



瑞信证券（中国）有限公司

Credit Suisse Securities (China) Limited (“Company”)

2021 年年度报告公开披露信息

2021 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.

本公司在任的全体七名董事于 2022 年 4 月 22 日作出 2022 年第三次书面决议，审议同意了本公司《2021 年审计报告》。本公司第五届董事会于 2022 年 4 月 26 日召开了 2022 年第二次例行会议，审议同意了《2021 年年度报告》其它部分的内容，全体七名董事亲自参加了该次会议，并一致同意本报告。

All seven current Directors of the Company reviewed and approved the 2021 Audit Report of the Company by way of adopting the third written resolutions of the Board of Directors in 2022 on 22 April 2022. At the second regular meeting of the 5th Board of Directors of the Company in 2022 held on 26 April 2022, all the Directors reviewed and approved other parts of contents of 2021 Annual Report of the Company. All seven current Directors of the Company attended this meeting in person 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 2018 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 : 瑞信证券(中国)有限公司(前称“瑞信方正证券有限责任公司”)

英文名称 English name: Credit Suisse Securities (China) Limited (formerly known as “Credit Suisse Founder Securities Limited”)

缩写 Abbreviation: CSS

2、 法定代表人 Legal representative: 邱若非 Daniel Qiu

3、 总经理(代理) Acting General manager: 邱若非 Daniel Qiu

4、 注册资本 Registered capital: 108,897.959184 万元人民币 RMB1,088,979,591.84

5、 各单项业务资格 Single business licenses:

各单项业务资格: 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、证券经纪业务(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和开户代理机构资格、银行间债券市场业务资格、深港通下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); qualifications for clearing participants and securities account opening obtained from the China Securities Depository and Clearing Corporation Limited (CSDCC); qualification for inter-bank bonds market business; and trading qualification for Shenzhen-Hong Kong Stock Connect business.

5、 公司地址 Addresses

公司的注册地址和办公地址: 北京市东城区金宝街 89 号 19 层 01A、02、03A 及 20 层

The registered address and address of office: Unit 01A, 02, 03A of 19th Floor and 20th Floor, No. 89 Jinbao Street, Dongcheng District, Beijing

邮编 Postcode:100005

公司国际互联网网址 Website: <http://www.credit-suisse-securities.com>

电子信箱 E-mail: list.csschina@credit-suisse.com

报告期内注册地址 The registered address during the reporting period: 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

报告期内办公地址 Address of office during the reporting period: 北京市西城区金融大街甲九号金融街中心南楼 12 层、15 层 12th and 15th Floors South Tower, Financial Street Center, No. A9, Financial Street, Xicheng District, Beijing, 邮编 Postcode:100033

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：瑞信银行股份有限公司，以下简称“瑞信”）（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，公司的注册资本为 80,000 万元人民币。公司于 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》。

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 which is jointly set up by Founder Securities Co., Ltd. (“FS”) and Credit Suisse AG (Chinese name: 瑞信银行股份有限公司, hereinafter referred to as “CS”, formerly known as “Credit Suisse”). After obtaining business license, the Company was formally incorporated on October 24, 2008 with registered capital of RMB800 million and obtained the Securities Business Operation Permit issued by CSRC on December 29, 2008.

2020 年 4 月 14 日，中国证监会作出《关于核准瑞信方正证券有限责任公司变更控股股东的批复》（证监许可〔2020〕696 号），核准公司增加和变更注册资本，核准瑞士信贷成为公司的主要股东、控股股东，核准瑞信集团股份有限公司成为公司的实际控制人。2020 年 6 月 1 日，公司完成注册资本的增加，公司注册资本由 80000 万元人民币增加到 108,897.959184 万元人民币，瑞士信贷成为公司的控股股东。2020 年 6 月 4 日，公司完成上述股权变更的工商登记。

On 14 April 2020, the CSRC, by issuing the Affirmative Reply on the Change of Controlling Shareholders of Credit Suisse Founder Securities Limited (Zheng Jian Xu Ke [2020] No. 696), approved CS to become the Company's major shareholder and controlling shareholder and approving Credit Suisse Group AG (“CS Group”, Chinese name: 瑞信集团股份有限公司) to become the Company's actual controller. On 1 June 2020, the Company completed the increase of its registered capital, whereby the Company's registered capital was increased from RMB800 million to RMB1,088,979,591.84 and CS became the Company's controlling shareholder. On 4 June 2020, the Company completed the procedures with industrial and commercial authority for the capital increase.

2021 年 6 月 29 日，公司名称由“瑞信方正证券有限责任公司”变更为“瑞信证券（中国）有限公司”。

On 29 June 2021, the Company was rebranded from Credit Suisse Founder Securities Limited to Credit Suisse Securities (China) Limited.

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

公司股东及股权情况包括:

The shareholders of the Company and shareholding structure are as follows:

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
Credit Suisse AG 瑞信银行股份有限公司 (Credit Suisse AG 的中文译名)	等值于 55,537.959184 万元人民币的美元 contribution in US dollar, equivalent to RMB555.38 million 51%	无 None
方正证券股份有限公司 Founder Securities Co., Ltd.	53,360 万元人民币 RMB533.6 million 49%	无 None

瑞信银行股份有限公司情况 Profile of Credit Suisse AG

Credit Suisse AG (中文译名为瑞信银行股份有限公司, 以下简称“瑞信”) 成立于 1856 年 7 月 5 日, 其成立地为瑞士苏黎世, 其注册办公地址为瑞士苏黎世 Paradeplatz 8, CH-8001。瑞信的现有注册并已缴付资本额为 4,399,680,200 瑞士法郎。瑞信是一家综合性全能商业银行。瑞信获授权担任银行和证券交易商。所有该等业务都受到瑞士金融市场监督管理局 (FINMA) 监管。现任董事会主席为 Axel P. Lehmann, 现任首席执行官为 Thomas Gottstein。

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 CHF 4,399,680,200. CS is an integrated universal bank. CS is authorised to act as a bank and securities dealer. All of such businesses are regulated by Swiss Financial Market Supervisory Authority FINMA. Axel P. Lehmann is the present Chairman of Board of Directors, while Thomas Gottstein is the present Chief Executive Officer.

