

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is not for distribution to (i) any person or address in the United States or (ii) to any U.S. person (as defined in Regulation S under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”)).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities, nor is it calculated to invite any such invitation or offer.

The securities have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state of the United States or other jurisdiction and the securities may not be offered or sold within the United States, or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state or local securities law.

This announcement and the listing documents referred to herein are for information purposes only as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and do not constitute an offer to sell or acquire or the solicitation of an offer to buy any securities. Neither this announcement nor anything referred to herein (including the listing documents) forms the basis for any contract or commitment whatsoever. For the avoidance of doubt, the publication of this announcement and the listing documents referred to herein shall not be deemed to be an offer of securities made pursuant to a prospectus issued by or on behalf of the Issuer (as defined below) for the purposes of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong nor shall it constitute an advertisement, invitation or document containing an invitation to the public to enter into or offer to enter into an agreement to acquire, dispose of, subscribe for or underwrite securities for the purposes of the Securities and Futures Ordinance (Cap. 571) of Hong Kong.

Notice to Hong Kong investors: The Issuer, the Guarantor (as defined below) and the Company (as defined below) confirm that the Notes (as defined below) are intended for purchase by professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) only and have been listed on The Stock Exchange of Hong Kong Limited on that basis. Accordingly, the Issuer, the Guarantor and the Company confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

PUBLICATION OF OFFERING CIRCULAR AND PRICING SUPPLEMENTS

**U.S.\$500,000,000 5.012 per cent. Notes due 2027 (the “Fixed Rate Notes”)
(Stock Code: 4309)**

and

**U.S.\$700,000,000 Floating Rate Notes due 2027 (the “Floating Rate Notes”,
together with the Fixed Rate Notes, the “Notes”)
(Stock Code: 4310)**

**issued under the U.S.\$10,000,000,000 Guaranteed Medium Term Note Programme
(the “Programme”)**

by

CICC Hong Kong Finance 2016 MTN Limited

(A company incorporated in the British Virgin Islands with limited liability)

(as “Issuer”)

unconditionally and irrevocably guaranteed by

China International Capital Corporation (International) Limited

中國國際金融（國際）有限公司

(A company incorporated in Hong Kong with limited liability)

(as “Guarantor”)

and

with the benefit of a keepwell deed provided by



China International Capital Corporation Limited

中國國際金融股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03908)

(as “Company”)

This announcement is issued pursuant to Rule 37.39A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the notice of listing of the Notes on The Stock Exchange of Hong Kong Limited dated 18 January 2024 published by the Issuer.

Please refer to the offering circular relating to the Programme dated 4 January 2024 (the “**Offering Circular**”) and the pricing supplements relating to the issue of the Fixed Rate Notes and the Floating Rate Notes, respectively, each dated 10 January 2024 (the “**Pricing Supplements**”), each appended herein. The Offering Circular and the Pricing Supplements (collectively, the “**Listing Documents**”) are published in English only. No Chinese version of the Listing Documents has been published.

Hong Kong, 19 January 2024

As at the date of this announcement, the Directors of the Issuer are Ms. Liu Jian and Ms. Wang Jin.

As at the date of this announcement, the Directors of the Guarantor are Mr. Xia Xin Han, Ms. Ma Kui, Mr. Chu Gang, Mr. Liu Qingchuan, Mr. Wu Bo, Mr. Sun Nan and Dr. Wang Hanfeng.

As at the date of this announcement, the Executive Director of the Company is Mr. Chen Liang; the Non-executive Directors are Ms. Zhang Wei, Mr. Kong Lingyan and Mr. Duan Wenwu; and the Independent Non-executive Directors are Mr. Ng Kong Ping Albert, Mr. Lu Zhengfei, Mr. Peter Hugh Nolan and Mr. Zhou Yu.

TABLE OF CONTENTS

	Page
OFFERING CIRCULAR DATED 4 JANUARY 2024.....	I-1
PRICING SUPPLEMENT RELATING TO THE FIXED RATE NOTES DATED 10 JANUARY 2024	II-1
PRICING SUPPLEMENT RELATING TO THE FLOATING RATE NOTES DATED 10 JANUARY 2024	III-1

OFFERING CIRCULAR DATED 4 JANUARY 2024

IMPORTANT NOTICE

THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE ADDRESSEES OUTSIDE OF THE UNITED STATES AND ARE NOT U.S. PERSONS.

IMPORTANT: You must read the following disclaimer before continuing. If you are not the intended recipient of this message, please do not distribute or copy the information contained in this e-mail, but instead, delete and destroy all copies of this e-mail including all attachments. The following disclaimer applies to the attached offering circular (the “**Offering Circular**”). You are advised to read this disclaimer carefully before accessing, reading or making any other use of the attached Offering Circular. In accessing the attached Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from the company as a result of such access. In order to be eligible to view the attached Offering Circular or make an investment decision with respect to the securities, investors must be non-U.S. persons outside the United States.

Confirmation of Your Representation: The attached Offering Circular is being sent to you at your request and by accepting the e-mail and accessing the attached Offering Circular, you shall be deemed to represent to CICC Hong Kong Finance 2016 MTN Limited (the “**Issuer**”), China International Capital Corporation (International) Limited (the “**Guarantor**”), China International Capital Corporation Limited (“**CICC**” or the “**Company**”), China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Limited and Standard Chartered Bank (the “**Joint Arrangers**”) and the Dealers (as defined in this Offering Circular) that (1) you and any customers you represent are outside the United States and that the e-mail address that you gave us and to which this e-mail has been delivered is not located in the United States, its territories or possessions, (2) you are not a U.S. person, or acting to, the account or benefit of a U.S. person (in each case as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”)) and (3) you consent to delivery of the attached Offering Circular and any amendments or supplements thereto by electronic transmission.

The attached Offering Circular has been made available to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and, consequently, none of the Issuer, the Guarantor, the Company, the Joint Arrangers, the Dealers or any of their respective affiliates, directors, officers, employees, representatives, advisers, agents and each person who controls the Issuer, the Guarantor, the Company, the Joint Arrangers, the Dealers or any of their respective affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the document distributed to you in electronic format and the hard copy version available to you upon request from the Issuer, the Guarantor, the Company, the Joint Arrangers and the Dealers.

Restrictions: The attached Offering Circular is being furnished in connection with an offering in offshore transactions to non-U.S. persons outside the United States in compliance with Regulation S under the Securities Act solely for the purpose of enabling a prospective investor to consider the purchase of the securities described herein.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT), OR IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS OR, IN CERTAIN CIRCUMSTANCES, DELIVERED IN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THE OFFERING IS MADE SOLELY TO NON-U.S. PERSONS OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE OF REGULATION S UNDER THE SECURITIES ACT.

Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (the “**SFA**”) – Unless otherwise stated in the Pricing Supplement in respect of any Notes, all Notes issued or to be issued under the Programme shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

MiFID II product governance/target market – The Pricing Supplement in respect of any Notes will include a legend entitled “MiFID II product governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, “**MiFID II**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

UK MiFIR product governance/target market – The Pricing Supplement in respect of any Notes may include a legend entitled “UK MiFIR product governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes: (a) a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”); or (iii) not a qualified investor as defined in the Prospectus Regulation; and (b) the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”). Consequently, no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Dealers or any affiliate of the Dealers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Dealers or such affiliate on behalf of the Issuer and the Guarantor in such jurisdictions.

You are reminded that you have accessed the attached Offering Circular on the basis that you are a person into whose possession the attached Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver this document, electronically or otherwise, to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you are not allowed to purchase any of the securities described in the attached Offering Circular.

Actions that You May Not Take: If you receive this document by e-mail, you should not reply by e-mail to this document, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected.

YOU ARE NOT AUTHORISED TO AND YOU MAY NOT FORWARD OR DELIVER THE ATTACHED OFFERING CIRCULAR, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH OFFERING CIRCULAR IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE ATTACHED OFFERING CIRCULAR IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

You are responsible for protecting against viruses and other destructive items. If you receive this document by e-mail, your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

U.S.\$10,000,000,000
Guaranteed Medium Term Note Programme
CICC Hong Kong Finance 2016 MTN Limited
(incorporated in the British Virgin Islands with limited liability)
(as “**Issuer**”)

unconditionally and irrevocably guaranteed by

China International Capital Corporation (International) Limited

中國國際金融(國際)有限公司

*(formerly known as China International Capital Corporation (Hong Kong) Limited (中國國際金融(香港)有限公司))
(incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of China International Capital Corporation Limited)*

(as “**Guarantor**”)

and

with the benefit of a Keepwell Deed provided by



China International Capital Corporation Limited

中國國際金融股份有限公司

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 3908.HK)

Under the U.S.\$10,000,000,000 Guaranteed Medium Term Note Programme described in this Offering Circular (the “**Programme**”), CICC Hong Kong Finance 2016 MTN Limited (the “**Issuer**”), subject to compliance with all relevant laws, regulations and directives, may from time to time issue medium term notes (the “**Notes**”) unconditionally and irrevocably guaranteed (the “**Guarantee**”) by China International Capital Corporation (International) Limited (the “**Guarantor**”). The Issuer is a direct wholly-owned subsidiary of the Guarantor, and the Guarantor is a direct wholly-owned subsidiary of China International Capital Corporation Limited (the “**Company**” or “**CICC**”). The Issuer, the Guarantor and the Company entered into an amended and restated keepwell deed on January 4, 2024, with Citicorp International Limited (the “**Trustee**”) as trustee of the Notes (the “**Keepwell Deed**”) as further described in “*Description of the Keepwell Deed*”. The Keepwell Deed does not constitute a direct or indirect guarantee by the Company of the obligations of the Issuer under the Notes or of the Guarantor under the Guarantee and may not give rise to a debt claim in the event of any insolvency proceedings in relation to the Company.

The Keepwell Deed does not constitute a direct or indirect guarantee of the Notes by the Company. Pursuant to the terms of the Keepwell Deed, the Company has undertaken to cause the Issuer and the Guarantor to have sufficient liquidity to ensure timely payment of any amounts due and payable under or in respect of any of its indebtedness, and/or undertake certain specific actions rather than assume payment obligations as in the case of a guarantee. Even if the Company intends to perform its obligations under the Keepwell Deed, depending on the manner in which the Company arranges for sufficient funds to meet the payment obligations of the Issuer under the Notes or the Guarantor under the Guarantee, such performance may be subject to obtaining prior consent or approvals from relevant governmental authorities and internal approvals from its board of directors and/or shareholders. Although the Company is required to use its commercially reasonable endeavours to obtain any required consents and approvals in order to fulfil its obligations under the Keepwell Deed, there is no assurance that such consents or approvals will be obtained in a timely manner or at all. There are also additional risks relating to whether the obligations of a keepwell provider under a keepwell deed will be recognised in bankruptcy procedures of the keepwell provider in the PRC as the relevant judicial practice appears to still be evolving. See “*Risk Factors – The Keepwell Deed is not a guarantee of the payment obligations under the Notes and the Guarantee and may not give rise to a debt claim against the Company or be recognised by PRC courts in insolvency proceedings in relation to the Company in the PRC. The performance by the Company's obligation thereunder may be subject to Regulatory Approvals*” on page 64 of this Offering Circular.

The Notes may be issued in bearer or registered form. The aggregate nominal amount of the Notes outstanding will not at any time exceed U.S.\$10,000,000,000 (or its equivalent in other currencies), subject to any duly authorised increase. The Notes may be issued on a continuing basis to one or more of the Dealers specified under “*Summary of the Programme*” and any additional Dealer appointed under the Programme from time to time by the Issuer, the Guarantor and the Company (each a “**Dealer**”, and together the “**Dealers**”), which appointment may be for a specific issue or on an ongoing basis. References in this Offering Circular to the “**Relevant Dealer**” shall, in the case of an issue of the Notes being (or intended to be) subscribed by more than one Dealer, be to all Dealers agreeing to subscribe such Notes.

Application has been made to The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) or the “**HKEX**”) for the listing of the Programme under which Notes may be issued by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (“**Professional Investors**”) only during the 12-month period after the date of this document on the HKEX. This document is for distribution to Professional Investors only.

Notice to Hong Kong investors: The Issuer, the Guarantor and the Company confirm that the Notes are intended for purchase by Professional Investors only and the Programme and the Notes (to the extent such notes are to be listed on the HKEX) will be listed on the HKEX on that basis. Accordingly, the Issuer, the Guarantor and the Company confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

The HKEX has not reviewed the contents of this document, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this document to Professional Investors only have been reproduced in this document. Listing of Programme or the Notes on the HKEX is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes or the Issuer, the Guarantor, the Guarantor Group (as defined below), the Company, or the Group (as defined below) or quality of disclosure in this document. Hong Kong Exchanges and Clearing Limited and the HKEX take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

Investing in Notes issued under the Programme involves certain risks. The principal risk factors that may affect the abilities of the Issuer, the Guarantor and the Company to fulfil their respective obligations in respect of the relevant Notes, the Guarantee, the Keepwell Deed are discussed under “*Risk Factors*”. In particular, each Tranche of the Notes will be unconditionally and irrevocably guaranteed by the Guarantor, with the benefit of a Keepwell Deed provided by the Company. Investors of the Notes should be aware that the Keepwell Deed does not constitute a direct or indirect guarantee of the Notes by the Company, and that there are various other risks relating to the Notes, the Company and its subsidiaries, their business operations and the business of the Notes, including the risks of the Notes being subject to the annual foreign debt registration and the relevant pre-issuance registration, amended registration and the relevant Pricing Supplement to the Group's Business and Industry”, “*Risks Relating to the Notes Issued Under the Programme and the Guarantee*” and “*Risks Relating to the Keepwell Deed*”. Prospective investors should have regard to the factors described under the section headed “*Risk Factors*” beginning on page 28 of this Offering Circular.

Notice of the aggregate nominal amount of Notes, interest (if any) payable in respect of Notes, the issue price of Notes and any other terms and conditions not contained herein which are applicable to each Tranche (as defined in “**Summary of the Programme**”) of the Notes will be set out in a Pricing Supplement (as defined in “**Summary of the Programme**”) which, with respect to the Notes to be listed on the Hong Kong Stock Exchange, will be delivered to the Hong Kong Stock Exchange on or before the date of issue of the Notes of such Tranche. This Offering Circular may not be used to consummate sales of the Notes, unless accompanied by a Pricing Supplement. The relevant Pricing Supplement in respect of the issue of any Notes will specify whether or not such Notes will be listed on the Hong Kong Stock Exchange or listed, traded or quoted on or by any other competent authority, exchange or quotation system.

The Notes and the Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state of the United States. The Notes may be offered or sold in the United States or to, or for the account or benefit of, persons in each term as defined in Regulation S under the Securities Act (the “**Regulation S**”) or, in case of Bearer Notes, delivered in the United States except pursuant to an exemption from the registration requirements of the Securities Act. There will be no public offer of securities in the United States. The Notes and the Guarantee are being offered to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act. Bearer Notes are subject to U.S. tax law requirements. See “*Subscription and Sale*”.

MIFID II product governance/target market – The Pricing Supplement in respect of any Notes may include a legend entitled “**MIFID II product governance**” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, “**MIFID II**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MIFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MIFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Joint Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MIFID Product Governance Rules.

UK MIFIR product governance/target market – The Pricing Supplement in respect of any Notes may include a legend entitled “**UK MIFIR product governance**” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MIFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MIFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MIFIR Product Governance Rules.

Where the Circular on Promoting the Reform of the Filing and Registration System for Issuance of Foreign Debt by Enterprises (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知(發改外債[2015]2044號))(the “**NDRC Circular**”) issued by the National Development and Reform Commission of the PRC (the “**NDRC**”) and which came into effect on September 14, 2015 and was repealed by the Administrative Measures for Examination and Registration of Medium and Long-term Foreign Debts of Enterprises (企業中長期外債審核登記管理辦法(國家發展和改革委員會令[第56號]))(the “**NDRC Administrative Measures**”) which was issued by the NDRC on January 5, 2023 and became effective on February 10, 2023, as supplemented by the relevant document issued by the NDRC in relation to the annual foreign debt registration and the relevant pre-issuance registration, amended registration and the relevant Pricing Supplement to the Company (where applicable) and any implementation rules, regulations, certificates, circulars or notices in connection therewith as issued by the NDRC from time to time apply, for the benefit of the Notes to be issued in accordance with these Conditions, with respect to the offering of a particular tranche of Notes, the Company undertakes to make the required filing with the NDRC within the prescribed time period in accordance with the NDRC Administrative Measures, and as amended, supplemented or replaced from time to time.

PRIPs Regulation – Prohibition of Sales to EEA Retail Investors – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, (a) a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (“**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”); and (b) the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase the Notes. Consequently, no key information document required by regulation (EU) No 1286/2014 (as amended, the “**PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.

UK PRIIPs Regulation – Prohibition of Sales to UK Retail Investors – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”). Consequently, no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

The Notes of each Series issued in bearer form (“**Bearer Notes**”) will be represented on issue by a temporary global note in bearer form (each a “**Temporary Global Note**”) or a permanent global note in bearer form (each a “**Permanent Global Note**”, and together with the Temporary Global Note, the “**Global Notes**” and each a “**Global Note**”). Bearer Notes that are issued in compliance with U.S. Treasury Regulations §1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”)) (“**TEFRA D**”) must be initially represented by a Temporary Global Note and interests in a Temporary Global Note will be exchangeable, in whole or in part, for interests in a Permanent Global Note on or after the date falling 40 days after the later of the commencement of the offering and the relevant issue date (the “**Exchange Date**”), upon certification as to non-U.S. beneficial ownership. Notes in registered form (“**Registered Notes**”) will be represented by registered certificates (each a “**Certificate**”), one Certificate being issued in respect of each Noteholder's entire holding of Registered Notes of one Series. Registered Notes of each Series will be represented on issue by a global certificate (each a “**Global Certificate**”). Global Notes may be deposited on the relevant issue date with a common depository on behalf of Euroclear Bank S.A./N.V. (“**Euroclear**”) and/or Clearstream Banking S.A. (“**Clearstream**”), or with a sub-custodian for the Central Money Markets Unit Service (the “**CMU**”) operated by the Hong Kong Monetary Authority. Until the expiration of 40 days after the later of the commencement of the offering of a Tranche of a registered Series and the issue date thereof, beneficial interests in a Global Note may be held only through Euroclear or Clearstream or the CMU. The provisions governing the exchange of interests in Global Notes for other Global Notes and definitive Notes or Global Certificates for Certificates are described in “*Summary of Provisions Relating to the Notes while in Global Form*”.

Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (the “SFA”) – Unless otherwise stated in the Pricing Supplement in respect of any Notes, all Notes issued or to be issued under the Programme shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

The Programme has been rated “**BBB+**” by S&P Global Ratings (“**S&P**”), “**Baa1**” by Moody's Investors Services, Inc. (“**Moody's**”) and “**BBB+**” by Fitch Ratings Ltd (“**Fitch**”). These ratings are only correct as at the date of this Offering Circular. Tranches of Notes (as defined in “**Summary of the Programme**”) to be issued under the Programme may be rated or unrated. Where a Tranche of Notes is to be rated, such rating will not necessarily be the same as the ratings assigned to the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction, revision or withdrawal at any time by the assigning rating agency.

Joint Arrangers

China International Capital Corporation

Citigroup

Standard Chartered Bank

Dealers

China International Capital Corporation

Citigroup

Standard Chartered Bank

Bank of Communications

China Construction Bank (Asia)

Industrial Bank Co., Ltd. Hong Kong Branch

ICBC (Asia)

Shanghai Pudong Development Bank Hong Kong Branch

This Offering Circular dated January 4, 2024.

NOTICE TO INVESTORS

This Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer, the Guarantor, the Guarantor Group, the Company, the Group, the Notes, the Guarantee, and the Keepwell Deed. Each of the Issuer, the Guarantor and the Company accepts full responsibility for the accuracy of the information contained in this Offering Circular and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Each of the Issuer, the Guarantor and the Company, having made all reasonable enquiries, confirms that to the best of its knowledge and belief (i) this Offering Circular contains all information with respect to the Issuer, the Guarantor, the Company and the Group, and to the Guarantee, the Keepwell Deed, and the Notes which is material in the context of the issue and offering of the Notes (including the information which is required by applicable laws of Hong Kong, the British Virgin Islands or the PRC and according to the particular nature of the Issuer, the Guarantor, the Company, the Notes, the Guarantee and the Keepwell Deed, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profits and losses, and prospects of the Issuer, the Guarantor, the Company and the Group and the rights attaching to the Notes, the Guarantee and the Keepwell Deed); (ii) the statements contained in this Offering Circular relating to the Issuer, the Guarantor, the Company and the Group are true and accurate and not misleading in any material respects and all reasonable enquiries have been made by the Issuer, the Guarantor and the Company to ascertain such facts and to verify the accuracy of all such information and statements in this Offering Circular; (iii) the opinions and intentions with regard to the Issuer, the Guarantor, the Company and the Group expressed in this Offering Circular are honestly and reasonably held, have been reached after considering all relevant circumstances and are based on reasonable assumptions; and (iv) there are no other facts in relation to the Issuer, the Guarantor, the Company, the Group, the Keepwell Deed, the Guarantee or the Notes the omission of which would, in the context of the issue and offering of the Notes, make any statement expressed in this Offering Circular misleading in any material respect.

Each Tranche (as defined in “*Summary of the Programme*”) of Notes will be issued on the terms set out herein under “*Terms and Conditions of the Notes*” (the “**Conditions**”) as amended and/or supplemented by a Pricing Supplement (as defined in “*Summary of the Programme*”). This Offering Circular must be read and construed together with any amendments or supplements hereto and with any information incorporated by reference herein (see “*Information Incorporated by Reference and Financial Information*”) and, in relation to any Tranche of Notes, must be read and construed together with the relevant Pricing Supplement. This Offering Circular shall be read and construed on the basis that such documents are incorporated in and form part of this Offering Circular.

The distribution of this Offering Circular and any Pricing Supplement and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Issuer, the Guarantor, the Company and China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Limited and Standard Chartered Bank (the “**Joint Arrangers**”) and the Dealers (as defined in “*Summary of the Programme*”), to inform themselves about and to observe any such restrictions. None of the Issuer, the Guarantor, the Company, the Joint Arrangers, the Dealers or any of their respective affiliates, directors, officers, employees, representatives, advisers, agents or any person who controls any of them represents that this Offering Circular or any Pricing Supplement may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assumes any responsibility for facilitating any such distribution or offering. In particular, no action is being taken by the Issuer, the Guarantor, the Company, the Joint Arrangers or the Dealers to permit a public offering of any of the Notes or the distribution of this Offering Circular or any Pricing Supplement in any jurisdiction where action would be required for such purposes. Accordingly, no Notes may be offered or sold, directly or

indirectly, and none of this Offering Circular, any Pricing Supplement or any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations.

No prospectus is required in accordance with the Prospectus Regulation in relation to offers of the Notes under the Programme.

There are restrictions on the offer and sale of the Notes, and the circulation of documents relating thereto, in certain jurisdictions and to persons connected therewith. For a description of certain further restrictions on offers, sales and resales of the Notes and distribution of this Offering Circular and any Pricing Supplement, see “*Subscription and Sale*”.

Listing of the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the merits of the Issuer, the Guarantor, the Company, the Group or the Notes. In making an investment decision, investors must rely on their own examination of the Issuer, the Guarantor, the Company, the Group and the terms of the offering, including the merits and risks involved. See “*Risk Factors*” for a discussion of certain factors to be considered in connection with an investment in the Notes.

No person has been or is authorised by the Issuer, the Guarantor and the Company to give any information or to make any representation other than those contained in this Offering Circular or any other document entered into in relation to the Programme and the sale of the Notes and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Issuer, the Guarantor, the Company, the Group, the Joint Arrangers, any Dealer, the Trustee or the Agents (as defined in the Conditions). Neither the delivery of this Offering Circular or any Pricing Supplement nor any offering, sale or delivery made in connection with the issue of the Notes shall, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in the affairs of the Issuer, the Guarantor, the Company, the Group or any of them since the date hereof, or if later, the date upon which this Offering Circular has been most recently amended or supplemented or create any implication that the information contained herein is correct as at any date subsequent to the date hereof or, as the case may be, the date upon which this Offering Circular has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct as at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

Neither this Offering Circular nor any Pricing Supplement constitutes an offer of, or an invitation by or on behalf of any of the Issuer, the Guarantor, the Company, the Joint Arrangers, the Dealers, the Trustee or the Agents (or any of their respective affiliates, directors, officers, employees, representatives, advisers, agents or any person who controls any of them) to subscribe for or purchase any Notes and may not be used for the purpose of an offer to, or a solicitation by, anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorised or is unlawful. Each recipient of this Offering Circular or any Pricing Supplement shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuer, the Guarantor, the Company and the Group.

This Offering Circular is highly confidential and has been prepared by the Issuer, the Guarantor and the Company solely for use in connection with the Programme and the proposed offering of the Notes under the Programme as described herein. None of the Issuer, the Guarantor and the Company has authorised its use for any other purpose. This Offering Circular may not be copied or reproduced in whole or in part. It may be distributed only to and its contents may be disclosed only to the prospective investors to whom it is provided. By accepting delivery of this Offering Circular each investor agrees to these restrictions.

None of the Joint Arrangers, the Dealers, the Trustee and the Agents nor any director, officer, employee, agent, representative, adviser or affiliate of any such person nor any person who controls any of them have independently verified any of the information contained or incorporated in this Offering Circular

and can give no assurance that this information is accurate, truthful or complete. Accordingly, no representation or warranty or undertaking, express or implied, is made or given and no responsibility or liability is accepted by the Joint Arrangers, the Dealers, the Trustee or the Agents or any of their respective affiliates, directors, officers, employees, representatives, advisers, agents or any person who controls any of them as to any acts or omissions of the Issuer, the Guarantor and the Company or any other person (other than the relevant Joint Arranger or Dealer) in connection with the issue and offering of the Notes and the accuracy, completeness or sufficiency of the information contained or incorporated in this Offering Circular, any Pricing Supplement or any other information provided by the Issuer, the Guarantor or the Company in connection with the Programme, and nothing contained or incorporated in this Offering Circular is, or shall be relied upon as, a promise, representation or warranty by the Joint Arrangers, the Dealers, the Trustee or the Agents or any of their respective affiliates, directors, officers, employees, representatives, advisers, agents or any person who controls any of them. None of this Offering Circular, any Pricing Supplement or any other information supplied in connection with the Programme or any Notes (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by any of the Issuer, the Guarantor, the Company, the Joint Arrangers, the Dealers, the Trustee or the Agents (or any of their respective affiliates, directors, officers, employees, representatives, advisers, agents or any person who controls any of them) that any recipient of this Offering Circular should purchase any Notes. Each potential purchaser of the Notes should determine for itself the relevance of the information contained in this Offering Circular and its purchase of the Notes should be based upon such investigations with its own tax, legal and business advisers as it deems necessary.

To the fullest extent permitted by law, none of the Joint Arrangers, the Dealers, the Trustee or the Agents accepts any responsibility for the contents of this Offering Circular or for any other statement made or purported to be made by the Joint Arrangers, the Dealers, the Trustee or the Agents or on its behalf in connection with the Issuer, the Guarantor, the Company, the Group, the Guarantee, the Keepwell Deed, the Programme or the issue and offering of the Notes. The Joint Arrangers, the Dealers, the Trustee and the Agents accordingly disclaim all and any liability whether arising in tort or contract or otherwise which it might otherwise have in respect of this Offering Circular or any such statement.

None of the Issuer, the Guarantor, the Company, the Joint Arrangers, the Dealers, the Trustee or the Agents (or any of their respective affiliates, directors, officers, employees, representatives, advisers, agents and each person who controls any of them) makes any representation to any investor in the Notes regarding the legality of its investment under any applicable laws. Any investor in the Notes should be able to bear the economic risk of an investment in the Notes for an indefinite period of time.

THE NOTES AND THE GUARANTEE HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND THE NOTES MAY INCLUDE BEARER NOTES THAT ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT OR THE U.S. INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND REGULATIONS THEREUNDER IN CASE OF BEARER NOTES) OR, IN THE CASE OF BEARER NOTES, DELIVERED WITHIN THE UNITED STATES.

IN CONNECTION WITH THE ISSUE OF ANY TRANCHE OF NOTES, THE DEALER OR DEALERS (IF ANY) NAMED AS STABILISATION MANAGER(S) (THE “STABILISATION MANAGER(S)”) (OR PERSONS ACTING ON BEHALF OF ANY STABILISATION MANAGER(S)) IN THE APPLICABLE PRICING SUPPLEMENT MAY OVER-ALLOT NOTES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, STABILISATION MAY NOT NECESSARILY OCCUR. ANY STABILISATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE RELEVANT TRANCHE OF NOTES IS MADE AND, IF BEGUN, MAY CEASE AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE DATE OF THE RELEVANT TRANCHE OF NOTES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE RELEVANT TRANCHE OF NOTES. ANY STABILISATION ACTION OR OVER-ALLOTMENT MUST BE CONDUCTED BY THE RELEVANT STABILISATION MANAGER(S) (OR PERSON(S) ACTING ON BEHALF OF ANY STABILISATION MANAGER(S)) IN ACCORDANCE WITH ALL APPLICABLE LAWS AND RULES.

Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (the “SFA”) – *Unless otherwise stated in the Pricing Supplement in respect of any Notes, all Notes issued or to be issued under the Programme shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).*

MiFID II product governance/target market – The Pricing Supplement in respect of any Notes may include a legend entitled “MiFID II product governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, “**MiFID II**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Joint Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

UK MiFIR product governance/target market – The Pricing Supplement in respect of any Notes may include a legend entitled “UK MiFIR product governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes: (a) a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”); and (b) the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”). Consequently, no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

This Offering Circular does not describe all of the risks and investment considerations (including those relating to each investor’s particular circumstances) of an investment in the Notes of a particular issue. Each potential purchaser of the Notes should refer to and consider carefully the relevant Pricing Supplement for each particular issue of the Notes, which may describe additional risks and investment considerations associated with such Notes. The risks and investment considerations identified in this Offering Circular and the applicable Pricing Supplement are provided as general information only. Investors should consult their own financial and legal advisers as to the risks and investment considerations arising from an investment in an issue of the Notes and should possess the appropriate resources to analyse such investment and the suitability of such investment in their particular circumstances. Each person receiving this Offering Circular acknowledges that such person has not relied on the Joint Arrangers, the Dealers, the Trustee or the Agents or any of their respective affiliates, directors, officers, employees, representatives, advisers, agents or any person who controls any of them in connection with its investigation of the accuracy of such information or its investment decision.

Important Notice to Prospective Investors

Prospective investors should be aware that certain intermediaries in the context of certain offerings of Notes pursuant to the Programme (each such offering, a “**CMI Offering**”), including certain Dealers, may be “capital market intermediaries” (“**CMIs**”) subject to Paragraph 21 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “**SFC Code**”). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMIs may also be

acting as “overall coordinators” (“OCs”) for a CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, the Guarantor, the Company, a CMI or its group companies would be considered under the SFC Code as having an association (“**Association**”) with the Issuer, the Guarantor, the Company, the CMI or the relevant group company. Prospective investors associated with the Issuer, the Guarantor, the Company or any CMI (including its group companies) should specifically disclose this when placing an order for the relevant Notes and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to the relevant CMI Offering, such order is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). A rebate may be offered by the Issuer to all private banks for orders they place (other than in relation to Notes subscribed by such private banks as principal whereby it is deploying its own balance sheet for onward selling to investors), payable upon closing of the relevant CMI Offering based on the principal amount of the Notes distributed by such private banks to investors. Details of any such rebate will be set out in the applicable Pricing Supplement or otherwise notified to prospective investors. Private banks are deemed to be placing an order on a principal basis unless they inform the CMIs otherwise. As a result, private banks placing an order on a principal basis (including those deemed as placing an order as principal) will not be entitled to, and will not be paid, the rebate. If a prospective investor is an asset management arm affiliated with any relevant Dealer, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the relevant Dealer or its group company has more than 50% interest, in which case it will be classified as a “proprietary order” and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such “proprietary order” may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. If a prospective investor is otherwise affiliated with any relevant Dealer, such that its order may be considered to be a “proprietary order” (pursuant to the SFC Code), such prospective investor should indicate to the relevant Dealer when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. Where prospective investors disclose such information but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to the relevant CMI Offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should be aware that certain information may be disclosed by CMIs (including private banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the relevant Dealers and/or any other third parties as may be required by the SFC Code, including to the Issuer, the Guarantor, the Company, any OCs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. Failure to provide such information may result in that order being rejected.

CERTAIN DEFINITIONS, CONVENTIONS AND CURRENCY PRESENTATION

In this Offering Circular, unless otherwise specified or the context otherwise requires, all references to the “**Company**”, “**CICC**”, the “**Group**” and words of similar import, are to China International Capital Corporation Limited itself, or to China International Capital Corporation Limited and its subsidiaries, as the context requires.

Unless otherwise specified or the context requires, all references herein to “**Hong Kong**” are to the Hong Kong Special Administrative Region of the People’s Republic of China, to “**China**” or the “**PRC**” are to the People’s Republic of China and, for the purpose of this Offering Circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, to “**U.S.**” are to the United States of America and to “**EU**” are to the European Union; all references to “**Hong Kong dollars**”, “**HK dollars**”, “**HKD**” and “**HK\$**” are to the lawful currency of Hong Kong, to “**U.S. dollars**”, “**USD**”, “**U.S.\$**” or “**US\$**” are to the lawful currency of the United States of America, to “**Renminbi**”, “**RMB**” or “**CNY**” are to the lawful currency of the PRC, to “**sterling**” or “**£**” are to the lawful currency of the United Kingdom and to “**euro**”, “**EUR**” or “**€**” are to the lawful currency of member states of the European Union that adopt the single currency introduced in accordance with the Treaty establishing the European Community, as amended from time to time. “**PRC Government**” in this Offering Circular means the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local governmental entities) and instrumentalities thereof, or where the context requires, any of them.

In this Offering Circular, where information has been presented in thousands or millions of units, or as percentages, amounts may have been rounded up or down. Accordingly, totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and actual numbers may differ from those contained herein due to rounding. References to information in billions of units are to the equivalent of a thousand million units.

Market data and certain industry forecasts and statistics in this Offering Circular have been obtained from both public and private sources, including market research, publicly available information and industry publications. Although this information is believed to be reliable, it has not been independently verified by any of the Issuer, the Guarantor, the Company, the Joint Arrangers, the Dealers, the Trustee, the Agents or their respective affiliates, directors, officers, employees, representatives, advisers, agents and any person who controls any of them, and none of the Issuer, the Guarantor, the Company, the Joint Arrangers, the Dealers, the Trustee, the Agents or their respective affiliates, directors, officers, employees, representatives, advisers, agents and any person who controls any of them make any representation as to the accuracy or completeness of that information. Such information may not be consistent with other information compiled within or outside the PRC. In addition, third party information providers may have obtained information from market participants and such information may not have been independently verified.

The English names of the PRC nationals, entities, departments, facilities, laws, regulations, certificates, titles and the like are translations of their Chinese names and are included for identification purposes only.

INFORMATION INCORPORATED BY REFERENCE AND FINANCIAL INFORMATION

This Offering Circular should be read and construed in conjunction with:

- (i) each relevant Pricing Supplement;
- (ii) all amendments and supplements from time to time to this Offering Circular; and
- (iii) any audited consolidated annual financial statements or unaudited but reviewed consolidated interim financial statements of the Group, in each case together with any audit or review reports prepared in connection therewith, that are published subsequent to the date of this Offering Circular as amended and supplemented from time to time;

which shall be deemed to be incorporated in, and to form part of, this Offering Circular and which shall be deemed to modify or supersede the contents of this Offering Circular.

The financial information of the Group as at and for the six months ended June 30, 2022 and 2023 has been extracted from the condensed consolidated financial statements of the Group as at and for the six months ended June 30, 2023, which are included elsewhere in this Offering Circular and have been reviewed by Deloitte Touche Tohmatsu LLC (“**Deloitte**”), the independent auditor of the Group. The financial statements of the Group were prepared and presented in accordance with the IFRS. Such financial information as at and for six months ended June 30, 2023 should not be taken as an indication of the expected financial condition, results of operations or results of the Group for the full financial year ending December 31, 2023.

The financial information of the Group as at and for the years ended December 31, 2020, 2021 and 2022 has been extracted from the consolidated financial statements of the Group as at and for the years ended December 31, 2021 and 2022, which are included elsewhere in this Offering Circular and have been audited by Deloitte. Such financial statements of the Group were prepared and presented in accordance with the IFRS.

The financial information of the Guarantor Group as at and for the years ended December 31, 2020, 2021 and 2022 has been extracted from the consolidated financial statements of the Guarantor Group as at and for the years ended December 31, 2021 and 2022, which are included elsewhere in this Offering Circular and have been audited by Deloitte, the independent auditor of the Guarantor Group. Such financial statements of the Guarantor Group were prepared and presented in accordance with the HKFRS and in compliance with the Companies Ordinance.

As the Guarantor is a private company, it is not required to deliver its financial statements to the Registrar of Companies, and has not done so.

The information incorporated by reference is considered to be a part of this Offering Circular. Each document incorporated by reference is current only as at the date of such document, and the incorporation by reference of such documents shall not create any implication that there has been no change in the Group’s affairs since the date thereof or that the information contained therein is current as at any time subsequent to its date.

Any statement contained in this Offering Circular or in a document incorporated by reference into this Offering Circular will be deemed to be modified or superseded for purposes of this Offering Circular to the extent that a statement contained in any such subsequent document modifies or supersedes that statement. Any statement that is modified or superseded in this manner will no longer be a part of this Offering Circular, except as modified or superseded.

Copies of all such documents which are so deemed to be incorporated in, and to form part of, this Offering Circular will be available (upon written request) free of charge during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for inspection at the specified office of the Trustee set out at the end of this Offering Circular.

FORWARD-LOOKING STATEMENTS

Certain statements under “*Risk Factors*”, “*Description of the Group*”, “*Description of the Guarantor and the Guarantor Group*” and elsewhere in this Offering Circular constitute “forward-looking statements”. The words including “believe”, “expect”, “plan”, “anticipate”, “schedule”, “estimate”, “intend”, “could”, “may”, “going forward” and similar words or expressions identify forward-looking statements. In addition, all statements other than statements of historical facts included in this Offering Circular, including, but without limitation, those regarding the financial position, business strategy, prospects, capital expenditure and investment plans of the Group and the plans and objectives of the Group’s management for its future operations (including development plans and objectives relating to the Group’s operations), are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results or performance of the Group to differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group’s present and future business strategies and the environment in which the Group will operate in the future. Important factors that could cause the actual performance or achievements to differ materially from those in the forward-looking statements include, among other things, the following:

- general political and economic conditions, including those related to the PRC;
- changes in the global economic conditions and volatility in the global financial markets;
- macroeconomic measures taken by the PRC Government to manage economic growth;
- changes or volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, including those pertaining to the PRC and the industry and markets in which the Group operates;
- any changes in the laws, rules and regulations of the central and local governments in the PRC and other relevant jurisdictions and the rules, regulations and policies of the relevant governmental authorities relating to all aspects of the Group’s business;
- future developments, trends and conditions in the industry and markets in which the Group operates;
- the actions and developments of the Group’s competitors;
- the Group’s business prospects;
- various business opportunities that the Group may pursue;
- the Group’s expansion plans;
- the Group’s ability to successfully implement its business plans and strategies;
- the Group’s capital expenditure plans;
- the Group’s financial condition and performance; and
- the Group’s dividend policy.

This Offering Circular also discloses, under “*Risk Factors*” and elsewhere, important factors that could cause actual results to differ materially from the Issuer’s, the Guarantor’s or the Company’s expectations. The forward-looking statements reflect the views of the Issuer, the Guarantor and/or the Company with respect to future events and are not a guarantee of future performance or developments. Each of the Issuer, the Guarantor and the Company expressly disclaims any obligation or undertaking to release any

updates or revisions to any forward-looking statements contained herein to reflect any change in the Issuer's, the Guarantor's, the Company's or the Group's expectations with regard thereto or any change of events, conditions or circumstances, on which any such statements were based. All subsequent written and forward-looking statements attributable to the Issuer, the Guarantor or the Company or persons acting on behalf of the Issuer, the Guarantor or the Company are expressly qualified in their entirety by such cautionary statements.

TABLE OF CONTENTS

	Page
NOTICE TO INVESTORS	i
CERTAIN DEFINITIONS, CONVENTIONS AND CURRENCY PRESENTATION	vii
INFORMATION INCORPORATED BY REFERENCE AND FINANCIAL INFORMATION	viii
FORWARD-LOOKING STATEMENTS	x
DEFINITIONS AND CONVENTIONS	1
SUMMARY	7
OFFER STRUCTURE	14
SUMMARY OF THE PROGRAMME	16
SELECTED FINANCIAL INFORMATION OF THE GROUP	23
SELECTED FINANCIAL INFORMATION OF THE GUARANTOR GROUP	26
RISK FACTORS	28
CAPITALIZATION AND INDEBTEDNESS	66
USE OF PROCEEDS	69
FORM OF PRICING SUPPLEMENT	70
TERMS AND CONDITIONS OF THE NOTES	86
SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM	132
DESCRIPTION OF THE KEEPWELL DEED	137
DESCRIPTION OF THE GROUP	140
DESCRIPTION OF THE GUARANTOR AND THE GUARANTOR GROUP	213
DESCRIPTION OF THE ISSUER	216
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OF THE COMPANY	217
TAXATION	226
REGULATORY ENVIRONMENT	231
PRC CURRENCY CONTROLS	240
SUBSCRIPTION AND SALE	243
GENERAL INFORMATION	250
INDEX TO FINANCIAL INFORMATION	F-1

DEFINITIONS AND CONVENTIONS

In this Offering Circular, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

A share(s)	the shares that are traded on the Shanghai Stock Exchange or the Shenzhen Stock Exchange in Renminbi
A share Offering and Listing	the initial public offering of RMB ordinary shares (A shares) and listing on the Shanghai Stock Exchange of the Company
Alibaba Group Holding	Alibaba Group Holding Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Hong Kong Stock Exchange (Stock Code: 09988) and the New York Stock Exchange (Stock Code: BABA)
Articles of Association	the articles of association of the Company (as amended)
AUM	assets under management
B share(s)	Foreign invested shares that are traded on the Shanghai Stock Exchange or Shenzhen Stock Exchange in U.S. dollars or HK dollars
Board or Board of Directors	the board of directors of CICC
BVI	the British Virgin Islands
CGI	CICC Global Institute
China or PRC	the People's Republic of China excluding, for the purpose of this Offering Circular, Hong Kong, Macau and Taiwan
China Financial Futures Exchange	the China Financial Futures Exchange (中國金融期貨交易所)
China Futures Association or CFA	the China Futures Association (中國期貨業協會)
China Securities Finance	China Securities Finance Corporation Limited (中國證券金融股份有限公司), a joint stock company established under the direction of the State Council to provide, among other functions, funding and securities refinancing services to support the margin financing and securities lending businesses of PRC securities firms
CICC Capital	CICC Capital Management Co., Ltd. (中金資本運營有限公司), a company incorporated in the PRC in March 2017 and a wholly-owned subsidiary of the Company
CICC Fund Management	CICC Fund Management Co., Ltd (中金基金管理有限公司), a company incorporated in the PRC in February 2014 and a wholly-owned subsidiary of the Company
CICC Futures	CICC Futures Co., Ltd (中金期貨有限公司), a wholly-owned subsidiary of the Company, formerly known as Fortune Futures prior to acquisition by the Company in 2015

CICC HK AM	China International Capital Corporation Hong Kong Asset Management Limited (中國國際金融香港資產管理有限公司), a company incorporated in Hong Kong in December 2005 and a wholly-owned subsidiary of the Guarantor
CICC HK Futures	China International Capital Corporation Hong Kong Futures Limited (中國國際金融香港期貨有限公司), a company incorporated in Hong Kong in August 2010 and a wholly-owned subsidiary of the Guarantor
CICC HK Securities	China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司), a company incorporated in Hong Kong in March 1998 and a wholly-owned subsidiary of the Guarantor
CICC Japan	China International Capital Corporation (Japan) Limited, a company incorporated in the United Kingdom in August 2009 and a wholly-owned subsidiary of the Company
CICC Jiacheng	CICC Jiacheng Investment Management Corporation Limited (中金佳成投資管理有限公司), a company incorporated in the PRC in October 2007 and a wholly-owned subsidiary of CICC
CICC Private Equity	CICC Private Equity Management Co., Ltd. (中金私募股權投資管理有限公司), a company incorporated in the PRC in October 2020 and a wholly-owned subsidiary of the Company
CICC Pucheng	CICC Pucheng Investment Co., Ltd. (中金浦成投資有限公司), a company incorporated in the PRC in April 2012 and a wholly-owned subsidiary of the Company
CICC Singapore	China International Capital Corporation (Singapore) Pte. Limited, a company incorporated in Singapore in July 2008 and a wholly-owned subsidiary of the Company
CICC UK	China International Capital Corporation (UK) Limited, a company incorporated in the United Kingdom in August 2009 and a wholly-owned subsidiary of the Company
CICC US Securities	CICC US Securities, Inc., a company incorporated in the United States in August 2005 and a wholly-owned subsidiary of the Company
CICC Wealth Management	China CICC Wealth Management Securities Company Limited (中國中金財富證券有限公司), formerly known as China Investment Securities Company Limited (中國中投證券有限責任公司), a company incorporated in the PRC in September 2005 and a wholly-owned subsidiary of the Company
CISC	China Investment Securities Company Limited (中國中投證券有限責任公司), a company incorporated in the PRC in September 2005 and a wholly-owned subsidiary of the Company, whose name was changed to China CICC Wealth Management Securities Company Limited (中國中金財富證券有限公司) in August 2019
CMBS	commercial mortgage-backed securities

Companies (Winding Up and Miscellaneous Provisions) Ordinance	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
Companies Ordinance	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
Company or CICC	China International Capital Corporation Limited (中國國際金融股份有限公司), a joint stock limited company in the PRC converted from China International Capital Corporation Limited (中國國際金融有限公司), a Chinese-foreign equity joint venture, on June 1, 2015
Company Law	Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
CSDC	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
CSRC	the China Securities Regulatory Commission (中國證券監督管理委員會)
Director(s)	director(s) of CICC
EIT	enterprise income tax of the PRC
EIT Law	Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), as amended, supplemented or otherwise modified from time to time
ESG	environmental, social and governance
ETF(s)	exchange-traded fund(s)
FICC	fixed income, commodities and currencies
FoF	Fund of Fund
GDP	gross domestic product
Group	CICC and the subsidiaries (or CICC and any one or more of the subsidiaries, as the context may require)
Guarantor	China International Capital Corporation (International) Limited (中國國際金融(國際)有限公司)(formerly known as China International Capital Corporation (Hong Kong) Limited (中國國際金融(香港)有限公司)), a company incorporated in Hong Kong in April 1997 and a wholly-owned subsidiary of CICC
Guarantor Group	the Guarantor and its subsidiaries
H share(s)	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) listed on the Hong Kong Stock Exchange and are subscribed for and traded in HK dollars

Haier Jinying	Haier Group (Qingdao) Jinying Holdings Co., Ltd., a company incorporated in the PRC in February 2014 and a Shareholder of our Company, formerly known as Haier Group (Qingdao) Financial Holdings Ltd.
HKFRS	Hong Kong Financial Reporting Standards
HKICPA	Hong Kong Institute of Certified Public Accountants
HKSCC	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
Hong Kong or HK	the Hong Kong Special Administrative Region of the PRC
Hong Kong Stock Exchange or HKEX	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
Huijin	Central Huijin Investment Ltd. (中央匯金投資有限責任公司), a wholly state-owned company ultimately owned by the PRC Government
I&G	China National Investment and Guaranty Corporation (中國投融資擔保股份有限公司), a company incorporated in the PRC in 1993
IAS	the International Accounting Standards
IASB	the International Accounting Standards Board
ICAEW	the Institute of Chartered Accountants in England and Wales
IFRS	the International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the IASB and the IAS and interpretations issued by the International Accounting Standards Committee
Issuer	CICC Hong Kong Finance 2016 MTN Limited
Jinteng Technology	Jinteng Technology Co., Ltd. (金騰科技信息(深圳)有限公司), a company incorporated in the PRC in June 2020 and a joint venture of the Company and Tencent Technology (Shenzhen) Co., Ltd. (騰訊數碼(深圳)有限公司)
LEI	the legal entity identifier
Macau	the Macau Special Administrative Region of the PRC
Ministry of Finance or MOF	the Ministry of Finance of the PRC (中華人民共和國財政部)
MOFCOM	the Ministry of Commerce of the PRC (中華人民共和國商務部)
NDRC	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
NEEQ	the National Equities Exchange and Quotations (全國中小企業股份轉讓系統)

NSSF	the National Council for Social Security Fund of the PRC (全國社會保障基金理事會)
PBOC	the People's Bank of China (中國人民銀行), the central bank of the PRC
PRC Government or State	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities
QDII	Qualified Domestic Institutional Investor (合格境內機構投資者)
QFII	Qualified Foreign Institutional Investor (合格境外機構投資者)
Red chip	a China-based company incorporated outside of China and listed on the Hong Kong Stock Exchange
REITs	real estate investment trusts
Regulation S	Regulation S under the U.S. Securities Act
REPOs	financial assets sold under repurchase agreements
RMBS	residential mortgage-backed securities (個人住房按揭貸款資產證券化)
RQFII	Renminbi Qualified Foreign Institutional Investor (人民幣合格境外機構投資者), a pilot program launched in the PRC which allows Hong Kong subsidiaries of PRC brokerage companies and fund houses to facilitate investments of offshore Renminbi into the PRC capital markets
SAC	the Securities Association of China (中國證券業協會)
SAFE	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
SASAC	the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
SAT	the State Administration of Taxation of the PRC (國家稅務總局)
Science and technology innovation board or STAR Market	Sci-Tech innovation board of Shanghai Stock Exchange
Securities Act	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
Securities Law	the Securities Law of the PRC (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
SFC	the Securities and Futures Commission of Hong Kong
SFO	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

Shanghai-Hong Kong Stock Connect	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, HKSCC and CSDC for the establishment of mutual market access between Hong Kong and Shanghai
Shanghai Stock Exchange or SSE	the Shanghai Stock Exchange (上海證券交易所)
Shenzhen Stock Exchange or SZSE	the Shenzhen Stock Exchange (深圳證券交易所)
SMEs	small-and medium-sized enterprises
SOE(s)	state-owned enterprise(s)
State Council	the State Council of the PRC (中華人民共和國國務院)
Supervisor(s)	supervisor(s) of CICC
Supervisory Committee	the supervisory committee of CICC
Tencent	Tencent Holdings and its subsidiaries
Tencent Holdings	Tencent Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Hong Kong Stock Exchange (Stock Code: 700)
TMT	telecommunications, media and technology
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland
United States or U.S. or USA or US	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
WFOE	wholly foreign-owned enterprise
% or per cent.	percentage

SUMMARY

This summary aims to give you an overview of the information contained in this Offering Circular. As it is a summary, it does not contain all the information that may be important to you. You should read the whole document before you decide to invest in the Notes.

There are risks associated with any investment. Some of the particular risks in investing in the Notes are set out in “Risk Factors” in this Offering Circular. You should read that section carefully before you decide to invest in the Notes.

The Issuer

The Issuer was incorporated in the British Virgin Islands as a company limited by shares on April 15, 2016 under the BVI Business Companies Act (As Revised) of the British Virgin Islands (company number: 1911549). The registered office of the Issuer is at Kingston Chambers, PO Box 173, Road Town, Tortola, British Virgin Islands. As at the date of this Offering Circular, the Issuer is authorized to issue a maximum of 50,000 shares of one class of US\$1.00 par value each and two shares of US\$1.00 value have been issued to the Guarantor.

The Guarantor

The Guarantor was incorporated on April 4, 1997 and is registered as a company with limited liability under the laws of Hong Kong with company number 602470. Its registered office is situated at 29th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong.

The Guarantor is a direct wholly-owned subsidiary of the Company. It is the first wholly-owned overseas subsidiary of the Company, and it serves as the primary overseas investment holding platform of the Group. The principal business of the Guarantor is investment holding, and the Group conducts its overseas business through the Guarantor Group and manages the Guarantor Group through vertical management. The Guarantor Group’s business is highly synergistic to the Group’s onshore business.

The Group

Overview

The Group is a premier China-based investment bank with international reach. The Group has built a distinguished market presence with an excellent team, client base and brand name, which enables it to capture market opportunities. The Group’s goal is to become a world-class financial institution with global influence.

The Group was the first joint-venture investment bank in the PRC. As a pioneer in adopting international best practices with a thorough understanding of the Chinese market, the Group quickly became a flagship investment bank in China. The Group has spearheaded the development of the PRC’s capital markets by completing many precedent-setting transactions.

The Group expects that the new round of financial reforms initiated in the PRC will enhance the role of securities firms in the financial markets in general and believes that it is uniquely well-positioned to take advantage of these significant opportunities attributable to its leading position in investment banking and cross-border execution capabilities.

The Group’s success is built upon its clients’ success. The Group aims to provide the best products and services to its clients. The Group strives to accomplish this mission by adhering to the following core values:

- **By the People and For the Nation, Chinese Roots and International Reach (以人為本，以國為懷，植根中國，融通世界):** CICC’s mission is to promote economic growth and enhance the quality of people’s lives through exceptional financial services. CICC has long served as a bridge

connecting China with global capital markets. As China further opens up its economy, CICC stands ready with its global experience and local insights to provide solutions to the most important problems.

At a new historical juncture, CICC will expand its global footprint by assembling an international talent pool to ensure strong performance in all markets while continuing to invest in domestic market development. With innovative ideas for global customers, CICC will facilitate global capital integration, shape a brighter financial future.

- **To be a Respected, Innovation-driven, Leading Global Investment Bank (成為享譽全球、創新驅動的國際領先投資銀行):** As China's global investment bank, CICC holds itself to the highest global standards. CICC works to win respect, grow trust, build global influence and become the undisputable leader in investment banking. CICC is inspired by new trends and innovates to drive growth. CICC harnesses the power of technology and drives better management and business results with digital technology. CICC embraces changes and works with its partners to build stronger ecosystems. CICC builds innovation and reinvention into its organization to stay bright and dynamic. CICC partners with global capital market players to make the world a better place.

Recent Developments

Change on Chairman of the Board, Vice Chairman of the Board, Directors and Senior Management

On September 20, 2023, the Company announced that due to personal reasons, Mr. Wong King Fung has submitted his resignation from the positions as the Chief Financial Officer and a member of the Management Committee of the Company. In order to ensure the sound governance structure of the Company, the Board of Directors approved Mr. Wong's resignation from the positions as the Chief Financial Officer and a member of the Management Committee of the Company and approved to appoint Mr. Wu Bo, a member of the Management Committee of the Company, as the Chief Financial Officer of the Company, both of which took effect on September 20, 2023.

On October 22, 2023, the Company announced that due to change of position, Mr. Shen Rujun has submitted his resignation from positions as the Chairman of the Board, a Non-executive Director, the Chairman of the Strategy and ESG Committee and a member of the Nomination and Corporate Governance Committee of the Board of the Company, which took effect on October 22, 2023. To ensure the sound governance structure of the Company, as recommended by Huijin, Mr. Chen Liang was nominated by the Board of Directors as a candidate of an Executive Director of the Company. Mr. Chen Liang was also appointed by the Board of Directors of the Company as the Chairman of the Management Committee of the Company, which took effect on October 22, 2023. On November 10, 2023, the Company announced that the 2023 first extraordinary general meeting of the Company approved the appointment of Mr. Chen as an Executive Director, with effect on the same day. Since the same day, Mr. Chen has served as the Chairman of the Board, the legal representative, the Chairman of the Strategy and ESG Committee of the Board and a Member of the Nomination and Corporate Governance Committee of the Board of the Company. For details of Mr. Chen's biography, see "*Directors, Supervisors and Senior Management of the Company*".

On October 22, 2023, the Company announced that due to the reason of age, Mr. Huang Zhaohui has submitted his resignation from positions as an Executive Director, members of the Strategy and ESG Committee and the Risk Management Committee of the Board, the President and the Chairman of the Management Committee of the Company, which took effect on October 22, 2023.

On November 10, 2023, the Company announced that the thirty-seventh meeting of the second session of the Board of Directors agreed to appoint Mr. Wu Bo as the President of the Company, with effect from the same day. Meanwhile, the thirty-seventh meeting of the second session of Board of Directors agreed to nominate Mr. Wu Bo as a candidate of an Executive Director of the Company, whose term of office shall take effect from the date of approval by the shareholders' general meeting of the Company. Subject to the approval of the proposal regarding the election of Mr. Wu Bo as an Executive Director of

the Company by the shareholders' general meeting of the Company, Mr. Wu Bo will also serve as the Vice Chairman of the Board of Directors, whose term of office shall be the same as his term of office as an Executive Director. For details of Mr. Wu Bo's biograph, see *"Directors, Supervisors and Senior Management of the Company"*.

On November 10, 2023, the Company announced that due to work arrangements, Ms. Tan Lixia has submitted her resignation from positions as a Non-executive Director of the Company, members of the Strategy and ESG Committee and the Remuneration Committee of the Board, which took effect on November 10, 2023.

Expiration of validity period of 2022 Rights Issue Plan and lapse of Whitewash Waiver

On September 13, 2022, September 29, 2022 and October 24, 2022, the Company announced on the Shanghai Stock Exchange and the Hong Kong Stock Exchange regarding the proposed rights issue of A shares and H shares and related matters and the whitewash waiver. The proposal regarding the 2022 rights issue plan of the Company and other relevant proposals related to the proposed issuance of Rights Shares to its existing Shareholders (the **"Right Issue"**) were considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First A Shareholders' Class Meeting and the 2022 First H Shareholders' Class Meeting convened by the Company on October 24, 2022. The validity period of the Rights Issue resolution (the **"Relevant Resolution"**) shall be 12 months from the date on which the Relevant Resolution was considered and approved at the General Meeting and the Class Meetings.

On October 23, 2023, the Company announced that the validity period of the 2022 Rights Issue has automatically expired, and such expiration will have no material impact on the normal business activities of the Company and will not prejudice the interest of the Company or its shareholders (in particular minority shareholders). The Company will make financing plans taking into account its operation, development and capital needs. In the event that the Company intends to re-launch any financing plan, it will further comply with the corporate governance procedures and information disclosure obligations in accordance with relevant requirements.

As the validity period of the Relevant Resolutions has expired and the Rights Issue will not proceed, Huijin will not trigger any obligation to make a mandatory offer for all the shares (other than those owned or agreed to be acquired by Huijin). Accordingly, the whitewash waiver is no longer required and has lapsed.

Reduction of shareholding by a shareholder

On May 7, 2023 and June 16, 2023, the Company made announcements on the Shanghai Stock Exchange and the Hong Kong Stock Exchange regarding the plan for shareholders holding more than 5% of the shares to reduce their shareholding (the **"Initial Shareholding Reduction"**). On May 6, 2023, the Company received the Notice on Proposed Reduction of Shareholding in CICC issued by Haier Jinying, a shareholder holding more than 5% of the shares of the Company. Haier Jinying, according to its needs for self-development, plans to sell down not exceeding 96,545,137 A shares of the Company (i.e. not exceeding 2% of the total share capital of the Company) by way of block trade transfer from May 11, 2023 to August 10, 2023, and the price of the shareholding reduction shall be determined with reference to the market price.

On August 10, 2023, the Company made announcement on the Shanghai Stock Exchange and the Hong Kong Stock Exchange regarding the expiration and implementation of the proposed reduction of shareholding by a shareholder. On August 10, 2023, the Company received the Notice on the Expiration and Implementation of the Proposed Reduction of Shareholding issued by Haier Jinying that the period of the Initial Shareholding Reduction has expired. Prior to the implementation of the Initial Shareholding Reduction, Haier Jinying holds 304,950,000 A shares of the Company, representing 6.32% of the total share capital of the Company. During the period of the Initial Shareholding Reduction, Haier Jinying sold a total of 96,544,200 A shares of the Company by way of block trade, representing 2% of the total share capital of the Company. After the implementation of the Initial

Shareholding Reduction, as at August 10, 2023, Haier Jinying holds 197,145,800 shares of the Company as registered on the register of members kept with Shanghai Branch of China Securities Depository and Clearing Corporation Limited, representing 4.08% of the total share capital of the Company. In addition to the aforementioned Initial Shareholding Reduction, during the period of the Initial Shareholding Reduction, Haier Jinying has also lent a total of 11,260,000 A shares of the Company through securities lending and refinancing, accounting for 0.23% of the total share capital of the Company. The ownership of such A shares of the Company lent through securities lending and refinancing remains unchanged, and such A shares are neither included in the number of reduced shares as aforementioned nor the current shareholding in the Company of Haier Jinying.

On August 11, 2023, the Company made further announcement on the Shanghai Stock Exchange and the Hong Kong Stock Exchange that it received the Notice on Proposed Reduction of Shareholding in CICC issued by Haier Jinying. Haier Jinying, according to its needs for self-development, plans to further sell down not exceeding 144,817,705 A shares of the Company in total (i.e. not exceeding 3% of the total share capital of the Company) by way of centralized bidding trading or block trade transfer within a three-month period commencing from September 4, 2023 to December 3, 2023, and the price of the shareholding reduction shall be determined with reference to the market price.

On December 3, 2023, the Company made announcement on the Shanghai Stock Exchange and the Hong Kong Stock Exchange regarding the proposed reduction of shareholding by a shareholder. On December 3, 2023, the Company received the Notice on the Expiration and Implementation of the Proposed Reduction of Shareholding issued by Haier Jinying. As at December 3, 2023, the implementation period of the Proposed Shareholding Reduction (i.e. from September 4, 2023 to December 3, 2023) has expired. Prior to the implementation of the Proposed Shareholding Reduction, Haier Jinying held 197,145,800 A shares of the Company, representing 4.08% of the total share capital of the Company. During the implementation period of the Proposed Shareholding Reduction, Haier Jinying sold a total of 5,862,500 A shares of the Company by way of block trade, representing 0.12% of the total share capital of the Company. After the implementation of the Proposed Shareholding Reduction, as at December 3, 2023, Haier Jinying holds 201,043,300 shares of the Company as registered on the register of members kept with Shanghai Branch of China Securities Depository and Clearing Corporation Limited (including a total of 9,760,000 A shares of the Company lent by Haier Jinying through securities lending and refinancing prior to the implementation of the Proposed Shareholding Reduction, which have been returned), representing 4.16% of the total share capital of the Company. Prior to the implementation of the Proposed Shareholding Reduction, Haier Jinying has lent a total of 11,260,000 A shares of the Company through securities lending and refinancing, representing 0.23% of the total share capital of the Company; such shares are not included in Haier Jinying's shareholding in the Company prior to the implementation of the Proposed Shareholding Reduction as aforementioned. As at December 3, 2023, 9,760,000 shares of the aforementioned lent shares have been returned, representing 0.2% of the total share capital of the Company, and 1,500,000 shares have not yet been returned, representing 0.03% of the total share capital of the Company.

2023 Third Quarterly Report of the Group

On October 30, 2023, the Group published 2023 Third Quarterly Report, which contains unaudited and unreviewed financial statements as at and for the nine months ended September 30, 2023 prepared in accordance with the Chinese Accounting Standards for Business Enterprises. The 2023 Third Quarterly Report is not included in and does not form part of this Offering Circular. The Group's total equity increased as compared with that as at December 31, 2022, whereas the Group's total liabilities and total assets decreased as compared with those as at December 31, 2022. For the nine months ended September 30, 2023, the Group's total operating revenue, operating profit, profit before income tax and profit for the period all decreased as compared with those for the nine months ended September 30, 2022, whereas the Group's total operating expenses increased as compared with that for the nine months ended September 30, 2022.

None of the Arrangers, the Dealers, the Trustee, or any Agent (including their respective affiliates, directors, officers, employees, representatives, advisers, agents and persons who control any of them) makes any representation or warranty, explicitly or implicitly, regarding the accuracy or sufficiency of the financial information contained therein or their sufficiency for an assessment of the Company's or the Group's financial condition and results of operations. The 2023 Third Quarterly Report should not be relied upon by the investors to provide the same quality of information associated with information that has been subject to an audit or a review. Potential investors must exercise caution when using such financial information to evaluate the Company's or the Group's financial condition and results of operations. The financial information contained in the 2023 Third Quarterly Report should not be taken as an indication of the expected financial condition and results of operations of the Company or the Group for the full financial year ended December 31, 2023.

The Group's Business Model

The Group's products and services are classified into the following segments:

- **Market leading investment banking business.** The Group provides investment banking services, including equity financing, debt and structured financing and financial advisory services, to domestic and overseas corporations and institutional clients. The Group has built the leading investment banking franchise in the PRC. The Group actively grasps the opportunities in the primary market, consolidates its advantages in benchmark projects, and explores innovative financing instruments, so as to provide all-round financing services for deepening the supply-side structural reforms and accelerating the development of the new economy.
- **Leading equities business.** The Group provides one-stop integrated financial services such as investment research, sales, trading, products and cross-border services to domestic and overseas professional investors, including institutional trading services and capital services such as primary brokerage, over-the-counter derivatives, capital introduction and market-making transactions. The Group has an experienced institutional sales, deal execution and product design team covering brokerage services, capital-based intermediary services, and product services to institutional investors. The Group believes that it has attained a leading position among all PRC securities firms in serving QFII and RQFII clients. The Group actively expands institutional coverage, improves its product innovation capabilities, strengthens cross-border business presence, promotes systems development and digitalization, and endeavours to provide the one-stop comprehensive financial services covering "sales, trading, investment and research, products and cross-border business" for domestic and foreign professional investors.
- **Comprehensive FICC business.** The Group provides a package of services and supports in the areas of market making and financing to domestic and overseas institutional and corporate clients on fixed-income products such as interest rate, credit and structured products, as well as on overseas exchange and commodities. The Group has a diverse and growing client base for its FICC business that includes commercial banks, insurance companies, mutual funds, QFIIs, hedge funds, trust companies, asset management companies, finance companies and corporations.
- **Diversified asset management business.** The Group designs and provides a wide range of asset management products and services to domestic and overseas investors, including social security and annuity investment management business, institutional entrusted investment management business, overseas asset management business, retail and mutual fund business. The Group has a fully licensed and diversified investment management platform that serves institutional clients, high-net-worth clients and retail clients. The Group's main product offerings include corporate annuities and collective pension plans, government venture capital funds, stock economic reform funds, US funds of funds, US equity investment funds, RMB equity investment funds and M&A funds, as well as other cross-border and alternative products.

- **Industry-leading private equity investment business.** The Group designs and provides integrated private equity fund products and services to domestic and overseas investors, mainly including corporate equity funds, Fund of Funds, dollar funds, real estate funds and infrastructure funds. The Group maintains industry-leading position. On the basis of sound business foundation, the Group positively strengthens cooperation with multinational corporations and large-sized industrial groups, and continues to deepen business presence in key regions. The Group seeks to accelerate the construction of a unified and open management platform to realize resource concentration and management collaboration internally and to form an open platform ecosystem externally.
- **Top-tier wealth management services.** The Group provides a wide range of wealth management products and services, consisting of transactional services, capital services and product configuration services, to retail clients, families and corporate clients. The Group is a pioneer in the PRC in introducing an advice-driven service model for wealth management services, providing tailored products and services to high-net-worth clients, and it continues to differentiate itself by its highly regarded asset allocation research capabilities.

Competitive Strengths

- Strategic Establishment with Solid Government Support and Outstanding Shareholder Background;
- Premier Brand and Unique Culture;
- High-quality and Loyal Customer Base Spanning a Multitude of Industries;
- Pioneer in China Investment Banking Industry with Outstanding Cross-Border Capability, Distinct International DNA and Forward-looking and Balanced Business Structure;
- Rapid and Sustainable Growth Underpinned by Strong Innovation Capabilities;
- Leading and Influential Research and Advanced Information Technology Capabilities;
- Enhanced Capital and Asset-liability Management and Diversified Funding Sources Contribute to Sound Financial Flexibility;
- Efficient Management Model and Prudent Risk Management Mechanism; and
- Experienced Management and High-quality Workforce.

Business Strategies

The Group's success comes from its ability to stay ahead of the market trends and provide innovative solutions to its clients. The accelerated economic transformation and development, the continual implementation of the opening-up policy, and the reform and innovation of the capital market have laid a solid ground for further development of the securities industry, and have provided fertile soil for the rise of the Company as a first-class international investment bank. As one of the most influential Chinese investment banks in the international capital market, the Group has acted in response to the trend and clearly put forward the medium and long-term strategic goal of "building a world-class investment bank". In the past year, the Group steadily forged ahead with the execution of various strategic measures, with priority given to medium and long-term development, market share and revenue growth.

The Group will focus on the "Three + One" strategies, i.e. "digitization, regionalization and internationalization" and "One CICC", and strive to enter a higher stage of development in terms of both scale and quality by increasing resource investment, improving network layout, accelerating transformation and development, and consolidating the middle and back-office capabilities.

The Group expects that its strategy will solidify its leading position, achieve attractive growth and enhance shareholder value. In particular, the Group intends to implement the following business strategies:

- Client: Improving Network Layout and Expanding Customer Coverage;
- Product: Stay Innovative and Focus on Client Facilitation;
- Risk Management: Optimize the Corporate Governance Structure and Management System to Enhance Effectiveness and Comprehensiveness;
- Business Development: Consolidate Leading Advantages of Institutional, High-end and Cross-border Businesses, Accelerate Expansion of Retail, Asset Management and Other Emerging Businesses, and Continuously Expand the Coverage and Influence of CICC Research at Home and Abroad;
- Domestic and International Coverage: Deepen Local Penetration and Expand International Footprints to Strengthen the Group's Cross-Border Capabilities and Accelerate the Pace of Internationalization;
- Technology and Infrastructure: Promote Digital Transformation to Drive Growth; and
- Talent and Culture: Attract, Cultivate and Retain Talent, Promote the Group's Unique Culture and Build an Inclusive and Cohesive Corporate Culture

See “Description of the Issuer”, “Description of the Guarantor and the Guarantor Group” and “Description of the Group”.

OFFER STRUCTURE

The following is a description of the structure of the offering, which should be read in conjunction with the sections entitled “Risk Factors,” “Terms and Conditions of the Notes,” and “Description of the Keepwell Deed”.

The Notes and the Guarantee

The Notes will be issued by the Issuer. Subject to the Conditions, the Notes and the Receipts and the Coupons relating to them will constitute direct, unsubordinated, unconditional and (subject to Condition 4(a) of the Conditions) unsecured obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under such Notes and the Receipts and the Coupons relating to them shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 4(a) of the Conditions, at all times rank at least equally with all other present and future unsecured and unsubordinated obligations of the Issuer.

On the relevant Issue Date, the Notes will have the benefit of a Guarantee by the Guarantor. Pursuant to the Guarantee, the Guarantor will unconditionally and irrevocably guarantee the due payment of all sums expressed to be payable by the Issuer under and in respect of the Notes, the Receipts and the Coupons relating to them and the Trust Deed (as defined in “*Terms and Conditions of the Notes*”).

The Keepwell Deed

The Issuer, the Guarantor, the Company and the Trustee have executed the Keepwell Deed (as further described in “*Description of the Keepwell Deed*”) in favour of the Trustee. Defined terms used in this section shall have the meanings given to them in the Keepwell Deed or the Conditions.

Pursuant to the Keepwell Deed, the Company undertakes, among other things, that:

- at all times during the term of the Keepwell Deed, (a) it shall directly or indirectly own and hold all the outstanding ordinary shares of the Issuer having the right to vote for election of members of the board of directors of the Issuer and (b) it will not directly or indirectly pledge, grant a security interest, or in any way encumber or otherwise dispose of any such shares, unless required to dispose of any or all such shares pursuant to any applicable law or regulation or a court decree, a verdict of the court of final appeal, or order of any government authority which, in the opinion of a legal adviser to the Company, may not be successfully challenged;
- at all times during the term of the Keepwell Deed, (a) it shall directly or indirectly continue to own and hold all the outstanding ordinary shares of the Guarantor having the right to vote for election of members of the board of directors of the Guarantor and (b) it will not, directly or indirectly pledge, grant a security interest, or in any way encumber or otherwise dispose of any such ordinary shares of the Guarantor, unless required to dispose of any or all such shares pursuant to any applicable law or regulation or a court decree, a verdict of the court of final appeal, or order of any government authority which, in the opinion of a legal adviser to the Company, may not be successfully challenged;
- it shall cause each of the Issuer and the Guarantor to have sufficient liquidity to ensure timely payment by each of the Issuer and the Guarantor of any amounts due and payable under or in respect of any of its indebtedness (including in respect of the Notes and the Guarantee in accordance with the Trust Deed and the Conditions and payments due under the Trust Deed and the Agency Agreement); and
- it will cause the Guarantor to remain the primary overseas platform of the Company for investment and offshore financing.

If the Issuer or the Guarantor (as the case may be) at any time determines that it will have insufficient liquidity to meet its payment obligations in respect of the Notes, the Guarantee, or the Trust Deed as and when they fall due, it shall promptly notify the Company of the shortfall and the Company will cause the Issuer or the Guarantor (as the case may be) to obtain, before the due date of the relevant payment obligations, funds sufficient by means as permitted by applicable laws and regulations so as to enable the Issuer or the Guarantor (as the case may be) to pay such payment obligations in full as and when they fall due, provided, however, that the Company shall not in any event be required to perform any part of the payment obligations in lieu of the Issuer and/or the Guarantor under the Notes.

The Keepwell Deed is not, and nothing therein contained and nothing done pursuant thereto by the Company shall be deemed to constitute, or shall be construed as, or shall be deemed as evidence of, a guarantee by, or any legal binding obligation of, the Company of the payment of any obligation, responsibility, indebtedness or liability, of any kind or character whatsoever, of the Issuer or the Guarantor under the laws of any jurisdiction, including the PRC. In addition, the Keepwell Deed may not give rise to a debt claim against the Company or be recognised by PRC courts in insolvency proceedings in relation to the Company in the PRC.

The parties to the Keepwell Deed further acknowledge that in order for the Company to comply with its obligations under the Keepwell Deed, it may require Regulatory Approvals. See *“Risk Factors – Risks Relating to the Keepwell Deed – The Keepwell Deed is not a guarantee of the payment obligations under the Notes and the Guarantee and may not give rise to a debt claim against the Company or be recognised by PRC courts in insolvency proceedings in relation to the Company in the PRC. The performance by the Company’s obligation thereunder may be subject to Regulatory Approvals.”*

For further details, please refer to *“Description of the Keepwell Deed”*.

SUMMARY OF THE PROGRAMME

The following summary is qualified in its entirety by the remainder of this Offering Circular. This summary must be read as an introduction to this Offering Circular and any decision to invest in the Notes should be based on a consideration of this Offering Circular as a whole, including any information incorporated by reference. Phrases used in this summary and not otherwise defined shall have the meanings given to them in “Terms and Conditions of the Notes”.

Issuer	CICC Hong Kong Finance 2016 MTN Limited (LEI of the Issuer is 529900N4NO8N9ILCZC31)
Guarantor	China International Capital Corporation (International) Limited (中國國際金融(國際)有限公司)
Company	China International Capital Corporation Limited (中國國際金融股份有限公司) as the provider of the Keepwell Deed
Programme	Guaranteed Medium Term Note Programme
Size	Up to U.S.\$10,000,000,000 (or the equivalent in other currencies at the date of issue) aggregate nominal amount of Notes outstanding at any one time. The Issuer and the Guarantor may increase the aggregate nominal amount of the Programme in accordance with the terms of the Dealer Agreement.
Risk Factors	Investing in Notes issued under the Programme involves certain risks. The principal risk factors that may affect the abilities of the Issuer, the Guarantor and the Company to fulfil their respective obligations in respect of the relevant Notes, the Guarantee, the Keepwell Deed are discussed under “<i>Risk Factors</i>”. In particular, each Tranche of the Notes will be unconditionally and irrevocably guaranteed by the Guarantor, with the benefit of a Keepwell Deed provided by the Company. Investors of the Notes should be aware that the Keepwell Deed does not constitute a direct or indirect guarantee of the Notes by the Company, and that there are various other risks relating to the Notes, the Company and its subsidiaries, their business and their jurisdictions of operations which investors of the Notes should familiarise themselves with before making an investment in the relevant Tranche of the Notes. See “<i>Risks Relating to the Group’s Business and Industry</i>”, “<i>Risks Relating to the Notes Issued Under the Programme and the Guarantee</i>” and “<i>Risks Relating to the Keepwell Deed</i>”.
Joint Arrangers	China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司), Citigroup Global Markets Limited and Standard Chartered Bank.
Dealers	China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Limited, Standard Chartered Bank, Bank of Communications Co., Ltd. Hong Kong Branch, China Construction Bank (Asia) Corporation Limited, Industrial Bank Co., Ltd. Hong Kong Branch, Industrial and Commercial Bank of China (Asia) Limited and Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch.

The Issuer, the Guarantor and the Company may from time to time terminate the appointment of any Dealer under the Programme or appoint Dealer(s) either in respect of one or more Tranches or in respect of the whole Programme. References in this Offering Circular to “Dealers” are to all persons appointed as a dealer in respect of one or more Tranches or the Programme.

Certain Restrictions

Each issue of Notes denominated in a currency in respect of which particular laws, guidelines, regulations, restrictions or reporting requirements apply will only be issued in circumstances which comply with such laws, guidelines, regulations, restrictions or reporting requirements from time to time (see “*Subscription and Sale*”) including the following restriction applicable at the date of this Offering Circular.

Notes having a maturity of less than one year

Notes having a maturity of less than one year will, if the proceeds of the issue are accepted in the United Kingdom, constitute deposits for the purposes of the prohibition on accepting deposits contained in section 19 of the FSMA unless they are issued to a limited class of Professional Investors and have a denomination of at least £100,000 or its equivalent in other currencies (see “*Subscription and Sale*”).

Trustee

Citicorp International Limited

Issuing and Paying Agent and Transfer Agent (in respect of Notes not cleared through the CMU)

Citibank, N.A., London Branch

Registrar

Citibank, N.A., London Branch

CMU Lodging and Paying Agent and Transfer Agent (in respect of Notes cleared through the CMU)

Citicorp International Limited

Method of Issue

The Notes will be issued on a syndicated or non-syndicated basis. The Notes will be issued in series (each a “**Series**”) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest and/or the issue price), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a “**Tranche**”) on the same or different issue dates. The specific terms of each Tranche (which will be completed, where necessary, with the relevant terms and conditions and, save in respect of the issue date, issue price, first payment of interest and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be completed in the pricing supplement (the “**Pricing Supplement**”).

Issue Price	Notes may be issued at their nominal amount or at a discount or premium to their nominal amount. Partly Paid Notes may be issued, the issue price of which will be payable in two or more instalments.
Form of Notes	The Notes will be issued in bearer or registered form as described in “ <i>Terms and Conditions of the Notes</i> ”. Registered Notes may not be exchanged for Bearer Notes and <i>vice versa</i> .
Clearing Systems	Clearstream, Euroclear, the CMU and, in relation to any Tranche, such other clearing system as may be agreed between the Issuer, the Guarantor, the Issuing and Paying Agent, the Trustee and the Relevant Dealer(s).
Initial Delivery of Notes	On or before the issue date for each Tranche, the Global Note or Global Certificate representing the Notes may be deposited with a common depositary for Euroclear and Clearstream or deposited with a sub-custodian for the CMU. Global Notes or Global Certificates may also be deposited with any other clearing system or may be delivered outside any clearing system provided that the method of such delivery has been agreed in advance by the Issuer, the Guarantor, the Trustee, the Issuing and Paying Agent, or, as the case may be, the CMU Lodging and Paying Agent and, where relevant, the Registrar, and the Relevant Dealer(s). Registered Notes that are to be credited to one or more clearing systems on issue will be registered in the name of, or in the name of nominees or a common nominee for, such clearing systems.
Currencies	Subject to compliance with all relevant laws, regulations and directives, Notes may be issued in any currency agreed between the Issuer, the Guarantor, the Issuing and Paying Agent and the Relevant Dealer(s).
Maturities	Subject to compliance with all relevant laws, regulations and directives, any maturity as may be agreed between the Issuer, the Guarantor and the Relevant Dealer(s).
Specified Denomination	Notes will be issued in such denominations as may be agreed between the Issuer, the Guarantor and the Relevant Dealer(s) save that the minimum denomination of each Note will be such as may be allowed or required from time to time by the central banks (or equivalent body) or any laws or regulations applicable to the relevant currency (see “ <i>Certain Restrictions</i> ” above).
Fixed Rate Notes	Fixed interest will be payable in arrears on such date or dates as may be agreed between the Issuer, the Guarantor and the Relevant Dealer(s) and on redemption and will be calculated on the basis of such Day Count Fraction as may be agreed between the Issuer, the Guarantor and the Relevant Dealer(s).
Floating Rate Notes	Floating Rate Notes will bear interest determined separately for each Series as follows: (i) on the same basis as described in the relevant Pricing Supplement where ISDA Determination is specified; or

- (ii) by reference to EURIBOR, HIBOR, CNH HIBOR or SOFR (or such other benchmark as may be specified in the relevant Pricing Supplement) as adjusted for any applicable margin; or
- (iii) on such other basis as may be agreed between the Issuer, the Guarantor and the Relevant Dealer(s).

Interest periods will be specified in the relevant Pricing Supplement.

Benchmark Replacement

See Conditions 5(b)(iii)(D) and 5(b)(iii)(E) of the Conditions.

Zero Coupon Notes

Zero Coupon Notes (as defined in “*Terms and Conditions of the Notes*”) may be issued at their nominal amount or at a discount to it and will not bear interest.

Dual Currency Notes

Payments (whether in respect of principal or interest and whether at maturity or otherwise) in respect of Dual Currency Notes (as defined in “*Terms and Conditions of the Notes*”) will be made in such currencies, and based on such rates of exchange, as the Issuer, the Guarantor and the Relevant Dealer(s) may agree and as may be specified in the relevant Pricing Supplement.

Index Linked Notes

Payments of principal in respect of Index Linked Redemption Notes (as defined in “*Terms and Conditions of the Notes*”) or of interest in respect of Index Linked Interest Notes (as defined in “*Terms and Conditions of the Notes*”) will be calculated by reference to such index and/or formula or to changes in prices of securities or commodities or to such other factors as the Issuer, the Guarantor and the Relevant Dealer(s) may agree and as may be specified in the relevant Pricing Supplement.

Interest Periods and Interest Rates

The length of the interest periods for the Notes and the applicable interest rate or its method of calculation may differ from time to time or be constant for any Series. Floating Rate Notes and Index Linked Interest Notes may also have a maximum interest rate, a minimum interest rate, or both. The use of interest accrual periods permits the Notes to bear interest at different rates in the same interest period. All such information will be set out in the relevant Pricing Supplement.

Redemption

The applicable Pricing Supplement will indicate either that the relevant Notes cannot be redeemed prior to their stated maturity (other than in specified instalments, if applicable, or for taxation reasons or following a Change of Control Put Event or an Event of Default (as defined in “*Terms and Conditions of the Notes*”)) or that such Notes will be redeemable at the option of the Issuer and/or the Noteholders upon giving notice to the Noteholders or the Issuer, as the case may be, on a date or dates specified prior to such stated maturity and at a price or prices and on such other terms as may be agreed between the Issuer, the Guarantor and the Relevant Dealer(s). The applicable Pricing Supplement may provide that Notes may be redeemable in two or more instalments of such amounts and on such dates as are indicated in the applicable Pricing Supplement.

	Notes having a maturity of less than one year are subject to restrictions on their denomination and distribution, see “ <i>Certain Restrictions – Notes having a maturity of less than one year</i> ” above.
Optional Redemption	Notes may be redeemed before their stated maturity at the option of the Issuer (either in whole or in part) and/or the Noteholders to the extent (if at all) specified in the relevant Pricing Supplement.
Redemption for Change of Control Put Event	The terms and conditions of the Notes allow for the election in the Pricing Supplement for the early redemption of the Notes at the option of the Noteholders thereof upon the occurrence of a Change of Control Put Event as further described in Condition 6(f) of the Conditions.
Redemption for Taxation Reasons	Notes will be redeemable at the Issuer’s option prior to maturity for tax reasons as further described in Condition 6(c) of the Conditions.
Status of Notes	The Notes and the Receipts and the Coupons relating to them will constitute direct, unsubordinated, unconditional and (subject to Condition 4(a) of the Conditions) unsecured obligations of the Issuer and will rank at all times <i>pari passu</i> and without any preference among themselves. The payment obligations of the Issuer under the Notes and the Receipts and the Coupons relating to them shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 4(a) of the Conditions, at all times rank at least equally with all other present and future unsecured and unsubordinated obligations of the Issuer.
Status of the Guarantee	The payment obligations of the Guarantor under the Guarantee shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 4(a) of the Conditions, at all times rank at least equally with all other present and future unsecured and unsubordinated obligations of the Guarantor.
Negative Pledge	The Notes will contain a negative pledge provision as described in Condition 4(a) of the Conditions.
Cross-Acceleration	The Conditions will contain a cross-acceleration provision as described in Condition 10(c) of the Conditions.
Withholding Tax	All payments of principal, premium and interest by or on behalf of the Issuer or the Guarantor in respect of the Notes, the Receipts and the Coupons or under the Guarantee will be made free and clear of, and without withholding or deduction for, any present and future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within the British Virgin Islands, Hong Kong or the PRC or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In that event, the Issuer or (as the case may be) the Guarantor will, subject to certain customary exceptions, pay such additional amounts as will result in the Noteholders and Couponholders receiving such amounts as they would have received had no such withholding or deduction been required as further described in Condition 8 of the Conditions.

**Information Report to
NDRC**

Where the NDRC Administrative Measures apply, for the benefit of the Notes to be issued in accordance with these Conditions, with respect to the offering of a particular tranche of Notes, the Company undertakes to make the post-issuance and continuing filing with the NDRC within the prescribed time period following issuance of the Notes.

Ratings

The Programme has been rated “BBB+” by S&P, “Baa1” by Moody’s and “BBB+” by Fitch. Tranches of Notes will be rated or unrated. Where a Tranche of Notes is to be rated, such rating will be specified in the relevant Pricing Supplement. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Governing Law

The Notes, the Receipts, the Coupons and the Talons, the Trust Deed, the Agency Agreement, the Keepwell Deed and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, English law.

Jurisdiction

The courts of Hong Kong are to have exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Notes, Receipts, Coupons or Talons, the Trust Deed, the Agency Agreement and the Keepwell Deed.

Listing and Trading

Application has been made to the Hong Kong Stock Exchange for the listing of the Programme under which Notes may be issued by way of debt issues to Professional Investors only during the 12-month period after the date of this Offering Circular on the Hong Kong Stock Exchange.

Separate application will be made for the listing of the Notes on the Hong Kong Stock Exchange.

However, unlisted Notes and Notes to be listed, traded or quoted on or by any other competent authority, stock exchange or quotation system may be issued pursuant to the Programme. The relevant Pricing Supplement in respect of the issue of any Notes will specify whether or not such Notes will be listed on the Hong Kong Stock Exchange or listed, traded or quoted on or by any other competent authority, exchange or quotation system.

Notes listed on the Hong Kong Stock Exchange will be traded on the Hong Kong Stock Exchange in a board lot size of at least HKD500,000 (or its equivalent in other currencies).

Selling Restrictions

There are restrictions on the offer, sale and transfer of the Notes in the United States, the EEA, the UK, Japan, Hong Kong, the PRC, Singapore and the British Virgin Islands and such other restrictions as may be required in connection with the offering and sale of a particular Tranche of Notes, see “*Subscription and Sale*”.

Bearer Notes will be issued in compliance with U.S. Treasury Regulations§1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable) for purposes of Section 4701 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”)) (“**TEFRA D**”) unless (i) the relevant Pricing Supplement states that the Bearer Notes are issued in compliance with U.S. Treasury Regulation§1.163-5(c)(2)(i)(C) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) (“**TEFRA C**”) or (ii) the Bearer Notes are issued other than in compliance with TEFRA D or TEFRA C. In the case of Bearer Notes, only Notes with a term of 365 days or less (taking into account any unilateral extensions and rollovers) will be issued other than in compliance with TEFRA D or TEFRA C and will be referred to in the relevant Pricing Supplement as a transaction to which the United States Tax Equity and Fiscal Responsibility Act of 1982 (“**TEFRA**”) is not applicable. Bearer Notes with a term of more than 365 days (taking into account any unilateral extensions and rollovers) that are held through the CMU must be issued in compliance with TEFRA C, unless at the time of issuance the CMU and CMU Lodging and Paying Agent have procedures in place so as to enable the Issuer to comply with the certification requirements under TEFRA D. Where TEFRA D is applicable, Bearer Notes must initially be issued in the form of Temporary Global Notes, exchangeable for Permanent Global Notes or Definitive Notes upon certification of non-U.S. beneficial ownership.

SELECTED FINANCIAL INFORMATION OF THE GROUP

The summary financial information of the Group as at and for the years ended December 31, 2020, 2021 and 2022 has been extracted from the consolidated financial statements of the Group as at and for the years ended December 31, 2021 and 2022, which are included elsewhere in this Offering Circular and have been audited by Deloitte, the independent auditor of the Group. The consolidated financial statements of the Group were prepared and presented in accordance with the IFRS.

The summary financial information of the Group as at and for the six months ended June 30, 2022 and 2023 has been extracted from the condensed consolidated financial statements of the Group as at and for the six months ended June 30, 2023, which are included elsewhere in this Offering Circular and have been reviewed by Deloitte. The condensed consolidated financial statements of the Group were prepared and presented in accordance with the IFRS. The unaudited but reviewed financial information as at and for six months ended June 30, 2023 should not be taken as an indication of the expected financial condition, results of operations and results of the Group for the full financial year ending December 31, 2023.

The summary consolidated financial information as set forth below should be read in conjunction with, and is qualified in its entirety by reference to, the relevant consolidated financial statements of the Group and the notes thereto included elsewhere in this Offering Circular. Historical results of the Group are not necessarily indicative of results that may be achieved for any future period.

I Consolidated Statement of Profit or Loss and Other Comprehensive Income

	For the year ended December 31,			For the six months ended June 30,	
	2020	2021	2022	2022	2023
	(Audited)	(Audited)	(Audited)	(Unaudited)	(Unaudited)
	(RMB)	(RMB)	(RMB)	(RMB)	(RMB)
Revenue:					
Fee and commission income	15,614,699,770	19,481,226,228	18,063,316,508	8,336,102,125	7,253,093,976
Interest income	5,644,871,039	7,276,478,630	8,153,338,967	3,920,342,897	4,914,305,086
Investment income	13,158,640,416	14,703,455,333	10,607,882,267	5,044,543,256	4,426,595,630
Total revenue	34,418,211,225	41,461,160,191	36,824,537,742	17,300,988,278	16,593,994,692
Other (losses)/income, net	(2,016,384,259)	(496,738,413)	573,650,866	350,060,393	2,012,658,629
Total revenue and other income	32,401,826,966	40,964,421,778	37,398,188,608	17,651,048,671	18,606,653,321
Expenses:					
Fee and commission expenses	1,989,083,356	2,652,828,459	2,120,267,826	1,238,536,177	852,092,604
Interest expenses	6,713,748,168	8,266,695,757	9,176,520,147	4,291,706,489	5,333,711,049
Staff costs	10,775,510,804	13,326,531,000	11,927,245,245	5,499,796,540	5,594,124,465
Depreciation and amortisation expenses	1,000,778,080	1,182,680,073	1,645,116,754	759,501,970	845,198,875
Tax and surcharges	115,775,920	133,842,886	122,683,087	65,934,659	48,902,828
Other operating expenses and costs	2,088,661,086	2,979,325,247	3,367,838,687	1,361,394,346	1,812,473,192
Provision for/(reversal of) impairment losses under expected credit loss model	972,795,291	(408,034,310)	(20,928,922)	(68,267,500)	(7,696,298)
Total expenses	23,656,352,705	28,133,869,112	28,338,742,824	13,148,602,681	14,478,806,715
Operating profit	8,745,474,261	12,830,552,666	9,059,445,784	4,502,445,990	4,127,846,606
Share of (losses)/profits of associates and joint ventures	(32,791,974)	147,560,193	(3,467,784)	15,961,558	2,046,015
Profit before income tax	8,712,682,287	12,978,112,859	9,055,978,000	4,518,407,548	4,129,892,621
Less: Income tax expense	1,450,542,933	2,168,191,190	1,461,102,711	668,873,137	548,232,381
Profit for the year/period	7,262,139,354	10,809,921,669	7,594,875,289	3,849,534,411	3,581,660,240
Attributable to:					
Shareholders of the Company	7,207,452,452	10,777,713,147	7,597,501,992	3,841,640,437	3,560,643,863
Non-controlling interests	54,686,902	32,208,522	(2,626,703)	7,893,974	21,016,377
Basic earnings per share (in RMB per share)	1.60	2.16	1.46	0.74	0.67
Profit for the year/period	7,262,139,354	10,809,921,669	7,594,875,289	3,849,534,411	3,581,660,240

	For the year ended December 31,			For the six months ended June 30,	
	2020	2021	2022	2022	2023
	(Audited) (RMB)	(Audited) (RMB)	(Audited) (RMB)	(Unaudited) (RMB)	(Unaudited) (RMB)
Other comprehensive income for the year/period					
Items that may be reclassified to profit or loss in subsequent periods:					
Financial assets at fair value through other comprehensive income:					
– Net (losses)/gains from changes in fair value	(59,000,864)	194,218,652	(512,651,397)	(213,373,682)	277,369,692
– Provision for/(reversal of) impairment losses under expected credit loss model	1,123,234	608,115	53,343,535	70,603,522	(26,463,443)
– Tax effect	48,247,322	(42,264,905)	69,755,236	44,962,659	(84,725,513)
– Net gains transferred to profit or loss on disposals.	(143,553,236)	(60,742,856)	117,261,499	(109,299,789)	156,624,375
Interests in associates and joint ventures:					
– Share of other comprehensive income	103,278	–	–	–	–
Foreign currency translation difference of financial statements of overseas subsidiaries	(716,447,510)	(323,183,113)	1,527,838,124	787,724,987	825,416,978
Others	–	(2,674,098)	4,383,791	3,422,720	(6,839,488)
Total other comprehensive income for the year/period, net of income tax	(869,527,776)	(234,038,205)	1,259,930,788	584,040,417	1,141,382,601
Total comprehensive income for the year/period	6,392,611,578	10,575,883,464	8,854,806,077	4,433,574,828	4,723,042,841
Attributable to:					
Shareholders of the Company	6,337,924,676	10,543,674,942	8,857,432,780	4,425,680,854	4,702,026,464
Non-controlling interests	54,686,902	32,208,522	(2,626,703)	7,893,974	21,016,377

II Consolidated Statement of Financial Position

	As at December 31,			As at June 30,
	2020	2021	2022	2023
	(Audited) (RMB)	(Audited) (RMB)	(Audited) (RMB)	(Unaudited) (RMB)
Non-current assets:				
Property and equipment	748,398,324	1,131,867,523	1,560,431,199	1,831,857,979
Right-of-use assets	2,271,552,336	2,994,642,543	3,357,130,462	3,110,425,256
Goodwill.	1,582,678,646	1,622,663,283	1,622,663,283	1,622,663,283
Intangible assets	310,819,976	432,742,712	803,866,789	833,592,045
Interests in associates and joint ventures	1,188,852,866	1,086,935,585	1,015,580,116	1,028,118,971
Financial assets at fair value through profit or loss	6,709,361,710	8,778,820,783	10,211,296,407	10,779,331,933
Financial assets held under resale agreements (“reverse REPOs”)	902,186,358	347,738,411	3,497,861	1,813,706
Refundable deposits	11,768,323,935	12,631,912,764	12,600,106,686	12,097,235,650
Deferred tax assets	1,787,614,365	1,628,639,392	2,750,188,301	2,398,151,715
Other non-current assets.	510,965,054	328,514,762	414,160,654	651,551,067
Total non-current assets	27,780,753,570	30,984,477,758	34,338,921,758	34,354,741,605
Current assets:				
Accounts receivable	43,493,774,685	45,742,880,588	41,769,493,225	41,502,892,728
Receivable from margin clients	33,884,813,279	39,479,056,714	31,626,190,461	33,992,375,555
Financial assets at fair value through other comprehensive income	37,212,187,524	43,009,969,681	66,689,432,031	56,998,298,693
Financial assets at fair value through profit or loss	240,896,335,935	292,395,394,321	259,185,685,152	275,880,804,631
Reverse REPOs	17,528,510,790	25,510,755,648	27,132,304,186	24,588,964,560
Derivative financial assets	12,311,263,836	14,564,228,663	17,791,355,263	19,054,887,317
Cash held on behalf of clients.	60,950,716,097	91,037,390,313	83,016,936,855	89,171,271,407
Cash and bank balances	47,161,071,068	66,143,094,889	85,789,257,629	73,661,188,072
Other current assets.	401,072,832	928,240,640	1,424,462,876	1,159,132,779
Total current assets	493,839,746,046	618,811,011,457	614,425,117,678	616,009,815,742
Total assets	521,620,499,616	649,795,489,215	648,764,039,436	650,364,557,347

	As at December 31,			As at June 30,
	2020	2021	2022	2023
	(Audited) (RMB)	(Audited) (RMB)	(Audited) (RMB)	(Unaudited) (RMB)
Current liabilities:				
Financial liabilities at fair value through profit or loss	42,891,549,327	38,926,786,684	45,203,291,777	47,876,105,854
Derivative financial liabilities	24,682,534,637	18,134,007,508	11,348,127,497	11,125,088,598
Accounts payable to brokerage clients.	70,655,180,456	93,445,165,307	92,099,956,329	98,708,413,177
Placements from financial institutions	34,516,414,695	51,477,278,678	60,846,018,714	45,175,133,494
Short-term debt securities issued	26,492,570,465	22,989,857,489	18,551,991,957	19,239,216,462
Financial assets sold under repurchase agreements ("REPOs")	25,101,083,823	16,376,070,951	43,156,698,548	49,197,200,797
Employee benefits payable	7,805,043,988	10,507,201,308	7,976,579,342	4,833,205,284
Income tax payable	915,619,202	979,703,792	1,204,786,936	576,818,725
Long-term debt securities issued due within one year.	23,386,443,319	34,753,251,574	64,710,844,840	60,391,797,646
Lease liabilities	541,299,132	725,687,814	933,215,663	940,481,166
Contract liabilities	170,928,280	412,950,874	407,792,261	478,463,847
Other current liabilities	85,922,851,573	147,853,683,990	112,290,341,815	123,280,311,687
Total current liabilities.	343,081,518,897	436,581,645,969	458,729,645,679	461,822,236,737
Net current assets	150,758,227,149	182,229,365,488	155,695,471,999	154,187,579,005
Total assets less current liabilities	178,538,980,719	213,213,843,246	190,034,393,757	188,542,320,610
Non-current liabilities:				
Non-current employee benefits payable	781,920,387	661,663,772	729,690,666	727,804,321
Long-term debt securities issued	104,614,517,533	125,755,298,201	87,273,120,622	82,885,664,294
Deferred tax liabilities	506,667,665	431,655,234	718,765,065	619,534,452
Lease liabilities	663,560,140	1,277,207,612	1,489,613,185	1,292,476,499
Other non-current liabilities	157,182,000	357,182,000	348,508,396	348,608,616
Total non-current liabilities.	106,723,847,725	128,483,006,819	90,559,697,934	85,874,088,182
Net assets	71,815,132,994	84,730,836,427	99,474,695,823	102,668,232,428
Equity:				
Share capital	4,827,256,868	4,827,256,868	4,827,256,868	4,827,256,868
Other equity instruments	5,000,000,000	8,500,000,000	16,400,000,000	16,400,000,000
Reserves	44,008,757,978	45,565,955,440	48,608,020,887	49,778,959,723
Retained profits	17,798,924,176	25,528,908,966	29,352,829,428	31,354,410,820
Total equity attributable to shareholders of the Company . .	71,634,939,022	84,422,121,274	99,188,107,183	102,360,627,411
Non-controlling interests	180,193,972	308,715,153	286,588,640	307,605,017
Total equity.	71,815,132,994	84,730,836,427	99,474,695,823	102,668,232,428

SELECTED FINANCIAL INFORMATION OF THE GUARANTOR GROUP

The summary financial information of the Guarantor Group as at and for the years ended December 31, 2020, 2021 and 2022 has been extracted from the consolidated financial statements of the Guarantor Group as at and for the years ended December 31, 2021 and 2022, which are included elsewhere in this Offering Circular and have been audited by Deloitte, the independent auditor of the Guarantor Group. The consolidated financial statements of the Guarantor Group were prepared and presented in accordance with the HKFRS and in compliance with the Companies Ordinance.

The summary consolidated financial information as set forth below should be read in conjunction with, and is qualified in its entirety by reference to, the relevant consolidated financial statements of the Guarantor Group and the notes thereto included elsewhere in this Offering Circular. Historical results of the Guarantor Group are not necessarily indicative of results that may be achieved for any future period.

I Consolidated Statement of Comprehensive Income

	For the year ended December 31,		
	2020	2021	2022
	(Audited)	(Audited)	(Audited)
	(HKD)	(HKD)	(HKD)
Revenue:			
Fee and commission income	3,342,845,643	4,535,286,203	2,950,653,225
Interest income	478,369,882	416,419,040	768,675,434
Investment income	3,565,795,151	5,356,234,962	5,695,710,264
Total revenue	7,387,010,676	10,307,940,205	9,415,038,923
Other income and losses, net.	(153,100,990)	(290,593,532)	(1,057,525,057)
Staff costs	(1,910,560,277)	(1,959,993,658)	(1,484,086,528)
Net reversal of/(provision for) impairment loss	(284,460,620)	178,265,612	7,055,900
Depreciation	(182,813,315)	(212,980,044)	(261,108,459)
Other operating expenses	(784,252,824)	(1,245,370,751)	(975,776,662)
Profit from operations	4,071,822,650	6,777,267,832	5,643,598,117
Finance costs	(1,116,647,971)	(825,556,540)	(1,916,521,992)
Share of results of joint ventures	(19,479,677)	83,909,803	(17,595,862)
Share of results of associates.	623,482	121,089	781,011
Profit before taxation	2,936,318,484	6,035,742,184	3,710,261,274
Income tax expense	(484,530,378)	(882,359,120)	(612,223,378)
Profit for the year	2,451,788,106	5,153,383,064	3,098,037,896
Other comprehensive income/(expense) for the year			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of overseas subsidiaries.	2,890,948	55,478,756	(61,634,834)
Financial assets at fair value through other comprehensive income: net movement in revaluation reserve	(20,911,615)	(103,337,985)	(190,245,065)
Other comprehensive expense for the year, net of income tax	(18,020,667)	(47,859,229)	(251,879,899)
Total comprehensive income for the year	2,433,767,439	5,105,523,835	2,846,157,997

II Consolidated Statement of Financial Position

	As at December 31,		
	2020	2021	2022
	(Audited)	(Audited)	(Audited)
	(HKD)	(HKD)	(HKD)
Non-current assets			
Property, plant and equipment	126,707,209	118,949,995	158,124,641
Right-of-use assets	364,865,581	672,223,726	554,951,366
Financial assets at fair value through profit or loss	2,023,874,856	2,592,942,236	2,363,287,483
Other non-current assets	1,969,692,344	1,556,964,942	727,841,407
Deferred tax assets	70,404,542	47,509,003	77,014,283
Interests in associates	1,643,578	1,672,862	2,315,993
Interests in joint ventures	279,666,251	365,318,741	295,674,255
	<u>4,836,854,361</u>	<u>5,355,581,505</u>	<u>4,179,209,428</u>
Current assets:			
Financial assets at fair value through profit or loss	106,745,748,972	123,518,536,930	87,539,554,340
Financial assets at fair value through other comprehensive income	4,443,040,985	6,870,316,433	7,203,105,842
Financial assets held under resale agreements (“reverse REPOs”)	398,126,359	794,110,149	5,438,279,302
Derivatives	8,053,180,948	9,149,111,627	14,487,645,407
Accounts receivable	37,454,288,241	50,505,860,849	42,654,577,293
Other receivables, deposits and prepayments	1,319,349,311	628,182,002	405,662,641
Amounts due from the ultimate holding company	73,332,123	133,775,132	67,617,386
Amounts due from fellow subsidiaries	46,267	–	–
Amount due from joint ventures	–	1,821,875	1,774,301
Tax recoverable	150,642	2,006,188	328,100,051
Fixed deposits with original maturity over three months	21,703,193	21,834,589	21,830,891
Cash and cash equivalents	<u>17,133,510,192</u>	<u>22,385,223,442</u>	<u>31,444,362,148</u>
	<u>175,642,477,233</u>	<u>214,010,779,216</u>	<u>189,592,509,602</u>
Current liabilities:			
Accounts payable	47,536,885,420	80,918,885,101	55,302,158,266
Financial liabilities at fair value through profit or loss	44,291,262,172	44,600,098,751	32,833,212,242
Financial assets sold under repurchase agreements (“REPOs”)	3,674,901,549	6,040,428,958	10,618,860,267
Derivatives	22,894,649,609	12,119,861,494	9,484,668,882
Lease liabilities	149,344,083	166,875,756	177,593,725
Other creditors and accruals	3,626,623,067	2,543,021,029	2,119,478,310
Amount due to the ultimate holding company	400,559,524	195,777,372	106,430,205
Amounts due to fellow subsidiaries	761,143	–	–
Bank loans and overdrafts	8,742,701,014	19,972,127,832	24,910,616,591
Tax payable	172,563,576	368,650,106	64,316,449
Short-term notes issued	7,945,831,984	1,935,526,469	909,364,788
Long-term notes issued	<u>7,747,694,226</u>	<u>7,793,608,646</u>	<u>11,689,732,398</u>
	<u>147,183,777,367</u>	<u>176,654,861,514</u>	<u>148,216,432,123</u>
Net current assets	<u>28,458,699,866</u>	<u>37,355,917,702</u>	<u>41,376,077,479</u>
Total assets less current liabilities	<u>33,295,554,227</u>	<u>42,711,499,207</u>	<u>45,555,286,907</u>
Non-current liabilities:			
Long-term notes issued	19,331,034,598	23,347,759,460	21,366,205,430
Lease liabilities	252,213,698	548,962,920	431,205,933
Deferred tax liabilities	<u>6,112,453</u>	<u>3,059,514</u>	<u>–</u>
	<u>19,589,360,749</u>	<u>23,899,781,894</u>	<u>21,797,411,363</u>
Net assets	<u>13,706,193,478</u>	<u>18,811,717,313</u>	<u>23,757,875,544</u>
Capital and reserves:			
Share capital	3,900,000,000	3,900,000,000	6,000,000,000
Reserves	<u>9,806,193,478</u>	<u>14,911,717,313</u>	<u>17,757,875,310</u>
Total equity	<u>13,706,193,478</u>	<u>18,811,717,313</u>	<u>23,757,875,544</u>

RISK FACTORS

An investment in the Notes is subject to significant risks. Prospective investors should carefully consider all of the information contained in this Offering Circular, including the risks and uncertainties described below, before making an investment in the Notes. The following describes some of the risks which could materially and adversely affect the business, financial condition and results of operations of the Group and the Guarantor Group. Each of the Group and the Guarantor Group believes that the following risks may affect the Group's and/or the Guarantor Group's ability to fulfil its obligations under the Notes, the Guarantee and/or the Keepwell Deed. The risks and investment considerations as set forth below do not form an exhaustive list of the challenges which the Group and the Guarantor Group currently face or may develop in the future. Additional risks not presently known to the Group or the Guarantor Group or which they currently deem immaterial may also have an adverse effect on an investment in the Notes. The market price of the Notes could decline due to any of these risks, and investors may lose all or part of their investment. Prospective investors should pay particular attention to the fact that CICC is a company incorporated in the PRC and most of its operations are conducted in the PRC, which is governed by a legal and regulatory environment that may differ significantly from that of other jurisdictions. For more information concerning the PRC and certain related matters discussed below, see "Regulatory Environment".

Risks Relating to the Group's Business and Industry

Changes in the general economic and market conditions in China and other jurisdictions where the Group operates could materially and adversely affect the Group's business, financial condition, results of operations and prospects.

The Group's business has in the past been, and may in the future be, materially affected by general economic conditions in China and other jurisdictions where the Group operates its businesses, such as macroeconomic, monetary policies, upward and downward trends in the financial market, levels of inflation, availability of credit, fluctuations in interest rates and currencies. The Group's businesses are also directly affected by the risks inherent in the securities markets, such as market volatility, investment sentiment, fluctuations in securities trading volumes, supply of liquidity and perceived creditworthiness of the securities industry in the marketplace. In addition, the global financial market conditions may adversely affect financial market conditions in China. Any sudden and dramatic changes in global and China's financial market conditions could materially and adversely affect the Group's business, results of operations, financial condition and prospects.

In recent years, the PRC A share market has shrunk significantly due to severe secondary market volatility. The SSE Composite Index initially surged from the second half of 2014 to early June 2015. During this period, the corporate financing activities in the PRC capital markets significantly increased and the stock trading turnover in the domestic stock market also increased due to the favourable market conditions. However, the domestic A share market has experienced a sharp decline and increased volatility since June 13, 2015. The PRC Government took monetary and regulatory measures to stabilize the market, which may affect market liquidity, new offering pipeline, and the trading activities of certain market participants, but there is no assurance that such measures implemented may be effective. In addition, from mid-August 2015, the global equity markets, including the United States, Europe and Hong Kong, and the exchange rate of Renminbi against the U.S. dollar also experienced increased volatility. In 2016, despite fluctuations in the beginning of the 2016, the A share market was range bound and fluctuated within a narrow range at a relatively low level. Neither the asset prices nor the trading level have shown extreme fluctuation in 2016. The Hong Kong stock market swung more sharply in 2016 as a result of growing global economic uncertainties. Both overall return on stock investment and the average daily turnover in the Hong Kong stock market declined in 2016. In 2017, as the Chinese economy recovered steadily, the domestic stock market enjoyed moderate rallies despite several corrections over the year. The Hong Kong stock market significantly outperformed with strong rallies in 2017, driven by favourable factors including strong capital inflow from global and Chinese investors as well as stronger-than-expected corporate earnings, major stock indices saw substantial growth. In the first half of 2018, the A share market volatility increased and investors' risk appetites

reduced on deepened leveraging and escalated trade friction. The Hong Kong stock market continued its upward trend from the end of 2017 to the beginning of 2018. However, since February 2018, the Hong Kong stock market headed down, following multiple interest hikes by the U.S. Federal Reserve, currency depreciations of emerging markets, escalated China-U.S. trade friction and the outbreak of novel coronavirus (“**COVID-19**”) since late 2019.

COVID-19 affects the global economic outlook and enterprise operations. The degree of residual impact remains uncertain and will depend on various factors such as government support measures and regulatory policies of different countries. Although the World Health Organization has declared in May 2023 that COVID-19 is no longer a global health emergency, the global economy is still experiencing a struggling and imbalanced recovery, and the risk of compound inflation still exists. The inflation pressure arising from the emergency monetary easing continues to rise, causing the world economy to return to endogenous fluctuations. The world’s major assets hiked, and the global stock market in different areas showed asynchrony.

Furthermore, the steep rise in global inflation engendered by the rise in commodity prices, and by previous monetary and fiscal policy loosening in response to the COVID-19 pandemic, has prompted global central banks to raise their policy rates sharply in recent months, with the potential for further increases to come. Headline inflation is in the process of abating as energy prices moderate, but underlying prices pressures are likely to remain in place. Such geopolitical risks may have a material adverse impact on macroeconomic factors which affect the Group’s business, financial condition and results of operations. The continuing tensions between the PRC and the United States, including ongoing trade disputes and deterioration in diplomatic relations, have contributed to increased market volatility, weakened consumer confidence and diminished expectations for economic growth around the world. Some of these tensions have manifested themselves through actions taken and sanctions imposed by the governments of the United States and the PRC in recent years. The United States has imposed a range of sanctions and trade restrictions to target Chinese persons and companies in a number of sectors, focusing on entities the United States believes are involved in human rights violations, information technology and communications equipment and services, and military activities, among others. In response, the PRC has announced a number of sanctions and trade restrictions that target or provide authority to target foreign officials and companies, including those in the United States. Heightened geopolitical tensions between the United States and the PRC continue to cause significant uncertainty in the global macroeconomy, and the rhetoric surrounding the trade tensions continues to escalate as neither side has been willing to resume stalled trade negotiations. The amicable resolution of such a trade war remains elusive, and the lasting impacts that any trade war may have on the PRC economy and the PRC real estate industry remain uncertain.

Moreover, there are ongoing concerns relating to the political gridlock in the United States over government spending and debt levels, the consequences for economic growth and investor confidence in the United States, the conflict between Russia and Ukraine, the Israel-Palestinian conflict and the sanctions imposed by governments in response, which have caused significant instability in global financial markets. As a result, the global economy is facing significant uncertainties, and the global financial markets are experiencing significant volatilities.

In addition, central banks of some countries, including the Federal Reserve Board of Governors of the United States, have also accelerated their shifts in monetary policies and increased interest rates. There can be no assurance that monetary and fiscal policy measures adopted by central banks or national governments will have the intended effects or that a global economic downturn will not occur or market volatilities will not persist.

In early 2023, the global financial markets have experienced further turmoil with the collapse of Silicon Valley Bank, followed by Signature Bank and First Republic Bank and the crisis of Credit Suisse, which has resulted in greater uncertainty in the global macroeconomic environment.

Market volatility, especially in the PRC and Hong Kong equity markets, are expected to materially and negatively impact the Group's business, results of operations, financial conditions and prospects. There remain uncertainties with respect to the markets' future movements. The Group's revenue and profit in the future may be adversely impacted as a result of negative market conditions.

Downturns in general economic conditions and adverse market conditions could materially and adversely affect the Group's business, results of operations, financial condition and prospects in various ways, including but not limited to the following:

- the demand of the Group's clients for the Group's services could decrease, resulting in a decline in the Group's revenues from the Group's business lines;
- the value and returns on financial assets the Group holds for securities trading and investment and the value of investment portfolio for the Group's asset management products may be adversely affected by volatility in the markets;
- the Group may face increased default risks that a client or counter-party may fail to perform its contractual obligations;
- the Group's financing costs may increase due to the limited access to liquidity and the capital markets, and therefore restricting the Group's ability to raise funding to develop the Group's business; and
- the Group may not be able to effectively execute the Group's business plans and strategies.

Furthermore, as the Group's businesses are directly affected by changes in the general economic and market conditions in China and other jurisdictions where the Group operates, the Group's historical results and the profit growth rate in any particular period are not necessarily indicative of the Group's results and profit growth rate to be expected for any future period.

The Group is subject to extensive and evolving regulatory requirements in China and other jurisdictions where the Group operates. New legislation or changes in regulatory requirements may affect the Group's business operations and prospects.

As a participant in the financial industry, the Group is subject to extensive regulation and must comply with regulatory requirements published by regulatory authorities from time to time in jurisdictions where the Group operates in various aspects, including capital requirements, business licenses, the types of services and products that the Group can offer and securities that the Group can invest and trade in.

The Group conducts its businesses mainly in China and the Group operates its businesses in accordance with the existing securities regulatory requirements in China. As the PRC securities industry is still evolving, relevant laws, rules and regulations could change from time to time. New laws, rules and regulations, as well as changes in interpretation or enforcement of existing laws, rules and regulations may materially impact the Group's business operations and prospects. In addition, new products and businesses typically require further development and improvement of regulatory framework. For example, major reforms in the PRC securities market such as the introduction of the STAR Market and Beijing Stock Exchange and the full implementation of the registration-based IPO system, have exerted heightened expectations on the underwriting capabilities of securities companies, whereas regulations around the development of Fin-tech have induced the market participation of Internet-based service providers. There are uncertainties regarding the adoption of new laws, rules and regulations as well as enforcement of existing laws, rules and regulations by the regulatory authorities in relation to new products and businesses.

The Group is also subject to extensive laws, rules and regulations and faces the risk of significant intervention by regulatory authorities in other jurisdictions where the Group operates its businesses. New laws or regulations or changes in enforcement of existing laws, rules or regulations applicable to the Group's existing and new businesses may cause it (i) to become subject to revised and expanded regulation and supervision, (ii) to change its business practices, and (iii) to incur significant compliance costs, which may have a material adverse effect on its business, results of operations, financial condition and prospects.

The Group faces intense competition across the Group's business lines.

The Group operates in intensely competitive markets, in particular in the securities markets of China and Hong Kong. The Group competes on the basis of various factors, including but not limited to, transaction execution capability, capital and access to capital, products and services, pricing, risk management, reputation and professional talent. If the Group fails to compete effectively against its competitors, this will have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

The Group principally competes with other securities firms, fund management companies and private equity firms in China. Some of the Group's competitors may have certain competitive advantages over the Group, including a broader range of products and services, greater financial resources, a larger and more diverse client base, a wider branch network, stronger brand recognition and more advanced information technology ("IT") systems. The Group may also face increasing competition in overseas financial markets where it operates.

In addition, the Group faces increasing competition from commercial banks, insurance companies, trust companies, Internet-based financial service providers and other companies offering financial or ancillary services. The gradual relaxation of the PRC securities regulation and the tendency towards mixed operations in the PRC may cause new competitors, such as commercial banks, to enter into the Group's industry or allow its current competitors to expand the scope of their businesses. According to a statement released by the CSRC on March 18, 2016, the CSRC approved the establishment of the first joint venture multi-licensed securities firm in accordance with the Supplement X to the Mainland and Hong Kong Closer Economic Partnership Arrangement ("CEPA"). In addition, the CSRC has also received other applications for the establishment of joint venture securities firms under the CEPA. Furthermore, starting from April 1, 2020, the CSRC removed the maximum foreign investment percentage restrictions in securities companies in the PRC, as a result of which foreign financial institutions with competitive advantages in cross-border and other complex transactions are expected to accelerate their expansion into the PRC securities industry through establishing securities companies controlled by them, further intensifying the competition within the industry.

The Group has experienced intense price competition in some of its businesses in recent years. For example, the increasingly intense industry competition and the increased use by clients of low-cost electronic trading systems have resulted in downward pressure on the Group's securities brokerage commission rates. In addition, the ability to execute trades electronically, through the Internet and through other alternative trading systems, has increased the pressure on trading commissions and spreads. The Group expects the rapid development of Internet finance and the trend toward alternative trading systems in China to intensify the competition in the securities industry, which may affect its client base and result in increased pricing pressure for the Group. In addition, equity and debt underwriting discounts, as well as asset management fee rates, have been under pressure. The Group believes that it may continue to experience competitive pressures in the future if its competitors seek to obtain market share by further lowering prices.

The Group's investment banking business is subject to various risks associated with underwriting of securities offering and financial advisory services.

The Group's investment banking business is and may in the future continue to be affected by the general economic and market conditions. For instance, poor economic conditions may lead to the fluctuations in the performance of the Group's investment banking customers and affect investor confidence, which in turn may result in significant industry-wide declines in the size and number of securities offerings and mergers and acquisitions ("M&A"). Adverse market conditions and capital market volatility may also cause delays to, or the termination of, securities offerings underwritten or sponsored by the Group and M&A advised by the Group. These factors may have a material adverse effect on the revenue generated from, and profit margin of, the Group's investment banking business.

When acting as sponsor and/or underwriter in securities offerings and listings or as financial advisor for M&A, the Group and its employees may be subject to administrative penalties, regulatory actions, self-disciplinary orders or other legal liabilities for conducting inadequate due diligence or providing insufficient compliance supervision in connection with a securities offering or M&A, which may have a material adverse effect on the Group's reputation and in turn affect the Group's business operations, financial conditions and results of operations. Besides, the Group may also be exposed to litigation and reputational risks as a result of losses to investors caused by default or other illegal or improper activities by parties involved in the transactions which the Group sponsors or advises.

The Group is also exposed to uncertainties and changes in regulatory environment for securities offerings that the Group sponsors or underwrites and M&A that the Group advises on. In recent years, major reform measures such as the introduction of the STAR Market and Beijing Stock Exchange and the full implementation of the registration-based IPO system, have exerted heightened requirements on the pricing of securities and the underwriting capabilities of securities companies. For example, when acting as sponsors for listings on the STAR Market, the Group is required to use its own funds to purchase and hold a certain portion of securities for a required period of time after initial issuance of the securities, which exposes the Group to the risks of not only losing business opportunities due to insufficient proprietary funds, but also unideal investment returns due to the general market conditions or the relevant issuers' unsatisfactory business performances.

In the meantime, the interest rate marketisation and rising bond credit risks are imposing more challenges on bond issuance and underwriting. In the course of its underwriting activities, the Group may face situations such as unreasonable pricing, terms and conditions failing to meet investor needs, misalignment of market judgment and improper choice of issuance window, all of which may lead to the Group being faced with the risks associated with issuance failure or being forced to take up a more significant portion of underwriting commitments.

In addition, the Group is also subject to the risk of advance payments when acting as sponsors for domestic IPOs. In the case that the listing documents produced by the relevant issuers contain mistakes, misleading statements or material omissions, the sponsors are required by relevant rules and regulations to advance their own funds to indemnify the investors against their losses incurred therefrom, which may also in turn have a material adverse effect on the Group's business operations, financial condition and results of operations.

The Group's brokerage business is subject to the risks of movements in the Group's clients' trading activities, fluctuations in its brokerage commission rates and its ability to maintain or expand its client base.

The Group's brokerage commission income significantly depends on the turnover and volume of trading that the Group executes for its clients. Trading turnover and trading volume are subject to various external factors which are beyond the Group's control, including but not limited to general economic and financial market conditions, fiscal and monetary policies, volatility of stock prices, fluctuations in interest rates, as well as investor behaviour. Besides, the increasing competition in the PRC securities

industry has led to a decrease in brokerage commission rates in the industry as a whole and for the Group, which may adversely affect the Group's brokerage business. There is no assurance the Group's brokerage commission income can be sustained at current levels.

The brokerage business of the Group serves a substantial number of institutional and wealth management customers. For example, as at June 30, 2023, the Group's wealth management business had 6.46 million customers, representing a growth of 11.0% compared with December 31, 2022. The scale of the Group's client base imposes heightened requirements on the Group's IT systems, ability to execute complex transactions, capabilities to conduct cross-border businesses, scale of capital, as well as risk management. Whether the Group can retain and attract clients is also dependent on its ability to compete with other market participants, including commercial banks, third-party wealth management service providers and foreign-invested entities, or alternative investment products available in the market. In addition, the increasing popularity of Internet-based products has led to the ascending trend in the PRC of providing retail brokerage services through online channels, and the Group is faced with competitions from emerging securities companies mainly based on online trading platforms. In addition, starting from April 1, 2020, the CSRC removed the maximum foreign investment percentage restrictions in securities companies in the PRC, as a result of which foreign financial institutions with competitive advantages in cross-border and other complex transactions are expected to accelerate their expansion into the PRC securities industry through establishing securities companies controlled by them, further intensifying the competition within the industry. If the Group is unable to address the needs of its clients by maintaining high-quality client services, continuing product innovation, providing value-added services and differentiating itself from its competitors, it may lose its existing clients to its competitors or fail to attract new clients. As a result, the Group's business, financial condition and results of operations could be adversely affected.

The Group's principal investment businesses are subject to risks relating to market fluctuations and volatility, and inherent risks of the products in which the Group invests and impose heightened requirements on the Group's balance sheet management.

In carrying out its principal investment businesses, the Group maintains various trading and investment positions in the fixed income, currency, commodity and equity markets. In addition, the Group also holds equity investment assets under the special account for derivative hedging transactions as a part of its derivatives hedging transactions. The fluctuations in the securities market are influenced by factors such as national and international political and economic conditions, international securities market volatility, as well as investor sentiment and expectations. The PRC securities market, as an emerging market that is not as mature as those in developed countries, is more vulnerable to greater market movements. As a result of the limited availability of investment options and hedging strategies in the PRC securities market, the Group's ability to effectively hedge its exposure to the risks associated with its investments may be adversely affected. Meanwhile, the hedging instruments or strategies might not be fully effective in mitigating risk under all market conditions or against all types of risks. If any of the hedging instruments or strategies the Group utilises to hedge its exposures to different risks are not effective, the Group may suffer losses.

In addition, as the Group invests in a variety of products, the Group is subject to inherent risks of its product portfolio. For instance, investments in debt securities may be affected by factors such as a reduction in the relevant issuers' credit rating, default by parties and interest rate fluctuations, whereas equity investment may be affected by unsatisfactory business operations, non-compliance incidents and general industry trends of the listed companies. Besides, the values of certain classes of the Group's assets, such as its financial assets at fair value through other comprehensive income, are marked to market. The Group performs impairment assessment under expected credit loss model and recognises loss allowances on the financial assets at fair value through other comprehensive income. This evaluation is a matter of judgment and subjective assessment of various external factors which involve significant uncertainties and are beyond the Group's control. If the Group recognises impairment losses, the Group's results of operations would be adversely affected. Due to the uncertainties of the securities market, the Group's trading and investment decisions may lead to gains or losses, and the returns are

uncertain even with its best efforts and judgments. The Group's business, financial condition and results of operations may be adversely affected should there be misjudgement of the economic and financial conditions or incorrect selection of investment products or timing of transactions.

In addition, the Group's FICC, primary brokerage, OTC derivatives, cross-border and offshore institutional finance services feature international composition, broad coverage, varied products, diversified client base and complex product structure and have higher requirements on the Group's risk management, in particular its abilities to properly manage its balance sheet. Such businesses are also more sensitive to financial market conditions and market cycles. In terms of the Group's credit business, the Group may not always be able to maintain a healthy guarantee or security coverage ratio. Should there be incidences of failure to obtain additional collateral or failure to pay interest on time, the Group's credit business customers may be unable to perform their contractual obligations, which may in turn result in financial loss to the Group. In the event that such customers' credit accounts are subject to judicial enforcement, the Group may not be able to recover its claims in a timely manner or at all. The growing of the aforementioned businesses of the Group also depends on the Group's capability to continuously meet the related capital requirements. In the event the Group is unable to raise funds in a timely manner, it may face liquidity risks, which in turn may have a material adverse effect on the Group's business, financial condition and results of operations.

The Group's asset management and fund management businesses are subject to risks associated with intensified market conditions and poor investment performance of the Group's investment products.

Asset management and fund management businesses are one of the sectors with a broad range of financial institution participants. In addition to securities companies and fund companies, the Group also faces competition from commercial banks, insurance companies, trust companies, private equity funds, Internet-based service providers and foreign-invested financial institutions. Its asset management business with international advanced experience will bring further competitive pressure to the industry. If the Group fails to maintain its own advantages in terms of return on investment, customer service, market expansion and product innovation, and if the Group is not able to continue to meet the ever-increasing requirements of its customers, the performance of the Group's asset management and fund management businesses may be adversely affected.

The performance of the Group's asset management and fund management businesses is also highly correlated with many factors such as macroeconomic performance, industry trends and investment decision-making. Any weakening of macroeconomic conditions, downturn in industry development, or mistake in investment decisions could adversely affect the performance of the underlying assets of the Group's asset management and fund management businesses, and in turn lead to the loss of customers and the decline of return from such businesses.

The Group's asset management and fund management businesses are also subject to investment risks. Any default by the investees of the Group's asset management and fund management products may lead to the decrease in value of such products as well as risks of redemption requested by investors, which in turn may result in a decrease in the size of the Group's AUM. This could also adversely affect the management and performance fees that the Group earns on AUM.

The Group's private equity investment business is subject to various risks associated with investments.

The establishment of the private equity investment business is subject to compliance with relevant rules and regulations and contractual obligations, and is affected by factors such as market conditions, industrial competition, investor sentiment and historical performance of the funds. If the fundraising of the Group's private equity investment business cannot achieve an expected scale, there may be an adverse effect on the Group's business operation and financial performance.

The decision on private equity investments is generally made based on the anticipation of the management, technical potential, operational capability and prospect of the target company. Before making investments in private equity investments, the Group conducts due diligence investigation that it

deems reasonable and appropriate based on the facts and circumstances applicable to each investment. However, the due diligence investigation that the Group carries out with respect to any investment opportunity may not identify instances of fraud, accounting irregularities and other improper, illegal or deceptive practices of a target company. In addition, significant changes of the macroeconomic conditions and trends in the industrial and technological development may have a material adverse effect on the business of the target company, which may not necessarily result in the expected investment returns.

The ability of the Group's private equity funds to realise their investments may depend upon the Group's portfolio companies' ability to complete an IPO or M&A, which depends upon the economic situations, industrial development, securities market conditions and regulatory environment, which are beyond the Group's control. If the Group's private equity funds could not realise their investment successfully, there may be an adverse effect on the investment returns of the Group's private equity funds.

The Group faces additional risks as it expands its product and service offerings.

The Group has expanded its products and services in recent years, including, among others, obtaining Beijing Stock Exchange membership, qualification to deal in margin financing and securities lending business of the Beijing Stock Exchange, qualification of market-maker of "Swap Connect Northbound" and qualification of Guangzhou-based China Emissions Exchange (proprietary), becoming primary dealer for OTC options, and expanding to primary brokerage, online financial services, stock connect and bond connect trading, REITs, advisory for wealth management and proprietary carbon emission permit trading business. The Group will continue to expand its product and service offerings as permitted by relevant regulatory authorities. New businesses may expose the Group to additional and potential challenging risks, including, but not limited to:

- the Group may be unable to obtain sufficient financing to support its business expansion;
- the Group may be unable to make correct judgment on market conditions for its new business, identify or adequately evaluate the risks of the Group's new business or enhance its risk management capabilities on a timely basis;
- the Group may have insufficient experience or expertise in offering new products and services and dealing with new counterparties and clients, and the Group's new products and services may fail to meet its profitability expectations or not be accepted by its clients;
- the Group may be unable to keep up with technology development trends;
- the Group may be subject to greater regulatory scrutiny and increased credit risks, market risks and operational risks;
- the Group may have legal disputes with clients due to deficiencies in its new products and its failure to identify the risks associated with new products and match with clients' risk tolerance, which could harm the Group's reputation; and
- the Group may fail to recruit or retain competent personnel to support the new products and services.

If the Group is unable to achieve the intended results with respect to the Group's new products and services, the Group's reputation, business, financial condition, results of operations and prospects could be materially and adversely affected.

Any significant disruption in the Group's offshore operations and failure to manage the risks associated with overseas expansion could have a material adverse effect on its overseas business.

The Group conducts its overseas business through the Group's offices in Hong Kong, New York, London, Singapore, San Francisco, Frankfurt and Tokyo. In 2020, 2021 and 2022 and in the first half of 2022 and 2023, revenue and other income from the Group's overseas business accounted for 19.9%, 20.3%, 19.4%, 16.7% and 26.3% of the Group's total revenue and other income, respectively. Any significant disruption in the Group's offshore operations could have a material adverse effect on its business, financial condition, results of operations and prospects.

The Group plans to continue to expand its overseas business and explore opportunities in other overseas markets. The Group intends to continue to enter into markets where it has limited or no operating experience. As a result, the Group may not be able to attract a sufficient number of new clients due to its limited presence and brand recognition in such overseas markets and may fail to compete effectively in these markets. In addition, such expansion may increasingly subject the Group to risks inherent in conducting business internationally, including but not limited to:

- the Group may be unable to obtain sufficient financing to support its overseas expansion;
- local political instability, civil unrest or terrorism in such regions;
- economic uncertainties and recessions in such regions;
- failure to comply with laws and regulations, approval or license requirements, as well as industry or technical standards of the overseas markets into which the Group expands;
- challenges in administering and providing support to offshore operations;
- differences in cultural, commercial and operating environments and corporate governance; and
- failure to recruit and retain competent personnel.

In particular, despite the Group's efforts to comply with all applicable regulations in jurisdictions where it operates, the Group may fail to do so as a result of the differences between the domestic and overseas regulatory environments and interpretations of regulatory requirements and intentions. Overseas regulators may bring administrative or judicial proceedings against the Group or its employees, representatives, agents and third-party service providers. If the Group is unable to manage the risks resulting from its expansion outside China, its business, reputation, financial condition and results of operations may be adversely affected.

The Group's risk management and internal control systems, as well as the risk management tools available to it, may not fully protect the Group against various risks inherent in its business.

The Group has established risk management and internal control systems consisting of relevant organizational frameworks, policies, procedures and risk management methods in order to manage its risk exposure, primarily including strategic risk, business management risk, market risk, credit risk, liquidity risk, operational risk, IT risk, compliance risk, legal risk, money laundering risk, reputational risk and etc. The Group seeks to continue to improve such risk management and internal control systems from time to time. However, the Group's risk management and internal control systems may not be fully effective in mitigating its risk exposure in all market environments or against all types of risks, including risks that are unidentified or unanticipated.

