



Guotai Junan International Holdings Limited

國泰君安國際控股有限公司

(incorporated in the Hong Kong with limited liability 於香港註冊成立的有限公司)

Stock Code 股份代號：1788

**ANNUAL REPORT**  
年報 **2011**



Corporate Information	公司資料	2
Corporate Profile	公司概况	4
Milestones	里程碑	5
Financial Highlights	財務摘要	6
Financial Summary	財務概要	7
Chairman's Statement	主席報告書	9
Corporate Governance Report	企業管治報告	12
Management Discussion and Analysis	管理層討論與分析	22
Biographies of the Directors	董事履歷	38
Report of the Directors	董事會報告	41
Independent Auditors' Report	獨立審計師報告	56
Consolidated Statement of Comprehensive Income	綜合全面收益表	58
Consolidated Statement of Financial Position	綜合財務狀況表	59
Statement of Financial Position	財務狀況表	61
Consolidated Statement of Changes in Equity	綜合權益變動表	62
Consolidated Statement of Cash Flows	綜合現金流量表	64
Notes to Financial Statements	財務報表附註	65

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### *Chairman and Non-executive Director*

Dr. CHEN Geng

#### *Executive Directors*

Dr. YIM Fung

Mr. LI Guangjie

Mr. LI Sang, Edward

Mr. WONG Tung Ching

#### *Independent Non-executive Directors*

Dr. FU Tingmei

Dr. SONG Ming

Mr. TSANG Yiu Keung

#### *Members of the Audit Committee*

Mr. TSANG Yiu Keung (Chairman)

Dr. SONG Ming

Dr. FU Tingmei

#### *Members of Remuneration Committee*

Dr. FU Tingmei (Chairman)

Dr. YIM Fung

Dr. SONG Ming

#### *Members of Nomination Committee*

Dr. SONG Ming (Chairman)

Dr. CHEN Geng

Mr. TSANG Yiu Keung

### COMPANY SECRETARY

Mr. LI Sang, Edward

### REGISTERED OFFICE

27/F, Low Block

Grand Millennium Plaza

No.181 Queen's Road Central

Hong Kong

### 董事會

#### 主席及非執行董事

陳耿博士

#### 執行董事

閻峰博士

李光杰先生

李生先生

王冬青先生

#### 獨立非執行董事

傅廷美博士

宋敏博士

曾耀強先生

#### 審核委員會成員

曾耀強先生(主席)

宋敏博士

傅廷美博士

#### 薪酬委員會成員

傅廷美博士(主席)

閻峰博士

宋敏博士

#### 提名委員會成員

宋敏博士(主席)

陳耿博士

曾耀強先生

### 公司秘書

李生先生

### 註冊辦事處

香港

皇后大道中181號

新紀元廣場

低座27樓

**AUDITORS**

Ernst & Young  
Certified Public Accountants

**SOLICITORS**

Li & Partners, Solicitors

**REGISTRAR AND TRANSFER OFFICE**

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
No.183 Queen's Road East  
Wanchai, Hong Kong

**PRINCIPAL BANKERS**

Bank of China (Hong Kong) Limited  
Standard Chartered Bank (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited

**COMPLIANCE ADVISER**

Cinda International Capital Limited  
45th Floor, COSCO Tower  
183 Queen's Road Central, Hong Kong

**STOCK CODE**

Stock Code of the Stock Exchange of Hong Kong Limited: 1788

**COMPANY'S WEBSITE**

[www.gtja.com.hk](http://www.gtja.com.hk)

**核數師**

安永會計師事務所  
執業會計師

**律師**

李偉斌律師行

**股份過戶登記處**

香港中央證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心17M樓

**主要往來銀行**

中國銀行(香港)有限公司  
渣打銀行(香港)有限公司  
香港上海滙豐銀行有限公司

**合規顧問**

信達國際融資有限公司  
香港皇后大道中183號  
中遠大廈45樓

**股份代號**

香港聯合交易所有限公司股份代號：1788

**本公司網站**

[www.gtja.com.hk](http://www.gtja.com.hk)

# Corporate Profile

## 公司概況

Established in Hong Kong, one of the world's most vibrant global metropolises, Guotai Junan International Holdings Limited ("Guotai Junan International" or "the Company" or "the Group" or "We") serves as a bridge to connect enterprises and investors in China and the world. We provide channels for Chinese investors to access international capital markets while at the same time enable international investors to gain access to the dynamic growth of the Chinese markets.

We are a subsidiary of Guotai Junan Securities Company Limited ("Guotai Junan"), one of the China's largest securities houses, predominantly owned by Shanghai State-owned Assets Operation Company Limited, Central Huijin Investment Limited and Shenzhen Investment Holdings Company Limited. Backed by the strong operational support, we are the designated international flagship company of Guotai Junan, serving as the gateway for international expansion of Guotai Junan.

Today Guotai Junan International enjoys a host of tremendous growth opportunities and is well positioned to participate in capital markets expansion in Hong Kong. We have unparalleled access to our controlling shareholder's extensive business networks, not just in China but globally.

Guotai Junan International is the first Mainland-owned securities brokerage house with China Securities Regulatory Commission ("CSRC") approval to list its shares through initial public offering ("IPO") on the Main Board of the Stock Exchange of Hong Kong Limited ("Stock Exchange"). Established in Hong Kong in 1995, we provide our services in 5 core business areas: (i) dealing and broking in securities, futures and leveraged foreign exchange, (ii) loans and financing activities, (iii) corporate finance, (iv) asset management and (v) investment holdings. By means of a sophisticated Internet platform, we are able to provide our clients with comprehensive services on global securities, derivative and leveraged foreign exchange trading, IPO subscriptions, margin financing, stock quotes, market news and research reports, etc. Led by a team of dedicated professionals who have in-depth knowledge and understanding of both China and Hong Kong capital markets, we have established a solid reputation for providing a wide range of high quality corporate finance solutions to our clients in Hong Kong, China and across the world.

We have proudly provided our clients with a superb range of high quality financial services through some of the most turbulent economic periods in history. Looking into the future, we will continue to expand and invest in our existing platforms and customer profiles, and become a major regional financial services conglomerate. We will commit ourselves to assist our clients in making proper judgments in different market conditions while upholding our service commitment with integrity, client focus, expertise and innovation.

香港堪稱全球活躍大都市，藉此國泰君安國際控股有限公司（「國泰君安國際」或「本公司」或「本集團」或「我們」）立足本港，成為連接中國及全球企業與投資者的橋樑。我們為中國投資者開闢渠道，令其與國際資本市場接軌，同時力助國際投資者進軍中國蓬勃發展的市場。

我們乃國泰君安證券股份有限公司（「國泰君安」）的附屬公司。國泰君安為中國最大證券公司之一，主要由上海國有資產經營有限公司、中央匯金投資有限責任公司及深圳市投資控股有限公司擁有。憑藉強勁經營支持，我們成為國泰君安的指定國際旗艦公司，為國泰君安開拓進軍國際市場的大道。

現今，增長機會蜂擁而至，國泰君安國際已整裝待發，投身開拓香港資本市場的行列。我們前所未有接觸我們控股股東廣泛的業務網絡，不僅遍及中國亦是滲透全球。

國泰君安國際為獲中國證券監督管理委員會（「中國證監會」）批准將股份透過首次公開發售（「首次公開發售」）於香港聯合交易所有限公司（「聯交所」）主板上市的首家中資證券經紀行。成立於一九九五年，我們提供五大核心業務服務：(i) 證券、期貨及槓桿式外匯交易買賣及經紀服務；(ii) 借貸及融資活動；(iii) 企業融資；(iv) 資產管理及(v) 投資控股。利用發達的網絡平台，我們能夠為我們的客戶提供綜合性服務，涉及全球證券、衍生工具及槓桿式外匯交易、首次公開發售認購、孖展融資、股票報價、市場資訊及研究報告等。敬業專業團隊擁有中港資本市場的深厚知識及瞭解，而我們於此團隊引領下奠立穩固聲譽，為香港、中國乃至全球客戶提供一系列高質量企業融資方案。

回顧過去，我們曾於史上最紊亂經濟時期成功為我們客戶提供大量高質量融資服務。展望未来，我們將會持續擴展投資我們現有平台及客戶組合，力爭成為區內主要金融服務巨頭。我們將竭誠力助客戶於各類不同市況作出適當判斷，並與此同時堅守「誠信、親和、專業、創新」的服務承諾。

## Milestones 里程碑

1995	Guotai Junan (Hong Kong) Limited was incorporated.	一九九五年	國泰君安(香港)有限公司註冊成立。
	Guotai Junan Securities (Hong Kong) Limited became a member of the Stock Exchange and commenced business.		國泰君安證券(香港)有限公司成為聯交所成員並開展業務。
1997	Guotai Junan Futures (Hong Kong) Limited commenced business.	一九九七年	國泰君安期貨(香港)有限公司開始業務。
2001	Online trading platform for Hong Kong securities was launched.	二零零一年	香港證券的網上交易平台推出。
2003	Online trading platform for futures business was launched.	二零零三年	期貨業務的網上交易平台推出。
2007	Our first SFC authorized fund: Guotai Junan Investment Funds – Guotai Junan Greater China Growth Fund was launched.	二零零七年	我們的首個香港證監會授權基金：國泰君安投資基金－國泰君安大中華增長基金推出。
2009	Online trading platform for United States securities was launched.	二零零九年	美國證券的網上交易平台推出。
	CSRC approval on China B shares trading qualification obtained.		取得中國證監會批准中國B股交易資格。
2010	CSRC approval for Hong Kong listing obtained.	二零一零年	取得中國證監會批准香港上市。
	Guotai Junan International Holdings Limited was incorporated and listed on the Main Board of the Stock Exchange of Hong Kong Limited.		國泰君安國際控股有限公司註冊成立並於香港聯合交易所有限公司主板上市。
	Guotai Junan FX Limited commenced leveraged foreign exchange trading service.		國泰君安外匯有限公司開始提供槓桿式外匯交易服務。
2011	Level I American depository receipt program was launched and BNY Mellon was appointed as the depository bank.	二零一一年	我們已展開一級美國存托憑證服務並委任紐約梅隆銀行為托管銀行。
	Guotai Junan Futures (Hong Kong) Limited became a broking member of Hong Kong Mercantile Exchange.		國泰君安期貨(香港)有限公司為香港商品交易所的經紀會員。
2012	We launch our first RQFII fund: Guotai Junan Great Dragon RMB Funds – Guotai Junan Great Dragon China Fixed Income Fund.	二零一二年	我們推出首隻RQFII基金：國泰君安巨龍人民幣基金－國泰君安巨龍中國固定收益基金。

# Financial Highlights

## 財務摘要

		For the year ended 31 December		
		截至十二月三十一日止年度		
		2011	2010	Change
		(HK\$'000)	(HK\$'000)	%
		二零一一年	二零一零年	變動
		(千港元)	(千港元)	百分比
Fee and commission income	費用及佣金收入			
– dealing and broking	– 買賣及經紀業務	317,334	368,113	-13.8%
– corporate finance	– 企業融資	136,619	126,412	8.1%
– asset management	– 資產管理	23,311	44,570	-47.7%
Interest income from loans and financing	貸款及融資利息收入	214,793	101,396	111.8%
Investment holding income	投資業務收入	8,672	11,826	-26.7%
Revenue	收益	700,729	652,317	7.4%
Other income	其他收入	2,425	5,777	-58.0%
Revenue and other income	收益及其他收入	703,154	658,094	6.8%
Profit for the year	年內溢利	287,448	252,624	13.8%
Profit attributable to equity holders of the Company	本公司股權持有人應佔溢利	287,706	250,685	14.8%
Basic and diluted earnings per share (HK cents) (Note)	每股基本及攤薄盈利 (港仙) (註)	17.5	17.5	—
Dividend per share (HK cents)	每股股息 (港仙)	9	7	28.6%
Net asset value per share (HK\$)	每股資產淨值 (港元)	1.97	1.87	5.3%

Note: It is based on the weight average number of ordinary shares of 1,640,000,000 (2010: 1,428,822,000) in issue during the year.

註：此乃根據年內發行的1,640,000,000股(二零一零年：1,428,822,000股)普通股的加權平均數計算。

A summary of the published results and assets and liabilities of the Group for the last five financial years is set out below:

本集團過去五年的刊發業績及資產與負債概要載列如下：

### RESULTS

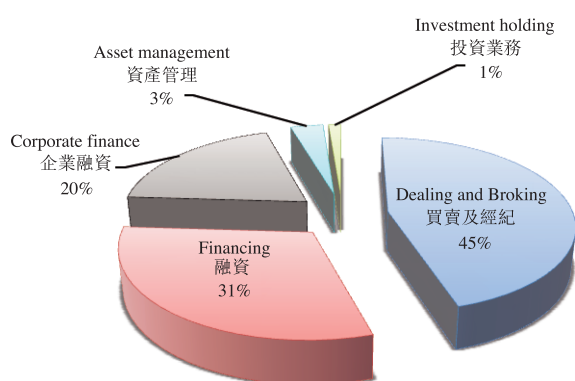
#### 業績

For the year ended 31 December

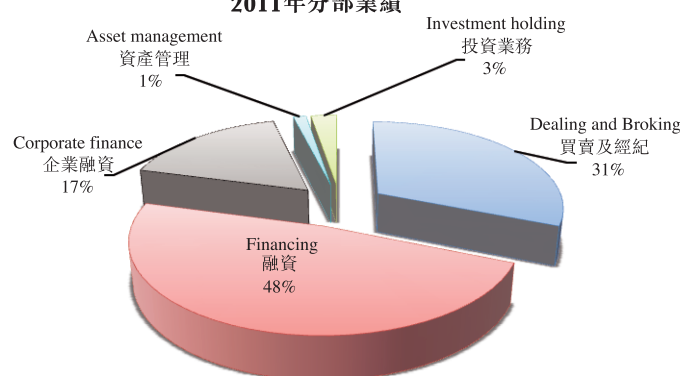
截至十二月三十一日止年度

		2011	2010	2009	2008	2007
		二零一一年	二零一零年	二零零九年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total revenue	總收益	703,154	658,094	587,085	519,307	975,955
Profit before tax	除稅前溢利	330,235	288,407	271,848	213,024	363,942
Profit from continuing operations	持續經營業務溢利	287,448	252,624	244,040	210,428	300,320
Profit attributable to equity holders of the company	本公司股權持有人應佔溢利	287,706	250,685	298,307	126,045	385,428

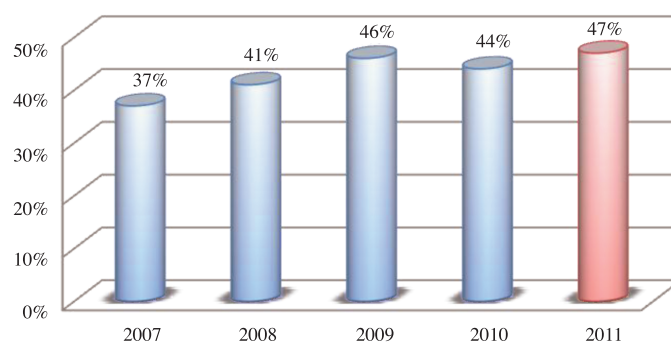
2011-Revenue Mix  
2011年收益分佈



2011-Segment results  
2011年分部業績



Operation margin  
經營利潤





# Financial Summary

## 財務概要

### ASSETS AND LIABILITIES

#### 資產與負債

		As at 31 December				
		於十二月三十一日				
		2011	2010	2009	2008	2007
		二零一一年	二零一零年	二零零九年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Loans and advances to customers	貸款及客戶墊款	2,064,215	1,975,894	860,731	368,648	815,232
Cash and bank balances	現金及銀行結餘	661,856	441,631	460,284	586,527	582,489
Client trust bank balances	客戶信託銀行結餘	6,121,768	5,874,971	5,679,243	4,175,794	4,593,060
Other current assets	其它流動資產	505,427	1,031,652	434,291	485,326	605,046
Other non-current assets	其它非流動資產	648,198	651,512	360,382	43,978	98,042
Total assets	資產總額	10,001,464	9,975,660	7,794,931	5,660,273	6,693,869
Total liabilities	負債總額	(6,769,446)	(6,903,311)	(6,609,673)	(4,625,170)	(5,774,209)
Non-controlling interests	非控股權益	(6,170)	(6,428)	(4,489)	(2,402)	—
Shareholders' fund	股東資金	3,225,848	3,065,921	1,180,769	1,032,701	919,660

In 2011, affected by factors such as the exacerbation of the debt crisis in Europe and the United States, turbulence in the global market and the economic contraction in the PRC, the Hong Kong market had experienced a drastic drop, with the Hang Seng Index and the China Enterprises Index dipping 20% and 21.7%, respectively. Amidst such weak market conditions, I am pleased to report to you that Guotai Junan International Holdings Limited (the "Company") together with its subsidiaries (collectively known as the "Group") achieved grateful growth in business for the year ended 31 December 2011.

Income from operations of the Group for this financial year was HK\$703.2 million, an increase of 6.8% over 2010. Profit before tax was HK\$330.2 million, an increase of 14.5% over 2010. Profit attributable to shareholders reached HK\$287.7 million, an increase of 14.8% over 2010.

The board of directors of the Company recommends the payment of a final dividend of 6 Hong Kong cents per share for this financial year. Together with the interim dividend for 2011 of 3 Hong Kong cents per share, dividends paid for the full year of 2011 amount to a total of 9 Hong Kong cents per share.

### 2011 REVIEW

During the year of 2011, against a backdrop of the continued exacerbation of the European debt crisis, the monetary squeeze in the PRC and the United States and various countries in the Eurozone being downgraded by rating agencies, the Hang Seng Index declined after hitting its annual high at 24,468.64 points in early April, with the minimum level hitting 16,170.35 points, the fluctuation was more than 8,000 points. Funds raised in the market for the full year decreased by 43%. Almost 70% of new issues had their prices dropping below issue prices. The number of IPO projects shelved was the highest in the recent 10 years.

Under such an extremely unfavourable market environment, the Group was committed to business expansion and cost control, and has achieved a satisfactory performance. By persisting in the innovation of the financing business, the Group recorded income growth of 111.8% in this business area. We are currently participating in a U.S. capital market privatization project, which has significantly enhanced our reputation in the international market. "Guotai Junan Great Dragon China Fixed Income Fund", a RMB Qualified Foreign Institutional Investors scheme ("RQFII") product designed by the Group, has obtained approval from the SFC in Hong Kong, making it the first approved RQFII product of a securities firm.

2011年，受歐美債務危機深化、環球市場動蕩和內地經濟緊縮等因素影響，香港市場一度大幅下挫，恒生指數、國企指數全年分別下跌20%和21.7%。面對疲弱的市況，本人仍然欣喜地向各位報告，國泰君安國際控股有限公司（「本公司」）連同其附屬公司（統稱「本集團」）截至2011年12月31日止年度取得了可喜的業績增長。

本財政年度，本集團實現業務收入703.2百萬港元，較2010年增加6.8%；稅前溢利330.2百萬港元，較2010年增加14.5%。股東應佔溢利達到287.7百萬港元，較2010年增加14.8%。

本公司董事局建議就本財政年度派發末期股息每股6港仙，連同2011年的中期股息每股3港仙，2011年度全年派發的股息合計將達到每股9港仙。

### 二零一一年回顧

過去的2011年，在歐債危機持續深化、內地收緊銀根、美國及歐元區多國遭評級機構調降評級的背景下，恒指自4月初創下24,468.64點的年度高點之後反復回落，最低曾跌至16,170.35點，波幅超過8,000點。市場全年集資額下降43%，近70%新股股價破底，擱置的IPO專案為近十年之最。

在極其不利的市場環境中，本集團致力於業務拓展和成本控制，並取得了良好的業績表現。其中，融資業務堅持創新，收入增長達到111.8%。我們正在參與的一項美國資本市場私有化專案，大幅提升了我們在國際市場的知名度。本集團設計的人民幣合資格境外投資者計劃（「RQFII」）產品「國泰君安巨龍中國固定收益基金」也獲得了香港證監會批准，成為首只獲批的證券公司RQFII產品。

# Chairman's Statement

## 主席報告書

In addition, since 5 March 2011, the Company has been officially included as a financial constituent stock of the Hong Kong Hang Seng Composite Index and became the only PRC-funded securities dealer constituent stock.

### DEVELOPMENT PLAN

Being one of the largest securities houses in Mainland China, Guotai Junan Securities Company Limited ("Guotai Junan"), the controlling shareholder of the Group, is at the forefront of the industry in terms of its overall strength and the rankings of its various operations. The Group is the only entity established by Guotai Junan overseas and is also the major platform for Guotai Junan to implement its internationalization strategy and develop its overseas operations. Our basic development positioning is to rely on the support of Mainland China, base in Hong Kong, target the global market and become a regional international financial service company with comprehensive financial service capabilities. We will endeavor to provide global investment services to customers in the PRC and provide overseas customers with opportunities for participating in investment in the domestic PRC market.

Currently, the construction of the Hong Kong offshore RMB market is in full swing. Fast-growing RMB deposits and market demand will continually drive the innovation of the RMB cross-border business. This undoubtedly will create an opportunity for the rise of PRC-funded securities houses. The Group will continue to rely on the extensive customer network and resource advantages of Guotai Junan in Mainland China and its own operating and development experience in Hong Kong over the years. By grasping this historical opportunity, the Group will strive to achieve an even greater breakthrough in its overall scale and business competitive strength.

According to the Group's development plan, we will continue to devote great efforts to develop the financing business as well as conventional businesses such as broking, corporate finance and asset management. For the financing business, we will further strengthen business innovation by taking advantage of the U.S. capital market privatization project; for the broking business, the "one-stop" electronic investment platform will further cover the major investment markets in the world (other than the A shares market in the PRC); for the corporate finance business, we will step up efforts in developing overseas markets and cross-border operations to strive for growth in both income and market share; for the asset management business, we will capitalize on the operation of the RQFII fund and the Equity Income Fund to enhance our brand image. Moreover, we will also gradually establish a sales network comprising international institutional investors to reinforce the Group's international competitiveness.

此外，自2011年3月5日起，本公司正式成為香港恒生綜合指數金融成分股，成為唯一一隻中資券商成分股。

### 發展規劃

作為中國內地最大的證券公司之一，集團的控股股東國泰君安證券股份有限公司（「國泰君安」）的整體實力和各項業務排名均處於行業前列。本集團是國泰君安在境外設立的唯一機構，也是國泰君安實施國際化戰略、發展海外業務的主要平台，我們的基本發展定位是「背靠中國、立足香港、面向世界」，成為具有全面金融服務能力的區域性國際金融服務公司，努力為中國客戶提供全球化投資的服務，為海外客戶提供參與中國境內市場投資的機會。

當前，香港離岸人民幣市場的建設如火如荼，迅速增長的人民幣存款和市場需求，將不斷推動人民幣跨境業務的創新，這無疑會給中資證券機構帶來崛起的契機。本集團將繼續依託國泰君安在中國內地龐大的客戶網路和資源優勢，以及自身多年來在香港本土的經營發展經驗，把握住歷史性機遇，力爭在集團整體規模和業務競爭實力等方面取得更大的突破。

根據本集團的發展規劃，我們將繼續大力拓展融資業務，同時發展經紀業務、企業融資業務和資產管理業務等傳統業務：融資業務要以此次美國資本市場私有化專案為契機，進一步加強業務創新；經紀業務「一站式」電子投資平台要進一步覆蓋全球主要投資市場（中國A股市場除外）；企業融資業務要加強海外市場開拓和跨境業務開發，爭取收入和份額雙增長；資產管理業務要借助RQFII基金、紅利股票基金的運作，提升品牌形象。此外，我們還要逐步建立國際性機構投資者的銷售網路，提升本集團的國際競爭力。

## LOOKING FORWARD TO 2012

Despite a slowdown in its growth, the global economy is gradually returning to its healthy path. The monetary policy in the PRC has also become relaxed. So long as the European debt crisis no longer deteriorates, the year of 2012 is expected to be a year of improvement.

The Group will continue its proactive and prudent operating strategy, step up efforts in expanding innovative operations and promote the steady development of the conventional businesses. Meanwhile, the Group will continue to maintain sound cost control and risk management. We have confidence in continuing to generate sustained, stable and attractive investment returns for our shareholders.

At last, I would like to extend my heartfelt gratitude again to our shareholders, customers and staff for their full support in the development of the Group and look forward to your continued participation and witnessing of the growth of the Group.

### **Dr. CHEN Geng**

Chairman

Hong Kong

23 February 2012

## 展望二零一二

全球經濟雖然增長放緩，但正在逐步回復到健康的軌道上，中國國內貨幣政策也有所鬆動，只要歐洲債務危機不再深化，2012年將是改善和可以期待的一年。

本集團將延續積極而穩健的經營策略，加強創新業務的拓展，推動傳統業務的平穩發展，同時繼續保持良好的成本控制和風險管理。我們有信心能繼續為我們的股東創造持續、穩定並具吸引力的投資回報。

最後，本人再次由衷感謝我們的股東、客戶和員工，一直以來對本集團發展的鼎力支援，並期待各位能繼續參與並見證本集團的成長。

### **陳耿博士**

主席

香港

二零一二年二月二十三日

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company (the “Board”) is committed to maintain a high standard of corporate governance practices within the Group and has adopted various measures to ensure the maintenance of a high standard. For the year ended 31 December 2011, the Company has fully complied with the code provisions set out in the Code on Corporate Governance Practices contained in Appendix I4 (the “Code”) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). The followings summarize how the Company has applied the principles of the Code in its corporate governance practices.

### CORPORATE GOVERNANCE STRUCTURE

The Board believes that a well-balanced corporate governance structure will enable the Company to better manage its business risks and thereby ensure the Company is run in the best interests of its shareholders and other stakeholders. The Board is primarily responsible for setting directions, formulating strategies, monitoring performance and managing risks of the Group. At the same time, it also has the duty to enhance the effectiveness of the corporate governance practices of the Group. Under the Board, there are 3 board committees, namely Audit Committee, Remuneration Committee and Nomination Committee. All these committees perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the senior management.

#### The Board

The Board is charged with promoting the success of the Company by directing and supervising its affairs in a responsible and effective manner. Each director of the Company (the “Director”) has a duty to act in good faith in the best interests of the Company. The Directors are aware of their collective and individual responsibilities to all shareholders for the manner in which the affairs of the Company are managed, controlled and operated.

### 企業管治常規

本公司董事會（「董事會」）致力維持本集團內高水平的企業管治常規，亦採用各類措施以確保維持高標準。截至二零一一年十二月三十一日止年度，本公司一直全面遵守聯交所證券上市規則（「上市規則」）附錄14所載企業管治常規守則（「守則」）的守則條文。以下為本公司將守則中各項原則應用於其企業管治常規當中的概要。

### 企業管治架構

董事會深信，一套均衡的企業管治架構，能讓本公司更有效地控制業務風險，從而確保本公司之業務是為其股東及其他權益持有人的最佳利益而營運。董事會主要的責任是為本集團訂製方針、制定策略、監察表現及控制風險，同時亦肩負為本集團加強有效企業管治常規的責任。董事會目前設有三個委員會，包括審核委員會、薪酬委員會及提名委員會。該等委員會皆有不同角色，並會根據各自的職權範圍履行其職責，協助董事會監督高級管理層的若干職能。

### 董事會

董事會以負責任及重效益的態度去領導及監管本公司，從而帶領其走向成功。且本公司各名董事（「董事」）均有責任以公司的最佳利益為前提行事。董事明白，須就公司的管理、監控和營運事宜向所有股東承擔共同和個別的責任。

The types of decisions which are to be taken by the Board include those relating to:

- Setting the Group's values and standards;
- The strategic direction of the Group;
- The objectives of the Group;
- Overseeing the management of the Company's relationships with stakeholders, such as Government, customers, the community and others who have a legitimate interest in the responsible conduct of the Group's business;
- Monitoring the performance of management; and
- Ensuring that framework of prudent and effective controls is in place to enable risks to be assessed and managed.

The Board also acknowledges its responsibility to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Group. In preparing these financial statements for the year ended 31 December 2011, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis. The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group. In addition, it is acknowledged that the Board has the ultimate responsibility for the Group's internal control system and, through the Audit Committee, the Board has reviewed the effectiveness of the system.

董事會就下列項目作出決定：

- 確立本集團的價值及標準；
- 制訂本集團的策略方針；
- 本集團的目標；
- 監察本公司與業務有關人士的關係，例如政府、客戶、社群及其他有合理原因關注集團以負責任態度營運業務的人士；
- 監管管理層的表現；及
- 確保公司推行審慎和有效的監控架構，以評估和管理風險。

董事會亦知悉須於各財政期間，負責編製可真實公平反映集團財務狀況的財務報表。於編製截至二零一一年十二月三十一日止年度的財務報表時，董事選擇並貫徹地應用適當的會計政策，作出審慎、公平和合理的判斷及估計，並按持續營運的基準編製財務報表。董事負責存置於任何時候均合理準確地披露集團財務狀況的適當會計記錄。董事會亦確認會對本集團之內部監控系統負有最終的責任，並且董事會已透過審核委員會審議系統之效用。

# Corporate Governance Report

## 企業管治報告

The Board currently comprises a total of 8 Directors:

Chairman and Non-executive Director:

Dr. CHEN Geng

Executive Directors:

Dr. YIM Fung

Mr. LI Guangjie

Mr. LI Sang, Edward

Mr. WONG Tung Ching

Independent Non-executive Directors:

Dr. FU Tingmei

Dr. SONG Ming

Mr. TSANG Yiu Keung

The Board comprises 4 executive Directors and 4 non-executive Directors. Of the 4 non-executive Directors, 3 of them are independent non-executive Directors. In addition, one of the independent non-executive Directors possesses appropriate professional accounting qualification. There is no relationship between members of the Board. Pursuant to the requirement of the Listing Rules, the Company has received a written confirmation from each of the independent non-executive Directors of his independence to the Company. The Company considers that all the independent non-executive Directors were independent in accordance with the Listing Rules throughout the year ended 31 December 2011.

Full board meets in person no less than 4 times a year. Notice of at least 7 days is given for a regular board meeting so as to give all Directors an opportunity to attend. Agenda and accompanying board papers for each meeting are circulated in full to all Directors together with the notice of meeting. Senior management executives may, from time to time, be invited to attend the board meetings for making presentation and/or answering any queries that may be raised by the Board.

董事會現時合共由八名董事組成：

主席及非執行董事：

陳耿博士

執行董事：

閻峰博士

李光杰先生

李生先生

王冬青先生

獨立非執行董事：

傅廷美博士

宋敏博士

曾耀強先生

董事會包括4名執行董事及4名非執行董事。於4名非執行董事當中，3名為獨立非執行董事。另外，一名獨立非執行董事擁有適當專業會計資格。董事會成員間概無任何關係。根據上市規則，本公司已接獲各獨立非執行董事書面確認其獨立於本公司。本公司認為，所有獨立非執行董事根據上市規則於截至二零一一年十二月三十一日止年度均屬獨立。

本公司每年舉行不少於4次的全體董事會會議。召開董事會定期會議應發出最少7天通知，讓所有董事皆有機會抽空出席。各會議的議程及隨附有關的董事會文件連同會議通知全部提呈予全體董事傳閱。高級管理行政人員不時會獲邀出席董事會會議，於會上作出陳述及／或回答董事會所作出的任何提問。

For the year ended 31 December 2011, four board meetings were held and the individual attendance of each Director is set out below:

於截至二零一一年十二月三十一日止年度，董事會舉行了四次會議，而各名董事個人出席次數載列如下：

Name of Director 董事姓名		Number of meetings attended 出席會議次數	Attendance rate 出席率
Dr. CHEN Geng	陳耿博士	4/4	100%
Dr. YIM Fung	閻峰博士	4/4	100%
Mr. LI Guangjie	李光杰先生	4/4	100%
Mr. LI Sang, Edward	李生先生	4/4	100%
Mr. WONG Tung Ching	王冬青先生	4/4	100%
Dr. FU Tingmei	傅廷美博士	4/4	100%
Dr. SONG Ming	宋敏博士	4/4	100%
Mr. TSANG Yiu Keung	曾耀強先生	4/4	100%

#### Audit Committee

The Audit Committee of the Board was established on 19 June 2010. The Committee comprises only independent non-executive Directors:

Independent Non-executive Directors: Mr. TSANG Yiu Keung (*Chairman*)  
Dr. SONG Ming  
Dr. FU Tingmei

The Chairman of the Committee has professional accounting qualification. The Committee will meet regularly to review all business affairs managed by the executive Directors in particular on connected transactions and continuing connected transactions, if any, to review the interim and final financial statements before their submission to the Board and the annual general meeting for approval and to review the effectiveness of the internal control and risk management system of the Group. The terms of reference of the Committee aligns with the requirements of the Listing Rules and the recommendations set out in "A Guide for Effective Audit Committee" published by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and any updated thereof. A copy of the terms of reference of the Committee has been posted on the Company's website.

#### 審核委員會

董事會的審核委員會於二零一零年六月十九日成立。該委員會僅包括獨立非執行董事：

獨立非執行董事： 曾耀強先生 (主席)  
宋敏博士  
傅廷美博士

該委員會主席擁有專業會計資格。該委員會定期召開會議，以審議由執行董事處理的所有業務，尤其一些關連交易及持續關連交易（如有），並在中期及末期財務報表呈交予董事會及股東週年大會進行批核前審閱，亦審議本集團的內部監控及風險管理系統的有效性。該委員會的職權範圍符合上市規則要求，並按香港會計師公會（「香港會計師公會」）頒佈的「審核委員會有效運作指引」及其任何更新版本所載的建議而制訂。一份委員會職權範圍的副本已在本公司網站刊載。



# Corporate Governance Report

## 企業管治報告

For the year ended 31 December 2011, the Committee met on 4 occasions and up to the date of this annual report the Committee has reviewed the financial statements, including the accounting principles and practices adopted by the Group, which was of the opinion that such reports were prepared in accordance with the applicable accounting standard and requirements. The Audit Committee has also discussed with the Group's independent auditors and considers the system of the internal control of the Group to be effective and that the Group had adopted the necessary control mechanisms to its financial, operational, statutory compliance and risk management functions. The individual attendance of the Committee members is set out below:

Name of Director 董事姓名		Number of meetings attended 出席會議次數	Attendance rate 出席率
Mr. TSANG Yiu Keung	曾耀強先生	4/4	100%
Dr. SONG Ming	宋敏博士	4/4	100%
Dr. FU Tingmei	傅廷美博士	4/4	100%

### Remuneration Committee

The Remuneration Committee was established on 19 June 2010. The Committee currently comprises 3 Directors:

Independent Non-executive Directors:	Dr. FU Tingmei ( <i>Chairman</i> ) Dr. SONG Ming
Executive Director:	Dr. YIM Fung

The responsibilities of the Committee include setting remuneration policy of the Group and fixing remuneration packages of the executive Directors and the Board as a whole in accordance with the Listing Rules and the Articles of Association of the Company. No Directors can determine their own remuneration packages. The Committee will meet at least once a year to discharge its responsibilities in accordance with its terms of reference which has been posted on the Company's website. The Committee is provided with the sufficient resources to discharge its duties. The Chairman of the Committee will report their findings and recommendations to the Board for consideration and approval.

於截至二零一一年十二月三十一日止年度，該委員會召開了四次會議且截至本年報日期已審閱財務報表，包括本集團所採用的會計準則及慣例。該委員會認為相關報告乃按適用會計準則及規定予以編製。審核委員會亦與本集團的獨立核數師商議，認為本集團施行有效內部監控制度且本集團已採用必要監控機制，足以應對其財務、經營、法定規管及風險管理方面。該委員會成員的個人出席情況載列如下：

### 薪酬委員會

薪酬委員會於二零一零年六月十九日成立。該委員會現時包括3名董事：

獨立非執行董事：	傅廷美博士 ( <i>主席</i> ) 宋敏博士
執行董事：	閻峰博士

該委員會的職責包括遵照上市規則及本公司的公司組織章程細則制訂本集團的薪酬政策、釐定執行董事及董事會整體薪酬方案。本公司董事一概不得自行釐定其薪酬方案。該委員會每年最少召開一次會議，並按其職權範圍履行職責，該職權範圍已刊載於本公司網站內。該委員會獲提供足夠的資源以履行其職責。該委員會主席會向董事會匯報其發現及建議，以供其考慮及批准。

For the year ended 31 December 2011, the Committee held 1 meeting to review and discuss remuneration matters of the Group. The individual attendance of the Committee members is set out below:

於截至二零一一年十二月三十一日止年度，該委員會召開了1次會議審議並討論了本集團的薪酬事務。該委員會成員的個人出席情況載列如下：

Name of Director 董事姓名		Number of meetings attended 出席會議次數	Attendance rate 出席率
Dr. FU Tingmei	傅廷美博士	1/1	100%
Dr. YIM Fung	閻峰博士	1/1	100%
Dr. SONG Ming	宋敏博士	1/1	100%

#### Nomination Committee

The Nomination Committee was established on 19 June 2010. The Committee currently comprises 3 Directors:

#### 提名委員會

提名委員會於二零一零年六月十九日成立。該委員會現時包括3名董事：

Independent Non-executive Directors: Dr. SONG Ming (*Chairman*)  
Mr. TSANG Yiu Keung

獨立非執行董事： 宋敏博士 (主席)  
曾耀強先生

Non-executive Director: Dr. CHEN Geng

非執行董事： 陳耿博士

The primary responsibilities of the Committee are, amongst other things, to make recommendations to the Board on appointment of Directors and succession planning for the Directors.

該委員會的主要責任包括向董事會就委任董事及董事繼任作出建議。

# Corporate Governance Report

## 企業管治報告

For the year ended 31 December 2011, the Committee held 1 meeting to review and discuss appointment and succession planning of Directors. The individual attendance of the Committee members is set out below:

於截至二零一一年十二月三十一日止年度，該委員會召開了一次會議審議並討論了董事的委任及繼任。該委員會成員的個人出席情況載列如下：

Name of Director 董事姓名		Number of meetings attended 出席會議次數	Attendance rate 出席率
Dr. SONG Ming 宋敏博士		1/1	100%
Dr. CHEN Geng 陳耿博士		1/1	100%
Mr. TSANG Yiu Keung 曾耀強先生		1/1	100%

### PROCEEDINGS OF THE BOARD AND THE RESPECTIVE BOARD COMMITTEES MEETINGS

The Company Secretary will assist the Chairman of the Board and the respective committees in setting agenda for meetings, and each Director of the Company is given an opportunity to include any matters to be transacted in the agenda. Where any Director is considered to be having a conflict of interest in any transactions, the Director concerned will not be counted in the quorum of the relevant meeting. Minutes of meetings of the Board and the respective board committees are recorded in details. All draft minutes are circulated to all those present at the meetings for comments before submission to the chairman of the meetings for approval.

### 董事會及各董事會委員會會議的程序

公司秘書會協助董事會主席及各董事會委員會編製會議議程，本公司各董事可藉此將任何須予決定的事宜載入議程。如任何本公司董事被認為在任何交易中有利益衝突，則有關董事將不會被計作有關會議的法定人數。董事會及各董事會委員會會議的會議記錄均會詳盡記載。所有草擬的會議記錄均會在提呈會議主席批准之前交予出席會議的人士批閱。

In addition, in order to safeguard the interest of individual director, the Company has arranged directors and officers insurance for its Directors and subsidiaries' directors.

#### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

There is a clear segregation of roles between the Chairman and the chief executive officer ("CEO"). This segregation ensures a clear distinction between the Chairman's responsibility to manage the Board and the CEO's responsibility to manage the Company and its subsidiaries' business. The duties of the Chairman and the CEO are carried out respectively by Dr. CHEN Geng and Dr. YIM Fung. There is no financial, business, family or other material/relevant relationship between the Chairman and the CEO.

#### NON-EXECUTIVE DIRECTORS

Each of the non-executive Director has entered into a service contract with the Company for a term of three years. Such term is subject to his re-appointment by the Company at general meeting upon retirement by rotation pursuant to the Articles of Association of the Company.

#### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix 10 of the Listing Rules as its code of conduct for securities transactions by the Directors. The Company had made specific enquiry of all Directors regarding any non-compliance with the Model Code. All Directors confirmed that they have complied with the required standards as set out in the Model Code for the year ended 31 December 2011. The Directors had no securities transactions of the Company for the year ended 31 December 2011.

此外，為保障個別董事的權益，本公司亦為其董事及附屬公司董事購買了董事及職員責任保險。

#### 主席及行政總裁

主席與行政總裁（「行政總裁」）的角色有著清晰的界別，確保可將主席負責管理董事會的責任與行政總裁負責管理本公司及其附屬公司業務的責任清楚區分。主席與行政總裁之職責分別由陳耿博士及閻峰博士擔任。主席與行政總裁之間並無任何財務、業務、家族或其他重大／有關的關係。

#### 非執行董事

本公司各非執行董事與本公司簽訂了一份為期三年的服務合約。根據本公司組織章程細則，該任期受股東大會上輪值告退及由本公司重新委任的規限。

#### 董事進行證券交易

本公司已採納上市規則附錄10所載的上市公司董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易的操守守則。本公司已就任何不遵守標準守則的事宜向所有董事作出特定查詢。全體董事確認彼等於截至二零一一年十二月三十一日止年度一直遵守載於標準守則內的規定標準。於截至二零一一年十二月三十一日止年度，本公司各董事並無進行本公司證券交易。

# Corporate Governance Report

## 企業管治報告

### COMPLIANCE MANUAL

To ensure the Company operates according to the highest standards of ethical conduct and professional competence, all staff including the Directors are required to strictly follow the Company's Compliance Manual which places them under specific obligations as to the ethics and principles by which the Company's business is conducted. With reference to the applicable regulatory guidelines and other industry best practices, the Compliance Manual sets out ethical standards and values on the topics such as staff dealing in securities, anti-money laundering and personal benefits.

### INTERNAL AUDITOR

The Company has an independent internal audit team, which plays a major role in monitoring the corporate governance of the Group and providing objective assurance to the Board that a sound internal control system is maintained and operated by the management. The head of the internal audit team directly reports to the Board and the Audit Committee on audit matters. By adopting a risk-based approach to evaluate risk level on control environment, the internal audit team plans internal audit schedules annually in consultation with, but independent of, the management, and the audit plan is submitted to the Audit Committee for approval. On a yearly basis, the head of the internal audit team will present a report and express an opinion to the Audit Committee on the internal control environment of the Group. The annual audit work plan covers major activities and processes of the Group's operating business. Moreover, ad hoc reviews will be performed on specific areas of concern identified by the Audit Committee and the management.

### 合規守則

為確保本公司按職業操守及專業能力的最高水準經營，所有僱員（包括董事）須嚴格遵守本公司的合規守則，當中訂明彼等於本公司業務應遵循職業操守及原則的特定責任。參照適用規管指引及其他行業最佳慣常作法，合規守則載列與僱員買賣證券、反洗黑錢及個人利益有關的職業操守標準及價值。

### 內部審計師

本公司的獨立內部審計隊伍擔當著重要的角色，監控本集團的企業管治及向董事會客觀保證管理層具備及運作一套完善的內部監控系統。內部審計隊伍的主管直接向董事會及審核委員會報告審計事宜。內部審計隊伍採納以風險為基礎的方式，以評估監控環境的風險水平，徵詢但獨立於管理層的意見，以計劃每年的內部審計時間表，並且將審計計劃提交予審核委員會批准。內部審計隊伍主管每年會向審核委員會提交報告及提供有關本集團內部監控環境的意見。每年的審計工作計劃涵蓋本集團營運業務的主要活動及過程。此外，內部審計隊伍亦會就審核委員會及管理層所界定的特別範疇進行特別審計。

## EXTERNAL AUDITORS

During the year ended 31 December 2011, Ernst & Young was appointed as the external auditors of the Group. The remuneration paid/payable to the external auditor is set out as follows:

### Services rendered 所提供服務

Audit services	核數服務
Non-audit services	非核數服務

## 外部核數師

於截至二零一一年十二月三十一日止年度，安永會計師事務所獲委任為本集團的外部核數師。已付／應付外部核數師的酬金載列如下：

### Fees paid/payable (HK\$'000) 已付／應付費用（千港元）

1,237
580

## CORPORATE COMMUNICATION

The Board recognizes the importance of good communications with all shareholders. The Company encourages two-way communications with both its institutional and private investors. Extensive information about the Company's activities is provided in its interim report and this annual report, which are sent to shareholders of the Company. The annual general meeting provides a valuable forum for direct communication between the Board and the Company's shareholders. The Chairman of the Board as well as Chairmen of the Audit, Nomination and Remuneration Committees together with the external auditor are present to answer shareholders' questions. The annual general meeting circulars are distributed to all shareholders at least 20 clear business days before the meeting. Separate resolutions are proposed at general meetings on each separate issue and voting of which are taken by poll pursuant to the Listing Rules. Any results of the poll are published on the Company's website. All corporate communication with shareholders will be posted on the Company's website for shareholders' information.

## 企業通訊

董事會認為與所有股東保持良好溝通實屬重要。本公司鼓勵與其機構及獨立投資者達成雙向溝通。有關本公司活動的詳盡資料已載於其中期報告以及本年報內，並寄發予本公司的股東。股東週年大會為董事會與本公司股東提供直接溝通的寶貴平台。董事會主席及審核、提名及薪酬委員會的主席連同外部核數師將會出席回應股東問題。股東週年大會通函於會議前至少20個完整工作日向全體股東派發。就各個別議題的獨立決議案會於召開的股東大會上提呈，並根據上市規則以投票方式表決。投票表決結果刊載於本公司網站。本公司與股東的所有往來通訊均會載於本公司網站以供股東查閱。

# Management Discussion and Analysis

## 管理層討論與分析

### RESULT OVERVIEW

Amid the uncertain global economy, we are pleased to report to our shareholders that the Group achieved a promising growth in the profit attributable to the owners of the Company amounting to HK\$287.7 million, an increase of 14.8% as compared to 2010 (2010: HK\$250.7 million). During the year, the Group's revenue totalled HK\$700.7 million, an increase of 7.4% as compared to last year (2010: HK\$652.3 million). Profit before taxation was HK\$330.2 million, an increase of 14.5% over 2010 (2010: HK\$288.4 million).

Such encouraging results were founded on the solid performance of the Group's loans and financing activities which recorded a growth of 111.8% in interest income when compared with prior year. In addition, the Group continued to improve its operation efficiency which resulted in reducing its cost to income ratio from 56.2% in 2010 to 53.0% in 2011.

The Board of the Company has recommended a payment of final dividend of HK\$0.06 per share for the year. As a result of the proposed final dividend together with the interim dividend for 2011 of HK\$0.03 per share, dividends paid for 2011 amount to a total of HK\$0.09 per share.

### MARKET REVIEW

2011 was a year of turmoil for the world economy, started with the massive earthquake and tsunami in Japan which hit severely on Japan's economy, followed by the United States having difficulties in passing the debt ceiling bill in June which caused the country lost its top-tier AAA credit rating from Standard & Poor's. The deteriorating of country deficits in Greece, Italy, Spain and Portugal increased the crisis on the collapse of European Union financial system. All these incidences caused severe impact on the world economy resulting in high volatility in financial markets. Fragile investor confidence and tight liquidity in the market also added fuel to the poor market performance.

### 業績概覽

在前景不明的環球經濟中，我們欣然向股東呈報，本公司股權持有人應佔溢利錄得理想升幅，達到287.7百萬港元（二零一零年：250.7百萬港元），較二零一零年增長14.8%。年內，本集團收益合共700.7百萬港元（二零一零年：652.3百萬港元），較去年增加7.4%。除稅前溢利為330.2百萬港元（二零一零年：288.4百萬港元），較二零一零年增長14.5%。

上述令人鼓舞的業績建立在本集團貸款及融資活動的穩固表現之上，利息收入較去年增長111.8%。此外，本集團持續提高營運效率，使成本對收入比率由二零一零年的56.2%減至二零一一年的53.0%。

本公司董事會建議年內派付末期股息每股0.06港元。擬派末期股息連同二零一一年中期股息每股0.03港元意味著二零一一年派付的股息合共為每股0.09港元。

### 市場回顧

二零一一年為世界經濟動盪的一年。先是日本大地震及海嘯嚴重打擊日本經濟，繼而美國在六月陷入通過債務上限法案的窘境，導致其喪失標準普爾給予的最高信貸評級AAA級別。希臘、意大利、西班牙及葡萄牙等國家的赤字不斷惡化，加劇歐盟金融系統崩潰的危機。上述各項不利因素均對世界經濟構成嚴重影響，導致金融市場大幅波動。投資者信心疲弱及市場流動資金緊絀亦使市場表現雪上加霜。

# Management Discussion and Analysis

## 管理層討論與分析

China was supposed to play an important role in the global economic recovery. However, because of the high inflation, the Chinese government has to introduce various measures in tightening money supply to avoid economic overheat. The Required Reserve Ratio for banks was increased from 18.5% in December 2010 to 21.5% in June and subsequently reduced to 21% in December 2011. The inflation issue in China seems to be under control now as the year-on-year Consumer Price Index growth rate dropped to 4.1% in December 2011 compared with the peak of 6.5% in July 2011. On the other hand, due to rapid expansion in lending in the past two years, non-performing loans are expected to increase substantially as a result of economic slowdown and tight government policies. As such, the Shanghai Composite Index closed at 2,199 (2010: 2,808) as at 31 December 2011, with a drop of 21.7% as compared to last year.

In Hong Kong, the real Gross Domestic Product was down to 3.0% in December 2011 (2010: 6.8%). Although the unemployment rate came down, inflation rate went up to 5.7% (2010: 2.4%). With the support of the Chinese government, Hong Kong continued to strengthen its position as the offshore RMB clearing centre. In August 2011, the Chinese Vice Premier, Mr. Li Ke Qiang, announced a number of policies in supporting Hong Kong as the offshore RMB clearing centre, including the introduction of RMB Qualified Foreign Institutional Investors scheme ("RQFII"), the promotion of Foreign Direct Investments ("FDI"), the mainland China traded Exchange-traded Fund ("ETF") on Hong Kong Hang Seng Indices, etc. Chinese enterprises were also encouraged to raise capital through issuing RMB bonds or listing in Hong Kong. As at the end of December 2011, the balance of RMB deposits in Hong Kong achieved a total of RMB588.5 billion, an increase of 86.9% as compared to last year (2010: RMB 314.9 billion).

Although there were a number of encouraging policies relating to financial services industry in supporting Hong Kong as an offshore RMB clearing centre, Hong Kong financial market was so vulnerable and unavoidably affected by the global market sentiments. During the year of 2011, while the overall Hong Kong market turnover was increased by 1.48%, the turnover on equity products was actually decreased by 3.3%, the turnover on derivative warrants was decreased by 2.3%, with only the turnover on Callable Bull Bear Contracts increased by 29%.

中國被視為在推動全球經濟復甦中擔當舉足輕重的角色。然而，礙於國內通脹嚴重，中國政府推出多項收緊銀根措施，以免經濟過熱。銀行存款準備金率由二零一零年十二月的18.5%增至二零一一年六月的21.5%，其後調降至十二月的21%。由於消費物價指數按年增長率相較於二零一一年七月的最高位6.5%下跌至二零一一年十二月的4.1%，故中國通脹問題現時似乎已受控。另一方面，過去兩年的借貸急速擴展，預期不良貸款因經濟下滑及政府收緊政策而大幅增加。就此，上海綜合指數於二零一一年十二月三十一日收市報2,199點(二零一零年：2,808點)，較上年下跌21.7%。

香港二零一一年十二月本地生產總值降至3.0%(二零一零年：6.8%)。雖然失業率下跌，但通脹率升至5.7%(二零一零年：2.4%)。在中國政府的支持下，香港持續鞏固其作為離岸人民幣結算中心的地位。於二零一一年八月，中國副總理李克強宣佈了一系列支持香港作為離岸人民幣結算中心的政策，包括推出人民幣合資格境外投資者計劃(「RQFII」)、促進外商直接投資(「FDI」)及於中國交易所買賣之與香港恒生指數掛鈎之基金(「ETF」)等，亦鼓勵中國企業透過發行人民幣債券或在香港上市進行集資。於二零一一年十二月底，香港的人民幣存款結餘合共達人民幣5,885億元(二零一零年：人民幣3,149億元)，較上年增加86.9%。

雖然香港金融服務業獲一系列鼓勵政策支持成為離岸人民幣結算中心，但香港市場仍相當脆弱，難免受環球市場氣氛影響。於二零一一年，雖然香港市場整體成交額增加1.48%，但股票產品的成交額實際上減少了3.3%，而衍生認股權證的整體成交額下跌2.3%，只有可收回牛熊證的成交額增加29%。



# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW

The Group's business can be classified into dealing and broking, corporate finance, asset management, loans and financing and investment holding. The allocation of the revenue from these businesses is listed in the following table.

		2011 二零一一年		2010 二零一零年	
		HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%
Fee and commission income	費用及佣金收入				
- dealing and broking	— 買賣及經紀業務	317,334	45.3	368,113	56.4
- corporate finance	— 企業融資	136,619	19.5	126,412	19.4
- asset management	— 資產管理	23,311	3.3	44,570	6.8
Interest income from loans and financing	貸款及融資利息收入	214,793	30.7	101,396	15.6
Investment holding income	投資業務收入	8,672	1.2	11,826	1.8
Total revenue	總收益	700,729	100	652,317	100

#### Income from dealing and broking

Amongst our business activities, dealing and broking is the most significant business of the Group and it generated over 45.3% of the total revenue. Due to the poor market conditions and keen competition in the market, the revenue generated from dealing and broking business was HK\$317.3 million (2010: HK\$368.1 million) for the year ended 31 December 2011, representing a decrease of 13.8% when compared to prior year. A breakdown of the income has been set out below:

### 業務回顧

本集團的業務可劃分成買賣及經紀、企業融資、資產管理、貸款及融資以及投資業務。來自該等業務的收益的分配列於下表。

#### 買賣及經紀業務收入

在我們的業務中，買賣及經紀業務為本集團業務最為重要的部分，其佔總營業額超過45.3%。由於市況惡劣及市場劇烈競爭，故截至二零一一年十二月三十一日止年度，產生自買賣及經紀業務的收益為317.3百萬港元（二零一零年：368.1百萬港元），較去年減少13.8%。有關收入的分析載於下文：

		2011 二零一一年		2010 二零一零年	
		HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%
Securities	證券	234,523	73.9	290,849	79.0
Futures	期貨	53,485	16.9	56,749	15.4
Leverage foreign exchange	槓桿外匯	856	0.2	1	—
Handling income	手續費	28,470	9.0	20,514	5.6
Total revenue	總收益	317,334	100	368,113	100

## Management Discussion and Analysis 管理層討論與分析

With the launch of online trading platform for our customers since 2001, our online trading platform currently supports 9 international securities markets, including Hong Kong, United States, Japan, London, Canada, Singapore, Taiwan, Shanghai B shares and Shenzhen B shares, 18 global futures markets and leveraged foreign exchange trading. In 2011, 83% of our brokerage business was executed through Internet (2010: 85%). 84% of the revenue was generated from individual clients while 16% was from institutional clients. With our strong foundation in China, 89% of our clients are from China. To provide a "one-stop" service, our online trading platform can also support IPO subscription, margin loan application, investment fund subscription, cash withdrawal, currency exchange and provision of market news and research reports. The mobile trading platforms through iPhone and Android systems have been launched for our customers this year.

Facing keen competition from a number of securities houses and banks, we have engaged in a number of promotional schemes to secure our securities dealing and broking business, including provision of one month free internet trades for the new accounts. Although there were over 8,000 new brokerage accounts this year, the revenue from securities business decreased by 19.4% to HK\$234.5 million for the year ended 31 December 2011 (2010: HK\$290.8 million).

The currencies and commodity prices experienced high volatility in 2011. The volatility of the global market in 2011 encouraged futures dealing and broking activities. Although the number of futures contracts executed increased by 11.4%, the commission income slightly decreased by 5.8% to HK\$53.5 million in 2011 (2010: HK\$56.7 million) over 90% of which was attributable to the international markets.

我們自二零零一年起為客戶推出網上交易平台，網上交易平台目前支援9個國際證券市場，包括香港、美國、日本、倫敦、加拿大、新加坡、台灣、上海B股及深圳B股；18個全球期貨市場及槓桿外匯買賣。於二零一一年，83%（二零一零年：85%）經紀業務透過互聯網進行。84%收益產生自個人客戶，16%來自機構客戶。憑藉我們在中國的堅實基礎，我們89%的客戶來自中國。為提供「一站式」服務，我們的網上交易平台亦可支援進行首次公開發售認購、孖展融資申請、投資基金認購、現金提取、貨幣換算以及提供市場消息及研究報告。我們於年內向客戶推出可透過iPhone及Android系統使用的流動交易平台。

面對來自多間證券行及銀行的劇烈競爭，我們推出了一系列推廣計劃鞏固我們的證券買賣及經紀業務，包括為新賬戶提供一個月免費互聯網交易。雖然本年有超過8,000個新經紀賬戶，但截至二零一一年十二月三十一日止年度，來自證券業務的收益減少了19.4%至234.5百萬港元（二零一零年：290.8百萬港元）。

貨幣及商品價格於二零一一年大幅波動。二零一一年環球市場的波動市況促進了期貨買賣及經紀活動。雖然期貨合約的成交數目增加了11.4%，但佣金收入於二零一一年微降5.8%至53.5百萬港元（二零一零年：56.7百萬港元）其中超過90%來自國際市場。

# Management Discussion and Analysis

## 管理層討論與分析

The leveraged foreign exchange trading service has successfully rolled out this year by offering 7 major currency contracts and up to 21 cross currency contracts. To promote our business, a number of investor conferences had been organised to educate our clients. For the year ended 31 December 2011, the net income from leverage foreign exchange dealing and broking was approximately HK\$856,000.

As a result of increasing in corporate action activities and stock borrowing and lending activities in 2011, the handling income increased by 38.8% to HK\$28.5 million (2010: HK\$20.5 million).

- **Income from corporate finance**

The momentum for listing of Chinese enterprises slowed down in 2011. There were 101 new listings on the Stock Exchange including those transferred their listing from GEM Board to the Main Board (2010: 113 new listings). For the year ended 31 December 2011, we have completed the sponsorship of the listing of three companies. We have been also engaged as compliance adviser for 43 newly listed companies and financial advisor for 10 projects. Due to the effort of our staff, the income from consultancy and financial advisory fee income increased by 44.4% to HK\$37.0 million for the year ended 31 December 2011 (2010: HK\$25.6 million).

Although total funds raised in the Stock Exchange including IPOs decreased by 43.1% to HK\$488.3 billion (2010: HK\$858.7 billion), we made good progress during the year. With extensive sales network and customer resources, we have been appointed as the global coordinator, bookrunner or lead manager for 7 IPOs. We have also acted as placing agents for 23 fund raising exercises. Given the poor market sentiment during the year, our revenue from placing and underwriting activities only decreased by 1.2% to HK\$99.6 million for the year ended 31 December 2011 (2010: HK\$100.8 million).

我們在年內成功推出了槓桿外匯交易服務，提供7項主要貨幣合約及多達21項交叉貨幣合約。為推廣有關業務，我們舉辦多次投資者會議為客戶提供培訓。截至二零一一年十二月三十一日止年度，槓桿外匯買賣及經紀的收入淨額約為856,000港元。

由於二零一一年公司行動業務及股票借貸業務的增長，手續費收入增加38.8%至28.5百萬港元(二零一零年：20.5百萬港元)。

- **企業融資收入**

二零一一年中國企業的上市步伐放緩。年內共有101間公司在聯交所上市(二零一零年：113間新上市公司)，包括由創業板移至主板上市的公司。截至二零一一年十二月三十一日止年度，我們成功保薦三間公司上市。我們亦擔任43間新上市公司的合規顧問，並為10個項目擔任財務顧問。基於我們員工的努力，截至二零一一年十二月三十一日止年度，來自顧問及財務顧問費用的收入增加44.4%至37.0百萬港元(二零一零年：25.6百萬港元)。

雖然聯交所的集資總額(包括首次公開發售)減少43.1%至4,883億港元(二零一零年：8,587億港元)，但我們於年內取得良好進展。藉着廣闊的銷售網絡及客戶資源，我們獲委任為7宗首次公開發售的全球協調人、賬簿管理人或牽頭經辦人。我們亦已為23項集資活動擔當配售代理。儘管年內市場氣氛欠佳，我們截至二零一一年十二月三十一日止年度的配售及包銷活動收益僅減少1.2%至99.6百萬港元(二零一零年：100.8百萬港元)。

# Management Discussion and Analysis

## 管理層討論與分析

### Income from asset management

We derived our fee income primarily from management fee and performance fee, which are linked to the asset under management (“AUM”) and the returns of funds, respectively. As the average AUM decreased by 14.9% to HK\$3,498.4 million in 2011 (2010: HK\$4,112.4 million), the management fee income decreased by 12.4% to HK\$19.5 million for the year ended 31 December 2011 (2010: HK\$22.3 million). The performance fee income was only HK\$3.8 million in 2011 compared with HK\$22.3 million in prior year, reflecting the weak performance of the funds under management.

At the end of December 2011, we were granted approval for the launching of a RQFII investment product namely Guotai Junan Great Dragon RMB Fund (the “Fund”). The initial RQFII quota is RMB900 million. The Fund is expected to be launched in March 2012.

### Interest income from loans and financing activities

The interest income from our loans and financing business increased by 111.8% to HK\$214.8 million in 2011 (2010: HK\$101.4 million). A summary is set out below.

### 資產管理收入

我們的費用收入主要來自管理費及表現費，分別與所管理的資產（「管理資產」）及基金回報掛鈎。由於平均管理資產減少14.9%至二零一一年度的3,498.4百萬港元（二零一零年：4,112.4百萬港元），故截至二零一一年十二月三十一日止年度的管理費收入減少12.4%至19.5百萬港元（二零一零年：22.3百萬港元）。相比於去年的22.3百萬港元，表現費收入於二零一一年僅為3.8百萬港元，反映所管理的基金表現疲弱。

於二零一一年十二月底，我們獲准推出RQFII投資產品（即國泰君安巨龍人民幣基金（「基金」））。首次RQFII配額為人民幣900百萬元。基金預計於二零一二年三月推出。

### 貸款及融資活動利息收入

二零一一年，我們的貸款及融資業務所得利息收入增加111.8%至214.8百萬港元（二零一零年：101.4百萬港元）。概要載列於下文。

		2011 二零一一年		2010 二零一零年	
		HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%
Income from margin loans	孖展貸款收入	152,204	70.9	70,529	69.5
Income from term loans	定期貸款收入	3,484	1.6	2,437	2.4
Income from IPO loans	首次公開發售貸款收入	650	0.3	4,937	4.9
Income from banks and others	銀行及其他收入	52,635	24.5	21,585	21.3
Income from held-to-maturity investment	持至到期投資收入	5,820	2.7	1,908	1.9
Total interest income	利息收入總額	214,793	100	101,396	100

# Management Discussion and Analysis

## 管理層討論與分析

Since the listing on the Stock Exchange in 2010, we have invested significant resources in expanding our loans and financing activities. Such efforts were justified by the significant increase of the average margin loan balance by 108.3% to 2,139.9 million in 2011 (2010: HK\$1,027.5 million). The interest income from margin loans increased by 115.8% to HK\$152.2 million (2010: HK\$70.5 million) for the year ended 31 December 2011. The average interest rate charged to our margin clients was also increased to reflect the current risk level. At the same time, to maintain our good risk management, we continued to adopt an aggressive while stable operation strategy for our margin loan financing business.

Owing to unsatisfactory performance of the IPO financing activity, our interest income from IPO loans decreased by 86.8% to HK\$650,000 for the year ended 31 December 2011 (2010: HK\$4.9 million). On the other hand, the interest income from banks and others was increased by 143.8% to HK\$52.6 million (2010: HK\$21.6 million), reflecting the tight liquidity in the market.

We invested into a 3-year senior note issued by a private company in September 2010 and this held-to-maturity investment contributed interest income of HK\$5.8 million (2010: HK\$1.9 million) for the year ended 31 December 2011.

自二零一零年在聯交所上市起，我們在開拓貸款及融資活動方面已投入大量資源。該等努力在二零一一年平均孖展貸款結餘大幅增加108.3%至2,139.9百萬港元(二零一零年：1,027.5百萬港元)見證成果。截至二零一一年十二月三十一日止年度來自孖展貸款的利息收入增加115.8%至152.2百萬港元(二零一零年：70.5百萬港元)。我們向孖展客戶收取的平均息率亦有所增加，以反映目前的風險水平。同時，為保持我們良好的風險管理，我們繼續因應孖展貸款融資活動而採用進取而穩健的經營策略。

由於首次公开发售融資活動表現強差人意，截至二零一一年十二月三十一日止年度我們來自首次公开发售的利息收入減少86.8%至650,000港元(二零一零年：4.9百萬港元)。另一方面，來自銀行及其他的利息收入則增加143.8%至52.6百萬港元(二零一零年：21.6百萬港元)，反映市場流動資金緊絀。

我們於二零一零年九月投資於一間私人公司發行的三年期優先票據。截至二零一一年十二月三十一日止年度，該持至到期投資獲得利息收入5.8百萬港元(二零一零年：1.9百萬港元)。

- **Investment holding income**

To diversify revenue stream and to secure sponsorship and underwriting deal opportunities, our Group started to engage in direct investment activities on unlisted companies. For the year ended 31 December 2011, we have invested in two unlisted companies and the total investment amount was HK\$65.5 million (2010: nil). These financial assets designated at fair value through profit or loss contributed net gain on revaluation of HK\$33.3 million (2010: nil) and interest income of HK\$1.7 million (2010: nil) respectively for the year ended 31 December 2011. However, the Group incurred loss of HK\$31.2 million (2010: gain of HK\$7.6 million) from the financial assets held for trading. During 2011, the Group received dividend income from listed financial assets held for trading amounting to HK\$4.9 million (2010: HK\$4.2 million). As a whole, the net income from investment holding was HK\$8.7 million for the year ended 31 December 2011 (2010: HK\$11.8 million).

### RESULTS OF FINANCIAL POSITION

During the year, the total assets increased by 0.3% to HK\$10,001.5 million as at 31 December 2011 (2010: HK\$9,975.7 million).

The Group's total liabilities as at 31 December 2011 decreased by 1.9% to HK\$6,769.4 million (31 December 2010: HK\$6,903.3 million).

As the Group recorded a net profit of HK\$287.4 million for the year ended 31 December 2011, the Group's net assets increased by HK\$159.7 million or 5.2% to HK\$3,232.0 million (2010: HK\$3,072.3 million) as at 31 December 2011.

- **投資業務收入**

為使收益來源多樣化並把握保薦及包銷交易的機遇，本集團開始從事非上市公司直接投資活動。截至二零一一年十二月三十一日止年度，我們已投資於兩間非上市公司，總投資金額為65.5百萬港元（二零一零年：無）。截至二零一一年十二月三十一日止年度，該等指定按公平值計入損益的金融資產分別提供重估收益淨額33.3百萬港元（二零一零年：無）及利息收入1.7百萬港元（二零一零年：無）。然而，本集團持作買賣之金融資產產生虧損31.2百萬港元（二零一零年：收益7.6百萬港元）。於二零一一年，本集團來自持作買賣上市金融資產的股息收入為4.9百萬港元（二零一零年：4.2百萬港元）。整體而言，截至二零一一年十二月三十一日止年度的投資業務收入淨額為8.7百萬港元（二零一零年：11.8百萬港元）。

### 財務狀況業績

年內，二零一一年十二月三十一日的總資產增加0.3%至10,001.5百萬港元（二零一零年：9,975.7百萬港元）。

本集團於二零一一年十二月三十一日的總負債減少1.9%至6,769.4百萬港元（二零一零年十二月三十一日：6,903.3百萬港元）。

由於本集團於截至二零一一年十二月三十一日止年度錄得純利287.4百萬港元，故本集團於二零一一年十二月三十一日的淨資產增加159.7百萬港元或5.2%至3,232.0百萬港元（二零一零年：3,072.3百萬港元）。

# Management Discussion and Analysis

## 管理層討論與分析

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2011, the net current assets of the Group increased by 7.1% to HK\$2,592.9 million (31 December 2010: HK\$2,421.9 million). The Group's current ratio increased to 1.38 times as at 31 December 2011 (31 December 2010: 1.35 times).

The Group had net cash inflow of HK\$220.2 million (2010: outflow of HK\$18.7 million) for the year ended 31 December 2011 and the Group's bank balances amounted to HK\$661.9 million as at 31 December 2011 (2010: HK\$441.6 million). As at 31 December 2011, the Group had outstanding bank borrowings of HK\$200 million through bilateral banking facilities with various banks (31 December 2010: nil). The gearing ratio (defined as bank borrowings to equity attributable to equity owners of the Company) was 0.06 as at 31 December 2011 (2010: nil). The Group also had sufficient banking facilities from authorized financial institutions in Hong Kong. We believe our operating cash flow remains adequate to finance our recurrent working capital requirement as well as any investment opportunities that may arise in the near future.

The Group monitors its capital structure in order to ensure the compliance of the capital requirements under the Securities and Futures (Financial Resources) Rules (Cap.571N) for its licensed subsidiaries and to support the development of new business. On 15 June 2011, Guotai Junan Securities (Hong Kong) Limited, one of our wholly owned subsidiaries, has increased its share capital to HK\$2 billion (31 December 2010: HK\$600 million). All licensed corporations within the Group complied with their respective liquid capital requirements during the year and up to the date of this annual report.

Other than the information disclosed above, there were no other equity or debt instruments issued by the Company during the year and up to the date of this annual report.

### 流動資金、財務資源及股本架構

二零一一年十二月三十一日，本集團的流動資產淨值增加7.1%至2,592.9百萬港元(二零一零年十二月三十一日：2,421.9百萬港元)。二零一一年十二月三十一日，本集團的流動比率增至1.38倍(二零一零年十二月三十一日：1.35倍)。

本集團於截至二零一一年十二月三十一日止年度的現金流入淨額220.2百萬港元(二零一零年：流出18.7百萬港元)，而本集團於二零一一年十二月三十一日的銀行結餘為661.9百萬港元(二零一零年：441.6百萬港元)。二零一一年十二月三十一日，本集團的未償還銀行借款共200百萬港元(二零一零年十二月三十一日：無)，該等借款乃通過與各銀行進行的雙邊銀行融資協議獲得。於二零一一年十二月三十一日的負債比率(指銀行借款與本公司股權持有人應佔權益之比例)為0.06(二零一零年：無)。本集團亦擁有從香港認可金融機構獲得的充足未動用銀行融資。我們認為我們的經營現金流足以為我們的週期性營運資金需求以及將來可能出現的任何投資機會撥付資金。

本集團監控其股本架構，確保旗下持牌附屬公司遵守證券及期貨(財政資源)規則(香港法例第571N章)的資本規定並配合新業務的發展。於二零一一年六月十五日，我們其中一間全資附屬公司國泰君安證券(香港)有限公司已增加其股本至20億港元(二零一零年十二月三十一日：600百萬港元)。於年內及截至本年報刊發日期，本集團旗下所有持牌法團均符合各自的流動資金水平規定。

除上述所披露資料外，於年內及截至本年報刊發日期，本公司並無發行其他股本或債務工具。

### OUTLOOK AND FUTURE PLAN

As we mentioned earlier, 2012 will be a challenging year for us to expand our business. The European debt issues remain unresolved, the global economy recovery remains uncertain, and the macro-economic control measures in China are expected to continue.

Following the significant increase in loans and financing activities in 2011 and the tight liquidity in the market, we expect the demand for margin financing and secured lending business remains strong in 2012. The Group is committed to invest resources to boost our loans and financing activities, partly from our existing capital and partly from bank borrowings.

The Stock Exchange has become the preferred offshore listing venue for Chinese enterprises. At the same time, with confidence in the efficiency and transparency of Hong Kong's capital markets, international investors are able to invest in Chinese enterprises through Hong Kong's capital markets and even PRC's capital markets by means of RQFII and FDI. As a result, we will continue to pursue corporate financial advisory and fund raising opportunities from our Chinese enterprises for listing in Hong Kong. The Group is also committed in developing debt issuance business for our corporate clients, whether they are in Hong Kong dollars or RMB. In addition, we will look into direct investment opportunities to generate investment income and to secure corporate finance deals.

To further grow our brokerage business, we will continue to leverage on client base of our ultimate holding company Guotai Junan Securities Company Limited and explore those clients with overseas investment demand. To provide our clients to invest globally, we will continue strengthening our Internet trading platform with access to global markets around the world.

As China increases its speed in the process of internationalisation of RMB, we believe there will be more business opportunities. Our first RQFII product - Guotai Junan Great Dragon RMB Fund is expected to be launched in March 2012. We are looking forward to seeing more opportunities in the development of RMB denominated investment products in the near future.

### 前景及未來計劃

如先前所述，二零一二年，我們在擴大業務方面將遇到挑戰。歐洲債務問題尚未解決，環球經濟復甦仍未明朗，預期中中國將繼續採取宏觀調控措施。

隨着二零一一年貸款及融資活動大幅增加及市場流動資金緊絀，我們預期二零一二年孖展融資及有抵押借貸業務需求仍然殷切。本集團致力投入資源（部分來自現有股本及部分來自銀行借款）促進貸款及融資活動。

聯交所已成為中國企業的首選境外上市地點。同時，本着對香港資本市場效率及透明度的信心，國際投資者可透過香港資本市場或藉着RQFII和FDI進入中國資本市場，投資中國企業。因此，我們將繼續為有意在香港上市的中國企業提供企業融資顧問服務及把握集資商機。本集團亦致力於發展企業客戶的發債業務（不論以港元或人民幣計價）。此外，我們將研究直接投資機遇，以創造投資收入並把握企業融資交易機會。

為進一步發展我們的經紀業務，我們將繼續利用最終控股公司國泰君安證券有限公司的客戶群並開拓具有海外投資需求的中國客戶。為讓我們的客戶可在全球投資，我們將繼續加強可連接世界環球市場的互聯網交易平台。

由於中國加快了人民幣國際化的進程，我們相信會因此而產生更多業務機遇。我們的首項RQFII產品－國泰君安巨龍人民幣基金預計於二零一二年三月推出。我們期待於不久的將來獲得更多發展人民幣計價投資產品的機遇。



# Management Discussion and Analysis

## 管理層討論與分析

### MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

The Group did not make any material acquisitions and disposal of subsidiaries and associated companies for the year ended 31 December 2011. As at 31 December 2011, the Group did not hold any significant investments.

### CHARGES ON THE GROUP'S ASSETS

No asset of the Group was subject to any charge as at 31 December 2010 and 2011 respectively.

### GUARANTEE AND CONTINGENT LIABILITIES

The Group has undertaken underwriting obligations to capture placing and IPO activities. The Board has resolved to ensure that the Group has adequate working capital to meet such obligations. As at 31 December 2011, the underwriting obligations were approximately HK\$388.3 million (2010: HK\$674.2 million).

As at 31 December 2011, the Company had provided guarantees in favour of an authorised financial institution in respect of banking facilities of a wholly owned subsidiary amounting to approximately HK\$530 million (2010: nil). In addition, the Company provided guarantees up to approximately HK\$155.5 million (2010: approximately HK\$77.8 million) in favor of financial institutions in respect of the trading limit granted to a wholly owned subsidiary principally engaged in the provision of futures dealing services.

The Group had no other material contingent liabilities as at 31 December 2010 and 2011.

### 重大收購、出售及重大投資

本集團於截至二零一一年十二月三十一日止年度並未作出任何涉及附屬公司及聯營公司的重大收購及出售。截至二零一一年十二月三十一日，本集團並未持有任何重大投資。

### 本集團的資產質押

於二零一零年及二零一一年十二月三十一日，本集團的資產概無作出任何質押。

### 擔保及或然負債

本集團為配售及首次公開發售新股活動提供包銷承諾，該等承諾由董事會通過，以確保本集團擁有充足的營運資金履行其承諾。於二零一一年十二月三十一日，包銷承諾約為388.3百萬港元（二零一零年：674.2百萬港元）。

於二零一一年十二月三十一日，本公司已向一間授權金融機構就一間全資附屬公司的銀行借款提供為數約530百萬港元的擔保（二零一零年：無）。另外，本公司已向金融機構就一間主要從事期貨買賣業務的全資附屬公司的交易限額提供為數約155.5百萬港元的擔保（二零一零年：約77.8百萬港元）。

於二零一零年及二零一一年十二月三十一日，本集團概無任何其他重大或然負債。

### OPERATING LEASE COMMITMENT AND CAPITAL COMMITMENT

There was no operating lease commitment as at 31 December 2011 (2010: HK\$115,000). The capital commitments were approximately HK\$570,000 (2010: HK\$6,750,000) as at 31 December 2011.

### EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2011, we have 195 employees in total (excluding our account executives). Competitive remuneration packages are offered to employees by reference to prevailing market rate and individual merits. Salaries are reviewed on annual basis and discretionary bonus is paid on annual basis with reference to the Group's performance and individual performance. Share options have been granted to the directors and employees in recognition and acknowledgement of their contribution made or to be made to the Group. Other benefits offered by the Group include mandatory provident fund scheme and medical and dental insurance.

### RISK MANAGEMENT

The Group adopted stringent risk management policies and monitoring systems to control risk exposure associated with credit, liquidity, market, foreign exchange and IT system in all its major operations.

#### *Credit Risk*

##### *Loans and financing activities:*

The Board delegates to the Credit Committee the duties to monitor the credit risk of the Group. Members of the Credit Committee include, inter alia, the Chief Executive Officer, the Responsible Officers and the Financial Controller. The Credit Committee has appointed a group of authorized persons to take charge in approving credit limit and margin limit of each client. The Credit and Risk Management Department is responsible for making settlement calls when the trades of margin clients exceed their respective limits. Any such excess is required to be made good according to the deficiency report. The deficiency report will be daily monitored by the Credit and Risk Management Department. Failure to meet margin calls may result in the liquidation of the client's positions.