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天心区湘江中路二段 36 号华远华中心 4、5 号楼 3701-3717, 注册资本 82.32 亿元, 法定代表人为董事长施华, 执行委员会主任为何亚刚。方正证券的经营范围包括: 证券经纪, 证券投资咨询, 与证券交易、证券投资活动有关的财务顾问, 证券自营, 证券资产管理, 融资融券, 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。(按经营证券期货业务许可证核定的期限和范围从事经营)(依法须经批准的项目, 经相关部门批准后方可开展经营活动)。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 “FS”) was incorporated on 26 Oct 1994. Its registered address is Units 3701-3717, Tower 4 and 5, Hua Yuan The Central, No. 36, Segment II of Xiang Jiang Zhong Lu, Tianxin District, Changsha City, Hunan Province. Its registered capital was RMB8,232 million. Shi Hua is the Legal Representative and Chairman of the Board, whilst He Yagang is the Chairman of Executive Committee. The business scope

of Founder Securities covers: securities brokerage, securities investment advisory service, financial advisory service relating to securities trading and securities investment activities, securities proprietary trading, securities assets management, margin trading and securities lending, distribution of securities investment funds, providing intermediary referral service for futures firms, distribution of financial products. (FS engages in business according to the term length and scope stipulated by the license for operating securities and futures business) (For a businesses that is subject to approval according to laws, only after obtaining approval from relevant authorities should FS is allowed to conduct such business) On 10 August 2011, the A share of Founder Securities was listed on Shanghai Stock Exchange via IPO and traded with ticker of 601901.

四、 组织机构 Organizational Structure

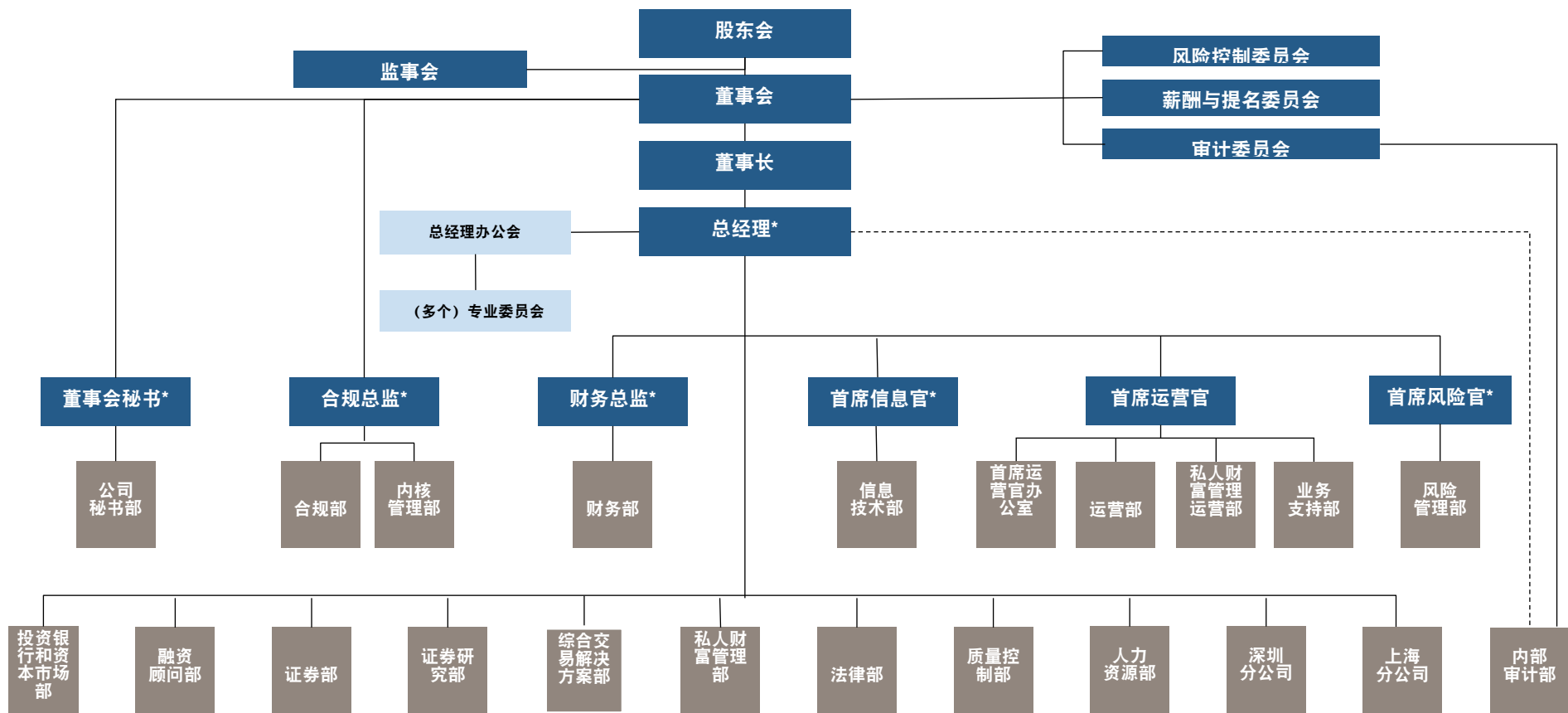
截止报告期末的公司组织机构示意图，请见下页：

For the Company's organizational structure as of the end of reporting period, please see the illustrative chart on the next page.