The Group's risk management capabilities are limited by the information, tools or technologies available to it. For example, some of the Group's risk management methods are based upon its use of historical market data and management's judgment. As a result, these methods may not predict future risk exposure, which could be significantly greater than the exposure that historical measures indicate. If the

Group fails to promptly adapt and improve its risk management and internal control systems in response to the development of its business and products, the expansion of its branch network and the changes to regulatory requirements, its business operations could be materially and adversely affected.

Effective implementation of the Group's risk management and internal controls policies and procedures also depends on its employees. The Group cannot provide any assurance that its employees will be able to consistently comply with or correctly apply these policies and procedures.

The Group's operations depend on key management and professional staff and its business may suffer if the Group is unable to recruit or retain them.

The success of the Group's business depends on, to a large extent, its ability to attract and retain key personnel who possess in-depth knowledge and understanding of, and extensive working experience in, the securities and financial markets. Competition for talented professionals in the financial services industry is intense, and the availability of suitable and qualified candidates is limited. Intense competition may require the Group to offer high compensation and other benefits in order to attract and retain talented professionals. The Group devotes considerable resources to recruiting and retaining its key management and professional staff. However, the Group cannot provide any assurance that it will be successful in retaining its current personnel or in hiring or retaining qualified personnel in the future.

Loss of key employees or the inability to hire or retain professional staff in the future could have an adverse effect on the Group's ability to operate successfully. Any inability on the Group's part to enforce non-compete arrangements related to senior management and key employees who have left the Group could have an adverse effect on its business. If any of the Group's former senior management or other key employees joins or establishes a competing business, the Group may lose some of its clients, which could have an adverse effect on its business.

The Group is subject to the risks arising from any failure of, or inadequacies in, its operational systems and infrastructure.

The Group's operations rely heavily on its ability to process and monitor, on a daily basis, a very large number of transactions. The volume, speed, frequency and complexity of transactions are increasing, which is especially the case for electronic transactions and the requirements to report transactions on a real-time basis to clients, regulators and exchanges. As a result, developing and maintaining the Group's operational systems and infrastructure becomes more challenging. The inability of the Group's systems to accommodate an increasing volume of transactions could also constrain its ability to expand its business. The Group must continually update its operating systems to support its operations and growth and to respond to changes in regulations and markets.

The proper functioning of the Group's securities trading, financial control, risk management, accounting, client service and other data processing systems, together with the communication networks between its headquarters, subsidiaries and branches and its communication networks with exchanges, clearing agents and depositaries, are critical to its business. The Group's operating systems and facilities could fail to operate properly or become disabled as a result of events that are wholly or partially beyond its control. The Group has established disaster recovery centres in Beijing and Hong Kong and other contingency plans in Shanghai and Shenzhen to carry on principal functions in the event of a catastrophe or failure of its systems, including those caused by human error. However, the Group cannot assure that its disaster recovery centres or other contingency plans will fully protect it from all potential business disruptions. A prolonged disruption to or failure of the Group's information processing or communications systems would limit its ability to process transactions. This would impair the Group's ability to execute trades on behalf of clients or for its own account.

If the IT products and services developed by third-party developers, contractors and vendors the Group uses are defective, it may experience system failures, incompatibility of software or platforms, and problems with synchronization, data transfer and data management across its various IT systems and platforms, which may cause disruption, breakdown or slowdown of its systems.

The Group's operations depend on the secure processing, storage and transmission of confidential and other information in the Group's computer systems and networks and it is vulnerable to unauthorized access, computer viruses, malicious programs and other events that could cause security breaches.

Occurrence of any such events could jeopardize the security and integrity of confidential information processed by, stored in, and transmitted through the Group's computer systems and networks, or otherwise disrupt its operations, which could result in reputational damage, litigation and financial losses.

Significant interest rate fluctuations could affect the Group's financial condition and results of operations.

The Group's exposure to interest rate risk is primarily associated with its interest income, interest expenses and fixed-income securities. The Group earns interest income primarily from deposits with banks and non-bank financial institutions, margin financing and securities lending, financial assets held under resale agreements and fixed-income securities. The Group makes interest payments primarily on deposits that it holds on behalf of its clients, its borrowings and debt securities as well as financial assets sold under repurchase agreements. The Group's interest income and interest expenses are directly linked to the prevailing market interest rates. If market interest rates decrease, the Group's interest income would generally decrease, and during periods of rising interest rates, the Group's interest expenses and financing costs would generally increase. In addition, during periods of rising interest rates, market prices of and the Group's investment returns on fixed-income securities it holds will generally decrease. Significant interest rate fluctuations could affect its interest income or returns on fixed-income investments, or increase the Group's interest expenses, any of which could adversely affect its business, financial condition, results of operations and prospects.

The Group engages in derivatives transactions, including interest rate swaps and treasury futures, to hedge the interest rate exposure that arises from its asset and liability positions. However, the Group's ability to hedge the interest rate risks associated with its businesses in China is constrained by the limited availability of derivative products. In addition, the Group may not be able to successfully use available derivative instruments to reduce its exposure to fluctuations in interest rates.

The Group may suffer significant losses from its credit exposures.

The Group's businesses are subject to risks that clients or counterparties may fail to perform their contractual obligations or that the value of collateral held to secure their obligations might be inadequate. The Group's credit exposure results mainly from its margin financing and securities lending, futures brokerage as well as its role as counterparty in repurchase agreements and derivative contracts. Any material non-payment or non-performance by a client or counter-party could adversely affect its business, financial condition, results of operations and prospects.

With respect to the margin financing and securities lending business, the Group may enforce liquidation against clients who are unable to settle their obligations as scheduled or fail to replenish the collateral in full within the agreed-upon period. In respect of the futures brokerage business, the Group requires its clients to maintain a certain amount of account balance for their futures trading. The Group conducts automatic valuations for clients' account balance on each trading day, and, in the event of insufficient account balance, the Group requires clients to replenish their account balance or liquidate the clients' positions. Such mandatory liquidation mechanisms may trigger disputes between clients and the Group, which may subject the Group to litigation risks or significant legal expenses. The Group also serves as counter-party to its clients in repurchase agreements, stock-based lending, total return swaps and derivative contracts to provide them with customized products or services. Since there is no exchange or clearing agent for these products, the Group will be subject to the credit risk and non-performance of the counterparty.

The debt securities the Group holds may also be subject to price fluctuations as a result of changes in the financial market's assessment of the issuer's creditworthiness, delinquency and default rates and other factors, which could adversely affect the Group's financial condition and results of operations.

While the Group has internal policies and procedures to manage its credit exposure, these policies and procedures may not be fully effective and it may also fail to receive all relevant information with respect to the trading risks of its clients and counterparties. If the Group's credit exposure becomes overly concentrated in a limited set of assets or a limited number of third parties, or if the Group fails to effectively manage its credit exposure through its risk management policies and procedures, the Group may experience significant financial losses arising from such credit exposures that could materially adversely affect its business, financial condition, results of operations and prospects.

The Group is subject to capital requirements, including the net capital requirement, which may restrict its business activities.

The Group is subject to capital requirements that may restrict the Group's business activities. According to the CSRC's requirements, securities firms in China must maintain (i) a minimum risk coverage ratio of 100%, (ii) a minimum capital leverage ratio of 8%, (iii) a minimum liquidity coverage ratio of 100%, (iv) a minimum net stable funding ratio of 100%; (v) a minimum net capital to net assets ratio of 20%; (vi) a minimum net capital to liabilities ratio of 8%; (vii) a minimum net assets to liabilities ratio of 10%; (viii) a maximum value of equity securities and related derivatives held to net capital ratio of 100%; and (ix) a maximum value of non-equity securities and related derivatives held to net capital ratio of 500%. In addition, certain members of the Group are subject to the capital requirements in other jurisdictions where they operate. As at June 30, 2023, the Company was in compliance with all the capital requirements of the CSRC.

If such entities fail to meet regulatory capital requirements in relevant jurisdictions, the local regulatory authorities may impose penalties on them or limit the scope of their respective business, which could, in turn, have a material adverse effect on their financial condition and results of operations.

Failure to maintain adequate liquidity could adversely affect the Group's business, financial condition and results of operations.

Maintaining adequate liquidity is crucial to the Group's business operations as it continues to expand its businesses that involve investing and providing liquidity to its clients, such as principal investment, margin financing and securities lending, total return swaps and derivatives. The Group meets its liquidity needs primarily with the Group's own capital, bank loans, debt instruments, repurchase agreement transactions and cash generated from the Group's operating activities.

Factors that may adversely affect the Group's liquidity position include, among others, a significant increase in its services and products which provide financing for its clients, large underwriting on a firm commitment basis in its investment banking business, failure to liquidate financial asset investments at reasonable prices, over-concentration of holdings in certain assets or assets classes, early redemption of the Group's products by clients, mismatch of durations of assets and liabilities, and increased regulatory capital requirements or other regulatory changes. The Group may need to seek further financing or sell assets to meet its liquidity needs. During periods of adverse credit and capital market conditions, potential sources of external financing could be limited or unavailable at all, and the Group's financing costs could increase. In addition, the Group's ability to sell assets may be impaired if other market participants are seeking to sell similar assets at the same time, which is likely to occur in a liquidity crunch or other market crisis. Under such circumstances, the Group may have to curtail its business activities and increase its cost of funding, which could adversely affect its business, financial condition and results of operations.

The level of the Group's indebtedness and potential unavailability of credit may materially and adversely affect the Group's business.

The Company and its subsidiaries rely on bank and other external borrowings and bond issuances to fund a significant portion of their working capital requirements. For example, the Guarantor Group relies on a number of on demand banking facilities, which are repayable at any time, for its working capital. The Group's financial condition, liquidity and business operations will be adversely affected to the extent it is not able to repay its debt in a timely manner because of the lack or unavailability of internal resources or inability to obtain external financing. Even if the Group is able to meet its debt service obligations, the amount of debt it borrows could adversely affect it in a number of ways, including by:

- limiting the Group's ability to obtain any necessary financing in the future for working capital, strategic investment, debt service requirements, or other purposes;
- limiting the Group's flexibility in planning for, or reacting to, changes in its business;
- placing the Group at a competitive disadvantage relative to its competitors who have lower levels of debt;
- increasing the Group's financing cost;
- making the Group more vulnerable to a downturn in its business or the general economic condition; and
- subjecting the Group to the risk of being forced to refinance its debts at higher interest rates.

The Group is subject to extensive regulatory requirements, the non-compliance with which could lead to penalties or restrictions on its business activities.

As a participant in the securities and financial services industries, the Group is subject to the extensive PRC and overseas regulatory requirements, which are designed to ensure the integrity of the financial markets, the soundness of securities firms and other financial institutions and the protection of investors. These regulations often serve to limit the Group's activities by, among other things, imposing capital requirements, limiting the types of products and services that it may offer, restricting the types of securities in which it may invest and limiting the number and location of branches that it may establish. The PRC and overseas regulatory authorities conduct periodic inspections, examinations and inquiries in respect of the Group's compliance with such requirements.

Based on the assessment results of the effectiveness of internal control, risk management capabilities, status of regulatory compliance, the results of operations and market competitiveness, the CSRC assigns a regulatory rating, in five classes (A, B, C, D and E) and 11 levels, to each securities firm. The CSRC assigned the Company an "AA" regulatory rating, the highest rating given to the PRC securities firms so far, for nine consecutive years from 2007 to 2015. The CSRC assigned the Company an "A" rating in 2016 and an "AA" rating for seven consecutive years from 2017 to 2023. However, there is no assurance that the CSRC will not downgrade its regulatory rating in the future. If the CSRC downgrades the Company's regulatory rating, it may be subject to requirements of a higher ratio for risk capital reserve or a higher reserve ratio for the securities investor protection fund, or the Group might face difficulties in obtaining certain permits or approvals for new businesses and products, any of which may have a material adverse effect on its business, financial condition and results of operations.

Despite the Group's efforts to comply with applicable regulations, it might have risk exposures, particularly in areas where applicable regulations may be unclear or where regulators subsequently revise their previous guidance or views. On occasion, the Group may fail to meet certain requirements and guidelines set by the domestic or overseas regulatory authorities. The Group or its employees have been involved in non-compliance incidents for which regulatory authorities conducted investigations into the Group and/or the relevant employee (s), issued warning letters to it or took disciplinary action

against the relevant party. For instance, in January 2021, the CSRC issued a warning letter to the Company for its failure to conduct due diligence to urge an IPO issuer to cleanse its valuation adjustment mechanism (the “VAM”) and fulfil the disclosure obligations in accordance with regulatory requirements and the failure to issue special verification opinions on whether the VAM complies with relevant regulatory requirements. In July 2021, the Company was fined RMB1.858 million by the business management department of PBOC for its failure to perform customer identification obligations and to submit large-value transaction reports or suspicious transaction reports in accordance with regulatory requirements. In November 2021, the CSRC Beijing Bureau imposed administrative regulatory measures against the Company for adopting wrong valuation methods in private placement asset management products, as a result of which the Company was ordered to correct misconducts within a prescribed period of time. In December 2021, the CSRC imposed administrative measures in the form of regulatory talk against the Company for failure to perform adequate diligence in verifying the science and innovation features of Lenovo Group Limited as a sponsor for its listing on the STAR Market. In May 2022, the CSRC issued a warning letter to the Company for non-compliance in relation to the Company’s over-the-counter option contract. In June 2022, the CSRC issued a warning letter to the Company for certain non-compliances in relation to the Group’s offshore SPV subsidiaries. In August 2022, the CSRC Liaoning Bureau issued a warning letter to the Company for failure to perform adequate diligence in respect of certain due diligence issues when acting as lead underwriter for one company’s corporate bond issuance back in 2019. In November 2022, the CSRC Beijing Bureau imposed administrative regulatory measure of ordering to take rectification measures against the Company for the failure of its subsidiaries to complete rectification as scheduled for relevant products and for failure of system’s interception of the Company, resulting in the overdraft of client’s accounts. In September 2023, the CSRC Qinghai Bureau issued a warning letter to CICC Futures, pointed out that the number of investment managers doesn’t meet the regulatory requirements and CICC Futures occurred a cybersecurity incident. In November 2023, CSRC Guangdong Bureau imposed administrative regulatory measure in the form of regulatory talk against the Company for failure to perform adequate diligence as the trustee of a company’s bonds. The Group cannot provide any assurance that it will be able to meet all the applicable regulatory requirements, or comply with all the applicable regulations and guidelines at all times. Material incidents of non-compliance may subject the Group to sanctions, fines, penalties, disqualification for the Group’s existing businesses or rejection for renewal of its qualifications upon expiry, or other administrative penalties, regulatory actions and self-disciplinary actions by the PRC and/or overseas regulatory authorities, which may harm the Group’s reputation and materially adversely affect its business, financial condition and results of operations.

The Group may not be able to detect and prevent fraud or other misconduct committed by its employees on a timely basis or at all.

The Group may be exposed to fraud or other misconduct committed by its employees, including, among others, improperly using or disclosing confidential information and engaging in fraudulent or otherwise activities. Alleged or actual employee misconduct could result in investigations or prosecutions of the employees involved in the subject activities or litigation or regulatory sanctions against the Group, as well as adversely affect its reputation. The Group has, from time to time, detected certain noncompliance incidents committed by its employees. According to the disclosure of public information, there were no other material incidents of administrative penalties or regulatory actions against the Group or the Group’s employees in the jurisdictions where the Group operates, which had not been disclosed in this Offering Circular.

The Group’s internal control systems are designed to monitor its operations and compliance, but they may be unable to identify all incidents of non-compliance or suspicious transactions in a timely manner or at all. Furthermore, it is not always possible to detect and prevent fraud and other misconduct, and the precautions the Group takes to prevent and detect such activities may not be fully effective. The Group’s failure to detect and prevent fraud and other misconduct may have a material adverse effect on the Group’s reputation, financial condition and results of operations.

The Group may be subject to litigation and regulatory investigations and proceedings and may not always be successful in defending itself against such claims or proceedings.

The securities industry faces substantial litigation risks, including but not limited to potential liabilities relating to information disclosure, product designs and sales, breach of fiduciary duty or breach of contracts. These risks may be difficult to assess or quantify and their existence and magnitude often remain unknown for a substantial period of time. The Group may also be subject to inquiries, investigations and proceedings by regulatory and other governmental agencies.

The Group has in the past been and may in the future be subject to lawsuits and arbitration claims in the ordinary course of the Group's business. The Group may incur significant legal expenses in defending itself in litigation and arbitration proceedings. If court judgments, arbitration awards or regulatory enforcement decisions were against the Group, the Group may face substantial legal liability or significant regulatory action which could materially adversely affect the Group's business, financial condition or results of operations or cause significant reputational harm to the Group and seriously harm the Group's business prospects.

The Group may not be able to fully detect money laundering and other illegal or improper activities in its business operations on a timely basis.

The Group is required to comply with applicable anti-money laundering and anti-terrorism laws and other regulations in the PRC and other jurisdictions where the Group operates. The anti-money laundering laws and regulations in China, Hong Kong, Singapore, the United Kingdom, the United States, Germany and Japan require the Group to establish sound internal control policies and procedures with respect to anti-money laundering monitoring and reporting activities. Although the Group has adopted policies and procedures aimed at detecting, and preventing being used for, money-laundering activities by criminals or terrorist-related organizations and individuals or improper activities (including but not limited to market manipulation and aiding and abetting tax evasion), such policies and procedures may not completely eliminate instances where the Group's networks may be used by other parties to engage in money laundering and other illegal or improper activities. If the Group fails to fully comply with applicable laws and regulations, the relevant government agencies may impose fines and other penalties on the Group, which may adversely affect its business.

The Group's business is susceptible to the operational failure of third parties.

The Group faces the risk of operational failure, capacity constraints or termination of any of the exchanges, depositories, clearing agents or other financial intermediaries the Group uses to facilitate its securities transactions. Any operational failure or termination of the particular financial intermediaries that the Group uses could adversely affect its ability to execute transactions, serve clients and manage risk exposure. Any disputes or difficulties in cooperating with these financial intermediaries could adversely affect the Group's business operations.

A failure to appropriately identify and address conflicts of interest could adversely affect the Group's business.

Securities firms regularly encounter conflicts of interest. It is critical for the Group to identify conflicts of interest, arising between (i) the Group's various operating units, (ii) the Group's clients and the Group, (iii) the Group's various clients, (iv) the Group's employees and the Group, or (v) the Group's clients and its employees.

The Group has extensive risk management and internal control systems that are designed to identify and address conflicts of interest. However, accurately identifying and dealing with conflicts of interest are difficult because of the broad scope and complexity of its businesses and its large client base. In addition, as the Group continually expands the Group's business and develops new products, the Group may face increasing risks in identifying and managing the conflicts of interest resulted from the Group's new businesses and products. The Group's failure to manage conflicts of interest could harm the Group's

reputation and erode client confidence. In addition, perceived conflicts of interest may give rise to litigation or regulatory actions against the Group. Any of the foregoing could adversely affect the Group's business, financial condition and results of operations.

The Group may be subject to legal or regulatory liability if the Group is unable to protect the personal and other confidential information of its clients.

The Group is required to protect the personal data and confidential information of its clients under applicable laws, rules and regulations. The relevant authorities may impose sanctions or issue orders against the Group if it fails to protect the personal information of its clients, and the Group may have to pay compensation to its clients if it fails to do so. The Group routinely transmits and receives personal, confidential and proprietary information through the Internet and other electronic means. Any misuse or mishandling of such personal, confidential or proprietary information could result in legal liabilities, regulatory actions and reputational damage to the Group.

Incidents of misusing, mishandling personal, confidential or proprietary information could negatively impact client confidence in the Group, which could materially and adversely affect its reputation and prospects.

The use of "CICC" or "Zhong Jin" brand name by other entities may expose the Group to reputational risks.

The Group's brand and reputation are critical to its competitiveness and success. The Group has registered trademarks in multiple jurisdictions including but not limited to China and Hong Kong to protect its brand name. Some other entities in China use "Zhong Jin," which has same Chinese characters as the Group's brand name in Chinese, in their brand names. If there is unauthorized use of the Group's "CICC" or "Zhong Jin" brand name by any entity, the reputation of its franchise, business, results of operations and financial condition may be materially and adversely affected.

Changes in accounting standards, procedures or policies may materially affect the Group's financial condition and results of operations.

The accounting standards, policies and procedures governing the preparation of the Group's financial statements as well as their application and interpretation may change from time to time. Such changes may be beyond the Group's control, and can be difficult to predict, which, in turn, could materially impact its results of operations and financial position. In some cases, the Group may be required to apply a new or amended accounting standard retrospectively, resulting in material changes to previously reported financial results. Any changes in accounting standards, procedures or policies may materially affect the Group's results of operations and financial position. For the preparation of its consolidated financial statements, the Group applied, for the first time, the Amendments to References to the Conceptual Framework in the IFRS Standards and the amendments to the IFRS s issued by the International Accounting Standards Board, including the Amendments to IAS 1 and IAS 8 (*Definition of Material*), Amendments to IFRS 3 (*Definition of a Business*) and Amendments to IFRS 9, IAS 39 and IFRS 7 (*Interest Rate Benchmark Reform*), which are mandatorily effective for the annual periods beginning on or after January 1, 2020; the Group applied, for the first time, Amendments to IFRS 16 (*Covid-19-Related Rent Concessions*), Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 (*Interest Rate Benchmark Reform – Phase 2*), which are mandatorily effective for the annual periods beginning on or after January 1, 2021; the Group applied, for the first time, Amendments to IFRS 3 (*Reference to the Conceptual Framework*), Amendments to IFRS 16 (*Covid-19-Related Rent Concessions beyond 30 June 2021*), Amendments to IAS 16 (*Property, Plant and Equipment-Proceeds before Intended Use*), Amendments to IAS 37 (*Onerous Contracts – Cost of Fulfilling a Contract*) and Amendments to IFRSs (*Annual Improvements to IFRSs 2018-2020*), which are mandatorily effective for the annual periods beginning on or after January 1, 2022; the Group applies, for the first time, IFRS 17 (including the June 2020 and December 2021 Amendments to IFRS 17) (*Insurance Contracts*), Amendments to IAS 1 and IFRS Practice Statement 2 (*Disclosure of Accounting Policies*), Amendments to IAS 8 (*Definition of Accounting Estimates*), Amendments to IAS 12 (*Deferred Tax related to Assets*

and Liabilities arising from a Single Transaction) and Amendments to IAS 12 (*International Tax Reform-Pillar Two Model Rules*), which are mandatorily effective for the annual periods beginning on or after January 1, 2023. Except for the application of Amendments to IAS 1 and IFRS Practice Statement 2 (*Disclosure of Accounting Policies*), which has had no material impact on the financial position or performance of the Group but may affect the disclosures of the Group's significant accounting policies, the application of the Amendments to References to the Conceptual Framework in the IFRS Standards and the amendments to the IFRSs in 2020, 2021, 2022 and the first half of 2022 and 2023 has had no material effect on the Group's financial positions and performance for the years ended December 31, 2020, 2021 and 2022 and the six months ended June 30, 2022 and 2023 and for prior periods and/or on the disclosures set out in these consolidated financial statements.

Risks Relating to the Guarantor Group's Business and Industry

The Guarantor Group faces increasing competition in the financial services industry in Hong Kong.

The financial services industry in Asia and Hong Kong in particular, houses a large number of participants and is highly competitive. The Guarantor Group faces increasing competition from Chinese securities institutions with similar background, multinational financial institutions including banks and investment banks with global networks and local securities institutions in the financial services industry in Hong Kong.

The Guarantor Group is currently engaged in the following regulated activities in Hong Kong, under the following four licensed entities:

- CICC HK Securities – Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance).
- CICC HK AM – Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management).
- CICC HK Futures – Type 2 (dealing in futures contracts) and Type 5 (advising on futures contracts).
- CICC US Securities (Hong Kong) Limited – Type 1 (dealing in securities).

The Guarantor Group also has entities qualified under Securities and Futures (Leveraged Foreign Exchange Trading – Exemption) Rules (Cap. 571E of the Laws of Hong Kong) to carry on leveraged foreign exchange trading business in Hong Kong through the following entities:

- CICC Wealth Investment Limited;
- CICC Commodity Trading Limited;
- CICC Financial Products Ltd;
- CICC Financial Trading Ltd;
- CICC HK AM; and
- CICC HK Securities.

New participants may enter the industry or engage in the same regulated activities as the Guarantor Group, provided that they have engaged professionals with the appropriate skills and have obtained the requisite licences and permits.

Generally, competition in the traditional brokerage business in Hong Kong has been fierce. The Guarantor Group expects that competition in all areas of its business operations will continue to be intense. Moreover, the Guarantor Group may not be able to compete effectively and successfully in all the business areas in which it currently operates or plans to operate. Increased competitive pressure may adversely affect its business, financial condition and results of operations by, amongst other things, (1) reducing the Guarantor Group's market share in its principal lines of businesses; (2) decreasing the Guarantor Group's net interest margins and spreads; (3) decreasing the Guarantor Group's fee and commission income; (4) increasing non-interest expenses, such as sales and marketing expenses; and (5) increasing competition for qualified employees.

The Group cannot provide any assurance that the Guarantor Group can compete effectively against its current and future competitors. Moreover, the Guarantor Group's business objectives may become impractical and/or impossible due to the competitive forces in the market. Under those circumstances, the Guarantor Group's core business and financial performance would be adversely affected.

The Guarantor Group's businesses are highly regulated in Hong Kong.

The Guarantor Group's business operations are subject to various applicable laws, regulations and codes of relevant regulatory authorities in Hong Kong. From time to time, the Hong Kong regulatory regime for the financial services industry (for example, the SFO) has implemented changes in such rules and regulations, some of which have resulted in additional costs to or restrictions on the Guarantor Group's business activities. If the Guarantor Group fails to comply with the applicable rules and regulations, it may become subject to enquiries and/or investigations by the relevant regulatory bodies and if the results of any investigations or enquiries are severe or proved to involve serious misconduct, the Guarantor Group may be subject to penalties including fines and/or restrictions on its business activities. In extreme cases, it may be hampered or prevented from conducting business in a normal manner and some or all of its operation licences may become suspended or revoked. Where penalties are substantial or protracted litigation is involved, the Guarantor Group's reputation and financial position may be jeopardized. In such cases, there may be material and adverse impact on its business, financial condition, results of operations and prospects.

The Guarantor Group may not be able to meet its capital commitments and its obligations under the Notes and the Guarantee and may be subject to liquidity risk.

Some of the Guarantor Group's businesses involve providing liquidity and/or capital commitments to clients, such as capital-based intermediary and investment banking businesses, and may result in them potentially having significant holdings of selected asset classes. Concentration of holdings in certain assets or assets classes, or holdings in illiquid positions of these assets may adversely affect the Guarantor Group's liquidity position. Any decline in the value of the Guarantor Group's asset holdings may reduce its income or result in losses. Maintaining adequate liquidity is crucial to the Guarantor Group's business operations as it continues to expand its business activities with substantial cash requirements.

A reduction in the Guarantor Group's liquidity could reduce the confidence of its customers or counterparties on the Guarantor Group, which may result in the loss of business and customer accounts. If the Guarantor Group is unable to obtain financing on a timely basis or at a reasonable cost, or if there is any adverse change in its cash flows, the Guarantor Group may not be able to meet its loan commitments, including its obligations under the Notes and the Guarantee.

The Guarantor may be directly or indirectly affected by the Company's business, financial position and reputation.

The Guarantor is a wholly-owned subsidiary of the Company. The Guarantor may be negatively affected by the Company's own business operations and business competitiveness. In the event that there is any negative effect on the Company or its substantial shareholders' business, financial position or reputation, the Guarantor, as the Company's wholly-owned subsidiary, may be left in a disadvantageous position. For risks relating to the Company, see “– Risks Relating to the Group's Business and Industry”.

The Guarantor may be affected by the Financial Institutions (Resolution) Ordinance

On July 7, 2017, the Financial Institutions (Resolution) Ordinance (Cap. 628) of Hong Kong (the “**FIRO**”) came into operation. The FIRO provides for, among other things, the establishment of a resolution regime for authorized institutions and other within scope financial institutions in Hong Kong which may be designated by the relevant resolution authorities, which may in the future include members of the Guarantor Group (a “**FIRO Group Entity**”). The resolution regime seeks to provide the relevant resolution authorities with administrative powers to bring about timely and orderly resolution in order to stabilize and secure continuity for a failing authorized institution or within scope financial institution in Hong Kong. In particular, in the context of a resolution of any FIRO Group Entity, the relevant resolution authority may have the ability to resolve other entities within the Guarantor Group as if they were themselves a within scope financial institution for the purposes of FIRO and take certain actions and make certain directions in relation to such entities. Any such actions could potentially affect contractual and property rights relating to the relevant entity. The implementation of FIRO remains untested and certain detail relating to FIRO will be set out through secondary legislation and supporting rules. Therefore, the Guarantor is unable to assess the full impact of FIRO on the financial system generally, the Guarantor's counterparties, the Guarantor, any of its consolidated subsidiaries or other Guarantor Group entities, the Guarantor's operations and/or its financial position.

Risks Relating to China

China's economic, political and social conditions and government policies could affect the Group's business, financial condition, results of operations and prospects.

The Group conducts its business operations primarily in China. Accordingly, the Group's business, financial condition, results of operations and prospects are significantly dependent on the economic, political and social conditions in China.

Although China's economy has been transitioning from a planned economy to a more market-oriented economy for almost four decades, a substantial portion of productive assets in China are still owned by the PRC Government. The PRC Government also exercises significant influence over the economy through allocating resources, controlling capital investment and foreign exchange, setting monetary policy and providing preferential treatment to particular industries or companies. In recent years, the PRC Government has implemented reform measures emphasizing the utilization of market forces in economic development. These economic reform measures may be adjusted, modified or applied inconsistently from industry to industry or across different regions of the country.

China has been one of the world's fastest growing economies as measured by GDP growth in the past 30 years and has become the world's second largest economy by gross GDP since 2010. However, there is no assurance that China's economy can sustain historical growth rates. The PRC's GDP growth fluctuated in recent years. The PRC's GDP growth was 2.3%, 8.5%, 3.0% and 5.5% in 2020, 2021, 2022 and the first half of 2023, respectively, registering its slowest growth rate in 2020 since 1976 due to the impact of COVID-19. If the economic growth of China continued to slow down, the Group's business, financial condition, results of operations and prospects will be materially and adversely affected.

The PRC legal system has inherent uncertainties that could limit the legal protection available to investors.

The PRC laws and regulations govern the Group's operations in China. The Group and many of its operating subsidiaries are organized under the PRC laws. China's legal system is based on written statutes. While a few published prior court decisions may be cited for reference, they have limited precedential value. Since 1979, China has promulgated laws and regulations dealing with economic matters, such as corporate organization and governance, issuance and trading of securities, shareholder rights, foreign investment, commerce, taxation and trade. However, many of these laws and regulations, in particular with respect to the financial industry, are relatively new and evolving and may be inconsistently implemented, interpreted or enforced. In addition, because of the relatively limited volume of published court decisions and their non-binding nature, there are significant uncertainties relating to the interpretation and enforcement of the PRC laws and regulations. As a result, the legal remedies and protections available to investors under the PRC legal system may be limited.

For example, with respect to each Series or Tranche of the Notes, registration will be completed, or application to registration will be made, if applicable, by the Issuer and the Guarantor in accordance with the NDRC Administrative Measures as set forth in the applicable Pricing Supplement. After issuance of each Series or Tranche of the Notes, the Issuer and the Guarantor shall report the issuance information to the NDRC within 10 working days after the completion of each such issuance.

Failure to comply with the NDRC post-issue and continuing filing obligations (such as post-issue filing, pre-issuance approval, expiration filing, periodical filing and major event filing, etc.) under articles 24 and 26 of the NDRC Administrative Measures may result in the relevant entities being ordered to make corrections within the prescribed time limit, and in the case of aggravating circumstances or in the case that such corrections are not made within the prescribed time limit, relevant entities and their main person-in-charge will be warned. The aforesaid regulatory violations committed by enterprises shall be publicized on, among others, the Credit China (信用中國) website and the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統).

However, the NDRC Administrative Measures is new, and its implementation may involve significant uncertainty. The administration and enforcement of the NDRC Administrative Measures may be subject to executive and policy discretion of the NDRC. While the NDRC Administrative Measures has set out the legal consequences for debtors and involved professional parties in cases of non-compliance of the NDRC Administrative Measures, it is silent on whether any such non-compliance would affect the validity and enforceability of the Notes. There is no assurance that the failure to comply with the NDRC Administrative Measures would not result in adverse consequences on the Issuer's or the Guarantor's ability to perform in accordance with the Terms and Conditions of the Notes or the enforceability of the Notes.

Investors may experience difficulties in effecting service of legal process and enforcing judgments against the Group or the Group's management.

Most of the Group's assets and many of the Group's subsidiaries are located in China. In addition, many of the Group's Directors, Supervisors and senior management reside in China. China does not have treaties providing for reciprocal recognition and enforcement of judgments of courts with the United States, the United Kingdom, Japan or many other jurisdictions. In addition, Hong Kong has no arrangement for the reciprocal enforcement of judgments with the United States. As a result, it may be difficult or impossible for investors to serve process upon the Group or its Directors, Supervisors and senior management in China, or to enforce against the Group or such people in China, any judgments obtained from non-PRC courts.

On July 14, 2006, the Supreme People's Court of the PRC and the government of Hong Kong entered into the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements between Parties Concerned (關於內地與香港特別行政區法院

相互認可和執行當事人協議管轄的民商事案件判決的安排)(the “**Arrangement**”), which is still in full force and effect as at the date of this Offering Circular and will be replaced by and become invalid when the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and Hong Kong (關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排)(the “**New Arrangement**”), which was signed on January 18, 2019, comes into effect. The New Arrangement will come into effect in both the PRC and Hong Kong on or around January 29, 2024. The New Arrangement will apply to judgments made on or after the commencement date of the New Arrangement. Under the Arrangement, where any designated PRC court or any designated Hong Kong court has made an enforceable final judgment requiring payment of money in a civil and commercial case pursuant to a choice of court agreement in writing, any party concerned may apply to the relevant PRC court or Hong Kong court for recognition and enforcement of the judgment. A choice of court agreement in writing is defined as any agreement in writing entered into between parties after the effective date of the Arrangement in which a Hong Kong court or a PRC court is expressly designed as the court having sole jurisdiction for the dispute. Therefore, it is not possible to enforce a judgment rendered by a Hong Kong court in the PRC if the parties in dispute have not agreed to enter into a choice of court agreement in writing. In addition, recognition and enforcement of a Hong Kong court judgment could be refused if the PRC courts consider that the enforcement of such judgment is contrary to the social and public interest of the PRC or meets other circumstances specified by the Arrangement. While it is expected that the PRC courts will recognize and enforce a judgment given by Hong Kong courts in respect of a dispute governed by English law, there can be no assurance that the PRC courts will do so for all such judgments as there is no established practice in this area. Compared to other debt securities issuances in the international capital markets where the relevant holders of the debt securities would not typically be required to submit to an exclusive jurisdiction, the holders of the Notes will be deemed to have submitted to the exclusive jurisdiction of the Hong Kong courts, and thus the holder’s ability to initiate a claim outside of Hong Kong will be limited. Although the Arrangement became effective on August 1, 2008, the outcome and effectiveness of any action brought under the Arrangement remains uncertain. Upon the effectiveness of the New Arrangement, the New Arrangement will supersede the Arrangement and through a simple and streamlined registration procedure, the New Arrangement will allow a broader range of civil and commercial judgments of the mainland China courts to be enforced in Hong Kong.

Additional procedures may be required to be taken to bring English law governed matters or disputes to the Hong Kong courts. There is also no assurance that the PRC courts will recognize and enforce judgments of the Hong Kong courts in respect of English law governed matters or disputes.

The Terms and Conditions and the transaction documents are governed by English law, whereas parties to these documents have submitted to the exclusive jurisdiction of the Hong Kong courts. In order to hear English law governed matters or disputes, Hong Kong courts may require certain additional procedures to be taken. Under the Arrangement, judgments of Hong Kong courts are likely to be recognized and enforced by the PRC courts where the contracting parties to the transactions pertaining to such judgments have agreed to submit to the exclusive jurisdiction of Hong Kong courts. Upon the effectiveness of the New Arrangement, the New Arrangement will supersede the Arrangement and through a simple and streamlined registration procedure, the New Arrangement will allow a broader range of civil and commercial judgments of the mainland China courts to be enforced in Hong Kong. However, recognition and enforcement of a Hong Kong court judgment could be refused if the PRC courts consider that the enforcement of such judgment is contrary to the social and public interest of the PRC. While it is expected that the PRC courts will recognize and enforce a judgment given by Hong Kong courts governed by English law, there can be no assurance that the PRC courts will do so for all such judgments as there is no established practice in this area. Compared to other debt securities issuances in the international capital markets where the relevant holders of the debt securities would not typically be required to submit to an exclusive jurisdiction, the Noteholders will be deemed to have submitted to the exclusive jurisdiction of the Hong Kong courts, and thus the Noteholders’ ability to initiate a claim outside Hong Kong will be limited.

Government control of foreign currency conversion may adversely affect the Group's foreign exchange transactions.

A majority of the Group's revenue and assets are denominated in Renminbi, which is currently not a freely convertible currency. Conversion and remittance of foreign currencies are subject to the PRC foreign exchange laws and regulations which would affect exchange rates and the Group's foreign exchange transactions. A portion of the Group's cash may be required to be converted into other currencies in order to meet the Group's foreign currency needs, including payment for interests and principal of foreign debt obligations of the Group.

There can be no assurance that policies regarding foreign exchange transactions under current accounts or capital accounts will continue in the future. The PRC Government may restrict future access to foreign currencies under current or capital account transactions at its discretion. Foreign exchange policies could restrict the Group's ability to obtain sufficient foreign currency, which could have an effect on the Group's ability to meet foreign exchange requirements. In addition, foreign exchange transactions under current accounts may no longer be freely convertible and could require the approval of the SAFE. Failure to obtain approval from the SAFE to convert RMB into any foreign currency for foreign exchange transactions could have an adverse effect on the Group's results of operations and financial condition. Moreover, if the Group was unable to obtain sufficient foreign currency, it might not be able to pay interest or principal of the Group's foreign debt obligations in foreign currencies. On the other hand, most of foreign exchange transactions under capital account in the PRC continue to be not freely convertible and require the approval of the SAFE. These limitations could affect the Group's ability to obtain foreign currencies through equity financing or to obtain foreign currencies for capital expenditures.

Future fluctuations in the value of Renminbi could have a material adverse effect on the Group's financial condition and results of operations.

The Group generates a majority of its revenues in Renminbi, and a portion of its revenues, expenses, bank borrowings and debt securities are denominated in the HK dollar, the U.S. dollar and other foreign currencies. As a result, fluctuations in exchange rates, which are subject to changes resulting from the PRC Government's policies, domestic and international economic and political developments as well as supply and demand in the monetary market, particularly between Renminbi, the HK dollar or the U.S. dollar, may result in foreign currency exchange losses of the Group's foreign currency-denominated assets and liabilities and could affect its ability to pay dividends in foreign currencies and its profitability.

The exchange rate of Renminbi to the U.S. dollar is under a managed floating exchange rate system and has gradually risen over the past decade. On August 11, 2015, the PBOC announced an adjustment to the mechanism of determining the mid-point price of Renminbi to the U.S. dollar to make the exchange rate of Renminbi more market-based. The modified mechanism allows traders to consider the closing exchange rate in the previous trading day when they quote the mid-point price for Renminbi against the U.S. dollar. As a result, the mid-point price of Renminbi against the U.S. dollar depreciated by approximately 4.78 per cent. from August 10 to August 27, 2015, on which date such mid-point price was the lowest since the adjustment. The exchange rate of Renminbi to the U.S. dollar continued to be volatile in 2016. Following the gradual appreciation against U.S. dollar in 2017, Renminbi experienced a recent depreciation in value against U.S. dollar followed by a fluctuation in 2018 and early 2019. On August 5, 2019, the PBOC set the Renminbi's daily reference rate above RMB7 per U.S. dollar for the first time in over a decade amidst an uncertain trade and global economic climate. With the development of the foreign exchange market and progress towards interest rate liberalisation and Renminbi internationalisation, the PRC Government may in the future announce further changes to the exchange rate system. The Group cannot predict how the Renminbi will fluctuate in the future. In addition, although the Group has entered into hedging transactions to mitigate its exposure to foreign exchange risk between Renminbi and other currencies, hedging instruments or strategies might not be fully

effective in mitigating risk under all market conditions. As a result, the fluctuation of exchange rates between Renminbi and the U.S. dollar or other currencies could materially and adversely affect the Group's business, financial condition, results of operations and prospects.

Any future occurrence of force majeure events, natural disasters, terrorist attacks or outbreaks of contagious diseases may have a material adverse effect on the Group's business operations, financial condition and results of operations.

Any future occurrence of force majeure events, natural disasters, epidemics, acts of war or terrorism or other factors beyond the Group's control may adversely affect the economy, infrastructure and livelihood of the people in an area where the Group operates. These areas may be affected by natural disasters, such as typhoon, tornado, snow storm, earthquake, flood, drought, power shortages or failures, or potential wars or terrorist attacks, riots, civil disturbances or strikes. In addition, these areas may be susceptible to a number of communicable diseases and epidemics, such as various types of influenza, Severe Acute Respiratory Syndrome ("SARS"), Ebola virus, and COVID-19 in the PRC and Hong Kong. Serious natural disasters may result in tremendous casualties and destruction of assets and disrupt the Group's business and operations in the short term. Severe and prolonged contagious disease outbreaks, such as COVID-19, could result in a widespread health crisis that could dampen investor sentiment, and materially and adversely affect business activities and operations in the affected regions.

Acts of war or terrorist activities, riots or disturbances may also cause casualties to the Group's employees, and disrupt its business network and operations. Any of these factors and other factors beyond the Group's control could have an adverse effect on the overall business environment of the areas where the Group operates and therefore its business and results of operations.

Risks Relating to the Notes Issued Under the Programme and the Guarantee

The Notes and the Guarantee are unsecured obligations.

As the Notes and the Guarantee are unsecured obligations of the Issuer and the Guarantor, respectively, the repayment of the Notes and payment under the Guarantee may be adversely affected if:

- (i) the Issuer or the Guarantor enters into bankruptcy, liquidation, reorganization or other winding-up proceedings;
- (ii) there is a default in payment under the Issuer's or the Guarantor's future secured indebtedness or other unsecured indebtedness; or
- (iii) there is an acceleration of any of the Issuer's or the Guarantor's indebtedness.

If any of these events were to occur, the Issuer's or the Guarantor's assets and any amount received from the sale of such assets may not be sufficient to pay amounts due on the Notes.

The Notes may not be a suitable investment for all investors.

Each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the relevant Notes and the information contained or incorporated by reference in this Offering Circular, any applicable supplement to the Offering Circular or any Pricing Supplement;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Notes and the impact such investment will have on its overall investment portfolio;

- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Notes, including where principal or interest is payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;
- (iv) understand thoroughly the terms of the relevant Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes may be complex financial instruments and such instruments may be purchased as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to the purchaser's overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio.

Additionally, the investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (i) the Notes are legal investments, (ii) the Notes can be used as collateral for various types of borrowing, and (iii) other restrictions apply to its purchase of any Note. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

Modification, waivers and substitutions are binding on all Noteholders.

The Conditions contain provisions for calling meetings (including meetings held by way of conference calls using a videoconference platform) of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

The Conditions also provide that the Trustee may, without the consent of Noteholders, Receiptholders or Couponholders agree, to (i) any modification of, or to the waiver or authorization of any breach or proposed breach of, any of the Conditions or any of the provisions of the Trust Deed and the Keepwell Deed, or determine, without any such consent as aforesaid, that any Event of Default or Potential Event of Default (as defined in the Trust Deed) shall not be treated as such (provided that, in any such case, it is not, in the opinion of the Trustee, materially prejudicial to interests of the Noteholders) or (ii) any modification which, in the opinion of the Trustee, is of a formal, minor or technical nature or is to correct a manifest error or an error which is, in the opinion of the Trustee, proven.

In addition, the Trust Deed contains provisions permitting (but not obliging) the Trustee to agree, without the consent of the Noteholders or the Couponholders, to the substitution of the Issuer or the Guarantor as principal debtor under the Trust Deed and the Notes by their respective successor in business or Subsidiary. In the case of such a substitution the Trustee may also agree, without the consent of the Noteholders or the Couponholders, to a change of the law governing the Notes, the Receipts, the Coupons, the Talons and/or the Trust Deed provided that such change would not in the opinion of the Trustee be materially prejudicial to the interests of the Noteholders. Such substitution and/or amendments to the Conditions may bind the Noteholders or the Couponholders without their consent.

The Notes may be represented by Global Notes or Global Certificates and holders of a beneficial interest in a Global Note or Global Certificates must rely on the procedures of the relevant Clearing System(s).

Notes issued under the Programme may be represented by one or more Global Notes (in the case of Bearer Notes) or Global Certificates (in the case of Registered Notes). Such Global Notes and Global Certificates will be deposited with a common depositary for Euroclear and Clearstream or lodged with a sub-custodian for the CMU (each of Euroclear, Clearstream and the CMU, a “**Clearing System**”). Except in the circumstances described in the relevant Global Note or Global Certificate, investors will not be entitled to receive definitive Notes or Certificates. The relevant Clearing System(s) will maintain records of the beneficial interests in the Global Notes or Global Certificates. While the Notes are represented by one or more Global Notes or Global Certificates, investors will be able to trade their beneficial interests only through the Clearing Systems.

While the Notes are represented by one or more Global Notes or Global Certificates, the Issuer, or failing which, the Guarantor will discharge its payment obligations under the Notes by making payments to the relevant Clearing System for distribution to their account holders or in the case of the CMU, to the persons for whose account(s) interests in such Global Note or Global Certificate are credited as being held in the CMU in accordance with the CMU Rules as notified by the CMU to the CMU Lodging and Paying Agent in a relevant CMU Issue Position Report or any other notification by the CMU.

A holder of a beneficial interest in a Global Note or Global Certificate must rely on the procedures of the relevant Clearing System(s) to receive payments under the relevant Notes. Neither the Issuer, the Guarantor nor the Company has any responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Notes or Global Certificates.

Holders of beneficial interests in the Global Notes or Global Certificates will not have a direct right to vote in respect of the relevant Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant Clearing System(s) to appoint appropriate proxies. Similarly, holders of beneficial interests in the Global Notes or Global Certificates will not have a direct right under the respective Global Notes or Global Certificates to take enforcement action against the Issuer, the Guarantor or the Company in the event of a default under the relevant Notes but will have to rely upon their rights under the Trust Deed.

Noteholders should be aware that definitive Notes which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

In relation to any issue of Notes which have a denomination consisting of a minimum Specified Denomination (as defined in the Conditions) plus a higher integral multiple of another smaller amount, it is possible that the Notes may be traded in amounts in excess of the minimum Specified Denomination that are not integral multiples of such minimum Specified Denomination. In such a case a Noteholder who, as a result of trading such amounts, holds a principal amount of less than the minimum Specified Denomination will not receive a definitive Note in respect of such holding (should definitive Notes be printed) and would need to purchase a principal amount of Notes such that it holds an amount equal to one or more Specified Denominations. If definitive Notes are issued, holders should be aware that definitive Notes which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

The Issuer is a special purpose company with no business activities of its own and will be dependent on funds from the Group to make payments under the Notes.

The Issuer was established by the Group specifically for the purpose of issuing the Notes and will on-lend the entire proceeds from the issue of the Notes to the Guarantor and/or as the Guarantor may direct. The Issuer does not and will not have any assets other than such loan receivables and its ability to make payments under the Notes will depend on its receipt of timely payments under such loan agreements or other financing arrangements with the Guarantor and/or other such recipient of the on-lent loans. In the

event that the recipients of such on-lent loans do not make such payments due to limitation in such loans or other agreements, lack of available cash flow or other factors, the Issuer's ability to make payments under the Notes may be adversely affected.

The Guarantor may be unable to make payments on the Guarantee and the Guarantee is structurally subordinated to other obligations of the Guarantor's subsidiaries.

The Guarantor is a holding company with limited operations of its own and its ability to make payments under the Guarantee and to make payments to the Issuer under any loan arrangement to fund payments on the Notes depends upon the receipt of dividends, distributions, interest, loan repayments or advances from its wholly-owned or partly-owned subsidiaries, associated companies and jointly controlled entities. The ability of the subsidiaries, jointly controlled entities and associated companies of the Guarantor to pay dividends is subject to their performance and cash flow requirements and may be subject to applicable laws and regulations. The outstanding indebtedness of subsidiaries of the Guarantor may contain covenants restricting the ability of such subsidiaries to pay dividends in certain circumstances for so long as such indebtedness remains outstanding. Moreover, the Guarantor's percentage interests in its subsidiaries, jointly controlled entities and associated companies could be reduced in the future.

As the Guarantor is a holding company, payments under the Guarantee are structurally subordinated to all existing and future liabilities and obligations of each of the Guarantor's subsidiaries and associated companies, except for those liabilities and obligations of the Issuer. Claims of creditors of such subsidiaries and associated companies will have priority as to the assets of such subsidiaries and associated companies over the Guarantor and its creditors, including holders of the Notes seeking to enforce the Guarantee. The Guarantor's obligations under the Guarantee will not be guaranteed by any of its subsidiaries or associated companies. The Notes do not contain any restrictions on the ability of the Guarantor's subsidiaries or associated companies to incur additional unsecured indebtedness.

The Issuer may be unable to redeem the Notes.

On certain dates, including the occurrence of any early redemption event specified in the relevant Pricing Supplement or otherwise and at maturity of the Notes, the Issuer may, and at maturity, will, be required to redeem all of the Notes. If such an event were to occur, the Issuer may not have sufficient cash on hand and may not be able to arrange financing to redeem the Notes in time, or on acceptable terms, or at all. The ability to redeem the Notes in such event may also be limited by the terms of other debt instruments. Failure to repay, repurchase or redeem tendered Notes by the Issuer would constitute an event of default under the Notes, which may also constitute a default under the terms of other indebtedness of the Group.

If the Issuer, the Guarantor or the Company is unable to comply with the restrictions and covenants in their respective debt agreements (if any), or the Notes, there could be a default under the terms of these agreements, or the Notes, which could cause repayment of the debts of the Issuer, the Guarantor or the Company to be accelerated.

If the Issuer, the Guarantor or the Company is unable to comply with the restrictions and covenants in the Notes, or current or future debt obligations and other agreements (if any), there could be a default under the terms of these agreements. In the event of a default under these agreements, the holders of the debts could terminate their commitments to lend to the Issuer, the Guarantor or the Company, accelerate repayment of the debts, declare all amounts borrowed due and payable or terminate the agreements, as the case may be. Furthermore, those debt agreements may contain cross-acceleration or cross-default provisions. As a result, the default by the Issuer, the Guarantor or the Company under one debt agreement may cause the acceleration of repayment of debts or result in a default under its other debt agreements, including the Notes. If any of these events occur, there can be no assurance that there would be sufficient assets and cash flows to repay in full all of indebtedness of the Issuer, the Guarantor

or the Company, or that it would be able to find alternative financing. Even if the Issuer, the Guarantor or the Company could obtain alternative financing, there can be no assurance that it would be on terms that are favourable or acceptable to the Issuer, the Guarantor or the Company.

The Notes do not restrict the Group's ability to incur additional debt or to take other actions that could negatively impact holders of the Notes.

The Group is not restricted under the Conditions from incurring additional debt, including secured debt, or from repurchasing the Notes. In addition, the covenants applicable to the Notes do not require the Group to achieve or maintain any minimum financial results relating to the Group's financial position or results of operations. The Group's ability to recapitalize, incur additional debt and take other actions that are not limited by the Conditions could diminish the Group's ability to make payments on the Notes when due.

The Issuer and the Guarantor will follow the applicable corporate disclosure standards for debt securities listed on the HKEX and/or other stock exchange(s), which standards may be different from those applicable to companies in certain other countries.

The Issuer and the Guarantor will be subject to reporting obligations in respect of the Notes to be listed on the HKEX and/or other stock exchange(s). The disclosure standards imposed by the HKEX and such other stock exchange(s) may be different from those imposed by securities exchanges in other countries or regions. As a result, the level of information that is available may not correspond to the level that Noteholders are accustomed to.

The ratings of the Programme may be downgraded or withdrawn.

The Programme is expected to be rated "BBB+" by S&P, "Baa1" by Moody's and "BBB+" by Fitch. The ratings represent the opinions of the rating agencies and their assessment of the ability of the Issuer and the Guarantor to perform their respective obligations under the Notes and the Guarantee and credit risks in determining the likelihood that payments will be made when due under the Notes. A rating is not a recommendation to buy, sell or hold the Notes and may be subject to suspension, reduction or withdrawn at any time. Any reduction or withdrawal of the ratings may adversely affect the market price of the Notes and the Issuer's or the Guarantor's ability to access the debt capital markets.

Any downgrading of the Company's corporate ratings, or those of its subsidiaries, by rating agencies could adversely affect the Group's business and the Group's liquidity.

Any adverse revision to the Company's corporate ratings, or those of its subsidiaries, for domestic and international debt by rating agencies such as S&P, Moody's and Fitch may adversely affect the Group's business, its financial performance and the trading price of the Notes. Further, the Group's ability to obtain financing or to access to capital markets may also be limited, thereby lowering its liquidity.

Gains on the transfer of the Notes may be subject to income tax under PRC tax laws.

Under the EIT Law which took effect on December 29, 2018 and its implementing regulations, enterprises established outside the PRC whose "de facto management bodies" are located in China are considered "resident enterprises" for PRC tax purposes.

The implementation rules define the term "de facto management body" as a management body that exercises full and substantial control and management over the business, personnel, accounts and properties of an enterprise. In April 2009, the State Administration of Taxation specified certain criteria for the determination of the "de facto management bodies" for foreign enterprises that are controlled by PRC enterprises.

Most of its directors and senior management are currently based inside China and it may keep its books of account inside China. The above elements may be relevant for the tax authorities to determine whether the Issuer is a PRC resident enterprise for tax purposes. However, there is no clear standard published by the tax authorities for making such a determination.

Although it is unclear under PRC tax law whether the Issuer has a “de facto management body” located in China for PRC tax purposes, the Issuer, the Guarantor and the Company take the position that the Issuer is not a PRC resident enterprise for tax purposes. The Issuer, the Guarantor and the Company cannot assure investors that the tax authorities will agree with their position. If the Issuer is deemed to be a PRC resident enterprise for EIT purposes, the Issuer would be subject to the PRC enterprise income tax at the rate of 25 per cent. on its worldwide taxable income. Furthermore, the Issuer may be obligated to withhold PRC income tax of up to 7 per cent. on payments of interest and certain other amounts on the Notes to investors that are Hong Kong resident enterprises or 10 per cent. on payments of interest and other amounts on the Notes to investors that are not Hong Kong resident enterprises, provided that there are no tax treaties between China and those countries which exempt or reduce such withholding tax, because the interest and other amounts may be regarded as being derived from sources within the PRC. In addition, if the Issuer fails to do so, it may be subject to fines and other penalties. Similarly, any gain realized by such non-resident enterprise investors from the transfer of the Notes may be regarded as being derived from sources within the PRC and may accordingly be subject to a 10 per cent. PRC withholding tax.

Furthermore, if the Issuer is treated as a PRC “resident enterprise”, the gain any investor may realize from the transfer of the Notes may be treated as income derived from sources within the PRC and may be subject to PRC tax (including withholding tax in the case of interest). If the Issuer is required under the EIT Law to withhold PRC income tax from interest payments made to the Issuer’s foreign holders who are “non-resident enterprises”, the Issuer will be required to pay such additional amounts as will result in receipt by a holder of the Notes of such amounts as would have been received by the holder had no such withholding been required. The requirement to pay additional amounts will increase the cost of servicing interest payments on the Notes, and could have a material adverse effect on its ability to pay interest on, and repay the principal amount of, the Notes, as well as its profitability and cash flow. In addition, if holders are required to pay PRC income tax on the transfer of the Notes, the value of their investment in the Notes may be materially and adversely affected. It is unclear whether, if the Issuer is considered a PRC “resident enterprise”, holders of the Notes might be able to claim the benefit of income tax treaties or agreements entered into between China and other countries or regions.

The insolvency laws of British Virgin Islands, Hong Kong and the PRC and other local insolvency laws may differ from those of another jurisdiction with which the holders of the Notes are familiar.

As the Issuer is incorporated under the laws of British Virgin Islands, the Guarantor is incorporated under the laws of Hong Kong, and the Company is incorporated under the laws of the PRC, any insolvency proceeding relating to the Issuer, the Guarantor or the Company would likely involve insolvency laws of Hong Kong, the British Virgin Islands or the PRC, as applicable, the procedural and substantive provisions of which may differ from comparable provisions of the local insolvency laws of jurisdictions with which the holders of the Notes are familiar.

The Trustee may request that the Noteholders provide an indemnity and/or security and/or prefunding to its satisfaction.

In certain circumstances (including without limitation the giving of notice to the Issuer and the Guarantor pursuant to Condition 10 of the Conditions and the taking of enforcement steps pursuant to Condition 12 of the Conditions), the Trustee may (at its sole discretion) request the Noteholders to provide an indemnity and/or security and/or prefunding to its satisfaction before it takes actions on behalf of the Noteholders. The Trustee shall not be obliged to take any such actions if not indemnified and/or secured and/or prefunded to its satisfaction. Negotiating and agreeing to any indemnity and/or security and/or prefunding can be a lengthy process and may impact on when such actions can be taken.

The Trustee may not be able to take actions notwithstanding the provision of an indemnity and/or security and/or prefunding to it, in breach of the terms of the Trust Deed or the Conditions constituting the Notes and in such circumstances, or where there is uncertainty or dispute as to the applicable laws or regulations, to the extent permitted by the agreements and the applicable law, it will be for the Noteholders to take such actions directly.

No Noteholder, Receiptholder and/or Couponholder may proceed directly against the Issuer, the Guarantor or the Company unless the Trustee, having become bound so to proceed, fails to do so within a reasonable time and such failure is continuing.

Decisions that may be made on behalf of all Noteholders may be adverse to the interests of individual Noteholders.

The Conditions contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. There is a risk that the decision of the majority of Noteholders may be adverse to the interests of the individuals.

Risks Relating to the Structure of a Particular Issue of Notes under the Programme

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

The market price of Notes carrying optional redemption features may be more limited than that of Notes without these features.

Notes issued under the Programme may sometimes have Issuer's optional redemption features. In a decreasing interest rate environment, the Issuer may exercise its right to redeem such Notes earlier than the final maturity date at the stated optional redemption price and an investor may face reinvestment risk as well as see the market price of the Notes converge to its redemption price as it gets closer to the optional redemption date.

Dual Currency Notes have features which are different from single currency issues.

The Issuer may issue Notes with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

- (i) the market price of such Notes may be volatile;
- (ii) they may receive no interest;
- (iii) payment of principal or interest may occur at a different time or in a different currency than expected; and
- (iv) the amount of principal payable at redemption may be less than the nominal amount of such Notes or even zero.

Failure by an investor to pay a subsequent instalment of partly paid Notes may result in an investor losing all of its investment.

The Issuer may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalments could result in an investor losing all of its investment.

The market price of variable rate Notes with a multiplier or other leverage factor may be volatile.

Notes with variable interest rates can be volatile securities. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include such features.

The regulation and reform of “benchmarks” may adversely affect the value of Notes linked to or referencing such “benchmarks”.

Interest rates and indices, which are deemed to be “benchmarks”, (including EURIBOR) are the subject of national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Notes referencing such a benchmark.

Regulation (EU) 2016/1011 (the “**EU Benchmarks Regulation**”) applies, subject to certain transitional provisions, to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark within the EU. Among other things, it (i) requires benchmark administrators to be authorized or registered (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognized or endorsed) and (ii) prevents certain uses by European Union supervised entities of benchmarks of administrators that are not authorized or registered (or, if non-European Union based, not deemed equivalent or recognized or endorsed). Regulation (EU) 2016/1011 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Benchmarks Regulation**”) among other things, applies to the provision of benchmarks and the use of a benchmark in the UK.

Similarly, it prohibits the use in the UK by UK supervised entities of benchmarks of administrators that are not authorised by the United Kingdom Financial Conduct Authority (“**FCA**”) or registered on the FCA register (or, if non-UK based, not deemed equivalent or recognised or endorsed).

The EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable, could have a material impact on any Notes linked to or referencing a benchmark in particular, if the methodology or other terms of the benchmark are changed in order to comply with the requirements of the EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the relevant benchmark.

More broadly, any of the international or national reforms, or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements.

The euro risk free-rate working group for the euro area has published a set of guiding principles and high level recommendations for fallback provisions in, amongst other things, new euro denominated cash products (including bonds) referencing EURIBOR. The guiding principles indicate, amongst other things, that continuing to reference EURIBOR in relevant contracts (without robust fallback provisions) may increase the risk to the euro area financial system. On 11 May 2021, the euro risk-free rate working group published its recommendations on EURIBOR fallback trigger events and fallback rates.

Such factors may have (without limitation) the following effects on certain benchmarks: (i) discouraging market participants from continuing to administer or contribute to a benchmark; (ii) triggering changes in the rules or methodologies used in the benchmark and/or (iii) leading to the disappearance of the benchmark. Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Notes linked to, referencing, or otherwise dependent (in whole or in part) upon, a benchmark.

The Terms and Conditions of the Notes provide for certain fallback arrangements in the event that a Benchmark Event (as defined in the Terms and Conditions of the Notes) occurs, including if an inter-bank offered rate (such as EURIBOR) or other relevant reference rate (which could include, without limitation, any mid-swap rate), and/or any page on which such benchmark may be published (or any successor service) becomes unavailable, or if any Paying Agent, Calculation Agent, the Issuer or other party is no longer permitted lawfully to calculate interest on any Notes by reference to such benchmark. Such fallback arrangements include the possibility that the rate of interest could be set by reference to a Successor Rate or an Alternative Reference Rate (both as defined in the Terms and Conditions of the Notes), with or without the application of an adjustment spread which, if applied, could be positive or negative, and would be applied with a view to reducing or eliminating, to the fullest extent reasonably practicable in the circumstances, any economic prejudice or benefit (as applicable) to investors arising out of the replacement of the relevant benchmark), and may include amendments to the Terms and Conditions of the Notes to ensure the proper operation of the successor or replacement benchmark.

Under these fallback arrangements, the Issuer will use all reasonable endeavours to appoint, as soon as reasonably practicable, an Independent Adviser (as defined in the Terms and Conditions of the Notes) to determine the Successor Rate or Alternative Reference Rate (as applicable) no later than five Hong Kong Business Days (as defined in the Terms and Conditions of the Notes) prior to the relevant Interest Determination Date (as defined in the Terms and Conditions of the Notes), but in the event that the Issuer is unable to appoint an Independent Adviser, or such Independent Adviser fails to determine the Successor Rate or Alternative Reference Rate (as applicable), the Issuer (acting in a reasonable manner) will have discretion to, amongst other things, determine the relevant Successor Rate or Alternative Reference Rate (as applicable). There can be no assurance that such Successor Rate or Alternative Reference Rate (as applicable) determined by the Issuer will be set at a level which is on terms commercially acceptable to all Noteholders.

Furthermore, in certain circumstances, the ultimate fallback for the purposes of calculation of Rate of Interest for a particular Interest Period may result in the Rate of Interest for the last preceding Interest Period being used. This may result in the effective application of a fixed rate for Floating Rate Notes based on the rate which was last observed on the Relevant Screen Page. Due to the uncertainty concerning the availability of Successor Rates and Alternative Reference Rates, any determinations that may need to be made by the Issuer and the involvement of an Independent Adviser, there is a risk that the relevant fallback provisions may not operate as intended at the relevant time. Moreover, any of the above matters or any other significant change to the setting or existence of any relevant reference rate could affect the ability of the Issuer to meet its obligations under the Floating Rate Notes or could have a material adverse effect on the value or liquidity of, and the amount payable under, the Floating Rate Notes.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by the EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable, or any of the international or national reforms and the possible application of the benchmark replacement provisions of the Notes in making any investment decision with respect to any Notes referencing a benchmark.

The use of Secured Overnight Financing Rate (“SOFR”) as a reference rate is subject to important limitations.

The rate of interest on the Floating Rate Notes may be calculated on the basis of SOFR (as further described under Condition 5(b)(iii)(B) (*Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as SOFR Benchmark*) of the Terms and Conditions of the Notes).

In June 2017, the New York Federal Reserve’s Alternative Reference Rates Committee (the “**ARRC**”) announced SOFR as its recommended alternative to U.S. dollar London interbank offered rate (“**LIBOR**”). However, the composition and characteristics of SOFR are not the same as those of LIBOR. SOFR is a broad U.S. Treasury repo-financing rate that represents overnight secured funding

transactions. This means that SOFR is fundamentally different from LIBOR for two key reasons. First, SOFR is a secured rate, while LIBOR is an unsecured rate. Second, SOFR is an overnight rate, while LIBOR represents interbank funding over different maturities. As a result, there can be no assurance that SOFR will perform in the same way as LIBOR would have at any time, including, without limitation, as a result of changes in interest and yield rates in the market, market volatility or global or regional economic, financial, political, or regulatory events. For example, since publication of SOFR began in April 2018, daily changes in SOFR have, on occasion, been more volatile than daily changes in comparable benchmark or other market rates.

As SOFR is an overnight funding rate, interest on SOFR-based Notes with interest periods longer than overnight will be calculated on the basis of either the arithmetic mean of SOFR over the relevant interest period or compounding SOFR during the relevant interest period. As a consequence of this calculation method, the amount of interest payable on each interest payment date will only be known a short period of time prior to the relevant interest payment date. Noteholders therefore will not know in advance the interest amount which will be payable on such Notes.

Although the Federal Reserve Bank of New York has published historical indicative SOFR information going back to 2014, such prepublication of historical data inherently involves assumptions, estimates and approximations. Noteholders should not rely on any historical changes or trends in SOFR as an indicator of future changes in SOFR.

The Federal Reserve Bank of New York notes on its publication page for SOFR that use of SOFR is subject to important limitations and disclaimers, including that the Federal Reserve Bank of New York may alter the methods of calculation, publication schedule, rate revision practices or availability of SOFR at any time without notice. In addition, SOFR is published by the Federal Reserve Bank of New York based on data received from other sources, and the Group has no control over its determination, calculation or publication. There can be no guarantee that SOFR will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of the Noteholders. If the manner in which SOFR is calculated is changed or if SOFR is discontinued, that change or discontinuance may result in a reduction or elimination of the amount of interest payable on the Notes and a reduction in the trading prices of the Notes which would negatively impact the Noteholders who could lose part of their investment.

The Terms and Conditions of the Notes provide for certain fallback arrangements in the event that a SOFR Benchmark Event occurs, which is based on the ARRC recommended language. There is however no guarantee that the fallback arrangements will operate as intended at the relevant time or operate on terms commercially acceptable to all Noteholders. Any of the fallbacks may result in interest payments that are lower than, or do not otherwise correlate over time with, the payments that would have been made on the Notes if SOFR had been provided by the Federal Reserve Bank of New York in its current form. Investors should consult their own independent advisers and make their own assessment about the potential risks in making any investment decision with respect to any Notes linked to SOFR.

The market continues to develop in relation to SOFR as a reference rate for Floating Rate Notes.

Investors should be aware that the market continues to develop in relation to SOFR as a reference rate in the capital markets and its adoption as an alternative to U.S. dollar LIBOR. Market participants and relevant working groups are exploring alternative reference rates based on SOFR (which seek to measure the market's forward expectation of a SOFR rate over a designated term). The market or a significant part thereof may adopt an application of SOFR that differs significantly from that set out in the Terms and Conditions of the Notes. In addition, the manner of adoption or application of SOFR in the bond markets may differ materially compared with the application and adoption of SOFR in other markets, such as the derivatives and loan markets. Investors should carefully consider how any mismatch between the adoption of SOFR in the bond, loan and derivatives markets may impact any hedging or other financial arrangements which they may put in place in connection with any acquisition, holding or disposal of Notes referencing SOFR. In addition, the development of SOFR as an interest reference rate

for the bond markets, as well as continued development of SOFR-based rates, indices and averages for such markets and the market infrastructure for adopting such rates, could result in reduced liquidity or increased volatility or could otherwise affect the market price of Notes referencing SOFR. Similarly, if SOFR do not prove widely used in securities such as the Notes referencing SOFR, investors may not be able to sell such Notes referencing SOFR at all or the trading price of the Notes referencing SOFR may be lower than those of bonds linked to indices that are more widely used.

The use of SOFR as a reference rate for bonds is nascent, and may be subject to change and development, both in terms of the substance of the calculation and in the development and adoption of market infrastructure for the issuance and trading of bonds referencing such rates. Notes referencing SOFR may have no established trading market when issued, and an established trading market may never develop or may not be very liquid which, in turn, may reduce the trading price of such Notes or mean that investors in such Notes may not be able to sell such Notes at all or may not be able to sell such Notes at prices that will provide them with a yield comparable to similar investments that have a developed secondary market, and may consequently suffer from increased pricing volatility and market risk. Investors should consider these matters when making their investment decision with respect to Notes referencing SOFR.

Inverse Floating Rate Notes are typically more volatile than conventional floating rate debt.

Inverse Floating Rate Notes have an interest rate equal to a fixed rate minus a rate based upon a reference rate. The market values of such Notes typically are more volatile than market values of other conventional floating rate debt securities based on the same reference rate (and with otherwise comparable terms). Inverse Floating Rate Notes are more volatile because an increase in the reference rate not only decreases the interest rate of the Notes, but may also reflect an increase in prevailing interest rates, which further adversely affects the market value of these Notes.

The market prices of Notes issued at a substantial discount or premium tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities.

The market values of Notes issued at a substantial discount or premium to their nominal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the Notes, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

Investors may lose part or all of their investment in any Index-Linked Notes issued.

If, in the case of a particular Tranche of Notes, the relevant Pricing Supplement specifies that the Notes are Index-Linked Notes or variable redemption amount Notes, there is a risk that the investor may lose the value of its entire investment or part of it.

Risks Relating to the Market Generally

Set out below is a brief description of certain market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

Notes issued under the Programme have no current active trading market and may trade at a discount to their initial offering price and/or with limited liquidity.

Notes issued under the Programme will be new securities which may not be widely distributed and for which there is currently no active trading market (unless in the case of any particular Tranche, such Tranche is to be consolidated with and form a single series with a Tranche of Notes which is already issued). If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer, the Guarantor, the Company, the Guarantor Group and the Group. If the Notes are trading at a discount, investors may not be able to

receive a favourable price for their Notes, and in some circumstances investors may not be able to sell their Notes at all or at their fair market value. Although application has been made to the Hong Kong Stock Exchange for the listing of the Programme by way of debt issues to Professional Investors only during the 12-month period after the date of this Offering Circular on the Hong Kong Stock Exchange, there can be no assurance that such application will be accepted, that any particular Tranche of Notes will be so admitted or that an active trading market will develop. In addition, the market for investment grade and crossover grade debt has been subject to disruptions that have caused volatility in prices of securities similar to the Notes issued under the Programme. Accordingly, there can be no assurance as to the development or liquidity of any trading market, or that disruptions will not occur, for any particular Tranche of Notes.

The liquidity and price of the Notes following this offering may be volatile.

The price and trading volume of the Notes may be highly volatile. Factors such as variations in the revenues, earnings and cash flows of the Group and proposals of new investments, strategic alliances and/or acquisitions, interest rates and fluctuations in prices for comparable companies could cause the price of the Notes to change. Any such developments may result in large and sudden changes in the volume and price at which the Notes will trade. There can be no assurance that these developments will not occur in the future.

One or more investor may subscribe for a material proportion of the aggregate principal amount of any Tranche of Notes.

In relation to a Tranche of Notes to be issued under the Programme, one or more initial investors may subscribe for a material proportion of the aggregate principal amount of such Notes. Any Noteholder of a material proportion of such Notes will be able to exercise considerable voting power on its own, and may be able to, amongst other things, convene meetings and prevent the passing of Extraordinary Resolutions (as defined in the Trust Deed) in respect of the relevant Tranche of the Notes. Additionally, the existence of any such significant Noteholder may reduce the liquidity of the relevant Tranche of the Notes in the secondary trading market. If any such Noteholder sells a material amount of the aggregate principal amount of the relevant Tranche of the Notes at any one time, it may materially and adversely affect the trading price of such relevant Tranche of the Notes.

Developments in other markets may adversely affect the market price of the Notes.

The market price of the Notes may be adversely affected by declines in the international financial markets and world economic conditions. The market for the Notes is, to varying degrees, influenced by economic and market conditions in other markets, especially those in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can affect the securities markets and the securities of issuers in other countries, including the PRC. Since the global financial crisis of 2008 and 2009, the international financial markets have experienced significant volatility. If similar developments occur in the international financial markets in the future, the market price of the Notes could be adversely affected.

Exchange rate risks and exchange controls may result in a Noteholder receiving less interest or principal than expected.

The Issuer will pay principal and interest on the Notes in the currency specified in the relevant Pricing Supplement (the “**Specified Currency**”). This presents certain risks relating to currency conversions if a Noteholder's financial activities are denominated principally in a currency or currency unit (the “**Investor's Currency**”) other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (i) the Investor's Currency equivalent yield on the Notes, (ii) the Investor's Currency equivalent value of the principal payable on the Notes and (iii) the Investor's Currency equivalent market value of the Notes.

Governments and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, a Noteholder may receive less interest or principal than expected, or no interest or principal.

Changes in market interest rates may adversely affect the value of Fixed Rate Notes.

Investment in Fixed Rate Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of Fixed Rate Notes.

The credit ratings assigned to the Notes may not reflect all risks.

One or more independent credit rating agencies may assign credit ratings to an issue of Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

Risks Relating to Renminbi-Denominated Notes

Notes denominated in Renminbi (“**Renminbi Notes**”) may be issued under the Programme. Renminbi Notes contain particular risks for potential investors.

Renminbi is not completely freely convertible; there are significant restrictions on the remittance of Renminbi into and outside the PRC.

Renminbi is not completely freely convertible at present. The PRC Government continues to regulate conversion between Renminbi and foreign currencies, including the Hong Kong dollar, despite the significant reduction in control by the PRC Government in recent years over trade transactions involving import and export of goods and services as well as other frequent routine foreign exchange transactions. These transactions are known as current account items. However, remittance of Renminbi by foreign investors into the PRC for the purposes of capital account items, such as capital contributions, is generally only permitted upon obtaining specific approvals from, or completing specific registrations or filings with, the relevant authorities on a case-by-case basis and is subject to a strict monitoring system. Regulations in the PRC on the remittance of Renminbi into the PRC for settlement of capital account items are developing gradually.

Although starting from October 1, 2016, the Renminbi has been added to the Special Drawing Rights basket created by the International Monetary Fund, there can be no assurance that the PRC Government will continue to gradually liberalize control over cross-border Renminbi remittances in the future, that any pilot scheme for Renminbi cross-border utilization will not be discontinued or that new PRC regulations will not be promulgated in the future which have the effect of restricting the remittance of Renminbi into or outside the PRC. In the event that the Group is not able to repatriate funds outside the PRC in Renminbi, the Issuer or the Guarantor will need to source Renminbi offshore to finance their respective obligations under Renminbi Notes, and its ability to do so will be subject to the overall availability of Renminbi outside the PRC and the ability of the Issuer or the Guarantor to source Renminbi to finance their respective obligations under Notes denominated in Renminbi.

There is only limited availability of Renminbi outside the PRC, which may affect the liquidity of Renminbi Notes and the Issuer’s and the Guarantor’s ability to source Renminbi outside the PRC to service such Renminbi Notes.

As a result of the restrictions by the PRC Government on cross-border Renminbi fund flows, the availability of Renminbi outside the PRC is limited. While PBOC has established Renminbi clearing and settlement mechanisms for participating banks in Hong Kong, Macau, Singapore and Taiwan through settlement agreements on the clearing of Renminbi business with a number of financial institutions in a

number of financial centres and cities (the “**Renminbi Clearing Banks**”), and has also established Renminbi clearing and settlement mechanisms in several other countries and regions, the current size of Renminbi denominated financial assets outside the PRC is limited.

The Renminbi Clearing Banks only have access to onshore liquidity support from PBOC for the purpose of squaring open positions of participating banks for limited types of transactions and are not obliged to square for participating banks any open positions resulting from other foreign exchange transactions or conversion services. In such cases, the participating banks will need to source Renminbi outside the PRC to square such open positions.

The offshore Renminbi market is subject to many constraints as a result of the PRC laws and regulations on foreign exchange. There can be no assurance that new PRC regulations will not be promulgated or the Settlement Agreement will not be terminated or amended in the future which will have the effect of restricting availability of Renminbi offshore. The limited availability of Renminbi outside the PRC may affect the liquidity of Renminbi Notes. To the extent the Issuer is required to source Renminbi in the offshore market to service Renminbi Notes, there can be no assurance that the Issuer will be able to source such Renminbi on satisfactory terms, if at all.

Investment in Renminbi Notes is subject to exchange rate risks.

The value of the Renminbi against the U.S. dollar and other foreign currencies fluctuates and is affected by changes in the PRC, by international political and economic conditions and by many other factors. All payments of interest and principal will be made with respect to Renminbi Notes in Renminbi. If an investor measures its investment returns by reference to a currency other than Renminbi, an investment in the Renminbi Notes entails foreign exchange related risks, including possible significant changes in the value of Renminbi relative to the currency by reference to which an investor measures its investment returns. Depreciation of the Renminbi against such currency could cause a decrease in the effective yield of the Renminbi Notes below their stated coupon rates and could result in a loss when the return on the Renminbi Notes is translated into such currency. In addition, there may be tax consequences for investors as a result of any foreign currency gains resulting from any investment in Renminbi Notes.

Investment in Renminbi Notes is subject to interest rate risks.

The PRC Government has gradually liberalized its regulation of interest rates in recent years. Further liberalization may increase interest rate volatility. In addition, the interest rate for Renminbi in markets outside the PRC may significantly deviate from the interest rate for Renminbi in the PRC as a result of foreign exchange controls imposed by the PRC laws and regulations and prevailing market conditions.

As Renminbi Notes may carry a fixed interest rate, the trading price of the Renminbi Notes will consequently vary with the fluctuations in the Renminbi interest rates. If holders of the Renminbi Notes propose to sell their Renminbi Notes before their maturity, they may receive an offer lower than the amount they have invested.

Payments in respect of Renminbi Notes will only be made to investors in the manner specified in such Renminbi Notes.

All payments to investors in respect of Renminbi Notes will be made solely by (i) when Renminbi Notes are represented by Global Notes or Global Certificates held with a common depository for Euroclear and Clearstream or a sub-custodian for the CMU or any alternative clearing system, transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing rules and procedures of the relevant clearing system, or (ii) when Renminbi Notes are in definitive form, transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing rules and regulations. The Issuer and the Guarantor cannot be required to make payment by any other means (including in any other currency or in bank notes, by cheque or draft or by transfer to a bank account in the PRC).

Investment in Renminbi Notes may be subject to PRC tax.

In considering whether to invest in the Renminbi Notes, investors should consult their individual tax advisers with regard to the application of PRC tax laws to their particular situations as well as any tax consequences arising under the laws of any other tax jurisdictions. The value of the Noteholders' investment in the Renminbi Notes may be materially and adversely affected if the Noteholder is required to pay PRC tax with respect to acquiring, holding or disposing of and receiving payments under those Renminbi Notes.

Remittance of proceeds into or outside of the PRC in Renminbi is restricted.

In the event that the Group decides to remit some or all of the proceeds into the PRC in Renminbi, its ability to do so will be subject to obtaining all necessary approvals from, and/or registration or filing with, the relevant PRC Government authorities. However, there can be no assurance that the necessary approvals from, and/or registration or filing with, the relevant PRC Government authorities will be obtained at all or, if obtained, they will not be revoked or amended in the future.

There can be no assurance that the PRC Government will continue to gradually liberalize the control over cross-border Renminbi remittances in the future, that the pilot schemes introduced will not be discontinued or that new PRC regulations will not be promulgated in the future which have the effect of restricting or eliminating the remittance of Renminbi into or outside the PRC. In the event that the some or all of the proceeds are remitted into the PRC in Renminbi and the Issuer or the Guarantor subsequently is not able to repatriate funds outside the PRC in Renminbi, it will need to source Renminbi outside the PRC to finance its obligations under the Renminbi Notes, and its ability to do so will be subject to the overall availability of Renminbi outside the PRC.

Risks Relating to the Keepwell Deed

The Keepwell Deed is not a guarantee of the payment obligations under the Notes and the Guarantee and may not give rise to a debt claim against the Company or be recognised by the PRC courts in insolvency proceedings in relation to the Company in the PRC. The performance by the Company's obligation thereunder may be subject to Regulatory Approvals.

The Company has entered into the Keepwell Deed in connection with the offering of the Notes guaranteed by the Guarantor. See "Offer Structure" and "Description of the Keepwell Deed". However, neither the Keepwell Deed nor any actions taken by the Company thereunder can be deemed as a guarantee by the Company for the payment obligation of the Issuer under the Notes or the Guarantor under the Guarantee. Accordingly, the Company will only be obliged to cause the Issuer or the Guarantor to obtain, before the due date of the relevant payment obligations, funds sufficient by means as permitted by applicable laws and regulations so as to enable the Issuer or the Guarantor to pay such payment obligations in full as they fall due, rather than assume the payment obligation as in the case of a guarantee.

In addition, the obligations under the Keepwell Deed may not give rise to a debt claim against the Company or be recognised by the PRC courts in insolvency proceedings in relation to the Company in the PRC. As the parties to the Keepwell Deed have submitted to the exclusive jurisdiction of the Hong Kong courts, parties who have successfully obtained a judgment from Hong Kong courts in relation to a claim under a Keepwell Deed and wish to enforce such a judgment in the PRC may do so pursuant to the Arrangement, which is still in full force and effect as at the date of this Offering Circular and will be replaced by and become invalid when the New Arrangement, which was signed on January 18, 2019, comes into effect. The New Arrangement will come into effect in both the PRC and Hong Kong on or around January 29, 2024. The New Arrangement will apply to judgments made on or after the commencement date of the New Arrangement. However, it is currently uncertain as to whether such a judgment will be recognised and enforced by PRC courts where it relates to insolvency proceedings commenced in the PRC as the judicial practice in this area evolves. In 2020, the bankruptcy administrator of a PRC-incorporated keepwell provider decided to reject claims submitted by the trustee under the relevant keepwell deeds provided by such keepwell provider in support of the relevant series

of bonds issued by its subsidiaries. Such decision by the bankruptcy administrator has highlighted the potential difficulty for the noteholders to seek recognition and enforcement of the obligations under keepwell deeds in bankruptcy proceedings in the PRC. As at the date of this Offering Circular, whether a keepwell deed and/or an equity interest purchase undertaking may be recognised in bankruptcy proceedings of a keepwell provider in the PRC remains undecided as the judicial practice in the PRC evolves. Consequently, even if the holders of the Notes or the Trustee have successfully obtained judgment in Hong Kong courts in relation to the Keepwell Deed, there can be no assurance that the PRC courts will recognise and enforce such a judgment in insolvency proceedings relating to the Company. Accordingly, the holders of the Notes may have limited or no remedies if insolvency proceedings are commenced in relation to the Company in the PRC. See *“Risks Relating to China – Additional procedures may be required to be taken to bring English law governed matters or disputes to the Hong Kong courts. There is also no assurance that the PRC courts will recognize and enforce judgments of the Hong Kong courts in respect of English law governed matters or disputes.”* for more information.

Furthermore, the performance by the Company of its obligations under the Keepwell Deed may be subject to Regulatory Approvals (as defined in the Keepwell Deed). For example, even if the Company intends to perform its obligations under the Keepwell Deed in causing the Issuer or the Guarantor to obtain, before the due date of the relevant payment obligations, funds sufficient to meet its obligations under the Notes or the Guarantee, depending on the manner in which the Company performs such obligations, such performance may be subject to obtaining Regulatory Approvals, including the NDRC or its competent local counterpart, MOFCOM or its competent local counterpart and the SAFE or its competent local counterpart. Although the Company is required to use its reasonable endeavours to obtain any required Regulatory Approvals in order to fulfill its obligations under the Keepwell Deed, it is uncertain whether any such Regulatory Approval can be obtained in a timely manner or at all, in particular, such Regulatory Approval is unlikely to be obtained if the Company is in a reorganisation when its obligations under the Keepwell Deed has been triggered. Further, if after using its reasonable endeavours, the Company fails to obtain the required Regulatory Approval in such reorganisation, the Company may no longer be required to perform the relevant obligations under the Keepwell Deed. A certificate signed by a director of the Company stating that the Company has used all reasonable endeavours to obtain all Regulatory Approvals but having used such endeavours, it has not been able to obtain all or some of such Regulatory Approvals and setting forth a statement of facts showing such endeavours, together with any evidence or records of communication, filings and/or submissions supporting such endeavours, and an opinion of a PRC counsel of recognized national standing, in form and substance satisfactory to the Trustee, stating the Regulatory Approvals required for the performance by the Company of its obligations under the Keepwell Deed and, where applicable, setting out the legal analysis as to why these cannot be obtained or made or reasonably achievable under the applicable PRC laws and regulations, shall be prima facie evidence of the fact that the Company has used all reasonable endeavours to obtain all such Regulatory Approvals. Upon the delivering of such certificate and opinion of the PRC counsel by the Company to the Trustee, the Company shall no longer be required to comply with its obligations under the Keepwell Deed for which the Regulatory Approvals, which it has used all reasonable endeavours to obtain, cannot be obtained.

In addition, under the Keepwell Deed, the Company undertakes with the Issuer, the Guarantor and the Trustee, among other things, to cause the Issuer and the Guarantor to have sufficient liquidity to ensure timely payment of any amounts due and payable under or in respect of any of its indebtedness (including in respect of the Notes and the Guarantee in accordance with the Trust Deed and the Conditions and payments due under the Trust Deed and the Agency Agreement). However, any claim by the Issuer, the Guarantor and/or the Trustee against the Company in relation to the Keepwell Deed will be effectively subordinated to all existing and future obligations of the Company's subsidiaries (other than the Issuer and the Guarantor), particularly the onshore operating subsidiaries of the Company, and all claims by creditors of such subsidiaries (other than the Issuer and the Guarantor) will have priority to the assets of such entities over the claims of the Issuer, the Guarantor and the Trustee under the Keepwell Deed.

CAPITALIZATION AND INDEBTEDNESS

Capitalization and Indebtedness of the Group

The following table sets forth the Group's consolidated capitalization and indebtedness as at June 30, 2023 on an actual basis. The following table should be read in conjunction with the Group's consolidated financial statements and related notes included elsewhere in this Offering Circular.

	As at June 30, 2023
	<i>(RMB)</i>
Cash and bank balances	73,661,188,072
Borrowings – current portion	
Placements from financial institutions	45,175,133,494
Short-term debt securities issued	19,239,216,462
Long-term debt securities issued due within one year	60,391,797,646
Total Borrowings – current portion	<u>124,806,147,602</u>
Borrowings and other liabilities – non-current portion	
Long-term debt securities issued	82,885,664,294
Other non-current liabilities	348,608,616
Total Borrowings and other liabilities – non-current portion	<u>83,234,272,910</u>
Total equity	<u>102,668,232,428</u>
Total capitalization ⁽¹⁾	<u><u>310,708,652,940</u></u>

Note:

- (1) Total capitalization includes total borrowings – current portion, total borrowings and other liabilities – non-current portion and total equity.

On July 24, 2023, the Company issued RMB3.0 billion 2.69% corporate bonds due 2028 and RMB2.0 billion 3.03% corporate bonds due 2030.

On July 24, 2023, the Company redeemed its RMB3.0 billion 3.80% corporate bonds originally due 2025 following the exercise of the Company's option to adjust interest rate and the bondholders' put option three years after initial issuance.

On July 28, 2023, CICC Wealth Management redeemed its RMB2.0 billion 3.8% corporate bonds due 2023.

On August 11, 2023, CICC Wealth Management redeemed its RMB2.0 billion 2.04% short-term corporate bonds due 2023.

On August 24, 2023, CICC Wealth Management issued RMB2.0 billion 2.72% corporate bonds due 2026 and RMB1.0 billion 3.08% corporate bonds due 2028.

On August 28, 2023, the Company issued RMB1.0 billion 2.80% corporate bonds due 2028 and RMB4.0 billion 3.06% corporate bonds due 2030.

On September 11, 2023, the Company redeemed its RMB5.0 billion 3.78% corporate bonds originally due 2025 following the exercise of the Company's option to adjust interest rate and the bondholders' put option three years after initial issuance.

On September 18, 2023, the Company issued RMB2.0 billion 2.89% corporate bonds due 2026 and RMB3.0 billion 2.99% corporate bonds due 2028.

On September 25, 2023, the Company redeemed its RMB5.0 billion 3.80% corporate bonds originally due 2025 following the exercise of the Company's option to adjust interest rate and the bondholders' put option three years after initial issuance.

On October 23, 2023, CICC Wealth Management redeemed its RMB2.0 billion 3.77% corporate bonds due 2025 following the exercise of the Company's option to adjust interest rate and the bondholders' put option three years after initial issuance.

On October 26, 2023, CICC Wealth Management issued RMB2.5 billion 3.39% subordinated bonds due 2026 and RMB0.5 billion 3.70% subordinated bonds due 2028.

On October 30, 2023, the Company redeemed RMB539.8 million in aggregate nominal amount of its RMB3 billion 3.68% corporate bonds originally due 2025 following the exercise of the Company's option to adjust interest rate and the bondholders' put option three years after initial issuance.

On November 24, 2023, CICC Wealth Management redeemed its RMB1.0 billion 3.98% corporate bonds due 2025 following the exercise of CICC Wealth Management's option to adjust interest rate and the bondholders' put option three years after initial issuance.

On December 7, 2023, the Company issued RMB0.5 billion 3.18% subordinated bonds due 2026 and RMB2.0 billion 3.35% subordinated bonds due 2028.

On December 14, 2023, the Company redeemed its RMB2.5 billion 4.09% corporate bonds originally due 2025 following the exercise of the Company's option to adjust interest rate and the bondholders' put option three years after initial issuance.

On December 15, 2023, CICC Wealth redeemed RMB704.0 million of its RMB1.0 billion 2.97% corporate bonds due 2025 following the exercise of the Company's option to adjust interest rate and the bondholders' put option three years after initial issuance.

On December 21, 2023, the Company issued RMB3.0 billion 2.85% corporate bonds due 2028 and RMB1.0 billion 3.03% corporate bonds due 2030.

Apart from disclosed above, there has been no material change in the Group's consolidated capitalization and indebtedness since June 30, 2023.

Capitalization and Indebtedness of the Guarantor Group

The following table sets forth the Guarantor Group's consolidated capitalization and indebtedness as at December 31, 2022 on an actual basis. The following table should be read in conjunction with the Guarantor Group's consolidated financial statements and related notes included elsewhere in this Offering Circular. The Guarantor Group relies on a number of "on demand" banking facilities, which are repayable at any time, for its working capital.

	As at December 31, 2022
	<i>(HKD)</i>
Cash and cash equivalents	31,444,362,148
Short-term borrowings	
Bank loans and overdrafts	24,910,616,591
Short-term notes issued	909,364,788
Long-term notes issued due within one year	11,689,732,398
Long-term borrowings	
Long-term notes issued	21,366,205,430
Total Equity ⁽¹⁾	<u>23,757,875,544</u>
Total capitalization ⁽²⁾	<u><u>82,633,794,751</u></u>

Notes:

- (1) Total equity includes share capital and reserves.
- (2) Total capitalization includes short-term borrowings, long-term borrowings and total equity.

On March 1, 2023, the Issuer issued U.S.\$1.25 billion 5.493% Notes due 2026 guaranteed by the Guarantor under the Programme.

On July 18, 2023, the Issuer issued U.S.\$0.5 billion 5.442% Notes due 2026 guaranteed by the Guarantor under the Programme.

Apart from disclosed above, there has been no material change in the Guarantor Group's consolidated capitalization and indebtedness since December 31, 2022.

USE OF PROCEEDS

The net proceeds from the issue of each Tranche of the Notes will be used for the Guarantor Group's working capital and general corporate purposes or to refinance its existing indebtedness. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the applicable Pricing Supplement.

FORM OF PRICING SUPPLEMENT

The Pricing Supplement that will be issued in respect of each Tranche will be substantially in the following form, duly supplemented if (necessary), amended (if necessary) and completed to reflect the particular terms of the relevant Notes and their issue:

[Date]

CICC HONG KONG FINANCE 2016 MTN LIMITED (THE “ISSUER”)

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes] (the “Notes”)

guaranteed by

China International Capital Corporation (International) Limited (the “Guarantor”)

and with the benefit of a Keepwell Deed provided by

China International Capital Corporation Limited (the “Company”)

under its U.S.\$10,000,000,000

Guaranteed Medium Term Note Programme (the “Programme”)

[This document is for distribution to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (the **Professional Investors**) only.]

[The Stock Exchange of Hong Kong Limited (the “HKEX”) has not reviewed the contents of this document, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this document to Professional Investors only have been reproduced in this document. Listing of the Programme or the Notes on the HKEX is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes or the Issuer, the Guarantor, the Guarantor and its subsidiaries (collectively, the “Guarantor Group”), the Company or the Company and its subsidiaries (collectively, the “Group”) or quality of disclosure in this document. Hong Kong Exchanges and Clearing Limited and the HKEX take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.]

[**Notice to Hong Kong investors:** The Issuer, the Guarantor and the Company confirm that the Notes are intended for purchase by Professional Investors only and will be listed on The Hong Kong Stock Exchange Limited on that basis. Accordingly, the Issuer, the Guarantor and the Company confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.]

[This document together with the Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer, the Guarantor, the Guarantor Group, the Company or the Group. Each of the Issuer, the Guarantor and the Company accepts full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.]

This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the **Conditions**) set forth in the Offering Circular dated January 4, 2024 (the **Offering Circular**) [and the Supplementary Offering Circular dated [•]]. This Pricing Supplement contains the

final terms of the Notes and must be read in conjunction with such Offering Circular [as so supplemented]. Full information on the Issuer, the Guarantor, the Company and the offer of the Notes is only available on the basis of the combination of the Offering Circular[, the Supplementary Offering Circular dated [•]] and this Pricing Supplement.

[N.B. If the Issuer, the Guarantor or the Company has prepared any unaudited, but reviewed, condensed consolidated financial statements dated as at a date, or for a period ending, subsequent to the financial statements appearing in the latest Offering Circular, ensure that such financial statements are provided to potential investors of the relevant series of Notes as soon as practicable upon announcement of the deal.]

[MiFID II product governance/Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that:

- (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in [Directive 2014/65/EU (as amended, **MiFID II**)]**[MiFID II]**; and
- (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]¹

[UK MiFIR product governance/Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that:

- (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**) and professional clients only, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); and
- (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]²

[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the **EEA**). For these purposes, a retail investor means a person who is one (or more) of:

- (a) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**);

¹ Legend for issuances involving one or more MiFID Firm manufacturers.

² Legend for issuances involving one or more UK MiFIR Firm manufacturers.

- (b) a customer within the meaning of Directive (EU) 2016/97 (as amended, the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
- (c) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the **Prospectus Regulation**). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

For these purposes, the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.]

[PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of:

- (a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **EUWA**); or
- (b) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
- (c) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

For these purposes, the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.]

[Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (the SFA) – [To insert notice if classification of the Notes is not “prescribed capital markets products”, pursuant to Section 309B of the SFA or “Excluded Investment Products”].]³

[The following alternative language applies if the first tranche of an issue which is being increased was issued under an Offering Circular with an earlier date.

³ Relevant Dealer(s) to consider whether it/they have received the necessary product classification from the Issuer prior to the launch of the offer, pursuant to Section 309B of the SFA. If there is a change as to product classification for the relevant drawdown, from the upfront classification embedded in the programme documentation, then the legend is to be completed and used (if no change as to product classification, then the legend may be deleted in its entirety).

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated [•]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular dated [•] [and the Supplemental Offering Circular dated [•]], save in respect of the Conditions which are extracted from the Offering Circular dated [•] and are attached hereto. Full information on the Issuer, the Guarantor, the Company and the offer of the Notes is only available on the basis of the combination of the Offering Circular[, the Supplemental Offering Circular dated [•] and this Pricing Supplement.]

[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or subparagraphs. Italics denote directions for completing the Pricing Supplement.]

[If the Notes have a maturity of less than one year from the date of their issue, the minimum denomination may need to be £100,000 or its equivalent in any other currency.]

- 1
 - (a) Issuer: CICC Hong Kong Finance 2016 MTN Limited (LEI of the Issuer is 52900N4NO8N9ILCZC31)
 - (b) Guarantor: China International Capital Corporation (International) Limited
 - (c) Company/Keepwell Provider: China International Capital Corporation Limited
- 2
 - (a) Series Number: [•]
 - (b) Tranche Number: [•]
 - (c) Date on which the Notes will be consolidated and form a single Series: [The Notes will be consolidated and form a single Series with *[identify earlier Tranches]* on [the Issue Date/ exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 27 below, which is expected to occur on or about *[date]*]/ [Not Applicable]]
- 3 Specified Currency or Currencies: [•]
- 4 Aggregate Nominal Amount:
 - (a) Series: [•]
 - (b) Tranche: [•]
- 5
 - (a) Issue Price: [•] per cent. of the Aggregate Nominal Amount [plus accrued interest from *[insert date]* (if applicable)]
 - (b) [Gross/Net proceeds: [•]

[Delete for unlisted issuances.]]

	(c) [Private Bank Rebate/Commission:	[Not Applicable/ <i>To be included if a PB rebate is paid: A rebate of [•] basis points is being offered by the Issuer to all private banks for orders they place (other than in relation to Notes subscribed by such private banks as principal whereby it is deploying its own balance sheet for onward selling to investors), payable upon closing of this offering based on the principal amount of the Notes distributed by such private banks to investors. Private banks are deemed to be placing an order on a principal basis unless they inform the CMIs otherwise. As a result, private banks placing an order on a principal basis (including those deemed as placing an order as principal) will not be entitled to, and will not be paid, the rebate.]]</i> ⁴
6	(a) Specified Denominations: ^{5, 6}	[•]
	(b) Calculation Amount:	[•]
7	(a) Issue Date:	[•]
	(b) Interest Commencement Date:	[specify/Issue date/Not Applicable]
8	Maturity Date:	[Fixed rate – specify date/Floating rate – Interest Payment Date falling in or nearest to [specify month]] ⁷
9	Interest Basis:	[[•] per cent. Fixed Rate] [[EURIBOR/HIBOR/CNH HIBOR/SOFR] +/- [•] per cent. Floating Rate] [Zero Coupon] [Index Linked Interest] [Dual Currency Interest] [specify other] (further particulars specified below)

⁴ If paragraph 21 of the SFC Code applies to this issuance, the parties should consider preparing and circulating the Preliminary Pricing Supplement to investors prior to pricing or including the same in a BBG announcement to investors.

⁵ Notes (including Notes denominated in sterling) in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA and which have a maturity of less than one year and must have a minimum redemption value of £100,000 (or its equivalent in other currencies).

⁶ If the specified denomination is expressed to be €100,000 or its equivalent and multiples of a lower nominal amount (for example €1,000), insert the additional wording as follows: €100,000 and integral multiples of [€1,000] in excess thereof up to and including €199,000. No notes in definitive form will be issued with a denomination above €199,000. In relation to any issue of Notes which are a “Global Note exchangeable to Definitive Notes” in circumstances other than in the limited circumstances specified in the Global Note, such Notes may only be issued in denominations equal to, or greater than, €100,000 (or equivalent) and multiples thereof.

⁷ Note that for Renminbi or Hong Kong dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification it will be necessary to use the second option here.

- 10 Redemption/Payment Basis: [Redemption at par]
[Index Linked Redemption]
[Dual Currency Redemption]
[Partly Paid]
[Instalment]
[specify other]
- 11 Change of Interest Basis or Redemption/Payment Basis: [Specify details of any provision for change of Notes into another Interest Basis or Redemption/Payment Basis/Not Applicable]
- 12 Put/Call Options: [Investor Put]⁸
[Issuer Call]
[(further particulars specified below)]
- 13 Date of [Board] approval for issuance of Notes and Guarantee obtained: [Board of directors of the Issuer: [•]; and
Board of directors of the Guarantor: [•]]

(N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes or related Guarantee)
- 14 NDRC Registration: [Not Applicable/Insert registration certificate number and date]
- 15 Listing: [The Stock Exchange of Hong Kong Limited/specify other/None] (For Notes to be listed on the Hong Kong Stock Exchange, insert the expected effective listing date of the Notes)
- 16 Method of distribution: [Syndicated/Non-syndicated]

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 17 Fixed Rate Note Provisions: [Applicable/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

⁸ For as long as Bearer Notes issued in accordance with TEFRA D are represented by a Temporary Global Note, an Investor Put shall not be available unless the certification required under TEFRA D with respect to non-U.S. beneficial ownership has been received by the Issuer or the Agent.

- (a) Rate[(s)] of Interest: [•] per cent. per annum [payable [annually/semi-annually/quarterly/other (specify)] in arrear]
(If payable other than annually, consider amending Condition 5)
- (b) Interest Payment Date(s): [•] in each year [adjusted in accordance with [specify Business Day Convention and any applicable Business Centre(s) for the definition of “Business Day”]/not adjusted]]
(N.B.: This will need to be amended in the case of long or short coupons)
- (c) Fixed Coupon Amount(s): [•] per Calculation Amount⁹
(Applicable to Notes in definitive form)
- (d) Broken Amount: [•] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [•]
(Applicable to Notes in definitive form)
- (e) Day Count Fraction: [30/360 or Actual/Actual (ICMA/ISDA) or Actual/365 (Fixed)]¹⁰ or [specify other]]
- (f) Determination Date(s): [•] in each year.
[Insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short, first or last coupon]
(N.B.: This will need to be amended in the case of regular interest payment dates which are not of equal duration)
(N.B.: Only relevant where Day Count Fraction is Actual/Actual (ICMA))
- (g) Other terms relating to the method of calculating interest for Fixed Rate Notes: [None/Give details]

⁹ For Renminbi or Hong Kong dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification the following alternative wording is appropriate: “Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest CNY0.01, CNY0.005 being rounded upwards in the case of Renminbi denominated Fixed Rate Notes and to the nearest HK\$0.01, HK\$0.005 for the case of Hong Kong dollar denominated Fixed Rate Notes, being rounded upwards.”

¹⁰ Applicable to Hong Kong dollar denominated Fixed Rate Notes and Renminbi denominated Fixed Rate Notes.

18	Floating Rate Note Provisions:	[Applicable/Not Applicable]
		<i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a)	Specified Period(s)/Specified Interest Payment Dates:	[•]
(b)	Business Day Convention:	[Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/[specify other]]
(c)	Additional Business Centre(s):	[•]
(d)	Manner in which the Rate of Interest and Interest Amount is to be determined if different from the Conditions:	<i>(Where different interest provisions are specified, consider adjusting or disapplying the Screen Rate Determination provisions in Conditions 5(b)(iii)(A) and 5(b)(iii)(B) and including replacement provisions describing the manner in which the Rate of Interest and Interest Amount is to be determined)</i>
(e)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Issuing and Paying Agent):	[•]
(f)	Screen Rate Determination (other than SOFR) (Condition 5(b)(iii)(A)):	
	• Reference Rate:	[•]
		<i>(Either EURIBOR, HIBOR, CNH HIBOR or other, although additional information is required if other – including fallback provisions in the Agency Agreement)</i>
	• Interest Determination Date:	[•]
		<i>(Second Hong Kong business day prior to the start of each Interest Period if CNH HIBOR, first day of each Interest Period if Hong Kong dollar HIBOR and the second day on which T2 is open prior to the start of each Interest Period if EURIBOR)</i>
	• Relevant Screen Page:	[•]
		<i>(In the case of EURIBOR, if not Reuters EURIBOR01 ensure it is a page which shows a composite rate or amend the fallback provisions appropriately)</i>

- (g) Screen Rate Determination (SOFR) (Condition 5(b)(iii)(B))
- Reference Rate: SOFR Compounded Index
 - Interest Determination Date(s): The [•] U.S. Government Securities Business Day prior to the last day of each Interest Accrual Period
 - SOFR Observation Shift Days: [•] U.S. Government Securities Business Days
 - SOFR Index_{Start}: [•] U.S. Government Securities Business Days
 - SOFR Index_{End}: [•] U.S. Government Securities Business Days
- (h) ISDA Determination (Condition 5(b)(iii)(F)): [Not Applicable/specify]
- (i) Margin(s): [+/-] [•] per cent. per annum
- (j) Minimum Rate of Interest: [•] per cent. per annum
- (k) Maximum Rate of Interest: [•] per cent. per annum
- (l) Day Count Fraction: [•]
- (m) Fallback provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: [Benchmark Event/Benchmark Event (SOFR)/specify if fallback provisions different from those set out in the Conditions]
- 19 Zero Coupon Note Provisions: [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*
- (a) Accrual Yield: [•] per cent. per annum
 - (b) Reference Price: [•]
 - (c) Any other formula/basis of determining amount payable: [•]
 - (d) Day Count Fraction in relation to Early Redemption Amounts and late payment: [Condition 6(B)(i) and Condition 7 apply/specify other]
(Consider applicable day count fraction if not U.S. dollar denominated)

20	Index Linked Interest Note Provisions:	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
	(a) Index/Formula:	[give or annex details]
	(b) Calculation Agent:	[•]
	(c) Party responsible for calculating the Rate of Interest (if not the Calculation Agent) and Interest Amount (if not the Issuing and Paying Agent):	[•]
	(d) Interest Determination Date(s):	[•]
	(e) Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable:	<i>[need to include a description of market disruption or settlement disruption events and adjustment provisions]</i>
	(f) Interest or calculation period(s):	[•]
	(g) Specified Period(s)/Specified Interest Payment Dates:	[•]
	(h) Business Day Convention:	[Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/specify other]
	(i) Additional Business Centre(s):	[•]
	(j) Minimum Rate of Interest:	[•] per cent. per annum
	(k) Maximum Rate of Interest:	[•] per cent. per annum
	(l) Day Count Fraction:	[•]
21	Dual Currency Interest Note Provisions:	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
	(a) Rate of Exchange/method of calculating Rate of Exchange:	[give or annex details]

- (b) Party, if any, responsible for calculating the principal and/or interest due (if not the Issuing and Paying Agent): [•]
- (c) Provisions applicable where calculation by reference to Rate of Exchange impossible or impracticable: *[need to include a description of market disruption or settlement disruption events and adjustment provisions]*
- (d) Person at whose option Specified Currency(ies) is/are payable: [•]

PROVISIONS RELATING TO REDEMPTION

- 22 Issuer Call: [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*
- (a) Optional Redemption Date(s): [•]
 - (b) Optional Redemption Amount and method, if any, of calculation of such amount(s): [[•] per Calculation Amount/specify other/see Appendix]
 - (c) If redeemable in part:
 - (i) Minimum Redemption Amount: [•]
 - (ii) Maximum Redemption Amount: [•]
 - (d) Notice period (if other than as set out in the Conditions): [•]
- (N.B. If setting notice periods which are different to those provided in the Conditions, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Issuing and Paying Agent or the Trustee)*
- 23 Investor Put: [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*

(a)	Optional Redemption Date(s):	[•]
(b)	Optional Redemption Amount and method, if any, of calculation of such amount(s):	[[•] per Calculation Amount/specify other/see Appendix]
(c)	Notice period (if other than as set out in the Conditions):	[•]
		<i>(N.B. If setting notice periods which are different to those provided in the Conditions, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Issuing and Paying Agent or the Trustee)</i>
24	Change of Control Put:	[Applicable/Not Applicable]
25	Final Redemption Amount:	[[•] per Calculation Amount/specify other/see Appendix]
26	Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions):	[[•] per Calculation Amount/specify other/see Appendix]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27	Form of Notes:	[Bearer Notes: [Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note] [Temporary Global Note exchangeable for Definitive Notes on [•] days' notice¹¹] [Permanent Global Note exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note]] [Registered Notes: Global Certificate exchangeable for Individual Note Certificates in the limited circumstances described in the Global Certificate]

¹¹ If the Specified Denominations of the Notes in paragraph 6 includes language substantially to the following effect: "€100,000 and integral multiples of [€1,000] in excess thereof up to and including €199,000", the temporary Global Note shall not be exchangeable on [•] days' notice.

- 28 Additional Financial Centre(s) or other special provisions relating to Payment Dates: [Not Applicable/give details]
(Note that this paragraph relates to the place of payment and not Interest Period end dates to which subparagraphs [17(b)],[18(b)],[20(h)] relate)
- 29 Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature): [Yes/No. If yes, give details]
- 30 Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: [Not Applicable/give details. N.B.: a new form of Temporary Global Note and/or Permanent Global Note may be required for Partly Paid issues]
- 31 Details relating to Instalment Notes:
- (a) Instalment Amount(s): [Not Applicable/give details]
- (b) Instalment Date(s): [Not Applicable/give details]
- 32 Redenomination applicable: Redenomination [not] applicable
[(If Redenomination is applicable, specify the applicable Day Count Fraction and any provisions necessary to deal with floating rate interest calculation (including alternative reference rates))]
- 33 Consolidation provisions: [Not Applicable/The provisions [annexed to this Pricing Supplement] apply]
- 34 Other terms or special conditions: [Not Applicable/give details]

DISTRIBUTION

- 35 (a) If syndicated, names and addresses of Managers and commitments: [Not Applicable/give names and addresses and commitments]
- (b) Date of Subscription Agreement: [•]
- (c) Stabilisation Manager(s) (if any): [Not Applicable/give name]

- 36 If non-syndicated, name of relevant Dealer: [Not Applicable/give name and address]
- 37 Total commission and concession: [•] per cent. of the Aggregate Nominal Amount
- 38 U.S. Selling Restrictions: [Reg. S Category 2; TEFRA D/TEFRA C/TEFRA Not Applicable¹²]
- 39 (a) Prohibition of Sales to EEA Retail Investors [Applicable/Not Applicable]
- (If the Notes clearly do not constitute packaged products or the Notes do constitute packaged products and a key information document will be prepared in the EEA, Not Applicable should be specified. If the Notes may constitute packaged products and no key information document will be prepared in the EEA, Applicable should be specified.)*
- (b) Prohibition of Sales to UK Retail Investors [Applicable/Not Applicable]
- (If the Notes clearly do not constitute packaged products or the Notes do constitute packaged products and a key information document will be prepared in the UK, Not Applicable should be specified. If the Notes may constitute packaged products and no key information document will be prepared in the UK, Applicable should be specified.)*
- 40 Additional selling restrictions: [Not Applicable/give details]

OPERATIONAL INFORMATION

- 41 Any clearing system(s) other than Euroclear or Clearstream and the relevant identification number(s): [CMU/Not Applicable/give name(s) and number(s)]
- 42 Delivery: Delivery [against/free of] payment
- 43 Additional Paying Agents (if any): [•]
- ISIN: [•]
- Common Code: [•]
- (insert here any other relevant codes such as a CMU instrument number)*

¹² “TEFRA not applicable” is only available for Bearer Notes with a term of 365 days or less (taking into account any unilateral extensions and rollovers) or Registered Notes.

- 44 [Contact email addresses of the Overall Coordinators where the underlying investor information should be sent: *[give details]]*¹³
- 45 Marketing and Investor Targeting Strategy *[If paragraph 21 of the SFC Code applies to this issuance, insert alternative marketing and investor targeting strategy for the SFC Code purposes if different from that set out in the Offering Circular]*
- 46 Programme Ratings: **[•]**
- 47 Notes Ratings: *[Not Applicable/give rating and name of rating agency]*

[USE OF PROCEEDS]

Give details if different from the “Use of Proceeds” section in the Offering Circular.]

[STABILISATION]

In connection with this issue, [insert name of Stabilisation Manager] (the **Stabilisation Manager**) (or persons acting on behalf of any Stabilisation Manager(s)) in this Pricing Supplement may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager (or persons acting on behalf of any Stabilisation Manager) in accordance with all applicable laws and rules.]

[MATERIAL ADVERSE CHANGE STATEMENT]

[Except as disclosed in this document, there/There] has been no adverse change on the financial condition, prospects, results of operations, management or general affairs of the Issuer, the Guarantor, or the Group since [insert date of last published annual accounts] which is material and adverse in the context of the issue and offering of the Notes and the Guarantee.]

[LISTING APPLICATION]

This Pricing Supplement comprises the final terms required for the issue of Notes described herein pursuant to the U.S.\$10,000,000,000 Guaranteed Medium Term Note Programme of CICC Hong Kong Finance 2016 MTN Limited.]

¹³ If paragraph 21 of the SFC Code applies to this issuance, the parties should consider preparing and circulating the Preliminary Pricing Supplement to investors prior to pricing or including the same in a BBG announcement to investors.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in this Pricing Supplement.

SIGNED on behalf of the Issuer:

SIGNED on behalf of the Guarantor:

By: _____
Duly authorised

By: _____
Duly authorised

TERMS AND CONDITIONS OF THE NOTES

The following is the text of the terms and conditions that, subject to completion and amendment and as supplemented or varied in accordance with the provisions of the relevant Pricing Supplement, shall be applicable to the Notes in definitive form (if any) issued in exchange for the Global Note(s) or the Global Certificate representing each Series. Either (i) the full text of these terms and conditions together with the relevant provisions of the Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Bearer Notes or on the Certificates relating to such Registered Notes. All capitalised terms that are not defined in these Conditions will have the meanings given to them in the relevant Pricing Supplement. Those definitions will be endorsed on the definitive Notes or Certificates, as the case may be. References in the Conditions to “Notes” are to the Notes of one Series only, not to all Notes that may be issued under the Programme.

This Note is issued by CICC Hong Kong Finance 2016 MTN Limited (the “**Issuer**”) pursuant to the Trust Deed (as defined below). The due payment of all sums expressed to be payable by the Issuer under the Notes and the Trust Deed is guaranteed by China International Capital Corporation (International) Limited (the “**Guarantor**”) as specified hereon.

The Notes are constituted by an amended and restated trust deed dated September 20, 2022 as supplemented by a supplemental trust deed dated January 4, 2024 (as further amended or supplemented as at the date of issue of the Notes (the “**Issue Date**”), together, the “**Trust Deed**”) between the Issuer, the Guarantor, China International Capital Corporation Limited (the “**Company**”) and Citicorp International Limited (the “**Trustee**”, which expression shall, where the context so permits, include all persons for the time being the trustee or trustees under the Trust Deed) as trustee for the Noteholders (as defined below). These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Bearer Notes, Certificates, Receipts, Coupons and Talons referred to below. An amended and restated agency agreement (as amended or supplemented as at the Issue Date, the “**Agency Agreement**”) dated January 4, 2024 has been entered into in relation to the Notes between the Issuer, the Guarantor, the Trustee, Citibank, N.A., London Branch as initial issuing and paying agent, Citicorp International Limited as CMU lodging and paying agent for Notes to be held in the Central Moneymarkets Unit Service operated by the Hong Kong Monetary Authority (the “**CMU**”) and the other agents named in it. The issuing and paying agent, the CMU lodging and paying agent, the other paying agents, the registrar, the transfer agents and the calculation agent(s) for the time being (if any) are referred to below respectively as the “**Issuing and Paying Agent**”, the “**CMU Lodging and Paying Agent**”, the “**Paying Agents**” (which expression shall include the Issuing and Paying Agent and the CMU Lodging and Paying Agent), the “**Registrar**”, the “**Transfer Agents**” (which expression shall include the Registrar) and the “**Calculation Agent(s)**” (such Issuing and Paying Agent, CMU Lodging and Paying Agent, Paying Agents, Registrars, Transfer Agents and Calculation Agent(s) being together referred to as the “**Agents**”). For the purposes of these Conditions, all references to the Issuing and Paying Agent shall, with respect to a Series of Notes to be held in the CMU, be deemed to be a reference to the CMU Lodging and Paying Agent and all such references shall be construed accordingly.

An amended and restated keepwell deed dated January 4, 2024 (as amended or supplemented from time to time, the “**Keepwell Deed**”) between the Issuer, the Guarantor, the Company and the Trustee has been entered into for the benefit of the Trustee on behalf of itself and the Noteholders.

Copies of the Trust Deed, the Agency Agreement and the Keepwell Deed are, upon prior written request and proof of holding and identity satisfactory to the Trustee during normal business hours, (i) available to the Noteholders during usual business hours (being between 10:00 a.m. and 3:00 p.m. Hong Kong time on Monday to Friday (excluding public holidays in Hong Kong)) from the principal office of the Trustee (presently at 20/F, Citi Tower, One Bay East, 83 Hoi Bun Road, Kwun Tong, Hong Kong) and from the specified office of the Issuing and Paying Agent; or (ii) available to the Noteholders electronically via email from the Trustee.

The Noteholders, the holders of the interest coupons (the “**Coupons**”) relating to interest bearing Notes in bearer form and, where applicable in the case of such Notes, talons for further Coupons (the “**Talons**”) (the “**Couponholders**”) and the holders of the receipts for the payment of instalments of principal (the “**Receipts**”) relating to Notes in bearer form of which the principal is payable in instalments (the “**Receiptholders**”) are entitled to the benefit of, are bound by, and (i) are deemed to have notice of, all the provisions of the Trust Deed and the Keepwell Deed, and (ii) are deemed to have notice of those provisions applicable to them of the Agency Agreement. The statements in these Conditions include summaries of, and are subject to, the detailed provisions of the Trust Deed, the Agency Agreement and the Keepwell Deed.

As used in these Conditions, “**Tranche**” means Notes which are identical in all respects, and “**Series**” means a Tranche of Notes together with any further Tranche or Tranches of Notes which are (i) expressed to be consolidated and form a single series with such Tranche of Notes and (ii) identical in all respects (including as to listing and admission to trading) except for their respective Issue Dates, Interest Commencement Dates and/or issue prices.

1 Form, Denomination and Title

The Notes are issued in bearer form (“**Bearer Notes**”) or in registered form (“**Registered Notes**”) in each case in the Specified Denomination(s) shown hereon. References to “**hereon**” is to the relevant Pricing Supplement (or the relevant provisions thereof) attached to or endorsed on this Note.

This Note is a Fixed Rate Note, a Floating Rate Note, a Zero Coupon Note, an Index Linked Interest Note, an Index Linked Redemption Note, an Instalment Note, a Dual Currency Note or a Partly Paid Note, a combination of any of the foregoing or any other kind of Note, depending upon the Interest and Redemption/Payment Basis shown hereon.

Bearer Notes are serially numbered and are issued with Coupons (and, where appropriate, a Talon) attached, save in the case of Zero Coupon Notes in which case references to interest (other than in relation to interest due after the Maturity Date), Coupons and Talons in these Conditions are not applicable. Instalment Notes are issued with one or more Receipts attached.

Registered Notes are represented by registered certificates (“**Certificates**”) and, save as provided in Condition 2(c) (*Exercise of Options or Partial Redemption in Respect of Registered Notes*), each Certificate shall represent the entire holding of Registered Notes by the same holder.

Title to the Bearer Notes and the Receipts, Coupons and Talons shall pass by delivery. Title to the Registered Notes shall pass by registration in the register that the Issuer shall procure to be kept by the Registrar in accordance with the provisions of the Agency Agreement (the “**Register**”). Except as ordered by a court of competent jurisdiction or as required by law, the holder (as defined below) of any Note, Receipt, Coupon or Talon shall be deemed to be and may be treated as its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or an interest in it, any writing on it (or on the Certificate representing it) or its theft or loss (or that of the related Certificate) and no person shall be liable for so treating the holder.

In these Conditions, “**Noteholder**” means the bearer of any Bearer Note and the Receipts relating to it or the person in whose name a Registered Note is registered, as the case may be, and “**holder**” (in relation to a Note, Receipt, Coupon or Talon) means the bearer of any Bearer Note, Receipt, Coupon or Talon or the person in whose name a Registered Note is registered, as the case may be, and capitalised terms have the meanings given to them hereon, the absence of any such meaning indicating that such term is not applicable to the Notes.

2 No Exchange of Notes and Transfers of Registered Notes

(a) No Exchange of Notes

Registered Notes may not be exchanged for Bearer Notes. Bearer Notes of one Specified Denomination may not be exchanged for Bearer Notes of another Specified Denomination. Bearer Notes may not be exchanged for Registered Notes.

(b) Transfer of Registered Notes

One or more Registered Notes may be transferred upon the surrender (at the specified office of the Registrar or any Transfer Agent) of the Certificate representing such Registered Notes to be transferred, together with the form of transfer endorsed on such Certificate (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer), duly completed and executed and any other evidence as the Registrar or the relevant Transfer Agent may require to prove the title of the transferor and the authority of the individuals that have executed the form of transfer. In the case of a transfer of part only of a holding of Registered Notes represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. In the case of a transfer of Registered Notes to a person who is already a holder of Registered Notes, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding. All transfers of Notes and entries on the Register will be made in accordance with the detailed regulations concerning transfers of Notes scheduled to the Agency Agreement. The regulations may be changed (i) by the Issuer, with the prior written approval of the Registrar and the Trustee, or (ii) by the Registrar, with the prior written approval of the Trustee. A copy of the current regulations will be made available by the Registrar to any Noteholder upon request.

Transfers of interests in the Notes evidenced by Global Certificates will be effected in accordance with the rules of the relevant clearing systems.

(c) Exercise of Options or Partial Redemption in Respect of Registered Notes

In the case of an exercise of an Issuer's or Noteholders' option in respect of, or a partial redemption of, a holding of Registered Notes represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed. In the case of a partial exercise of an option resulting in Registered Notes of the same holding having different terms, separate Certificates shall be issued in respect of those Notes of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any Transfer Agent. In the case of a transfer of Registered Notes to a person who is already a holder of Registered Notes, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.

(d) Delivery of New Certificates

Each new Certificate to be issued pursuant to Conditions 2(b) (*Transfer of Registered Notes*) or 2(c) (*Exercise of Options or Partial Redemption in Respect of Registered Notes*) shall be available for delivery within five business days of receipt of a duly completed form of transfer or Put Exercise Notice (as defined in Condition 6(f) (*Redemption for Change of Control Put Event*)) or the Exercise Notice (as defined in Condition 6(e) (*Redemption at the Option of Noteholders*)) and surrender of the Certificate for exchange. Delivery of the new Certificate(s) shall be made at the specified office of the Transfer Agent or of the Registrar, as the case may be, to whom delivery or surrender of such form of transfer, Put Exercise Notice, Exercise Notice or Certificate shall have been made or, at the option of the holder

making such delivery or surrender as aforesaid and as specified in the relevant form of transfer, Put Exercise Notice, the Exercise Notice or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the relevant Transfer Agent or the Registrar, as the case may be, the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(d) (*Delivery of New Certificates*), “**business day**” means a day, other than a Saturday or Sunday or public holiday, on which commercial banks are open for business in the place of the specified office of the relevant Transfer Agent or the Registrar, as the case may be.

(e) Transfers Free of Charge

Transfers of Notes and Certificates on registration, transfer, exercise of an option or partial redemption shall be effected without charge by or on behalf of the Issuer, the Registrar or the Transfer Agents, but upon payment by the relevant Noteholders of any tax or other governmental charges that may be imposed in relation to them (or the giving of such indemnity and/or security and/or prefunding as the Registrar or the relevant Transfer Agent may require).

(f) Closed Periods

No Noteholder may require the transfer of a Registered Note to be registered (i) during the period of 15 days ending on (and including) the due date for redemption of, or payment of any Instalment Amount in respect of, that Note, (ii) after the exercise of the put option in Condition 6(e) (*Redemption at the Option of Noteholders*), (iii) after the exercise of the put option in Condition 6(f) (*Redemption for Change of Control Put Event*), (iv) during the period of 15 days prior to any date on which Notes are being called for redemption in part by the Issuer at its option, (v) after any such Note has been called for redemption where not all the Notes are being called for redemption or (vi) during the period of seven Business Days ending on (and including) any Record Date.

3 Guarantee and Status

(a) Guarantee

The Guarantor has unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under and in respect of the Trust Deed and the Notes, the Receipts and the Coupons. Its obligations in that respect (the “**Guarantee**”) are contained in the Trust Deed.

(b) Status of Notes and Guarantee

The Notes and the Receipts and the Coupons relating to them constitute direct, unsubordinated, unconditional and (subject to Condition 4(a) (*Negative Pledge*)) unsecured obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under such Notes and the Receipts and the Coupons relating to them and of the Guarantor under the Guarantee shall, save for such exceptions as may be provided by applicable legislation and subject to Condition 4(a) (*Negative Pledge*), at all times rank at least equally with all other present and future unsecured and unsubordinated obligations of the Issuer and the Guarantor, respectively.

4 Negative Pledge and Other Covenants

(a) Negative Pledge

So long as any Note or Coupon remains outstanding (as defined in the Trust Deed), each of the Issuer and the Guarantor will not, and will ensure that none of their respective Subsidiaries will, create or, have outstanding, any Security Interest, upon the whole or any

part of its present or future undertaking, assets or revenues (including any uncalled capital) to secure any Relevant Indebtedness, or to secure any guarantee or indemnity in respect of any Relevant Indebtedness, without (A) at the same time or prior thereto according to the Notes and the Coupons the same security as is created or subsisting to secure any such Relevant Indebtedness, guarantee or indemnity, or (B) such other security as either (aa) the Trustee shall in its absolute discretion deem not materially less beneficial to the interest of the Noteholders or (bb) shall be approved by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders.

(b) Information Rights

Under the Trust Deed, so long as any Note or Coupon remains outstanding (as defined in the Trust Deed):

- (i) the Company is obliged to furnish the Trustee with (A) a Compliance Certificate of the Company (on which the Trustee may rely as to such compliance) and copies of the Company Audited Financial Reports; and (B) copies of the Company Unaudited Financial Reports, in each case, as soon as they are available but in any event not more than 14 days after such financial reports of the Company are filed with the exchange on which the Company's ordinary shares are at such time listed for trading (and, in the case of a Compliance Certificate requested by the Trustee, within 14 days of any written request by the Trustee);
- (ii) the Guarantor is obliged to furnish the Trustee with (A) a Compliance Certificate of the Guarantor (on which the Trustee may rely as to such compliance) and copies of the Guarantor Audited Financial Reports as soon as they are available, but in any event within 120 days after the end of each Relevant Period (and, in the case of a Compliance Certificate requested by the Trustee, within 14 days of any written request by the Trustee); and (B) (if applicable) copies of the Guarantor Unaudited Financial Reports as soon as they are available, but in any event within 90 days after the end of each Relevant Period; provided that, if at any time the ordinary shares of the Guarantor is listed for trading on a recognised stock exchange, the Guarantor may furnish to the Trustee, as soon as they are available but in any event not more than 14 days after any financial reports of the Guarantor are filed with the exchange on which the Guarantor's ordinary shares are at such time listed for trading, true and correct copies of such financial reports filed with such exchange in lieu of the reports identified in Condition 4(b)(ii)(A) and Condition 4(b)(ii)(B) above; and
- (iii) the Issuer is obliged to furnish the Trustee with a Compliance Certificate of the Issuer (on which the Trustee may rely as to such compliance) (A) within 120 days after the end of each Relevant Period in relation to the Company Audited Financial Reports or (B) within 14 days of any written request by the Trustee.

If any financial reports to be provided pursuant to this Condition 4(b)(i) and (ii) shall be in the Chinese language, they shall be provided together with an English translation of the same translated by (1) an internationally recognised firm of independent accountants or (2) a professional translation service provider and checked by an internationally recognised firm of independent accountants, together with a certificate signed by any authorised signatory of the Guarantor or the Company (as the case may be) certifying that such translation is complete and accurate.

(c) Issuer Activities

So long as any Note or Coupon remains outstanding (as defined in the Trust Deed):

- (i) the Issuer will not, and the Guarantor and the Company shall procure that the Issuer will not, carry on any business activity whatsoever other than in connection with the Programme and the Notes and the Coupons (such activities shall, for the avoidance of doubt, include (A) the establishment and maintenance of the Programme, (B) the offering, sale or issuance of the Notes and the Coupons under the Programme, (C) the incurrence of Relevant Indebtedness represented by the Notes and Coupons issued under these Conditions, (D) the activities directly related to the establishment and/or maintenance of the Issuer's corporate existence and (E) the on-lending of the proceeds of the issue of the Notes and/or the Coupons (the "**Proceeds of the Notes**") to the Guarantor or as it may direct), and to cause such recipient of the Proceeds of the Notes to pay the interest and principal in respect of such intercompany loan on time;
- (ii) the Issuer will not, and the Guarantor and the Company shall procure that the Issuer will not, take any action or fail to take any action, if such action or failure to take any action may interfere with the enforcement of any rights of the Trustee and/or the Noteholders under the Notes, Coupons, the Trust Deed or the Keepwell Deed in any manner which could materially and adversely affect the interests or entitlements of the Trustee or the Noteholders or Couponholders; and
- (iii) the Issuer will not, and the Guarantor and the Company shall procure that the Issuer will not, amend or alter any of the provisions of its constitutive documents in a manner that will (1) have an adverse effect on the ability of the Issuer to perform its obligations under the Notes, Coupons, or the Trust Deed or (2) in the opinion of the Trustee, be materially prejudicial to the interests of the Noteholders or Couponholders,

in each case without the prior written approval of the Trustee acting pursuant to an Extraordinary Resolution of the Noteholders.

(d) Guarantor Activities

So long as any Note or Coupon remains outstanding (as defined in the Trust Deed):

- (i) the Guarantor will not, and the Company shall procure that the Guarantor will not, take any action or fail to take any action, if such action or failure to take any action may interfere with the enforcement of any rights of the Trustee and/or the Noteholders under the Notes or Coupons, the Guarantee, the Trust Deed or the Keepwell Deed in any manner which could materially and adversely affect the interests or entitlements of the Trustee or the Noteholders or Couponholders; and
- (ii) the Guarantor will not, and the Company shall procure that the Guarantor will not, amend or alter any of the provisions of its constitutive documents in a manner that will (1) have an adverse effect on the ability of the Guarantor to perform its obligations under the Notes or Coupons, the Guarantee or the Trust Deed or (2) in the opinion of the Trustee, be materially prejudicial to the interests of the Noteholders or Couponholders,

in each case without the prior written approval of the Trustee acting pursuant to an Extraordinary Resolution of the Noteholders.

(e) Undertakings under the Keepwell Deed

The Company has undertaken in the Keepwell Deed that it shall, among others:

- (i) at all times during the term of the Keepwell Deed, directly or indirectly own and hold all the outstanding shares of each of the Issuer and the Guarantor having the right to vote for election of members of the board of directors of the Issuer and the Guarantor

and shall not directly or indirectly pledge, grant a security interest, or in any way encumber or otherwise dispose of any such shares unless required to dispose of any or all such shares pursuant to any applicable law or regulation or a court decree, a verdict of the court of final appeal or order of any government authority which, in the opinion of a legal adviser to the Company, may not be successfully challenged; and

- (ii) for so long as any Note or Coupon remains outstanding, cause the Guarantor to remain the primary overseas platform of the Company for investment and offshore financing.

