, as the lead underwriter, completed RMB1 billion private placement of exchangeable bonds of Yangquan Coal Group, RMB500 million private placement of exchangeable bonds of Huatian Electronics, RMB385 million offering of corporate bonds of Jinggong Steel Building, RMB2 billion offering of Tier-2 capital bonds of Binhai Rural Commercial Bank, and RMB1.5 billion private placement of exchangeable bonds of Long Yue Group. As a joint lead underwriter, we completed RMB2 billion offering perpetual bond of Huadian Fuxin Renewable, RMB1.5 billion offering of privately-placed debt of ChemChina Petrochemical, and RMB850 million offering of corporate bonds of Zhaojin Mining.

在并购和财务顾问业务方面，公司作为独立财务顾问完成世纪瑞尔重大资产重组项目，作为境内财务顾问完成玉皇化工 3 亿美元债及豫资控股 3 亿美元债等项目。

With respect to M&A and financial advisory segment, we completed a major asset reorganization project of Century Real as an independent financial advisor and completed the offerings of USD300 million debt of Yuhuang Chemical and USD300 million debt of Yuzi Investment Holding as domestic financial adviser.

截至 2017 年 12 月末，公司已经正式立项、正在执行的项目共计 51 个，其中 2017 年新立项的项目 40 个，占比超过 75%。在这 51 个项目中，有一部分可能在 2018 年即实现投行业务手续费收入，再加上一些正在追踪并预计可能在 2018 年立项、执行并取得收入的项目，预估 2018 年投行业务收入为 29,060 万元（不含税），较上一年度将会有较大幅度的增长。公司将进一步加强业务团队建设、强化考核和激励、开展与股东的业务协同与合作，继续为今后若干年度的投行业务打好基础。

As of the end of December 2017, the Company had a total of 51 originated or on-going projects, of which 40 projects were originated in 2017, accounting for more than 75% of all projects. Among the 51 projects, some projects are likely to generate investment banking income in 2018. Based on the projects in the pipeline and in consideration with other projects being tracked by the Company and those projects that are expected to be initiated, executed and generate investment banking income in 2018, it is estimated that the Company would earn an aggregate investment banking income of RMB290.60 million (exclusive of VAT) in 2018, representing a sharp growth from 2017. The Company will make further efforts in team building, performance appraisal and incentives and deepen the business collaboration between the Company and its two shareholders, thus laying solid groundwork for the investment banking segment of the Company in coming years.

2017 年经纪业务的发展坚持稳中求进，以服务、开发 QFII/RQFII 客户为主要业务导向，同时积极推进国内基金客户的席位租赁业务，全年实现证券经纪业务手续费净收入 5,507.40 万元。2017 年，我司首个外部 QFII 客户开始交易，此外有多个 QFII/RQFII 已完成开户或正在开户流程中；同时完成 8 个国内基金公司产品的开户。2017 是我司首个完整交易年度，全年股基债交易量 1491 亿，并且无重大交易差错和操作失误发生。

In 2017, we developed Equity business by way of adhering to the principle of steady growth and focusing on serving and developing QFII / RQFII clients and actively making progress in the seat rental business for domestic fund clients, and earned full-year net fees income of approximately RMB55.07 million. In 2017, the first third-party QFII client of our Company started trading. In addition, multiple QFII / RQFII clients have completed or are undergoing the process of accounts opening. Meanwhile, we have opened accounts for eight domestic fund companies. In 2017, the first full trading year of Equity business, our annual turnover of stocks, bonds and funds amounted to RMB149.1 billion; and no major trading errors and operational slips occurred.

据毕马威华振会计师事务所出具的审计报告：2017 年公司营业收入 26,699.30 万元，较上年增长约 49%。其中，公司投行业务取得的手续费及佣金净收入为 17,207.50 万元，较上年同期上涨约 54%；经纪业务手续费收入为 5,507.40 万元；此外，公司利息净收入 1,293.24 万元，投

资收益为 2,062.84 万元。公司 2017 年净利润为 2,613.71 万元，超额完成年初的净利润预算指标。

According to the audit report prepared by KPMG Huazhen, the auditor engaged by the Company, the Company recorded operating income of approximately RMB266.99 million in 2017, an increase of approximately 49% from 2016, of which net fees and commission income of the investment banking business was approximately RMB172.08 million; fee income of securities brokerage business was approximately RMB55.07 million; net interest income was approximately RMB12.93 million; and investment income was approximately RMB20.63 million. As such, the Company earned net profit of approximately RMB26.14 million in 2017, exceeding the net profit target set in the 2017 annual budget.