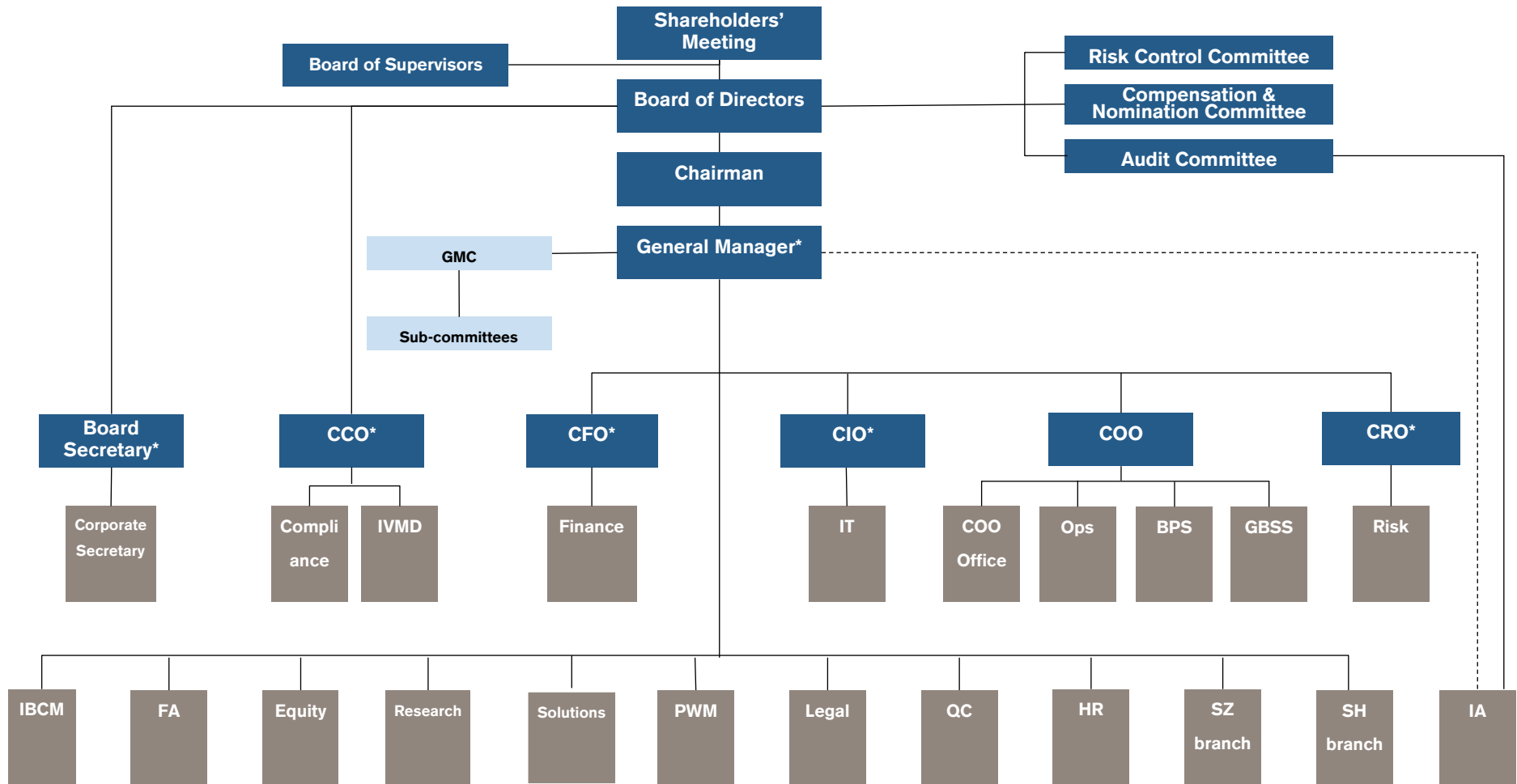
公司设有两家分公司，没有证券营业部，公司未设立任何子公司、服务部。具体情况见下表：

The Company has two branches and has no trading outlet, nor did it set up any subsidiaries or service office. Please see specific information of them in the following table:

名称Name	地址Address	设立时间 Establishment Date	负责人 Responsible Person	联系电话 Telephone No.
深圳分公司（原称“深圳前海证券营业部”） Shenzhen Branch (previously as “Shenzhen Qianhai Trading Outlet”)	深圳市福田区福田街道福安社区中心四路1号嘉里建设广场T2座2003 2003, Block T2, Kerry Construction Plaza, No.1, Center 4 Road, Fu An Community, Fu Tian Street, Futian District, Shenzhen	2016年2月24日 24 February 2016	金梦 Jin Meng	+8610 6653 8666
上海分公司 Shanghai Branch	中国（上海）自由贸易试验区临港新片区环湖西一路333号1号楼312A室 Room 312A, Building No. 1, No. 333 of Huan Hu Xi Yi Road, Lin Gang Special Area, China (Shanghai) Pilot Free Trade Zone	2021年8月18日 18 August 2021	赵留军 Zhao Liujun	+8610 6653 8666