In these Conditions:

“Company Audited Financial Reports” means annual audited financial statements (on a consolidated basis and as audited by an internationally recognised firm of independent accountants) of the Company, including a statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows and statement of changes in equity, together with any statements, reports (including any directors’ and auditors’ reports) and notes attached to or intended to be read with any of them;

“Company Unaudited Financial Reports” means semi-annual unaudited financial statements (on a consolidated basis) of the Company, including a statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows and statement of changes in equity, together with any statements, reports (including any directors’ and auditors’ review reports, if any) and notes attached to or intended to be read with any of them, as prepared on a basis consistent with the Company Audited Financial Reports;

“Compliance Certificate” means a certificate of each of the Issuer, the Guarantor and the Company signed by any one of their respective authorised signatories certifying that, having made all reasonable enquiries, to the best of the knowledge, information and belief of the Issuer, the Guarantor or the Company, as the case may be, as at a date (the **“Certification Date”**) not more than five days before the date of the certificate:

- (i) no Event of Default (as defined in Condition 10 (*Events of Default*)) or Potential Event of Default has occurred since the Certification Date of the last such certificate or (if none) the date of the Trust Deed and, if such an event had occurred, giving details of it; and
- (ii) each of the Issuer, the Guarantor and the Company, as the case may be, has complied with all its obligations under the Trust Deed, the Keepwell Deed, the Notes and the Coupons;

“Guarantor Audited Financial Reports” means annual audited financial statements (on a consolidated basis and as audited by an internationally recognised firm of independent accountants) of the Guarantor, including a statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows and statement of changes in equity, together with any statements, reports (including any directors’ and auditors’ reports) and notes attached to or intended to be read with any of them;

“Guarantor Unaudited Financial Reports” means semi-annual unaudited financial statements (on a consolidated basis) of the Guarantor, including a statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows and statement of changes in equity, together with any statements, reports (including any directors’ and auditors’ review reports, if any) and notes attached to or intended to be read with any of them, as prepared on a basis consistent with the Guarantor Audited Financial Reports;

“Potential Event of Default” means a continuing event or circumstance (being an event or circumstance which has not been remedied to the satisfaction of the Trustee or waived in writing by the Trustee) that could with the giving of notice, lapse of time, issue of a certificate and/or fulfillment of any other requirement provided for in Condition 10 (*Events of Default*) become an Event of Default;

“PRC” means the People’s Republic of China (for the purposes hereof not including Hong Kong Special Administrative Region or Macau Special Administrative Region of the PRC or Taiwan);

“Relevant Indebtedness” means any present or future indebtedness outside the PRC which (1) is in the form of, or represented or evidenced by, any bonds, notes, debentures, debenture stock or loan stock or other similar securities, and which (2) for the time being is, or is intended to be or capable of being, quoted, listed or dealt in or traded on any stock exchange or over-the-counter or other securities market (which, for the avoidance of doubt, does not include bi-lateral loans, syndicated loans or club deal loans) and shall not include any structured product which is issued in the ordinary course of business and is not issued for capital raising purposes (in the event of a dispute, the Trustee may rely without inquiry on a certificate signed in good faith by any authorised signatory of the Issuer or the Guarantor, as applicable, stating whether any structured product is or is not issued in the ordinary course of business and/or for capital raising purposes);

“Relevant Period” means, in relation to each of the Company Audited Financial Reports and the Guarantor Audited Financial Reports, each period of 12 months ending on the last day of their respective financial year (which, unless otherwise notified to the Trustee and to the Noteholders in accordance with Condition 16 (*Notices*), shall be 31 December of that financial year) and, in relation to each of the Company Unaudited Financial Reports and the Guarantor Unaudited Financial Reports, each period of six months ending on the last day of their respective first semi-annual period (which, unless otherwise notified to the Trustee and to the Noteholders in accordance with Condition 16 (*Notices*), shall be 30 June of that financial year);

“Security Interest” means any mortgage, charge, lien, pledge, encumbrance or other security interest of a similar nature (other than a lien arising by operation of law); and

a **“Subsidiary”** of any person means (a) any company or other business entity of which that person owns or controls (either directly or through one or more other Subsidiaries) more than 50 per cent. of the issued share capital or other ownership interest having ordinary voting power to elect directors, managers or trustees of such company or other business entity, or (b) any company or other business entity which at any time has its accounts consolidated with those of that person or which, under the law, regulations or generally accepted accounting principles of the jurisdiction of incorporation of such person from time to time, should have its accounts consolidated with those of that person.

5 Interest and Other Calculations

(a) Interest on Fixed Rate Notes

Each Fixed Rate Note bears interest on its outstanding nominal amount from and including the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. The amount of interest payable shall be determined in accordance with Condition 5(i) (*Calculations*).

(b) Interest on Floating Rate Notes and Index Linked Interest Notes

(i) Interest Payment Dates

Each Floating Rate Note and Index Linked Interest Note bears interest on its outstanding nominal amount from and including the Interest Commencement Date at the rate per annum (expressed as a percentage) equal to the Rate of Interest, such interest being payable in arrear on each Interest Payment Date. The amount of interest payable shall be determined in accordance with Condition 5(i) (*Calculations*). Such Interest Payment Date(s) is/are either shown hereon as Specified Interest Payment Dates or, if no Specified Interest Payment Date(s) is/are shown hereon, Interest Payment Date shall mean each date which falls the number of months or other period shown hereon as the Interest Period after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.

(ii) Business Day Convention

If any date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a Business Day, then, if the Business Day Convention specified is (A) the Floating Rate Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event

- (x) such date shall be brought forward to the immediately preceding Business Day; and
- (y) each subsequent such date shall be the last Business Day of the month in which such date would have fallen had it not been subject to adjustment, (B) the Following Business Day Convention, such date shall be postponed to the next day that is a Business Day, (C) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a Business Day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding Business Day or (D) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding Business Day.

(iii) Rate of Interest for Floating Rate Notes

The Rate of Interest in respect of Floating Rate Notes for each Interest Accrual Period shall be determined in the manner specified hereon and in accordance with the provisions below, depending upon which is specified hereon.

(A) Screen Rate Determination for Floating Rate Notes (other than Notes where the Reference Rate is specified as SOFR Benchmark)

(x) Where Screen Rate Determination is specified hereon as the manner in which the Rate of Interest is to be determined where the Reference Rate is not SOFR Benchmark, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be either:

(1) the offered quotation; or

(2) the arithmetic mean of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears or appear, as the case may be, on the Relevant Screen Page as at either 11.00 a.m. (Brussels time in the case of EURIBOR or Hong Kong time in the case of HIBOR) or 11.15 a.m. (Hong Kong time in the case of CNH HIBOR) or if, at or around that time it is notified that the fixing will be published at 2.30 p.m. (Hong Kong time), then as of 2.30 p.m. (Hong Kong time in the case of CNH HIBOR), as the case may be, on the Interest Determination Date in question as determined by the Calculation Agent. If five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean of such offered quotations.

If the Reference Rate from time to time in respect of Floating Rate Notes is specified hereon as being other than EURIBOR or HIBOR or CNH HIBOR, the Rate of Interest in respect of such Notes will be determined as provided hereon.

(y) if the Relevant Screen Page is not available or if sub-paragraph (x)(1) above applies and no such offered quotation appears on the Relevant Screen Page or if sub-paragraph (x)(2) above applies and fewer than three such offered quotations appear on the Relevant Screen Page in each case as at the time specified above, subject as provided below, the Calculation Agent shall request, if the Reference Rate is EURIBOR, the principal Euro-zone office of each of the Reference Banks or, if the Reference Rate is HIBOR or CNH HIBOR, the principal Hong Kong office of each of the Reference Banks, to provide the Calculation Agent with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR or CNH HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the Interest Determination Date in question. If two or more of the Reference Banks provide the Calculation Agent with such offered quotations, the Rate of Interest for such Interest Accrual Period shall be the arithmetic mean of such offered quotations as determined by the Calculation Agent; and

(z) if paragraph (y) above applies and the Calculation Agent determines that fewer than two Reference Banks are providing offered quotations, subject as provided below, the Rate of Interest shall be the arithmetic mean of the rates per annum (expressed as a percentage) as communicated to (and at the request of) the Calculation Agent by the Reference Banks or any two or

more of them, at which such banks were offered, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time) or, if the Reference Rate is HIBOR or CNH HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the relevant Interest Determination Date, deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate by leading banks in, if the Reference Rate is EURIBOR, the Euro-zone inter-bank market, or, if the Reference Rate is HIBOR or CNH HIBOR, the Hong Kong inter-bank market, as the case may be, or, if fewer than two of the Reference Banks provide the Calculation Agent with such offered rates, the offered rate for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, or the arithmetic mean of the offered rates for deposits in the Specified Currency for a period equal to that which would have been used for the Reference Rate, at which, if the Reference Rate is EURIBOR, at approximately 11.00 a.m. (Brussels time), or, if the Reference Rate is HIBOR or CNH HIBOR, at approximately 11.00 a.m. (Hong Kong time) on the relevant Interest Determination Date, any one or more banks (which bank or banks is or are in the opinion of the Issuer suitable for such purpose) informs the Calculation Agent it is quoting to leading banks in, if the Reference Rate is EURIBOR, the Euro-zone inter-bank market, or, if the Reference Rate is HIBOR or CNH HIBOR, the Hong Kong inter-bank market, as the case may be, provided that, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period, in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period).

- (B) Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as SOFR Benchmark

If Screen Rate Determination is specified hereon as the manner in which the Rate of Interest(s) is/are to be determined where the Reference Rate is SOFR Benchmark, the Rate of Interest applicable to the Notes for each Interest Accrual Period will, subject as provided below, be equal to the sum of the SOFR Benchmark plus or minus (as specified hereon) the Margin (if any), all as calculated by the Calculation Agent on the relevant Interest Determination Date.

The “**SOFR Benchmark**” will be determined based on SOFR Compounded Index (as specified hereon), as follows (subject to Condition 5(b)(iii)(E) (*Benchmark Replacement (SOFR Benchmark)*)):

If SOFR Compounded Index (“**SOFR Compounded Index**”) is specified hereon as applicable, the SOFR Benchmark with respect to an Interest Accrual Period shall be equal to the compounded average of daily SOFR reference rates for each day during the relevant SOFR Observation Period as calculated by the Calculation Agent as follows:

$$\left(\frac{SOFR\ Index_{End}}{SOFR\ Index_{Start}} - 1\right) \times \left(\frac{360}{d_c}\right)$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

“**d_c**” means the number of calendar days in the relevant SOFR Observation Period;

“**SOFR Index_{End}**” means, in respect of an Interest Accrual Period, the SOFR Index value on the date which is the number of U.S. Government Securities Business Days specified hereon preceding the Interest Payment Date on which such Interest Accrual Period ends (or in the final Interest Accrual Period, the Maturity Date); and

“**SOFR Index_{Start}**” means, in respect of an Interest Accrual Period, the SOFR Index value on the date which is the number of U.S. Government Securities Business Days specified hereon preceding the first day of such Interest Accrual Period;

“**SOFR Administrator**” means the Federal Reserve Bank of New York or any successor administrator of the SOFR Index value and Secured Overnight Financing Rate.

“**SOFR Administrator’s Website**” means the website of the SOFR Administrator (currently being, <https://apps.newyorkfed.org/markets/autorates/sofr-avg-ind>), or any successor source; and

“**SOFR Index**”, with respect to any U.S. Government Securities Business Day, means:

- (a) the SOFR Index value as published on the SOFR Administrator’s Website at or about 3.00 p.m. (New York time) on such U.S. Government Securities Business Day (the “**SOFR Index Determination Time**”); provided that in the event that the value originally published by the SOFR Administrator at or about 3.00 p.m. (New York time) on any U.S. Government Securities Business Day is subsequently corrected and such corrected value is published by the SOFR Administrator on the original date of publication, then such corrected value, instead of the value that was originally published, shall be deemed the SOFR Index value as of the SOFR Index Determination Time in relation to such U.S. Government Securities Business Day; and
- (b) if a SOFR Index value does not so appear as specified in (a) above of this definition, then:
 - (i) if a Benchmark Event (as defined in Condition 5(b)(iii)(E) (*Benchmark Replacement (SOFR Benchmark)*)) and its related Benchmark Replacement Date (as defined in Condition 5(b)(iii)(E) (*Benchmark Replacement (SOFR Benchmark)*)) have not occurred with respect to SOFR, then SOFR Compounded Index shall be the rate determined pursuant to Condition 5(b)(iii)(C) (*SOFR Index Unavailable*); or

- (ii) if a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to SOFR, then SOFR Compounded Index shall be the rate determined pursuant to Condition 5(b)(iii)(E) (*Benchmark Replacement (SOFR Benchmark)*).

“**SOFR Observation Shift Days**” means the number of U.S. Government Securities Business Days as specified hereon; and

“**SOFR Observation Period**” means, in respect of an Interest Accrual Period, the period from (and including) the date which is the number of SOFR Observation Shift Days preceding the first date of such Interest Accrual Period (and in respect of the first Interest Accrual Period, the number of SOFR Observation Shift Days preceding the Issue Date) to, but excluding, the date which is the number of SOFR Observation Shift Days preceding the Interest Payment Date on which such Interest Accrual Period ends (or in the final Interest Accrual Period, the Maturity Date); and

“**U.S. Government Securities Business Day**” means any day except for a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

(C) SOFR Index Unavailable

If a SOFR Index value is not published on the relevant Interest Determination Date and a Benchmark Event (as defined in Condition 5(b)(iii)(E) (*Benchmark Replacement (SOFR Benchmark)*)) and its related Benchmark Replacement Date (as defined in Condition 5(b)(iii)(E) (*Benchmark Replacement (SOFR Benchmark)*)) has not occurred with respect to SOFR, then the SOFR Index shall be calculated in accordance with the Compounded SOFR formula and the related definitions as set out below in this Condition 5(b)(iii)(C) (*SOFR Index Unavailable*):

“**Compounded SOFR**” means, for the applicable Interest Accrual Period for which the SOFR Index is not available, the rate of return on a daily compounded interest investment during the relevant SOFR Observation Period (with the daily SOFR reference rate as the reference rate for the calculation of interest) and calculated by the Calculation Agent in accordance with the following formula, and the resulting percentage will be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)):

$$\left(\prod_{i=1}^{d_0} \left(1 + \frac{SOFR_i \times n_i}{360} \right) - 1 \right) \times \left(\frac{360}{d_c} \right)$$

where:

“**d_c**” means the number of calendar days in the relevant SOFR Observation Period;

“**d_o**” means the number of U.S. Government Securities Business Days in the relevant SOFR Observation Period;

“**i**” means a series of whole numbers ascending from one to d_0 , each representing the relevant U.S. Government Securities Business Days in chronological order from (and including) the first U.S. Government Securities Business Day in the relevant SOFR Observation Period (each a “**U.S. Government Securities Business Day (i)**”);

“**n_i**” for any U.S. Government Securities Business Day (i) in the relevant SOFR Observation Period, means the number of calendar days from (and including) such U.S. Government Securities Business Day (i) up to (but excluding) the following U.S. Government Securities Business Day (i); and

“**SOFR_i**” for any U.S. Government Securities Business Day (i) in the relevant SOFR Observation Period, is equal to SOFR in respect of that U.S. Government Securities Business Day (i).

“**Bloomberg Screen SOFRRATE Page**” means the Bloomberg screen designated SOFRRATE or any successor page or service;

“**Reuters Page USDSOFR=**” means the Reuters page designated “USDSOFR=” or any successor page or service;

“**SOFR**” means, with respect to any U.S. Government Securities Business Day:

- (a) the Secured Overnight Financing Rate published at the SOFR Determination Time, as such rate is reported on the Bloomberg Screen SOFRRATE Page, the Secured Overnight Financing Rate published at the SOFR Determination Time, as such rate is reported on the Reuters Page USDSOFR=, or the Secured Overnight Financing Rate that appears at the SOFR Determination Time on the SOFR Administrator’s Website; or
- (b) if the rate specified in (a) above does not appear, the SOFR published on the SOFR Administrator’s Website for the first preceding U.S. Government Securities Business Day for which SOFR was published on the SOFR Administrator’s Website;

“**SOFR Administrator**” means the Federal Reserve Bank of New York or any successor administrator of the SOFR Index value and Secured Overnight Financing Rate;

“**SOFR Administrator’s Website**” means the website of the SOFR Administrator (currently being, <https://apps.newyorkfed.org/markets/autorates/sofr-avg-ind>), or any successor source;

“**SOFR Determination Time**” means on or about 3.00 p.m. (New York time) on the SOFR Administrator’s Website on the immediately following U.S. Government Securities Business Day;

“**SOFR Observation Period**” means, in respect of each Interest Accrual Period, the period from (and including) the date falling a number of U.S. Government Securities Business Days equal to the SOFR Observation Shift Days preceding the first date in such Interest Accrual Period to (but excluding) the date falling a number of U.S. Government Securities Business Days equal to the number of SOFR Observation Shift Days preceding the Interest Payment Date on which such Interest Accrual Period ends;

“**SOFR Observation Shift Days**” means the number of U.S. Government Securities Business Days as specified hereon; and

“**U.S. Government Securities Business Day**” means any day except for a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

- (D) Benchmark Replacement (other than Notes where the Reference Rate is specified as being SOFR Benchmark)

In addition, notwithstanding the provisions above in this Condition 5(b) (*Interest on Floating Rate Notes and Index Linked Interest Notes*), if the Issuer determines that a Benchmark Event (as defined below) has occurred in relation to the relevant Reference Rate specified hereon when any Rate of Interest (or the relevant component part thereof) remains to be determined by such Reference Rate, then the following provisions shall apply:

- (i) the Issuer shall use all reasonable endeavours to appoint, as soon as reasonably practicable, an Independent Adviser (as defined below) to determine (acting in good faith), no later than five Business Days prior to the relevant Interest Determination Date relating to the next succeeding Interest Accrual Period (the “**IA Determination Cut-off Date**”), a Successor Rate (as defined below) or, alternatively, if there is no Successor Rate, an Alternative Reference Rate (as defined below) for the purposes of determining the Rate of Interest (or the relevant component part thereof) applicable to the Notes;
- (ii) if the Issuer (acting in good faith) is unable to appoint an Independent Adviser, or the Independent Adviser appointed by it fails to determine a Successor Rate or an Alternative Reference Rate prior to the IA Determination Cut-off Date, the Issuer (acting in good faith) may determine a Successor Rate or, if there is no Successor Rate, an Alternative Reference Rate;
- (iii) if a Successor Rate or, failing which, an Alternative Reference Rate (as applicable) is determined in accordance with the preceding provisions, such Successor Rate or, failing which, an Alternative Reference Rate (as applicable) shall be the Reference Rate for each of the future Interest Accrual Periods (subject to the subsequent operation of, and to adjustment as provided in, this Condition 5(b)(iii)(D) (*Benchmark Replacement*)); provided, however, that if sub-paragraph (ii) applies and the Issuer (acting in good faith) is unable to or does not determine a Successor Rate or an Alternative Reference Rate prior to the relevant Interest Determination Date, the Rate of Interest applicable to the next succeeding Interest Accrual Period shall be equal to the Rate of Interest last determined in relation to the Notes in respect of the preceding Interest Accrual Period (or alternatively, if there has not been a first Interest Payment Date, the rate of interest shall be the initial Rate of Interest) (subject, where applicable, to substituting the Margin, Maximum Rate of Interest or Minimum Rate Interest that applied to such preceding Interest Accrual Period for the Margin, Maximum Rate of Interest or Minimum Rate Interest that is to be applied to the relevant Interest Accrual Period); for the avoidance of doubt, the proviso in this sub-

paragraph (iii) shall apply to the relevant Interest Accrual Period only and any subsequent Interest Accrual Periods are subject to the subsequent operation of, and to adjustment as provided in, this Condition 5(b)(iii)(D) (*Benchmark Replacement*));

- (iv) if the Independent Adviser or the Issuer (acting in good faith) determines a Successor Rate or, failing which, an Alternative Reference Rate (as applicable) in accordance with the above provisions, the Independent Adviser or the Issuer (acting in good faith) (as applicable), may also specify changes to these Conditions, including but not limited to the Day Count Fraction, Relevant Screen Page, Business Day Convention, business days, Interest Determination Date and/or the definition of Reference Rate applicable to the Notes, and the method for determining the fallback rate in relation to the Notes, if such changes are necessary to ensure the proper operation of such Successor Rate, Alternative Reference Rate and/or Adjustment Spread (as defined below) (as applicable). If the Independent Adviser (in consultation with the Issuer) or the Issuer (acting in good faith) (as applicable), determines that an Adjustment Spread is required to be applied to the Successor Rate or the Alternative Reference Rate (as applicable) and determines the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Adjustment Spread shall be applied to the Successor Rate or the Alternative Reference Rate (as applicable). If the Independent Adviser or the Issuer (acting in good faith) (as applicable) is unable to determine the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Successor Rate or Alternative Reference Rate (as applicable) will apply without an Adjustment Spread. For the avoidance of doubt, the Agents may, at the direction and expense of the Issuer, effect such consequential amendments to the Agency Agreement and these Conditions as may be required in order to give effect to this Condition 5(b)(iii)(D) (*Benchmark Replacement*). Noteholder or Couponholder consent shall not be required in connection with effecting the Successor Rate or Alternative Reference Rate (as applicable) or such other changes, including for the execution of any documents or other steps by the Principal Paying Agent (if required); and
- (v) the Issuer shall promptly, following the determination of any Successor Rate or Alternative Reference Rate (as applicable), give notice thereof to the Principal Paying Agent, Noteholders and Couponholders, which shall specify the effective date(s) for such Successor Rate or Alternative Reference Rate (as applicable) and any consequential changes made to these Conditions,

provided that the determination of any Successor Rate or Alternative Reference Rate, and any other related changes to the Notes, shall be made in accordance with applicable law.

In these Conditions:

“Adjustment Spread” means (a) a spread (which may be positive, negative or zero) or (b) a formula or methodology for calculating a spread, in each case required to be applied to the Successor Rate or the Alternative Reference Rate (as applicable) and is the spread, formula or methodology which:

- (i) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Reference Rate with the Successor Rate by any Relevant Nominating Body; or
- (ii) in the case of a Successor Rate for which no such recommendation has been made or in the case of an Alternative Reference Rate, the Independent Adviser (in consultation with the Issuer) or the Issuer (acting in good faith) (as applicable) determines is recognised or acknowledged as being in customary market usage in international debt capital markets transactions which reference the Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Reference Rate (as applicable); or
- (iii) if no such customary market usage is recognised or acknowledged, the Independent Adviser (in consultation with the Issuer) or the Issuer in its discretion (as applicable), determines (acting in good faith) to be appropriate in order to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as applicable) to Noteholders as a result of the replacement of the Reference Rate with the Successor Rate or the Alternative Reference Rate (as applicable);

“Alternative Reference Rate” means the rate that the Independent Adviser or the Issuer (as applicable) determines has replaced the relevant Reference Rate in customary market usage in the international debt capital markets for the purposes of determining rates of interest in respect of bonds denominated in the Specified Currency and of a comparable duration to the relevant Interest Accrual Period, or, if the Independent Adviser or the Issuer (as applicable) determines that there is no such rate, such other rate as the Independent Adviser or the Issuer (as applicable) determines in its discretion (acting in good faith) is most comparable to the relevant Reference Rate.

“Benchmark Event” means, in respect of a Reference Rate for Notes (other than Notes where the Reference Rate is specified as being SOFR Benchmark):

- (i) such Reference Rate ceasing to be published for a period of at least five business days or ceasing to exist;
- (ii) a public statement by the administrator of such Reference Rate that it has ceased or will cease publishing such Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of such Reference Rate);
- (iii) a public statement by the supervisor of the administrator of such Reference Rate that such Reference Rate has been or will be permanently or indefinitely discontinued;

- (iv) a public statement by the supervisor of the administrator of such Reference Rate that means such Reference Rate will be prohibited from being used either generally or in respect of the Notes or that its use will be subject to restrictions or adverse consequences; or
- (v) the making of a public statement by the supervisor of the administrator of the Reference Rate that the Reference Rate is or will be (or is or will be deemed by such supervisor to be) no longer representative of its relevant underlying market; or
- (vi) it has become unlawful for any Paying Agent, the Calculation Agent, the Issuer or other party to calculate any payments due to be made to any Noteholder or Couponholder using such Reference Rate;

provided that in the case of sub-paragraphs (ii), (iii), (iv) and (v), the Benchmark Event shall be deemed to occur on the earlier of (A) the date falling five calendar days after the Independent Adviser or the Issuer (as applicable) has given notice to the Principal Paying Agent that a Benchmark Event has occurred and (B) the date of the cessation of publication of the Reference Rate, the discontinuation of the Reference Rate, the prohibition of the use of the Reference Rate or on the date with effect from which the Reference Rate will no longer be (or will be deemed by the relevant supervisor to no longer be) representative of its relevant underlying market and which is specified in the relevant public statement, as the case may be.

“Independent Adviser” means an independent financial institution of international repute or other independent financial adviser of recognised standing and with appropriate expertise, in each case appointed by the Issuer at its own expense;

“Relevant Nominating Body” means, in respect of a reference rate:

- (i) the central bank for the currency to which the reference rate relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the reference rate; or
- (ii) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (a) the central bank for the currency to which the reference rate relates, (b) any central bank or other supervisory authority which is responsible for supervising the administrator of the reference rate, (c) a group of the aforementioned central banks or other supervisory authorities, or (d) the Financial Stability Board or any part thereof; and

“Successor Rate” means the rate that the Independent Adviser or the Issuer (as applicable) determines is a successor to or replacement of the Reference Rate which is formally recommended by any Relevant Nominating Body.”

(E) Benchmark Replacement (SOFR Benchmark)

The following provisions shall apply if Benchmark Event (SOFR) is specified hereon as applicable:

(i) *Benchmark Replacement*

If the Issuer or its designee determines on or prior to the relevant Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the then-current Benchmark, the Benchmark Replacement will replace the then-current Benchmark for all purposes relating to the Notes in respect of all determinations on such date and for all determinations on all subsequent dates.

(ii) *Benchmark Replacement Conforming Changes*

In connection with the implementation of a Benchmark Replacement, the Issuer or its designee will have the right to make Benchmark Replacement Conforming Changes from time to time. For the avoidance of doubt, the Agents may, at the direction and expense of the Issuer, effect such consequential amendments to the Agency Agreement and these Conditions as may be required to give effect to this Condition 5(b)(iii)(E) (*Benchmark Replacement (SOFR Benchmark)*). Noteholders' consent shall not be required in connection with effecting any such changes, including the execution of any documents or any steps to be taken by any of the Agents (if required). Further, none of the Agents shall be responsible or liable for any determinations, decisions or elections made by the Issuer or its designee with respect to any Benchmark Replacement or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard.

(iii) *Decisions and Determinations*

Any determination, decision or election that may be made by the Issuer or its designee pursuant to this Condition 5(b)(iii)(E) (*Benchmark Replacement (SOFR Benchmark)*), including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection (i) will be conclusive and binding absent manifest error, (ii) will be made in the sole discretion of the Issuer or its designee, as applicable, and (iii) notwithstanding anything to the contrary in the documentation relating to the Notes, shall become effective without consent from the Noteholders or any other party.

The following defined terms shall have the meanings set out below for purpose of Conditions 5(b)(iii)(B) (*Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as SOFR Benchmark*) and this Condition 5(b)(iii)(E) (*Benchmark Replacement (SOFR Benchmark)*):

“**Benchmark**” means, initially, the relevant SOFR Benchmark specified hereon; provided that if the Issuer or its designee determines on or prior to the Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the relevant SOFR

Benchmark (including any daily published component used in the calculation thereof) or the then-current Benchmark, then “**Benchmark**” means the applicable Benchmark Replacement;

“**Benchmark Event**” means the occurrence of one or more of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

- (i) a public statement or publication of information by or on behalf of the administrator of the Benchmark (or such component) announcing that such administrator has ceased or will cease to provide the Benchmark (or such component), permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or
- (ii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark (or such component), the central bank for the currency of the Benchmark (or such component), an insolvency official with jurisdiction over the administrator for the Benchmark (or such component), a resolution authority with jurisdiction over the administrator for the Benchmark (or such component) or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark (or such component) has ceased or will cease to provide the Benchmark (or such component) permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or
- (iii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative;

“**Benchmark Replacement**” means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

- (i) the sum of:
 - (1) the alternate reference rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof); and
 - (2) the Benchmark Replacement Adjustment;
- (ii) the sum of:
 - (1) the ISDA Fallback Rate; and
 - (2) the Benchmark Replacement Adjustment; or

(iii) the sum of:

- (1) the alternate reference rate that has been selected by the Issuer or its designee as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) giving due consideration to any industry-accepted reference rate as a replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) for U.S. dollar-denominated Notes at such time; and
- (2) the Benchmark Replacement Adjustment;

“Benchmark Replacement Adjustment” means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

- (i) the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;
- (ii) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, the ISDA Fallback Adjustment; or
- (iii) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Issuer or its designee giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark (including any daily published component used in the calculation thereof) with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated Notes at such time;

“Benchmark Replacement Conforming Changes” means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the timing and frequency of determining rates and making payments of interest, rounding of amounts or tenors, and other administrative matters) that the Issuer or its designee decides may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Issuer or its designee decides that adoption of any portion of such market practice is not administratively feasible or if the Issuer or its designee determines that no market practice for use of the Benchmark Replacement exists, in such other manner as the Issuer or its designee determines is reasonably necessary);

“Benchmark Replacement Date” means the earliest to occur of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

- (i) in the case of sub-paragraph (i) or (ii) of the definition of **“Benchmark Event”**, the later of:
 - (1) the date of the public statement or publication of information referenced therein; and

- (2) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark (or such component); or
- (ii) in the case of sub-paragraph (iii) of the definition of “**Benchmark Event**”, the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination;

“**designee**” means a designee as selected and separately appointed by the Issuer in writing;

“**ISDA Definitions**” means the 2021 ISDA Interest Rate Derivatives Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time;

“**ISDA Fallback Adjustment**” means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark;

“**ISDA Fallback Rate**” means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark (including any daily published component used in the calculation thereof) for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

“**Reference Time**” with respect to any determination of the Benchmark means (1) if the Benchmark is the SOFR Benchmark, the SOFR Index Determination Time (where SOFR Compounded Index is specified hereon); or (2) if the Benchmark is not the SOFR Benchmark, the time determined by the Issuer or its designee after giving effect to the Benchmark Replacement Conforming Changes;

“**Relevant Governmental Body**” means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto; and

“**Unadjusted Benchmark Replacement**” means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

(F) ISDA Determination

Where ISDA Determination is specified hereon as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Accrual Period shall be determined in the manner as specified hereon.

(c) Rate of Interest for Index Linked Interest Notes

The Rate of Interest in respect of Index Linked Interest Notes for each Interest Accrual Period shall be determined in the manner specified hereon and interest will accrue by reference to an Index or Formula as specified hereon.

(d) Zero Coupon Notes

Where a Note the Interest Basis of which is specified to be Zero Coupon is repayable prior to the Maturity Date and is not paid when due, the amount due and payable prior to the Maturity Date shall be the Early Redemption Amount of such Note. As from the Maturity Date, the Rate of Interest for any overdue principal of such a Note shall be a rate per annum (expressed as a percentage) equal to the Accrual Yield (as described in Condition 6(b)(i)(*Zero Coupon Notes*)).

(e) Dual Currency Notes

In the case of Dual Currency Notes, if the rate or amount of interest falls to be determined by reference to a Rate of Exchange or a method of calculating Rate of Exchange, the rate or amount of interest payable shall be determined in the manner specified hereon.

(f) Partly Paid Notes

In the case of Partly Paid Notes (other than Partly Paid Notes which are Zero Coupon Notes), interest will accrue as aforesaid on the paid-up nominal amount of such Notes and otherwise as specified hereon.

(g) Accrual of Interest

Interest shall cease to accrue on each Note on the due date for redemption unless, upon due presentation, payment is improperly withheld or refused, in which event interest shall continue to accrue (both before and after judgment) at the Rate of Interest in the manner provided in this Condition 5 (*Interest and Other Calculations*) to the Relevant Date (as defined in Condition 8 (*Taxation*)).

(h) Margin, Maximum Rate of Interest/Minimum Rate of Interest, Maximum Instalment Amount/Minimum Instalment Amount and Maximum Redemption Amount/Minimum Redemption Amount and Rounding

- (i) If any Margin is specified hereon (either (x) generally, or (y) in relation to one or more Interest Accrual Periods), an adjustment shall be made to all Rates of Interest, in the case of (x), or the Rates of Interest for the specified Interest Accrual Periods, in the case of (y), calculated in accordance with Condition 5(b) (*Interest on Floating Rate Notes and Index Linked Interest Notes*) above by adding (if a positive number) or subtracting the absolute value (if a negative number) of such Margin, subject always to Condition 5(h)(ii) below.
- (ii) If any Maximum Rate of Interest or Minimum Rate of Interest, Maximum Instalment Amount or Minimum Instalment Amount or Maximum Redemption Amount or Minimum Redemption Amount is specified hereon, then any Rate of Interest, Instalment Amount or Redemption Amount shall be subject to such maximum or minimum, as the case may be.
- (iii) For the purposes of any calculations required pursuant to these Conditions (unless otherwise specified), (x) all percentages resulting from such calculations shall be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with 0.000005 of a percentage point being rounded up), (y) all figures shall be rounded to seven significant figures (provided that if the eighth significant figure is a 5 or greater,

the seventh significant shall be rounded up) and (z) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with half a unit being rounded up), save in the case of yen, which shall be rounded down to the nearest yen. For these purposes, “unit” means the lowest amount of such currency that is available as legal tender in the country or countries of such currency.

(i) Calculations

The amount of interest payable per Calculation Amount in respect of any Note for any Interest Accrual Period shall be equal to the product of the Rate of Interest, the Calculation Amount specified hereon, and the Day Count Fraction for such Interest Accrual Period, unless an Interest Amount (or a formula for its calculation) is applicable to such Interest Accrual Period, in which case the amount of interest payable per Calculation Amount in respect of such Note for such Interest Accrual Period shall equal such Interest Amount (or be calculated in accordance with such formula). Where any Interest Period comprises two or more Interest Accrual Periods, the amount of interest payable per Calculation Amount in respect of such Interest Period shall be the sum of the Interest Amounts payable in respect of each of those Interest Accrual Periods. In respect of any other period for which interest is required to be calculated, the provisions above shall apply save that the Day Count Fraction shall be for the period for which interest is required to be calculated.

(j) Determination and Publication of Rates of Interest, Interest Amounts, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts and Instalment Amounts

The Calculation Agent shall, as soon as practicable on each Interest Determination Date, or such other time on such date as the Calculation Agent may be required to calculate any rate or amount, obtain any quotation or make any determination or calculation, determine such rate and calculate the Interest Amounts for the relevant Interest Accrual Period, calculate the Final Redemption Amount, Early Redemption Amount, Optional Redemption Amount or Instalment Amount, obtain such quotation or make such determination or calculation, as the case may be, and cause the Rate of Interest and the Interest Amounts for each Interest Accrual Period and the relevant Interest Payment Date and, if required to be calculated, the Final Redemption Amount, Early Redemption Amount, Optional Redemption Amount or any Instalment Amount to be notified to the Trustee, the Issuer, each of the Paying Agents, the Noteholders, any other Calculation Agent appointed in respect of the Notes that is to make a further calculation upon receipt of such information as soon as possible after their determination but in no event later than (i) the commencement of the relevant Interest Period, if determined prior to such time, in the case of notification to such exchange of a Rate of Interest and Interest Amount, or (ii) in all other cases, the fourth Business Day after such determination. Where any Interest Payment Date or Interest Period Date is subject to adjustment pursuant to Condition 5(b)(ii) (*Business Day Convention*), the Interest Amounts and the Interest Payment Date so published may subsequently be amended (or appropriate alternative arrangements made with the consent of the Trustee by way of adjustment) without notice in the event of an extension or shortening of the Interest Period. If the Notes become due and payable under Condition 10 (*Events of Default*), the accrued interest and the Rate of Interest payable in respect of the Notes shall nevertheless continue to be calculated as previously in accordance with this Condition but no publication of the Rate of Interest or the Interest Amount so calculated need be made unless the Trustee otherwise requires. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Calculation Agent(s) shall (in the absence of manifest error) be final and binding upon all parties and the Noteholders.

(k) Determination or Calculation by Trustee

If the Calculation Agent does not at any time for any reason determine or calculate the Rate of Interest for an Interest Accrual Period or any Interest Amount, Instalment Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, the Trustee may, but shall not be obliged to, do so (or may, but shall not be obliged to, appoint an agent on its behalf to do so) and such determination or calculation shall be deemed to have been made by the Calculation Agent. In doing so, the Trustee or such agent appointed by it shall apply the foregoing provisions of this Condition 5 (*Interest and Other Calculations*), with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and, in all other respects it shall do so in such manner as it shall deem fair and reasonable in all the circumstances.

(l) Definitions

In these Conditions, unless the context otherwise requires, the following defined terms shall have the meanings set out below:

“Business Day” means:

- (i) in the case of a currency other than euro or Renminbi, a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in the principal financial centre for such currency; and/or
- (ii) in the case of euro, a day on which T2 is operating (a **“TARGET Business Day”**); and/or
- (iii) in the case of Renminbi, a day (other than a Saturday, Sunday or public holiday) on which commercial banks and foreign exchange markets are generally open for business and settlement of Renminbi payments in Hong Kong; and/or
- (iv) in the case of a currency and/or one or more Business Centres specified hereon a day (other than a Saturday or a Sunday) on which commercial banks and foreign exchange markets settle payments in such currency in the Business Centre(s) or, if no currency is indicated, generally in each of the Business Centres;

“Day Count Fraction” means, in respect of the calculation of an amount of interest on any Note for any period of time (from and including the first day of such period to but excluding the last) (whether or not constituting an Interest Period or an Interest Accrual Period, the **“Calculation Period”**):

- (i) if **“Actual/Actual”** or **“Actual/Actual – ISDA”** is specified hereon, the actual number of days in the Calculation Period divided by 365 (or, if any portion of that Calculation Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365);
- (ii) if **“Actual/365 (Fixed)”** is specified hereon, the actual number of days in the Calculation Period divided by 365;
- (iii) if **“Actual/365 (Sterling)”** is specified hereon, the actual number of days in the Calculation Period divided by 365 or, in the case of an Interest Payment Date falling in a leap year, 366;

- (iv) if “**Actual/360**” is specified hereon, the actual number of days in the Calculation Period divided by 360;
- (v) if “**30/360**”, “**360/360**” or “**Bond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“Y₁” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D₁” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D₁ will be 30; and

“D₂” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31 and D₁ is greater than 29, in which case D₂ will be 30;

- (vi) if “**30E/360**” or “**Eurobond Basis**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“Y₁” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y₂” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M₁” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M₂” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D₁” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D₁ will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31, in which case **D₂** will be 30;

- (vii) if “**30E/360 (ISDA)**” is specified hereon, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless that day is the last day of February or (ii) such number would be 31, in which case **D₁** will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case **D₂** will be 30;

- (viii) if “**Actual/Actual-ICMA**” is specified hereon,

- (a) if the Calculation Period is equal to or shorter than the Determination Period during which it falls, the number of days in the Calculation Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Periods normally ending in any year; and
- (b) if the Calculation Period is longer than one Determination Period, the sum of:
 - (x) the number of days in such Calculation Period falling in the Determination Period in which it begins divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year; and
 - (y) the number of days in such Calculation Period falling in the next Determination Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year,

where:

“**Determination Period**” means the period from and including a Determination Date in any year to but excluding the next Determination Date; and

“Determination Date” means the date(s) specified as such hereon or, if none is so specified, the Interest Payment Date(s);

“Euro-zone” means the region comprised of member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended;

“Interest Accrual Period” means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Period Date and each successive period beginning on (and including) an Interest Period Date and ending on (but excluding) the next succeeding Interest Period Date;

“Interest Amount” means:

- (i) in respect of an Interest Accrual Period, the amount of interest payable per Calculation Amount for that Interest Accrual Period and which, in the case of Fixed Rate Notes, and unless otherwise specified hereon, shall mean the Fixed Coupon Amount or Broken Amount specified hereon as being payable on the Interest Payment Date ending the Interest Period of which such Interest Accrual Period forms part; and
- (ii) in respect of any other period, the amount of interest payable per Calculation Amount for that period;

“Interest Commencement Date” means the Issue Date or such other date as may be specified hereon;

“Interest Determination Date” means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, (i) the first day of such Interest Accrual Period if the Specified Currency is Sterling or Hong Kong dollars or Renminbi other than where the Specified Currency is Renminbi and the Reference Rate is CNH HIBOR or (ii) the day falling two Business Days in London for the Specified Currency prior to the first day of such Interest Accrual Period if the Specified Currency is neither Sterling nor euro nor Hong Kong dollars nor Renminbi or (iii) the day falling two TARGET Business Days prior to the first day of such Interest Accrual Period if the Specified Currency is euro or (iv) the day falling two Business Days in Hong Kong prior to the first day of such Interest Accrual Period if the Specified Currency is Renminbi and the Reference Rate is CNH HIBOR;

“Interest Period” means the period beginning on and including the Interest Commencement Date and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date;

“Interest Period Date” means each Interest Payment Date unless otherwise specified hereon;

“Rate of Interest” means the rate of interest payable from time to time in respect of this Note and that is either specified or calculated in accordance with the provisions hereon;

“Reference Banks” means, in the case of a determination of EURIBOR, the principal Euro-zone office of four major banks in the Euro-zone inter-bank market and, in the case of a determination of HIBOR, the principal Hong Kong office of four major banks in the Hong Kong inter-bank market and, in the case of a determination of CNH HIBOR, the principal

Hong Kong office of four major banks dealing in Renminbi in the Hong Kong inter-bank market, in each case selected by the Issuer or the Independent Adviser (as applicable) and notified in writing to the Calculation Agent and Trustee or as specified hereon;

“Reference Rate” means the rate specified as such hereon;

“Relevant Screen Page” means such page, section, caption, column or other part of a particular information service as may be specified hereon;

“Specified Currency” means the currency specified as such hereon or, if none is specified, the currency in which the Notes are denominated; and

“T2” means the Trans-European Automated Real-time Gross Settlement Express Transfer System or any successor or replacement for that system.

(m) Calculation Agent

The Issuer shall procure that there shall at all times be one or more Calculation Agents if provision is made for it or them hereon and for so long as any Note is outstanding (as defined in the Trust Deed). Where more than one Calculation Agent is appointed in respect of the Notes, references in these Conditions to the Calculation Agent shall be construed as each Calculation Agent performing its respective duties under these Conditions. If the Calculation Agent is unable or unwilling to act as such or if the Calculation Agent fails duly to establish the Rate of Interest for an Interest Accrual Period or to calculate any Interest Amount, Instalment Amount, Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, or to comply with any other requirement, the Issuer shall (with the prior written approval of the Trustee) appoint a leading bank or financial institution engaged in the interbank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent (acting through its principal London office or any other office actively involved in such market) to act as such in its place. The Calculation Agent may not resign its duties without a successor having been appointed as aforesaid.

The Issuer hereby agrees that it shall not name Citibank, N.A., London Branch as Calculation Agent in the Conditions, pricing supplements and/or any other transaction document (the **“Transaction Documents”**) for any Series of Notes where the Calculation Agent is required to form an opinion and/or exercise discretion and/or determine alternative and/or substitute benchmarks, reference rates, successor reference rates and/or screen pages, interest adjustment factors/fractions or spreads, market disruptions or selections of Reference Banks. If, for whatever reason, any clause or reference or statement in the Transaction Documents refers to the Calculation Agent forming an opinion and/or exercising and/or determining alternative and/or substitute benchmarks, reference rates, successor reference rates and/or screen pages, interest adjustment factors/fractions or spreads, market disruptions or selection of Reference Banks and Citibank, N.A., London Branch has been appointed in such capacity then such reference to the Calculation Agent shall be construed as a reference to the Issuer exercising such opinions and/or discretions and/or making such determinations and/or selections for the relevant Series of Notes.

6 Redemption, Purchase and Options

(a) Redemption by Instalments and Final Redemption

- (i) Unless previously redeemed, purchased and cancelled as provided in this Condition 6 (*Redemption, Purchase and Options*), each Note that provides for Instalment Dates and Instalment Amounts shall be partially redeemed on each Instalment Date at the related

Instalment Amount specified hereon. The outstanding nominal amount of each such Note shall be reduced by the Instalment Amount (or, if such Instalment Amount is calculated by reference to a proportion of the nominal amount of such Note, such proportion) for all purposes with effect from the related Instalment Date, unless payment of the Instalment Amount is improperly withheld or refused, in which case, such amount shall remain outstanding until the Relevant Date relating to such Instalment Amount.

- (ii) Unless previously redeemed, purchased and cancelled as provided below, each Note shall be finally redeemed on the Maturity Date specified hereon at its Final Redemption Amount (which, unless otherwise provided hereon, is its outstanding nominal amount) or, in the case of a Note falling within Condition 6(a)(i) above, its final Instalment Amount.

(b) Early Redemption

(i) Zero Coupon Notes

- (A) The Early Redemption Amount payable in respect of any Zero Coupon Note, the Early Redemption Amount of which is not linked to an index and/or a formula, upon redemption of such Note pursuant to Condition 6(c) (*Redemption for Taxation Reasons*), Condition 6(d) (*Redemption at the Option of the Issuer*), Condition 6(e) (*Redemption at the Option of Noteholders*) or Condition 6(f) (*Redemption for Change of Control Put Event*) or upon it becoming due and payable as provided in Condition 10 (*Events of Default*) shall be the Amortised Face Amount (calculated as provided below) of such Note unless otherwise specified hereon.
- (B) Subject to the provisions of sub-paragraph (C) below of this Condition 6(b)(i), the Amortised Face Amount of any such Note shall be the scheduled Final Redemption Amount of such Note on the Maturity Date discounted at a rate per annum (expressed as a percentage) equal to the Accrual Yield (which, if none is shown hereon, shall be such rate as would produce an Amortised Face Amount equal to the issue price of the Notes if they were discounted back to their issue price on the Issue Date) compounded annually.
- (C) If the Early Redemption Amount payable in respect of any such Note upon its redemption pursuant to Condition 6(c) (*Redemption for Taxation Reasons*), Condition 6(d) (*Redemption at the Option of the Issuer*), Condition 6(e) (*Redemption at the Option of Noteholders*) or Condition 6(f) (*Redemption for Change of Control Put Event*) or upon it becoming due and payable as provided in Condition 10 (*Events of Default*) is not paid when due, the Early Redemption Amount due and payable in respect of such Note shall be the Amortised Face Amount of such Note as defined in sub-paragraph (B) above of this Condition 6(b)(i), except that such sub-paragraph shall have effect as though the date on which the Note becomes due and payable were the Relevant Date. The calculation of the Amortised Face Amount in accordance with this sub-paragraph shall continue to be made (both before and after judgment) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due and payable shall be the scheduled Final Redemption Amount of such Note on the Maturity Date together with any interest that may accrue in accordance with Condition 5(d) (*Zero Coupon Notes*).

Where such calculation is to be made for a period of less than one year, it shall be made on the basis of the Day Count Fraction shown hereon.

(ii) Other Notes

The Early Redemption Amount payable in respect of any Note (other than Notes described in Condition 6(b)(i) above), upon redemption of such Note pursuant to Condition 6(c) (*Redemption for Taxation Reasons*), Condition 6(d) (*Redemption at the Option of the Issuer*), Condition 6(e) (*Redemption at the Option of Noteholders*) or Condition 6(f) (*Redemption for Change of Control Put Event*) or upon it becoming due and payable as provided in Condition 10 (*Events of Default*), shall be the Final Redemption Amount unless otherwise specified hereon.

(c) Redemption for Taxation Reasons

The Notes may be redeemed at the option of the Issuer in whole, but not in part, on any Interest Payment Date (if this Note is either a Floating Rate Note or an Index Linked Interest Note) or at any time (if this Note is neither a Floating Rate Note nor an Index Linked Interest Note), on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable) at their Early Redemption Amount (as described in Condition 6(b) (*Early Redemption*) above) (together with interest accrued to the date fixed for redemption), if:

- (i) the Issuer (or, if the Guarantee was called, the Guarantor) satisfies the Trustee immediately prior to the giving of such notice that it (or, if the Guarantee were called, the Guarantor) has or will become obliged to pay Additional Tax Amounts as provided or referred to in Condition 8 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of the British Virgin Islands, Hong Kong or the PRC or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of the Notes, and
- (ii) such obligation cannot be avoided by the Issuer (or the Guarantor, as the case may be) taking reasonable measures available to it, provided, however, that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer (or the Guarantor, as the case may be) would be obliged to pay such Additional Tax Amounts if a payment in respect of the Notes (or the Guarantee, as the case may be) were then due.

Prior to the publication of any notice of redemption pursuant to this Condition 6(c) (*Redemption for Taxation Reasons*), the Issuer shall deliver to the Trustee (A) a certificate signed by an authorised signatory of the Issuer (or of the Guarantor, as the case may be) stating that the obligation referred to in (i) above of this Condition 6(c) (*Redemption for Taxation Reasons*) cannot be avoided by the Issuer (or the Guarantor, as the case may be) taking reasonable measures available to it and (B) an opinion of independent legal or tax advisors of recognised standing with respect to tax matters to the effect that such change or amendment has occurred (irrespective of whether such amendment or change is then effective). The Trustee shall be entitled to accept such certificate and opinion as sufficient evidence of the satisfaction of the condition precedent set out in (ii) above of this Condition 6(c) (*Redemption for Taxation Reasons*), in which event the same shall be conclusive and binding on the Noteholders and Couponholders. All Notes in respect of which any notice of redemption is given under this Condition 6(c) (*Redemption for Taxation Reasons*) shall be redeemed on the date and in such manner as specified in such notice in accordance with this Condition 6(c) (*Redemption for Taxation Reasons*).

(d) Redemption at the Option of the Issuer

If Call Option is specified hereon, the Issuer may, on giving not less than 30 nor more than 60 days' irrevocable notice to the Noteholders (or such other notice period as may be specified hereon) redeem all or, if so provided, some of the Notes on any Optional Redemption Date. Any such redemption of Notes shall be at their Optional Redemption Amount specified hereon (which may be the Early Redemption Amount (as described in Condition 6(b) (*Early Redemption*) above)), together with interest accrued to the date fixed for redemption. Any such redemption or exercise must relate to Notes of a nominal amount at least equal to the Minimum Redemption Amount to be redeemed specified hereon and no greater than the Maximum Redemption Amount to be redeemed specified hereon.

All Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition 6(d) (*Redemption at the Option of the Issuer*).

In the case of a partial redemption, the notice to Noteholders shall also contain the certificate numbers of the Bearer Notes, or in the case of Registered Notes shall specify the nominal amount of Registered Notes drawn and the holder(s) of such Registered Notes, to be redeemed, which shall have been drawn in such place and in such manner as determined by the Issuer and notified in writing to the Trustee, subject to compliance with any applicable laws and stock exchange or other relevant authority requirements.

(e) Redemption at the Option of Noteholders

If Put Option is specified hereon, the Issuer shall, at the option of the holder of any such Note, upon the holder of such Note giving not less than 15 nor more than 30 days' notice to the Issuer (or such other notice period as may be specified hereon), redeem such Note on the Optional Redemption Date(s) at its Optional Redemption Amount specified hereon (which may be the Early Redemption Amount (as described in Condition 6(b) (*Early Redemption*) above)), together with interest accrued to the date fixed for redemption.

To exercise such option, the holder must deposit (in the case of Bearer Notes) such Note (together with all unmatured Receipts and Coupons and unexchanged Talons) with any Paying Agent or (in the case of Registered Notes) the Certificate representing such Note(s) with the Registrar or any Transfer Agent at its specified office, together with a duly completed option exercise notice (an "**Exercise Notice**") in the form obtainable from any Paying Agent, the Registrar or any Transfer Agent (as applicable) within the notice period. No Note or Certificate so deposited and option exercised may be withdrawn (except as provided in the Agency Agreement) without the prior consent of the Issuer.

(f) Redemption for Change of Control Put Event

At any time following the occurrence of a Change of Control Put Event, the holder of any Note will have the right, at such holder's option, to require the Issuer to redeem all, but not some only, of that holder's Notes on the Put Settlement Date at 101 per cent. of their Early Redemption Amount (as described in Condition 6(b) (*Early Redemption*) above), together with accrued interest up to but excluding such Put Settlement Date.

In order to exercise such right, the holder of the relevant Note must deposit such Note (together with all unmatured Receipts and Coupons and unexchanged Talons) (in the case of Bearer Notes) with any Paying Agent at its specified office or the Certificates (in the case of Registered Notes) representing such Note(s) with the Registrar or any Transfer Agent at its specified office together with a duly completed and signed notice of redemption, in the form for the time being current, obtainable from the specified office of any Paying Agent, the Registrar or any Transfer Agent (as applicable) (a "**Put Exercise Notice**"), by not later than

30 days following the occurrence of a Change of Control Put Event or, if later, 30 days following the date upon which notice thereof is given to Noteholders by the Issuer in accordance with Condition 16 (*Notices*).

The “**Put Settlement Date**” shall be the 14th day after the expiry of such period of 30 days as referred to above in this Condition 6(f) (*Redemption for Change of Control Put Event*).

A Put Exercise Notice, once delivered, shall be irrevocable and the Issuer shall redeem the Notes subject to the Put Exercise Notices delivered as aforesaid on the Put Settlement Date.

The Issuer shall give notice to Noteholders in accordance with Condition 16 (*Notices*) and to the Trustee and the Issuing and Paying Agent in writing by not later than 14 days following the first day on which it becomes aware of the occurrence of a Change of Control Put Event, which notice shall specify the procedure for exercise by holders of their rights to require redemption of the Notes pursuant to this Condition 6(f) (*Redemption for Change of Control Put Event*).

None of the Trustee or any of the Agents shall be required to take any steps to ascertain whether a Change of Control Put Event has occurred and shall not be responsible for or liable to the Noteholders, the Couponholders, the Issuer, the Guarantor or the Company for any loss arising from any failure to do so.

In this Condition 6(f) (*Redemption for Change of Control Put Event*):

a “**Change of Control Put Event**” means:

- (i) Central Huijin Investment Ltd. directly or indirectly ceasing to be the largest shareholder of the Company;
- (ii) the Company ceases to directly or indirectly hold or own 100 per cent. of the issued share capital of the Guarantor; or
- (iii) the Guarantor ceases to directly or indirectly hold or own 100 per cent. of the issued share capital of the Issuer.

(g) No Other Redemption

The Issuer shall not be entitled to redeem the Notes otherwise than as provided in this Condition 6 (*Redemption, Purchase and Options*) above.

(h) Partly Paid Notes

Partly Paid Notes will be redeemed, whether at maturity, early redemption or otherwise, in accordance with the provisions of this Condition and the provisions specified hereon.

(i) Purchases

Each of the Issuer, the Guarantor, the Company and their respective Subsidiaries may at any time purchase Notes (provided that all unmaturing Receipts and Coupons and unexchanged Talons relating thereto are attached thereto or surrendered therewith) in the open market or otherwise at any price. The Notes so purchased, while held by or on behalf of the Issuer, the Guarantor, the Company or any such Subsidiary, shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of, among other things, calculating quorums at meetings of the Noteholders or for the purposes of Conditions 10 (*Events of Default*), 11(a) (*Meetings of Noteholders*) or 12 (*Enforcement*) or when the Trustee is determining prejudice or material prejudice to Noteholders.

7 Payments and Talons

(a) Bearer Notes

Payments of principal and interest in respect of Bearer Notes shall, subject as mentioned below, be made against presentation and surrender of the relevant Receipts (in the case of payments of Instalment Amounts other than on the due date for redemption and provided that the Receipt is presented for payment together with its relative Note), Notes (in the case of all other payments of principal and, in the case of interest, as specified in Condition 7(f)(vi)) or Coupons (in the case of interest, save as specified in Condition 7(f)(ii)), as the case may be:

- (i) in the case of a currency other than Renminbi, at the specified office of any Paying Agent outside the United States by a cheque payable in the relevant currency drawn on, or, at the option of the holder, by transfer to an account denominated in such currency with, a Bank; and
- (ii) in the case of Renminbi, by transfer from the relevant Paying Agent's office outside the United States to a Renminbi account maintained by or on behalf of the Noteholder with a Bank in Hong Kong.

In this Condition 7(a) (*Bearer Notes*) and in Condition 7(c) (*Registered Notes*), “**Bank**” means a bank in the principal financial centre for such currency or, in the case of euro, in a city in which banks have access to T2.

(b) Payments in the United States

Notwithstanding the foregoing, if any Bearer Notes are denominated in U.S. dollars, payments in respect thereof may be made at the specified office of any Paying Agent in New York City in the same manner as aforesaid if (i) the Issuer shall have appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment of the amounts on the Notes in the manner provided above when due, (ii) payment in full of such amounts at all such offices is illegal or effectively precluded by exchange controls or other similar restrictions on payment or receipt of such amounts and (iii) such payment is then permitted by United States law, without involving, in the opinion of the Issuer, any adverse tax consequence to the Issuer.

(c) Registered Notes

- (i) Payments of principal (which for the purposes of this Condition 7(c) (*Registered Notes*) shall include final Instalment Amounts but not other Instalment Amounts) in respect of Registered Notes shall be made against presentation and surrender of the relevant Certificates at the specified office of any of the Transfer Agents or of the Registrar and in the manner provided in Condition 7(c)(ii).
- (ii) Interest (which for the purpose of this Condition 7(c) (*Registered Notes*) shall include all Instalment Amounts other than final Instalment Amounts) on Registered Notes shall be paid to the person shown on the Register at the close of business on the fifteenth day before the due date for payment thereof or in the case of Renminbi or otherwise specified, on the fifth day before the due date for payment thereof (the “**Record Date**”). Payments of interest on each Registered Note shall be made:
 - (A) in the case of a currency other than Renminbi, in the relevant currency by cheque drawn on a Bank and mailed to the holder (or to the first named of joint holders) of such Note at its address appearing in the Register. Upon application by the holder to the specified office of the Registrar or any Transfer Agent before the Record Date, such payment of interest may be made by transfer to an account in the relevant currency maintained by the payee with a Bank; and

(B) in the case of Renminbi, by transfer to the registered account of the Noteholder.

In this Condition 7(c) (*Registered Notes*), “**registered account**” means the Renminbi account maintained by or on behalf of the Noteholder with a bank in Hong Kong, details of which appear on the Register at the close of business on the fifth business day before the due date for payment.

(d) Payments subject to Fiscal Laws

All payments will be subject in all cases to (i) any fiscal or other laws, regulations and directives applicable thereto in the place of payment, but without prejudice to the provisions of Condition 8 (*Taxation*) and (ii) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the “**Code**”) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or (without prejudice to the provisions of Condition 8 (*Taxation*)) any law implementing an intergovernmental approach thereto (together “**FATCA**”). No commission or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.

(e) Appointment of Agents

The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the Paying Agents, the Registrar, the Transfer Agents and the Calculation Agent initially appointed by the Issuer and the Guarantor and their respective specified offices are listed below. The Issuing and Paying Agent, the CMU Lodging and Paying Agent, the Paying Agents, the Registrar, the Transfer Agents and the Calculation Agent act solely as agents of the Issuer and the Guarantor and do not assume any obligation or relationship of agency or trust for or with any Noteholder or Couponholder. The Issuer and the Guarantor reserve the right at any time with the prior written approval of the Trustee (where required in accordance with the Agency Agreement) to vary or terminate the appointment of the Issuing and Paying Agent, the CMU Lodging and Paying Agent, any other Paying Agent, any Registrar, any Transfer Agent or the Calculation Agent(s) and to appoint additional or other Paying Agents or Transfer Agents, provided that the Issuer shall at all times maintain (i) an Issuing and Paying Agent, (ii) a Paying Agent in a jurisdiction other than the Relevant Jurisdictions, (iii) a Registrar in relation to Registered Notes, (iv) a Transfer Agent in relation to Registered Notes, (v) a CMU Lodging and Paying Agent in relation to Notes accepted for clearance through the CMU, (vi) one or more Calculation Agent(s) where these Conditions so require, and (vii) such other agents as may be required by any other stock exchange on which the Notes may be listed.

In addition, the Issuer and the Guarantor shall forthwith appoint a Paying Agent in New York City in respect of any Bearer Notes denominated in U.S. dollars in the circumstances described in Condition 7(b) (*Payments in the United States*) above.

Notice of any such termination or appointment or any change of any specified office of an Agent shall promptly be given by the Issuer to the Noteholders.

(f) Unmatured Coupons and Receipts and unexchanged Talons

(i) Upon the due date for redemption of Bearer Notes which comprise Fixed Rate Notes (other than Dual Currency Notes or Index linked Notes), such Notes should be surrendered for payment together with all unmatured Coupons (if any) relating thereto, failing which an amount equal to the face value of each missing unmatured Coupon (or, in the case of payment not being made in full, that proportion of the amount of such missing unmatured Coupon that the sum of principal so paid bears to the total principal due) shall be deducted from the Final Redemption Amount, Early Redemption Amount or Optional Redemption Amount, as the case may be, due for payment. Any amount so

deducted shall be paid in the manner mentioned above against surrender of such missing Coupon within a period of ten years from the Relevant Date for the payment of such principal (whether or not such Coupon has become void pursuant to Condition 9 (*Prescription*)).

- (ii) Upon the due date for redemption of any Bearer Note comprising a Floating Rate Note, Dual Currency Note or Index Linked Note, unmatured Coupons relating to such Note (whether or not attached) shall become void and no payment shall be made in respect of them.
- (iii) Upon the due date for redemption of any Bearer Note, any unexchanged Talon relating to such Note (whether or not attached) shall become void and no Coupon shall be delivered in respect of such Talon.
- (iv) Upon the due date for redemption of any Bearer Note that is redeemable in instalments, all Receipts relating to such Note having an Instalment Date falling on or after such due date (whether or not attached) shall become void and no payment shall be made in respect of them.
- (v) Where any Bearer Note that provides that the relative unmatured Coupons are to become void upon the due date for redemption of those Notes is presented for redemption without all unmatured Coupons, and where any Bearer Note is presented for redemption without any unexchanged Talon relating to it, redemption shall be made only against the provision of such indemnity as the Issuer may require.
- (vi) If the due date for redemption of any Note is not a due date for payment of interest, interest accrued from the preceding due date for payment of interest or the Interest Commencement Date, as the case may be, shall only be payable against presentation (and surrender if appropriate) of the relevant Bearer Note or Certificate representing it, as the case may be. Interest accrued on a Note that only bears interest after its Maturity Date shall be payable on redemption of such Note against presentation of the relevant Note or Certificate representing it, as the case may be.

(g) Talons

On or after the Interest Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Bearer Note, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Issuing and Paying Agent in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 9 (*Prescription*)).

(h) Non-Business Days

If any date for payment in respect of any Note, Receipt or Coupon is not a business day, the holder shall not be entitled to payment until the next following business day nor to any interest or other sum in respect of such postponed payment or if a cheque mailed in accordance with Conditions 7(a)(i) or 7(c)(ii)(A) arrives after the due date for payment. In this Condition 7 (*Payments and Talons*), “**business day**” means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are generally open for business in the relevant place of presentation, in such jurisdictions as shall be specified as “**Financial Centres**” hereon and:

- (i) (in the case of a payment in a currency other than euro and Renminbi) where payment is to be made by transfer to an account maintained with a bank in the relevant currency, on which foreign exchange transactions may be carried on in the relevant currency in the principal financial centre of the country of such currency; or

- (ii) (in the case of a payment in euro) which is a TARGET Business Day; or
- (iii) (in the case of a payment in Renminbi) on which banks and foreign exchange markets are open for business and settlement of Renminbi payments in Hong Kong.

8 Taxation

All payments of principal, premium and interest by or on behalf of the Issuer or the Guarantor in respect of the Notes, the Receipts and the Coupons or under the Guarantee shall be made free and clear of, and without withholding or deduction for, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within the British Virgin Islands, Hong Kong or the PRC or any authority therein or thereof having power to tax (each, as applicable, a “**Relevant Jurisdiction**”), unless such withholding or deduction is required by law.

Where such withholding or deduction is made by the Issuer or, as the case may be, the Guarantor, in respect of PRC tax not exceeding the aggregate rate applicable on the date on which agreement is reached to issue the first Tranche of the Notes specified hereon (the “**Applicable Rate**”), the Issuer or, as the case may be, the Guarantor, will increase the amounts paid by it to the extent required, so that the net amount received by Noteholders or Couponholders equals the amounts which would otherwise have been receivable by them had no such withholding or deduction been required.

If the Issuer or, as the case may be, the Guarantor, is required to make a deduction or withholding in respect of PRC tax at a rate in excess of the Applicable Rate, or in respect of a Relevant Jurisdiction other than the PRC, the Issuer or, as the case may be, the Guarantor shall pay such additional amounts (“**Additional Tax Amounts**”) as will result in receipt by the Noteholders and Couponholders of such amounts as would have been received by them had no such withholding or deduction been required, except that no Additional Tax Amounts shall be payable in respect of any Note, Receipt or Coupon or in respect of any payment pursuant to the Guarantee:

(a) Other connection

to, or to a third party on behalf of, a Noteholder or Couponholder who is liable to such taxes, duties, assessments or governmental charges in respect of such Note, Receipt or Coupon by reason of his having some connection with the Relevant Jurisdiction other than the mere holding of the Note, Receipt or Coupon or where the withholding or deduction could be avoided by the holder making a declaration of non-residence or other similar claim for exemption to the appropriate authority; or

(b) Lawful avoidance of withholding

to, or to a third party on behalf of, a holder who could lawfully avoid (but has not so avoided) such deduction or withholding by complying or procuring that any third party complies with any statutory requirements or by making or procuring that any third party makes a declaration of non-residence or other similar claim for exemption to any tax authority in the place where the Certificate, Receipt or Coupon representing the Bond is presented for payment; or

(c) Presentation more than 30 days after the Relevant Date

presented (or in respect of which the Certificate representing it is presented) for payment more than 30 days after the Relevant Date except to the extent that the Noteholder or Couponholder would have been entitled to such Additional Tax Amounts on presenting it for payment on the 30th day; or

(d) Presentation in Relevant Jurisdiction

presented for payment in a Relevant Jurisdiction; or

(e) FATCA

where such withholding or deduction is imposed pursuant to FATCA.

For the avoidance of doubt, the Issuer's or the Guarantor's obligation to pay additional amounts in respect of taxes, duties, assessments and other governmental charges will not apply to (a) any estate, inheritance, gift, sales, transfer, personal property or any similar tax, duty, assessment or other governmental charge or (b) any tax, duty, assessment or other governmental charge which is payable otherwise than by deduction or withholding from payments of principal of, or interest on, the Notes.

As used in these Conditions, "**Relevant Date**" in respect of any Note, Receipt or Coupon means the date on which payment in respect of it first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date seven days after that on which notice is duly given to the Noteholders that, upon further presentation of the Note (or relative Certificate), Receipt or Coupon being made in accordance with these Conditions, such payment will be made, provided that payment is in fact made upon such presentation. References in these Conditions to (i) "**principal**" shall be deemed to include any premium payable in respect of the Notes, all Instalment Amounts, Final Redemption Amounts, Early Redemption Amounts, Optional Redemption Amounts, Amortised Face Amounts and all other amounts in the nature of principal payable pursuant to Condition 6 (*Redemption, Purchase and Options*) or any amendment or supplement to it, (ii) "**interest**" shall be deemed to include all Interest Amounts and all other amounts payable pursuant to Condition 5 (*Interest and Other Calculations*) or any amendment or supplement to it and (iii) "**principal**" and/or "**interest**" shall be deemed to include any additional amounts that may be payable under this Condition 8 (*Taxation*) or any undertaking given in addition to or in substitution for it under the Trust Deed.

If payments in respect of the Notes by the Issuer or the Guarantor (or any successor of the Issuer or the Guarantor) become generally subject to taxation in any jurisdiction other than the British Virgin Islands, Hong Kong or the PRC, references in these Conditions to Relevant Jurisdiction shall be construed to include such other jurisdiction.

9 Prescription

Claims against the Issuer and/or the Guarantor for payment in respect of the Notes, Receipts and Coupons (which, for this purpose, shall not include Talons) shall be prescribed and become void unless made within ten years (in the case of principal or premium) or five years (in the case of interest) from the appropriate Relevant Date in respect of them.

10 Events of Default

If any of the following events (each an "**Event of Default**") occurs, the Trustee at its discretion may, and if so requested in writing by holders of at least 25 per cent. in aggregate nominal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution shall (subject in each case to the Trustee first having been indemnified and/or secured and/or pre-funded to its satisfaction), give written notice to the Issuer and the Guarantor declaring that the Notes are, and they shall immediately become, due and payable at their Early Redemption Amount together (if applicable) with accrued interest:

(a) Non-payment

there is a failure to pay (i) the principal of or any premium on any of the Notes within seven days after the due date for such payment; or (ii) any interest on any of the Notes within 14 days after the due date for such payment; or

(b) Breach of Other Obligations

the Issuer, the Guarantor or the Company does not perform or comply with any one or more of its other obligations under the Notes, the Trust Deed or the Keepwell Deed (other than where it gives rise to a redemption pursuant to Condition 6(f) (*Redemption for Change of Control Put Event*) or an event of default pursuant to Condition 10(a) (*Non-payment*)) and, which default is incapable of remedy or, if in the opinion of the Trustee such default is capable of remedy, such default is not remedied within 30 days after notice of such default shall have been given to the Issuer, the Guarantor or the Company (as the case may be) by the Trustee; or

(c) Cross-acceleration

(i) failure to pay within 10 business days after final maturity (after giving effect to the expiration of any applicable grace period therefor) the principal of any other present or future indebtedness of the Company, the Guarantor, the Issuer or any of their Principal Subsidiaries, (ii) acceleration of the maturity of any indebtedness of the Company, the Guarantor, the Issuer or any of their Principal Subsidiaries following a default by the Company, the Guarantor, the Issuer, or such Principal Subsidiary, if such indebtedness is not discharged, or such acceleration is not annulled, within 10 business days after receipt by the Trustee of the written notice from the Company, the Guarantor or the Issuer as provided in the Trust Deed, or (iii) failure to pay any amount payable by the Company, the Guarantor, the Issuer or any Principal Subsidiary under any guarantee or indemnity in respect of any indebtedness of any other person if such obligation is not discharged or otherwise satisfied within 10 business days after receipt by the Trustee of written notice as provided in the Trust Deed; provided, however, that no such event set forth in sub-clause (i), (ii) or (iii) shall constitute an Event of Default unless the aggregate outstanding indebtedness to which all such events relate exceeds US\$50,000,000 (or its equivalent in any other currency or currencies); or

(d) Enforcement Proceedings

a distress, attachment, execution or other legal process is levied, enforced or sued out on or against any material part of the property, assets or revenues of the Issuer, the Guarantor, the Company or any of their respective Principal Subsidiaries and is not discharged or stayed within 90 days; or

(e) Security Enforced

any mortgage, charge, pledge, lien or other encumbrance, present or future, created or assumed by the Issuer, the Guarantor, the Company or any of their respective Principal Subsidiaries over the whole or any material part of the assets of the Issuer, the Guarantor, the Company or their respective Principal Subsidiaries, becomes enforceable and any step is taken to enforce it (including the taking of possession or the appointment of a receiver, manager or other similar person) and is not discharged within 30 days; or

(f) Insolvency

the Issuer, the Guarantor, the Company or any of their respective Principal Subsidiaries is (or is deemed by law or a court of competent jurisdiction to be) insolvent or bankrupt or unable to pay its debts, stops, suspends or threatens to stop or suspend payment of all or a material part of its debts, proposes or makes any agreement for the deferral, rescheduling or other readjustment of all of its debts, proposes or makes a general assignment or an arrangement or

composition with or for the benefit of the relevant creditors in respect of any of such debts or commences a voluntary case or proceeding under any applicable bankruptcy law, consents to the entry of judgment, decree or order for relief against it in an involuntary case or proceeding under any applicable bankruptcy law, consents to the appointment of receiver of it or for any material part of its property and assets, consents to or acquiesces in the institution of a bankruptcy or an insolvency proceeding against it, or takes any corporate action to authorise or effect any of the foregoing, or a moratorium is agreed or declared in respect of or affecting all or any material part of the debts of the Issuer, the Guarantor, the Company or any of their respective Principal Subsidiaries; or

(g) Winding-up

an administrator is appointed, an order is made by a court of competent jurisdiction or an effective resolution passed for the winding-up or dissolution of the Issuer, the Guarantor, the Company or any of their respective Principal Subsidiaries, or the Issuer, the Guarantor, the Company or any of their respective Principal Subsidiaries ceases or threatens to cease to carry on all or a material part of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation (i) on terms approved by an Extraordinary Resolution of the Noteholders or with the consent of the Trustee, or (ii) in the case of a Principal Subsidiary, whereby the undertaking and assets of such Principal Subsidiary are transferred to or otherwise vested in the Issuer, the Guarantor or the Company, as the case may be, or any of their respective Subsidiaries; or

(h) Nationalisation

any step is taken by any person with a view to the seizure, compulsory acquisition, expropriation or nationalisation of all or a material part of the assets of the Issuer, the Guarantor, the Company or any of their respective Principal Subsidiaries; or

(i) Authorisation and Consents

any action, condition or thing (including the obtaining or effecting of any necessary consent, approval, authorisation, exemption, filing, licence, order, recording or registration) at any time required to be taken, fulfilled or done in order (i) to enable the Issuer, the Guarantor and the Company lawfully to enter into, exercise their respective rights and perform and comply with their respective obligations under the Notes, the Trust Deed and the Keepwell Deed (other than with regard to the performance of and compliance with obligations thereunder); (ii) to ensure that those obligations referred to in (i) are legally binding and enforceable and (iii) to make the Notes, the Trust Deed and the Keepwell Deed admissible in evidence in the courts of Hong Kong, is not taken, fulfilled or done; or

(j) Illegality

it is or will become unlawful for any of the Issuer, the Guarantor and the Company to perform or comply with any one or more of their respective obligations under any of the Notes, the Coupons, the Trust Deed, the Agency Agreement and the Keepwell Deed; or

(k) Keepwell Deed

the Keepwell Deed is not or is claimed by the Issuer, the Guarantor or the Company not to be in full force and effect, or the Issuer, the Guarantor or the Company is in breach of its respective obligations thereunder, or the Keepwell Deed is modified, amended or terminated other than strictly in accordance with its terms; or

(l) Guarantee

the Guarantee is unenforceable or invalid or shall for any reason cease to be in full force and effect or is claimed to be unenforceable, invalid or not in full force and effect by the Issuer or the Guarantor; or

(m) Analogous Events

any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in Condition 10(d) (*Enforcement Proceedings*) to Condition 10(g) (*Winding-up*) (both inclusive).

For the purposes of this Condition 10 (*Events of Default*):

“**business day**” means a day (other than a Saturday, Sunday or public holiday) on which commercial banks are generally open for business in Hong Kong and the PRC;

“**Principal Subsidiary**” means any Subsidiary of the Issuer, the Guarantor and/or the Company:

- (i) whose gross revenue (consolidated in the case of a Subsidiary which itself has Subsidiaries) attributable to the Issuer, the Guarantor or the Company, as the case may be, as shown by its latest audited income statement, are at least five per cent. of the consolidated gross revenues as shown by the latest published audited income statement of the Issuer, the Guarantor or the Company, as the case may be, and their respective consolidated Subsidiaries including, for the avoidance of doubt, the Issuer, the Guarantor or the Company, as the case may be, and their respective consolidated Subsidiaries' share of profits of Subsidiaries not consolidated and of jointly controlled entities and after adjustments for minority interests; or
- (ii) whose net profits (consolidated in the case of a Subsidiary which itself has Subsidiaries) attributable to the Issuer, the Guarantor or the Company, as the case may be, as shown by its latest audited income statement, are at least five per cent. of the consolidated net profits as shown by the latest published audited income statement of the Issuer, the Guarantor or the Company, as the case may be, and their respective consolidated Subsidiaries, including, for the avoidance of doubt, the Issuer, the Guarantor or the Company, as the case may be, and their respective consolidated Subsidiaries' share of profits of Subsidiaries not consolidated and of jointly controlled entities and after adjustments for minority interests; or
- (iii) whose gross assets (consolidated in the case of a Subsidiary which itself has Subsidiaries) attributable to the Issuer, the Guarantor or the Company, as the case may be, as shown by its latest audited balance sheet, are at least five per cent. of the consolidated gross assets as shown by the latest published audited balance sheet of the Issuer, the Guarantor or the Company, as the case may be, and their respective consolidated Subsidiaries, including, for the avoidance of doubt, the investment of the Issuer, the Guarantor or the Company, as the case may be, in each Subsidiary whose accounts are not consolidated with the consolidated audited accounts of the Issuer, the Guarantor or the Company, as the case may be, and after adjustments for minority interests; or
- (iv) to which is transferred the whole or substantially the whole of the assets of a Subsidiary which immediately prior to such transfer was a Principal Subsidiary, provided that the Principal Subsidiary which so transfers its assets shall forthwith upon such transfer cease to be a Principal Subsidiary and the Subsidiary to which the assets are so transferred shall cease to be a Principal Subsidiary at the date on which the first published audited accounts (consolidated, if appropriate) of the Issuer, the Guarantor or the Company, as the case may be, prepared as of a date later than such transfer are issued unless such Subsidiary would continue to be a Principal Subsidiary on the basis of such accounts by virtue of paragraphs (i), (ii) or (iii) above of this definition;

provided that, in relation to paragraphs (i), (ii) or (iii) above of this definition:

- (A) in the case of a corporation or other business entity becoming a Subsidiary after the end of the financial period to which the latest consolidated audited accounts of the Issuer, the Guarantor or the Company, as the case may be, relate, the reference to the then latest consolidated audited accounts of the Issuer, the Guarantor or the Company, as the case may be, for the purposes of the calculation above shall, until consolidated audited accounts of the Issuer, the Guarantor or the Company, as the case may be, for the financial period in which the relevant corporation or other business entity becomes a Subsidiary are published, be deemed to be a reference to the then latest consolidated audited accounts of the Issuer, the Guarantor or the Company, as the case may be, adjusted to consolidate the latest audited accounts (consolidated in the case of a Subsidiary which itself has Subsidiaries) of such Subsidiary in such accounts;
- (B) if at any relevant time in relation to the Issuer, the Guarantor, the Company or any Subsidiary which itself has Subsidiaries no consolidated accounts are prepared and audited, the gross revenue, net profits or gross assets of the Issuer, the Guarantor, the Company and/or any such Subsidiary shall be determined on the basis of pro forma consolidated accounts prepared for this purpose by the Issuer, the Guarantor or the Company, as the case may be, for the purposes of preparing a certificate thereon to the Trustee;
- (C) if at any relevant time in relation to any Subsidiary, no accounts are audited, its gross revenue, net profits or gross assets (consolidated, if appropriate) shall be determined on the basis of pro forma accounts (consolidated, if appropriate) of the relevant Subsidiary prepared for this purpose by the Issuer, the Guarantor or the Company, as the case may be, for the purposes of preparing a certificate thereon to the Trustee; and
- (D) if the accounts of any Subsidiary (not being a Subsidiary referred to in proviso (A) above) are not consolidated with those of the Issuer, the Guarantor or the Company, as the case may be, then the determination of whether or not such Subsidiary is a Principal Subsidiary shall be based on a pro forma consolidation of its accounts (consolidated, if appropriate) with the consolidated accounts (determined on the basis of the foregoing) of the Issuer, the Guarantor or the Company, as the case may be.

Each of the Issuer, the Guarantor and the Company will give to the Trustee within 14 days of a written request by the Trustee, a certificate signed by an authorised signatory of the Issuer or, as the case may be, the Guarantor listing those Subsidiaries that as at the last day of the last financial year of the Company or as at the date specified in such request were Principal Subsidiaries. A certificate signed by any one of the authorised signatories of the Issuer, the Guarantor or the Company, respectively, stating that, in his/her opinion, a Subsidiary is or is not, or was or was not, a Principal Subsidiary of the Issuer, the Guarantor or the Company, as the case may be, shall, in the absence of manifest error, be conclusive and binding on all parties and the Noteholders and Couponholders.

11 Meetings of Noteholders, Modification, Waiver and Substitution

(a) Meetings of Noteholders

The Trust Deed contains provisions for convening meetings (including meetings held by way of conference calls using a videoconference platform) of Noteholders to consider matters affecting their interests, including the sanctioning by Extraordinary Resolution of a modification of any of these Conditions or any provisions of the Trust Deed, the Agency Agreement or the Keepwell Deed. Such a meeting may be convened by the Issuer, the Guarantor or the Trustee and shall be convened by the Trustee if requested in writing to do so by Noteholders holding not less than 10 per cent. in aggregate nominal amount of the

Notes for the time being outstanding (subject to it being indemnified and/or secured and/or pre-funded to its satisfaction against all costs and expenses). The quorum for any meeting convened to consider an Extraordinary Resolution will be two or more persons holding or representing more than 50 per cent. in aggregate nominal amount of the Notes for the time being outstanding, or at any adjourned meeting two or more persons being or representing Noteholders whatever the nominal amount of the Notes held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*, (i) to amend the dates of maturity or redemption of the Notes, any Instalment Date or any date for payment of interest or Interest Amounts on the Notes, (ii) to reduce or cancel the nominal amount of, or any Instalment Amount of, or any premium payable on redemption of, the Notes, (iii) to reduce the rate or rates of interest in respect of the Notes or to vary the method or basis of calculating the rate or rates or amount of interest or the basis for calculating any Interest Amount in respect of the Notes, (iv) if a Minimum Rate of Interest and/or a Maximum Rate of Interest, Instalment Amount or Redemption Amount is shown hereon, to reduce any such Minimum Rate of Interest and/or Maximum Rate of Interest, (v) to vary any method of, or basis for, calculating the Final Redemption Amount, the Early Redemption Amount or the Optional Redemption Amount, including the method of calculating the Amortised Face Amount, (vi) to vary the currency or currencies of payment or denomination of the Notes, (vii) to modify the provisions concerning the quorum required at any meeting of Noteholders or the majority required to pass an Extraordinary Resolution or (viii) to modify or cancel the Guarantee or the Keepwell Deed (subject to Condition 11(b) (*Modification of Agreements and Deeds*)), in which case the necessary quorum will be two or more persons holding or representing not less than 75 per cent. or at any adjourned meeting not less than 25 per cent. in aggregate nominal amount of the Notes for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Noteholders (whether or not they were present at the meeting at which such resolution was passed) and on all Couponholders.

The Trust Deed provides that (i) a resolution passed at a meeting of Noteholders duly convened and held in accordance with the Trust Deed by a majority of at least 50 per cent. of the votes cast, (ii) a resolution in writing signed by or on behalf of the holders of not less than 90 per cent. in aggregate nominal amount of the Notes for the time being outstanding or (iii) consent given by way of Electronic Consent (as defined in the Trust Deed), shall, in each case, for all purposes be effective as an Extraordinary Resolution. An Extraordinary Resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

The Conditions may be amended, modified or varied in relation to any Series of Notes by the terms of the relevant Pricing Supplement in relation to such Series.

(b) Modification of Agreements and Deeds

The Trustee may (but shall not be obliged to) agree, without the consent of the Noteholders or Couponholders, to (i) any modification of any of these Conditions or any of the provisions of the Trust Deed, the Agency Agreement or the Keepwell Deed that is of a formal, minor or technical nature or is made to correct a manifest error or an error which is, in the opinion of the Trustee, proven, and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of these Conditions or any of the provisions of the Trust Deed, the Agency Agreement or the Keepwell Deed that is in the opinion of the Trustee not materially prejudicial to the interests of the Noteholders. Any such modification, authorisation or waiver shall be binding on the Noteholders and the Couponholders and, unless the Trustee otherwise agrees, such modification, authorisation or waiver shall be notified by the Issuer to the Noteholders as soon as practicable.

(c) Substitution

The Trust Deed contains provisions permitting (but not obliging) the Trustee to agree, subject to such amendment of the Trust Deed and such other conditions as set forth in the Trust Deed and the Trustee may require, but without the consent of the Noteholders or the Couponholders, to the substitution of the Issuer's successor in business or any Subsidiary as defined in the Trust Deed of the Issuer or its successor in business or of the Guarantor or its successor in business or any Subsidiary of the Guarantor or its successor in business in place of the Issuer or the Guarantor, or of any previous substituted company, as principal debtor under the Trust Deed and the Notes. In the case of such a substitution the Trustee may agree, without the consent of the Noteholders or the Couponholders, to a change of the law governing the Notes, the Receipts, the Coupons, the Talons and/or the Trust Deed provided that such change would not in the opinion of the Trustee be materially prejudicial to the interests of the Noteholders.

(d) Entitlement of the Trustee

In connection with the exercise of its functions, rights, powers and discretions (including but not limited to those referred to in this Condition 11 (*Meetings of Noteholders, Modification, Waiver and Substitution*)) the Trustee shall have regard to the interests of the Noteholders as a class and shall not have regard to the consequences of such exercise for individual Noteholders or Couponholders, and the Trustee shall not be entitled to require on behalf of any Noteholder, nor shall any Noteholder or Couponholder be entitled to claim, from the Issuer or the Guarantor any indemnification or payment in respect of any tax consequence of any such exercise upon individual Noteholders or Couponholders.

12 Enforcement

At any time after the Notes become due and payable, the Trustee may, at its discretion and without further notice, institute such proceedings against the Issuer, the Guarantor and/or the Company as it may think fit to enforce the terms of the Trust Deed, the Keepwell Deed, the Notes, the Receipts and the Coupons, but it need not take any such proceedings unless (a) it shall have been so directed by an Extraordinary Resolution or so requested in writing by Noteholders holding at least 25 per cent. in aggregate nominal amount of the Notes then outstanding, and (b) it shall first have been indemnified and/or secured and/or pre-funded to its satisfaction. No Noteholder, Receiptholder and/or Couponholder may proceed directly against the Issuer, the Guarantor or the Company unless the Trustee, having become bound so to proceed, fails to do so within a reasonable time and such failure is continuing.

13 Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility. The Trustee is entitled to enter into business transactions with the Issuer, the Guarantor, the Company and/or any entity related to the Issuer, the Guarantor or the Company without accounting for any profit.

None of the Trustee or any of the Agents shall be responsible for the performance by the Issuer, the Guarantor, the Company and any other person appointed by the Issuer in relation to the Notes of the duties and obligations on their part expressed in respect of the same and, unless it has express written notice from the Issuer, the Guarantor or the Company to the contrary, the Trustee and each Agent shall assume that the same are being duly performed. None of the Trustee or any Agent shall be liable to any Noteholder or any other person for any action taken by the Trustee or such Agent in accordance with the instructions of the Noteholders. The Trustee shall be entitled to rely on any direction, request or resolution of Noteholders given by holders of the requisite nominal amount of Notes outstanding or passed at a meeting of Noteholders convened and held in accordance with the Trust Deed. Whenever the Trustee is required or entitled by the terms of the Trust Deed, the Keepwell Deed or these Conditions to exercise any discretion or power, take any

action, make any decision or give any direction, the Trustee is entitled, prior to its exercising any such discretion or power, taking any such action, making any such decision, or giving any such direction, to seek directions from the Noteholders by way of an Extraordinary Resolution, and the Trustee is not responsible for any loss or liability incurred by any person as a result of any delay in it exercising such discretion or power, taking such action, making such decision, or giving such direction where the Trustee is seeking such directions or in the event that no such directions are received. The Trustee shall not be under any obligation to monitor or supervise compliance with the provisions of the Trust Deed, the Agency Agreement, the Keepwell Deed or these Conditions.

The Trustee may rely without liability to Noteholders or Couponholders on any report, confirmation or certificate or any advice or opinion of any legal advisers, accountants, financial advisors, financial institution or any other expert, whether or not addressed to it and whether their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or any other person or in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may accept and shall be entitled to rely on any such report, confirmation, certificate, advice or opinion and, in such event, such report, confirmation, certificate, advice or opinion shall be binding on the Issuer, the Guarantor, the Company and the Noteholders.

14 Replacement of Notes, Certificates, Receipts, Coupons and Talons

If a Note, Certificate, Receipt, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed, it may be replaced, subject to applicable laws, regulations and stock exchange or other relevant authority regulations, at the specified office of the Issuing and Paying Agent (in the case of Bearer Notes, Receipts, Coupons or Talons) and of the Registrar (in the case of Certificates) or such other Paying Agent or Transfer Agent, as the case may be, as may from time to time be designated by the Issuer for that purpose and notice of whose designation is given to Noteholders, in each case on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Note, Certificate, Receipt, Coupon or Talon is subsequently presented for payment or, as the case may be, for exchange for further Coupons, there shall be paid to the Issuer on demand the amount payable by the Issuer in respect of such Notes, Certificates, Receipts, Coupons or further Coupons) and otherwise as the Issuer or the relevant Agent may require. Mutilated or defaced Notes, Certificates, Receipts, Coupons or Talons must be surrendered before replacements will be issued.

15 Further Issues

The Issuer may from time to time without the consent of the Noteholders or Couponholders create and issue further securities having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest on them) and so that such further issue shall be consolidated and form a single series with an outstanding Series. References in these Conditions to the Notes include (unless the context requires otherwise) any other securities issued pursuant to this Condition 15 (*Further Issues*) and forming a single series with the Notes.

16 Notices

Notices to the holders of Registered Notes shall be mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing and, so long as the Notes are listed on a stock exchange and the rules of that exchange so require, published at the Issuer's expense in a leading newspaper having general circulation in Asia (which is expected to be *The Wall Street Journal Asia*). Notices to the holders of Bearer Notes shall be valid if published in a daily newspaper of general circulation in Asia and, so long as the Notes are listed on a stock exchange and the rules of that exchange so require, published at the Issuer's expense in a daily newspaper with general circulation in Asia (which is expected to be *The Wall Street Journal Asia*). If any such publication

is not practicable, notice shall be validly given if published in another leading daily English language newspaper with general circulation in Asia. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which publication is made, as provided above.

So long as any Global Note is, or any Notes represented by a Global Certificate are, held on behalf of, or registered in the name of any operator of or nominee for, a clearing system, notices to Noteholders shall be given by delivery of the relevant notice to the relevant clearing system, for communication by it to entitled accountholders in substitution for notification as required by the Conditions, and such notice shall be deemed to be received by the Noteholders on the date of delivery of such notice to the relevant clearing system.

Couponholders shall be deemed for all purposes to have notice of the contents of any notice given to the holders of Bearer Notes in accordance with this Condition 16 (*Notices*).

17 Contracts (Rights of Third Parties) Act 1999

No person shall have any right to enforce any term or condition of the Notes under the Contracts (Rights of Third Parties) Act 1999.

18 Governing Law and Jurisdiction

(a) Governing Law

The Trust Deed, the Notes, the Receipts, the Coupons and the Talons, the Agency Agreement, the Guarantee and the Keepwell Deed, and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, the laws of England.

(b) Jurisdiction

The courts of Hong Kong are to have exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Notes, Receipts, Coupons or Talons, the Guarantee, the Keepwell Deed and the Trust Deed. Accordingly, any legal action or proceedings arising out of or in connection with any Notes, Receipts, Coupons or Talons, the Guarantee, the Keepwell Deed and the Trust Deed (“**Proceedings**”) shall be brought in the courts of Hong Kong. Each of the parties irrevocably submits to the jurisdiction of such courts and waives any objection to Proceedings in such courts whether on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum.

(c) Agent for Service of Process

Each of the Issuer and the Company has irrevocably appointed the Guarantor at its registered office, currently at 29th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong, to receive service of process in any Proceedings in Hong Kong. Such service shall be deemed completed on delivery to such agent (whether or not, it is forwarded to and received by the Issuer or the Company). If for any reason such agent ceases to be able to act as such or no longer has an address in Hong Kong, each of the Issuer and the Company irrevocably agrees to forthwith appoint a substitute process agent in Hong Kong and deliver to the Trustee a copy of the agent’s acceptance of that appointment within 30 days of such cessation. Nothing shall affect the right to serve process in any manner permitted by law.

SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM

Terms used in this section that are not otherwise defined shall have the meanings given to them in “Terms of Conditions of the Notes”.

Initial Issue of Notes

Global Notes and Global Certificates may be delivered on or prior to the original issue date of the Tranche to a common depositary for Euroclear and Clearstream (the “**Common Depositary**”) or a sub-custodian for the CMU.

Upon the initial deposit of a Global Note or a Global Certificate with the Common Depositary or with a sub-custodian for the CMU or registration of Registered Notes in the name of (i) any nominee for the Common Depositary or for Euroclear and Clearstream or (ii) the Hong Kong Monetary Authority as operator of the CMU and delivery of the relevant Global Note or Global Certificate to the Common Depositary or the sub-custodian for the CMU (as the case may be), Euroclear or Clearstream or the CMU (as the case may be) will credit each subscriber with a nominal amount of Notes equal to the nominal amount thereof for which it has subscribed and paid.

Notes that are initially deposited with the Common Depositary may also be credited to the accounts of subscribers with (if indicated in the relevant Pricing Supplement) other clearing systems through direct or indirect accounts with Euroclear and Clearstream held by such other clearing systems. Conversely, Notes that are initially deposited with any other clearing system may similarly be credited to the accounts of subscribers with Euroclear, Clearstream or other clearing systems.

Relationship of Accountholders with Clearing Systems

Each of the persons shown in the records of Euroclear, Clearstream or any other clearing system (an “**Alternative Clearing System**”) as the holder of a Note represented by a Global Note or a Global Certificate must look solely to Euroclear, Clearstream or any such Alternative Clearing System (as the case may be) for his share of each payment made by the Issuer to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, and in relation to all other rights arising under the Global Notes or Global Certificates, subject to and in accordance with the respective rules and procedures of Euroclear, Clearstream or such Alternative Clearing System (as the case may be). Such persons shall have no claim directly against the Issuer in respect of payments due on the Notes for so long as the Notes are represented by such Global Note or Global Certificate and such obligations of the Issuer will be discharged by payment to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, in respect of each amount so paid.

If a Global Note or a Global Certificate is lodged with a sub-custodian for or registered with the CMU, the person(s) for whose account(s) interests in such Global Note or Global Certificate are credited as being held in the CMU in accordance with the CMU Rules at the relevant time (which notification, in either case, shall be conclusive evidence of the records of the CMU) shall be the only person(s) entitled or in the case of Registered Notes, directed or deemed by the CMU as entitled to receive payments in respect of Notes represented by such Global Note or Global Certificate and the Issuer will be discharged by payment to, or to the order of, such person(s) for whose account(s) interests in such Global Note or Global Certificate are credited as being held with the CMU in respect of each amount so paid. Each of the persons shown in the records of the CMU as the beneficial holder of a particular nominal amount of Notes represented by such Global Note or Global Certificate must look solely to the CMU Lodging and Paying Agent (as agent of the Issuer) for his share of each payment so made by the Issuer in respect of such Global Note or Global Certificate.

Exchange

Temporary Global Notes

Each Temporary Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date:

- (i) if the relevant Pricing Supplement indicates that such Global Note is issued in compliance with TEFRA C or in a transaction to which TEFRA is not applicable (as to which, see “*Summary of the Programme – Selling Restrictions*”), in whole, but not in part, for the Definitive Notes defined and described below; and
- (ii) otherwise, in whole or in part upon certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement for interests in a Permanent Global Note or, if so provided in the relevant Pricing Supplement, for Definitive Notes.

The CMU may require that any such exchange for a Permanent Global Note is made in whole and not in part and in such event, no such exchange will be effected until all relevant account holders (as set out in a CMU Issue Position Report (as defined in the rules of the CMU) or any other relevant notification supplied to the CMU Lodging and Paying Agent by the CMU) have so certified.

The holder of a Temporary Global Note will not be entitled to collect any payment of interest, principal or other amount due on or after the Exchange Date unless, upon due certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement, exchange of the Temporary Global Note for an interest in a Permanent Global Note or for Definitive Notes is improperly withheld or refused. The payments in respect of a Note issued under TEFRA D pursuant to Condition 6(e) of the Conditions may not be collected without certificate as to non-U.S. beneficial ownership.

Further Issues

In respect of a Note issued under TEFRA D, for the purpose of dealing in Euroclear or Clearstream or the CMU, any further issue of Notes by the Issuer pursuant to Condition 15 of the Conditions may not be consolidated and form a single series with the outstanding securities of any series (including the Notes) until the exchange of interests in a Temporary Global Note for interests in a Permanent Global Note upon the relevant Certification.

Permanent Global Notes

Each Permanent Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date in whole but not, except as provided under the paragraph below, in part for Definitive Notes if the Permanent Global Note is held on behalf of Euroclear, Clearstream, the CMU or an Alternative Clearing System and any such clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does in fact do so.

For so long as a Permanent Global Note is held on behalf of a clearing system and the rules of that clearing system permit, such Permanent Global Note will be exchangeable in part if so provided, and in accordance with, the Conditions relating to Partly Paid Notes.

In the event that a Global Note is exchanged for Definitive Notes, such Definitive Notes shall be issued in Specified Denomination(s) only. A Noteholder who holds a principal amount of less than the minimum Specified Denomination will not receive a Definitive Note in respect of such holding and would need to purchase a principal amount of Notes such that it holds an amount equal to one or more Specified Denominations.

Global Certificates

The following will apply in respect of transfers of Notes represented by a Global Certificate on issue and held in Euroclear, Clearstream, the CMU or an Alternative Clearing System. These provisions will not prevent the trading of interests in the Notes within a clearing system whilst they are held on behalf of such clearing system, but will limit the circumstances in which the Notes may be withdrawn from the relevant clearing system. Transfer of the holding of Notes represented by any Global Certificate pursuant to Condition 2(b) of the Conditions may only be made in part if the relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does in fact do so provided that, in the case of the first transfer of part of a holding, the Registered Holder has given the Registrar not less than 30 days' notice at its specified office of the Registered Holder's intention to effect such transfer.

In the event that a Global Certificate is exchanged for a definitive Certificate, such definitive Certificate shall be issued in Specified Denomination(s) only. A Noteholder who holds a principal amount of less than the minimum Specified Denomination will not receive a definitive certificate in respect of such holding and would need to purchase a principal amount of Notes such that it holds an amount equal to one or more Specified Denominations.

Delivery of Notes

On or after any due date for exchange, the holder of a Global Note may surrender such Global Note or, in the case of a partial exchange, present it for endorsement to or to the order of the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent).

In exchange for any Global Note, or the part thereof to be exchanged, the Issuer will (i) in the case of a Temporary Global Note exchangeable for a Permanent Global Note, deliver, or procure the delivery of, a Permanent Global Note in an aggregate nominal amount equal to that of the whole or that part of a Temporary Global Note that is being exchanged or, in the case of a subsequent exchange, endorse, or procure the endorsement of, a Permanent Global Note to reflect such exchange or (ii) in the case of a Global Note exchangeable for Definitive Notes, deliver, or procure the delivery of, an equal aggregate nominal amount of duly executed and authenticated Definitive Notes. Global Notes, Global Certificates and Definitive Notes will be delivered outside the United States and its possessions.

In this Offering Circular, "Definitive Notes" means, in relation to any Global Note, the definitive Bearer Notes for which such Global Note may be exchanged (if appropriate, having attached to them all Coupons and Receipts in respect of interest or Instalment Amounts that have not already been paid on the Global Note and a Talon). Definitive Notes will be security printed in accordance with any applicable legal and stock exchange requirements in or substantially in the form set out in the Schedules to the Trust Deed. On exchange in full of each Permanent Global Note, the Issuer will, if the holder so requests, procure that it is cancelled and returned to the holder together with the relevant Definitive Notes.

Exchange Date

"Exchange Date" means, in relation to a Temporary Global Note, the day falling after the expiry of 40 days after its issue date and, in relation to a Permanent Global Note, a day falling not less than 60 days, after that on which the notice requiring exchange is given and on which banks are open for business in the city in which the specified office of the Issuing and Paying Agent (or the CMU Lodging and Paying Agent) is located and in the city in which the relevant clearing system is located.

Amendment to Conditions

The Temporary Global Notes, the Permanent Global Notes and the Global Certificates contain provisions that apply to the Notes that they represent, some of which modify the effect of the Conditions set out in this Offering Circular. The following is a summary of certain of those provisions:

Payments

No payment falling due after the Exchange Date will be made on any Global Note unless exchange for an interest in a Permanent Global Note or for Definitive Notes is improperly withheld or refused. Payments on any Temporary Global Note issued in compliance with TEFRA D before the Exchange Date will only be made against presentation of certification as to non-U.S. beneficial ownership in the form set out in the Agency Agreement. All payments in respect of Notes represented by a Global Note (except with respect to a Global Note held through the CMU) will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Notes, surrender of that Global Note to or to the order of the Issuing and Paying Agent as shall have been notified to the Noteholders for such purpose. A record of each payment so made will be enfaced on each Global Note, which endorsement will be prima facie evidence that such payment has been made in respect of the Notes. Conditions 7(f)(vi) and 8(c) of the Conditions will apply to the Definitive Notes only. For the purpose of any payments made in respect of a Global Note, the relevant place of presentation (if applicable) shall be disregarded in the definition of “business day” set out in Condition 7(h) of the Conditions.

All payments in respect of Notes represented by a Global Certificate (other than a Global Certificate held through the CMU) will be made to, or to the order of, the person whose name is entered on the Register at the close of business on the record date which shall be the Clearing System Business Day immediately prior to the date for payment, where “Clearing System Business Day” means Monday to Friday inclusive except December 25 and January 1.

In respect of a Global Note or Global Certificate held through the CMU, any payments of principal, interest (if any) or any other amounts shall be made to the person(s) for whose account(s) interests in the relevant Global Note or Global Certificate are credited (as set out in the records of the CMU) and, save in the case of final payment, no presentation of the relevant Global Note or Global Certificate shall be required for such purpose.

Prescription

Claims against the Issuer in respect of Notes that are represented by a Permanent Global Note will become void unless it is presented for payment within a period of ten years (in the case of principal) and five years (in the case of interest) from the appropriate Relevant Date (as defined in Condition 8 of the Conditions).

Meetings

The holder of a Permanent Global Note or of the Notes represented by a Global Certificate shall (unless such Permanent Global Note or Global Certificate represents only one Note) be treated as being two persons for the purposes of any quorum requirements of a meeting of Noteholders and, at any such meeting, the holder of a Permanent Global Note or of the Notes represented by a Global Certificate shall be treated as having one vote in respect of each integral currency unit of the Specified Currency of the Notes.

Cancellation

Cancellation of any Note represented by a Temporary or Permanent Global Note that is required to be cancelled (other than upon its redemption) will be effected by reduction in the nominal amount of the relevant Temporary or Permanent Global Note or its presentation to or to the order of the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent) for endorsement in the relevant schedule of such Temporary or Permanent Global Note or, in the case of a Global Certificate, by reduction in the aggregate principal amount of the Certificates in the Register, whereupon the principal amount thereof shall be reduced for all purposes by the amount so cancelled and endorsed.

Purchase

Notes represented by a Permanent Global Note or by a Global Certificate may only be purchased by the Issuer, the Guarantor, the Company or any of their respective subsidiaries if they are purchased together with the rights to receive all future payments of interest and Instalment Amounts (if any) thereon.

Issuer's Option

Any option of early redemption of the Issuer provided for in the Conditions of any Notes while such Notes are represented by a Permanent Global Note or by a Global Certificate shall be exercised by the Issuer giving notice to the Noteholders within the time limits set out in and containing the information required by the Conditions, except that the notice shall not be required to contain the serial numbers of Notes drawn in the case of a partial exercise of an option and accordingly no drawing of Notes shall be required. In the event that any option of the Issuer is exercised in respect of some but not all of the Notes of any Series, the rights of accountholders with a clearing system in respect of the Notes will be governed by the standard procedures of Euroclear, Clearstream, the CMU or any other clearing system (as the case may be).

Noteholders' Options

Any option of the Noteholders provided for in the Conditions of any Notes while such Notes are represented by a Permanent Global Note or by a Global Certificate may be exercised by the holder giving notice to the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent) within the time limits set out in the Conditions substantially in the form of the notice available from any Paying Agent, except that the notice shall not be required to contain the serial numbers of the Notes in respect of which the option has been exercised, and stating the nominal amount of Notes in respect of which the option is exercised and at the same time presenting the Permanent Global Note to the Issuing and Paying Agent (or, in the case of Notes lodged with the CMU, the CMU Lodging and Paying Agent) or to a Paying Agent acting on its behalf, for notation. Any option of the Noteholders provided for in the Conditions of any Notes while such Notes are represented by a Global Certificate may be exercised in respect of all or some of the Notes represented by the Global Certificate.

Notices

So long as any Notes are represented by a Global Note or a Global Certificate and such Global Note or Global Certificate is held on behalf of (i) Euroclear and/or Clearstream or any other clearing system (except as provided in (ii) below), notices to the holders of Notes of that Series may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for publication as required by the Conditions or by delivery of the relevant notice to the holder of the Global Note or (ii) the CMU, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the CMU.

Partly Paid Notes

The provisions relating to Partly Paid Notes are not set out in this Offering Circular, but will be contained in the relevant Pricing Supplement and thereby in the Global Notes. While any instalments of the subscription moneys due from the holder of Partly Paid Notes are overdue, no interest in a Global Note representing such Notes may be exchanged for an interest in a Permanent Global Note or for Definitive Notes (as the case may be). If any Noteholder fails to pay any instalment due on any Partly Paid Notes within the time specified, the Issuer may forfeit such Notes and shall have no further obligation to their holders in respect of them.

DESCRIPTION OF THE KEEPWELL DEED

The following contains summaries of certain key provisions of the Keepwell Deed. Such statements do not purport to be complete and are qualified in their entirety by reference to the Keepwell Deed. Defined terms used in this section shall have the meanings given to them in the Keepwell Deed.

Under the Keepwell Deed, the Company undertakes with the Issuer, the Guarantor and the Trustee, as applicable, that:

- at all times during the term of the Keepwell Deed, (a) it shall directly or indirectly own and hold all the outstanding ordinary shares of the Issuer having the right to vote for election of members of the board of directors of the Issuer and (b) it will not directly or indirectly pledge, grant a security interest, or in any way encumber or otherwise dispose of any such shares, unless required to dispose of any or all such shares pursuant to any applicable law or regulation or a court decree, a verdict of the court of final appeal, or order of any government authority which, in the opinion of a legal adviser to the Company, may not be successfully challenged; and
- at all times during the term of the Keepwell Deed, (a) it shall directly or indirectly continue to own and hold all the outstanding ordinary shares of the Guarantor having the right to vote for election of members of the board of directors of the Guarantor and (b) it will not, directly or indirectly pledge, grant a security interest, or in any way encumber or otherwise dispose of any such ordinary shares of the Guarantor, unless required to dispose of any or all such shares pursuant to any applicable law or regulation or a court decree, a verdict of the court of final appeal, or order of any government authority which, in the opinion of a legal adviser to the Company, may not be successfully challenged.

In addition, for as long as any Note or Coupon is outstanding, the Company undertakes with the Issuer, the Guarantor and the Trustee that it shall cause:

- the Issuer to have a Consolidated Net Worth of at least U.S.\$1.00 (or its equivalent in other currencies) at all times;
- the Guarantor to have a Consolidated Net Worth of at least HKD1.00 at all times;
- each of the Issuer and the Guarantor to have sufficient liquidity to ensure timely payment by each of the Issuer and the Guarantor of any amounts due and payable under or in respect of any of its indebtedness (including in respect of the Notes and the Guarantee in accordance with the Trust Deed and the Conditions and payments due under the Trust Deed and the Agency Agreement); and
- each of the Issuer and the Guarantor to remain solvent and a going concern at all times under the laws of their respective jurisdictions of incorporation or applicable accounting standards.

If the Issuer or the Guarantor (as the case may be) at any time determines that it will have insufficient liquidity to meet its payment obligations in respect of the Notes, the Guarantee, or the Trust Deed as and when they fall due, it shall promptly notify the Company of the shortfall and the Company will cause the Issuer or the Guarantor (as the case may be) to obtain, before the due date of the relevant payment obligations, funds sufficient by means as permitted by applicable laws and regulations so as to enable the Issuer or the Guarantor (as the case may be) to pay such payment obligations in full as and when they fall due, provided, however, that the Company shall not in any event be required to perform any part of the payment obligations in lieu of the Issuer and/or the Guarantor under the Notes. Each of the Issuer and the Guarantor shall use any funds it obtains in accordance with the Keepwell Deed solely for the payment, when due, of such payment obligations under the Notes, the Guarantee or the Trust Deed (as the case may be).

The Company further undertakes for so long as any Note or Coupon remains outstanding:

- not to amend or agree to any amendment (without the prior written approval of the Trustee acting pursuant to an Extraordinary Resolution of the Noteholders) to the articles of association or any other similar constitutive document of each of the Issuer and the Guarantor in a manner that will (i) have an adverse effect on the ability of the Issuer and/or the Guarantor to perform their respective obligations under the Notes or Coupons, the Trust Deed or the Keepwell Deed or (ii) in the opinion of the Trustee, be materially prejudicial to the interests of the Noteholders or Couponholders;
- to cause the Issuer to remain in full compliance with the Conditions, the Trust Deed and all applicable rules and regulations in the British Virgin Islands;
- to cause the Guarantor to remain in full compliance with the Conditions, the Trust Deed, the Guarantee and all applicable rules and regulations in Hong Kong;
- to cause the Issuer either to use the proceeds of the issue of the Notes and/or the Coupons (the **“Proceeds of the Notes”**) itself or to lend the Proceeds of the Notes only to the Guarantor or as it may direct, and to cause such recipient of the Proceeds of the Notes to pay the interest and principal in respect of such intercompany loan on time;
- to cause the Guarantor to remain the primary overseas platform of the Company for investment and offshore financing;
- to procure that the Issuer will not (without the prior written approval of the Trustee acting pursuant to an Extraordinary Resolution of the Noteholders) carry on any business activity whatsoever other than in connection with the Programme and the Notes and the Coupons (which activities shall, for the avoidance of doubt, include (A) the establishment and maintenance of the Programme, (B) the offering, sale or issuance of the Notes and the Coupons under the Programme, (C) the incurrence of Relevant Indebtedness represented by the Notes and Coupons issued under these Conditions, (D) the activities directly related to the establishment and/or maintenance of the Issuer’s corporate existence and (E) the on-lending of the Proceeds of the Notes to the Guarantor or as it may direct);
- promptly to do all such things and take any and all such actions necessary to comply with the Company’s obligations under the Keepwell Deed; and
- to cause each of the Issuer and the Guarantor to do all such things and take any and all such actions necessary in a timely manner to comply with its obligations under the Keepwell Deed.

The Keepwell Deed is not, and nothing therein contained and nothing done pursuant thereto by the Company shall be deemed to constitute, or shall be construed as, or shall be deemed an evidence of, a guarantee by, or any legal binding obligation of, the Company of the payment of any obligation, responsibility, indebtedness or liability, of any kind or character whatsoever, of the Issuer or the Guarantor under the laws of any jurisdiction, including the PRC.

The parties to the Keepwell Deed acknowledge that in order for the Company to comply with its obligations under the Keepwell Deed, it may require Regulatory Approvals pursuant to applicable laws.

For the purpose of the Keepwell Deed, (a) a certificate signed by a director of the Company stating that the Company has used all reasonable endeavours to obtain all Regulatory Approvals but having used such endeavours, it has not been able to obtain all or some of such Regulatory Approvals and setting forth a statement of facts showing such endeavours, together with any evidence or records of communication, filings and/or submissions supporting such endeavours, and (b) an opinion of a PRC counsel of recognised national standing, in form and substance satisfactory to the Trustee, stating the Regulatory Approvals required for the performance by the Company of its obligations under the

Keepwell Deed and, where applicable, setting out the legal analysis as to why these cannot be obtained or made or reasonably achievable under the applicable PRC laws and regulations, shall be prima facie evidence of the fact that the Company has used all reasonable endeavours to obtain all such Regulatory Approvals, and the Trustee shall not be obligated to call for further evidence and shall be satisfied that the Company has used all reasonable endeavours to obtain all Regulatory Approvals as required under the Keepwell Deed. Upon the delivering of such certificate and opinion of the PRC counsel by the Company to the Trustee, the Company shall no longer be required to comply with its obligations under the Keepwell Deed for which the Regulatory Approvals, which it has used all reasonable endeavours to obtain, cannot be obtained. The Trustee will not be responsible or liable to any person for any loss occasioned by acting on or relying on such a certificate or opinion.

The Keepwell Deed may be modified, amended or terminated by another deed to be executed by the parties hereto subject to the provisions of the Conditions and the Trust Deed.

The Keepwell Deed and any non-contractual obligations arising out of or in connection with it shall be governed by and construed in accordance with English law. The courts of Hong Kong are to have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Keepwell Deed.

DESCRIPTION OF THE GROUP

Overview

The Group is a premier China-based investment bank with international reach. The Group has built a distinguished market presence with an excellent team, client base and brand name, which enables it to capture market opportunities. The Group's goal is to become a world-class financial institution with global influence.

The Group was the first joint-venture investment bank in the PRC. As a pioneer in adopting international best practices with a thorough understanding of the Chinese market, the Group quickly became a flagship investment bank in China. The Group has spearheaded the development of the PRC's capital markets by completing many precedent-setting transactions.

The Group expects that the new round of financial reforms initiated in the PRC will enhance the role of securities firms in the financial markets in general and believes that it is uniquely well-positioned to take advantage of these significant opportunities attributable to its leading position in investment banking and cross-border execution capabilities.

The Group's success is built upon its clients' success. The Group aims to provide the best products and services to its clients. The Group strives to accomplish this mission by adhering to the following core values:

- **By the People and For the Nation, Chinese Roots and International Reach (以人為本，以國為懷，植根中國，融通世界):** CICC's mission is to promote economic growth and enhance the quality of people's lives through exceptional financial services. CICC has long served as a bridge connecting China with global capital markets. As China further opens up its economy, CICC stands ready with its global experience and local insights to provide solutions to the most important problems.

At a new historical juncture, CICC will expand its global footprint by assembling an international talent pool to ensure strong performance in all markets while continuing to invest in domestic market development. With innovative ideas for global customers, CICC will facilitate global capital integration, shape a brighter financial future.

- **To be a Respected, Innovation-driven, Leading Global Investment Bank (成為享譽全球、創新驅動的國際領先投資銀行):** As China's global investment bank, CICC holds itself to the highest global standards. CICC works to win respect, grow trust, build global influence and become the undisputable leader in investment banking. CICC is inspired by new trends and innovates to drive growth. CICC harnesses the power of technology and drives better management and business results with digital technology. CICC embraces changes and works with its partners to build stronger ecosystems. CICC builds innovation and reinvention into its organization to stay bright and dynamic. CICC partners with global capital market players to make the world a better place.

Recent Developments

Change on Chairman of the Board, Vice Chairman of the Board, Directors and Senior Management

On September 20, 2023, the Company announced that due to personal reasons, Mr. Wong King Fung has submitted his resignation from the positions as the Chief Financial Officer and a member of the Management Committee of the Company. In order to ensure the sound governance structure of the Company, the Board of Directors approved Mr. Wong's resignation from the positions as the Chief Financial Officer and a member of the Management Committee of the Company and approved to appoint Mr. Wu Bo, a member of the Management Committee of the Company, as the Chief Financial Officer of the Company, both of which took effect on September 20, 2023.

On October 22, 2023, the Company announced that due to change of position, Mr. Shen Rujun has submitted his resignation from positions as the Chairman of the Board, a Non-executive Director, the Chairman of the Strategy and ESG Committee and a member of the Nomination and Corporate Governance Committee of the Board of the Company, which took effect on October 22, 2023. To ensure the sound governance structure of the Company, as recommended by Huijin, Mr. Chen Liang was nominated by the Board of Directors as a candidate of an Executive Director of the Company. Mr. Chen Liang was also appointed by the Board of Directors of the Company as the Chairman of the Management Committee of the Company, which took effect on October 22, 2023. On November 10, 2023, the Company announced that the 2023 first extraordinary general meeting of the Company approved the appointment of Mr. Chen as an Executive Director, with effect on the same day. Since the same day, Mr. Chen has served as the Chairman of the Board, the legal representative, the Chairman of the Strategy and ESG Committee of the Board and a Member of the Nomination and Corporate Governance Committee of the Board of the Company. For details of Mr. Chen's biography, see *"Directors, Supervisors and Senior Management of the Company"*.

On October 22, 2023, the Company announced that due to the reason of age, Mr. Huang Zhaohui has submitted his resignation from positions as an Executive Director, members of the Strategy and ESG Committee and the Risk Management Committee of the Board, the President and the Chairman of the Management Committee of the Company, which took effect on October 22, 2023.

On November 10, 2023, the Company announced that the thirty-seventh meeting of the second session of the Board of Directors agreed to appoint Mr. Wu Bo as the President of the Company, with effect from the same day. Meanwhile, the thirty-seventh meeting of the second session of Board of Directors agreed to nominate Mr. Wu Bo as a candidate of an Executive Director of the Company, whose term of office shall take effect from the date of approval by the shareholders' general meeting of the Company. Subject to the approval of the proposal regarding the election of Mr. Wu Bo as an Executive Director of the Company by the shareholders' general meeting of the Company, Mr. Wu Bo will also serve as the Vice Chairman of the Board of Directors, whose term of office shall be the same as his term of office as an Executive Director. For details of Mr. Wu Bo's biography, see *"Directors, Supervisors and Senior Management of the Company"*.

On November 10, 2023, the Company announced that due to work arrangements, Ms. Tan Lixia has submitted her resignation from positions as a Non-executive Director of the Company, members of the Strategy and ESG Committee and the Remuneration Committee of the Board, which took effect on November 10, 2023.

Expiration of validity period of 2022 Rights Issue Plan and lapse of Whitewash Waiver

On September 13, 2022, September 29, 2022 and October 24, 2022, the Company announced on the Shanghai Stock Exchange and the Hong Kong Stock Exchange regarding the proposed rights issue of A shares and H shares and related matters and the whitewash waiver. The proposal regarding the 2022 rights issue plan of the Company and other relevant proposals related to the proposed issuance of Rights Shares to its existing Shareholders (the **"Right Issue"**) were considered and approved at the 2022 First Extraordinary General Meeting, the 2022 First A Shareholders' Class Meeting and the 2022 First H Shareholders' Class Meeting convened by the Company on October 24, 2022. The validity period of the Rights Issue resolution (the **"Relevant Resolution"**) shall be 12 months from the date on which the Relevant Resolution was considered and approved at the General Meeting and the Class Meetings.

On October 23, 2023, the Company announced that the validity period of the 2022 Rights Issue has automatically expired, and such expiration will have no material impact on the normal business activities of the Company and will not prejudice the interest of the Company or its shareholders (in particular minority shareholders). The Company will make financing plans taking into account its operation, development and capital needs. In the event that the Company intends to re-launch any financing plan, it will further comply with the corporate governance procedures and information disclosure obligations in accordance with relevant requirements.

As the validity period of the Relevant Resolutions has expired and the Rights Issue will not proceed, Huijin will not trigger any obligation to make a mandatory offer for all the shares (other than those owned or agreed to be acquired by Huijin). Accordingly, the whitewash waiver is no longer required and has lapsed.

Reduction of shareholding by a shareholder

On May 7, 2023 and June 16, 2023, the Company made announcements on the Shanghai Stock Exchange and the Hong Kong Stock Exchange regarding the plan for shareholders holding more than 5% of the shares to reduce their shareholding (the “**Initial Shareholding Reduction**”). On May 6, 2023, the Company received the Notice on Proposed Reduction of Shareholding in CICC issued by Haier Jinying, a shareholder holding more than 5% of the shares of the Company. Haier Jinying, according to its needs for self-development, plans to sell down not exceeding 96,545,137 A shares of the Company (i.e. not exceeding 2% of the total share capital of the Company) by way of block trade transfer from May 11, 2023 to August 10, 2023, and the price of the shareholding reduction shall be determined with reference to the market price.

On August 10, 2023, the Company made announcement on the Shanghai Stock Exchange and the Hong Kong Stock Exchange regarding the expiration and implementation of the proposed reduction of shareholding by a shareholder. On August 10, 2023, the Company received the Notice on the Expiration and Implementation of the Proposed Reduction of Shareholding issued by Haier Jinying that the period of the Initial Shareholding Reduction has expired. Prior to the implementation of the Initial Shareholding Reduction, Haier Jinying holds 304,950,000 A shares of the Company, representing 6.32% of the total share capital of the Company. During the period of the Initial Shareholding Reduction, Haier Jinying sold a total of 96,544,200 A shares of the Company by way of block trade, representing 2% of the total share capital of the Company. After the implementation of the Initial Shareholding Reduction, as at August 10, 2023, Haier Jinying holds 197,145,800 shares of the Company as registered on the register of members kept with Shanghai Branch of China Securities Depository and Clearing Corporation Limited, representing 4.08% of the total share capital of the Company. In addition to the aforementioned Initial Shareholding Reduction, during the period of the Initial Shareholding Reduction, Haier Jinying has also lent a total of 11,260,000 A shares of the Company through securities lending and refinancing, accounting for 0.23% of the total share capital of the Company. The ownership of such A shares of the Company lent through securities lending and refinancing remains unchanged, and such A shares are neither included in the number of reduced shares as aforementioned nor the current shareholding in the Company of Haier Jinying.

On August 11, 2023, the Company made further announcement on the Shanghai Stock Exchange and the Hong Kong Stock Exchange that it received the Notice on Proposed Reduction of Shareholding in CICC issued by Haier Jinying. Haier Jinying, according to its needs for self-development, plans to further sell down not exceeding 144,817,705 A shares of the Company in total (i.e. not exceeding 3% of the total share capital of the Company) by way of centralized bidding trading or block trade transfer within a three-month period commencing from September 4, 2023 to December 3, 2023, and the price of the shareholding reduction shall be determined with reference to the market price.

On December 3, 2023, the Company made announcement on the Shanghai Stock Exchange and the Hong Kong Stock Exchange regarding the proposed reduction of shareholding by a shareholder. On December 3, 2023, the Company received the Notice on the Expiration and Implementation of the Proposed Reduction of Shareholding issued by Haier Jinying. As at December 3, 2023, the implementation period of the Proposed Shareholding Reduction (i.e. from September 4, 2023 to December 3, 2023) has expired. Prior to the implementation of the Proposed Shareholding Reduction, Haier Jinying held 197,145,800 A shares of the Company, representing 4.08% of the total share capital of the Company. During the implementation period of the Proposed Shareholding Reduction, Haier Jinying sold a total of 5,862,500 A shares of the Company by way of block trade, representing 0.12% of the total share capital of the Company. After the implementation of the Proposed Shareholding Reduction, as at December 3, 2023, Haier Jinying holds 201,043,300 shares of the Company as

registered on the register of members kept with Shanghai Branch of China Securities Depository and Clearing Corporation Limited (including a total of 9,760,000 A shares of the Company lent by Haier Jinying through securities lending and refinancing prior to the implementation of the Proposed Shareholding Reduction, which have been returned), representing 4.16% of the total share capital of the Company. Prior to the implementation of the Proposed Shareholding Reduction, Haier Jinying has lent a total of 11,260,000 A shares of the Company through securities lending and refinancing, representing 0.23% of the total share capital of the Company; such shares are not included in Haier Jinying's shareholding in the Company prior to the implementation of the Proposed Shareholding Reduction as aforementioned. As at December 3, 2023, 9,760,000 shares of the aforementioned lent shares have been returned, representing 0.2% of the total share capital of the Company, and 1,500,000 shares have not yet been returned, representing 0.03% of the total share capital of the Company.

2023 Third Quarterly Report of the Group

On October 30, 2023, the Group published 2023 Third Quarterly Report, which contains unaudited and unreviewed financial statements as at and for the nine months ended September 30, 2023 prepared in accordance with the Chinese Accounting Standards for Business Enterprises. The 2023 Third Quarterly Report is not included in and does not form part of this Offering Circular. The Group's total equity increased as compared with that as at December 31, 2022, whereas the Group's total liabilities and total assets decreased as compared with those as at December 31, 2022. For the nine months ended September 30, 2023, the Group's total operating revenue, operating profit, profit before income tax and profit for the period all decreased as compared with those for the nine months ended September 30, 2022, whereas the Group's total operating expenses increased as compared with that for the nine months ended September 30, 2022.

None of the Arrangers, the Dealers, the Trustee, or any Agent (including their respective affiliates, directors, officers, employees, representatives, advisers, agents and persons who control any of them) makes any representation or warranty, explicitly or implicitly, regarding the accuracy or sufficiency of the financial information contained therein or their sufficiency for an assessment of the Company's or the Group's financial condition and results of operations. The 2023 Third Quarterly Report should not be relied upon by the investors to provide the same quality of information associated with information that has been subject to an audit or a review. Potential investors must exercise caution when using such financial information to evaluate the Company's or the Group's financial condition and results of operations. The financial information contained in the 2023 Third Quarterly Report should not be taken as an indication of the expected financial condition and results of operations of the Company or the Group for the full financial year ended December 31, 2023.

The Group's Business Model

The Group's products and services are classified into the following segments:

- **Market leading investment banking business.** The Group provides investment banking services, including equity financing, debt and structured financing and financial advisory services, to domestic and overseas corporations and institutional clients. The Group has built the leading investment banking franchise in the PRC. The Group actively grasps the opportunities in the primary market, consolidates its advantages in benchmark projects, and explores innovative financing instruments, so as to provide all-round financing services for deepening the supply-side structural reforms and accelerating the development of the new economy.
- **Leading equities business.** The Group provides one-stop integrated financial services such as investment research, sales, trading, products and cross-border services to domestic and overseas professional investors, including institutional trading services and capital services such as primary brokerage, over-the-counter derivatives, capital introduction and market-making transactions. The Group has an experienced institutional sales, deal execution and product design team covering brokerage services, capital-based intermediary services, and product services to institutional investors. The Group believes that it has attained a leading position among all PRC securities firms

in serving QFII and RQFII clients. The Group actively expands institutional coverage, improves its product innovation capabilities, strengthens cross-border business presence, promotes systems development and digitalization, and endeavours to provide the one-stop comprehensive financial services covering “sales, trading, investment and research, products and cross-border business” for domestic and foreign professional investors.

- **Comprehensive FICC business.** The Group provides a package of services and supports in the areas of market making and financing to domestic and overseas institutional and corporate clients on fixed-income products such as interest rate, credit and structured products, as well as on overseas exchange and commodities. The Group has a diverse and growing client base for its FICC business that includes commercial banks, insurance companies, mutual funds, QFIIs, hedge funds, trust companies, asset management companies, finance companies and corporations.
- **Diversified asset management business.** The Group designs and provides a wide range of asset management products and services to domestic and overseas investors, including social security and annuity investment management business, institutional entrusted investment management business, overseas asset management business, retail and mutual fund business. The Group has a fully licensed and diversified investment management platform that serves institutional clients, high-net-worth clients and retail clients. The Group’s main product offerings include corporate annuities and collective pension plans, government venture capital funds, stock economic reform funds, US funds of funds, US equity investment funds, RMB equity investment funds and M&A funds, as well as other cross-border and alternative products.
- **Industry-leading private equity investment business.** The Group designs and provides integrated private equity fund products and services to domestic and overseas investors, mainly including corporate equity funds, Fund of Funds, dollar funds, real estate funds and infrastructure funds. The Group maintains industry-leading position. On the basis of sound business foundation, the Group positively strengthens cooperation with multinational corporations and large-sized industrial groups, and continues to deepen business presence in key regions. The Group seeks to accelerate the construction of a unified and open management platform to realize resource concentration and management collaboration internally and to form an open platform ecosystem externally.
- **Top-tier wealth management services.** The Group provides a wide range of wealth management products and services, consisting of transactional services, capital services and product configuration services, to retail clients, families and corporate clients. The Group is a pioneer in the PRC in introducing an advice-driven service model for wealth management services, providing tailored products and services to high-net-worth clients, and it continues to differentiate itself by its highly regarded asset allocation research capabilities.

Since its formation in 1995, the Group’s business has experienced significant growth. As at June 30, 2023, the Group is a full-service investment bank with an extensive network of over 200 securities branches located in 30 provinces, autonomous regions and municipalities of the PRC, and has established subsidiaries or offices in seven international financial centres, namely, Hong Kong, New York, London, Singapore, San Francisco, Frankfurt and Tokyo.

For the years ended December 31, 2020, 2021 and 2022 and for the six months ended June 30, 2022 and 2023, the Group's total revenue and other income amounted to RMB32,401.8 million, RMB40,964.4 million, RMB37,398.2 million, RMB17,651.0 million and RMB18,606.7 million, respectively; the Group's profit attributable to shareholders of the Company amounted to RMB7,207.5 million, RMB10,777.7 million, RMB7,597.5 million, RMB3,841.6 million and RMB3,560.6 million, respectively. For the years ended December 31, 2020, 2021 and 2022 and for the six months ended June 30, 2022 and 2023, the Group's total expenses amounted to RMB23,656.4 million, RMB28,133.9 million, RMB28,338.7 million, RMB13,148.6 million and RMB14,478.8 million, respectively; the Group's operating expense ratio¹⁴ was 46.2%, 42.0%, 45.6%, 43.2% and 44.6%, respectively.

The Group continuously maintained a relatively stable asset structure, a satisfactory asset quality and a healthy liquidity. As at June 30, 2023, the Group's total assets amounted to RMB650,364.6 million, representing an increase of RMB1,600.5 million or 0.2% compared with that as at December 31, 2022. As at June 30, 2023, the Group's operating leverage ratio¹⁵ fell to 5.4x, as compared with 5.6x as at December 31, 2022. As at June 30, 2023, after excluding the impact of accounts payable to brokerage clients and to underwriting clients of RMB99,631.0 million, the adjusted total assets of the Group amounted to RMB550,733.5 million; the gearing ratio of the Group was 81.4%, representing a decrease of 0.8 percentage point compared with 82.1% as at December 31, 2022.

As at June 30, 2023, the Group's total liabilities amounted to RMB547,696.3 million, representing a decrease of RMB1,593.0 million or 0.3% compared with that as at December 31, 2022. After deducting accounts payable to brokerage clients and to underwriting clients of RMB99,631.0 million, the adjusted total liabilities of the Group amounted to RMB448,065.3 million, representing a decrease of RMB9,124.1 million or 2.0% compared with that as at December 31, 2022.

As at June 30, 2023, the Group's total equity attributable to shareholders of the Company amounted to RMB102,360.6 million, representing an increase of RMB3,172.5 million or 3.2% compared with that as at December 31, 2022.

Competitive Strengths

The Group believes that the following strengths have contributed to its success and its status as a premier investment bank in the PRC:

Strategic Establishment with Solid Government Support and Outstanding Shareholder Background

Approved by the PBOC in July 1995, the Company was established with a strategic partnership among prestigious Chinese and international financial institutions. Since its establishment, the Group was tasked to play a key part in the economic reform and development of the PRC's financial industry, which was vital to the development of the PRC capital markets as well as to the implementation of the SOE reform.

The Group's unique role as a leading Chinese investment bank, together with the strong government support it receives, has enabled it to take the lead in the development of the PRC financial markets. Developing over the past two decades, the Group has become a top tier full-service investment bank in China. Attributable to its unique mission and position, the Group has achieved excellent results in the past two decades.

Through its strategic cooperation with the PRC Government, regulators and numerous SOEs, the Group has cemented its position as a flagship investment bank in the PRC, and has also become an invaluable adviser to the PRC Government. From time to time, the Group provides valuable advice to the PRC

¹⁴ operating expense ratio = operating expenses (excluding fee and commission expenses and interest expenses) / total revenue and other income

¹⁵ operating leverage ratio = (total assets – accounts payable to brokerage clients and to underwriting clients) / total equity attributable to shareholders of the Company

Government and regulatory authorities, such as the Ministry of Finance, the NDRC, the CBIRC and the CSRC, for the purpose of formulating relevant financial industry regulations and policies. The Group has also spearheaded key projects that are pivotal to the reform of the PRC economic policies and SOE ownership. Leveraging its in-depth industry knowledge and product and service competency, the Group has fostered close relationships with the PRC Government and numerous SOE clients, which further solidified its leadership position as a flagship investment bank in the PRC.

The Group's shareholders are prolific and consist of high-profile shareholders with diverse backgrounds, including Huijin, Haier Jinying, Tencent Holdings, Alibaba Group Holding and I&G as well as other well-known domestic and international institutions. Huijin is the Group's largest shareholder with a direct and indirect shareholding of approximately 40.17% of the Group's total share capital as at June 30, 2023. Huijin is a state-owned investment company established in December 2003 and mandated to exercise the rights and the obligations as a contributor in major state-owned financial enterprises on behalf of the PRC Government. While maintaining Huijin's position as the largest shareholder, the Group also keeps pace with the times to introduce diversified strategic shareholders, explore new business opportunities and inject new vitality for future development. The Group's substantial shareholders Haier Jinying, Alibaba Group Holding and Tencent Holdings have a direct and indirect shareholding of approximately 4.08%, 4.49% and 4.48% of the Group's total share capital as at June 30, 2023, respectively. The Group believes that it can benefit from the diverse backgrounds and broad and strategic vision of its shareholders to strengthen the Group's corporate governance, broaden its access to resources and increase its international influence.

Premier Brand and Unique Culture

The Group has established a premier brand in the financial services industry. Since the inception, the Group has drawn on the best practices of market in China, and has always adhered to the business philosophy of "By the people and for the nation, Chinese roots and international reach". The Group has always adhered to the core values, and delivered world-class business, which won the Group a market reputation at home and abroad. For years, while maintaining high-standard practices, the Group has actively participated in reforms and system construction of the capital market to stimulate business innovation. The Group maintained leading positions in many businesses for years, and was honored numerous awards as the best player in China.