公司 2017 年发生的业务及管理费用为 23,393.56 万元，其中主要为：员工成本 17,769.39 万元，租赁费 1,767.23 万元，差旅费 1,015.19 万元，办公费 775.35 万元，折旧及摊销 530.53 万元等。

The total operating and administrative expenses reached approximately RMB233.94 million in 2017, primarily including employee costs of approximately RMB177.69 million, business premise rentals of approximately RMB17.67 million, travel expenses of approximately RMB10.15 million, administrative expenses of approximately RMB7.75 million and depreciation and amortization of approximately RMB5.31 million.

## **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 2017 年度公司内部控制运行情况，公司管理层按照董事会的授权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 2017 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标，不存在重大缺陷和重要缺陷。2018 年 4 月 17 日，公司全体董事以 2018 年第四次书面决议，审议通过了该项自我评价报告。

Based on the implementation of internal control of the Company in 2017, with the authorization of the Company's Board of Directors, the management of the Company took the lead in organizing the self-appraisal on internal control, which covered all business lines and functional departments of the Company and provided the Self-appraisal Report on Internal Control of the Company (for the year ended 31 December 2017) to the Board of Directors. This report found that, during the reporting period, the Company had 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; and no material defects or important defects were identified in this self-appraisal. On 17 April 2018, all the Directors of the Company reviewed and passed this self-appraisal report by adopting the fourth written resolutions in 2018.

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

公司聘请的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 2018 年 4 月 17 日出具了标准无保留的《针对瑞信方正证券有限责任公司 2017 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 2017 年 12 月 31 日与财务报告相关的内部控制存在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 17 April 2018, 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 the Company for the year ended 31 December 2017, stating that it did not found any material deficiencies in internal control relating to financial statements that result in the failure to prevent or identify any material mistakes in financial statements of the Company as of 31 December 2017.

## 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	报告期累计薪酬（元）（税前） Accumulated Compensation during the reporting period (RMB, pre-tax)
董事 Director	120,000.00
其中：独立董事 Including: Independent Director	120,000.00
监事 Supervisor	1,404,191.30
高管人员 Senior Management Personnel	12,272,585.88
合计 Total	13,796,777.18

根据《瑞信方正证券有限责任公司章程》、以及公司根据《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制定的《董事、监事和高级管理人员薪酬和绩效考核制度》，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 and the *Measures for the Administration of Remuneration and Performance Assessment of Directors, Supervisors and SMP*, which is formulated by the Company by making reference to relevant provisions of the *Rules for Corporate Governance of Securities Firms* and relevant practice of similar Sino-foreign joint venture securities firms, 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 as 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与提名委员会，根据董事及高级管理人员管理岗位的主要范围、职责、个人综合能力素质、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。薪酬与提名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 and Nomination 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, individual comprehensive capabilities, importance of their positions and by reference to the compensation level of other comparable Sino-foreign securities firms in China. The Compensation and Nomination

Committee is accountable to the Board of the Directors and the proposals put forward by the Compensation and Nomination Committee should be submitted to the Board of the Directors for review and decision.

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。现任高级管理人员所获奖金的 40% 遵循等分原则在未来三年内延期发放。

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. 40% of performance incentive bonus payable to current SMP for a given year should be paid in equal parts by way of deferred payments in the following three years.

## 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证券公司，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。

Being an investment bank securities firm jointly established by Credit Suisse and Founder Securities, the Company always views customer focus demands as its priority and employee competencethose employees with high quality and initiatives as the key elements for its success. The Company strives to becoming one of the most popular and competitive international securities firm service providers in China.