Note: * 带星号的职位由高级管理人员担任，并向监管部门备案



Note: * indicates that the positions are held by senior management personnel and their appointments need to be filed with regulatory

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

截至 2021 年底，公司共有员工 237 名。其中：公司高级管理人员 6 名，融资顾问部人员 10 名，投行业务人员 68 名，私人财富管理部 21 名，内核管理部 2 人，证券部人员 11 名，研究部人员 24 名，风险管理部人员 5 名，法律部人员 5 名，合规部人员 14 名，结算部人员 15 名，证券部客户服务部 6 名，财务人员 8 名，信息技术部人员 20 名，其他部门人员 22 名。员工的年龄分布从 24 岁到 59 岁不等，平均年龄 36 岁。98% 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 34%，硕士占 61%，博士学位的员工占 2%。

As of the end of 2021, the Company had 237 employees, including: 6 Senior Management Personnel, 10 employees in Financing Advisory, 68 investment bankers, 21 employees in PWM, 2 employees in the IVMD, 11 employees in Equity Department, 24 researchers, 5 employees in Risk Management Department, 5 employees in legal team, 14 employees in compliance team, 15 employees in Operations Department, 6 employees in Equity Client Service Department, 8 employees in Finance Department, 20 IT engineers and 22 employees in other departments. The age of employees ranged from 24 to 59 with average age of 36. 98% of total employees received undergraduate or higher education. Specifically, 34% of total employees hold bachelor degree; 61% of total employees hold master degree; and 2% of total employees hold 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 2021 年 12 月 31 日，公司总资产 173,631.34 万元，其中，随时可变现的货币资金 143,414.25 万元，占资产比重为 82.60%；应收款项 10,213.61 万元，占资产比重为 5.88%；结算备付金、存出保证金、递延所得税资产、固定资产、在建工程、无形资产、使用权资产及其他资产合计占资产比重 11.52%。公司资产质量状况优良，截至 2021 年末，优质流动性资产 142,942.15 万元，流动性覆盖率 5131.66%，净稳定资金率 618.39%，流动性充足。

As at 31 December 2021, the total assets of the Company were RMB1,736.31 million, primarily including: cash and cash equivalents of approximately RMB1,434.14 million or 82.60% of total assets; accounts receivables of approximately RMB 102.14 million or 5.88% of total assets. Settlement deposits, refundable deposits, deferred income tax assets, fixed assets, construction in progress, intangible assets, rights of use assets and other assets represented 11.52% of total assets. The Company had an asset base of high quality and adequate liquidity. As of the end of 2021, the Company's high quality liquid assets were RMB 1,429.42 million; and the Liquidity Coverage Ratio and Net Stable Funding Ratio was 5131.66% and 618.39% respectively. The Company has adequate liquidity.

截至 2021 年 12 月 31 日，公司负债总额 22,032.76 万元，主要系因 2021 年开始适用的《企业会计准则第 21 号—租赁》(以下简称“新租赁准则”)而确认的租赁负债 8,300.78 万元以及日常经营活动产生的短期负债，其中主要包括应付职工薪酬 7,890.17 万元、应交税费 573.19 万元、应付款项 55.00 万元、代理买卖证券款 194.63 万元及其他负债 5,019.00 万元。公司 2021 年末资产负债率为 12.69%，偿债能力较强。

As of 31 December 2021, the Company had total liabilities of approximately RMB 220.33 million, primarily consisting of RMB 83.01 million of leasing liabilities recognized following China Accounting Standards for Enterprises No.21-Leasing which is adopted by the Company from 1st January 2021, and short-term liabilities incurred in the normal course of operation of the Company, including: payroll payable of RMB 78.90 million, tax payable of RMB 5.73 million, accounts payable of RMB0.55 million, customer brokerage deposits of RMB1.95 million and other liabilities of RMB 50.19 million. As at the end of 2021, the ratio of liabilities to assets was

12.69%, indicating the Company's strong solvency.

公司 2021 年未发生重大投融资行为。

The Company was not involved in any substantial investment or financing activities in 2021.

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

2021 年，公司聚焦 A 股股权承销业务，实现投资银行业务净收入 2.51 亿元，取得良好业绩。其中，公司作为保荐机构及独家主承销商成功完成浙江华康 IPO 的发行，发行规模 15.04 亿元。此外，公司作为联席主承销商成功完成了四维图新 40 亿非公开发行和顺丰控股 200 亿非公开发行项目。

In 2021, the Company focused on developing equity-financing business and achieved a relatively satisfactory performance. Specifically, the Company completed the IPO of Zhejiang Huakang, which raised gross proceeds of approximately RMB1.50 billion as the sponsor and sole lead underwriter. In addition, the Company also completed the private placement of two issuers, namely NavInfo and SF Express with respective offering size of RMB4.0 billion and RMB20 billion as joint lead underwriter.

公司完成了四川特驱收购吉峰科技控制权等若干并购重组项目及其他财务顾问项目。公司并作为联席主承销商完成了常州东方新城公司债、新兴铸管公司债等以前年度存续的债券发行项目。

The Company completed certain M&A, restructuring and financial advisory projects (e.g. Sichuan Tequ Investment's acquisition of the majority shareholding of Gifore Agricultural). Moreover, as joint lead underwriter, the Company completed some previously initiated bond projects, e.g. the corporate bonds issued by Changzhou Eastern New City Construction Group and the corporate bonds issued by Xinxing Ductile Iron.