In 2023, the Group was awarded Best Bank in China, Best Investment Bank in China, Best ECM House in China, Best DCM House in China, and Best Broker in China in Finance Asia Awards 2023 by Finance Asia; China's Best Securities House in Best Securities Houses Awards 2023, Best Securities House in the Greater Bay Area in Greater Bay Area Awards 2023, and Best Securities House in Wealth Management (CICC Wealth Management) in Best Wealth Managers in China Awards 2023 by Asiamoney; Honored Companies (Rank 4), Best ESG (Combined & Buyside Rank 3), Best Company Board (Combined & Buyside Rank 3), Best IR Program (Combined & Buyside Rank 3), and Best IR Team (Combined & Buyside Rank 3) in All-Asia Banks and Non-Bank Finance Sector in Asia Executive Team Awards 2023 by Institutional Investor; Best Bank for Green Bonds and Best SME Services Bank in Stars of China 2023 by Global Finance; China's Best Employers of the Year and China's Best Employers for Digital Responsibility of the Year in 2023 Best Employer Selection by Forbes China; Top 30 ESG Pioneers of China's Financial Listed Companies 2023 by China Media Group (Financial Program Center); Best Full-Service Asset Management Institution, Best Investment Bank for Equity Financing, Best Cross Border Investment Bank, Best Broker Institutional Investor, Best Full-Service Wealth Broker (CICC Wealth Management), and Best Fund Investment Advisor (CICC Wealth Management) in Best Institutions of Securities Industry in China Awards 2023 by Securities Times; Best Securities Companies, Best Securities Companies for ESG, and Best Securities Companies for Financial Technology in Best Securities Company Awards 2023 and Best 5-Year Collective Asset Management Plan Manager in Best Asset Management Products Awards 2023 by China Securities Journal; and Best ESG Practice Cases of Listed Companies in ESG Practice Cases of Listed Companies Awards 2023 by China Association for Public Companies.

In 2022, the Group was awarded the Best Investment Bank in China, the Best ECM House in China, the Best DCM House in China and the Best Broker in China in Country Awards 2022 by Finance Asia; the Best Securities House in the Greater Bay Area in Greater Bay Area Awards 2022, the Best Securities House in Wealth Management in Best Wealth Managers in China Awards 2022, the Best Domestic Brokerages in China (A&B share), the Best Brokerages for Research in China (A&B share), the Best Brokerages for Sales in China (A&B share), the Best Brokerages for Corporate Access in China (A&B share), the Best Brokerages for Execution in China (A&B share), the Best Brokerages for Stock Connect Northbound Trading in China (A&B share), the Best Brokerages in Hong Kong, China, the Best Brokerages for Research in Hong Kong, China, the Best Brokerages for Sales in Hong Kong, China, the Best Brokerages for Corporate Access in Hong Kong, China, the Best Brokerages for Execution in Hong Kong, China and the Best Brokerages for Stock Connect Northbound Trading in Hong Kong, China in Brokers Poll 2022 by Asiamoney; the Honoured Companies (Rank 2), Best ESG (Combined & Buyside Rank 2), Best CEOs (Combined & Buyside): Zhaohui Huang (Rank 2), Best CFOs (Combined & Buyside): King Fung (William) Wong (Rank 2), Best IR Program (Combined & Buyside Rank 2) and Best IR Team (Combined & Buyside Rank 2) in All-Asia Banks and Non-Bank Finance Sector and the Honoured Companies (Rank 2), Best ESG (Combined & Buyside Rank 2), Best CEOs (Combined & Buyside): Zhaohui Huang (Rank 2), Best CFOs (Combined & Buyside): King Fung (William) Wong (Rank 2), Best IR Program (Combined & Buyside Rank 2) and Best IR Team (Combined & Buyside Rank 2) in Chinese Mainland Banks and Non-Bank Finance Sector in 2022 All-Asia Executive Team Awards by Institutional Investor; the Best Equity Bank in Asia-Pacific in Best Investment Banks Awards 2022 and Best Bank for Green Bonds and Best Domestic Bank for Renminbi Internationalization in Stars of China 2022 by Global Finance; the China's Best Employers of the Year, China's Most Sustainable Employer of the Year and China's Best Employers for Digital Responsibility of the Year in 2022 Best Employer Selection by Forbes China; the Firm Leaders: Overall (Rank 1), Analyst Leaders: Overall (Rank 1), The Leaders: Mainland (Rank 1), The Leaders: Overseas (Rank 3) in China Best Research Team and The Leaders: Overall (Rank 2) and The Leaders: Mainland (Rank 2) in China Best Sales Team and The Leaders: Overall (Rank 2) and The Leaders: Mainland (Rank 2) in China Best Corporate Access Team in 2022 China Research & Sales Team by Institutional Investor, Caixin; the Asian Bank of the Year in IFR Asia Awards 2022 by IFR Asia; the ESG Influence Ranking of China 2022 (Top 40) by Fortune; the Market Leader of Investment Banking (Chinese Securities Houses) in Market Leaders Ranking 2022 by Euromoney; the Best Corporate and Institutional Adviser in China, the Best Equity Adviser in China, and the Best M&A Adviser in China in Country Awards 2022, the Asset Management Company of the Year (Overall Offshore, China) (CICC HK AM) in the Sustainable Investing Awards for Institutional Investor, ETF, and Asset Servicing Providers 2022 by The Asset; the Best Wealth Manager in China (Asset Allocation Services and Research) (CICC Wealth Management) in China Wealth Awards 2021 by Asian Private Banker; the Best Wealth Management (CICC Wealth Management HK) in Golden Central Awards 2022 by Zhitong Finance; the Best Performing FOFs in the World (CICC Capital) (Rank 3) in The World's Best Investment Institutions in 2021 by Global FOF Association; the Outstanding Award for Green and Sustainable Bond Lead Manager (Local Government Projects) Visionary Blue and Sustainability Bond Framework (China International Capital Corporation Hong Kong Securities Limited) in the Hong Kong Green and Sustainable Finance Awards 2022 by HKQAA; the Top Breakthrough Participant – Currency Futures, the Outstanding Chinese-funded Futures Commission Merchant (China International Capital Corporation Hong Kong Futures Limited) in the HKEX Awards 2021 by the HKEX; the Northbound Top Market Maker, the Bond Connect Marketing Award, the Outstanding Northbound Investor (Investment Bank) (China International Capital Corporation (Hong Kong) Limited) in Bond Connect Awards 2022 by Bond Connect; the Driving AIX's Awareness in China Region in AIX 2021 Awards by AIX; the House of the Year in China in Asia Risk Awards 2022 by Asia Risk; the Top 1 of Investment Banks in The Most Attractive Employers in China 2022 by Universum; the Ram Charan Management Practice Award 2022 by Harvard Business Review; the Best ESG Practice Cases of A share Listed Companies in ESG Practice Cases of Listed Companies Awards 2022 by China Association for Public Companies; the Best Securities Companies, the Best Securities Companies for CSR, the Best Securities Companies for Corporate Culture Construction, the Best Securities Companies for Financial Technology, the Top 10 Securities Companies for Serving the Listing of Science Innovation Enterprises, the Best Wealth Management Team in Best Securities

Company Awards 2022, the Best 1-year Equity Asset Management Plan: CICC Xinrui in Best Asset Management Products Awards 2022 by China Securities Journal; the Best Full-Service Investment Bank, the Best Investment Bank for SSE STAR Market, the Best Investment Bank for Shenzhen & Shanghai Main Board, the Best Financial Advisor, the Best Investment Bank for TMT, the Best Investment Bank for North & Northeast China, the Best Cross Border Investment Bank, the Best Financial Advisor for Public Offering REITs, the Best Deals of Main Board (China Telecom IPO), the Best Broker, the Best Wealth Management Brand (CICC Wealth Management), the Best Full-Service Asset Management Institution, the Public Equity Products (CICC Xinrui) and the Best Fixed Income + Asset Management Product (CICC Xiangyang Sanhao) in Best Institutions of Securities Industry in China Awards 2022 and the Best Digital Transformation Institutions and the Best APPs Top 10 (CICC Wealth Management) in Best Institutions of Digital Transformation Institutions in China Awards by Securities Times; the Investment Banker of the Year (Huang Zhaohui, CEO of CICC), Top 10 Investment Banks of the Year and Top 10 Investment Institutions (CICC Capital) in China Financial Value Ranking 2022 by China Business News; the Best ESG Securities Companies, Top 30 Brand Value of Listed Chinese Securities Companies, the Best Asset Management of Securities Companies and the Best Wealth Management of Securities Companies (CICC Wealth Management) in China Securities Business Awards 2022 by NBD; the Best Financial Institution for Social Responsibility in The 7th Golden Tangerine Awards of Time Finance by The Time Weekly; the Outstanding Social Responsibility Securities Company in Financial High Quality Development Cases Award 2022 by China Business Journal; the Best ESG for Green Finance of the Year in Best ESG Awards 2022 by Jiemian; the Best Securities Company for Responsible Investment in China ESG Golden Awards 2022 by Sina; Top 10 Brands in Beijing Financial Industry of the Year in Top Brands of Beijing Financial Industry Awards 2022 by Beijing Business Today; the Best ESG Enterprise of the Year in ESG Practice of Chinese Enterprises Awards 2022 by Finance China; the Best ESG Enterprise in High-quality Development of China Economy Forum Awards 2022 by The Economic Observer; the Best ESG Enterprises in China Benefit Corporation Award 2022 by Tencent; the Outstanding Financial Technology in GoldenWis Awards 2022 by JRJ.com; the Best Investment Bank, the Best Equity Underwriter for A share, the Best IPO Underwriter for A share, the Best Refinancing Underwriter for A share, the Best Equity Underwriter for STAR Market, the Best Equity Underwriter for GEM, the Best IPO Sponsor for H share, the Best IPO Global Coordinator for H share, the Best IPO Underwriter for H share, the Best Refinancing Underwriter for H share, the Best GDR Underwriter, the Best M&A in China, the Best Bond Underwriter (Investment Bank Category), the Best Credit Bond Underwriter (Investment Bank Category), the Best Medium and Long Term Bond Underwriter, the Best ABS Underwriter, the Best Credit ABS Underwriter, the Best Corporate ABS Underwriter, the Best ABN Underwriter, the Best Financial Bond Underwriter (Investment Bank Category), the Best Corporate Bond Underwriter and the Best Convertible Bond Underwriter in Wind Best Investment Bank Award 2022 by Wind; the Best Service Institution of STAR Market in STAR Summit Awards 2022 by Caijing; the Best Asset Management Institution and the Best Asset Management for Fixed Income in Best Asset Management Awards 2022, and the Best Growing Wealth Management Institution (CICC Wealth Management) and the Excellent Investment Advisory Team (CICC Wealth Management) in Best Wealth Management Awards 2022 by China Fund; the Best Investment Bank for Overseas Market (Rank 1), the Best Investment Bank for Innovation, the Best Investment Bank for IPO (Rank 2), the Best Equity House (Rank 2), the Best Investment Bank for M&A (Rank 2), the Best Investment for Refinancing (Rank 2), the Best Investment Bank for China (Rank 3), the Best Investment Bank for Consumption Industry (Rank 3) and the Best Investment Bank for Health Industry (Rank 3) in Best Investment Bank in China Awards 2022 by New Fortune; the Best Asset Management Institution in Golden Tie Awards of Finance 2022 by Wallstreetcn; the Excellent Underwriter of Local Government Bonds in Annual Awards 2021 by Shanghai Stock Exchange; the Excellent REITs Liquidity Service Providers in Outstanding Institutions and Staff Awards 2021 by Shenzhen Stock Exchange; the Excellent Carbon Finance Practice in Outstanding Members Awards 2021 by Shanghai Environment & Energy Exchange; the Excellent Transaction Team (Asset Management) and Outstanding Members (CICC Futures) in Annual Awards 2021 by China Financial Futures Exchange; the Best Digital Man of the Year (CICC Wealth Management) in Industry Integration Development Virtual Reality Innovation Competition Awards 2022 by ICDC of MIIT; the Outstanding Special Member of the Year, the Best Member of the Year for Anti Money Laundering and the Best

Member of the Year for Product Promotion in Outstanding Members and Staff Awards 2021 by Shanghai Gold Exchange; the Excellent Cases of Innovative Investment (CSHT.WI) in Outstanding Investment Cases of Central SOEs Awards 2021 by Investment Association of Central SOEs; the Best Institutions for Innovation in Users of China Bond Index Awards 2021 by CCDC; Top 30 PE Limited Partner in China (CICC Capital) (Rank 1) in Zero2IPO Limited Partner Awards 2022 by Zero2IPO Group; Top 50 Domestic PE Institutions (CICC Capital) (Rank 2), Top 10 Return PE Institutions in China (CICC Capital), Best Investment Teams of PE Institutions in China (CICC Capital) and Top 10 Equity Investment Institutions of Investment Bank in China (CICC Capital) (Rank 1) in CV Awards 2021 by CVINFO; Top 10 PE Institutions in China (CICC Capital) (Rank 2), the Best Fundraising PE Institutions in China (CICC Capital) and the Best Equity Investment Institutions of Investment Bank in China (CICC Capital) in Equity Investment Awards 2021, Top 10 FoF managers in China (CICC Capital), Top 10 LP-Recognized PE Institutions in China (CICC Capital) and the Best FoF of Investment Bank in China (CICC Capital) in China Limited Partner Awards 2021 and the Best Government-Lead Funds in China (CICC Capital) in China Industrial Investment Awards 2021-2022 by Chinese Venture; the Hurun Global Venture Capitalists (CICC Capital) (Rank 5), the Hurun Most Successful Venture Capitalists in China (CICC Capital) (Rank 2), the Hurun Most Successful Unicorn Investors in China (CICC Capital) (Rank 2), the Hurun Global Gazelle Investors Top 50 (CICC Capital) (Rank 2), the Hurun Most Successful Gazelle Investors in China (CICC Capital) (Rank 2) and the Hurun Most Successful Cheetah Investors in China (CICC Capital) (Rank 2) in Hurun Global Venture Capitalists 2022 Half-Year Report by Hurun Report; the Best China FOFs (CICC Capital) (Rank 1), the Best PE Funds (CICC Capital) (Rank 2) and the Best FOFs Investors (CICC Capital) (Rank 3) in China FoF Awards 2021, Top 15 Risk Management FOFs in China (CICC Capital) (Rank 1) and Top 20 Return State-owned PE Institutions (CICC Capital) (Rank 2) in China FoF Awards 2022 Half-Year, Top 20 Best SRDI FOF Investors (CICC Capital) (Rank 1), Top 20 Best Unicorn FOF Investors (CICC Capital) (Rank 3), Top 10 Best Gazelle FOF Investors (CICC Capital) (Rank 1) and Top 20 Best Gazelle Investors (CICC Capital) (Rank 2) in China FoF Awards 2022 Special List by China FoF; and Elite Partner Award of WAIC 2022 by World Artificial Intelligence Conference Committee.

In 2021, the Group was awarded the Best Investment Bank in Mainland China and Hong Kong, the Best ECM House in Mainland China and the Best Broker in Mainland China by Finance Asia; the China Equity House and the Best Renminbi Bond (Shenzhen's RMB5 Billion Three-tranche Dim Sum Bond Transaction) in IFR Asia Awards 2021 by IFR Asia; the Best Corporate and Institutional Adviser in China (Domestic) and Best M&A Adviser in China in Country Awards 2021, the Best Carbon Neutral Green Bond – Policy Bank (China Development Bank RMB20 Billion Green Financial Bond), the Best Carbon Neutral Green Bond – Corporate (China Energy Investment Group Company RMB5 Billion Green Bond), the Best Carbon Neutral Green Bond – Railway (Beijing Infrastructure Investment Company RMB700 Million Carbon Neutral Green Bond), the Best IPO (China Telecom Corporation RMB54.16 Billion A-share IPO), the Best Convertible Corporate Bond (East Money Information Company RMB15.8 Billion Convertible Bond) and the Best Privatization (China Energy Engineering Corporation US\$12.4 Billion Privatization of China Gezhouba Group) in the Best Deals (China Onshore), the Best Sustainability Bond – NBFIs (Bank of Communications Financial Leasing Company US\$500 Million Senior Unsecured Sustainability Notes), the Best Green Bond – Technology (Xiaomi Corporation US\$400 Million Senior Unsecured Green Bond), the Best IPO (China Resources Mixc Lifestyle Services US\$1.82 Billion IPO) and the Best New Bond (China Modern Dairy Holdings US\$500 Million Senior Fixed Rate Bond) in the Best Deals (China Offshore) in Country Awards 2021, and the Asset Management Company of the Year in China (Offshore) (CICC HK AM) and the Most Innovative ETF in Hong Kong, China (CICC HKD Money Market ETF) in Sustainable Investing Awards for Institutional Investor, ETF, and Asset Servicing Providers 2021 by The Asset; the Bank for Green Bonds, the Best SME Services Bank and Best Wealth Management Provider in Stars of China Awards 2021 by Global Finance; the Most Honored Companies (Rank 2), the Best IR Program (Combined Rank 2 and Buy-Side Rank 3) and the Best ESG (Combined and Buy-Side Rank 2) in All-Asia Banks Sector of 2021 All-Asia Executive Team, and the Most Honored Companies (Rank 2), the Best IR Program (Combined and Buy-Side Rank 2) and the Best ESG (Combined and Buy-Side Rank 2) in Chinese Mainland Banks Sector of 2021 All-Asia Executive Team by Institutional Investor; the All-

China Best Research Team Overall (Rank 1) Firm Leaders, Overall (Rank 1) Analyst Leaders, Mainland (Rank 1) Leaders and Overseas (Rank 3) Leaders, the All-China Best Sales Team Overall (Rank 1) Leaders, Mainland (Rank 1) Leaders and Overseas (Rank 2) Leaders, and China's Top Corporate Access Providers Overall (Rank 1) Leaders in 2021 All-China Research and Sales Team by Institutional Investor & Caixin; The Best Securities House in China, the Best for Cross Border Debt Capital Markets in China and the Best for Cross Border M&A in China in China Corporate and Investment Banking Awards 2021, the Most Innovative Securities House in China Securitization Awards 2021, the Best Securities House in Wealth Management in China Best Wealth Managers 2021, the Best Domestic Brokerages, the Best Brokerages for Research, the Best Brokerages for Sales, the Best Brokerages for Corporate Access, the Best Brokerages for Execution and the Best Brokerages for Stock Connect Northbound Trading in China (A&B share), and the Best Domestic Brokerages, the Best Brokerages for Research, the Best Brokerages for Sales, the Best Brokerages for Corporate Access, the Best Brokerages for Execution and the Best Brokerages for Stock Connect Northbound Trading in Hong Kong, China of Brokers Poll 2021 by Asiamoney; the Best Wealth Manager in China (Services for Entrepreneurs) in China Wealth Awards 2020 by Asian Private Banker; the M&A Financial Adviser of the Year, the Cross-border M&A Financial Adviser of the Year, the Energy, Mining and Utilities M&A Financial Adviser of the Year, the Financial Services M&A Financial Adviser of the Year, the Pharmaceuticals, Medical and Biotech M&A Financial Adviser of the Year, the M&A Deal of the Year & Technology, Media, and Telecom M&A Deal of the Year (Peking University Founder Group (Ping An Insurance (Group) Company of China)), the Energy, Mining and Utilities M&A Deal of the Year (China Gezhouba Group (China Energy Engineering Corporation)) and the Financial Services M&A Deal of the Year (China Post Life Insurance (AIA Group Limited)) in China M&A Awards 2021 by Mergermarket; the Top Broker of the Year in Stock Connect Awards 2020 by the HKEX; the Best Financial Services Institution for Guangdong-Hong Kong-Macao Greater Bay Area in Guangdong-Hong Kong-Macao Greater Bay Area Awards 2021 by HK Takung Wenwei; the China's Best Employers and the China's Most Innovative Employers for HR Management in 2021 Best Employer Selection by Forbes China; the Top 1 of Investment Banks in 2021 China's Most Attractive Employers Rankings by Universum; the Best Full-Service Investment Bank, the Best Investment Bank for SSE STAR Market, the Best Cross Border Investment Bank, the Best Inter Bank Bond Financing Team, the Best Deals of SSE STAR Market (SMIC's IPO), the Best M&A Deals (PipeChina's Asset Acquisition and Strategic Private Offerings), the Best Wealth Management Brand (CICC Wealth Management), the Best Investment Team of Equity Assets, the Best Asset Management Quantitative Team, the Best Mutual Collective Asset Management Plan Team, the Best Quantitative Asset Management Product (CICC All Weather Diversified Risk Premia Strategy Portfolio), the Best CTA Product (CICC Vista CTA Strategy Portfolio) in Best Institutions of Securities Industry in China Awards 2021, and the 2021 Best PE Institutions (CICC Capital) and the Best Institutions on Semiconductor Investment (CICC Capital) in Securities Times Awards 2021 by Securities Times; the Best Securities Companies, the Best Securities Companies for CSR, the Best Wealth Management Team and the Best Investment Banking Team in Best Securities Company Awards 2021, and the Best Asset Management Institution of the Year, the Best 3-year Equity Asset Management Plan (CICC Xinrui A), the Best 1-year Equity Asset Management Plan (CICC Jingxuan), the Best 1-year Bond Asset Management Plan (CICC Hengrui A), the Best 1-year Hybrid Asset Management Plan (CICC Xingshi) and the Best 1-year FoF Asset Management Plan (CICC Wealth Management Hongyuan 1) in Best Asset Management Products Awards 2021 by China Securities Journal; the Best Asset Management Institution and the Best Asset Management for ABS in Best Asset Management Awards 2021 by China Fund; the Best ABS Manager, the Best Interest Rate Bond Underwriter and the Best Contribution for Bond Trading Mechanism in Outstanding Institutions and Individuals in Bond Market Awards 2020 by Shenzhen Stock Exchange; the Best Investment Bank, the Best Equity Underwriter for A share, the Best IPO Underwriter for A share, the Best Refinancing Underwriter for A share, the Best Equity Underwriter for STAR Market, the Best Equity Underwriter for ChiNext Board, the Best IPO Underwriter for H share, the Best IPO Sponsor for H share, the Best IPO Global Coordinator for H share, the Best IPO Bookrunner for H share, the Best Bond Underwriter (Investment Bank Category), the Best Credit Bond Underwriter (Investment Bank Category), the Best Medium and Long Term Bond Underwriter, the Best ABS Underwriter, the Best Credit ABS Underwriter, the Best Corporate ABS Underwriter, the Best ABN Underwriter, the Best Financial Bond

Underwriter (Investment Bank Category), the Best Corporate Bond Underwriter and the Best Convertible Bond Underwriter in Wind Best Investment Bank Award 2021 by Wind; the Best Investment Bank for Overseas Market (Rank 1), the Best Investment Bank for Technology (Rank 2), the Best Investment Bank for Pharmaceutical and Biological Industry (Rank 2), the Best Investment Bank in China (Rank 3) and the Best Investment Bank for Innovation (Rank 3) in Best Investment Bank in China Awards 2021 by New Fortune; the Best Domestic Securities Company for Wealth Management (CICC Wealth Management) and the Best Wealth Management Family Office (CICC Global Family Office) in Wealth APAC Awards 2021 by Wealth Magazine; the Best A share Underwriter, the Best ChiNext Board Deal (YKA ChiNext Board IPO) and the FoF Top 10 Brand Value of Investment Institutions (CICC Capital) in China Securities Business Awards 2021 by NBD; the Most Contributing Institutions for STAR Market (Service Institutions) and the Most Contributing Institutions for STAR Market (Investment Institutions) (CICC Capital) in Most Contributing Institutions for STAR Market Awards 2021, and the Best Securities Companies, the Best CSR, the Best Investor Relations, the Best Investment Bank for STAR Market, the Outstanding Securities Figures (Peng Wensheng, Chief Economist of CICC) in Best Securities Companies Awards 2020 by Caijing; the Dedication Medal of Red Cross Society of China (Beijing CICC Charity Foundation) by Red Cross Society of China; the Best CSR Enterprises in Chinese Bank Gold Medal Awards 2021 by Financial News; the Best ESG Enterprises in China Benefit Corporation Award 2021 by Tencent; the Best CSR Enterprises in 10th GoldenWis Award by JRJ.com; the Outstanding Charity Cases of the Year (Beijing CICC Charity Foundation (Rural Doctor Training and Maternal and Child Health Project)) by Jiemian News; the Top 1 PE Limited Partner in China (CICC Capital), and the Best PE Institutions in China (CICC Capital (Rank 3)), the Best Fund-Raising Institutions in China (CICC Capital) and the Top 10 Best Institutions on Carbon Neutrality Investment (CICC Capital) in PE/VC Awards 2021 by Zero2IPO Group; the Best Investment Bank for IPO in China (Domestic) (Rank 1), the Best Investment Bank for IPO in China (Cross Border) (Rank 2), the Top 50 Best Domestic PE Institutions (CICC Capital (Rank 1)), the Top 10 Best Equity Investment Institutions of Investment Bank in China (CICC Capital (Rank 1)), the Top 10 Best Investment Institutions in Medical and Health Services (CICC Capital), the Top 10 Best Investment Institutions in New Energy and Clean Technology (CICC Capital) in CV Awards 2020 by China Venture Info.; the Top 10 Best Institutions on NGIT Investment in China (CICC Capital), the Top 10 Best Institutions on Medical Service Investment in China (CICC Capital) and the Top 10 Best Institutions on Internet Service in China (CICC Capital) in China Industrial Investment Awards 2020-2021, the Best Institutions on Culture Industry in China (CICC Capital) in China Culture Industry Investment Awards 2020-2021, CICC Capital was awarded the Top 10 Best FoF Managers in China, the Top 10 Best Institutional Investors in China and the Top 10 Best FoF of Investment Bank in China in China Limited Partner Awards 2020, and CICC Capital was awarded the Top 10 Best PE Institutions in China, the Top 10 Most Active Investment Institutions in China, the Top 10 Best Fundraising PE Institutions in China and the Top 10 Best Equity Investment Institutions of Investment Bank in China in Equity Investment Awards 2020 By Chinese Venture; CICC Capital (Rank 1) the Best Risk Management FoF in China, CICC Capital (Rank 2) the Best Return State-owned Direct Investment Institutions and CICC Capital (Rank 3) the Best Return State-owned Direct Investment Institutions by China FoF; Thesis Award “The Capital Structure of Nations” (Patrick Bolton & Huang Haizhou) in The 19th Sun Yefang Economic Science Award by Sun Yefang Economic Science Foundation; the Excellent REITs Fund Manager (CICC Fund Management), the Excellent Structured Finance Team (Innovation Investment Department of CICC Fund Management) and the Excellent REITs Product (CICC-GLP Logistics REIT) in The 7th Jiefu Award for ABS by Caishiv; Best Product Manager of the Year, the Best Underwriter of the Year, the Special Contribution Institutions of the Year, the Innovative Institutions of the Year (CICC Fund Management) and the Outstanding Product Manager of the Year (CICC Fund Management) in Frontiers Awards 2021, and the CSF Annual Outstanding Institutions, the Leading Investment Institutions, the Best ABS Investment Institutions, the Leading Intermediaries, the Leading Intermediaries for Promoting Market Liquidity and the Best Trading Institutions in Secondary Market in CNABS Awards 2021 by China ABS Forum; and Elite Partner Award for WAIC 2021 by World Artificial Intelligence Conference Committee.

In 2020, the Group was awarded the Best Investment Bank and the Best ECM House in Mainland China and Hong Kong in Country Awards 2020, and the M&A Deal of the Year (PetroChina's US\$49.2 billion Sale of its Pipeline, Gas Storage and LNG Terminal Assets to PipeChina) and the Best Deal of China (PetroChina's US\$49.2 billion Sale of its Pipeline, Gas Storage and LNG Terminal Assets to PipeChina) in Achievement Awards 2020 by Finance Asia; the Asian Bank of the Year, the China Equity House, the Best Equity Issue in Asia of the Year (Alibaba Group's US\$12.9 billion Hong Kong Secondary Listing) and the Best onshore Renminbi Bond in China of the Year (AIIB's RMB3 billion Panda bond) in IFR Asia Awards 2020 by IFR Asia; the M&A Financial Adviser of the Year, the Consumer M&A Financial Adviser of the Year, the M&A Deal of the Year (China Oil & Gas Pipeline Network Corporation (Buyer: PipeChina)) and the Financial Services M&A Deal of the Year (Baoshang Bank (Buyer: Huishang Bank)) in China M&A Awards 2020 by Mergermarket; the Best Listed Companies in Golden Bauhinia Awards 2020 by HK Takung Wenwei; the Best ESG (Buy-Side Rank 1) in 2020 All-Asia Executive Team (Banks Sector), and the Best Investor Relations – Investment Grade (Rank 1) and the Best Use of Debt – Investment Grade (Rank 1) in 2020 Global Fixed-Income Investor Relations (Financials/Banks Sector of Asia) by Institutional Investor; the All-China Best Research Team (ranked by teams – Overall (Rank 1) Firm Leaders, Mainland China (Rank 1) Firm Leaders and Rest of World (Rank 3) Firm Leaders, and the All-China Best Sales Team (Overall (Rank 1) Leaders, Mainland China (Rank 1) Leaders and Rest of World (Rank 3) Leaders) in 2020 All-China Research Team Awards by Institutional Investor & Caixin; the Best Research House for BRI, the Best Chinese Bank in the Region for BRI (Southeast Asia) and the Best Chinese Bank in the Region for BRI (Central and Eastern Europe & Central and West Asia) in the New Silk Road Finance Awards 2020, the Best Firm for Securitization and the Best for CMBS in the China ABS Awards 2020, the Best Securities House in Wealth Management in the China Best Wealth Managers 2020, the Overall Combined Research & Sales, the Best Local Brokerage, the Best for Overall Research, the Best for Overall Sales, the Best for Corporate Access and the Best for Execution in China (A&B share) in Brokers Poll 2020, the Best Local Brokerage, the Best for Overall Research, the Best for Overall Sales, the Best for Corporate Access and the Best for Execution in China (H share, Red chip & P-chip) in Brokers Poll 2020, the Best Local Brokerage, the Best for Overall Research (Rank 2), the Best for Overall Sales, the Best for Corporate Access and the Best for Execution in Hong Kong, China (Local Share) in Brokers Poll 2020 by Asiamoney; the Best Entrepreneur Services in the China Wealth Awards 2019 by Asian Private Banker; the Top 1 of Investment Banks in 2020 China's Most Attractive Employers Rankings by Universum; the Top Healthiest Workplace in the Mercer China Healthiest Workplace Awards 2020 by Mercer Marsh; the Best Full-Service Investment Bank, the Best Investment Bank for SSE STAR Market, the Best Investment Bank for Main Board, the Best Brokerage House for Institutional Investor, the Best Deals of SSE STAR Market (China Railway Signal & Communication IPO), the Best SME Board Deals (CGN Power IPO), the Best Main Board Deals (Postal Savings Bank of China IPO) and the Best M&A Deals (Yunnan Baiyao Merger with Baiyao Holdings) in the Best Investment Bank & Brokerage House in China Awards 2020, the Best Wealth Management Institution and the Best Investment Team of Equity Assets (Equity Investment Team of CICC) in the Best Wealth Management Institution in China Awards 2020, and the Best Poverty Alleviation and Charity Team in the Culture Construction Video Awards 2020 of Security & Fund Industry by Securities Times; the Best Asset Management Institution of the Year, the Best Overseas Asset Management Institution of the Year, the Best Innovative Asset Management Plan of the Year (ICBC CICC USD MONEY MARKET ETF) and the Best Two-year Asset Management Plan (CICC Anxin Huibao, CICC Peizhi, CICC Xinrui) in the Best Asset Management Products Awards 2019, the Top 10 Best Securities Companies, the Best Securities Companies for CSR, the Best Wealth Management Team, the Best Securities Companies for Fintech and the Best Securities Companies for Culture Construction in the Best Securities Company Awards 2020 by China Securities Journal; the Investment Banker of the Year (Huang Zhaohui, CEO of CICC) and Chief Economist of the Year (Domestic) (Peng Wensheng, Chief Economist of CICC) in the China Financial Value Ranking 2020 by YICAI; the Best Investment Bank for IPO (Rank 1), the Best Investment Bank for Overseas Market (Rank 1), the Best Investment Bank for TMT (Rank 1), the Best Investment Bank for Medical Health Care (Rank 1), the Best Investment Bank for STAR Market (Rank 2), the Best Investment Bank for Innovation (Rank 2), the Best Equity House (Rank 2), the Best Bond House (Rank 3), the Best Investment Bank in China (Rank 3), the Best Investment Bank for M&A (Rank 3), the Best Investment

Bank for Refinancing (Rank 4), the Best IPO (PSBC (Rank 1), China Zheshang Bank (Rank 2), CGN Power (Rank 3)), the Best STAR Market IPO (China Railway Signal & Communication Corporation (Rank 1), Kingsoft Office (Rank 2), Montage Technology (Rank 3)), the Best Overseas Deals (Alibaba's HK Listing (Rank 1), COFCO Property's Acquisition of Joy City Property (Rank 2), Pinduoduo's US Follow-on Offering (Rank 3)), the Best Follow-on (BOC's Non-public Offering of Preferred Shares (Rank 1), ICBC's Non-public Offering of Preferred Shares (Rank 2)), the Best Corporate Bond (CREC's 2019 Corporate Bond (Rank 2)), the Best Convertible Bond (CMET's Convertible Bond (Rank 3)) and the Best ABS (Jianyuan 2019-11 RMBS (Rank 1)) in the 13th Best Investment Bank in China Awards by New Fortune; the Best for Sustainable Development and Green Initiative in the Evergreen Awards 2019 by Caijing; the Best Charity Award in the China Benefit Corporation Award 2020 by Tencent; the Best Securities Company for Asset Management, the Best Institution for High-net-worth Clients Service CSR Pioneer Awards 2020, the Best Enterprises for Charity Innovation in the International Pioneer Financial Institution Awards 2020 by International Financial News; the Best Securities Company for Responsible Investment in the China ESG Golden Awards 2020 by Sina; the Best Equity Underwriter, the Best IPO Underwriter, the Best Refinancing Underwriter, the Best Preferred Shares Underwriter, the Best Bond Underwriter, the Best Credit Bond Underwriter (Investment Bank Category), the Best Corporate Bond Underwriter, the Best Financial Bond Underwriter (Investment Bank Category), the Best ABS Underwriter, the Best Corporate ABS Underwriter, the Best ABN Underwriter, the Best Credit ABS Underwriter and the Best Convertible Bond Underwriter in the Wind Best Investment Bank Award 2019 by Wind; the Top 100 Best PE Institutions in China (CICC Capital (Rank 5)), the Top 10 Best Equity Investment Institutions of Investment Bank in China (CICC Capital (Rank 1)), the Top 10 Best Investment Institutions for Science and Technology Innovation enterprises in China (CICC Capital), the Top 10 Best PE Investors in China (SHAN Junbao, CEO of CICC Capital), the Top 30 Best Institutions on Internet/Mobile Internet Investment in China (CICC Capital), the Top 30 Best Institutions on Health Care Investment in China (CICC Capital), the Ten Billion Club in China's Equity Investment Market (CICC Capital), the Top 10 Lead Underwriters of Domestic Listing of Chinese Enterprises (Supported by VC/PR) (Rank 2) and the Top 10 Lead Underwriters of Overseas Listing of Chinese Enterprises (Supported by VC/PR): CICC HK (Rank 3) in the China Venture Capital & Private Equity Ranking 2020 by Zero2IPO Group; the Top 50 Best Domestic PE Institutions (CICC Capital (Rank 3)) and the Top 10 Best PE Investment Institutions of Investment Bank in China: CICC Capital (Rank 2) in the CV Awards 2019, the Top 20 Most Favored PE Institutions for LP (CICC Capital (Rank 3)) and the Top 20 Most Favored PE Institutions for GP (CICC Capital (Rank 4)) in the CV Limited Partner Awards 2020 by China Venture; the Top 10 Best Chinese Equity Investment Institutions for Fighting Against COVID-19 (CICC Capital), the Top 30 Best Return FOF Managers (CICC Capital (Rank 1)) and the Top 30 Best Return PE Institutions (CICC Capital (Rank 3)) in the China FoF Award 2020 by China FoF alliance; the Top 20 Best PE Institutions in China (CICC Capital) in the China PE/VC Awards 2019-2020 by Caixin; the Best Plan Manager & Underwriter of the Year and the Special Contribution Institutions of the year in the Frontiers Awards 2020 by China ABs Forum; and the Best Viewer's Choice Award for WAIC 2020 by World artificial Intelligence Conference Committee.

These awards are illustrative of the Group's esteemed reputation and recognized brand value in the PRC financial markets. The Group's brand name and reputation enable the Group to both attract and retain clients and employees. Its brand name also helps the Group win high-profile mandates, as the Group's clients trust that it will be able to successfully execute their most important transactions. The Group's strong market reputation helps it win regulatory support for its new products and services. Such procurement of high-profile mandates and regulatory support further strengthen the Group's market-leading position and reputation.

The Group regarded the brand cultivation and cultural building as key measures to continuously enhance its market leading position. Leveraging its franchise and core values of professionalism, entrepreneurship and pursuing excellence, the Group continued to attract outstanding talents and new clients, expand its business scope and capture important business opportunities while maintaining the stability of existing employees and clients.

Since establishment 28 years ago, the Group has always attached great importance to the construction of corporate culture and continuously enabled its corporate culture to play its positive role in boosting business development. In 2021, the Group organized a series of seminars and interviews related to corporate culture, so as to learn from the practices of other leading industry players, further sort out and enrich the connotation of its corporate culture, and strive to refine its representation. In the meantime, by combining online and offline activities, and by carrying out diversified forms of activities such as all-round publicity of CICC culture through multiple media relying on the “Gold in Sand” employee community and establishment of “CICC Reading Club” enterprise WeChat group, the Group has constantly enriched the cultural development and exchange activities, and strengthened the cognition of its corporate culture.

High-quality and Loyal Customer Base Spanning a Multitude of Industries

The Group has explored an extensive and profound client base with high quality. Relying on its excellent service quality and professional service capabilities, the Group has formed a profound client base covering a wide range of large-sized enterprises, high-quality emerging growth companies, professional institutional investors and growing wealth management clients that play important roles in the national economy and capital market. The Group can provide its clients with complicated, diversified and high-quality business services through its integrated and customized cross-border platform. The Group has developed long-term cooperation with clients and are dedicated to providing them with a comprehensive suite of products and services.

The Group wins its clients’ loyalty through its deep engagement, industry expertise and thorough understanding of their businesses. This is due to the fact that the Group’s clients always entrust the Group to handle their strategically important and sophisticated transactions. The Group is proactively developing relationships with high-quality emerging companies with growth potential, which are the key driving forces of the PRC’s economic growth. The Group also develops client relationships across a diverse range of industries. Its investment banking client base encompassed a large number of companies in various industries including but not limited to financial services, energy, telecommunications, transportation, metallurgy, technology, healthcare, real estate, materials industry, agriculture, manufacture, education, service industry and consumer products. As an example, the Group has been advising a telecommunications operator for over 20 years on various projects including but not limited to IPO and follow-on offering, bond underwriting, acquisition advisory, mixed ownership reform and segregated account services.

The Group has maintained a leading position in the A share stock market. In 2021, the Group closed a total of 23 A-share IPOs acting as the lead underwriter, with an aggregate lead underwriting amount of RMB100.5 billion, ranking second in the market; the Group also closed a total of 37 A-share follow-on offerings projects acting as the lead underwriter, with an aggregate lead underwriting amount of RMB81.3 billion, ranking second in the market. In 2022, the Group closed a total of 32 A-share IPOs acting as the lead underwriter, with an aggregate lead underwriting amount of RMB52,863 million. The Group closed 46 A-share follow-on offerings as the lead underwriter, with an aggregate lead underwriting amount of RMB125,661 million. In the first half of 2023, the Group closed a total of nine A-share IPOs acting as the lead underwriter, with an aggregate lead underwriting amount of RMB20,218 million, ranking the third in the market. The Group continued to consolidate the advantages in large projects, and led the completion of A-share IPOs including Nexchip and CECport. The Group also closed a total of 13 A-share follow-on offering projects acting as the lead underwriter in the same period, with an aggregate lead underwriting amount of RMB35,475 million, ranking the third in the market.

The Group has also maintained a leading position in the Hong Kong stock market, and has furthered its edges in Hong Kong equity financing deals. In 2021, the Group sponsored a total of 31 Hong Kong IPOs acting as the sponsor, with an aggregate amount of US\$6.0 billion, ranking second in the market; the Group closed a total of 41 Hong Kong IPOs acting as the global coordinator, with an aggregate lead underwriting amount of US\$5.7 billion, ranking first in the market; the Group also closed a total of 41

Hong Kong IPOs acting as the bookrunner, with an aggregate lead underwriting amount of US\$4.0 billion, ranking first in the market. In 2021, the Group closed 21 transactions of follow-on offerings and sell-downs for Hong Kong stocks acting as the bookrunner, with an aggregate lead underwriting amount of US\$5.3 billion, ranking fifth in the market. In 2022, the Group sponsored a total of 31 Hong Kong IPOs, including that of CTG Duty-Free, Tianqi Lithium, Sunshine Ins and Lygend Resource, with an aggregate lead underwriting amount of US\$3,588 million, ranking first in the market; the Group closed a total of 34 Hong Kong IPOs acting as the global coordinator, with an aggregate lead underwriting amount of US\$2,280 million, ranking first in the market; the Group also closed a total of 34 Hong Kong IPOs acting as the bookrunner, with an aggregate lead underwriting amount of US\$1,012 million, ranking first in the market. The Group reinforced its strong positioning in large deals by managing seven out of the top 10 Hong Kong IPOs of the year. In 2022, the Group closed 10 transactions of follow-on offerings and sell-downs for Hong Kong stocks acting as the bookrunner, with an aggregate lead underwriting amount of US\$476 million. In the first half of 2023, the Group sponsored a total of eight Hong Kong IPOs, including that of JF Wealth and Laekna, with an aggregate lead underwriting amount of US\$508 million, ranking the first in the market; the Group closed a total of nine Hong Kong IPOs acting as the global coordinator, with an aggregate lead underwriting amount of US\$487 million, ranking the first in the market; the Group also closed a total of nine Hong Kong IPOs acting as the bookrunner, with an aggregate lead underwriting amount of US\$258 million, ranking the first in the market. In the first half of 2023, the Group closed seven transactions of follow-on offerings and sell-downs for Hong Kong stocks acting as the bookrunner, with an aggregate lead underwriting amount of US\$483 million.

In addition, the Group actively participates in the U.S. primary market. In 2021, the Group closed a total of eight US IPOs of PRC-based companies acting as the bookrunner, with an aggregate lead underwriting amount of US\$1.3 billion, ranking fourth in the market; the Group also closed one U.S. follow-on offering of a PRC-based company acting as the bookrunner, with an aggregate lead underwriting amount of US\$60 million.

The Group believes its diversified institutional investor client base distinguishes the Group from its peers. The Group's equities business has diverse institutional clients consisting of QFIIs or RQFIIs, QDIIIs, commercial banks, insurance companies, mutual funds, pension funds, sovereign funds, hedge funds, private equity funds, listed companies and national asset management companies. The Group was one of the first PRC securities firms to serve QFII or RQFII clients and believes that it has attained a leading position among PRC securities firms in serving QFII or RQFII clients. The Group's equities business has maintained a leading position over QFII coverage in the domestic market for 19 consecutive years, and the Group's investment research service for mutual funds and insurance clients continuously improved and took the lead in the market. In the offshore market, the primary brokerage business scale of the Guarantor continued to grow with increasing product diversification. The Company won the "Best Brokerages" in Hong Kong, China and "Best Domestic Brokerages" in China (A&B share) in the Brokers Poll 2022 of Asiamoney. The overseas team executed a number of primary and secondary market projects, and the amount of financing exceeded the level of last year.

As a pioneer among the PRC securities firms in serving high-net-worth individuals, the Group has built an excellent high-net-worth client base. As at June 30, 2023, the number of the Group's wealth management customers reached 6.46 million with total customer assets of RMB3.14 trillion.

Pioneer in China Investment Banking Industry with Outstanding Cross-Border Capability, Distinct International DNA and Forward-looking and Balanced Business Structure

Since its establishment, the Group has adhered to the international best practices in terms of business operations, corporate governance, and talent and culture cultivation. By providing high quality cross-border products and services to both domestic and overseas clients, the Group believes that it is the most influential PRC-based investment bank with distinct international DNA.

Capitalizing on its distinct international DNA and first mover advantage in pursuing international strategy, the Group has formed outstanding cross-border business capabilities with a leading position in the cross-border arena, thus proactively playing its role in serving cross-border capital transactions and promoting the mutual opening of financial markets.

In terms of international presence, the Group has established overseas operations and business activities in seven financial centres across Hong Kong, New York, London, Singapore, San Francisco, Frankfurt and Tokyo, which are managed by respective business lines vertically, so as to fully mobilize domestic and overseas resources including research, people and products, thus providing one-stop cross-border services for its clients. The seamless connection among its domestic and overseas businesses equipped its teams with both domestic and overseas business experience. The substantial majority of members of the Group's investment banking and research teams have obtained qualifications for domestic businesses and businesses in several overseas regions.

In terms of cross-border business, the Group has been serving the “bringing in” and “going global” needs of industrial capital and financial capital, which enabled the Group to enjoy certain advantages in businesses such as overseas IPOs for PRC-based companies, offshore bond offerings, and cross-border mergers and acquisitions, to sustain strong growth in emerging businesses such as cross-border transactions and the “Connect” business and to maintain the leading market position in terms of transaction volume of the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect business, thereby obtaining more bargaining and pricing power in the international markets.

In 2022, with the support of national policies and the guidance of medium and long-term development goals, the Group's business segments achieved rapid growth. Its network and customer coverage were further strengthened, its product and customer service capabilities continuously improved, its business collaboration and digital transformation achieved positive results, and its research and information technology foundation was further strengthened. The Group has continued to explore into domestic market and develop strong cross-border advantages, and strive to enhance its franchise and market influence, so as to significantly accelerate its growth in both scale and strength.

Due to the Group's leading investment banking franchise in the PRC and its diversified source of revenue from both onshore and offshore clients, it has consistently achieved high rankings in the league tables across various products. In 2020, the Group ranked first in the PRC M&A market with a market share of approximately 30.8%. In 2021, the Group maintained its leading position and ranked first in the PRC M&A Market, further expanding its market leadership. In 2022, the Group ranked first in the PRC M&A market, and has ranked first in the PRC M&A market for eight years in the past decade. In the first half of 2023, the Group maintained its leading position and continued to rank first in the PRC M&A market. Over the past two decades, the Group has been the lead bank on many large and complex transactions and it has received numerous prestigious awards in recognition of the leadership and achievements of its investment banking business.

The Group has also established its business structure from a forward-looking prospective based on its insight into development trends of global capital markets. With the accelerating process of internationalization and institutionalization of the capital market in recent years, a large number of traditional channel businesses are facing tremendous pressure. As such, in line with the trend of “institutionalization”, “internationalization” and “product sophistication”, the Group continued to enhance the overall capabilities, and has embarked on a new track in advance to closely focus on key national deployment areas such as technological innovation and green development, and promoted the sustainable development of emerging businesses related to the science and technology innovation board, private equity business and wealth management business.

Rapid and Sustainable Growth Underpinned by Strong Innovation Capabilities

The Group was established as an innovative step to reform the PRC's capital markets. The Group's corporate culture of openness and collaboration create an environment for creative solutions, product innovation and sustainable growth. The Group's high-calibre professionals, their vision and extensive experience have enabled the Group to react promptly to market pulses and to provide innovative products and services in order to meet client needs.

The Group's innovation capabilities have contributed to its success in investment banking. At various stages in the PRC's economic development, the Group has provided creative solutions to both regulators and its clients. The Group has led the development of the PRC's capital markets by completing many precedent-setting transactions. The Group led the execution of the first A share listing of a company with weighted voting rights structure and the first cloud company A share listing (UCloud, 2020), the first A share listing of a company with no revenue and profit generated and the first company listing on the SSE STAR Market applying the 5th set of listing standards (Zelgen, 2020), the first Chinese InsurTech US IPO (Huize, 2020), the first A-share IPO of an AI chip design company (Cambricon, 2020), the first A share domestic brand focusing on coagulation (Succeder, 2020), the first listing with H share full circulation upon completion of IPO (Nongfu Spring, 2020), the first vertical SaaS stock listed on the HKEX (Ming Yuan Cloud, 2020), the first convertible bonds in automobile assembly manufacture industry since 2018 (Prielli, 2020), the first company to complete A share listing through a red-chip structure (CR Micro, 2020), the first transaction by an A share listed company to privatize a Hong Kong listed company with its newly issued H shares as consideration and simultaneously realize H share listing (Haier, 2020), and the first sovereign bonds adopting rules of Reg S and 144A since the resumption of foreign currency sovereign bond issuance in 2017 (Ministry of Finance of the People's Republic of China, 2020), the take-private transaction of H share real estate SOE (Beijing Capital Group's H share privatization of Beijing Capital Land, 2021), and the first restructuring of a finance company (Lifan Group's debt restructuring, 2021) which promoted the industrial upgrade of Chongqing.

In 2020, the Group also assisted the AIIB in its first RMB financing in China, assisted the Agricultural Bank of China in issuing the first small and micro financial bond related to pandemic prevention and control among large state-owned banks, assisted Orient Asset Management in issuing the first non-fixed term capital bond of a non-bank financial institution, completed the IDC infrastructure revenue rights ABS for Sino-Ocean UNIQloud which was the first new infrastructure revenue rights ABS in the market, and completed the bad asset-backed securities for TECO which was the first bad asset-backed securities of a non-bank financial institution. In terms of offshore products, the Group was the only PRC-based investment bank participating in the issuance of foreign currency sovereign bonds by the Ministry of Finance of China acting as the lead underwriter and bookrunner for 4 consecutive years. In addition, the Group assisted the Paris Branch of Bank of China in issuing the first blue bonds in the Asia-Pacific region, and assisted Pirelli in issuing overseas convertible bonds with an amount of EUR500 million. In 2020, the Group participated in the privatization of Haier Electrics through issuing H shares by Haier Smart Home and listing on the Hong Kong stock market by way of introduction, representing the first privatization of an A share company through issuing H shares and listing on the Hong Kong stock market by way of introduction; the Group also participated in the mixed reform of China Eastern Airlines, marking the first case of ownership diversification reform at the centrally-owned group company level under the three-year SOE reform action plan. In 2020, the Group actively promoted the margin trading and securities lending business for qualified foreign institutional investors, and reported the first order for QFII refinancing securities lending in the market. Since the introduction of the carbon neutrality target, the Group has taken the initiative in completing the issuance of the first batch of carbon neutrality bonds by China Energy Investment Group Co., Ltd. and China Huaneng Group Co., Ltd. on the Shanghai Stock Exchange. In 2020, the Group acted as the lead underwriter for China's first "carbon neutral" green financial bond issued by China Development Bank to global investors. In 2021, in the field of infrastructure publicly-offered REITs, the Group assisted GLP China and Shanghai-Hangzhou-Ningbo Expressway (滬杭甬高速) in completing the issuance of the first batch of publicly-offered infrastructure REITs in China. In the field of carbon neutrality bonds, the Group assisted the China Energy Investment and China Huaneng Group in completing the issuance of the first

batch of “carbon-neutral” corporate bonds on the stock exchanges, assisted the China Development Bank in completing the first offering of “carbon-neutral” bonds to global investors, and assisted China Energy Engineering Investment in completing the issuance of the first “carbon-neutral” quasi-REITs. In addition, the Group assisted Shenzhen Municipal Government in issuing the first ever offshore RMB bonds by a PRC municipal government, assisted the Guangdong Provincial Government in completing the first bond issuance by a PRC local government in the Macau market, and assisted Wens in completing the largest convertible bond offering by non-financial enterprises listed on the ChiNext Board. In 2022, the Group completed many representative projects and product innovations. For domestic milestone deals and product innovation, in terms of science and technology innovation bonds, the Group assisted Xiaomi Telecom (小米通訊) in completing the issuance of China’s first corporate bond of a technology enterprise in the intelligent manufacturing industry, Guangzhou Port Holdings (廣州港股份) in completing the issuance of China’s first “BRI technology innovation” corporate bond, which is the first batch of scientific and technological innovation corporate bonds of the Shanghai Stock Exchange, Shenzhen Hi-Tech Investment and Small Loan (深圳高新投小貸) in completing the issuance of China’s first ABSs for science and technology innovation, China Reform Holdings (國新控股) in completing the issuance of the exchange’s first extendable corporate bond for digital economic science and technology innovation. In terms of green bonds, the Group assisted CECEP Solar Energy Technology (中節能股份) in completing the issuance of China’s first “carbon neutrality” and “rural revitalization” corporate bond, China Merchants Bank in completing the issuance of China’s first bond for rural revitalization and green finance, China Jinmao (中國金茂) in completing the issuance of China’s first Quasi-REITs with “carbon neutrality” office buildings as the underlying assets, Wuhan Weineng Battery (武漢蔚能電池) in completing the issuance of China’s first new energy vehicle power battery securitization project, and Huaneng Group in completing the issuance of the first exchange-traded low-carbon transition-linked bond. In addition, the Company assisted Huaneng Tiancheng (華能天成) in issuing China’s first bond for supporting the development of the non-government-owned entities, Orient Asset Management in completing the issuance of China’s first financial bond for AMC real estate risk mitigation and disposal, and New Development Bank in completing the biggest issuance of Panda bonds among super-sovereign organizations to date. In the field of publicly-offered infrastructure REITs, the Group completed Xiamen Affordable Housing (廈門安居) REIT project and Beijing Affordable Housing (北京保障房) REIT project in the first three affordable rental housing REITs projects, completed the Anhui Transportation Holding (安徽交控) REIT project, the largest publicly-offered REIT issued as at then in China, and completed CICC-Zhejiang Expressway (浙江滬杭甬)-Shenjiaruhang Expressway Asset-Backed Special Program, the largest private infrastructure REIT project in the market. In terms of offshore bonds, the Group assisted Deqing Cultural Tourism (德清文旅) in completing the issuance of RMB bonds in China (Shanghai) Pilot Free Trade Zone (the “FTZ”); as the only Chinese investment bank involved, the Group participated for the ten times in seven consecutive years in the issuance of offshore sovereign bonds by the Ministry of Finance of the PRC, assisted the People’s Government of Hainan Province in completing the debut offshore local government blue and sustainability bond, assisted the People’s Government of Shenzhen Municipality in issuing offshore RMB bonds for two consecutive years, and participated in the issuance of offshore RMB bonds by the People’s Government of Guangdong Province for two consecutive years. In terms of product innovation, the Group assisted Lingang Group in issuing the first dual-currency green FTZ bonds, assisted BOCOM Leasing in issuing the first ESG FTZ bonds by a financial institution, assisted Jinan Energy (濟南能源) in completing the issuance of Lotus bonds settled by Macao Central Securities Depository (MCSD) System, CNCBI (信銀國際) in completing the issuance of subordinated perpetual bonds of additional Tier 1 (AT1) capital replenishment instruments, assisted The Bank of East Asia in completing the issuance of non-preferred loss absorbing notes, and assisted China Development Bank Hong Kong Branch in issuing private bank certificates of deposit. In terms of ESG bonds, the Group assisted local governments and a number of Chinese enterprises including Shandong Hi-Speed (山東高速), Hubei Liantou (湖北聯投), Hangzhou Water (杭州水務), Lianyungang Port Group (連雲港港口集團), Hubei United Investment and Gansu Highway Aviation Tourism Group (甘肅公航旅集團) in issuing offshore ESG bonds. In terms of debt restructuring, the Group assisted R&F Properties, Logan Group and Sunac China Holdings in completing the overall restructuring and renewal of domestic bonds with a total amount of RMB13.5 billion, RMB22.4 billion and RMB16 billion respectively, helping to

resolve property debt risks. In the first half of 2023, the Group served the national strategy and helped the strategic restructuring of central owned enterprises and SOEs. The Group also announced a number of deals, including the investment in Postal Savings Bank of China by China Mobile which is the largest all cash-backed A share non-public offering through bookbuilding ever in A share market with a size of US\$6.5 billion; the Group assisted in COFCO Fortune's strategic investor introduction, which is the largest private equity financing in food and agriculture industry in the PRC since 2022. Furthermore, the Group assisted in acquisition of a controlling stake in Halcyon Agri Corp, a Singapore rubber company, by Hainan Rubber, triggering a pre-conditional mandatory cash offer, which involved three listed companies in and outside of the PRC, marking a milestone under the national "Belt and Road" strategy and the "Going Global" strategy of Hainan Province; the Group assisted in PowerChina Renewable Energy's strategic investor introduction, which is the largest private financing by a domestic new energy operator since 2022; the Group also assisted in H-share privatization of Yitai Coal, which is the largest H-share buy-back privatization transaction, the first H-share privatization transaction of a company listed on SSE B share and the HKEX. In addition, the Group assisted in China Resources Medical's acquisition of LH Targets and JE Target from China Resources Healthcare, representing the largest M&A transaction among Hong Kong listed companies in the medical service industry in the past three years; the Group assisted in series A financing of YOFC Advanced Semiconductor by Yangtze Optical Fibre and Cable, which is the largest disclosed private equity financing in semiconductor industry in China since 2023; the Group assisted in acquisition of a controlling stake in Sichuan JCC Rare Earth Metals by China Rare Earth Group, which is the first significant acquisition by China Rare Earth Group of regional rare earth resources since its inception. In terms of milestone deals and product innovation, in the field of green bonds, the Group assisted CECEP Solar Energy Technology (中節能股份) in completing the issuance of the first green corporate bond under the Common Ground Taxonomy on the SZSE, and Wuhan Optics Valley Traffic Company (武漢光谷交通) in completing the issuance of carbon neutrality green corporate bonds. In terms of supporting regional economic development, the Group assisted Chengdu Communications Investment Group (成都交通投資集團) in completing the issuance of the "Chengdu-Chongqing Twin Cities Economic Circle" bond, being China's first bond to raise funds for expressway project. In terms of scientific and technological innovation, the Group assisted Beijing Enterprises Group (北京控股集團) in completing the issuance of market's first 10-year science and technology innovation bond of local SOEs. In terms of rural revitalization, the Group assisted Shanxi Road & Bridge Construction Group (山西路橋建設集團) in completing the issuance of rural revitalization notes. In the field of infrastructure public REITs, the optics valley industrial park REIT project of Hubei Science Technology Investment (湖北科投) was completed, which is the first infrastructure public REIT for industrial park in Hubei Province. In terms of offshore bonds, in the field of ESG bonds, the Group assisted multiple branches of Industrial and Commercial Bank in the issuance of multi-currency carbon neutral thematic green bonds, assisted China Construction Bank London Branch and Sydney Branch, and Bank of China New York Branch in the issuance of green bonds, and assisted Huzhou City Investment (湖州城投) and Yiwu State-owned Capital Operation (義烏國資) in the issuance of sustainable bonds. In the field of product diversification and innovation, the Group assisted China Taiping in completing the issuance of subordinated capital bonds, and assisted Bank of China Macau Branch in issuing the global first RMB "Yulan Bond". In the internationalization field, the Group assisted China Education Group (guaranteed by CGIF, a trust fund of the Asian Development Bank) in the issuance of RMB Dim Sum Bonds, assisted New Development Bank, SSA (Sovereigns, Supranational, and Agencies) issuer, in completing private placement issuance and euro commercial paper issuance, and assisted the wholly-owned Asian subsidiary of the Korea Development Bank in the issuance of offshore certificates of deposits. In terms of debt restructuring, the Group assisted several leading real estate enterprises in resolving debt risks, involving a total debt scale of approximately RMB56.0 billion.

The Group's innovation capabilities also catalyze the growth of its other business lines. For example, when the PRC companies started to list overseas in order to attract international investors, the Group was the first among the PRC securities firms to provide sales and trading services to overseas institutional clients. As the PRC economy grows and the demand for high-end asset allocation products and services increases, the Group made use of this opportunity and was the pioneer in establishing a

wealth management business to provide customized financial advisory services to high-net-worth individuals. Having served many clients in the insurance industry and gained expertise in the relevant areas, the Group also became one of the first securities firms qualified to act as investment managers for insurance companies and enterprise annuity plans. Overall, the Group's strong performance coupled with its innovation capabilities has helped it achieve organic growth and synergy across multiple business lines.

As at June 30, 2023, the total AUM of the Group amounted to RMB1,444,589 million, representing a 3.0% decrease from RMB1,487,647 million as at December 31, 2022. RMB182,913 million and RMB174,020 million, respectively, was attributable to AUM in relation to share of profits of associates and joint ventures (jointly-invested) as at December 31, 2022 and June 30, 2023; RMB1,304,734 million and RMB1,270,569 million, respectively, was attributable to AUM in relation to fee and commission income (wholly-owned) as at December 31, 2022 and June 30, 2023.

The Group expects that the PRC regulatory authorities will further encourage innovation and creativity in the PRC capital markets, which will provide more opportunities to the Group. By leveraging its overall strength and solid experience in providing creative solutions to clients, the Group believes that it will continue to capture future market opportunities.

Leading and Influential Research and Advanced Information Technology Capabilities

Research is an important foundation for the Group's business. The Group's talented and experienced international research team has provided objective, independent, prudent and professional research services for domestic and overseas clients through its research platform covering the global markets. With in-depth understanding, thorough analysis and unique insights into Chinese companies and industries, the Group's research team has won the Group a reputation as the "China Expert".

The Group's research team focuses on global markets and serves clients both at home and abroad through its offices and platforms across the world. The scope of the Group's research products and investment analysis ranges from macro economy and market strategy to fixed income, financial engineering, asset allocation, equities and commodities. These research products were widely recognized by the investors at home and abroad for their independence, objectivity and thoroughness. As at June 30, 2023, the Group employed a team of nearly 400 highly experienced professionals and covered more than 40 sectors and over 1,700 companies listed on stock exchanges in Mainland China, Hong Kong, New York, Singapore, Frankfurt, London and Paris. Leveraging its strong international platform, its research team also excels at overseas and cross-border research.

The Group's research capabilities have been widely recognized by influential international institutions. These included the "Best Brokerages for Research in China" in the Asiamoney Brokers Poll, which marked the 17th consecutive year of its championship in this poll from 2006 to 2022. The Group also topped the "All-China Research Team" hosted by Institutional Investor for eleven consecutive years from 2012 to 2022. In 2020, the Group established CGI, which focuses on public policy research and is committed to building a new think tank in the new era. The CGI and CICC Research are committed to working side by side to provide all-round research support for the economic and social development.

In 2021, the Group published more than 16,000 research reports in English and/or Chinese. On top of numerous sector and company reports, the Group also assembled a series of thematic reports, such as China Infrastructure REITs Research Series (中國基礎設施REITs系列研究), Digital Banking: Reshaping of Service Provision Capabilities (數字銀行：重構金融供給能力), Seeking Opportunities in Logistics Sector under Dual Circulations (立足內外循環，掘金物流行業), "Rise of Chinese Brands: Winners in the New Age of Consumption" (共贏國貨崛起的新消費時代), "Who Will Emerge Victorious in China's Promising Consumer Sectors?" (中國大消費－優勢賽道，誰主沉浮), "Carbon Neutrality and Rising AI" ("碳"至中和方興未 "AI"), "Driving into the Future – Profound Changes in

Automotive Technology Unseen in a Century”(駛向未來一百年未有之汽車科技大變局), “Opportunities and Challenges from ESG Investing”(ESG投資的機遇與挑戰), and “Diverging Policy Stances: Opportunities and Implications in 2022”(2022進退有度).

In 2022, the Group issued more than 18,000 research reports in Chinese and/or foreign languages. On top of numerous sector and company reports, the Group also published a series of thematic reports, such as reports on C-REITs, ESG investing, China’s broad consumer sectors, the metaverse, automotive electronics, global asset management, as well as enterprises that use special and sophisticated technologies to produce novel and unique products. These research products have showcased the Group’s profound understanding of China. The superior depth and extensive coverage of its research reports have earned the Group the reputation as the “China Expert”. In June 2022, the Group held online a month-long “CICC Investment Strategy Conference 2H2022: Post-pandemic Economic Restart and Restructuring”, which received extensive attention from institutional clients. In November 2022, the Group launched the “CICC Research Insights Portal”, an integrated online gateway to all of the Group’s research services, which secured the Group a leading position in the digitalized sell-side research sector.

In the first half of 2023, the Group issued more than 8,800 research reports in Chinese and/or foreign languages. On top of numerous sector and company reports, the Group also published a series of thematic reports, such as reports on the wave of AI (AI浪潮之巔, Chinese version), data and AI in China (數智中國, Chinese version), the valuation system with Chinese characteristics (探索中國特色估值體系, Chinese version), the across-the-board registration-based stock issuance system (全面註冊制研究, Chinese version) and reports on frontier technologies (中金前沿科技, Chinese version). These research products have showcased the Group’s profound understanding of China. The superior depth and extensive coverage of the Group’s research reports have earned the Group the reputation as the “China Expert”. In the first half of 2023, the Group hosted multiple forums and conferences to analyze hot topics in the capital market and macro policy trends, which gained extensive attention and recognition from institutional clients. These events include *Frontier Technology: A Smart Future and the Accelerating Present (CICC Closed-door Meetings with Select Listed Companies 2023)*, *Virtuous Cycle in Healthcare Ecosystem: Broad Range of Investment Opportunities (CICC Healthcare Industry Forum 2023)*, and *New Strides of High-quality Development (CICC Investment Strategy Conference 2H23)*.

The Group also considers information technology as a core component of its competitiveness. The Group has a sound IT governance structure and the industry-leading independent research and development capabilities. The Group has developed three basic technology systems regarding basic transactions, products and services, and risk control and operation management, to provide complicated whole-process and end-to-end financial products and services for clients and various business units as well as global support of comprehensive business operation and management capabilities. The Group has adopted self-developed and industry-leading core business systems and platforms with stable operation. The Group will continue to promote its business development based on information technologies. With the continuous advancement of information technologies in recent years, the Group has also increased capital investment in and attached importance to talent training and capacity building, continued to optimize its organizational structure and operating model, and proactively researched and explored the application of new technologies in various business areas of investment banks, so as to promote the integration of businesses and technologies. Capitalizing on the advantages brought by the booming development of China’s financial technologies, the Group has actively carried out strategic cooperation with China’s leading technology companies to develop new products, businesses and models with data and technology. In 2020, the Group kick-started digital transformation, and was committed to becoming “a world-class investment bank with Internet genes”.

In 2020, the Group’s IT organizational structure was further improved. The Group established dedicated teams to support main business lines to strengthen business interaction and integration, and to enhance the response capability and efficiency IT personnel. The front, middle and back office information systems were further enhanced to fully improve the Group’s online and digital operation and management level, and to support the plan for remote and shared office. The Group seized the

opportunities arising from digital transformation to accelerate the optimization of IT governance system, the construction of integrated management platform and the integration of system and data. Therefore, the supporting capability and driving effect of science and technology for business development were continuously enhanced.

In 2021, the Group implemented a fully agile organizational structure, and completed the first synchronized integration of OTC system and legal person in the industry. In order to achieve digital transformation, CICC Wealth Management established a fully agile organization featured by “Three Tribes and Two Centers”. “Three Tribes” consist of the Client Relationship Tribe, the Investment Products & Solutions Tribe, and the Omni-channel Platforms Tribe, and “Two Centers” consist of the Operation & Client Service Center and the Strategy Service Center. The new structure set up 30 agile teams to achieve the comprehensive upgrade, transformation and restructure of front, middle and back offices. In 2021, the Group completed the integration of 20 domestic security business offices engaged in wealth management business with CICC Wealth Management, further realizing the business integration of both parties.

Enhanced Capital and Asset-liability Management and Diversified Funding Sources Contribute to Sound Financial Flexibility

The Group’s enhanced capital and asset-liability management allows it to effectively deploy its capital and prudently manage its balance sheet while the Group’s diversified financial sources and abundant credit facilities allow it to maintain a high level of financial flexibility. The Group has steadily established a comprehensive business mix consisting of “two bases and six pillars” business lines, namely, investment banking, equities, FICC, private equity, asset management and wealth management, with the strong support of research and IT. The overall business structure is in good shape and therefore provides the Group with the ability to serve clients in an all-round manner. All of the Group’s business lines have established advantageous positions in relevant segments, which laid a solid foundation for the future development of the Group, and provided the Group with the potential to further increase the added value of services.

- **Comprehensive vertical capital management system:** The Group has established a comprehensive vertical capital management system utilizing a system of management policies, decision-making authorities and review procedures. Through the system, the Group formulates its overall capital planning, allocation and adjustments in a proactive and dynamic manner to support its sustainable growth while ensuring its financial efficiency and stability.
- **Optimized asset-liability management:** The Group adopts the following methods to optimize its asset-liability management: (i) proactive management of asset and liability mismatch to enhance dynamic capital management, internal pricing mechanism and asset and liability structure; (ii) setting limits on the scale of assets and liabilities of the Group’s business lines and closely monitoring their balance sheets; and (iii) performing liquidity stress tests on the Group’s fund position for liquidity risk control management.
- **Diversified financing sources:** The Group has diversified financing sources to support its sustainable growth domestically and internationally. In addition to the funding that the Group raised through its initial public offering in Hong Kong in 2015 and the listing of A shares in Shanghai Stock Exchange in 2020, the Group constantly broadened and diversified its funding channels to optimize the liability structure. The financing instruments of the Group include perpetual subordinated bonds, subordinated bonds, corporate bonds, financial bonds, syndication loans, short-term commercial papers, beneficiary certificates, USD-denominated medium-term notes, structured notes, inter-bank borrowings and REPOs. In addition, the Group may finance through follow-on offerings, rights issues and other ways according to market conditions and business needs. See “Capitalization and Indebtedness” for the details of the indebtedness of the Group and the Guarantor Group.

- **Abundant credit support:** The Group also has abundant credit support from a large group of mainstream PRC banks and international banks. As at June 30, 2023, the unutilized credit facilities of the Guarantor Group amounted to more than HK\$25 billion (from more than 20 banks). The Group utilizes the credit facilities strategically to take advantage of its global resources.

Efficient Management Model and Prudent Risk Management Mechanism

The Group has established an efficient and reasonable management model and a comprehensive and prudent risk management mechanism. Since establishment, the Group has adhered to the concept of combining best international practices with the actual conditions of China, formulated a full set of governance structure and management procedures in line with international standards, and established a vertical management model covering all business operations and internal control of the Group to ensure efficient and effective management. At the same time, the Group has always adhered to and continuously strengthened the “all staff, whole process, full coverage and penetrating” risk control compliance system and operating mechanism, through which the parent company can conduct integrated vertical management over domestic and overseas subsidiaries and branches, and the same business and the same client can be subject to unified risk management. Therefore, the Group has formed centralized and effective business management and risk control, and unified decision-making, management and resources allocation, thus ensuring the smooth and orderly development of its business and the stable operation of its risk control system.

Experienced Management and High-quality Workforce

The Group has a senior management team with global perspectives and entrepreneurship, and a high-quality workforce with full licenses at home and abroad.

Rooted in its international DNA, most members of the Group’s senior management team have work experience in domestic and overseas financial institutions with global perspectives. Meantime, they have experienced the main development course and multiple cycles of China’s securities industry, and are equipped with rich experience and profound understanding regarding domestic and overseas capital markets and the securities markets. Riding on the concept of “Chinese Roots and International Reach”, the Group’s senior management team has constantly combined advanced management experience with the practices of China’s financial reform, and took the lead in developing new products and vigorously exploring new markets.

The Group’s excellent brand and high-quality platforms enabled the Group to recruit the best graduates from top domestic and overseas universities, providing the best talents for its domestic and overseas branches. Its sound staff development and training system have provided comprehensive and systematic training for employees at different levels and positions, thereby continuously enhancing capabilities of its workforce and equipping them with practice capabilities to obtain full licenses. Meanwhile, riding on the advanced international experience, the Group has developed advanced talent selection and cultivation mechanism combining incentives in line with market benchmarks, thereby maintaining a large number of outstanding talents to support the long-term sustainable development of the Group. Through the above measures, the Group has developed high-quality workforce to support its rapid, healthy and sustainable development.

Business Strategies

The Group’s success comes from its ability to stay ahead of the market trends and provide innovative solutions to its clients. The accelerated economic transformation and development, the continual implementation of the opening-up policy, and the reform and innovation of the capital market have laid a solid ground for further development of the securities industry, and have provided fertile soil for the rise of the Company as a first-class international investment bank. As one of the most influential Chinese investment banks in the international capital market, the Group has acted in response to the trend and clearly put forward the medium and long-term strategic goal of “building a world-class

investment bank”. In the past year, the Group steadily forged ahead with the execution of various strategic measures, with priority given to medium and long-term development, market share and revenue growth.

The Group will focus on the “Three + One” strategies, i.e. “digitization, regionalization and internationalization” and “One CICC”, and strive to enter a higher stage of development in terms of both scale and quality by increasing resource investment, improving network layout, accelerating transformation and development, and consolidating the middle and back-office capabilities.

In 2022, the Group deepened the implementation of the “Three + One” strategies and continued to bridge the world and embrace the future with roots in the PRC. In terms of regionalization, the Group has increased its regional services and focused on building local sub-branches, aiming to penetrate finance services all over the country. Significant progress has been made in regional markets including Shandong, Suzhou, Zhejiang, Guangdong and Shanghai. In terms of internationalization, the Group introduced high-quality capital to domestic outstanding enterprises to boost a higher level of opening up, and ranked second in global equity financing for PRC-based enterprises for the year. The Group kickstarted “CICC International” platform and established a three-level control structure of “head office-region-country”. The Group expanded its business to the countries along the “Belt and Road”, thus promoting integration of the economies along the “Belt and Road” into the circulation of the Chinese economy. The Group also made breakthrough in international network expansion. CICC UK became the first firm qualified to access the Stock Connect Scheme with Switzerland, Frankfurt and Luxembourg. In terms of digitalization, in order to build “Digital CICC”, the Group promoted online and automation in all aspects of the front, middle and back offices with the customer as the center. The Group supported business and digital management with the whole life cycle management of data assets, and stimulated organizational dynamics with the full integration of business and technology, thus achieving comprehensive digitalization in the Group and pursuing innovation as a new engine for development.

In 2023, the Group will fully implement the spirit of the 20th CPC National Congress and the deployment of the Central Economic Work Conference, uphold and strengthen the overall leadership of the Party, strive for stable progress in operation and management, further deepen the effectiveness of serving national strategies, improve the internal management level in an all-round way, carry out the “Three + One” strategic deployment, optimize the business model, strengthen capacity building, vigorously promote innovation, and build a competitive advantage of differentiated development, to boost the Group’s high-quality development. First, the Group will give priority to the overall development and improve the quality and effectiveness of serving national strategies. Second, the Group will improve the management level and boost the high-quality development of the Group. Third, the Group will accelerate strategy execution and keep advancing ahead towards the medium and long-term goals. Fourth, the Group will optimize the business model and enhance countercyclicality and stability. Fifth, the Group will vigorously innovate and build new competitive advantages. Sixth, the Group will strengthen risk control and compliance management and safeguard the bottom line of no major risks.

The Group expects that its strategy will solidify its leading position, achieve attractive growth and enhance shareholder value. In particular, the Group intends to implement the following business strategies:

Client: Improving Network Layout and Expanding Customer Coverage

Client service is always the Group’s first priority. The Group will further promote regional penetration, accelerate the construction of localized teams, comprehensively expand customer and business coverage, strengthen business collaboration and intensify the function of the headquarters, so as to create an agile and efficient service model. In line with national strategies, the Group will endeavor to increase investment in international resources, strengthen its presence in international financial centers, diversify

its business operations and expand its business scale. In the meantime, the Group will expand its footprints along the “Belt and Road” with the focus on the Southeast Asia regions, and promote synergies between research, investment banking and investment businesses.

Product: Stay Innovative and Focus on Client Facilitation

The Group’s product strategy serves its client strategy. In addition to strengthening its fee-based products and services, the Group intends to focus on facilitating its clients’ trading and deal execution needs by developing capital-based products and services such as balance sheet-based products and services. In the primary market, the Group plans to offer asset securitization and other asset-liability management products and services, high-yield bonds, acquisition financing and leveraged buyouts. The Group also intends to expand its offerings of tailored OTC products and enhance its design capability for non-standard financial products to meet its clients’ needs. In the secondary market, the Group plans to enhance its primary brokerage capabilities to provide a comprehensive suite of services to hedge funds and other professional investors. The Group plans to strengthen its derivatives, futures and other financial product development capability to address the increasing sophisticated needs from its clients. The Group plans to allocate dedicated resources to new products and services within each business line. The Group will also continue to focus on fostering a genuinely open and collaborative culture and to encourage communication and cooperation among different product groups to achieve sustained product innovation.

Based on the strategy of serving the real economy, the Group will further increase the capital base, optimize the allocation of financial resources, and improve its balance sheet utilization capability and efficiency.

Risk Management: Optimize the Corporate Governance Structure and Management System to Enhance Effectiveness and Comprehensiveness

The effectiveness and breadth of the Group’s risk management is key to its success. The Group is exposed to various risks including market risks, credit risks, liquidity risks, operational risks, compliance risks, IT risks, legal risks and reputational risks. The Group intends to further optimize its corporate governance structure to streamline its risk management process. The Group will continue to improve its policies and procedures to more closely monitor and proactively manage its risk exposures. The Group will also promote the culture of risk awareness by developing risk awareness training programs.

The growth of its capital-based business imposes additional demands for financial resources management. The Group intends to upgrade its financial resource management system, or an FRM system, to meet this challenge. A key function of such an FRM system is to better manage the overall capital raising and capital allocation across its organization. The Group also intends to implement additional measures such as stress tests to improve its capital and liquidity management.

Business Development: Consolidate Leading Advantages of Institutional, High-end and Cross-border Businesses, Accelerate Expansion of Retail, Asset Management and Other Emerging Businesses, and Continuously Expand the Coverage and Influence of CICC Research at Home and Abroad

The Group strives to integrate the capabilities and resources of its different business segments and to establish “One CICC”.

In terms of investment banking business, the Group will continue to adhere to national strategies to seize opportunities brought by market reforms, support the development of real economy and improve service capabilities with focus on core customers from all areas of new economies to ensure its leadership in major transactions.

- In equity financing, the Group will continue to closely follow the policy direction of the central leadership, serve major national strategies, and continue to promote the healthy development of investment banking business. The Group will capitalize on the continuous deepening of the registration-based IPO system reform, strengthen penetration into industry segments, and deepen its presence in emerging industries to build its franchise. The Group will also firmly implement regional strategies, particularly in industrial cluster areas, expand the coverage of regional leading enterprises and new economy players, and increase customer base and project pipeline.
- In debt and structured financing, the Group will closely follow regulations and policies, strengthen the layout of industrial bonds and high-yield bonds, cultivate high-yield bond capabilities and make further efforts in key business areas such as the second batch pilots of publicly-offered REITs, panda bond business and green financial bonds. The Group will build a full-cycle service chain for credit bond, build a professional team, optimize team functions, and actively explore debt management and credit repair business opportunities. In addition, the Group will further implement the regional strategy and strengthen regional development and execution capabilities by improving the incentives and evaluation mechanism.
- In financial advisory services, the Group will continue to keep keen on the changes in the capital market environment and trend, strengthen the research on regulations and policies, enhance the coverage over and services for key target customers, and seize new opportunities for industrial mergers and acquisitions through early research, judgment and deployment.

In terms of equities business, the Group will continue to serve national strategies under the new pattern of “dual circulation”, accelerate the pace of transformation and upgrading, rely on a professional customer base to continuously promote product service innovation and cross-product line collaboration, create an integrated business platform for domestic and overseas, on-exchange and OTC businesses, aiming to help achieve the medium and long-term development goals of the Company and the equities business.

In terms of FICC business, the Group continue to promote business transformation, enhance its comprehensive customer service capabilities, and develop a first-class market-making platform for FICC products cross-border, cross-market and cross-platform. The Group will continue to strengthen risk control to achieve better returns, and form a risk control mechanism in line with business development. The Group will further strengthen its capabilities in creating various financial products to diversify product lines and enlarge product scale. The Group will improve its cross-border business capabilities to accelerate international presence, and step up digital development to build a first-class FICC fin-tech platform.

In terms of asset management business, the Group will continue to actively respond to national policy guidance, center on the development goal of building a world-leading all-round asset management institution, seize major development opportunities of the industry, and continuously consolidate asset management business capabilities. The Group will promote the construction of the investment and research system, continue to optimize the product layout, enrich product portfolios, facilitate the building of financial technology, expand customer coverage, enlarge the scale of international business, vigorously promote business development, and improve the comprehensive financial service solution for customers.

In terms of mutual fund business, the Group will focus on hybrid funds and bond funds under active management and ETF products. With the goal of building stable investment capabilities, it will continue to build track record, and optimize customer experience; continue to cultivate investment research teams, to enhance the core competitiveness of investment research; continue to penetrate and serve the retail market, strengthen the development of institutional business, and increase investment in online third-party operations; continue to actively build mutual fund REITs pipeline and improve asset operation capabilities; at the same time, taking advantage of One CICC to contribute to improving the Group’s

overall asset management and comprehensive service capacities. In terms of private equity investment business, the Group will continue to adhere to the basic concept of pursuing growth in prudent and steady paces. Catering for the requirements of shareholders and the needs of its own development and committed to serving the national strategic layout of “14th Five-Year Plan”, the Group will capitalize on opportunities from the stock economy reform of China and development of new economies to implement its strategies of internationalization, regionalization, digitization and “One CICC”, consolidate the platform to effectively leverage its own advantages and create long-term solid investment returns for investors. The Group will further strengthen its advantage in terms of scale of assets under management and expand its market presence. With corporate equity funds as the starting point, the Group will strengthen cooperation with local governments, industrial groups and ultra-high-net-worth individuals, and make strategic investments in emerging industries and accelerate the implementation of carbon-neutral funds to closely follow China’s Goals of Carbon Peak and Carbon Neutrality; the Group will take the establishment of U.S. dollar fund as a key task, select professional teams, and mobilize platform resources to build a flagship U.S. dollar fund of the Group; give full play to the advantages of fund of funds products, deploy resources to establish new funds with leading industry players and local government platforms, and accelerate the completion of the fundraising and investment of existing funds; continue to strengthen investment research support for business teams and contributors in the field of emerging industries with strategic importance; start with single – project M&A funds, and gradually transform to market-based leveraged buyouts with focus on corporate spin-offs and cross-border mergers and acquisitions of PRC-based companies, and in the meantime constantly cultivate the post-investment capabilities of the platform; focus on the expansion of infrastructure funds and real estate funds, and actively explore the development of secondary investment funds and special opportunity funds; continue to optimize the revenue structure by increasing capital investment; promote the digital strategy of “business empowerment and value creation” to enhance customer experience and employee experience; taking advantages of “One CICC” platform, continue to promote cross-departmental cooperation and further strengthen inter-departmental business synergy; continue to strengthen risk control management and unified management and control of business platforms.

In terms of wealth management business, the Group will continue to lead the business model transformation toward buy-side investment advisory among securities firms, develop and strengthen asset allocation products, and guide customers to “save long-term money” and serve customers with value. Meanwhile, in terms of integration with CICC Wealth Management, the domestic wealth management business of the Company will be integrated into CICC Wealth Management to realize full business integration. In addition, CICC Wealth Management will fully implement a fully agile and innovative organizational model to fully release organizational productivity. Finally, the Group will continue to invest in the construction of financial technology, consolidate the digital foundation, gradually promote the construction of major strategic platforms, and deepen cooperation with the digital ecosystem.

In the meantime, the Group will take the opportunity of digital transformation to promote the centralization of customer data and information sharing, strengthen the interaction between various business segments, provide comprehensive solutions based on customer demands, create an upgraded version of “One CICC”, and realize the normalization of cross-departmental cooperation.

Domestic and International Coverage: Deepen Local Penetration and Expand International Footprints to Strengthen the Group’s Cross-Border Capabilities and Accelerate the Pace of Internationalization

The market has witnessed increasing demands for cross-border products and services. In most of its business lines, the Group has identified significant cross-border opportunities. The Group plans to allocate resources to pursue such opportunities. Specifically, the Group will (i) improve its existing professionals’ international expertise and increase the recruitment of talent globally, (ii) further build up its overseas IT systems and accelerate the integration of its global operation platform, (iii) improve its

cooperation with overseas business partners with resources strategically important to the Group and (iv) enhance communication with domestic and foreign regulators to support its business expansion and execution.

The Group will deepen regional penetration in the PRC, to provide more timely and high-quality financial services to serve local economic development, industrial restructuring and household needs for wealth management through the close cooperation between business lines and regional outlets.

The Group will vigorously increase investment in overseas markets and strengthen its presence in international financial centres, while expanding footprints along the Belt and Road regions through both organic growth and M&A opportunities, to build cross-border capabilities comparable to world-class investment banks.

The Group will continue to strengthen its cross-border strengths by enhancing its global network, diversifying its cross-border service offerings, developing cross-border full-service capabilities and actively engaging in international competition to strengthen its presence in the related fields.

Technology and Infrastructure: Promote Digital Transformation to Drive Growth

The Group's IT systems are critical components of its business. The growth of its client base and the increasing volume, frequency and complexity of the transactions the Group handles impose additional challenges on its IT infrastructure and operations systems. A state-of-the-art IT system has become a key competency requirement for investment banks, especially in a time of rapid and continuous technology innovation.

The Group's goals are to (i) build a robust, scalable, and integrated IT platform to support its business operation with superior efficiency and security, (ii) improve its clients' user experience and (iii) effectively facilitate its system's risk management function.

The Group has developed the road-map for digitalization and set up agile teams to digital transformation of the Group steadily. By focusing on the initiatives of accelerating the application of financial technology, improving the IT governance system, promoting the middle and back-office digitization and creating the CICC ecosystem, the Group will increase investment in resources to ensure the smooth implementation of various initiatives. The Group is committed to establishing a customer-centric, data-driven and AI-based business model, to speed up business development through big data, cloud computing, AI and other technologies.

Talent and Culture: Attract, Cultivate and Retain Talent, Promote the Group's Unique Culture and Build an Inclusive and Cohesive Corporate Culture

The Group's people are its core assets and its corporate culture bonds its people together. The Group will continue to invest in its people and attract, cultivate and retain talent. The Group will continue to promote its core values and maintain a spirit of partnership. The Group wants its employees to share its success. To accomplish this, the Group plans to implement an effective equity incentive program subject to applicable laws and regulations. The Group will also strive to build a supportive working environment for its employees by providing career guidance, professional training and personal care.

The Group will further improve corporate governance, improve the internal management system, and enhance the effectiveness and efficiency of its management. In the face of the complex and changing market environment, the Group will comprehensively strengthen the risk control and compliance management, intensify the risk control awareness of all staff, and stick to prudent and steady business operations. The Group will continue to improve the organizational assessment and incentive mechanism, further strengthen corporate culture, and enhance the work efficiency and cohesion of its teams. More efforts will be made to develop new work modes and to improve the online organization management capability.

The Group will also adhere to its human capital strategy, continue to invest in human capital to bring in the best people and expand the talent pool to meet the needs of business development. In the meantime, it will try to promote extensional development, actively seek domestic and foreign cooperation opportunities inside and outside the industry, speed up its actions in making up for the weakness, expand the scale and increase the market share, and improve its market position and influence.

Milestones in the Group's History

The Group has been a pioneer among the PRC securities firms in various aspects. Set out below is a list of key milestones in the founding and development of the Group.

Year	Event
1997	The Group established its first overseas subsidiary, the Guarantor, through which it became the first PRC securities firm conducting securities underwriting business in Hong Kong. The Group completed its first overseas IPO project, the IPO of China Telecom (Hong Kong) Limited (currently known as China Mobile Limited) on the HKEX, which marked the beginning of the restructuring and overseas listing of large SOEs directly under the PRC Government, and was also the largest IPO in Asia in 1997 as well as the largest IPO of PRC-based companies ever up until the end of 1997. The Group established its Research Department and released its first research report published to international investors.
1999	The Group was one of the earliest PRC securities firms that commenced securities brokerage business in Hong Kong.
2002	The Group obtained approval from the CSRC to conduct asset management business.
2004	The Group was the first securities firm designated by the NSSF as an investment manager. The Group was among the first batch of sponsor institutions approved by the CSRC. The Group established its Fixed Income, Commodities and Currency Department, and was one of the earliest securities firms to conduct fixed-income business domestically.
2005	The Group was one of the first two securities firms to obtain qualification to serve as investment manager of the assets of enterprise annuity funds from the then Ministry of Labour and Social Security of the PRC.
2007	The Group was one of the first two securities firms to obtain approval from the CSRC under its pilot scheme to conduct private equity investment. The Group was the first securities firm to obtain QDII qualification from the CSRC.

Year	Event
	The Group established CICC US Securities, which was licensed by the US Financial Industry Regulatory Authority and regulated by the US Securities and Exchange Commission.
	The Company received an “AA” regulatory rating from the CSRC when the CSRC adopted the rating framework in 2007. The Company has maintained such rating for nine consecutive years since 2007 and from 2017 to 2022.
	The Group established its Wealth Management Department, and was one of the earliest securities firms to engage in wealth management business.
2008	The Group obtained approval from the PBOC to conduct debt-instrument underwriting business as a lead underwriter.
	The Group established China International Capital Corporation (Singapore) Pte. Limited which was licensed by the Monetary Authority of Singapore.
2009	The Group established China International Capital Corporation (UK) Limited which was licensed by the UK Financial Services Authority in the following year.
2010	The Group obtained approval from the CSRC to conduct margin financing and securities lending business.
2011	The Group was one of the first securities firms to obtain approval from the CSRC under its pilot scheme to engage in RQFII business.
	The Group was the first securities firm to obtain approval from the CSRC to raise and manage private equity funds.
2013	The Group obtained permission from the SAC to conduct OTC derivatives business.
	The Group obtained the consent from the Shanghai Stock Exchange and the Shenzhen Stock Exchange respectively to conduct stock-based lending business.
	CICC HK AM obtained QFII qualification from the CSRC.
2014	The Group established CICC Fund Management, which is the first wholly- owned domestic fund company.
2015	The Company was converted into a joint stock company through overall restructuring and set up an effective governance structure comprising of shareholders’ general meeting, Board of Directors, Supervisory Committee and senior management. The Group successfully listed and traded on the HKEX Main Board under the stock code of 3908.HK.
	The Group held its 20th anniversary celebrations in New York, London, Singapore, Hong Kong and Beijing.

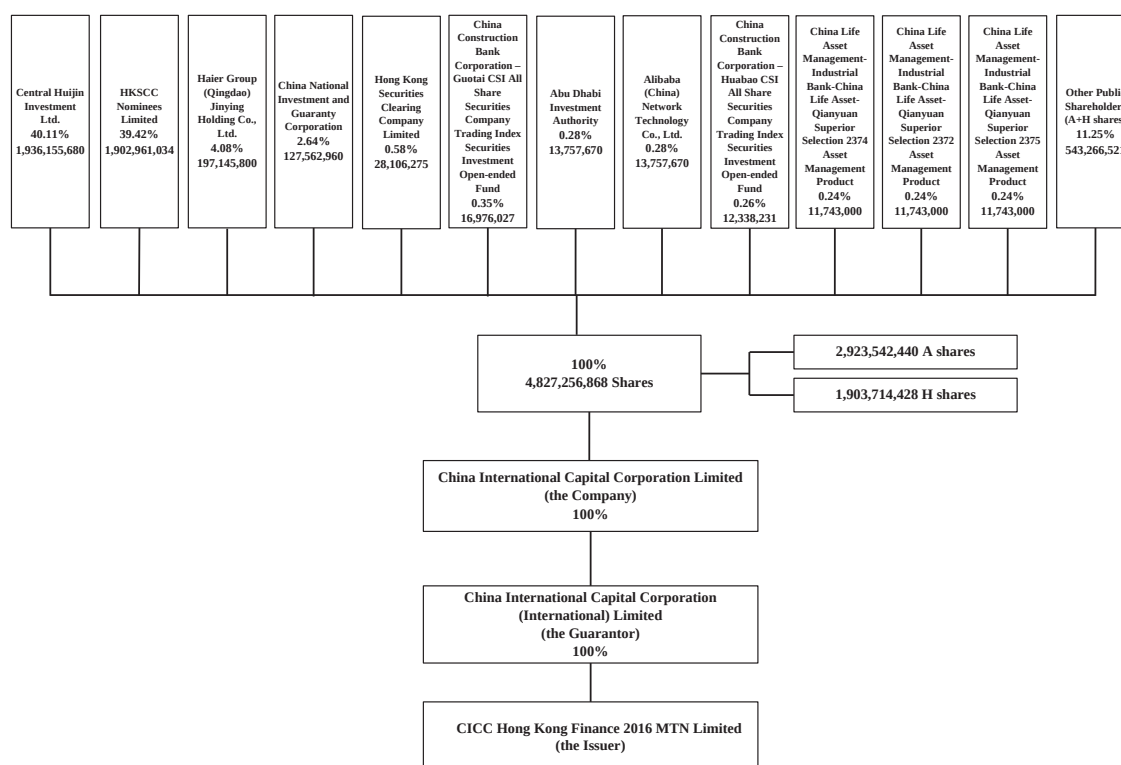
Year	Event
	The Group obtained approval from the CSRC to have the securities investment fund custody business license.
2016	The Company announced the acquisition of 100% of the equity interest in CICC Wealth Management (formerly known as CISC) from Huijin by the issue of 1,678,461,809 shares at an issue price of HK\$11.55.
2017	The Company became the sole shareholder of CICC Wealth Management.
	The Company announced the introduction of Tencent Mobility Limited as a strategic investor, pursuant to which Tencent Mobility Limited would subscribe for 207.5 million new H shares to be issued by the Company, representing 4.95% of total share capital of the Company upon the issue.
2018	The subscription of the Company's H shares by Tencent Mobility Limited was completed. Tencent Mobility Limited became the Company's second largest shareholder after the subscription. The partnership accelerated the Company's business transitioning towards wealth management with the help of financial technology.
	The Group set up a Frankfurt office.
2019	The Company entered into a shareholders' agreement with Tencent Digital (Shenzhen) Limited (" Tencent Digital "), an indirect wholly-owned subsidiary of Tencent Holdings Limited with regard to the establishment of a technological joint venture in the PRC, in an aim to drive the accelerated transformation and scalable development of the Company's wealth management business with digital and fintech capabilities.
	The Company allotted an aggregate of 176,000,000 new H shares to no fewer than six professional, institutional and/or individual investors which are not connected parties or connected persons of the Company, and accordingly, the total issued H shares and the total issued Shares of the Company increased to 1,903,714,428 and 4,368,667,868 Shares, respectively.
2020	China International Capital Corporation (Japan) Limited, a platform for the Company's exhibition in Japan, was established.
	The establishment of Jinteng Technology, a professional technology subsidiary jointly initiated by the Company and Tencent, was completed.
	The establishment of CICC Private Equity, the second private equity fund management subsidiary of the Company, was completed.
	The Group established CGI, a brand new high-end think tank created under new conditions in the new era. CGI aims to support China's public policy research and decision making, engage in international policy discussion and communication, and contribute to the development of China's financial markets, especially the capital market.

Year	Event
	China International Capital Corporation (Singapore) Pte. Limited become a member of Singapore Exchange Limited (“SGX”). CICC HK AM launched the first CICC HKD Money Market ETF (HKD counter code 3071.HK). The Company and SGX signed a Memorandum of Understanding on strategic cooperation, pursuant to which the Company and SGX will jointly explore comprehensive and in-depth cooperation in fields of investment banking, equities, FICC, private equity, asset management, wealth management and research, and actively capture the business opportunities in deepened interconnection, cross-border capital introduction, and Chinese companies pursuing access to Singapore capital market. The Company was successfully listed on the Shanghai Stock Exchange under the stock code 601995 and issued 458,589,000 A shares in the initial public offering and a total of 2,464,953,440 domestic shares held by the original domestic shareholders of the Company were converted into 2,464,953,440 A shares. Upon completion of the A share Offering and Listing, the total number of issued Shares of the Company increased to 4,827,256,868 shares, including 1,903,714,428 H shares and 2,923,542,440 A shares.
2021	The Group achieved the Ratification for Conducting Commodity Futures Market Making Business, Conducting Stock Options Market Making Business, Conducting National Debt Futures Market Making Business and pilot foreign exchange settlement and sales on behalf of customers business. The Group became one of the first executive directors and first supervisors of the national “Carbon Neutrality Action Alliance”, and one of the quoting members of the carbon emission index quoting group. The Group established The Group’s branches in Chongqing, Northeast China, and Jiangsu to optimize the footprints of regional development. CICC Japan was granted Type 1 Financial Instruments Business License by Japan financial regulator KLFB (Kanto Local Finance Bureau) and membership of JSDA (Japan Securities Dealers Association), and has officially kick-started operation.
2022	CICC HK changed its name to China International Capital Corporation (International) Limited. CICC HK AM launches the first Carbon Futures ETF in Greater China, and has begun trading on the SEHK. CICC HK AM also launched the CICC China Equity Fund.

Year	Event
	CICC HK AM and Eastspring Investments, the Asian investment management arm of Prudential plc, launched the Eastspring Investments – CICC China USD Sustainable Bond Fund.
	CICC UK became the first Chinese member of the SIX Swiss Exchange, the Frankfurt Stock Exchange, and the Luxembourg Stock Exchange, becoming the first cross-border global depositary receipt (GDR) converter in the world to complete the filing on the Shanghai Stock Exchange and Shenzhen Stock Exchange for Germany, British and Swiss stock markets.
	The Group established the Group’s branch in Suzhou to optimize the footprints of regional development.
	The Guarantor signed a Memorandum of Understanding with Kazakhstan’s “Baiterek” National Managing Holding JSC and Qatar’s Power International Holdings.

The Group's Corporate Structure

The following chart sets out the simplified shareholding and corporate structure of the Group as at June 30, 2023:



Notes:

- (1) Above is the corporate structure of the Company as at June 30, 2023, the number of shares set out in the above are extracted from the information on registered shareholders which was obtained by the Company from the share register.
- (2) HKSCC Nominees Limited is the nominal holder of shares on behalf of the unregistered shareholders of H shares of the Company. The number of shares held by HKSCC Nominees Limited included the shares held by Tencent Mobility Limited and Des Voeux Investment Company Limited which are registered under the name of HKSCC Nominees Limited.
- (3) The Shares held by Hong Kong Securities Clearing Company Limited refer to Shares held by non-registered shareholders of northbound of the Shanghai-Hong Kong Stock Connect.
- (4) Certain percentage figures included in this chart have been subject to rounding.

The Group's Business

The Group provides a wide range of financial products and services to corporations, institutions, governmental entities and individuals. It has six principal business segments, including:

- **Investment Banking:** provides investment banking services, including equity financing, debt and structured financing and financial advisory services to domestic and overseas corporations and institutional clients;
- **Equities:** provides one-stop integrated financial services such as investment research, sales, trading, products and cross-border services to domestic and overseas professional investors, including institutional trading services and capital services such as primary brokerage, over-the-counter derivatives, capital introduction and market-making transactions;

- **FICC:** provides a package of services and supports in the areas of market making and financing to domestic and overseas institutional and corporate clients on fixed-income products such as interest rate, credit and structured products, as well as on overseas exchange and commodities;
- **Asset Management:** designs and provides a wide range of asset management products and services to domestic and overseas investors, including social security and annuity investment management business, institutional entrusted investment management business, overseas asset management business, retail and mutual fund business, etc.;
- **Private Equity Investment:** designs and provides integrated private equity fund products and services to domestic and overseas investors, mainly including corporate equity funds, Fund of Funds, dollar funds, real estate funds, infrastructure funds, etc.; and
- **Wealth Management:** provides a wide range of wealth management products and services, consisting of transactional services, capital services and product configuration services, to retail clients, families and corporate clients.

The following table sets forth the revenue and other income from each of the Group's principal lines of business for the years/periods indicated.

	For the years ended December 31,						For the six months ended June 30,			
	2020		2021		2022		2022		2023	
	Amount	% of total	Amount	% of total	Amount	% of total	Amount	% of total	Amount	% of total
	(RMB in millions)		(RMB in millions)		(RMB in millions)		(RMB in millions)		(RMB in millions)	
Investment banking	6,127.4	18.9	6,780.9	16.6	6,049.1	16.2	1,744.8	9.9	2,145.1	11.5
Equities	6,881.7	21.2	10,366.4	25.3	8,639.1	23.1	4,422.9	25.1	5,284.7	28.4
FICC	5,959.9	18.4	6,375.5	15.5	6,262.3	16.7	3,486.9	19.8	3,063.2	16.5
Asset management	1,316.3	4.1	1,551.7	3.8	1,375.2	3.7	750.0	4.2	652.5	3.5
Private equity	2,030.9	6.3	2,545.0	6.2	2,519.0	6.7	785.2	4.4	935.2	5.0
Wealth management	8,421.7	26.0	11,206.6	27.4	10,140.5	27.1	5,155.2	29.2	4,937.9	26.6
Others ⁽¹⁾	1,664.0	5.1	2,138.3	5.2	2,413.1	6.5	1,306.0	7.4	1,588.0	8.5
Total revenue and other income	32,401.8	100.0	40,964.4	100.0	37,398.2	100.0	17,651.0	100.0	18,606.7	100.0

Note:

(1) Others mainly comprises of other business departments, middle offices and back offices.

Investment Banking

Overview

The Group has built the leading investment banking franchise in the PRC. The Group provides investment banking services, including equity financing, debt and structured financing and financial advisory services to domestic and overseas corporations and institutional clients.

The Group has a high-quality and diverse investment banking client base. Since its establishment in 1995, the Group has focused on serving large companies who are leaders in key industries in the PRC including telecommunications, energy, natural resources, power and utilities as well as financial institutions, providing them with comprehensive and tailored investment banking services. The Group has also successfully expanded its business to serve companies with significant growth potential in various fast-growing industries such as TMT, clean energy, healthcare, consumer products and advanced manufacturing. Leveraging its industry-leading expertise, the Group provides these clients with one-stop investment banking solutions covering various stages of their growth in both domestic and overseas markets.

The Group has also established long-term investment banking relationships with many highly regarded multinational companies. The Group provides them with innovative PRC-related products and services including RMB-denominated bonds and asset-backed securities as well as financial advisory services.

The Group's overseas operations based in Hong Kong, New York, London, Singapore, San Francisco, Frankfurt and Tokyo and its cross-border execution capabilities have made the Group the investment bank of choice for multinational companies looking to execute PRC-related transactions.

The Group's investment banking team seamlessly serves clients in both the domestic and overseas markets, as well as in cross-border transactions across multiple markets.

Equity Financing

The Group provides equity financing services including IPOs and follow-on equity offerings on multiple boards and exchanges in both domestic and overseas capital markets. The Group receives underwriting fees generally based on a percentage of the amount of equity securities the Group underwrites.

The Group believes that the combination of its strong team, research prowess, effective sales force and innovation capability gives the Group unique competitive advantages in meeting its clients' needs in equity financing. The Group is the leader in the equity financing business.

The Group continues to enjoy advantages in traditional businesses such as finance, energy, military industry, transportation, construction and consumption and in the meantime also enhances its presence and coverage in emerging industries to improve the Group's industry capabilities.

The Group has maintained a leading position in the A share stock market. In 2019, the Group ranked first acting as the sponsor for global IPOs of PRC-based enterprises in terms of aggregate financing and underwriting amount. In 2019, the Group closed a total of 15 A-share IPOs with an aggregate lead underwriting amount of RMB65,016 million acting as the sponsor, ranking first in the market in terms of aggregate underwriting amount. The Group also closed a total of 18 A-share IPOs with an aggregate lead underwriting amount of RMB40,262 million acting as the lead underwriter, ranking second in the market in terms of aggregate underwriting amount. In addition, the Group closed a total of six A share refinancing projects with an aggregate lead underwriting amount of RMB7,830 million acting as the lead underwriter, ranking seventh in the market in terms of aggregate underwriting amount. In 2020, the Group closed a total of 32 A-share IPOs acting as the lead underwriter, with an aggregate lead underwriting amount of RMB62.4 billion, ranking second in the market. The Group also closed a total of 19 A share refinancing projects acting as the lead underwriter, with an aggregate lead underwriting amount of RMB40.4 billion, ranking fourth in the market. In 2021, the Group closed a total of 23 A-share IPOs acting as the lead underwriter, with an aggregate lead underwriting amount of RMB100.5 billion, ranking second in the market. The Group further strengthened its advantage in large deals, leading A-share IPOs including that of China Telecom and BeiGene. The Group closed a total of 37 A-share follow-on offerings projects acting as the lead underwriter, with an aggregate lead underwriting amount of RMB81.3 billion, ranking second in the market. In 2022, the Group closed a total of 32 A-share IPOs acting as the lead underwriter, with an aggregate lead underwriting amount of RMB52,863 million, ranking third in the market. In 2022, the Group closed 46 A-share follow-on offerings as the lead underwriter, with an aggregate lead underwriting amount of RMB125,661 million. In the first half of 2023, the Group closed a total of nine A-share IPOs acting as the lead underwriter, with an aggregate lead underwriting amount of RMB20,218 million, ranking the third in the market. The Group continued to consolidate the advantages in large projects, and led the completion of A-share IPOs including Nexchip and CECport. The Group also closed a total of 13 A-share follow-on offering projects acting as the lead underwriter in the same period, with an aggregate lead underwriting amount of RMB35,475 million, ranking the third in the market.

The Group maintained a leading position in the Hong Kong stock market. In 2020, the Group sponsored a total of 13 Hong Kong IPOs acting as the sponsor, with an aggregate amount of US\$5.4 billion, ranking second in the market, closed a total of 29 Hong Kong IPOs acting as the global coordinator, with an aggregate lead underwriting amount of US\$6.2 billion, ranking first in the market and also closed a total of 33 Hong Kong IPOs acting as the bookrunner, with an aggregate lead underwriting amount of US\$4.0 billion, ranking first in the market. In 2020, the Group closed 22 transactions of follow-on offerings and sell-downs for Hong Kong stocks acting as the lead bookrunner, with an aggregate lead underwriting amount of US\$2.8 billion, ranking sixth in the market. In 2021, the Group sponsored a total of 31 Hong Kong IPOs acting as the sponsor, including that of Li Auto and Ctrip, with an aggregate amount of US\$6.0 billion, ranking second in the market; the Group closed a total of 38 Hong Kong IPOs acting as the global coordinator, with an aggregate lead underwriting amount of US\$5.7 billion, ranking first in the market; the Group also closed a total of 41 Hong Kong IPOs acting as the bookrunner, with an aggregate lead underwriting amount of US\$4.0 billion, ranking first in the market. In 2021, the Group closed 21 transactions of follow-on offerings and sell-downs for Hong Kong stocks acting as the bookrunner, with an aggregate lead underwriting amount of US\$5.3 billion, ranking fifth in the market. In 2022, the Group sponsored a total of 31 Hong Kong IPOs, with an aggregate lead underwriting amount of US\$3,588 million, ranking first in the market. The Group also closed a total of 34 Hong Kong IPOs acting as the global coordinator, with an aggregate lead underwriting amount of US\$2,280 million, ranking first in the market and also closed a total of 34 Hong Kong IPOs acting as the bookrunner, with an aggregate lead underwriting amount of US\$1,012 million, ranking first in the market. In 2022, the Group closed 10 transactions of follow-on offerings and sell-downs for Hong Kong stocks acting as the bookrunner, with an aggregate lead underwriting amount of US\$476 million. In the first half of 2023, the Group sponsored a total of eight Hong Kong IPOs, including that of JF Wealth and Laekna, with an aggregate lead underwriting amount of US\$508 million, ranking the first in the market; the Group closed a total of nine Hong Kong IPOs acting as the global coordinator, with an aggregate lead underwriting amount of US\$487 million, ranking the first in the market; the Group also closed a total of nine Hong Kong IPOs acting as the bookrunner, with an aggregate lead underwriting amount of US\$258 million, ranking the first in the market. In the first half of 2023, the Group closed seven transactions of follow-on offerings and sell-downs for Hong Kong stocks acting as the bookrunner, with an aggregate lead underwriting amount of US\$483 million.

In addition, the Group actively participates in the U.S. primary market. In 2020, the Group closed a total of seven US IPOs of PRC-based companies acting as the lead bookrunner, with an aggregate lead underwriting amount of US\$1.3 billion, ranking fifth in the market and also closed six U.S. follow-on offerings and sell-downs of PRC-based companies acting as the lead bookrunner, with an aggregate lead underwriting amount of US\$3.0 billion, ranking fourth in the market. In 2021, the Group closed a total of eight US IPOs of PRC-based companies acting as the bookrunner, with an aggregate lead underwriting amount of US\$1.3 billion, ranking fourth in the market. In 2021, the Group closed one US follow-on offering of a PRC-based company acting as the bookrunner, with an aggregate lead underwriting amount of US\$60.0 million.

The Group has received numerous major awards in recognition of its equity financing business, see “*Competitive Strength – Premier Brand and Unique Culture*”.

The Group believes that its brand and reputation have helped it to (i) attract new clients and talent as well as retain its existing employees, (ii) win high-profile mandates, as clients entrust to the Group their most complex and important transactions and (iii) win regulatory support for its new products and services and promote them to its clients more effectively.

Debt and Structured Financing

The Group’s debt and structured financing business has consistently held a leading position in the PRC securities industry in terms of the amount of fixed-income products underwritten. As one of the first investment banks to obtain full-service licenses for underwriting fixed-income products in the PRC, the Group is able to underwrite a full range of fixed-income products including enterprise bonds, corporate

bonds, convertible bonds, detachable convertible bonds, exchangeable bonds, short-term commercial papers, medium-term notes, financial bonds, subordinated bonds, offshore bonds, asset-backed securities and other structured products. The Group receives underwriting fees generally based on a percentage of the offering amount of fixed-income products. The Group believes that its pricing capability and its ability to design innovative products have contributed significantly to the success of its fixed-income underwriting business.

In 2020, the Group closed a total of 821 fixed income transactions, representing a year-on-year increase of 52.0%. Among them, 696 onshore bond underwriting transactions amounted to approximately RMB654.1 billion, and 125 offshore bond underwriting transactions amounted to approximately US\$7.0 billion. In 2021, the Group closed a total of 1,062 fixed income transactions, representing a year-on-year increase of 29.4%. Among them, 850 onshore bond underwriting transactions amounted to RMB729,684.0 million, and 212 offshore bond underwriting transactions amounted to US\$12,509.0 million.

In 2021, in line with the aim to serve the real economy, the Group's debt and structured financing business made remarkable achievements in promoting publicly-offered infrastructure REITs, supporting the national "dual-carbon" strategy, and assisting the rural revitalization. In 2021, the Group ranked fifth in terms of onshore bonds underwriting amount, second in terms of underwriting amount of asset-backed securities and second in terms of underwriting amount of onshore convertible bonds. In the field of publicly-offered infrastructure REITs, the Group ranked first in terms of the size of financial advisory business, and continued to take the lead in market making, strategic investment and research coverage. In terms of offshore bonds, the Group ranked first in terms of overseas bond underwriting amount of PRC-based companies. Specifically, the Group ranked first in terms of the number of transactions of overseas convertible bonds of PRC-based companies, and first among PRC-based securities companies in terms of the underwriting amount of investment-grade USD bond offerings by PRC-based issuers for six consecutive years.

In 2022, the onshore bonds underwriting amount of the Group was RMB918,151 million; the offshore bonds underwriting amount was US\$5,077 million. In 2022, on the basis of tight risk control, the Group's debt and structured financing business has made remarkable achievements in serving the national science and technology advancement, supporting the national "carbon neutrality" strategy, and assisting to address bond market risks, aiming to serve the real economy. In 2022, among securities companies, the Group ranked fourth in terms of onshore bonds offering amount, third in terms of underwriting amount of interest rate bonds, third in terms of underwriting amount of asset-backed securities and first in terms of offering amount of onshore green bonds underwritten. In terms of offshore bonds, the Group ranked first among PRC-based securities companies in terms of offshore bond underwriting amount by Chinese issuers. Specifically, the Group reached a significant increase for underwriting overseas ESG bonds of PRC-based companies and ranked first in the market in terms of underwriting amount. The Group also ranked first among PRC-based securities companies in terms of the underwriting amount of investment-grade USD bond offerings by Chinese issuers for over six consecutive years.

In the first half of 2023, the onshore bonds underwriting amount of the Group was RMB505,190 million, representing a year-on-year increase of 2.3%; the offshore bonds underwriting amount was US\$2,817 million, representing a year-on-year decrease of 9.3%. In the first half of 2023, the Group's debt and structured financing business has made remarkable achievements in serving the national science and technology advancement, promoting infrastructure public REITs products, and supporting the national "Dual-carbon" strategy, adhering to serving the real economy. In the first half of 2023, the Group ranked fourth in terms of onshore bonds underwriting amount, third in terms of underwriting amount of asset-backed securities, and third in terms of underwriting amount of local government bonds in the industry. In the field of infrastructure public REITs, the Group ranked first in the market in terms of the listed projects under management, and continued to lead the market in terms of expansion, market making, strategic investment and research coverage. In terms of offshore bonds, the Group ranked first

among PRC-based securities companies in terms of offshore bonds underwriting amount by Chinese issuers. Specifically, the Group ranked first among PRC-based securities companies in terms of underwriting amount of offshore ESG bonds by Chinese issuers. The Group also ranked first among PRC-based securities companies in terms of the underwriting amount of investment-grade USD bond offerings by Chinese issuers for over seven consecutive years.

The Group completed many representative projects and product innovations, see “*Competitive Strengths – Rapid and Sustainable Growth Underpinned by Strong Innovation Capabilities*”.

The Group has won major awards in recognition of its leading position in the fixed-income products financing business, see “*Competitive Strengths – Premier Brand and Unique Culture*”.

Financial Advisory Services

The Group provides financial advisory services on various types of transactions, including but not limited to M&A, strategic alliance and corporate restructuring. The Group charges advisory fees based on the type, size and specific terms of the transactions.

The Group continues to reinforce its leadership in the M&A business. In 2021, according to Dealogic, the Group maintained the leading position and ranked first in the PRC M&A Market for the eighth consecutive year. According to Dealogic, the Group announced 116 transactions, involving an aggregate volume of approximately US\$117.0 billion. Among these transactions, 95 were domestic with a total volume of approximately US\$107.9 billion and 21 were cross-border or offshore with a total volume of approximately US\$9.1 billion. Aside from transactions recorded by Dealogic, the Group also announced several large scale SOEs restructuring transactions with total assets involved over RMB1.0 trillion. In 2022, according to Dealogic, the Group maintained its leading position and ranked first in the PRC M&A Market and has ranked first in the PRC M&A Market for eight years in the past decade. In 2022, the Group announced 94 transactions, involving an aggregate volume of approximately US\$99,595 million. Among these transactions, 83 were domestic with a total volume of approximately US\$91,277 million and 11 were cross-border or offshore with a total volume of approximately US\$8,318 million. In the first half of 2023, according to Dealogic, the Group maintained its leading position and continued to rank first in the PRC M&A Market. In the first half of 2023, according to Dealogic, the Group announced 33 transactions, involving an aggregate volume of approximately US\$30,465 million. Among these transactions, 27 were domestic with a total volume of approximately US\$24,015 million and six were cross-border or offshore with a total volume of approximately US\$6,449 million.

The Group’s leading position in advising on PRC-related M&A transactions is built upon its high-quality and diverse client base, cross-border expertise, excellent integrated team and superior execution capability. These advantages enable the Group to capture the opportunities arising from evolving trends in the development of China’s economy and the growth of PRC-based enterprises, including but not limited to asset injections into and IPOs of SOEs, restructurings and consolidations in various industries, overseas expansion of PRC-based enterprises, the emergence and growth of private sector companies and further reform of SOEs. The Group’s financial advisory business has achieved global reach and extensive industry coverage evidenced by the numerous landmark PRC and cross-border M&A transactions that the Group has completed.

In 2021, the Group’s M&A business continued to focus on key areas including SOEs reform, New Economy market driven transactions, and cross-border transactions. In terms of serving SOEs reform, the Group covered China’s key strategic industries such as chemicals and electrical equipment, and completed transactions including the reorganization of Sinochem and ChemChina, the merger between Sichuan Transportation Investment and Sichuan Railway Investment to establish Shudao Investment Group, and the reorganization of enterprises in coal relevant industries in Shanxi Province. The Group continued to advance market and industry driven transactions such as the disposal of Langdi calcium tablets business by Zhendong Pharmaceutical, the sale of controlling stake of Zhaopin and the sale of PharmPlus. The Group sustained the Group’s leading position in Hong Kong capital market and

announced several take-private transactions including Beijing Capital Land, Chong Hing Bank and China Machinery Engineering. The Group further strengthened cross-border capability and completed transactions including Great Wall Motor's acquisition of Daimler's vehicle plant in Brazil and AIA's strategic investment in China Post Life. In addition, the Group established the Debt Restructuring Management Group (DRM) in 2021, to support the Group's government and corporate clients to defuse risks and secure employment. The related deals led by us include Salt Lake Industry's restructuring and resumption of listing, Ping An Insurance's restructuring of and investment in Founder Group, HNA Group's debt restructuring, Tewood Group's debt restructuring, and Lifan Group's debt restructuring. The Group also helped to address financial risks, leading China Huarong's RMB42 billion investment from strategic investors, among others.

In 2022, the Group closely followed national strategies, and contributed to the deepening of the reform of SOEs, stabilizing of the market and promoting the investment in transportation infrastructure. The Group announced a number of deals, including the acquisition of Huarong Xiangjiang Bank by Central Huijin and a Hunan SOE, the integration by Jiangxi State-owned Capital Operation Holding of four provincial SOEs, and the restructuring of Sinosteel by China Baowu. To promote market-oriented industrial M&A transactions, the Group announced deals such as the cross-border acquisition of a controlling stake in Time Interconnect Technology by Luxshare Precision and the sale of a controlling stake in Meizu to Geely Holding Group. The Group led a number of complex and innovative A share transactions and announced deals such as the acquisition of Broadex Technologies by Yangtze Optical Fibre and Cable and completed the spin-off and back-door listing of Gezhouba Explosive (易普力) under China Energy Engineering through Nanling Industry Explosive Material. The Group continued to lead cross-capital market transactions in Hong Kong and U.S. stock markets and announced deals including the general offer to acquire Jinke Smart Services by Boyu Capital (博裕投資), the privatization of China VAST Development by China Jinmao, the listing of ECARX (億咖通科技) in NASDAQ through De-SPAC, the listing of Newlink Naas in NASDAQ by means of reverse merger, and the privatization of NASDAQ-listed Glory Star New Media. The Group has also taken advantage of cross-border transactions to promote the dual circulation of domestic and international markets, and announced deals including Philips' strategic investment in B-soft and the acquisition of Corou (可心柔) by Royal Golden Eagle Group. The Group deepened its services to the government and enterprises to resolve risks and protect employees' employment, and led the completion of debt restructuring deals for companies including Tsinghua Unigroup, Qinghai Provincial Investment Group, Loncin Group (隆鑫集團) and Shengjing Energy. The Group helped to address financial risks and completed projects such as the acquisition of Huarong International Trust by China Trust Protection Fund Co., Ltd.

In the first half of 2023, the Group served the national strategy and helped the strategic restructuring of central enterprises and SOEs. The Group announced a number of deals, including the investment in Postal Savings Bank of China by China Mobile, the acquisition of a controlling stake in Sichuan JCC Rare Earth Metals (四川江銅稀土) by China Rare Earth Group, and the integration of assets of controlling shareholders by Yankuang Energy Group. To promote market-oriented industrial M&A and financing transactions, the Group announced deals including COFCO Fortune (中糧福臨門)'s strategic investor introduction and PowerChina Renewable Energy's strategic investor introduction. To keep leading Hong Kong stock market and cross-capital market transactions, the Group announced the H share privatization of Yitai Coal, the privatization of Dali Foods, the privatization of Jiangnan Group, China Resources Medical's acquisition of LH Targets and JE Target from China Resources Healthcare, and the acquisition of a controlling stake in Halcyon Agri Corp, a Singapore rubber company, by Hainan Rubber (海南橡膠), triggering a pre-conditional mandatory cash offer. The Group continued to help the government and enterprises resolve risks, protect the employment, and lead multiple debt restructuring deals.

The Group's milestone transactions announced in 2021 include:

- The merger between Sichuan Transportation Investment Group and Sichuan Railway Investment Group to establish Shudao Investment Group in a size of RMB617.4 billion: Realizing a merger of equals between two super-large local SOEs through the newly established entity, and a benchmark transaction for the reform of local SOEs.
- Xinjiang Tianshan Cement's acquisition of multiple cement businesses via issuance of new shares in a size of US\$27 billion: Deepening the supply-side reform of the cement industry and the largest A share listed company in China's cement industry in terms of business scale.
- Ping An's investment in the restructured Peking University Founder in a size of US\$8.2 billion: The largest judicial reorganization of school-run enterprise in China, promoting the industrial upgrading in the Greater Bay Area.
- AIA's strategic investment in China Post Life in a size of US\$1.9 billion: The largest strategic investment in the history of China's insurance industry.
- SEEK's sale of Zhaopin's controlling stake in a size of US\$1.1 billion: Assisting a listed company in Australia and leading PEs in their equity disposal, an extremely influential sell-side transaction in China's M&A market.
- Zhendong Pharmaceutical's sale of Langdi Pharmaceutical in a size of US\$900 million: The largest asset acquisition transaction between PEs and A share listed companies in the big health industry in the past 10 years, boosting further growth of a privately owned brand.
- Beijing Capital Group's H share privatization of Beijing Capital Land in a size of US\$600 million: The first take-private transaction of H share real estate SOE.
- Great Wall Motor's acquisition of Daimler's vehicle plant in Brazil in a size of US\$400 million: The largest acquisition of vehicle plant assets in South America by the PRC automobile companies.
- HNA Group's debt restructuring in a size of RMB1.1 trillion: The largest debt restructuring since the founding of the PRC; defused risks as the creditor's advisor.
- Tewoo Group's debt restructuring in a size of RMB220.0 billion: The largest restructuring of a trade enterprise in China; deepened the comprehensive reform of Tewoo Group; listed as a case in the Supreme People's Court's work report at the Two Sessions.
- Lifan Group's debt restructuring in a size of RMB27.3 billion: The first restructuring of a finance company; promoted the industrial upgrade of Chongqing; won the Special Award for Improving Chongqing's Business Operation Environment; listed as a case in the Supreme People's Court's work report at the Two Sessions.

The Group's milestone transactions announced in 2022 include:

- Integration by Jiangxi State-owned Capital Operation Holding of four provincial SOEs, namely Jiangxi Provincial Communications Investment, Jiangxi Copper Corporation, Jiangxi Water Conservancy Investment and Jiangxi Railway & Aviation in a size of US\$39.5 billion: Serving the reform of local SOEs, optimizing, strengthening and expanding the state-owned capital operation of Jiangxi province, assisting the central region to create a new pattern of high-quality development, representing the largest transaction in Jiangxi Province in recent ten years.

- The listing of ECARX (億咖通科技) in NASDAQ through De-SPAC in a size of US\$3.4 billion: The largest cross-border M&A deal in China market and the largest De-SPAC deal in Asia in 2022.
- The listing of Newlink Naas in NASDAQ through reverse merger of Rise Education in a size of US\$0.6 billion: The first deal in relation to the listing of a Chinese-funded company in NASDAQ through a share-swap reverse merger.
- The general offer to become the largest shareholder of Jinke Smart Services by Boyu Capital (博裕投資) in a size of US\$0.5 billion: The largest general offer deal in Hong Kong market in 2022.
- Cross-border acquisition of a controlling stake in Time Interconnect Technology by Luxshare Precision and triggering of a mandatory conditional cash offer in a size of US\$0.3 billion: A strategic setup for M&A of industrial bellwethers in the high-end manufacturing industry in the Greater Bay Area, representing the market-oriented acquisition of the HKEX-listed company by A share listed company.
- Strategic investment of Philips in B-soft in a size of US\$0.2 billion: The first foreign MNC's strategic investment in A share listed company in healthcare sector in recent five years.
- Acquisition of XinYuan Electronic (NEEQ: 839229) by Sunstone Development in a size of US\$0.2 billion: The market-based industrial M&A of an A share manufacturing private enterprise, integration of enterprises on NEEQ that apply special, sophisticated techniques to produce negative electrode of li-ion battery, expanding the scale of the new energy industry chain.
- Acquisition of Broadex Technologies by Yangtze Optical Fibre in a size of US\$0.2 billion: Covering three regions, namely Shanghai, Hong Kong and Shenzhen, and involving the transfer of control over three A share listed companies, achieving a powerful combination in the field of optical devices.
- Restructuring of Sinosteel by China Baowu: The first case of strategic reorganization at the group level of central enterprises after the 20th CPC National Congress.
- The acquisition of Huarong International Trust by China Trust Protection Fund Co., Ltd. in a size of approximately RMB6.2 billion: Helping China Huarong focus on its main business, streamline its structure and eliminate risks, and promoting risk management of Huarong International Trust to realize transformation and development.
- Debt restructuring of Tsinghua Unigroup in a size of approximately RMB150 billion: China's largest-ever debt restructuring transaction in the semiconductor industry, involving various strategic emerging industries, with an investment of RMB60 billion, being selected as one of the "Top Ten Cases of the Year 2022 in Promote the Rule of Law in the New Era" cosponsored by the Supreme People's Court of China and China Media Group.
- Debt restructuring of Qinghai Provincial Investment Group in a size of approximately RMB64 billion: Assisted local SOEs in resolving their debt risks and maximizing asset value by bringing in strategic investor, contributing to regional industrial development and employment.
- Debt restructuring of Loncin Group (隆鑫集團) in a size of approximately RMB37 billion: The only restructuring case among the top ten commercial cases of the Supreme People's Court in 2022, serving regional risk resolution and protecting industrial stability and employment and livelihood.

- Debt restructuring of Shengjing Energy in a size of approximately RMB13 billion: The largest debt restructuring transaction in China's heating industry, deepening the reform of state-owned assets and enterprises in Northeast China, resolving risks, supporting the revitalization of Northeast China and ensuring people's livelihood.
- Debt restructuring of Xinchufeng Automobile in a size of approximately RMB4 billion: The first transaction in which the Group acted as the bankruptcy administrator, deepening the service to the local government, realizing the industrial transformation and upgrading and conversion of new and old kinetic energy transition, and support efforts towards "carbon peaking and carbon neutrality" goals.
- Debt restructuring of Shenji Group Kunming Machine Tool in a size of approximately RMB2.4 billion: The first debt restructuring transaction for a delisted A+H share company in which the Group acted as an administrator.
- Judicial settlement of Chengxing in a size of approximately RMB5 billion: The first judicial settlement for an A share company and completion of the related transaction during its listing period.
- Debt restructuring of Founder Technology in a size of approximately RMB5 billion: The first debt restructuring transaction for a listed company under the SSE's new bankruptcy restructuring rules.
- Debt restructuring of Etrol Technologies in a size of approximately RMB2 billion: The first debt restructuring transaction for a listed company under the SZSE's new bankruptcy restructuring rules.
- Debt restructuring of Jiangxi Firststar Panel Technology in a size of approximately RMB3.5 billion: Being selected as one of the top ten typical cases of Jiangxi provincial courts in 2022 on serving, protecting and optimizing business environment.

The Group's milestone transactions announced in the first half of 2023 include:

- Investment in Postal Savings Bank of China by China Mobile in a size of approximately US\$6.5 billion: The largest all cash-based A share non-public offering through bookbuilding ever in A share market.
- COFCO Fortune's strategic investor introduction in a size of approximately US\$3.1 billion: The largest private equity financing in food and agriculture industry in China since 2022.
- Acquisition of a controlling stake in Halcyon Agri Corp, a Singapore rubber company, by Hainan Rubber, triggering a pre-conditional mandatory cash offer, in a size of approximately US\$1.8 billion: The transaction involved three listed companies in and outside of China, marking a milestone under the national "Belt and Road" strategy and the "Going Global" strategy of Hainan Province.
- PowerChina Renewable Energy's strategic investor introduction in a size of approximately US\$1.1 billion: The largest private financing by a domestic new energy operator since 2022.
- H share privatization of Yitai Coal in a size of approximately US\$0.7 billion: The largest H share buy-back privatization transaction, the first H share privatization transaction of a company listed on SSE B share and the HKEX.
- China Resources Medical's acquisition of LH Targets and JE Target from China Resources Healthcare in a size of approximately US\$0.6 billion: The largest M&A transaction among Hong Kong listed companies in the medical service industry in the past three years.

- Series A financing of YOFC Advanced Semiconductor by Yangtze Optical Fibre and Cable in the size of approximately US\$0.4 billion: The largest disclosed private equity financing in semiconductor industry in China since 2023.
- Acquisition of a controlling stake in Sichuan JCC Rare Earth Metals by China Rare Earth Group: The first significant acquisition by China Rare Earth Group of regional rare earth resources since its inception.

The Group has won major awards for its financial advisory services, see “*Competitive Strengths – Premier Brand and Unique Culture*”.

Equities

Overview

The Group provides one-stop integrated financial services such as investment research, sales, trading, products and cross-border services to domestic and overseas professional investors, including institutional trading services and capital services such as primary brokerage, over-the-counter derivatives, capital introduction and market-making transactions. The Group established an overseas subsidiary in Hong Kong in 1997, and was one of the first PRC securities firms to establish an overseas presence.

The Group’s equities business has a large and high-quality institutional client base in the PRC as well as overseas. The Group believes that its equities business is one of the best among the securities firms in the PRC.

The Group is one of the first PRC securities firms to serve QFIIs or RQFIIs and the Group believes it is uniquely positioned to capture their stock brokerage needs. The Group believes that it has attained a leading position among all PRC securities firms in serving QFII or RQFII clients. The Group has a diverse institutional investor client base, and the market share of QFII clients has ranked first in the market for 20 consecutive years. In 2021, the number of new client accounts increased significantly, with the turnover and market share hitting a record high. The QFII client coverage exceeded 55% and maintained the leading position for 18 consecutive years. The Group’s investment research service for mutual funds and insurance clients continuously improved and took the lead in the market. The Group has achieved a high coverage of hedge funds, and the Group’s ranking in WFOE clients maintained at the forefront. The Group built all-round cooperation with wealth management subsidiary companies of commercial banks, and ranked first in investment research service for bank clients.

In 2021, the Group continued to deepen and expand the international market. The Guarantor kept the leading position in cross-border businesses, especially in the market share of connect trading; CICC (Singapore) officially launched its local trading platform; CICC US Securities further consolidated its leading position among PRC-based institutions in the local market; and CICC UK became a main PRC-based securities firm partner for European institutional clients. In the meantime, the equities business continued to expand the businesses in Germany, Switzerland, and other markets, promoting the China-Europe Connect. The Group’s overseas teams participated the implementation of more than 90 projects in overseas primary and secondary markets, which introduced overseas strategic and cornerstone investors for listed companies. In 2021, the Group continued to strengthen the construction of the operation and risk control platform to improve operational efficiency; comprehensively established a departmental risk defense line, and formed a multi-level and all-round compliance risk control system to prevent financial risks. The Group accelerated the digitalization process to achieve technological empowerment.

In 2022, the Group continued to advance its business with institutional clients following the principle of client first, and continued to diversify its clientele, covering more than 9,000 domestic and foreign institutional investors. The Group provided domestic and overseas institutional investors with one-stop comprehensive financial services on stock business platform, including investment research, sales,

trading, products, and cross-border services, and were committed to becoming a high-quality platform and partner for cross-border bilateral investment for domestic and foreign institutional investors. In 2022, the number of new client accounts has grown by leaps and bounds and the overall trading market share has steadily risen to a new record in the face of significant volatility and pressure in the domestic and international secondary markets. The Group's market share of QFII clients has ranked first in the market for 20 consecutive years, and investment research services for a number of QFII and global long-only funds ranked first. The Group's market share of Hong Kong stock trading continued to lead among Chinese brokerages. In the past three years, the Group has ranked among the top three in the investment research services for mutual funds clients. The Group has achieved a high coverage of hedge funds and remained among the top three in the investment research services for insurance clients. The Group launched innovative financial products to serve national strategies. As a primary dealer, the Group continued to improve product and service capabilities throughout the whole life cycle for domestic businesses and maintained its market advantage. Through product innovation, the Group supported the development of high technology and green finance by creating innovative financial products such as the "CICC Strategic Hard Technology Index (CSHT.WI) and Minsheng Wealth Management-CICC Low Carbon Leading Index" (CLC.WI). The Group continued to diversify the product and client structure for overseas businesses, forming a competitive product sales team and ranking among the tops in overseas Chinese securities companies in terms of comprehensive advantages, and have formed excellent brand effect. The Group also expanded its international presence and presented compelling China stories. The Group deepened its advantage of cross-border linkage and promoted the two-way high-quality capital financing between "Going Out" and "Bringing In". CICC Hong Kong (中金(香港)) kept the leading position in cross-border businesses, especially in the market share of connect trading; CICC (Singapore) successfully commenced its product business and continued to expand its influence in Southeast Asia; CICC US further consolidated its leading position among PRC-based institutions in the local market; and CICC UK was approved as the first and only cross-border conversion institution for GDR in the world which is qualified to access the Stock Connect Scheme between Shanghai Stock Exchange and Shenzhen Stock Exchange, and Germany, UK and Switzerland, and became the first Chinese listed company and trading member approved to join the Luxembourg Stock Exchange. In the meantime, the Group continued to expand the equities businesses in Middle East, Southeast Asia, Japan and Korea and other international markets, and expanded the breadth and depth of services for overseas clients. The Group accelerated the transformation of digital empowerment and optimized client experience and focused on building five system platforms covering on-exchange transaction, OTC derivatives, market making, primary brokerage and client management to enhance business efficiency. The core trading platform provides international leading professional trading tools for domestic and foreign institutional clients and supports the implementation of all kinds of transactions for clients. The comprehensive operation platform is equipped with management tools which is built to cover the whole life cycle of clients' business development and to achieve efficient integration of internal data and intelligent management of services. The Group continued to strengthen the construction of the operation and risk control platform and strictly abided by the bottom line of risk. The Group built and broadened the 1.5 lines of defense control system in various departments, and formed a multi-level and all-round compliance risk control system to improve operational efficiency and prevent financial risks. The Group strengthened the construction of systems and culture and stuck to the bottom line of integrity and compliance.