公司内部由公司管理层决策和落实与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、诚信开展各项业务和经营工作。

The management of the Company is responsible for making decisions on and carrying out the tasks in relation to social responsibilities, while each department and the Company's employees perform their functions and duties in accordance with relevant laws and regulations and in good faith.

公司建立了完整的全面风险管理组织架构；建立了涵盖基本管理制度和专项管理制度的风险管理体制；制定包括风险偏好、风险容忍度和以净资本为核心的风险控制指标体系；公司已构建了风险控制指标动态监控系统，形成了完善的风险情况报告和信息传递机制。同时，公司通过加强合规管理工作，实现对各项合规风险的有效识别、评估和管理，为公司各项业务依法合规经营提供有效支持和监督。2017 年，公司未发生重大的风险事件和违规事件。

The Company established a complete organizational structure relating to comprehensive risk management; developed a set of risk management rules comprising fundamental management rules and specialized management rules; formulated a net capital-based risk control indicator system covering the aspects of risk appetite and risk tolerance; structured a real-time monitoring system in respect of risk control indicators and developed a sound mechanism for risk event reporting and information delivery. Meanwhile, the Company built up its efforts in compliance management and realized effective identification, appraisal and management of various compliance risks, thereby supporting and overseeing the Company's operation of various segments in a legitimate and compliance manner. In 2017, the Company didn't encounter any material risk event or violation event.

报告期内，公司积极响应中国证监会和中国证券业协会关于证券公司“一司一县”结对帮扶贫困县的行动倡议，在母公司方正证券的统一协调下，与方正证券、湖北省高新技术产业投资有限公

司共同与湖北省丹江口市签订了扶贫合作协议，瑞信方正将发挥自身专业能力和优势，在金融、产业、教育、消费、公益等领域履行扶贫攻坚社会责任。

During the reporting period, the Company actively responded to the “One Securities Company and One County” initiative announced by the China Securities Regulatory Commission and the Securities Association of China in which a securities company partners with a county to participate in poverty alleviation efforts. Under the unified coordination of FS, the Company's parent company, together with FS and Hubei Hi-tech Industry Investment Co., Ltd., the Company signed a poverty alleviation agreement with Danjiangkou City, Hubei Province. The Company will bring its own professional capabilities and advantages into swing and perform its social responsibility for poverty alleviation in the fields of finance, industry, education, consumption, and public welfare.

报告期内，公司积极落实投资者适当性管理的相关要求，通过多种方式积极开展投资者教育活动，引导投资者理性投资，保护投资者的切身利益。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；在债券投资者权益保护教育、防范非法集资等专项活动中，公司通过网站、营业部及公司员工内部培训，多方位多层次的对活动进行了宣传，取得了较好的效果；公司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。2017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。

During the reporting period, the Company actively implemented the requirements relating to investor suitability management, actively carried out investor education activities in various ways, guided investors' rational investment, and protected investors' personal interests. Given that the customer base of the Company primarily consists of institutional investors, the Company presents the knowledge and information in relation to investor education in the “Investor Camp” on the Company's website. In the course of some activities, such as debt investor protection education and prevention of illegal fundraising, the Company organized internal training programs on the website, in the trading outlet and among its employees, and achieved fairly good results. 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 whistleblowing. The Company was not involved into any complaint, dispute, legal proceeding or arbitration arising from customer service and customer experience in 2017.

公司持续重视员工培训和发展、人文关怀、公司文化等方面的工作，采取各项措施保护员工权益，努力为公司员工创造一个良好的职业发展环境。公司在报告期内继续在依法纳税、创造就业机会等方面服务和回馈社会。

The Company paid particular attention to employees training and career development, care-giving, corporate culture and other areas and carried out various measures to guarantee staff's rights and interests, in a bid to build a good environment for the career development of its employees. During the reporting period, the Company continued to serve and contribute to the society by way of paying taxes in accordance with laws, creating job opportunities and providing social benefits.