2021 年，公司投行团队与境外业务团队持续加强合作与交流。

In 2021, the Company further strengthened its collaboration and exchange with offshore business teams.

经纪业务自 2016 年正式开展业务以来，在相对业务牌照不齐全、经纪业务经营范围仅限于深圳前海地区的背景下，努力实现和保持了连续 6 年的经纪业务总收入的持续增长。在过去的 2021 年度，税前经纪业务佣金总收入超过 2 亿元人民币（约合 3200 万美元）。

Since the official launch of Equities business in 2016, we've been facing a lot of challenges including: lack of business licenses and the brokerage business is only limited to Qianhai area of Shenzhen, Equities team has put great efforts to realize and maintain the revenue growth of brokerage business for the past six consecutive years for both total commission. For FY2021, the total pre-tax EQ brokerage commission revenue exceeded RMB200 million (approx. US\$32m).

在客户结构上，2021 年经纪业务在原先以合格境外机构投资者、人民币合格境外机构投资者，前海地区公募基金为主的基础上，进一步开发了私募机构客户（仅限前海地区），并顺利开展了私募基金产品通过我司进行证券交易的业务。

In terms of client types, EQ focused on QFII, RQFII and Mutual Fund (In Qianhai Area) clients in the past years. In 2021, EQ further developed business with local hedge fund clients (In Qianhai area) and successfully on boarded several hedge funds after PB system goes live, as well as 3rd party custodian banks, to trade with us.

在内部制度和系统建设上，经纪业务部门继续与多家三方存管银行开展业务谈判和洽谈合作事宜，以满足经纪业务客户对于不同存管银行选择的需要；针对市场和监管变化，经纪业务部门起草和更新了投资者适当性管理等相关的流程制度，升级了核心交易系统。

In terms of internal policy and procedure, trading system development, we continue to onboard several new 3rd party custodian banks to meet the requirement of brokerage clients; in view of the market and regulatory changes, EQ business updated internal policies and enhanced systems to cater for the reforms of securities regulations.

在新业务开拓和牌照方面，经纪业务部门正在推进和研究将我司的经纪业务牌照范围扩展至全国范围，以解决长期以来经纪业务在开展过程中遇到的地区限制问题，为我司经纪业务的全面发展做好准备。与此同时，我们正在积极协调公司其他部门，申请多项新业务资质，以期能为经纪业务客户提供更全面的产品和服务，提升我司经纪业务的市场竞争力。

In terms of new business initiative and business licensing/qualification, Equities is promoting to expand the scope of our brokerage business license to nationwide, in an effort to solve the problem of geographic restrictions and lay a groundwork for the full-fledged development of equity business. At the same time, EQ is actively coordinating with other departments of the Company to apply for the new business license or qualifications, in order to provide a much more comprehensive products and financial solutions to brokerage clients and boost the competitive edge of EQ business.

经普华永道中天会计师事务所审计后的财务报告显示：2021 年公司营业收入 49,696.83 万元，较上年上涨约 75.57%。其中，公司投行业务取得的手续费及佣金净收入为 24,037.42 万元，较上年同期上涨约 243.77%；经纪业务手续费净收入为 19,832.49 万元，较上年同期上涨 5.29%；此外，公司利息净收入 2,827.08 万元，投资收益为 688.05 万元，其他业务收入 2,809.74 万元。公司 2021 年净利润为 4,518.58 万元。

According to the financial statements audited by PricewaterhouseCoopers Zhongtian (LLP) ("PwC"), the auditor engaged by the Company, the Company recorded operating income of approximately RMB 496.97 million in 2021, representing a year-on-year ("YoY") increase of 75.57%, among which, the net fee and commission income of the Company's investment banking business was approximately RMB 240.37 million, representing a YoY increase of approximately 243.77%; the fee income of brokerage business was approximately RMB 198.32 million, representing a YoY growth of 5.29%; net interest income was approximately RMB 28.27 million, the investment income was approximately RMB 6.88 million and other operating income was approximately RMB 28.10 million. The Company recorded net profit of approximately RMB 45.19 million for 2021.

公司 2021 年发生的业务及管理费用为 42,740.95 万元，其中主要为：职工费用 29,043.86 万元、折旧及摊销 3,991.62 万元、中介机构费用 3,904.04 万元、电子设备运转费 1,526.21 万元、办公费 898.67 万元及差旅费 742.04 万元等。

The Company incurred business and management expenses of approximately RMB 427.41 million in 2021, mainly including: staff costs of approximately RMB 290.44 million, depreciation and amortization of approximately RMB 39.92 million, professional fees of approximately RMB 39.04 million, electronic equipment operation expenses of approximately RMB 15.26 million, G&A expenses of approximately RM 8.99 million and business travel expenses of approximately RMB 7.42 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 2021 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《瑞信证券（中国）有限公司内部控制自我评价报告（截至 2021 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。2022 年 4 月 22 日，公司全体董事以 2022 年第三次书面决议，审议通过了该项自我评价报告。

Based on the implementation of internal control of the Company in 2021, 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 2021) 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 22 April 2022, all the Directors of the Company reviewed and passed this self-appraisal report by adopting the third written resolutions in 2022.

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.