In the first half of 2023, the Group actively served the national strategies, leveraged the Group's strengths in the stock business, coordinated with various departments of the Group to introduce high-quality investors to the capital market and channel capital to the real economy as a way to help deepen the reform and opening up of the capital market. The Group steadily advanced its business with institutional clients. The Group has consolidated the advantages of institutional client groups and upgraded its global trading capabilities. The Group followed the concept of "Client First" and continued to diversify its clientele, covering more than 9,000 domestic and foreign institutional investors. The Group provided domestic and foreign institutional investors with one-stop comprehensive financial services for stock business, including investment research, sales, trading, products and cross-border services, and were committed to becoming a high-quality platform and partner for cross-border bilateral

investment for domestic and foreign institutional investors. In the first half of 2023, the number of new client accounts achieved solid growth. The Group's market share of QFII clients has ranked first in the market for 20 consecutive years, and investment research services for a number of QFII and global long-only funds ranked top. The Group's market share of Hong Kong stock trading continued to lead among Chinese securities companies. In recent years, the Group has been ranked at the forefront in the investment research services for mutual funds clients. The Group has achieved a high coverage of hedge funds and remained a leading position in the investment research services for NSSF. The Group comprehensively improved its tailor-made products. As a primary dealer, the Group continued to improve product and service capabilities throughout the whole life cycle for domestic businesses and maintained its market advantage. Through product innovation, the Group supported clients that use special and sophisticated technologies to produce novel and unique products and helped the high-quality development of the real economy. In the first half of 2023, the Group landed the first batch of margin financing and securities lending business on the Beijing Stock Exchange and obtained the market-making qualification of the STAR Market. In terms of offshore product business, the Group continuously enriched the product and customer structure, and improved the ability of the product sales team, as a way to further enhance its international competitiveness, and ranked among the tops of overseas Chinese securities companies in terms of comprehensive strengths. The Group actively expanded its international presence. The Group strengthened its international setup, continued to lead cross-border business, and provided customers with first-class global capital market services so as to help it expand overseas business, and improve the level of comprehensive service for customers. The share of Stock Connect transactions remained at the forefront of the market. CICC HK Securities became one of the first batch of "HKD-RMB dual counter" market makers. The overseas team cooperated in the implementation of a number of primary and secondary market financing projects to introduce overseas strategic and cornerstone investors for listed companies, and actively attract long-term funds into the market. The Group built and broadened the 1.5 lines of defense risk management system across the department, and formed a multi-level, all-round and penetrating risk control and compliance system, to proactively respond to various market fluctuations and emergencies, and firmly hold the bottom line of no major risks. The Group accelerated digitization process to enable business development, benchmarked against market best practices, and built a platform-based open ecosystem service system to lead financial innovation with digital and intelligent technologies.

Institutional Trading Services

The Group intensifies efforts to improve the products, personnel, and systems for the Equities business, as well as enhanced collaboration with the middle-and-back-office functions, to establish a strong product team. The Group constantly optimizes the control process, along with risk and compliance management to build a unique product platform by combining local knowledge with international perspectives.

Primary Brokerage

The Group provides brokerage services to sophisticated institutional investors based in or investing into the PRC through its overseas network. In addition, by leveraging its exceptional China capability, the Group provides international clients with better access to the China market. The Group's agency brokerage business adopts a full-service model focusing on research, corporate access, execution and other value-added services, which allows the Group to leverage its strengths to drive better financial performance. The Group provides a wide range of products, including stocks, cash bonds, bond repurchases, funds, ETFs, LOFs and other exchange-traded products on the Shanghai Stock Exchange, the Shenzhen Stock Exchange, OTC markets and the NEEQ as well as the HKEX. The Group receives commissions and fees from its clients based upon negotiated rates. In addition to executing trading orders, the Group provides other value-added services for its trading clients, including data analysis and investment advice guided by its strong research capability, extensive network coverage and deep understanding of capital markets. The Group also generates revenue by serving its clients in capital introduction, investment channel exploration and other areas. In addition, the Group has built an established block trade business to assist its clients in accessing liquidity through its vast distribution

network, which the Group believes will be an increasingly important part of the brokerage services business. Most of the Group's overseas brokerage services business is derived from its trading of Hong Kong shares.

A growing number of brokerage market participants are offering largely homogenous services, which puts downward pressure on commission rates. The Group has been proactively exploring new methods of diversifying its stock brokerage business to mitigate this pressure by leveraging its advantages in client base, cross-selling capability, cross-border channels, trade execution across markets, product innovation, execution capabilities, program trading and research capabilities. For instance, since 2007, the Group has started offering A share block trade services. Benefiting from its strong client base and excellent trade execution capability, the Group believes it has maintained a leading position among PRC securities firms in this fast-growing segment.

The Group's primary brokerage services include margin financing and securities lending services, total return swaps, stock-based lending, asset custodians and hedge fund administration services. The Group obtained qualification from the CSRC in November 2010 for the margin financing and securities lending business, and commenced such business in December 2010. The Group offers margin financing services to brokerage clients who wish to leverage their investments. The Group lends securities to its brokerage clients, enabling them to capture potential short-selling opportunities. The Group commenced its synthetic financing business with total return swap products in 2013. The Group enters into total return swap transactions with its qualified clients, through which the Group and qualified clients agree to conduct income swap in accordance with the agreed notional principal amount and return rate within a fixed period in the future. The term of its total return swap transactions is mostly less than one year. The return of its clients under such swaps is linked with the performance of the subject assets including stocks indexes and other securities. The Group charges its clients the pre-determined return rate based on a comprehensive assessment of several factors including the cost of capital, market liquidity, supply and demand of products and the risk return ratio. The Group bears risks including credit risk, liquidity risk, market risk and operational risk under such transactions. The Group's stock-based lending service provides an additional choice for the financing needs of its clients. Clients are able to obtain collateral loans by entering into a stock repurchase contract. Benefiting from its strong client base of sophisticated investors, the Group has large and steady demand for its stock-based lending service. The Group also officially obtained the qualification of primary dealer for OTC options on August 1, 2018.

The Group's domestic primary brokerage business platform provides one-stop services to institutional investors covering their full life cycle. In 2022, the Group continuously improved its domestic primary brokerage business platform, and maintained its market leading position for its cross-border business.

Over-the-counter Derivatives

The Group was among the first PRC securities firms licensed to conduct OTC derivatives business and it holds a leading position in this area. The Group believes its OTC derivatives business will further strengthen its first-mover advantage in the capital-based intermediary business. One of its strategic focuses is to actively develop its derivatives business. The Group officially obtained the qualification of first-class dealer for OTC options on August 1, 2018, thereby maintaining a leading position in the industry.

The Group provides a variety of financial derivatives products, including equity-linked notes, OTC options and other structured products. The Group's derivatives services are highly customized to meet each client's individual needs. Leveraging its financial engineering expertise, the Group helps its clients design sophisticated hedging strategies and trading programs to manage downside risk and minimize costs. The Group has built a strong reputation for designing hedging solutions for large domestic and international asset management firms. Depending on its clients' return expectations and risk appetite, the Group offers tailored structured products and investment programs to improve their risk-return status and meet their asset allocation needs. The Group also provides its clients access to high margin opportunities in niche markets, such as exotic cross-border and cross-asset derivatives.

The Group was among the first PRC securities firms qualified to offer market-making services for ETFs, and the Group also intends to expand its market-making business to include other equity-related and exchange-traded products. Leveraging its dedicated professional trading and product teams and its innovative services for client facilitation and liquidity supply capabilities, the Group profits from the bid/ask spread while enhancing market liquidity, facilitating price discovery and promoting market equilibrium. The Group's market-making service also helps increase trading turnover for its brokerage services business, which in turn helps increase its revenues.

Capital Introduction and Market-making Transaction Business

The Group provides capital services to its overseas clients, including margin financing and other equity finance and structured products. The Group provides tailored solutions and high-quality execution and settlement services to meet its clients' diversified needs and mandates. Drawing upon its international presence, the Group has achieved impressive success and growth in its equity finance and structured products business. With the relaxation of controls over capital accounts in the PRC, the Group intends to strengthen its capital-based services through an increased client base and product offerings.

The Group believes that its strength in cross-border products is key to the growth of its overseas capital services. Since the establishment of the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect, the Group has seen growing interest from its international clients in accessing the PRC market through this program and has been working to develop tailored solutions for these clients. The Group's clients increasingly demand more structured products to diversify their exposure and to manage their risks. The Group has further enhanced its international presence to provide its domestic and overseas investors with integrated global financial services and solutions including "investment, research, sales, trade, and products".

The Group's corporate culture of openness, entrepreneurship and spirit of partnership has contributed to its success. Such a corporate culture leads to close collaboration and effective communication between its domestic and overseas teams, which is necessary to efficiently manage cross-border product development. This collaboration also creates synergies that benefit both its clients and itself. The Group's culture distinguishes the Group from its PRC and overseas competitors in cross-border product offerings, which the Group believes is a major growth area in the future.

Clients

In terms of coverage of customers, the Group has enhanced its efforts for online and offline services, and innovated its service model, so as to ensure its efforts and efficiency to acquire and serve new and old customers at home and abroad. In 2022, the number of accounts opened by domestic and overseas customers kept growing considerably, and the Group's A-share trading market share has steadily risen to a new record in the face of significant volatility and pressure in the domestic and international secondary markets. The customer coverage and market share of the Group in long funds (including QFII/RQFII, WOFE, QDII and Shanghai-Shenzhen Stock Connect investors), insurance companies and hedge fund continued to remain at a high level, with a steady increase in its trading market share of mutual funds. The Group won bids for businesses of wealth management subsidiaries of various banks under the model of settlement via securities brokers, implemented various models of cooperation with bank customers. In terms of the stock connect business, the Group achieved a steady increase in the number of customer accounts opened with it, and the total transaction volume and share, and had ranked among the tops in the market for years in a row.

FICC

Overview

The Group's FICC business provides a package of services and supports in the areas of market making and financing to domestic and overseas institutional and corporate clients on fixed-income products such as interest rate, credit and structured products, as well as on overseas exchange and commodities. The Group's FICC business has a diverse and growing client base, the majority of which are located in the

PRC. Its clients primarily consist of commercial banks, insurance companies, mutual funds, QFIIs, hedge funds, trust companies, asset management companies, finance companies and corporations. The Group has a dedicated sales team that focuses on maintaining its relationships with existing clients and developing new clients. The Group provides its clients with macro-economic, monetary policy and fixed-income research.

In 2021, the Group further promoted the development of FICC business. In FICC business, the Group expanded market presence with focus on customer service, and recorded rapid growth in bond underwriting and trading volume, making a breakthrough in the market ranking. Among them, the Group ranked first in the market in terms of the underwriting amount of USD bonds of PRC-based companies and the spot transaction volume of book-entry government bonds. The Group further enhanced the coverage of international customers and transaction service capabilities, and established a global sales network covering New York, London, Singapore and Tokyo with Mainland China and Hong Kong as centers, ranking second among securities firms in terms of cross-border market making amount.

In 2022 and the first half of 2023, the Group continued to promote the development of FICC business. The Group improved the quality and efficiency of traditional businesses, and actively expanded market presence of emerging businesses with focus on customer service. Bonds underwriting and trading volume continued to lead the market. The Group continued to rank first by spot trading volume of book-entry Chinese Government Bond (CGB) as a syndicate member and first in the market in terms of the underwriting amount of USD bonds of PRC-based companies. The Group further enhanced the coverage of international customers and trading service capabilities, and established a global sales network covering New York, London, Singapore and Tokyo with Mainland China and Hong Kong as centers, with cross-border settlement amount continuing to increase.

In order to actively capture opportunities, the Group enhanced its product innovation and customer services and continued to develop derivatives business. The Group continued to capture market opportunities from publicly-offered REITs, carbon transaction, green finance, and enterprises that use special and sophisticated technologies to produce novel and unique products. In order to develop the capacity to provide customized products and services, the Group enhanced the innovation of domestic and foreign products and launched a number of innovative product lines. The Group continued to develop the cross border derivatives business and expand the interest rate and foreign exchange businesses, thereby rallying among leading market makers in terms of key categories of commodities.

In the meantime, the Group vigorously promoted the integration of business and technology, actively explored the innovation of cutting-edge fin-tech, and continuously enhanced risk control capabilities and operation systems constructions.

Interest and Currency

The Group provides customers with secondary market trading services in relation to interest and currency, including customer services, inventory adjustment, and hedging instruments in relation to investment portfolios and structured products.

In terms of interest products, the Group provides customers with market making services in relation to rate securities traded in the PRC interbank markets, stock exchanges and Bond Connect markets, including treasury bonds, debentures, municipal bonds and central bank bills. Leveraging its expertise in pricing and risk hedging, the Group is able to provide customers with favourable price for rate securities.

The Group's currency products cover various currencies, including but not limited to RMB, U.S. dollars, Hong Kong dollars, Euros, Yen, Singapore dollars and Australian dollars. The Group provides customized products and services tailoring to customer needs, enabling its customers to hedge against currency risks in foreign exchange spot and forward transactions.

The Group carries out its interest and currency business in various markets. It provides customers with a full range of trading services in interbank markets, Shanghai Stock Exchange, Shenzhen Stock Exchange and China Financial Futures Exchange. The Group closely tracks the trading status of similar bond products on different trading platforms, and utilizes its excellent cross-platform trading capabilities to simultaneously carry out transactions across different platforms, providing liquidity to the market.

Credit

The Group provides customers with market making and trading services in relation to credit securities, as well as securities investment and trading.

The Group provides a wide range of credit securities market making services in interbank markets, stock exchanges, debt markets and offshore markets in relation to different kinds of products, including enterprise bonds, corporate bonds, short term commercial papers, financial bonds, medium term notes and asset securitization, as well as other onshore and offshore credit products for investment with high returns.

The Group adopts a strict risk management system in relation to its trading services. Its insightful analysis of the development of macro market enables it to control the risks in the management of global bond investment portfolios and yields. The Group's expertise in credit analysis enables it to discover the values of different types of products.

Securitization

The Group carries out securitization services to provide more financing channels for customers, optimize their asset and liability structure and cater for the development of SMEs. The Group has accumulated rich experience in product investment and established a sound investment analysis system and a professional management system in model design, stress testing, risk control and post-investment services. Leveraging its market-making and risk control capabilities, the Group is able to seize the market opportunities and achieve stable returns.

The Group proactively promotes its market making services in securitized products, bringing market liquidity to its customers, hence becoming an important market participant. The Group focuses on innovation and seizes the market opportunities to optimize its business layout. It provides comprehensive services ranging from investment consulting, analysis and bond trading services, aiming to help its customers maintain and increase the value of their financial assets.

Derivatives (including commodities) and Futures

The Group engages in the design, sales, trading and market-making of derivatives and futures products, spanning across interest rate, credit, foreign exchange, commodities and stock index options.

In terms of derivatives business, the Group provides different kinds of financial derivatives for onshore and offshore enterprises and corporate customers to meet customer demands in financial risk hedging and asset management. The Group adopts the "product + service" business model, providing customers with various derivatives products, such as futures, options and currency-interest rates cross swaps. The Group also renders hedging, risk management and asset allocation services. The Group has a large customer base, covering onshore financial institutions, private equity and enterprises. The sales team is dedicated to providing customers with tailor-made services in derivatives trading and hedging against risks in business operations. In recent years, the Group has gradually carried out cross-border derivatives business, which broadened its customer base, and enabled it to provide a higher level of all-round services.

The Group's futures business covers futures agency and futures asset management. It possesses the qualifications in commodity futures brokerage, financial futures brokerage and futures asset management. The Group carries out its onshore and offshore futures brokerage businesses through

CICC Futures and CICC HK Futures. The Group focuses on providing financial futures brokerage services for corporate customers. The Company is a member of the China Financial Futures Exchange, the Shanghai Futures Exchange, the Dalian Commodity Exchange, the Zhengzhou Commodity Exchange and the Shanghai International Energy Exchange. The Company is also a trading and clearing member of the China Financial Futures Exchange. Besides, attributable to its sound performance, CICC Futures was awarded “A” rating by the CSRC for eight consecutive years from 2016 to 2023.

Asset Management

Overview

The Group designs and provides a wide range of asset management products and services to domestic and overseas investors, including social security and annuity investment management business, institutional entrusted investment management business, overseas asset management business, retail and mutual fund business.

Asset Management

The Group provides asset management products and services for institutional and individual investors. The Group receives management fees based on a percentage of the amount of assets under its management and performance fees based on returns on the assets. The Group focuses on active asset management. With clients’ interest as top priority, the Group designs and offers high-quality and innovative asset management products and services to domestic and overseas clients with a view of steady value appreciation over the long term.

In 2021, the Group continued to enrich its product lines, strengthened the product mix in relation to green finance and technological innovation, intensified the research and development of new investment strategies, innovative products and comprehensive solutions based on the market environment and customer needs, and continuously enhanced its comprehensive customer service capabilities; further strengthened investment and research capabilities, improved the investment research management system, strengthened team building and talent training, and enhanced investment research capabilities; further expanded the customer coverage, extended the depth and breadth of customer services, strengthened the development of centrally-owned enterprises and industry customers’ annuity business, and dug deeper into the needs of wealth management subsidiaries of banks, vigorously developed the business of urban and rural commercial banks, strengthened in-depth cooperation with retail channels, improved customer response and value-added service capabilities, continued to strengthen the coverage of international customers and overseas PRC-based institutions, expanded overseas channels, and achieved a substantial increase in the overall AUM. The Group accelerated the digital construction of the asset management business, rapidly advanced the construction of an institutional service platform and an integrated investment and research platform, accelerated the transformation of financial technology, and enhanced customer stickiness through digital services to boost business development. Meanwhile, the Group further strengthened risk management and control, enhanced the risk awareness of all employees, strengthened the organization of institutional processes and system construction to improve management efficiency.

In 2022, the Group took the initiative to optimize its structure, carried out the strategic transformation of “quality and efficiency”, and actively followed the guidance of national policies. Focusing on the major issues and frontier problems of the times, the Group improved the product mix and embraced the development opportunities brought by the national strategies and the demand of the third-pillar pension. The Group improved the efficiency of resource allocation, actively promoted product innovation in science and technology innovation, green finance and inclusive finance, and enriched the supply of financial products. The Group continued to consolidate the construction of core investment research capabilities for asset management, improved the organizational management of investment research, strengthened team building and talent training to build a high-quality talent pool. With the principle of customer-orientation, the Group consolidated and expanded existing institutional clients such as banks and enterprises, deepened the development of customer base in retail and online channels, and optimized

the retail businesses. The Group actively promoted common prosperity, increased the service for NSSF and annuities business clients, strengthened the coverage of overseas clients and explored more overseas channels. The Group promoted the construction of a digital platform for asset management, put the emphasis on technology-enabled approach, optimized business systems and process systems through digital transformation and accelerated the construction of a customer service platform and an integrated platform for investment research, so as to enhance customer experience through convenient and professional digital tools.

In the first half of 2023, the Group insisted on promoting the high-quality development of asset management business, forging strength, filling weaknesses, improving management quality and efficiency, and enhancing comprehensive competitiveness. To serve the national strategies and the real economy, the Group strengthened the strategic business setup and increased product supply in the fields of pension fund, green finance, dual circulation, and rural revitalization with an aim to promote common prosperity with high-quality asset management services. In terms of investment research, the Group deeply advanced the building of system and mechanism, improved the organizational structure, and strengthened the talent reserves and echelon construction so as to promote the long-term sustainable development of performance. To further enrich the diversity of clients, the Group worked to expand enterprise, insurance and channel clients, extend the service depth and breadth for NSSF and annuities business clients, strengthen overseas client coverage, and carry out product design and client service in a more refined and targeted manner according to the needs of different client groups as a way to develop new business growth points. To continuously strengthen digital empowerment, the Group made efforts to promote the iterative construction of investment research and risk control systems, continuously optimize product operation processes, and carry out in-depth data governance so as to improve the ability to provide comprehensive asset management services for various clients. The Group firmly maintained the bottom line of risks, consolidated risk control and compliance, promoted the formation of a closed loop of control in rules, processes and systems, and comprehensively strengthened employee management and cultural construction. As at June 30, 2023, the AUM of the Asset Management Department of the Group was RMB611,097 million. By product line, the AUM of collective asset management products and segregated asset management products (including NSSF, corporate annuities, occupational annuities and pensions) were RMB170,705 million and RMB440,392 million, respectively. The Group had altogether 796 products under management.

CICC Fund Management

The Group conducts its mutual fund management business through CICC Fund Management. In 2021, CICC Fund Management continued to enhance its investment and research capabilities, improved its product lines, seized new opportunities from the development of the industry, intensified the digital transformation, and launched new products and expanded new customers in line with the “One CICC” strategy. During the year, CICC Fund Management issued 9 new products, launched the first short-term bond fund and the first ETF, participated in the first batch of C-REITs pilot, issued the largest property C-REITs, and completed the preparation in FoFs, interbank deposit certificate index funds, and ETF in segmented industries. During the year, CICC Fund Management continued to invest in capacity building of the investment and research teams, maintained steady operations, and strived to improve long-term performance; deeply served the regional distribution channels, and continuously expanded important institutional investors, served the diversified investment needs of customers; promoted third-party online marketing and sales conversion, and systematically carried out online live broadcast. CICC Fund Management comprehensively promoted the digitalization strategy, and accelerated its development with financial technologies. In 2022, responding to Opinions on Accelerating the High-quality Development of Mutual Fund Industry, CICC Fund Management maintained rapid development by focusing on mutual fund business, continuing to enhance its core competitiveness and strictly observing the requirements of compliance and risk control. In 2022, as for product layout, CICC Fund Management issued eleven new products, including first-batch government-subsidized rental housing REIT, REIT with currently largest issuing scale in C-REITs market, interbank deposit certificate index fund and the first FoF, developed products with low volatility and equity products, and improved its index product line. In 2022, CICC Fund Management continued to enhance its core capabilities of investment and research by replenishing

the team, improving management mechanism, improving the coverage and depth of research, striving to improve long-term performance and exploring setting stable investment styles for products, and products with stable style and outstanding performance start to appear. Sales competence was improved. The number of customers increased significantly; sales network including retail, institution and E-commerce was established; a large number of investor education activities have been carried out to help investors establish a scientific investment concept. Under the Group's digitalization strategy, CICC Fund Management continued to vigorously promote digitalization competence, making breakthroughs in product management, investment research management, sales management and risk management, and using Fintech to help business development and management improvement. The overall business of CICC Fund Management was running smoothly, with no major violations of laws and regulations or major potential compliance risks.

In the first half of 2023, CICC Fund Management closely followed the requirements of high-quality development, focused on mutual fund business, and strictly observed requirements of compliance and risk control to maintain steady business growth. CICC Fund Management issued new products including CICC CSI 1000 Index Enhanced Initiating Fund (中金中證1000指數增強型發起式證券投資基金) and CICC Selected Changxing Robust 6-month Holding Period Hybrid Initiating FoF. The Group successfully completed the first capital raising of CICC GLP REIT and the issuance of CICC Hubei Science Technology Investment Optics Industry Park REIT (中金湖北科投光穀REIT), and the management scale of publicly-offered REITs remained the first in the industry. Meanwhile, as CICC Fund Management continued to strengthen the core competence building of investment and research, the fund performances improved and many of them ranked in the forefront of its class. Continued efforts were made to improve sales competence. CICC Fund Management has been exploring the online transformation of traditional channels to provide better service for its customers, and the number of customers served grew continuously. In addition, CICC Fund Management kept following the core value of Client First, strived to create investment income for investors, and actively carried out various forms of investor education activities. In the first half of 2023, the overall business of CICC Fund Management was running smoothly, with no major violations of laws and regulations and major potential compliance risks. As at June 30, 2023, the AUM of CICC Fund Management increased by RMB19,252 million compared with that as at December 31, 2022 to RMB130,309 million. As at June 30, 2023, the AUM of mutual funds increased to RMB120,828 million, representing an increase of 19.7% compared with that as at December 31, 2022.

Private Equity Investment

Overview

The Group designs and provides integrated private equity fund products and services to domestic and overseas investors, mainly including corporate equity funds, Fund of Funds, dollar funds, real estate funds, infrastructure funds, etc.

The Group's highly recognized brand name, extensive transaction experience, comprehensive corporate resources, excellent synergy among its business lines and full-service capability make it an attractive investor for companies seeking private equity investment as well as a sought-after co-investment partner for other private equity firms.

The private equity investment business is carried out by CICC Capital. CICC Capital is committed to establishing a unified and open management platform to achieve resource centralization and management synergy internally, and foster an open platform ecosystem externally. The family of funds managed by CICC Capital mainly include domestic corporate equity investment funds, fund of funds, U.S. dollar funds, real estate funds, and infrastructure funds. The industries covered include high technology, high-end manufacturing, comprehensive healthcare and consumption.

The year 2021 marks the first year of the "14th Five-Year Plan", and CICC Capital Management Department forged ahead and achieved market-leading results. In terms of fundraising, CICC Capital Management Department continued to expand the scale. As at December 31, 2021, the subscribed asset

under management was RMB327,818 million, consolidating the leadership in the industry. In 2021, the Group completed the fundraising for numerous funds focusing on national strategies of “technological innovation” and “carbon neutrality”, with the newly raised funds exceeding RMB55,000 million¹⁶ in 2021. Meanwhile, the Group introduced the NSSF through the CICC Genesis National FoF, and obtained the controlling interest of the management company of Beijing Science & Technology Innovation Fund. CICC Capital Management Department contributed to the technology innovation and entrepreneurship of China with high-quality investments, relied on the “One CICC” platform to provide diversified services for governments, industrial groups and entrepreneurs, and coordinated the investment banking business with investment management to provide diversified services for invested companies.

In 2021, CICC Capital Management Department made significant progress in the “Three + One” strategic deployment focusing on the strategies at the firm level. In terms of internationalization, CICC Capital Management Department proactively expanded USD-denominated fund products. In terms of regionalization, CICC Capital Management Department continued to expand regional presence and established diversified cooperation with local governments. In particular, the regional deployment made breakthroughs in Beijing, the Yangtze River Delta, Sichuan, Chongqing, Hunan and other regions in 2021. In terms of digitalization, the digitalization team of CICC Capital Management Department took active initiatives in response to the digital transformation strategy and promoted the construction of a standardized online business process in 2021. As such, CICC Capital Management Department significantly enhanced the digital service capabilities over time, and made new breakthroughs in innovative models. In terms of “One CICC” platform, in order to earnestly execute the “One CICC” strategy, CICC Capital Management Department proactively carried out a number of business cooperation with other departments of the Company and completed nearly 300 cross-department transactions in 2021. In 2021, CICC Capital Management Department further identified its objectives of internal control to create a sound risk management culture. CICC Capital Management Department intensified its organizational and institutional innovation, so as to comprehensively enhance the risk control and compliance management and establish a closed-loop of comprehensive risk management. Meanwhile, CICC Capital Management Department stepped up the building of high-quality talent teams to enhance the overall professional capabilities.

In 2022, despite the overall sluggish private equity market environment, CICC Capital Management Department achieved remarkable results against the trend by expanding business opportunities, cutting operation costs, improving products quality and increasing work efficiency. As at December 31, 2022, assets under management of CICC Capital Management Department reached RMB359.5 billion, further consolidating the leading position in the market. In terms of fundraising, CICC Capital Management Department completed the fundraising for various new funds focusing on investment themes such as “technology innovation” and “carbon neutrality”, and the size of newly raised funds exceeded RMB50 billion, which was in a leading position among the top private equity firms in China. In terms of investment, CICC Capital Management Department promoted China’s technological self-reliance with high-quality investment, systematically focusing on strategic emerging industries such as digital sector, advanced manufacturing, healthcare and environment protection. The number of deals invested was top-ranking among the private equity firms. Leveraging the advantages of “One CICC” platform, CICC Capital Management Department enabled both the investors and the portfolio companies and provided diversified services to the government, corporates and ultra-high-net-worth individuals. In terms of exits, the number of IPOs of portfolio companies exceeded 30 in 2022, which was in a leading position in the industry and fully demonstrated CICC Capital Management Department’s expertise in deal screening, investment management and exits.

¹⁶ The fundraising scale is the total cumulative subscription management scale of the newly established funds and the newly raised funds of the expansion fund in 2021, after deducting the repeated scale under the penetration structure.

In 2022, CICC Capital Management Department implemented CICC's "Three +One" strategies and achieved remarkable results in various businesses. In terms of internationalization, CICC Capital Management Department successfully launched and actively promoted a number of special USD funds with its partners, further deepening its connections with global clients. In terms of regionalization, CICC Capital Management Department reinforced its presence in the existing markets in traditional advantageous regions such as Beijing, Yangtze River Delta, Henan and Fujian on one hand, and continuously developed new markets in accordance with the regional development strategy of China on the other hand, making breakthroughs in Hubei, Shaanxi, Sichuan and Chongqing. In terms of digitalization, CICC Capital Management Department continued to improve its business agility and built an industry-leading investment management platform around business data, platform capabilities, business synergy and ecological construction. In terms of "One CICC" platform, CICC Capital Management Department proactively carried out deal recommendation, client collaboration and business cooperation with other departments of the Group, and worked together to promote the Group's ten strategic businesses.

As at June 30, 2023, the AUM of CICC Capital Management Department reached RMB386.9 billion. In the first half of 2023, CICC Capital Management Department completed the fundraising of a number of direct investment funds focusing on national strategies such as "technological innovation" and "green development", and won bids for a number of local guidance funds to continuously serve and empower the high-quality development of the regional economy. Relying on the Group's resources and combining with China practice, CICC Capital Management Department leveraged on its own advantages of investment and investment banking synergy, systematically invested in high-quality enterprises in strategic emerging industries such as scientific and technological innovation, advanced manufacturing, healthcare, industrial internet and environmental protection, and actively empowered the invested companies to achieve high-quality growth. As at June 30, 2023, a number of invested companies have gone public.

CICC Capital Management Department attaches great importance to risk control, and risk awareness has been implanted in CICC culture. CICC Capital Management Department emphasizes on further strengthening risk awareness of the team, and urges the team to carry out investment, post-investment and exit in a more prudent manner to generate more revenue through investment appreciation, and create value for investors. In terms of internal control management, CICC Capital Management Department continues to promote sound and effective risk management and control measures, enhanced the unified management and control capabilities of its platform, and further formulated more stringent standards for investment decisions and post-investment management of each fund on the basis of the existing relatively complete and strict risk management system in line with business development.

In recognition of its achievement, the Group has received numerous major awards, see "*Competitive Strength – Premier Brand and Unique Culture*".

Wealth Management

Overview

The Group provides a wide range of wealth management products and services, consisting of transactional services, capital services and product configuration services, to retail clients, families and corporate clients.

The Group is a pioneer among PRC securities firms in developing an advice-driven service model for wealth management services and delivering tailored products and services to meet clients' investment needs. Since early 2007, the Group has provided a wide range of wealth management products and services, including trading services, capital services, product and advisory services to high-net-worth individuals, family offices and corporate clients. The wealth management division maintained its top brand position with leading product capability. The Group is also dedicated to forging the industry leading wealth platform and becoming a one-stop wealth solutions provider.

Building on the Group's premier "CICC" brand and its high-quality services with stringent compliance standards, its wealth management services are well recognized in the PRC. The Group's wealth management business has won many awards including the "Best Wealth Management Provider" in Stars of China Awards 2021 by Global Finance, the "Best Wealth Manager" in 2020 and 2021 by Asiamoney, the "Best Wealth Manager in China – Ultra High Net Worth Services" in 2019 by Asian Private Banker, the "Best Wealth Manager in China – Entrepreneur Services" from 2019 to 2021 by Asian Private Banker, the "Jinniu Wealth Management Team Award" in 2020 and 2021 and the "Best Securities Companies for Fintech" in 2020 by China Securities Journal, the "Best Domestic Securities Company-Wealth Management" in 2020 and 2021 and the "Best Domestic Family Office-Investment Bank" in 2020 by Wealth, the "Best Wealth Management Institution/Brand" from 2012 to 2018 and in 2020 by Securities Times, and the "Chinese Leading High-net-worth Clients Facilitator" in 2018 and 2020 by International Financial News.

The Group's product allocation business has achieved a significant growth and is more capable to "retain long-term money". As at December 31, 2021, the size of existing products exceeded RMB300 billion, representing a year-on-year increase of approximately 90%. Specifically, in the fee-generating assets business, the Group continued to lead the industry transformation. Following "China 50"(中國 50), the Group created the industry-leading low-threshold allocation product "Mini 50"(微50) in the brokerage industry, benefiting more customers of wealth management needs. As at December 31, 2021, the buy-side fee-based assets¹⁷ reached RMB80 billion, representing a year-on-year increase of over 180%, which further consolidated the Group's leadership in the business model and scale of wealth management business. In terms of brokerage business, the Group continued to strengthen system development, product synergy and customer coverage, further increasing its brokerage market share to 2.24%.

The Group's investment consultant team expanded rapidly, with market influence in the investment advisory brand market further enhanced. As at December 31, 2021, the investment consultant team of CICC Wealth Management consisted of over 3,000 employees, including over 1,000 private wealth advisors for high-net-worth customers. As the Group's private wealth management business grew rapidly, more focus has been given to the asset allocation appeals of individual clients to promote the transformation into net-worth wealth management. The business for the mass and affluent customers grew steadily. The Group upholds the principle of financial inclusiveness. Based on serving the needs of a wider range of customers of asset appreciation, the Group improved the service quality and depth for the mass and affluent customers through digital and intelligent financial technology means.

The Group continued to consolidate the full-spectrum customer base and expand the customer base through various online and offline channels. As at December 31, 2021, the number of wealth management customers of the Group was 4.54 million, representing a year-on-year increase of 22.9%, and the total customer assets reached RMB3.00 trillion, representing a year-on-year increase of 16.2%. Among them, there were 34,900 high-net-worth individuals¹⁸, representing a year-on-year increase of 36.2%, and the total assets of high-net-worth individuals amounted to RMB820.44 billion, representing a year-on-year increase of 22.0%.

The Group implemented a fully agile organizational structure, and completed the first synchronized integration of OTC system and legal person in the industry. In order to achieve digital transformation, CICC Wealth Management has established a fully agile organization featured by "Three Tribes and Two Centers". "Three Tribes" consist of the Client Relationship Tribe, the Investment Products & Solutions Tribe, and the Omni-channel Platforms Tribe, and "Two Centers" consist of the Operation & Client Service Center and the Strategy Service Center. The new structure set up 30 agile teams to achieve the

17 Including solutions based on fee-generating assets business, such as "China 50", "Mini 50", fund investment advisory, and various themed FoFs.

18 High-net-worth individuals represent the customers whose assets exceed (include) RMB3 million.

comprehensive upgrade, transformation and restructure of front, middle and back offices. In 2021, the Group completed the integration of 20 domestic security business offices engaged in wealth management business with CICC Wealth Management, further realizing the business integration of both parties.

In 2022, the size of existing product grew against the market and the Group kept leading the industry's wealth management transformation. With China 50 (中國50), Mini 50 (微50), Mutual Fund 50 (公募50) and other fee-based investment advisory practices, the Group provided clients with full life-cycle services. The Group upgraded its services such as Mutual Fund 50 Target Profit (公募50目標盈) and Control Tools for Fixed Investment (定投紅綠燈) and launched the one-click position adjustment function of Mini 50 (微50). The size of existing product of the wealth management business exceeded RMB340 billion, representing a year-on-year increase of over 10%. The balance of fee-based investment advisory assets¹⁹ remained stable at nearly RMB80 billion. The Group further consolidated its leading position in wealth management model and scale. The Group achieved a stable increase in the number of customers and enhanced customer acquisition with a focus on inclusiveness. In 2022, the Group adhered to the philosophy of customer-orientation, with stable growth in customer size. The number of wealth management customers of the Group was 5.8165 million, representing a year-on-year increase of 28.3%, and the total customer assets reached RMB2.76 trillion. Among them, there were 34.4 thousand high-net-worth individuals²⁰ and the total assets of high-net-worth individuals amounted to RMB779,602 million. The Group optimized the “omni-channel, multi-scenario” customer acquisition model, with a focus on financial inclusiveness and continued to improve the “online + offline” service system. The Group launched more than 750 online live broadcasts to customers during the year, including the innovative programs “China 50 – Cloud Chatting Room (中國50中國行 – 雲會客廳)” and “Desired Investment (嚮往的投資)” with an average of nearly 20,000 viewers. The Group also conducted more than 2,000 offline activities and activities of the nine brands were held in nearly 100 cities. In addition, the wealth management business officially went abroad and kick-started a new business line in Singapore, taking an important step towards internationalization.

In 2022, the Group achieved the digitalization of wealth management by upgrading the APP and new investment advisory platform. The Group made a new breakthrough in digital transformation and put efforts on user experience and digital support. The CICC Wealth APP version 9.0 was upgraded with 7×24 services, the panoramic view of assets and the unified account system. The Group created the first virtual “digital employee” named Jinn. E-SPACE was upgraded to provide one-stop service and growth platform for more than 3,800 advisors. The Group launched the China 50 and the four-step approach to full accounts to build a content community and make investment advisory services a reliable investment consultant and “mini-asset manager” for clients.

In the first half of 2023, the size of existing products continued to grow, with a focus on improving the full-spectrum, three-dimensional fee-based investment advisory system. The Group continued to innovate in products, services and models, and helped clients reduce the volatility of accounts and accompanied them through asset allocation. The size of product balance of wealth management business exceeded RMB360.0 billion, of which the amount of fee-based investment advisory²¹ assets steadily increased to RMB82.0 billion. The fee-based investment advisory service solution continued to be upgraded. The Mutual Fund 50 intelligent fixed investment service “Jinzh Investment”(金智投) was launched and the “Target Profit”(目標盈) was optimized, making investment more flexible. The ETF

19 The size of the fee-based investment advisory assets is the total asset for which CICC Wealth Management acts as the manager and/or provides investment advisory services and the asset of discretionary accounts opened in Wealth Management Department of CICC HK Securities, including China 50, Mini 50, Mutual Fund 50, CICC Wealth Management FoF (中金財富FoF), Overseas 30 (海外30) .

20 High-net-worth individuals represent the customers whose assets exceed (include) RMB3 million.

21 The size of the fee-based investment advisory assets is the total asset for which CICC Wealth Management acts as the manager and/or provides investment advisory services and the asset of discretionary accounts opened in Wealth Management Department of CICC HK Securities, including China 50, Mini 50, Mutual Fund 50, CICC Wealth Management FoF (中金財富FoF), Overseas 30 (海外30) .

investment advisory service brand “ETF50” was launched, with signed assets exceeding RMB10 billion. In the first half of 2023, the Group achieved a stable increase in the number of customers and strengthened inclusive finance and investor education. The number of wealth management customers reached 6,458.1 thousand, and the total customer assets reached RMB3.14 trillion. In terms of customer acquisition, the Group continued to build an omni-channel and multi-scenario customer acquisition model to serve a wider range of customers. The Group continued to strengthen the building of investment education system, accomplished and obtained a grade A of the “2022-2023 Investor Education Evaluation”(2022-2023年度投資者教育評估工作) jointly carried out by the Securities Association of China together with Shenzhen Stock Exchange, Beijing Stock Exchange and Shanghai Stock Exchange, and completed 15,000 original investment education works and more than 5,000 investment education activities. In the first half of 2023, the Group deepened digital transformation and enhanced fintech capabilities under the guidance of North Star indicator customer experience. The Group deeply cultivated the user journey, and improved self-research and self-control capabilities, resulting in the significant improvement of CICC Wealth Management App’s user experience. E-SPACE was upgraded to provide one-stop service and growth platform for more than 3,800 investment consultants. The Group developed “RITAS”, a wealth management digital platform integrating research, investment, trading, analysis and solutions, and built application scenarios such as intelligent investment research, intelligent investment advisory, intelligent risk control, and intelligent marketing to offer customized wealth management needs.

Research

The Group’s research team focuses on global markets and serves clients both at home and abroad through its offices and platforms across the world. The scope of its research products and investment analysis ranges from macro economy and market strategy to fixed income, financial engineering, asset allocation, equities and commodities. As at June 30, 2023, the Group’s research team consisted of nearly 400 highly experienced professionals, and covered more than 40 sectors and nearly 1,700 companies listed on stock exchanges in Mainland China, Hong Kong, New York, Singapore, Frankfurt, London and Paris. The Group has won recognition from major domestic and overseas investors for its independent, unbiased and insightful research products. The Group’s research team continued to win awards from prominent international institutions in 2022. These include the “Best Brokerages for Research in China” in the Asiamoney Brokers Poll, marking the 17th consecutive year of its championship in this poll from 2006 to 2022. The Group also topped the “All-China Research Team” hosted by Institutional Investor for eleven consecutive years from 2012 to 2022.

To accomplish the Group’s strategic goal and implement the “One CICC” corporate culture, the Group has decided to optimize the allocation of research resources to maximize benefits from internal cooperation and synergies based on existing research strengths. The Group has adjusted organizational structures to consolidate its research resources, and built an integrated research platform with solid competitive advantages over peers to better support the Group’s various business lines and continue to deliver high-quality research services to clients.

The Group has established a new tier-one department – CGI – to provide its accumulated knowledge and wisdom to support China’s national strategy. Created as a new top-notch think tank for a changed world in a brand-new era, CGI’s key mission is to assist in the research and formulation of China’s public policies, participate in discussions and communications about international policies, and offer suggestions on the development of China’s financial markets, especially the capital market. CGI will endeavour to build a strong team with solid capabilities for the research of key issues in the medium and long-term development of Chinese and global economies, financial systems and capital markets. The think tank’s forward-looking research will focus on major topics of vital significance to the country and people’s well-being. CGI shall serve and support government organizations, corporate entities and other institutions via research consultations, high-profile forums, international communications and a whole series of thematic seminars.

Since its inception in November 2020, CGI has worked diligently to perform its tasks, improve its social influence, and build a strong, comprehensive brand name for public policy research. In 2021, CGI and the Research Department focused on China's new development philosophy and jointly rolled out two major reports: *Economics of Carbon Neutrality, Macro and Sector Analysis under New Constraints*, and *Innovation: Keep the Torch Burning*. The Group also published a book "*Guidebook to Carbon Neutrality in China: Macro and Industry Trends under New Constraints*", and printed almost 100,000 copies of the Chinese edition. In addition, the Group successfully held "CICC Carbon Neutrality 2060 Forum" and "2021 CICC Forum on Technological Innovation and Industrial Value Chain Development". Under the guidance of the Ministry of Ecology and Environment, CGI and the Belt and Road Initiative International Green Development Coalition (BRIGC) co-hosted the "Belt and Road Forum on Green Finance and Low-carbon Development". CGI issued at the Forum its White Paper on BRI Research in 2021. In addition, CGI and BRIGC jointly launched at the Forum an initiative for thinktank cooperation on green Silk Road research. In response to the government's rural revitalization strategy, CGI conducted field research on this topic in six counties, townships and villages, and issued a report on its findings and analysis of rural revitalization in these regions. Meanwhile, CGI made significant achievements in terms of the support for public policy research and decision-making, global cooperation, as well as the construction of platforms for domestic and international exchange of ideas and information.

In 2022, the Group issued more than 18,000 research reports in Chinese and/or foreign languages. On top of numerous sector and company reports, the Group also published a series of thematic reports, such as reports on C-REITs, ESG investing, China's broad consumer sectors, the metaverse, automotive electronics, global asset management, as well as enterprises that use special and sophisticated technologies to produce novel and unique products. These research products have showcased the Group's profound understanding of China and broad global vision. The superior depth and extensive coverage of the research reports have earned the Group the reputation as the "China Expert". In June 2022, the Group held online a month-long "CICC Investment Strategy Conference 2H2022: Post-pandemic Economic Restart and Restructuring", which received extensive attention and unanimous applause from institutional clients. In November 2022, the Group launched the "CICC Research Insights Portal", an integrated online gateway to all of the Group's research services, which gained the Group a leading status in the digitalized sell-side research sector.

In the first half of 2023, the Group issued more than 8,800 research reports in Chinese and/or foreign languages. On top of numerous sector and company reports, the Group also published a series of thematic reports, such as reports on the wave of AI (AI浪潮之巔, Chinese version), data and AI in China (數智中國, Chinese version), the valuation system with Chinese characteristics (探索中國特色估值體系, Chinese version), the across-the-board registration-based stock issuance system (全面註冊制研究, Chinese version) and reports on frontier technologies (中金前沿科技, Chinese version). These research products have showcased the Group's profound understanding of China. The superior depth and extensive coverage of its research reports have earned us the reputation as the "China Expert". In the first half of 2023, the Group hosted multiple forums and conferences to analyze hot topics in the capital market and macro policy trends, which gained extensive attention and recognition from institutional clients. These events include *Frontier Technology: A Smart Future and the Accelerating Present (CICC Closed-door Meetings with Select Listed Companies 2023)*, *Virtuous Cycle in Healthcare Ecosystem: Broad Range of Investment Opportunities (CICC Healthcare Industry Forum 2023)*, and *New Strides of High-quality Development (CICC Investment Strategy Conference 2H23)*.

CGI has worked diligently to perform the Group's tasks, improve its social influence, and build a strong, comprehensive brand name for public policy research. In 2021, CGI and the Research Department jointly published a Chinese book titled "*Economics of Carbon Neutrality*" (碳中和經濟學). The English version of the book ("**Guidebook to Carbon Neutrality in China**") was published globally in February 2022. Downloads of the e-book of the English edition exceeded 50,000 in just four months. In June 2022, CGI held "Forum on Inclusive Growth in the New Development Stage: Launch of the New Book Towards an Olive Shape Society". Written in Chinese, the new book discusses possible paths of and

potential challenges to the development of an olive shape society from various perspectives, such as its goals, essence, market mechanisms and public policies. In June 2022, CGI worked together with BRI International Green Development Coalition and Energy Foundation China to jointly hold “CCICED 2022 Annual General Meeting Open Forum: Building a Green BRI Together to Boost Global Green and Low-Carbon Transition”. In addition, CGI held quarterly macro seminars to facilitate high-level, international academic exchanges and dialogues on macroeconomic policies. In the first half of 2023, CGI held two quarterly macro forums: *Long-term Challenges and Recovery Paths for the Chinese Economy* and *CBDCs: Current Developments and Future Implications*. The Group published a new book titled *Industry Chains of a Large Economy: Macro and Sector Trends in New Landscape* (《大國產業鏈：新格局下的宏觀和產業趨勢》, Chinese version). Moreover, the Group invited scholars to visit CGI and organized activities for internal and external communications. CGI was invited to participate in the G20 Sustainable Finance Working Group. The Group endeavored to advance key projects of the China Council for International Cooperation on Environment and Development (CCICED), and continued to conduct many public policy research projects and services.

Information Technology

The Group believes that its IT systems are critical to its business operations and are a key contributor to its success and future growth. IT systems are the backbone of many aspects of its operations, including transaction processing, customer services, account management, risk management and financial management. The Group focuses on developing its IT capabilities and possesses a sound IT management infrastructure. The Group is continuing to make significant investments to improve its IT systems to enhance operational efficiency and risk management, as well as serve to its overall business strategies.

The Group believes that it has strong in-house IT development capability. Many of the systems that are important for its core businesses have been developed in-house in response to its emerging business needs. The Group developed various platforms and systems to address the specific needs of its businesses, including (i) a comprehensive trading platform that can support the trading of all types of products available on the market, such as equity trading, ETF trading, margin financing and securities lending as well as options trading for the Group’s clients, (ii) a futures trading platform that can support the trading of all futures products on the three commodities futures exchanges and one financial futures exchange in the PRC, (iii) a trading platform for the Group’s proprietary derivatives trading, (iv) a comprehensive market database and (v) comprehensive client relationship management systems in the Group’s key business lines. As new products and services continue to emerge in China’s securities industry, the Group believes that its extensive experience and strong capabilities in IT research and development make it well-positioned to compete effectively. In addition, to support its offshore operations, the Group has built local support and development teams in Hong Kong, New York, London, Singapore, San Francisco, Frankfurt and Tokyo, and also assigned dedicated staff at the Group’s head office to collaborate with local teams to develop software and systems for the Group’s offshore operations, including a trading system for stocks of Hong Kong-listed companies. The Group plans to further enhance its IT systems’ capabilities to process the trading of complex financial products and support its global business operations.

The Group has established a comprehensive monitoring and control system to ensure secure IT operations, primarily covering personnel management, computer room management, computer equipment and network management, transaction data management, software management, technical resources management, virus protection management, technological risk management and emergency disaster response management. The Group has adopted various IT security measures, including advanced firewall technologies, anti-virus systems and anti-spam measures as well as access permission and authorization, to provide a high level of information security. The Group developed a series of strict rules and procedures to clearly define the responsibilities among the IT technicians and standardize operational procedures. The Group conducts independent internal and external audits annually on its information technology systems to ensure the requisite rules and procedures are executed effectively.

Major Clients

The Group has explored an extensive and profound client base with high quality. Relying on its excellent service quality and professional service capabilities, The Group has formed a profound client base covering a wide range of large-sized enterprises, high-quality emerging growth companies, professional institutional investors and growing wealth management clients that play important roles in the national economy and capital market. The Group can provide its clients with complicated, diversified and high-quality business services through its integrated and customized cross-border platform. The Group has developed long-term cooperation with clients and are dedicated to providing them with a comprehensive suite of products and services.

Competition

Competition in the securities industry in the PRC has been and is likely to remain intense. The Group's competition is based on a number of factors, including but not limited to transaction execution capability, capital and access to capital, products and services, pricing, risk management, reputation, and professional talent. The Group's main competitors include other securities firms, fund management companies and private equity firms in China. The Group also faces competition from commercial banks, insurance companies, trust companies, online financial service providers and other companies offering financial or ancillary services. In addition, with the relaxation of licensing requirements in China's securities industry, more competitors are seeking to enter or expand in the market. Some of the financial institutions with which the Group competes are larger in terms of asset size and client base and have greater financial resources or more specialized capabilities than the Group. Foreign financial institutions, some of which have greater experience and resources than the Group, have been expanding their operations in China and will continue to compete with it in providing financial products and services, either by themselves or in partnership with other Chinese financial institutions. The Group also faces competition in overseas financial markets as it expands its international operations.

The Group has experienced intense price competition in some of its businesses in recent years. The brokerage business in China is very competitive, which has resulted in considerable pressure on brokerage commissions. The increased popularity of alternative trading platforms, such as the internet, has also contributed to the decline in commission rates. In addition, equity and debt underwriting discounts, as well as asset management fee rates, have also been under pressure. The Group believes that it will continue to experience competitive pressure in these and other areas in the future, as some of its competitors seek to win market share through price reduction.

The Group also faces competition in attracting and retaining qualified employees. The competition among large securities firms for experienced analysts, qualified sponsor representatives, investment managers and other high-quality professionals is substantial. The Group's ability to continue to compete effectively in its businesses will depend upon its ability to attract new employees and retain and motivate its existing employees.

Employees

As at June 30, 2023, the Group had 15,297 employees²², a net increase of 129 compared with December 31, 2022, among whom 14,182 employees were based in the PRC and 1,115 employees were based in Hong Kong, Singapore, the United States, the United Kingdom and Germany, representing 93% and 7% of the total number of its employees, respectively. Approximately 54% and 42% of the Group's employees had obtained bachelor's degrees or master's degrees and above, respectively. Moreover, approximately 31% of the Group's employees and 43% of the Group's managing directors had overseas education or working experience.

²² The number of employees includes the number of employees under the labor contract and the number of employees under the labor dispatch, which were 15,171 and 126, respectively, as at June 30, 2023.

The Group believes that an outstanding and motivated talent pool is the foundation of its sustainable growth and the Group has made significant investment in human resources development. The Group recruits and cultivates talented professionals through a range of human resources management tools, including a strict recruitment and selection process, a competitive compensation structure, an effective performance evaluation system and long-term employee development schemes.

Consistent with market practice, the Group's compensation structure consists of a base salary, which is determined based on the specific position, requirements of qualification and working experience and market demand, and a bonus based on the employee's performance. The Group provides its employees based in China with benefit plans required by the PRC laws and regulations, including pension insurance, medical insurance, workplace injury insurance, unemployment insurance, maternity insurance and housing provident funds, and the Group also provides supplementary medical insurance for its employees. A small portion of its supporting employees are contracted through third-party employment agencies and the Group pays salaries and statutory social welfare contribution for these employees. The Group provides its employees in overseas offices with benefits in compliance with local laws and regulations. The Group also plans to implement an equity incentive program for its employees subject to applicable laws and regulations.

The Group believes that the sustainability of its growth depends on employee career development. The Group has adopted a comprehensive performance evaluation system to help its employees develop their career that aligns with their growth. The Group also provides its employees with various training programs to improve their skills and competence, including orientation for new employees, professional skills training, qualification training, management skills training, and an executive development training program.

Over the past three years, the Group has not experienced any labour strikes or other material labour disputes that affected its operations. The Group has retained a good relationship with its employees.

Properties

The Group's headquarters are located at the 27th and 28th Floor, China World Office 2, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, PRC. The Group also owns and leases certain properties primarily used for business operations and offices in the PRC, and leases office space in Hong Kong, New York, London, Singapore, San Francisco, Frankfurt, Tokyo and Ho Chi Minh City.

Insurance

The Group currently maintains property insurance coverage for its headquarters and branches. The Group has maintained liability insurance policies for its directors, supervisors and senior management. All policies are underwritten by domestic and overseas renowned insurance companies, and the Group regularly reviews the policies. The Group believes that its insurance coverage is adequate and standard compared to other investment banks based in China and Hong Kong.

Risk Management

Overview

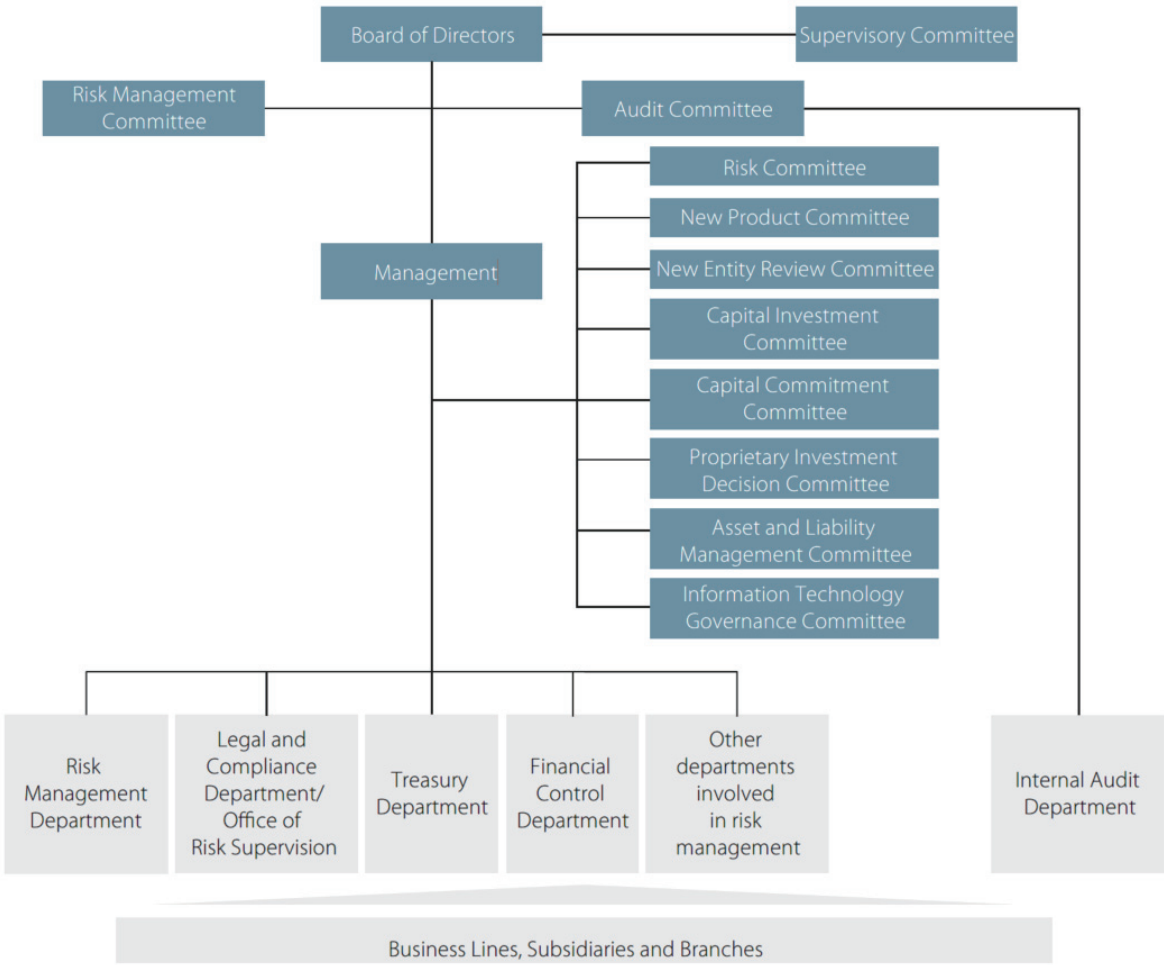
The Group has always believed that risk management creates value. The risk management of the Group aims to effectively allocate risk-based capital, limit risks to a controllable level, maximize the corporate value and constantly solidify the foundation for the steady and sustainable development of the Group. The Group has sound corporate governance, effective risk management measures and a strict internal control system.

Pursuant to the relevant laws and regulations and regulatory requirements, the Group has established a sound governance structure. The Shareholders' General Meeting, the Board of Directors and the Supervisory Committee of the Company perform duties in accordance with the "Company Law", the "Securities Law", the "Guidance for the Internal Control of Securities Companies" (《證券公司內部控制

指引》)”, the “Norms for the Comprehensive Risk Management of Securities Companies (《證券公司全面風險管理規範》)” and the “Articles of Association” and supervise and manage the business operations of the Group. Through enhancing and improving the internal control structure, compliance and risk management culture, the Board of Directors has made internal control and risk management an essential aspect of the business operation management of the Group.

Risk Management Framework

The Group has established a multi-level risk management organizational structure which comprises the Board of Directors, the Supervisory Committee, senior management, independent departments performing risk management functions, business departments and branches.



- (i) The Board of Directors is the top level of the Group’s risk management and internal control governance structure and is responsible for facilitating the enforcement of the firmwide risk management culture and reviewing and approving the overall risk management goals, risk appetite, risk tolerance, important risk limits and the risk management policy of the Group. The Board of Directors performs its risk management duties primarily through the Risk Management Committee and the Audit Committee;
- (ii) the Supervisory Committee assumes the supervision duty on the effectiveness of the overall risk management of the Group, and supervises and inspects the fulfilment of the risk management duties performed by the Board of Directors and the management, and reviews the rectification of risk management deficiencies and findings;

- (iii) under the Board of Directors, the Group has established the Management Committee chaired by the President. The Management Committee determines the risk appetite of the Group in accordance with the overall risk management goals set by the Board of Directors and assumes the major responsibility of ensuring the effectiveness of the overall risk management of the Group;
- (iv) the Risk Committee established under the Management Committee reports risk issues to the Management Committee and significant risk matters to the Risk Management Committee under the Board of Directors. The Chief Operating Officer is the chairman of the Risk Committee, and the Chief Risk Officer and Chief Compliance Officer are the co-executive chairmen of the Risk Committee. Other members include the Chief Financial Officer, heads of each of the business departments and heads of independent departments performing risk management functions. There are New Product Committee, New Entity Review Committee, Capital Investment Committee, Capital Commitment Committee, Proprietary Investment Decision Committee, Asset and Liability Management Committee and Information Technology Governance Committee under Management Committee, which perform their duties in respect of new business/new product approval, branch set-up and approval, approval of capital contribution from owned funds, risk control of issuance and underwriting in investment banking business, management of investment decision-making process of proprietary business, management of assets and liabilities of the Group and management of information technology and etc.;
- (v) independent departments performing risk management functions, including departments such as Risk Management Department, Legal and Compliance Department, Treasury Department, Financial Control Department, Operations Department, Information Technology Department and Public Relations Department, coordinate to manage various risks based on their respective perspectives; and
- (vi) heads of business departments and branches take the primary responsibility for the effectiveness of risk management. During the daily business operations, all staff involved in business operations in the business departments and branches are required to perform risk management functions.

Risk to the Group's Business Activities and Management Measures

Risks related to business activities of the Group mainly include market risk, credit risk, liquidity risk, operational risk, IT risk, compliance risk, legal risk, money laundering risk and reputational risk, etc. In 2021 and 2022 and the first half of 2023, the aforementioned risk factors did not have any significant impact on the current or future operating results of the Group. The Group proactively responded to and managed risks through effective risk management measures, which generally prevented the occurrence of significant risk events and ensured the stable development of its business operation.

In 2021, as COVID-19 was still spreading around the world, the global economy experienced a struggling and imbalanced recovery, and the risk of compound inflation was emerging. Relying on the unified and coordinated epidemic response, China's economy continued to recover resiliently. Through the dual circulation that takes the domestic market as the mainstay while letting internal and external markets boost each other has taken shape, China was still facing pressure from "demand contraction, supply shocks and weakening expectations" due to the resurgence of pandemic and the complicated and evolving international environment.

In 2022, with the intensification of global financial market turmoil and high inflation in major economies, the world economic growth continued to decline. China maintained the general economic and social stability by considering both domestic and external situations, and both the development and security in a coordinative way. However, the foundation of economic recovery was not solid and China's economic development was still facing pressure from shrinking demand, disrupted supply and weakening expectations. The economy was developed into a period of coexistence of strategic opportunities and risks and challenges with increasing uncertainty and unpredictable factors.

In the first half of 2023, international economy, trade and investment slowed down, inflation remained at a high level, financial market volatility was intensified, and global economy growth was unstable and the uncertainty significantly increased. The overall trend was that of a recovery in the Chinese economy: the first quarter achieved a good start and the second quarter continued the recovery trend. However, the market demand is still insufficient. It is currently in the critical period of economic recovery and industrial upgrading, with structural problems and cyclical contradictions intertwined.

Confronted with severe and complex market environment challenges, the Group persisted in implementing the risk management and control requirements of “full coverage penetrating, and whole process”, and continuously strengthened the integrated vertical risk management system covering its subsidiaries and branches. Through joint efforts on risk management control of three lines of defense, the Group actively identified, prudently evaluated, dynamically monitored, timely reported and proactively coped with risks. The Group deeply publicized the risk management culture, continuously enhanced risk management capabilities, coordinated its business plans, considered its risk appetite, reviewed and improved the multi-dimensional and multi-level risk management system, optimized the management mechanism and processes prospectively, and continuously promoted the optimization and sustainable development of its business models. In 2021 and 2022 and the first half of 2023, the business operation of the Group was stable without material risk events and large losses, and the overall risks were controllable and tolerable.

The Group continued to enhance risk management of the same business and the same customer. The Group formulated identification standards for the same business to implement relatively consistent risk management standards and measures for the same business and to identify, assess, measure, monitor and aggregate risks of the same business within the Group in a unified manner. The Group also formulated identification standards for the same customer to enhance standardized and regulated management of information of the same customer and to aggregate and monitor the business transactions in various business lines of the Group with the same customer, which will be implemented throughout all key links of business. At the same time, the Group managed relevant risks of customers identified as related parties in a unified manner.

Market Risk

Market risk refers to risks of changes in the fair value of financial assets held by the Group resulting from the fluctuations in equity prices, interest rates, exchange rates and commodity prices, etc. The Group has adopted the following measures to manage market risk:

- Business departments of the Group, as the first line of defence, dynamically manage market risk of exposures by way of diversifying risk exposures, controlling the size of positions and utilizing hedging instruments;
- The Risk Management Department of the Group independently assesses, monitors and manages the overall market risk of the Group. The market risk management mainly includes risk measurement, limit formulation and risk monitoring, etc.;
- The Group measures market risk mainly by means of Value at Risk (VaR) analysis, stress tests and sensitivity analysis, etc. VaR is a major tool for the Group to measure and monitor market risk. VaR measures the potential maximum loss to an asset portfolio by changes in market risk factors at a certain confidence level within a certain holding period. The Group computes the single day VaR at a confidence level of 95% by adopting a historical simulation method based on three years of historical data and examines the effectiveness of the model through the method of back testing on a regular basis. Meanwhile, the Group adopts stress test to complement the VaR analysis and measures whether the investment loss of the Group is within the scope of the risk tolerance when market risk factors such as equity prices, interest rates, exchange rates and commodity prices

undergo extreme changes. In addition, in respect of sensitivity factors of different assets, the Group measures the impact of changes in specific factors on the value of assets by calculating the corresponding sensitivity indicators.

- The Group has formulated a risk limit indicator framework. Risk limit is a means for controlling risks and also represents the risk appetite and risk tolerance of the Group. The Group sets appropriate market risk limits based on the business nature, such as notional limit, VaR limit, concentration limit, sensitivity limit, stress test limit and stop-loss limit, etc.
- The Group monitors risk limit usage in real time or on a daily basis. The Risk Management Department prepares daily risk reports to monitor the usage of limits and submits them to the management and business departments. When the limit usage triggers the warning line, the Risk Management Department will issue a warning notice to business departments. Once the risk indicators exceed the limits, business departments shall report reasons of the breach and measures to be taken to the Chief Risk Officer or his/her authorized person and shall be responsible for reducing the risk exposure to a level within the limits in a given time frame. If this cannot be achieved, they are required to apply to the Chief Risk Officer or his/her authorized person for a temporary increase in limit. If necessary, the Chief Risk Officer will submit a request to the management.

Value at Risk (VaR)

The Group sets the total VaR limit of the investment portfolio and VaR limits for different business lines. The Risk Management Department computes and monitors VaRs of these financial instruments on a daily basis to ensure the daily VaRs are maintained within limits.

The Group has set price-sensitive exposure limits for price-related businesses, which are measured and monitored on a daily basis. In 2021 and 2022 and the first half of 2023, the equity market showed a volatile trend, and the Group managed price market risks through adjusting positions, applying derivatives for hedging and controlling the concentration.

The Group closely followed the changes in interest rates and credit spreads in domestic and overseas markets, measuring risk exposures and monitoring risk limit utilizations on a daily basis. The Group hedged the interest rate risk for the fixed-income portfolio by using treasury bond futures, interest rate swaps, etc.

The Group conducted foreign exchange risk management for domestic and overseas assets, measuring risk exposures and monitoring risk limit utilizations on a daily basis. The foreign exchange risk exposures were managed by adjusting currency positions and using foreign exchange derivatives as hedging instruments.

The Group's exposure to commodity market risks was relatively low. In 2021 and 2022 and the first half of 2023, as the prices of some domestic and overseas commodities fluctuated sharply, the Group conducted commodity risk management by using commodity futures, options and swaps as hedging instruments.

Credit Risk

Credit risk refers to the risk caused by deterioration in creditworthiness or default losses of counterparties, borrowers and securities issuers.

Bond Investments Business

The Group emphasises the diversification level of the fixed income credit products and the credit products invested are those predominantly with relatively high credit ratings. The Group controls its market risk and credit risk exposures by various initiatives, such as setting up limits on investment size,

product types, credit ratings and concentrations, and carrying out forward-looking risk research, as well as closely monitors and tracks bond issuers' business performance and credit profiles so as to constantly evaluate and warn any credit deterioration.

In 2021 and 2022 and the first half of 2023, in response to the frequent occurrence of credit risk events, FICC closely collaborated with the Risk Management Department and identified, assessed, monitored and managed credit risk related to bond investments. As a result, the Group avoided material losses through effective risk management measures.

Capital Business

For the credit risks of margin financing and securities lending business, stock-based lending business and other capital businesses, the Group has established a comprehensive and robust risk control system, including the customers' creditworthiness assessment, collateral management, underlying securities management, risk limit management, margin ratio monitoring, mandatory liquidation, etc. The Group attaches considerable importance to customers' on-boarding and has established and implemented a strict customer selection and credit assessment mechanism, under which the branches are responsible for preliminary assessment of the customers' credit profile by collecting customers' basic information, financial status, securities investment experience, credit record and risk tolerance. The information of the customers that has passed the preliminary assessment will be submitted to the relevant business departments at the headquarters for further review, which, if qualified, will then be submitted to the Risk Management Department for formal approval, which will conduct an independent assessment of the customers' qualifications, and determine their credit ratings and credit limits.

In 2021 and 2022 and the first half of 2023, no significant losses were incurred in the Group's margin financing and securities lending business and stock-based lending business. The Group primarily controlled the risks of margin financing and securities lending business and stock-based lending business by the following measures:

Margin Financing and Securities Lending Business

In 2021 and 2022 and the first half of 2023, the Group strictly controlled the concentrations of single customer and single underlying security, closely monitored and assessed accounts with higher collateral concentration and riskier investment portfolio, timely communicated with the customers and promptly took corresponding measures to mitigate such risks; the Group attached considerable importance to collateral management and dynamically adjusted the scope and haircuts of the collaterals; the Group prudently reviewed and approved business extension by considering the following factors, i.e., the concentration and risk condition of the investment portfolio, and the collateral ratio of the existing deal; the Group also conducted regular and irregular stress testing and closely monitored customers with high risks.

Stock-based Lending Business

In 2021 and 2022 and the first half of 2023, the Group exercised strict control over the onboarding and approval of the stock-based lending deals, and has taken effective risk control measures, including, but not limited to, strengthening deal risk assessment and management, evaluating the risks by the customers' creditworthiness and fundamentals of the pledged securities (including the pledge ratio of the large shareholder, pledge ratio of all shareholders, liquidity and trading suspension records, shareholder structure, capital status of the controlling shareholder, potential delisting risk and negative news), carefully determining the loan-to-value ratio, as well as exercising strict control over the financing amount of the customers who are subject to shareholding reduction restriction; the Group strictly controlled single security concentration, established a security blacklist mechanism, and managed the overall exposure of a single security within the Group. In addition, the Group strengthened the on-site due diligence investigation, assessment and analysis of the pledged securities and clients with large financing demand, and raised the approval requirements to ensure risks were managed at a controllable level.

Meanwhile, the Group continuously monitored the risks of the outstanding contracts, conducted regular and irregular stress testing, and classified deals into different risk status and kept key track of the deals with potential high risks; the Group maintained close monitoring and regular assessment of the customers' credit risk with large financing amount, and maintained dynamic monitoring of the pledged securities, continuously tracked the fundamentals and security price fluctuations of large deals, and if any abnormal circumstances identified on the pledged security, the Group will ensure the risk precautions are in place, and corresponding measures are taken promptly.

Liquidity Risk

Liquidity risk refers to the risks arising from the Group's inability to obtain sufficient funds at reasonable costs in a timely manner to settle debts due, fulfil other payment obligations, and satisfy the funding needs in conducting normal business operations.

The Group implements vertical and centralized management on liquidity risks of all domestic and overseas branches and subsidiaries. The Group has adopted the following measures to manage liquidity risk:

- Closely monitoring balance sheets of the Group and its branches and subsidiaries, and managing liquidity gaps between assets and liabilities;
- Setting liquidity risk limits based on the Group's overall situation and regulatory requirement;
- Conducting cash flow forecast and liquidity risk stress test on a regular and irregular basis to analyse and assess the Group's liquidity risk exposure; and
- Maintaining adequate high-quality liquid assets, and establishing liquidity contingency plan for potential liquidity emergencies.

In order to withstand the potential liquidity risk and satisfy the short-term liquidity needs, the Group constantly holds sufficient unsecured and high-quality liquid assets as its liquidity reserves. The liquidity reserves are held by the Treasury Department and are managed independently from business departments. The Group manages the liquidity reserves of all branches and subsidiaries vertically to ensure the allocation efficiency of the liquidity reserves. Meanwhile, due to the liquidity transfer restrictions between entities and regions, the liquidity reserves are held in various currencies and maintained within its major operating subsidiaries, ensuring that the liquidity requirements of different entities are met in a timely manner. The size and composition of the liquidity reserves are actively managed by the Group based on the consideration of factors including, but not limited to, funding maturity profile, balance sheet size and composition, business and operational capital requirements, stress test results, and regulatory requirements. The Group strictly limits the liquidity reserves to high-quality liquid assets (including cash and cash equivalents, interest rate bonds and money market funds) and sets risk limits.

The Group constantly broadens and diversifies its funding channels to optimize the liability structure. The funding instruments of the Group include corporate bonds, medium-term note program, bank loan, commercial papers, beneficiary certificates, refinancing, transfer of right to income, inter-bank borrowing, REPOs, etc. The Group maintains good relationship with banks and has sufficient bank credit to meet the funding requirement for business development. As at the date of this Offering Circular, as assessed by China Chengxin International Credit Rating Company Limited (中誠信國際信用評級有限責任公司), the credit rating of the Company was AAA and the rating outlook was stable. As at the date of this Offering Circular, as assessed by Standard & Poor's, the long-term rating of the Company is BBB+, the short-term rating is A-2 and the rating outlook is stable. As at the date of this Offering Circular, as assessed by Moody's, the long-term rating of the Company is Baa1, the short-term rating is P-2 and the rating outlook is stable. As at the date of this Offering Circular, as assessed by

Fitch, the long-term rating of the Company is BBB+, the short-term rating is F2 and the rating outlook is stable. The Group's liquidity risk management was sound, the liquidity reserves were sufficient, and the liquidity risk was under control.

The regulatory liquidity risk management indicator of the Group continued to comply with the regulatory requirements. As at June 30, 2023, the liquidity coverage ratio and the net stable funding ratio of the Company were 247.7% and 134.3%, respectively.

Operational Risk

Operational risk refers to the risks arising from losses resulting from inadequate or problematic internal procedures, personnel, IT systems and external events. Operational risk can occur in all business operations and daily operations of the Group, which may eventually lead to other risks including but not limited to legal risk, compliance risk and reputational risk.

The Group has adopted the following measures to manage operational risk:

- Cultivating the operational risk idea of all staffs and improving employees' awareness to operational risks;
- Establishing a transparent organizational structure with a proper decision-making mechanism and defining the responsibilities of the management and control of business processes;
- Promoting risk management in key areas and processes, and optimizing and improving systems, processes and mechanisms;
- Carrying out risk assessment and follow-up review of new businesses and products, and effectively managing and controlling operational risks of new businesses and products;
- Continuously strengthening the identification, assessment, monitoring and response to operational risks of the operational risk management and control tools, and strengthening the ex ante management of operational risks, management of operational risks in the act and ex post facto management of operational risks;
- Optimizing the communication, reporting and processing mechanism for operational risk information to prevent and control risks in a more active and forward-looking manner; and
- Promoting the construction of business continuity management systems to enhance the continuity of going concern ability.

The Group continued to strengthen the operational risk management by enhancing IT systems and streamlining business procedures. By improving the IT systems and optimizing and standardizing business procedures, the Group further improved the operation efficiency and prevented operational risk.

IT Risk

IT risk refers to the operational, legal and reputational risks arising from natural factors, human factors, technology vulnerabilities and management deficiencies in the application of information technology in the Group.

The Group has mainly adopted the following measures to control and prevent IT risks:

- Establishing an effective IT governance framework to keep information technology construction consistent with business goals;

- Clarifying the information technology risk management mechanism, and clarifying at the policy level the division of responsibilities of the three lines of defense in IT risk management, defining and regulating management strategies and methods;
- Conducting IT risk assessment, fully identifying and analyzing the risks, determining the possibility and potential impact of the risks, implementing risk prevention measures, establishing an IT key risk indicator system and monitoring mechanism, cultivating IT risk culture and improving employees' awareness of IT risk prevention and control;
- Ensuring the reliability, integrity, availability and maintainability of information system through the management process of initialization, approval and control of IT projects;
- Establishing information security management system, formulating and implementing information security plan, monitoring information security threats;
- Establishing a data governance organizational framework to ensure unified management, sustainable controllability and storage safety of data;
- Tracking, responding to, analyzing and dealing with problems of information system and emergencies of information technology through establishing an effective process to manage problems; and
- Through establishing an IT emergency management system, formulating an emergency plan, carrying out emergency drills, and continuously improving IT emergency management process, to ensure that the system can support the Company's business operations in a continuous and steady manner.

Compliance Risk

Compliance risk refers to the risk of the Group being legally held accountable, subject to supervisory measures, given self-discipline penalties or suffering from loss of property or reputation because of the violation of laws, regulations, industry self-regulatory rules or its internal policies arising from its operations and management activities or employee behaviour.

The Group has mainly adopted the following measures to manage and prevent compliance risk:

- The Group formulates and updates its compliance policies and procedures in accordance with changes in laws, regulations and industry norms;
- The Group's professional compliance team is responsible for examining various businesses and providing compliance advice. The Group implements effective compliance risk management measures at the early stage of new businesses and conduct compliance reviews and supervision during carrying out new business;
- The Group controls the circulation of sensitive information by monitoring information flows and establishing dynamic information barrier walls, with the aim to prevent risks of insider trading and manage conflicts of interest;
- The Group undertakes compliance supervision and reviews in accordance with applicable laws and regulations, other regulatory documents, self-regulatory rules, industry norms and the Group's internal policies, to monitor the compliance of its business operations and employee activities and identify and manage compliance risks in a proactive manner;
- The Group adopts various means to cultivate a compliance culture with each business line, functional department and branch and provides compliance training to its employees to improve their compliance awareness; and

- The Group has established an internal accountability system in respect of employees' violations of laws and regulations and internal policies to impose applicable punishments on offenders.

Legal Risk

Legal risk refers to the risk of possible economic loss or damage to the Group's reputation resulting from breach of contracts, infringement-related disputes, litigation or other legal disputes.

The Group manages, controls and prevents legal risks mainly through the following measures:

- The Group continuously enhances its internal policies and business procedures from a legal perspective to ensure that its operations and management satisfy the requirements of applicable laws and regulations;
- The Group formulates templates for various business contracts and requires its business departments to use its in-house templates to the fullest extent. The Group also reviews contracts drafted or provided by counterparties prior to entering into such contracts to mitigate the legal risk associated with performing such contracts;
- The Group conducts legal training to enhance its employees' legal awareness;
- The Group applies for trademarks, maintains and protects its existing trademarks, safeguards its goodwill and trade secrets and takes legal actions against behaviours that harm the Group's reputation or interests; and
- The Group takes active measures to mitigate legal risks when disputes and litigation arise.

Money Laundering Risk

Money laundering risk refers to the risks of being used in illegal and criminal activities such as money laundering, terrorist financing and proliferation financing in the course of conducting business and operating management of the Group, which may bring regulatory penalties, legal disputes, financial loss or reputation loss to the Group.

The Group mainly adopted the following measures to manage and prevent money laundering risks:

- Establishing an organizational structure for money laundering risk management and properly conducting anti-money laundering human resource assurance;
- Formulating and updating anti-money laundering policies in accordance with laws, regulations and regulatory requirements;
- Conducting regular and irregular money laundering risk assessment;
- Integrating risk control measures into relevant business operation processes, in consideration of anti-money laundering obligations including customer identification, preservation of customer identity information and transaction records, suspicious transaction monitoring and reporting, name screening and monitoring, asset freezing;
- Continuously carrying out anti-money laundering publicity and training to promote the full transmission of money laundering risk management culture;
- Establishing and improving the anti-money laundering monitoring system and data quality control mechanism; and

- Carrying out anti-money laundering inspection and internal audit work and conducting anti-money laundering performance appraisals, rewards and punishments, and emergency management work.

Reputational Risk

Reputational risk refers to the risk of negative comments of investors, issuers, regulators, disciplinary organizations, the public and the media on the Company caused by the Group's actions or external events and the employees' violation of integrity rules, professional ethics, business norms, and rules and regulations of the industry, which may damage the brand value of the Company, hinder the normal operation of the Company, and even undermine the market and social stability.

The Group has mainly adopted the following measures to manage and prevent reputational risk:

- All business departments take measures to prevent and control reputational risks across important business activities and processes, and strictly follow "Know your Customers (KYC)" principle, enhance project due diligence and quality control, as well as timely prevent and deal with potential reputational risk;
- Continuously implementing the reputational risk management system and rules to specify the organizational structure and division of responsibilities for reputational risk management so as to consolidate reputational risk management work;
- Identifying and evaluating the risk information or sources that may affect the Company's reputation, conducting investigations of reputational risks and evaluation of reputational risks, adopting corresponding risk control measures based on the evaluation results, and continuously improving the mechanism for assessing, preventing, responding to and handling reputational risk events;
- By the establishment of a sound public opinion monitoring and early warning system, monitoring the public opinions and supporting the identification, early warning and judgment, publishing and communicating the Company's views and positions to the public in a timely manner, so as to avoid the spread and deterioration of erroneous information including misreading and misinformation in the public opinion environment;
- Defining the content, form, frequency and scope of reputational risk reporting to timely inform the Board and the management of the levels and management of reputational risks, and submitting reports on major reputational events as required by regulatory authorities or their branches;
- Strengthening employee reputational risk management, developing employees' awareness of reputational risks and their good professional conduct through system construction and training mechanism, improving the employee reputation information registration mechanism, incorporating employee reputation into the personnel management system, and strengthening the assessment and accountability of personnel who have a negative impact on the reputation of the Group.

Legal Proceedings

The Group is party to a number of legal proceedings arising in the ordinary course of its business. As at the date of this Offering Circular, the Group was not aware of any legal proceeding pending or threatened against it or its Directors that could, individually or in the aggregate, have a material and adverse effect on the Group's business, financial condition or results of operations.

DESCRIPTION OF THE GUARANTOR AND THE GUARANTOR GROUP

Overview

The Guarantor was incorporated on April 4, 1997 and is registered as a company with limited liability under the laws of Hong Kong with company number 602470. Its registered office is situated at 29th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong.

Milestones in the Guarantor Group's History

Set out below is a list of key milestones in the history of the Guarantor and its subsidiaries (together, the “**Guarantor Group**”). Please refer to “*the Group's Corporate Structure*” for details on the Guarantor Group's simplified shareholding and corporate structure.

Year	Event
1997	The establishment of the Guarantor.
1998	The establishment of CICC HK Securities.
2005	The establishment of CICC HK AM, through which the Guarantor Group engages in asset management and investment advisory businesses.
	The establishment of CICC US Securities, which is indirectly held by the Guarantor.
2008	The establishment of China International Capital Corporation (Singapore) Pte. Limited.
2009	The establishment of CICC UK.
2010	The establishment of CICC HK Futures.
2017	The establishment of CICC Capital (Cayman) Limited.
2018	The establishment of CICC Deutschland GmbH.
2020	The establishment of China International Capital Corporation (Japan) Limited.
2022	The change of the name of the Guarantor to China International Capital Corporation (International) Limited.
	CICC UK became the first Chinese member of the SIX Swiss Exchange, the Frankfurt Stock Exchange, and the Luxembourg Stock Exchange, becoming the first cross-border global depositary receipt (GDR) converter in the world to complete the filing on the Shanghai Stock Exchange and Shenzhen Stock Exchange for Germany, British and Swiss stock markets.
	CICC Japan obtained the Financial Advisory license, and approval for the license extension application to sell asset management products in Japan.
	CICC HK AM received Type 1 license.
	CICC HK Securities closed the first travel retail and largest IPO in 2022 of Hong Kong—China Tourism Group Duty Free Corp.

Year	Event
2023	The establishment of China International Capital Corporation (Overseas) Limited. China International Capital Corporation (Singapore) Pte. Limited was granted the Vietnam representative office license by Vietnam State Securities Commission. CICC HK Securities became one of the first batch of “HKD-RMB dual counter” market makers.

Support from the Group

The Guarantor is a direct wholly-owned subsidiary of the Company. It is the first wholly-owned overseas subsidiary of the Company, and it serves as the primary overseas investment holding platform of the Group. The principal business of the Guarantor is investment holding, and the Group conducts its overseas business through the Guarantor Group and manages the Guarantor Group through vertical management. The Guarantor Group’s business is highly synergistic to the Group’s onshore business.

The Guarantor Group serves as a strategically important foothold for the internationalization strategy of the Group, as well as a key platform through which the Group develops new businesses and a training ground for talents. A significant portion of the Guarantor Group’s directors are part of the core management of the Group. As the bridge between domestic and international businesses, the Guarantor Group is highly synergetic with the domestic business operations of the Group. For the year ended December 31, 2022, the Guarantor Group’s total revenue accounted for 20.4%²³ of the Group’s total revenue.

Due to the unique strategic position of the Guarantor Group and its synergy, the Group has provided tremendous support to the Guarantor Group since its inception. Since 2016, the Company has completed four capital injections in the Guarantor Group, totaling HK\$5.938 billion, which effectively reduced the leverage of the Guarantor Group. In addition, the Group has included the Guarantor Group when applying for credit lines. Through the Group’s credit history and business cooperation with headquarters of domestic banks with onshore and offshore branches, the Guarantor Group is able to obtain the largest possible amount of credit. The Group also shares its relationships and resources on international commercial banks with the Guarantor Group, and establishes good working relationships with domestic and international banks to assist the Guarantor Group in obtaining overseas financing. Furthermore, the Group also provides letters of comfort to the Guarantor Group in order to lower its cost of funds.

Business Activities

The Guarantor Group’s principal business segments include:

- **Investment Banking:** the Guarantor Group engages in investment banking business and provides equity financing, debt financing and financial advisory services, amongst others. The subsidiaries engaged in investment banking include CICC HK Securities, CICC US Securities, China International Capital Corporation (Singapore) Pte. Limited, China International Capital Corporation (UK) Limited, CICC Europe GmbH and China International Capital Corporation (Japan) Limited;

²³ Ratio = total revenue of the Guarantor Group (in RMB) / total revenue of the Group (in RMB).

- **Securities Brokerage:** the Guarantor Group provides a wide range of securities brokerage services to both Chinese and global investors. The subsidiaries engaged in securities brokerage include CICC HK Securities, CICC US Securities, China International Capital Corporation (Singapore) Pte. Limited and China International Capital Corporation (UK) Limited and China International Capital Corporation (Japan) Limited;
- **Asset Management:** the Guarantor Group provides cross-border asset management services and in particular, CICC HK AM and China International Capital Corporation (Singapore) Pte. Limited, subsidiaries of the Guarantor, offers a variety of QFII and RQFII products;
- **Investment Advisory:** the Guarantor Group provides a broad spectrum of investment advisory services to both Chinese and global investors. The subsidiaries engaged in investment advisory services include CICC HK Securities, CICC HK AM, China International Capital Corporation (Singapore) Pte. Limited and China International Capital Corporation (Japan) Limited; and
- **Futures Brokerage:** the Guarantor Group provides futures brokerage services through its subsidiary, CICC HK Futures.

In 2020, 2021, 2022 and the first half of 2023, the Guarantor received a number of industry recognitions and awards, including but not limited to the following:

- the “Outstanding Northbound Investment (Investment Bank)” by Bond Connect.

The Guarantor Group’s business strategy includes: (1) increasing its business competency in the primary market; (2) creating a comprehensive and full service investment banking business platform in Hong Kong; (3) further expanding the client base overseas; (4) improving research capability and enhancing risk management; and (5) attracting high-quality international talents.

Directors and Employees

As at the date of this Offering Circular, the directors of the Guarantor are Xia Xin Han, Ma Kui, Chu Gang, Liu Qingchuan, Wu Bo, Sun Nan and Wang Hanfeng.

As at June 30, 2023, the Guarantor Group had 1,115 employees in total, of which 936 employees were based in Hong Kong, 58 employees were based in Singapore, 50 employees were based in the United Kingdom, 50 employees were based in the United States, 6 employees were based in Germany and 15 employees were based in Japan.

Share Capital

The registered share capital of the Guarantor is HKD6,000,000,000.

Financial Information

The Guarantor Group has prepared its consolidated financial statements for the years ended December 31, 2021 and 2022, each of which are included elsewhere in this Offering Circular. The financial year of the Guarantor Group ends on December 31 of each year.

Auditor

Deloitte has been the statutory auditor of the Guarantor Group for the years ended December 31, 2021 and 2022. The address of Deloitte is 35/F, One Pacific Place, No. 88 Queensway, Hong Kong.

DESCRIPTION OF THE ISSUER

Overview

The Issuer was incorporated in the British Virgin Islands as a company limited by shares on April 15, 2016 under the BVI Business Companies Act (As Revised) of the British Virgin Islands (company number: 1911549). The registered office of the Issuer is at Kingston Chambers, PO Box 173, Road Town, Tortola, British Virgin Islands. As at the date of this Offering Circular, the Issuer is authorized to issue a maximum of 50,000 shares of one class of US\$1.00 par value each and two shares of US\$1.00 value have been issued to the Guarantor.

Business Activity

The Issuer is a direct wholly-owned subsidiary of the Guarantor. As at the date of this Offering Circular, the Issuer has not engaged, since its incorporation, in any activities other than in connection with the Programme and the Notes.

Directors

The directors of the Issuer are Liu Jian and Wang Jin. The directors of the Issuer do not hold any shares or options to acquire shares of the Issuer.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OF THE COMPANY

Board of Directors

As at the date of this Offering Circular, the Company's Board of Directors comprises eight Directors, including one Executive Director, three Non-executive Directors and four Independent Non-executive Directors.

The following table sets out information in respect of the Directors of the Company as at the date of this Offering Circular:

<u>Name</u>	<u>Position</u>
Chen Liang (陳亮)	Chairman of the Board, Executive Director and Chairman of the Management Committee
Zhang Wei (張薇)	Non-executive Director
Kong Lingyan (孔令岩)	Non-executive Director
Duan Wenwu (段文務)	Non-executive Director
Ng Kong Ping Albert (吳港平)	Independent Non-executive Director
Lu Zhenfei (陸正飛)	Independent Non-executive Director
Peter Hugh Nolan (彼得•諾蘭)	Independent Non-executive Director
Zhou Yu (周禹)	Independent Non-executive Director

Mr. Chen Liang (陳亮), born in January 1968, has been appointed as the Chairman of the Company since November 2023, and the Secretary of the Party Committee and Chairman of the Management Committee of the Company since October 2023. Mr. Chen has successively served as the director of the Computer Division, deputy general manager of the Securities Division, manager of the Securities Branch on Wenyi Road, and deputy general manager of the Securities Business Headquarters of Xinjiang Hongyuan Trust Investment Co., Ltd., from October 1994 to February 2001, successively served as the general manager and assistant to the general manager of the Urumqi Business Headquarters, general manager of the Xinjiang Marketing and Brokerage Center, and general manager of the Corporate Brokerage Business Headquarters of Hongyuan Securities Co., Ltd., from February 2001 to September 2009, served as the deputy general manager of Hongyuan Securities Co., Ltd. and chairman of the board of directors of Hongyuan Futures Co., Ltd., from September 2009 to January 2015, served as a member of the Party Committee of each of Shenwan Hongyuan Group Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 000166) and the Hong Kong Stock Exchange (Stock Code: 06806), and Shenwan Hongyuan Securities Co., Ltd., the general manager of Shenwan Hongyuan Group Co., Ltd., and an executive director of Shenwan Hongyuan Securities (Western) Co., Ltd., from December 2014 to May 2019, served as the secretary of the Party Committee of Shenwan Hongyuan Securities (Western) Co., Ltd., from August 2015 to May 2019, successively served as the president, vice chairman and chairman of the board of directors of China Galaxy Securities Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601881) and the Hong Kong Stock Exchange (Stock Code: 06881), from June 2019 to October 2023, and served as a non-executive director of China Galaxy Financial Holdings, from September 2022 to October 2023. Mr. Chen graduated from Xinjiang University majoring in mathematics (bachelor's degree) in July 1989, and obtained an EMBA degree from Fudan University in January 2016.

Ms. Zhang Wei (張薇), born in October 1981, has been appointed as a Director of the Company since June 2023 and has been serving as the designated Director (Managing Director) of Huijin Company. Ms. Zhang joined Huijin Company in July 2006, and successively served as the Manager of the Capital Market Department, Manager of the Non-bank Department, Senior Deputy Manager of the Securities Institution Management Department/Insurance Institution Management Department, and Director of the Office of Direct-managed Corporation Leading Group/the Second Department of Equity Management of Huijin Company, during which Ms. Zhang also served as the Non-Executive Director of CSC Financial Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601066) and the Hong Kong Stock Exchange (Stock Code: 06066). Ms. Zhang obtained a bachelor's degree in law from China University of Political Science and Law in June 2003, a master's degree in international law from China University of Political Science and Law in June 2006, and a doctoral degree in international law from China University of Political Science and Law in December 2017.

Mr. Kong Lingyan (孔令岩), born in February 1977, has been appointed as a Director of the Company since June 2023 and has been serving as the designated director (managing director) of Huijin Company. Mr. Kong has worked in Commercial Bank of China Limited (the “ICBC”), a company listed on the Shanghai Stock Exchange (Stock Code: 601398) and the Hong Kong Stock Exchange (Stock Code: 01398), from July 1999 to November 2011, and successively served as the Deputy Director of the Foreign Exchange Management Division of the International Banking Department, the Deputy Director of the Foreign Exchange Management Division of the Asset and Liability Management Department, and the Deputy Director and Director of the Overseas Institutions and Subsidiaries Financial Management Division of the Finance & Accounting Department. Mr. Kong served as the Vice General Manager of ICBC (London) PLC from November 2011 to April 2016 and concurrently served as the Vice General Manager of ICBC London Branch from September 2014 to April 2016, and successively served as the General Manager of the Capital Operation Department and the General Manager of the Margin Financing and Securities Lending Department of Huatai Securities Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601688) and the Hong Kong Stock Exchange (Stock Code: 06886), from May 2016 to August 2022. Mr. Kong obtained a bachelor's degree in economics from Central University of Finance and Economics in July 1999, and a master's degree in business administration from Tsinghua University in January 2005.

Mr. Duan Wenwu (段文務), born in June 1969, a senior accountant, has been appointed as a Director of the Company since February 2020. Mr. Duan has served as the Chairman of SDIC Capital Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 600061) from April 2023, and has performed duty in place of the General Manager of SDIC Capital Co., Ltd. since June 2023. Mr. Duan served as an assistant to the director of Finance and Accounting Department of State Development & Investment Corporation (later renamed as State Development & Investment Corp., Ltd.) from May 2008 to November 2008, Deputy General Manager of SDIC Finance Co., Ltd. from November 2008 to August 2010, Deputy Director of Finance and Accounting Department of State Development & Investment Corporation from August 2010 to August 2014, Director and Deputy General Manager of China National Complete Plant Import and Export Group Corporation Limited from March 2013 to August 2014, Director of Finance and Accounting Department of State Development & Investment Corporation (renamed as Finance Department in August 2016) from August 2014 to May 2017, General Manager of SDIC Essence Co., Ltd. (renamed as SDIC Capital Co., Ltd. in December 2017) from May 2017 to March 2018, Director of Essence Securities Co., Ltd. from December 2017 to January 2019, Chairman of SDIC Finance Co., Ltd. from March 2018 to April 2019, General Manager of I&G (NEEQ: 834777) from April 2019 to November 2021 and Chairman of I&G from May 2020 to June 2023. Mr. Duan obtained a bachelor's degree in economics from Xiamen University in July 1990, and a master's degree in business administration from Jiangxi University of Finance and Economics in January 2003.

Mr. Ng Kong Ping Albert (吳港平), born in September 1957, has been appointed as the Director of the Company since June 2022. Mr. Ng is a member of the Hong Kong Institute of Certified Public Accountants (HKICPA), Chartered Accountants of Australia and New Zealand (CAANZ), CPA Australia (CPAA) and Association of Chartered Certified Accountants (ACCA). Mr. Ng is the retired chairman of

Ernst & Young China, the managing partner of Ernst & Young in Greater China and a member of Ernst & Young's Global Executive Committee. He has over 30 years of professional experience in accounting in Hong Kong and Chinese Mainland. Prior to joining Ernst & Young, Mr. Ng successively served as the partner-in-charge of Arthur Andersen LLP in Greater China, the partner-in-charge of China business of PricewaterhouseCoopers and the managing director of Citigroup China Investment Banking. Mr. Ng has been an independent non-executive director of Beijing Airdoc Technology Co., Ltd., a company listed on the Hong Kong Stock Exchange (Stock Code: 02251), since April 2021, an independent non-executive director of Ping An Insurance (Group) Company of China, Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601318) and the Hong Kong Stock Exchange (Stock Code: 02318), since August 2021, an independent non-executive director of Alibaba Group Holding, a company listed on the Hong Kong Stock Exchange (Stock Code: 09988) and the New York Stock Exchange (Stock Code: BABA), since August 2022, and an independent non-executive director of Shui On Land Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 00272), since October 2022. Mr. Ng currently serves as the president of the Hong Kong China Chamber of Commerce. He once served as a member of the First and Second Consulting Committee of Corporate Accounting Standards of the Ministry of Finance of the PRC, an honorary advisor of the Hong Kong Business Accountants Association and a member of the Advisory Board of the School of Accountancy of The Chinese University of Hong Kong. Mr. Ng is also a member of the Audit Committee of The Chinese University of Hong Kong, Shenzhen and a council member of the Education Foundation of The Chinese University of Hong Kong, Shenzhen. Mr. Ng obtained a bachelor's degree in business administration from The Chinese University of Hong Kong in December 1981 and a master's degree in business administration from The Chinese University of Hong Kong in October 1988.

Mr. Lu Zhengfei (陸正飛), born in November 1963, has been appointed as the Director of the Company since June 2022. Mr. Lu has been a professor and doctoral supervisor of the Accounting Department of Guanghua School of Management of Peking University since November 1999, and he successively served as deputy director, director and deputy dean of Accounting Department of Guanghua School of Management of Peking University. From July 1988 to October 1999, he successively served as an assistant, lecturer, associate professor, professor, deputy director and director of the Accounting Department of the International Business School of Nanjing University. Mr. Lu currently serves as an independent non-executive director of China Cinda Asset Management Co., Ltd. (a company listed on the Hong Kong Stock Exchange (Stock Code: 01359)), an independent non-executive director of Sino Biopharmaceutical Limited (a company listed on the Hong Kong Stock Exchange (Stock Code: 01177)) and an independent director of Xinjiang Tianshan Cement Company Limited (a company listed on the Shenzhen Stock Exchange (Stock Code: 000877)). Mr. Lu once served as an independent non-executive director of Bank of China Limited (a company listed on the Shanghai Stock Exchange (Stock Code: 601988) and the Hong Kong Stock Exchange (Stock Code: 03988)) from July 2013 to August 2019, an independent director of China Nuclear Engineering & Construction Corporation Limited (a company listed on the Shanghai Stock Exchange (Stock Code: 601611)) from November 2018 to November 2019 and an independent supervisor of PICC Property and Casualty Company Limited (a company listed on the Hong Kong Stock Exchange (Stock Code: 02328)) from January 2011 to August 2023. Mr. Lu obtained a bachelor's degree in economics from Zhejiang Gongshang University in July 1985, a master's degree in economics from Renmin University of China in June 1988 and a doctorate degree in economics from Business School of Nanjing University in June 1997. From September 1997 to September 1999, he was engaged in post-doctoral research at Renmin University of China.

Mr. Peter Hugh Nolan, born in April 1949, recipient of the Commander of the Most Excellent Order of the British Empire, has been appointed as a Director of the Company since February 2020. He has served as an independent non-executive director of China Everbright Group since January 2019 and the director of China Forum, Jesus College at University of Cambridge since 2017. He has also served as the Director of the China Executive Leadership Programme (CELP) since 2005. Professor Nolan was a lecturer of Faculty of Economics and Politics at University of Cambridge from 1979 to 1997 and Sinyi Professor of Chinese Management at Cambridge Judge Business School at University of Cambridge from 1997 to 2012. He was the founding director and Chong Hua Professor of Chinese Development in

the Centre of Development Studies at University of Cambridge from 2012 to 2016 and Chong Hua Professor of Chinese Development (Emeritus) since 2016. Professor Nolan also served as an independent non-executive director of Bank of Communications (a company listed on the Shanghai Stock Exchange (Stock Code: 601328) and the Hong Kong Stock Exchange (Stock Code: 03328)) from November 2010 to November 2017. Professor Nolan obtained his doctoral degree in economics from University of London in 1981.

Mr. Zhou Yu (周禹), born in February 1981, has been appointed as a Director of the Company since June 2023 and currently serves as the professor, doctoral supervisor and MBA program director of the Organization and Human Resources Department of the Business School of Renmin University of China. Mr. Zhou has taught in the Business School of Renmin University of China since May 2009 and successively served as the assistant and associate professor in the Organization and Human Resources Department, and he was appointed as one of the distinguished professors in education since August 2016. He was a Wertheim Research Fellow at Harvard Law School and a visiting fellow at the National Bureau of Economic Research from September 2013 to September 2014. At present, Mr. Zhou also serves as the secretary-general of China Human Resources Theory and Practice Alliance, the secretary-general of the Human Resources Branch of the China Enterprise Reform and Development Society and a research fellow of the Research Center for State-owned Enterprise Reform and Development of the Business School of Renmin University of China. Mr. Zhou obtained a bachelor's degree in human resources management from Renmin University of China in July 2003 and a master's degree in labor economics (human resources development and management) from Renmin University of China in July 2005. He was sponsored by China Scholarship Council in joint doctoral education program in Rutgers University from September 2007 to September 2008, and obtained a doctoral degree in labor economics (human resources development and management) from Renmin University of China in January 2009.

Supervisory Committee

The following table sets out information in respect of the Supervisors of the Company as at the date of this Offering Circular:

<u>Name</u>	<u>Position</u>
Gao Tao (高濤)	Chairman of the Supervisory Committee and Employee Representative Supervisor
Jin Lizuo (金立佐)	Non-employee Representative Supervisor
Cui Zheng (崔鐸)	Non-employee Representative Supervisor

Mr. Gao Tao (高濤), born in January 1965, has been appointed as Deputy Secretary of the Party Committee since August 2020, and has been elected as the Employee Representative Supervisor and appointed as the Chairman of the Supervisory Committee of the Company since June 2017. He has been the Chairman of the board of directors of CICC Wealth Management since October 2015. From June 1991 to May 2005, he held several positions in China Construction Bank including Vice Director and General Manager of the Department of Human Resources of Anhui Branch, and the President of Huainan Branch. From May 2005 to September 2005, he served as a member of the Securities Restructuring Committee of China Jianyin Investment Limited. From September 2005 to September 2006, he held several positions in CISC, including General Manager of the Department of Human Resources and Vice President. From September 2006 to September 2012, he held several positions in Hong Yuan Securities Co., Ltd., including Vice General Manager, Board Secretary and Vice Chairman. From September 2012 to August 2015, he served as Vice President of China Jianyin Investment Limited. Mr. Gao graduated with a bachelor's degree from Anhui Agricultural University (formerly known as "Anhui Agricultural College") in July 1986, and an executive master of business administration degree from Renmin University of China in January 2009.

Mr. Jin Lizuo (金立佐), born in June 1957, has been appointed as a Supervisor of the Company since May 2015. He participated in the establishment of the Company from 1994 to 1995. Mr. Jin serves as an independent non-executive director of Beijing Enterprises Environment Group Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 00154), since September 2004 and an independent non-executive director of Dadi International Group Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 08130), since February 2020. Mr. Jin obtained a bachelor's degree in economics from Peking University in January 1982 and a doctoral degree in economics from the University of Oxford, the United Kingdom, in November 1993. He is the founding President of the Chinese Economic Association (CEA) UK.

Mr. Cui Zheng (崔錚), born in December 1980, has been appointed as a Supervisor of the Company since February 2020. He has been serving as Head of Legal Compliance Division of the General Management Department of Huijin since February 2020. Mr. Cui joined Huijin in July 2011, successively served as the Manager of the General Department, the Manager and Senior Deputy Manager of the General Management Department/Banking Institution Department II, Head of Legal Compliance Division of the General Management Department/Banking Institution Department II, etc. From July 2003 to July 2011, Mr. Cui successively served as a Business Director, Business Executive and Senior Business Executive of Corporate Strategy Department (Legal Department) of China Telecommunications Corporation (中國電信集團公司). Mr. Cui received a bachelor's degree in law and a bachelor's degree in economics from Peking University in July 2003, a master's degree in law from Peking University in July 2009 and a master's degree in business administration from Peking University in July 2010.

Senior Management

The following table sets out information in respect of the Company's senior management as at the date of this Offering Circular:

Name	Position
Chen Liang (陳亮)	Chairman of the Board, Executive Director and Chairman of the Management Committee
Wu Bo (吳波)	President, Chief Financial Officer and Member of the Management Committee
Zhang Kejun (張克均)	Member of Management Committee
Xu Yicheng (徐翌成)	Member of Management Committee
Wang Jianli (王建力)	Member of Management Committee
Wang Shuguang (王曙光)	Member of Management Committee
Du Pengfei (杜鵬飛)	Member of Management Committee
Chu Gang (楚鋼)	Chief Operating Officer, Member of Management Committee
Hu Changsheng (胡長生)	Member of Management Committee
Zhang Fengwei (張逢偉)	Chief Risk Officer
Ma Kui (馬葵)	Financial Controller
Sun Nan (孫男)	Secretary to the Board of Directors

Name	Position
Cheng Long (程龍)	Chief Information Officer
Zhou Jiaying (周佳興)	Chief Compliance Officer

Mr. Chen Liang (陳亮), an Executive Director, the Chairman of the Board and Chairman of the Management Committee of the Company. See “– *Board of Directors*” in this section for his profile.

Mr. Wu Bo (吳波)²⁴, born in June 1977, has been appointed as a member of the Management Committee of the Company since April 2018, the Head of Equities Department & Securities Investment Department of the Company since June 2022, and the Chief Financial Officer of the Company since September 2023, and has performed duties in place of the President of the Company since October 2023. He joined the Company in May 2004 and held several positions, including the Head of the Sponsor Business Department, Deputy Head of the Growth Enterprise Investment Banking Department, Secretary to the Board of Directors, Head of Wealth Management Department and President of China CICC Wealth Management Company Limited. Prior to joining the Company, Mr. Wu served as (including but not limited to) an Auditor of Arthur Andersen Huaqiang Certified Public Accountants from July 1999 to June 2002 and a Senior Auditor of PricewaterhouseCoopers Zhong Tian LLP from July 2002 to April 2004. Mr. Wu obtained a bachelor’s degree in economics from Peking University in July 1998, and an EMBA degree from Guanghua School of Management of Peking University and Kellogg School of Management of Northwestern University in July 2018.

Mr. Zhang Kejun (張克均), born in February 1966, has been appointed as a member of the Management Committee of the Company since October 2021, and the member of CPC Committee and Secretary of Discipline Inspection Commission of the Company since August 2021. Prior to joining the Group, he took several roles at Shenwan Hongyuan Securities Co., Ltd. (including its predecessor, Shenyin & Wanguo Securities Co., Ltd.) from April 1994 to August 2021, including General Manager of its branch, General Manager of divisions in headquarters and Assistant President of the company, during which period he also acted as the member of CPC Committee and Secretary of Discipline Inspection Commission for Shenwan Hongyuan Group Co., Ltd. and Shenwan Hongyuan Securities Co., Ltd. from May 2020 to August 2021. He worked at Xiamen Branch of Industrial Bank in Fujian from April 1990 to April 1994, as Department Manager of the branch and Assistant sub-branch Manager successively. Mr. Zhang obtained a master’s degree in computer software from National University of Defense Technology in April 1990.

Mr. Xu Yicheng (徐翌成), born in October 1974, has been appointed as a member of the Management Committee of the Company since January 2023. He joined the Investment Banking Department of the Company in January 2000, and became Managing Director in January 2008. He took several positions in the Company including the Assistant President, Secretary to the Board of Directors, Head of Strategic Development Department, Head of Firm Office and Head of Asset Management Department. As one of China’s first batch of mergers and acquisitions (M&A) professionals, he founded and led the Company’s M&A business since 2005. Mr. Xu was responsible for and closed a large number of landmark M&A transactions with a total value of more than USD150 billion, and led the team to top the China M&A leaderboard for five consecutive years (2006-2010). In recent years, Mr. Xu has assisted in formulating the Company’s medium and long-term strategic planning, including wealth management business strategy, asset management business strategy and other significant strategies, and took the lead in accomplishing important capital operations such as the acquisition of CISC and the introduction of

²⁴ According to the resolution of the Board of the Company on November 10, 2023, Mr. Wu was nominated as a candidate of Executive Director of the Company, whose term of office shall take effect from the date of approval by the shareholder’s general meeting of the Company. Mr. Wu will also serve as the Vice Chairman of the Board after his term of office as an Executive Director is approved by the shareholder’s general meeting of the Company.

Tencent as a strategic investor. Mr. Xu obtained a bachelor's degree in Arts from Beijing Foreign Studies University in 1997 and a master's degree in economics from the Graduate School of the PBOC in 2000.

Mr. Wang Jianli (王建力), born in August 1971, has been appointed as a member of the Management Committee of the Company since January 2023, member of Executive Committee of CICC Wealth Management Securities since January 2017, Vice President of CICC Wealth Management Securities since March 2017 and Head of Omni-channel Platform Tribe and Head of Strategic Service Development Center of CICC Wealth Management Securities since July 2022. Mr. Wang took several roles at CICC Wealth Management Securities including as General Manager of Guangzhou Branch, Head of Client Relationship Tribe, Assistant President, General Manager of Trading Operations Department, General Manager of Brokerage Business Headquarter, General Manager of Marketing Service Headquarter, General Manager of Marketing Department, General Manager of Product Center and General Manager of Wealth Management Department and other positions of CICC Wealth Management Securities Guangzhou Branch; Deputy General Manager of Brokerage Business Headquarter, General Manager of Marketing Department, General Manager of Guangzhou Shuiyin Road Business Office and other positions of China Jianyin Investment Securities Co., Ltd. (中國建銀投資證券有限責任公司), predecessor of China Investment Securities Company Limited (中國中投證券有限責任公司); and Vice General Manager of Guangzhou and Jinan Management Headquarter, Assistant President of Human Resource Department and other positions of China Southern Securities Joint Stock Co., Ltd. (南方證券股份有限公司), predecessor of China Investment Securities Company Limited (中國中投證券有限責任公司). Mr. Wang obtained a bachelor's degree in economics from Renmin University of China in 1992 and an EMBA degree from Peking University in 2003.

Mr. Wang Shuguang (王曙光), born in November 1974, has been appointed as a member of the Management Committee of the Company since January 2023 and Head of Investment Banking Department since July 2022. Mr. Wang joined the Investment Banking Department of the Company in 1998 and became a Managing Director in January 2010, and held various positions, including Head of the Growth Enterprise Investment Banking Department of the Company and Co-Head of CICC Capital Management Department. Mr. Wang obtained a bachelor's degree in science and a bachelor's degree in economics from Tsinghua University in 1996 and a master's degree in engineering from Tsinghua University in 1998.

Mr. Du Pengfei (杜鵬飛), born in July 1974, has been appointed as a member of the CPC Committee and the member of the Management Committee of the Company, and has served as the Head of CPC Organization Department and the Head of Human Resources Department since April 2023. Prior to joining the Group, he served as the Head of CPC Organization Department and the General Manager of Human Resources Department of China Jianyin Investment Limited (JIC). He once worked as the member of CPC Committee and Chief Supervisor of JIC Holding Co., Ltd., the Party Secretary and Chairman of JIC Huawen Investment Co., Ltd., the Party Secretary and Chairman of JIC Investment Co., Ltd., the member of Executive Committee of China Jianyin Investment Limited, and took several roles at China Galaxy Securities Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 601881) and the Hong Kong Stock Exchange (Stock Code: 06881), including the member of Executive Committee, Business Director, Board Secretary, the Head of CPC Organization Department, General Manager of Human Resources Headquarters and Director of CPC School Office, as well as the Chairman of Galaxy Jinhui Securities Asset Management Co., Ltd. Mr. Du obtained a bachelor's degree in economics from Southwestern University of Finance and Economics in July 1998 and a master's degree in economics from University of International Business and Economics in June 2011.

Mr. Chu Gang (楚鋼), born in February 1964, has been appointed as the Chief Operating Officer and a member of the Management Committee of the Company since April 2015. He joined the Group in May 2009 and held several positions, including Managing Director of the Research Department, Deputy Head of the Capital Markets Department and Deputy Chief Operating Officer. Prior to joining the Group, he held several positions in Citigroup, including Emerging Market Risk Manager, US Local Government

Bonds Proprietary Trader, Head of Latin America Stock Derivatives Trading and Managing Director of Alternative Investment Funds from September 1993 to August 2008. He currently serves as Directors of a number of subsidiaries of the Company, including CICC HK Securities. Mr. Chu was qualified as a Chartered Financial Analyst of the CFA Institute in September 2002. He obtained a bachelor's degree in physics from University of Science and Technology of China (中國科學技術大學) in July 1987 and a doctoral degree in theoretical physics from Northeastern University, the United States, in September 1993. He also studied at Leonard N. Stern School of Business of New York University, the United States, until June 1997.

Mr. Hu Changsheng (胡長生), born in March 1966, has been appointed as a member of the Management Committee since June 2017, and the Chairman of CICC Fund Management Co., Ltd. since December 2020. From December 1998 to December 2005, he successively served as the Deputy Director of the General Division of the Policy Research Office, member (cadre at division level) of the Planning and Development Committee, Consultant of the Institution Supervision Division, and Commissioner of the Shenzhen Commissioner's Office under the CSRC. From December 2005 to January 2008, he served as the Deputy Director and then Director of the Capital Market Department of Huijin. From January 2008 to November 2011, he acted as the Senior Business Head and Director of Capital Market Division of the non-bank department of Huijin. From December 2005 to April 2010, he successively held the position as Director, Vice Chairman of the board of directors and Acting President of China Galaxy Securities Co. Ltd., a company listed on the Stock Exchange of Hong Kong (Stock Code: 06881) and Shanghai Stock Exchange (Stock Code: 601881). From January 2007 to September 2010, he served as Director of China Galaxy Financial Holdings Company Limited. From November 2007 to January 2010, he acted as a Director of China Everbright Industry Group Ltd. He also served as the Vice Chairman of the board of directors of China Securities Co., Ltd. from March 2011 to November 2012. He was the Chairman of CISC Changchun Venture Capital Fund Management Co., Ltd. from November 2011 to August 2015. He was the Vice Chairman of the Executive Committee of CICC Wealth Management Securities from March 2012 to November 2019. From November 2011 to April 2020, he served as the Chairman of CISC Luckystone Investment Management Co., Ltd. He was a Director and Vice Chairman of CICC Wealth Management Securities from November 2011 to November 2020, while taking the role of President of CICC Wealth Management Securities from December 2011 to November 2020, and the Chairman of the Executive Committee of it from November 2019 to December 2020. Mr. Hu graduated with a doctoral degree in economics from the Graduate Division of Research Institute for Fiscal Science of the Ministry of Finance in June 1997.

Mr. Zhang Fengwei (張逢偉), born in December 1967, has been appointed as the Chief Risk Officer and the Head of the Risk Management Department of the Company since June 2017. He joined the Group in April 2004 and held several positions, including Senior Associate of the Operations Department, Vice President, Managing Director and Deputy Head of the Risk Management Department. From March 2011 to February 2015, he served as the Chief Risk Officer of Zheshangjinhui Trust Co., Ltd., an associated company of the Group. Prior to joining the Group, he served as a Programmer and Network Engineer of STONE Group from July 1991 to March 1996, and Assistant Vice President of Bank One N.A. Beijing Branch from April 1996 to March 2004. Mr. Zhang obtained a bachelor's degree in applied mathematics from Tsinghua University in July 1991 and a master's degree in economics from Peking University in July 1997.

Ms. Ma Kui (馬葵), born in October 1971, has been appointed as the Financial Controller, Head of Entity Management Department of the Company since May 2015 and September 2011 respectively. She joined the Group in April 1998 and held several positions including the Head of the Finance Department, Head of the Market Risk Department, Head of the Planning and Analysis Department, Head of Operation Support Department, Assistant Chief Financial Officer, chairman of the board of directors of CICC Pucheng and the Director of CICC Jiacheng. Prior to joining the Group, she served as, among other things, an accountant in Motorola (China) Electronics Co., Ltd. from May 1995 to August 1997. She currently serves as Director of a number of the Group's subsidiaries, including the Guarantor, CICC Futures, CICC HK Securities, CICC HK AM and CICC HK Futures. Ms. Ma obtained a bachelor's

degree in international economic cooperation and a master's degree in international finance from the University of International Business and Economics (對外經濟貿易大學) in June 1993 and June 1996 respectively.

Mr. Sun Nan (孫男), born in September 1979, has been appointed as the Secretary of the Board of Directors of the Company since May 2020. Mr. Sun currently serves as the Head of Strategic Development Department, Firm Office of the Company, Office of the Supervisory Committee and Head of Asset Management Department. He joined the Investment Banking Department of the Company in July 2003, and served as the Head of Global M&A Business of Investment Banking, the Head of Sponsor Business of Investment Banking, the member of the Business Review Committee, the member of operations team of the Investment Banking Department, the Head of Strategic Research Department, etc. Mr. Sun obtained a bachelor's degree in economics from Tsinghua University in 2001 and a master's degree in management from Tsinghua University in 2003.

Mr. Cheng Long (程龍), born in March 1976, has been appointed as the Chief Information Officer since October 2021, and Head of Information Technology Department of the Company since March 2021. Prior to joining the Group, Mr. Cheng was the Chief Information Officer, Director of Financial Technology Committee, Deputy Director of Wealth Management Committee and General Manager of Internet Finance Department of Zhongtai Securities Co., Ltd. from September 2018 to March 2021. Mr. Cheng served as the Chief Information Officer of Dongxing Securities Co., Ltd. from February 2016 to September 2018, and prior to this, he served as the Chief Technical Architect, Information Technology Director, and Head of PMO Center in CITIC Securities Co., Ltd. from July 2010 to February 2016. Mr. Cheng also directed the Financial Market Solutions Department and worked in IBM SOA-China Development Center and IBM Research-China as a senior researcher from July 2003 to July 2010. Mr. Cheng obtained a double bachelor's degree in computer science and business management from Nankai University in July 1998 and a PhD in computer science from Nankai University in July 2003.

Mr. Zhou Jiaxing (周佳興), born in August 1972, has been appointed as the Chief Compliance Officer since December 2021, and the Head of Legal and Compliance Department of the Company since November 2021. He joined the Legal Department of the Group in June 2009, became the Managing Director in January 2016, and has been appointed as the Head for Legal Matters in Hong Kong of China International Capital Corporation (Hong Kong) Limited since October 2017. Prior to joining the Group, Mr. Zhou had served in several law firms engaging in legal affairs: he has served as a lawyer at White & Case (Hong Kong Office) from August 2008 to March 2009, and as a lawyer at Slaughter and May (Hong Kong Office) from September 2004 to July 2008. Mr. Zhou obtained a bachelor's degree in English teaching from Nanjing Institute of International Relations in July 1993 and a master's degree in law (LLM) from University of Southampton in July 2000.

TAXATION

The following summary of certain tax consequences of the purchase, ownership and disposition of the Notes is based upon applicable laws, regulations, rulings and decisions in effect at the date of this Offering Circular, all of which are subject to change (possibly with retroactive effect). This discussion does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and does not purport to deal with consequences applicable to all categories of investors, some of which may be subject to special rules. Neither these statements nor any other statements in this Offering Circular are to be regarded as advice on the tax position of any Noteholder or any persons acquiring, selling or otherwise dealing in the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes. Persons considering the purchase of the Notes should consult their own tax advisers concerning the possible tax consequences of buying, holding or selling any Notes under the laws of their country of citizenship, residence or domicile.

British Virgin Islands

Payments of interest and principal on the Notes will not be subject to taxation in the British Virgin Islands and no withholding will be required on the payment of interest and principal to any holder of the Notes nor will gains derived from the disposal of the Notes be subject to British Virgin Islands income or corporation tax, provided that the payments are made to persons who are not resident in the British Virgin Islands.

No estate, inheritance, succession or gift tax, rate, duty, levy or other charge is payable by persons who are not resident in the British Virgin Islands with respect to any debt obligations of the Issuer.

There are currently no withholding taxes or exchange control regulations in the British Virgin Islands applicable to the Issuer.

If neither the Issuer nor any subsidiary holds an interest in real estate in the British Virgin Islands, no stamp duty is payable in respect of the issue of the Notes or on an instrument of transfer in respect of the Notes.

Hong Kong

Withholding tax

No withholding tax is payable in Hong Kong in respect of payments of principal, including any premium payable on redemption of the Notes, or interest in respect of the Notes or in respect of any capital gains arising from the sale of the Notes.

Profits tax

Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets).

Interest on the Notes may be deemed to be profits arising in or derived from Hong Kong from a trade, profession or business carried on in Hong Kong in the following circumstances:

- (i) interest on the Notes is derived from Hong Kong and is received by or accrues to a corporation carrying on a trade, profession or business in Hong Kong;
- (ii) interest on the Notes is derived from Hong Kong and is received by or accrues to a person, other than a corporation, carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business;

- (iii) interest on the Notes is received by or accrues to a financial institution (as defined in the Inland Revenue Ordinance (Cap. 112) of Hong Kong (the “**IRO**”)) and arises through or from the carrying on by the financial institution of its business in Hong Kong; or
- (iv) interest on the Notes is received by or accrues to a corporation, other than a financial institution, and arises through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the **IRO**).

Sums received by or accrued to a financial institution by way of gains or profits arising through or from the carrying on by the financial institution of its business in Hong Kong from the sale, disposal and redemption of Notes will be subject to Hong Kong profits tax. Sums received by or accrued to a corporation, other than a financial institution, by way of gains or profits arising through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the **IRO**) from the sale, disposal or other redemption of Notes will be subject to Hong Kong profits tax.

Sums derived from the sale, disposal or redemption of Notes will be subject to Hong Kong profits tax where received by or accrued to a person, other than a financial institution, who carries on a trade, profession or business in Hong Kong and the sum has a Hong Kong source unless otherwise exempted. The source of such sums will generally be determined by having regard to the manner in which the Notes are acquired and disposed of.

In certain circumstances, Hong Kong profits tax exemptions (such as concessionary tax rates) may be available. Investors are advised to consult their own tax advisors to ascertain the applicability of any exemptions to their individual position.

Stamp duty

Stamp duty will not be payable on the issue of Bearer Notes provided that either:

- (i) such Bearer Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- (ii) such Bearer Notes constitute loan capital (as defined in the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) (the “**SDO**”)).

If stamp duty is payable, it is payable by the Issuer on the issue of Bearer Notes at a rate of 3 per cent. of the market value of the Bearer Notes at the time of issue. No stamp duty will be payable on any subsequent transfer of Bearer Notes.

No stamp duty is payable on the issue of Registered Notes. Stamp duty may be payable on any transfer of Registered Notes if the relevant transfer is required to be registered in Hong Kong. Stamp duty will, however, not be payable on any transfer of Registered Notes provided that either:

- (i) such Registered Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- (ii) such Registered Notes constitute loan capital (as defined in the **SDO**).

With effect from November 17, 2023, if stamp duty is payable in respect of the transfer of Registered Notes it will be payable at the rate of 0.2 per cent. (of which 0.1 per cent. is payable by the seller and 0.1 per cent. is payable by the purchaser) normally by reference to the consideration or its value, whichever is higher. In addition, stamp duty is payable at the fixed rate of HK\$5 on each instrument of transfer executed in relation to any transfer of the Registered Notes if the relevant transfer is required to be registered in Hong Kong.

The PRC

The following summary describes the principal PRC tax consequences of the ownership and disposition of the Notes by beneficial owners who, or which, are not residents of mainland China for PRC tax purposes. These beneficial owners are referred to as non-PRC Noteholders in this “*Taxation – The PRC*” section. In considering whether to invest in the Notes, investors should consult their individual tax advisers with regard to the application of PRC tax laws to their particular situations as well as any tax consequences arising under the laws of any other tax jurisdiction.

Pursuant to the EIT Law and its implementation regulations, enterprises that are established under laws of foreign countries and regions (including Hong Kong, Macau and Taiwan) but whose “de facto management body” are within the territory of PRC are treated as PRC tax resident enterprises for the purpose of the EIT Tax Law and shall pay PRC enterprise income tax at the rate of 25 per cent. in respect of their global taxable income. If the relevant PRC tax authorities decide, in accordance with applicable tax rules and regulations, that the “de facto management body” of the Issuer is within the territory of PRC, the Issuer may be held to be a PRC tax resident enterprise for the purpose of the EIT Law and be subject to PRC enterprise income tax at the rate of 25 per cent. on its global taxable income. See “Risk Factors – Risks Relating to the Notes Issued Under the Programme and the Guarantee – Gains on the transfer of the Notes may be subject to income tax under PRC tax laws”. As at the date of this Offering Circular, the Issuer has not been notified or informed by the PRC tax authorities that it is considered as a PRC tax resident enterprise for the purpose of the EIT Law.

However, there is no assurance that the Issuer will not be treated as a PRC tax resident enterprise under the EIT Law and related implementation regulations in the future. Pursuant to the EIT Law and its implementation regulations, any non-resident enterprise without an establishment within the PRC or whose income has no connection to its establishment inside the PRC pay enterprise income tax on income sourced within the PRC, and such income tax shall be withheld by the PRC payer that is acting as the obligor withholder and such PRC payer shall withhold the tax amount from each payment or payment due. The EIT Law’s implementation regulations further set forth that interest income is viewed as PRC-sourced income if the enterprise or the establishment that pays or bears the interest is situated in China. Accordingly, in the event the Issuer is deemed to be a PRC tax resident enterprise by the PRC tax authorities in the future, the Issuer may be required to withhold income tax from the payments of interest in respect of the Notes to any non-PRC Noteholder, and gain from the disposition of the Notes may be subject to PRC tax, if the income or gain is treated as PRC-sourced. The tax rate is generally 10 per cent. for non-resident enterprise Noteholders and 20 per cent. in the case of non-resident individual Noteholders, subject to the provisions of any applicable income tax treaty. The Issuer has agreed to pay additional amounts to Noteholders, subject to certain exceptions, so that they would receive the full amount of the scheduled payment, as further set out in the Conditions.

On March 23, 2016, the MOF and the SAT promulgated the Circular of Taxation on Implementing the Pilot Program of Replacing Business Tax with Value-Added Tax in an All-round Manner (《財政部、國家稅務總局關於全面推開營業稅改徵增值稅試點的通知》)(“**Circular 36**”), pursuant to which business tax has been completely replaced by value added tax (“**VAT**”) on and from 1 May 2016. Circular 36 is a relatively new regulation and there remains uncertainty with respect to the application of Circular 36 to securities (including bonds). The provisions thereunder may be subject to change upon future issuance of clarifying guidance and/or different interpretation by the PRC tax authorities.

Pursuant to Circular 36, income derived from the provision of financial services within China, which was previously subject to business tax, is instead subject to VAT. The services are treated as being sold within the PRC where either the service provider or the service recipient is located in the PRC. It is further clarified under Circular 36 that “loans” refer to the activity of lending capital for another’s use and receiving the interest income thereon. Based on the definition of “loans” under Circular 36, the issuance of Notes is likely to be treated as the holders of the Notes providing “loans” to the Issuer, which will therefore be regarded as financial services for VAT purposes. In the event the Issuer is deemed to be a PRC resident enterprise in the PRC by the PRC tax authorities, the holders of the Notes

may be regarded as providing financial services within the PRC and consequently, the amount of interest payable by the Issuer to any non-resident holders of the Notes may be subject to withholding VAT at the rate of 6%. It is uncertain whether VAT is applicable to any transfer of the Notes between entities or individuals outside the PRC, but VAT shall be applicable if either the seller or buyer of Notes is located inside the PRC. However, please note that individuals (including non-resident individuals) are exempt from VAT for transfer of financial products.

For the redemption or repurchase of Notes by the Issuer (if it is deemed to be a PRC resident enterprise in the PRC by the PRC tax authorities) or the Guarantor, the holders of the Notes may be subject to PRC income taxes and PRC VAT (non-resident individuals may be exempted from VAT if the redemption is deemed as transfer of financial products or if the interest amount received by such non-resident individuals is below certain threshold of imposing VAT) depending on whether relevant payment would be regarded as including interest or capital gains (tax treaties may provide preferential treatments if certain criteria are satisfied).

Since Circular 36 together with other laws and regulations pertaining to VAT reform are relatively new, the interpretation and enforcement of such laws and regulations involve uncertainties.

No PRC stamp duty will be imposed on non-PRC Noteholders either upon issuance of the Notes or upon a subsequent transfer of Notes to the extent that the register of holders of the Notes is maintained outside the PRC and the issuance and the sale of the Notes is made outside of the PRC. The Issuer intends to maintain the register of holders of the Notes outside the PRC.

The Proposed Financial Transactions Tax (“FTT”)

On 14 February 2013, the European Commission published a proposal (the “**Commission’s Proposal**”) for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the “**participating Member States**”). However, Estonia has since stated that it will not participate.

The Commission’s Proposal has very broad scope and could, if introduced, apply to certain dealings in the Notes (including secondary market transactions) in certain circumstances.

Under the Commission’s Proposal, the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, “established” in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the Commission’s Proposal remains subject to negotiation between the participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate.

Prospective holders of the Notes are advised to seek their own professional advice in relation to the FTT.

FATCA WITHHOLDING

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, as amended, commonly known as FATCA, a “foreign financial institution” may be required to withhold on certain payments it makes (“**foreign passthru payments**”) to persons that fail to meet certain certification, reporting, or related requirements. The Issuer believes it is a foreign financial institution for these purposes. A number of jurisdictions (including the British Virgin Islands and Hong Kong) have entered into, or have

agreed in substance to, intergovernmental agreements with the United States to implement FATCA (“IGAs”), which modify the way in which FATCA applies in their jurisdictions. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, such withholding would not apply to foreign passthru payments made prior to the date that is two years after the date on which final regulations defining foreign passthru payments are published in the U.S. Federal Register and Notes characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining foreign passthru payments are published generally would be grandfathered for purposes of FATCA withholding unless materially modified after such date. Holders should consult their own tax advisors regarding how these rules may apply to their investment in the Notes. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, no person will be required to pay additional amounts as a result of the withholding.

REGULATORY ENVIRONMENT

Overview

The Company mainly conducts business in China and all of its operations in China are subject to the applicable PRC laws, administrative regulations, departmental regulations and other regulatory documents which mainly aim to protect the interest of customers and investors of securities companies. Set forth below is the summary of principal laws and regulations applicable to its business, rather than a detailed description of all the laws and regulations which its business needs to comply with. In recent years, in tandem with the reform in securities and financial sectors, the laws and regulations on the securities and finance industries have been undergoing constant change. Changes in the applicable laws and regulations or regulatory policies from time to time may have significant impact on the industry the Group operates in.

Major Regulatory Authorities and Relevant Organizations

CSRC

According to the Securities Law, the Law of the People's Republic of China on Securities Investment Funds (中華人民共和國證券投資基金法)(“**Securities Investment Fund Law**”) and the Regulations on the Administration of Futures Trading (期貨交易管理條例)(“**Regulations of Futures Trading**”), the CSRC is responsible for the centralized and unified supervision and management of the securities markets nationwide and maintaining the order thereof so as to secure their lawful operations. The main duties of the CSRC are as follows:

- To enact regulations and rules in relation to the supervision and management of the securities, securities investment funds and futures markets, and to exercise the rights of approval, verification or registration according to law;
- To supervise and manage the issuance, listing, trading, registration, deposit and settlement of securities and the listing, trading, settlement, delivery of futures and related activities according to law;
- To supervise and manage the securities business activities of the securities issuers, listing companies, securities companies, securities investment fund management companies and other fund managers and custodians, securities service organizations, stock exchanges and securities registration and settlement organizations according to law, and to supervise and manage futures business activities of market-related participants, including the futures exchanges, futures companies, other futures business institutions, non-futures companies clearing members, futures margin security depository monitoring institutions, futures margin depository banks and delivery warehouses;
- To enact qualification standards and practice codes for securities business personnel, fund practitioners and futures practitioners according to law, and supervise their implementation;
- To supervise and inspect the disclosure of information relating to the issuance, listing and trading of securities, the disclosure of fund information, and information of futures trading according to law;
- To regulate and supervise the activities of the SAC, the funding association of China and the China Futures Association according to law;
- To investigate and punish activities in violation of laws and administrative regulations in relation to supervision and management of the securities and futures markets according to law; and
- To perform other duties stipulated by the applicable laws and administrative regulations.