### 經營租約承擔及資本承擔

截至二零一一年十二月三十一日，並無經營租約承擔(二零一零年：115,000港元)。截至二零一一年十二月三十一日，資本承擔約為570,000港元(二零一零年：6,750,000港元)。

### 僱員及薪酬政策

截至二零一一年十二月三十一日，我們共有195名僱員(不包括客戶主任)。本公司參考現行市價及個人專長向僱員提供具競爭力的薪酬待遇。薪金會每年進行檢討，酌情花紅會參考本集團及個人表現按年度基準派發。購股權已授予董事及僱員，以表揚及肯定其已對或將會對本集團所作出的貢獻。本集團提供的其他福利包括強制性公積金計劃及醫療與牙科保險。

### 風險管理

本集團採納嚴謹的風險管理政策及監控系統，藉此控制其所有主要業務中與信貸、流動資金、市場、外匯及資訊科技系統有關的風險。

#### *信貸風險*

##### *貸款及融資活動：*

董事會指派信貸委員會負責監察本集團的信貸風險。信貸委員會成員包括行政總裁、負責人員及財務總監。信貸委員會已委任若干認可人士負責批核每位客戶的信貸限額及孖展限額。信貸及風險管理部門負責向買賣超出限額的孖展客戶發出補倉通知。任何超出的數額均須根據虧絀報告填補妥當。有關虧絀報告每日由本集團信貸及風險管理部門監察。未能補倉的客戶將被斬倉。

# Management Discussion and Analysis

## 管理層討論與分析

The Credit Committee is also responsible for approval of stocks acceptable as margin collateral and the margin-lending ratio. The list of approved margin collateral stocks will be reviewed and revised by the Credit Committee when necessary.

The Group also grants term loans to customers that may contain an element of credit risk. The Group minimizes such risk exposure by performing detailed credit analysis of potential loan investment, and dedicated professionals are assigned to oversee and monitor the performance of the loan investment. These key investment decisions are also subject to approval by the Board.

Loans and advances to customers including IPO loans for subscription of new shares are normally settled within one week from the draw-down date. Forced liquidation action would be taken if the customers fail to settle their shortfall within specific period of tolerance after IPO allotment result announced.

For debt securities, external credit rating such as Standard & Poor's and Moody's rating or their equivalents are used by the Credit and Risk Management Department for managing of the credit risk exposures as supplemented by the Group's own assessment through the use of internal ratings tools.

For the Group's bank balances which we beneficially own, they are deposited in respectable large commercial banks. For the client trust bank balances which are held in segregated accounts, they are deposited in authorized financial institutions in Hong Kong.

### *Dealing and broking*

Accounts receivable from clients represents receivables from clients arising from dealing in securities, which normally had a delivery-against payment settlement term of 2 to 3 days. The Group allows a credit up to the settlement dates of the respective securities transactions (normally within T+2 or T+3 days). All application for the credit limit must be reviewed by Credit Manager and approved by any member of the Credit Committee. However, no credit limit would be granted to the new clients. Credit and Risk Management Department determines whether forced liquidation action is to be taken against clients with overdue balances on case-by-case basis. The overdue report is regularly reviewed by the Credit Committee.

信貸委員會亦負責批准可接納作為孖展抵押的股份及孖展貸款比率。獲批准的孖展抵押股份名單將由信貸委員會審閱並於其認為有需要時作出修訂。

本集團亦向客戶提供定期貸款，因而可能產生信貸風險。本集團透過詳盡分析潛在貸款投資將相關風險降至最低，並調派投資專業人士監管及監測貸款投資的表現。該等主要投資決策亦須由董事會批准。

批授客戶的貸款及墊款（包括供認購新股份的首次公開發售貸款）一般自計提日期起一個星期內結付。倘客戶未能於首次公開發售分配結果公佈後於特定寬免期內結付差額部分，則會觸發強迫性清倉行為。

就債務證券而言，信貸及風險管理部門採用外部信貸評級（如標準普爾及穆迪或其同行評級）對信貸風險進行管理，本集團透過使用內部評級工具進行補充性自行評估。

本集團實益擁有之銀行結餘皆存於信譽良好的大型商業銀行。就以獨立賬戶持有的客戶信託銀行結餘而言，則存於香港認可金融機構。

### *買賣及經紀*

客戶應收賬目指因證券買賣產生的客戶應收款項，一般享有付款交貨支付期，介乎兩至三日。本集團授予信貸期高達各自證券交易的結付日期（一般為T+2日或T+3日）。信貸限額的一切申請須由信貸經理審閱並交由信貸委員會任何成員審批。然而，本公司對新客戶不會授出信貸限額。信貸及風險管理部門會根據客戶逾期欠款逐個決定是否對其執行強迫清倉行為。逾期報告由信貸委員會定期審查。

# Management Discussion and Analysis

## 管理層討論與分析

The Group only accepts margin deposit in the form of cash for futures and leveraged foreign exchange trading. No transaction is allowed to be executed if the current position of the customer exceeds its trading limit. The margin deposit placed and the aggregate of the required margin deposit of each futures and leveraged foreign exchange contract is timely monitored by the Credit and Risk Management Department. Margin call will be executed by the staff if there is a deficit in the margin deposit. Forced liquidation of the client's position will be executed if the customer fails to meet margin calls.

Accounts receivable from brokers and dealers are placed with large financial institutions which are governed by regulators including the Hong Kong Monetary Authority (the "HKMA") and Hong Kong Securities and Futures Commission (the "SFC").

Accounts receivable from the Stock Exchange and other clearing-houses and other assets which are mainly deposits placed with the regulators are considered to have minimal credit risk.

### *Asset management and corporate finance*

Accounts receivable arising from asset management, corporate finance and advisory services are trade counterparties with sound credit rating and/or reputation. The credit risk with these trade counterparties are considered to be manageable.

### *Impairment and provisioning policies*

The Group's credit and risk management policy requires the review of individual outstanding amount at least monthly or more regularly depending on individual circumstances or market condition. Impairment allowances on individually assessed accounts are determined by an evaluation of the incurred loss at balance sheet date on a case-by-case basis, and are applied to all individually significant accounts. The assessment normally encompasses collateral held and the anticipated receipts for that individual account. Generally, impairment allowances will be provided when clients failed to meet margin call requirements and clients' collateral are insufficient to cover their outstanding loan balances.

本集團就期貨及槓桿式外匯交易僅接受現金形式作為保證金。倘客戶的即期倉位超逾其交易限額時，則不許進行任何交易。信貸及風險管理部門對期貨及槓桿式外匯合約的保證金及每份期貨及槓桿式外匯合約的所需保證金總和作及時的監控。倘保證金出現虧蝕，本公司員工則會向客戶追繳保證金。倘客戶未能支付追繳保證金時，本公司會強制性對客戶進行斬倉。

經紀及交易商的應收賬目存放於由包括香港金融管理局（「金管局」）及香港證券及期貨事務監察委員會（「證監會」）在內的監管機構監管的大型金融機構。

聯交所及其他結算所的應收帳目及其他資產主要存放於信貸風險甚微的監管機構。

### *資產管理及企業融資*

資產管理、企業融資及諮詢服務所產生應收賬目均屬於信貸評級及／或信譽良好的交易對手方。該等交易對手的信貸風險屬可管理範圍內。

### *減值及撥備政策*

本集團的信貸及風險管理政策要求至少每月或在特定情況或市況下更為頻繁地對個別未結清款項進行審查。個別賬戶的減值限額按情況通過評估其於結算日產生的虧損而定，對個別重大賬戶亦然。評估通常針對持有的抵押物以及個別賬戶的預期可收回金額。一般情況下，當客戶未能達到補倉規定且客戶的抵押品不足以抵付未清償貸款結餘時，公司將會授予減值撥備。

# Management Discussion and Analysis

## 管理層討論與分析

### *Liquidity Risk*

The Group's operating units are subject to various statutory liquidity requirements as prescribed by the regulators. The Group has put in place monitoring system to ensure that it maintains adequate liquid capital to fund its business commitments and to comply with the relevant Securities and Futures (Financial Resources) Rules (Cap.571N). As a safeguard, the Group has maintained stand-by banking facilities to meet any contingency in its operations.

Even in periods of high market volatility, the Board believes that the Group's working capital is adequate to meet its financial obligations.

### *Market Risk*

The asset quality of our margin client's collateral will deteriorate when the market comes down drastically. The Group's exposure to underwriting commitments will also be affected at times of volatile market.

The Group has established policies and procedures for monitoring and controlling the market risk arising in the business. Stress tests will be performed when necessary.

The Group also has listed equity investments and unlisted investments that are subject to the market risk. The Group minimizes such risk exposure by performing detailed due diligence analysis of potential investments, and dedicated professionals are assigned to oversee and monitor the performance of the investment. These key investment decisions are also subject to approval by the Board.

### *(d) Foreign Exchange Risk*

The Group's principal operations are transacted and recorded in Hong Kong dollars and U.S. dollars and the level of foreign currency exposure is relatively minimal compared to its total asset and liabilities. Foreign exchange risk is managed and monitored by our Financial Controller. For the leveraged foreign exchange dealing and broking, stringent control over the position has been adopted, hence, we consider that our foreign exchange risk exposure is minimal.

### *流動資金風險*

本集團的業務單位須遵守監管機構指定的各項法定流動資金規定。本集團設有監控系統，以確保其維持充足流動資金滿足其業務所需，並且遵守相關證券及期貨（財務資源）規則（香港法例第571N章）。作為保障措施，本集團持有備用銀行融資，以應付其業務的任何緊急需要。

董事會相信，即使在市場極為波動的情況下，本集團的營運資金足以應付其財務責任。

### *市場風險*

我們孖展客戶所持抵押品的資產質素將在市場價值急劇下跌時惡化。在市場波動情況下，本集團所承受的包銷承擔風險亦會受到影響。

本集團已制定政策及程序監察及控制經營過程中產生的市場風險，並將應需要進行壓力測試。

本集團亦擁有須承受市場風險的上市權益投資及非上市投資。本集團透過對潛在投資進行詳盡盡職調查分析，將有關風險減至最低，且會委派專業人士監督及監控投資的表現。該等重要投資決定亦須經董事會批准方可作實。

### *(d) 外匯風險*

本集團的主要業務以港元及美元交易及列賬，相對其總資產及負債，外匯風險承擔甚微。外匯風險由財務總監負責管理及監察。對於槓桿式外匯交易的買賣和經紀業務，本集團採用了更加嚴格的控制措施，因此，我們認為，本集團所承受的外匯風險極微。

(e) *Operational Risk*

Systems are installed to monitor availability and performance of various IT systems and a team will act and report to the senior management in accordance with the established procedures in the event of disruption, instability and other situations which may warrant to trigger the contingency procedure to protect interest of clients.

The Group maintains and updates the operation manuals of its major operations on an on-going basis when regulatory or industry changes occur. We have also put in place competent compliance and internal audit functions with their respective aims at detecting control points risks and recommending policy changes as well as carrying out checks on statutory compliance and the internal rules and regulations.

(e) 營運風險

資訊科技系統的使用狀況及表現均設有系統監察，亦有一支團隊根據既定程序處理系統中斷、不穩定及可能觸發應變程序的其他情況，並向高級管理層匯報，藉此保障客戶的利益。

本集團於發生規管或行業變動時會持續維持和更新其主要業務的運作手冊。我們亦設有高質素的合規及內部審核職能，兩者皆旨在偵測控制點風險及推薦政策方面的變更，以及為遵守法定合規及內部規則及規例而作出檢測。

# Biographies of the Directors

## 董事履歷

### *Chairman and Non-Executive Director*

CHEN Geng (陳耿), aged 43, is the chairman of our Company. Dr. Chen is responsible for the overall strategic development of the Group. Dr. Chen is the president and vice chairman of Guotai Junan and a vice chairman of the Securities Association of China. Dr. Chen has over 21 years' experience in securities industry and participated in the establishment of the Shenzhen Stock Exchange and was the general manager of the listing division from 1993 to 1996. After joining J & A Securities Co., Ltd., Dr. Chen was appointed as the president assistant and the general manager of the investment banking department in 1996 and as the vice president and a director in 1998. Dr. Chen was appointed as the vice president of Guotai Junan Securities Company Limited in 1999 and as the president and vice chairman in 2004. Dr. Chen holds a doctorate in Political Economics from the Zhongnan University of Economics and Law (中南財經政法大學) and is a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

### *Executive Directors*

YIM Fung (閻峰), aged 48, is the vice chairman and an executive director and the chief executive officer of our Group. Dr. Yim joined Guotai Junan in 1993 and joined our Group in 2000 and is responsible for the overall business management of our Group. Dr. Yim has over 20 years' experience in the securities industry. Dr. Yim is a senior economist and holds a doctorate in Economics from the Graduate School of the Chinese Academy of Social Sciences (中國社會科學院研究生院) and a bachelor degree in Environmental Engineering from the Tsinghua University (清華大學). Dr. Yim is also a director of Guotai Junan Holdings Limited and Guotai Junan Financial Holdings Limited which are the controlling shareholders of the Company.

LI Guangjie (李光杰), aged 43, is an executive director and the head of the sales house team of our Group. Mr. Li joined our Group in November 2001 and is responsible for the supervision and management of the Group's sales team. He has over 20 years' experience in accounting, audit, taxation and asset appraisal. Mr. Li started his career at Shenzhen Jinpeng Certified Public Accountants (深圳金鵬會計師事務所) as the deputy head of appraisal department. Mr. Li was the finance director from 2001 to 2008. Mr. Li holds a bachelor degree in Economics from the Shenzhen University (深圳大學) and a master degree in Economics from the Central University of Finance and Economics (中央財經大學). He is also an economist and a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) and a member of the Chinese Certified Tax Agents Association (中國註冊稅務師協會).

### *主席及非執行董事*

陳耿，43歲，為本公司主席。陳博士負責本集團整體策略發展。陳博士為國泰君安之總裁兼副董事長及中國證券業協會副會長。陳博士在證券業擁有逾二十一年經驗，曾參與深圳證券交易所籌建工作，於一九九三年至一九九六年任深圳證券交易所上市部總經理。陳博士加入君安證券有限責任公司後，於一九九六年獲委任為總裁助理兼投資銀行部總經理，於一九九八年獲委任為副總裁兼董事。陳博士於一九九九年獲委任為國泰君安證券股份有限公司的副總裁，並於二零零四年獲委任為總裁兼副董事長。陳博士持有中南財經政法大學政治經濟學博士學位，為中國註冊會計師協會會員。

### *執行董事*

閻峰，48歲，為本集團副主席、執行董事兼行政總裁。閻博士於一九九三年加入國泰君安並於二零零零年加入本集團，負責本集團的整體業務管理事務。閻博士在證券業擁有逾二十年經驗。閻博士為高級經濟師，持有中國社會科學院研究生院經濟學博士學位及清華大學環境工程學學士學位。閻博士亦為本公司控股股東國泰君安控股有限公司及國泰君安金融控股有限公司的董事。

李光杰，43歲，為本集團執行董事兼銷售團隊主管。李先生於二零零一年十一月加入本集團，負責監督及管理本集團的銷售團隊。彼於會計、審計、稅務及資產評估方面擁有逾二十年經驗。李先生於深圳金鵬會計師事務所開始其事業，出任評估部門副主管。李先生於二零零一年至二零零八年曾任財務總監。李先生持有深圳大學經濟學學士學位及中央財經大學經濟學碩士學位。彼亦為經濟師、中國註冊會計師協會會員及中國註冊稅務師協會會員。

## Biographies of the Directors 董事履歷

LI Sang Edward (李生), aged 48, is an executive director and the head of legal and compliance of our Group. Mr. Li joined our Group in May 2007 and is responsible for the legal, compliance and company secretarial matters of our Group. Mr. Li has over 19 years' of experience in legal and financial services. He holds a master degree of Laws in Corporate and Financial Law from the University of Hong Kong, a master degree in Corporate Finance from the Hong Kong Polytechnics University and a bachelor degree in Law from the University of London. Mr. Li admitted as a solicitor in Hong Kong and England and Wales in 1995.

WONG Tung Ching (王冬青), aged 40, is an executive director and the head of the corporate finance and equity capital markets divisions of our Group. Mr. Wong joined our Group in October 2000 and is responsible for the overall business and marketing matters of corporate finance and equity capital markets business of our Group. Mr. Wong obtained a master degree in Business Administration from the University of Lincolnshire & Humberside (now known as the University of Lincoln) in 2001 and a higher diploma in International Trading from the Shenzhen University (深圳大學) in 1992.

### *Independent Non-executive Directors*

FU Tingmei (傅廷美), aged 45, is an independent non-executive Director of the Company. Mr. Fu was appointed a Director on 19 June 2010. Mr. Fu has extensive experiences in investment, finance, law and business management. Between 1992 and 2003, he conducted many corporate finance transactions in several investment banking firms based in Hong Kong, including serving as a director of Peregrine Capital Limited, and a deputy managing director and subsequently a managing director of BNP Paribas Peregrine Capital Limited. Mr. Fu is currently engaged in private investment business. He is currently also an independent non-executive director of Beijing Enterprises Holdings Limited (stock code: 392) and CPMC Holdings Limited (stock code: 906), both listed on the Stock Exchange. Mr. Fu graduated from the University of London with a master's degree and a doctorate degree in Law in 1989 and 1993, respectively.

李生，48歲，為本集團執行董事兼法律及合規事務主管。李先生於二零零七年五月加入本集團，負責本集團的法律、合規及公司秘書事務。李先生於法律及金融服務方面擁有逾十九年經驗。彼持有香港大學法學(公司法與金融法)碩士學位、香港理工大學企業融資碩士學位及倫敦大學法律學士學位。李先生於一九九五年在香港及英格蘭及威爾士獲認可為律師。

王冬青，40歲，為本集團執行董事兼企業融資及股票資本市場部主管。王先生於二零零零年十月加入本集團，負責本集團企業融資及股票資本市場業務的整體業務及營銷事務。王先生於二零零一年獲University of Lincolnshire & Humberside(現稱University of Lincoln)工商管理碩士學位，於一九九二年獲深圳大學國際貿易高等文憑。

### *獨立非執行董事*

傅廷美，現年45歲，為本公司的獨立非執行董事。傅先生於二零一零年六月十九日獲委任為董事。傅先生在投資、財務、法律和業務管理方面擁有廣泛的經驗。於一九九二年至二零零三年，他在香港多家投資銀行公司參與多項企業融資交易，包括出任百富勤融資有限公司董事，以及擔任法國巴黎百富勤融資有限公司副董事總經理及其後晉升董事總經理。傅先生現時從事私人投資業務。他現時擔任於聯交所上市的公司北京控股有限公司(股份代號：392)和中糧包裝控股有限公司(股份代號：906)的獨立非執行董事。傅先生畢業於倫敦大學，分別於一九八九年和一九九三年獲法律碩士和博士學位。



## Biographies of the Directors

### 董事履歷

SONG Ming (宋敏), aged 50, is an independent non-executive director. Dr. Song has over 18 years' experience in research of bank regulation and management, financial market, derivatives and macroeconomics. Between 1991 and 1997, Dr. Song was the Associate Professor (tenured) and Assistant Professor at Department of Economics, Cleveland State University. Dr. Song is the director of Centre for China Financial Research (CCFR) at the University of Hong Kong since 2001 and the Professor and Associate Professor (tenured) at Faculty of Business and Economics of the University of Hong Kong since 1997. Dr. Song holds a doctorate degree in Economics from Ohio State University, a master degree of Science in Mathematics from Huazhong University of Science and Technology (華中科技大學) and a bachelor degree of Science in Mathematics from Zhejiang University (浙江大學). Dr. Song was awarded as the top 500 economists around the world according to 2002 Thomson's ranking. Dr. Song also serves on the editorial boards of several financial research journals such as China Financial Research and Financial Economics Journal. Dr. Song is appointed as an independent non-executive director of the United Laboratories International Holdings Limited (Stock code: 3933) since May 2007.

TSANG Yiu Keung (曾耀強), aged 58, is an independent non-executive director. Mr. Tsang is a professional accountant and a fellow member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and The Institute of Chartered Secretaries and Administrators. Mr. Tsang was with KPMG for more than 27 years, where he was a senior banking partner until he retired from the firm in 2003. Mr. Tsang is an independent non-executive director and the chairman of the audit committee of L. K. Technology Holdings Limited (Stock code: 558), a company listed on the Stock Exchange, and CITIC Bank International Limited, a licensed bank in Hong Kong and CITIC International Financial Holdings Limited. Mr. Tsang holds a higher diploma in Accountancy from the Hong Kong Polytechnic.

宋敏，50歲，為獨立非執行董事。宋博士於銀行監管及管理、金融市場、衍生工具及宏觀經濟研究領域擁有逾十八年經驗。一九九一年至一九九七年，宋博士任克利夫蘭州立大學經濟學系副教授(終身)和助理教授。宋博士自二零零一年起擔任香港大學中國金融研究中心主任，自一九九七年起擔任香港大學經濟及工商管理學院教授及副教授(終身)。宋博士持有俄亥俄州立大學經濟學博士學位、華中科技大學數學理科碩士學位及浙江大學數學理科學士學位。宋博士於二零零二年入選Thomson的全球500名頂尖經濟學家排名榜。宋博士亦曾任職於數間金融研究雜誌(如China Financial Research及Financial Economics Journal)的編輯委員會。自二零零七年五月開始，宋博士被委任為聯邦制藥國際控股有限公司(股份代號：3933)的獨立非執行董事。

曾耀強，58歲，為獨立非執行董事。曾先生為專業會計師及香港會計師公會、英國特許公認會計師公會及英國特許秘書及行政人員公會資深會員。曾先生曾於畢馬威會計師事務所任職逾二十七年，於二零零三年退休時為銀行業務高級合夥人。曾先生為力勁科技集團有限公司(聯交所上市公司，股份代號為558)、中信銀行國際有限公司(於香港的持牌銀行)及中信國際金融控股有限公司獨立非執行董事及審核委員會主席。曾先生持有香港理工學院會計學高級文憑。

The Directors present their report together with the audited financial statements of the Company and its subsidiaries (together, the "Group") for the year ended 31 December 2011.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in securities, futures and leveraged foreign exchange dealing and broking, loans and financing activities, corporate finance, asset management and investment holding.

### RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2011 are set out in the consolidated statement of comprehensive income on page 58 of this annual report.

The Directors declared an interim dividend of HK\$0.03 per share and proposed the payment of a final dividend of HK\$0.06 per share to the shareholders whose names appear on the register of members of the company on 26 April 2012. The dividend will be payable on or about 11 May 2012.

### SEGMENT INFORMATION

Detailed segment information in respect of the Group's revenue and segment results are shown in note 4 to the consolidated financial statements on pages 100 to 103.

### FINANCIAL SUMMARY

A summary of the published results, assets, liabilities and non-controlling interests of the Group for the last five financial years ended 31 December 2011 is set out on pages 7 and 8 of this annual report.

### PROPERTIES, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 11 to the financial statements which is set out on page 111 of this annual report.

董事謹此呈報本公司及其附屬公司(合稱「本集團」)於截至二零一一年十二月三十一日止年度的報告連同經審核財務報表。

### 主要業務活動

本公司為投資控股公司，而其附屬公司主要從事證券、期貨及槓桿式外匯買賣及經紀、貸款及融資活動、企業融資、資產管理及投資業務。

### 業績及股息

本集團於截至二零一一年十二月三十一日止年度的業績載於本年報第58頁的綜合全面收益表。

董事宣派中期股息每股0.03港元，另建議向於二零一二年四月二十六日名列本公司股東名冊上的股東派付末期股息每股0.06港元。股息將會於二零一二年五月十一日或其前後派付。

### 分部資料

有關本集團收益及分部業績的詳細分部資料載列於第100頁至第103頁的財務報表附註4內。

### 財務概要

本集團於截至二零一一年十二月三十一日止五個財政年度的刊發業績、資產、負債及非控股權益概要載於本年報第7和8頁。

### 物業、廠房及設備

於年內，本集團的物業、廠房及設備變動詳情載於本年報第111頁所載的財務報表附註11。

# Report of the Directors

## 董事會報告

### PARTICULAR OF SUBSIDIARIES

Details of the Company's subsidiaries are set out in the note 22 to the financial statements which is set out on pages 127 and 128 of this annual report.

### SHARE CAPITAL AND RESERVES

Details of movements in the share capital of the Company during the year are set out in note 26 to the financial statements which is set out on pages 131 to 133 of this annual report.

Details of movements in the reserves of the Group and the Company during the year are set out in the section of "Consolidated Statement of Changes in Equity" and note 29 in the financial statements on pages 137 and 138 of this annual report. As at 31 December 2011, the Company's reserves available for distribution, calculated in accordance with the provisions of Section 79B of the Hong Kong Companies Ordinance (Cap.32), amounted to HK\$100,742,000 of which HK\$98,400,000 has been proposed as final dividend for the year.

### DONATIONS

During the year, the Group made charitable and other donations amounting to HK\$50,000.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2011, the revenue attributable to the five largest customers of the Group accounted for less than 30% of the Group's total revenue. The Group is a provider of financial services. In the opinion of the Board, it is therefore of no value to disclose details of the Group's suppliers.

None of the Directors or any of their associates or any shareholders (which to the knowledge of the Directors own more than 5% of the issuer's share capital) had any beneficial interest in the Group's 5 largest customers.

### 附屬公司詳情

本公司附屬公司詳情載於本年報第127和128頁所載的財務報表附註22。

### 股本和儲備

於年內，本公司的股本變動詳情載於本年報第131頁至133頁所載的財務報表附註26。

於年內，本集團及本公司的儲備變動詳情載於「綜合權益變動表」一節及本年報第137和138頁所載的財務報表附註29。於二零一一年十二月三十一日，本公司可供分派儲備根據香港公司條例(香港法例第32章)第79B節條文計量達100,742,000港元，其中98,400,000港元擬作年內末期股息。

### 捐贈

於年內，本集團慈善及其他捐贈達50,000港元。

### 主要客戶及供應商

就截至二零一一年十二月三十一日止年度，本集團五大客戶收益佔本集團的總收益低於30%。本集團為金融服務供應商，因此，董事會認為，無需披露本集團供應商詳情。

本公司董事或任何彼等的聯繫人或任何股東(就董事所知悉擁有發行人股本5%以上者)概無於本集團五大客戶中擁有任何實益權益。

#### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities for the year ended 31 December 2011 other than as an agent for the trustee of Guotai Junan Share Award Scheme (the "Share Award Scheme").

#### **DIRECTORS**

The Directors during the year and up to the date of this annual report are:-

##### *Chairman and Non-executive Director*

Dr. CHEN Geng

##### *Executive Directors*

Dr. YIM Fung

Mr. LI Guangjie

Mr. LI Sang, Edward

Mr. WONG Tung Ching

##### *Independent Non-executive Directors*

Dr. FU Tingmei

Dr. SONG Ming

Mr. TSANG Yiu Keung

#### **買賣或贖回本公司上市證券**

除為國泰君安股份獎勵計劃(「股份獎勵計劃」)的信托人擔任代理外，本公司或任何附屬公司於截至二零一一年十二月三十一日止年度概無買賣或贖回本公司的上市證券。

#### **董事**

於年內及截至本年報日期，本公司董事如下：

##### *主席及非執行董事*

陳耿博士

##### *執行董事*

閻峰博士

李光杰先生

李生先生

王冬青先生

##### *獨立非執行董事*

傅廷美博士

宋敏博士

曾耀強先生

# Report of the Directors

## 董事會報告

### DIRECTORS' SERVICE CONTRACTS

No Director has a service contract with the Company which is for a duration that may exceed 3 years or which requires the Company to, in order to terminate such contract, give a notice period of more than 1 year or pay compensation or make other payments equivalent to more than 1 year's emolument.

Details of Directors' emoluments are set out in note 32 to the consolidated financial statements which is set out on pages 141 to 144 of this annual report.

In accordance with Article 104 of the Articles of Association of the Company, every Director shall be subject to retirement by rotation at least once every three years. At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office and be eligible for re-selection. Accordingly, Dr. CHEN Geng, Dr. YIM Fung and Dr. FU Tingmei shall retire by rotation. They will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from Dr. FU Tingmei, Dr. SONG Ming and Mr. TSANG Yiu Keung and as at the date of this annual report, still considers them to be independent. Generally, the term of office for each independent non-executive Director is for a period of 3 years, and all of the 3 independent non-executive Directors are subject to retirement by rotation in accordance with the Company's Articles and Association.

### DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year ended 31 December 2011.

### 董事服務合約

概無董事與本公司訂立年期可能超過3年的服務合約，或本公司須給予1年以上之通知期或支付相等於1年以上酬金的賠償或其他付款以終止該合約的服務合約。

董事酬金詳情載於本年報第141至144頁財務報表附註32。

根據本公司章程細則第104條，每名董事須至少每三年輪值告退一次。於每屆股東週年大會上，三分之一的在任董事（若人數並非三或三的倍數，則最接近三分之一之人數）將告退並有資格膺選連任。因此，陳耿博士、閻峰博士及傅廷美博士須輪值告退。彼等將於應屆股東週年大會上願膺選連任。

於年報日期，本公司已收到傅廷美博士、宋敏博士及曾耀強先生的年度獨立性確認書，仍認為彼等為獨立人士。一般而言，每一名獨立非執行董事的任期為三年，惟全部三名獨立非執行董事須根據本公司的章程細則輪值告退。

### 董事於合約中的權益

截至二零一一年十二月三十一日止年內，董事概無於本公司或其任何附屬公司簽訂並對本集團的業務有重大影響的任何合約中直接或間接擁有任何重大權益。

**DIRECTORS' AND CHIEF EXECUTIVES' INTEREST IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION**

As at 31 December 2011, the interests and short positions of the Directors or their associates in the share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) were as follows:

**Interests in respect of the Company**

Name of director 董事姓名	Long/short positions 長／淡倉	Number of shares held 所持 股份數目	Number of underlying shares held under equity derivatives 股本 衍生工具下 所持相關 股份的數目		Approximate percentage of the Company's total issued share capital 佔本公司已發行 股本總數 概約百分比
			Total 股份總數		
YIM Fung 閻峰	Long 長倉	—	6,000,000	6,000,000	0.37%
WONG Tung Ching 王冬青	Long 長倉	—	3,000,000	3,000,000	0.18%
LI Guangjie 李光杰	Long 長倉	—	1,500,000	1,500,000	0.09%
LI Sang, Edward 李生	Long 長倉	—	1,500,000	1,500,000	0.09%
FU Tingmei 傅廷美	Long 長倉	—	500,000	500,000	0.03%
SONG Ming 宋敏	Long 長倉	—	500,000	500,000	0.03%
TSANG Yiu Keung 曾耀強	Long 長倉	—	500,000	500,000	0.03%

**董事及主要行政人員於本公司或任何相聯法團的股份及相關股份的權益**

於二零一一年十二月三十一日，董事或其聯繫人於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股本中，擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所，或根據證券及期貨條例第352條規定已登記於該條例所述登記冊，或根據聯交所證券上市規則（「上市規則」）附錄10所載標準守則規定知會本公司及聯交所如下：

**於本公司的權益**

# Report of the Directors

## 董事會報告

### Interests in respect of an associated corporation

Name of director 董事姓名	Long/short positions 長／淡倉	Name of associated corporations 相聯法團名稱	Nature of interest 權益性質	Number of shares 股份數目	Percentage of issued shares 佔已發行股份 百分比
YIM Fung (Note) 閻峰（附註）	Long 長倉	Guotai Junan Fund Management Limited 國泰君安基金管理 有限公司	Interest of a controlled corporation 受控制法團的權益	2,010,000	20.1%

Note: Dr. YIM Fung, Vice Chairman, executive director and chief executive officer, holds 92% equity interests in Best New Management Limited, is deemed to have an interest in the 20.1% equity interest held by Best New Management Limited in Guotai Junan Fund Management Limited, a subsidiary of the Company.

Save as disclosed above, as at 31 December 2011, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

### SHARED-BASED COMPENSATION SCHEME

The Company operates two equity-settled share-based compensation schemes including a share option scheme (the "Share Option Scheme") and a share award scheme (the "Share Award Scheme") for the purpose of assisting in recruiting, retaining and motivating key staff members. Eligible participants of the schemes include the Company's directors, including independent non-executive directors, and other employees of the Group.

#### Share Option Scheme

The Company adopted the Share Option Scheme on 19 June 2010 which shall be valid and effective for a period of 10 years from that date. The purpose of the Share Option Scheme is to grant options to the eligible participants in recognition and acknowledgement of their contributions made or to be made to the Group. Under the Share Option Scheme, the Board has the discretion to grant share options to employees and directors of any members of the Group to subscribe for the shares of the Company.

### 於相聯法團的權益

附註：副主席、執行董事兼行政總裁閻峰博士持有新好管理有限公司92%股權，故被視為於新好管理有限公司所持國泰君安基金管理有限公司（本公司一間附屬公司）20.1%股權中擁有權益。

除上文披露者外，於二零一一年十二月三十一日，董事或本公司最高行政人員概無於本公司或其任何相聯法團的股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所，或根據證券及期貨條例第352條規定須登記於該條例所述登記冊，或根據標準守則規定須知會本公司及聯交所的權益或淡倉。

### 以股份為基礎的薪酬計劃

本公司設立兩項權益結算以股份為基礎的薪酬計劃，包括一項購股權計劃（「購股權計劃」）及一項股份獎勵計劃（「股份獎勵計劃」），旨在協助招攬、挽留及激勵主要員工。計劃的合資格參與者包括本公司董事（包括獨立非執行董事）及本集團的其他僱員。

#### 購股權計劃

本公司於二零一零年六月十九日採納購股權計劃，由當日起計有效期為10年。購股權計劃旨在向合資格參與者授出購股權，以表揚及肯定其已對或將會對本集團所作出的貢獻。根據購股權計劃，董事會可酌情向本集團任何成員公司的僱員及董事授出購股權，以認購本公司股份。

On 10 June 2011, 40,000,000 share options have been granted to the Directors and employees with the exercise price of HK\$4.30 per share. Among the share options granted above, a total of 13,500,000 share options were granted to the Directors of the Company. The closing price of the Company's shares prior to the date of the grant of the share options was HK\$3.25. The option period of the share options is from 10 June 2011 to 9 June 2021. One-third of the share options granted will be vested in respect of their underlying shares on the first, second and third anniversaries of the date of grant respectively. No share options was exercised, cancelled or lapse for the year ended 31 December 2011.

Movements of the share options under the Share Option Scheme for the year ended 31 December 2011 are as follows:

Name of participants	Options held at 1 January 2011 於二零一一年一月一日持有的購股權	Options granted during the year 年內授出的購股權	Options held at 31 December 2011 於二零一一年十二月三十一日持有的購股權	Date of Grant 授出日期	Exercise price of share options (HK\$) 購股權行使價(港元)	Share price	Share price	
						immediately preceding the grant date 緊接授出日期前的股價	immediately preceding the exercise date 緊接行使日期前的股價	
<b>Directors</b>	<b>董事</b>							
YIM Fung	閻峰	—	6,000,000	6,000,000	10/6/2011	4.30	3.25	N/A 無
WONG Tung Ching	王冬青	—	3,000,000	3,000,000	10/6/2011	4.30	3.25	N/A 無
LI Guangjie	李光杰	—	1,500,000	1,500,000	10/6/2011	4.30	3.25	N/A 無
LI Sang, Edward	李生	—	1,500,000	1,500,000	10/6/2011	4.30	3.25	N/A 無
Fu Tingmei	傅廷美	—	500,000	500,000	10/6/2011	4.30	3.25	N/A 無
SONG Ming	宋敏	—	500,000	500,000	10/6/2011	4.30	3.25	N/A 無
TSANG Yiu Keung	曾耀強	—	500,000	500,000	10/6/2011	4.30	3.25	N/A 無
<b>Continuous contract employees</b>	<b>持續合約僱員</b>							
In aggregate	總計	—	26,500,000	26,500,000	10/6/2011	4.30	3.25	N/A 無
		—	40,000,000	40,000,000	10/6/2011	4.30	3.25	N/A 無

於二零一一年六月十日，40,000,000份購股權已授予董事及僱員，行使價為每股4.30港元。於上述購股權中，共計13,500,000份購股權授予本公司董事。購股權授出日期前本公司股份的收盤價為3.25港元。購股權的有效期由二零一一年六月十日起至二零二一年六月九日止。三分之一的購股權將分別於授出日期起計第一、第二及第三個周年日歸屬予承授人以認購相關股份。截至二零一一年十二月三十一日止年度，概無任何購股權獲行使、註銷或失效。

截至二零一一年十二月三十一日止年度購股權計劃中已授出的購股權的變動如下：

Further details of the Share Option Scheme are disclosed in note 27 to the financial statements.

購股權計劃於財務報表附註27披露。



# Report of the Directors

## 董事會報告

### Share Award Scheme

On 27 October 2011, the Company adopted the Share Award Scheme under which the shares of the Company (the “Awarded Shares”) may be awarded to selected employees (including Directors) of any members of the Group (the “Selected Employees”) pursuant to the terms of the Scheme Rules and the Trust Deed of the Share Award Scheme. The Share Award Scheme became effective on the adoption date and, unless otherwise terminated or amended, will remain in force for 10 years from that date, i.e., 26 October 2021.

The aggregate number of Awarded Shares permitted to be awarded under the Share Award Scheme throughout the duration of the Share Award Scheme is limited to 10% of the issued share capital of the Company as at the adoption date (being 164,000,000 shares). The maximum number of Awarded Shares which may be awarded to a Selected Employee in any 12-month period up to and including the date of award shall not in aggregate exceed 1% of the issued share capital of the Company as at the adoption date (being 16,400,000 shares).

When a selected employee has satisfied all vesting conditions, which might include service and/or performance conditions, specified by the Board of the Company at the time of making the award and become entitled to the shares of the Company forming the subject of the award, the trustee shall transfer the relevant Awarded Shares to that employee at no cost. The Selected Employee however is not entitled to receive any income or distribution, such as dividend derived from the unvested Awarded Shares allocated to him/her.

No Awarded Shares was granted to the Directors of the Company for the year ended 31 December 2011.

Further details of the Share Award Scheme are disclosed in note 28 to the financial statements.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURE

Save as the Share Option Scheme and Share Award Scheme disclosed above, for the year ended 31 December 2011, the Company or any of its subsidiaries has not signed any agreements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights.