公司聘请的普华永道中天会计师事务所对于公司内部控制进行了审计，并于 2022 年 4 月 22 日出具了标准无保留的《瑞信证券（中国）有限公司截至 2021 年 12 月 31 日与财务报表相关内部控制专项审核报告》，根据对内部控制的了解、评价和测试，普华永道中天在财务报表审计中没有注意到公司于 2021 年 12 月 31 日与财务报表相关的内部控制存在重大缺陷。

On 22 April 2022, PricewaterhouseCoopers Zhongtian (LLP), engaged by the Company to audit the internal control of the Company, issued a standard unqualified Special Review Report on the Internal Control Relating to the Financial Statements of the Company for the year ended 31 December 2021, stating that based on the understanding, assessment and testing of internal control, it did not found any material deficiencies in internal control relating to financial statements of the Company as of 31 December 2021.

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	2,445,313.86
其中：独立董事 Including: Independent Director	200,000.04
监事 Supervisor	1,249,484.98
高管人员 Senior Management Personnel	26,570,826.09
合计 Total	30,265,624.93

根据《瑞信证券（中国）有限公司章程》、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级管理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

公司作为瑞信与方正证券合资经营的一家证券公司，始终坚持监管部门提出的“合规是底线，诚信是义务，专业是特色，稳健是保证”的证券行业核心价值观，将其融入到公司经营管理的全过程，在各项业务、各个环节中体现合规能力、诚信精神、专业水平和稳健意识。结合自身特点和公司发展战略，公司已经确定确定“以客为本，合规守信，专业稳健，创新进取”作为本公司的文化理念和价值观念，并按照全行业的统一要求，制定了公司的《文化建设配套制度和改进计划》，已在实施过程中。

Being an investment bank securities firm jointly established by CS and FS, the Company always upheld the core values stipulated by regulators for the securities industry: “compliance

is bottom line, integrity is obligation, professionalism is feature, and soundness is guarantee” and integrated such core values into its operations and management, thereby reflecting compliance, integrity, professionalism and prudent awareness in all business lines and aspects. In combination with the Company’s own characteristics and development strategy, we have determined “client-orientation, compliance and trustworthiness, professionalism and soundness, innovation and entrepreneurship” as the Company’s cultural philosophy and values. Moreover, as per the universal requirements across the sector, the Company formulated its Culture Development Supporting Policy and Enhancement Plan, which has come into force in the Company.

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 employee of the Company develop business and conduct operation 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体系;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。2021年,公司未发生重大的信用、市场、操作、流动性和声誉风险事件。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,促进公司持续规范发展。2021年,公司未发生重大的违规事件。

The Company established a complete organizational structure relating to overall risk management; developed a set of risk management policies comprising fundamental management policies and specialized management policies; formulated risk appetite and risk tolerance, and net capital-based risk control indicators; structured a real-time monitoring system in respect of risk control indicators and developed a sound mechanism for risk event reporting and information delivery. There were no material credit, market, operational, liquidity or reputational risk incidents occurred in 2021. 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 and promoting the sustainable and standardized development of the company. In 2021, the Company didn’t encounter any material violation event.

报告期内,公司响应政府防疫部门、监管部门和上级单位的号召,积极应对新冠疫情的影响和冲击。公司的新冠疫情防控工作小组,继续认真组织实施疫情防控的工作预案,在公司的经营管理过程中,努力保护公司、员工、客户以及相关方的利益,共同参与保障资本市场的平稳运行。

During the reporting period, in response to the call of Chinese government’s anti-epidemic authorities, regulatory authorities and administration authorities, the Company actively made efforts to mitigate the impact of the Covid-19 epidemic. The company’s Covid-19 epidemic prevention and control working group continues to organize and implement the work plan for epidemic prevention and control in earnest. In the course of the Company’s operation, the Company redoubled its efforts to protect the interests of the Company, employees, clients and stakeholders, and participated in the industrial efforts to safeguard the stability of the capital market.

2021年12月,为响应北京妇联组织、首都女金融家协会的号召,在董事长胡知鸩的倡议下,公司全体员工积极参与“春蕾计划—梦想未来”捐款活动,最终捐款人数65人次,筹集善款共计26773.59元。

In December 2021, in response to the call of Beijing Women’s Federation and Beijing Female Financier Association and the advocacy of Chairwoman Ms. Janice Hu, the Company’s staffs

actively participated in the donation activity named as “Spring Bud Project - Dreaming of the Future(春蕾计划—梦想未来)” : this charitable donation finally raised RMB26773.59 in total from 65 employees.

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”持续更新投资者教育知识信息;公司积极参与证监会、交易所和协会在2021年举办的各项投资者教育主题活动,聚焦投资者保护、注册制、新证券法、新三板、创业板改革、REITs,以及防范非法证券活动的宣传,通过网站、营业部及公司员工内部培训,多方位多层次的对上述各项专题活动进行了宣传,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,按月向监管机构报送。

During the reporting period, the Company actively implemented the requirements relating to investor suitability management, adopted multiple methods to actively carry out investor education activities, provided guidance to investors' rational investment, and protected investors' personal interests. Given that institutional investors constituted the vast majority of the Company's client base, the Company continuously updated the knowledge and information in relation to investor education in the “Investor Zone” on the Company's website; the Company actively participated in various investor education activities organized by the CSRC, stock exchanges and SAC in 2021, focusing on the client protection, the IPO Registration reform, the newly amended securities law, the reform of the NEEQ, the ChiNext Board, REITs, and the propaganda about preventing illegal securities activities; the Company organized internal training programs through website, in the trading outlet and among its employees, such propaganda of the above activities in a multi-dimension and multi-level manner achieved fairly good results. The method for clients to lodge complaints is listed on the Company's website. The Company also assigned staff dedicated to keeping track of complaints and whistleblowing and filed the monitoring result with regulatory authorities on a monthly basis.