Stock Exchange

Under the Securities Law and the Measures for the Administration of Stock Exchanges (證券交易所管理辦法), a stock exchange is a non-profit self-regulatory legal entity which provides venues and facilities for centralized trading of securities and organizes and supervises trading of securities.

The main duties of a stock exchange are as follows:

- To provide venues, facilities and services for trading of securities;
- To enact and amend operating rules for stock exchanges;
- To examine the applications for the public offering of securities in accordance with the law
- To examine and arrange listing of securities, and decide on the termination of the listing of and the relisting of securities;
- To provide the services of transferring non-publicly offered securities
- To organize and supervise trading of securities;
- To supervise its members;
- To supervise the listed companies and relevant parties with information disclosure obligations;
- To regulate securities service institutions' provision of services for securities listing and trading, among others;
- To manage and announce market information;
- To conduct investor education and protection; and
- To perform other duties prescribed by laws and administrative regulations and those licensed, authorized or entrusted by the CSRC.

Futures Exchange

Under the Regulations of Futures Trading (期貨交易管理條例) and the Measures for the Administration of Futures Exchanges (期貨交易所管理辦法), a futures exchange is a non-profit legal entity which provides venues and facilities for centralized trading of futures, organizes and supervises trading of futures, and exercises self-regulatory management according to its articles of association and trading rules. The main duties of a futures exchange are as follows:

- To provide venues, facilities and services for trading;
- To design contracts and arrange for listing of contracts;
- To organize and supervise the trading, clearing and settlement and delivery of futures;
- To provide centralized guarantees for contract performance in futures tradings;
- To supervise and manage its members in accordance with its articles of association and trading rules;
- To enact and implement the trading rules and implementing regulations of the futures exchange;
- To announce market information;

- To regulate its members and their clients, designated delivery warehouse, futures margin depository banks and the futures businesses of other participants in the futures market;
- To investigate and punish irregularities; and
- To perform other duties as specified by the futures supervision and administration authorities of the State Council.

The Securities Association of China (SAC)

Under the Securities Law, the SAC is a self-regulatory organization of the securities industry. It is a non-profit social organization with legal person status, subject to the guidance and supervision of the CSRC. The SAC regulates the securities industry through its general assembly of members consisting of securities companies and other member. According to the Securities Law, a securities company shall join the SAC. The main duties of the SAC include enactment of the rules to abide by its members, and supervision and inspection of the conduct of its members.

The Asset Management Association of China (AMAC)

Under the Securities Investment Fund Law, the AMAC is a self-regulatory organization of the securities investment fund industry and a non-profit social organization with legal person status. Fund managers and fund custodians shall join the AMAC. The main duties of the AMAC include enactment and implementation of self-regulatory rules, and supervision and inspection of the practices of its members and practitioners.

China Futures Association (CFA)

Under the Regulations of Futures Trading (期貨交易管理條例), the CFA is a self-regulatory organization of the futures industry and a non-profit social organization with legal person status. The CFA is subject to the guidance and supervision of the CSRC. Futures companies and the other institutions engaged in futures trading shall join the CFA. The main duties of the CFA include enactment of self-regulatory rules to abide by its members and supervision and inspection of the conduct of its members.

Other Organizations

Other organizations relating to the Company's business and operating activities primarily include China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司), China Securities Investor Protection Fund Corporation Limited (中國證券投資者保護基金有限責任公司), China Futures Market Monitoring Center Co., Ltd. (中國期貨市場監控中心有限責任公司), China Securities Finance, National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會) and the National Equities Exchange and Quotations (全國中小企業股份轉讓系統).

Other PRC Regulations

SAFE Regulation

The Guarantor's ability to satisfy its obligations under the Notes and the Guarantee may depend on the remittance of sufficient foreign currency by the Company's PRC subsidiaries. The PRC Government imposes controls on the convertibility of Renminbi into foreign currencies and, in certain cases, the remittance of currency to jurisdictions outside China. Under existing PRC foreign exchange regulations, payments of certain current account items can be made in foreign currencies without prior approval from the local branch of SAFE by complying with certain procedural requirements. However, approval from the appropriate government authorities is required where Renminbi is to be converted into foreign currency and remitted to a jurisdiction outside China to pay capital expenses such as the repayment of bank loans denominated in foreign currencies. The PRC Government may also, at its discretion, restrict access to foreign currencies for current account transactions in the future. The Company's PRC subsidiaries must present certain documents to the SAFE, its authorized branch, or the designated

foreign exchange bank, for approval before they can obtain and remit foreign currencies out of China. If the PRC foreign exchange control system prevents the Company from obtaining sufficient foreign currency, or if the Company's PRC subsidiaries for any reason fail to satisfy any of the PRC legal requirements for remitting foreign currency payments, the Guarantor's ability to satisfy their obligations under the Notes and the Guarantee may be affected.

Regulation on Current Account CNY Remittance

Under the applicable PRC foreign exchange control regulations, current account items refer to any transaction for international receipts and payments involving goods, services, earnings and other frequent transfers.

Since July 2009, the PRC has commenced a pilot scheme pursuant to which Renminbi may be used for settlement of imports and exports of goods between approved pilot enterprises in five designated cities in the PRC including Shanghai, Guangzhou, Dongguan, Shenzhen and Zhuhai and enterprises in the designated offshore jurisdictions including Hong Kong and Macau. On June 17, 2010, the PRC Government promulgated the Circular on Issues concerning the Expansion of the Scope of the Pilot Programme of Renminbi Settlement of Cross-Border Trades (Yin Fa (2010) No. 186)(關於擴大跨境貿易人民幣結算試點有關問題的通知), pursuant to which (i) Renminbi settlement of imports and exports of goods and of services and other current account items became permissible, (ii) the list of designated pilot districts were expanded to cover 20 provinces and cities, and (iii) the restriction on designated offshore districts has been uplifted. Accordingly, any enterprise in the designated pilot districts and offshore enterprises are entitled to use Renminbi to settle imports and exports of goods and services and other current account items between them. Renminbi remittance for exports of goods from the PRC may only be effected by approved pilot enterprises in designated pilot districts in the PRC. In August 2011, the PRC Government further expanded Renminbi cross-border trade settlement nationwide. In February 2012, the PRC Government further promulgated the Notice on Issues Related to the Administration of Enterprises Carrying Out CNY Settlement of Export Goods Trade (Yin Fa [2012] No.23)(關於出口貨物貿易人民幣結算企業管理有關問題的通知), any enterprise qualified for the export and import business is permitted to use Renminbi as settlement currency for exports of goods, provided that the relevant provincial government has submitted to PBOC and five other PRC authorities (the “**Six Authorities**”) a list of key enterprises subject to supervision and the Six Authorities have verified and signed off such list. On May 8, 2012, the Six Authorities jointly issued the Notice on the List of Enterprises Subject to Intensified Supervision Which Are Eligible for Trade Settlement in Renminbi for Their Exported Goods (關於出口貨物貿易人民幣結算企業重點監管名單的函), which notifies that the Six Authorities had jointly verified and announced a supervision list and as a result any enterprise qualified for the export and import business is permitted to use Renminbi as settlement currency for exports. On July 5, 2013, the PBOC promulgated the Notice of the People's Bank of China on Streamlining Cross-border CNY Business Processes and Fine-tuning Relevant Policies (Yin Fa [2013] No.168)(中國人民銀行關於簡化跨境人民幣業務流程和完善有關政策的通知)(the “**2013 PBOC Circular**”), which simplifies the operating procedures on current account cross-border Renminbi settlement; for example, where automatic fund remittance occurs, the bank can debit the amount into the relevant account first and subsequently verify the relevant transaction.

Regulation on Capital Account CNY Remittance

Under the applicable PRC foreign exchange control regulations, capital account items include cross-border transfers of capital, direct investments, securities investments, derivative products and loans. Capital account payments are generally subject to approval of the relevant PRC authorities.

Settlements for capital account items are generally required to be made in foreign currencies. For instance, foreign investors (including any Hong Kong investors) are required to make any capital contribution to foreign invested enterprises in a foreign currency in accordance with the terms set out in the relevant joint venture contracts and/or articles of association as approved by the relevant authorities. Foreign invested enterprises or relevant PRC parties are also generally required to make capital item

payments including proceeds from liquidation, transfer of shares, reduction of capital, interest and principal repayment to foreign investors in a foreign currency. The relevant PRC authorities may grant approval for a foreign entity to make a capital contribution or a shareholder's loan to a foreign invested enterprise or to make payment for the transfer of equity interest of an onshore enterprise with Renminbi lawfully obtained by it outside the PRC and for the foreign invested enterprise to service interest and principal repayment to its foreign investor outside the PRC in Renminbi. The foreign invested enterprise may be required to complete a registration and verification process with the relevant PRC authorities before such Renminbi remittances.

On April 7, 2011, SAFE promulgated the Circular on Issues Concerning the Capital Account Items in connection with Cross-Border Renminbi (國家外匯管理局綜合司關於規範跨境人民幣資本項目業務操作有關問題的通知)(the “**SAFE Circular**”), which became effective on May 1, 2011. According to the SAFE Circular, in the event that foreign investors intend to use cross-border Renminbi (including offshore Renminbi and onshore Renminbi held in the capital accounts of non-PRC residents) to make a contribution to an onshore enterprise or make payment for the transfer of equity interest of an onshore enterprise by a PRC resident, such onshore enterprise shall be required to submit the relevant MOFCOM's prior written consent to the relevant local branches of SAFE of such onshore enterprise and register for or modify a foreign invested enterprise status. Further, the SAFE Circular clarifies that the foreign debts borrowed, and the external guarantee provided by onshore entities (including financial institutions) in Renminbi shall, in principle, be regulated under the current PRC foreign debt and external guarantee regime.

On May 10, 2013, SAFE promulgated the Provisions on Foreign Exchange Administration over Direct Investment Made by Foreign Investors in China (外國投資者境內直接投資外匯管理規定)(the “**SAFE Provisions**”), which effective on May 13, 2013. According to the SAFE Provisions, foreign investors can use cross-border Renminbi (including Renminbi inside and outside the PRC held in the capital accounts of non-PRC residents) to make a contribution to an onshore enterprise or make a payment for the transfer of an equity interest of an onshore enterprise by a PRC resident within the total investment amount approved by the competent authorities (for example, MOFCOM and/or its local counterparts as well as financial regulators). In addition, a Foreign-invested Enterprise that needs to remit funds abroad due to capital reduction, liquidation, advance recovery of investment, profit distribution, etc. may purchase foreign exchange and make external payments with the relevant bank after going through corresponding registration.

On January 10, 2014, SAFE promulgated the Notice of the State Administration of Foreign Exchange on Further Improving and Adjusting the Policies on Capital Account Foreign Exchange Administration (《國家外匯管理局關於進一步改進和調整資本項目外匯管理政策的通知》), which allows a domestic enterprise to lend to overseas enterprises with equity affiliation, provided that the domestic enterprise shall register the quotas of overseas lending with SAFE branch, and the cumulative overseas loan amount may not exceed 30% of its owners' equity; if the loan amount exceeds the said percentage, the SAFE branch shall decide on a case-by-case basis. In addition, according to the 2013 PBOC Circular, onshore non-financial enterprises can request the PRC bank to extend Renminbi loans to offshore entities within the same group under Renminbi cash pooling arrangements and will no longer need to apply for a quota from SAFE.

On October 13, 2011, PBOC promulgated the Measures for Administration of CNY Settlement Business in Relation to Foreign Direct Investment (《外商直接投資人民幣結算業務管理辦法》)(the “**PBOC Renminbi FDI Measures**”), pursuant to which, PBOC special approval for Renminbi FDI and shareholder loans which was required by the PBOC Notice concerning Clarification of Certain Issues on Cross-border Renminbi Settlement (《中國人民銀行關於明確跨境人民幣業務相關問題的通知》)(the “**PBOC Notice**”) promulgated on June 3, 2011 is no longer necessary. The PBOC Renminbi FDI Measures provide that, among others, foreign invested enterprises are required to conduct registrations with the local branch of PBOC within ten working days after obtaining the business licenses for the purpose of Renminbi settlement. A foreign investor is allowed to open a Renminbi expense account (人

民幣前期費用專用存款賬戶) to reimburse some expenses before the establishment of a foreign invested enterprise and the balance in such an account can be transferred to the Renminbi capital account (人民幣資本金專用存款賬戶) of such foreign invested enterprise when it is established. Commercial banks can remit a foreign investor's Renminbi proceeds from distribution (dividends or otherwise) by its PRC subsidiaries out of the PRC after reviewing certain requisite documents. If a foreign investor intends to use its Renminbi proceeds from distribution (dividends or otherwise) by its PRC subsidiaries, the foreign investor may open a Renminbi re-investment account (人民幣再投資專用存款賬戶) to pool the Renminbi proceeds, and the PRC parties selling stakes in domestic enterprises to foreign investors can open Renminbi accounts and receive the purchase price in Renminbi paid by foreign investors. The PBOC Renminbi FDI Measures also state that the foreign debt quota of a foreign invested enterprise constitutes its Renminbi debt and foreign currency debt from its offshore shareholders, offshore affiliates and offshore financial institutions, and a foreign invested enterprise may open a Renminbi account (人民幣一般存款賬戶) to receive its Renminbi proceeds borrowed offshore by submitting the Renminbi loan contract to the commercial bank and make repayments of principal of and interest on such debt in Renminbi by submitting certain documents as required to the commercial bank.

On December 3, 2013, MOFCOM promulgated the Announcement on Issues in relation to Cross-border Renminbi Foreign Direct Investment (關於跨境人民幣直接投資有關問題的公告)(the “**MOFCOM Circular**”), which became effective on January 1, 2014, to further facilitate FDI by simplifying and streamlining the applicable regulatory framework. Pursuant to the MOFCOM Circular, the appropriate office of MOFCOM and/or its local counterparts will grant written approval for each FDI and specify “Renminbi Foreign Direct Investment” and the amount of capital contribution in the approval. Unlike previous MOFCOM regulations on FDI, the MOFCOM Circular removes the approval requirement for foreign investors who intend to change the currency of its existing capital contribution from a foreign currency to Renminbi. In addition, the MOFCOM Circular also clearly prohibits the FDI funds from being used for any investment in securities and financial derivatives (except for investment in the PRC listed companies as strategic investors) or for entrustment loans in the PRC.

On February 13, 2015, SAFE promulgated the Notice on Further Simplifying and Improving Foreign Exchange Administration Policies for Direct Investment (Hui Fa [2015] No. 13)(國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知)(“**Circular 13**”), to simplify foreign exchange rules for cross-border investments. According to Circular 13, foreign exchange registration for foreign direct investment and outbound direct investment will be exempted from approval by SAFE and registration rights will be delegated from SAFE to qualified banks from June 1, 2015. In addition, foreign investors can open foreign exchange accounts in qualified banks directly after providing the banks with registration documents, with no need to obtain separate government approval. Furthermore, such qualified banks will administer foreign exchange transactions according to the registration information provided by the parties and the SAFE will indirectly supervise foreign exchange registration by verifying and inspecting the qualified banks.

On March 30, 2015, SAFE promulgated the Circular of the SAFE on Relevant Issues Concerning the Reform of the Administrative Method of the Conversion of Foreign Exchange Funds by Foreign-invested Enterprises (國家外匯管理局關於改革外商投資企業外匯資本金結匯管理方式的通知)(“**Circular 19**”), which will relax the capital account settlement for all foreign invested enterprises across the nation from June 1, 2015. Circular 19 allows all foreign invested enterprises across the PRC to convert foreign exchange in their capital accounts into Renminbi at their own discretion without providing various supporting documents. However, to use the converted Renminbi, a foreign invested enterprise still needs to provide supporting documents and go through the review process with the banks for each withdrawal.

On January 26, 2017, the SAFE issued the Notice on Further Promoting the Reform of Foreign Exchange Administration and Improving the Examination of Authenticity and Compliance (國家外匯管理局關於進一步推進外匯管理改革完善真實合規性審核的通知) to further advance the reform of foreign exchange administration, which allows foreign exchange settlement in the domestic foreign

exchange accounts of overseas institutions within pilot free trade zones: Where funds are repatriated and used domestically after settlement, a domestic bank shall, under the relevant provisions on cross-border transactions, handle such funds by examining the valid commercial documents and vouchers of domestic institutions and domestic individuals. And also, where a domestic institution grants overseas loans, the total of the balance of overseas loans granted in domestic currency and the balance of overseas loans granted in foreign currency shall not exceed 30% of owner's equity in the audited financial statements of the previous year.

On December 31, 2020, the PBOC, the NDRC, the MOFCOM and Other Department promulgated the Circular of Further Optimising the Cross-border RMB Policies to Support the Stability of Foreign Trade and Foreign Investment (關於進一步優化跨境人民幣政策支持穩外貿穩外資的通知), which further states domestic banks may process the cross-border RMB settlement business under the current account for enterprises by reviewing the valid electronic documents or electronic information submitted by such enterprises.

NDRC Rules on Registration for Issuance of Foreign Debts

On January 5, 2023, the NDRC issued the NDRC Administrative Measures which came into effect on February 10, 2023. According to the NDRC Administrative Measures, domestic enterprises and their overseas controlled entities shall procure the registration of any debt securities with a maturity of more than one year issued outside the PRC with NDRC prior to the issuance of the securities and file or cause to be filed with the NDRC the requisite information and documents within the prescribed time frame.

EIT, Withholding Tax and VAT

Under the EIT Law, the Issuer may be classified as a “resident enterprise” of China. Such classification could result in unfavourable tax consequences to the Issuer and non-PRC Noteholders. Under the EIT Law, an enterprise established outside of China with a “de facto management organization” located within China will be treated as a “resident enterprise”, and consequently will be treated in a manner similar to a Chinese enterprise for EIT Law purposes. The implementing rules of the EIT Law define “de facto management” as “substantial and overall management and control over the production and operations, personnel, accounting, and properties” of the enterprise. However, it is still unclear how the PRC tax authorities will determine whether an entity will be treated as a “resident enterprise”. As at the date of this Offering Circular, the Issuer has not been notified or informed by the PRC tax authorities that it is treated as a PRC tax resident enterprise for the purpose of the EIT Law. However, there is no assurance that the Issuer will not be treated as a PRC tax resident enterprise under the EIT Law and related implementation regulations in the future. If the PRC tax authorities determine that the Issuer is a “resident enterprise” for PRC enterprise income tax purposes, a number of unfavourable PRC tax consequences could follow. The Issuer may be subject to EIT at a rate of 25 per cent. on its global taxable income as well as PRC EIT Law reporting obligations. In the present case, this would mean that income such as interest from any investment of any portion of the offering proceeds and other income sourced outside the PRC would be subject to PRC EIT Law at a rate of 25 per cent. If the Issuer is treated as a “resident enterprise”, interest payable to “non-resident enterprise” Noteholders may be treated as income derived from sources within China and be subject to PRC withholding tax at a rate of 10 per cent., and capital gains realized by “non-resident enterprise” Noteholders may be treated as income derived from sources within China and be subject to a 10 per cent. PRC tax, in each case subject to the provisions of any applicable tax treaty. Furthermore, if the Issuer or Guarantor is treated as a “resident enterprise”, interest payable to non-PRC resident individual Noteholders may be treated as income derived from sources within China and be subject to PRC withholding tax at a rate of 20 per cent., and capital gains realized by non-PRC resident individual Noteholders may be treated as income derived from sources within China and be subject to a 20 per cent. PRC tax, in each case subject to the provisions of any applicable tax treaty.

There are significant uncertainties under the EIT Law relating to the withholding tax liabilities of the Company's PRC subsidiaries. Under the EIT Law, the profits of a foreign invested enterprise generated in 2008 and onwards which are distributed to its immediate holding company outside the PRC will be subject to a withholding tax rate of 10.0 per cent. or a lower treaty rate as contained in any income tax treaty or agreement to which China is a party. Pursuant to a special arrangement between Hong Kong and the PRC, such rate is lowered to 5.0 per cent. if a Hong Kong resident enterprise owns 25 per cent. or more equity interest in a PRC company. According to the Circular of the SAT on Promulgation of the Administrative Measures on Entitlement of Non-residents to Treatment under Tax Treaties (非居民納稅人享受稅收協定待遇管理辦法的公告), which became effective on November 1, 2015, non-resident taxpayers which satisfy the criteria for entitlement to tax treaty benefits may, at the time of tax declaration or withholding declaration through a withholding agent, enjoy the tax treaty benefits, and be subject to follow-up administration by the tax authorities. The rule was replaced by the Announcement of the SAT on Promulgation of the Administrative Measures for Non-resident Taxpayers to Enjoy Treatment under Treaties (非居民納稅人享受協定待遇管理辦法的公告) which was promulgated by the SAT on October 14, 2019 and came into effect on January 1, 2020.

On March 23, 2016, the MOF and the SAT promulgated the Circular 36, pursuant to which business tax has been completely replaced by VAT on and from May 1, 2016. Circular 36 is a relatively new regulation and there remains uncertainty with respect to the application of Circular 36 to securities (including bonds). The provisions thereunder may be subject to change upon future issuance of clarifying guidance and/or different interpretation by the PRC tax authorities.

Pursuant to Circular 36, income derived from the provision of financial services within China, which was previously subject to business tax, is instead subject to VAT. Financial services include, among others, the provision of loans and "loans" refers to the activity of lending capital for the use of another and receiving the interest income therefrom. In practice, bonds will generally be treated as a type of loan by the PRC tax authorities and, therefore, the holders of the Notes are likely to be treated as providing financial services to the Issuer. Services will be treated as being provided within China when either the service provider or the service recipient is within the PRC. In the event the Issuer is deemed to be a PRC resident enterprise in the PRC by the PRC tax authorities, the interest payable by the Issuer to a non-resident holder of the Notes would be subject to PRC withholding VAT at the rate of 6%.

VAT is unlikely to be applicable to any transfer of the Notes between entities or individuals outside the PRC and therefore unlikely to be applicable to gains realized upon such transfer.

Hong Kong Regulatory Environment

Introduction

The SFO (including its subsidiary legislation) is the principal legislation regulating the securities and futures industry in Hong Kong, including the regulation of securities, futures and leveraged foreign exchange markets, the offering of investments to the public in Hong Kong, intermediaries and their conduct of regulated activities. In particular, Part V of the SFO governs licensing and registration matters.

The SFO is administered by the SFC which is the statutory regulatory body that governs the securities and futures markets and non-bank leveraged foreign exchange market in Hong Kong.

In addition to the SFO, the Companies (Winding Up and Miscellaneous Provisions) Ordinance (including its subsidiary legislation) provides that the SFC approves the prospectus for offerings of shares and debentures and/or grants the relevant waivers.

Types of Regulated Activities

The SFO provides a single licensing regime under which a person needs only one license to carry on the different types of regulated activities as specified in Schedule 5 of the SFO. There are ten types of regulated activities, namely:

Type 1: dealing in securities;

Type 2: dealing in futures contracts;

Type 3: leveraged foreign exchange trading;

Type 4: advising on securities;

Type 5: advising on futures contracts;

Type 6: advising on corporate finance;

Type 7: providing automated trading services;

Type 8: securities margin financing;

Type 9: asset management; and

Type 10: providing credit rating services.

Certain members of the Group are licensed under the SFO to carry out regulated activities, including Type 1, Type 2, Type 4, Type 5, Type 6 and Type 9, and are qualified under Securities and Futures (Leveraged Foreign Exchange Trading – Exemption) Rules (Cap. 571E of the Laws of Hong Kong) to carry on leveraged foreign exchange trading business in Hong Kong. In addition to the licenses granted to the members of the Group by the SFC, CICC HK Securities also holds a money lender license issued by the licensing court under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), which allows it to provide loans to its clients in its ordinary course of business.

PRC CURRENCY CONTROLS

The PRC Government imposes controls on the convertibility of Renminbi into foreign currencies and, in certain cases, the remittance of currency to jurisdictions outside China. Under existing PRC foreign exchange regulations, payments of certain current account items can be made in foreign currencies without prior approval from the local branch of the SAFE, by complying with certain procedural requirements. However, except as otherwise specified by laws and regulations, approval from the appropriate government authorities is usually required where Renminbi is to be converted into foreign currency and remitted to a jurisdiction outside China to pay capital expenses such as the repayment of bank loans denominated in foreign currencies. The PRC Government may also, at its discretion, restrict access to foreign currencies for current account transactions in the future.

Prior to December 31, 1993, a quota system was used for the management of foreign currency. Any enterprise requiring foreign currency was required to obtain a quota from the local SAFE office before it could convert Renminbi into foreign currency through the PBOC or other designated banks. Such conversion had to be effected at the official rate prescribed by SAFE on a daily basis. Renminbi could also be converted into foreign currency at swap centres. The exchange rates used by swap centres were largely determined by the demand for, and supply of, the foreign currency and the Renminbi requirements of enterprises in the PRC. Any enterprise that wished to buy or sell foreign currency at a swap centre had to obtain the prior approval of SAFE.

On December 28, 1993, the PBOC, under the authority of the State Council, promulgated the Notice of PBOC Concerning Further Reform of the Foreign Currency Control System (中國人民銀行關於進一步改革外匯管理體制的公告), effective from January 1, 1994 (ceased to be effective on August 28, 2009). The Notice announced the abolition of the foreign exchange quota system, the implementation of conditional convertibility of Renminbi in current account items, the establishment of the system of settlement and payment of foreign exchange by banks, and the unification of the official Renminbi exchange rate and the market rate for Renminbi established at swap centres. On March 26, 1994, the PBOC promulgated the Provisional Regulations for the Administration of Settlement, Sale and Payment of Foreign Exchange (結匯、售匯及付匯管理暫行規定)(the “**Provisional Regulations**”), effective from April 1, 1994, which set out detailed provisions regulating the trading of foreign exchange by enterprises, economic organisations and social organisations in the PRC.

On January 1, 1994, the former dual exchange rate system for Renminbi was abolished and replaced by a controlled floating exchange rate system, which was determined by the demand and supply of Renminbi. Pursuant to such system, the PBOC set and published the daily Renminbi-U.S. dollar exchange rate. Such exchange rate was determined with reference to the transaction price for Renminbi-U.S. dollar in the inter-bank foreign exchange market on the previous day. Also, the PBOC, with reference to exchange rates in the international foreign exchange market, announced the exchange rates of Renminbi against other major foreign currencies. In foreign exchange transactions, designated foreign exchange banks may, within a specified range, freely determine the applicable exchange rate in accordance with the rate announced by the PBOC.

On January 29, 1996, the State Council promulgated Regulations on Foreign Exchange Administration (外匯管理條例)(“**Foreign Exchange Administration Regulations**”) which became effective from April 1, 1996. The Foreign Exchange Administration Regulations classifies all international payments and transfers into current account items and capital account items. Most current account items are subject to the approval by relevant banks that are duly authorised by SAFE to do so, while capital account items are still subject to SAFE approval directly. The Foreign Exchange Administration Regulations were subsequently amended on January 14, 1997. Such amendment affirms that the State shall not restrict international current account payments and transfers. On August 1, 2008, the Foreign Exchange Administration Regulations were further amended pursuant to a resolution of the State Council of China (中華人民共和國國務院令) and came into effect on August 5, 2008 (the “**New Forex Regulation**”). Under the New Forex Regulation, foreign currency received under current account by onshore entities will not be asked to be settled into Renminbi automatically, while foreign currency

under capital account may also be maintained upon approval. The Renminbi will be convertible for current account items (including goods, services, gains and transactions items that are frequently transferred, etc. involved in international balance of payments) upon presentation of valid receipts and proof certifying the purposes of the conversion of Renminbi into foreign currency to the designated foreign exchange banks. Conversion of Renminbi into foreign exchange and remittance of foreign exchange funds outside of PRC for capital account items, like capital transfers, direct investment, securities investment and derivative products and loans, is still subject to restriction, and prior approval from SAFE or its competent branch.

On June 20, 1996, the PBOC promulgated the Regulations for Administration of Settlement, Sale and Payment of Foreign Exchange (結匯、售匯及付匯管理規定)(the “**Settlement Regulations**”) which became effective on July 1, 1996. The Settlement Regulations superseded the Provisional Regulations and abolished the remaining restrictions on convertibility of foreign exchange in respect of current account items while retaining the existing restrictions on foreign exchange transactions in respect of capital account items. Domestic entities seeking to enter into foreign exchange transactions are required to open up foreign exchange accounts for current account or capital account transactions, as the case may be, at banks involved in foreign exchange business. Interest payments for foreign debt may be made from a foreign exchange account of a domestic entity or using foreign exchange purchased at designated foreign exchange banks after the verification of the bona fide nature of the transaction by SAFE. Domestic entities may apply to SAFE for approval to purchase foreign exchange by presenting valid documents required by the Settlement Regulations for repayment of foreign debt principal and such payment can be made upon the approval of SAFE.

On October 25, 1998, the PBOC and SAFE promulgated the Notice Concerning the Discontinuance of Foreign Exchange Swap Business (關於停辦外匯調劑業務的通知) pursuant to which and with effect from December 1, 1998, all foreign exchange swap business in the PRC for foreign-invested enterprises was discontinued, while the trading of foreign exchange by foreign-invested enterprises was to be regulated under the system for the settlement and sale of foreign exchange applicable to banks.

On July 21, 2005, the PBOC announced that, beginning from July 21, 2005, China will implement a regulated and managed floating exchange rate system based on market supply and demand and by reference to a basket of currencies. The Renminbi exchange rate is no longer pegged to the U.S. dollar. The PBOC will announce the closing price of a foreign currency such as the U.S. dollar traded against the Renminbi in the inter-bank foreign exchange market after the closing of the market on each business day. This closing price sets the central parity for trading of the Renminbi on the following business day.

According to the Circular on the Relevant Operating Issues concerning the Improvement of the Administration of Payment and Settlement of Foreign Currency Capital of Foreign-funded Enterprises issued by the General Affairs Department of the SAFE (國家外匯管理局綜合司關於完善外商投資企業外匯資金支付結匯管理有關業務操作問題的通知)(“**Circular 142**”) on August 29, 2008 (ceased to be effective on June 1, 2015), for each conversion and withdrawal, an FIE is required to provide various supporting documents evidencing the authenticity of the transaction to relevant bank for review and verification. Also the converted RMB should only be used by FIEs in line with their business scope as approved by the examination and approval authorities, for example, for acquiring equipment and real property for self-use. Except for special type of FIEs such as venture capital and private equity enterprises, ordinary FIEs are generally prohibited from using the RMB converted from their capital account balance to make equity investments in other companies in China. And except for foreign-funded real estate enterprises, foreign-funded enterprise shall not use the RMB converted from their capital account balance to purchase domestic real estate for any purpose other than its own use.

On March 30, 2015, the SAFE promulgated the Circular of the SAFE on Relevant Issues Concerning the Reform of the Administrative Method of the Conversion of Foreign Exchange Funds by Foreign Invested Enterprises (國家外匯管理局關於改革外商投資企業外匯資金結匯管理方式的通知)(“**Circular 19**”), which will relax the capital account settlement for all foreign invested enterprises

across the nation from June 1, 2015. According to Circular 19, Circular 142 will cease to be effective on the same date of the implementation of Circular 19. Circular 19 allows all foreign invested enterprises across the PRC to convert foreign exchange in their capital accounts into Renminbi at their own discretion without providing various supporting documents. However, to use the converted Renminbi, a foreign invested enterprise still needs to provide supporting documents and goes through the review process with the banks for each withdrawal.

On June 9, 2016, the SAFE promulgated the Circular of the SAFE on Reforming and Regulating Policies on the Management of the Settlement of Foreign Exchange of Capital Accounts (國家外匯管理局關於改革和規範資本項目結匯管理政策的通知), which stipulates that the foreign exchange capital in the capital account which has been confirmed by the relevant policies subject to the Discretionary Foreign Exchange Settlement (including funds remitted from the proceeds from the overseas listing) can be settled at the banks based on the actual operational needs of the domestic institutions. The proportion of Discretionary Foreign Exchange Settlement of the foreign exchange capital is temporarily determined as 100%, which can be adjusted by the SAFE, when due, based on international income and expense conditions.

SUBSCRIPTION AND SALE

The Dealers have, in an amended and restated dealer agreement dated September 20, 2022 (as amended, supplemented and/or restated from time to time, the “**Dealer Agreement**”), agreed with the Issuer, the Guarantor and the Company the basis on which they or any of them may from time to time agree to subscribe Notes. Any such agreement will extend to those matters stated under “Terms and Conditions of the Notes”. Under the terms of the Dealer Agreement, the Issuer, failing whom the Guarantor, agrees to pay the Relevant Dealer a commission agreed between the Issuer, the Guarantor and the Relevant Dealer in respect of Notes subscribed by it. The Issuer, failing whom the Guarantor, will reimburse the Joint Arrangers for certain of its expenses properly incurred in connection with the establishment of the Programme and any future update of the Programme and the Dealers for certain of their activities in connection with the Programme.

Each of the Issuer and the Guarantor has jointly and severally undertaken to indemnify the Dealers against certain liabilities in connection with the offer and sale of the Notes. The Dealer Agreement may be terminated in relation to all or any of the Dealers and the Joint Arrangers by the Issuer, the Guarantor and the Company or, in relation to itself and the Issuer, the Guarantor and the Company only, by any Dealer or Joint Arranger for any reason and at any time upon the giving of not less than ten days’ written notice of such termination to the other parties thereto. The obligations of each Relevant Dealer to subscribe for the Notes are subject to certain conditions precedent.

The Dealers and certain of their affiliates may have performed certain investment banking and advisory services for the Issuer, the Guarantor, the Company and/or their respective affiliates from time to time for which they have received customary fees and expenses and may, from time to time, engage in transactions with and perform services for the Issuer, the Guarantor, the Company and/or their respective affiliates in the ordinary course of their business.

In connection with each Tranche of Notes issued under the Programme, the Dealers or certain of their affiliates may purchase Notes and be allocated Notes for asset management and/or proprietary purposes but not with a view to distribution and such orders and/or allocations of the Notes may be material. Further, the Dealers or their respective affiliates may purchase Notes for its or their own account and enter into transactions, including credit derivatives, such as asset swaps, repackaging and credit default swaps relating to such Notes and/or other securities of the Issuer, the Guarantor, the Company or their respective subsidiaries or affiliates at the same time as the offer and sale of each Tranche of Notes or in secondary market transactions. Such transactions would be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Tranche of Notes to which a particular Pricing Supplement relates (notwithstanding that such selected counterparties may also be purchasers of such Tranche of Notes). Accordingly, references herein to the Notes being ‘offered’ should be read as including any offering of the Notes to the Dealers and/or their respective affiliates, or affiliates of the Issuer, the Guarantor or the Company for their own account. Such entities are not expected to disclose such transactions or the extent of any such investment, otherwise than in accordance with any legal or regulatory obligation to do so. Furthermore, it is possible that only a limited number of investors may subscribe for a significant proportion of the Notes. If this is the case, liquidity of trading in the Notes may be constrained (see “*Risk Factors – Notes issued under the Programme have no current active trading market and may trade at a discount to their initial offering price and/or with limited liquidity*”). The Issuer, the Guarantor, the Company and the Dealers are under no obligation to disclose the extent of the distribution of the Notes amongst individual investors.

The Dealers and their affiliates are full service financial institutions engaged in various activities which may include securities trading, commercial and investment banking, financial advice, investment management, principal investment, hedging, financing and brokerage activities. In the ordinary course of their various business activities, the Dealers and their respective affiliates make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and may at any time hold long and short positions in such securities and instruments. Such investment and

securities activities may involve securities and instruments of the Issuer, the Guarantor and/or the Company, including the Notes and could adversely affect the trading prices of the Notes. The Dealers and their affiliates may make investment recommendations and/or publish or express independent research views (positive or negative) in respect of the Notes or other financial instruments of the Issuer, the Guarantor or the Company, and may recommend to their clients that they acquire long and/or short positions in the Notes or other financial instruments.

Furthermore, it is possible that a significant proportion of the Notes may be initially allocated to, and subsequently held by, a limited number of investors. If this is the case, the trading price and liquidity of trading in the Notes may be constrained (see “*Risk Factors – Risk Relating to the Notes Generally – One or more investor may subscribe for a material proportion of the aggregate principal amount of any Tranche of Notes*”). The Issuer, the Guarantor, the Company and the Dealers are under no obligation to disclose the extent of the distribution of the Notes amongst individual investors, otherwise than in accordance with any applicable legal or regulatory requirements.

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Dealers or any affiliate of the Dealers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Dealers or such affiliate on behalf of the Issuer and the Guarantor in such jurisdictions.

Important Notice to CMIs (including private banks)

This notice to CMIs (including private banks) is a summary of certain obligations the SFC Code imposes on CMIs, which require the attention and cooperation of other CMIs (including private banks). Certain CMIs may also be acting as OCs for the relevant CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, the Guarantor, the Company, a CMI or its group companies would be considered under the SFC Code as having an Association with the Issuer, the Guarantor, the Company, the CMI or the relevant group company. CMIs should specifically disclose whether their investor clients have any Association when submitting orders for the relevant Notes. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Issuer, the Guarantor, the Company or any CMI (including its group companies) and inform the relevant Dealers accordingly.

CMIs are informed that, unless otherwise notified or specified in the applicable Pricing Supplement, the marketing and investor targeting strategy for the relevant CMI Offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions and any MiFID II product governance language or any UK MiFIR product governance language set out elsewhere in this Offering Circular and/or the applicable Pricing Supplement.

CMIs should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). CMIs should enquire with their investor clients regarding any orders which appear unusual or irregular. CMIs should disclose the identities of all investors when submitting orders for the relevant Notes (except for omnibus orders where underlying investor information may need to be provided to any OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIs should not place “X-orders” into the order book.

CMIs should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMIs (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer or the Guarantor. In addition, CMIs (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the relevant Notes. CMIs are informed that a private bank rebate may be payable as stated above and in the applicable Pricing Supplement, or otherwise notified to prospective investors.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Dealers in control of the order book should consider disclosing order book updates to all CMIs.

When placing an order for the relevant Notes, private banks should disclose, at the same time, if such order is placed other than on a “principal” basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a “principal” basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code. Private banks should be aware that placing an order on a “principal” basis (i) may require the relevant affiliated Dealer(s) (if any) to categorise it as a proprietary order and apply the “proprietary orders” requirements of the SFC Code to such order and (ii) will result in that private bank not being entitled to, and not being paid, any rebate.

In relation to omnibus orders, when submitting such orders, CMIs (including private banks) that are subject to the SFC Code should disclose underlying investor information in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected). Underlying investor information in relation to omnibus orders should consist of:

- The name of each underlying investor;
- A unique identification number for each investor;
- Whether an underlying investor has any “Associations” (as used in the SFC Code);
- Whether any underlying investor order is a “Proprietary Order” (as used in the SFC Code);
- Whether any underlying investor order is a duplicate order.

Underlying investor information in relation to omnibus order should be sent to the Dealers named in the relevant Pricing Supplement.

To the extent information being disclosed by CMIs and investors is personal and/or confidential in nature, CMIs (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to any OCs; and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to any OCs. By submitting an order and providing such information to any OCs, each CMI (including private banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by any OCs and/or any other third parties as may be required by the SFC Code, including to the Issuer, the Guarantor, the Company, relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. CMIs that receive such underlying investor information are reminded that such information should be used only for submitting orders in the relevant CMI Offering. The relevant Dealers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMIs (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including private banks) are required to provide the relevant Dealer with such evidence within the timeline requested.

United States of America

The Notes and the Guarantee have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in accordance with Regulation S or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Notes are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S. Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold or, in the case of Bearer Notes, delivered, any Notes, and will not offer or sell or, in the case of Bearer Notes, deliver, any Notes (i) as part of their distribution at any time and (ii) otherwise until 40 days after the completion of the distribution of all Notes of the Tranche of which such Notes are a part, as determined and certified as provided below, within the United States or to, or for the account or benefit of, U.S. persons. Each Dealer who has subscribed for Notes of a Tranche (or in the case of a sale of a Tranche of Notes issued to or through more than one Dealer, each of such Dealers as to the Notes of such Tranche purchased by or through it or, in the case of a syndicated issue, the relevant lead manager) shall determine and certify to the Issuing and Paying Agent the completion of the distribution of the Notes of such Tranche. Each Dealer has also agreed, and each further Dealer appointed under the Programme will be required to agree, that, at or prior to confirmation of sale of Notes, it will have sent to each distributor, Dealer or person receiving a selling concession, fee or other remuneration that purchases Notes from it during the distribution compliance period a confirmation or notice setting out the restrictions on offers and sales of the Notes within the United States or, to, or for the account or benefit of U.S. persons.

Terms used in the above provision have the meanings given to them by Regulation S. In addition, until 40 days after the commencement of the offering of any identifiable tranche of such Notes, an offer or sale of Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

Bearer Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. Treasury regulations. Terms used in this paragraph have the meaning given to them by the U.S. Internal Revenue Code of 1986, as amended, and U.S. Treasury regulations promulgated thereunder.

This Offering Circular has been prepared by the Issuer for use in connection with the offer and sale of the Notes outside the United States. The Issuer and the Dealers reserve the right to reject any offer to purchase the Notes, in whole or in part, for any reason. This Offering Circular does not constitute an offer to any person in the United States. Distribution of this Offering Circular by any non-U.S. person outside the United States to any U.S. person or to any other person within the United States, is unauthorised and any disclosure without the prior written consent of the Issuer of any of its contents to any such U.S. person or other person within the United States, is prohibited.

Prohibition of Sales to EEA Retail Investors

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area). For the purposes of this provision:

- (a) the expression “retail investor” means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or

- (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”); and
- (b) the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

United Kingdom

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression “retail investor” means a person who is one (or more) of the following:
 - (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or
 - (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
 - (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation; and
- (b) the expression an “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

Other regulatory restrictions

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) in relation to any Notes having a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of section 19 of the FSMA by the Issuer, the Guarantor or the Company;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer, the Guarantor or the Company; and

- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to such Notes in, from or otherwise involving the United Kingdom.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended; the “**FIEA**”) and each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended)), or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

Hong Kong

In relation to each Tranche of Notes to be issued by the Issuer under the Programme, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes except for Notes which are a “structured product” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (“**SFO**”) other than (i) to “professional investors” as defined in the SFO and any rules made under the SFO; or (ii) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “**CWUMPO**”) or which do not constitute an offer to the public within the meaning of the CWUMPO; and
- (b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO.

PRC

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that the Notes are not being offered or sold and may not be offered or sold, directly or indirectly, in the PRC (for such purpose, not including Hong Kong, the Macau Special Administrative Region or Taiwan), except as permitted by the securities laws of the PRC.

Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer has represented, warranted and agreed that, and each further Dealer appointed under the Programme will be required to represent, warrant and agree that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and

Futures Act 2001 of Singapore, as modified or amended from time to time (the “SFA”)) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

British Virgin Islands

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make any offer to the public or any person resident in the British Virgin Islands to purchase or subscribe for any of the Notes.

General

Each Dealer has agreed, and each further Dealer appointed under the Programme will be required to agree, that it will (to the best of its knowledge and belief) comply in all material respects with all applicable securities laws, regulations and directives in force in any jurisdiction in which it purchases, offers, sells or delivers Notes or possesses or distributes the Offering Circular, any other offering or publicity material and any applicable Pricing Supplement.

None of the Issuer, the Guarantor, the Company, the Trustee or any of the Dealers represent that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale. With regard to each Tranche, the Relevant Dealer(s) will be required to comply with any additional restrictions agreed between the Issuer and the Relevant Dealer(s) as set out in the applicable Pricing Supplement.

GENERAL INFORMATION

Authorizations

The Issuer has obtained all necessary consents, approvals and authorizations in connection with the update of the Programme, the issue of the Notes thereunder and the performance of its obligations under the Notes, the Trust Deed, the Agency Agreement and the Keepwell Deed. The update of the Programme and the issue of the Notes were authorized by the resolutions of the directors of the Issuer on October 21, 2020 and the written resolutions of the sole shareholder of the Issuer dated October 17, 2023. The Guarantor has obtained all necessary consents, approvals and authorizations in connection with the giving and performance of the Guarantee and the execution of the Keepwell Deed, the Trust Deed and the Agency Agreement. The giving of the Guarantee was authorized by resolutions of the Guarantor passed at the meetings of the board of directors of the Guarantor held on January 4, 2024 and the written resolutions of the sole shareholder of the Guarantor dated October 16, 2023. CICC has obtained all necessary consents, approvals and authorizations in connection with the entry into the Trust Deed, the Keepwell Deed and the other transaction documents to which it is a party in connection with the Notes. PRC counsel to CICC and the Managers have advised that no approvals or consents are required from any regulatory authorities or other relevant authorities in the PRC for CICC to enter into the Trust Deed, the Keepwell Deed and the other transaction documents to which it is a party in connection with the Notes.

NDRC APPROVAL

The Notes will be issued in accordance with the pre-issuance filing and registration with the NDRC to obtain the Enterprise Overseas Debt Issuance and Audit Registration Certificate (企業發行外債審核登記證明) prior to the issuance of the Notes under the Programme pursuant to the NDRC Administrative Measures. The Company will make a pre-issuance registration with the NDRC, followed by a post-issuance filing with the NDRC within the prescribed time following issuance of the Notes.

Litigation

There are no legal or arbitration proceedings against or affecting the Issuer, the Guarantor, CICC, any of their respective subsidiaries or any of their assets which had a material impact on the consolidated financial position of the Group as at June 30, 2023. Each of the Issuer, the Guarantor and CICC is not aware of any pending or threatened proceedings, which are material in the context of the update of the Programme or the issue of the Notes or the giving of the Guarantee.

No Material Adverse Change

Since June 30, 2023, there has been no material adverse change, nor any development or event involving a prospective material adverse change, in or affecting the general affairs, financial condition, results of operations or prospects of the Issuer, the Guarantor, CICC and any of their respective subsidiaries.

Documents Available

Copies of the Guarantor's and CICC's latest annual reports and interim reports (if applicable) may be obtained free of charge, and copies of the Trust Deed, the Agency Agreement and the Keepwell Deed will, upon prior written request and proof of holding and identity satisfactory to the Trustee during normal business hours, (i) be available to the Noteholders from the specified office of the Trustee at 20/F, Citi Tower, One Bay East, 83 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong during normal business hours (being between 10:00 a.m. and 3:00 p.m. Hong Kong time on Monday to Friday (excluding public holidays in Hong Kong)), or (ii) available to the Noteholders electronically via email from the Trustee, so long as any of the Notes is outstanding.

Clearing System and Settlement

The Notes may be accepted for clearance through the facilities of Euroclear, Clearstream and the CMU. The appropriate common code and the International Securities Identification Number or CMU Instrument Number in relation to the Notes of each Tranche will be specified in the relevant Pricing Supplement. The relevant Pricing Supplement shall specify any other clearing system as shall have accepted the relevant Notes for clearance together with any further appropriate information. The LEI of the Issuer is 529900N4NO8N9ILCZC31.

Financial Information

The condensed consolidated financial statements of the Group for the six months ended June 30, 2023, which are included elsewhere in this Offering Circular, have been reviewed by Deloitte, as stated in its reports appearing herein. The consolidated financial statements of the Group as at and for the years ended December 31, 2021 and 2022, which are included elsewhere in this Offering Circular, have been audited by Deloitte, as stated in its reports appearing herein. The consolidated financial statements of the Guarantor Group as at and for the years ended December 31, 2021 and 2022, which are included elsewhere in this Offering Circular, have been audited by Deloitte, as stated in its reports appearing herein.

Listing

Application has been made to the Hong Kong Stock Exchange for the listing of the Programme under which Notes may be issued by way of debt issues to Professional Investors only, during the 12-month period after the date of this Offering Circular on the Hong Kong Stock Exchange.

INDEX TO FINANCIAL INFORMATION

	Page
Reviewed Condensed Consolidated Financial Statements of the Group as at and for the six months ended June 30, 2023 (note 1)	
Review Report	F-2
Consolidated Statement of Profit or Loss and Other Comprehensive Income	F-3
Consolidated Statement of Financial Position	F-5
Consolidated Statement of Changes in Equity	F-8
Consolidated Statement of Cash Flows	F-10
Notes to the Condensed Consolidated Financial Statements	F-13
Audited Consolidated Financial Statements of the Group as at and for the year ended December 31, 2022 (note 2)	
Independent Auditor's Report	F-104
Consolidated Statement of Profit or Loss and Other Comprehensive Income	F-110
Consolidated Statement of Financial Position	F-112
Consolidated Statement of Changes in Equity	F-115
Consolidated Statement of Cash Flows	F-117
Notes to the Consolidated Financial Statements	F-120
Audited Consolidated Financial Statements of the Group as at and for the year ended December 31, 2021 (note 3)	
Independent Auditor's Report	F-290
Consolidated Statement of Profit or Loss and Other Comprehensive Income	F-296
Consolidated Statement of Financial Position	F-298
Consolidated Statement of Changes in Equity	F-301
Consolidated Statement of Cash Flows	F-303
Notes to the Consolidated Financial Statements	F-306
Audited Consolidated Financial Statements of the Guarantor Group as at and for the year ended December 31, 2022 (note 4)	
Independent Auditor's Report	F-455
Consolidated Statement of Profit or Loss and Other Comprehensive Income	F-459
Consolidated Statement of Financial Position	F-460
Consolidated Statement of Changes in Equity	F-462
Consolidated Statement of Cash Flows	F-463
Notes to the Consolidated Financial Statements	F-465
Audited Consolidated Financial Statements of the Guarantor Group as at and for the year ended December 31, 2021 (note 5)	
Independent Auditor's Report	F-565
Consolidated Statement of Profit or Loss and Other Comprehensive Income	F-568
Consolidated Statement of Financial Position	F-569
Consolidated Statement of Changes in Equity	F-571
Consolidated Statement of Cash Flows	F-572
Notes to the Consolidated Financial Statements	F-574

-
- Note 1: The reviewed consolidated financial statements of the Group as at and for the six months ended June 30, 2023 as set out herein have been reproduced from the Company's interim report for the six months ended June 30, 2023, including the page numbers and page references set forth in such report. The reviewed consolidated financial statements have not been specifically prepared for the inclusion in this Offering Circular.
- Note 2: The audited consolidated financial statements of the Group as at and for the year ended December 31, 2022 as set out herein have been reproduced from the Company's annual report for the year ended December 31, 2022, including the page numbers and page references set forth in such report. The audited consolidated financial statements have not been specifically prepared for the inclusion in this Offering Circular.
- Note 3: The audited consolidated financial statements of the Group as at and for the year ended December 31, 2021 as set out herein have been reproduced from the Company's annual report for the year ended December 31, 2021, including the page numbers and page references set forth in such report. The audited consolidated financial statements have not been specifically prepared for the inclusion in this Offering Circular.
- Note 4: The audited consolidated financial statements of the Guarantor Group as at and for the year ended December 31, 2022 as set out herein have been reproduced from the Guarantor's annual financial statements for the year ended December 31, 2022, including the page numbers and page references set forth in financial statements. The audited consolidated financial statements have not been specifically prepared for the inclusion in this Offering Circular.
- Note 5: The audited consolidated financial statements of the Guarantor Group as at and for the year ended December 31, 2021 as set out herein have been reproduced from the Guarantor's annual financial statements for the year ended December 31, 2021, including the page numbers and page references set forth in financial statements. The audited consolidated financial statements have not been specifically prepared for the inclusion in this Offering Circular.

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

TO THE BOARD OF DIRECTORS OF CHINA INTERNATIONAL CAPITAL CORPORATION LIMITED

(Incorporated in the People's Republic of China with limited liability)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of China International Capital Corporation Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 132 to 232, which comprise the condensed consolidated statement of financial position as of 30 June 2023 and the related condensed consolidated statement of profit or loss, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 Interim Financial Reporting ("IAS 34") issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with IAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong, China
30 August 2023

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2023 (Expressed in Renminbi ("RMB"), unless otherwise stated)

	Notes	Six months ended 30 June	
		2023 (Unaudited)	2022 (Unaudited)
Revenue:			
Fee and commission income	7	7,253,093,976	8,336,102,125
Interest income	8	4,914,305,086	3,920,342,897
Investment income	9	4,426,595,630	5,044,543,256
Total revenue		16,593,994,692	17,300,988,278
Other income, net	10	2,012,658,629	350,060,393
Total revenue and other income		18,606,653,321	17,651,048,671
Expenses:			
Fee and commission expenses	11	852,092,604	1,238,536,177
Interest expenses	12	5,333,711,049	4,291,706,489
Staff costs	13	5,594,124,465	5,499,796,540
Depreciation and amortisation expenses	14	845,198,875	759,501,970
Tax and surcharges		48,902,828	65,934,659
Other operating expenses and costs	15	1,812,473,192	1,361,394,346
Reversal of impairment losses under expected credit loss ("ECL") model	16	(7,696,298)	(68,267,500)
Total expenses		14,478,806,715	13,148,602,681
Operating profit		4,127,846,606	4,502,445,990
Share of profits of associates and joint ventures		2,046,015	15,961,558
Profit before income tax		4,129,892,621	4,518,407,548
Less: Income tax expense	17	548,232,381	668,873,137
Profit for the period		3,581,660,240	3,849,534,411
Attributable to:			
Shareholders of the Company	18	3,560,643,863	3,841,640,437
Non-controlling interests		21,016,377	7,893,974
Basic earnings per share (in RMB per share)	18	0.67	0.74

The notes on pages 142 to 232 form part of this interim financial report.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2023 (Expressed in RMB, unless otherwise stated)

	Six months ended 30 June	
	2023 (Unaudited)	2022 (Unaudited)
Profit for the period	3,581,660,240	3,849,534,411
Other comprehensive income for the period		
Items that may be reclassified to profit or loss in subsequent periods:		
Financial assets at fair value through other comprehensive income:		
– Net gains/(losses) from changes in fair value	277,369,692	(213,373,682)
– (Reversal of)/provision for impairment losses under ECL model	(26,463,443)	70,603,522
– Tax effect	(84,725,513)	44,962,659
– Net losses/(gains) transferred to profit or loss on disposals	156,624,375	(109,299,789)
Foreign currency translation difference of financial statements of overseas subsidiaries	825,416,978	787,724,987
Others	(6,839,488)	3,422,720
Total other comprehensive income for the period, net of income tax	1,141,382,601	584,040,417
Total comprehensive income for the period	4,723,042,841	4,433,574,828
Attributable to:		
Shareholders of the Company	4,702,026,464	4,425,680,854
Non-controlling interests	21,016,377	7,893,974

The notes on pages 142 to 232 form part of this interim financial report.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2023 (Expressed in RMB, unless otherwise stated)

	Notes	As at 30 June 2023 (Unaudited)	As at 31 December 2022 (Audited)
Non-current assets:			
Property and equipment	19	1,831,857,979	1,560,431,199
Right-of-use assets	20	3,110,425,256	3,357,130,462
Goodwill	21	1,622,663,283	1,622,663,283
Intangible assets	22	833,592,045	803,866,789
Interests in associates and joint ventures		1,028,118,971	1,015,580,116
Financial assets at fair value through profit or loss	23	10,779,331,933	10,211,296,407
Financial assets held under resale agreements ("reverse REPOs")	24	1,813,706	3,497,861
Refundable deposits	25	12,097,235,650	12,600,106,686
Deferred tax assets	26	2,398,151,715	2,750,188,301
Other non-current assets	27	651,551,067	414,160,654
Total non-current assets		34,354,741,605	34,338,921,758
Current assets:			
Accounts receivable	28	41,502,892,728	41,769,493,225
Receivable from margin clients	29	33,992,375,555	31,626,190,461
Financial assets at fair value through other comprehensive income	30	56,998,298,693	66,689,432,031
Financial assets at fair value through profit or loss	23	275,880,804,631	259,185,685,152
Reverse REPOs	24	24,588,964,560	27,132,304,186
Derivative financial assets	31	19,054,887,317	17,791,355,263
Cash held on behalf of clients	32	89,171,271,407	83,016,936,855
Cash and bank balances	33	73,661,188,072	85,789,257,629
Other current assets		1,159,132,779	1,424,462,876
Total current assets		616,009,815,742	614,425,117,678
Total assets		650,364,557,347	648,764,039,436

The notes on pages 142 to 232 form part of this interim financial report.

	Notes	As at 30 June 2023 (Unaudited)	As at 31 December 2022 (Audited)
Current liabilities:			
Financial liabilities at fair value through profit or loss	35	47,876,105,854	45,203,291,777
Derivative financial liabilities	31	11,125,088,598	11,348,127,497
Accounts payable to brokerage clients	36	98,708,413,177	92,099,956,329
Placements from financial institutions	37	45,175,133,494	60,846,018,714
Short-term debt securities issued	38	19,239,216,462	18,551,991,957
Financial assets sold under repurchase agreements ("REPOs")	39	49,197,200,797	43,156,698,548
Employee benefits payable		4,833,205,284	7,976,579,342
Income tax payable		576,818,725	1,204,786,936
Long-term debt securities issued due within one year	41	60,391,797,646	64,710,844,840
Lease liabilities		940,481,166	933,215,663
Contract liabilities	42	478,463,847	407,792,261
Other current liabilities	40	123,280,311,687	112,290,341,815
Total current liabilities		461,822,236,737	458,729,645,679
Net current assets		154,187,579,005	155,695,471,999
Total assets less current liabilities		188,542,320,610	190,034,393,757
Non-current liabilities:			
Non-current employee benefits payable		727,804,321	729,690,666
Long-term debt securities issued	41	82,885,664,294	87,273,120,622
Deferred tax liabilities	26	619,534,452	718,765,065
Lease liabilities		1,292,476,499	1,489,613,185
Other non-current liabilities		348,608,616	348,508,396
Total non-current liabilities		85,874,088,182	90,559,697,934
Net assets		102,668,232,428	99,474,695,823

The notes on pages 142 to 232 form part of this interim financial report.

Condensed Consolidated Statement of Financial Position

As at 30 June 2023 (Expressed in RMB, unless otherwise stated)

	Notes	As at 30 June 2023 (Unaudited)	As at 31 December 2022 (Audited)
Equity:			
Share capital	43(a)	4,827,256,868	4,827,256,868
Other equity instruments	44	16,400,000,000	16,400,000,000
Reserves	43(b)	49,778,959,723	48,608,020,887
Retained profits		31,354,410,820	29,352,829,428
Total equity attributable to shareholders of the Company		102,360,627,411	99,188,107,183
Non-controlling interests		307,605,017	286,588,640
Total equity		102,668,232,428	99,474,695,823

The condensed consolidated financial statements were approved and authorised for issue by the board of directors on 30 August 2023.

Shen Rujun
Chairman of Board

Huang Zhaohui
Chief Executive Officer

Company chop

The notes on pages 142 to 232 form part of this interim financial report.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2023 (Expressed in RMB, unless otherwise stated)

	Attributable to shareholders of the Company											
	Reserves								Retained profits	Non-controlling interests	Total equity	
	Share capital (Note 43(a))	Other equity instruments (Note 44)	Capital reserve (Note 43(b)(i))	Surplus reserve (Note 43(b)(iii))	General reserves (Note 43(b)(iii))	Investment revaluation reserve (Note 43(b)(iv))	Foreign currency translation reserve (Note 43(b)(v))	Other reserve (Note 43(b)(vi))				
At 1 January 2023	4,827,256,868	16,400,000,000	39,515,216,714	1,856,673,123	6,804,641,319	(142,544,705)	572,324,743	1,709,693	29,352,829,428	99,188,107,183	286,588,640	99,474,695,823
Changes in equity for the six months ended 30 June 2023												
Profit for the period	-	-	-	-	-	-	-	-	3,560,643,863	3,560,643,863	21,016,377	3,581,660,240
Other comprehensive income for the period	-	-	-	-	-	322,805,111	825,416,978	(6,839,488)	-	1,141,382,601	-	1,141,382,601
Total comprehensive income for the period	-	-	-	-	-	322,805,111	825,416,978	(6,839,488)	3,560,643,863	4,702,026,464	21,016,377	4,723,042,841
Appropriation to general reserves	-	-	-	-	29,556,235	-	-	-	(29,556,235)	-	-	-
Dividends to shareholders	-	-	-	-	-	-	-	-	(868,906,236)	(868,906,236)	-	(868,906,236)
Distributions to holders of perpetual subordinated bonds	-	-	-	-	-	-	-	-	(660,600,000)	(660,600,000)	-	(660,600,000)
At 30 June 2023 (Unaudited)	4,827,256,868	16,400,000,000	39,515,216,714	1,856,673,123	6,834,197,554	180,260,406	1,397,741,721	(5,129,795)	31,354,410,820	102,360,627,411	307,605,017	102,668,232,428

The notes on pages 142 to 232 form part of this interim financial report.

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2023 (Expressed in RMB, unless otherwise stated)

	Attributable to shareholders of the Company											
	Reserves											Total equity
	Share capital	Other equity instruments	Capital reserve	Surplus reserve	General reserves	Investment revaluation reserve	Foreign currency translation reserve	Other reserve	Retained profits	Non-controlling Subtotal	Non-controlling interests	
At 1 January 2022	4,827,256,868	8,500,000,000	39,531,886,525	1,392,448,797	5,470,061,175	129,746,422	(955,513,381)	(2,674,098)	25,528,908,966	84,422,121,274	308,715,153	84,730,836,427
Changes in equity for the six months ended 30 June 2022												
Profit for the period	-	-	-	-	-	-	-	-	3,841,640,437	3,841,640,437	7,893,974	3,849,534,411
Other comprehensive income for the period	-	-	-	-	-	(207,107,290)	787,724,987	3,422,720	-	584,040,417	-	584,040,417
Total comprehensive income for the period	-	-	-	-	-	(207,107,290)	787,724,987	3,422,720	3,841,640,437	4,425,680,854	7,893,974	4,433,574,828
Appropriation to general reserves	-	-	-	-	150,714,848	-	-	-	(150,714,848)	-	-	-
Dividends to shareholders	-	-	-	-	-	-	-	-	(1,448,177,060)	(1,448,177,060)	-	(1,448,177,060)
Distributions to holders of perpetual subordinated bonds	-	-	-	-	-	-	-	-	(526,600,000)	(526,600,000)	-	(526,600,000)
Issuance of perpetual subordinated bonds	-	3,900,000,000	-	-	-	-	-	-	-	3,900,000,000	-	3,900,000,000
Contribution from non-controlling interests	-	-	-	-	-	-	-	-	-	-	190	190
At 30 June 2022 (Unaudited)	4,827,256,868	12,400,000,000	39,531,886,525	1,392,448,797	5,620,776,023	(77,360,868)	(167,788,394)	748,622	27,245,057,495	90,773,025,068	316,609,317	91,089,634,385

The notes on pages 142 to 232 form part of this interim financial report.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2023 (Expressed in RMB, unless otherwise stated)

	Six months ended 30 June	
	2023 (Unaudited)	2022 (Unaudited)
Cash flows from operating activities:		
Profit before income tax	4,129,892,621	4,518,407,548
Adjustments for:		
Net financing interest expenses	2,770,335,922	2,992,712,349
Depreciation and amortisation expenses	845,198,875	759,501,970
Reversal of impairment losses under ECL model	(7,696,298)	(68,267,500)
Net losses/(gains) on disposal of property, equipment and other long-term assets	7,018,736	(1,434,630)
Foreign exchange gains from derivatives and from others	(1,123,936,478)	(116,772,852)
Losses/(gains) on changes in fair value of financial instruments at fair value through profit or loss	105,978,057	(6,201,033,270)
Interest income from financial assets at fair value through other comprehensive income	(858,433,444)	(647,589,578)
Dividend income from investments in financial assets and share of profits of associates and joint ventures	(81,969,207)	(18,760,646)
Net losses/(gains) on disposal of investments	158,848,030	(137,052,617)
Operating cash flows before movements in working capital	5,945,236,814	1,079,710,774
(Increase)/decrease in receivable from margin clients	(2,276,555,892)	4,534,437,506
Decrease/(increase) in accounts receivable, other receivables and prepayments	123,084,156	(9,319,949,119)
Decrease/(increase) in reverse REPOs	2,533,045,664	(12,651,616,368)
(Increase)/decrease in financial instruments at fair value through profit or loss	(13,831,192,572)	7,414,206,222
Increase in cash held on behalf of clients	(6,155,775,599)	(3,428,178,099)
Increase in restricted bank deposits	(71,345,321)	(187,764,288)
Decrease in refundable deposits	502,601,068	568,143,380
Increase in accounts payable to brokerage clients	6,609,897,895	12,530,002,111
Increase in REPOs	6,071,525,287	39,898,132,667
Decrease in other liabilities	(9,235,655,882)	(19,369,675,559)
Cash (used in)/generated from operating activities, before income tax	(9,785,134,382)	21,067,449,227
Income tax paid	(1,006,216,380)	(530,784,817)
Net cash (used in)/generated from operating activities	(10,791,350,762)	20,536,664,410

The notes on pages 142 to 232 form part of this interim financial report.

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2023 (Expressed in RMB, unless otherwise stated)

	Six months ended 30 June	
	2023 (Unaudited)	2022 (Unaudited)
Cash flows from investing activities:		
Cash receipts from disposal of investments	62,504,939,417	73,166,927,351
Cash receipts of investment returns	1,159,257,125	597,057,406
Proceeds from disposal of property, equipment and other long-term assets	835,509	3,762,885
Purchase of investments	(52,561,270,049)	(78,274,114,885)
Purchase of property, equipment and other long-term assets	(595,922,445)	(608,312,823)
Net cash generated from/(used in) investing activities	10,507,839,557	(5,114,680,066)
Cash flows from financing activities:		
Proceeds from issuance of beneficiary certificates	19,824,216,389	31,834,054,086
Proceeds from issuance of corporate bonds	15,000,000,000	2,000,000,000
Proceeds from issuance of medium-term notes ("MTNs")	8,675,000,000	3,820,620,000
Proceeds from issuance of subordinated bonds	3,000,000,000	2,000,000,000
Proceeds from issuance of structured notes	921,886,430	1,285,260,477
Proceeds from issuance of perpetual subordinated bonds	–	3,900,000,000
Capital contribution from non-controlling interests	–	190
Redemption of corporate bonds	(25,300,000,000)	(3,000,000,000)
Redemption of beneficiary certificates	(22,600,459,001)	(35,047,633,003)
Redemption of MTNs	(6,864,300,000)	(6,567,200,000)
Redemption of structured notes	(1,325,654,163)	(1,763,832,134)
Redemption of subordinated bonds	(1,000,000,000)	(6,900,000,000)
Redemption of commercial papers	–	(1,000,000,000)
Cash paid for interest	(2,939,241,423)	(3,175,527,964)
Repayment of lease liabilities	(470,963,504)	(367,222,498)
Distribution to holders of perpetual subordinated bonds	(294,600,000)	(154,200,000)
Cash outflows associated with other financing activities	(2,605,679)	(53,125,544)
Net cash used in financing activities	(13,376,720,951)	(13,188,806,390)

The notes on pages 142 to 232 form part of this interim financial report.

	Note	Six months ended 30 June	
		2023 (Unaudited)	2022 (Unaudited)
Net (decrease)/increase in cash and cash equivalents		(13,660,232,156)	2,233,177,954
Cash and cash equivalents at the beginning of the period		84,678,251,394	65,192,946,724
Effect of exchange rate changes		1,423,731,337	361,517,075
Cash and cash equivalents at the end of the period	34	72,441,750,575	67,787,641,753
Net cash used in operating activities including:			
Interest received		3,816,418,073	4,846,353,761
Interest paid		(2,677,247,506)	(1,317,257,960)

The notes on pages 142 to 232 form part of this interim financial report.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in RMB, unless otherwise stated)

1. GENERAL INFORMATION

China International Capital Corporation Limited (中國國際金融股份有限公司) (the “Company” or “CICC”) was established on 25 June 1995 in the People’s Republic of China (“PRC”) as approved by the People’s Bank of China (“PBOC”). On 31 July 1995, it obtained the Business License for Enterprise Legal Person (Qi He Guo Zi No.000599) issued by the State Administration for Industry and Commerce of the PRC.

Pursuant to a conversion completed on 1 June 2015, the Company was converted into a joint stock company with limited liability. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited on 9 November 2015 and was listed on the Shanghai Stock Exchange on 2 November 2020.

The Company’s unified social credit code is 91110000625909986U, and the registered address of the Company is the 27th and 28th Floor, China World Trade Centre 2, 1 Jian Guo Men Wai Avenue, Chaoyang District, Beijing, the PRC. As at 30 June 2023, the Company has 1 securities business office and 11 branches.

The Company and its subsidiaries (together “the Group”) are principally engaged in investment banking business, equities business, fixed-income, commodities and currency (“FICC”) business, asset management business, private equity business, wealth management business and other business activities.

2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting* (“IAS 34”), issued by the International Accounting Standards Board (the “IASB”).

The directors of the Company have, at the time of approving the condensed consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the condensed consolidated financial statements.

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2023 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2022, except the changes in accounting policies that are expected to be adopted for the preparation of the 2023 annual financial statements. Details of any changes in accounting policies are set out in Note 3.

The condensed consolidated financial statements do not include all of the information and disclosures required for a full set of financial statements prepared in accordance with International Financial Reporting Standards (“IFRS Standards”), and should be read in conjunction with the Group’s financial statements for the year ended 31 December 2022.

3. CHANGES IN ACCOUNTING POLICIES

Application of new and amendments to IFRS Standards

In the current interim period, the Group has applied the following new and amendments to IFRS issued by the IASB, for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2023 for the preparation of the Group's condensed consolidated financial statements:

IFRS 17 (including the June 2020 and December 2021 Amendments to IFRS 17)	<i>Insurance Contracts</i>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform-Pillar Two Model Rules</i>

Except for the amendments to IFRS Standards mentioned below, the application of all other amendments to IFRS Standards in the current interim period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

IAS 1 is amended to replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 *Making Materiality Judgements* (the "Practice Statement") is also amended to illustrate how an entity applies the "four-step materiality process" to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The Group will apply Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies which are mandatorily effective for the Group's annual period beginning on 1 January 2023 for the preparation of the Group's consolidated financial statements for the year ending 31 December 2023. The application of the amendments has had no material impact on the financial position or performance of the Group but may affect the disclosures of the Group's significant accounting policies.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the condensed consolidated financial statements in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of uncertainty for the estimation used for the preparation of the condensed consolidated financial statements for the six months ended 30 June 2023 are the same as those for the preparation of the Group's financial statements for the year ended 31 December 2022.

5. TAXATION

(a) Value-added tax ("VAT") and surcharges

The applicable tax rate is 6% for the six months ended 30 June 2023 and ended 30 June 2022. The urban maintenance and construction tax, education surcharge and local education surcharge are charged at 7%, 3% and 2% of VAT respectively for the six months ended 30 June 2023 and ended 30 June 2022.

(b) Income tax

The income tax rate applicable to the Company and its subsidiaries in Chinese mainland is 25% for the six months ended 30 June 2023 and ended 30 June 2022.

The profits tax rate applicable to the subsidiaries in Hong Kong Special Administrative Region ("Hong Kong SAR") is 16.5% for the six months ended 30 June 2023 and ended 30 June 2022. Taxes of other offshore subsidiaries are charged at the relevant local rates.

6. SEGMENT REPORTING

Reportable segments are identified based on operating segments which are determined based on the Group's internal organisational structure, management requirements and internal reporting mechanisms. An operating segment is a component of the Group:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are regularly reviewed by the Group's management for the purposes of resources allocation and performance evaluation; and
- for which discrete financial information is available.

6. SEGMENT REPORTING *(continued)*

Two or more operating segments may be aggregated into a single operating segment if the segments have similar economic characteristics in respect of:

- nature of the services;
- type or class of clients for the services;
- approaches to providing the services; and
- nature of the regulatory environment.

For management purposes, the Group's businesses are structured and managed separately according to the nature of their operations and the services that the Group provides. Each of the Group's operating segments represents a strategic business unit and offers services which are subject to risks and returns different from those to which the services offered by the other operating segments are subject. A summary of the operating segments is as follows:

- the Investment Banking segment provides investment banking services, including equity financing, debt and structured financing and financial advisory services to domestic and overseas corporations and institutional clients.
- the Equities segment provides one-stop integrated financial services such as investment research, sales, trading, products and cross-border services to domestic and overseas professional investors, including institutional trading services and capital services such as primary brokerage, over-the-counter derivatives, capital introduction and market-making transactions.
- the FICC segment provides a package of services and supports in the areas of market making and financing to domestic and overseas institutional and corporate clients on fixed-income products such as interest rate, credit and structured products, as well as on overseas exchange and commodities.
- the Asset Management segment designs and provides a wide range of asset management products and services to domestic and overseas investors, including social security and annuity investment management business, institutional entrusted investment management business, overseas asset management business, retail and mutual fund business, etc.
- the Private Equity segment designs and provides integrated private equity fund products and services to domestic and overseas investors, mainly including corporate equity funds, Funds of Funds, dollar funds, real asset funds, infrastructure funds, etc.
- the Wealth Management segment provides a wide range of wealth management products and services, consisting of transactional services, capital services and product configuration services, to retail clients, families and corporate clients.
- the Others segment mainly comprises of other business departments, middle offices and back offices.

Notes to the Condensed Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

6. SEGMENT REPORTING (continued)

(a) Segment results

	Six months ended 30 June 2023							Total
	Investment Banking	Equities	FICC	Asset Management	Private Equity	Wealth Management	Others	
Segment revenue								
- Fee and commission income (Note 1)	1,681,480,078	1,007,055,873	487,345,236	631,516,461	779,055,055	2,709,739,081	(43,097,808)	7,253,093,976
- Interest income	549,907	911,943,592	925,320,885	14,302,500	286,315	1,981,766,243	1,080,135,644	4,914,305,086
- Investment income/(losses)	461,779,362	1,670,376,259	1,677,671,838	(2,294,905)	114,895,493	89,466,259	414,701,324	4,426,595,630
- Other income/(losses), net	1,322,957	1,695,327,956	(27,106,214)	8,956,171	41,006,555	156,894,304	136,256,900	2,012,658,629
Segment revenue and other income	2,145,132,304	5,284,703,680	3,063,231,745	652,480,227	935,243,418	4,937,865,887	1,587,996,060	18,606,653,321
Segment expenses	2,011,095,670	2,977,180,813	2,244,812,122	551,139,841	569,220,626	3,575,857,689	2,549,499,954	14,478,806,715
Segment operating profit/(loss)	134,036,634	2,307,522,867	818,419,623	101,340,386	366,022,792	1,362,008,198	(961,503,894)	4,127,846,606
Share of profits/(losses) of associates and joint ventures	-	-	-	2,868,979	42,539,753	(43,314,773)	(47,944)	2,046,015
Profit/(loss) before income tax	134,036,634	2,307,522,867	818,419,623	104,209,365	408,562,545	1,318,693,425	(961,551,838)	4,129,892,621
Segment assets	9,056,021,699	244,331,085,750	140,890,119,192	2,866,750,603	7,852,397,542	135,559,733,300	107,410,297,546	647,966,405,632
Deferred tax assets								2,398,151,715
Total assets								650,364,557,347
Segment liabilities	8,093,046,993	222,893,722,915	123,423,837,758	2,322,731,603	3,211,531,021	118,001,687,621	69,130,232,556	547,076,790,467
Deferred tax liabilities								619,534,452
Total liabilities								547,696,324,919
Other segment information:								
Interest expenses (Note 2)	121,516,750	2,109,435,834	1,688,190,611	71,378,498	124,010,304	952,779,724	266,399,328	5,333,711,049
Depreciation and amortisation expenses	54,508,520	61,628,059	74,990,563	32,001,448	34,849,000	295,336,620	291,884,665	845,198,875
Provision for/(reversal of) impairment losses under ECL model	5,723,718	28,961,782	(20,478,156)	(2,362,336)	(18,597,768)	(1,973,658)	1,030,120	(7,696,298)

6. SEGMENT REPORTING (continued)

(a) Segment results (continued)

	Six months ended 30 June 2022							Total
	Investment Banking	Equities	FICC	Asset Management	Private Equity	Wealth Management	Others	
Segment revenue								
– Fee and commission income (Note 1)	2,282,530,584	1,341,543,227	553,770,306	729,717,745	707,494,515	2,769,560,973	(48,515,225)	8,336,102,125
– Interest income	19,466,074	415,197,461	647,243,696	25,841,013	5,180,585	2,095,487,554	711,926,514	3,920,342,897
– Investment (losses)/income	(557,608,783)	2,967,377,676	2,108,102,222	(7,362,871)	64,158,148	197,939,765	271,937,099	5,044,543,256
– Other income/(losses), net	440,658	(301,225,394)	177,797,568	1,795,295	8,387,379	92,166,452	370,698,435	350,060,393
Segment revenue and other income	1,744,828,533	4,422,892,970	3,486,913,792	749,991,182	785,220,627	5,155,154,744	1,306,046,823	17,651,048,671
Segment expenses	2,038,808,301	1,499,325,820	2,186,860,910	524,738,269	630,156,637	3,717,050,678	2,551,662,066	13,148,602,681
Segment operating (loss)/profit	(293,979,768)	2,923,567,150	1,300,052,882	225,252,913	155,063,990	1,438,104,066	(1,245,615,243)	4,502,445,990
Share of profits/(losses) of associates and joint ventures	–	–	–	16,565,343	41,903,916	(42,466,426)	(41,275)	15,961,558
(Loss)/profit before income tax	(293,979,768)	2,923,567,150	1,300,052,882	241,818,256	196,967,906	1,395,637,640	(1,245,656,518)	4,518,407,548
Segment assets	9,104,842,222	229,479,820,602	143,975,240,785	4,361,842,157	6,918,574,514	141,655,626,179	142,769,778,614	678,265,725,073
Deferred tax assets								1,728,642,572
Total assets								679,994,367,645
Segment liabilities	8,285,038,970	217,904,700,673	128,896,763,441	3,483,441,673	3,552,993,770	126,996,950,640	99,239,019,606	588,358,908,773
Deferred tax liabilities								545,824,487
Total liabilities								588,904,733,260
Other segment information:								
Interest expenses (Note 2)	172,668,384	602,591,794	1,570,801,426	77,894,847	133,905,209	1,087,517,296	646,327,533	4,291,706,489
Depreciation and amortisation expenses	53,459,170	50,868,209	44,424,345	32,512,558	30,048,888	278,638,623	269,550,177	759,501,970
(Reversal of)/provision for impairment losses under ECL model	(12,671,220)	(104,701,854)	71,993,631	1,139,528	12,302,656	(35,383,712)	(946,529)	(68,267,500)

Note 1: Disaggregation of revenue was disclosed in Note 7. Brokerage commission income is mainly generated by Equities and Wealth Management segments; underwriting and sponsoring fees and financial advisory fees are mainly generated by Investment Banking segment; asset management fees are mainly generated by Asset Management, Private Equity and Wealth Management segments.

Note 2: The Group allocates interest expenses across the reportable segments based on the capital used during the reporting period for the purpose of measuring segment operating performance and improving efficiencies of capital management.

6. SEGMENT REPORTING *(continued)***(b) Geographical information**

The following table sets out the Group's revenue and other income from external clients and the Group's non-current assets (excluding financial assets at fair value through profit or loss, reverse REPOs, refundable deposits and deferred tax assets, the same as below) in terms of geographical locations. The geographical locations of external clients from which the revenue and other income are generated are identified based on the locations in which the services or the products are rendered. The geographical locations of the non-current assets are identified based on the place of incorporation of the business units under which the non-current assets are recorded.

	Revenue and other income from external clients	
	Six months ended 30 June	
	2023	2022
Chinese mainland	13,710,166,931	14,694,559,547
Outside Chinese mainland	4,896,486,390	2,956,489,124
Total	18,606,653,321	17,651,048,671

	Non-current assets	
	As at 30 June 2023	As at 31 December 2022
Chinese mainland	7,998,999,472	7,817,387,171
Outside Chinese mainland	1,079,209,129	956,445,332
Total	9,078,208,601	8,773,832,503

6. SEGMENT REPORTING *(continued)*

(b) Geographical information *(continued)*

Reconciliation of segment non-current assets:

	Non-current assets	
	As at 30 June 2023	As at 31 December 2022
Total non-current assets for segments	38,334,987,115	38,030,611,017
Elimination of inter-segment non-current assets	(29,256,778,514)	(29,256,778,514)
Total	9,078,208,601	8,773,832,503

(c) Major clients

The Group's client base is diversified and there was no case in which the revenue recognised from a single client exceeded 10% of the Group's revenue for the six months ended 30 June 2023 and ended 30 June 2022.

7. FEE AND COMMISSION INCOME

	Six months ended 30 June	
	2023	2022
Brokerage commission income	3,092,770,115	3,549,273,318
Underwriting and sponsoring fees	1,873,944,563	2,389,626,638
Asset management fees	1,586,693,539	1,556,498,666
Investment advisory fees	355,501,632	316,204,856
Financial advisory fees	238,359,977	451,831,052
Others	105,824,150	72,667,595
Total	7,253,093,976	8,336,102,125

The remaining performance obligation is recognised as contract liabilities as at 30 June 2023 and 31 December 2022, and disclosed in Note 42. Except as stated in Note 42, there is no significant remaining performance obligation.

Notes to the Condensed Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

8. INTEREST INCOME

	Six months ended 30 June	
	2023	2022
Interest income from financial institutions	1,776,001,696	1,344,333,656
Interest income from margin financing and securities lending	1,392,553,357	1,327,423,328
Interest income from financial assets at fair value through other comprehensive income	858,433,444	647,589,578
Interest income from reverse REPOs	414,436,793	497,236,664
Others	472,879,796	103,759,671
Total	4,914,305,086	3,920,342,897

9. INVESTMENT INCOME

	Six months ended 30 June	
	2023	2022
Net (losses)/gains from disposal of financial assets at fair value through other comprehensive income	(156,624,375)	109,299,789
Net gains/(losses) from financial instruments at fair value through profit or loss	11,919,703,566	(7,461,023,475)
Net (losses)/gains from derivative financial instruments	(7,336,483,396)	12,396,266,942
Others	(165)	–
Total	4,426,595,630	5,044,543,256

10. OTHER INCOME, NET

	Six months ended 30 June	
	2023	2022
Refund for tax withholding and remittance	71,084,597	86,463,229
Government grants	99,340,775	33,262,947
Foreign exchange gains from derivatives	2,272,984,941	219,829,848
Others (Note)	(430,751,684)	10,504,369
Total	2,012,658,629	350,060,393

Note: Others mainly consisted of gains and losses due to exchange rate fluctuations arising from foreign currency transactions other than foreign exchange derivative transactions.

11. FEE AND COMMISSION EXPENSES

	Six months ended 30 June	
	2023	2022
Brokerage commission expenses	594,669,505	966,995,298
Underwriting and sponsoring expenses	120,513,827	160,439,868
Asset management expenses	119,472,123	110,981,644
Investment advisory expenses	–	119,367
Others	17,437,149	–
Total	852,092,604	1,238,536,177

12. INTEREST EXPENSES

	Six months ended 30 June	
	2023	2022
Interest expenses on:		
– Corporate bonds	1,660,350,701	1,909,810,605
– Placements from financial institutions	1,049,964,598	602,243,847
– REPOs	649,844,657	418,646,821
– MTNs	536,985,604	256,486,565
– Subordinated bonds	413,301,491	533,100,956
– Accounts payable to brokerage clients	183,297,824	165,060,155
– Beneficiary certificates	113,147,929	157,792,668
– Lease liabilities	39,750,478	37,041,409
– Structured notes	8,227,334	6,538,367
– Financial bonds	–	42,026,712
– Commercial papers	–	3,912,329
– Others	678,840,433	159,046,055
Total	5,333,711,049	4,291,706,489

13. STAFF COSTS

	Six months ended 30 June	
	2023	2022
Salaries, bonus and allowance	4,392,753,006	4,493,704,388
Retirement scheme contributions	428,525,903	354,886,411
Other social welfare	503,995,764	459,510,994
Other benefits	268,849,792	191,694,747
Total	5,594,124,465	5,499,796,540

The Group is required to participate in pension schemes in Chinese mainland, Hong Kong SAR and other jurisdictions whereby the Group pays annual contributions for its employees at certain ratios of salaries. The Group also provides annuity schemes for employees in Chinese mainland beyond the annual contributions described above. The contributions for annuity schemes are calculated based on a certain percentage of employees' salaries.

14. DEPRECIATION AND AMORTISATION EXPENSES

	Six months ended 30 June	
	2023	2022
Depreciation of right-of-use assets	500,977,836	415,833,547
Depreciation of property and equipment	225,166,418	225,930,996
Amortisation of intangible assets	117,605,077	116,955,543
Others	1,449,544	781,884
Total	845,198,875	759,501,970

15. OTHER OPERATING EXPENSES AND COSTS

	Six months ended 30 June	
	2023	2022
Business development expenses	517,959,198	461,735,968
Electronic equipment operating expenses	376,830,646	284,073,331
Travelling and transportation expenses	229,542,962	90,591,781
Professional service fees	114,739,875	127,074,768
Information technology expenses	89,175,912	61,612,479
Utilities and maintenance	85,468,236	80,782,043
Securities and futures investor protection funds	47,866,392	48,781,533
Auditors' remuneration	4,300,000	4,100,000
Others	346,589,971	202,642,443
Total	1,812,473,192	1,361,394,346

16. REVERSAL OF IMPAIRMENT LOSSES UNDER ECL MODEL

	Six months ended 30 June	
	2023	2022
Impairment losses provided/(reversed) for:		
Accounts receivable and other assets	16,678,392	(115,584,437)
Receivable from margin clients	7,494,328	(15,786,643)
Reverse REPOs	(4,775,601)	(7,168,542)
Financial assets at fair value through other comprehensive income	(26,463,443)	70,277,638
Cash and bank balances	(629,974)	(5,516)
Total	(7,696,298)	(68,267,500)

17. INCOME TAX EXPENSE

(a) Taxation in the condensed consolidated statement of profit or loss:

	Six months ended 30 June	
	2023	2022
Current tax		
– Chinese mainland income tax	75,901,427	320,506,384
– Outside Chinese mainland profits tax	302,346,742	287,029,208
Subtotal	378,248,169	607,535,592
Deferred tax	169,984,212	61,337,545
Total	548,232,381	668,873,137

17. INCOME TAX EXPENSE (continued)**(b) Reconciliation between income tax expense and accounting profit at applicable tax rates:**

The income tax has been provided at the statutory rate of 25% in accordance with the relevant tax laws in Chinese mainland during the period. Taxes on profits assessable outside Chinese mainland have been calculated at the applicable tax rates prevailing in the countries/jurisdictions, in which the Group operates, based on the existing legislation, interpretations and practices. Reconciliation between income tax expense that would have resulted from applying the PRC statutory income tax rate to the Group's profit before income tax and the income tax expense in the condensed consolidated statement of profit or loss is as follows:

	Six months ended 30 June	
	2023	2022
Profit before income tax	4,129,892,621	4,518,407,548
Income tax calculated at the PRC statutory income tax rate	1,032,473,155	1,129,601,887
Effect of non-deductible expenses	12,482,486	14,671,167
Effect of non-taxable income	(298,744,567)	(248,181,478)
Effect of different applicable tax rates of the subsidiaries	(179,029,016)	(119,919,746)
Effect of deductible temporary differences or unused tax losses with no deferred tax asset recognised during the period	78,811,128	40,111,451
Effect of utilisation of the deductible temporary differences or unused tax losses with no deferred tax asset recognised in previous periods	(5,857,952)	(7,762,433)
Others	(91,902,853)	(139,647,711)
Total income tax expense	548,232,381	668,873,137

18. BASIC EARNINGS PER SHARE

	Six months ended 30 June	
	2023	2022
Profit attributable to shareholders of the Company	3,560,643,863	3,841,640,437
Interest for holders of perpetual subordinated bonds for the period	(327,585,205)	(256,520,000)
Total	3,233,058,658	3,585,120,437
Weighted average number of ordinary shares in issue	4,827,256,868	4,827,256,868
Basic earnings per share (in RMB per share)	0.67	0.74

Basic earnings per share was calculated as the profit for the period attributable to ordinary shareholders of the Company divided by the weighted average number of ordinary shares in issue.

No diluted earnings per share has been presented for the six months ended 30 June 2023 and ended 30 June 2022 as the Company had no potential ordinary shares in issue during the periods.

19. PROPERTY AND EQUIPMENT

	Buildings	Office equipment	Furniture and fixtures	Motor vehicles	Leasehold improvements	Construction in progress	Total
Cost							
As at 31 December 2022	92,721,687	2,228,424,294	161,083,507	9,787,009	1,054,355,566	363,432,440	3,909,804,503
Additions and transfer-in	-	254,549,099	35,462,012	-	137,808,856	85,603,040	513,423,007
Transfer-out	-	-	-	-	-	(11,532,283)	(11,532,283)
Disposals	(645,808)	(97,707,974)	(4,317,627)	(495,000)	(72,350,954)	-	(175,517,363)
Effect of changes in exchange rates	-	7,963,128	924,395	-	8,676,826	-	17,564,349
As at 30 June 2023	92,075,879	2,393,228,547	193,152,287	9,292,009	1,128,490,294	437,503,197	4,253,742,213
Accumulated depreciation							
As at 31 December 2022	(50,386,480)	(1,469,486,642)	(93,448,925)	(8,045,786)	(728,005,471)	-	(2,349,373,304)
Additions	(2,284,427)	(100,907,646)	(17,121,712)	(62,464)	(104,790,169)	-	(225,166,418)
Disposals	645,808	90,124,974	3,981,876	480,152	71,674,790	-	166,907,600
Effect of changes in exchange rates	-	(6,606,755)	(811,267)	-	(6,834,090)	-	(14,252,112)
As at 30 June 2023	(52,025,099)	(1,486,876,069)	(107,400,028)	(7,628,098)	(767,954,940)	-	(2,421,884,234)
Carrying amount							
As at 30 June 2023	40,050,780	906,352,478	85,752,259	1,663,911	360,535,354	437,503,197	1,831,857,979
As at 31 December 2022	42,335,207	758,937,652	67,634,582	1,741,223	326,350,095	363,432,440	1,560,431,199

Notes to the Condensed Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

19. PROPERTY AND EQUIPMENT (continued)

	Buildings	Office equipment	Furniture and fixtures	Motor vehicles	Leasehold improvements	Construction in progress	Total
Cost							
As at 31 December 2021	92,721,687	1,890,744,489	123,413,502	10,395,805	895,039,173	189,436,852	3,201,751,508
Additions and transfer-in	–	471,054,492	52,813,399	–	232,486,012	261,573,016	1,017,926,919
Transfer-out	–	–	–	–	–	(87,577,428)	(87,577,428)
Disposals	–	(147,010,147)	(16,347,995)	(608,796)	(87,216,833)	–	(251,183,771)
Effect of changes in exchange rates	–	13,635,460	1,204,601	–	14,047,214	–	28,887,275
As at 31 December 2022	92,721,687	2,228,424,294	161,083,507	9,787,009	1,054,355,566	363,432,440	3,909,804,503
Accumulated depreciation							
As at 31 December 2021	(45,935,909)	(1,297,117,466)	(85,368,599)	(8,380,397)	(633,081,614)	–	(2,069,883,985)
Additions	(4,450,571)	(297,556,006)	(21,781,162)	(256,329)	(167,717,937)	–	(491,762,005)
Disposals	–	137,386,707	14,860,617	590,940	82,792,403	–	235,630,667
Effect of changes in exchange rates	–	(12,199,877)	(1,159,781)	–	(9,998,323)	–	(23,357,981)
As at 31 December 2022	(50,386,480)	(1,469,486,642)	(93,448,925)	(8,045,786)	(728,005,471)	–	(2,349,373,304)
Carrying amount							
As at 31 December 2022	42,335,207	758,937,652	67,634,582	1,741,223	326,350,095	363,432,440	1,560,431,199
As at 31 December 2021	46,785,778	593,627,023	38,044,903	2,015,408	261,957,559	189,436,852	1,131,867,523

20. RIGHT-OF-USE ASSETS

	Buildings	Leasehold land	Equipment	Total
Cost				
As at 31 December 2022	4,173,036,184	1,266,558,879	791,276	5,440,386,339
Increases	286,910,503	–	–	286,910,503
Decreases	(96,622,788)	–	(79,972)	(96,702,760)
Effect of changes in exchange rates	30,079,724	–	29,676	30,109,400
As at 30 June 2023	4,393,403,623	1,266,558,879	740,980	5,660,703,482
Accumulated depreciation				
As at 31 December 2022	(1,832,040,448)	(250,643,102)	(572,327)	(2,083,255,877)
Increases	(500,900,981)	(16,455,329)	(102,176)	(517,458,486)
Decreases	64,798,858	–	79,972	64,878,830
Effect of changes in exchange rates	(14,421,228)	–	(21,465)	(14,442,693)
As at 30 June 2023	(2,282,563,799)	(267,098,431)	(615,996)	(2,550,278,226)
Carrying amount				
As at 30 June 2023	2,110,839,824	999,460,448	124,984	3,110,425,256
As at 31 December 2022	2,340,995,736	1,015,915,777	218,949	3,357,130,462

20. RIGHT-OF-USE ASSETS (continued)

	Buildings	Leasehold land	Equipment	Total
Cost				
As at 31 December 2021	3,232,138,927	1,266,558,879	854,845	4,499,552,651
Increases	1,376,882,442	–	128,101	1,377,010,543
Decreases	(495,264,978)	–	(241,634)	(495,506,612)
Effect of changes in exchange rates	59,279,793	–	49,964	59,329,757
As at 31 December 2022	4,173,036,184	1,266,558,879	791,276	5,440,386,339
Accumulated depreciation				
As at 31 December 2021	(1,286,581,192)	(217,732,444)	(596,472)	(1,504,910,108)
Increases	(880,413,297)	(32,910,658)	(191,347)	(913,515,302)
Decreases	351,142,211	–	241,596	351,383,807
Effect of changes in exchange rates	(16,188,170)	–	(26,104)	(16,214,274)
As at 31 December 2022	(1,832,040,448)	(250,643,102)	(572,327)	(2,083,255,877)
Carrying amount				
As at 31 December 2022	2,340,995,736	1,015,915,777	218,949	3,357,130,462
As at 31 December 2021	1,945,557,735	1,048,826,435	258,373	2,994,642,543

21. GOODWILL

(a) Changes in goodwill

	As at 1 January 2023	Additions	Disposals	As at 30 June 2023	Less: Impairment loss allowance
Subsidiaries					
CICC Wealth Management (Note 1)	1,582,678,646	–	–	1,582,678,646	–
Science & Technology Innovation (Note 2)	39,984,637	–	–	39,984,637	–
Total	1,622,663,283	–	–	1,622,663,283	–

	As at 1 January 2022	Additions	Disposals	As at 31 December 2022	Less: Impairment loss allowance
Subsidiaries					
CICC Wealth Management (Note 1)	1,582,678,646	–	–	1,582,678,646	–
Science & Technology Innovation (Note 2)	39,984,637	–	–	39,984,637	–
Total	1,622,663,283	–	–	1,622,663,283	–

Note 1: The Company acquired China CICC Wealth Management Securities Company Limited (“CICC Wealth Management”, “CISC”, “CISC WMS” or “CICC WMS”) in 2017 and paid, as the cost of the acquisition, the consideration of RMB16,700,695,000 in the form of share issuance. The difference between the consideration and the fair value of the identifiable net assets attributable to the Company amounted to RMB1,582,678,646 and was recognised as goodwill related to the cash-generating unit of Wealth Management.

Note 2: In 2021, CICC Capital Management Co., Ltd. (“CICC Capital”), a subsidiary of the Company, made a capital injection in cash of RMB220,129,947 into Beijing Science & Technology Innovation Investment Management Co., Ltd. (“Science & Technology Innovation”) and acquired 51% equity interests of Science & Technology Innovation. The difference between the cash injection and the fair value of the identifiable net assets attributable to CICC Capital amounted to RMB39,984,637 and was recognised as goodwill.

(b) Impairment test

As at 30 June 2023, no indications of impairment came to attention of the management.

22. INTANGIBLE ASSETS

	Securities trading seat rights	Others (Note)	Total
Cost			
As at 31 December 2022	163,112,847	1,514,718,874	1,677,831,721
Additions	–	147,108,048	147,108,048
Disposals	–	(453,896)	(453,896)
Effect of changes in exchange rates	–	511,220	511,220
As at 30 June 2023	163,112,847	1,661,884,246	1,824,997,093
Accumulated amortisation			
As at 31 December 2022	(126,647,844)	(747,317,088)	(873,964,932)
Additions	(4,290,000)	(113,315,077)	(117,605,077)
Disposals	–	425,890	425,890
Effect of changes in exchange rates	–	(260,929)	(260,929)
As at 30 June 2023	(130,937,844)	(860,467,204)	(991,405,048)
Carrying amount			
As at 30 June 2023	32,175,003	801,417,042	833,592,045
As at 31 December 2022	36,465,003	767,401,786	803,866,789

22. INTANGIBLE ASSETS *(continued)*

	Securities trading seat rights	Others (Note)	Total
Cost			
As at 31 December 2021	163,100,827	874,188,395	1,037,289,222
Additions	–	641,437,163	641,437,163
Disposals	–	(1,655,445)	(1,655,445)
Effect of changes in exchange rates	12,020	748,761	760,781
As at 31 December 2022	163,112,847	1,514,718,874	1,677,831,721
Accumulated amortisation			
As at 31 December 2021	(118,067,844)	(486,478,666)	(604,546,510)
Additions	(8,580,000)	(262,257,451)	(270,837,451)
Disposals	–	1,610,378	1,610,378
Effect of changes in exchange rates	–	(191,349)	(191,349)
As at 31 December 2022	(126,647,844)	(747,317,088)	(873,964,932)
Carrying amount			
As at 31 December 2022	36,465,003	767,401,786	803,866,789
As at 31 December 2021	45,032,983	387,709,729	432,742,712

Note: As at 30 June 2023 and 31 December 2022, others mainly included computer software used by the Group.

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Non-current

	As at 30 June 2023	As at 31 December 2022
Equity securities	10,699,910,927	10,151,094,560
Funds and other investments	79,421,006	60,201,847
Total	10,779,331,933	10,211,296,407

Current

	As at 30 June 2023	As at 31 December 2022
Equity securities	138,286,065,952	114,998,892,630
Debt securities (Note)	87,589,819,888	81,519,145,732
Funds and other investments	50,004,918,791	62,667,646,790
Total	275,880,804,631	259,185,685,152

Note: As at 30 June 2023, the perpetual bonds included in debt securities amounted to RMB14,496,450,009 (31 December 2022: RMB9,344,567,046).

24. FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS (“REVERSE REPOS”)

(a) Analysed by collateral type:

Non-current

	As at 30 June 2023	As at 31 December 2022
Stocks	1,789,741	3,347,199
Accrued interests	23,965	150,662
Total	1,813,706	3,497,861

Current

	As at 30 June 2023	As at 31 December 2022
Stocks	4,676,661,791	5,406,022,435
Debt securities	19,833,932,917	21,636,860,479
Funds	800,000	–
Subtotal	24,511,394,708	27,042,882,914
Accrued interests	129,341,953	145,968,974
Less: Impairment loss allowance	(51,772,101)	(56,547,702)
Total	24,588,964,560	27,132,304,186

24. FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS (“REVERSE REPOS”) (continued)

(b) Analysed by market:

Non-current

	As at 30 June 2023	As at 31 December 2022
Over-the-counter market	1,813,706	3,497,861

Current

	As at 30 June 2023	As at 31 December 2022
Stock exchanges	12,270,295,706	14,161,084,252
Inter-bank market	6,963,703,627	8,113,368,183
Over-the-counter market	5,354,965,227	4,857,851,751
Total	24,588,964,560	27,132,304,186

The Group receives securities as collaterals in connection with reverse REPO business. The Group is allowed to sell or re-pledge the collaterals held in connection with bond outright REPO business in the absence of default of its counterparties. If the securities depreciate in value, the Group may, in certain circumstances, require additional collaterals. The Group has an obligation to return the collaterals to its counterparties at the expiration of the agreements.

As at 30 June 2023, the collaterals received by the Group in connection with reverse REPO business amounted to RMB37,458,927,293 (31 December 2022: RMB40,832,263,654).

24. FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS (“REVERSE REPOS”) *(continued)***(c) Analysis of the movement in impairment loss allowance:**

	Six months ended 30 June 2023	Year ended 31 December 2022
At the beginning of the period/year	56,547,702	69,453,349
Provided for the period/year	4,199,272	7,552,581
Reversed for the period/year	(8,974,873)	(20,458,228)
At the end of the period/year	51,772,101	56,547,702

As at 30 June 2023				
	12-month ECL	Lifetime ECL–not credit impaired	Lifetime ECL–credit impaired	Total
Impairment loss allowance	23,557,915	–	28,214,186	51,772,101

As at 31 December 2022				
	12-month ECL	Lifetime ECL–not credit impaired	Lifetime ECL– credit impaired	Total
Impairment loss allowance	28,298,453	–	28,249,249	56,547,702

25. REFUNDABLE DEPOSITS

	As at 30 June 2023	As at 31 December 2022
Trading deposits	11,719,687,786	12,199,625,163
Performance bonds	308,984,253	332,141,692
Credit deposits	68,445,495	67,951,747
Subtotal	12,097,117,534	12,599,718,602
Accrued interests	118,116	388,084
Total	12,097,235,650	12,600,106,686

Refundable deposits are mainly placed at stock exchanges and clearinghouses, futures and commodity exchanges, China Securities Finance Corporation Limited, Shanghai Clearing House, futures companies and other institutions.

26. DEFERRED TAX ASSETS/(LIABILITIES)

(a) Deferred tax assets and liabilities recognised

The components and the movement during the period/year of the deferred tax assets/(liabilities) recognised in the condensed consolidated statement of financial position are as follows:

	As at 1 January 2023	(Charged)/ credited to profit or loss	(Charged)/ credited to equity	Effect of changes in exchange rates	As at 30 June 2023		
					Deferred tax, net	Deferred tax assets	Deferred tax liabilities
Deferred tax assets/(liabilities) before set-off:							
Staff cost	1,616,035,470	(414,811,883)	-	251,800	1,201,475,387	1,201,475,387	-
Unused tax losses	30,012,969	1,877,554,632	-	1,343,363	1,908,910,964	1,908,910,964	-
Depreciation and amortisation	(93,305,632)	(42,780,828)	-	(294,924)	(136,381,384)	59,853	(136,441,237)
Changes in fair values of financial instruments at fair value through profit or loss	73,654,451	(1,672,118,813)	-	-	(1,598,464,362)	119,213,712	(1,717,678,074)
Changes in fair values of financial assets at fair value through other comprehensive income	40,555,022	-	(89,552,453)	56,733	(48,940,698)	12,893,992	(61,834,690)
Impairment loss allowance	107,968,258	(7,880,891)	4,826,940	555,288	105,469,595	105,469,595	-
Fair value adjustment arising from acquisition of subsidiaries	(161,230,995)	1,273,416	-	-	(159,957,579)	-	(159,957,579)
Others	417,733,693	88,780,155	-	(8,508)	506,505,340	506,505,340	-
Subtotal	2,031,423,236	(169,984,212)	(84,725,513)	1,903,752	1,778,617,263	3,854,528,843	(2,075,911,580)
Set off						(1,456,377,128)	1,456,377,128
Deferred tax assets/(liabilities) recognised in the condensed consolidated statement of financial position						2,398,151,715	(619,534,452)

26. DEFERRED TAX ASSETS/(LIABILITIES) (continued)**(a) Deferred tax assets and liabilities recognised** (continued)

	As at 1 January 2022	(Charged)/ credited to profit or loss	Credited/ (charged) to equity	Effect of changes in exchange rates	As at 31 December 2022		
					Deferred tax, net	Deferred tax assets	Deferred tax liabilities
Deferred tax assets/(liabilities) before set-off:							
Staff cost	1,761,498,689	(146,312,878)	–	849,659	1,616,035,470	1,616,035,470	–
Unused tax losses	23,774,576	6,304,335	–	(65,942)	30,012,969	30,012,969	–
Depreciation and amortisation	(64,417,337)	(28,929,843)	–	41,548	(93,305,632)	151,618	(93,457,250)
Changes in fair values of financial instruments at fair value through profit or loss	(795,536,477)	869,388,792	–	(197,864)	73,654,451	744,313,835	(670,659,384)
Changes in fair values of financial assets at fair value through other comprehensive income	(46,804,645)	–	82,123,963	5,235,704	40,555,022	54,909,885	(14,354,863)
Impairment loss allowance	121,941,266	(1,977,063)	(12,368,727)	372,782	107,968,258	107,968,258	–
Fair value adjustment arising from acquisition of subsidiaries	(163,989,062)	2,758,067	–	–	(161,230,995)	–	(161,230,995)
Others	360,517,148	57,209,031	–	7,514	417,733,693	417,928,052	(194,359)
Subtotal	1,196,984,158	758,440,441	69,755,236	6,243,401	2,031,423,236	2,971,320,087	(939,896,851)
Set off						(221,131,786)	221,131,786
Deferred tax assets/(liabilities) recognised in the condensed consolidated statement of financial position						2,750,188,301	(718,765,065)

(b) Deferred tax assets not recognised

As at 30 June 2023, the accumulated deductible temporary differences and unused tax losses with no deferred tax asset recognised of the Group amounted to RMB1,919 million (31 December 2022: RMB1,496 million).

Deferred tax assets not recognised in respect of cumulative tax losses are mainly attributable to certain overseas subsidiaries of the Group which were set up to strengthen the Group's cross-border service capabilities.

27. OTHER NON-CURRENT ASSETS

	As at 30 June 2023	As at 31 December 2022
Rental and other deposits	336,372,881	323,390,154
Others	315,178,186	90,770,500
Total	651,551,067	414,160,654

28. ACCOUNTS RECEIVABLE**(a) Analysed by nature:**

	As at 30 June 2023	As at 31 December 2022
Trade receivable (Note)	39,193,884,797	39,443,210,298
Asset management fees receivable	1,365,787,875	1,175,179,962
Underwriting and advisory fees receivable	995,128,209	1,198,056,753
Trading seat rental fees receivable	296,292,033	257,940,035
Others	192,245,074	217,430,264
Subtotal	42,043,337,988	42,291,817,312
Less: Impairment loss allowance	(540,445,260)	(522,324,087)
Total	41,502,892,728	41,769,493,225

Note: Trade receivable mainly consisted of receivables from brokers and clearinghouses for trade settlements and from counterparties in derivative transactions.

28. ACCOUNTS RECEIVABLE (continued)**(b) Analysed by aging:**

	As at 30 June 2023			
	Gross amount		Impairment loss allowance	
	Amount	%	Amount	%
Within 1 year (inclusive)	40,916,552,820	97.32%	(130,560,799)	24.16%
1 – 2 years (inclusive)	433,890,556	1.03%	(57,185,455)	10.58%
2 – 3 years (inclusive)	218,191,414	0.52%	(50,063,164)	9.26%
More than 3 years	474,703,198	1.13%	(302,635,842)	56.00%
Total	42,043,337,988	100.00%	(540,445,260)	100.00%

	As at 31 December 2022			
	Gross amount		Impairment loss allowance	
	Amount	%	Amount	%
Within 1 year (inclusive)	41,266,496,575	97.57%	(113,741,294)	21.78%
1 – 2 years (inclusive)	366,056,402	0.87%	(61,513,367)	11.78%
2 – 3 years (inclusive)	225,157,237	0.53%	(55,650,414)	10.65%
More than 3 years	434,107,098	1.03%	(291,419,012)	55.79%
Total	42,291,817,312	100.00%	(522,324,087)	100.00%

28. ACCOUNTS RECEIVABLE *(continued)***(c) Analysis of the movement in impairment loss allowance:**

	Six months ended 30 June 2023	Year ended 31 December 2022
At the beginning of the period/year	522,324,087	577,721,275
Provided for the period/year	118,477,994	197,862,810
Reversed for the period/year	(103,683,694)	(236,474,376)
Write-offs for the period/year	–	(19,998,098)
Effect of changes in exchange rates and others	3,326,873	3,212,476
At the end of the period/year	540,445,260	522,324,087

As at 30 June 2023				
	12-month ECL	Lifetime ECL–not credit impaired	Lifetime ECL–credit impaired	Total
Impairment loss allowance	142,870,219	86,607,977	310,967,064	540,445,260

As at 31 December 2022				
	12-month ECL	Lifetime ECL–not credit impaired	Lifetime ECL–credit impaired	Total
Impairment loss allowance	120,166,428	79,345,162	322,812,497	522,324,087

29. RECEIVABLE FROM MARGIN CLIENTS

(a) Analysed by nature:

	As at 30 June 2023	As at 31 December 2022
Individuals	27,762,227,590	26,702,766,101
Institutions	5,275,572,128	4,058,477,725
Subtotal	33,037,799,718	30,761,243,826
Accrued interests	1,104,893,324	1,007,490,532
Less: Impairment loss allowance	(150,317,487)	(142,543,897)
Total	33,992,375,555	31,626,190,461

(b) Analysed by fair value of collaterals of margin financing and securities lending business:

	As at 30 June 2023	As at 31 December 2022
Stocks	101,398,081,746	89,832,203,207
Funds	11,022,169,944	11,485,400,682
Cash	4,973,408,997	6,492,544,179
Debt securities	135,452,525	796,696,496
Total	117,529,113,212	108,606,844,564

29. RECEIVABLE FROM MARGIN CLIENTS *(continued)***(c) Analysis of the movement in impairment loss allowance:**

	Six months ended 30 June 2023	Year ended 31 December 2022
At the beginning of the period/year	142,543,897	161,966,115
Provided for the period/year	42,355,963	48,987,271
Reversed for the period/year	(34,861,635)	(69,225,423)
Effect of changes in exchange rates and others	279,262	815,934
At the end of the period/year	150,317,487	142,543,897

As at 30 June 2023				
	12-month ECL	Lifetime ECL-not credit impaired	Lifetime ECL-credit impaired	Total
Impairment loss allowance	150,317,487	–	–	150,317,487

As at 31 December 2022				
	12-month ECL	Lifetime ECL-not credit impaired	Lifetime ECL-credit impaired	Total
Impairment loss allowance	142,095,663	448,234	–	142,543,897

30. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

(a) Analysed by type:

	As at 30 June 2023	As at 31 December 2022
Debt securities	56,998,298,693	66,689,432,031

(b) Analysed by listing status:

	As at 30 June 2023	As at 31 December 2022
Listed		
– In Hong Kong, China	3,152,389,080	6,468,364,761
– Outside Hong Kong, China	53,845,909,613	60,221,067,270
Total	56,998,298,693	66,689,432,031

(c) Analysis of the movement in impairment loss allowance:

	Six months ended 30 June 2023	Year ended 31 December 2022
At the beginning of the period/year	72,118,572	18,775,037
Provided for the period/year	33,245,010	64,431,706
Reversed for the period/year	(59,708,453)	(11,414,055)
Effect of changes in exchange rates and others	–	325,884
At the end of the period/year	45,655,129	72,118,572

30. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME*(continued)***(c) Analysis of the movement in impairment loss allowance:** *(continued)*

	As at 30 June 2023			Total
	12-month ECL	Lifetime ECL-not credit impaired	Lifetime ECL-credit impaired	
Impairment loss allowance	45,655,129	–	–	45,655,129

	As at 31 December 2022			Total
	12-month ECL	Lifetime ECL-not credit impaired	Lifetime ECL-credit impaired	
Impairment loss allowance	59,605,095	379,607	12,133,870	72,118,572

31. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES)

	As at 30 June 2023		
	Notional amount	Fair value	
		Assets	Liabilities
Hedging instruments (a)			
– Interest rate contracts	14,729,020,000	15,246,740	(141,474,628)
– Currency contracts	651,437,200	–	(12,246,880)
Non-hedging instruments			
– Interest rate contracts	337,784,935,901	1,594,513,049	(1,602,104,443)
– Currency contracts	229,884,814,299	3,507,230,776	(2,366,748,259)
– Equity contracts	396,932,036,863	12,960,681,216	(6,093,684,714)
– Credit contracts	12,919,592,699	133,000,829	(765,685)
– Other contracts (Note)	101,009,749,321	844,214,707	(908,063,989)
Total	1,093,911,586,283	19,054,887,317	(11,125,088,598)

	As at 31 December 2022		
	Notional amount	Fair value	
		Assets	Liabilities
Hedging instruments (a)			
– Interest rate contracts	6,446,990,000	20,242,029	(18,923,185)
– Currency contracts	300,168,756	205,624	(6,455,102)
Non-hedging instruments			
– Interest rate contracts	307,349,542,866	946,604,138	(876,483,055)
– Currency contracts	280,398,800,779	2,435,675,338	(2,943,822,632)
– Equity contracts	345,281,312,153	13,772,752,581	(6,584,415,778)
– Credit contracts	10,178,039,800	180,067,812	(62,945,885)
– Other contracts (Note)	67,380,025,793	435,807,741	(855,081,860)
Total	1,017,334,880,147	17,791,355,263	(11,348,127,497)

Note: Other contracts mainly include commodity options and commodity futures.

Under a daily mark-to-market settlement arrangement, any gains or losses of the Group's positions in futures contracts in Chinese mainland are settled on a daily basis. As at 30 June 2023, the fair value of those mainland unexpired daily settled future contracts was RMB358,062,384 (31 December 2022: RMB860,305,806).

31. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES) *(continued)***(a) Hedging instruments****(i) Fair value hedges**

Fair value hedges are used by the Group to protect against changes in the fair value of financial liabilities due to movements in market interest rates. Interest rate swaps are used to hedge the interest rate risk of the selected long-term debt securities issued.

The gains of fair value hedges are presented as follows:

	Six months ended 30 June	
	2023	2022
Gains arising from fair value hedges, net:		
Interest rate contracts	(131,656,292)	(1,141,874)
Hedged items attributable to the hedged risk	117,619,272	12,336,707
Total	(14,037,020)	11,194,833

The analysis on notional amounts of the items designated as hedging instruments in fair value hedges by tenure is presented as follows:

	As at 30 June 2023			
	Less than 6 months (inclusive)	6 months to 12 months (inclusive)	More than 12 months	Total
Hedging instruments-interest rate contracts	–	500,000,000	14,229,020,000	14,729,020,000

	As at 31 December 2022			
	Less than 6 months (inclusive)	6 months to 12 months (inclusive)	More than 12 months	Total
Hedging instruments-interest rate contracts	920,000,000	–	5,526,990,000	6,446,990,000

31. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES) *(continued)***(a) Hedging instruments** *(continued)***(i) Fair value hedges** *(continued)*

Details of the Group's hedged risk exposure in fair value hedges strategy are set out below:

	As at 30 June 2023	As at 31 December 2022
Long-term debt securities issued		
Carrying amount of hedged items	14,796,582,376	6,546,764,966
Accumulated adjustments to the fair value of hedged items	(111,733,904)	18,341,250

(ii) Hedges of net investments in foreign operations

The Group's consolidated financial position is affected by the gain or loss through currency fluctuations as the Company and its subsidiaries have different functional currencies. The Group hedges such foreign exchange exposure in limited circumstances. The Group hedges exchange exposures using foreign exchange forward contracts for certain net investments in foreign operations. Under the hedging relationships, the Group separates the forward element and the spot element of a forward contract and designates only the change in the value of the spot element of the forward contract as the hedging instrument. There was no hedge ineffectiveness for the six months ended 30 June 2023 and ended 30 June 2022.

For the six months ended 30 June 2023, the net gains from the hedging instruments recognised in other comprehensive income amounted to RMB3,391,000 (Six months ended 30 June 2022: RMB4,198,631). For the six months ended 30 June 2023, the net losses associated with forward elements of forward contracts recognised in profit or loss were RMB665,328 (Six months ended 30 June 2022: Gains of RMB189,396).

As at 30 June 2023, the notional amount of hedging instruments designated as hedges of net investments in foreign operations by the Group was RMB651,437,200 (31 December 2022: RMB300,168,756), and the tenure is within one year (31 December 2022: within 6 months).

32. CASH HELD ON BEHALF OF CLIENTS

The Group maintains segregated deposit accounts with banks and authorised institutions to hold client monies arising from its ordinary course of business. The Group has classified their client monies as cash held on behalf of clients under current assets of the condensed consolidated statement of financial position and recognised the corresponding current liabilities, in particular, accounts payable to brokerage clients and accounts payable to underwriting clients, on the grounds that the Group is liable for any misappropriation of their clients' monies. In Chinese mainland, clients' monies are restricted and governed by relevant third-party deposit regulations issued by the China Securities Regulatory Commission (the "CSRC"). In Hong Kong SAR, clients' monies are restricted and governed by the *Securities and Futures (Client Money) Rules under the Securities and Futures Ordinance*.

33. CASH AND BANK BALANCES

	As at 30 June 2023	As at 31 December 2022
Cash on hand	124,612	134,435
Deposits with banks	62,908,594,395	75,437,843,953
Deposits with clearinghouses	10,562,140,186	10,198,036,303
Subtotal	73,470,859,193	85,636,014,691
Accrued interests	190,811,056	154,353,340
Less: Impairment loss allowance	(482,177)	(1,110,402)
Total	73,661,188,072	85,789,257,629

34. CASH AND CASH EQUIVALENTS

	As at 30 June 2023	As at 31 December 2022
Cash on hand	124,612	134,435
Deposits with banks	62,908,594,395	75,437,843,953
Deposits with clearinghouses	10,562,140,186	10,198,036,303
Subtotal	73,470,859,193	85,636,014,691
Less: Restricted bank deposits	(1,029,108,618)	(957,763,297)
Total	72,441,750,575	84,678,251,394

The restricted bank deposits mainly include the risk reserve deposits held for asset management business and temporary deposits held on behalf of non-brokerage clients.

35. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 30 June 2023		
	Financial liabilities held for trading	Financial liabilities designated as at fair value through profit or loss	Total
Equity securities	2,784,435,627	41,703,618,182	44,488,053,809
Debt securities	974,500,381	2,317,200,921	3,291,701,302
Funds and others	96,350,743	–	96,350,743
Total	3,855,286,751	44,020,819,103	47,876,105,854

	As at 31 December 2022		
	Financial liabilities held for trading	Financial liabilities designated as at fair value through profit or loss	Total
Equity securities	2,629,192,263	39,235,363,199	41,864,555,462
Debt securities	1,249,823,154	2,037,071,933	3,286,895,087
Funds and others	51,841,228	–	51,841,228
Total	3,930,856,645	41,272,435,132	45,203,291,777

Note 1: As at 30 June 2023 and 31 December 2022, there were no significant changes in fair values of financial liabilities designated as at fair value through profit or loss as a result of changes in the credit risk of the Group.

Note 2: The Group's financial liabilities designated at fair value through profit or loss are mainly equity-linked instruments, and their fair values are linked to stocks, indices, etc.

36. ACCOUNTS PAYABLE TO BROKERAGE CLIENTS

	As at 30 June 2023	As at 31 December 2022
Client deposits for brokerage trading	90,456,949,777	82,100,532,800
Client deposits for margin financing and securities lending	8,238,579,321	9,985,098,403
Subtotal	98,695,529,098	92,085,631,203
Accrued interests	12,884,079	14,325,126
Total	98,708,413,177	92,099,956,329

Accounts payable to brokerage clients represent the monies received from and repayable to brokerage clients, which are mainly held at banks and clearinghouses. Accounts payable to brokerage clients are interest-bearing at the prevailing interest rate.

The balance of the accounts payable includes certain margin deposits and cash collaterals received from clients for their margin financing and securities lending activities under ordinary course of business. Only the amounts in excess of the required amount of margin deposits and cash collaterals are repayable on demand.

37. PLACEMENTS FROM FINANCIAL INSTITUTIONS

(a) Analysed by funding source:

	As at 30 June 2023	As at 31 December 2022
Placements from banks	44,418,160,400	60,019,982,479
Placements from China Securities Finance Corporation Limited	500,000,000	500,000,000
Subtotal	44,918,160,400	60,519,982,479
Accrued interests	256,973,094	326,036,235
Total	45,175,133,494	60,846,018,714

(b) Analysed by residual maturity:

	As at 30 June 2023		As at 31 December 2022	
	Book value	Range of interest rate	Book value	Range of interest rate
Within 1 month (inclusive)	29,786,002,864	1.48% – 5.95%	42,249,812,576	0.42% – 6.15%
1 – 3 months (inclusive)	5,278,941,930	2.10% – 6.00%	9,837,911,541	2.09% – 6.20%
3 months – 1 year (inclusive)	10,110,188,700	2.26% – 6.12%	8,758,294,597	2.09% – 6.35%
Total	45,175,133,494		60,846,018,714	

38. SHORT-TERM DEBT SECURITIES ISSUED

	Notes	As at 30 June 2023	As at 31 December 2022
Beneficiary certificates	(a)	13,717,040,225	15,660,243,596
Short-term corporate bonds	(b)	5,000,000,000	2,000,000,000
Structured notes	(c)	401,348,598	802,860,586
Subtotal		19,118,388,823	18,463,104,182
Accrued interests:			
Beneficiary certificates	(a)	72,579,609	64,717,760
Short-term corporate bonds	(b)	45,097,276	14,722,316
Structured notes	(c)	3,150,754	9,447,699
Total		19,239,216,462	18,551,991,957

(a) Beneficiary certificates:

Name	Book value as at 1 January 2023	Increase	Decrease	Book value as at 30 June 2023
Beneficiary certificates	15,724,961,356	20,770,403,558	(22,705,745,080)	13,789,619,834

Name	Book value as at 1 January 2022	Increase	Decrease	Book value as at 31 December 2022
Beneficiary certificates	15,172,900,643	77,090,692,780	(76,538,632,067)	15,724,961,356

The Group has issued beneficiary certificates bearing nominal interest at:

- fixed rates, ranging from 1.38% to 7.70% per annum;
- a fixed rate plus a floating rate; or
- a floating rate.

The floating interest rate is calculated based on stock indices such as Shanghai & Shenzhen 300 Index and China Securities Index 500, individual stocks, prices of commodity products or United States dollar ("USD") index.

Notes to the Condensed Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

38. SHORT-TERM DEBT SECURITIES ISSUED (continued)

(b) Short-term corporate bonds:

Name	Interest commencement date	Maturity date	Principal	Nominal interest rate	Book value as at 1 January 2023	Increase	Decrease	Book value as at 30 June 2023
22 CICC WMS S1	11/08/2022	11/08/2023	2,000,000,000	2.04%	2,014,722,316	21,261,535	-	2,035,983,851
23 CICC WMS S1	18/05/2023	18/05/2024	3,000,000,000	2.52%	-	3,009,141,727	(28,302)	3,009,113,425
Total					2,014,722,316	3,030,403,262	(28,302)	5,045,097,276

Name	Interest commencement date	Maturity date	Principal	Nominal interest rate	Book value as at 1 January 2022	Increase	Decrease	Book value as at 31 December 2022
21 CICC WMS S1	09/08/2021	09/08/2022	2,000,000,000	2.68%	2,020,042,181	33,557,819	(2,053,600,000)	-
21 CICC WMS S2	24/09/2021	24/09/2022	3,000,000,000	2.85%	3,020,921,608	64,578,392	(3,085,500,000)	-
22 CICC WMS S1	11/08/2022	11/08/2023	2,000,000,000	2.04%	-	2,016,797,788	(2,075,472)	2,014,722,316
Total					5,040,963,789	2,114,933,999	(5,141,175,472)	2,014,722,316

(c) Structured notes:

Name	Book value as at 1 January 2023	Increase	Decrease	Book value as at 30 June 2023
Structured notes (i)	812,308,285	932,369,508	(1,340,178,441)	404,499,352

Name	Book value as at 1 January 2022	Increase	Decrease	Book value as at 31 December 2022
Structured notes (i)	1,773,757,441	1,710,167,971	(2,671,617,127)	812,308,285

- (i) The notes were issued bearing nominal interest rates ranging from 0.21% to 5.60% per annum. The notes are for maturities of 3 days to 365 days.

39. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS (“REPOS”)

(a) Analysed by collateral type:

	As at 30 June 2023	As at 31 December 2022
Stocks	5,344,701,546	7,007,276,773
Debt securities	40,258,396,362	32,770,610,436
Others	3,560,984,399	3,314,669,811
Subtotal	49,164,082,307	43,092,557,020
Accrued interests	33,118,490	64,141,528
Total	49,197,200,797	43,156,698,548

(b) Analysed by market:

	As at 30 June 2023	As at 31 December 2022
Inter-bank market	38,882,522,694	28,871,469,503
Stock exchanges	3,800,778,361	4,799,719,735
Over-the-counter market	6,513,899,742	9,485,509,310
Total	49,197,200,797	43,156,698,548

As at 30 June 2023, the Group's pledged collateral in connection with its repurchase financing business amounted to RMB49,524,106,963 (31 December 2022: RMB46,989,749,152).

40. OTHER CURRENT LIABILITIES

	As at 30 June 2023	As at 31 December 2022
Trade payable	117,883,499,750	109,074,055,056
Dividends payable (Note 1)	1,529,506,236	294,600,000
Accrued expenses	1,442,810,509	1,218,165,749
Accounts payable to underwriting clients	922,609,350	—
Sundry tax payable	419,330,799	598,482,036
Provisions	76,134,807	4,000,000
Payables to other investors of consolidated structured entities (Note 2)	39,647,315	38,109,053
Others	966,772,921	1,062,929,921
Total	123,280,311,687	112,290,341,815

Note 1: As at 30 June 2023, dividends payable included distribution to holders of perpetual subordinated bonds of RMB660,600,000 (31 December 2022: RMB294,600,000). As at 30 June 2023, dividends payable to ordinary shareholders was RMB868,906,236.

Note 2: For each reporting period, the consolidation scope of structured entities varies due to the addition of structured entities which meet the consolidation criteria or due to the liquidation of the consolidated structured entities or changes in the Group's interests therein.