瑞信方正证券有限责任公司

自 2017 年 1 月 1 日  
至 2017 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 1800407 号

瑞信方正证券有限责任公司董事会：

### 一、 审计意见

我们审计了后附的第 1 页至第 46 页的瑞信方正证券有限责任公司 (以下简称“瑞信方正”) 财务报表, 包括 2017 年 12 月 31 日的资产负债表, 2017 年度的利润表、现金流量表、所有者权益变动表以及相关财务报表附注。

我们认为, 后附的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 (以下简称“企业会计准则”) 的规定编制, 公允反映了瑞信方正 2017 年 12 月 31 日的财务状况以及 2017 年度的经营成果和现金流量。

### 二、 形成审计意见的基础

我们按照中国注册会计师审计准则 (以下简称“审计准则”) 的规定执行了审计工作。审计报告的“注册会计师对财务报表审计的责任”部分进一步阐述了我们在这些准则下的责任。按照中国注册会计师职业道德守则, 我们独立于瑞信方正, 并履行了职业道德方面的其他责任。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、 其他信息

瑞信方正管理层对其他信息负责。其他信息包括瑞信方正 2017 年度报告中涵盖的信息, 但不包括财务报表和我们的审计报告。



## 审计报告(续)

毕马威华振审字第 1800407 号

### 三、其他信息 (续)

我们对财务报表发表的审计意见不涵盖其他信息，我们也不对其他信息发表任何形式的鉴证结论。

结合我们对财务报表的审计，我们的责任是阅读其他信息，在此过程中，考虑其他信息是否与财务报表或我们在审计过程中了解到的情况存在重大不一致或者似乎存在重大错报。

基于我们已执行的工作，如果我们确定其他信息存在重大错报，我们应当报告该事实。在这方面，我们无任何事项需要报告。

### 四、管理层和治理层对财务报表的责任

管理层负责按照企业会计准则的规定编制财务报表，使其实现公允反映，并设计、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。

在编制财务报表时，管理层负责评估瑞信方正的持续经营能力，披露与持续经营相关的事项 (如适用)，并运用持续经营假设，除非瑞信方正计划进行清算、终止运营或别无其他现实的选择。

治理层负责监督瑞信方正的财务报告过程。

### 五、注册会计师对财务报表审计的责任

我们的目标是对财务报表整体是否不存在由于舞弊或错误导致的重大错报获取合理保证，并出具包含审计意见的审计报告。合理保证是高水平的保证，但并不能保证按照审计准则执行的审计在某一重大错报存在时总能发现。错报可能由于舞弊或错误导致，如果合理预期错报单独或汇总起来可能影响财务报表使用者依据财务报表作出的经济决策，则通常认为错报是重大的。





## 审计报告 (续)

毕马威华振审字第 1800407 号

### 五、注册会计师对财务报表审计的责任 (续)

在按照审计准则执行审计工作的过程中，我们运用职业判断，并保持职业怀疑。同时，我们也执行以下工作：

- (1) 识别和评估由于舞弊或错误导致的财务报表重大错报风险，设计和实施审计程序以应对这些风险，并获取充分、适当的审计证据，作为发表审计意见的基础。由于舞弊可能涉及串通、伪造、故意遗漏、虚假陈述或凌驾于内部控制之上，未能发现由于舞弊导致的重大错报的风险高于未能发现由于错误导致的重大错报的风险。
- (2) 了解与审计相关的内部控制，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。
- (3) 评价管理层选用会计政策的恰当性和作出会计估计及相关披露的合理性。
- (4) 对管理层使用持续经营假设的恰当性得出结论。同时，根据获取的审计证据，就可能导致对瑞信方正持续经营能力产生重大疑虑的事项或情况是否存在重大不确定性得出结论。如果我们得出结论认为存在重大不确定性，审计准则要求我们在审计报告中提请报表使用者注意财务报表中的相关披露；如果披露不充分，我们应当发表非无保留意见。我们的结论基于截至审计报告日可获得的信息。然而，未来的事项或情况可能导致瑞信方正不能持续经营。
- (5) 评价财务报表的总体列报、结构和内容（包括披露），并评价财务报表是否公允反映相关交易和事项。