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、创造平等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 equal job opportunities and providing social benefits.

瑞信证券(中国)有限公司

2021 年度财务报表及审计报告

财务报表审计报告



防 伪 编 码： 31000007202215718R

被审计单位名称： 瑞信证券(中国)有限公司(曾用名:瑞信方正证券有限责
任公司)

审 计 期 间： 2021

报 告 文 号： 普华永道中天审字(2022)第28421号

签字注册会计师： 马颖旋

注 师 编 号： 310000070343

签字注册会计师： 刘羽驰

注 师 编 号： 310000074587

事 务 所 名 称： 普华永道中天会计师事务所（特殊普通合伙）

事 务 所 电 话： 021-23238888

事 务 所 地 址： 中国上海市浦东新区东育路588号前滩中心42楼

业务报告使用防伪编码仅说明该业务报告是由依法批准设立的会计师事务所出具，业务报告的法律主体是出具报告的会计师事务所及签字注册会计师。
报告防伪信息查询网址：<https://zxfw.shcpa.org.cn/codeSearch>

瑞信证券(中国)有限公司

2021 年度财务报表及审计报告

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审计报告

普华永道中天审字(2022)第 28421 号
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瑞信证券(中国)有限公司董事会:

一、 审计意见

(一) 我们审计的内容

我们审计了瑞信证券(中国)有限公司(以下简称“瑞信证券”)的财务报表,包括 2021 年 12 月 31 日的资产负债表, 2021 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。

(二) 我们的意见

我们认为, 后附的财务报表在所有重大方面按照企业会计准则的规定编制, 公允反映了瑞信证券 2021 年 12 月 31 日的财务状况以及 2021 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。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。

按照中国注册会计师职业道德守则, 我们独立于瑞信证券, 并履行了职业道德方面的其他责任。

三、 管理层和治理层对财务报表的责任

瑞信证券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。



三、 管理层和治理层对财务报表的责任(续)

在编制财务报表时, 管理层负责评估瑞信证券的持续经营能力, 披露与持续经营相关的事项(如适用), 并运用持续经营假设, 除非管理层计划清算瑞信证券、终止运营或别无其他现实的选择。

治理层负责监督瑞信证券的财务报告过程。

四、 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。

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:

(一) 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。

(二) 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。

(三) 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。

(四) 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, 就可能导致对瑞信证券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证券不能持续经营。



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四、注册会计师对财务报表审计的责任(续)

(五) 评价财务报表的总体列报(包括披露)、结构和内容, 并评价财务报表是否公允反映相关交易和事项。

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。

普华永道中天
会计师事务所(特殊普通合伙)

中国·上海市
2022年4月22日



注册会计师

马颖旒

马颖旒

注册会计师

刘羽驰

刘羽驰

瑞信证券(中国)有限公司

2021年12月31日资产负债表
(除特别注明外,金额单位为人民币元)

	附注六	2021年12月31日	2020年12月31日
资产			
货币资金	1	1,434,142,482.51	1,397,665,526.37
其中: 客户资金存款		1,084,226.99	3,759,156.01
结算备付金	2	3,739,383.25	13,307,746.88
其中: 客户备付金		3,362,046.19	11,510,290.00
应收款项	3	102,136,089.03	62,623,376.35
存出保证金	4	1,000,000.00	1,000,000.00
固定资产	5	14,018,617.12	9,713,454.29
在建工程	6	42,536,079.49	1,530,734.74
使用权资产	7	83,507,007.71	不适用
无形资产	8	10,509,767.31	12,264,622.53
递延所得税资产	9	11,911,336.70	27,803,882.14
其他资产	10	32,812,674.27	18,032,792.75
资产总计		1,736,313,437.39	1,543,942,136.05
负债			
代理买卖证券款	12	1,946,273.18	4,329,345.24
应付职工薪酬	13	78,901,659.63	35,248,352.32
应交税费	14	5,731,905.54	4,173,404.71
应付款项	15	550,000.00	11,290,100.77
租赁负债	16	83,007,845.02	不适用
其他负债	17	50,189,955.56	18,100,963.70
负债合计		220,327,638.93	73,142,166.74
所有者权益			
实收资本	19	1,088,979,591.84	1,088,979,591.84
资本公积	20	358,768,450.98	358,768,450.98
盈余公积	21	15,985,681.57	11,467,098.66
一般风险准备	22	15,985,681.57	11,467,098.66
未分配利润/(未弥补亏损)	23	36,266,392.50	117,729.17
所有者权益合计		1,515,985,798.46	1,470,799,969.31
负债和所有者权益总计		1,736,313,437.39	1,543,942,136.05

后附财务报表附注为本财务报表的组成部分。

邱若非
法定代表人



邱艾妮
主管会计工作的负责人

林鹤
会计机构负责人

瑞信证券(中国)有限公司

2021年度利润表

(除特别注明外, 金额单位为人民币元)