### 股份獎勵計劃

於二零一一年十月二十七日，本公司採納股份獎勵計劃。據此，本公司股份（「獎勵股份」）可根據股份獎勵計劃的計劃規則及信託契據條款授予本集團任何成員公司的獲選僱員（包括董事）（「獲選僱員」）。股份獎勵計劃於採納日期生效，除非另行終止或修訂，否則計劃將自該日期起10年（即至二零二一年十月二十六日）有效。

於股份獎勵計劃期間根據股份獎勵計劃獲准授出的獎勵股份總數不得超過本公司於採納日期已發行股本的10%（為164,000,000股）。向獲選僱員授出的獎勵股份最高數目在由授出股份之日（包含此日）起計的任何十二個月內合共不得超過本公司於採納日期已發行股本的1%（為16,400,000股）。

倘獲選僱員符合本公司董事會於作出有關獎勵列明的全部歸屬條件（其中可能包括對服務年期及／或表現的條件），便可獲取有關獎勵的本公司股份，受託人須無償向該名僱員轉讓有關獎勵股份。然而，獲選僱員無權收取任何收入或分派，如來自分配予彼的未歸屬獎勵股份的股息。

截至二零一一年十二月三十一日止年度，未向本公司的董事授予任何獎勵股份。

股份獎勵計劃於財務報表附註28披露。

### 董事購入股份或債權證的權利

除上文關於購股權計劃及股份獎勵計劃的披露外，截至二零一一年十二月三十一日止年度，本公司或其任何附屬公司概無簽訂任何協議，以讓董事通過購入本公司或任何其他法團的股份或債務證券（包括債權證）而獲利；董事、其配偶或18歲以下子女亦概無認購本公司證券的任何權利，或已行使任何此等權利。

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS  
AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES**

As at 31 December 2011, the following persons (not being a Director of our Company) have interests or short positions in the shares and underlying shares of the Company which have been disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

**Ordinary shares of HK\$0.1 each of the Company**

Name of shareholders 股東名稱		Number of shares 股份數目		Approximate percentage of issued share capital of the Company 佔本公司已發行股本 概約百分比	
		Long positions 長倉	Short positions 淡倉	Long positions 長倉	Short positions 淡倉
Guotai Junan Holdings Limited	國泰君安控股有限公司	1,230,000,000	Nil 無	75%	Nil 無
Guotai Junan Financial Holdings Limited (Note)	國泰君安金融控股 有限公司 (附註)	1,230,000,000	Nil 無	75%	Nil 無
Guotai Junan Securities Co., Ltd (Note)	國泰君安證券股份 有限公司 (附註)	1,230,000,000	Nil 無	75%	Nil 無

Note: Guotai Junan Holdings Limited is wholly owned by Guotai Junan Financial Holdings Limited which in turn is a wholly-owned subsidiary of Guotai Junan Securities Co., Ltd. Accordingly, Guotai Junan Financial Holdings Limited and Guotai Junan Securities Co., Ltd are deemed to have the same interest in the shares of the Company as Guotai Junan Holdings Limited.

**主要股東及其他人士於股份及相關股份的  
權益及淡倉**

於二零一一年十二月三十一日，下列人士（並非本公司董事）於本公司的股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部的條文已向本公司披露，或根據證券及期貨條例第336條，記錄於該條例內規定本公司須存置的登記冊內的權益或淡倉如下：

**本公司每股面值0.1港元的普通股**

附註：國泰君安控股有限公司由國泰君安金融控股有限公司全資擁有，而國泰君安金融控股有限公司則為國泰君安證券股份有限公司的全資附屬公司。因此，國泰君安金融控股有限公司及國泰君安證券股份有限公司被視為於本公司股份中擁有與國泰君安控股有限公司所擁有者相同的權益。

Save as disclosed above, as at 31 December 2011, the Company has not been notified by any persons (other than Directors or the chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文所披露者外，於二零一一年十二月三十一日，概無任何人士（不包括本公司董事或最高行政人員）知會本公司其於本公司股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露，或根據證券及期貨條例第336條，記錄於該條例內規定本公司須存置的登記冊內的權益或淡倉。

# Report of the Directors

## 董事會報告

Save as the continuing connected transactions disclosed below, no contracts concerning the management and administration of the whole or any substantial part of business of the Company or its subsidiaries were entered into or existed during the year.

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

#### (a) Cooperation Agreement for China B shares dealing and broking

On 17 June 2010, a co-operation agreement was entered between Guotai Junan Securities (Hong Kong) Limited, a wholly owned subsidiary of the Company, and Guotai Junan Securities Company Limited ("Guotai Junan") whereby Guotai Junan Securities (Hong Kong) Limited would maintain a China B share trading account with Guotai Junan and place orders on behalf of its customers to Guotai Junan. Guotai Junan would then execute the orders using its China B shares trading platform. The total amounts of commissions paid by Guotai Junan Securities (Hong Kong) Limited under the cooperation agreement for the three years ending 31 December 2012 should not exceed HK\$6.0 million, HK\$6.6 million and HK\$7.26 million respectively. The total commission paid to Guotai Junan for the year ended 31 December 2011 was HK\$4,232,000 which is also set out in Note 35(a)(i) to the financial statements on page 150 of this annual report.

除下文所披露的持續關連交易外，年內，本公司並無訂立或存在任何與本公司或其附屬公司全部或重大部份業務的管理或行政有關的合約。

### 關連交易及持續關連交易

#### (a) 有關中國B股交易及經紀的合作協議

於二零一零年六月十七日，本公司全資附屬公司國泰君安證券（香港）有限公司與國泰君安證券股份有限公司（「國泰君安」）訂立合作協議，據此，國泰君安證券（香港）有限公司將在國泰君安開設中國B股交易賬戶，並代表其客戶向國泰君安下單。國泰君安繼而使用其中國B股交易平台完成訂單。截至二零一二年十二月三十一日止三個年度，國泰君安證券（香港）有限公司根據合作協議支付的佣金總額分別不得超過6.0百萬港元、6.6百萬港元及7.26百萬港元。截至二零一一年十二月三十一日止年度付予國泰君安的佣金總額為4,232,000港元，上述金額亦載於本年報第150頁財務報表附註35(a)(i)。

**(b) Consultancy Service Agreement**

On 17 June 2010, a service agreement was entered between Guotai Junan (Hong Kong) Limited, a wholly owned subsidiary of the Company, and Guotai Junan Consultancy Services (Shenzhen) Co., Limited (which was subsequently amended by a supplemental agreement dated 19 April 2011) whereby Guotai Junan Consultancy Services (Shenzhen) Co., Limited would provide consultancy services relating to project management and economic information as well as marketing and planning to Guotai Junan (Hong Kong) Limited. The total amount of consultancy fee paid to Guotai Junan Consultancy Services (Shenzhen) Co., Limited under the service agreement for the three years ending 31 December 2012 should not exceed HK\$9.6 million, HK\$12 million and HK\$15 million respectively. The total consultancy fee paid to Guotai Junan Consultancy Services (Shenzhen) Co., Limited for the year ended 31 December 2011 was HK\$12,000,000 which is also set out in Note 35(a)(ii) to the financial statements on page 150 of this annual report.

**(b) 諮詢服務協議**

於二零一零年六月十七日，本公司全資附屬公司國泰君安(香港)有限公司與國泰君安諮詢服務(深圳)有限公司訂立服務協議(該協議已經於二零一一年四月十九日簽署的一份補充協議修訂)。據此，國泰君安諮詢服務(深圳)有限公司將向國泰君安(香港)有限公司提供有關經濟資訊及市場推廣及規劃的諮詢服務。截至二零一二年十二月三十一日止三個年度，根據服務協議付予國泰君安諮詢服務(深圳)有限公司的諮詢費總額分別不得超過9.6百萬港元、12百萬港元及15百萬港元。截至二零一一年十二月三十一日止年度付予國泰君安諮詢服務(深圳)有限公司的諮詢費總額為12,000,000港元，上述金額亦載於本年報第150頁財務報表附註35(a)(ii)。

# Report of the Directors

## 董事會報告

### (c) Investment Management Agreements

On 17 June 2010, a supplemental investment management agreement was entered into between Guotai Junan KS Select Equity Fund ("KS Fund") and Guotai Junan Fund Management Limited, a supplemental margin trading agreement was entered into between the KS Fund and Guotai Junan Securities (Hong Kong) Limited, a supplemental investment management agreement was entered into between Guotai Junan Funds SPC (for the account of Guotai Junan Harvest China Fund Segregated Portfolio) ("SPC Fund") and Guotai Junan Assets (Asia) Limited and a supplemental margin trading agreement was entered into between SPC Fund and Guotai Junan Securities (Hong Kong) Limited. Under the said supplemental agreements, Guotai Junan Securities (Hong Kong) Limited will provide securities trading services and margin facilities to both the KS Fund and SPC Fund. Guotai Junan Assets (Asia) Limited will act as the investment manager for the SPC Fund and Guotai Junan Fund Management Limited will act as the investment manager of KS Fund. The total amounts of aggregated fee paid by the KS Fund and SPC Fund for the three years ending 31 December 2012 should not exceed HK\$65 million, HK\$67.2 million and HK\$69.84 million respectively. The total fees paid to the Group for the year ended 31 December 2011 was HK\$9,861,000 which are also set out in Note 35(a)(iii) – (vi) to the financial statements on pages 150 and 151 of this annual report.

### (c) 投資管理協議

於二零一零年六月十七日，Guotai Junan KS Select Equity Fund（「KS Fund」）與國泰君安基金管理有限公司訂立投資管理補充協議，KS Fund與國泰君安證券（香港）有限公司訂立保證金交易補充協議，Guotai Junan Funds SPC（代表Guotai Junan Harvest China Fund Segregated Portfolio）（「SPC Fund」）與國泰君安資產管理（亞洲）有限公司訂立投資管理補充協議及SPC Fund與國泰君安證券（香港）有限公司訂立保證金交易補充協議。根據上述補充協議，國泰君安證券（香港）有限公司將向KS Fund及SPC Fund提供證券交易服務及保證金安排。國泰君安資產管理（亞洲）有限公司將擔任SPC Fund的投資經理，而國泰君安基金管理有限公司將擔任KS Fund的投資經理。截至二零一二年十二月三十一日止三個年度，KS Fund及SPC Fund支付的合共費用總額分別不得超過65百萬港元、67.2百萬港元及69.84百萬港元。截至二零一一年十二月三十一日止年度付予本集團的總費用為9,861,000港元，上述金額亦載於本年報第150和151頁財務報表附註35(a)(iii)至(vi)。

**(d) Investment Advisory Agreement and Client Agreement**

On 11 August 2010, an advisory agreement was entered between Guotai Junan Assets (Asia) Limited and Guotai Junan Securities Company Limited, the investment manager of a Qualified Domestic Institutional Investors (QDII) collective investment plan (the "QDII Scheme"), namely 國泰君安君富香江集合資產管理計劃 (Guotai Junan Jun Fu Xiang Jiang Collective Investment Plan), which was amended by a supplemental agreement dated 27 September 2011. Under the advisory agreement, Guotai Junan Assets (Asia) Limited was appointed as an investment advisor of the QDII Scheme and be entitled to advisory fee.

On 15 September 2010, a client agreement was entered between Guotai Junan Securities (Hong Kong) Limited and Guotai Junan Securities Company Limited, the investment manager of the QDII Scheme, which was amended by a supplemental agreement on 27 September 2011. Under the client agreement, Guotai Junan Securities (Hong Kong) Limited agreed to provide securities brokerage services to the QDII Scheme and be entitled to commission income.

On 25 September 2010, the relevant parties entered into agreements under which all rights and obligations of Guotai Junan Securities Company Limited as the investment manager of the QDII Scheme have been transferred to 上海國泰君安證券資產管理有限公司 (Shanghai Guotai Junan Securities Assets Management Limited), a wholly owned subsidiary of Guotai Junan Securities Company Limited.

The total amounts of aggregated fees paid by the QDII Scheme to Guotai Junan Assets (Asia) Limited and Guotai Junan Securities (Hong Kong) Limited under the agreements for the two years ended 31 December 2012 should not exceed HK\$4 million and HK\$9.4 million respectively. The total fees paid by the QDII Scheme for the year ended 31 December 2011 was HK\$1,205,000 which are also set out in Note 35(a)(x) to the financial statements on page 151 of this annual report.

**(d) 投資顧問協議及客戶協議**

於二零一零年八月十一日，國泰君安資產管理(亞洲)有限公司與國泰君安證券股份有限公司(一個合資格國內機構投資者集合資產管理計劃(「QDII計劃」)(即國泰君安君富香江集合資產管理計劃)的投資經理)訂立顧問協議，該協議已經於二零一一年九月二十七日簽署的一份補充協議修訂。根據顧問協議，國泰君安資產管理(亞洲)有限公司被委任為QDII計劃的投資顧問並將收取顧問費。

於二零一零年九月十五日，國泰君安證券(香港)有限公司與國泰君安證券股份有限公司(QDII計劃的投資經理)訂立客戶協議，該協議已經於二零一一年九月二十七日簽署的一份補充協議修訂。根據客戶協議，國泰君安證券(香港)有限公司同意為QDII計劃提供證券經紀服務並將收取有關佣金。

二零一零年九月二十五日，有關各方簽訂協議，國泰君安證券股份有限公司將其作為QDII計劃投資經理的權利和義務全部轉讓給上海國泰君安證券資產管理有限公司(為國泰君安股份有限公司的全資附屬公司)。

截至二零一二年十二月三十一日止兩個年度，QDII計劃根據有關協議向國泰君安(亞洲)有限公司及國泰君安證券(香港)有限公司支付的總費用額分別不得超過4百萬港元及9.4百萬港元。截至二零一一年十二月三十一日止年度，QDII計劃支付的總費用為1,205,000港元，此乃載於本年報第151頁財務報表的附註35(a)(x)。

# Report of the Directors

## 董事會報告

The independent non-executive Directors of the Company have reviewed and confirmed that the continuing connected transactions were entered into:-

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or on terms no less favorable to the Group than terms available to/from independent third parties; and
- (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in interests of the shareholders of the Company as a whole.

In accordance with paragraph 14A.38 of the Listing Rules, the Directors engaged the auditor of the Company to report on the above mentioned continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagement 3000 "Assurance Engagements Other Than Audits or Review of Historical Financial Information" ("HKSAE 3000") and with reference to Practice Note 740 "Auditor's letter on Continuing Connected Transactions under the Hong Kong Listing Rules" ("PN740") issued by the Hong Kong Institute of Certified Public Accountants.

The auditor has reported to the Directors in accordance with HKSAE 3000 and with reference to PN740 that the transactions:-

- (i) have been approved by the Board of the Company;
- (ii) are in accordance with the pricing policies of the Company;
- (iii) have been entered into in accordance with the relevant agreements governing such transactions; and
- (iv) have not exceeded the relevant CAPs disclosed in the listing prospectus of the Company dated 25 June 2010 and announcement dated 27 September 2011.

本公司獨立非執行董事已審閱該等持續關連交易，並確認該等交易乃：

- (i) 於本集團日常及一般業務過程中產生；
- (ii) 按一般商業條款或按不遜於本集團向獨立第三方提供及／或獲得的條款進行；及
- (iii) 根據規管交易的相關協議按公平合理及符合本公司股東整體利益的條款訂立。

根據上市規則第14A.38段，董事委任本公司核數師按照香港會計師公會頒布的香港鑒證業務準則第3000號下之「非審核或審閱過往財務資料之鑒證工作」規定（「HKSAE 3000」），並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」（「PN740」）審查上述持續關連交易。

核數師已按照HKSAE 3000並參照PN740的規定向董事報告，該等交易：

- (i) 已經本公司董事會批准；
- (ii) 乃按照本公司的定價政策進行；
- (iii) 乃按照規管該等交易的相關協議進行；及
- (iv) 並未超出本公司於二零一零年六月二十五日刊發的上市招股章程及於二零一一年九月二十七日刊發的公佈所披露的相關上限。

#### DIRECTORS' INTEREST IN COMPETING BUSINESSES

As at 31 December 2011, none of the Board members of the Company and their associates had any interests in an entity whose business competes or is likely to compete, either directly or indirectly, with the Company's business.

#### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

#### CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 12 to 21 of this report.

#### AUDITORS

During the year, PricewaterhouseCoopers retired as auditor of the Company and Ernst & Young, Certified Public Accountants, were appointed as auditor in the Company's annual general meeting. The appointment took effect from 28 April 2011. There has been no other changes of auditors in the past three years. The financial statements have been audited by Ernst & Young who will retire and being eligible offer themselves for re-appointment at the forthcoming annual general meeting of the Company to be held on 19 April 2012.

By order of the Board

**CHEN Geng**

*Chairman*

Hong Kong, 23 February 2012

#### 董事於競爭業務中之權益

於二零一一年十二月三十一日，本公司董事會成員及彼等各自的聯繫人概無於其業務與本公司業務直接或間接構成競爭或可能構成競爭的實體中擁有任何權益。

#### 公眾持股量的充足性

根據本公司可公開獲得的資料及據董事所知，於本年報日期，公眾至少持有本公司已發行股本總數的25%。

#### 企業管治

本公司的企業管治原則及常規載於本年報第12至21頁的企業管治報告內。

#### 核數師

於年內，羅兵咸永道會計師事務所退任本公司核數師，安永會計師事務所於本公司的股東週年大會上獲委任為本公司的新核數師，自二零一一年四月二十八日起生效。除此之外，本公司核數師於過去三年中並無其它變更。財務報表已由執業會計師安永會計師事務所審核，其將於二零一二年四月十九日舉行的本公司應屆股東週年大會上告退並膺選連任。

承董事會命

主席

**陳耿**

香港，二零一二年二月二十三日



# Independent Auditors' Report

## 獨立審計師報告



Ernst & Young  
22/F, CITIC Tower  
1 Tim Mei Avenue  
Central, Hong Kong

安永會計師事務所  
香港中環添美道1號  
中信大廈22樓

### TO THE SHAREHOLDERS OF GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

*(Incorporated in Hong Kong with limited liability)*

We have audited the consolidated financial statements of Guotai Junan International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 58 to 168, which comprise the consolidated and company statements of financial position as at 31 December 2011, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致國泰君安國際控股有限公司全體股東：

*(於香港成立的有限公司)*

我們審計了後附第58頁至第168頁的國泰君安國際控股有限公司（「貴公司」）及其子公司（統稱「貴集團」）的合併財務報表，包括二零一一年十二月三十一日的綜合及公司財務狀況表、截至二零一一年十二月三十一日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策和財務報表附註。

### 董事對合併財務報表的責任

貴公司董事負責按照香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的規定編製真實而公允列報的合併財務報表，以及對董事認為必要的內部控制負責，以使其編製的合併財務報表不存在由於舞弊或錯誤而導致的重大錯報。

### 審計師的責任

我們的責任是在執行審計工作的基礎上對上述合併財務報表發表審計意見。按照香港公司條例第141條的規定，我們僅向全體股東（作為一個整體）報告。除此之外，我們的報告不可用作其他用途。我們不就本報告的內容，對任何其他人士負責或承擔任何責任。

我們按照香港會計師公會頒布的《香港審計準則》的規定執行了審計工作。該準則要求我們遵守職業道德守則，計劃和執行審計工作以對上述合併財務報表是否不存在重大錯報獲取合理保證。

# Independent Auditors' Report

## 獨立審計師報告

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2011, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

**Ernst & Young**

*Certified Public Accountants*

Hong Kong

23 February 2012

審計工作涉及實施審計程序，以獲取有關合併財務報表金額和披露的審計證據。選擇的審計程序取決於審計師的判斷，包括對由於舞弊或錯誤導致的合併財務報表重大錯報風險的評估。在進行風險評估時，審計師考慮與編製真實而公允列報的合併財務報表相關的內部控制，以設計恰當的審計程序，但目的並非對內部控制的有效性發表意見。審計工作還包括評價董事選用會計政策的恰當性和作出會計估計的合理性，以及評價合併財務報表的總體列報。

我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。

### 審計意見

我們認為，上述合併財務報表已經按照《香港財務報告準則》的規定，真實而公允地反映了貴公司和貴集團二零一一年十二月三十一日的財務狀況以及貴集團二零一一年度的經營成果和現金流量，並已按照香港《公司條例》編製。

**安永會計師事務所**

*執業會計師*

香港

二零一二年二月二十三日

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

Year ended 31 December 2011

截至二零一一年十二月三十一日止年度

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Revenue	收益	5	700,729	652,317
Other income	其他收入	6	2,425	5,777
Revenue and other income	收益及其他收入		703,154	658,094
Staff costs	員工成本	7	(161,916)	(148,114)
Commission to account executives	客戶主任佣金		(44,241)	(55,516)
Other commission expenses	其他佣金開支		(41,170)	(36,306)
Performance fee expenses	表現費開支		(3,602)	(10,661)
Depreciation	折舊		(24,562)	(19,208)
Impairment of loans and advances to customers	貸款及客戶墊款減值	17	(139)	—
Impairment of accounts receivable	應收款項減值	18(d)	(181)	(10,006)
Other operating expenses	其他經營開支		(94,862)	(85,734)
Operating profit	經營溢利		332,481	292,549
Finance costs	融資成本	7	(2,246)	(4,142)
Profit before tax	除稅前溢利	7	330,235	288,407
Income tax expense	所得稅開支	8	(42,787)	(35,783)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>287,448</b>	252,624
Other comprehensive income for the year, net of tax	年內其他 全面收益，扣除稅項		—	—
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>		<b>287,448</b>	252,624
Attributable to:	以下各項應佔：			
Owners of the parent	母公司擁有人		287,706	250,685
Non-controlling interests	非控股權益		(258)	1,939
			<b>287,448</b>	252,624
Earnings per share attributable to ordinary equity holders of the parent – Basic and diluted	母公司普通股股東 應佔每股盈利 – 基礎及攤薄	10	17.5 cents	17.5 cents

Details of the dividends paid and proposed for the year are disclosed in note 9 to the financial statements.

年內已付及擬派股息的詳情於財務報表附註9中披露。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2011

於二零一一年十二月三十一日

		Notes	2011	2010
		附註	二零一一年	二零一零年
			HK\$'000	HK\$'000
			千港元	千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	446,893	450,401
Investment properties	投資物業	12	111,903	115,055
Intangible assets	無形資產	13	2,823	2,823
Other assets	其他資產	14	2,960	2,870
Deferred tax assets	遞延稅項資產	15	5,891	2,530
Held-to-maturity investments	持至到期投資	16	77,728	77,833
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>648,198</b>	651,512
<b>Current assets</b>	<b>流動資產</b>			
Loans and advances to customers	貸款及客戶墊款	17	2,064,215	1,975,894
Accounts receivable	應收款項	18	336,366	935,583
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19	18,035	11,970
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	20	150,716	84,099
Tax recoverable	可收回稅項		310	—
Client trust bank balances	客戶信託銀行結餘	21	6,121,768	5,874,971
Cash and cash equivalents	現金及現金等價物	21	661,856	441,631
<b>Total current assets</b>	<b>流動資產總額</b>		<b>9,353,266</b>	9,324,148
<b>Current liabilities</b>	<b>流動負債</b>			
Accounts payable	應付款項	23	(6,471,235)	(6,778,940)
Other payables and accrued liabilities	其他應付款項及應計款項	24	(77,788)	(106,161)
Interest-bearing bank borrowings	計息銀行借款	25	(200,000)	—
Tax payable	應付稅項		(11,344)	(17,154)
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>(6,760,367)</b>	(6,902,255)
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>2,592,899</b>	2,421,893
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>3,241,097</b>	3,073,405
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	15	(9,079)	(1,056)
<b>Net assets</b>	<b>資產淨值</b>		<b>3,232,018</b>	3,072,349

# Consolidated Statement of Financial Position (Continued)

## 綜合財務狀況表 (續)

As at 31 December 2011

於二零一一年十二月三十一日

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>Equity</b>	<b>權益</b>			
Share capital	股本	26	164,000	164,000
Share premium	股份溢價	26(v)	2,771,707	2,771,707
Other reserve	其他儲備	29(a)	(1,236,460)	(1,236,460)
Share-based compensation reserve	以股份為基礎補償儲備		12,805	—
Shares held under the share award scheme	根據股份獎勵計劃持有的股份		(9,384)	—
Proposed final dividend	擬派末期股息	9	98,116	82,000
Retained profits	保留溢利		1,425,064	1,284,674
Equity attributable to owners of the parent	母公司擁有人應佔權益		3,225,848	3,065,921
Non-controlling interests	非控股權益		6,170	6,428
<b>Total equity</b>	<b>權益總額</b>		<b>3,232,018</b>	<b>3,072,349</b>

Dr. Yim Fung

閻峰博士

Director

董事

Mr. Li Sang, Edward

李生先生

Director

董事

# Statement of Financial Position

## 財務狀況表

As at 31 December 2011

於二零一一年十二月三十一日

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investments in a subsidiary	於附屬公司投資	22	1,280,765	1,268,440
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>1,280,765</b>	<b>1,268,440</b>
<b>Current assets</b>	<b>流動資產</b>			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19	625	386
Due from a subsidiary	應收附屬公司款項	22	1,756,397	1,750,135
Cash and cash equivalents	現金及現金等價物	21	104	101
<b>Total current assets</b>	<b>流動資產總額</b>		<b>1,757,126</b>	<b>1,750,622</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Accrued liabilities	應計款項	24	(1,005)	(1,220)
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>(1,005)</b>	<b>(1,220)</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>1,756,121</b>	<b>1,749,402</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES AND NET ASSETS</b>	<b>總資產減流動負債及資產淨值</b>		<b>3,036,886</b>	<b>3,017,842</b>
<b>Equity</b>	<b>權益</b>			
Share capital	股本	26	164,000	164,000
Share premium	股份溢價	26	2,768,723	2,768,723
Share-based compensation reserve	以股份為基礎補償儲備		12,805	—
Shares held under the share award scheme	根據股份獎勵計劃持有的股份		(9,384)	—
Proposed final dividend	擬派末期股息	9	98,116	82,000
Retained profits	保留溢利	29(b)	2,626	3,119
<b>Total equity</b>	<b>權益總額</b>		<b>3,036,886</b>	<b>3,017,842</b>

Dr. Yim Fung

閻峰博士

Director

董事

Mr. Li Sang, Edward

李先生

Director

董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2011

截至二零一一年十二月三十一日止年度

		Equity attributable to owners of the parent 母公司擁有人應佔權益									
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Share- based compen- sation reserve 以股份 為基礎 補償儲備 HK\$'000 千港元	Shares held under the share award scheme 根據股份 獎勵計劃 持有的股份 HK\$'000 千港元	Proposed dividend 擬派股息 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Non- controlling interests 非控股 權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
Balance at 1 January 2010	於二零一零年 一月一日的結餘	—	—	31,980	—	—	—	1,148,789	1,180,769	4,489	1,185,258
Total comprehensive income for the year	年內全面 收益總額	—	—	—	—	—	—	250,685	250,685	1,939	252,624
Allotment of shares pursuant to the share swap (Note 26(ii))	根據股份掉期 配發股份 (附註 26(ii))	—	1,268,440	(1,268,440)	—	—	—	—	—	—	—
Capitalisation for issuance of new shares (Note 26(iii))	因發行新股份 而資本化 (附註 26(iii))	123,000	(123,000)	—	—	—	—	—	—	—	—
Share issuance pursuant to the Global Offering (Note 26(iv))	根據全球發售的 股份發行 (附註 26(iv))	41,000	1,722,000	—	—	—	—	—	1,763,000	—	1,763,000
Share issuance costs incurred (Note 26(v))	產生的股份發行 費用 (附註 26(v))	—	(95,733)	—	—	—	—	—	(95,733)	—	(95,733)
Interim dividend declared (Note 9)	宣派中期股息 (附註 9)	—	—	—	—	—	—	(32,800)	(32,800)	—	(32,800)
Proposed final dividend (Note 9)	擬派末期股息 (附註 9)	—	—	—	—	—	82,000	(82,000)	—	—	—
Balance at 31 December 2010 and 1 January 2011	於二零一零年 十二月三十一日 及二零一一年 一月一日的結餘	164,000	2,771,707	(1,236,460)	—	—	82,000	1,284,674	3,065,921	6,428	3,072,349

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2011

截至二零一一年十二月三十一日止年度

### Equity attributable to owners of the parent 母公司擁有人應佔權益

		Share capital	Share premium	Other reserve	Share-based compensation reserve	Shares held under the share award scheme	Proposed dividend	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	其他儲備	以股份為基礎補償儲備	根據股份獎勵計劃持有的股份	擬派股息	保留溢利	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	—	—	287,706	287,706	(258)	287,448
Fair value of share-based payment in respect of share options granted (Note 27)	有關已授出購股權的以股份為基礎付款的公平值 (附註 27)	—	—	—	12,805	—	—	—	12,805	—	12,805
Purchase of shares held under the share award scheme (Note 28)	根據股份獎勵計劃購買而持有的股份 (附註 28)	—	—	—	—	(9,384)	—	—	(9,384)	—	(9,384)
Final dividend paid (Note 9)	支付末期股息 (附註 9)	—	—	—	—	—	(82,000)	—	(82,000)	—	(82,000)
Interim dividend declared (Note 9)	宣派中期股息 (附註 9)	—	—	—	—	—	—	(49,200)	(49,200)	—	(49,200)
Proposed final dividend (Note 9)	擬派末期股息 (附註 9)	—	—	—	—	—	98,116	(98,116)	—	—	—
Balance at 31 December 2011	於二零一一年十二月三十一日的結餘	164,000	2,771,707	(1,236,460)	12,805	(9,384)	98,116	1,425,064	3,225,848	6,170	3,232,018



# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2011

截至二零一一年十二月三十一日止年度

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Net cash flows from/(used in) operating activities	經營活動所得／(所用) 現金流量淨額	33	178,738	(845,260)
<b>Cash flows from investing activities</b>	<b>投資活動現金流量</b>			
Purchases of property, plant and equipment	購買物業、設備及廠房	11	(17,929)	(114,972)
Purchases of investment properties	購買投資物業	12	—	(115,055)
Dividend paid to shareholders	向股東支付股息	9	(131,200)	(32,800)
Purchase of held-to-maturity investments	購買持至到期投資	16	—	(77,833)
Net cash flows used in investing activities	投資活動所用現金流量淨額		(149,129)	(340,660)
<b>Cash flows from financing activities</b>	<b>融資活動現金流量</b>			
Repayment of bank loans	償還銀行貸款		—	(500,000)
New bank loans	新增銀行貸款	25	200,000	—
Proceeds from issue of shares, net of expenses	發行股份所得款項，扣除開支		—	1,667,267
Purchase of shares held under the share award scheme	根據股份獎勵計劃購買而持有的股份		(9,384)	—
Net cash flows from financing activities	融資活動現金流量淨額		190,616	1,167,267
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等價物 增加／(減少)淨額</b>		220,225	(18,653)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		441,631	460,284
Cash and cash equivalents at end of year	年末現金及現金等價物		661,856	441,631
<b>Analysis of balances of cash and cash equivalents</b>	<b>現金及現金等價物 的結餘分析</b>			
Cash and bank balances	現金及銀行結餘		319,798	296,812
Non-pledged time deposits with original maturity of less than three months when acquired	回收時原到期日不足三個月 的未抵押定期存款		342,058	144,819
			661,856	441,631

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### I. GENERAL INFORMATION

Guotai Junan International Holdings Limited (the "Company") was incorporated on 8 March 2010 in Hong Kong with limited liability under the Hong Kong Companies Ordinance (Cap 32) and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 8 July 2010. The registered office address of the Company is 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong. The Company is an investment holding company and its subsidiaries are principally engaged in dealing and broking, loans and financing activities, corporate finance, asset management and investment holdings.

The Company's immediate holding company and ultimate holding company are Guotai Junan Holdings Limited and Guotai Junan Securities Company Limited, respectively.

These financial statements were approved and authorised for issue by the Board of Directors on 23 February 2012.

#### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance (Cap 32). They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value.

These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise stated.

### 1. 一般資料

本公司為於二零一零年三月八日根據香港公司條例(香港法例第32章)在香港註冊成立之有限公司, 本公司的股份於二零一零年七月八日在香港聯合交易所有限公司(「聯交所」)主板上市。本公司註冊辦事處的地址為香港皇后大道中181號新紀元廣場低座27樓。本公司為投資控股公司, 其附屬公司主要從事買賣及經紀、貸款及融資活動、企業融資、資產管理及投資業務。

本公司的直接控股公司及最終控股公司分別為國泰君安控股有限公司及國泰君安證券股份有限公司。

該等財務報表已於二零一二年二月二十三日獲董事會批准及授權刊發。

#### 2.1 編製基準

該等財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」, 其包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例(香港法例第32章)編製。除按公平值計入損益的金融資產以公平值計量外, 該等財務報表已根據歷史成本慣例編製。

該等財務報表均以港元列賬, 而除另有列明者外, 所有數值均約整至最接近千位數。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.1 BASIS OF PREPARATION (continued)

#### Basis of consolidation

The financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2011. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate.

### 2.1 編製基準 (續)

#### 綜合基準

財務報表載有截至二零一一年十二月三十一日止年度的本公司及其附屬公司(統稱「本集團」)財務報表。附屬公司的財務報表乃與本公司於相同申報期間採納一致的會計政策編製。附屬公司自收購日期(即本集團取得控制權當日)起綜合入賬，並將一直綜合入賬直至該控制權終止。所有集團內公司間結餘、交易以及因集團內公司間交易產生的未變現盈虧及股息均會於綜合賬日時悉數抵銷。

即使會產生虧損結餘，附屬公司的全面收益總額仍會歸屬於非控制性權益。

於附屬公司擁有權權益的變動(並無失去控制權)於入賬時列作權益交易。

倘本集團失去附屬公司的控制權，則會終止確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控制性權益的賬面值；及(iii)計入權益的累計匯兌差額；並確認(i)已收代價的公平值；(ii)任何獲保留投資的公平值；及(iii)計入損益的盈餘或虧損。先前於其他全面收益已確認的本集團應佔成份，乃視乎情況重新分類至損益或保留溢利。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

### 2.2 會計政策變動及披露

本集團已就本年度的財務報表首次採納以下新訂及經修訂香港財務報告準則。

Standard/ interpretation 準則／詮釋	Content 內容	Applicable for financial years beginning on/ after 適用於下列日期或之後 開始的財政年度
HKAS 32 Amendment 香港會計準則第 32 號的修訂	Amendment to HKAS 32 <i>Financial Instruments: Presentation – Classification of Rights Issues</i> 香港會計準則第32號的修訂 金融工具：呈列－供股的分類	1 February 2010 二零一零年二月一日
HK (IFRIC) - Int 19 香港（國際財務報告詮釋 委員會）－詮釋第19號	<i>Extinguishing Financial Liabilities with Equity Instruments</i> 以權益工具消除金融負債	1 July 2010 二零一零年七月一日
HKFRS 1 Amendment 香港財務報告準則第 1 號的修訂	Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters</i> 香港財務報告準則第1號的修訂首次採納香港財務報告準則－首次採納者香港財務報告準則第7號披露比較的有限豁免	1 July 2010 二零一零年七月一日
HK(IFRIC)-Int 14 Amendments 香港（國際財務報告詮釋委員會） －詮釋第14號的修訂	Amendments to HK(IFRIC)-Int 14 <i>Prepayments of a Minimum Funding Requirement</i> 香港（國際財務報告詮釋委員會）－詮釋第14號的 修訂最低資金規定的預付款	1 January 2011 二零一一年一月一日
<i>Improvements to HKFRSs 2010</i> 二零一零年香港財務報告 準則的改進	Amendments to a number of HKFRSs issued in May 2010 於二零一零年五月頒佈的一系 列香港財務報告準則的修訂	1 January 2011 二零一一年一月一日

The adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

採納新訂及經修訂香港財務報告準則並未對該等財務報表產生重大財務影響。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

### 2.3 已頒佈惟尚未生效的香港財務報告準則

本集團尚未於該等財務報表中採用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

Standard/ interpretation 準則／詮釋	Content 內容	Applicable for financial years beginning on/ after 適用於下列日期或之後 開始的財政年度
HKFRS 1 Amendments 香港財務報告準則第1號的修訂	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i> 香港財務報告準則第1號的修訂首次採納香港財務報告準則 – 嚴重惡性通脹及首次採納者刪除固定日期	1 July 2011 二零一一年七月一日
HKFRS 7 Amendments 香港財務報告準則第7號的修訂	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Transfers of Financial Assets</i> 香港財務報告準則第7號的修訂 金融工具：披露 – 轉讓金融資產	1 July 2011 二零一一年七月一日
HKFRS 9 香港財務報告準則第9號	<i>Financial Instruments</i> 金融工具	1 January 2015 二零一五年一月一日
HKFRS 10 香港財務報告準則第10號	<i>Consolidated Financial Statements</i> 綜合財務報表	1 January 2013 二零一三年一月一日
HKFRS 11 香港財務報告準則第11號	<i>Joint Arrangements</i> 共同安排	1 January 2013 二零一三年一月一日
HKFRS 12 香港財務報告準則第12號	<i>Disclosure of Interest in Other Entities</i> 於其他實體的權益披露	1 January 2013 二零一三年一月一日
HKFRS 13 香港財務報告準則第13號	<i>Fair Value Measurement</i> 公平值計量	1 January 2013 二零一三年一月一日
HKAS 1 Amendments 香港會計準則第1號的修訂	<i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i> 呈列財務報表 – 呈列其他全面收益項目	1 July 2012 二零一二年七月一日

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

### 2.3 已頒佈惟尚未生效的香港財務報告準則 (續)

Standard/ interpretation 準則／詮釋	Content 內容	Applicable for financial years beginning on/ after 適用於下列日期或之後 開始的財政年度
HKAS 12 Amendments 香港會計準則第 12 號的修訂	Amendments to HKAS 12 <i>Income Taxes – Deferred Tax:</i> <i>Recovery of Underlying Assets</i> 香港會計準則第12號的修訂 所得稅－遞延稅項：恢復相關資產	1 January 2012 二零一二年一月一日
HKAS 19 (2011) 香港會計準則第19號 (二零一一年)	<i>Employee Benefits</i> 僱員福利	1 January 2013 二零一三年一月一日
HKAS 27 (2011) 香港會計準則第27號 (二零一一年)	<i>Separate Financial Statements</i> 獨立財務報表	1 January 2013 二零一三年一月一日
HKAS 28 (2011) 香港會計準則第28號 (二零一一年)	<i>Investments in Associates and Joint Ventures</i> 於聯營公司及合資公司的投資	1 January 2013 二零一三年一月一日
HK(IFRIC)-Int 20 香港(國際財務報告詮釋 委員會)－詮釋第20號	<i>Stripping Costs in the Production Phase of a Surface Mine</i> 地表礦藏於生產階段的剝除成本	1 January 2013 二零一三年一月一日

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those changes that are expected to significantly affect the Group is as follows:

- HKFRS 9 *Financial Instruments*

HKFRS 9 issued in November 2009 is the first part of phase I of a comprehensive project to entirely replace HKAS 39 *Financial Instruments: Recognition and Measurement*. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of HKAS 39.

In November 2010, the HKICPA issued additions to HKFRS 9 to address financial liabilities (the "Additions") and incorporated in HKFRS 9 the current derecognition principles of financial instruments of HKAS 39. Most of the Additions were carried forward unchanged from HKAS 39, while changes were made to the measurement of financial liabilities designated at fair value through profit or loss using the fair value option ("FVO"). For these FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income ("OCI"). The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. However, loan commitments and financial guarantee contracts which have been designated under the FVO are scoped out of the Additions.