## 审计报告 (续)

毕马威华振审字第 1800407 号

### 五、注册会计师对财务报表审计的责任 (续)

我们与治理层就计划的审计范围、时间安排和重大审计发现等事项进行沟通，包括沟通我们在审计中识别出的值得关注的内部控制缺陷。

毕马威华振会计师事务所 (特殊普通合伙)



中国注册会计师

程海良



中国 北京

管祎铭

2018年4月17日



瑞信方正证券有限责任公司  
资产负债表  
2017年12月31日  
(除特别注明外，金额单位：人民币元)

	附注	2017年	2016年
<b>资产</b>			
货币资金	6	200,308,260.31	230,282,776.59
其中：客户存款		1.87	3,003.60
结算备付金	7	300,000.00	327,803.07
其中：客户备付金		-	16,840.53
以公允价值计量且其变动计入 当期损益的金融资产	8	657,087,903.18	555,396,946.09
应收款项	9	27,777,439.42	70,260,781.83
应收利息	10	479,694.44	1,006,188.88
存出保证金	11	1,000,000.00	800,000.00
固定资产	12	8,586,574.61	10,226,910.49
在建工程	13	632,490.74	992,630.31
无形资产	14	11,172,646.33	9,328,482.80
递延所得税资产	15	1,365,028.30	6,988,532.59
其他资产	16	7,037,594.32	6,350,723.60
<b>资产总计</b>		<u>915,747,631.65</u>	<u>891,961,776.25</u>
<b>负债和所有者权益</b>			
<b>负债</b>			
代理买卖证券款	17	1.87	19,844.13
应交税费	5(3)	4,846,378.57	5,065,638.07
应付职工薪酬	18	6,563,537.96	6,659,489.68
应付款项	19	7,130,000.00	8,370,000.00
其他负债	20	7,954,087.87	8,730,265.55
<b>负债合计</b>		<u>26,494,006.27</u>	<u>28,845,237.43</u>


刊载于第 7 页至第 46 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)  
2017年12月31日  
(除特别注明外, 金额单位: 人民币元)

	附注	2017年	2016年
负债和所有者权益 (续)			
所有者权益			
实收资本	21	800,000,000.00	800,000,000.00
资本公积	22	637,357.96	637,357.96
盈余公积	23	11,452,382.51	8,838,673.85
一般风险准备	24	11,452,382.51	8,838,673.85
未分配利润		65,711,502.40	44,801,833.16
所有者权益合计		<u>889,253,625.38</u>	<u>863,116,538.82</u>
负债及所有者权益总计		<u>915,747,631.65</u>	<u>891,961,776.25</u>

此财务报表已于2018年4月17日获本公司批准。

  
高利  
法定代表人  
(签名和盖章)

  
汪民生  
主管会计工作的  
负责人  
(签名和盖章)

  
林鹤  
会计机构负责人  
(签名和盖章)



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瑞信方正证券有限责任公司  
 利润表  
 2017 年度  
 (除特别注明外，金额单位：人民币元)

	附注	2017 年	2016 年
<b>营业收入</b>			
手续费及佣金净收入	25	227,148,996.12	152,306,471.56
其中：投资银行业务手续费净收入		172,075,023.63	111,928,068.78
证券经纪业务手续费净收入		55,073,972.49	40,378,402.78
利息净收入	26	12,932,412.01	17,127,317.02
汇兑 (损失) / 收益		(25,891.40)	152,302.26
公允价值变动收益	27	4,123,649.37	49,193.63
投资收益	28	20,628,393.32	5,347,752.46
其他业务收入	29	1,638,871.49	4,594,887.06
其他收益	30	546,612.91	-
营业收入合计		<u>266,993,043.82</u>	<u>179,577,923.99</u>
<b>营业支出</b>			
业务及管理费	31	(233,935,576.87)	(171,060,088.07)
税金及附加	32	(1,173,950.36)	(1,429,646.38)
资产减值损失	33	(650,000.00)	-
营业支出合计		<u>(235,759,527.23)</u>	<u>(172,489,734.45)</u>
营业利润合计		31,233,516.59	7,088,189.54
营业外收入	34	1,838,755.32	633,252.58
营业外支出		-	(200.00)
利润总额		33,072,271.91	7,721,242.12
所得税费用	35	(6,935,185.35)	(4,444,152.34)
净利润		26,137,086.56	3,277,089.78
其他综合收益的税后净额		-	-
综合收益总额		<u>26,137,086.56</u>	<u>3,277,089.78</u>