41. LONG-TERM DEBT SECURITIES ISSUED

	Notes	As at 30 June 2023	As at 31 December 2022
Due within one year			
– Corporate bonds	(a)	44,493,337,287	52,311,520,013
– MTNs	(b)	10,833,777,814	10,442,087,259
– Subordinated bonds	(c)	4,003,033,103	1,018,796,919
Subtotal		59,330,148,204	63,772,404,191
Due after one year			
– Corporate bonds	(a)	43,691,421,871	49,216,013,414
– MTNs	(b)	21,499,615,648	19,085,790,325
– Subordinated bonds	(c)	16,509,425,369	17,527,181,193
Subtotal		81,700,462,888	85,828,984,932
Accrued interests:			
– Corporate bonds	(a)	1,598,904,825	1,747,857,316
– MTNs	(b)	339,240,913	213,506,700
– Subordinated bonds	(c)	308,705,110	421,212,323
Subtotal		2,246,850,848	2,382,576,339
Total		143,277,461,940	151,983,965,462
Fair value		143,610,519,633	151,599,741,440

Notes to the Condensed Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

41. LONG-TERM DEBT SECURITIES ISSUED (continued)

(a) Corporate bonds:

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at			Book value as at 30 June 2023
						1 January 2023	Increase	Decrease	
20 CICC F1 (ii)	26/02/2020	26/02/2025	Annually	4,000,000,000	3.20%	4,108,010,959	19,989,041	(4,128,000,000)	-
20 CICC G1 (iii)	03/04/2020	03/04/2026	Annually	1,500,000,000	2.89%	1,532,304,658	11,045,342	(1,543,350,000)	-
20 CICC G2 (iv)	03/04/2020	03/04/2027	Annually	1,000,000,000	3.25%	1,024,219,178	16,095,030	(32,500,000)	1,007,814,208
20 CICC G3 (v)	06/05/2020	06/05/2026	Annually	3,300,000,000	2.37%	3,351,211,479	26,998,521	(3,378,210,000)	-
20 CICC G4 (vi)	06/05/2020	06/05/2027	Annually	700,000,000	2.88%	713,200,658	9,988,851	(20,160,000)	703,029,509
20 CICC F2 (vii)	28/05/2020	28/05/2025	Annually	3,000,000,000	2.95%	3,052,615,069	35,884,931	(3,088,500,000)	-
20 CICC G5 (viii)	22/06/2020	22/06/2026	Annually	1,500,000,000	3.10%	1,524,460,274	22,039,726	(1,546,500,000)	-
20 CICC F3 (ix)	24/07/2020	24/07/2025	Annually	3,000,000,000	3.80%	3,049,972,603	56,531,502	-	3,106,504,105
20 CICC 07 (x)	10/09/2020	10/09/2025	Annually	5,000,000,000	3.78%	5,057,994,520	93,723,288	-	5,151,717,808
20 CICC 09 (xi)	23/09/2020	23/09/2025	Annually	5,000,000,000	3.80%	5,051,534,247	94,219,178	-	5,145,753,425
20 CICC 12 (xiii)	19/10/2020	19/10/2025	Annually	2,500,000,000	3.74%	2,518,700,000	46,365,753	-	2,565,065,753
20 CICC 14 (xv)	28/10/2020	28/10/2025	Annually	3,000,000,000	3.68%	3,019,357,808	54,746,301	-	3,074,104,109
20 CICC F5 (xvii)	14/12/2020	14/12/2025	Annually	2,500,000,000	4.09%	2,504,762,329	50,704,795	-	2,555,467,124
21 CICC F1 (xviii)	18/01/2021	18/01/2024	Annually	2,500,000,000	3.55%	2,584,373,288	4,376,712	(2,588,750,000)	-
21 CICC F2 (xix)	18/01/2021	18/01/2026	Annually	2,500,000,000	3.75%	2,589,126,712	46,489,726	(93,750,000)	2,541,866,438
21 CICC F3 (xx)	04/03/2021	04/03/2024	Annually	1,500,000,000	3.60%	1,544,679,452	9,320,548	(1,554,000,000)	-
21 CICC F4 (xxi)	04/03/2021	04/03/2026	Annually	2,000,000,000	3.82%	2,063,213,151	37,818,543	(76,400,000)	2,024,631,694
21 CICC G1 (xxii)	16/03/2021	16/03/2026	Annually	2,000,000,000	3.58%	2,056,887,671	35,448,941	(71,600,000)	2,020,736,612
21 CICC G2	16/03/2021	16/03/2031	Annually	2,000,000,000	4.10%	2,065,150,685	40,597,949	(82,000,000)	2,023,748,634
21 CICC G3 (xxiii)	25/03/2021	25/03/2026	Annually	1,500,000,000	3.51%	1,540,533,288	26,070,401	(52,650,000)	1,513,953,689
21 CICC G4	25/03/2021	25/03/2031	Annually	2,500,000,000	4.07%	2,578,333,562	50,382,968	(101,750,000)	2,526,966,530
21 CICC F5 (xxiv)	13/04/2021	13/04/2024	Annually	1,000,000,000	3.43%	1,024,620,822	9,679,178	(1,034,300,000)	-
21 CICC F6 (xxv)	13/04/2021	13/04/2026	Annually	3,500,000,000	3.70%	3,592,956,164	64,142,196	(129,500,000)	3,527,598,360
21 CICC G5 (xxvi)	16/08/2021	16/08/2026	Annually	1,000,000,000	3.04%	1,011,410,411	15,075,069	-	1,026,485,480
21 CICC G6 (xxvii)	16/08/2021	16/08/2028	Annually	1,500,000,000	3.39%	1,519,086,164	25,216,027	-	1,544,302,191
21 CICC G7	08/12/2021	08/12/2024	Annually	2,500,000,000	2.97%	2,504,678,767	36,819,868	-	2,541,498,635
21 CICC G8	08/12/2021	08/12/2031	Annually	1,000,000,000	3.68%	1,002,318,904	18,248,767	-	1,020,567,671
22 CICC G1 (xxviii)	29/11/2022	29/11/2027	Annually	2,500,000,000	2.94%	2,506,443,835	36,447,945	-	2,542,891,780
22 CICC G2	29/11/2022	29/11/2032	Annually	2,000,000,000	3.52%	2,006,172,054	34,910,685	-	2,041,082,739
22 CICC G3 (xxix)	16/12/2022	16/12/2025	Annually	1,000,000,000	3.36%	1,001,380,822	16,661,918	-	1,018,042,740
23 CICC G1 (xl)	17/01/2023	17/01/2026	Annually	1,000,000,000	3.00%	-	1,013,479,452	-	1,013,479,452
23 CICC G2 (xli)	17/01/2023	17/01/2028	Annually	3,000,000,000	3.18%	-	3,042,864,658	-	3,042,864,658
23 CICC G3 (xlii)	06/06/2023	06/06/2028	Annually	5,000,000,000	2.87%	-	5,009,409,836	-	5,009,409,836

41. LONG-TERM DEBT SECURITIES ISSUED *(continued)*

(a) Corporate bonds: *(continued)*

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2023	Increase	Decrease	Book value as at 30 June 2023
20 CICC WMS G1 (xxxix)	16/01/2020	16/01/2025	Annually	2,000,000,000	3.44%	2,064,960,293	3,937,292	(2,068,897,585)	-
20 CICC WMS F1 (xxxvii)	09/04/2020	09/04/2025	Annually	3,000,000,000	3.17%	3,068,226,259	27,019,736	(3,095,245,995)	-
20 CICC WMS F2	28/07/2020	28/07/2023	Annually	2,000,000,000	3.80%	2,032,315,136	38,014,662	-	2,070,329,798
20 CICC WMS G2 (xxxviii)	21/10/2020	21/10/2025	Annually	2,000,000,000	3.77%	2,013,913,624	37,554,587	-	2,051,468,211
20 CICC WMS G3	21/10/2020	21/10/2025	Annually	1,000,000,000	4.20%	1,007,802,912	20,909,719	-	1,028,712,631
20 CICC WMS G5 (xxxiv)	24/11/2020	24/11/2025	Annually	1,000,000,000	3.98%	1,003,688,209	19,811,771	-	1,023,499,980
20 CICC WMS G6 (xxxv)	15/12/2020	15/12/2025	Annually	1,000,000,000	3.85%	1,001,329,857	19,166,949	-	1,020,496,806
21 CICC WMS G1 (xxxvi)	26/03/2021	26/03/2024	Annually	2,000,000,000	3.44%	2,051,730,271	17,167,314	(2,068,897,585)	-
21 CICC WMS G2 (xxxvii)	26/03/2021	26/03/2026	Annually	3,000,000,000	3.65%	3,083,262,169	55,678,780	(112,335,354)	3,026,605,595
21 CICC WMS G3 (xxxviii)	22/04/2021	22/04/2026	Annually	3,000,000,000	3.55%	3,073,052,988	54,150,357	(109,335,212)	3,017,868,133
21 CICC WMS G4	22/04/2021	22/04/2026	Annually	2,000,000,000	3.84%	2,051,449,139	38,374,037	(76,803,623)	2,013,019,553
21 CICC WMS G5 (xxxix)	09/12/2021	09/12/2026	Annually	3,000,000,000	3.06%	3,004,539,314	46,511,446	(2,830,189)	3,048,220,571
22 CICC WMS G1	08/03/2022	08/03/2025	Annually	1,500,000,000	3.07%	1,537,115,285	23,577,617	(47,438,965)	1,513,253,937
22 CICC WMS G2	08/03/2022	08/03/2027	Annually	500,000,000	3.49%	514,074,684	8,785,827	(17,913,087)	504,947,424
22 CICC WMS G3	18/07/2022	18/07/2025	Annually	2,000,000,000	2.83%	2,025,306,358	28,179,388	-	2,053,485,746
22 CICC WMS G4	18/07/2022	18/07/2027	Annually	1,000,000,000	3.20%	1,014,324,586	15,900,953	-	1,030,225,539
22 CICC WMS G5	29/08/2022	29/08/2025	Annually	1,500,000,000	2.69%	1,513,356,755	20,093,198	-	1,533,449,953
22 CICC WMS G6	29/08/2022	29/08/2027	Annually	1,500,000,000	3.06%	1,515,233,370	22,810,132	-	1,538,043,502
23 CICC WMS G1	13/04/2023	13/04/2026	Annually	1,500,000,000	3.02%	-	1,509,832,959	(28,302)	1,509,804,657
23 CICC WMS G2	13/04/2023	13/04/2028	Annually	1,500,000,000	3.28%	-	1,510,677,069	(28,302)	1,510,648,767
Total						103,275,390,743	13,629,947,439	(27,121,674,199)	89,783,663,983

Notes to the Condensed Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

41. LONG-TERM DEBT SECURITIES ISSUED (continued)

(a) Corporate bonds: (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at		Increase	Decrease	Book value as at 31 December 2022
						1 January 2022				
17 CICC 03	08/05/2017	08/05/2022	Annually	1,000,000,000	5.19%	1,030,720,703	39,768,793	(1,070,489,496)	-	-
19 CICC 04 (i)	21/11/2019	21/11/2025	Annually	1,500,000,000	3.52%	1,505,930,959	46,869,041	(1,552,800,000)	-	-
20 CICC F1 (ii)	26/02/2020	26/02/2025	Annually	4,000,000,000	3.20%	4,108,361,644	127,649,315	(128,000,000)	4,108,010,959	
20 CICC G1 (iii)	03/04/2020	03/04/2026	Annually	1,500,000,000	2.89%	1,532,304,658	43,350,000	(43,350,000)	1,532,304,658	
20 CICC G2 (iv)	03/04/2020	03/04/2027	Annually	1,000,000,000	3.25%	1,024,219,178	32,500,000	(32,500,000)	1,024,219,178	
20 CICC G3 (v)	06/05/2020	06/05/2026	Annually	3,300,000,000	2.37%	3,351,211,479	78,210,000	(78,210,000)	3,351,211,479	
20 CICC G4 (vi)	06/05/2020	06/05/2027	Annually	700,000,000	2.88%	713,200,658	20,160,000	(20,160,000)	713,200,658	
20 CICC F2 (vii)	28/05/2020	28/05/2025	Annually	3,000,000,000	2.95%	3,052,615,069	88,500,000	(88,500,000)	3,052,615,069	
20 CICC G5 (viii)	22/06/2020	22/06/2026	Annually	1,500,000,000	3.10%	1,524,460,274	46,500,000	(46,500,000)	1,524,460,274	
20 CICC F3 (ix)	24/07/2020	24/07/2025	Annually	3,000,000,000	3.80%	3,049,972,603	114,000,000	(114,000,000)	3,049,972,603	
20 CICC 07 (x)	10/09/2020	10/09/2025	Annually	5,000,000,000	3.78%	5,057,476,712	189,517,808	(189,000,000)	5,057,994,520	
20 CICC 09 (xi)	23/09/2020	23/09/2025	Annually	5,000,000,000	3.80%	5,051,013,699	190,520,548	(190,000,000)	5,051,534,247	
20 CICC 11 (xii)	19/10/2020	19/10/2023	Annually	2,500,000,000	3.50%	2,517,500,000	70,000,000	(2,587,500,000)	-	
20 CICC 12 (xiii)	19/10/2020	19/10/2025	Annually	2,500,000,000	3.74%	2,518,700,000	93,500,000	(93,500,000)	2,518,700,000	
20 CICC 13 (xiv)	28/10/2020	28/10/2023	Annually	2,000,000,000	3.48%	2,012,203,836	57,396,164	(2,069,600,000)	-	
20 CICC 14 (xv)	28/10/2020	28/10/2025	Annually	3,000,000,000	3.68%	3,019,357,808	110,400,000	(110,400,000)	3,019,357,808	
20 CICC F4 (xvi)	14/12/2020	14/12/2023	Annually	2,500,000,000	3.85%	2,504,482,877	91,767,123	(2,596,250,000)	-	
20 CICC F5 (xvii)	14/12/2020	14/12/2025	Annually	2,500,000,000	4.09%	2,504,762,329	102,250,000	(102,250,000)	2,504,762,329	
21 CICC F1 (xviii)	18/01/2021	18/01/2024	Annually	2,500,000,000	3.55%	2,584,373,288	88,750,000	(88,750,000)	2,584,373,288	
21 CICC F2 (xix)	18/01/2021	18/01/2026	Annually	2,500,000,000	3.75%	2,589,126,712	93,750,000	(93,750,000)	2,589,126,712	
21 CICC F3 (xx)	04/03/2021	04/03/2024	Annually	1,500,000,000	3.60%	1,544,679,452	54,000,000	(54,000,000)	1,544,679,452	
21 CICC F4 (xxi)	04/03/2021	04/03/2026	Annually	2,000,000,000	3.82%	2,063,213,151	76,400,000	(76,400,000)	2,063,213,151	
21 CICC G1 (xxii)	16/03/2021	16/03/2026	Annually	2,000,000,000	3.58%	2,056,887,671	71,600,000	(71,600,000)	2,056,887,671	
21 CICC G2	16/03/2021	16/03/2031	Annually	2,000,000,000	4.10%	2,065,150,685	82,000,000	(82,000,000)	2,065,150,685	
21 CICC G3 (xxiii)	25/03/2021	25/03/2026	Annually	1,500,000,000	3.51%	1,540,533,288	52,650,000	(52,650,000)	1,540,533,288	
21 CICC G4	25/03/2021	25/03/2031	Annually	2,500,000,000	4.07%	2,578,333,562	101,750,000	(101,750,000)	2,578,333,562	
21 CICC F5 (xxiv)	13/04/2021	13/04/2024	Annually	1,000,000,000	3.43%	1,024,620,822	34,300,000	(34,300,000)	1,024,620,822	
21 CICC F6 (xxv)	13/04/2021	13/04/2026	Annually	3,500,000,000	3.70%	3,592,601,370	129,854,794	(129,500,000)	3,592,956,164	
21 CICC G5 (xxvi)	16/08/2021	16/08/2026	Annually	1,000,000,000	3.04%	1,011,410,411	30,400,000	(30,400,000)	1,011,410,411	
21 CICC G6 (xxvii)	16/08/2021	16/08/2028	Annually	1,500,000,000	3.39%	1,519,086,164	50,850,000	(50,850,000)	1,519,086,164	
21 CICC G7	08/12/2021	08/12/2024	Annually	2,500,000,000	2.97%	2,504,678,767	74,250,000	(74,250,000)	2,504,678,767	

41. LONG-TERM DEBT SECURITIES ISSUED (continued)

(a) Corporate bonds: (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at		Decrease	Book value as at 31 December 2022
						1 January 2022	Increase		
21 CICC G8	08/12/2021	08/12/2031	Annually	1,000,000,000	3.68%	1,002,318,904	36,800,000	(36,800,000)	1,002,318,904
22 CICC G1 (xxviii)	29/11/2022	29/11/2027	Annually	2,500,000,000	2.94%	–	2,506,443,835	–	2,506,443,835
22 CICC G2	29/11/2022	29/11/2032	Annually	2,000,000,000	3.52%	–	2,006,172,054	–	2,006,172,054
22 CICC G3 (xxix)	16/12/2022	16/12/2025	Annually	1,000,000,000	3.36%	–	1,001,380,822	–	1,001,380,822
17 CISC F2	18/07/2017	18/07/2022	Annually	1,000,000,000	5.10%	1,023,334,247	27,665,753	(1,051,000,000)	–
19 CISC 01	22/04/2019	22/04/2022	Annually	2,000,000,000	4.22%	2,058,692,682	25,707,318	(2,084,400,000)	–
19 CICC WMS 01 (xxx)	16/10/2019	16/10/2024	Annually	3,000,000,000	3.58%	3,020,468,577	86,931,423	(3,107,400,000)	–
20 CICC WMS G1 (xxxi)	16/01/2020	16/01/2025	Annually	2,000,000,000	3.44%	2,064,489,835	69,273,703	(68,803,245)	2,064,960,293
20 CICC WMS F1 (xxxii)	09/04/2020	09/04/2025	Annually	3,000,000,000	3.17%	3,067,665,617	95,660,642	(95,100,000)	3,068,226,259
20 CICC WMS F2	28/07/2020	28/07/2023	Annually	2,000,000,000	3.80%	2,031,676,085	76,639,051	(76,000,000)	2,032,315,136
20 CICC WMS G2 (xxxiii)	21/10/2020	21/10/2025	Annually	2,000,000,000	3.77%	2,013,595,069	75,718,555	(75,400,000)	2,013,913,624
20 CICC WMS G3	21/10/2020	21/10/2025	Annually	1,000,000,000	4.20%	1,007,644,244	42,158,668	(42,000,000)	1,007,802,912
20 CICC WMS G5 (xxxiv)	24/11/2020	24/11/2025	Annually	1,000,000,000	3.98%	1,003,542,799	39,945,410	(39,800,000)	1,003,688,209
20 CICC WMS G6 (xxxv)	15/12/2020	15/12/2025	Annually	1,000,000,000	3.85%	1,001,184,587	38,645,270	(38,500,000)	1,001,329,857
21 CICC WMS G1 (xxxvi)	26/03/2021	26/03/2024	Annually	2,000,000,000	3.44%	2,050,763,623	69,766,648	(68,800,000)	2,051,730,271
21 CICC WMS G2 (xxxvii)	26/03/2021	26/03/2026	Annually	3,000,000,000	3.65%	3,082,964,938	109,797,231	(109,500,000)	3,083,262,169
21 CICC WMS G3 (xxxviii)	22/04/2021	22/04/2026	Annually	3,000,000,000	3.55%	3,072,756,153	106,796,835	(106,500,000)	3,073,052,988
21 CICC WMS G4	22/04/2021	22/04/2026	Annually	2,000,000,000	3.84%	2,050,893,827	77,355,312	(76,800,000)	2,051,449,139
21 CICC WMS G5 (xxxix)	09/12/2021	09/12/2026	Annually	3,000,000,000	3.06%	3,004,246,228	92,093,086	(91,800,000)	3,004,539,314
22 CICC WMS G1	08/03/2022	08/03/2025	Annually	1,500,000,000	3.07%	–	1,537,921,889	(806,604)	1,537,115,285
22 CICC WMS G2	08/03/2022	08/03/2027	Annually	500,000,000	3.49%	–	514,343,552	(268,868)	514,074,684
22 CICC WMS G3	18/07/2022	18/07/2025	Annually	2,000,000,000	2.83%	–	2,025,998,182	(691,824)	2,025,306,358
22 CICC WMS G4	18/07/2022	18/07/2027	Annually	1,000,000,000	3.20%	–	1,014,670,498	(345,912)	1,014,324,586
22 CICC WMS G5	29/08/2022	29/08/2025	Annually	1,500,000,000	2.69%	–	1,513,875,623	(518,868)	1,513,356,755
22 CICC WMS G6	29/08/2022	29/08/2027	Annually	1,500,000,000	3.06%	–	1,515,752,238	(518,868)	1,515,233,370
Total						105,309,427,244	17,190,927,184	(19,224,963,685)	103,275,390,743

41. LONG-TERM DEBT SECURITIES ISSUED *(continued)*

(a) Corporate bonds: *(continued)*

- (i) As the investor exercised the put option of fully redemption, the Company repaid the principal and the corresponding interest on 21 November 2022.
- (ii) The Company has an option to adjust the nominal interest rate on 26 February 2023, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 30 January 2023, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 27 February 2023.
- (iii) The Company has an option to adjust the nominal interest rate on 3 April 2023, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 6 March 2023, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 3 April 2023.
- (iv) The Company has an option to adjust the nominal interest rate on 3 April 2025 and an obligation to redeem the bonds when requested by the investors accordingly.
- (v) The Company has an option to adjust the nominal interest rate on 6 May 2023, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 4 April 2023, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 8 May 2023.
- (vi) The Company has an option to adjust the nominal interest rate on 6 May 2025 and an obligation to redeem the bonds when requested by the investors accordingly.
- (vii) The Company has an option to adjust the nominal interest rate on 28 May 2023, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 26 April 2023, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 29 May 2023.
- (viii) The Company has an option to adjust the nominal interest rate on 22 June 2023, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 25 May 2023, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 26 June 2023.

41. LONG-TERM DEBT SECURITIES ISSUED *(continued)*

(a) Corporate bonds: *(continued)*

- (ix) The Company has an option to adjust the nominal interest rate on 24 July 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (x) The Company has an option to adjust the nominal interest rate on 10 September 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xi) The Company has an option to adjust the nominal interest rate on 23 September 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xii) As the investor exercised the put option of fully redemption, the Company repaid the principal and the corresponding interest on 19 October 2022.
- (xiii) The Company has an option to adjust the nominal interest rate on 19 October 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xiv) As the investor exercised the put option of fully redemption, the Company repaid the principal and the corresponding interest on 28 October 2022.
- (xv) The Company has an option to adjust the nominal interest rate on 28 October 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xvi) As the investor exercised the put option of fully redemption, the Company repaid the principal and the corresponding interest on 14 December 2022.
- (xvii) The Company has an option to adjust the nominal interest rate on 14 December 2023 and an obligation to redeem the bonds when requested by the investors accordingly.

41. LONG-TERM DEBT SECURITIES ISSUED *(continued)*

(a) Corporate bonds: *(continued)*

- (xviii) The Company has an option to adjust the nominal interest rate on 18 January 2023, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 20 December 2022, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 18 January 2023.
- (xix) The Company has an option to adjust the nominal interest rate on 18 January 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xx) The Company has an option to adjust the nominal interest rate on 4 March 2023, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 6 February 2023, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 6 March 2023.
- (xxi) The Company has an option to adjust the nominal interest rate on 4 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxii) The Company has an option to adjust the nominal interest rate on 16 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxiii) The Company has an option to adjust the nominal interest rate on 25 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxiv) The Company has an option to adjust the nominal interest rate on 13 April 2023, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 15 March 2023, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 13 April 2023.
- (xxv) The Company has an option to adjust the nominal interest rate on 13 April 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxvi) The Company has an option to adjust the nominal interest rate on 16 August 2024 and an obligation to redeem the bonds when requested by the investors accordingly.

41. LONG-TERM DEBT SECURITIES ISSUED *(continued)*

(a) Corporate bonds: *(continued)*

- (xxvii) The Company has an option to adjust the nominal interest rate on 16 August 2026 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxviii) The Company has an option to adjust the nominal interest rate on 29 November 2025 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxix) The Company has an option to adjust the nominal interest rate on 16 December 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxx) As CICC Wealth Management exercised redemption option, CICC Wealth Management redeemed the bonds on 17 October 2022.
- (xxxi) CICC Wealth Management has an option to redeem the bonds on 16 January 2023. If the redemption option is not exercised, CICC Wealth Management will have an option to adjust the nominal interest rate and an obligation to redeem the bonds when requested by the investors accordingly. CICC Wealth Management redeemed the bonds on 16 January 2023.
- (xxxii) CICC Wealth Management has an option to adjust the nominal interest rate on 9 April 2023, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After CICC Wealth Management announced the adjustment of the nominal interest rate on 10 March 2023, the investor exercised the put option, resulting in a full redemption of the bonds. CICC Wealth Management repaid the principal and the corresponding interest on 10 April 2023.
- (xxxiii) CICC Wealth Management has an option to adjust the nominal interest rate on 21 October 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxxiv) CICC Wealth Management has an option to adjust the nominal interest rate on 24 November 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxxv) CICC Wealth Management has an option to adjust the nominal interest rate on 15 December 2023 and an obligation to redeem the bonds when requested by the investors accordingly.

41. LONG-TERM DEBT SECURITIES ISSUED *(continued)*

(a) Corporate bonds: *(continued)*

(xxxvi) CICC Wealth Management has an option to adjust the nominal interest rate on 26 March 2023, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After CICC Wealth Management announced the adjustment of the nominal interest rate on 27 February 2023, the investor exercised the put option, resulting in a full redemption of the bonds. CICC Wealth Management repaid the principal and the corresponding interest on 27 March 2023.

(xxxvii) CICC Wealth Management has an option to adjust the nominal interest rate on 26 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.

(xxxviii) CICC Wealth Management has an option to adjust the nominal interest rate on 22 April 2024 and an obligation to redeem the bonds when requested by the investors accordingly.

(xxxix) CICC Wealth Management has an option to adjust the nominal interest rate on 9 December 2024 and an obligation to redeem the bonds when requested by the investors accordingly.

(xl) The Company has an option to adjust the nominal interest rate on 17 January 2025 and an obligation to redeem the bonds when requested by the investors accordingly.

(xli) The Company has an option to adjust the nominal interest rate on 17 January 2026 and an obligation to redeem the bonds when requested by the investors accordingly.

(xlii) The Company has an option to adjust the nominal interest rate on 6 June 2026 and an obligation to redeem the bonds when requested by the investors accordingly.

41. LONG-TERM DEBT SECURITIES ISSUED (continued)**(b) MTNs:**

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2023	Increase	Decrease	Book value as at 30 June 2023
					3M LIBOR plus				
MTN	18/02/2020	18/02/2023	Quarterly	USD1,000 million	0.90%	7,011,174,157	53,613,347	(7,064,787,504)	-
MTN	10/08/2020	10/08/2023	Semi-annually	USD500 million	1.75%	3,502,673,245	164,630,463	(29,708,438)	3,637,595,270
MTN	26/01/2021	26/01/2024	Semi-annually	USD1,000 million	1.625%	7,007,124,402	320,095,816	(54,985,125)	7,272,235,093
MTN	26/01/2021	26/01/2026	Semi-annually	USD500 million	2.00%	3,506,173,593	166,659,596	(33,837,000)	3,638,996,189
MTN	21/03/2022	21/03/2025	Semi-annually	USD600 million	2.875%	4,188,030,316	222,123,903	(59,248,575)	4,350,905,644
MTN	22/11/2022	22/11/2025	Semi-annually	USD650 million	5.42%	4,526,208,571	234,965,013	(123,932,094)	4,637,241,490
MTN	01/03/2023	01/03/2026	Semi-annually	USD1,200 million	5.493%	-	9,135,660,689	-	9,135,660,689
Total						29,741,384,284	10,297,748,827	(7,366,498,736)	32,672,634,375

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2022	Increase	Decrease	Book value as at 31 December 2022
					3M LIBOR plus				
MTN	03/05/2019	03/05/2022	Quarterly	USD700 million	1.175%	4,469,976,363	158,796,849	(4,628,773,212)	-
MTN	03/05/2019	03/05/2022	Semi-annually	USD300 million	3.375%	1,921,749,977	81,590,801	(2,003,340,778)	-
					3M LIBOR plus				
MTN	18/02/2020	18/02/2023	Quarterly	USD1,000 million	0.90%	6,376,848,366	785,600,768	(151,274,977)	7,011,174,157
MTN	10/08/2020	10/08/2023	Semi-annually	USD500 million	1.75%	3,200,440,688	359,637,370	(57,404,813)	3,502,673,245
MTN	26/01/2021	26/01/2024	Semi-annually	USD1,000 million	1.625%	6,406,973,741	706,416,724	(106,266,063)	7,007,124,402
MTN	26/01/2021	26/01/2026	Semi-annually	USD500 million	2.00%	3,207,035,677	364,532,416	(65,394,500)	3,506,173,593
MTN	21/03/2022	21/03/2025	Semi-annually	USD600 million	2.875%	-	4,248,005,116	(59,974,800)	4,188,030,316
MTN	22/11/2022	22/11/2025	Semi-annually	USD650 million	5.42%	-	4,685,617,540	(159,408,969)	4,526,208,571
Total						25,583,024,812	11,390,197,584	(7,231,838,112)	29,741,384,284

(i) The maturity date of floating-rate MTN is the interest payment date falling on or nearest to the date listed above.

41. LONG-TERM DEBT SECURITIES ISSUED (continued)**(c) Subordinated bonds:**

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2023			Book value as at 30 June 2023	
						2023	Increase	Decrease	2023	
18 CICC C1	20/04/2018	20/04/2023	Annually	1,000,000,000	5.30%	1,036,236,281	35,560,638	(1,071,796,919)	-	
19 CICC C3	14/10/2019	14/10/2024	Annually	1,500,000,000	4.09%	1,513,110,411	30,422,874	-	1,543,533,285	
19 CICC C4	11/11/2019	11/11/2024	Annually	1,500,000,000	4.12%	1,508,465,753	30,646,027	-	1,539,111,780	
19 CICC C5	05/12/2019	05/12/2024	Annually	2,000,000,000	4.20%	2,005,983,562	41,654,795	-	2,047,638,357	
20 CICC C1	17/02/2020	17/02/2025	Annually	1,500,000,000	3.85%	1,550,155,479	28,637,671	(57,750,000)	1,521,043,150	
21 CICC C1	08/02/2021	08/02/2024	Annually	1,000,000,000	3.90%	1,038,593,318	19,500,525	(43,112,714)	1,014,981,129	
21 CICC C2	08/02/2021	08/02/2026	Annually	1,000,000,000	4.49%	1,048,300,080	21,619,264	(44,900,000)	1,025,019,344	
20 CICC WMS C1	17/04/2020	17/04/2025	Annually	2,000,000,000	3.80%	2,052,837,833	37,921,458	(76,003,585)	2,014,755,706	
21 CICC WMS C1	09/03/2021	09/03/2024	Annually	1,000,000,000	3.98%	1,032,069,865	19,915,089	(39,801,877)	1,012,183,077	
21 CICC WMS C2	09/03/2021	09/03/2026	Annually	1,000,000,000	4.58%	1,036,704,882	22,816,023	(45,802,160)	1,013,718,745	
21 CICC WMS C3	09/04/2021	09/04/2024	Annually	2,000,000,000	3.94%	2,057,188,895	40,637,051	(80,690,509)	2,017,135,437	
21 CICC WMS C4	09/04/2021	09/04/2026	Annually	1,000,000,000	4.50%	1,032,565,566	22,763,088	(45,945,519)	1,009,383,135	
22 CICC WMS C1	24/03/2022	24/03/2025	Annually	1,500,000,000	3.50%	1,540,120,537	26,164,027	(52,502,476)	1,513,782,088	
22 CICC WMS C2	24/03/2022	24/03/2027	Annually	500,000,000	3.89%	514,857,973	9,670,471	(19,450,917)	505,077,527	
23 CICC WMS C1	13/02/2023	13/02/2026	Annually	2,500,000,000	3.80%	-	2,535,964,978	(47,170)	2,535,917,808	
23 CICC WMS C2	13/02/2023	13/02/2028	Annually	500,000,000	4.17%	-	507,892,448	(9,434)	507,883,014	
Total						18,967,190,435	3,431,786,427	(1,577,813,280)	20,821,163,582	

41. LONG-TERM DEBT SECURITIES ISSUED (continued)**(c) Subordinated bonds:** (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at		Book value as at	
						1 January 2022	Increase	Decrease	31 December 2022
17 CICC C1	22/05/2017	22/05/2022	Annually	600,000,000	5.39%	618,319,699	25,597,447	(643,917,146)	-
17 CICC C2	24/07/2017	24/07/2022	Annually	1,500,000,000	4.98%	1,528,932,820	68,186,690	(1,597,119,510)	-
17 CICC C3	16/11/2017	16/11/2022	Annually	1,500,000,000	5.50%	1,496,418,005	113,486,622	(1,609,904,627)	-
18 CICC C1	20/04/2018	20/04/2023	Annually	1,000,000,000	5.30%	1,044,136,555	53,615,431	(61,515,705)	1,036,236,281
19 CICC C1	19/04/2019	19/04/2022	Annually	1,500,000,000	4.20%	1,544,358,904	18,641,096	(1,563,000,000)	-
19 CICC C3	14/10/2019	14/10/2024	Annually	1,500,000,000	4.09%	1,513,110,411	61,350,000	(61,350,000)	1,513,110,411
19 CICC C4	11/11/2019	11/11/2024	Annually	1,500,000,000	4.12%	1,508,465,753	61,800,000	(61,800,000)	1,508,465,753
19 CICC C5	05/12/2019	05/12/2024	Annually	2,000,000,000	4.20%	2,005,983,562	84,000,000	(84,000,000)	2,005,983,562
20 CICC C1	17/02/2020	17/02/2025	Annually	1,500,000,000	3.85%	1,550,155,479	57,750,000	(57,750,000)	1,550,155,479
21 CICC C1	08/02/2021	08/02/2024	Annually	1,000,000,000	3.90%	1,042,432,613	35,806,474	(39,645,769)	1,038,593,318
21 CICC C2	08/02/2021	08/02/2026	Annually	1,000,000,000	4.49%	1,053,681,347	41,905,129	(47,286,396)	1,048,300,080
17 CISC 02	23/02/2017	23/02/2022	Annually	1,800,000,000	5.00%	1,876,820,331	13,268,820	(1,890,089,151)	-
19 CISC C1	25/04/2019	25/04/2022	Annually	3,000,000,000	4.50%	3,092,460,087	42,539,913	(3,135,000,000)	-
20 CICC WMS C1	17/04/2020	17/04/2025	Annually	2,000,000,000	3.80%	2,052,390,656	76,447,177	(76,000,000)	2,052,837,833
21 CICC WMS C1	09/03/2021	09/03/2024	Annually	1,000,000,000	3.98%	1,031,726,681	40,145,061	(39,801,877)	1,032,069,865
21 CICC WMS C2	09/03/2021	09/03/2026	Annually	1,000,000,000	4.58%	1,036,508,737	45,998,305	(45,802,160)	1,036,704,882
21 CICC WMS C3	09/04/2021	09/04/2024	Annually	2,000,000,000	3.94%	2,056,846,818	79,142,077	(78,800,000)	2,057,188,895
21 CICC WMS C4	09/04/2021	09/04/2026	Annually	1,000,000,000	4.50%	1,032,467,754	45,097,812	(45,000,000)	1,032,565,566
22 CICC WMS C1	24/03/2022	24/03/2025	Annually	1,500,000,000	3.50%	-	1,540,898,839	(778,302)	1,540,120,537
22 CICC WMS C2	24/03/2022	24/03/2027	Annually	500,000,000	3.89%	-	515,117,407	(259,434)	514,857,973
Total						27,085,216,212	3,020,794,300	(11,138,820,077)	18,967,190,435

42. CONTRACT LIABILITIES

	As at 30 June 2023	As at 31 December 2022
Advance fee and commission	478,463,847	407,792,261

43. CAPITAL, RESERVES AND DIVIDENDS

(a) Share capital

The Company's number of shares and nominal value are as follows:

	As at 30 June 2023	As at 31 December 2022
Ordinary shares of RMB1 each, issued and fully paid		
A shares	2,923,542,440	2,923,542,440
H shares	1,903,714,428	1,903,714,428
Total	4,827,256,868	4,827,256,868
Share capital		
A shares	2,923,542,440	2,923,542,440
H shares	1,903,714,428	1,903,714,428
Total	4,827,256,868	4,827,256,868

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares in issue confer identical rights in respect of the Company's residual assets.

43. CAPITAL, RESERVES AND DIVIDENDS *(continued)***(b) Reserves****(i) Capital reserve**

	As at 30 June 2023	As at 31 December 2022
Share premium (Note)	39,469,868,340	39,469,868,340
Others	45,348,374	45,348,374
Total	39,515,216,714	39,515,216,714

Note: The premium arising from the Company's share issuance (see Note 43(a)), net of expenses which met the capitalisation criteria and by underwriting fees arising from the issuance of perpetual subordinated bonds classified as equity instruments (see Note 44), was recorded in share premium.

(ii) Surplus reserve

The surplus reserve represents statutory surplus reserve. According to the Accounting Standards for Business Enterprises issued by the Ministry of Finance of the People's Republic of China ("MOF") and other relevant requirements, the Company is required to appropriate 10% of its net profit, after offsetting prior year's accumulated losses, to the statutory surplus reserve until the reserve balance reaches 50% of its registered capital. Subject to the approval of the shareholders, the statutory surplus reserve may be used to offset accumulated losses, or converted into capital of the Company provided that the balance of the statutory surplus reserve after such capitalisation is not less than 25% of the registered capital immediately before the capitalisation.

The Company makes the appropriation to surplus reserve at the end of each year.

43. CAPITAL, RESERVES AND DIVIDENDS *(continued)*

(b) Reserves *(continued)*

(iii) General reserves

General reserves include general risk reserve and trading risk reserve.

In accordance with the Financial Rules for Financial Enterprises (Order of the MOF No. 42) and the application guidance (Cai Jin [2007] No. 23) issued by the MOF, and the Guideline of Supervision of Annual Report of Securities Companies issued by the CSRC, the Company is required to appropriate an amount equivalent to 10% of the net profit to the general risk reserve.

In addition, the Company as the mutual fund custodian shall accrue general risk reserve at a proportion of no less than 2.5% of custodian fee income. The accrument could be suspended on condition that the ending balance of risk reserve reached 0.25% of the aggregate of net asset values of the mutual funds under custody at the end of last quarter.

In accordance with the Guideline of Supervision of Annual Report of Securities Companies issued by the CSRC, the Company is required to appropriate an amount equivalent to 10% of the net profit to the trading risk reserve.

In accordance with the Guidelines for the Large Collective Asset Management Business of Securities Companies on implementing the Guiding Opinions for Regulating the Asset Management Business of Financial Institutions, securities companies shall be analogically governed by relevant laws and requirements of mutual funds to manage and operate large collective products. Accordingly, the Company accrued general risk reserves for large collective asset management business in accordance with relevant regulations on mutual funds.

General reserves for the Company's subsidiaries are appropriated if relevant requirements are in place.

(iv) Investment revaluation reserve

The investment revaluation reserve mainly represents the fair value changes of financial assets at fair value through other comprehensive income ("FVTOCI").

(v) Foreign currency translation reserve

The foreign currency translation reserve comprises foreign exchange differences arising from translation of the financial statements of the Group entities from their respective reporting currencies to RMB.

43. CAPITAL, RESERVES AND DIVIDENDS *(continued)*

(b) Reserves *(continued)*

(vi) Other reserve

Other reserve represents the costs of hedging of the Group's hedges of net investments in foreign operations.

(c) Dividends

Upon the approval of the Annual General Meeting on 30 June 2023, the Company declared the payment of cash dividends for its 2022 profit distribution. The amount of cash dividends was RMB868,906,236, tax inclusive (or RMB1.80 for every ten shares, tax inclusive).

Upon the approval of the Annual General Meeting on 23 June 2022, the Company declared the payment of cash dividends for its 2021 profit distribution. The amount of cash dividends was RMB1,448,177,060, tax inclusive (or RMB3.00 for every ten shares, tax inclusive).

44. OTHER EQUITY INSTRUMENTS

At initial recognition, the Group classifies perpetual subordinated bonds issued as financial liabilities or equity instruments based on their contractual terms and their economic substance after considering the definition of financial liabilities and equity instruments.

Perpetual subordinated bonds issued that should be classified as equity instruments are recognised in equity at the actual amount received. Any distribution of dividends or interests during the instruments' duration is treated as profit distribution. When the perpetual subordinated bonds are redeemed pursuant to the contractual terms, the redemption price is charged to equity.

44. OTHER EQUITY INSTRUMENTS *(continued)*

Contractual terms related to the above perpetual subordinated bonds are as follows:

- The bonds bear interest at a fixed rate;
- The nominal interest rate of the first five interest-bearing years is determined by book building and remains unchanged. The nominal interest rate resets every five years since the sixth interest-bearing year;
- The Company has an option to defer interest payment, except in the event of mandatory interest payments, so that at each interest payment date, the issuer may choose to defer to the next interest payment date the payment for the interest for the current period as well as all interests and accreted interests as a result of exercising the interest payment deferral option. There is no limitation on number of times that the Company exercises the deferral option. Exercising the interest payment deferral option shall not be deemed as the issuer's failure to pay the interest in full as agreed. Mandatory interest payment events are limited to dividend distributions to ordinary shareholders and reductions of registered capital in the 12 months before the interest payment date.

The Company does not have any contractual obligation to deliver cash or other financial assets to redeem the above issued perpetual subordinated bonds. The redemption of the perpetual subordinated bonds is solely at the discretion of the Company.

- (a) The Company issued 20 CICC Y1 with an aggregate principal amount of RMB5.0 billion and the interest commencement date is 28 August 2020, with the nominal interest rate of 4.64%.
- (b) The Company issued 21 CICC Y1 with an aggregate principal amount of RMB1.5 billion and the interest commencement date is 29 January 2021, with the nominal interest rate of 4.68% and issued 21 CICC Y2 with an aggregate principal amount of RMB2.0 billion and the interest commencement date is 26 April 2021, with the nominal interest rate of 4.20%.
- (c) The Company issued 22 CICC Y1 with an aggregate principal amount of RMB3.9 billion and the interest commencement date is 13 January 2022, with the nominal interest rate of 3.60% and issued 22 CICC Y2 with an aggregate principal amount of RMB4.0 billion and the interest commencement date is 10 October 2022, with the nominal interest rate of 3.35%.

45. COMMITMENT

(a) Capital commitments

As at 30 June 2023 and 31 December 2022, the capital commitments contracted but not provided for in the condensed consolidated financial statements were as follows:

	As at 30 June 2023	As at 31 December 2022
Contracted, but not provided for	4,476,955,537	4,748,772,645

(b) Underwriting commitments

According to the relevant tendering documents, the underwriting commitments taken but not provided for at 30 June 2023 were RMB1,186,373,483 for the Group (31 December 2022: RMB nil).

46. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

(a) The controlling shareholder of the Company – Central Huijin Investment Ltd. (“Huijin”)

As at 30 June 2023 and 31 December 2022, Huijin owned 40.17% of the equity interest of the Company directly and indirectly.

Huijin does not carry out any other commercial business activities, nor does it interfere with the daily operations of the state-owned key financial enterprises it controls. The Group’s daily business transactions with Huijin and Huijin’s affiliates are conducted on normal commercial terms.

46. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (continued)**(a) The controlling shareholder of the Company – Central Huijin Investment Ltd. (“Huijin”)**

(continued)

(i) Related party transactions with Huijin and Huijin’s affiliates

	Six months ended 30 June	
	2023	2022
Brokerage commission income	8,303,777	7,860,176
Underwriting and sponsoring fees	92,195,927	13,064,776
Asset management fees	6,843,527	5,141,790
Investment advisory fees	119,059	–
Interest income	1,009,591,418	607,005,200
Net gains/(losses) from financial instruments at fair value through profit or loss	54,992,235	(298,389,611)
Net gains/(losses) from derivative financial instruments	114,984,546	(65,837,838)
Other income, net	108,128,949	42,187,460
Brokerage commission expenses	31,816,729	32,806,264
Underwriting and sponsoring expenses	–	557,250
Asset management expenses	10,004,201	15,512,239
Interest expenses	406,342,997	237,832,715
Depreciation and amortisation expenses	2,872,895	1,491,214
Other operating expenses and costs	8,176,371	1,797,240
(Reversal of)/provision for impairment losses under ECL model	(56,000)	56,000

46. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)***(a) The controlling shareholder of the Company – Central Huijin Investment Ltd. (“Huijin”)***(continued)***(ii) The balances of transactions with Huijin and Huijin’s affiliates**

	As at 30 June 2023	As at 31 December 2022
Right-of-use assets	11,997,420	14,870,314
Accounts receivable	566,850,638	773,576,853
Financial assets at fair value through other comprehensive income	10,433,703,092	10,670,507,867
Financial assets at fair value through profit or loss	9,111,090,886	10,355,449,141
Reverse REPOs	200,052,603	–
Refundable deposits	56,982,648	49,135,470
Derivative financial assets	1,013,298,575	735,881,955
Cash and bank balances (Note)	77,634,903,361	75,302,944,391
Other non-current assets	–	1,655,188
Other current assets	1,899,363	–
Financial liabilities at fair value through profit or loss	70,849,417	76,386,224
Derivative financial liabilities	816,129,121	749,968,830
Accounts payable to brokerage clients	125,134,786	6,624,108
Placements from financial institutions	9,388,252,141	13,562,299,014
REPOs	34,721,800,400	14,561,941,740
Long-term debt securities issued	3,329,091,752	1,661,883,806
Lease Liabilities	12,329,293	14,603,714
Other current liabilities	341,779,959	382,329,337

Note: Balances of deposits at Huijin’s affiliates include self-owned cash and bank balances and cash held on behalf of clients.

46. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)***(b) Related party transactions with key management personnel**

The key management personnel are those who have the authority and responsibility to plan, direct and control directly or indirectly, the activities of the Group, including members of the Board of Directors and the supervisory board, and other senior executives. Remuneration for key management personnel of the Group is as follows:

	Six months ended 30 June	
	2023	2022
Salaries, allowances and benefits in kind	15,175,325	16,176,999
Discretionary bonuses (Note)	–	–
Retirement scheme contributions	939,529	918,029
Total	16,114,854	17,095,028

Note: The discretionary bonuses of the Group's key management personnel for the six months ended 30 June 2023 and ended 30 June 2022 have not yet been finalised.

(c) Related party transactions with other shareholders holding 5% or more shares of the Company

Other shareholders holding 5% or more shares of the Company who had related party transactions with the Group are as follows:

Name	Relationship
Haier Group (Qingdao) Jinying Holding Co., Ltd.	Shareholders used to hold 5% or more shares of the Company during the reporting period

46. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)***(c) Related party transactions with other shareholders holding 5% or more shares of the Company** *(continued)***(i) Related party transactions with other shareholders holding 5% or more shares of the Company**

	Six months ended 30 June	
	2023	2022
Brokerage commission income	161,011	1,129,523
Investment advisory fees	34,705	–
Interest expenses	769	–

(ii) The balances of transactions with other shareholders holding 5% or more shares of the Company

	As at 30 June	As at 31 December
	2023	2022
Other current assets	–	4,363
Accounts payable to brokerage clients	832	23,536

46. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)***(d) Related party transactions with the Group's associates and joint ventures****(i) Related party transactions with associates and joint ventures and their affiliates**

	Six months ended 30 June	
	2023	2022
Brokerage commission income	43,647	6,476,108
Investment advisory fees	6,845,644	7,756,132
Interest income	4,207,719	2,170,016
Interest expenses	91,586	1,950
Other income, net	839,763	—
Other fee and commission income	3,642,541	—
Other operating expenses and costs	1,139,296	—
Provision for impairment losses under ECL model	11,420	—

(ii) The balances of transactions with associates and joint ventures and their affiliates

	As at 30 June	As at 31 December
	2023	2022
Accounts receivable	17,103,097	46,903,260
Financial assets at fair value through profit or loss	—	498,031,820
Other non-current assets	121,483,312	131,127,748
Accounts payable to brokerage clients	7,768,115	8,305
Other current liabilities	9,900,000	14,206,604

Note: In addition to the above transactions, for the six months ended 30 June 2023, the Group's transactions for the purchase of property and equipment, and intangible assets from joint ventures amounted to RMB36,304,139 (Six months ended June 30 2022: nil).

47. FAIR VALUE INFORMATION

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

- Level I: Fair value measured using only Level I inputs (i.e. unadjusted quoted prices in active markets for identical assets or liabilities) at the measurement date.
- Level II: Fair value measured using Level II inputs (i.e. observable inputs which are unqualified as Level I inputs), and no significant unobservable inputs. Unobservable inputs are the inputs for which market data are not available.
- Level III: Fair value measured using significant unobservable inputs.

If there is a reliable market quote for a financial instrument, the fair value of the financial instrument is measured based on quoted market price. If a reliable quoted market price is not available, the fair value of the financial instrument is estimated using valuation techniques. For the fair value of financial instruments categorised within Level II, the valuation techniques applied include discounted cash flow analysis and option pricing models. The significant observable inputs to the valuation techniques used for Level II include future cash flows estimated based on contractual terms, risk-free and benchmark interest rates, credit spreads and foreign exchange rates. For the fair value of financial instruments categorised within Level III, fair values are determined based on the reports on capital account for these instruments obtained by management or determined by using valuation techniques such as discounted cash flow model, market comparable company analysis and recent financing price method.

47. FAIR VALUE INFORMATION (continued)**(a) Financial assets and liabilities measured at fair value**

The following table presents the analysis of financial assets and liabilities measured at fair value at the end of the reporting period on the basis of the fair value hierarchy:

	As at 30 June 2023			
	Level I	Level II	Level III	Total
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	134,576,980,973	243,941,499	14,165,054,407	148,985,976,879
– Debt securities	877,666,101	86,455,104,798	257,048,989	87,589,819,888
– Funds and other investments	16,400,131,348	32,994,721,068	689,487,381	50,084,339,797
Derivative financial assets	463,628,838	18,268,599,206	322,659,273	19,054,887,317
Financial assets at fair value through other comprehensive income				
– Debt securities	–	56,998,298,693	–	56,998,298,693
Total	152,318,407,260	194,960,665,264	15,434,250,050	362,713,322,574
Liabilities				
Financial liabilities at fair value through profit or loss				
Financial liabilities held for trading				
– Equity securities	(2,776,980,336)	(7,455,291)	–	(2,784,435,627)
– Debt securities	–	(974,500,381)	–	(974,500,381)
– Funds and others	(47,551,136)	(48,799,607)	–	(96,350,743)
Financial liabilities designated as at fair value through profit or loss				
– Equity securities	–	(33,127,403,714)	(8,576,214,468)	(41,703,618,182)
– Debt securities	–	(2,288,184,878)	(29,016,043)	(2,317,200,921)
Derivative financial liabilities	(722,771,198)	(10,326,979,697)	(75,337,703)	(11,125,088,598)
Total	(3,547,302,670)	(46,773,323,568)	(8,680,568,214)	(59,001,194,452)

47. FAIR VALUE INFORMATION (continued)**(a) Financial assets and liabilities measured at fair value** (continued)

	As at 31 December 2022			
	Level I	Level II	Level III	Total
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	111,763,953,576	255,413,381	13,130,620,233	125,149,987,190
– Debt securities	1,816,364,313	79,435,549,123	267,232,296	81,519,145,732
– Funds and other investments	14,228,715,788	47,838,245,952	660,886,897	62,727,848,637
Derivative financial assets	135,403,143	17,638,430,306	17,521,814	17,791,355,263
Financial assets at fair value through other comprehensive income				
– Debt securities	3,039,925,241	63,649,506,790	–	66,689,432,031
Total	130,984,362,061	208,817,145,552	14,076,261,240	353,877,768,853
Liabilities				
Financial liabilities at fair value through profit or loss				
Financial liabilities held for trading				
– Equity securities	(2,604,104,754)	(25,087,509)	–	(2,629,192,263)
– Debt securities	–	(1,249,823,154)	–	(1,249,823,154)
– Funds and others	(47,205,621)	(4,635,607)	–	(51,841,228)
Financial liabilities designated as at fair value through profit or loss				
– Equity securities	–	(37,276,547,523)	(1,958,815,676)	(39,235,363,199)
– Debt securities	–	(2,037,071,933)	–	(2,037,071,933)
Derivative financial liabilities	(160,682,271)	(11,185,564,076)	(1,881,150)	(11,348,127,497)
Total	(2,811,992,646)	(51,778,729,802)	(1,960,696,826)	(56,551,419,274)

47. FAIR VALUE INFORMATION *(continued)*

(b) Basis for determining the market value used for fair value measurement categorised within Level I

If there is an active market for a financial instrument at fair value through profit or loss or through other comprehensive income, the quoted market price is used to establish the fair value of the financial instrument at the end of the reporting periods.

(c) Valuation techniques used and the qualitative information of key parameters for fair value measurement categorised within Level II

For debt instruments at fair value through profit or loss and at fair value through other comprehensive income whose value is available on China bond pricing system on the valuation date is measured using the latest valuation results published by China bond pricing system.

For private securities investment funds and asset management products at fair value through profit or loss, the fair value is determined by net asset values provided by managers.

The quoted market price is used to establish the fair value of derivative financial instruments. Based on the contractual terms and maturity dates, the prices are measured by discounted future cash flows using the market interest rates similar to those of derivative financial instruments to verify reasonable prices.

There is no significant change for the Group's applied fair value valuation techniques within Level II for the six months ended 30 June 2023 and the year ended 31 December 2022.

47. FAIR VALUE INFORMATION *(continued)*

(d) Valuation techniques used and the qualitative and quantitative information of key parameters for fair value measurement categorised within Level III

For financial instruments measured at Level III, fair values are determined based on the reports on capital account for these instruments obtained by management or determined by using valuation techniques such as discounted cash flow model, market comparable company analysis and recent financing price method. Key determinant to categorise fair value as Level III is the significance of the unobservable inputs to the overall fair value measurement. The following table presents the valuation techniques and inputs used in the valuation of the major financial instruments measured at Level III. As of 30 June 2023 and 31 December 2022, the fair value of the financial instruments measured at Level III is not significantly sensitive to a reasonable change in these unobservable inputs.

Financial instruments	Fair value hierarchy	Valuation technique(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
Financial assets at fair value through profit or loss				
– Debt securities	Level III	Discounted cash flow models	Estimated future cash flows, discount rate	The higher the estimated future cash flows, the higher the fair value The higher the discount, the lower the fair value
– Equity securities	Level III	Option pricing models	Volatility	The higher the volatility, the lower the fair value
– Equity securities	Level III	Market approach	Valuation multiples (Such as P/E, P/B, P/S), liquidity discount	The higher the valuation multiples, the higher the fair value The higher the discount, the lower the fair value
Derivative financial instruments				
– OTC options	Level III	Option pricing models	Volatility	The higher the volatility, the greater impact on the fair value
Financial liabilities at fair value through profit or loss				
– Structured products	Level III	Option pricing models	Volatility	The higher the volatility, the greater impact on the fair value

There is no significant change for the Group's applied fair value valuation techniques within Level III for the six months ended 30 June 2023 and the year ended 31 December 2022.

47. FAIR VALUE INFORMATION (continued)

(e) The following table presents reconciliation from the beginning balances to the ending balances of financial assets measured at Level III

	As at 1 January 2023	Gains/ (losses) for the period	Purchases	Issuance	Disposals and settlement	Transfer into Level III	Transfer out of Level III	Net gains/(losses) for the period As at 30 June 2023	included in profit or loss for assets held
Assets									
Financial assets at fair value through profit or loss	14,058,739,426	475,331,785	2,895,229,383	-	(2,182,542,205)	12,266,135	(147,433,747)	15,111,590,777	351,520,672
Derivative financial assets	17,521,814	271,890,216	-	-	33,247,243	-	-	322,659,273	307,003,131
Total	14,076,261,240	747,222,001	2,895,229,383	-	(2,149,294,962)	12,266,135	(147,433,747)	15,434,250,050	658,523,803
Liabilities									
Financial liabilities at fair value through profit or loss									
Financial liabilities designated as at fair value through profit or loss	(1,958,815,676)	131,922,699	-	(8,834,976,892)	2,056,639,358	-	-	(8,605,230,511)	214,825,305
Derivative financial liabilities	(1,881,150)	(79,707,283)	-	-	6,250,730	-	-	(75,337,703)	(76,540,292)
Total	(1,960,696,826)	52,215,416	-	(8,834,976,892)	2,062,890,088	-	-	(8,680,568,214)	138,285,013

47. FAIR VALUE INFORMATION (continued)

(e) The following table presents reconciliation from the beginning balances to the ending balances of financial assets measured at Level III (continued)

	As at 1 January 2022	Gains/ (losses) for the year	Purchases	Issuance	Disposals and settlement	Transfer into Level III	Transfer out of Level III	As at 31 December 2022	Net gains/ (losses) for the year included in profit or loss for assets held
Assets									
Financial assets at fair value through profit or loss	16,371,312,720	423,081,320	4,556,000,957	-	(7,169,389,791)	54,725,109	(176,990,889)	14,058,739,426	555,018,291
Derivative financial assets	-	17,521,814	-	-	-	-	-	17,521,814	17,521,814
Total	16,371,312,720	440,603,134	4,556,000,957	-	(7,169,389,791)	54,725,109	(176,990,889)	14,076,261,240	572,540,105
Liabilities									
Financial liabilities at fair value through profit or loss									
Financial liabilities designated as at fair value through profit or loss	-	99,770,009	-	(2,058,585,685)	-	-	-	(1,958,815,676)	99,770,009
Derivative financial liabilities	-	(1,881,150)	-	-	-	-	-	(1,881,150)	(1,881,150)
Total	-	97,888,859	-	(2,058,585,685)	-	-	-	(1,960,696,826)	97,888,859

47. FAIR VALUE INFORMATION *(continued)*

(f) Transfer between levels

For the six months ended 30 June 2023, the Group's investments in suspended stocks of RMB46 million (Year ended 31 December 2022: RMB225 million) were transferred from Level I to Level II, as the quoted prices of these stocks were no longer regularly available.

For the six months ended 30 June 2023, the Group's investments in equity securities of RMB12 million (Year ended 31 December 2022: RMB9 million) were transferred from Level I or II to Level III, as the fair values of these investments were determined with the use of valuation techniques instead of quoted prices, due to events such as delisting, etc.

For the six months ended 30 June 2023, the Group had no investments in fund and other securities transferred from Level II to Level III, as the fair values of these investments were determined with the use of valuation techniques instead of quoted prices, due to events such as potential credit risk in existence, etc. (Year ended 31 December 2022: RMB46 million).

For the six months ended 30 June 2023, the Group's investments at fair value through profit or loss ("FVTPL") of RMB147 million (Year ended 31 December 2022: RMB177 million) were transferred from Level III to Level I, as the fair values of these investments were determined with the use of quoted prices instead of valuation techniques, due to events such as expiration of lock-up period in equity and fund, etc.

In accordance with its accounting policies, the Group recognises transfers among the levels as at the end of the reporting period in which such transfers occur.

(g) Fair value of financial assets and liabilities carried at other than fair value

The financial assets carried at other than fair value mainly include cash and bank balances, cash held on behalf of clients, refundable deposits, receivable from margin clients, accounts receivable and reverse REPOs. The carrying amounts approximate their fair values.

The financial liabilities carried at other than fair value mainly include short-term debt securities issued, placements from financial institutions, repos, accounts payable to brokerage clients, long-term debt securities issued and lease liabilities. The fair values of long-term debt securities issued disclosed in Note 41, the carrying amounts approximate their fair values for other financial liabilities.

48. FINANCIAL RISK MANAGEMENT

The Group's risk management aims to effectively allocate risk-based capital, limit risks to a controllable level, maximise the corporate value and constantly solidify the foundation for a steady and sustainable development of the Group. The Group monitors and controls different types of risk exposures, such as credit risk, liquidity risk and market risk which incurred from Group's holdings on various financial instruments.

(a) Credit risk

Credit risk refers to the risk caused by deterioration in creditworthiness or default losses of counterparties, borrowers and securities issuers.

The exposure to credit risk of the Group arises mainly from: (1) credit risk from default or bankruptcy of debtors, including the loss due to default of intermediary institutions (such as brokers or custodian banks), in which case the risk exposure is the total value of outstanding debts; (2) counterparty risk in terms of failure to fulfill obligations under contracts or deterioration in creditworthiness of counterparties in the over-the-counter ("OTC") derivative transactions (such as forward, swap or option transactions), in which case the risk exposure depends on current exposure and potential future exposure of the derivatives; (3) credit risk caused by the deterioration in creditworthiness or default losses of securities issuers.

At the end of the reporting period, the Group's maximum credit risk exposure is the net carrying amount of financial assets without taking account of any collateral or other credit enhancements.

48. FINANCIAL RISK MANAGEMENT *(continued)*

(a) Credit risk *(continued)*

Measurement of ECL

The Group recognises an impairment loss allowance for financial assets measured at amortised cost (including receivable from margin clients, reverse REPOs, etc.) and debt securities measured at FVTOCI via ECL model. The measurement of the ECL is based on the Probability of Default ("PD"), Loss Given Default ("LGD") and Exposure at Default ("EAD").

A default is that a client, a financier or issuer of investment products fails to fulfil the contract. PD is an estimate of the likelihood of default over a given time horizon. The Group estimates the PD based on its internal rating model, integrating factors such as external rating information, macroeconomic environment and changes in quantitative and qualitative indicators of the counterparties or bonds issuers. LGD is an estimate of the loss bore by the Group on the exposure at default. In the determination of LGD, the Group estimates the recoverable cash flow from disposing underlying assets and collaterals by taking their liquidity and relevant historical market data into full consideration, and estimates LGD based on the difference between the recoverable and the contracted cash flows. EAD is the amount that shall be repaid to the Group when a default occurs. When measuring the ECL, the Group classifies the assets into different risk stages based on whether the credit risk of each asset has increased significantly since the initial recognition. Accordingly, the Group measures the loss allowance on either a 12-month or the lifetime basis for the investments at different risk stages.

Provision method of ECL

The Group recognises impairment allowance based on ECL for businesses such as debt securities investment and margin financing. For the financial instruments for which the ECL measurement is used, the Group classifies these financial instruments into different risk stages based on whether the credit risk of each instrument has increased significantly since the initial recognition. The financial instruments with low credit risk on the balance sheet date or of which the credit risk has not increased significantly since the initial recognition will be classified into "Stage 1"; the financial instruments of which the credit risk has increased significantly since the initial recognition will be classified into "Stage 2"; and the financial instruments that have been credit-impaired will be transferred into "Stage 3". The Group measures ECL based on the parameters such as PD, LGD, EAD and forward looking information, and regularly tests and updates ECL models and assumptions.

48. FINANCIAL RISK MANAGEMENT *(continued)*

(a) Credit risk *(continued)*

The criteria of significant increase in credit risk (“SICR”)

The Group considers a financial instrument experiencing SICR when one or more of the following quantitative and qualitative criteria have been met: (1) for debt securities investment business: the latest external or internal ratings of the bond issuer or the debt securities per se decline substantially compared with their ratings on the initial recognition, or there are adverse changes in business, financial or external conditions of the bond issuer and these adverse changes are expected to cause a significant decrease in the bond issuer’s ability to meet its obligations; (2) for margin financing business: the performance guarantee ratio is lower than or equal to the predetermined liquidation line but above 100%, or when contractual payments are less than or equal to 30 days past due.

The criteria of credit-impaired assets

The Group considers that a financial instrument has been credit-impaired when (1) for debt securities investment business: the circumstances in which a bond issuer can be regarded as in default include failure to perform the payment obligations as agreed, having other bond defaults or having significant financial difficulties; (2) for margin financing business: the performance guarantee ratio is lower than or equal to 100%, or when contractual payments are more than 30 days past due.

Forward-looking information

The Group measures ECL using forward looking information without undue costs or efforts. In order to adjust the default rates to incorporate forward-looking information, the Group, using forecasted year-on-year growth rates on GDP (cumulatively accounted) and broad measure of money supply (M2) as the basis, establishes relationship between the two macroeconomic indicators and default rates with the use of statistical models and sets different scenario weightings. The Group determined the forecasted values of the two macroeconomic indicators to be 5.48% and 10.80% as at 30 June 2023 based on publicly available forecasts of third parties. The tuning parameter was determined with the use of weighted average of the values under optimistic, neutral and pessimistic hypothetical scenarios in combination with qualitative analysis method.

Debt securities (including debt securities measured at FVTPL and at FVTOCI)

The Group emphasizes the diversification level of the fixed income credit products and the credit products invested are those predominantly with relatively high credit ratings. The Group controls its market risk and credit risk exposures by various initiatives, such as setting up limits on investment size, product types, credit ratings and concentrations, and carrying out forward-looking risk assessment, as well as closely monitoring and tracking bond issuers’ business performance and credit profiles so as to constantly evaluate and warn any credit deterioration.

48. FINANCIAL RISK MANAGEMENT *(continued)*

(a) Credit risk *(continued)*

Debt securities (including debt securities measured at FVTPL and at FVTOCI) *(continued)*

The carrying amount of the Group's debt securities is presented as follows:

	As at 30 June 2023	As at 31 December 2022
Financial assets at fair value through profit or loss	87,589,819,888	81,519,145,732
Financial assets at fair value through other comprehensive income	56,998,298,693	66,689,432,031
Total	144,588,118,581	148,208,577,763

- (i) The exposure to credit risk for debt securities at FVTPL and FVTOCI by the location of issuer is presented as follows:

	As at 30 June 2023	As at 31 December 2022
Chinese mainland	141,560,575,628	144,346,405,471
Outside Chinese mainland	3,027,542,953	3,862,172,292
Total	144,588,118,581	148,208,577,763

48. FINANCIAL RISK MANAGEMENT *(continued)***(a) Credit risk** *(continued)***Debt securities (including debt securities measured at FVTPL and at FVTOCI)** *(continued)*

(ii) The following table presents an analysis of credit quality of the debt securities at FVTPL and FVTOCI.

	As at 30 June 2023	As at 31 December 2022
Credit rating		
Outside Chinese mainland (by international rating agencies)		
– AAA	1,149,291,967	1,254,208,081
– AA- to AA+	911,930,276	201,589,170
– A- to A+	5,050,860,076	7,156,805,179
– BBB- to BBB+	2,157,600,508	2,833,636,283
– Below BBB-	836,825,368	107,737,431
– NR	1,301,149,571	1,766,248,798
Subtotal	11,407,657,766	13,320,224,942
Chinese mainland (by domestic rating agencies)		
– AAA	78,020,940,397	78,359,619,764
– AA- to AA+	10,276,813,587	8,910,369,527
– A- to A+	908,379,016	1,113,108,590
– Below A-	395,551,589	543,441,168
Subtotal	89,601,684,589	88,926,539,049
Non-rated I (Note 1)	37,268,800,883	38,325,983,404
Non-rated II (Note 2)	6,309,975,343	7,635,830,368
Total	144,588,118,581	148,208,577,763

Note 1: These non-rated financial assets mainly include government bonds and policy financial bonds.

Note 2: These non-rated financial assets are mainly other debt securities and trading securities with no ratings provided by independent rating agencies.

48. FINANCIAL RISK MANAGEMENT *(continued)***(a) Credit risk** *(continued)***Other non-derivative financial investments (other than debt securities)**

The Group has adopted the following measures to manage credit risk in capital businesses including margin financing and securities lending business and stock-based lending business: vetting counterparties, determining credit ratings and setting lending limits; managing collaterals (via haircut rates, liquidity and concentration) and closely monitoring margin ratios and/or collateral ratios; establishing and implementing margin call and mandatory liquidation policy.

The exposure to credit risk for financial assets other than debt securities at the reporting date by geographic region was as follows:

	As at 30 June 2023	As at 31 December 2022
Chinese mainland	196,935,007,944	199,484,725,031
Outside Chinese mainland	79,015,702,396	83,406,308,229
Total	275,950,710,340	282,891,033,260

Derivatives

Regarding the counterparty credit risk of the OTC derivatives business, the Group has established a counterparty credit rating system. Through a combination of qualitative and quantitative methods, it comprehensively evaluates counterparty qualifications and determines credit ratings accordingly. On the basis of credit ratings, the Group sets a corresponding limit of credit risk exposure for each counterparty, and manages counterparty credit risk by signing OTC derivatives trading master agreements and performance guarantee agreements, and by requiring performance guarantees. The Group calculates the minimum amount required as collateral and credit risk exposure for an OTC derivative counterparty by establishing dynamic scenarios combined with stress test, and measures and monitors the minimum collateral value and credit risk exposure through the system on a daily basis. In view of this, the Group maintains the credit risk exposure of derivatives transactions within an acceptable range.

48. FINANCIAL RISK MANAGEMENT *(continued)*

(b) Liquidity risk

Liquidity risk refers to the risks arising from the Group's inability to obtain sufficient funds at reasonable costs in a timely manner to settle debts due, fulfill other payment obligations, and satisfy the funding needs in conducting normal business operations.

The Group implements vertical and centralised management on liquidity risks of all domestic and overseas branches and subsidiaries. The Group has adopted the following measures to manage liquidity risk: closely monitoring balance sheets of the Group and its branches and subsidiaries, and managing liquidity gaps between assets and liabilities; setting liquidity risk limits based on the Group's overall situation and regulatory requirement; conducting cash flow forecast and liquidity risk stress test on a regular and irregular basis to analyse and assess the Group's liquidity risk exposure; maintaining adequate high-quality liquid assets and establishing liquidity contingency plan for potential liquidity emergencies.

At the end of the reporting period, the contractual undiscounted cash flows (including the principal and interests) of the Group's non-derivative financial liabilities are analysed according to the maturity dates. The derivative financial liabilities stated at the fair values and presented at the expected maturity dates or possible termination dates are as follows:

	As at 30 June 2023				
	Overdue/ repayable on demand	Within 1 year (inclusive)	1 – 5 years (inclusive)	More than 5 years	Total
Financial liabilities					
Financial liabilities at fair value through profit or loss	3,258,519,459	33,630,578,596	10,992,312,739	–	47,881,410,794
Derivative financial liabilities	–	9,620,913,656	1,477,515,508	26,659,434	11,125,088,598
Accounts payable to brokerage clients	98,708,413,177	–	–	–	98,708,413,177
Placements from financial institutions	–	45,359,969,948	–	–	45,359,969,948
Short-term debt securities issued	–	18,537,012,064	847,263,065	–	19,384,275,129
REPOs	–	49,205,369,467	–	–	49,205,369,467
Long-term debt securities issued	–	64,346,789,993	80,401,245,560	8,550,450,000	153,298,485,553
Lease liabilities	–	1,002,849,596	1,267,659,361	99,201,604	2,369,710,561
Others	101,280,605,726	21,727,893,592	5,182,032	136,299	123,013,817,649
Total	203,247,538,362	243,431,376,912	94,991,178,265	8,676,447,337	550,346,540,876

48. FINANCIAL RISK MANAGEMENT *(continued)***(b) Liquidity risk** *(continued)*

	As at 31 December 2022				Total
	Overdue/ repayable on demand	Within 1 year (inclusive)	1 – 5 years (inclusive)	More than 5 years	
Financial liabilities					
Financial liabilities at fair value through profit or loss	–	32,927,293,384	12,289,891,023	–	45,217,184,407
Derivative financial liabilities	–	10,788,110,525	554,698,678	5,318,294	11,348,127,497
Accounts payable to brokerage clients	92,099,956,329	–	–	–	92,099,956,329
Placements from financial institutions	–	61,105,591,236	–	–	61,105,591,236
Short-term debt securities issued	–	17,197,339,150	1,451,940,735	–	18,649,279,885
REPOs	–	43,163,696,612	–	–	43,163,696,612
Long-term debt securities issued	–	68,737,303,607	84,513,906,898	8,734,200,000	161,985,410,505
Lease liabilities	–	1,002,434,782	1,474,245,776	100,436,202	2,577,116,760
Others	98,672,572,220	13,241,169,494	6,592,406	34,518	111,920,368,638
Total	190,772,528,549	248,162,938,790	100,291,275,516	8,839,989,014	548,066,731,869

(c) Market risk

Market risk is the risk of loss of the Group's income and value of financial instruments arising from unfavourable market conditions such as adverse changes in interest rates, stock prices and exchange rates. The objectives of market risk management are to monitor the market risk and control it within the acceptable range and to maximise the risk-adjusted return. The Group conducts stress test on a regular basis and calculates risk control indicators and operating indicators under different scenarios. The Group monitors the market risk for investment portfolios and non-trading portfolios separately.

(i) Market risk of investment portfolios

Investment portfolio includes financial assets at FVTPL and at FVTOCI, derivative financial assets, financial liabilities at FVTPL, derivative financial liabilities. The risk exposures are measured and monitored within limits set by management. The Group adopts various kinds of methods (such as Value-at-Risk ("VaR") analysis, sensitivity limit analysis, investment concentration limit analysis, scenario analysis and stress test) to manage market risk. The VaR analysis is a major tool used by the Group to measure and monitor market risk of the investment portfolios.

48. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Market risk *(continued)*

(i) Market risk of investment portfolios *(continued)*

VaR is a technique with the use of which the Group estimates the potential losses that could incur on its risk position under the unfavourable market condition over a specified time horizon and at a given level of confidence. The independent risk management personnel of the Group computes VaR using historical simulation method and implements relevant controls over the market risk accordingly. The historical simulation method is used to estimate future profit or loss based on observed historical market risk factors movements and sensitivity of the current investment portfolio to those risk factors.

Based on three-year historically observed market risk factors movements, the Group has adopted the historical simulation method at the 95% confidence level to compute its daily VaR. The 95% daily VaR indicates that the expected one-day loss of the Group's portfolio will not exceed this VaR at 95% chance, if the portfolio were held constant for one day. Although VaR is an important tool for measuring market risk, the assumptions on which the model is based do have some limitations, including the following:

- When there is severe market illiquidity for a prolonged period, the realisable value of the Group's investment portfolio in a trade day may vary from the estimate due to the one-day time horizon of VaR;
- The 95% confidence level does not reflect losses that may occur beyond this level. Under the model currently in use, the loss in portfolio value would have been exceeded with a frequency of 5%;
- VaR is calculated on an end-of-day basis and does not take into account intraday trading; and
- Historical changes in market risk factors may not be accurate predictors of future market conditions, especially in terms of fully incorporating the risk of extreme market events.

48. FINANCIAL RISK MANAGEMENT (continued)**(c) Market risk** (continued)**(i) Market risk of investment portfolios** (continued)

The following tables set forth the Group computed VaRs by risk categories as of the dates and for the periods:

	As at	Six months ended 30 June 2023		
	30 June 2023	Average	Highest	Lowest
Equity prices	119,935,778	121,917,226	138,297,097	109,204,359
Interest rates	50,824,506	57,056,431	74,692,343	45,652,075
Currency rates	13,600,258	46,843,593	58,547,620	10,452,743
Commodity prices	649,428	896,421	1,300,125	541,286
Diversification effect	(40,714,040)	(77,502,908)		
Total portfolio	144,295,930	149,210,763	176,362,352	131,808,543

	As at	Year ended 31 December 2022		
	31 December 2022	Average	Highest	Lowest
Equity prices	108,007,525	130,815,489	187,269,394	96,869,449
Interest rates	71,728,794	69,936,712	82,950,114	50,930,928
Currency rates	42,049,313	34,952,518	48,527,145	20,805,584
Commodity prices	698,524	1,080,381	2,673,152	469,105
Diversification effect	(90,401,787)	(87,254,104)		
Total portfolio	132,082,369	149,530,996	186,055,582	126,055,341

48. FINANCIAL RISK MANAGEMENT *(continued)***(c) Market risk** *(continued)***(ii) Market risk of non-trading portfolios****(1) Interest rate risk**

The non-trading portfolios of the Group are subject to the risk of interest rate fluctuations. Except for the financial assets and liabilities managed through VaR, the Group's major interest-earning assets in its non-trading portfolios include deposits with banks and with clearinghouses, receivable from margin clients and reverse REPOs; and its interest-bearing liabilities mainly include short-term debt securities issued, placements from financial institutions, REPOs and long-term debt securities issued.

The Group adopts sensitivity analysis to measure the interest rate risk of non-trading portfolios. Assuming all other variables remain constant, interest rate sensitivity analysis is as follows:

	Sensitivity of net profit	
	Six months ended 30 June	
	2023	2022
Changes in basis points (bps)		
Increase by 50 bps	(317,244,807)	(368,387,903)
Decrease by 50 bps or decrease to 0	317,244,807	378,325,489

	Sensitivity of equity	
	As at	As at
	30 June 2023	31 December 2022
Changes in bps		
Increase by 50 bps	(317,244,807)	(328,607,802)
Decrease by 50 bps or decrease to 0	317,244,807	381,121,039

48. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Market risk *(continued)*

(ii) Market risk of non-trading portfolios *(continued)*

(1) Interest rate risk *(continued)*

The sensitivity analysis is based on the static rate risk profile of the Group's assets and liabilities. The sensitivity analysis measures the impact of changes of interest rates in terms of how annualised net profit or loss and equity would have been affected by repricing of the Group's assets and liabilities over the next 12 months. The sensitivity analysis is based on the following assumptions that:

- The 50-bp changes of interest rates at the end of the reporting periods apply to all of the Group's non-trading financial instruments in the next 12 months;
- The shift in the yield curve is parallel with the changes of interest rate;
- There are no changes in the assets and liabilities portfolios;
- Other variables (including exchange rates) remain unchanged; and
- Risk management measures undertaken by the Group are not considered.

As the actual interest rate changes can differ from the above assumptions, the impact of the interest rate changes on the Group's net profit and equity may vary from the estimated results of the sensitivity analysis.

48. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Market risk *(continued)*

(ii) Market risk of non-trading portfolios *(continued)*

(2) Currency risk

Currency risk is the risk arising from fluctuations of foreign exchange rates. The table below presents the exchange rate sensitivity analysis of the Group's major currency risk exposures, which calculates the impact of reasonably possible changes in the foreign exchange rate on equity where all other variables are held constant. This analysis does not take into account any foreign exchange correlations or changes in fair values of financial instruments denominated in foreign currencies, nor does it take into account any measures (for instance use of currency derivatives) that the Group may take to address the adverse impact of foreign exchange exposure on equity.

Currency	Changes in exchange rates	Sensitivity of equity	
		As at 30 June 2023	As at 31 December 2022
USD	1%	(357,726,192)	(282,026,183)
Hong Kong dollar ("HKD")	1%	55,337,288	45,047,240
Others	1%	3,332,380	2,873,905

While the table above indicates the impact on equity of 1% appreciation of USD, HKD and other foreign currencies, there will be an opposite effect with the same amount if the currencies depreciate by the same percentage.

49. CONTINGENCIES

The Group is exposed to the risk of economic benefit outflows due to litigations or arbitrations in the course of operations. The Group assessed and made provisions for any probable outflow of economic benefits in relation to the contingent liabilities in accordance with relevant accounting policies.

50. SUBSEQUENT EVENTS

(a) Corporate bonds

On 24 July 2023, the Company issued the third tranche of 2023 corporate bonds publicly issued to professional investors, with type I named as “23 CICC G5” and type II named as “23 CICC G6”. The total principal amount of 23 CICC G5 is RMB3.0 billion with duration of 5 years and the interest rate is 2.69% per annum, with an issuer’s option to adjust the nominal interest rate at the end of third year and an obligation to redeem the bonds when requested by investors. The total principal amount of 23 CICC G6 is RMB2.0 billion with duration of 7 years and the interest rate is 3.03% per annum, with an issuer’s option to adjust the nominal interest rate at the end of fifth year and an obligation to redeem the bonds when requested by investors. On 24 August 2023, CICC Wealth Management issued the second tranche of 2023 corporate bonds publicly issued to professional investors, with type I named as “23 CICC WMS G3” and type II named as “23 CICC WMS G4”. The total principal amount of 23 CICC WMS G3 is RMB2.0 billion with duration of 3 years and the interest rate is 2.72% per annum. The total principal amount of 23 CICC WMS G4 is RMB1.0 billion with duration of 5 years and the interest rate is 3.08% per annum. On 28 August 2023, the Company issued the first tranche of 2023 corporate bonds non-publicly issued to professional investors, with type I named as “23 CICC F1” and type II named as “23 CICC F2”. The total principal amount of 23 CICC F1 is RMB1.0 billion with duration of 5 years and the interest rate is 2.80% per annum, with an issuer’s option to adjust the nominal interest rate at the end of third year and an obligation to redeem the bonds when requested by investors. The total principal amount of 23 CICC F2 is RMB4.0 billion with duration of 7 years and the interest rate is 3.06% per annum, with an issuer’s option to adjust the nominal interest rate at the end of fifth year and an obligation to redeem the bonds when requested by investors.

The Company completed the fully redemption, as the option writer, of the 20 CICC F3 with an aggregate principal amount of RMB3.0 billion on 24 July 2023. CICC Wealth Management redeemed 20 CICC WMS F2 with an aggregate principal amount of RMB2.0 billion on 28 July 2023 and redeemed 22 CICC WMS S1 with an aggregate principal amount of RMB2.0 billion on 11 August 2023.

(b) MTNs

CICC Hong Kong Finance 2016 MTN Limited issued a tranche of 3-year MTN with an aggregate principal amount of USD0.5 billion on 18 July 2023 and the interest rate is 5.442% per annum.

CICC Hong Kong Finance 2016 MTN Limited redeemed the 3-year MTN with an aggregate principal amount of USD0.5 billion on 10 August 2023.

(c) Profit distribution

The Company’s Annual General Meeting approved the 2022 profit distribution plan of RMB868,906,236 on 30 June 2023. The distribution of cash dividends was made in August 2023.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of China International Capital Corporation Limited

(Incorporated in the People's Republic of China with limited liability)

OPINION

We have audited the consolidated financial statements of China International Capital Corporation Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 245 to 424, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KEY AUDIT MATTERS *(continued)*

Key Audit Matter	How our audit addressed the key audit matter
<i>Valuation of financial instruments measured at Level III fair value</i>	
We identified the valuation of financial instruments measured at Level III fair value as a key audit matter. As at 31 December 2022, the Group's financial instruments contained those financial instruments measured at Level III fair value, which were mainly private fund investments, unlisted equity investments, restricted stocks, etc.. The Group measured the fair value using valuation techniques that involve significant unobservable inputs, including liquidity discount, volatility, market multiplier, etc.. For the valuation of these financial instruments measured at Level III fair value, the selection of valuation techniques, the key assumptions and unobservable inputs used in the valuation techniques involve significant estimation of management as disclosed in Note 4(a) and Note 56. We identified the valuation of financial instruments measured at Level III fair value as a key audit matter because the impact of financial instruments measured at Level III fair value on the consolidated financial statement could be significant and it involves significant estimation and judgement of management in determining the valuation of financial instruments measured at Level III fair value. As at 31 December 2022, the Group held financial assets of RMB14,076 million and financial liabilities of RMB1,961 million measured at Level III fair values as disclosed in Note 56.	Our procedures in relation to valuation of financial instruments measured at Level III fair value included: • Understanding the Group's valuation models for financial instruments at Level III fair value and key controls over selection of valuation methods and determining the valuation of such financial instruments; • Involving our internal valuation specialists and selecting financial instruments measured at Level III fair value on a sample basis to perform the following procedures: – Reviewing the investment agreements to understand the relevant investment terms and identifying any conditions that were relevant to the valuation of the selected financial instruments; – Evaluating the appropriateness of the model adopted by management for the valuation of the selected financial instruments, based on our knowledge of current industry practice; – Evaluating the appropriateness of the unobservable and observable inputs used by management for measuring the fair value of the selected financial instruments with reference to relevant market data; • For the samples selected in above procedures, involving our internal valuation specialists to develop expected fair values and perform sensitivity analysis of the selected financial instruments, and investigating if the expected fair values are significantly deviated from the corresponding fair value adopted by the Group.

KEY AUDIT MATTERS *(continued)*

Key Audit Matter	How our audit addressed the key audit matter
<i>Consolidation of structured entities</i>	
We identified the consolidation of structured entities as a key audit matter. The Group issues, manages and/or acquires various structured entities including asset management schemes, trust products, mutual funds, private equity funds, etc.. As disclosed in Note 4(b) to the consolidated financial statements, in accordance with the principle of control in IFRS 10 Consolidated Financial Statements, to determine whether a structured entity should be consolidated, a combination of factors needs to be assessed by management to make a comprehensive judgment on whether the Group has controlled the structured entity based on the terms of the related contracts, including the purpose of establishment, the Group's power over the structured entity, all variable returns obtained including investment income and management remuneration, the ability to use power over the investees to affect the amount of returns, whether the Group is a principal or an agent, etc.. We identified the consolidation of structured entities as a key audit matter because the impact of consolidating a structured entity on the consolidated financial statement could be significant and it involves significant estimation and judgement of management in determining whether a structured entity is required to be consolidated by the Group. As disclosed in Note 53 to the consolidated financial statements, as at 31 December 2022, the carrying amount of interests held by the Group amounted to RMB18,593 million. As at 31 December 2022, the carrying amount of interests held by the Group in structured entities sponsored by third party and sponsored by the Group but not consolidated amounted to RMB107,008 million and RMB9,843 million respectively.	Our procedures in relation to consolidation of structured entities included: • Evaluating the design and implementation of management's key controls over determining the consolidation of structured entities; • Reviewing, on a sample basis for each key product type of structured entity, the related investment contracts and service agreements of investments in structured entities to assess whether management has appropriately considered the following factors in determining the consolidation of structured entities: – The purpose of establishment, the major activities and decision-making process of these structured entities; – All variable returns entitled, primarily investment income, management remuneration, etc., by the Group; – The Group's substantive power over these structured entities and how it can affect the variable returns; and – Whether the Group makes investment decision as the principal. • Checking and evaluating, on a sample basis, management's quantitative analysis on the Group's exposure or right to variable returns with its economic interests in the structured entity and examining the data used in these calculations by reference to the related contracts.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of 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.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Mr. Ma Hing Fai.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong, China

31 March 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2022 (Expressed in Renminbi ("RMB"), unless otherwise stated)

	Notes	Year ended 31 December	
		2022	2021
Revenue:			
Fee and commission income	7	18,063,316,508	19,481,226,228
Interest income	8	8,153,338,967	7,276,478,630
Investment income	9	10,607,882,267	14,703,455,333
Total revenue		36,824,537,742	41,461,160,191
Other income/(losses), net	10	573,650,866	(496,738,413)
Total revenue and other income		37,398,188,608	40,964,421,778
Expenses:			
Fee and commission expenses	11	2,120,267,826	2,652,828,459
Interest expenses	12	9,176,520,147	8,266,695,757
Staff costs	13	11,927,245,245	13,326,531,000
Depreciation and amortisation expenses	16	1,645,116,754	1,182,680,073
Tax and surcharges		122,683,087	133,842,886
Other operating expenses and costs	17	3,367,838,687	2,979,325,247
Reversal of impairment losses under expected credit loss ("ECL") model	18	(20,928,922)	(408,034,310)
Total expenses		28,338,742,824	28,133,869,112
Operating profit		9,059,445,784	12,830,552,666
Share of (losses)/profits of associates and joint ventures		(3,467,784)	147,560,193
Profit before income tax		9,055,978,000	12,978,112,859
Less: Income tax expense	19	1,461,102,711	2,168,191,190
Profit for the year		7,594,875,289	10,809,921,669
Attributable to:			
Shareholders of the Company		7,597,501,992	10,777,713,147
Non-controlling interests		(2,626,703)	32,208,522
Basic earnings per share (in RMB per share)	20	1.46	2.16

The notes on pages 255 to 424 form part of these financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022 (Expressed in RMB, unless otherwise stated)

	Year ended 31 December	
	2022	2021
Profit for the year	7,594,875,289	10,809,921,669
Other comprehensive income for the year		
Items that may be reclassified to profit or loss in subsequent periods:		
Financial assets at fair value through other comprehensive income:		
– Net (losses)/gains from changes in fair value	(512,651,397)	194,218,652
– Provision for impairment losses under ECL model	53,343,535	608,115
– Tax effect	69,755,236	(42,264,905)
– Net losses/(gains) transferred to profit or loss on disposals	117,261,499	(60,742,856)
Foreign currency translation difference of financial statements of overseas subsidiaries	1,527,838,124	(323,183,113)
Others	4,383,791	(2,674,098)
Total other comprehensive income for the year, net of income tax	1,259,930,788	(234,038,205)
Total comprehensive income for the year	8,854,806,077	10,575,883,464
Attributable to:		
Shareholders of the Company	8,857,432,780	10,543,674,942
Non-controlling interests	(2,626,703)	32,208,522

The notes on pages 255 to 424 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022 (Expressed in RMB, unless otherwise stated)

		As at 31 December	
	Notes	2022	2021
Non-current assets:			
Property and equipment	21	1,560,431,199	1,131,867,523
Right-of-use assets	22	3,357,130,462	2,994,642,543
Goodwill	23	1,622,663,283	1,622,663,283
Intangible assets	24	803,866,789	432,742,712
Interests in associates and joint ventures	25	1,015,580,116	1,086,935,585
Financial assets at fair value through profit or loss	26	10,211,296,407	8,778,820,783
Financial assets held under resale agreements ("reverse REPOs")	27	3,497,861	347,738,411
Refundable deposits	28	12,600,106,686	12,631,912,764
Deferred tax assets	29	2,750,188,301	1,628,639,392
Other non-current assets	30	414,160,654	328,514,762
Total non-current assets		34,338,921,758	30,984,477,758
Current assets:			
Accounts receivable	31	41,769,493,225	45,742,880,588
Receivable from margin clients	32	31,626,190,461	39,479,056,714
Financial assets at fair value through other comprehensive income	33	66,689,432,031	43,009,969,681
Financial assets at fair value through profit or loss	26	259,185,685,152	292,395,394,321
Reverse REPOs	27	27,132,304,186	25,510,755,648
Derivative financial assets	34	17,791,355,263	14,564,228,663
Cash held on behalf of clients	35	83,016,936,855	91,037,390,313
Cash and bank balances	36	85,789,257,629	66,143,094,889
Other current assets		1,424,462,876	928,240,640
Total current assets		614,425,117,678	618,811,011,457
Total assets		648,764,039,436	649,795,489,215

Consolidated Statement of Financial Position

As at 31 December 2022 (Expressed in RMB, unless otherwise stated)

		As at 31 December	
	Notes	2022	2021
Current liabilities:			
Financial liabilities at fair value through profit or loss	39	45,203,291,777	38,926,786,684
Derivative financial liabilities	34	11,348,127,497	18,134,007,508
Accounts payable to brokerage clients	40	92,099,956,329	93,445,165,307
Placements from financial institutions	41	60,846,018,714	51,477,278,678
Short-term debt securities issued	42	18,551,991,957	22,989,857,489
Financial assets sold under repurchase agreements ("REPOs")	43	43,156,698,548	16,376,070,951
Employee benefits payable	44	7,976,579,342	10,507,201,308
Income tax payable		1,204,786,936	979,703,792
Long-term debt securities issued due within one year	46	64,710,844,840	34,753,251,574
Lease liabilities	47	933,215,663	725,687,814
Contract liabilities	48	407,792,261	412,950,874
Other current liabilities	45	112,290,341,815	147,853,683,990
Total current liabilities		458,729,645,679	436,581,645,969
Net current assets		155,695,471,999	182,229,365,488
Total assets less current liabilities		190,034,393,757	213,213,843,246
Non-current liabilities:			
Non-current employee benefits payable	44	729,690,666	661,663,772
Long-term debt securities issued	46	87,273,120,622	125,755,298,201
Deferred tax liabilities	29	718,765,065	431,655,234
Lease liabilities	47	1,489,613,185	1,277,207,612
Other non-current liabilities	49	348,508,396	357,182,000
Total non-current liabilities		90,559,697,934	128,483,006,819
Net assets		99,474,695,823	84,730,836,427

	Notes	As at 31 December	
		2022	2021
Equity:			
Share capital	50(a)	4,827,256,868	4,827,256,868
Other equity instruments	51	16,400,000,000	8,500,000,000
Reserves	50(b)	48,608,020,887	45,565,955,440
Retained profits		29,352,829,428	25,528,908,966
Total equity attributable to shareholders of the Company		99,188,107,183	84,422,121,274
Non-controlling interests		286,588,640	308,715,153
Total equity		99,474,695,823	84,730,836,427

The notes on pages 255 to 424 form part of these financial statements.

The consolidated financial statements on pages 245 to 424 were approved and authorised for issue by the board of directors on 31 March 2023.

Shen Rujun
Chairman of Board

Huang Zhaohui
Chief Executive Officer

Company chop

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022 (Expressed in RMB, unless otherwise stated)

	Attributable to shareholders of the Company											
	Reserves											Total equity
	Share capital (Note 50(a))	Other equity instruments (Note 51)	Capital reserve (Note 50(b)(i))	Surplus reserve (Note 50(b)(iii))	General reserves (Note 50(b)(iii))	Investment revaluation reserve (Note 50(b)(iv))	Foreign currency translation reserve (Note 50(b)(v))	Other reserve (Note 50(b)(vi))	Retained profits	Subtotal	Non-controlling interests	
At 1 January 2022	4,827,256,868	8,500,000,000	39,531,886,525	1,392,448,797	5,470,061,175	129,746,422	(955,513,381)	(2,674,098)	25,528,908,966	84,422,121,274	308,715,153	84,730,836,427
Changes in equity for the year												
Profit for the year	-	-	-	-	-	-	-	-	7,597,501,992	7,597,501,992	(2,626,703)	7,594,875,289
Other comprehensive income for the year	-	-	-	-	-	(272,291,127)	1,527,838,124	4,383,791	-	1,259,930,788	-	1,259,930,788
Total comprehensive income for the year	-	-	-	-	-	(272,291,127)	1,527,838,124	4,383,791	7,597,501,992	8,857,432,780	(2,626,703)	8,854,806,077
Appropriation to surplus reserve	-	-	-	464,224,326	-	-	-	-	(464,224,326)	-	-	-
Appropriation to general reserves	-	-	-	-	1,334,580,144	-	-	-	(1,334,580,144)	-	-	-
Distributions to holders of perpetual subordinated bonds	-	-	-	-	-	-	-	-	(526,600,000)	(526,600,000)	-	(526,600,000)
Issuance of perpetual subordinated bonds	-	7,900,000,000	(16,669,811)	-	-	-	-	-	-	7,883,330,189	-	7,883,330,189
Dividends to shareholders	-	-	-	-	-	-	-	-	(1,448,177,060)	(1,448,177,060)	(19,500,000)	(1,467,677,060)
Contribution from non-controlling interests	-	-	-	-	-	-	-	-	-	-	190	190
At 31 December 2022	4,827,256,868	16,400,000,000	39,515,216,714	1,856,673,123	6,804,641,319	(142,544,705)	572,324,743	1,709,693	29,352,829,428	99,188,107,183	286,588,640	99,474,695,823

	Attributable to shareholders of the Company											
	Reserves								Retained profits	Subtotal	Non-controlling interests	Total equity
	Share capital (Note 50(a))	Other equity instruments (Note 51)	Capital reserve (Note 50(b)(i))	Surplus reserve (Note 50(b)(ii))	General reserves (Note 50(b)(iii))	Investment revaluation reserve (Note 50(b)(iv))	Foreign currency translation reserve (Note 50(b)(v))	Other reserve (Note 50(b)(vi))				
At 1 January 2021	4,827,256,868	5,000,000,000	39,533,272,979	995,576,479	4,074,311,372	37,927,416	(632,330,268)	-	17,798,924,176	71,634,939,022	180,193,972	71,815,132,994
Changes in equity for the year												
Profit for the year	-	-	-	-	-	-	-	-	10,777,713,147	10,777,713,147	32,208,522	10,809,921,669
Other comprehensive income for the year	-	-	-	-	-	91,819,006	(323,183,113)	(2,674,098)	-	(234,038,205)	-	(234,038,205)
Total comprehensive income for the year	-	-	-	-	-	91,819,006	(323,183,113)	(2,674,098)	10,777,713,147	10,543,674,942	32,208,522	10,575,883,464
Appropriation to surplus reserve	-	-	-	396,872,318	-	-	-	-	(396,872,318)	-	-	-
Appropriation to general reserves	-	-	-	-	1,395,749,803	-	-	-	(1,395,749,803)	-	-	-
Distributions to holders of perpetual subordinated bonds	-	-	-	-	-	-	-	-	(386,200,000)	(386,200,000)	-	(386,200,000)
Issuance of perpetual subordinated bonds	-	3,500,000,000	-	-	-	-	-	-	-	3,500,000,000	-	3,500,000,000
Dividends to shareholders	-	-	-	-	-	-	-	-	(868,906,236)	(868,906,236)	(63,947,434)	(932,853,670)
Acquisition of a subsidiary	-	-	-	-	-	-	-	-	-	-	173,080,789	173,080,789
Disposal of subsidiaries	-	-	-	-	-	-	-	-	-	-	(12,820,696)	(12,820,696)
Others	-	-	(1,386,454)	-	-	-	-	-	-	(1,386,454)	-	(1,386,454)
At 31 December 2021	4,827,256,868	8,500,000,000	39,531,886,525	1,392,448,797	5,470,061,175	129,746,422	(955,513,381)	(2,674,098)	25,528,908,966	84,422,121,274	308,715,153	84,730,836,427

The notes on pages 255 to 424 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022 (Expressed in RMB, unless otherwise stated)

	Year ended 31 December	
	2022	2021
Cash flows from operating activities:		
Profit before income tax	9,055,978,000	12,978,112,859
Adjustments for:		
Net financing interest expenses	5,846,948,958	5,878,864,962
Depreciation and amortisation expenses	1,645,116,754	1,182,680,073
Reversal of impairment losses under ECL model	(20,928,922)	(408,034,310)
Net (gains)/losses on disposal of property, equipment and other long-term assets	(4,429,999)	4,623,401
Foreign exchange losses/(gains) from derivatives and from others	857,112,136	(982,224,939)
Losses/(gains) on changes in fair value of financial instruments at fair value through profit or loss	253,169,842	(12,644,407,721)
Interest income from financial assets at fair value through other comprehensive income	(1,432,341,079)	(1,177,075,057)
Dividend income from investments in financial assets and share of losses/(profits) of associates and joint ventures	(318,291,597)	(157,424,440)
Net gains on disposal of investments	(221,272,314)	(153,715,325)
Operating cash flows before movements in working capital	15,661,061,779	4,521,399,503
Decrease/(increase) in receivable from margin clients	7,878,389,844	(5,299,709,847)
Decrease/(increase) in accounts receivable, other receivables and prepayments	6,585,294,861	(3,630,819,089)
Increase in reverse REPOs	(1,318,980,558)	(7,155,609,294)
Decrease/(increase) in financial instruments at fair value through profit or loss	30,999,910,955	(50,021,784,852)
Decrease/(increase) in cash held on behalf of clients	8,018,747,490	(30,082,315,371)
Increase in restricted bank deposits	(122,658,005)	(408,055,900)
Decrease/(increase) in refundable deposits	31,558,087	(863,502,823)
(Decrease)/increase in accounts payable to brokerage clients	(1,343,503,010)	22,785,626,006
Increase/(decrease) in REPOs	26,721,536,188	(8,699,392,520)
(Decrease)/increase in other liabilities	(33,156,008,783)	82,746,054,211
Cash generated from operating activities, before income tax	59,955,348,848	3,891,890,024
Income tax paid	(1,994,460,008)	(2,024,488,670)
Net cash generated from operating activities	57,960,888,840	1,867,401,354

Year ended 31 December

	2022	2021
Cash flows from investing activities:		
Cash receipts from disposal of investments	109,602,237,964	42,432,404,748
Cash receipts of investment returns	1,844,869,628	1,607,630,359
Cash and cash equivalents from acquisition of a subsidiary	–	236,175,135
Proceeds from disposal of interest in associates and joint ventures	–	15,435,237
Proceeds from disposal of property, equipment and other long-term assets	5,474,554	–
Purchase of investments	(133,322,360,226)	(50,552,079,460)
Purchase of property, equipment and other long-term assets	(1,585,965,391)	(1,058,414,313)
Net cash inflows/(outflows) on disposal of subsidiaries	18,292,800	(11,629,041)
Net cash used in investing activities	(23,437,450,671)	(7,330,477,335)
Cash flows from financing activities:		
Proceeds from issuance of beneficiary certificates	77,677,628,455	47,872,317,839
Proceeds from issuance of corporate bonds	15,500,000,000	45,000,000,000
Proceeds from issuance of medium-term notes (“MTNs”)	8,478,975,000	9,727,050,000
Proceeds from issuance of perpetual subordinated bonds	7,900,000,000	3,500,000,000
Proceeds from issuance of subordinated bonds	2,000,000,000	7,000,000,000
Proceeds from issuance of structured notes	1,564,681,228	2,232,650,401
Proceeds from issuance of commercial papers	–	1,000,000,000
Capital contribution from non-controlling interests	190	–
Redemption of beneficiary certificates	(76,261,310,729)	(55,675,519,569)
Redemption of corporate bonds	(20,500,000,000)	(9,776,000,000)
Redemption of subordinated bonds	(9,900,000,000)	(5,000,000,000)
Redemption of MTNs	(6,567,200,000)	(7,271,702,400)
Redemption of structured notes	(2,652,600,909)	(6,268,914,105)
Redemption of financial bonds	(2,500,000,000)	–
Redemption of commercial papers	(1,000,000,000)	–
Cash paid for interest	(5,981,969,940)	(4,972,167,490)
Dividends paid to shareholders of the Company	(1,448,177,060)	(868,906,236)
Dividends paid to non-controlling interests	(83,447,434)	–
Repayment of lease liabilities	(880,537,910)	(694,738,032)
Distribution to holders of perpetual subordinated bonds	(386,200,000)	(232,000,000)
Cash outflows associated with other financing activities	(87,195,952)	(47,172,588)
Net cash (used in)/generated from financing activities	(15,127,355,061)	25,524,897,820

Consolidated Statement of Cash Flows

For the year ended 31 December 2022 (Expressed in RMB, unless otherwise stated)

	Notes	Year ended 31 December	
		2022	2021
Net increase in cash and cash equivalents		19,396,083,108	20,061,821,839
Cash and cash equivalents at the beginning of the year		65,192,946,724	46,662,433,555
Effect of exchange rate changes		89,221,562	(1,531,308,670)
Cash and cash equivalents at the end of the year	37	84,678,251,394	65,192,946,724
Net cash used in operating activities including:			
Interest received		10,980,377,204	8,991,936,481
Interest paid		(3,250,654,221)	(2,261,950,471)

The notes on pages 255 to 424 form part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in RMB, unless otherwise stated)

1. GENERAL INFORMATION

China International Capital Corporation Limited (中國國際金融股份有限公司) (the “Company”) was established on 25 June 1995 in the People’s Republic of China (“PRC”) as approved by the People’s Bank of China (“PBOC”). On 31 July 1995, it obtained the Business License for Enterprise Legal Person (Qi He Guo Zi No. 000599) issued by the State Administration for Industry and Commerce of the PRC.

Pursuant to a conversion completed on 1 June 2015, the Company was converted into a joint stock company with limited liability. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited on 9 November 2015 and was listed on the Shanghai Stock Exchange on 2 November 2020.

The Company’s unified social credit code is 91110000625909986U, and the registered address of the Company is the 27th and 28th Floor, China World Trade Centre 2, 1 Jian Guo Men Wai Avenue, Chaoyang District, Beijing, the PRC. As at 31 December 2022, the Company has 1 securities business office and 11 branches. Please refer to Note 61 for details of subsidiaries of the Company.

The Company and its subsidiaries (together “the Group”) are principally engaged in investment banking business, equities business, fixed-income, commodities and currency (“FICC”) business, asset management business, private equity business, wealth management business and other business activities.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

2.1 Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards (the “IASs”) Board (the “IASB”), for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to IFRS 3	<i>Reference to the Conceptual Framework</i>
Amendment to IFRS 16	<i>Covid-19-Related Rent Concessions beyond 30 June 2021</i>
Amendment to IAS 16	<i>Property, Plant and Equipment-Proceeds before Intended Use</i>
Amendments to IAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i>
Amendments to IFRSs	<i>Annual Improvements to IFRSs 2018-2020</i>

The application of the amendments to IFRSs in the current year has had no material effect on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

2.2 New and Amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17 (including the June 2020 and December 2021 Amendments to IFRS 17)	<i>Insurance Contractsⁱ</i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Ventureⁱⁱ</i>
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leasebackⁱⁱⁱ</i>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-currentⁱⁱⁱ</i>
Amendments to IAS 1	<i>Non-current Liabilities with Covenantsⁱⁱⁱ</i>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policiesⁱ</i>
Amendments to IAS 8	<i>Definition of Accounting Estimatesⁱ</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transactionⁱ</i>

- (i) Effective for annual periods beginning on or after 1 January 2023.
- (ii) Effective for annual periods beginning on or after a date to be determined.
- (iii) Effective for annual periods beginning on or after 1 January 2024.

Except for the new and amendments to IFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

IAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 *Making Materiality Judgements* (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosure provisions of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16 *Leases* ("IFRS 16"), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

For financial instruments which are transacted at fair value and for which a valuation technique with unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equal the transaction price or investment cost.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.1 Basis of preparation of consolidated financial statements *(continued)*

In addition, for financial reporting purposes, fair value measurements are categorised into Level I, II or III based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level I inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level II inputs are inputs, other than quoted prices included within Level I, that are observable for the asset or liability, either directly or indirectly; and
- Level III inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

3.2 Significant accounting policies

(a) Basis of consolidation

(i) *Business combinations*

In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

Acquisitions of businesses, other than business combination under common control are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred, except if related to the issue of debt or equity securities.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(a) Basis of consolidation *(continued)*

(i) Business combinations *(continued)*

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively;
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(a) Basis of consolidation *(continued)*

(ii) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised gains arising from intra-group transactions are eliminated in full when preparing the financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Group, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between holders of non-controlling interests and shareholders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised. Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(a) Basis of consolidation *(continued)*

(ii) **Subsidiaries and non-controlling interests** *(continued)*

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary. Any gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owner of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 3.2(e)) or, when appropriate, the cost on initial recognition of an investment in an associate or a joint venture (see Note 3.2(a)(iii)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 3.2(k)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(iii) **Associates and joint ventures**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(a) Basis of consolidation *(continued)*

(iii) Associates and joint ventures *(continued)*

An investment in an associate or a joint venture is accounted for in the consolidated financial statements using the equity method of accounting, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

Unrealised profits and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 3.2(e)).

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(b) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGU"), or a group of CGUs, that is expected to benefit from the synergies of the combination, which represents the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or a group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(c) Foreign currency

(i) Translation of foreign currencies

The financial statements are presented in RMB, which is the Company's functional and presentation currency.

When the Group receives capital in foreign currencies from investors, the capital is translated to RMB at the spot exchange rates ruling at the date of receipt. Other foreign currency transactions are, on initial recognition, translated to the respective functional currencies of the entities at the exchange rates that approximate the spot exchange rate ruling at the transaction dates.

A spot exchange rate is quoted by the PBOC, the State Administration of Foreign Exchange, or a cross rate determined based on quoted exchange rates. A rate that approximates the spot exchange rate is determined by a systematic and rational method, normally the average exchange rate of the current period.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currencies at the spot exchange rates ruling at the end of the year. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency used to hedge a net investment in a foreign operation that are recognised in other comprehensive income.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated to the functional currencies using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to the functional currencies using the foreign exchange rates ruling at the dates the fair value is measured.

When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(c) Foreign currency *(continued)*

(ii) Foreign operations

The results of foreign operations are translated to RMB at the exchange rates approximating the spot exchange rate ruling at the transaction dates. Statement of financial position items are translated to RMB at the closing foreign exchange rates at the end of the year. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the foreign currency translation reserve.

Upon disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(d) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits, and short-term and highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value.

(e) Financial instruments

(i) Recognition and initial measurement

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(i) **Recognition and initial measurement** *(continued)*

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost on initial recognition.

(ii) **Classification and subsequent measurement**

(1) *Financial assets*

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income ("FVTOCI") (including debt investment and equity investment); or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

(1) Financial assets *(continued)*

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (“SPPI”).

A debt investment is measured at FVTOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (“SPPI”).

On initial recognition of an equity investment that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies, the Group may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income (OCI). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

(1) Financial assets *(continued)*

Financial assets – Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

(1) Financial assets *(continued)*

Financial assets – The “SPPI” assessment

For the purposes of this assessment, ‘principal’ is defined as the fair value of the financial asset on initial recognition. ‘Interest’ is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Group’s claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

(1) Financial assets *(continued)*

Financial assets – Subsequent measurement and gains and losses

Financial assets classified as at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets classified as at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. For purchased or originated credit-impaired financial assets, the Group recognises interest by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Debt investments classified as at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments classified as at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

(2) Impairment of financial assets

The Group performs impairment assessment under ECL model and correspondingly recognises loss allowances on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, receivable from margin clients, reverse REPOs, accounts receivable in accordance with IFRS 15 *Revenue from contracts with customers* ("IFRS 15") and loans to associates and joint ventures);
- debt investment measured at FVTOCI; and
- contract assets in accordance with IFRS 15.

The Group measures the loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

The Group always recognises lifetime ECL for trade receivable and contract assets that result from transactions that are within the scope of IFRS 15, and that do not contain a significant financing component in accordance with IFRS 15 (or when the group applies the practical expedient in accordance with IFRS 15). The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

(2) Impairment of financial assets *(continued)*

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- significant changes in external market indicators of credit risk for a particular financial instruments or similar financial instruments with the same expected life;
- an actual or expected significant deterioration in the financial instrument's external or internal (if available) credit rating;
- an actual or expected internal credit rating downgrade for the borrower;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations;
- significant deterioration in the value of the collateral supporting the obligation or the quality of third-party guarantees or credit enhancements;

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

(2) Impairment of financial assets *(continued)*

In particular, the following information is taken into account when assessing whether credit risk has increased significantly: *(Continued)*

- an actual or expected significant deterioration in the quality of credit enhancement;
- significant changes in the expected performance and behavior of the borrower.

Depending on the nature of the financial instruments, the Group identifies significant changes in credit risk on individual financial instruments or a group or sub-group of financial instruments. For purpose of determining significant increases in credit risk on a collective basis, the Group groups financial instruments on the basis of shared credit risk characteristics, which may include, past-due status and credit risk ratings.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) **Classification and subsequent measurement** *(continued)*

(2) *Impairment of financial assets (continued)*

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVTOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

(2) Impairment of financial assets *(continued)*

Credit-impaired financial assets *(continued)*

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being overdue;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation;
- the disappearance of an active market for a security because of financial difficulties;
- the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Presentation of allowance for ECL in the statement of financial position

The allowances for ECL for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

For debt securities at FVTOCI, the allowance for ECL is charged to profit or loss and is recognised in OCI.

Write-off policy

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

(3) Financial liabilities and equity – Classification, subsequent measurement and gains and losses

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Perpetual instruments, which include no contractual obligation for the Group to deliver cash or other financial assets or of which the Group has the sole discretion to indefinitely defer payment for distribution or redemption are classified as equity instruments.

Repurchase of the Group's own equity instruments is recognised in and deducted directly from equity. No gain or loss is recognised in profit or loss for the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities

Financial liabilities are classified as measured at FVTPL or amortised cost.

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. For financial liabilities that are designated as at FVTPL, the amount of changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

Financial liabilities at amortised cost are subsequently measured at amortised cost using the effective interest method.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(iii) **Derecognition**

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows of the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled, or expired. The Group also derecognises a financial liability when the terms of the financial liability are substantially modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(iv) **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(v) Fair value measurement principles

If there is an active market for a financial asset or financial liability, the quoted market price without adjusting for transaction costs that may be incurred upon future disposal or settlement is used to establish the fair value of the financial asset or financial liability. For a financial asset held or a financial liability to be assumed, the quoted price is the current bid price. For a financial asset to be acquired or a financial liability assumed, the quoted price is the current asking price. Quoted prices from an active market are prices that are readily and regularly available from an exchange, dealer, broker, industry group or pricing service agency, and represent actual and regularly occurring market transactions on an arm's length basis.

If no active market exists for a financial instrument, a valuation technique is used to establish the fair value. Valuation techniques include using recent arm's length market transactions between knowledgeable willing parties, reference to the current fair value of another instrument that is substantially the same, discounted cash flow analysis and option pricing models. Where discounted cash flow technique is used, future cash flows are estimated based on management's best estimates and the discount rate used is the prevailing market rate applicable for instrument with similar terms and conditions at the end of the year. Where other pricing models are used, inputs are based on market data at the end of the year.

In estimating the fair value of a financial asset or financial liability, the Group considers all factors including, but not limited to, risk-free interest rate, credit risk, foreign exchange rate and market volatility, that are likely to affect the fair value of the financial asset or financial liability.

The Group obtains market data from the same market where the financial instrument was originated or purchased.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(vi) *Derivative financial instruments and hedge accounting*

(1) *Derivative financial instruments*

Derivative financial instruments are initially measured at fair value at the date a derivative contract is entered into and are subsequently measured at fair value. Changes in fair value of these derivative financial instruments other than those designated as hedging instrument are recognised in profit or loss. Fair values are obtained from quoted market prices in active market or are determined using valuation techniques, including discounted cash flow model and options pricing model as appropriate.

A derivative instrument is recognised as an asset when the fair value is positive and as a liability when the fair value is negative.

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortised cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of IFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(vi) **Derivative financial instruments and hedge accounting** *(continued)*

(2) *Hedge accounting*

The Group designates certain derivatives as hedging instruments for fair value hedges or hedges of net investments in foreign operations.

At the inception of the hedging relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group assesses whether the hedging instrument is highly effective in offsetting changes in fair values of the hedged item attributable to the hedged risk.

Certain derivative transactions, while providing effective economic hedges under the Group's risk management positions, do not qualify for hedge accounting and are therefore treated as derivatives held for trading with fair value gains or losses recognised in profit or loss.

Assessment of hedging relationship and effectiveness

For hedge effectiveness assessment, the Group considers whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the entity actually uses to hedge that quantity of hedged item.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(vi) **Derivative financial instruments and hedge accounting** *(continued)*

(2) *Hedge accounting (continued)*

Assessment of hedging relationship and effectiveness (continued)

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

Hedges which meet the strict criteria for hedge accounting are accounted for in accordance with the Group's accounting policy as set out below.

(3) *Fair value hedges*

Fair value hedges are hedges of the Group's exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment, or an identified portion of such an asset, liability or unrecognised firm commitment, that is attributable to a particular risk and could affect the profit or loss. For fair value hedges, the carrying amount of the hedged item is adjusted for gains and losses attributable to the risk being hedged, the derivative is remeasured at fair value and the gains and losses from both are taken to profit or loss. For hedged items recorded at amortised cost, the difference between the carrying value of the hedged item and the face value is amortised over the remaining term of the original hedge using the effective interest rate method.

The Group discontinues fair value hedge accounting if the hedging instrument expires or is sold, terminated or exercised, the hedge no longer meets the criteria for hedge accounting. If the hedged items are derecognised, the unamortised fair value is recorded in profit or loss.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(vi) **Derivative financial instruments and hedge accounting** *(continued)*

(4) *Hedges of net investments in foreign operations*

Hedges of net investments in foreign operations are hedges of the foreign currency risk of net investments in foreign operations. The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognised in other comprehensive income. The ineffective portion is recognised immediately in profit or loss and included in the statement of profit or loss. The cumulative gain or loss on the hedging instrument relating to the effective portion of the hedge that has been accumulated in equity are reclassified to profit or loss on the disposal or partial disposal of the foreign operation.

(f) **Financial assets held under resale agreements and financial assets sold under repurchase agreements**

Financial assets purchased under agreements to resell are reported not as purchases of the assets but as receivables and are carried in the statement of financial position at amortised cost.

Financial assets sold subject to a simultaneous agreement to repurchase these assets are retained in the statement of financial position and measured in accordance with their original measurement principles. The proceeds from the sale are reported as liabilities and are carried at amortised cost.

Interest earned on resale agreements and interest incurred on repurchase agreements are recognised respectively as interest income and interest expenses over the life of each agreement using the effective interest method.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(g) Property and equipment

(i) *Recognition and measurement*

Items of property and equipment are stated at cost less accumulated depreciation and impairment losses (Note 3.2(k)). Property and equipment under construction is stated at cost less impairment losses (Note 3.2(k)).

The cost of a purchased property and equipment asset comprises the purchase price, related taxes, and any expenditure directly attributable to bringing the asset into working condition for its intended use.

Costs of construction in progress include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs eligible for capitalisation.

(ii) *Subsequent costs*

The subsequent costs including the cost of replacing part of an item of property or equipment are recognised in the carrying amount of the item if the recognition criteria are satisfied, and the carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(g) Property and equipment *(continued)*

(iii) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of property and equipment. Where the individual component parts of an item of property and equipment have different useful lives or provide benefits to the Group in different patterns, each part is depreciated separately. The estimated useful lives and the rate of net residual values of each class of property and equipment are as follows:

	Estimated useful life	Estimated rate of net residual value
Buildings	20 – 35 years	3% – 5%
Office equipment	2 – 5 years	0% – 10%
Furniture and fixtures	3 – 5 years	0% – 10%
Motor vehicles	3 – 5 years	0% – 10%
Leasehold improvements	Benefit period	Nil

No depreciation is provided in respect of property and equipment under construction.

Depreciation methods, useful lives and net residual values are reassessed at the end of the reporting period.

(iv) Gains or losses from the retirement or disposal

Gains or losses arising from the retirement or disposal of property and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss on the date of disposal or retirement.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(h) Leases

(i) *Definition of a lease*

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(ii) *The Group as a lessee*

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead to account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date (i.e. the date the underlying asset is available for use) and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

Except for short-term leases and leases of low value assets, the Group recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(h) Leases *(continued)*

(ii) **The Group as a lessee** *(continued)*

Right-of-use assets (continued)

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(h) Leases *(continued)*

(ii) **The Group as a lessee** *(continued)*

Lease liabilities (continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the options; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in an index or a change in expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(h) Leases *(continued)*

(ii) **The Group as a lessee** *(continued)*

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use assets. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Taxation

For the purposes of measuring deferred tax arising from the recognition of right-of-use assets and related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities. Temporary differences associated with right-of-use assets and lease liabilities are not recognised when the Group initially recognising the assets and liabilities and over the lease terms as a result of applying the initial recognition exemption of deferred tax under IAS 12 *Income Taxes*.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(i) Intangible assets

Intangible assets are stated in the statement of financial position at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (Note 3.2(k)).

Useful lives of intangible assets are determined as the period that the assets are expected to generate economic benefits for the Group, and when there is no foreseeable limit on the period of time over which the asset is expected to generate economic benefits for the Group, the intangible assets are regarded as having indefinite useful life.

Amortisation of an intangible asset with finite useful life is charged to profit or loss on a straight-line basis over its estimated useful life. Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

The self-developed software and software acquired from third party shall be amortised over 1 to 10 years. The trade mark right and the securities trading seat rights in mainland China shall be amortised over 10 years.

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(i) Intangible assets *(continued)*

- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

(j) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 3.2(o)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECLs in accordance with the policy set out in Note 3.2(e)(ii)(2) and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see Note 3.2(o)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis. When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 3.2(o)(v)).

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(k) Impairment of non-financial assets

Internal and external sources of information are reviewed at the end of year to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property and equipment (other than properties carried at revalued amounts);
- intangible assets;
- right-of-use assets;
- investments in subsidiaries, associates and joint ventures; and
- goodwill.

If any impairment indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amounts are estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a CGU).

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(k) Impairment of non-financial assets *(continued)*

- Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the CGU to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of CGU are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

- Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(l) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(l) Provisions and contingent liabilities *(continued)*

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

(m) Employee benefits

(i) *Short-term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Pursuant to the relevant laws and regulations in the PRC, the Group participated in the social pension schemes for employees arranged by local government labour and security authorities. The Group makes contributions to the retirement schemes at the applicable rates based on the amount stipulated by the government. The contributions are charged to profit or loss on an accrual basis. When employees retire, the local labour and security authorities are responsible for the payment of the basic retirement benefits to the retired employees.

The Group also participates in the Mandatory Provident Fund Scheme (the “MPF Scheme”) for its employees in Hong Kong under the Mandatory Provident Fund Scheme Ordinance and there are no forfeited contributions that may be used by the Group to reduce the existing level of contributions.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(m) Employee benefits *(continued)*

(ii) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

(iii) Termination benefits

A liability for a termination benefit is recognised at the earlier of when the Group can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

(n) Offsetting

Income and expenses are presented on a net basis only when permitted by the accounting standards, or for gains and losses arising from a group of similar transactions such as in the Group's trading activity.

(o) Revenue from contracts with customers and other income

Revenue from contracts with customers is recognised when control of the services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a service (or a bundle of services) that is distinct or a series of distinct services that are substantially the same and have the same pattern of transfer to the clients.

The Group accounts for a contract with a client only when all of the following criteria are met:

- the parties to the contract have approved the contract and are committed to perform their respective obligations;
- each party's rights regarding the services to be transferred can be identified;

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(o) Revenue from contracts with customers and other income *(continued)*

- the payment terms for the services to be transferred can be identified;
- the contract has commercial substance; and
- it is probable that the consideration to which the Group is entitled in exchange for the services to be transferred to the clients will be collected.

When a contract with a client does not meet the criteria stated above and the Group receives consideration from the client, the Group recognises the consideration received as revenue only when the Group has no remaining obligations to transfer services to the client and all, or substantially all, of the consideration promised by the client has been received by the Group is non-refundable, or the contract has been terminated and the consideration received from the client is non-refundable and the consideration received from a client will be recognised as a contract liability.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the client simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the client controls as the Group performs;
or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the client obtains control of the distinct service.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(o) Revenue from contracts with customers and other income *(continued)*

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the promised services to the client. The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

When another party is involved in providing services to a client, the Group determines whether the nature of its promise is a performance obligation to provide the specified services itself as a principal or to arrange, as an agent, for the other party to provide those services.

The Group is a principal if it controls the specified service before that service is transferred to a client.

The Group is an agent if its performance obligation is to arrange for the provision of the specified service by another party. In this case, the Group does not control the specified service provided by another party before that service is transferred to the client. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the other party to provide the specified services.

Where the contract contains a financing component which provides a significant financing benefit to the client for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the client, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(o) Revenue from contracts with customers and other income *(continued)*

Further details of the Group's revenue and other income recognition policies are as follows:

(i) **Underwriting and sponsoring fees, financial advisory fees and investment advisory fees**

Underwriting and sponsoring fees are recognised when the Group has fulfilled its obligations under the underwriting and sponsoring contract.

Depending on the nature of the services and the contract terms, financial advisory fees and investment advisory fees are recognised in profit or loss over time using a method that depicts the Group's performance, or at a point in time when the service is completed.

(ii) **Asset management fees**

Asset management fees include periodic management fees calculated based on assets under management and performance-based fee. The fees are recognised progressively over time using a method that depicts the Group's performance, to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

(iii) **Brokerage commission income**

Brokerage commission income includes commission income from brokerage trading of securities and leasing out trading seats. Commission income from brokerage trading of securities is recognised on the trade date basis when the relevant transactions are executed. Commission income from leasing out trading seats is recognised when the related services are rendered.

(iv) **Dividend income**

Dividend income from investments is recognised when the rights to receive payment have been established.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(o) Revenue from contracts with customers and other income *(continued)*

(v) Interest income

Interest income is recognised in profit or loss by using the effective interest method. For financial assets measured at amortised cost or debt securities measured at FVTOCI that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of impairment loss allowance) of the asset.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the year. The effective interest rate is the rate that exactly discounts the estimated future cash receipts or payments through the expected life of the financial instrument or, when appropriate, a shorter period, to net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment, call and similar options) but does not consider future credit losses. The calculation of the effective interest rate includes all fees paid or received between parties to the contract, transaction costs, and all other discounts or premiums that are an integral part of the effective interest rate.

(p) Expenses recognition

(i) Interest expenses

Interest expenses are accrued on a time proportion basis with reference to the amortised cost and the applicable effective interest rate.

(ii) Fee and commission expenses

Fee and commission expenses are charged to profit or loss on an accrual basis.

(iii) Other expenses

Other expenses are recognised on an accrual basis.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(q) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(r) Income tax

Income tax expense comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amount of tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of year, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss related to the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(r) Income tax *(continued)*

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The carrying amount of a deferred tax asset is reviewed at the end of year and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(s) Dividends appropriated to investors

Dividends or distributions of profits proposed in the profit appropriation plan which will be authorised and declared after the end of the year are not recognised as a liability at the end of the year but disclosed separately in the notes to the consolidated financial statements.

(t) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Government grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Government grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(u) Related parties

(i) A person, or a close member of that person's family, is related to the Group if that person:

- (1) has control or joint control over the Group;
- (2) has significant influence over the Group; or
- (3) is a member of the key management personnel of the Group or the Group's parent.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(u) Related parties *(continued)*

(ii) **An entity is related to the Group if any of the following conditions applies:**

- (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (3) Both entities are joint ventures of the same third party;
- (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (6) The entity is controlled or jointly controlled by a person identified in Note 3.2(u)(i);
- (7) A person identified in Note 3.2(u)(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).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial statements provided regularly to the Group's senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various business lines and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of clients, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3.2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

(a) Fair value of financial instruments

Financial instruments without quotes from an active market require the use of valuation techniques to determine their fair values. Valuation techniques include the use of the latest market transaction information, reference to the current fair values of similar financial instruments, discounted cash flow method and option pricing model. Valuation techniques are subject to validation and adjustment before use to ensure that the valuation results reflect actual market conditions. The valuation models developed by the Group use market information as much as possible and information specific to the Group as little as possible. It should be noted that some of the information used in the valuation models requires management to make estimates (e.g. counterparty risk, risk correlation factors, etc.). The Group regularly reviews these estimates and assumptions and makes adjustments as necessary. Whilst the Group considers these valuations are the best estimates, inflationary environment and interest rates hike have resulted in greater market volatility and may affect the investees' or issuer' businesses, which have led to higher degree of uncertainties in respect of the valuations in the current and prior year.

(b) Determination of consolidation scope

All facts and circumstances must be taken into consideration in the assessment of whether the Group, as an investor, controls the investee. The principle of control includes three elements: (i) power over the investee; (ii) exposure, or rights, to variable returns from involvement with the investee; and (iii) the ability to use power over the investee to affect the amount of investor's returns. The Group reassesses whether it controls an investee when relevant facts and circumstances change to such an extent that there is a change in one or more of the three elements of control listed above.

For structured entities, the Group assesses whether the combination of investments it holds, if any, together with its remuneration creates exposure to variability of returns from the activities of the structured entities that is of such significance indicating that the Group is a principal. The structured entities shall be consolidated if the Group acts in the role of principal.

(c) Impairment of goodwill

The Group assesses the recoverable amount of the goodwill at the end of year and performs impairment test no matter whether there is indication that the unit may be impaired or not.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

(c) Impairment of goodwill *(continued)*

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the CGU (or the group of CGUs) to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU (or the group of CGUs) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise. Furthermore, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainties due to uncertainty on how the volatility in financial or foreign currency markets may progress and evolve.

(d) Measurement and recognition of ECLs

The measurement of the ECL allowance for debt investments measured at amortised cost and FVTOCI is an area that requires the use of models and assumptions about future economic conditions and credit behavior of the client (such as the likelihood of clients defaulting and the resulting losses). A number of significant judgements are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL;
- Determining the number and relative weightings of forward-looking scenarios for the ECL of each type of product/market.

See Note 58(a) for more details on ECL.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

(e) Income tax

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are made accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all tax legislations. Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As disclosed in Note 29(b), the recognition of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty especially the uncertainty on how the volatility in financial or foreign currency markets may progress and evolve. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered.

5. TAXATION

(a) Value-added tax ("VAT") and surcharges

The applicable tax rate is 6% for the years ended 31 December 2022 and 2021. The urban maintenance and construction tax, education surcharge and local education surcharge are charged at 7%, 3% and 2% of VAT respectively for the years ended 31 December 2022 and 2021.

(b) Income tax

The income tax rate applicable to the Company and its subsidiaries in mainland China is 25% for the years ended 31 December 2022 and 2021.

The profits tax rate applicable to the subsidiaries in Hong Kong Special Administrative Region ("Hong Kong SAR") is 16.5% for the years ended 31 December 2022 and 2021. Taxes of other offshore subsidiaries are charged at the relevant local rates.

6. SEGMENT REPORTING

Reportable segments are identified based on operating segments which are determined based on the Group's internal organisational structure, management requirements and internal reporting mechanisms. An operating segment is a component of the Group:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are regularly reviewed by the Group's management for the purposes of resources allocation and performance evaluation; and
- for which discrete financial information is available.

Two or more operating segments may be aggregated into a single operating segment if the segments have similar economic characteristics in respect of:

- nature of the services;
- type or class of clients for the services;
- approaches to providing the services; and
- nature of the regulatory environment.

For management purposes, the Group's businesses are structured and managed separately according to the nature of their operations and the services that the Group provides. Each of the Group's operating segments represents a strategic business unit and offers services which are subject to risks and returns different from those to which the services offered by the other operating segments are subject. A summary of the operating segments is as follows:

- the Investment Banking segment provides investment banking services, including equity financing, debt and structured financing and financial advisory services to domestic and overseas corporations and institutional clients.

6. SEGMENT REPORTING *(continued)*

- the Equities segment provides one-stop integrated financial services such as investment research, sales, trading, products and cross-border services to domestic and overseas professional investors, including institutional trading services and capital services such as primary brokerage, over-the-counter derivatives, capital introduction and market-making transactions.
- the FICC segment provides a package of services and supports in the areas of market making and financing to domestic and overseas institutional and corporate clients on fixed-income products such as interest rate, credit and structured products, as well as on overseas exchange and commodities.
- the Asset Management segment designs and provides a wide range of asset management products and services to domestic and overseas investors, including social security and annuity investment management business, institutional entrusted investment management business, overseas asset management business, retail and mutual fund business, etc..
- the Private Equity segment designs and provides integrated private equity fund products and services to domestic and overseas investors, mainly including corporate equity funds, Funds of Funds, dollar funds, real asset funds, infrastructure funds, etc..
- the Wealth Management segment provides a wide range of wealth management products and services, consisting of transactional services, capital services and product configuration services, to retail clients, families and corporate clients.
- the Others segment mainly comprises of other business departments, middle offices and back offices.

6. SEGMENT REPORTING (continued)

(a) Segment results

	Year ended 31 December 2022							
	Investment Banking	Equities	FICC	Asset Management	Private Equity	Wealth Management	Others	Total
Segment revenue								
– Fee and commission income (Note 1)	6,051,374,722	2,688,102,268	1,017,686,417	1,367,980,758	1,569,122,311	5,532,081,618	(163,031,586)	18,063,316,508
– Interest income	35,059,151	1,029,587,167	1,436,533,851	52,421,522	6,566,179	4,092,996,479	1,500,174,618	8,153,338,967
– Investment (losses)/income	(39,769,095)	5,617,889,462	3,159,787,413	(55,241,701)	906,728,303	408,716,116	609,771,769	10,607,882,267
– Other income/(losses), net	2,413,845	(696,502,656)	648,277,772	9,992,533	36,589,873	106,716,665	466,162,834	573,650,866
Segment revenue and other income	6,049,078,623	8,639,076,241	6,262,285,453	1,375,153,112	2,519,006,666	10,140,510,878	2,413,077,635	37,398,188,608
Segment expenses	4,256,288,764	3,925,649,505	4,257,633,708	1,087,691,347	1,317,245,409	8,095,892,993	5,398,341,098	28,338,742,824
Segment operating profit/(loss)	1,792,789,859	4,713,426,736	2,004,651,745	287,461,765	1,201,761,257	2,044,617,885	(2,985,263,463)	9,059,445,784
Share of profits/(losses) of associates and joint ventures	–	–	–	21,303,617	33,332,398	(58,000,022)	(103,777)	(3,467,784)
Profit/(loss) before income tax	1,792,789,859	4,713,426,736	2,004,651,745	308,765,382	1,235,093,655	1,986,617,863	(2,985,367,240)	9,055,978,000
Segment assets	7,200,091,313	219,498,996,220	144,434,182,269	4,090,150,174	7,514,083,760	129,582,769,986	133,693,577,413	646,013,851,135
Deferred tax assets								2,750,188,301
Total assets								648,764,039,436
Segment liabilities	7,499,827,908	210,544,219,911	125,828,236,895	3,376,219,112	3,536,880,438	112,722,403,694	85,062,790,590	548,570,578,548
Deferred tax liabilities								718,765,065
Total liabilities								549,289,343,613
Other segment information:								
Interest expenses (Note 2)	320,916,435	2,245,183,373	3,067,365,123	158,310,723	269,022,546	2,089,123,190	1,026,598,757	9,176,520,147
Depreciation and amortisation expenses	110,833,453	115,050,532	108,935,557	67,549,605	63,839,292	581,440,397	597,467,918	1,645,116,754
(Reversal of)/provision for impairment losses under ECL model	(4,381,847)	(82,989,935)	66,336,617	10,719,709	18,367,650	(29,715,804)	734,688	(20,928,922)

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

6. SEGMENT REPORTING (continued)

(a) Segment results (continued)

	Year ended 31 December 2021							
	Investment Banking	Equities	FICC	Asset Management	Private Equity	Wealth Management	Others	Total
Segment revenue								
– Fee and commission income (Note 1)	6,029,414,530	3,652,103,796	964,451,035	1,451,307,261	1,516,753,482	6,005,064,578	(137,868,454)	19,481,226,228
– Interest income	83,805,899	836,375,326	1,268,727,913	82,219,323	10,291,128	4,316,521,155	678,537,886	7,276,478,630
– Investment income	665,526,723	6,324,957,860	4,323,086,108	20,123,905	961,904,333	812,127,406	1,595,728,998	14,703,455,333
– Other income/(losses), net	2,155,989	(446,992,035)	(180,776,704)	(1,976,999)	56,100,382	72,889,971	1,860,983	(496,738,413)
Segment revenue and other income	6,780,903,141	10,366,444,947	6,375,488,352	1,551,673,490	2,545,049,325	11,206,603,110	2,138,259,413	40,964,421,778
Segment expenses	4,327,159,461	3,310,707,017	4,137,599,903	1,072,299,036	1,260,660,690	8,349,242,670	5,676,200,335	28,133,869,112
Segment operating profit/(loss)	2,453,743,680	7,055,737,930	2,237,888,449	479,374,454	1,284,388,635	2,857,360,440	(3,537,940,922)	12,830,552,666
Share of profits/(losses) of associates and joint ventures	–	–	–	41,976,763	170,072,392	(64,510,727)	21,765	147,560,193
Profit/(loss) before income tax	2,453,743,680	7,055,737,930	2,237,888,449	521,351,217	1,454,461,027	2,792,849,713	(3,537,919,157)	12,978,112,859
Segment assets	17,135,821,322	228,408,848,666	117,869,897,456	4,338,697,107	6,786,640,301	150,898,930,293	122,728,014,678	648,166,849,823
Deferred tax assets								1,628,639,392
Total assets								649,795,489,215
Segment liabilities	16,848,020,822	219,005,468,387	99,815,856,866	3,098,769,889	3,848,007,560	135,685,090,086	86,331,783,944	564,632,997,554
Deferred tax liabilities								431,655,234
Total liabilities								565,064,652,788
Other segment information:								
Interest expenses (Note 2)	226,457,208	1,052,768,284	3,086,449,442	95,742,862	142,695,705	2,253,728,486	1,408,853,770	8,266,695,757
Depreciation and amortisation expenses	93,281,119	79,086,777	65,088,274	60,375,042	47,561,526	474,336,326	362,951,009	1,182,680,073
(Reversal of)/provision for impairment losses under ECL model	(157,491,079)	(49,262,546)	(2,735,538)	(3,185,520)	(2,861,434)	(193,653,589)	1,155,396	(408,034,310)

Note 1: Disaggregation of revenue was disclosed in Note 7. Brokerage commission income is mainly generated by Equities and Wealth Management segments; underwriting and sponsoring fees and financial advisory fees are mainly generated by Investment Banking segment; asset management fees are mainly generated by Asset Management, Private Equity and Wealth Management segments.

Note 2: The Group allocates interest expenses across the reportable segments based on the capital used during the reporting period for the purpose of measuring segment operating performance and improving efficiencies of capital management.

6. SEGMENT REPORTING *(continued)*

(b) Geographical information

The following table sets out the Group's revenue and other income from external clients and the Group's non-current assets (excluding financial assets at fair value through profit or loss, reverse REPOs, refundable deposits and deferred tax assets, the same as below) in terms of geographical locations. The geographical locations of the revenue and other income from external clients are identified based on the locations in which the services or the products are rendered. The geographical locations of the non-current assets are identified based on the place of incorporation of the business units under which the non-current assets are recorded.

	Revenue and other income from external clients	
	Year ended 31 December	
	2022	2021
Mainland China	30,155,072,095	32,647,239,421
Outside mainland China	7,243,116,513	8,317,182,357
Total	37,398,188,608	40,964,421,778

	Non-current assets	
	As at 31 December	
	2022	2021
Mainland China	7,817,387,171	6,610,534,969
Outside mainland China	956,445,332	986,831,439
Total	8,773,832,503	7,597,366,408

Reconciliation of segment non-current assets:

	Non-current assets	
	As at 31 December	
	2022	2021
Total non-current assets for segments	38,030,611,017	34,550,643,922
Elimination of inter-segment non-current assets	(29,256,778,514)	(26,953,277,514)
Total	8,773,832,503	7,597,366,408

(c) Major clients

The Group's client base is diversified and there was no case in which the revenue recognised from a single client exceeded 10% of the Group's revenue for the years ended 31 December 2022 and 2021.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

7. FEE AND COMMISSION INCOME

	Year ended 31 December	
	2022	2021
Brokerage commission income	6,724,619,393	8,175,013,657
Underwriting and sponsoring fees	6,401,818,894	6,155,083,342
Asset management fees	3,200,602,010	3,265,434,816
Financial advisory fees	945,633,406	1,168,263,233
Investment advisory fees	599,897,044	654,185,716
Others	190,745,761	63,245,464
Total	18,063,316,508	19,481,226,228

The remaining performance obligation is recognised as contract liabilities as at 31 December 2022 and 31 December 2021, and disclosed in Note 48. Except as stated in Note 48, there is no significant remaining performance obligation.

8. INTEREST INCOME

	Year ended 31 December	
	2022	2021
Interest income from financial institutions	2,845,497,853	2,131,342,257
Interest income from margin financing and securities lending	2,672,473,426	2,857,404,292
Interest income from financial assets at fair value through other comprehensive income	1,432,341,079	1,177,075,057
Interest income from reverse REPOs	885,366,459	976,184,479
Others	317,660,150	134,472,545
Total	8,153,338,967	7,276,478,630

9. INVESTMENT INCOME

	Year ended 31 December	
	2022	2021
Net (losses)/gains from disposal of financial assets at fair value through other comprehensive income	(117,261,499)	60,742,856
Net (losses)/gains from financial instruments at fair value through profit or loss	(9,447,532,252)	27,440,230,992
Net gains/(losses) from derivative financial instruments	20,170,066,615	(12,737,765,442)
Others	2,609,403	(59,753,073)
Total	10,607,882,267	14,703,455,333

10. OTHER INCOME/(LOSSES), NET

	Year ended 31 December	
	2022	2021
Refund for tax withholding and remittance	96,147,298	44,391,214
Government grants	85,966,731	112,633,477
Foreign exchange gains/(losses) from derivatives	706,044,802	(96,071,265)
Others (Note)	(314,507,965)	(557,691,839)
Total	573,650,866	(496,738,413)

Note: Others mainly consisted of gains and losses due to exchange rate fluctuations arising from foreign currency transactions other than foreign exchange derivative transactions.