### 2.3 已頒佈惟尚未生效的香港財務報告準則 (續)

該等有關預期對本集團產生重大影響的變動詳情如下：

- 香港財務報告準則第9號金融工具

於二零零九年十一月頒佈的香港財務報告準則第9號為全面項目第1階段的首部分，以完全取代香港會計準則第39號金融工具：確認及計量。此階段主力分類及計量金融資產。實體不會將金融資產分為四類，而是根據實體的業務模式及按照管理金融資產及金融資產的合約現金流量性質，將其後按攤銷成本或公平值計量的金融資產分類。相較於香港會計準則第39號的規定，此舉旨在改善及簡化分類及計量金融資產的方法。

於二零一零年十一月，香港會計師公會頒佈香港財務報告準則第9號增補項目（「增補項目」）解釋金融負債，並將目前香港會計準則第39號的金融工具取消確認原則收錄於香港財務報告準則第9號。大部分增補項目從香港會計準則第39號按原文轉載，同時亦以公平值選項（「公平值選項」）對計量指定按公平值計入損益的金融資產作出變更。就該等公平值選項負債而言，屬於信貸風險變動的負債公平值變動金額必須於其他全面收益（「其他全面收益」）中呈列。除非在其他全面收益中呈列有關負債信貸風險的公平值變動會在損益中產生或擴大會計不協調，否則公平值變動的餘額於損益中呈列。然而，公平值選項指定的貸款承諾及金融擔保合約不屬增補項目的範圍之內。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- HKFRS 9 *Financial Instruments* (continued)

HKAS 39 is aimed to be replaced by HKFRS 9 in its entirety. Before this entire replacement, the guidance in HKAS 39 on hedge accounting and impairment of financial assets continues to apply. The Group expects to adopt HKFRS 9 from 1 January 2015.

- HKFRS 10 *Consolidated Financial Statements*, HKFRS 11 *Joint Arrangements and HKFRS 12 Disclosure Of Interests In Other Entities*

HKFRS 10 establishes a single control model that applies to all entities including special purpose entities or structured entities. It includes a new definition of control which is used to determine which entities are consolidated. The changes introduced by HKFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled, compared with the requirements in HKAS 27 and HK(SIC)-Int 12 *Consolidation – Special Purpose Entities*. HKFRS 10 replaces the portion of HKAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements. It also includes the issues raised in HK(SIC)-Int 12.

### 2.3 已頒佈惟尚未生效的香港財務報告準則 (續)

- 香港財務報告準則第9號金融工具 (續)

香港會計準則第39號旨在由香港財務報告準則第9號完全取代。在完全取代之前，香港會計準則第39號有關金融資產對沖會計法及減值的指引仍繼續適用。自二零一五年一月一日起，本集團預期採納香港財務報告準則第9號。

- 香港財務報告準則第10號綜合財務報表、香港財務報告準則第11號共同安排及香港財務報告準則第12號於其他實體的權益披露

香港財務報告準則第10號制訂適用於所有實體(包括特殊目的實體或結構性實體)的單一監控模式。其包括用於決定綜合哪些實體的監控新定義。相較於香港會計準則第27號及香港(常務詮釋委員會)－詮釋第12號綜合－特殊目的實體的規定，香港財務報告準則第10號引進的變動要求本集團管理層對決定控制哪些實體作出判斷。香港財務報告準則第10號取代香港會計準則第27號綜合及獨立財務報表解釋綜合財務報表會計法的部分。其亦載有香港(常務詮釋委員會)－詮釋第12號中提出的問題。



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- HKFRS 10 *Consolidated Financial Statements*, HKFRS 11 *Joint Arrangements and HKFRS 12 Disclosure Of Interests In Other Entities* (continued)

HKFRS 11 replaces HKAS 31 *Interests in Joint Ventures* and HK(SIC)-Int 13 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers*. It describes the accounting for joint arrangements with joint control. It addresses only two forms of joint arrangements, i.e., joint operations and joint ventures, and removes the option to account for joint ventures using proportionate consolidation.

HKFRS 12 includes the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities that are previously included in HKAS 27 *Consolidated and Separate Financial Statements*, HKAS 31 *Interests in Joint Ventures* and HKAS 28 *Investments in Associates*. It also introduces a number of new disclosure requirements for these entities.

Consequential amendments were made to HKAS 27 and HKAS 28 as a result of the issuance of HKFRS 10, HKFRS 11 and HKFRS 12. The Group expects to adopt HKFRS 10, HKFRS 11, HKFRS 12, and the consequential amendments to HKAS 27 (2011) and HKAS 28 (2011) from 1 January 2013.

### 2.3 已頒佈惟尚未生效的香港財務報告準則 (續)

- 香港財務報告準則第10號綜合財務報表、香港財務報告準則第11號共同安排及香港財務報告準則第12號於其他實體的權益披露 (續)

香港財務報告準則第11號取代了香港會計準則第31號合資公司的權益及香港(常務詮釋委員會)－詮釋第13號共同控制實體－合資方的非貨幣性注資。其闡述了連同共同監控的共同安排會計法。其僅解釋兩種形式的共同安排(即共同經營及合資公司)，並移除合資公司按比例的綜合方式計算的選項。

香港財務報告準則第12號載有過往載於香港會計準則第27號綜合及獨立財務報表、香港會計準則第31號於合資公司的權益及香港會計準則第28號於聯營公司的投資有關附屬公司、共同安排、聯營公司及結構性實體的披露規定。其亦就該等實體引入一系列新披露規定。

已因頒佈香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號而對香港會計準則第27號及香港會計準則第28號作出相應修訂。本集團預期自二零一三年一月一日起採納香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號以及有關香港會計準則第27號及香港會計準則第28號的相應修訂。

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- HKFRS 13 *Fair Value Measurement*

HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs.

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Subsidiaries

A subsidiary is an entity in which the Company, directly or indirectly, controls more than half of its voting power or issued share capital or controls the composition of its board of directors; or over which the Company has a contractual right to exercise a dominant influence with respect to that entity's financial and operating policies.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

### 2.3 已頒佈惟尚未生效的香港財務報告準則 (續)

- 香港財務報告準則第13號公平值計量

香港財務報告準則第13號載有公平值的精確定義及公平值計量的單一源頭以及各項香港財務報告準則用途的披露規定。倘因其他香港財務報告準則規限或批准而已使用該準則，則該準則並無改變本集團須使用公平值的情況，惟須就公平值的應用辦法提供指引。

### 2.4 主要會計政策概要

#### 附屬公司

附屬公司為本公司直接或間接控制其過半數投票權或擁有過半數已發行股本或本公司擁有就該實體財務及經營政策發揮重大影響的合約權利的實體。

附屬公司的業績以已收及應收股息為限計入本公司收益表內。本公司於附屬公司的投資乃按成本減任何減值虧損列賬。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

### 2.4 主要會計政策概要(續)

#### 非金融資產減值

倘有跡象顯示資產出現減值，或須對資產進行年度減值測試(金融資產除外)，則會估計該項資產的可收回金額。資產的可收回金額為該資產或現金產生單位的使用價值與其公平值減出售成本(以較高者為準)，並就個別資產予以釐定，除非該資產並不產生很大程度上獨立於其他資產或資產組別的現金流入，則在此情況下，可收回金額乃就該資產所屬現金產生單位予以釐定。

減值虧損僅於資產的賬面值超過其可收回金額時確認。評估使用價值時，估計未來現金流量會以反映現時市場對該資產的貨幣時間價值及特定風險評估的稅前折現率，折現至其現值。減值虧損於產生期間內在損益賬中與已減值資產功能一致的支出類別內扣除。

於各報告期結束時須評估是否有跡象顯示過往確認減值虧損不再存在或已減少。如存在該跡象，則會估計可收回金額。過往確認的資產減值虧損，僅會於用以釐定該資產可收回金額的估計改變時撥回，惟撥回後的金額不得高於假設過往年度並無就資產確認減值虧損而應已釐定的賬面值(扣除任何折舊)。減值虧損撥回於產生期間計入損益賬。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold land under finance lease	Shorter of remaining lease term or useful life of the building
Buildings	25-40 years
Leasehold improvements	3 years
Office equipment	3 years
Furniture and fixtures	3 years
Motor vehicles	3 years

### 2.4 主要會計政策概要 (續)

#### 物業、廠房及設備與折舊

物業、廠房及設備乃以成本減累計折舊及任何減值虧損後列賬。物業、廠房及設備項目成本包括其購買價及使該項資產處於現行運作狀況及地點以供所擬用途的直接應佔成本。

物業、廠房及設備項目投入運作後的支出，如維修及保養費用，一般於產生期間自損益賬扣除。在符合確認標準的情況下，用於重大檢測的開支將作為重置該資產，並撥作資本性費用列入該資產的賬面值中。倘物業、廠房及設備的重要部分需不時更換，本集團會將該等部分確認為具特定可使用年期及折舊的個別資產。

物業、廠房及設備項目乃按直線法，就其估計可使用年期，撇銷成本至其剩餘價值計算折舊。就此而採用的主要年率如下：

分類為融資租約的租賃土地	樓宇的剩餘租賃年期或可使用年期 (以較短者為準)
樓宇	二十五至四十年
租賃物業裝修	三年
辦公室設備	三年
傢俬及裝置	三年
汽車	三年

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation (continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

#### Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured at cost less accumulated depreciation (refer to the accounting policy for "Property, plant and equipment and depreciation") and any impairment losses.

An item of investment property and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

### 2.4 主要會計政策概要 (續)

#### 物業、廠房及設備與折舊 (續)

當物業、廠房及設備項目的部分各有不同可使用年期，該項目的成本按合理基準在各部分中分配，而各部分個別折舊。剩餘價值、可使用年期及折舊方法在適當情況下至少於每個財政年度結束時進行檢討並調整。

物業、廠房及設備項目以及初始確認的任何重大部分於出售，或預期使用或出售不再帶來未來經濟效益時，終止確認。在終止確認資產年度內於損益賬所確認的出售或報銷盈虧，指有關資產的銷售所得款項淨額與賬面值的差額。

#### 投資物業

投資物業乃持作賺取租金收入及／或作資本增值的土地及樓宇權益，而非用於生產或供應貨品或服務；或非用作行政用途；或非作日常業務過程中的銷售。該等物業按成本減累計折舊（請參閱「物業、廠房及設備與折舊」會計政策）及任何減值虧損計算。

物業、廠房及設備項目以及初始確認的任何重大部分於出售，或預期使用或出售不再帶來未來經濟效益時，終止確認。在終止確認資產年度內於損益賬所確認的出售或報銷盈虧，指有關資產的銷售所得款項淨額與賬面值的差額。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Intangible assets

Intangible assets are measured on initial recognition at cost. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets, representing club membership and eligibility rights to trade on or through The Hong Kong Stock Exchange Limited (the "Stock Exchange") and The Hong Kong Futures Exchange Limited, with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

### 2.4 主要會計政策概要 (續)

#### 無形資產

無形資產初始確認時按成本計量。無形資產可分為有特定可使用年期或無特定使用限期。有特定可使用年期的無形資產於可使用經濟年期內攤銷，並評估是否有跡象顯示無形資產可能出現減值。有特定可使用年期的無形資產的攤銷年期及攤銷方法最少於各年結日檢討一次。

無特定使用限期的無形資產包括會所會員資格及符合資格於香港聯合交易所有限公司（「聯交所」）及香港期貨交易所有限公司或透過其進行買賣的合資格權利，乃個別或按現金產生單位組別按年進行減值測試。該等無形資產無須攤銷。無特定使用限期的無形資產的可使用年期會每年檢討，以釐定無特定使用限期評估是否仍然適合。如不適用，資產由無特定使用限期轉至有特定可使用年期作出評估的改變，乃按未來使用基準入賬。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

### 2.4 主要會計政策概要(續)

#### 租賃

將資產所有權(法定業權除外)的絕大部份報酬與風險轉移至本集團的租賃入賬列為融資租賃。而自融資租賃開始時,租賃資產的成本按最低租賃費用的現值撥充資本,並連同債務(不計利息)列賬,以反映購入及融資情況。以撥作資本的融資租賃持有的資產(包括融資租賃下預付費土地租賃付款)列為物業、廠房及設備,並按資產的租期與估計可用年期兩者之中較短者折舊。該等租賃的融資成本於損益賬內扣除,以按租期計算不變固定扣除率。

資產所有權的絕大部分回報及風險仍歸於出租人的租賃入賬列作經營租賃。倘本集團為出租人,本集團按經營租賃租賃的資產列為非流動資產,而按經營租賃應收的租金會按租期以直線法計入損益賬。當本集團為承租人,經營租賃項下應付租金在扣除自出租人收取的任何獎勵金後,按租賃年期以直線法自損益賬中扣除。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Investments and other financial assets

#### Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, and held-to-maturity investments. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

The Group's financial assets include cash and bank balances, client trust bank balances, loans and advances to customers, accounts receivable, other receivables and quoted and unquoted financial instruments.

#### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

- Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term.

## 2.4 主要會計政策概要 (續)

### 投資及其他金融資產

#### 初始確認及計量

介乎香港會計準則第39號所定範圍內的金融資產乃分類為按公平值計入損益的金融資產、貸款及應收款項及持至到期投資。本集團於初始確認時釐定金融資產的分類。當初始確認金融資產時，以公平值計量，並就並非按公平值計入損益的金融資產加上交易成本。

所有循正常途徑買賣的金融資產於交易日(即本集團承諾購買或出售該資產當日)確認。循正常途徑買賣指規定須於市場所規定或按慣例一般既定的期間內付運資產的金融資產買賣。

本集團金融資產包括現金及銀行結餘、客戶信託銀行結餘、貸款及客戶墊款、應收賬款、其他應收賬款及已報價及未報價金融工具。

#### 隨後計量

金融工具的隨後計量取決於其分類如下：

- 按公平值計入損益的金融資產

按公平值計入損益的金融資產包括持作買賣金融資產及於初始確認時指定為按公平值計入損益的金融資產。倘所收購的金融資產主要用於在短期內銷售，金融資產乃歸類為持作買賣。



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### Subsequent measurement (continued)

The subsequent measurement of financial assets depends on their classification as follows: (continued)

- Financial assets at fair value through profit or loss (continued)

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for “Revenue recognition” below.

Financial assets designated upon initial recognition at fair value through profit or loss are designated at the date of initial recognition and only if the criteria under HKAS 39 are satisfied.

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation as these instruments cannot be reclassified after initial recognition.

### 2.4 主要會計政策概要 (續)

#### 投資及其他金融資產 (續)

##### 隨後計量 (續)

金融工具的隨後計量取決於其分類如下：(續)

- 按公平值計入損益的金融資產 (續)

按公平值計入損益的金融資產於財務狀況表按公平值列賬，公平值變動淨額於損益賬確認。該等公平值變動淨額並不包括根據下文「收益確認」載列的政策所確認此等金融資產賺取的股息或利息。

於初始確認時指定為按公平值計入損益的金融資產僅在香港會計準則第39號下標準獲達成情況下於初始確認日期獲指定。

本集團評估按公平值計入損益的金融資產(持作買賣)，以評定在短期內銷售該金融資產的意向是否仍然適當。當本集團在不活躍市場下未能出售該金融資產，及管理層出售該金融資產的意向在可見未來會重大改變，本集團或會在罕見情況下將此等金融資產重新歸類。按公平值計入損益的金融資產重新歸類為貸款及應收款項、可供出售金融投資或持至到期投資乃取決於其資產性質。此評估並不影響任何指定採用公平值選擇的按公平值計入損益的金融資產，原因為該等工具無法於初始確認後重新歸類。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### Subsequent measurement (continued)

The subsequent measurement of financial assets depends on their classification as follows: (continued)

- Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance income in profit or loss. The loss arising from impairment is recognised in profit or loss.

- Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held to maturity when the Group has the positive intention and ability to hold them to maturity. Held-to-maturity investments are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance income in profit or loss. The loss arising from impairment is recognised in profit or loss.

### 2.4 主要會計政策概要 (續)

#### 投資及其他金融資產 (續)

##### 隨後計量 (續)

金融工具的隨後計量取決於其分類如下：(續)

- 貸款及應收款項

貸款及應收款項為具有固定的或可釐定付款，但在活躍市場中無報價的非衍生金融資產。初步計量後，該等資產其後以實際利率法，以攤銷成本減去任何減值撥備列賬。攤銷成本乃計及收購的任何折讓或溢價後計算，並包括屬於實際利率組成部分的費用或成本。實際利率攤銷計入損益賬的融資收入。減值產生的虧損於損益賬確認。

- 持至到期投資

具有固定或可予釐定付款及固定到期日的非衍生金融資產於本集團擁有將其持至到期的正面意向及能力時獲分類為持至到期。持至到期投資其後以實際利率法，以攤銷成本減去任何減值撥備列賬。攤銷成本乃計及收購的任何折讓或溢價後計算，並包括屬於實際利率組成部分的費用或成本。實際利率攤銷計入損益賬的融資收入。減值產生的虧損於損益賬確認。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### 2.4 主要會計政策概要 (續)

#### 終止確認金融資產

金融資產(或(如適用)一項金融資產部分或類似金融資產組別的部分)在下列情況下將終止確認:

- 自該資產收取現金流量的權利屆滿;或
- 本集團已轉讓自資產收取現金流量的權利,或有責任根據「轉手」安排,在無重大延誤的情況下將已收取的現金流量全部支付予第三方;及(a)本集團已轉讓該資產的絕大部分風險及回報,或(b)本集團概無轉讓亦無保留該資產的絕大部分風險及回報,但已轉讓資產的控制權。

倘本集團已轉讓其收取資產現金流量的權利或已訂立轉手安排,其會評估其是否及何種程度上保留資產所有權的風險及回報。當其概無轉讓亦無保留該資產絕大部分風險及回報,亦無轉讓該資產的控制權,則按本集團持續參與該資產的程度確認。在此情況下,本集團亦會確認相關負債。已轉讓資產及相關負債以本集團保留的相關權利及義務為基準計量。

持續參與指已轉讓資產以擔保方式按該資產原賬面值與本集團可能須償還的最高代價兩者的較低者計量。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

#### *Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

## 2.4 主要會計政策概要(續)

### 金融資產減值

本集團於各報告期完結時評估是否存在任何客觀證據顯示一項金融資產或一組金融資產出現減值。倘且只會倘因初始確認該資產後發生的一項或多項事件(所引致的「虧損事件」)導致出現客觀減值跡象，而該虧損事件對金融資產或一組金融資產的估計未來現金流量構成影響，並能可靠地估算，則金融資產或一組金融資產被視為已減值。減值證據可能包括以下跡象：債務人或一組債務人正面臨重大財務困難、違約或未能償還利息或本金，有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

#### *按攤銷成本列賬的金融資產*

就按攤銷成本列賬的金融資產而言，本集團首先會按個別基準就個別屬重大的金融資產或按組合基準就個別不屬重大的金融資產，評估是否存在客觀減值跡象。倘本集團認定按個別基準經評估的金融資產(無論重要性與否)並無客觀跡象顯示存有減值，則該項資產會計入一組具有相似信貸風險特性的金融資產內，並共同評估該組金融資產是否存在減值。經個別減值評估並確認或繼續確認出現減值虧損的資產，不會計入組合減值評估內。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in profit or loss.

#### Financial liabilities

##### Initial recognition and measurement

The Group's financial liabilities include accounts and other payables, and bank borrowings. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs.

### 2.4 主要會計政策概要(續)

#### 金融資產減值(續)

##### 按攤銷成本列賬的金融資產(續)

倘有客觀跡象顯示出現減值虧損，則虧損金額按該資產賬面值與估計未來現金流量(不包括並未產生的未來信貸虧損)現值兩者的差額計量。估計未來現金流量的現值以金融資產的原實際利率(即初次確認時計算的實際利率)折現。倘貸款的利率為浮動利率，則計量任何減值虧損的折現率為當前實際利率。

該資產的賬面值會通過使用撥備抵賬而減少，而虧損金額於損益賬確認。利息收入於減少後的賬面值中持續產生，且採用計量減值虧損時用以折現未來現金流量的利率累計。若貸款及應收款項於日後並無收回的可能性及所有抵押品已發還或已轉讓予本集團，則需連同任何相關撥備一併撇銷。

倘若在往後期間估計減值虧損金額由於確認減值後發生的事項增加或減少，則透過調整撥備賬，增加或減少先前確認的減值虧損。倘於其後收回未來撇銷，該項收回將計入損益賬其他開支。

#### 金融負債

##### 初始確認及計量

本集團的金融負債包括應付賬款及其他應付款項以及銀行借款。本集團於首次確認時釐定其財務負債的分類。

所有金融負債初始確認為以公平值計量，倘屬貸款及借款，則須另加直接應佔交易成本。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial liabilities (continued)

##### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

#### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

### 2.4 主要會計政策概要 (續)

#### 金融負債 (續)

##### 貸款及借款

於初始確認後，付息貸款及借款其後採用實際利率法以攤銷成本計量，除非折現影響非屬重大，在此情況下，則按成本列賬。當負債終止確認時，收益及虧損於損益賬並透過以實際利率攤銷程序確認。

攤銷成本乃經考慮於購入時的任何折價或溢價以及實際利率組成部份的費用或成本後計算。實際利率攤銷額包含在損益賬的融資成本中。

#### 終止確認金融負債

倘金融負債的責任被解除、取消或到期，則須終止確認金融負債。

倘現有金融負債被來自同一貸款人的另一項與現有大部份條款不相同的負債所替代，或現有負債的條款大部分被修訂，該項交換或修訂作為終止確認原有負債及確認新負債處理，兩者相應賬面值的差額於損益賬內確認。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

#### Shares held under the share award scheme

Own equity instruments which are reacquired (shares held under the share award scheme) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration is recognised in equity.

#### Client trust bank balances

The Group has classified the clients' monies as cash held on behalf of customers under the current assets in the consolidated statement of financial position and recognised a corresponding accounts payable to respective clients on grounds that it is liable for any loss or misappropriation of clients' monies.

### 2.4 主要會計政策概要 (續)

#### 金融工具的公平值

於活躍市場買賣的金融工具公平值參照市場報價或交易商的報價表(好倉的買入價及淡倉的賣出價)而釐定，並且不會扣除任何交易成本。就無活躍市場的金融工具而言，使用合適的估值技術釐定公平值。該等技術包括使用近期公平的市場交易；參照大致相同的另一工具的目前市值；折算現金流量分析；及估值定價模式。

#### 根據股份獎勵計劃持有股份

購回本身的權益工具(根據股份獎勵計劃持有股份)按成本獲確認並於權益中扣除。本集團購買，出售，發行或註銷本身的權益工具所得收益或虧損將不計入損益賬。賬面值與代價之間的任何差額於權益確認。

#### 客戶信託銀行結餘

本集團已將客戶款項歸類為綜合財務狀況表流動資產部分項下代表客戶持有現金，並根據就客戶款項的任何損失或挪用負責的基礎上而確認為應付予相關客戶的賬款。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

#### Other assets

Other assets represent the deposits and admission fee paid to the Stock Exchange, Hong Kong Futures Exchange Limited, Hong Kong Securities Clearing Company Limited and other regulators. They are intended to be held on a long-term basis and stated at cost less impairment losses.

#### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

### 2.4 主要會計政策概要 (續)

#### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，通常於取得時到期日為三個月以內，減須按需償還的銀行透支，並構成本集團現金管理的整體部分。

就財務狀況表而言，現金及現金等價物包括手頭及銀行現金（包括定期存款及與現金性質相似的資產），其用途並無限制。

#### 其他資產

其他資產指支付予聯交所、香港期貨交易所有限公司、香港中央結算有限公司及其他監管機構的按金及准入費。其他資產擬作長期持有，並按成本減去減值虧損（如有）列賬。

#### 撥備

由於過往發生的事件引致目前出現法定或推定責任，而該等責任可能導致日後資源流出以履行責任，並能夠可靠估計責任金額時，則要確認撥備。

當有重大折現影響時，會就預期須用作支付責任的未來開支於報告期完結時確認其現值作撥備。因時間流逝所導致折現現值的金額增加，會列入損益賬的融資成本。



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

### 2.4 主要會計政策概要 (續)

#### 所得稅

所得稅包括即期及遞延稅項。於損益外確認的各項目，其有關所得稅於其他全面收益或直接於權益內確認。

本期及過往期間的即期稅項資產及負債乃經考慮本集團經營所在國家的現行詮釋及慣例，根據於報告期完結時的已制訂或實際已制定的稅率（及稅務法例），按預期可自稅務機關收回或付予稅務機關的數額計量。

於報告期完結時，資產與負債的稅基與其作為財務申報用途的賬面值之間的所有暫時差額，須按負債法就遞延稅項撥備。

所有應課稅暫時差額均會確認遞延稅項負債，惟以下情況例外：

- 非業務合併的交易中經初始確認商譽或資產或負債而產生的遞延稅項負債，而進行有關交易時對會計溢利或應課稅損益概無構成影響；及
- 對於涉及於附屬公司、聯營公司及合營公司的投資的應課稅暫時差額而言，撥回暫時差額的時間可以控制，而暫時差額不甚可能在可見將來撥回。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

## 2.4 主要會計政策概要 (續)

### 所得稅 (續)

對於所有可予扣減的暫時差額、承前未動用稅項抵免及未動用稅項虧損，若有可能出現應課稅溢利用以抵銷該等可扣減暫時差額、承前未動用稅項抵免及未動用稅項虧損，則遞延稅項資產可確認入賬，惟以下情況例外：

- 非業務合併的交易中初始確認資產或負債而產生可扣減暫時差額的遞延稅項資產，而進行有關交易時對會計溢利或應課稅損益概無構成影響；及
- 對於涉及於附屬公司、聯營公司及合營公司的投資的可扣減暫時差額而言，只有在暫時差額有可能於可見將來撥回，且有可能出現應課稅溢利，用以抵銷該等暫時差額時，方會確認遞延稅項資產。

遞延稅項資產的賬面值乃於各報告期完結時進行審閱，並予以相應扣減，直至不可能有足夠應課稅溢利用以抵銷全部或部分遞延稅項資產為止。未確認的遞延稅項資產乃按可能獲得足夠應課稅溢利以抵銷全部或部分遞延稅項資產的情況下於報告期完結時重新評估並予以確認。

遞延稅項資產及負債乃根據於各報告期完結時已實施或已實質上已實施的稅率（及稅務法例），按變現資產或清償負債的期間預期適用的稅率予以計量。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (i) commission income from securities and futures dealing and broking, on the transaction dates when the relevant contract notes are exchanged;
- (ii) income from leveraged foreign exchange transactions on an accrual basis;
- (iii) commission income from underwriting/placing in securities are earned on execution of each significant act based on the terms of underlying agreements and mandates;
- (iv) management, consultancy, investment advisory fees and handling income, when the services have been rendered;
- (v) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset;
- (vi) dividend income, when the shareholders' right to receive payment has been established;
- (vii) performance fees are recognised on the performance fee valuation day of the investment funds and managed accounts when there is a positive performance for the relevant performance period, taking into consideration the relevant basis of calculation for the investment funds and managed accounts;
- (viii) information services income, when the services have been rendered; and
- (ix) net gains/losses on financial assets at fair value through profit or loss and those held for trading include realised gains/ losses which are recognised on the transaction dates when the relevant contract notes are exchanged; and unrealised fair value gains/losses which are recognised in the period in which they arise.

### 2.4 主要會計政策概要(續)

#### 收益確認

收入乃於經濟利益有可能流入本集團及收入能可靠計量時確認，基準如下：

- (i) 證券及期貨經紀及買賣的佣金收入，於交易日交換有關成交單據時確認；
- (ii) 按應計基準計的槓桿外匯交易收入；
- (iii) 包銷／配售證券的佣金收入，乃根據相關協議及授權的條款於作出每一個重大行動時確認；
- (iv) 資產管理、諮詢、投資顧問費及手續費收入，於提供該等服務時確認；
- (v) 利息收入按應計方式以實際利率法確認，方法是將金融工具在預計可用年期或較短期間估計未來現金收入以適用利率折現計算至金融資產賬面淨值；
- (vi) 股息收入，於股東收取該款項的權利獲確立時確認；
- (vii) 倘於有關表現期間表現良好，在計及投資基金及管理賬戶的相關計算基準下，則表現費收入會於投資基金及管理賬戶的表現費估值日予以確認；
- (viii) 信息服務費收入，於提供該等服務時確認；及
- (ix) 按公平值計入損益及持作買賣的金融資產的收益／虧損淨額包括已變現收益／虧損，於交易日交換有關成交單據時確認；及未變現公平值收益／虧損於產生期間確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits

(a) Retirement benefit scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

(b) Annual leave

Employee entitlements to annual leave are recognised when they are accrued to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

(c) Bonuses

The Group recognises a liability and an expense for bonuses, based on an approved formula that takes into consideration the profit attributable to the Group after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.4 主要會計政策概要 (續)

僱員福利

(a) 退休福利計劃

本集團根據強制性公積金計劃條例，為所有僱員設立界定供款的強制性公積金退休福利計劃（「強積金計劃」）。根據強積金計劃的規則，供款額按僱員基本薪酬的一定百分比計算，並於產生時在損益賬中扣除，強積金計劃的資產乃以獨立管理基金方式與本集團的資產分開持有。本集團向強積金計劃繳納僱主供款後，該等供款即全數歸僱員所有。

(b) 年假

僱員的年假權利在僱員享有的有關假期產生時確認。本集團為截至報告期結束止僱員已提供服務產生的年假的估計負債作出撥備。

(c) 花紅

本集團按照認可計算方法就花紅確認負債及開支，該計算方法已考慮本集團應估溢利並作出若干調整。於出現合約責任或過往慣例引致推定責任時，本集團即確認撥備。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Employee benefits (continued)

##### (d) Share-based payment transactions

The Company operates two equity-settled share-based compensation schemes including a share option scheme and a share award scheme for the purpose of assisting in recruiting, retaining and motivating key staff members. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The cost of equity-settled transactions is recognised, together with a corresponding increase in the "Share-based compensation reserve" under equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

### 2.4 主要會計政策概要 (續)

#### 僱員福利 (續)

##### (d) 以股份為基礎付款交易

本公司採納兩項以權益結算以股份為基礎補償計劃(包括一項購股權計劃及一項股份獎勵計劃)，以協助招聘、挽留及激勵關鍵員工。本集團的僱員(包括董事)獲得以股份為基礎付款交易形式的薪酬，據此，僱員以提供服務作為權益工具(「以權益結算交易」)的代價。

與僱員以權益結算交易的成本乃參考其於授出日期的公平值計量。以權益結算交易的成本於職務及／或服務條件達成時期間與相應的權益下「以股份為基礎補償儲備」增加一併確認。於各報告期完結時直至歸屬日期就以權益結算交易確認的累積開支，反映歸屬期間已屆滿及本集團將最終歸屬的權益工具數目的最佳估計。於損益賬期間內扣除或計入的金額指於該期間的期初及期末確認的累計開支變動。

最終並無歸屬的獎勵不會確認支銷，惟歸屬以市場或非歸屬條件為條件的權益結算交易除外，無論市場或非歸屬條件是否達成，其均會被視為已歸屬，惟所有其他職務及／或服務條件須已達成。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

(d) Share-based payment transactions (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect (if any) of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Dividends

Final dividends proposed by the directors, excluding those relating to the Company's own shares held under the Company's share award scheme, are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.4 主要會計政策概要(續)

僱員福利(續)

(d) 以股份為基礎付款交易(續)

倘以權益結算交易的條款予以修訂，則倘獎勵的原定條款獲達成，開支會按最低金額予以確認，猶如條款並未修改。此外，倘任何修訂會增加以股份為基礎付款交易的公平值總額，或於修訂日期計量時有利於僱員，則會確認為開支。

倘權益結算獎勵被註銷，則被視為於註銷當日已歸屬處理，而尚未就該獎勵確認的任何開支須即時予以確認，當中包括未達成本集團或僱員控制以內非歸屬條件的任何獎勵。然而，倘有一項新獎勵取代已經註銷獎勵，及於授出當日被指定為該獎勵的替代品，則該已註銷及新獎勵均被視為原有獎勵的修訂(見上段所述)處理。

尚未行使購股權的攤薄影響(如有)乃於計算每股盈利時反映為額外股份攤薄。

股息

董事擬派的末期股息(不包括與根據本公司股份獎勵計劃持有的本公司自身股份相關者)，於財務狀況表中的權益部分內另外列作保留溢利的分配項目，直至在股東大會獲得股東批准。股息獲得股東通過及宣派後，方確認為負債。

由於公司組織章程大綱及細則授予董事會權力宣派中期股息，擬派中期股息可即時宣派。因此，中期股息於建議派發及宣派時直接確認為負債。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Securities borrowing and lending agreements

The Group has engaged in the securities borrowing and lending business, under which all transactions are secured in the form of cash. Cash collateral advanced or received is recorded as an asset or a liability. Fees received or paid in connection with securities borrowing and lending is recorded as handling income or handling charge, respectively.

#### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences arising on settlement or translation of monetary items are taken to profit or loss.

### 2.4 主要會計政策概要 (續)

#### 證券借貸及借貸協議

本集團從事證券借貸業務，所有交易均以現金作為抵押品。墊付或已收的現金抵押品記錄為資產或負債。與證券借貸有關的已收或已付費用分別記錄為手續費收入或手續費支出。

#### 外幣

此等財務報表乃以港元(即本公司的功能及呈列貨幣)呈列。本集團屬下各實體自行釐定其本身的功能貨幣，而各實體的財務報表項目均以功能貨幣計算。本集團屬下實體的外幣交易初始按交易當日適用的功能貨幣匯率入賬。以外幣列賬的貨幣資產及負債按於報告期完結時適用的功能貨幣匯率重新換算。貨幣項目結算或換算產生的所有差額於損益賬內計入。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

### 2.4 主要會計政策概要 (續)

#### 關聯方

在下列情況下，一方將被視為與本集團有關，倘：

- (a) 該方為該名人士家族的人士或直系親屬，而該名人士
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團施加重大影響力；或
  - (iii) 為本集團或本集團母公司的主要管理層成員；

或

- (b) 倘符合下列任何條件，該方即屬實體：
  - (i) 該實體與本集團屬同一集團的成員公司；
  - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體的母公司、附屬公司或同系附屬公司的旗下)；
  - (iii) 該實體及本集團均為同一第三方的合營企業；
  - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
  - (v) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關的實體的僱員；
  - (vi) 該實體由(a)項所述人士控制或共同控制；及
  - (vii) 於(a)(i)項所述人士對該實體有重大影響或屬該實體(或該實體的母公司)主要管理層成員。



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

##### Taxes

Significant judgement is required in determining the provisions for income and other taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

##### Held-to-maturity investments

The Group follows the guidance of HKAS 39 on classifying non-derivative financial assets with fixed or determinable payments and fixed maturity as held to maturity. This classification requires significant judgement. In making this judgement, the Group evaluates its intention and ability to hold such investments to maturity. If the Group fails to keep these investments to maturity other than for the specific circumstances – for example, selling an insignificant amount close to maturity – it will be required to reclassify the entire class as available for sale. The investments would therefore be measured at fair value not amortised cost.

### 3. 重大會計判斷及估計

於編製本集團的財務報表時，管理層須作出會影響於報告期完結時的收益、開支、資產及負債的已呈報金額以及或然負債披露的判斷、估計及假設。然而，該等假設及估計的不確定因素可能導致須對未來受到影響的資產或負債的賬面值作出重大調整。

#### 判斷

於應用本集團會計政策過程中，除涉及估計外，管理層已作出下列判斷，該等判斷對財務報表內確認的數額具重大影響：

##### 稅項

釐定所得稅及其他稅項撥備時需要作出重大判斷。於一般業務過程中，多項交易及計算使其最終稅項結果不能準確確定。本集團就預期稅務審核事宜（基於是否需要額外稅項的估計）確認負債。倘若該等最終稅項結果與最初記錄的金額有差異，則有關差異將會於作出最終確定的期間內影響所得稅及遞延稅項撥備。

##### 持至到期投資

本集團遵循香港會計準則第39號的指引分類具有固定或可予釐定付款及固定到期日的非衍生金融資產為持至到期。此一分類須作出重大判斷。在作出判斷時，本集團評估其持有該等投資至到期的意向及能力。倘本集團未能持有此等投資至到期（不包括特別情況，例如在接近到期時出售少量部分），整個類別則須被重新分類為可供出售。該等投資將因而按其公平值而非按攤銷成本計量。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

#### Judgements (continued)

##### *Classification between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

### 3. 重大會計判斷及估計 (續)

#### 判斷 (續)

##### *投資物業與業主自用物業分類*

本集團決定物業是否屬於投資物業，並制定了判斷標準。投資物業是持有以賺取租金或實現資本增值或以此二者為目的的物業。因此，本集團考慮的是某個物業是否大致獨立於本集團持有的其他資產而產生現金流量。某些物業的一部分是為了賺取租金或實現資本增值而持有的，而其他部分則用於生產商品或供應服務或行政管理使用。如該等部分能夠獨立出售或根據融資租賃獨立出租，本集團將有關部分獨立入賬。如有關部分不能獨立出售，則只有在用於生產商品或供應服務或行政管理使用的部分不重要時，方可將該物業判定為投資物業。作出判斷時以個別物業為基礎，以決定有關配套設施是否重大至足以使該物業不合格列作投資物業。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

#### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2011 was HK\$5.9 million (2010: HK\$2.5 million). The amount of unrecognised tax losses at 31 December 2011 was HK\$30.9 million (2010: HK\$26.3 million). Further details are contained in note 15 to the financial statements.

### 3. 重大會計判斷及估計 (續)

#### 估計不確定因素

有關未來的主要假設以及其他於報告期完結時會為下個財政年度資產與負債賬面值帶來重大調整風險的主要估計不確定因素來源如下。

#### 遞延稅項資產

僅在可能取得未來應課稅盈利作扣減可能動用虧損的情況下，方就所有未動用稅項虧損確認遞延稅項資產。在釐定可予確認的遞延稅項資產的數額時，須根據可能的時間、未來應課稅溢利的水平連同未來稅項計劃策略作出重大管理層判斷。於二零一一年十二月三十一日，有關已確認稅項虧損的遞延稅項資產的賬面值為5.9百萬港元(二零一零年：2.5百萬港元)。於二零一一年十二月三十一日，有關未確認稅項虧損的數額為30.9百萬港元(二零一零年：26.3百萬港元)。其他詳情載於財務報表附註15。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

#### Estimation uncertainty (continued)

*Impairment allowances on loans and advances to customers and accounts receivable*

The Group reviews its loans and advances to customers and accounts receivable to assess impairment at least on a monthly basis. In determining whether an impairment loss should be recorded in profit or loss, the Group makes judgements as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows. This evidence may include observable data indicating that there has been an adverse change in the payment status of borrowers in the Group. Management uses estimates based on historical loss experience when scheduling its future cash flows. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience. Where the expectation is different from the original estimate, such difference will affect the carrying value of loans and receivables and thus impairment charge in the period in which such estimate is changed.

*Valuation of financial assets at fair value through profit or loss*

The fair value of financial assets designated at fair value through profit or loss that are not traded in an active market is determined by using external valuations or valuation techniques. The Group uses a variety of methods and makes assumptions that are mainly based on market conditions existing at each reporting date. Valuation techniques used include the use of comparable recent arm's length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by other market participants. Changes in assumptions on the valuation techniques could affect the reported fair value of these financial assets.