	附注六	2021年度	2020年度
一、营业收入			
手续费及佣金净收入	24	438,699,160.66	258,292,057.70
其中: 经纪业务手续费净收入		198,324,913.96	188,368,970.03
投资银行业务手续费净收入		240,374,246.70	69,923,087.67
利息净收入	25	28,270,763.04	23,232,011.32
汇兑损失		(7,561,202.17)	(26,909,906.22)
投资收益	26	6,880,489.80	2,384,300.14
其他业务收入	27	28,097,361.76	25,446,536.40
其他收益	28	2,581,736.10	613,031.36
营业收入合计		496,968,309.19	283,058,030.70
二、营业支出			
税金及附加	29	(2,153,548.61)	(1,486,870.11)
业务及管理费	30	(427,409,544.46)	(256,037,238.36)
信用减值损失	31	(4,214,917.78)	(8,406,887.25)
其他资产减值损失	8	(1,037,735.84)	(650,000.00)
营业支出合计		(434,815,746.69)	(266,580,995.72)
三、营业利润			
		62,152,562.50	16,477,034.98
加: 营业外收入		33,003.35	680.00
减: 营业外支出	32	(1,107,191.26)	(200,000.00)
四、利润总额			
		61,078,374.59	16,277,714.98
减: 所得税费用	33	(15,892,545.44)	(4,472,769.98)
五、净利润			
		45,185,829.15	11,804,945.00
持续经营净利润		45,185,829.15	11,804,945.00
六、其他综合收益的税后净额			
		-	-
七、综合收益总额			
		45,185,829.15	11,804,945.00

后附财务报表附注为本财务报表的组成部分。

邱若非
法定代表人



邱艾妮
主管会计工作的负责人

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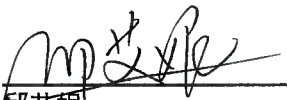
瑞信证券(中国)有限公司

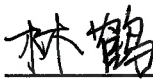
2021年度现金流量表
(除特别注明外,金额单位为人民币元)

	附注六	2021年度	2020年度
一、经营活动产生的现金流量:			
为交易目的而持有的金融资产净减少额		6,880,489.80	2,384,300.14
收取利息、手续费及佣金的现金		458,810,894.29	283,428,389.56
代理买卖证券收到的现金净额		-	4,318,329.02
收到其他与经营活动有关的现金		27,919,904.59	4,349,217.73
经营活动现金流入小计		493,611,288.68	294,480,236.45
代理买卖证券款支付的现金净额		(2,383,072.06)	-
支付利息、手续费及佣金的现金		(3,025,086.45)	(2,574,119.73)
支付给职工及为职工支付的现金		(244,671,731.45)	(141,227,093.72)
支付的各项税费		(26,147,084.09)	(11,331,690.45)
支付其他与经营活动有关的现金		(111,016,336.93)	(67,640,919.36)
经营活动现金流出小计		(387,243,310.98)	(222,773,823.26)
经营活动产生的现金流量净额	34(1)	106,367,977.70	71,706,413.19
二、投资活动产生的现金流量:			
处置固定资产、无形资产和其他长期资产收回的现金净额		5,500.00	-
投资活动现金流入小计		5,500.00	-
购建固定资产、无形资产和其他长期资产支付的现金		(32,627,096.47)	(10,603,401.51)
投资活动现金流出小计		(32,627,096.47)	(10,603,401.51)
投资活动使用的现金流量净额		(32,621,596.47)	(10,603,401.51)
三、筹资活动产生的现金流量:			
吸收投资收到的现金		-	647,110,684.86
筹资活动现金流入小计		-	647,110,684.86
偿付租赁负债的本金和利息		(28,289,179.38)	不适用
筹资活动现金流出小计		(28,289,179.38)	-
筹资活动(使用)/产生的现金流量净额		(28,289,179.38)	647,110,684.86
四、汇率变动对现金及现金等价物的影响		(6,128,110.89)	(26,462,645.65)
五、现金及现金等价物净增加额	34(2)	39,329,090.96	681,751,050.89
加:年初现金及现金等价物余额		1,394,622,264.57	712,871,213.68
六、年末现金及现金等价物余额	34(3)	1,433,951,355.53	1,394,622,264.57

后附财务报表附注为本财务报表的组成部分。


 邱若非
 法定代表人


 邱艾妮
 主管会计工作的负责人


 林鹤
 会计机构负责人

瑞信证券(中国)有限公司



2021年度所有者权益变动表

(除特别注明外,金额单位为人民币元)

	实收资本	资本公积	盈余公积	一般风险准备	未分配利润/ (未弥补亏损)	所有者权益合计
2021年1月1日余额	1,088,979,591.84	358,768,450.98	11,467,098.66	11,467,098.66	117,729.17	1,470,799,969.31
本年增减变动额	-	-	-	-	45,185,829.15	45,185,829.15
(一)净利润	-	-	-	-	(4,518,582.91)	-
(二)利润分配	-	-	4,518,582.91	-	(4,518,582.91)	-
1.提取盈余公积	-	-	-	-	(4,518,582.91)	-
2.提取风险准备金	-	-	-	4,518,582.91	(4,518,582.91)	-
2021年12月31日余额	1,088,979,591.84	358,768,450.98	15,985,681.57	15,985,681.57	36,266,392.50	1,515,985,798.46
2020年1月1日余额	800,000,000.00	637,357.96	11,452,382.51	11,452,382.51	(11,657,783.53)	811,884,339.45
本年增减变动额	-	-	-	-	11,804,945.00	11,804,945.00
(一)净利润	-	-	-	-	11,804,945.00	11,804,945.00
(二)所有者投入资本	288,979,591.84	358,131,093.02	-	-	-	647,110,684.86
(三)利润分配	-	-	14,716.15	-	(14,716.15)	-
1.提取盈余公积	-	-	-	-	(14,716.15)	-
2.提取风险准备金	-	-	-	14,716.15	(14,716.15)	-
2020年12月31日余额	1,088,979,591.84	358,768,450.98	11,467,098.66	11,467,098.66	117,729.17	1,470,799,969.31

后附财务报表附注为本财务报表的组成部分。

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