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瑞信方正证券有限责任公司  
现金流量表  
2017 年度  
(除特别注明外，金额单位：人民币元)

	附注	2017 年	2016 年
<b>经营活动产生的现金流量</b>			
收取利息、手续费及佣金的现金		304,961,131.14	123,389,767.82
收到的税费返还		620,220.29	574,240.90
代理买卖证券收到的现金净额		-	19,844.13
收到其他与经营活动有关的现金		3,404,019.43	4,653,898.74
经营活动现金流入小计		<u>308,985,370.86</u>	<u>128,637,751.59</u>
购买交易性金融资产净减少额		(76,938,914.40)	(550,000,000.00)
支付利息、手续费及佣金的现金		(9,661,787.26)	(2,434,531.36)
支付给职工以及为职工支付的现金		(177,155,077.45)	(135,778,766.99)
支付的各项税费		(12,371,365.08)	(5,878,705.45)
代理买卖证券支付的现金净额		(19,842.26)	-
支付其他与经营活动有关的现金		(57,756,612.40)	(33,353,434.31)
经营活动现金流出小计		<u>(333,903,598.85)</u>	<u>(727,445,438.11)</u>
经营活动产生的现金流量净额	36(1)	<u>(24,918,227.99)</u>	<u>(598,807,686.52)</u>
<b>投资活动产生的现金流量</b>			
购建固定资产、无形资产和其他长期资产支付的现金		(5,058,199.96)	(9,279,432.81)
投资活动现金流出小计		<u>(5,058,199.96)</u>	<u>(9,279,432.81)</u>
投资活动产生的现金流量净额		<u>(5,058,199.96)</u>	<u>(9,279,432.81)</u>

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瑞信方正证券有限责任公司  
 现金流量表 (续)  
 2017 年度  
 (除特别注明外，金额单位：人民币元)

	附注	<u>2017 年</u>	<u>2016 年</u>
汇率变动对现金及现金等价物的影响		<u>(25,891.40)</u>	<u>152,302.26</u>
现金及现金等价物净减少额	36(2)	(30,002,319.35)	(607,934,817.07)
加：年初现金及现金等价物余额		<u>230,610,579.66</u>	<u>838,545,396.73</u>
年末现金及现金等价物余额	36(3)	<u>200,608,260.31</u>	<u>230,610,579.66</u>

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瑞信方正证券有限责任公司  
所有者权益变动表  
2017 及 2016 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
2017 年 1 月 1 日余额		800,000,000.00	637,357.96	8,838,673.85	8,838,673.85	44,801,833.16	863,116,538.82
本年增减变动金额							
1. 净利润		-	-	-	-	26,137,086.56	26,137,086.56
2. 利润分配							
- 提取盈余公积	23	-	-	2,613,708.66	-	(2,613,708.66)	-
- 提取一般风险准备	24	-	-	-	2,613,708.66	(2,613,708.66)	-
2017 年 12 月 31 日余额		<u>800,000,000.00</u>	<u>637,357.96</u>	<u>11,452,382.51</u>	<u>11,452,382.51</u>	<u>65,711,502.40</u>	<u>889,253,625.38</u>
2016 年 1 月 1 日余额		800,000,000.00	637,357.96	8,510,964.87	8,510,964.87	42,180,161.34	859,839,449.04
本年增减变动金额							
1. 净利润		-	-	-	-	3,277,089.78	3,277,089.78
2. 利润分配							
- 提取盈余公积	23	-	-	327,708.98	-	(327,708.98)	-
- 提取一般风险准备	24	-	-	-	327,708.98	(327,708.98)	-
2016 年 12 月 31 日余额		<u>800,000,000.00</u>	<u>637,357.96</u>	<u>8,838,673.85</u>	<u>8,838,673.85</u>	<u>44,801,833.16</u>	<u>863,116,538.82</u>

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