### 3. 重大會計判斷及估計 (續)

#### 估計不確定因素 (續)

*貸款及客戶墊款以及應收款項減值撥備*

本集團最少每月一次檢討其貸款及客戶墊款以及應收款項以便評估減值。決定應否在損益賬計入減值虧損時，本集團就是否有任何能察見的資料顯示估計未來現金流量出現可量度的減少作出判斷。證據可包括可察見資料顯示本集團借款人的還款狀況有不利變化。在編製未來現金流量時，管理層根據過往虧損經驗作出預測。估算未來現金流量數額及時間所用的方法及假設會定期檢討，以減低估算虧損與實際虧損之間的差額。當預期有別於原先估計時，有關差異將影響貸款及應收款項的賬面值，故此於估計轉變期間錄得減值開支。

*按公平值計入損益的金融資產估值*

並非於活躍市場買賣的按公平值計入損益的金融資產的公平值採用外部估值或估值方法釐定。本集團採用多種方法及作出多項主要以各報告期末市況為基準的假設。所用估值方法包括使用可資比較近期公平磋商交易、貼現現金流量分析、期權定價模式及其他市場參與者普遍使用的其他估值方式。有關估值方式的假設變動可能影響該等金融資產及負債的報告公平值。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 4. SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's senior executive management. The Group's operating businesses are structured and managed separately according to the nature of their operations and the services they provide. Each of the Group's operating segments represents a strategic business unit that offers services which are subject to risks and returns that are different from those of the other operating segments. Details of each of the operating segments are as follows:

- (a) the dealing and broking segment engages in the provision of securities, futures and leveraged foreign exchange dealing and broking to customers;
- (b) the loans and financing activities segment engages in the provision of margin financing to margin customers, initial public offering ("IPO") loans, other loan financing to customers and bank deposits;
- (c) the corporate finance segment engages in the provision of advisory services, placing and underwriting services;
- (d) the asset management segment engages in asset management, including fund management and the provision of investment advisory services;

### 4. 分部報告

經營分部報告的方式與向本集團高級行政管理人員提供的內部報告互相一致。本集團的經營業務乃按其營運性質及所提供服務分開組織及管理。本集團旗下各經營分部均為提供服務的策略業務單位，其服務所承受風險及回報有別於其他經營分部。有關各經營分部的詳情概述如下：

- (a) 交易及經紀分部從事向客戶提供證券、期貨及槓桿外匯買賣及經紀服務；
- (b) 貸款及融資活動分部從事向孖展客戶提供孖展融資、向客戶提供首次公開發售（「首次公開發售」）貸款、其他貸款融資及銀行存款；
- (c) 企業融資分部從事提供諮詢服務、配售及包銷服務；
- (d) 資產管理分部從事資產管理，包括基金管理及提供投資諮詢服務；

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 4. SEGMENT REPORTING (continued)

- (e) the investment holding segment represents interest income dividend income and gains or losses from listed equity investments and other unlisted investments; and
- (f) the "others" segment mainly represents rental income, the provision of information channel services and others.

Inter-segment transactions, if any, are conducted with reference to the prices charged to third parties and there was no change in the basis during the years ended 31 December 2010 and 2011.

The segment information provided to the management for the reportable segments for the year ended 31 December 2010 and 2011 is as follows:

Year ended 31 December 2011

		Dealing and broking 買賣及 經紀業務	Loans and financing activities 貸款及 融資活動	Corporate finance 企業融資	Asset management 資產管理	Investment holding 投資業務	Others 其他	Eliminations 撇銷	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Segment revenue and other income:</b>	<b>分部收益及其他收入：</b>								
Sales to external customers	銷售予外部客戶	317,334	214,793	136,619	23,311	8,672	2,425	—	703,154
Inter-segment sales	分部之間銷售	—	—	—	—	—	—	—	—
<b>Total</b>	<b>總計</b>	<b>317,334</b>	<b>214,793</b>	<b>136,619</b>	<b>23,311</b>	<b>8,672</b>	<b>2,425</b>	<b>—</b>	<b>703,154</b>
Segment results	分部業績	102,783	158,592	55,875	4,313	8,672	—	—	330,235
Income tax expense	所得稅開支								(42,787)
<b>Profit for the year</b>	<b>年內溢利</b>								<b>287,448</b>
<b>Other segment information:</b>	<b>其他分部資料：</b>								
Depreciation	折舊	10,253	7,528	5,564	1,217	—	—	—	24,562
Finance costs	融資成本	18	2,228	—	—	—	—	—	2,246

### 4. 分部報告 (續)

- (e) 投資分部指上市股票投資及其他非上市投資的利息收入、股息收入及收益或虧損；及
- (f) 「其他」分部主要指租金收入、提供資訊渠道服務及其他。

各分部之間的交易(如有)乃參照向第三方收取的價格而進行，有關基準於截至二零一零年及二零一一年十二月三十一日止年度並無變動。

於截至二零一零年及二零一一年十二月三十一日止年度，向管理層就可呈報分部提供的分部資料如下：

截至二零一一年十二月三十一日止年度

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 4. SEGMENT REPORTING (continued)

Year ended 31 December 2010

### 4. 分部報告 (續)

截至二零一零年十二月三十一日止年度

		Dealing and broking 買賣及 經紀業務	Loans and financing activities 貸款及 融資活動	Corporate finance 企業融資	Asset management 資產管理	Investment holding 投資業務	Others 其他	Eliminations 撇銷	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Segment revenue and other income:</b>	<b>分部收益及其他收入：</b>								
Sales to external customers	銷售予外部客戶	368,113	101,396	126,412	44,570	11,826	5,777	—	658,094
Inter-segment sales	分部之間銷售	—	—	2,984	—	—	—	(2,984)	—
<b>Total</b>	<b>總計</b>	<b>368,113</b>	<b>101,396</b>	<b>129,396</b>	<b>44,570</b>	<b>11,826</b>	<b>5,777</b>	<b>(2,984)</b>	<b>658,094</b>
Segment results	分部業績	137,068	60,522	69,180	9,811	11,826	—	—	288,407
Income tax expense	所得稅開支								(35,783)
<b>Profit for the year</b>	<b>年內溢利</b>								<b>252,624</b>
<b>Other segment information:</b>	<b>其他分部資料：</b>								
Depreciation	折舊	9,544	3,581	4,432	1,651	—	—	—	19,208
Finance costs	融資成本	33	4,109	—	—	—	—	—	4,142

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 4. SEGMENT REPORTING (continued)

#### Geographical information

(a) Revenue from external customers

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Hong Kong	香港	611,807	566,841
Other countries	其他國家	91,347	91,253
		<b>703,154</b>	<b>658,094</b>

The revenue information above is based on the location of the markets/ customers.

上文的收益資料乃按市場地點／客戶編製。

(b) Non-current assets

All non-current assets (excludes financial instruments and deferred tax assets) of the Group are located in Hong Kong.

(b) 非流動資產

本集團所有非流動資產(不包括金融工具及遞延稅項資產)均位於香港。



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 5. REVENUE

An analysis of revenue, which is also the Group's turnover, is as follows:

### 5. 收益

收益(亦為本集團營業額)的分析如下:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Dealing and broking:	買賣及經紀業務:		
– Commission on securities dealing and broking	– 證券買賣及經紀業務的佣金	234,523	290,849
– Commission on futures dealing and broking	– 期貨買賣及經紀業務的佣金	53,485	56,749
– Handling income on dealing and broking	– 買賣及經紀業務的手續費收入	28,470	20,514
– Net income on leveraged foreign exchange dealing and broking	– 槓桿外匯買賣及經紀業務的收入淨額	856	1
Loans and financing activities:	貸款及融資活動:		
– Interest income from margin loans	– 孖展貸款利息收入	152,204	70,529
– Interest income from term loans	– 定期貸款利息收入	3,484	2,437
– Interest income from IPO loans	– 首次公開發售貸款利息收入	650	4,937
– Interest income from banks and others	– 銀行及其他利息收入	52,635	21,585
– Interest income from held-to-maturity investments	– 持至到期投資利息收入	5,820	1,908
Corporate Finance:	企業融資:		
– Placing, underwriting and sub-underwriting commission	– 配售、包銷及分包銷的佣金	99,589	100,767
– Consultancy and financial advisory fee income	– 顧問及融資諮詢費收入	37,030	25,645
Asset management:	資產管理:		
– Management fee income	– 管理費收入	19,503	22,265
– Performance fee income	– 表現費收入	3,808	22,305

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 5. REVENUE (continued)

### 5. 收益 (續)

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Investment holding:	投資業務：		
– Net (loss)/gain on financial assets held for trading	– 持作買賣金融資產的(虧損)／收益淨額	(31,168)	7,624
– Net gain on financial assets designated at fair value through profit or loss	– 指定按公平值計入損益的金融資產收益淨額	33,266	—
– Dividend income from listed financial assets held for trading	– 持作買賣上市金融資產的股息收入	4,885	4,202
– Interest income from unlisted financial assets designated at fair value through profit or loss	– 指定按公平值計入損益非上市金融資產的利息收入	1,689	—
		700,729	652,317

### 6. OTHER INCOME

### 6. 其他收入

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Gross rental income from investment properties	投資物業租金收入總額	920	3,753
Information services income	資訊服務收入	1,389	1,718
Others	其他	116	306
		2,425	5,777

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

### 7. 除稅前溢利

本集團的除所得稅前溢利乃經扣減/(計入)以下各項後得出：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Other operating expenses include:	其他經營開支包括：		
Auditors' remuneration	核數師酬金	1,851	1,730
Bank charges	銀行費用	910	1,797
Business trips	差旅費	5,718	3,202
Entertainment	交際應酬費	4,635	4,650
Foreign exchange difference, net	外匯淨差額	(2,183)	(1,705)
Handling charges	手續費	5,502	4,771
Information services expense	資訊服務開支	11,988	10,927
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	27	82
Marketing, advertising and promotion expenses	市場推廣、廣告及宣傳開支	7,685	5,409
Minimum lease payments under land and buildings	土地及樓宇經營租賃的最低租金	1,291	8,190
Professional and consultancy fee	專業及諮詢費	16,982	12,129
Repair and maintenance (including system maintenance)	維修及維護(包括系統維護)	9,750	8,566
Direct operating expenses arising from investment property that generated rental income during the year	年內提供租金收入的投資物業 錄得的直接經營開支	443	—
Staff costs (including directors' remuneration (Note 32)):	員工成本(包括董事酬金(附註 32))		
Salaries, bonuses and allowances	薪金、花紅及津貼	147,210	146,501
Share-based compensation expense (Note 27)	以股份為基礎補償開支(附註 27)	12,805	—
Pension scheme contributions	退休金計劃供款	1,901	1,613
		<b>161,916</b>	<b>148,114</b>

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 7. PROFIT BEFORE TAX (continued)

		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Finance costs:	融資成本：		
Bank loans and overdrafts wholly repayable within five years	須於五年內全部償還的銀行貸款及透支	2,156	4,084
Others	其他	90	58
		<b>2,246</b>	<b>4,142</b>

### 7. 除稅前溢利 (續)

### 8. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2010: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

### 8. 所得稅開支

香港利得稅乃就年內在香港產生的估計應課稅溢利按稅率16.5% (二零一零年：16.5%)撥備。

		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Current – Hong Kong	即期 – 香港利得稅		
– Charge for the year	– 一年內開支	38,190	38,258
– Overprovision in prior years	– 過往年度超額撥備	(65)	(1,001)
Deferred (Note 15)	遞延 (附註 15)	4,662	(1,474)
Total tax charge for the year	年內稅項開支總額	<b>42,787</b>	<b>35,783</b>

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 8. INCOME TAX EXPENSE (continued)

A reconciliation of the tax expense applicable to profit before tax using the statutory rate to the tax expense at the effective tax rate is as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit before tax	除稅前溢利	330,235	288,407
Tax at the statutory tax rate at 16.5% (2010: 16.5%)	按法定稅率 16.5% (二零一零年: 16.5%) 計算的稅項	54,489	47,587
Overprovision in prior years	過往年度超額撥備	(65)	(1,001)
Income not subject to tax	非應課稅收入	(24,436)	(10,507)
Expenses not deductible for tax	稅務上不可扣減的開支	12,873	1,963
Utilisation of previously unrecognised tax losses	動用過往並無確認的稅項虧損	(1,412)	(5,046)
Tax losses not recognised	未確認稅項虧損	1,198	7
Temporary difference not recognised	其他未確認臨時差額	140	2,780
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項開支	42,787	35,783

### 8. 所得稅開支 (續)

適用於使用法定稅率計算的除稅前溢利的稅項開支與按實際稅率計算的稅項開支對賬如下：

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 9. DIVIDENDS

### 9. 股息

		2011 二零一零年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Interim – HK\$0.03 (2010: HK\$0.02) per ordinary share	中期 – 每股普通股 0.03 港元 (二零一零年：0.02 港元)	49,200	32,800
Proposed final – HK\$0.06 (2010: HK\$0.05) per ordinary share	擬派末期 – 每股普通股 0.06 港元 (二零一零年：0.05 港元)	98,400	82,000
Less: Dividend for shares held under the Company's share award scheme	減：根據本公司股份獎勵 計劃所持股份的股息	(284)	—
		98,116	82,000
		147,316	114,800

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

年內擬派末期股息須經本公司股東於應屆股東週年大會上批准，方可作實。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 10. EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share for the year ended 31 December 2011 is based on the profit attributable to ordinary equity holders of the parent of HK\$287,706,000 (2010: HK\$250,685,000) and the weighted average number of ordinary shares of 1,640,000,000 in issue during the year (2010: 1,428,822,000)

#### (b) Diluted earnings per share

The calculation of diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent. No adjustment has been made to the basic earnings per share amounts presented for the year ended 31 December 2011 in respect of a dilution as the impact of the share options outstanding did not give rise to any dilution effect on the basic earnings per share amounts presented.

During the year ended 31 December 2010, the Group had no potential dilutive ordinary shares in issue.

### 10. 每股盈利

#### (a) 每股基本盈利

截至二零一一年十二月三十一日止年度，每股基本盈利乃根據年內發行的母公司普通股股東應佔溢利287,706,000港元（二零一零年：250,685,000港元）及1,640,000,000股普通股的加權平均數（二零一零年：1,428,822,000股）

#### (b) 每股攤薄盈利

每股攤薄盈利的金額乃按母公司普通股持有人年內溢利計算。由於尚未行使購股權的影響並無導致任何所呈列的每股基本盈利金額攤薄效應，故截至二零一一年十二月三十一日止年度呈列的每股基本盈利金額並無就攤薄作出調整。

於截至二零一零年十二月三十一日止年內，本集團並無潛在的已發行攤薄普通股。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### II. PROPERTY, PLANT AND EQUIPMENT

### 11. 物業、廠房及設備

Group		Office equipment	Furniture and	Land and	Leasehold	Motor vehicles	Total
		辦公室 設備	fixtures 傢俬及裝置	buildings 土地及樓宇	improvements 租賃物業裝修		
本集團		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
For the year ended	截至二零一零年十二月						
31 December 2010	三十一日止年度						
Opening net carrying amount	年初賬面淨值	8,579	260	344,335	1,123	422	354,719
Additions	添置	6,341	—	104,091	3,917	623	114,972
Disposal	出售	—	—	—	(82)	—	(82)
Depreciation provided	年內折舊						
during the year		(7,622)	(254)	(9,182)	(1,642)	(508)	(19,208)
Closing net carrying amount	年終賬面淨值	7,298	6	439,244	3,316	537	450,401
As at 31 December 2010	於二零一零年十二月三十一日						
Cost	成本	43,719	1,187	448,776	3,917	2,004	499,603
Accumulated depreciation	累計折舊	(36,421)	(1,181)	(9,532)	(601)	(1,467)	(49,202)
Net carrying amount	賬面淨值	7,298	6	439,244	3,316	537	450,401
For the year ended	截至二零一一年十二月						
31 December 2011	三十一日止年度						
Opening net carrying amount	年初賬面淨值	7,298	6	439,244	3,316	537	450,401
Additions	添置	5,750	1,411	—	10,768	—	17,929
Disposal	出售	(27)	—	—	—	—	(27)
Depreciation provided	年內折舊						
during the year		(4,633)	(359)	(12,034)	(4,176)	(208)	(21,410)
Closing net carrying amount	年終賬面淨值	8,388	1,058	427,210	9,908	329	446,893
As at 31 December 2011	於二零一一年 十二月三十一日						
Cost	成本	48,894	2,598	448,776	14,685	2,004	516,957
Accumulated depreciation	累計折舊	(40,506)	(1,540)	(21,566)	(4,777)	(1,675)	(70,064)
Net carrying amount	賬面淨值	8,388	1,058	427,210	9,908	329	446,893

The land and buildings included land in Hong Kong and is held under medium term lease.

土地及樓宇包括於香港按中期租約持有的土地。



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 12. INVESTMENT PROPERTIES

### 12. 投資物業

Group 本集團		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日		
Cost	成本	115,055	—
Accumulated depreciation	累計折舊	—	—
Net carrying amount	賬面淨值	115,055	—
At 1 January, net carrying amount	於一月一日，賬面淨值	115,055	—
Additions	添置	—	115,055
Depreciation	折舊	(3,152)	—
At 31 December, net carrying amount	於十二月三十一日，賬面淨值	111,903	115,055
At 31 December	於十二月三十一日		
Cost	成本	115,055	115,055
Accumulated depreciation	累計折舊	(3,152)	—
Net carrying amount	賬面淨值	111,903	115,055

The investment properties are situated in Hong Kong and are held under medium term lease.

The fair value of the investment properties was HK\$160.8 million at 31 December 2011 (2010: HK\$116.3 million) by independent professionally qualified valuer, Cushman & Wakefield Valuation Advisory Services (HK) Limited. Valuations were based on current prices in an active market. No impairment has been recognised for the investment properties for the year ended 31 December 2011 (2010: nil).

投資物業位於香港並根據中期租約持有。

經獨立專業合資格估值師高緯評值及專業顧問有限公司估值，投資物業於二零一一年十二月三十一日的公平值為160.8百萬港元（二零一零年：116.3百萬港元）。估值乃基於活躍市場的現行價格。截至二零一一年十二月三十一日止年度，概無確認投資物業減值（二零一零年：零）。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 13. INTANGIBLE ASSETS

### 13. 無形資產

Group 本集團		Trading	Club	Total 總計
		rights 交易權	membership 會所會籍	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 January 2010, 31 December 2010 and 31 December 2011	於二零一零年一月一日、 二零一零年十二月三十一日及 二零一一年十二月三十一日			
Net carrying amounts	賬面淨值	1,913	910	2,823

As at 31 December 2010 and 2011, the Group had three trading rights in The Stock Exchange of Hong Kong Limited and one trading right in The Hong Kong Futures Exchange Limited. The intangible assets are not amortised for the years ended 31 December 2010 and 2011 as the trading rights and club membership have no expiry date.

於二零一零年及二零一一年十二月三十一日，本集團擁有於香港聯合交易所有限公司的三个交易權及香港期貨交易所有限公司的一个交易權。由於交易權及會所會籍並無到期日，故截至二零一零年及二零一一年十二月三十一日止年度並無攤銷無形資產。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 14. OTHER ASSETS

### 14 其他資產

Group		2011	2010
本集團		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Deposits with The Stock Exchange of Hong Kong Limited:	於香港聯合交易所 有限公司的按金：		
– Compensation fund	– 補償基金	150	150
– Fidelity fund	– 互保基金	150	150
– Stamp duty deposit	– 印花稅按金	500	500
Admission fee paid to Hong Kong Securities Clearing Company Limited	支付予香港中央結算 有限公司的准入費	150	150
Guarantee fund paid to Hong Kong Securities Clearing Company Limited	支付予香港中央結算 有限公司的保證金	460	370
Deposit with HKFE Clearing Corporation Limited	於香港期貨結算 有限公司的按金	1,500	1,500
Funds deposits with the Securities and Futures Commission	於證券及期貨事務監察 委員會的按金	50	50
		<b>2,960</b>	<b>2,870</b>

The carrying amounts of the Group's other assets approximate to their fair values.

本集團其他資產的賬面值與其公平值相若。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 15. DEFERRED TAX

The movements on the deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities 遞延稅項負債		Accelerated tax depreciation 加速稅項折舊		Fair value gains 公平值收益		Total 總計	
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
Group 本集團		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January	於一月一日	1,056	—	—	—	1,056	—
Deferred tax charged to profit or loss	於損益內遞延稅項支出	2,534	1,056	5,489	—	8,023	1,056
At 31 December	於十二月三十一日	3,590	1,056	5,489	—	9,079	1,056

### 15 遞延稅項

年內遞延稅項負債及資產變動如下：

Deferred tax assets 遞延稅項資產		Unused tax losses 未動用稅項虧損	
		2011 二零一一年	2010 二零一零年
Group 本集團		HK\$'000 千港元	HK\$'000 千港元
At 1 January	於一月一日	2,530	—
Deferred tax credited to profit or loss	於損益內遞延稅項收入	3,361	2,530
At 31 December	於十二月三十一日	5,891	2,530

The Group has tax losses arising in Hong Kong of approximately HK\$66.6 million as at 31 December 2011 (2010: HK\$41.7 million), that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

於二零一一年十二月三十一日，本集團來自香港的稅項虧損約為66.6百萬港元（二零一零年：41.7百萬港元），最終可用於抵銷產生虧損公司的未來應課稅溢利。

倘附屬公司產生虧損已有一段時間，而稅項虧損並預計沒有應課稅溢利抵銷時，該未動用虧損不會確認為遞延稅項資產。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 15. DEFERRED TAX (continued)

Deferred tax assets have not been recognised in respect of the following items:

Group 本集團		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Tax losses	稅項虧損	30,880	26,319

### 16. HELD-TO-MATURITY INVESTMENTS

The movement in unlisted held-to-maturity investments which comprise one senior note issued by a private company is summarised as follows:

Group 本集團		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	77,833	—
Additions	增加	—	77,833
Impairment losses	減值虧損	—	—
Exchange difference	滙兌差額	(105)	—
At 31 December	於十二月三十一日	77,728	77,833

The Group has not reclassified any financial assets measured at amortised cost rather than at fair value during the year (2010: Nil).

### 15 遞延稅項 (續)

並無就下列各項確認遞延稅項資產：

### 16 持至到期投資

非上市持至到期日投資(包括一家私營公司發行的優先票據)的變動概述如下：

本集團於年內概無重新分類任何以攤銷成本而非公平值計量的金融資產(二零一零年：無)。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 17. LOANS AND ADVANCES TO CUSTOMERS

### 17 給予客戶的貸款及墊款

Group 本集團		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Margin loans	孖展貸款	1,997,019	1,975,894
Term loans to customers	給予客戶的定期貸款	67,335	—
Gross loans and advances to customers	給予客戶的貸款及墊款總額	2,064,354	1,975,894
Less: impairment	減：減值	(139)	—
		2,064,215	1,975,894

#### Margin financing operations

The Group provides customers with margin financing for securities transactions, which are secured by customers' securities held as collateral. The maximum credit limit granted for each customer is based on the customer's financial background and the quality of related collateral. The Group seeks to maintain strict control over its outstanding receivables and has a Credit and Risk Management Department to monitor credit risks.

Margin loans to the customers are secured by the underlying pledged securities, bear interest at a rate with reference to the Hong Kong dollar prime rate and are repayable on demand. The carrying value of margin loans approximates to their fair value. No aging analysis is disclosed as, in the opinion of the directors, an aging analysis does not give additional value in view of the nature of the margin loans business. The amount of credit facilities granted to margin clients is determined by the discounted market value of the collateral securities accepted by the Group. As at 31 December 2011, the total value of securities pledged as collateral in respect of the margin loans was approximately HK\$8,289 million (2010: HK\$12,216 million) based on the market value of the securities as at the end of the reporting periods.

#### 孖展融資業務

本集團就證券交易向客戶提供孖展融資，以客戶的證券持作抵押品擔保。每名客戶的最高信貸額度乃以客戶的財務背景及所持相關抵押品的質素為基準。本集團擬保持對其未清償應收款項的嚴格控制，並成立了信貸及風險管理部門監控信貸風險。

給予客戶的孖展貸款以相關已抵押證券擔保，根據港元最優惠利率計息，並按要求償還。孖展貸款的賬面值與其公平值相若。由於董事認為，鑒於孖展貸款業務的性質，賬齡分析並不會提供額外價值，故概無披露賬齡分析。授予孖展客戶的信貸融資額乃根據本集團接納的抵押證券貼現市值釐定。於二零一一年十二月三十一日，作為孖展貸款抵押品的已抵押證券總值約為8,289百萬港元（二零一零年：12,216百萬港元），此乃按證券於報告期末的市值計算得出。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 17. LOANS AND ADVANCES TO CUSTOMERS (continued)

#### Term loans to customers

The Group also provides term loans to customers. In determining the interest rates, reference will be made to the credit standing of the relevant customers and the quality of the collateral pledged. The term loans granted to customers amounted to HK\$67,026,000, and the accrued interests amounted to HK\$309,000 as at 31 December 2011. The carrying amounts of the term loans to customers approximate to their fair values.

The movements in provision for impairment of loans and advances to customers are as follow:

Group		2011	2010
本集團		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
As at 1 January	於一月一日	—	—
Impairment losses charged to profit or loss	計入損益的減值虧損	139	—
As at 31 December	於十二月三十一日	139	—

Included in the above provision of impairment of margin loans is a provision for individually impaired margin loans of HK\$139,000 (2010: nil) with a carrying amount before provision of HK\$1,004,000 (2010: nil). Save as disclosed above, all loans and advances to customers are neither past due nor impaired as at 31 December 2011 and 2010.

### 17 給予客戶的貸款及墊款 (續)

#### 給予客戶的定期貸款

本集團亦向客戶提供定期貸款。於釐定利率時，會參考相關客戶的財務信貸狀況以及所質押的抵押品質素。於二零一一年十二月三十一日授予客戶的定期貸款為數67,026,000港元，其應計利息合共309,000港元。給予客戶的該等定期貸款的賬面值與其公平值相若。

給予客戶的貸款及墊款減值撥備變動如下：

上述孖展貸款減值撥備載有除撥備前賬面金額為1,004,000港元(二零一零年：零)的個別減值孖展貸款撥備139,000港元(二零一零年：零)。除上文所披露者外，貸款及客戶墊款既未逾期，亦未於二零一一年及二零一零年十二月三十一日減值。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 18. ACCOUNTS RECEIVABLE

#### (a) Analysis of accounts receivable

The carrying values of accounts receivable arising from the course of business of the Group are as follows:

### 18 應收款項

#### (a) 應收款項分析

本集團業務過程中所產生的應收款項的賬面值如下：

Group 本集團		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Accounts receivable arising from dealing and broking	買賣及經紀業務產生的應收款項		
– cash and custodian clients	– 現金及託管客戶	21,343	50,134
– the Stock Exchange and other clearing houses	– 聯交所及其他結算所	20,231	186,051
– brokers and dealers	– 經紀及交易商	293,709	679,782
Accounts receivable arising from corporate finance, asset management and investment holding	企業融資、資產管理及投資業務所產生的應收款項		
– corporate clients and investment funds	– 企業客戶及投資基金	13,092	31,444
		348,375	947,411
Less: impairment	減：減值	(12,009)	(11,828)
		336,366	935,583



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 18. ACCOUNTS RECEIVABLE (continued)

(b) Accounts receivable neither past due nor impaired

Group		Accounts receivable from the		Accounts receivable		Total
		Accounts receivable from cash and custodian clients	Stock Exchange and other clearing houses 應收聯交所及其他結算所款項	Accounts receivable from brokers and dealers	from corporate clients and investment funds 應收企業客戶及投資基金款項	
本集團		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 31 December 2011	於二零一一年十二月三十一日					
Neither past due nor impaired	並無逾期或已減值	6,765	20,231	293,709	12,300	333,005
As at 31 December 2010	於二零一零年十二月三十一日					
Neither past due nor impaired	並無逾期或已減值	38,224	186,051	679,782	30,759	934,816

No aging analysis is disclosed as, in the opinion of the directors, an aging analysis does not give additional value in view of the nature of these accounts receivable.

### 18 應收款項 (續)

(b) 並無逾期或已減值的應收款項

由於董事認為，鑑於該等應收款項的性質，賬齡分析並無帶來額外價值，因此並無披露賬齡分析。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 18. ACCOUNTS RECEIVABLE (continued)

#### (c) Accounts receivable past due but not impaired

Group		Accounts receivable from the		Accounts receivable		Total
		Accounts receivable from cash and custodian clients	Stock Exchange and other clearing houses 應收聯交所及其他結算所款項	Accounts receivable from brokers and dealers	from corporate clients and investment funds 應收企業客戶及投資基金款項	
本集團		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
As at 31 December 2011	於二零一一年十二月三十一日					
Past due less than 6 months	逾期六個月以內	2,543	—	—	—	2,543
Past due 6 to 12 months	逾期六至十二個月	—	—	—	792	792
		2,543	—	—	792	3,335
As at 31 December 2010	於二零一零年十二月三十一日					
Past due less than 6 months	逾期六個月以內	74	—	—	634	708
Past due 6 to 12 months	逾期六至十二個月	—	—	—	51	51
		74	—	—	685	759

Accounts receivable from cash and custodian clients which are past due but not impaired represent client trades on various securities exchanges which are unsettled beyond the settlement date. When the cash and custodian clients failed to settle on the settlement date, the Group has the rights to force-sell the collaterals underlying the securities transactions. The outstanding accounts receivable from cash and custodian clients as at 31 December 2010 and 2011 are considered past due but not impaired after taking into consideration the recoverability from collaterals. Collaterals held against such loans are publicly traded securities.

### 18 應收款項 (續)

#### (c) 已逾期但未減值的應收款項

已逾期但未減值應收現金及託管商客戶款項指於不同證券交易所於結算日期後仍未結算的客戶交易所涉及的款項。一旦現金及託管商客戶未能於結算日期償付款項，本集團將有權強制出售與證券交易相關的抵押品。經考慮抵押品的可收回性後，於二零一零年及二零一一年十二月三十一日的未償還應收現金及託管商客戶款項將被視為已逾期但未減值。該等貸款持有的抵押品為可公開買賣的證券。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 18. ACCOUNTS RECEIVABLE (continued)

#### (c) Accounts receivable past due but not impaired (continued)

Accounts receivable from corporate clients and investment funds which are past due but not impaired represent receivables arising from asset management, corporate finance and advisory services which have not yet been settled by clients after the Group's normal credit period. The outstanding accounts receivable from corporate clients and investment funds as at 31 December 2010 and 2011 are considered not to be impaired as the credit rating and reputation of trade counterparties are sound.

#### (d) Impaired accounts receivable

		Accounts receivable from the		Accounts receivable		Total
		Accounts receivable from cash and custodian clients	Stock Exchange and other clearing houses 應收聯交所及其他結算所款項	Accounts receivable from brokers and dealers 應收經紀及交易商款項	Accounts receivable from corporate clients and investment funds 應收企業客戶及投資基金款項	
Group		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
本集團		千港元	千港元	千港元	千港元	千港元
As at 31 December 2011	於二零一一年十二月三十一日					
Impaired accounts receivable	已減值應收款項	12,035	—	—	—	12,035
Less: impairment	減：減值	(12,009)	—	—	—	(12,009)
		26	—	—	—	26
As at 31 December 2010	於二零一零年十二月三十一日					
Impaired accounts receivable	已減值應收款項	11,836	—	—	—	11,836
Less: impairment	減：減值	(11,828)	—	—	—	(11,828)
		8	—	—	—	8

### 18 應收款項 (續)

#### (c) 已逾期但未減值的應收款項 (續)

已逾期但未減值的應收企業客戶及投資基金款項指客戶於本集團一般信貸期後尚未償還的應收款項(產生自資產管理、企業融資及顧問服務)。於二零一零年及二零一一年十二月三十一日未償還應收企業客戶及投資基金款項被視作未減值，原因為交易對手有穩健信用評級及聲譽。

#### (d) 已減值應收款項

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 18. ACCOUNTS RECEIVABLE (continued)

#### (d) Impaired accounts receivable (continued)

Accounts receivable from cash and custodian clients are considered impaired when clients failed to settle according to settlement terms after taking into consideration the recoverability of collaterals.

The movements in provision for impairment of accounts receivable are as follows:

Group		2011	2010
		二零一一年	二零一零年
本集團		HK\$'000	HK\$'000
		千港元	千港元
As at 1 January	於一月一日	11,828	3,253
Impairment losses charged to profit or loss	計入損益的減值虧損	183	10,012
Impairment losses reversed	撥回的減值虧損	(2)	(6)
Amount written off as uncollectible	撇銷為不可收回的款項	—	(1,431)
As at 31 December	於十二月三十一日	12,009	11,828

### 18 應收款項 (續)

#### (d) 已減值應收款項 (續)

經考慮抵押品的可收回性後，若客戶未能根據結算條款進行結算時，應收現金及託管客戶款項會被視為減值。

應收款項減值撥備變動如下：

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Group 本集團		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	10,227	8,445
Interest receivables	應收利息	7,808	3,525
Total	總計	18,035	11,970
Company 本公司			
Prepayments, utility and other deposits	預付款項、公共設施及其他按金	625	386

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

### 19 預付款項、按金及其他應收款項

上述資產概無逾期亦未減值。計入上述結餘的金融資產與近期並無違約記錄的應收款項有關。

### 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Group 本集團		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets held for trading:	持作買賣的金融資產：		
Listed equity investments, at fair value – in Hong Kong	上市股本投資，按公平值 – 於香港	51,607	84,099
Financial assets designated at fair value through profit or loss	指定按公平值計入損益的金融資產		
– unlisted equity investment (Note (a))	– 非上市股本投資（附註 a）	39,000	—
– unlisted convertible promissory note (the “Convertible Promissory Note”) (Note (b))	– 非上市可換股票據（「可換股票據」）（附註 b）	60,109	—
		150,716	84,099

### 20 按公平值計入損益的金融資產

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

(continued)

Notes:

- (a) The Group has entered into a subscription agreement (the "Subscription Agreement") in May 2011 to acquire non-voting equity shares of a company (the "Investee") amounting to HK\$22,855,000. Pursuant to the Subscription Agreement, if the audited and forecasted consolidated profit after tax of the Investee for the two years ended 30 June 2011 and 2012 is less than a certain threshold level, the Group will be compensated for the shortfall. No compensation has been received for the year ended 31 December 2011.
- (b) The Group purchased the two-year Convertible Promissory Note issued by a third party (the "Issuer") amounting to approximately HK\$42,650,000 in May 2011. The interest income accrued and earned from the Convertible Promissory Note for the year ended 31 December 2011 was HK\$1,689,000. Pursuant to a warrant agreement entered into between the Issuer and the Group in May 2011, the Issuer guaranteed that the audited and forecasted consolidated profit after tax of the wholly-owned subsidiary of the Issuer for the years ended 31 December 2010 and 2011 should not be less than a certain threshold level, otherwise the Group will be compensated by the Issuer for the shortfall. No compensation has been received for the year ended 31 December 2011.

### 20 按公平值計入損益的金融資產 (續)

附註：

- (a) 本集團於二零一一年五月訂立認購協議（「認購協議」）收購一家公司（「被投資公司」）的無投票權權益股份，金額為22,855,000港元。根據認購協議，倘被投資公司截至二零一一年及二零一二年六月三十日止年度的經審核及預計綜合除稅後溢利低於某一限制水平，本集團將獲補償有關不足。截至二零一一年十二月三十一日止年度，本集團並無獲得補償。
- (b) 本集團於二零一一年五月購買由第三方（「發行人」）發行的兩年期可換股票據約42,650,000港元。截至二零一一年十二月三十一日止年度，可換股票據應計及賺取的利息收入為1,689,000港元。根據發行人與本集團於二零一一年五月訂立的保證協議，發行人保證其全資附屬公司截至二零一零年及二零一一年十二月三十一日止年度的經審核及預計綜合除稅後溢利不得低於某一限制水平，否則本集團將獲發行人補償有關不足。截至二零一一年十二月三十一日止年度，本集團並無獲得補償。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 21. CLIENT TRUST BANK BALANCES AND CASH AND CASH EQUIVALENTS

#### Client trust bank balances

The Group maintains trust and segregated accounts with authorised financial institutions to hold clients' deposits arising from normal business transactions. The Group is not allowed to use the clients' monies to settle its own obligations under the Hong Kong Securities and Futures Ordinance (Cap.571).

#### Cash and cash equivalents

#### Group

#### 本集團

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	319,798	296,812
Time deposits	定期存款	342,058	144,819
		<b>661,856</b>	441,631

#### Company

#### 本公司

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	104	101

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$8,782,000 (2010: HK\$54,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no history of default.

### 21 客戶信託銀行結餘及現金及現金等價物

#### 客戶信託銀行結餘

本集團於認可金融機構開設獨立信託賬戶，以存放客戶因正常業務過程中所產生的款項。根據香港證券及期貨條例(香港法例第571章)，本集團不得動用客戶款項清償其自身債務。

#### 現金及現金等價物

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash and bank balances	319,798	296,812
Time deposits	342,058	144,819
	<b>661,856</b>	441,631

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash and bank balances	104	101

於報告期間結束時，本集團現金及銀行結餘以人民幣(「人民幣」)計值為8,782,000港元(二零一零年：54,000港元)。人民幣不得自由兌換為其他貨幣，然而，根據中國外匯管理及結匯、售匯及付匯管理規定，本集團可在獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

銀行存款基於每日銀行存款利率按浮動利率計息。短期定期存款之存款期介乎一日至三個月，視本集團之即時現金需求而定，並按相關短期定期存款利率計息。銀行結餘和抵押存款已存入近期沒有不良拖欠、信譽良好的銀行中。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 22. INVESTMENTS IN A SUBSIDIARY

### 22 於附屬公司投資

Company 本公司		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted shares, at cost	非上市股份按成本值	1,268,440	1,268,440
Capital contribution in respect of employee share-based compensation	就僱員以股份為基礎的補償出資	12,325	—
		1,280,765	1,268,440

Particulars of the subsidiaries as at 31 December 2011 are as follows:

於二零一一年十二月三十一日，附屬公司的詳情如下：

Company name 公司名稱	Place of incorporation/ operations 註冊成立/ 經營地點	Nominal value of issued ordinary share capital 已發行普通股的面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			本公司應佔 股權百分比		
			Direct 直接	Indirect 間接	
Guotai Junan (Hong Kong) Limited 國泰君安(香港)有限公司	Samoa/ Hong Kong 薩摩亞/香港	HK\$31,980,000 31,980,000 港元	100%	—	Investment holding and provision of general administration and support service to its subsidiaries 投資控股及向其附屬公司 提供管理及支援服務
Guotai Junan Securities (Hong Kong) Limited 國泰君安證券(香港)有限公司	Hong Kong 香港	HK\$2,000,000,000 2,000,000,000 港元	—	100%	Securities dealing and broking 證券買賣及經紀
Guotai Junan Futures (Hong Kong) Limited 國泰君安期貨(香港)有限公司	Hong Kong 香港	HK\$50,000,000 50,000,000 港元	—	100%	Futures dealing and broking 期貨買賣及經紀



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 22. INVESTMENTS IN A SUBSIDIARY (continued)

### 22 於附屬公司投資(續)

Company name 公司名稱	Place of incorporation/ operations 註冊成立/ 經營地點	Nominal value of issued ordinary share capital 已發行普通股的面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			本公司應佔 股權百分比		
			Direct 直接	Indirect 間接	
Guotai Junan Finance (Hong Kong) Limited 國泰君安財務香港有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000 港元	—	100%	Money lending and trading in securities 借貸及證券買賣
Guotai Junan Capital Limited 國泰君安融資有限公司	Hong Kong 香港	HK\$50,000,000 50,000,000 港元	—	100%	Provision of investment advisory services 提供投資諮詢服務
Guotai Junan Assets (Asia) Limited 國泰君安資產管理(亞洲)有限公司	Hong Kong 香港	HK\$5,000,000 5,000,000 港元	—	100%	Asset management 資產管理
Guotai Junan Fund Management Limited <sup>1</sup> 國泰君安基金管理有限公司 <sup>1</sup>	Hong Kong 香港	HK\$10,000,000 10,000,000 港元	—	50%	Asset management and trading in securities 資產管理及證券買賣
Guotai Junan FX Limited 國泰君安外匯有限公司	Hong Kong 香港	HK\$30,000,000 30,000,000 港元	—	100%	Leveraged foreign exchange dealing and broking 槓桿式外匯交易及經紀

Note 1: The Group considers that it has the ability to govern the financial and operating policies of the entity as the Group has the power to appoint or remove the majority of the members of its board of directors.

Amount due from a subsidiary are unsecured, interest-free and repayable on demand. The carrying amount approximates to its fair value as at the end of each reporting period.

附註1：由於本集團有權力委任或罷免董事會大多數成員，故本集團認為有能力監管該實體的財務及營運政策。

應收附屬公司款項為無抵押、免息並於要求時償還。於各報告期間結束時，其賬面值與公平值相若。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 23. ACCOUNTS PAYABLE

### 23 應付款項

Group		2011	2010
本集團		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Accounts payable arising from dealing and broking	因買賣及經紀業務產生的應付款項		
– clients	– 客戶	6,345,325	6,682,318
– brokers and dealers	– 經紀及交易商	48,869	71,275
– the Stock Exchange and other clearing houses	– 聯交所及其他結算所	25,680	—
Accounts payable arising from underwriting, asset management, corporate finance and advisory services	因包銷、資產管理、企業融資及諮詢服務產生的應付款項		
– corporate clients	– 企業客戶	51,361	25,347
		<b>6,471,235</b>	<b>6,778,940</b>

The majority of the accounts payable are repayable on demand except for certain accounts payable to clients which represents margin deposits received from clients for their trading activities under the normal course of business. Only the excess amounts over the required margin deposits stipulated are repayable on demand.

The Group has a practice to satisfy all the requests for payment immediately within one business day. No aging analysis is disclosed as in the opinion of directors, the aging analysis does not give additional value in view of the nature of these businesses.

Accounts payable to clients also include those payables in trust accounts with authorised institutions of HK\$6,122 million (2010: HK\$5,875 million), Hong Kong Futures Exchange Clearing Corporation Limited and other futures dealers of HK\$224 million (2010: HK\$601 million).

Accounts payable are non interest bearing except for the accounts payable to the clients.

大部份應付款項結餘須於要求時償還，惟若干應付予客戶的款項為就客戶於正常業務過程中進行買賣活動收取客戶的保證金除外。只有超出規定保證金的金額需於要求時發還客戶。

本集團慣於在1個營業日內即時清償所有支付要求。本集團並無披露賬齡分析，原因為董事認為考慮到該等業務的性質，賬齡分析不會提供額外價值。

應付予客戶的款項亦包括存放於認可機構信託賬戶的6,122百萬港元（二零一零年：5,875百萬港元），香港期貨結算有限公司及其他期貨交易商合共224百萬港元（二零一零年：601百萬港元）。

除應付客戶款項外，應付款項均不計息。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 24. OTHER PAYABLES AND ACCRUED LIABILITIES

Group 本集團		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Other payables	其他應付款項	919	3,267
Accrued liabilities	應計款項	76,869	102,894
		77,788	106,161
Company 本公司			
Accrued liabilities	應計款項	1,005	1,220

Other payables are non interest bearing and have an average term of three months.

其他應付款項不計息，且平均期限為3個月。

### 25. INTEREST-BEARING BANK BORROWINGS

Group 本集團		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Unsecured bank borrowings	無抵押銀行借款	200,000	—

The Company has guaranteed certain of the Group's bank borrowings up to HK\$530 million (2010: nil) as at the end of the reporting period.

截至報告期末，本公司為本集團的銀行借款提供了為數最多達530百萬港元（二零一零年：無）的擔保。

The Group's bank borrowings bear interest at the Hong Kong Interbank Offered Rate plus an interest spread per annum and were repayable within three months or less at the end of the reporting period.

本集團銀行借款均按香港銀行同業拆息加年息差計息，於報告期末三個月或之內償還。

The carrying amounts of bank borrowings approximate to their fair values as the impact on discounting is not significant.

由於貼現影響並不重大，故本集團銀行借款的賬面值與其公平值相若。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 26. SHARE CAPITAL

Shares

### 26 股本 股份

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Authorised: 10,000,000,000 ordinary shares of HK\$0.1 each	法定： 10,000,000,000 股 每股 0.1 港元的普通股	1,000,000	1,000,000
Issued and fully paid: 1,640,000,000 ordinary shares of HK\$0.1 each	已發行及繳足： 1,640,000,000 股 每股 0.1 港元的普通股	164,000	164,000

A summary of the transactions during the year in the Company's issued share capital is as follows:

本公司於年內已發行股本交易概述如下：

		Number of shares in issue 已發行股份數目	Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2010	於二零一零年一月一日	—	—	—	—
Issue of share (Note (i))	發行股份 (附註(i))	1	—	—	—
Allotment of shares pursuant to the share swap (Note (ii))	根據股份置換配發股份 (附註(ii))	999	—	1,268,440	1,268,440
Capitalisation for issuance of new shares (Note (iii))	資本化發行新股 (附註(iii))	1,229,999,000	123,000	(123,000)	—
Shares issuance pursuant to the Global Offering (Note (iv))	根據全球發售發行股份 (附註(iv))	410,000,000	41,000	1,722,000	1,763,000
Share issuance costs incurred during the year (Note (v))	年內產生的股份發行成本 (附註(v))	—	—	(98,717)	(98,717)
At 31 December 2010, 1 January 2011 and 31 December 2011	於二零一零年十二月三十一日、二零一一年一月一日及二零一一年十二月三十一日	1,640,000,000	164,000	2,768,723	2,932,723

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 26. SHARE CAPITAL (continued)

#### Shares (continued)

Notes:

- (i) On 8 March 2010, the Company was incorporated with limited liability in Hong Kong with authorised share capital of HK\$1,000,000,000 divided into 10,000,000,000 shares of par value HK\$0.10 each. On the same date, one share was issued at par value to Guotai Junan Holdings Limited, representing 100% of the issued share capital and the Company became a wholly-owned subsidiary of Guotai Junan Holdings Limited.
- (ii) Pursuant to a share swap agreement dated 14 June 2010, the Company acquired the entire issued share capital of Guotai Junan (Hong Kong) Limited from Guotai Junan Financial Holdings Limited ("GJFHL") in consideration for the Company issuing and allotting 999 shares at par to Guotai Junan Holdings Limited. After the share swap, the Company became the holding company of the subsidiaries now comprising the Group.
- (iii) Pursuant to the shareholders' resolution dated 19 June 2010, the Company capitalised an amount of HK\$122,999,900 from the share premium account; and the sum was applied in paying up in full at par 1,229,999,000 shares, which were allotted and issued to Guotai Junan Holdings Limited.
- (iv) The Company was listed on the Stock Exchange on 8 July 2010 and 410,000,000 ordinary shares of HK\$0.1 each were issued at HK\$4.3 per share. The excess of the proceeds over the nominal value of the total number of ordinary shares issued of HK\$1,722 million was credited to the share premium account.
- (v) The Company incurred HK\$98,717,000 as share issuance costs for the listing on the Stock Exchange for the year ended 31 December 2010, HK\$2,984,000 of which was related to inter-company transactions.

As a result, the share issuance cost for the Group was only HK\$95,733,000 and the share premium was HK\$2,771,707,000 as at 31 December 2010 and 2011.

### 26 股本(續)

#### 股份(續)

附註：

- (i) 本公司於二零一零年三月八日在香港註冊成立為有限公司，法定股本為1,000,000,000港元，分為10,000,000,000股每股面值0.10港元的股份。於同日，1股股份按面值發行予國泰君安控股有限公司，該股份為全部已發行股本，本公司成為國泰君安控股有限公司的全資附屬公司。
- (ii) 根據於二零一零年六月十四日訂立的股份置換協議，本公司向國泰君安金融控股收購國泰君安(香港)有限公司的所有已發行股本，代價為本公司按面值向國泰君安控股有限公司發行及配發999股股份。股份置換後，本公司成為現時組成本集團附屬公司的控股公司。
- (iii) 根據二零一零年六月十九日的股東決議案，本公司已將其股份溢價賬中的122,999,900港元資本化，該等款項已按面值繳足1,229,999,000股股份，該等股份已獲配發及發行予國泰君安控股有限公司。
- (iv) 本公司已於二零一零年七月八日在聯交所上市，並以每股股份4.3港元發行410,000,000股每股面值0.1港元普通股。所得款項超出所發行普通股總數的面值的金額1,722百萬港元已計入股份溢價賬。
- (v) 本公司截至二零一零年十二月三十一日止年度在聯交所上市的股份發行成本為98,717,000港元，其中2,984,000港元與公司間交易有關。

因此，於二零一零年及二零一一年十二月三十一日，本集團的股份發行成本僅為95,733,000港元及股份溢價為2,771,707,000港元。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 26. SHARE CAPITAL (continued)

#### Shares (continued)

The Company operates two equity-settled share-based compensation schemes including a share option scheme (the "Share Option Scheme") and a share award scheme (the "Share Award Scheme") for the purpose of assisting in recruiting, retaining and motivating key staff members. Eligible participants of the schemes include the Company's directors, including independent non-executive directors, and other employees of the Group. Details of the Share Option Scheme and the Share Award Scheme are set out in notes 27 and 28 to the financial statements, respectively.

### 27. SHARE OPTION SCHEME

The Share Option Scheme became effective on 19 June 2010 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director or chief executive of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

### 26 股本 (續)

#### 股份 (續)

本公司設立兩項以股權結算以股份為基礎的補償計劃(包括一項購股權計劃(「購股權計劃」)及一項股份獎勵計劃(「股份獎勵計劃」))，是為了招募、挽留及激勵主要員工。該計劃的合資格參與者包括本公司董事(包括獨立非執行董事)及本集團其他員工。購股權計劃及股份獎勵計劃詳情分別載於財務報表附註27及28。

### 27 購股權計劃

購股權計劃於二零一零年六月十九日生效，除非被取消或修訂，否則該計劃從該日起保持十年的效力。

現時允許根據該計劃授出的未行使購股權最高數目為相等於(待其獲行使後)本公司於任何時間已發行股份之10%。於任何十二個月期間內可根據購股權向每名合資格參與者發行的最高股份數目乃限於本公司於任何時間已發行股份之1%。任何超出此限額的進一步授出購股權須經股東於股東大會上批准。

授予本公司董事或行政總裁，或彼等任何聯繫人士之購股權，均須事先獲得獨立非執行董事之批准。此外，於任何十二個月期間內授予本公司獨立非執行董事，或彼等任何聯繫人之任何購股權，凡超過本公司於任何時間已發行股份之0.1%或其總值(根據本公司於授出日期之股價計算)超過5,000,000港元，均須於股東大會上事先取得股東之批准。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 27. SHARE OPTION SCHEME (continued)

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a vesting period of one to three years and ends on a date which is not later than ten years from the date of offer of the share options.

The exercise price of share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value (i.e. HK\$0.10 each) of the Company's ordinary share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

On 10 June 2011, the Company granted 40,000,000 share options to its directors and employees under the Share Option Scheme. The option period of the share options is from 10 June 2011 to 9 June 2021. One-third of the share options granted will be vested on first, second and third anniversaries of the date of grant respectively. The exercise price of the options was HK\$4.30 per share which was the offer price of the Company listed on the Stock Exchange on 8 July 2010. The fair value of the equity-settled share options was estimated on the date of grant using a binomial pricing model, taking into account the terms and conditions upon which the options were granted.

The following table lists out the key inputs to the model used:

Share price at the date of grant (per share)	HK\$3.25	於授出日期的股價(每股)	3.25港元
Exercise price (per share)	HK\$4.30	行使價(每股)	4.30港元
Expected volatility	45.17%	預期波幅	45.17%
Expected dividend yield	1.78%	預期股息率	1.78%
Risk-free interest rate	2.23%	無風險利率	2.23%
Weighted average share option price (per share)	HK\$0.97	加權平均購股權價格(每股)	0.97港元

### 27 購股權計劃(續)

授出購股權之要約可由承授人自要約日期起計二十八日內於支付名義代價合共1港元後接納。所授出購股權之行使期由董事釐定，並可於一年至三年之歸屬期後開始至自授出購股權日期起計滿十年之日為止。

購股權之行使價由董事釐定，惟不可低於以下最高者：(i)本公司股份於購股權要約日期在聯交所之收市價；(ii)本公司股份於緊接要約日期前五個交易日在聯交所之平均收市價；及(iii)本公司普通股之面值(即每股0.10港元)。

購股權並不賦予持有人收取股息或在股東大會上投票的權利。

於二零一一年六月十日，本公司根據購股權計劃向其董事及僱員授出40,000,000份購股權。購股權的有效期由二零一一年六月十日起至二零二一年六月九日止。三分之一的購股權將分別於授出日期起計第一、第二及第三個周年日歸屬予承授人。購股權的行使價為每股4.30港元(本公司於二零一零年七月八日在聯交所上市的發售價)。權益結算購股權的公平值乃經考慮授出購股權的條款及條件，於授出日期用二項式定價模式估計得出。

下表載列所使用模式的主要輸入數據：

於授出日期的股價(每股)	3.25港元
行使價(每股)	4.30港元
預期波幅	45.17%
預期股息率	1.78%
無風險利率	2.23%
加權平均購股權價格(每股)	0.97港元

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 27. SHARE OPTION SCHEME (continued)

For the year ended 31 December 2011, the Group has recognised a share-based compensation expense of HK\$12,805,000 for the grant of share options under the Share Option Scheme in profit or loss (2010: nil).

Movements of share options outstanding under the Share Option Scheme during the year are as follows:

		2011 二零一一年		2010 二零一零年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份
At 1 January	於一月一日	—	—	—	—
Granted during the year and at 31 December	年內授出及於 十二月三十一日止	4.30	40,000	—	—

No share option was exercised, cancelled or lapsed for the year ended 31 December 2011 (2010: nil).

At the end of the reporting period, the Company had 40,000,000 (2010: nil) share options outstanding under the Share Option Scheme, which represented approximately 2.44% (2010: nil) of the Company's shares in issue as at 31 December 2011 and up to the date of approval of these financial statements. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 40,000,000 additional ordinary shares of the Company and additional share capital of HK\$4,000,000 and share premium of HK\$168,000,000 (before issuance expenses).

The expected volatility and the expected dividend yield reflect the assumptions that the historical volatility and the historical dividend yield, respectively, are indicative of future trends, which may not necessarily be the actual outcome.

### 27 購股權計劃 (續)

截至二零一一年十二月三十一日止年度，本集團就根據購股權計劃授出購股權而已於損益確認以股份為基礎補償開支12,805,000港元(二零一零年：無)。

年內購股權計劃中尚未行使購股權的變動如下：

截至二零一一年十二月三十一日止年度，概無購股權獲行使、註銷或失效(二零一零年：無)。

於報告期間結束時，本公司於購股權計劃中擁有40,000,000份(二零一零年：零)尚未行使購股權，即佔於二零一一年十二月三十一日及直至該等財務報表獲批准日期止本公司已發行股份約2.44%(二零一零年：零)。根據本公司現時的股本架構，全面行使餘下購股權將會導致額外發行本公司40,000,000股普通股及股本額外增加4,000,000港元及股份溢價增加168,000,000港元(扣除發行開支前)。

預期波幅及預期股息率反映假設過往波幅及過往股息率分別具有未來趨勢的指示作用，其可能與實際結果不符。



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 28. SHARE AWARD SCHEME

On 27 October 2011, the Company adopted the Share Award Scheme under which shares of the Company (the "Awarded Shares") may be awarded to selected employees (including directors) of any members of the Group (the "Selected Employees") pursuant to the terms of the scheme rules and trust deed of the Share Award Scheme. The Share Award Scheme became effective on the adoption date and, unless otherwise terminated or amended, will remain in force for 10 years from that date, i.e. 26 October 2021.

The aggregate number of the Awarded Shares permitted to be awarded under the Share Award Scheme throughout the duration of the Share Award Scheme is limited to 10% of the issued share capital of the Company as at the adoption date. The maximum number of the Awarded Shares which may be awarded to a Selected Employee in any 12-month period up to and including the date of award shall not in aggregate exceed 1% of the issued share capital of the Company as at the adoption date.

When a selected employee has satisfied all vesting conditions, which might include service and/or performance conditions, specified by the Board of the Company at the time of making the award and become entitled to the shares of the Company forming the subject of the award, the trustee shall transfer the relevant Awarded Shares to that employee at no cost. The selected employee however is not entitled to receive any income or distribution, such as dividend derived from the unvested Awarded Shares allocated to him/her.

During the year ended 31 December 2011, the trustee acquired 4,727,000 ordinary shares of the Company for the Share Award Scheme through purchases on the open market at a total cost (including related transaction costs) of approximately HK\$9,384,000. No Awarded Shares were granted for the year ended 31 December 2011.

### 28 股份獎勵計劃

於二零一一年十月二十七日，本公司採納股份獎勵計劃。據此，本公司股份（「獎勵股份」）可根據股份獎勵計劃的計劃規則及信託契據條款授予本集團任何成員公司的獲選僱員（包括董事）（「獲選僱員」）。股份獎勵計劃於採納日期生效，除非另行終止或修訂，否則計劃將自該日期起10年（即至二零二一年十月二十六日）有效。

於股份獎勵計劃期間根據股份獎勵計劃獲准授出的獎勵股份總數不得超過本公司於採納日期的已發行股本的10%。向獲選僱員授出的獎勵股份最高數目在由授出股份之日起計的任何十二個月內合共不得超過本公司於採納日期已發行股本的1%。

倘獲選僱員符合本公司董事會於作出有關獎勵列明的全部歸屬條件（其中可能包括對服務年期及／或表現的條件），便可獲取有關獎勵的本公司股份，受託人須無償向該名僱員轉讓有關獎勵股份。然而，獲選僱員無權收取任何收入或分派，如來自分配予彼的未歸屬獎勵股份的股息。

於截至二零一一年十二月三十一日止年度，受託人就股份獎勵計劃以總成本（包括相關交易成本）約9,384,000港元在公開市場買入4,727,000股本公司普通股。截至二零一一年十二月三十一日並無授出獎勵股份。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 29. RESERVES

#### (a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

Other reserve of the Group as at 31 December 2010 and 2011 represents merger reserve, being the difference between the issued share capital of Guotai Junan (Hong Kong) Limited and the amount of share capital and share premium of the Company transferred and issued to Guotai Junan Holdings Limited in exchange for the entire issued share capital of Guotai Junan (Hong Kong) Limited.

#### (b) Company

### 29 儲備

#### (a) 本集團

本集團本年度及過往年度儲備金額及其變動於綜合權益變動表內呈報。

於二零一零年及二零一一年十二月三十一日，本集團其他儲備為合併儲備，即國泰君安(香港)有限公司的已發行股本與本公司向國泰君安控股有限公司轉讓及發行股本及股份溢價(以換取國泰君安(香港)有限公司的全部已發行股本)金額之間的差額。

#### (b) 本公司

		Share premium 股份溢價 HK\$'000 千港元	Share-based compensation reserve 以股份為基礎 的補償儲備 HK\$'000 千港元	Shares held under the share award scheme 根據股份 獎勵計劃 持有的股份 HK\$'000 千港元	Proposed dividend 擬派股息 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元
At 1 January 2010	於二零一零年一月一日	—	—	—	—	—
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	117,919
Allotment of shares pursuant to the share swap	根據股份置換配發股份	1,268,440	—	—	—	—
Capitalisation for issuance of new shares	資本化發行新股	(123,000)	—	—	—	—
Shares issuance pursuant to the Global Offering	根據全球發售發行股份	1,722,000	—	—	—	—
Share issuance costs incurred in the current year	本年度產生的 股份發行成本	(98,717)	—	—	—	—
Interim dividend declared	宣派中期股息	—	—	—	—	(32,800)
Proposed final dividend	擬派末期股息	—	—	—	82,000	(82,000)

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 29. RESERVES (continued)

(b) Company (continued)

### 29 儲備 (續)

(b) 本公司 (續)

		Share premium 股份溢價 HK\$'000 千港元	Share-based compensation reserve 以股份為基礎的補償儲備 HK\$'000 千港元	Shares held under the share award scheme 根據股份獎勵計劃持有的股份 HK\$'000 千港元	Proposed dividend 擬派股息 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元
At 31 December 2010 and 1 January 2011	於二零一零年十二月三十一日及二零一一年一月一日	2,768,723	—	—	82,000	3,119
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	146,823
Fair value of share-based payment in respect of share options granted	有關已授出購股權以股份為基礎的付款的公平值	—	12,805	—	—	—
Purchase of shares under the share award scheme (note 28)	根據股份獎勵計劃購買股份 (附註 28)	—	—	(9,384)	—	—
Final dividend paid	支付末期股息	—	—	—	(82,000)	—
Interim dividend declared	宣派中期股息	—	—	—	—	(49,200)
Proposed final dividend	擬派末期股息	—	—	—	98,116	(98,116)
At 31 December 2011	於二零一一年十二月三十一日	2,768,723	12,805	(9,384)	98,116	2,626

The consolidated profit attributable to owners of the parent for the year ended 31 December 2011 includes a profit of HK\$146,823,000 (2010: HK\$117,919,000) which has been dealt with in the financial statements of the Company.

截至二零一一年十二月三十一日止年度，本公司擁有人應佔綜合溢利包括溢利146,823,000港元（二零一零年：117,919,000港元），該筆款項已在本公司財務報表內處理。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 30. OPERATING LEASE AND CAPITAL COMMITMENTS

#### As lessor

The Group leases its investment properties (note 12) under operating lease arrangements, with leases negotiated for terms of three years. The terms of the leases generally also require the tenants to pay security deposits.

At 31 December 2011, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

Group 本集團		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	2,159	—
In the second to fifth years, inclusive	於二至五年（包括首尾兩年）	3,539	—
		5,698	—

#### As lessee

Leases for the properties are negotiated for a term of one year.

At 31 December 2011, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Group 本集團		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	—	115

In addition to the operating lease commitments disclosed above, the Group had capital commitments for IT upgrade and renovation of premises of approximately HK\$570,000 which were contracted but not provided for as at 31 December 2011 (2010: HK\$6,750,000).

### 30 經營租賃及資本承擔

#### 作為出租人

本集團根據經營租賃安排出租其投資物業（附註12），租期經磋商後為三年。租賃條款亦一般規定租戶支付抵押按金。

於二零一一年十二月三十一日，根據不可撤銷經營租賃在下述期限內到期的未來應收最低租賃款項總額如下：

	2011	2010
	二零一一年	二零一零年
	HK\$'000	HK\$'000
	千港元	千港元
Within one year	2,159	—
In the second to fifth years, inclusive	3,539	—
	5,698	—

#### 作為承租人

該等物業租賃期協定為一年。

於二零一一年十二月三十一日，本集團根據不可撤銷經營租賃在下述期限內到期的未來須支付的最低租賃款項總額如下：

	2011	2010
	二零一一年	二零一零年
	HK\$'000	HK\$'000
	千港元	千港元
Within one year	—	115

除上文所披露的經營租賃承擔外，本集團就升級資訊系統及翻新物業作出資本承擔約570,000港元，該款項已訂約但並未於二零一一年十二月三十一日予以撥備（二零一零年：6,750,000港元）。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 31. CONTINGENT LIABILITIES

The Group has undertaken underwriting obligations to capture placing and IPO activities. The Board has resolved to ensure that the Group has adequate working capital to meet such obligations. As at 31 December 2011, the underwriting obligations were approximately HK\$388.3 million (2010: HK\$674.2 million).

In addition to the guarantee provided in respect of bank borrowings as mentioned in note 25 to the financial statements, as at 31 December 2011, the Company provided guarantees up to approximately HK\$155.5 million (2010: approximately HK\$77.8 million) in favour of financial institutions in respect of the trading limit granted to a wholly-owned subsidiary principally engaged in the provision of futures dealing services.

### 31 經營租賃及資本承擔

本集團為配售及首次公開發售新股活動提供包銷承諾。該等承諾由董事會通過，以確保本集團擁有充足的營運資金來履行其承諾。於二零一一年十二月三十一日，包銷承諾約為388.3百萬港元（二零一零年：674.2百萬港元）。

除了財務報表附註25中所述的為銀行借款所提供的擔保外，於二零一一年十二月三十一日，本公司為一間主要從事期貨買賣業務的全資附屬公司的交易限額向金融機構提供了為數最多約155.5百萬港元擔保（二零一零年：約77.8百萬港元）。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 32 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

#### (a) Directors' emoluments

The emoluments of every Director of the Company paid/payable by the Group for the years ended 31 December 2010 and 2011 are set out below:

Year ended 31 December 2011

Name of Director 董事姓名	Director 董事袍金	Salary and commission 薪金及佣金	Share-based compensation expense 以股份 為基礎的 補償開支	Employer's contribution to pension scheme			Discretionary bonuses 酌情花紅	Other benefits 其他福利	Total 總計
				僱主的退休金 計劃供款	Discretionary bonuses 酌情花紅	Other benefits 其他福利			
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<i>Executive Directors:</i> 執行董事:									
Yim Fung	閻峰	—	1,404	1,920	12	13,870	540	17,746	
Li Guangjie	李光杰	—	1,530	480	12	924	—	2,946	
Li Sang, Edward	李生	—	1,485	480	12	924	—	2,901	
Wong Tung Ching	王冬青	—	2,160	960	12	4,032	—	7,164	
<i>Non-executive Directors:</i> 非執行董事:									
Chen Geng <sup>(a)</sup>	陳耿 <sup>(a)</sup>	—	—	—	—	—	—	—	
Fu Tingmei <sup>(b)</sup>	傅廷美 <sup>(b)</sup>	300	—	160	—	—	—	460	
Song Ming <sup>(b)</sup>	宋敏 <sup>(b)</sup>	300	—	160	—	—	—	460	
Tsang Yiu Keung <sup>(b)</sup>	曾耀強 <sup>(b)</sup>	300	—	160	—	—	—	460	
		900	6,579	4,320	48	19,750	540	32,137	

### 32 董事及高級管理層酬金

#### (a) 董事酬金

本集團截至二零一零年及二零一一年十二月三十一日止年度已付／應付本公司各董事的酬金載列如下：

截至二零一一年十二月三十一日止年度

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 32 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(continued)

(a) Directors' emoluments (continued)

Year ended 31 December 2010

Name of Director 董事姓名	Director 董事袍金	Salary and commission 薪金及佣金	Share-based compensation expense 以股份 為基礎的 補償開支	Employer's contribution to pension scheme 僱主 的退休金 計劃供款	Discretionary bonuses 酌情花紅	Other benefits 其他福利	Total 總計
<i>Executive Directors:</i> 執行董事：							
Yim Fung 閻峰	—	1,287	—	12	15,020	3,513	19,832
Li Guangjie 李光杰	—	1,313	—	12	1,400	—	2,725
Li Sang, Edward 李生	—	1,352	—	12	1,400	—	2,764
Wong Tung Ching 王冬青	—	1,851	—	12	4,800	—	6,663
<i>Non-executive Directors:</i> 非執行董事：							
Chen Geng <sup>(a)</sup> 陳耿 <sup>(a)</sup>	246	—	—	—	—	—	246
Fu Tingmei <sup>(b)</sup> 傅廷美 <sup>(b)</sup>	161	—	—	—	—	—	161
Song Ming <sup>(b)</sup> 宋敏 <sup>(b)</sup>	161	—	—	—	—	—	161
Tsang Yiu Keung <sup>(b)</sup> 曾耀強 <sup>(b)</sup>	161	—	—	—	—	—	161
	729	5,803	—	48	22,620	3,513	32,713

(a) During the year, Chen Geng waived emolument of HK\$300,000 for the year ended 31 December 2011 and has also agreed to waive 2010 emolument of HK\$246,000.

(b) Independent Non-executive Directors

### 32 董事及高級管理層酬金 (續)

(a) 董事酬金 (續)

截至二零一零年十二月三十一日止  
年度

(a) 年內，陳耿放棄截至二零一一年十二月三十一日止年度的酬金300,000港元，並同意放棄二零一零年酬金246,000港元。

(b) 獨立非執行董事。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 32 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(continued)

#### (a) Directors' emoluments (continued)

Save as Note (a) above, there was no arrangement under which a director waived or agreed to waive any remuneration during the year.

As illustrated in above table, during the year certain directors were granted share options in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 27 to the financial statements. The fair value of such options which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

#### (b) Five highest paid individuals

The five highest paid employees during the year included two (2010: one) director, details of whose remuneration are set out in note 32(a) above. Details of the remuneration of the remaining three (2010: four) non-directors, highest paid employees for the year are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Salary and commission	薪金及佣金	20,891	33,417
Employer's contribution to pension scheme	僱主退休金計劃供款	36	48
Discretionary bonuses	酌情花紅	—	5,700
		<b>20,927</b>	<b>39,165</b>

### 32 董事及高級管理層酬金 (續)

#### (a) 董事酬金 (續)

除上述附註(a)外，概無董事放棄或同意放棄年內任何薪酬的安排。

誠如上表所述，年內，若干董事根據本公司購股權計劃就彼等向本集團提供的服務獲授購股權，其詳情載於財務報表附註27。於有關購股權歸屬期間於損益內確認的購股權公平值乃於授出日期釐定，而本年度財務報表內列賬的金額計入上述董事薪酬披露。

#### (b) 五位最高薪酬人士

年內五位最高薪酬僱員包括二名(二零一零年：一名)董事，其薪酬詳情載於上文附註32(a)。年內其餘三名(二零一零年：四名)非董事最高薪酬僱員的薪酬詳情如下：



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 32 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(continued)

#### (b) Five highest paid individuals (continued)

The emoluments of the remuneration highest-paid individuals of the Group fall within the following bands:

Emolument bands	酬金範圍	2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
- HK\$4,000,001 to HK\$4,500,000	- 4,000,001 港元至 4,500,000 港元	1	-
- HK\$6,500,001 to HK\$7,000,000	- 6,500,001 港元至 7,000,000 港元	-	1
- HK\$7,000,001 to HK\$7,500,000	- 7,000,001 港元至 7,500,000 港元	1	-
- HK\$9,000,001 to HK\$9,500,000	- 9,000,001 港元至 9,500,000 港元	1	1
- HK\$10,500,001 to HK\$11,000,000	- 10,500,001 港元至 11,000,000 港元	-	1
- HK\$12,000,001 to HK\$12,500,000	- 12,000,001 港元至 12,500,000 港元	-	1
		<b>3</b>	<b>4</b>

### 32 董事及高級管理層酬金 (續)

#### (b) 五位最高薪酬人士 (續)

本集團最高薪酬人士的酬金介乎以下範圍：

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 33. CASH FLOWS FROM OPERATING ACTIVITIES

### 33 經營活動產生的現金流量

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營活動產生的現金流量</b>		
Profit before tax	除稅前溢利	330,235	288,407
Adjustments for:	經調整：		
Depreciation	折舊	24,562	19,208
Share-based compensation expense	以股份為基礎的補償開支	12,805	—
Finance costs	融資成本	2,246	4,142
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	27	82
Impairment of loans and advances to customers	給予客戶的貸款及墊款減值	139	—
Impairment of accounts receivable	應收款項減值	181	10,006
Foreign exchange loss on held-to-maturity investments	持至到期投資匯兌虧損	105	—
		<b>370,300</b>	<b>321,845</b>
Decrease in an amount due from an intermediate holding company	應收中介控股公司款項減少	—	359
Increase in other assets	其他資產增加	(90)	(30)
(Increase)/decrease in financial assets at fair value through profit or loss	按公平值計入損益的 金融資產（增加）／減少	(66,617)	8,468
Increase in loans and advances to customers	給予客戶的貸款及墊款增加	(88,460)	(1,115,163)
Decrease/(increase) in accounts receivable	應收款項減少／（增加）	599,036	(611,327)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(6,065)	(4,867)
Increase in client trust bank balances	客戶信託銀行結餘增加	(246,797)	(195,728)
Decrease in amounts due to fellow subsidiaries	應付同系附屬公司款項減少	—	(645)
Decrease in amount due to the ultimate holding company	應付最終控股公司款項減少	—	(578)
(Decrease)/increase in accounts payable	應付款項（減少）／增加	(307,705)	823,725
Decrease in other payables and accrued liabilities	其他應付款項及應計款項減少	(28,373)	(32,190)

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 33. CASH FLOWS FROM OPERATING ACTIVITIES (continued)

### 33 經營活動產生的現金流量(續)

		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Cash generated from/(used in) operations	經營業務產生／(動用) 現金	225,229	(806,131)
Interest paid	已付利息	(2,246)	(4,142)
Hong Kong profits tax paid	已付香港利得稅	(44,245)	(34,987)
Net cash flows from/(used in) from operating activities	經營活動產生／(動用) 現金流量淨額	178,738	(845,260)
Cash flows from operating activities included:	經營活動的現金流量包括：		
- Interest received	— 已收利息	211,861	98,217
- Dividend received	— 已收股息	4,885	4,202

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 34. MATURITY PROFILE OF ASSETS AND LIABILITIES

An analysis of the maturity profile of certain assets and liabilities of the Group analysed by the remaining period at the end of the reporting period to the contractual maturity date is as follows:

### 34 資產及負債的到期情況

本集團若干資產及負債按報告期間結束至合約到期日的尚餘期間之到期情況分析如下：

		Up to 1 month 1個月以下 HK\$'000 千港元	1 to less than 3 months 1-3個月 HK\$'000 千港元	3 to less than 12 months 3-12個月 HK\$'000 千港元	1 to 5 years 1-5年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2011	於二零一一年十二月三十一日					
Held-to-maturity investments	持至到期投資	—	—	—	77,728	77,728
Loans and advances to customers	給予客戶的 貸款及墊款	2,002,066	47,026	15,123	—	2,064,215
Accounts receivable	應收款項	335,179	681	506	—	336,366
Financial assets at fair value through profit or loss	按公平值計入 損益的金融資產	—	—	—	60,109	60,109
Client trust bank balances	客戶信託銀行結餘	5,845,871	275,897	—	—	6,121,768
Cash and cash equivalents	現金及現金等價物	432,530	229,326	—	—	661,856
		8,615,646	552,930	15,629	137,837	9,322,042
Accounts payable	應付款項	(6,469,235)	(2,000)	—	—	(6,471,235)
Interest-bearing bank borrowings	計息銀行借款	—	(200,000)	—	—	(200,000)
		(6,469,235)	(202,000)	—	—	(6,671,235)

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 34. MATURITY PROFILE OF ASSETS AND LIABILITIES (continued)

### 34 資產及負債的到期情況 (續)

		Up to 1 month 1個月以下 HK\$'000 千港元	1 to less than 3 months 1-3個月 HK\$'000 千港元	3 to less than 12 months 3-12個月 HK\$'000 千港元	1 to 5 years 1-5年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>As at 31 December 2010</b>	<b>於二零一零年 十二月三十一日</b>					
Held-to-maturity investments	持至到期投資	—	—	—	77,833	77,833
Loans and advances to customers	給予客戶的 貸款及墊款	1,975,894	—	—	—	1,975,894
Accounts receivable	應收款項	904,138	30,343	1,102	—	935,583
Client trust bank balances	客戶信託銀行結餘	5,648,532	223,439	3,000	—	5,874,971
Cash and cash equivalents	現金及現金等價物	396,628	45,003	—	—	441,631
		8,925,192	298,785	4,102	77,833	9,305,912
Accounts payable	應付款項	(6,778,940)	—	—	—	(6,778,940)

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 35. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances set out elsewhere in the financial statements, the Group had the following material transactions with related parties during the year:

### 35 關聯方交易

- (a) 除於財務報表另行詳細載列的交易及結餘外，本集團於年內與關聯方進行以下重大交易：

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Commission expenses to the ultimate holding company	支付予最終控股公司的佣金開支	(i)	(4,232)	(5,867)
Professional fees paid to a fellow subsidiary	支付予同系附屬公司的專業費	(ii)	(12,000)	(9,600)
Management fee income and performance fee income from a private fund managed by a subsidiary of the Group and invested by a fellow subsidiary	自本集團附屬公司管理及同系附屬公司投資的私募基金收取的管理費及表現費收入	(iii)	861	9,045
Commission income from a private fund mentioned in note (iii)	自上文附註(iii)所述私募基金收取的佣金收入	(iv)	75	100
Management fee income and performance fee income of a private fund managed by a wholly owned subsidiary of the Company and invested by a fellow subsidiary	自本公司全資附屬公司管理及同系附屬公司投資的私募基金收取的管理費及表現費收入	(v)	6,673	7,325
Total fees received from a private fund mentioned in note (v)	自上文附註(v)所述私募基金收取的總費用	(vi)	2,252	2,061
Management fee income and performance fee income of a private fund managed by a wholly-owned subsidiary of the Company and invested by a fellow subsidiary	自本公司全資附屬公司管理及同系附屬公司投資的私募基金收取的管理費及表現費收入	(vii)	625	4,654

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 35. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

### 35 關聯方交易 (續)

(a) (續)

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Management fee income of a public fund managed by a wholly-owned subsidiary of the Company and invested by a fellow subsidiary	自本公司全資附屬公司管理及同系附屬公司投資的公募基金收取的管理費及表現費收入 (viii)	1,116	1,174
Commission income of the investment funds mentioned in notes (vii) and (viii)	自上文附註(vii)及(viii)所述投資基金收取的佣金收入 (ix)	162	336
Commission income of a public fund managed by the ultimate holding company	由最終控股公司管理的公募基金的佣金收入 (x)	1,205	732
Commission income from key management personnel of the Group	自本集團主要管理人員收取的佣金收入 (xi)	10	5

<p>(i) Commission expenses to the ultimate holding company were calculated based on 30% of the commission income earned from clients trading Shenzhen and Shanghai B shares.</p> <p>(ii) Professional fees paid to a fellow subsidiary for the provision of capital market information were charged at HK\$1,000,000 per month for the year ended 31 December 2011 (2010: HK\$800,000 per month).</p> <p>(iii) Management fee income and performance fee income received from a private fund managed by a subsidiary of the Company and invested by a fellow subsidiary were charged at 1.25% per annum of the net asset value ("NAV") at the last working day of each month and 20% of the positive increment in the NAV for the years ended 31 December 2010 and 2011.</p> <p>(iv) Commission income received from the private fund mentioned in note (iii) above was charged at 0.125% of the transaction value.</p>	<p>(i) 支付予最終控股公司的佣金開支乃按自客戶交易深圳及上海B股所賺取佣金收入的30%計算。</p> <p>(ii) 截至二零一一年十二月三十一日止年度就同系附屬公司提供資本市場資料的專業費按每月1,000,000港元支付，(二零一零年：每月800,000港元)</p> <p>(iii) 自本公司附屬公司管理及同系附屬公司投資的私募基金收取的管理費收入及表現費收入按截至二零一零年及二零一一年十二月三十一日止年度各月最後一個工作日的資產淨值(「資產淨值」)每年1.25%以及資產淨值增加的20%收費。</p> <p>(iv) 自上文附註(iii)所述私募基金收取的佣金收入按交易值的0.125%收費。</p>
---	--

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 35. RELATED PARTY TRANSACTIONS (continued)

#### (a) (continued)

- (v) Management fee income and performance fee income received from a private fund managed by a wholly-owned subsidiary of the Company and invested by a fellow subsidiary were charged at 1.5% per annum of the NAV at the last working day of each month and 20% of the positive increment in the NAV for the years ended 31 December 2010 and 2011.
- (vi) Total fees received from the private fund mentioned in note (v) above included commission income which was based on 0.25% of the transaction value and interest income which was based on an annual rate of 3% over the best lending rate on Hong Kong dollars quoted by The Standard Chartered Bank (Hong Kong) Limited on its overdue amount and other handling income.
- (vii) Management fee income and performance fee income received from a private fund managed by a wholly-owned subsidiary of the Company and invested by a fellow subsidiary were charged at 0.75% to 1.375% per annum of the NAV of the fund at the last working day of each month and 20% to 25% of the positive increment in the NAV for the years ended 31 December 2010 and 2011.
- (viii) Management fee income received from a public fund managed by a wholly-owned subsidiary of the Company and invested by a fellow subsidiary were charged at 1.5% per annum of the NAV of the fund at each valuation day for the years ended 31 December 2010 and 2011.
- (ix) Commission income received from investment funds mentioned in notes (vii) and (viii) above was based on a percentage stated in the respective signed brokerage agreement with another wholly-owned subsidiary of the Group.
- (x) Commission income received from a public fund managed by the ultimate holding company was charged at 0.25% of the transaction value.
- (xi) Commission income received from key management personnel of the Group was based on a percentage stated in the respective signed brokerage agreement with another wholly-owned subsidiary of the Group.

### 35 關聯方交易 (續)

#### (a) (續)

- (v) 自本公司全資附屬公司管理及同系附屬公司投資的私募基金收取的管理費收入及表現費收入按截至二零一零年及二零一一年十二月三十一日止年度各月最後一個工作日的資產淨值每年1.5%以及資產淨值增加的20%收費。
- (vi) 自附註(v)所述私募基金收取的總費用包括佣金收入(按交易值的0.25%計算)及利息收入(按逾期款項計算, 年利率為渣打銀行(香港)有限公司所報的最優惠利率外加3%)及其他手續費收入。
- (vii) 自本公司全資附屬公司管理及同系附屬公司投資的私募基金收取的管理費收入及表現費收入按截至二零一零年及二零一一年十二月三十一日止年度各月最後一個工作日的資產淨值每年0.75%至1.375%以及資產淨值增加的20%至25%收費。
- (viii) 自本公司全資附屬公司管理及同系附屬公司投資的公募基金收取的管理費收入按截至二零一零年及二零一一年十二月三十一日止年度各估值日的基金資產淨值每年1.5%收費。
- (ix) 自上文附註(vii)及(viii)所述投資基金收取的佣金收入按其與本集團另一全資附屬公司簽立的各份經紀協議所述百分比收取。
- (x) 自最終控股公司管理的公募基金收取的佣金收入按交易值的0.25%收費。
- (xi) 自本集團主要管理人員收取的佣金收入按其與本集團另一全資附屬公司簽立的各份經紀協議所述百分比收取。



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 35. RELATED PARTY TRANSACTIONS (continued)

#### (a) (continued)

- (xii) Included in the Group's accounts payable is a broker payable due to the ultimate holding company of HK\$19,461,000 (2010: HK\$31,059,000) arising from the dealing in securities as at 31 December 2011. The balance is unsecured, interest-free and payable on the settlement day under the relevant market practices.
- (xiii) Included in the Group's accounts receivable is a broker receivable due from the ultimate holding company of HK\$49,350,000 (2010: HK\$50,155,000) arising from the dealing in securities as at 31 December 2011. The credit terms provided to the ultimate holding company are consistent with the practice of the securities dealing industry. The balance is unsecured, interest-free and payable on the settlement day under the relevant market practices.
- (xiv) Included in the accounts receivable are management fee and performance fee receivables due from investment funds managed by the Group and invested by a fellow subsidiary of HK\$818,000 (2010: HK\$12,780,000) arising from the provision of asset management services as at 31 December 2011. The balances are unsecured, interest-free and receivable monthly in arrears.
- (xv) Included in the client trust bank balance is a deposit from key management personnel of the Group of HK\$54,000 (2010: HK\$112,000) as at 31 December 2011.
- (xvi) Included in the Group's accounts payable are the accounts payable to investment funds mentioned in notes (iii), (v), (vii), (viii) and (x) above arising from dealing in securities in aggregate amounts of HK\$52,530,000 (2010: HK\$58,279,000) as at 31 December 2011. The Group has a practice to satisfy all requests for payment immediately within one business day.
- (xvii) Included in the Group's accounts receivable are the accounts receivable from the private fund mentioned in note (v) above of HK\$15,869,000 as at 31 December 2010.

The related party transactions in respect of items (i) to (vi) and (x) above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

### 35 關聯方交易 (續)

#### (a) (續)

- (xii) 本集團的應付款項包括於二零一一年十二月三十一日買賣證券產生的應付最終控股公司經紀費用款項19,461,000港元(二零一零年: 31,059,000港元)。根據相關市場慣例, 該結餘為無抵押、免息及於結算日應付。
- (xiii) 本集團的應收款項包括於二零一一年十二月三十一日買賣證券產生的應收最終控股公司經紀費用款項49,350,000港元(二零一零年: 50,155,000港元)。向最終控股公司提供的信貸條款與證券買賣行業的慣例一致。根據相關市場慣例, 該結餘為無抵押、免息及於結算日應付。
- (xiv) 應收款項包括於二零一一年十二月三十一日提供資產管理服務產生的應收由本集團管理及由同系附屬公司投資的投資基金的管理費款項及表現費款項818,000港元(二零一零年: 12,780,000港元)。該結餘乃無抵押、免息及於每月後付。
- (xv) 客戶信託銀行結餘包括來自本集團主要管理人員於二零一一年十二月三十一日的存款54,000港元(二零一零年: 112,000港元)。
- (xvi) 本集團應付款項包括於二零一一年十二月三十一日因證券交易總額52,530,000港元(二零一零年: 58,279,000港元)產生應付上文附註(iii)、(v)、(vii)、(viii)及(x)所述投資基金的款項。本集團慣於在1個營業日內即時清償所有支付要求。
- (xvii) 本集團應收款項包括於二零一零年十二月三十一日應收上文附註(v)所述私募基金款項15,869,000港元。

上文第(i)至(vi)項及第(x)項有關的關聯方交易亦構成關連交易或持續關連交易(定義見上市規則第14A章)。

**35. RELATED PARTY TRANSACTIONS (continued)**

(b) Detail of the remuneration of the key management personnel of the Group are disclosed in note 32.

**36. FINANCIAL RISK MANAGEMENT**

The Group's activities expose it to credit risk, market risk and liquidity risk. The Group's overall risk management programme focuses on the analysis, evaluation, acceptance and monitoring of such risks which are an inevitable consequence of being in business. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise potential adverse effect on the Group's financial performance.

The Group's risk management policies are approved by the Board of Directors and are designed to identify and analyse these risks, to set appropriate risk limits and controls and to monitor the risks and adherence to limits by means of reliable and up-to-date information. The Board of Directors provides written principles for overall risk management. The Group regularly reviews its risk management policies to reflect any change in the market and clients.

The Group's principal financial assets and liabilities comprise cash and short term deposits maintained as working capital as well as held-to-maturity investments and financial assets at fair value through profit or loss. The Group has various other financial assets and liabilities such as loans and advances to customers and accounts receivable as well as accounts payable and bank borrowings, which arise directly from its operations.

**35 關聯方交易 (續)**

(b) 本集團主要管理人員薪酬於附註32披露。

**36 金融風險管理**

本集團的業務面臨信貸風險、市場風險及流動資金風險。本集團整體風險管理計劃集中於分析、評估、接受及監控業務過程中出現不可避免的風險。因此，本集團的目標為適當地平衡風險與回報，並將對本集團財務表現所潛在的不良影響減至最低。

本集團的風險管理政策由董事會批准，旨在識別及分析上述之風險，設定適當的風險限額並控制及監控風險及使用可靠及先進的資訊以嚴守限額。董事會就整體風險管理制定書面原則。本集團定期檢討其風險管理政策，以反映市場及客戶的任何變動。

本集團主要金融資產及負債包括作為營運資金的現金及短期存款、持至到期投資及按公平值計入損益的金融資產。本集團有多項其他金融資產及負債，如提供予客戶的貸款及墊款以及營運直接產生的應收款項、應付款項及銀行借款等。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

The main risks arising from the Group's financial instruments are credit risk, market risk and liquidity risk. The policies for managing each of these risks are summarised below:

#### Credit risk

Credit exposures arise principally from loans and advances to customers, accounts receivable from clients, brokers and dealers, corporate clients and investment funds, held-to-maturity investments, bank balances and client trust bank balances which are included in the Group's asset portfolio.

#### Credit risk limit control and mitigation policies

The Board of Directors delegates to the Credit Committee the duties to monitor the credit risk of the Group. Members of the Credit Committee include, inter alia, the Chief Executive Officer, Responsible Officers and the Financial Controller. The Credit Committee has appointed a group of authorised persons who are charged with the responsibility of approving credit limit and margin limit for each client. The Credit and Risk Management Department is responsible for making settlement calls when the trades of margin clients exceed their respective limits. Any such excess is required to be made good within 2 days according to the deficiency report. The deficiency report will be daily monitored by the Director of Credit and Risk Management Department. Failure to meet margin calls may result in liquidation of the client's position.

The Credit Committee is also responsible for approval of securities acceptable as margin collateral and the margin lending ratio. The list of approved stock collateral securities will be reviewed and revised by the Credit Committee when necessary.

The Group also grants term loans to customers that may contain an element of credit risk. The Group minimises such risk exposure by performing detailed credit analysis of potential loan investment, and dedicated professionals are assigned to oversee and monitor the performance of the loan investment. These key investment decisions are also subject to approval by the Board of Directors.

### 36 金融風險管理 (續)

本集團金融工具產生的主要風險為信貸風險、市場風險及流動資金風險。管理各項風險的政策概括如下：

#### 信貸風險

信貸風險主要在本集團資產組合中提供予客戶的貸款及墊款、客戶、經紀及結算所、公司客戶及投資基金的應收賬款、持至到期投資、銀行結餘及客戶信託銀行結餘。

#### 信用風險限額控制及緩釋政策

董事會委派信貸委員會監控本集團信貸風險。信貸委員會包括(其中包括)行政總裁、負責人員及財務總監。信貸委員會已委任若干認可人士，負責批核每位客戶的信貸限額及孖展限額。信貸及風險管理部門負責向買賣超出限額的孖展客戶發出補倉通知。任何超出的數額均須根據虧絀報告於兩日內填補妥當。有關虧絀報告每日由本集團信貸及風險管理部門主管監察。未能補倉的客戶將被斬倉。

信貸委員會亦負責批准孖展抵押及孖展貸款比率的可接納證券。獲批准的股份名單將由信貸委員會於必要時審閱及修訂。

本集團亦向客戶授出定期貸款，該等貸款可能包含信貸風險因素。本集團透過對潛在貸款投資進行詳細信貸分析降低有關風險承擔，並指派專業人士監督及監控貸款投資的表現。該等主要投資決策亦須經董事會批准。

36. FINANCIAL RISK MANAGEMENT (continued)

Credit risk (continued)

Credit risk limit control and mitigation policies (continued)

Loans and advances to customers including IPO loans for subscription of new shares are normally settled within 1 week from the drawdown date. Forced liquidation action would be taken if the customers fail to settle their shortfall within specific period of tolerance after IPO allotment result is announced.

For debt securities, external rating such as Standard & Poor's and Moody's ratings or their equivalents are used by the Credit and Risk Management Department for managing credit risk exposures as supplemented by the Group's own assessment through the use of internal rating tools.

The Group's bank balances are deposited in respectable, large commercial banks. For the client trust bank balances which are held in segregated accounts, they are deposited in authorised financial institutions in Hong Kong. The credit risk of bank balances and client trust bank balances are considered to be manageable.

Accounts receivable from clients represent receivables from clients arising from dealing in securities, which normally had a delivery-against payment settlement term of 2 to 3 days. The Group allows credit up to the settlement dates of the respective securities transactions (normally within T+2 or T+3 days). All applications for credit limits must be reviewed by Credit Manager and approved by any member of the Credit Committee. However, no credit limit would be granted to new clients. Credit and Risk Management Department determines whether forced liquidation action is to be taken against clients with overdue balances on a case-by-case basis. The Credit Committee regularly reviews the overdue balances.

36 金融風險管理 (續)

信貸風險 (續)

信用風險限額控制及緩釋政策 (續)

提供予客戶的貸款及墊款包括有關認購新股的首次公開發售貸款，一般於自提取日期起一周內結算。倘客戶於首次公開發售配發結果公佈後的指定寬限期內未能結算其差額，則將會被斬倉。

就債務證券而言，信貸及風險管理部門採用外部信貸評級(如標準普爾及穆迪評級或其同行評級)對信貸風險進行管理，本集團透過使用內部評級工具進行補充性自行評估。

本集團銀行結餘乃存於聲譽良好的大型商業銀行。就以獨立賬戶持有的客戶信託銀行結餘而言，該等結餘乃存於香港的認可金融機構。銀行結餘及客戶信託銀行結餘的信貸風險屬可管理範圍內。

應收客戶款項指證券交易產生的應收客戶款項，貨到付款的結算期一般為兩至三天。本集團授予的信貸期最多至各項證券交易的結算日(一般為T+2或T+3日內)。有關信貸限制的申請均須經信貸主任審核及由信貸委員會任何成員批准。然而，新客戶不會獲授任何信貸限制。信貸及風險管理部門釐定是否就逾期結餘對個別客戶採取強制清盤措施。信貸委員會定期檢討逾期結餘。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

#### Credit risk (continued)

##### Credit risk limit control and mitigation policies (continued)

The Group only accepts margin deposit in the form of cash for futures and leveraged foreign exchange dealing and broking. No transaction is allowed to execute if the current position of the customer exceeds its trading limit. The margin deposit placed and the aggregate of the required margin deposit of each futures and leveraged foreign exchange contract are timely monitored by both the dealers and the Credit Risk Management Department. Margin calls will be executed by the on-site duty staff for futures and leveraged foreign exchange dealing and broking if there is a deficit with the margin deposit. Forced liquidation of the client's position will be executed if the customer fails to meet the margin calls.

With the above stated controls, management is confident that the credit risk to the Group resulting from securities, futures and leveraged foreign exchange broking and dealing as well as margin and other loan financing are manageable.

Accounts receivable from brokers and dealers are placed with large financial institutions which are governed by regulators including the Hong Kong Monetary Authority (the "HKMA") and the Hong Kong Securities and Futures Commission (the "SFC"). The credit risk of accounts receivable from brokers and dealers is considered to be manageable.

The credit risk of accounts receivable from corporate clients and investment funds arising from corporate finance, asset management and investment holding is manageable as the credit rating and reputation of trade counterparties are sound.

Accounts receivable from the Stock Exchange and other clearing houses and other assets which are mainly deposits placed with the regulators are considered to have minimal credit risk.

### 36 金融風險管理 (續)

#### 信貸風險 (續)

##### 信用風險限額控制及緩釋政策 (續)

本集團對期貨及槓桿外匯交易及經紀僅接受現金形式的保證金。倘客戶的本期財務狀況超過交易限額，則不得進行任何交易。所投入的保證金及各項期貨及槓桿外匯合約所要求的保證金總額由交易商及信貸風險管理部門及時監察。倘保證金不足，則當時在職的員工會就期貨及槓桿外匯交易及經紀發出補倉通知。未能補倉的客戶將被斬倉。

在上文所述監控下，管理層堅信本集團因證券、期貨及槓桿外匯經紀及交易以及孖展及其他貸款融資所面臨的信貸風險均在管理範圍之內。

應收經紀及交易商的款項存放於香港金融管理局（「香港金融管理局」）及香港證券及期貨事務監察委員會（「證監會」）等監管機構管治下的大型金融機構。應收經紀及交易商的款項的信貸風險乃視為在管理範圍內。

由於交易對手方的信用評級及聲譽穩健，故企業融資、資產管理及投資控股所產生的應收企業客戶及投資基金款項的信貸風險為可管理。

應收聯交所及其他結算所的應收款項及主要為存放於監管機構的存款的其他資產的信貸風險甚微。

**36. FINANCIAL RISK MANAGEMENT (continued)**

*Credit risk (continued)*

**Impairment and provisioning policies**

The Group's credit and risk management policy requires the review of individual outstanding amounts at least monthly or more regularly depending on individual circumstances or market condition. Impairment allowances on individually assessed accounts are determined by an evaluation of the incurred loss at the end of the reporting period on a case-by-case basis, and are applied to all individually significant accounts. The assessment normally encompasses collateral held and the anticipated receipts for that individual account. Generally, impairment allowances will be provided when clients failed to meet margin call requirements and clients' collateral are insufficient to cover their outstanding loan balances.

**Maximum exposure to credit risk before collateral held or other credit enhancements**

The Group's maximum exposure to credit risk in the event that the counterparties fail to perform their obligations as at the end of the reporting period, in relation to each class of financial assets, is the carrying amount of those assets as indicated in the statement of financial position.

These amounts represent the worst case scenario of credit risk exposure to the Group at 31 December 2010 and 2011, without taking account of any collateral held or other credit enhancements attached.

**36 金融風險管理 (續)**  
**信貸風險 (續)**

**減值及撥備政策**

本集團的信貸及風險管理政策要求至少每月或在特定情況或市況下更為頻繁地對個別未結清款項進行審閱。通過評估所有個別重大賬戶於報告期間結束時產生的虧損，逐筆計提個別已評估賬戶的減值撥備。評估通常考慮持有的抵押物以及個別賬戶的預期可收回金額。一般情況下，當客戶未能達到補倉規定且客戶的抵押品不足以抵付未清償貸款結餘時，將會計提減值撥備。

**未計所持抵押品或其他改善信用條件的最高信貸風險值**

倘交易對手未能於報告期間結束時履行其責任，則本集團所面臨的與各類金融資產相關的最高信貸風險值為財務狀況表內所示該等資產的賬面值。

該等金額為本集團於二零一零年及二零一一年十二月三十一日所面臨的信貸風險的最差情形，且未計及任何所持抵押品或所附其他信貸提升情況。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

#### Credit risk (continued)

##### Concentration of risks of financial assets with credit risk exposure

###### (a) Bank balances and client trust bank balances

The counterparties of all client trust bank balances and majority of cash and bank balances are located in Hong Kong. As the Group's bank balances and client trust bank balances are deposited with a number of financially sound financial institutions, in the opinion of the directors, the concentration risk of the Group's bank balances and client trust bank balances is insignificant.

###### (b) Loans and advances to customers and accounts receivable from clients

The counterparties of majority of loans and advances to customers (including margin loans, IPO loans and other loan financing) and accounts receivable from clients are individual and mainly located in China. The Credit and Risk Management Department daily prepares key margin client and future and leveraged foreign exchange client exposure for review to avoid excessive concentration risk. As the Group trades with a large number of diversified clients, in the opinion of the directors, the concentration risk of loans and advances to customers and accounts receivable from client is manageable.

###### (c) Accounts receivable from brokers, dealers as well as clearing houses and others

The Group also has accounts receivable from clearing houses, brokers and dealers from its securities, commodities and leveraged foreign exchange broking and dealing as well as other receivables from asset management, corporate finance and investment holdings. Responsible Officers timely monitor excess deposit placed with dealers and brokers to ensure the concentration risk of accounts receivable is manageable.

### 36 金融風險管理 (續)

#### 信貸風險 (續)

##### 面臨信貸風險的金融資產的風險集中程度

###### (a) 銀行結餘及客戶信託銀行結餘

所有客戶信託銀行結餘及大部分現金及銀行結餘的交易對手均位於香港。由於本集團的銀行結餘及客戶信託銀行結餘乃存於多家財務上穩健的金融機構，故董事認為本集團的銀行結餘及客戶信託銀行結餘的集中風險不大。

###### (b) 提供予客戶的貸款及墊款以及應收客戶款項

提供予客戶的大部分貸款及墊款(包括孖展貸款、首次公開發售貸款及其他貸款融資)以及應收客戶款項的交易對手為個人，主要居於中國。信貸及風險管理部門每日編製主要孖展客戶及期貨槓桿外匯客戶風險，以期避免過度集中的風險。由於本集團與大量各行各業的客戶交易，故董事認為提供予客戶的貸款及墊款以及應收客戶款項的集中風險屬可管理範圍內。

###### (c) 應收經紀、交易商以及結算所及其他人士的款項

本集團亦有應收結算所、經紀及交易商有關證券、商品及槓桿外匯經紀及交易的款項以及來自資產管理、企業融資及投資控股的其他應收款項。負責的職員及時監察存於個別交易商及經紀商的超額存款，以確保應收款項的集中風險在管理範圍內。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

#### Credit risk (continued)

##### Held-to-maturity investments

The table below presents an analysis of held-to-maturity investments by rating agency designation at 31 December, based on Moody's ratings:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Neither past due nor impaired:	既無過期亦無減值：		
Ba2	Ba2	77,728	77,833

No impairment provision has been recognised for the held-to-maturity investments as at 31 December 2011 (2010: Nil).

#### Market risk

The Group takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, foreign exchange rates and equity prices.

The financial instruments held by the Group mainly exposed to interest rate risk and price risk. The main market risks include cash flow interest rate risk and price risk. The Group has established policies and procedures for monitoring and controlling the market risk arising from these financial instruments.

### 36 金融風險管理 (續)

#### 信貸風險 (續)

##### 持至到期投資

下表呈列基於穆迪(評級代理)的評級，於十二月三十一日所作持至到期投資分析：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Neither past due nor impaired:	既無過期亦無減值：		
Ba2	Ba2	77,728	77,833

於二零一一年十二月三十一日並無就持至到期投資確認任何減值撥備(二零一零年：無)。

#### 市場風險

本集團所面臨的市場風險，乃指由於市場價格變動而引致金融工具的公平值或未來現金流量變動的風險。市場風險是從利率、貨幣及股權產品等的未平倉而產生，並受到一般及特定的市場變動及市場利率或價格(如利率、外匯匯率及股票價格)波幅變動的風險所影響。

本集團所持有的金融工具主要面臨利率風險及價格風險。主要的市場風險包括現金流量利率風險及價格風險。本集團已制定有關政策及程序，以監測及控制該等金融工具所產生的市場風險。



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

#### Market risk (continued)

##### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's loans and advances to customers, accounts receivable, accounts payable to clients, bank borrowings, client trust bank balances, cash and bank balances.

Interest on cash at banks will fluctuate at floating rates based on daily bank deposit rates. Bank borrowings and margin loans receivable at variable rates exposing the Group to cash flow interest rate risk. Other financial assets and liabilities are non interest bearing. The Group mitigates its interest rate risk by monitoring market interest rate movements and revising the interest rates offered to its customers on an ongoing basis in order to limit potential adverse effects of interest rate movements on net interest income.

The Group regularly calculates the impact on profit or loss of a possible interest rate shift on its portfolio of bank borrowings, margin loans receivable and interest bearing bank deposits.

If there would be a general increase/decrease in the interest rate by one percentage point, with all other variables held constant, the profit before tax for the year ended 31 December 2011 would have been increased/decreased by approximately HK\$86 million (2010: HK\$83 million). The estimated one percentage point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting period.

### 36 金融風險管理 (續)

#### 市場風險 (續)

##### 利率風險

本集團面臨的市場利率變動風險主要與本集團提供予客戶的貸款及墊款、應收款項、應付客戶款項、銀行借款、客戶信託銀行結餘、現金與銀行結餘有關。

銀行存款利息按根據每日銀行存款利率計算的浮動利率而波動。本集團面臨以浮息計息的銀行借款及應收孖展貸款項所產生的現金流量利率風險。其他金融資產及負債均不計利息。本集團透過監控市場利率變動並持續修訂給予客戶的利率，從而減輕利率變動對利息收入淨額的潛在不利影響。

本集團定期計算其銀行借款、應收孖展貸款項及計息銀行存款組合之可能產生的利息變動對損益的影響。

倘利率整體上升/下降一個百分點，所有其他變量保持不變，則截至二零一一年十二月三十一日止年度的除稅前溢利將會增加/減少約86百萬港元(二零一零年：83百萬港元)。估計一個百分點的增加或減少指管理層對下屆股東週年大會前期間的利率合理變動的評估。

36. FINANCIAL RISK MANAGEMENT (continued)

Market risk (continued)

Price risk

The Group is exposed to equity securities price risk from equity instruments held by the Group which are classified on the statement of financial position as financial assets at fair value through profit or loss. Price risk is the risk of changes in fair value of financial instruments from fluctuations, whether such change in price is caused by factors specific to the individual instrument or factors affecting all instruments traded in the markets. The Group mitigates its price risk by performing detailed due diligence analysis of investment and dedicated professionals are assigned to oversee and monitor the performance of investment.

At 31 December 2011, the profit before tax would increase/decrease by HK\$6.1 million for the financial assets held for trading (2010: HK\$8.9 million) should the Hang Seng Index (the "HSI") increase/decrease by 10%. The analysis is based on the assumption that all the equity instruments move according to the historical correlation with the HSI and with all other variables held constant.

The asset quality of the margin clients' margin collateral will also deteriorate when the market comes down drastically. Scenario analysis and stress testing are regularly performed on an individual client basis.

Foreign currency risk

Foreign currency risk refers to the risk that movement in foreign currency exchange rate will affect the Group's financial results and its cash flows. The management considers the Group is not exposed to significant foreign currency risk as the majority of its operations and transactions are in Hong Kong and denominated in Hong Kong dollars and United States dollars.

For leveraged foreign exchange dealing and broking, stringent control over the open position has been adopted. In the opinion of the directors, the foreign exchange risk of the Group is minimal.

36 金融風險管理 (續)

市場風險 (續)

價格風險

本集團因持有的股票投資(於財務狀況表分類為按公平值計入損益的金融資產)而承受股票證券價格風險。價格風險指金融工具公平值因波動而出現變動的風險，無論有關價格變動是因個別工具特有的因素或影響市場上所有買賣工具的因素所引致。本集團透過對投資進行詳細的盡職分析降低價格風險，並指派專業人士監督及監控投資表現。

於二零一一年十二月三十一日，倘恒生指數(「恒生指數」)上升/下跌10%，持作買賣的金融資產除稅前溢利增加/減少6.1百萬港元(二零一零年：8.9百萬港元)。該分析乃假設所有股本工具根據與恒生指數的過往掛鈎關係變動及所有其他可變因素保持不變的情況下作出。

孖展客戶的孖展抵押品的資產質素亦會於市場嚴重下滑時惡化。情景分析及壓力測試乃按個別客戶基準定期進行。

外匯風險

外匯風險指影響本集團財務業績及其現金流量的外匯匯率變動的風險。管理層認為，由於本集團大部分經營及交易位於香港並以港元及美元結算，本集團並無重大外匯風險。

對於槓桿式外匯交易的買賣和經紀業務，本集團對未平倉交易採用了更加嚴格的控制措施。董事認為，本集團所承受的外匯風險極微。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

#### Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, Finance Department maintains flexibility in funding by maintaining available committed credit facilities from the banks.

Sources of liquidity are daily reviewed by the Finance Department to ensure the availability of sufficient liquid funds to meet all obligations.

Management monitors rolling forecasts of the Group's liquidity reserve (comprising undrawn borrowing facility) and cash and cash equivalents on the basis of expected cash flows in strict compliance with statutory requirements. This is achieved by monitoring the liquidity position of the individual company within the Group on a daily basis to ensure the availability of sufficient liquid funds to meet all obligations and compliance with the statutory requirements such as the Hong Kong Securities and Futures (Financial Resources) Rules.

### 36 金融風險管理 (續)

#### 流動資金風險

審慎的流動資金風險管理包括維持充足的現金，透過已承諾信貸融資的足夠額度備有資金，及有能力結算市場持倉。由於相關業務的多變性質，財務部致力透過已承諾的可用銀行信貸融資維持資金的靈活性。

財務部每日審核流動資金來源，以確保可獲得充足流動資金，履行所有責任。

管理層根據預期現金流量監控本集團的流動資金儲備(包括未提取借款融資)及現金及現金等價物的滾存預測，以嚴格遵守法定要求。為達到這目的，本集團需要每日監控旗下公司的流動資金狀況，以確保能夠取得充足的流動資金履行所有責任，並符合有關法定要求(如香港證券及期貨(財務資源)規則)。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

#### Liquidity risk (continued)

The following table summarises the maturity profiles of the Group and Company's financial liabilities, based on the contractual and undiscounted cash flows, and financial assets (undiscounted where appropriate) in order to provide a complete view of the Group and Company's contractual commitments and liquidity.

As at 31 December 2011

#### Group

		Up to 1 month	1-3 months 一至三 個月	3-12 months 三至 十二個月	1-5 years 一至五年	Over 5 years 逾五年	Indefinite <sup>1</sup> 無特定使 用限期 <sup>1</sup>	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Assets</b>	<b>資產</b>							
Held-to-maturity investments	持至到期投資	—	2,915	2,915	83,558	—	—	89,388
Loans and advances to customers	給予客戶的貸款 及墊款	2,002,082	47,848	15,871	—	—	—	2,065,801
Accounts receivable	應收款項	335,179	681	506	—	—	—	336,366
Financial assets at fair value through profit or loss	按公平值計入損益 的金融資產	—	—	2,798	62,845	—	90,607	156,250
Other receivables	其他應收款項	—	1,727	—	—	—	—	1,727
Client trust bank balances	客戶信託銀行結餘	5,852,138	277,162	—	—	—	—	6,129,300
Cash and cash equivalents	現金及現金等價物	433,186	230,869	—	—	—	—	664,055
		8,622,585	561,202	22,090	146,403	—	90,607	9,442,887
<b>Liabilities</b>	<b>負債</b>							
Accounts payable	應付款項	(6,469,235)	(2,000)	—	—	—	—	(6,471,235)
Other payables	其他應付款項	(277)	—	—	(642)	—	—	(919)
Interest-bearing bank borrowings	計息銀行借貸	—	(200,565)	—	—	—	—	(200,565)
		(6,469,512)	(202,565)	—	(642)	—	—	(6,672,719)

### 36 金融風險管理 (續)

#### 流動資金風險 (續)

根據合約及未貼現現金流量，及金融資產（未貼現（如適用）），下表概述本集團及本公司金融負債的到期情況，以提供本集團及本公司完整的合約承擔及流動資金。

於二零一一年十二月三十一日

#### 本集團

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

#### Liquidity risk (continued)

As at 31 December 2011 (continued)

#### Company

		Up to		3-12 months		Over		Indefinite <sup>1</sup>	Total
		1 month	1-3 months	三至	1-5 years	5 years	無特定		
		一個月內	一至三個月	十二個月	一至五年	逾五年	使用限期 <sup>1</sup>		總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Assets</b>	<b>資產</b>								
Due from a subsidiary	應收附屬公司款項	1,756,397	—	—	—	—	—	—	1,756,397
Cash and cash equivalents	現金及現金等價物	104	—	—	—	—	—	—	104
		1,756,501	—	—	—	—	—	—	1,756,501

<sup>1</sup> Indefinite represents equity investments with no contractual maturity date.

### 36 金融風險管理 (續)

#### 流動資金風險 (續)

於二零一一年十二月三十一日 (續)

#### 本公司

<sup>1</sup> 無特定使用限期指並無合約到期日的股票投資。

As at 31 December 2010

#### Group

		Up to		3-12 months		Over		Indefinite <sup>1</sup>	Total
		1 month	1-3 months	三至	1-5 years	5 years	無特定使		
		一個月內	一至三個月	十二個月	一至五年	逾五年	用限期 <sup>1</sup>		總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Assets</b>	<b>資產</b>								
Held-to-maturity investments	持至到期投資	—	2,886	2,919	89,054	—	—	—	94,859
Loans and advances to customers	給予客戶的貸款及墊款	1,975,894	—	—	—	—	—	—	1,975,894
Accounts receivable	應收款項	904,138	30,343	1,102	—	—	—	—	935,583
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	—	—	—	—	—	84,099	84,099	84,099
Client trust bank balances	客戶信託銀行結餘	5,650,058	223,682	3,007	—	—	—	—	5,876,747
Cash and cash equivalents	現金及現金等價物	396,762	45,094	—	—	—	—	—	441,856
		8,926,852	302,005	7,028	89,054	—	84,099	—	9,409,038
<b>Liabilities</b>	<b>負債</b>								
Accounts payable	應付款項	(6,778,940)	—	—	—	—	—	—	(6,778,940)
Other payables	其他應付款項	(3,267)	—	—	—	—	—	—	(3,267)
		(6,782,207)	—	—	—	—	—	—	(6,782,207)

於二零一零十二月三十一日

#### 本集團

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

#### Liquidity risk (continued)

As at 31 December 2010 (continued)

#### Company

		Up to	3-12 months		Over	Indefinite <sup>1</sup>	Total
		1 month	1-3 months	3-12 months	1-5 years	5 years	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Assets</b>	<b>資產</b>						
Due from a subsidiary	應收附屬公司款項	1,750,135	—	—	—	—	1,750,135
Cash and cash equivalents	現金及現金等價物	101	—	—	—	—	101
		1,750,236	—	—	—	—	1,750,236

<sup>1</sup> Indefinite represents equity investments with no contractual maturity date.

#### Fair value of financial assets and liabilities

##### Financial instruments not measured at fair value

At the end of the reporting period, the fair value of the Group's financial assets and liabilities not measured at fair value are not materially different from their carrying amounts.

### 36 金融風險管理 (續)

#### 流動資金風險 (續)

於二零一零十二月三十一日

#### 本公司

		Up to	3-12 months		Over	Indefinite <sup>1</sup>	Total
		1 month	1-3 months	3-12 months	1-5 years	5 years	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Assets</b>	<b>資產</b>						
Due from a subsidiary	應收附屬公司款項	1,750,135	—	—	—	—	1,750,135
Cash and cash equivalents	現金及現金等價物	101	—	—	—	—	101
		1,750,236	—	—	—	—	1,750,236

<sup>1</sup> 無特定使用限期指並無合約到期日的股票投資。

#### 金融資產及負債的公平值

##### 並非按公平值計量的金融工具

於報告期間結束時，本集團並非按公平值計量的金融資產及負債的公平值與其賬面值並無重大差異。

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

#### *Fair value of financial assets and liabilities (continued)*

##### Financial instruments measured at fair value

##### *Fair value hierarchy*

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

- Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
- Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

### 36 金融風險管理 (續)

#### 金融資產及負債的公平值 (續)

##### 按公平值計量的金融工具

##### 公平值等級

本集團以下列架構釐定及披露金融工具之公平值：

- 第1級：根據相同資產或負債在活躍市場之報價(未經調整)而計量公平值
- 第2級：根據所有對已列賬公平值有重要影響而直接或間接可觀察的資料輸入的估值方法而計量公平值
- 第3級：並非根據可觀察的市場數據(非可觀察資料輸入)而對已列賬公平值有重要影響之資料輸入的估值方法而計量公平值

# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

Fair value of financial assets and liabilities (continued)

Financial instruments measured at fair value (continued)

As at 31 December 2011

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	51,607	—	99,109	150,716

As at 31 December 2010

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	84,099	—	—	84,099

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2010: nil).

The following table presents the changes in level 3 instruments of unlisted financial assets designated at fair value through profit or loss for the years ended 31 December 2010 and 2011.

### 36 金融風險管理 (續)

金融資產及負債的公平值 (續)

按公平值計量的金融工具 (續)

於二零一一年十二月三十一日

於二零一零年十二月三十一日

年內，第1級與第2級之間的公平值計量並無進行任何重大轉撥，而第3級並無任何轉入或轉出(二零一零年：無)。

下表呈列截至二零一零年及二零一一年十二月三十一日止年度按公平值計入損益的第3級非上市金融資產的變動。

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At 1 January	於一月一日	—	—
Purchases	購買	65,505	—
Accrued interest income	應計利息收入	338	—
Net gain recognised in profit or loss	於損益內確認的收益淨額	33,266	—
At 31 December	於十二月三十一日	99,109	—



# Notes to Financial Statements

## 財務報表附註

31 December 2011

二零一一年十二月三十一日

### 36. FINANCIAL RISK MANAGEMENT (continued)

#### Capital management

The Group's objectives for managing capital, which is a broader concept than the "equity" on the face of the statement of financial position, are:

- To comply with the capital requirements under the Securities and Futures (Financial Resources) Rules for its subsidiaries which are licensed corporations;
- To safeguard the Group's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To maintain a strong capital base to support the development of its business.

The liquid capital is monitored daily by each individual licensed subsidiary's management, based on the Securities and Futures (Financial Resources) Rules. The required information is filed with the SFC on a timely basis. The SFC requires each licensed corporation to maintain a level of required liquid capital which is the higher of the floor requirement ranging from HK\$0.1 million to HK\$3 million or 5% of the aggregate of its adjusted liabilities and clients' margin. All licensed corporations within the Group complied with their required liquid capital during the years ended 31 December 2011 and 2010.

The capital of the Group mainly comprises its total equity.

### 36 金融風險管理 (續)

#### 資本管理

本集團資本管理的目標概念比財務狀況表的「權益」更為廣闊，即：

- 就本身為持牌法團的附屬公司而言，符合證券及期貨(財務資源)規則的資本規定；
- 保障本集團持續經營的能力，以繼續為股東及其他利益相關者提供回報及利益；
- 維持本集團的穩定及發展；及
- 維持穩固的資本基礎，以支持其業務的發展。

各持牌附屬公司的管理層根據證券及期貨(財務資源)規則每天監控流動資金，並按時向證監會提呈所需資料。證監會規定，各持牌法團須保持所需流動資本水平為介乎0.1百萬港元至三百萬港元的最低要求或其經調整負債及客戶保證金總和的5%兩者的最高者。於截至二零一一年及二零一零年十二月三十一日止年度，本集團旗下所有持牌法團均符合所需流動資金水平規定。

本集團的資本主要包括其權益總額。



Guotai Junan International Holdings Limited

國泰君安國際控股有限公司