11. FEE AND COMMISSION EXPENSES

	Year ended 31 December	
	2022	2021
Brokerage commission expenses	1,492,387,777	2,144,191,097
Underwriting and sponsoring expenses	341,426,448	287,052,839
Asset management expenses	286,334,365	221,580,804
Investment advisory expenses	119,236	–
Others	–	3,719
Total	2,120,267,826	2,652,828,459

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

12. INTEREST EXPENSES

	Year ended 31 December	
	2022	2021
Interest expenses on:		
– Corporate bonds	3,787,039,946	3,467,593,358
– Placements from financial institutions	1,370,387,484	1,027,143,459
– Subordinated bonds	953,046,486	1,304,385,699
– REPOs	925,847,737	716,756,920
– Medium-term notes (“MTNs”)	624,195,135	493,946,229
– Accounts payable to brokerage clients	332,042,032	294,094,060
– Beneficiary certificates	290,616,325	411,578,311
– Lease liabilities	75,437,642	57,334,036
– Financial bonds	53,868,493	84,750,000
– Structured notes	16,949,947	51,808,887
– Commercial papers	3,912,329	2,235,616
– Others	743,176,591	355,069,182
Total	9,176,520,147	8,266,695,757

13. STAFF COSTS

	Year ended 31 December	
	2022	2021
Salaries, bonus and allowance	9,820,082,362	12,041,725,539
Retirement scheme contributions	767,242,688	529,110,488
Other social welfare	967,597,246	543,735,077
Other benefits	372,322,949	211,959,896
Total	11,927,245,245	13,326,531,000

The Group is required to participate in pension schemes in mainland China, Hong Kong SAR and other jurisdictions whereby the Group pays annual contributions for its employees at certain ratios of salaries. The Group also provides annuity schemes for employees in mainland China beyond the annual contributions described above. The contributions for annuity schemes are calculated based on a certain percentage of employees’ salaries.

14. DIRECTORS' AND SUPERVISORS' REMUNERATION

Directors' and supervisors' remuneration is as follows:

Name	Year ended 31 December 2022				
	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
Executive Director					
Huang Zhaohui (ii)	-	1,706,470	1,638,734	138,957	3,484,161
Non-executive Director					
Shen Rujun	-	-	-	-	-
Zhu Hailin (vi)	-	-	-	-	-
Tan Lixia	-	-	-	-	-
Duan Wenwu	-	-	-	-	-
Independent Non-executive Director					
Liu Li	825,000	-	-	-	825,000
Siu Wai Keung (vii)	405,625	-	-	-	405,625
Ben Shenglin (vii)	398,604	-	-	-	398,604
Ng Kong Ping Albert (viii)	436,875	-	-	-	436,875
Lu Zhengfei (viii)	410,750	-	-	-	410,750
Peter Hugh Nolan (iv)	745,000	-	-	-	745,000
Supervisor					
Gao Tao (ii)	-	1,536,199	-	105,701	1,641,900
Jin Lizuo	395,000	-	-	-	395,000
Cui Zheng	-	-	-	-	-
Total	3,616,854	3,242,669	1,638,734	244,658	8,742,915

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

14. DIRECTORS' AND SUPERVISORS' REMUNERATION (continued)

Directors' and supervisors' remuneration is as follows: (continued)

	Year ended 31 December 2021				
Name	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
Executive Director					
Huang Zhaohui (ii)	–	1,666,769	4,981,415	132,089	6,780,273
Non-executive Director					
Shen Rujun	–	–	–	–	–
Xiong Lianhua (v)	–	–	–	–	–
Zhu Hailin (vi)	–	–	–	–	–
Tan Lixia	–	–	–	–	–
Duan Wenwu	–	–	–	–	–
Independent Non-executive Director					
Liu Li	835,000	–	–	–	835,000
Siu Wai Keung (vii)	860,000	–	–	–	860,000
Ben Shenglin (vii)	830,000	–	–	–	830,000
Peter Hugh Nolan (iv)	780,000	–	–	–	780,000
Supervisor					
Gao Tao (ii)	–	1,528,942	1,539,662	100,572	3,169,176
Jin Lizuo	385,000	–	–	–	385,000
Cui Zheng	–	–	–	–	–
Total	3,690,000	3,195,711	6,521,077	232,661	13,639,449

- (i) The amounts disclosed above in respect of the remuneration of directors and supervisors were accrued and confirmed to be distributed by the Company during the reporting period and presented before income tax.
- (ii) The remuneration of Mr. Huang Zhaohui includes the compensation for the services provided by Mr. Huang Zhaohui acting as the Chief Executive Officer of the Company. There is no compensation for Mr. Huang Zhaohui for the performance of the duties as a Director. The remuneration of Mr. Gao Tao includes the compensation for the services provided in the China CICC Wealth Management Securities Company Limited ("CICC Wealth Management", "CISC" or "CICC WMS"). There is no compensation for Mr. Gao Tao for the performance of the duties as a Supervisor.
- (iii) In addition to disclosed above, the pre-tax remuneration of Mr. Huang Zhaohui during his tenure, attributable to previous years and deferred to 2022 and 2021 amounted to RMB556 thousand and RMB1,173 thousand respectively. The pre-tax remuneration of Mr. Gao Tao during his tenure, attributable to previous years and deferred to 2022 and 2021 amounted to RMB2,703 thousand and RMB4,774 thousand respectively.
- (iv) Mr. Peter Hugh Nolan donated a total of RMB180 thousand to CICC Charity Foundation in 2022 (Year ended 31 December 2021: RMB180 thousand).
- (v) Resigned as non-executive Director in January 2021.
- (vi) Appointed as non-executive Director in September 2021 and resigned as non-executive Director in July 2022.
- (vii) Resigned as independent non-executive Director in June 2022.
- (viii) Appointed as independent non-executive Director in June 2022.

There were no amounts paid during the year to the directors and supervisors in connection with their retirement from employment or as compensation for loss of office with the Group, or as inducement to join. There was no other arrangement under which a director or a supervisor waived or agreed to waive any remuneration during the year.

15. INDIVIDUALS WITH HIGHEST EMOLUMENTS

None of the five individuals with the highest emoluments in 2022 and 2021 are directors or supervisors of the Company. The aggregate of the emoluments are as follows:

	Year ended 31 December	
	2022	2021
Salaries and other emoluments	9,844,656	9,822,091
Discretionary bonuses	54,238,921	74,276,967
Retirement scheme contributions	686,660	735,121
Total	64,770,237	84,834,179

The emoluments of these individuals with the highest emoluments are within the following bands:

	Number of individuals	
	2022	2021
From RMB12,500,001 to RMB13,000,000	3	–
From RMB13,000,001 to RMB13,500,000	2	–
From RMB13,500,001 to RMB14,000,000	–	–
From RMB14,000,001 to RMB14,500,000	–	–
From RMB14,500,001 to RMB15,000,000	–	–
From RMB15,000,001 to RMB15,500,000	–	–
From RMB15,500,001 to RMB16,000,000	–	–
From RMB16,000,001 to RMB16,500,000	–	–
From RMB16,500,001 to RMB17,000,000	–	3
From RMB17,000,001 to RMB17,500,000	–	2

No emoluments are paid or payable to these individuals in connection with their retirement from employment or as compensation for loss of office or inducement to join during the year.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

16. DEPRECIATION AND AMORTISATION EXPENSES

	Year ended 31 December	
	2022	2021
Depreciation of right-of-use assets	880,550,974	658,186,767
Depreciation of property and equipment	491,762,005	369,610,860
Amortisation of intangible assets	270,837,451	153,514,193
Others	1,966,324	1,368,253
Total	1,645,116,754	1,182,680,073

17. OTHER OPERATING EXPENSES AND COSTS

	Year ended 31 December	
	2022	2021
Business development expenses	1,102,900,944	1,054,482,439
Electronic equipment operating expenses	669,978,914	513,108,654
Professional service fees	337,017,774	298,000,168
Information technology expenses	244,460,723	191,429,269
Travelling and transportation expenses	230,909,036	312,333,243
Utilities and maintenance	112,956,103	101,770,914
Securities and futures investor protection funds	96,236,836	99,672,124
Auditors' remuneration	15,141,086	14,067,170
Others	558,237,271	394,461,266
Total	3,367,838,687	2,979,325,247

18. REVERSAL OF IMPAIRMENT LOSSES UNDER ECL MODEL

	Year ended 31 December	
	2022	2021
Impairment losses (reversed)/provided for:		
Accounts receivable and other assets	(41,632,694)	(201,248,299)
Receivable from margin clients	(20,238,152)	25,496,642
Reverse REPOs	(12,905,647)	(233,163,431)
Financial assets at fair value through other comprehensive income	53,017,651	769,369
Cash and bank balances	829,920	111,409
Total	(20,928,922)	(408,034,310)

19. INCOME TAX EXPENSE

(a) Taxation in the consolidated statement of profit or loss:

	Year ended 31 December	
	2022	2021
Current tax		
– Mainland China income tax	1,700,343,925	1,410,042,352
– Outside mainland China profits tax	519,199,227	698,291,402
Subtotal	2,219,543,152	2,108,333,754
Deferred tax	(758,440,441)	59,857,436
Total	1,461,102,711	2,168,191,190

(b) Reconciliation between income tax expense and accounting profit at applicable tax rates:

The income tax has been provided at the statutory rate of 25% in accordance with the relevant tax laws in mainland China during the period. Taxes on profits assessable outside mainland China have been calculated at the applicable tax rates prevailing in the countries/jurisdictions, in which the Group operates, based on the existing legislation, interpretations and practices. Reconciliation between income tax expense that would have resulted from applying the PRC statutory income tax rate to the Group's profit before income tax and the income tax expense in the consolidated statement of profit or loss is as follows:

	Year ended 31 December	
	2022	2021
Profit before income tax	9,055,978,000	12,978,112,859
Income tax calculated at the PRC statutory income tax rate	2,263,994,500	3,244,528,215
Effect of non-deductible expenses	41,538,441	37,367,219
Effect of non-taxable income	(548,102,163)	(510,699,925)
Effect of different applicable tax rates of the subsidiaries	(203,172,845)	(492,083,117)
Effect of deductible temporary differences or unused tax losses with no deferred tax asset recognised during the year	7,702,440	17,622,340
Effect of utilisation of the deductible temporary differences or unused tax losses with no deferred tax asset recognised in previous periods	(35,374,916)	(54,638,580)
Others	(65,482,746)	(73,904,962)
Total income tax expense	1,461,102,711	2,168,191,190

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

20. BASIC EARNINGS PER SHARE

	Year ended 31 December	
	2022	2021
Profit attributable to shareholders of the Company	7,597,501,992	10,777,713,147
Interest for holders of perpetual subordinated bonds for the year	(552,455,342)	(354,349,041)
Total	7,045,046,650	10,423,364,106
Weighted average number of ordinary shares in issue	4,827,256,868	4,827,256,868
Basic earnings per share (in RMB per share)	1.46	2.16

Basic earnings per share was calculated as the profit for the period attributable to ordinary shareholders of the Company divided by the weighted average number of ordinary shares in issue.

No diluted earnings per share has been presented for the years ended 31 December 2022 and 2021 as the Company had no potential ordinary shares in issue during the periods.

21. PROPERTY AND EQUIPMENT

	Buildings	Office equipment	Furniture and fixtures	Motor vehicles	Leasehold improvements	Construction in progress	Total
Cost							
As at 31 December 2021	92,721,687	1,890,744,489	123,413,502	10,395,805	895,039,173	189,436,852	3,201,751,508
Additions and transfer-in	-	471,054,492	52,813,399	-	232,486,012	261,573,016	1,017,926,919
Transfer-out	-	-	-	-	-	(87,577,428)	(87,577,428)
Disposals	-	(147,010,147)	(16,347,995)	(608,796)	(87,216,833)	-	(251,183,771)
Effect of changes in exchange rates	-	13,635,460	1,204,601	-	14,047,214	-	28,887,275
As at 31 December 2022	92,721,687	2,228,424,294	161,083,507	9,787,009	1,054,355,566	363,432,440	3,909,804,503
Accumulated depreciation							
As at 31 December 2021	(45,935,909)	(1,297,117,466)	(85,368,599)	(8,380,397)	(633,081,614)	-	(2,069,883,985)
Additions	(4,450,571)	(297,556,006)	(21,781,162)	(256,329)	(167,717,937)	-	(491,762,005)
Disposals	-	137,386,707	14,860,617	590,940	82,792,403	-	235,630,667
Effect of changes in exchange rates	-	(12,199,877)	(1,159,781)	-	(9,998,323)	-	(23,357,981)
As at 31 December 2022	(50,386,480)	(1,469,486,642)	(93,448,925)	(8,045,786)	(728,005,471)	-	(2,349,373,304)
Carrying amount							
As at 31 December 2022	42,335,207	758,937,652	67,634,582	1,741,223	326,350,095	363,432,440	1,560,431,199
As at 31 December 2021	46,785,778	593,627,023	38,044,903	2,015,408	261,957,559	189,436,852	1,131,867,523

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

21. PROPERTY AND EQUIPMENT (continued)

	Buildings	Office equipment	Furniture and fixtures	Motor vehicles	Leasehold improvements	Construction in progress	Total
Cost							
As at 31 December 2020	92,721,687	1,600,593,892	105,571,362	21,250,345	811,121,887	37,337,284	2,668,596,457
Acquired on acquisition of a subsidiary	–	1,303,344	917,435	–	5,300,327	–	7,521,106
Additions and transfer-in	–	411,826,489	25,086,388	–	172,020,313	245,529,612	854,462,802
Transfer-out	–	–	–	–	–	(93,430,044)	(93,430,044)
Disposals	–	(118,562,250)	(6,854,388)	(10,854,540)	(88,585,163)	–	(224,856,341)
Effect of changes in exchange rates	–	(4,416,986)	(1,307,295)	–	(4,818,191)	–	(10,542,472)
As at 31 December 2021	92,721,687	1,890,744,489	123,413,502	10,395,805	895,039,173	189,436,852	3,201,751,508
Accumulated depreciation							
As at 31 December 2020	(41,485,338)	(1,167,366,201)	(78,923,235)	(17,163,812)	(615,259,547)	–	(1,920,198,133)
Acquired on acquisition of a subsidiary	–	(979,879)	(389,617)	–	(2,136,835)	–	(3,506,331)
Additions	(4,450,571)	(244,230,810)	(12,794,005)	(344,880)	(107,790,594)	–	(369,610,860)
Disposals	–	111,529,437	6,309,389	9,128,295	88,585,162	–	215,552,283
Effect of changes in exchange rates	–	3,929,987	428,869	–	3,520,200	–	7,879,056
As at 31 December 2021	(45,935,909)	(1,297,117,466)	(85,368,599)	(8,380,397)	(633,081,614)	–	(2,069,883,985)
Carrying amount							
As at 31 December 2021	46,785,778	593,627,023	38,044,903	2,015,408	261,957,559	189,436,852	1,131,867,523
As at 31 December 2020	51,236,349	433,227,691	26,648,127	4,086,533	195,862,340	37,337,284	748,398,324

22. RIGHT-OF-USE ASSETS

	Buildings	Leasehold land	Equipment	Total
Cost				
As at 31 December 2021	3,232,138,927	1,266,558,879	854,845	4,499,552,651
Increases	1,376,882,442	–	128,101	1,377,010,543
Decreases	(495,264,978)	–	(241,634)	(495,506,612)
Effect of changes in exchange rates	59,279,793	–	49,964	59,329,757
As at 31 December 2022	4,173,036,184	1,266,558,879	791,276	5,440,386,339
Accumulated depreciation				
As at 31 December 2021	(1,286,581,192)	(217,732,444)	(596,472)	(1,504,910,108)
Increases	(880,413,297)	(32,910,658)	(191,347)	(913,515,302)
Decreases	351,142,211	–	241,596	351,383,807
Effect of changes in exchange rates	(16,188,170)	–	(26,104)	(16,214,274)
As at 31 December 2022	(1,832,040,448)	(250,643,102)	(572,327)	(2,083,255,877)
Carrying amount				
As at 31 December 2022	2,340,995,736	1,015,915,777	218,949	3,357,130,462
As at 31 December 2021	1,945,557,735	1,048,826,435	258,373	2,994,642,543
Expense relating to leases of low-value assets and short-term leases				147,155,680
Total cash outflow for leases for the year				1,103,522,889

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

22. RIGHT-OF-USE ASSETS (continued)

	Buildings	Leasehold land	Equipment	Total
Cost				
As at 31 December 2020	2,192,003,536	1,266,558,879	877,867	3,459,440,282
Acquired on acquisition of a subsidiary	58,017,322	–	–	58,017,322
Transfer-out due to disposals of subsidiaries	(2,066,509)	–	–	(2,066,509)
Increases	1,609,171,350	–	–	1,609,171,350
Decreases	(609,719,980)	–	–	(609,719,980)
Effect of changes in exchange rates	(15,266,792)	–	(23,022)	(15,289,814)
As at 31 December 2021	3,232,138,927	1,266,558,879	854,845	4,499,552,651
Accumulated depreciation				
As at 31 December 2020	(1,002,613,003)	(184,821,786)	(453,157)	(1,187,887,946)
Acquired on acquisition of a subsidiary	(30,620,253)	–	–	(30,620,253)
Transfer-out due to disposals of subsidiaries	1,606,446	–	–	1,606,446
Increases	(658,081,165)	(32,910,658)	(156,625)	(691,148,448)
Decreases	395,439,400	–	–	395,439,400
Effect of changes in exchange rates	7,687,383	–	13,310	7,700,693
As at 31 December 2021	(1,286,581,192)	(217,732,444)	(596,472)	(1,504,910,108)
Carrying amount				
As at 31 December 2021	1,945,557,735	1,048,826,435	258,373	2,994,642,543
As at 31 December 2020	1,189,390,533	1,081,737,093	424,710	2,271,552,336
Expense relating to leases of low-value assets and short-term leases				86,612,764
Total cash outflow for leases for the year				863,668,568

23. GOODWILL

(a) Changes in goodwill

Subsidiaries	As at 1 January 2022	Additions	Disposals	As at 31 December 2022	Less: Impairment loss allowance
CICC Wealth Management (Note 1)	1,582,678,646	–	–	1,582,678,646	–
Science & Technology Innovation (Note 2)	39,984,637	–	–	39,984,637	–
Total	1,622,663,283	–	–	1,622,663,283	–

Subsidiaries	As at 1 January 2021	Additions	Disposals	As at 31 December 2021	Less: Impairment loss allowance
CICC Wealth Management (Note 1)	1,582,678,646	–	–	1,582,678,646	–
Science & Technology Innovation (Note 2)	–	39,984,637	–	39,984,637	–
Total	1,582,678,646	39,984,637	–	1,622,663,283	–

Note 1: The Company acquired CICC Wealth Management in 2017 and paid, as the cost of the acquisition, the consideration of RMB16,700,695,000 in the form of share issuance. The difference between the consideration and the fair value of the identifiable net assets attributable to the Company amounted to RMB1,582,678,646 and was recognised as goodwill related to the CGU of Wealth Management.

Note 2: In 2021, CICC Capital Management Co., Ltd. ("CICC Capital"), a subsidiary of CICC, made a capital injection in cash of RMB220,129,947 into Beijing Science & Technology Innovation Investment Management Co., Ltd. ("Science & Technology Innovation") and acquired 51% equity interests of Science & Technology Innovation. The difference between the cash injection and the fair value of the identifiable net assets attributable to CICC Capital amounted to RMB39,984,637 and was recognised as goodwill.

(b) Impairment test

The recoverable amount of the CGU in respect of Wealth Management is determined based on the present value of expected future cash flows, which was determined based on the financial budgets (including budgeted income and profit margins based on the CGU's past performance and management's expectations for market development) approved by management covering a certain period, cash flows beyond the certain period are extrapolated using an estimated long-term growth rate of 3.00% (Year ended 31 December 2021: 3.00%). Pre-tax discount rates used by the Group was 11.84% (31 December 2021: 16.00%). As the goodwill arising from the acquisition of Science and Technology Innovation is not material, the details of the impairment analysis are not disclosed.

As at 31 December 2022 and 31 December 2021, the Group performed annual goodwill impairment tests. There was no impairment recognised for the goodwill related to the aforesaid CGUs since the recoverable amounts were greater than its carrying amounts individually.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

24. INTANGIBLE ASSETS

	Securities trading seat rights	Others (Note)	Total
Cost			
As at 31 December 2021	163,100,827	874,188,395	1,037,289,222
Additions	–	641,437,163	641,437,163
Disposals	–	(1,655,445)	(1,655,445)
Effect of changes in exchange rates	12,020	748,761	760,781
As at 31 December 2022	163,112,847	1,514,718,874	1,677,831,721
Accumulated amortisation			
As at 31 December 2021	(118,067,844)	(486,478,666)	(604,546,510)
Additions	(8,580,000)	(262,257,451)	(270,837,451)
Disposals	–	1,610,378	1,610,378
Effect of changes in exchange rates	–	(191,349)	(191,349)
As at 31 December 2022	(126,647,844)	(747,317,088)	(873,964,932)
Carrying amount			
As at 31 December 2022	36,465,003	767,401,786	803,866,789
As at 31 December 2021	45,032,983	387,709,729	432,742,712

24. INTANGIBLE ASSETS (continued)

	Securities trading seat rights	Others (Note)	Total
Cost			
As at 31 December 2020	163,112,847	603,671,526	766,784,373
Acquired on acquisition of a subsidiary	–	1,259,638	1,259,638
Additions	–	274,823,982	274,823,982
Disposals	–	(5,536,526)	(5,536,526)
Effect of changes in exchange rates	(12,020)	(30,225)	(42,245)
As at 31 December 2021	163,100,827	874,188,395	1,037,289,222
Accumulated amortisation			
As at 31 December 2020	(109,487,844)	(346,476,553)	(455,964,397)
Acquired on acquisition of a subsidiary	–	(315,970)	(315,970)
Additions	(8,580,000)	(144,934,193)	(153,514,193)
Disposals	–	5,228,358	5,228,358
Effect of changes in exchange rates	–	19,692	19,692
As at 31 December 2021	(118,067,844)	(486,478,666)	(604,546,510)
Carrying amount			
As at 31 December 2021	45,032,983	387,709,729	432,742,712
As at 31 December 2020	53,625,003	257,194,973	310,819,976

Note: As at 31 December 2022 and 2021, others mainly included computer software used by the Group.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

25. INTERESTS IN ASSOCIATES AND JOINT VENTURES

	As at 31 December	
	2022	2021
Share of net assets		
– Associates	515,367,663	497,800,566
– Joint ventures	500,212,453	589,135,019
Total	1,015,580,116	1,086,935,585

The following list contains only the particulars of the major associate and joint venture which are unlisted corporate entities of which quoted market prices are not available:

Name of an associate	Form of business structure	Place of incorporation operation	Particulars of issued and paid-in capital	Proportion of ownership interest			Principal activity
				Group's effective interest	Held by the Company	Held by a subsidiary	
Zheshang Jinhui Trust Co., Ltd. ("Zheshang Jinhui") (Note 1)	Incorporated	Hangzhou, PRC	RMB2,880,000,000	10.33%	10.33%	–	Trust business

Name of a joint venture	Form of business structure	Place of incorporation operation	Particulars of issued and paid-in capital	Proportion of ownership interest			Principal activity
				Group's effective interest	Held by the Company	Held by a subsidiary	
Jinteng Technology Information (Shenzhen) Co., Ltd. ("Jinteng Technology") (Note 2)	Incorporated	Shenzhen, PRC	RMB500,000,000	51.00%	51.00%	–	Information technology services

25. INTERESTS IN ASSOCIATES AND JOINT VENTURES *(continued)*

Note 1: The Company holds 10.33% equity interest of Zheshang Jinhui but has significant influence over Zheshang Jinhui as it can appoint members in Zheshang Jinhui's Board of Directors. Zheshang Jinhui is accounted for as an associate of the Company.

Note 2: The Company holds 51.00% equity interest of Jinteng Technology and jointly controls Jinteng Technology with a third party according to the contractual arrangement. Jinteng Technology is accounted for as a joint venture of the Company.

A summary of financial information of the Group's associates and joint ventures is presented below:

(a) Zheshang Jinhui

	Year ended 31 December	
	2022	2021
Financial information of the associate		
– Assets	4,545,314,257	4,526,101,883
– Liabilities	218,661,007	355,327,056
– Net assets	4,326,653,250	4,170,774,827
– Operating income	565,687,869	533,258,877
– Net profit	198,743,534	189,563,750
Reconciled to the Group's interests in the associate:		
Group's effective interest	10.33%	10.33%
Group's share of net assets of the associate	446,937,271	430,835,247
Carrying amount in the consolidated financial statements	446,937,271	430,835,247

25. INTERESTS IN ASSOCIATES AND JOINT VENTURES *(continued)***(b) Jinteng Technology**

	Year ended 31 December	
	2022	2021
Financial information of the joint venture		
– Assets	183,794,037	189,865,289
– Liabilities	99,401,605	93,160,173
– Net assets	84,392,432	96,705,116
– Operating income	73,208,162	27,130,050
– Net loss	(112,312,684)	(125,562,552)
Reconciled to the Group's interests in the joint venture:		
Group's effective interest	51.00%	51.00%
Group's share of net assets of the joint venture	43,040,140	49,319,609
Carrying amount in the consolidated financial statements	43,040,140	49,319,609

(c) Other associates and joint ventures:

	Year ended 31 December	
	2022	2021
Aggregate carrying amount of Group's interests in other associates and joint ventures in the consolidated financial statements	525,602,705	606,780,729
Aggregate amounts of the Group's share of profit or loss and other comprehensive income of those associates and joint ventures		
– Profit for the year	33,281,754	178,629,729
– Total comprehensive income	33,281,754	178,629,729

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Non-current

	As at 31 December	
	2022	2021
Equity securities	10,151,094,560	8,778,820,783
Funds and other investments	60,201,847	–
Total	10,211,296,407	8,778,820,783

Current

	As at 31 December	
	2022	2021
Equity securities	114,998,892,630	118,970,508,810
Debt securities (Note)	81,519,145,732	82,090,098,250
Funds and other investments	62,667,646,790	91,334,787,261
Total	259,185,685,152	292,395,394,321

Note: As at 31 December 2022, the perpetual bonds included in debt securities amounted to RMB9,344,567,046 (31 December 2021: RMB10,422,322,751).

27. FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS (“REVERSE REPOS”)**(a) Analysed by collateral type:****Non-current**

	As at 31 December	
	2022	2021
Stocks	3,347,199	340,465,446
Accrued interests	150,662	7,538,312
Less: Impairment loss allowance	–	(265,347)
Total	3,497,861	347,738,411

Current

	As at 31 December	
	2022	2021
Stocks	5,406,022,435	7,843,426,753
Debt securities	21,636,860,479	17,543,357,356
Subtotal	27,042,882,914	25,386,784,109
Accrued interests	145,968,974	193,159,541
Less: Impairment loss allowance	(56,547,702)	(69,188,002)
Total	27,132,304,186	25,510,755,648

27. FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS (“REVERSE REPOS”) *(continued)***(b) Analysed by market:****Non-current**

	As at 31 December	
	2022	2021
Stock exchanges	–	51,790,819
Over-the-counter market	3,497,861	295,947,592
Total	3,497,861	347,738,411

Current

	As at 31 December	
	2022	2021
Stock exchanges	14,161,084,252	19,235,585,288
Inter-bank market	8,113,368,183	5,625,905,902
Over-the-counter market	4,857,851,751	649,264,458
Total	27,132,304,186	25,510,755,648

The Group receives securities as collaterals in connection with reverse REPO business. The Group is allowed to sell or re-pledge the collaterals held in connection with bond outright REPO business in the absence of default of its counterparties. If the securities depreciate in value, the Group may, in certain circumstances, require additional collaterals. The Group has an obligation to return the collaterals to its counterparties at the expiration of the agreements.

As at 31 December 2022, the collaterals received by the Group in connection with reverse REPO business amounted to RMB40,832,263,654 (31 December 2021: RMB48,706,057,222).

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

28. REFUNDABLE DEPOSITS

	As at 31 December	
	2022	2021
Trading deposits	12,199,625,163	12,189,337,311
Performance bonds	332,141,692	348,088,248
Credit deposits	67,951,747	93,851,130
Subtotal	12,599,718,602	12,631,276,689
Accrued interests	388,084	636,075
Total	12,600,106,686	12,631,912,764

Refundable deposits are mainly placed at stock exchanges and clearinghouses, futures and commodity exchanges, China Securities Finance Corporation Limited, Shanghai Clearing House, futures companies and other institutions.

29. DEFERRED TAX ASSETS/(LIABILITIES)

(a) Deferred tax assets and liabilities recognised

The components and the movement during the year of the deferred tax assets/(liabilities) recognised in the consolidated statement of financial position are as follows:

	As at 1 January 2022	(Charged)/ credited to profit or loss	Credited/ (charged) to equity	Effect of changes in exchange rates	As at 31 December 2022		
					Deferred tax, net	Deferred tax assets	Deferred tax liabilities
Deferred tax assets/(liabilities) before set-off:							
Staff cost	1,761,498,689	(146,312,878)	-	849,659	1,616,035,470	1,616,035,470	-
Unused tax losses	23,774,576	6,304,335	-	(65,942)	30,012,969	30,012,969	-
Depreciation and amortisation	(64,417,337)	(28,929,843)	-	41,548	(93,305,632)	151,618	(93,457,250)
Changes in fair values of financial instruments at fair value through profit or loss	(795,536,477)	869,388,792	-	(197,864)	73,654,451	744,313,835	(670,659,384)
Changes in fair values of financial assets at fair value through other comprehensive income	(46,804,645)	-	82,123,963	5,235,704	40,555,022	54,909,885	(14,354,863)
Impairment loss allowance	121,941,266	(1,977,063)	(12,368,727)	372,782	107,968,258	107,968,258	-
Fair value adjustment arising from acquisition of subsidiaries	(163,989,062)	2,758,067	-	-	(161,230,995)	-	(161,230,995)
Others	360,517,148	57,209,031	-	7,514	417,733,693	417,928,052	(194,359)
Subtotal	1,196,984,158	758,440,441	69,755,236	6,243,401	2,031,423,236	2,971,320,087	(939,896,851)
Set off						(221,131,786)	221,131,786
Deferred tax assets/(liabilities) recognised in the consolidated statement of financial position						2,750,188,301	(718,765,065)

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

29. DEFERRED TAX ASSETS/(LIABILITIES) (continued)

(a) Deferred tax assets and liabilities recognised (continued)

						As at 31 December 2021		
	As at 1 January 2021	Credited/ (charged) to profit or loss	Charged to equity	Addition from acquisition of a subsidiary	Effect of changes in exchange rates	Deferred tax, net	Deferred tax assets	Deferred tax liabilities
Deferred tax assets/ (liabilities) before set-off:								
Staff cost	1,286,938,753	469,560,114	–	5,259,609	(259,787)	1,761,498,689	1,761,498,689	–
Unused tax losses	65,048,404	(55,693,352)	–	15,516,134	(1,096,610)	23,774,576	23,774,576	–
Depreciation and amortisation	(29,798,976)	(34,582,015)	–	–	(36,346)	(64,417,337)	1,966,994	(66,384,331)
Changes in fair values of financial instruments at fair value through profit or loss	(282,134,833)	(512,782,147)	–	(608,438)	(11,059)	(795,536,477)	37,931,705	(833,468,182)
Changes in fair values of financial assets at fair value through other comprehensive income	(4,795,623)	–	(42,162,889)	–	153,867	(46,804,645)	11,904,446	(58,709,091)
Impairment loss allowance	192,516,052	(69,759,884)	(444,878)	–	(370,024)	121,941,266	121,941,266	–
Fair value adjustment arising from acquisition of subsidiaries	(167,194,386)	3,252,243	–	(46,919)	–	(163,989,062)	–	(163,989,062)
Others	220,367,309	140,147,605	–	–	2,234	360,517,148	364,844,020	(4,326,872)
Subtotal	1,280,946,700	(59,857,436)	(42,607,767)	20,120,386	(1,617,725)	1,196,984,158	2,323,861,696	(1,126,877,538)
Set off							(695,222,304)	695,222,304
Deferred tax assets/ (liabilities) recognised in the consolidated statement of financial position							1,628,639,392	(431,655,234)

29. DEFERRED TAX ASSETS/(LIABILITIES) *(continued)***(b) Deferred tax assets not recognised**

As at 31 December 2022, the accumulated deductible temporary differences and unused tax losses with no deferred tax asset recognised of the Group amounted to RMB1,496 million (31 December 2021: RMB1,533 million).

Deferred tax assets not recognised in respect of cumulative tax losses are mainly attributable to certain overseas subsidiaries of the Group which were set up to strengthen the Group's cross-border service capabilities.

Deferred tax asset arising from unused tax losses is recognised only to the extent that an entity has sufficient taxable temporary differences or there is other convincing evidence that sufficient taxable profit will be available against which the unused tax losses can be utilised by the entity, when the entity has a history of recent losses. The directors of the Company review the financial performance of these overseas subsidiaries at the end of year to determine whether there is sufficient taxable profit to be available against the unused tax losses, and they are of the opinion that it is probable that sufficient future taxable profits against which the losses can be utilised may not be available in these overseas entities in the foreseeable future, given the current market conditions, and that further expenditures of these overseas subsidiaries are considered necessary for expanding the Group's overseas operations based on its business strategies.

30. OTHER NON-CURRENT ASSETS

	As at 31 December	
	2022	2021
Rental and other deposits	323,390,154	242,435,920
Others	90,770,500	87,378,935
Subtotal	414,160,654	329,814,855
Less: Impairment loss allowance	–	(1,300,093)
Total	414,160,654	328,514,762

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

31. ACCOUNTS RECEIVABLE

(a) Analysed by nature:

	As at 31 December	
	2022	2021
Trade receivable (Note)	39,443,210,298	43,111,765,949
Underwriting and advisory fees receivable	1,198,056,753	1,178,055,128
Asset management fees receivable	1,175,179,962	1,448,802,510
Trading seat rental fees receivable	257,940,035	262,339,248
Others	217,430,264	319,639,028
Subtotal	42,291,817,312	46,320,601,863
Less: Impairment loss allowance	(522,324,087)	(577,721,275)
Total	41,769,493,225	45,742,880,588

Note: Trade receivable mainly consisted of receivables from brokers and clearinghouses for trade settlements and from counterparties in derivative transactions.

31. ACCOUNTS RECEIVABLE *(continued)***(b) Analysed by aging:**

	As at 31 December 2022			
	Gross amount		Impairment loss allowance	
	Amount	%	Amount	%
Within 1 year (inclusive)	41,266,496,575	97.57%	(113,741,294)	21.78%
1 – 2 years (inclusive)	366,056,402	0.87%	(61,513,367)	11.78%
2 – 3 years (inclusive)	225,157,237	0.53%	(55,650,414)	10.65%
More than 3 years	434,107,098	1.03%	(291,419,012)	55.79%
Total	42,291,817,312	100.00%	(522,324,087)	100.00%

	As at 31 December 2021			
	Gross amount		Impairment loss allowance	
	Amount	%	Amount	%
Within 1 year (inclusive)	45,024,675,488	97.21%	(218,683,813)	37.86%
1 – 2 years (inclusive)	770,316,421	1.66%	(63,912,118)	11.06%
2 – 3 years (inclusive)	227,291,657	0.49%	(105,037,551)	18.18%
More than 3 years	298,318,297	0.64%	(190,087,793)	32.90%
Total	46,320,601,863	100.00%	(577,721,275)	100.00%

32. RECEIVABLE FROM MARGIN CLIENTS**(a) Analysed by nature:**

	As at 31 December	
	2022	2021
Individuals	26,702,766,101	33,200,516,997
Institutions	4,058,477,725	5,439,116,673
Subtotal	30,761,243,826	38,639,633,670
Accrued interests	1,007,490,532	1,001,389,159
Less: Impairment loss allowance	(142,543,897)	(161,966,115)
Total	31,626,190,461	39,479,056,714

(b) Analysed by fair value of collaterals of margin financing and securities lending business:

	As at 31 December	
	2022	2021
Stocks	89,832,203,207	124,939,879,833
Funds	11,485,400,682	11,192,319,708
Cash	6,492,544,179	7,441,888,372
Debt securities	796,696,496	247,429,455
Total	108,606,844,564	143,821,517,368

33. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME**(a) Analysed by type:**

	As at 31 December	
	2022	2021
Debt securities	66,689,432,031	43,009,969,681

(b) Analysed by listing status:

	As at 31 December	
	2022	2021
Listed		
– In Hong Kong, China	6,468,364,761	3,873,877,762
– Outside Hong Kong, China	60,221,067,270	39,136,091,919
Total	66,689,432,031	43,009,969,681

34. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES)

	As at 31 December 2022		
	Notional amount	Fair value	
		Assets	Liabilities
Hedging instruments (a)			
– Interest rate contracts	6,446,990,000	20,242,029	(18,923,185)
– Currency contracts	300,168,756	205,624	(6,455,102)
Non-hedging instruments			
– Interest rate contracts	307,349,542,866	946,604,138	(876,483,055)
– Currency contracts	280,398,800,779	2,435,675,338	(2,943,822,632)
– Equity contracts	345,281,312,153	13,772,752,581	(6,584,415,778)
– Credit contracts	10,178,039,800	180,067,812	(62,945,885)
– Other contracts (Note)	67,380,025,793	435,807,741	(855,081,860)
Total	1,017,334,880,147	17,791,355,263	(11,348,127,497)

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

34. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES) (continued)

	As at 31 December 2021		
	Notional amount	Fair value	
		Assets	Liabilities
Hedging instruments (a)			
– Interest rate contracts	6,390,000,000	93,610,591	–
– Currency contracts	565,774,000	16,827,830	–
Non-hedging instruments			
– Interest rate contracts	242,441,578,342	1,144,350,810	(1,111,387,288)
– Currency contracts	190,415,232,394	1,304,156,273	(1,346,933,865)
– Equity contracts	434,621,453,927	11,666,573,674	(15,312,842,131)
– Credit contracts	3,335,399,000	28,522,231	(12,751,155)
– Other contracts (Note)	47,966,982,401	310,187,254	(350,093,069)
Total	925,736,420,064	14,564,228,663	(18,134,007,508)

Note: Other contracts mainly include commodity options and commodity futures.

Under a daily mark-to-market settlement arrangement, any gains or losses of the Group's positions in futures contracts in mainland China are settled on a daily basis. As at 31 December 2022, the fair value of those unexpired daily settled future contracts was a gain of RMB860,305,806 (31 December 2021: Gains of RMB72,360,866).

34. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES) *(continued)***(a) Hedging instruments****(i) Fair value hedges**

Fair value hedges are used by the Group to protect against changes in the fair value of financial liabilities due to movements in market interest rates. Interest rate swaps are used to hedge the interest rate risk of the selected long-term debt securities issued.

The gains of fair value hedges are presented as follows:

	Year ended 31 December	
	2022	2021
Gains arising from fair value hedges, net:		
Interest rate contracts	(18,539,345)	(3,871,167)
Hedged items attributable to the hedged risk	29,642,738	30,725,835
Total	11,103,393	26,854,668

The analysis on notional amounts of the items designated as hedging instruments in fair value hedges by tenure is presented as follows:

	As at 31 December 2022			Total
	Less than 6 months (inclusive)	6 months to 12 months (inclusive)	More than 12 months	
Hedging instruments-interest rate contracts	920,000,000	–	5,526,990,000	6,446,990,000

	As at 31 December 2021			Total
	Less than 6 months (inclusive)	6 months to 12 months (inclusive)	More than 12 months	
Hedging instruments-interest rate contracts	1,550,000,000	2,920,000,000	1,920,000,000	6,390,000,000

34. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES) *(continued)***(a) Hedging instruments** *(continued)***(i) Fair value hedges** *(continued)*

Details of the Group's hedged risk exposure in fair value hedges strategy are set out below:

Long-term debt securities issued	As at 31 December	
	2022	2021
Carrying amount of hedged items	6,546,764,966	6,559,631,222
Accumulated adjustments to the fair value of hedged items	18,341,250	122,669,430

(ii) Hedges of net investments in foreign operations

The Group's consolidated financial position is affected by the gain or loss through currency fluctuations as the Company and its subsidiaries have different functional currencies. The Group hedges such foreign exchange exposure in limited circumstances. The Group hedges exchange exposures using foreign exchange forward contracts for certain net investments in foreign operations. Under the hedging relationships, the Group separates the forward element and the spot element of a forward contract and designates only the change in the value of the spot element of the forward contract as the hedging instrument. There was no hedge ineffectiveness for the year ended 31 December 2022 and 2021.

For the year ended 31 December 2022, the net losses from the hedging instruments recognised in other comprehensive income amounted to RMB5,443,508 (Year ended 31 December 2021: the net gains amounted to RMB19,772,308). For the year ended 31 December 2022, the net gains associated with forward elements of forward contracts recognised in profit or loss were RMB1,030,898 (Year ended 31 December 2021: RMB14,572,332).

As at 31 December 2022, the notional amount of hedging instruments designated as hedges of net investments in foreign operations by the Group was RMB300,168,756 (31 December 2021: RMB565,774,000), and the tenure is within 6 months (31 December 2021: within 6 months).

35. CASH HELD ON BEHALF OF CLIENTS

The Group maintains segregated deposit accounts with banks and authorised institutions to hold client monies arising from its ordinary course of business. The Group has classified their client monies as cash held on behalf of clients under current assets of the consolidated statement of financial position and recognised the corresponding current liabilities, in particular, accounts payable to brokerage clients and accounts payable to underwriting clients, on the grounds that the Group is liable for any misappropriation of their clients' monies. In mainland China, clients' monies are restricted and governed by relevant third-party deposit regulations issued by the China Securities Regulatory Commission (the "CSRC"). In Hong Kong SAR, clients' monies are restricted and governed by the *Securities and Futures (Client Money) Rules* under the *Securities and Futures Ordinance*.

36. CASH AND BANK BALANCES

	As at 31 December	
	2022	2021
Cash on hand	134,435	146,897
Deposits with banks	75,437,843,953	59,655,004,412
Deposits with clearinghouses	10,198,036,303	6,372,900,707
Subtotal	85,636,014,691	66,028,052,016
Accrued interests	154,353,340	115,322,702
Less: Impairment loss allowance	(1,110,402)	(279,829)
Total	85,789,257,629	66,143,094,889

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

37. CASH AND CASH EQUIVALENTS

	As at 31 December	
	2022	2021
Cash on hand	134,435	146,897
Deposits with banks	75,437,843,953	59,655,004,412
Deposits with clearinghouses	10,198,036,303	6,372,900,707
Subtotal	85,636,014,691	66,028,052,016
Less: Restricted bank deposits	(957,763,297)	(835,105,292)
Total	84,678,251,394	65,192,946,724

The restricted bank deposits mainly include the risk reserve deposits held for asset management business and temporary deposits held on behalf of non-brokerage clients.

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Non-cash changes					As at 31 December 2022
	As at 1 January 2022	Cash flows	Transferred in/ (transferred out)	Interests, amortisation and effect of changes in exchange rates	Fair value changes	
Short-term debt securities issued	22,989,857,489	(4,992,814,922)	–	554,949,390	–	18,551,991,957
Long-term debt securities issued due within one year	34,753,251,574	(37,780,186,176)	63,778,253,059	3,961,463,815	(1,937,432)	64,710,844,840
Long-term debt securities issued	125,755,298,201	21,829,736,921	(63,778,253,059)	3,487,465,594	(21,127,035)	87,273,120,622
Other current liabilities (Note)	–	877,552,000	–	–	–	877,552,000
Total liabilities arising from financing activities	183,498,407,264	(20,065,712,177)	–	8,003,878,799	(23,064,467)	171,413,509,419

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES *(continued)*

	As at 1 January 2021	Cash flows	Non-cash changes			As at 31 December 2021
			(Transferred out)/ transferred in	Interests, amortisation and effect of changes in exchange rates	Fair value changes	
Short-term debt securities issued	26,492,570,465	(3,698,500,070)	(202,222,740)	398,009,834	–	22,989,857,489
Long-term debt securities issued due within one year	23,386,443,319	(26,679,555,965)	36,641,688,229	1,451,886,236	(47,210,245)	34,753,251,574
Long-term debt securities issued	104,614,517,533	54,304,293,617	(36,439,465,489)	3,256,521,153	19,431,387	125,755,298,201
Total liabilities arising from financing activities	154,493,531,317	23,926,237,582	–	5,106,417,223	(27,778,858)	183,498,407,264

Note: As at 31 December 2022, the Group received proceeds from issuance of beneficiary certificates but not yet interest-bearing amounted to RMB877,552,000.

39. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 31 December 2022		
	Financial liabilities held for trading	Financial liabilities designated as at fair value through profit or loss	Total
Equity securities	2,629,192,263	39,235,363,199	41,864,555,462
Debt securities	1,249,823,154	2,037,071,933	3,286,895,087
Funds and others	51,841,228	–	51,841,228
Total	3,930,856,645	41,272,435,132	45,203,291,777

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

39. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS *(continued)*

	As at 31 December 2021		Total
	Financial liabilities held for trading	Financial liabilities designated as at fair value through profit or loss	
Equity securities	2,755,876,401	34,162,624,317	36,918,500,718
Debt securities	823,345,819	526,215,128	1,349,560,947
Funds and others	658,725,019	–	658,725,019
Total	4,237,947,239	34,688,839,445	38,926,786,684

Note 1: As at 31 December 2022 and 31 December 2021, there were no significant changes in fair values of financial liabilities designated as at fair value through profit or loss as a result of changes in the credit risk of the Group.

Note 2: The Group's financial liabilities designated at fair value through profit or loss are mainly equity-linked instruments, and their fair values are linked to stocks, indices, etc..

40. ACCOUNTS PAYABLE TO BROKERAGE CLIENTS

	As at 31 December	
	2022	2021
Client deposits for brokerage trading	82,100,532,800	84,806,501,501
Client deposits for margin financing and securities lending	9,985,098,403	8,622,632,712
Subtotal	92,085,631,203	93,429,134,213
Accrued interests	14,325,126	16,031,094
Total	92,099,956,329	93,445,165,307

Accounts payable to brokerage clients represent the monies received from and repayable to brokerage clients, which are mainly held at banks and clearinghouses. Accounts payable to brokerage clients are interest-bearing at the prevailing interest rate.

The balance of the accounts payable includes certain margin deposits and cash collaterals received from clients for their margin financing and securities lending activities under ordinary course of business. Only the amounts in excess of the required amount of margin deposits and cash collaterals are repayable on demand.

41. PLACEMENTS FROM FINANCIAL INSTITUTIONS

(a) Analysed by funding source:

	As at 31 December	
	2022	2021
Placements from banks	60,019,982,479	50,516,199,330
Placements from China Securities Finance Corporation Limited	500,000,000	500,000,000
Placements from non-bank financial institution	–	200,000,000
Subtotal	60,519,982,479	51,216,199,330
Accrued interests	326,036,235	261,079,348
Total	60,846,018,714	51,477,278,678

(b) Analysed by residual maturity:

	As at 31 December			
	2022		2021	
	Book value	Range of interest rate	Book value	Range of interest rate
Within 1 month (inclusive)	42,249,812,576	0.42% – 6.15%	36,379,699,104	0.18% – 3.60%
1 – 3 months (inclusive)	9,837,911,541	2.09% – 6.20%	3,432,566,420	0.90% – 3.40%
3 months – 1 year (inclusive)	8,758,294,597	2.09% – 6.35%	11,665,013,154	1.05% – 3.20%
Total	60,846,018,714		51,477,278,678	

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

42. SHORT-TERM DEBT SECURITIES ISSUED

	Notes	As at 31 December	
		2022	2021
Beneficiary certificates	(a)	15,660,243,596	15,121,477,870
Short-term corporate bonds	(b)	2,000,000,000	5,000,000,000
Structured notes	(c)	802,860,586	1,762,243,471
Commercial papers	(d)	–	1,000,000,000
Subtotal		18,463,104,182	22,883,721,341
Accrued interests:			
Beneficiary certificates		64,717,760	51,422,773
Short-term corporate bonds		14,722,316	40,963,789
Structured notes		9,447,699	11,513,970
Commercial papers		–	2,235,616
Total		18,551,991,957	22,989,857,489

(a) Beneficiary certificates:

Nominal interest rate	Book value as at 1 January 2022	Issuance	Interest accrued, net of interest paid	Redemption	Reclassified to long-term debt securities issued (Note)	Book value as at 31 December 2022
0.00% – 7.90%	15,172,900,643	76,800,076,455	13,294,987	(76,261,310,729)	–	15,724,961,356

Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Reclassified to long-term debt securities issued (Note)	Book value as at 31 December 2021
0.00% – 11.02%	19,775,706,657	47,872,317,839	(38,391,344)	(52,234,509,769)	(202,222,740)	15,172,900,643

Note: As at 31 December 2022, there was no beneficiary certificate reclassified to long-term debt securities issued as extension rights were exercised by the holders of these beneficiary certificates (31 December 2021: RMB202 million).

42. SHORT-TERM DEBT SECURITIES ISSUED (continued)**(a) Beneficiary certificates:** (continued)

The Group has issued beneficiary certificates bearing nominal interest at:

- fixed rates, ranging from 1.38% to 7.90% per annum;
- a fixed rate plus a floating rate; or
- a floating rate.

The floating interest rate is calculated based on stock indices such as Shanghai & Shenzhen 300 Index and China Securities Index 500, individual stocks, prices of commodity products or United States dollar ("USD") index. The yield rate of such beneficiary certificates is based on market performance of the underlying instruments in the contractual period, and the non-fixed income is recognised as derivative financial instruments.

(b) Short-term corporate bonds:

Name	Interest commencement		Principal	Nominal interest rate	Book value as at 1 January		Interest accrued, net of		Amortisation and others	Book value as at 31 December	
	date	Maturity date			2022	Issuance	interest paid	Redemption		2022	2022
21 CISC WMS S1	09/08/2021	09/08/2022	2,000,000,000	2.68%	2,020,042,181	-	(20,042,181)	(2,000,000,000)	-	-	-
21 CISC WMS S2	24/09/2021	24/09/2022	3,000,000,000	2.85%	3,020,921,608	-	(20,921,608)	(3,000,000,000)	-	-	-
22 CISC WMS S1	11/08/2022	11/08/2023	2,000,000,000	2.04%	-	2,000,000,000	14,722,316	-	-	2,014,722,316	-
Total					5,040,963,789	2,000,000,000	(26,241,473)	(5,000,000,000)	-	2,014,722,316	-

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

42. SHORT-TERM DEBT SECURITIES ISSUED (continued)

(b) Short-term corporate bonds: (continued)

Name	Interest commencement date	Maturity date	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
21 CISC WMS S1	09/08/2021	09/08/2022	2,000,000,000	2.68%	-	2,000,000,000	20,042,181	-	-	2,020,042,181
21 CISC WMS S2	24/09/2021	24/09/2022	3,000,000,000	2.85%	-	3,000,000,000	20,921,608	-	-	3,020,921,608
Total					-	5,000,000,000	40,963,789	-	-	5,040,963,789

(c) Structured notes:

Name	Book value as at 1 January 2022	Issuance	Interest accrued, net of interest paid	Redemption	Exchange rate fluctuations and others	Book value as at 31 December 2022
Structured notes (i)	1,773,757,441	1,564,681,228	(2,066,271)	(2,652,600,909)	128,536,796	812,308,285

Name	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Exchange rate fluctuations and others	Book value as at 31 December 2021
Structured notes (i)	5,911,352,270	2,232,650,401	(15,568,973)	(6,268,914,105)	(85,762,152)	1,773,757,441

- (i) The notes were issued bearing nominal interest rates ranging from 0.21% to 5.05% per annum. The notes are for maturities of 14 days to 365 days.

42. SHORT-TERM DEBT SECURITIES ISSUED (continued)**(d) Commercial papers:**

Name	Interest commencement date	Maturity date	Principal	Nominal interest rate	Book value as at 1 January 2022	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2022
21 CICC CP001	29/11/2021	25/02/2022	1,000,000,000	2.55%	1,002,235,616	-	(2,235,616)	(1,000,000,000)	-	-

Name	Interest commencement date	Maturity date	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
21 CICC CP001	29/11/2021	25/02/2022	1,000,000,000	2.55%	-	1,000,000,000	2,235,616	-	-	1,002,235,616

43. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS ("REPOS")**(a) Analysed by collateral type:**

	As at 31 December	
	2022	2021
Debt securities	32,770,610,436	12,863,794,862
Others	10,321,946,584	3,507,225,970
Subtotal	43,092,557,020	16,371,020,832
Accrued interests	64,141,528	5,050,119
Total	43,156,698,548	16,376,070,951

43. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS ("REPOS") *(continued)***(b) Analysed by market:**

	As at 31 December	
	2022	2021
Inter-bank market	28,871,469,503	9,477,194,594
Stock exchanges	4,799,719,735	1,960,221,642
Over-the-counter market	9,485,509,310	4,938,654,715
Total	43,156,698,548	16,376,070,951

As at 31 December 2022, the Group's pledged collateral in connection with its repurchase financing business amounted to RMB46,989,749,152 (31 December 2021: RMB17,706,662,301).

44. EMPLOYEE BENEFITS PAYABLE

	As at 31 December	
	2022	2021
Non-current		
Salaries, bonus and allowances	729,690,666	661,663,772
Current		
Salaries, bonus and allowances	7,715,893,921	10,352,150,340
Retirement scheme contribution	60,623,592	56,349,244
Other social welfare	58,148,347	39,276,663
Others	141,913,482	59,425,061
Subtotal	7,976,579,342	10,507,201,308
Total	8,706,270,008	11,168,865,080

45. OTHER CURRENT LIABILITIES

	As at 31 December	
	2022	2021
Trade payable	109,074,055,056	134,781,241,379
Accrued expenses	1,218,165,749	966,024,464
Sundry tax payable	598,482,036	617,465,786
Dividends payable (Note 1)	294,600,000	218,147,434
Payables to other investors of consolidated structured entities (Note 2)	38,109,053	2,843,550,185
Accounts payable to underwriting clients	–	7,304,310,900
Others	1,066,929,921	1,122,943,842
Total	112,290,341,815	147,853,683,990

Note 1: As at 31 December 2022, dividends payable included distribution to holders of perpetual subordinated bonds of RMB294,600,000 (31 December 2021: RMB154,200,000). As at 31 December 2021, dividends payable to non-controlling interests was RMB63,947,434.

Note 2: For each reporting period, the consolidation scope of structured entities varies due to the addition of structured entities which meet the consolidation criteria or due to the liquidation of the consolidated structured entities or changes in the Group's interests therein.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

46. LONG-TERM DEBT SECURITIES ISSUED

	Notes	As at 31 December	
		2022	2021
Due within one year			
– Corporate bonds	(a)	52,311,520,013	15,533,719,765
– MTNs	(b)	10,442,087,259	6,372,054,429
– Subordinated bonds	(c)	1,018,796,919	9,960,925,191
– Financial bonds	(d)	–	2,500,000,000
Subtotal		63,772,404,191	34,366,699,385
Due after one year			
– Corporate bonds	(a)	49,216,013,414	88,004,854,904
– MTNs	(b)	19,085,790,325	19,089,128,134
– Subordinated bonds	(c)	17,527,181,193	16,555,765,429
Subtotal		85,828,984,932	123,649,748,467
Accrued interests:			
– Corporate bonds		1,747,857,316	1,770,852,575
– MTNs		213,506,700	121,842,249
– Subordinated bonds		421,212,323	568,525,592
– Financial bonds		–	30,881,507
Subtotal		2,382,576,339	2,492,101,923
Total		151,983,965,462	160,508,549,775
Fair value		151,599,741,440	163,078,293,731

46. LONG-TERM DEBT SECURITIES ISSUED (continued)**(a) Corporate bonds:**

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2022	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2022
17 CICC 03	08/05/2017	08/05/2022	Annually	1,000,000,000	5.19%	1,030,720,703	-	(12,131,207)	(1,000,000,000)	(18,589,496)	-
19 CICC 04 (iii)	21/11/2019	21/11/2025	Annually	1,500,000,000	3.52%	1,505,930,959	-	(5,930,959)	(1,500,000,000)	-	-
20 CICC F1 (iv)	26/02/2020	26/02/2025	Annually	4,000,000,000	3.20%	4,108,361,644	-	(350,685)	-	-	4,108,010,959
20 CICC G1 (v)	03/04/2020	03/04/2026	Annually	1,500,000,000	2.89%	1,532,304,658	-	-	-	-	1,532,304,658
20 CICC G2 (vi)	03/04/2020	03/04/2027	Annually	1,000,000,000	3.25%	1,024,219,178	-	-	-	-	1,024,219,178
20 CICC G3 (vii)	06/05/2020	06/05/2026	Annually	3,300,000,000	2.37%	3,351,211,479	-	-	-	-	3,351,211,479
20 CICC G4 (viii)	06/05/2020	06/05/2027	Annually	700,000,000	2.88%	713,200,658	-	-	-	-	713,200,658
20 CICC F2 (ix)	28/05/2020	28/05/2025	Annually	3,000,000,000	2.95%	3,052,615,069	-	-	-	-	3,052,615,069
20 CICC G5 (x)	22/06/2020	22/06/2026	Annually	1,500,000,000	3.10%	1,524,460,274	-	-	-	-	1,524,460,274
20 CICC F3 (xi)	24/07/2020	24/07/2025	Annually	3,000,000,000	3.80%	3,049,972,603	-	-	-	-	3,049,972,603
20 CICC 07 (xii)	10/09/2020	10/09/2025	Annually	5,000,000,000	3.78%	5,057,476,712	-	517,808	-	-	5,057,994,520
20 CICC 09 (xiii)	23/09/2020	23/09/2025	Annually	5,000,000,000	3.80%	5,051,013,699	-	520,548	-	-	5,051,534,247
20 CICC 11 (xiv)	19/10/2020	19/10/2023	Annually	2,500,000,000	3.50%	2,517,500,000	-	(17,500,000)	(2,500,000,000)	-	-
20 CICC 12 (xv)	19/10/2020	19/10/2025	Annually	2,500,000,000	3.74%	2,518,700,000	-	-	-	-	2,518,700,000
20 CICC 13 (xvi)	28/10/2020	28/10/2023	Annually	2,000,000,000	3.48%	2,012,203,836	-	(12,203,836)	(2,000,000,000)	-	-
20 CICC 14 (xvii)	28/10/2020	28/10/2025	Annually	3,000,000,000	3.68%	3,019,357,808	-	-	-	-	3,019,357,808
20 CICC F4 (xviii)	14/12/2020	14/12/2023	Annually	2,500,000,000	3.85%	2,504,482,877	-	(4,482,877)	(2,500,000,000)	-	-
20 CICC F5 (xix)	14/12/2020	14/12/2025	Annually	2,500,000,000	4.09%	2,504,762,329	-	-	-	-	2,504,762,329
21 CICC F1 (xx)	18/01/2021	18/01/2024	Annually	2,500,000,000	3.55%	2,584,373,288	-	-	-	-	2,584,373,288
21 CICC F2 (xxi)	18/01/2021	18/01/2026	Annually	2,500,000,000	3.75%	2,589,126,712	-	-	-	-	2,589,126,712
21 CICC F3 (xxii)	04/03/2021	04/03/2024	Annually	1,500,000,000	3.60%	1,544,679,452	-	-	-	-	1,544,679,452
21 CICC F4 (xxiii)	04/03/2021	04/03/2026	Annually	2,000,000,000	3.82%	2,063,213,151	-	-	-	-	2,063,213,151
21 CICC G1 (xxiv)	16/03/2021	16/03/2026	Annually	2,000,000,000	3.58%	2,056,887,671	-	-	-	-	2,056,887,671
21 CICC G2	16/03/2021	16/03/2031	Annually	2,000,000,000	4.10%	2,065,150,685	-	-	-	-	2,065,150,685
21 CICC G3 (xxv)	25/03/2021	25/03/2026	Annually	1,500,000,000	3.51%	1,540,533,288	-	-	-	-	1,540,533,288

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(a) Corporate bonds: (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2022	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2022
21 CICC G4	25/03/2021	25/03/2031	Annually	2,500,000,000	4.07%	2,578,333,562	-	-	-	-	2,578,333,562
21 CICC F5 (xxvi)	13/04/2021	13/04/2024	Annually	1,000,000,000	3.43%	1,024,620,822	-	-	-	-	1,024,620,822
21 CICC F6 (xxvii)	13/04/2021	13/04/2026	Annually	3,500,000,000	3.70%	3,592,601,370	-	354,794	-	-	3,592,956,164
21 CICC G5 (xxviii)	16/08/2021	16/08/2026	Annually	1,000,000,000	3.04%	1,011,410,411	-	-	-	-	1,011,410,411
21 CICC G6 (xxix)	16/08/2021	16/08/2028	Annually	1,500,000,000	3.39%	1,519,086,164	-	-	-	-	1,519,086,164
21 CICC G7	08/12/2021	08/12/2024	Annually	2,500,000,000	2.97%	2,504,678,767	-	-	-	-	2,504,678,767
21 CICC G8	08/12/2021	08/12/2031	Annually	1,000,000,000	3.68%	1,002,318,904	-	-	-	-	1,002,318,904
22 CICC G1 (xli)	29/11/2022	29/11/2027	Annually	2,500,000,000	2.94%	-	2,500,000,000	6,443,835	-	-	2,506,443,835
22 CICC G2	29/11/2022	29/11/2032	Annually	2,000,000,000	3.52%	-	2,000,000,000	6,172,054	-	-	2,006,172,054
22 CICC G3 (xlii)	16/12/2022	16/12/2025	Annually	1,000,000,000	3.36%	-	1,000,000,000	1,380,822	-	-	1,001,380,822
17 CISC F2	18/07/2017	18/07/2022	Annually	1,000,000,000	5.10%	1,023,334,247	-	(23,334,247)	(1,000,000,000)	-	-
19 CISC 01	22/04/2019	22/04/2022	Annually	2,000,000,000	4.22%	2,058,692,682	-	(58,733,149)	(2,000,000,000)	40,467	-
19 CICC	16/10/2019	16/10/2024	Annually	3,000,000,000	3.58%	3,020,468,577	-	(22,656,985)	(3,000,000,000)	2,188,408	-
WMS 01 (xxx)											
20 CICC	16/01/2020	16/01/2025	Annually	2,000,000,000	3.44%	2,064,489,835	-	(3,245)	-	473,703	2,064,960,293
WMS G1 (xxxi)											
20 CICC	09/04/2020	09/04/2025	Annually	3,000,000,000	3.17%	3,067,665,617	-	-	-	560,642	3,068,226,259
WMS F1 (xxxii)											
20 CICC WMS F2	28/07/2020	28/07/2023	Annually	2,000,000,000	3.80%	2,031,676,085	-	-	-	639,051	2,032,315,136
20 CICC	21/10/2020	21/10/2025	Annually	2,000,000,000	3.77%	2,013,595,069	-	-	-	318,555	2,013,913,624
WMS G2 (xxxiii)											
20 CICC WMS G3	21/10/2020	21/10/2025	Annually	1,000,000,000	4.20%	1,007,644,244	-	-	-	158,668	1,007,802,912
20 CICC	24/11/2020	24/11/2025	Annually	1,000,000,000	3.98%	1,003,542,799	-	-	-	145,410	1,003,688,209
WMS G5 (xxxiv)											
20 CICC	15/12/2020	15/12/2025	Annually	1,000,000,000	3.85%	1,001,184,587	-	-	-	145,270	1,001,329,857
WMS G6 (xxxv)											

46. LONG-TERM DEBT SECURITIES ISSUED (continued)**(a) Corporate bonds:** (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2022	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2022
21 CICC WMS G1 (xxxvi)	26/03/2021	26/03/2024	Annually	2,000,000,000	3.44%	2,050,763,623	-	-	-	966,648	2,051,730,271
21 CICC WMS G2 (xxxvii)	26/03/2021	26/03/2026	Annually	3,000,000,000	3.65%	3,082,964,938	-	-	-	297,231	3,083,262,169
21 CICC WMS G3 (xxxviii)	22/04/2021	22/04/2026	Annually	3,000,000,000	3.55%	3,072,756,153	-	-	-	296,835	3,073,052,988
21 CICC WMS G4	22/04/2021	22/04/2026	Annually	2,000,000,000	3.84%	2,050,893,827	-	-	-	555,312	2,051,449,139
21 CICC WMS G5 (xxxix)	09/12/2021	09/12/2026	Annually	3,000,000,000	3.06%	3,004,246,228	-	-	-	293,086	3,004,539,314
22 CICC WMS G1	08/03/2022	08/03/2025	Annually	1,500,000,000	3.07%	-	1,500,000,000	36,916,547	-	198,738	1,537,115,285
22 CICC WMS G2	08/03/2022	08/03/2027	Annually	500,000,000	3.49%	-	500,000,000	14,025,790	-	48,894	514,074,684
22 CICC WMS G3	18/07/2022	18/07/2025	Annually	2,000,000,000	2.83%	-	2,000,000,000	25,204,614	-	101,744	2,025,306,358
22 CICC WMS G4	18/07/2022	18/07/2027	Annually	1,000,000,000	3.20%	-	1,000,000,000	14,295,184	-	29,402	1,014,324,586
22 CICC WMS G5	29/08/2022	29/08/2025	Annually	1,500,000,000	2.69%	-	1,500,000,000	13,299,625	-	57,130	1,513,356,755
22 CICC WMS G6	29/08/2022	29/08/2027	Annually	1,500,000,000	3.06%	-	1,500,000,000	15,200,310	-	33,060	1,515,233,370
Total						105,309,427,244	13,500,000,000	(22,995,259)	(15,500,000,000)	(11,041,242)	103,275,390,743

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(a) Corporate bonds: (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
16 CICC 01	18/07/2016	18/07/2021	Annually	3,000,000,000	3.58%	2,923,108,092	-	(47,108,092)	(2,876,000,000)	-	-
16 CICC 02 (i)	18/07/2016	18/07/2023	Annually	1,000,000,000	3.29%	1,015,052,877	-	(15,052,877)	(1,000,000,000)	-	-
16 CICC 04 (ii)	27/10/2016	27/10/2023	Annually	900,000,000	3.13%	905,093,753	-	(5,093,753)	(900,000,000)	-	-
17 CICC 03	08/05/2017	08/05/2022	Annually	1,000,000,000	5.19%	1,039,819,840	-	5,070,214	-	(14,169,351)	1,030,720,703
18 CICC 02	26/01/2018	26/01/2021	Annually	1,000,000,000	5.70%	1,053,487,398	-	(37,421,339)	(1,000,000,000)	(16,066,059)	-
18 CICC 04	24/04/2018	24/04/2021	Annually	1,000,000,000	4.94%	1,034,778,011	-	(21,214,544)	(1,000,000,000)	(13,563,467)	-
18 CICC 06	28/06/2018	28/06/2021	Annually	1,000,000,000	5.30%	1,026,731,144	-	(18,438,798)	(1,000,000,000)	(8,292,346)	-
19 CICC 04 (iii)	21/11/2019	21/11/2025	Annually	1,500,000,000	3.52%	1,505,930,959	-	-	-	-	1,505,930,959
20 CICC F1 (iv)	26/02/2020	26/02/2025	Annually	4,000,000,000	3.20%	4,108,361,644	-	-	-	-	4,108,361,644
20 CICC G1 (v)	03/04/2020	03/04/2026	Annually	1,500,000,000	2.89%	1,532,304,658	-	-	-	-	1,532,304,658
20 CICC G2 (vi)	03/04/2020	03/04/2027	Annually	1,000,000,000	3.25%	1,024,219,178	-	-	-	-	1,024,219,178
20 CICC G3 (vii)	06/05/2020	06/05/2026	Annually	3,300,000,000	2.37%	3,351,211,479	-	-	-	-	3,351,211,479
20 CICC G4 (viii)	06/05/2020	06/05/2027	Annually	700,000,000	2.88%	713,200,658	-	-	-	-	713,200,658
20 CICC F2 (ix)	28/05/2020	28/05/2025	Annually	3,000,000,000	2.95%	3,052,615,069	-	-	-	-	3,052,615,069
20 CICC G5 (x)	22/06/2020	22/06/2026	Annually	1,500,000,000	3.10%	1,524,460,274	-	-	-	-	1,524,460,274
20 CICC F3 (xi)	24/07/2020	24/07/2025	Annually	3,000,000,000	3.80%	3,049,972,603	-	-	-	-	3,049,972,603
20 CICC 07 (xii)	10/09/2020	10/09/2025	Annually	5,000,000,000	3.78%	5,057,476,712	-	-	-	-	5,057,476,712
20 CICC 09 (xiii)	23/09/2020	23/09/2025	Annually	5,000,000,000	3.80%	5,051,013,699	-	-	-	-	5,051,013,699
20 CICC 11 (xiv)	19/10/2020	19/10/2023	Annually	2,500,000,000	3.50%	2,517,500,000	-	-	-	-	2,517,500,000
20 CICC 12 (xv)	19/10/2020	19/10/2025	Annually	2,500,000,000	3.74%	2,518,700,000	-	-	-	-	2,518,700,000
20 CICC 13 (xvi)	28/10/2020	28/10/2023	Annually	2,000,000,000	3.48%	2,012,203,836	-	-	-	-	2,012,203,836
20 CICC 14 (xvii)	28/10/2020	28/10/2025	Annually	3,000,000,000	3.68%	3,019,357,808	-	-	-	-	3,019,357,808
20 CICC F4 (xviii)	14/12/2020	14/12/2023	Annually	2,500,000,000	3.85%	2,504,482,877	-	-	-	-	2,504,482,877
20 CICC F5 (xix)	14/12/2020	14/12/2025	Annually	2,500,000,000	4.09%	2,504,762,329	-	-	-	-	2,504,762,329
21 CICC F1 (xx)	18/01/2021	18/01/2024	Annually	2,500,000,000	3.55%	-	2,500,000,000	84,373,288	-	-	2,584,373,288
21 CICC F2 (xxi)	18/01/2021	18/01/2026	Annually	2,500,000,000	3.75%	-	2,500,000,000	89,126,712	-	-	2,589,126,712

46. LONG-TERM DEBT SECURITIES ISSUED *(continued)***(a) Corporate bonds:** *(continued)*

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
21 CICC F3 (xxii)	04/03/2021	04/03/2024	Annually	1,500,000,000	3.60%	-	1,500,000,000	44,679,452	-	-	1,544,679,452
21 CICC F4 (xxiii)	04/03/2021	04/03/2026	Annually	2,000,000,000	3.82%	-	2,000,000,000	63,213,151	-	-	2,063,213,151
21 CICC G1 (xxiv)	16/03/2021	16/03/2026	Annually	2,000,000,000	3.58%	-	2,000,000,000	56,887,671	-	-	2,056,887,671
21 CICC G2	16/03/2021	16/03/2031	Annually	2,000,000,000	4.10%	-	2,000,000,000	65,150,685	-	-	2,065,150,685
21 CICC G3 (xxv)	25/03/2021	25/03/2026	Annually	1,500,000,000	3.51%	-	1,500,000,000	40,533,288	-	-	1,540,533,288
21 CICC G4	25/03/2021	25/03/2031	Annually	2,500,000,000	4.07%	-	2,500,000,000	78,333,562	-	-	2,578,333,562
21 CICC F5 (xxvi)	13/04/2021	13/04/2024	Annually	1,000,000,000	3.43%	-	1,000,000,000	24,620,822	-	-	1,024,620,822
21 CICC F6 (xxvii)	13/04/2021	13/04/2026	Annually	3,500,000,000	3.70%	-	3,500,000,000	92,601,370	-	-	3,592,601,370
21 CICC G5 (xxviii)	16/08/2021	16/08/2026	Annually	1,000,000,000	3.04%	-	1,000,000,000	11,410,411	-	-	1,011,410,411
21 CICC G6 (xxix)	16/08/2021	16/08/2028	Annually	1,500,000,000	3.39%	-	1,500,000,000	19,086,164	-	-	1,519,086,164
21 CICC G7	08/12/2021	08/12/2024	Annually	2,500,000,000	2.97%	-	2,500,000,000	4,678,767	-	-	2,504,678,767
21 CICC G8	08/12/2021	08/12/2031	Annually	1,000,000,000	3.68%	-	1,000,000,000	2,318,904	-	-	1,002,318,904
17 CISC F2	18/07/2017	18/07/2022	Annually	1,000,000,000	5.10%	1,023,334,247	-	(2,407)	-	2,407	1,023,334,247
18 CISC 01	23/03/2018	23/03/2021	Annually	1,000,000,000	5.95%	1,046,280,749	-	(46,345,867)	(1,000,000,000)	65,118	-
18 CISC 03	21/09/2018	21/09/2021	Annually	1,000,000,000	4.99%	1,013,896,731	-	(13,994,182)	(1,000,000,000)	97,451	-
19 CISC 01	22/04/2019	22/04/2022	Annually	2,000,000,000	4.22%	2,058,563,227	-	(3,981)	-	133,436	2,058,692,682
19 CICC WMS 01	16/10/2019	16/10/2024	Annually	3,000,000,000	3.58%	3,020,477,755	-	(948,462)	-	939,284	3,020,468,577
(xxx)											
20 CICC WMS G1	16/01/2020	16/01/2025	Annually	2,000,000,000	3.44%	2,065,594,368	-	(1,897,763)	-	793,230	2,064,489,835
(xxxi)											
20 CICC WMS F1	09/04/2020	09/04/2025	Annually	3,000,000,000	3.17%	3,069,566,301	-	(2,834,675)	-	933,991	3,067,665,617
(xxxii)											
20 CICC WMS F2	28/07/2020	28/07/2023	Annually	2,000,000,000	3.80%	2,032,690,411	-	(1,890,377)	-	876,051	2,031,676,085
20 CICC WMS G2	21/10/2020	21/10/2025	Annually	2,000,000,000	3.77%	2,014,873,425	-	(1,647,802)	-	369,446	2,013,595,069
(xxxiii)											
20 CICC WMS G3	21/10/2020	21/10/2025	Annually	1,000,000,000	4.20%	1,008,284,932	-	(824,057)	-	183,369	1,007,644,244

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(a) Corporate bonds: (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
20 CICC WMS G5 (xxxiv)	24/11/2020	24/11/2025	Annually	1,000,000,000	3.98%	1,004,143,562	-	(756,594)	-	155,831	1,003,542,799
20 CICC WMS G6 (xxxv)	15/12/2020	15/12/2025	Annually	1,000,000,000	3.85%	1,001,793,151	-	(756,533)	-	147,969	1,001,184,587
21 CICC WMS G1 (xxxvi)	26/03/2021	26/03/2024	Annually	2,000,000,000	3.44%	-	2,000,000,000	50,004,311	-	759,312	2,050,763,623
21 CICC WMS G2 (xxxvii)	26/03/2021	26/03/2026	Annually	3,000,000,000	3.65%	-	3,000,000,000	82,686,792	-	278,146	3,082,964,938
21 CICC WMS G3 (xxxviii)	22/04/2021	22/04/2026	Annually	3,000,000,000	3.55%	-	3,000,000,000	72,499,121	-	257,032	3,072,756,153
21 CICC WMS G4	22/04/2021	22/04/2026	Annually	2,000,000,000	3.84%	-	2,000,000,000	50,482,119	-	411,708	2,050,893,827
21 CICC WMS G5 (xxxix)	09/12/2021	09/12/2026	Annually	3,000,000,000	3.06%	-	3,000,000,000	4,171,450	-	74,778	3,004,246,228
Total						74,405,343,757	40,000,000,000	725,696,151	(9,776,000,000)	(45,612,664)	105,309,427,244

46. LONG-TERM DEBT SECURITIES ISSUED *(continued)***(a) Corporate bonds:** *(continued)*

- (i) The Company has an option to redeem the bonds on 18 July 2021. If the redemption option is not exercised, the Company will have an option to increase the nominal interest rate and an obligation to redeem the bonds when requested by the investors accordingly. The Company redeemed the bonds on 19 July 2021.
- (ii) The Company has an option to redeem the bonds on 27 October 2021. If the redemption option is not exercised, the Company will have an option to increase the nominal interest rate and an obligation to redeem the bonds when requested by the investors accordingly. The Company redeemed the bonds on 27 October 2021.
- (iii) The Company has an option to adjust the nominal interest rate on 21 November 2022, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 24 October 2022, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 21 November 2022.
- (iv) The Company has an option to adjust the nominal interest rate on 26 February 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (v) The Company has an option to adjust the nominal interest rate on 3 April 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (vi) The Company has an option to adjust the nominal interest rate on 3 April 2025 and an obligation to redeem the bonds when requested by the investors accordingly.
- (vii) The Company has an option to adjust the nominal interest rate on 6 May 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (viii) The Company has an option to adjust the nominal interest rate on 6 May 2025 and an obligation to redeem the bonds when requested by the investors accordingly.
- (ix) The Company has an option to adjust the nominal interest rate on 28 May 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (x) The Company has an option to adjust the nominal interest rate on 22 June 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xi) The Company has an option to adjust the nominal interest rate on 24 July 2023 and an obligation to redeem the bonds when requested by the investors accordingly.

46. LONG-TERM DEBT SECURITIES ISSUED *(continued)*

(a) Corporate bonds: *(continued)*

- (xii) The Company has an option to adjust the nominal interest rate on 10 September 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xiii) The Company has an option to adjust the nominal interest rate on 23 September 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xiv) The Company has an option to adjust the nominal interest rate on 19 October 2022, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 14 September 2022, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 19 October 2022.
- (xv) The Company has an option to adjust the nominal interest rate on 19 October 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xvi) The Company has an option to adjust the nominal interest rate on 28 October 2022, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 23 September 2022, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 28 October 2022.
- (xvii) The Company has an option to adjust the nominal interest rate on 28 October 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xviii) The Company has an option to adjust the nominal interest rate on 14 December 2022, and an obligation to redeem the bonds when requested by the investors as a result of the nominal interest rate adjustment. After the Company announced the adjustment of the nominal interest rate on 16 November 2022, the investor exercised the put option, resulting in a full redemption of the bonds. The Company repaid the principal and the corresponding interest on 14 December 2022.
- (xix) The Company has an option to adjust the nominal interest rate on 14 December 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xx) The Company has an option to adjust the nominal interest rate on 18 January 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxi) The Company has an option to adjust the nominal interest rate on 18 January 2024 and an obligation to redeem the bonds when requested by the investors accordingly.

46. LONG-TERM DEBT SECURITIES ISSUED *(continued)***(a) Corporate bonds:** *(continued)*

- (xxii) The Company has an option to adjust the nominal interest rate on 4 March 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxiii) The Company has an option to adjust the nominal interest rate on 4 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxiv) The Company has an option to adjust the nominal interest rate on 16 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxv) The Company has an option to adjust the nominal interest rate on 25 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxvi) The Company has an option to adjust the nominal interest rate on 13 April 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxvii) The Company has an option to adjust the nominal interest rate on 13 April 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxviii) The Company has an option to adjust the nominal interest rate on 16 August 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxix) The Company has an option to adjust the nominal interest rate on 16 August 2026 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxx) CICC Wealth Management has an option to redeem the bonds on 16 October 2022. If the redemption option is not exercised, CICC Wealth Management will have an option to adjust the nominal interest rate and an obligation to redeem the bonds when requested by the investors accordingly. CICC Wealth Management redeemed the bonds on 17 October 2022.
- (xxxi) CICC Wealth Management has an option to redeem the bonds on 16 January 2023. If the redemption option is not exercised, CICC Wealth Management will have an option to adjust the nominal interest rate and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxxii) CICC Wealth Management has an option to adjust the nominal interest rate on 9 April 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxxiii) CICC Wealth Management has an option to adjust the nominal interest rate on 21 October 2023 and an obligation to redeem the bonds when requested by the investors accordingly.

46. LONG-TERM DEBT SECURITIES ISSUED *(continued)*

(a) Corporate bonds: *(continued)*

(xxxiv) CICC Wealth Management has an option to adjust the nominal interest rate on 24 November 2023 and an obligation to redeem the bonds when requested by the investors accordingly.

(xxxv) CICC Wealth Management has an option to adjust the nominal interest rate on 15 December 2023 and an obligation to redeem the bonds when requested by the investors accordingly.

(xxxvi) CICC Wealth Management has an option to adjust the nominal interest rate on 26 March 2023 and an obligation to redeem the bonds when requested by the investors accordingly.

(xxxvii) CICC Wealth Management has an option to adjust the nominal interest rate on 26 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.

(xxxviii) CICC Wealth Management has an option to adjust the nominal interest rate on 22 April 2024 and an obligation to redeem the bonds when requested by the investors accordingly.

(xxxix) CICC Wealth Management has an option to adjust the nominal interest rate on 9 December 2024 and an obligation to redeem the bonds when requested by the investors accordingly.

(xl) The Company has an option to adjust the nominal interest rate on 29 November 2025 and an obligation to redeem the bonds when requested by the investors accordingly.

(xli) The Company has an option to adjust the nominal interest rate on 16 December 2024 and an obligation to redeem the bonds when requested by the investors accordingly.

46. LONG-TERM DEBT SECURITIES ISSUED (continued)**(b) MTNs:**

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2022	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2022
MTN	03/05/2019	03/05/2022	Quarterly	USD700 million	3M LIBOR plus 1.175%	4,469,976,363	-	(9,450,866)	(4,597,040,000)	136,514,503	-
MTN	03/05/2019	03/05/2022	Semi-annually	USD300 million	3.375%	1,921,749,977	-	(10,221,045)	(1,970,160,000)	58,631,068	-
MTN	18/02/2020	18/02/2023	Quarterly	USD1,000 million	3M LIBOR plus 0.90%	6,376,848,366	-	39,171,864	-	595,153,927	7,011,174,157
MTN	10/08/2020	10/08/2023	Semi-annually	USD500 million	1.75%	3,200,440,688	-	2,216,115	-	300,016,442	3,502,673,245
MTN	26/01/2021	26/01/2024	Semi-annually	USD1,000 million	1.625%	6,406,973,741	-	5,658,971	-	594,491,690	7,007,124,402
MTN	26/01/2021	26/01/2026	Semi-annually	USD500 million	2.00%	3,207,035,677	-	3,309,386	-	295,828,530	3,506,173,593
MTN	21/03/2022	21/03/2025	Semi-annually	USD600 million	2.875%	-	3,820,620,000	33,717,486	-	333,692,830	4,188,030,316
MTN	22/11/2022	22/11/2025	Semi-annually	USD650 million	5.42%	-	4,658,355,000	27,262,540	-	(159,408,969)	4,526,208,571
Total						25,583,024,812	8,478,975,000	91,664,451	(6,567,200,000)	2,154,920,021	29,741,384,284

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
MTN	25/04/2018	25/04/2021	Quarterly	USD600 million	3M LIBOR plus 1.20%	3,923,367,904	-	(10,263,951)	(3,894,780,000)	(18,323,953)	-
MTN	11/09/2018	11/09/2021	Quarterly	USD400 million	3M LIBOR plus 1.20%	2,609,690,057	-	(2,024,642)	(2,579,880,000)	(27,785,415)	-
MTN	03/05/2019	03/05/2022	Quarterly	USD700 million	3M LIBOR plus 1.175%	4,569,141,336	-	(636,040)	-	(98,528,933)	4,469,976,363
MTN	03/05/2019	03/05/2022	Semi-annually	USD300 million	3.375%	1,963,183,847	-	(239,186)	-	(41,194,684)	1,921,749,977
MTN	18/02/2020	18/02/2023	Quarterly	USD1,000 million	3M LIBOR plus 0.90%	6,519,649,063	-	(509,910)	-	(142,290,787)	6,376,848,366
MTN	10/08/2020	10/08/2023	Semi-annually	USD500 million	1.75%	3,269,428,314	-	(201,391)	-	(68,786,235)	3,200,440,688
MTN	26/01/2021	26/01/2024	Semi-annually	USD1,000 million	1.625%	-	6,484,700,000	44,347,244	-	(122,073,503)	6,406,973,741
MTN	26/01/2021	26/01/2026	Semi-annually	USD500 million	2.00%	-	3,242,350,000	27,450,931	-	(62,765,254)	3,207,035,677
Total						22,854,460,521	9,727,050,000	57,923,055	(6,474,660,000)	(581,748,764)	25,583,024,812

(i) The maturity date of floating-rate MTN is the interest payment date falling on or nearest to the date listed above.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(c) Subordinated bonds:

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2022	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2022
17 CICC C1	22/05/2017	22/05/2022	Annually	600,000,000	5.39%	618,319,699	-	(6,742,553)	(600,000,000)	(11,577,146)	-
17 CICC C2	24/07/2017	24/07/2022	Annually	1,500,000,000	4.98%	1,528,932,820	-	(6,513,310)	(1,500,000,000)	(22,419,510)	-
17 CICC C3	16/11/2017	16/11/2022	Annually	1,500,000,000	5.50%	1,496,418,005	-	30,986,622	(1,500,000,000)	(27,404,627)	-
18 CICC C1	20/04/2018	20/04/2023	Annually	1,000,000,000	5.30%	1,044,136,555	-	615,431	-	(8,515,705)	1,036,236,281
19 CICC C1	19/04/2019	19/04/2022	Annually	1,500,000,000	4.20%	1,544,358,904	-	(44,358,904)	(1,500,000,000)	-	-
19 CICC C3	14/10/2019	14/10/2024	Annually	1,500,000,000	4.09%	1,513,110,411	-	-	-	-	1,513,110,411
19 CICC C4	11/11/2019	11/11/2024	Annually	1,500,000,000	4.12%	1,508,465,753	-	-	-	-	1,508,465,753
19 CICC C5	05/12/2019	05/12/2024	Annually	2,000,000,000	4.20%	2,005,983,562	-	-	-	-	2,005,983,562
20 CICC C1	17/02/2020	17/02/2025	Annually	1,500,000,000	3.85%	1,550,155,479	-	-	-	-	1,550,155,479
21 CICC C1	08/02/2021	08/02/2024	Annually	1,000,000,000	3.90%	1,042,432,613	-	(3,193,526)	-	(645,769)	1,038,593,318
21 CICC C2	08/02/2021	08/02/2026	Annually	1,000,000,000	4.49%	1,053,681,347	-	(2,994,871)	-	(2,386,396)	1,048,300,080
17 CISC 02	23/02/2017	23/02/2022	Annually	1,800,000,000	5.00%	1,876,820,331	-	(77,020,658)	(1,800,000,000)	200,327	-
19 CISC C1	25/04/2019	25/04/2022	Annually	3,000,000,000	4.50%	3,092,460,087	-	(92,835,616)	(3,000,000,000)	375,529	-
20 CICC WMS C1	17/04/2020	17/04/2025	Annually	2,000,000,000	3.80%	2,052,390,656	-	-	-	447,177	2,052,837,833
21 CICC WMS C1	09/03/2021	09/03/2024	Annually	1,000,000,000	3.98%	1,031,726,681	-	(1,877)	-	345,061	1,032,069,865
21 CICC WMS C2	09/03/2021	09/03/2026	Annually	1,000,000,000	4.58%	1,036,508,737	-	(2,160)	-	198,305	1,036,704,882
21 CICC WMS C3	09/04/2021	09/04/2024	Annually	2,000,000,000	3.94%	2,056,846,818	-	-	-	342,077	2,057,188,895
21 CICC WMS C4	09/04/2021	09/04/2026	Annually	1,000,000,000	4.50%	1,032,467,754	-	-	-	97,812	1,032,565,566
22 CICC WMS C1	24/03/2022	24/03/2025	Annually	1,500,000,000	3.50%	-	1,500,000,000	39,927,177	-	193,360	1,540,120,537
22 CICC WMS C2	24/03/2022	24/03/2027	Annually	500,000,000	3.89%	-	500,000,000	14,820,976	-	36,997	514,857,973
Total						27,085,216,212	2,000,000,000	(147,313,269)	(9,900,000,000)	(70,712,508)	18,967,190,435

46. LONG-TERM DEBT SECURITIES ISSUED (continued)**(c) Subordinated bonds:** (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at		Interest accrued, net of interest paid		Redemption	Amortisation and others	Book value as at
						1 January 2021	Issuance					31 December 2021
16 CICC C2	15/12/2016	15/12/2021	Annually	3,400,000,000	4.60%	3,406,855,890	-	(6,855,890)	(3,400,000,000)	-	-	-
16 CICC Futures (i)	16/12/2016	16/12/2024	Annually	100,000,000	5.00%	100,219,178	-	(219,178)	(100,000,000)	-	-	-
17 CICC C1	22/05/2017	22/05/2022	Annually	600,000,000	5.39%	624,072,690	-	1,721,543	-	(7,474,534)	618,319,699	
17 CICC C2	24/07/2017	24/07/2022	Annually	1,500,000,000	4.98%	1,541,393,843	-	632,098	-	(13,093,121)	1,528,932,820	
17 CICC C3	16/11/2017	16/11/2022	Annually	1,500,000,000	5.50%	1,514,165,601	-	(2,327,379)	-	(15,420,217)	1,496,418,005	
18 CICC C1	20/04/2018	20/04/2023	Annually	1,000,000,000	5.30%	1,051,682,141	-	(3,478,752)	-	(4,066,834)	1,044,136,555	
18 CICC C2	29/08/2018	29/08/2021	Annually	1,500,000,000	4.70%	1,522,573,405	-	(13,883,743)	(1,500,000,000)	(8,689,662)	-	
19 CICC C1	19/04/2019	19/04/2022	Annually	1,500,000,000	4.20%	1,544,358,904	-	-	-	-	1,544,358,904	
19 CICC C3	14/10/2019	14/10/2024	Annually	1,500,000,000	4.09%	1,513,110,411	-	-	-	-	1,513,110,411	
19 CICC C4	11/11/2019	11/11/2024	Annually	1,500,000,000	4.12%	1,508,465,753	-	-	-	-	1,508,465,753	
19 CICC C5	05/12/2019	05/12/2024	Annually	2,000,000,000	4.20%	2,005,983,562	-	-	-	-	2,005,983,562	
20 CICC C1	17/02/2020	17/02/2025	Annually	1,500,000,000	3.85%	1,550,155,479	-	-	-	-	1,550,155,479	
21 CICC C1	08/02/2021	08/02/2024	Annually	1,000,000,000	3.90%	-	1,000,000,000	33,609,951	-	8,822,662	1,042,432,613	
21 CICC C2	08/02/2021	08/02/2026	Annually	1,000,000,000	4.49%	-	1,000,000,000	39,005,787	-	14,675,560	1,053,681,347	
17 CISC 02	23/02/2017	23/02/2022	Annually	1,800,000,000	5.00%	1,876,112,521	-	(39,952)	-	747,762	1,876,820,331	
19 CISC C1	25/04/2019	25/04/2022	Annually	3,000,000,000	4.50%	3,091,333,871	-	(6,367)	-	1,132,583	3,092,460,087	
20 CICC WMS C1	17/04/2020	17/04/2025	Annually	2,000,000,000	3.80%	2,051,965,880	-	(3,585)	-	428,361	2,052,390,656	
21 CICC WMS C1	09/03/2021	09/03/2024	Annually	1,000,000,000	3.98%	-	1,000,000,000	31,437,643	-	289,038	1,031,726,681	
21 CICC WMS C2	09/03/2021	09/03/2026	Annually	1,000,000,000	4.58%	-	1,000,000,000	36,336,272	-	172,465	1,036,508,737	
21 CICC WMS C3	09/04/2021	09/04/2024	Annually	2,000,000,000	3.94%	-	2,000,000,000	56,567,267	-	279,551	2,056,846,818	
21 CICC WMS C4	09/04/2021	09/04/2026	Annually	1,000,000,000	4.50%	-	1,000,000,000	32,380,072	-	87,682	1,032,467,754	
Total						24,902,449,129	7,000,000,000	204,875,787	(5,000,000,000)	(22,108,704)	27,085,216,212	

- (i) CICC Futures Co., Ltd has an option to redeem the bonds on 16 December 2021. If the redemption option is not exercised, the nominal interest rate will increase to 8.00% for next 3 years. CICC Futures Co., Ltd redeemed the bonds on 16 December 2021.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(d) Financial bonds:

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2022	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2022
19 CICC Financial Bond 01	22/08/2019	22/08/2022	Annually	2,500,000,000	3.39%	2,530,881,507	-	(30,881,507)	(2,500,000,000)	-	-

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
19 CICC Financial Bond 01	22/08/2019	22/08/2022	Annually	2,500,000,000	3.39%	2,530,881,507	-	-	-	-	2,530,881,507

47. LEASE LIABILITIES

	As at 31 December	
	2022	2021
Buildings	2,422,609,899	2,002,637,088
Equipment	218,949	258,338
Subtotal	2,422,828,848	2,002,895,426
Less: Amount due for settlement within 12 months shown under current liabilities	933,215,663	725,687,814
Amount due for settlement after 12 months shown under non-current liabilities	1,489,613,185	1,277,207,612

For the year ended 31 December 2022, the weighted average incremental borrowing rate applied to lease liabilities is 3.59% (Year ended 31 December 2021: 3.60%).

47. LEASE LIABILITIES *(continued)***(a) Leases committed**

As at 31 December 2022, the Group entered into new leases that are not yet commenced, with average non-cancellable period ranged from 3 to 7 years (31 December 2021: from 3 to 6 years). The total future undiscounted cash flows over the non-cancellable period amounted to RMB131,798,890 (31 December 2021: RMB507,150,934).

Details of the lease maturity analysis of lease liabilities are disclosed in Note 58(b).

48. CONTRACT LIABILITIES

	As at 31 December	
	2022	2021
Investment banking services	201,244,078	200,707,492
Asset management services	183,005,070	192,423,929
Others	23,543,113	19,819,453
Total	407,792,261	412,950,874

49. OTHER NON-CURRENT LIABILITIES

	As at 31 December	
	2022	2021
Payables to other investors of consolidated structured entities	199,394,424	200,000,000
Deferred income	146,982,000	146,982,000
Long-term borrowings	–	10,200,000
Others	2,131,972	–
Total	348,508,396	357,182,000

50. CAPITAL, RESERVES AND DIVIDENDS**(a) Share capital**

The Company's number of shares and nominal value are as follows:

	As at 31 December	
	2022	2021
Ordinary shares of RMB1 each, issued and fully paid		
A shares	2,923,542,440	2,923,542,440
H shares	1,903,714,428	1,903,714,428
Total	4,827,256,868	4,827,256,868
Share capital		
A shares	2,923,542,440	2,923,542,440
H shares	1,903,714,428	1,903,714,428
Total	4,827,256,868	4,827,256,868

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares in issue confer identical rights in respect of the Company's residual assets.

50. CAPITAL, RESERVES AND DIVIDENDS *(continued)***(b) Reserves****(i) Capital reserve*****The Group***

	As at 31 December	
	2022	2021
Share premium (Note)	39,469,868,340	39,486,538,151
Others	45,348,374	45,348,374
Total	39,515,216,714	39,531,886,525

The Company

	As at 31 December	
	2022	2021
Share premium (Note)	41,661,299,767	41,677,969,578
Others	20,322,467	20,322,467
Total	41,681,622,234	41,698,292,045

Note: The premium arising from the Company's share issuance (see Note 50(a)), net of expenses which met the capitalisation criteria and by underwriting fees arising from the issuance of perpetual subordinated bonds classified as equity instruments (see Note 51), was recorded in share premium.

50. CAPITAL, RESERVES AND DIVIDENDS *(continued)*

(b) Reserves *(continued)*

(ii) Surplus reserve

The surplus reserve represents statutory surplus reserve. According to the Accounting Standards for Business Enterprises issued by the Ministry of Finance of the People's Republic of China ("MOF") and other relevant requirements, the Company is required to appropriate 10% of its net profit, after offsetting prior year's accumulated losses, to the statutory surplus reserve until the reserve balance reaches 50% of its registered capital. Subject to the approval of the shareholders, the statutory surplus reserve may be used to offset accumulated losses, or converted into capital of the Company provided that the balance of the statutory surplus reserve after such capitalisation is not less than 25% of the registered capital immediately before the capitalisation.

The Company makes the appropriation to surplus reserve at the end of each year.

(iii) General reserves

General reserves include general risk reserve and trading risk reserve.

In accordance with the Financial Rules for Financial Enterprises (Order of the MOF No. 42) and the application guidance (Cai Jin [2007] No. 23) issued by the MOF, and the Guideline of Supervision of Annual Report of Securities Companies issued by the CSRC, the Company is required to appropriate an amount equivalent to 10% of the net profit to the general risk reserve.

In addition, the Company as the mutual fund custodian shall accrue general risk reserve at a proportion of no less than 2.5% of custodian fee income. The accrue could be suspended on condition that the ending balance of risk reserve reached 0.25% of the aggregate of net asset values of the mutual funds under custody at the end of last quarter.

In accordance with the Guideline of Supervision of Annual Report of Securities Companies issued by the CSRC, the Company is required to appropriate an amount equivalent to 10% of the net profit to the trading risk reserve.

In accordance with the Guidelines for the Large Collective Asset Management Business of Securities Companies on implementing the Guiding Opinions for Regulating the Asset Management Business of Financial Institutions, securities companies shall be analogically governed by relevant laws and requirements of mutual funds to manage and operate large collective products. Accordingly, the Company accrued general risk reserves for large collective asset management business in accordance with relevant regulations on mutual funds.

General reserves for the Company's subsidiaries are appropriated if relevant requirements are in place.

50. CAPITAL, RESERVES AND DIVIDENDS *(continued)*

(b) Reserves *(continued)*

(iv) Investment revaluation reserve

The investment revaluation reserve mainly represents the fair value changes of financial assets at FVTOCI.

(v) Foreign currency translation reserve

The foreign currency translation reserve comprises foreign exchange differences arising from translation of the financial statements of the Group entities from their respective reporting currencies to RMB.

(vi) Other reserve

Other reserve represents the costs of hedging of the Group's hedges of net investments in foreign operations.

(c) Dividends

On 31 March 2023, the 2022 profit distribution plan was approved by the Board of Directors. For details, please refer to Note 63(d).

The Company's Annual General Meeting approved the 2021 profit distribution plan on 23 June 2022. The distribution of cash dividends amounting to RMB1,448,177,060 was made in August 2022.

Dividends proposed by the directors are not deducted from equity, until approved by the Annual General Meeting. After being approved and declared, the dividends are recognised as a liability.

51. OTHER EQUITY INSTRUMENTS

At initial recognition, the Group classifies perpetual subordinated bonds issued as financial liabilities or equity instruments based on their contractual terms and their economic substance after considering the definition of financial liabilities and equity instruments.

Perpetual subordinated bonds issued that should be classified as equity instruments are recognised in equity at the actual amount received. Any distribution of dividends or interests during the instruments' duration is treated as profit distribution. When the perpetual subordinated bonds are redeemed pursuant to the contractual terms, the redemption price is charged to equity.

51. OTHER EQUITY INSTRUMENTS *(continued)*

Contractual terms related to the above perpetual subordinated bonds are as follows:

- The bonds bear interest at a fixed rate;
- The nominal interest rate of the first five interest-bearing years is determined by book building and will remain unchanged. The nominal interest rate resets every five years since the sixth interest-bearing year;
- The Company has an option to defer interest payment, except in the event of mandatory interest payments, so that at each interest payment date, the issuer may choose to defer to the next interest payment date the payment for the interest for the current period as well as all the accreted interests as a result of exercising the interest payment deferral option. There is no limitation on number of times that the Company exercises the deferral option. Exercising the interest payment deferral option shall not be deemed as the issuer's failure to pay the interest in full as agreed. Mandatory interest payment events are limited to dividend distributions to ordinary shareholders and reductions of registered capital in the 12 months before the interest payment date.

The Company does not have any contractual obligation to deliver cash or other financial assets to redeem the above issued perpetual subordinated bonds. The redemption of the perpetual subordinated bonds is solely at the discretion of the Company.

- (a) The Company issued 20 CICC Y1 with an aggregate principal amount of RMB5.0 billion and the interest commencement date is 28 August 2020, with the nominal interest rate of 4.64%.
- (b) The Company issued 21 CICC Y1 with an aggregate principal amount of RMB1.5 billion and the interest commencement date is 29 January 2021, with the nominal interest rate of 4.68% and issued 21 CICC Y2 with an aggregate principal amount of RMB2.0 billion and the interest commencement date is 26 April 2021, with the nominal interest rate of 4.20%.
- (c) The Company issued 22 CICC Y1 with an aggregate principal amount of RMB3.9 billion and the interest commencement date is 13 January 2022, with the nominal interest rate of 3.60% and issued 22 CICC Y2 with an aggregate principal amount of RMB4.0 billion and the interest commencement date is 10 October 2022, with the nominal interest rate of 3.35%.

52. COMMITMENTS

(a) Capital commitments

As at 31 December 2022 and 31 December 2021, the capital commitments contracted but not provided for in the financial statements were as follows:

	As at 31 December	
	2022	2021
Contracted, but not provided for	4,748,772,645	3,927,668,725

(b) Underwriting commitments

According to the relevant tendering documents, there was no underwriting commitment taken but not provided for at 31 December 2022 for the Group (31 December 2021: RMB285,714,286).

53. INTERESTS IN STRUCTURED ENTITIES

(a) Interests in structured entities consolidated by the Group

When considering the power over structured entities, the Group determines whether the Group is a principal or an agent based on a combination of factors such as the Group's decision-making scope, the power of other investees and the exposure to variable returns, etc.. The structured entities in which the Group exercises investment decision-making power as a principal and in which the Group's entitled variable return accounts for a relatively large portion of the total return of the structured entities shall be consolidated.

As at 31 December 2022, the total assets of the consolidated structured entities amounted to RMB34,692,090,052 (31 December 2021: RMB60,543,962,370), and the carrying amount of interests held by the Group in the consolidated structured entities amounted to RMB18,593,234,732 (31 December 2021: RMB28,605,810,011).

53. INTERESTS IN STRUCTURED ENTITIES *(continued)***(b) Interests in structured entities sponsored by third party institutions**

The types of structured entities that the Group does not consolidate but holds an interest in include wealth management products, asset management schemes, mutual funds, trust products, and other vehicles issued by other financial institutions. The Group's exposure to the variable returns in these structured entities is not significant and the maximum exposure to losses is limited to the carrying amount of the interests held by the Group in these structured entities.

	As at 31 December	
	2022	2021
Carrying amount of interests held by the Group		
– Financial assets at fair value through profit or loss	107,007,554,074	132,554,971,825

(c) Interests in structured entities sponsored by the Group but not consolidated

Structured entities in which the Group serves as a general partner or a manager, and therefore over which the Group has a power during the reporting period include private equity funds, mutual funds and asset management products. These structured entities are mainly financed through issuing units to investors.

	As at 31 December	
	2022	2021
Carrying amount of interests held by the Group		
– Financial assets at fair value through profit or loss	8,639,188,097	8,699,907,953
– Accounts receivable	1,175,179,962	1,448,802,510
– Interests in associates and joint ventures	28,557,379	44,863,002

For the year ended 31 December 2022, the management fee and performance fee obtained from these structured entities amounted to RMB3,200,602,010 (Year ended 31 December 2021: RMB3,265,434,816).

Except for those which have been consolidated by the Group as set out in Note 53(a), the Group's exposure to the variable returns in the rest of these structured entities is not significant. The maximum exposure to losses is limited to the carrying amount of the interests held by the Group in these structured entities.

During the year, the Group did not provide financial support to these unconsolidated structured entities and has no intention of providing material financial or other support in the future.

54. TRANSFERS OF FINANCIAL ASSETS

In the ordinary course of business, the Group enters into certain transactions in which it transfers recognised financial assets to third parties or customers. If these transfers qualify for derecognition, the Group derecognises all or part of the financial assets where appropriate. If the Group has retained substantially all the risks and rewards on these assets, the Group continues to recognise these assets.

(a) Repurchase agreements

Sales and repurchase agreements are transactions in which the Group sells a financial asset and simultaneously agrees to repurchase it (or an asset that is substantially the same) at an agreed date and price. The repurchase price is fixed and the Group is still exposed to substantially all risks and rewards of the financial asset transferred. The financial asset is not derecognised from the consolidated financial statements but is regarded as “collateral” for any secured borrowing arrangements because the Group retains substantially all the risks and rewards of the financial asset. A financial liability is recognised for cash received under the borrowing arrangements. In this kind of transactions, the recourse of counterparties against the Group is not limited to the transferred financial assets.

The following tables provide a summary of carrying amounts and fair values related to the transferred financial assets that are not derecognised in their entirety and the associated liabilities:

As at 31 December 2022	Financial assets measured at fair value through profit or loss	Financial assets measured at fair value through other comprehensive income	Total
Carrying amount of transferred assets	8,741,236,023	1,612,959,659	10,354,195,682
Carrying amount of associated liabilities	(8,049,434,208)	(1,436,075,103)	(9,485,509,311)
Net position	691,801,815	176,884,556	868,686,371

54. TRANSFERS OF FINANCIAL ASSETS *(continued)***(a) Repurchase agreements** *(continued)*

The following tables provide a summary of carrying amounts and fair values related to the transferred financial assets that are not derecognised in their entirety and the associated liabilities: *(continued)*

As at 31 December 2021	Financial assets measured at fair value through profit or loss	Financial assets measured at fair value through other comprehensive income	Total
Carrying amount of transferred assets	3,598,214,479	1,843,575,006	5,441,789,485
Carrying amount of associated liabilities	(3,237,655,794)	(1,700,998,923)	(4,938,654,717)
Net position	360,558,685	142,576,083	503,134,768

(b) Securities lending arrangement

The Group enters into securities lending agreements with clients under which it lend out its financial assets measured at fair value through profit or loss that are secured by clients' securities and deposits held as collateral. As at 31 December 2022, the equity securities and ETFs which were lent out by the Group amounted to RMB1,898,856,092 (31 December 2021: RMB2,753,557,470). Pursuant to the securities lending agreements, the Group lent its own securities to clients. In view of this, the Group determined that it retains substantially all the risks and rewards of ownership of these securities and therefore did not derecognise these securities in the consolidated financial statements.

55. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS**(a) The controlling shareholder of the Company – Central Huijin Investment Ltd. ("Huijin")**

As at 31 December 2022, Huijin owned 40.17% of the equity interest of the Company (31 December 2021: 40.17%) directly and indirectly.

Huijin does not carry out any other commercial business activities, nor does it interfere with the daily operations of the state-owned key financial enterprises it controls. The Group's daily business transactions with Huijin and Huijin's affiliates are conducted on normal commercial terms.

55. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)***(a) The controlling shareholder of the Company – Central Huijin Investment Ltd. (“Huijin”)***(continued)***(i) Related party transactions with Huijin and Huijin’s affiliates**

	Year ended 31 December	
	2022	2021
Brokerage commission income	15,997,975	45,400,929
Underwriting and sponsoring fees	258,307,223	57,380,913
Asset management fees	9,805,524	10,410,595
Investment advisory fees	–	566,038
Interest income	1,413,825,763	1,404,036,967
Net gains from financial instruments at fair value through profit or loss	303,642,832	211,944,336
Net (losses)/gains from derivative financial instruments	(528,461,017)	669,045,692
Other income, net	118,651,821	88,033,291
Brokerage commission expenses	68,363,840	61,637,544
Underwriting and sponsoring expenses	557,250	114,749
Asset management expenses	30,696,132	27,385,012
Interest expenses	526,117,119	431,472,648
Other operating expenses and costs	13,752,837	9,977,364
Provision for impairment losses under ECL model	56,000	–

55. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (continued)**(a) The controlling shareholder of the Company – Central Huijin Investment Ltd. (“Huijin”)**

(continued)

(ii) The balances of transactions with Huijin and Huijin’s affiliates

	As at 31 December	
	2022	2021
Right-of-use assets	14,870,314	–
Accounts receivable	773,576,853	103,906,491
Financial assets at fair value through other comprehensive income	10,670,507,867	4,721,292,896
Financial assets at fair value through profit or loss	10,355,449,141	8,909,393,809
Refundable deposits	49,135,470	31,593,102
Derivative financial assets	735,881,955	808,971,579
Cash and bank balances (Note)	75,302,944,391	60,132,857,289
Other non-current assets	1,655,188	3,526,859
Financial liabilities at fair value through profit or loss	76,386,224	40,332,880
Derivative financial liabilities	749,968,830	336,215,231
Accounts payable to brokerage clients	6,624,108	6,895,535
Placements from financial institutions	13,562,299,014	14,550,235,866
REPOs	14,561,941,740	3,160,809,973
Short-term debt securities issued	–	19,701,000
Long-term debt securities issued	1,661,883,806	2,157,387,672
Lease Liabilities	14,603,714	–
Other current liabilities	382,329,337	818,859,662

Note: Balances of deposits at Huijin’s affiliates include self-owned cash and bank balances and cash held on behalf of clients.

55. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)***(b) Related party transactions with key management personnel**

The key management personnel are those who have the authority and responsibility to plan, direct and control directly or indirectly, the activities of the Group, including members of the Board of Directors and the supervisory board, and other senior executives. Remuneration for key management personnel of the Group is as follows:

	Year ended 31 December	
	2022	2021
Salaries, allowances and benefits in kind	34,058,019	27,850,320
Discretionary bonuses	26,705,282	67,174,595
Retirement scheme contributions	1,768,813	1,488,691
Total	62,532,114	96,513,606

(c) Related party transactions with other shareholders holding 5% or more shares of the Company**(i) Related party transactions with other shareholders holding 5% or more shares of the Company**

	Year ended 31 December	
	2022	2021
Brokerage commission income	1,136,856	–
Investment advisory fees	341,020	–
Interest expenses	33,703	444

(ii) The balances of transactions with other shareholders holding 5% or more shares of the Company

	As at 31 December	
	2022	2021
Other current assets	4,363	3,996
Accounts payable to brokerage clients	23,536	47

55. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)***(d) Related party transactions with the Group's associates and joint ventures****(i) Related party transactions with associates and joint ventures and their affiliates**

	Year ended 31 December	
	2022	2021
Brokerage commission income	17,676,162	16,952,485
Investment advisory fees	28,379,201	17,145,824
Asset management expenses	22,687,547	400,000
Interest income	5,515,864	4,342,408
Interest expenses	19,690	27,220
Other fee and commission income	20,276,060	–
Other operating expenses and costs	34,191,939	250,000
Reversal of impairment losses under ECL model	–	(61,638)

(ii) The balances of transactions with associates and joint ventures and their affiliates

	As at 31 December	
	2022	2021
Accounts receivable	46,903,260	19,576,095
Financial assets at fair value through profit or loss	498,031,820	–
Other non-current assets	131,127,748	184,365,488
Accounts payable to brokerage clients	8,305	448,379
Other current liabilities	14,206,604	12,480,000

(e) Applicability of the Listing Rules relating to connected transactions

The related party transactions above do not constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the Directors' Reports.

55. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)***(f) Directors' and supervisors' interests in contracts and service contracts**

At any time during the year, none of the Group's directors or supervisors had any interest, whether directly or indirectly, in any contract (excluding service contracts) of significance in relation to the Company's business to which the Company, or its associated companies, is a party. None of the directors and supervisors has entered into a service contract with the Company that cannot be terminated by the Company within one year without payment of compensation (other than statutory compensation).

56. FAIR VALUE INFORMATION

The Group adopts the following methods and assumptions when evaluating fair values:

- (i) Financial assets including cash and bank balances, cash held on behalf of clients and reverse REPOs and financial liabilities including short-term placements from financial institutions and REPOs, are mainly instruments with floating interest rates or for short-term financing. Accordingly, the carrying amounts approximate their fair values.
- (ii) Financial instruments at fair value through profit or loss or through other comprehensive income and derivatives are stated at fair value. For financial instruments traded in active markets, the Group uses market prices as the best estimate for their fair values. For financial instruments without any market price, the Group determines their fair values using discounted cash flows or other valuation techniques.
- (iii) The fair values of short-term and long-term debt securities issued are determined with reference to the available market prices or quotes from brokers or agents. If there is no quoted market price in an active market, the Group estimates the fair values using discounted cash flows or other valuation techniques with reference to the yields of financial instruments with similar characteristics such as similar credit risk and maturity. The fair values of long-term debt securities issued are disclosed in Note 46. The carrying amounts of short-term debt securities issued approximate their fair values.
- (iv) Accounts receivable and accounts payable to brokerage clients are mainly due within one year. Accordingly, the carrying amounts approximate their fair values.

56. FAIR VALUE INFORMATION *(continued)*

(a) Financial assets and liabilities measured at fair value

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

- Level I: Fair value measured using only Level I inputs (i.e. unadjusted quoted prices in active markets for identical assets or liabilities) at the measurement date.
- Level II: Fair value measured using Level II inputs (i.e. observable inputs which are unqualified as Level I inputs), and no significant unobservable inputs. Unobservable inputs are the inputs for which market data are not available.
- Level III: Fair value measured using significant unobservable inputs.

If there is a reliable market quote for a financial instrument, the fair value of the financial instrument is measured based on quoted market price. If a reliable quoted market price is not available, the fair value of the financial instrument is estimated using valuation techniques. For the fair value of financial instruments categorised within Level II, the valuation techniques applied include discounted cash flow analysis and option pricing models. The significant observable inputs to the valuation techniques used for Level II include future cash flows estimated based on contractual terms, risk-free and benchmark interest rates, credit spreads and foreign exchange rates. For the fair value of financial instruments categorised within Level III, the valuation techniques and significant unobservable inputs are disclosed in Note 56(a)(ii).

56. FAIR VALUE INFORMATION (continued)**(a) Financial assets and liabilities measured at fair value** (continued)

The following table presents the analysis of financial instruments measured at fair value at the end of the year on the basis of the fair value hierarchy:

	As at 31 December 2022			
	Level I	Level II	Level III	Total
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	111,763,953,576	255,413,381	13,130,620,233	125,149,987,190
– Debt securities	1,816,364,313	79,435,549,123	267,232,296	81,519,145,732
– Funds and other investments	14,228,715,788	47,838,245,952	660,886,897	62,727,848,637
Derivative financial assets	135,403,143	17,638,430,306	17,521,814	17,791,355,263
Financial assets at fair value through other comprehensive income				
– Debt securities	3,039,925,241	63,649,506,790	–	66,689,432,031
Total	130,984,362,061	208,817,145,552	14,076,261,240	353,877,768,853
Liabilities				
Financial liabilities at fair value through profit or loss				
Financial liabilities held for trading				
– Equity securities	(2,604,104,754)	(25,087,509)	–	(2,629,192,263)
– Debt securities	–	(1,249,823,154)	–	(1,249,823,154)
– Funds and others	(47,205,621)	(4,635,607)	–	(51,841,228)
Financial liabilities designated as at fair value through profit or loss				
– Equity securities	–	(37,276,547,523)	(1,958,815,676)	(39,235,363,199)
– Debt securities	–	(2,037,071,933)	–	(2,037,071,933)
Derivative financial liabilities	(160,682,271)	(11,185,564,076)	(1,881,150)	(11,348,127,497)
Total	(2,811,992,646)	(51,778,729,802)	(1,960,696,826)	(56,551,419,274)

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

56. FAIR VALUE INFORMATION (continued)

(a) Financial assets and liabilities measured at fair value (continued)

The following table presents the analysis of financial instruments measured at fair value at the end of the year on the basis of the fair value hierarchy (continued):

	As at 31 December 2021			
	Level I	Level II	Level III	Total
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	112,422,691,042	672,818,230	14,653,820,321	127,749,329,593
– Debt securities	1,150,817,250	80,606,354,975	332,926,025	82,090,098,250
– Funds and other investments	13,326,241,884	76,623,979,003	1,384,566,374	91,334,787,261
Derivative financial assets	268,377,960	14,295,850,703	–	14,564,228,663
Financial assets at fair value through other comprehensive income				
– Debt securities	–	43,009,969,681	–	43,009,969,681
Total	127,168,128,136	215,208,972,592	16,371,312,720	358,748,413,448
Liabilities				
Financial liabilities at fair value through profit or loss				
Financial liabilities held for trading				
– Equity securities	(2,755,627,220)	(249,181)	–	(2,755,876,401)
– Debt securities	–	(823,345,819)	–	(823,345,819)
– Funds and others	(658,725,019)	–	–	(658,725,019)
Financial liabilities designated as at fair value through profit or loss				
– Equity securities	–	(34,162,624,317)	–	(34,162,624,317)
– Debt securities	–	(526,215,128)	–	(526,215,128)
Derivative financial liabilities	(224,649,958)	(17,909,357,550)	–	(18,134,007,508)
Total	(3,639,002,197)	(53,421,791,995)	–	(57,060,794,192)

56. FAIR VALUE INFORMATION *(continued)*

(a) Financial assets and liabilities measured at fair value *(continued)*

(i) Transfer between levels

As of 31 December 2022, the Group's investments in suspended stocks of RMB225 million (31 December 2021: RMB1 million) were transferred from Level I to Level II, as the quoted prices of these stocks were no longer regularly available.

As of 31 December 2022, the Group's investments in equity securities of RMB9 million (31 December 2021: RMB107 million) were transferred from Level I or II to Level III, as the fair values of these investments were determined with the use of valuation techniques instead of quoted prices, due to events such as delisting, etc..

As of 31 December 2022, the Group had no investments in debt securities transferred from Level II to Level III, as the fair values of these investments were determined with the use of valuation techniques instead of quoted prices, due to events such as potential credit risk in existence, etc. (31 December 2021: RMB30 million).

As of 31 December 2022, the Group's investments in fund and other securities of RMB46 million (31 December 2021: RMB181 million) were transferred from Level II to Level III, as the fair values of these investments were determined with the use of valuation techniques instead of quoted prices, due to events such as potential credit risk in existence, etc..

As of 31 December 2022, the Group's investments at FVTPL of RMB177 million (31 December 2021: RMB647 million) were transferred from Level III to Level I or II, as the fair values of these investments were determined with the use of quoted prices instead of valuation techniques, due to events such as expiration of lock-up period in equity and fund, etc..

Apart from the transfers above, for the years ended 31 December 2022 and 2021, there was no other significant transfer among Level I, Level II and Level III for the Group's financial assets and liabilities measured at fair value. In accordance with its accounting policies, the Group recognises transfers among the levels as at the end of the reporting period in which such transfers occur.

There is no significant change for the Group's applied fair value valuation techniques in 2022 and 2021.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

56. FAIR VALUE INFORMATION (continued)

(a) Financial assets and liabilities measured at fair value (continued)

(ii) Information about Level III fair value measurements

The following table presents reconciliation from the beginning balances to the ending balances of financial assets measured at Level III:

	As at 1 January 2022	Gains/ (losses) for the year	Purchases	Issuance	Disposals and settlement	Transfer into Level III	Transfer out of Level III	As at 31 December 2022	Net gains/ (losses) for the year included in profit or loss for assets held
Assets									
Financial assets at fair value through profit or loss	16,371,312,720	423,081,320	4,556,000,957	-	(7,169,389,791)	54,725,109	(176,990,889)	14,058,739,426	555,018,291
Derivative financial assets	-	17,521,814	-	-	-	-	-	17,521,814	17,521,814
Total	16,371,312,720	440,603,134	4,556,000,957	-	(7,169,389,791)	54,725,109	(176,990,889)	14,076,261,240	572,540,105
Liabilities									
Financial liabilities at fair value through profit or loss									
Financial liabilities designated as at fair value through profit or loss	-	99,770,009	-	(2,058,585,685)	-	-	-	(1,958,815,676)	99,770,009
Derivative financial liabilities	-	(1,881,150)	-	-	-	-	-	(1,881,150)	(1,881,150)
Total	-	97,888,859	-	(2,058,585,685)	-	-	-	(1,960,696,826)	97,888,859

	As at 1 January 2021	Gains for the year	Purchases	Disposals and settlement	Transfer into Level III	Transfer out of Level III	As at 31 December 2021	Net gains for the year included in profit or loss for assets held
Assets								
Financial assets at fair value through profit or loss	18,333,501,301	1,487,733,359	8,064,703,195	(11,185,602,711)	318,388,093	(647,410,517)	16,371,312,720	1,799,435,471

56. FAIR VALUE INFORMATION *(continued)*

(a) Financial assets and liabilities measured at fair value *(continued)*

(ii) Information about Level III fair value measurements *(continued)*

For financial instruments measured at Level III, fair values are determined based on the reports on capital account for these instruments obtained by management or determined by using valuation techniques such as discounted cash flow model, market comparable company analysis and recent financing price method. Key determinant to categorise fair value as Level III is the significance of the unobservable inputs to the overall fair value measurement. The following table presents the valuation techniques and inputs used in the valuation of the major financial instruments measured at Level III. As of 31 December 2022 and 31 December 2021, the fair value of the financial instruments measured at Level III is not significantly sensitive to a reasonable change in these unobservable inputs.

Financial instruments	Fair value hierarchy	Valuation technique(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
Financial assets at fair value through profit or loss				
– Debt securities	Level III	Discounted cash flow models	Estimated future cash flows, discount rate (Note 1)	The higher the estimated future cash flows, the higher the fair value The higher the discount, the lower the fair value
– Equity securities	Level III	Option pricing models	Volatility (Note 2)	The higher the volatility, the lower the fair value
– Equity securities	Level III	Market approach	Valuation multiples (Such as P/E, P/B, P/S), liquidity discount (Note 3)	The higher the valuation multiples, the higher the fair value The higher the discount, the lower the fair value
Derivative financial instruments				
– OTC options	Level III	Option pricing models	Volatility (Note 2)	The higher the volatility, the greater impact on the fair value
Financial liabilities at fair value through profit or loss				
– Structured products	Level III	Option pricing models	Volatility (Note 2)	The higher the volatility, the greater impact on the fair value

Note 1: Discount rate, ranging from 2.95% to 5.55% (31 December 2021: 2.48% to 5.42%).

Note 2: Volatility, ranging from 16.05% to 83.75% (31 December 2021: 17.85% to 88.40%).

Note 3: Liquidity discount, ranging from 10.00% to 60.00% (31 December 2021: 20.00% to 60.00%).

56. FAIR VALUE INFORMATION *(continued)*

(b) Fair value of financial assets and liabilities carried at other than fair value

The fair values of long-term debt securities issued have been determined in accordance with generally accepted pricing models based on discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of the Group. The fair values of long-term debt securities issued are classified as Level II and disclosed in Note 46.

Except for the above, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities carried at amortised cost in the Group's consolidated statement of financial position approximate their fair values.

57. OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

When there is a current legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously, the relevant financial assets and liabilities:

- are offset in the consolidated statement of financial position of the Group; and
- are subject to an enforceable master netting agreement or similar agreement, irrespective of whether they are offset in the consolidated statement of financial position of the Group.

The table below presents the amount of account receivables and payables which are settled on the same settlement date and for the same currency on a net basis with the same overseas clearing house.

57. OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES *(continued)*

	As at 31 December 2022						
	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position			Net amounts of financial assets presented in the consolidated statement of financial position		Related amounts not set off in the consolidated statement of financial position	Net amount
	Gross amounts of recognised financial assets	consolidated statement of financial position	consolidated statement of financial position				
				Financial instruments	Cash collateral		
Accounts receivable from clearinghouse	2,212,605,319	(1,605,037,682)	607,567,637	(144,795,764)	–	462,771,873	

	As at 31 December 2022						
	Gross amounts of recognised financial assets set off in the consolidated statement of financial position			Net amounts of financial liabilities presented in the consolidated statement of financial position		Related amounts not set off in the consolidated statement of financial position	Net amount
	Gross amounts of recognised financial liabilities	financial position	financial position				
				Financial instruments	Cash collateral		
Accounts payable to clearinghouse	1,749,833,446	(1,605,037,682)	144,795,764	(144,795,764)	–	–	

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

57. OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

As at 31 December 2021						
	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position	Gross amounts of recognised financial assets	Net amounts of financial assets presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
				Financial instruments	Cash collateral	
Accounts receivable from clearinghouse	5,499,891,478	(4,778,010,534)	721,880,944	(153,445,591)	–	568,435,353

As at 31 December 2021						
	Gross amounts of recognised financial assets set off in the consolidated statement of financial position	Gross amounts of recognised financial liabilities	Net amounts of financial liabilities presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
				Financial instruments	Cash collateral	
Accounts payable to clearinghouse	4,931,456,125	(4,778,010,534)	153,445,591	(153,445,591)	–	–

58. FINANCIAL RISK MANAGEMENT

The Group's risk management aims to effectively allocate risk-based capital, limit risks to a controllable level, maximise the corporate value and constantly solidify the foundation for a steady and sustainable development of the Group. The Group monitors and controls different types of risk exposures, such as credit risk, liquidity risk and market risk which incurred from Group's holdings on various financial instruments.

(a) Credit risk

Credit risk refers to the risk caused by deterioration in creditworthiness or default losses of counterparties, borrowers and securities issuers.

The exposure to credit risk of the Group arises mainly from: (1) credit risk from default or bankruptcy of debtors, including the loss due to default of intermediary institutions (such as brokers or custodian banks), in which case the risk exposure is the total value of outstanding debts; (2) counterparty risk in terms of failure to fulfill obligations under contracts or deterioration in creditworthiness of counterparties in the over-the-counter ("OTC") derivative transactions (such as forward, swap or option transactions), in which case the risk exposure depends on current exposure and potential future exposure of the derivatives; (3) credit risk caused by the deterioration in creditworthiness or default losses of securities issuers.

At the end of the reporting period, the Group's maximum credit risk exposure is the net carrying amount of financial assets without taking account of any collateral or other credit enhancements.

Measurement of ECL

The Group recognises an impairment loss allowance for financial assets measured at amortised cost (including receivable from margin clients, reverse REPOs, etc.) and debt securities measured at FVTOCI via ECL model. The measurement of the ECL is based on the Probability of Default ("PD"), Loss Given Default ("LGD") and Exposure at Default ("EAD").

A default is that a client, a financier or issuer of investment products fails to fulfil the contract. PD is an estimate of the likelihood of default over a given time horizon. The Group estimates the PD based on its internal rating model, integrating factors such as external rating information, macroeconomic environment and changes in quantitative and qualitative indicators of the counterparties or bonds issuers. LGD is an estimate of the loss bore by the Group on the exposure at default. In the determination of LGD, the Group estimates the recoverable cash flow from disposing underlying assets and collaterals by taking their liquidity and relevant historical market data into full consideration, and estimates LGD based on the difference between the recoverable and the contracted cash flows. EAD is the amount that shall be repaid to the Group when a default occurs. When measuring the ECL, the Group classifies the assets into different risk stages based on whether the credit risk of each asset has increased significantly since the initial recognition. Accordingly, the Group measures the loss allowance on either a 12-month or the lifetime basis for the investments at different risk stages.

58. FINANCIAL RISK MANAGEMENT *(continued)*

(a) Credit risk *(continued)*

Provision method of ECL

The Group recognises impairment allowance based on ECL for businesses such as debt securities investment and margin financing. For the financial instruments for which the ECL measurement is used, the Group classifies these financial instruments into different risk stages based on whether the credit risk of each instrument has increased significantly since the initial recognition. The financial instruments with low credit risk on the balance sheet date or of which the credit risk has not increased significantly since the initial recognition will be classified into “Stage 1”; the financial instruments of which the credit risk has increased significantly since the initial recognition will be classified into “Stage 2”; and the financial instruments that have been credit-impaired will be transferred into “Stage 3”. The Group measures ECL based on the parameters such as PD, LGD, EAD and forward looking information, and regularly tests and updates ECL models and assumptions.

The criteria of significant increase in credit risk (“SICR”)

The Group considers a financial instrument experiencing SICR when one or more of the following quantitative and qualitative criteria have been met: (1) for debt securities investment business: the latest external or internal ratings of the bond issuer or the debt securities per se decline substantially compared with their ratings on the initial recognition, or there are adverse changes in business, financial or external conditions of the bond issuer and these adverse changes are expected to cause a significant decrease in the bond issuer’s ability to meet its obligations; (2) for margin financing business: the performance guarantee ratio is lower than or equal to the predetermined liquidation line but above 100%, or when contractual payments are less than or equal to 30 days past due.

The criteria of credit-impaired assets

The Group considers that a financial instrument has been credit-impaired when (1) for debt securities investment business: the circumstances in which a bond issuer can be regarded as in default include failure to perform the payment obligations as agreed, having other bond defaults or having significant financial difficulties; (2) for margin financing business: the performance guarantee ratio is lower than or equal to 100%, or when contractual payments are more than 30 days past due.

Forward-looking information

The Group measures ECL using forward looking information without undue costs or efforts. In order to adjust the default rates to incorporate forward-looking information, the Group, using forecasted year-on-year growth rates on GDP (cumulatively accounted) and broad measure of money supply (M2) as the basis, establishes relationship between the two macroeconomic indicators and default rates with the use of statistical models and sets different scenario weightings. The Group determined the forecasted values of the two macroeconomic indicators to be 5.11% and 9.65% as at 31 December 2022 based on publicly available forecasts of third parties. The tuning parameter was determined with the use of weighted average of the values under optimistic, neutral and pessimistic hypothetical scenarios in combination with qualitative analysis method.

Debt securities (including debt securities measured at FVTPL and at FVTOCI)

The Group emphasizes the diversification level of the fixed income credit products and the credit products invested are those predominantly with relatively high credit ratings. The Group controls its market risk and credit risk exposures by various initiatives, such as setting up limits on investment size, product types, credit ratings and concentrations, and carrying out forward-looking risk assessment, as well as closely monitoring and tracking bond issuers’ business performance and credit profiles so as to constantly evaluate and warn any credit deterioration.

58. FINANCIAL RISK MANAGEMENT *(continued)***(a) Credit risk** *(continued)***Debt securities (including debt securities measured at FVTPL and at FVTOCI)** *(continued)*

The carrying amount of the Group's debt securities is presented as follows:

	As at 31 December	
	2022	2021
Financial assets at fair value through profit or loss	81,519,145,732	82,090,098,250
Financial assets at fair value through other comprehensive income	66,689,432,031	43,009,969,681
Total	148,208,577,763	125,100,067,931

- (i) The exposure to credit risk for debt securities at FVTPL and FVTOCI by the location of issuer is presented as follows:

	As at 31 December	
	2022	2021
Mainland China	144,346,405,471	124,997,230,937
Outside mainland China	3,862,172,292	102,836,994
Total	148,208,577,763	125,100,067,931

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Debt securities (including debt securities measured at FVTPL and at FVTOCI) (continued)

(ii) The following table presents an analysis of credit quality of the debt securities at FVTPL and FVTOCI.

Credit rating	As at 31 December								
	2022					2021			
	FVTPL	12-month ECL	Lifetime ECL- not credit impaired	Lifetime ECL- credit impaired	Total	FVTPL	12-month ECL	Lifetime ECL- not credit impaired	Total
Outside mainland China (by international rating agencies)									
- AAA	554,654,023	699,554,058	-	-	699,554,058	12,640	-	-	-
- From AA- to AA+	201,589,170	-	-	-	-	19,036,790	-	-	-
- From A- to A+	1,872,545,268	5,284,259,911	-	-	5,284,259,911	1,000,030,827	3,365,289,987	-	3,365,289,987
- BBB- to BBB+	493,000,331	2,340,635,952	-	-	2,340,635,952	928,226,673	1,930,855,974	-	1,930,855,974
- Below BBB-	77,334,167	10,113,684	12,229,144	8,060,436	30,403,264	756,779,413	210,557,746	11,200,033	221,757,779
- NR	1,705,776,963	57,374,675	-	3,097,160	60,471,835	7,083,813,495	99,266,975	-	99,266,975
Subtotal	4,904,899,922	8,391,938,280	12,229,144	11,157,596	8,415,325,020	9,787,899,838	5,605,970,682	11,200,033	5,617,170,715
Mainland China (by domestic rating agencies)									
- AAA	51,766,218,155	26,593,401,609	-	-	26,593,401,609	41,383,207,132	26,236,935,997	-	26,236,935,997
- From AA- to AA+	5,662,940,365	3,247,429,162	-	-	3,247,429,162	5,164,263,554	1,449,602,872	-	1,449,602,872
- From A- to A+	1,113,108,590	-	-	-	-	1,125,912,041	-	-	-
- Below A-	543,441,168	-	-	-	-	942,942,839	-	-	-
Subtotal	59,085,708,278	29,840,830,771	-	-	29,840,830,771	48,616,325,566	27,686,538,869	-	27,686,538,869
Non-rated I (Note 1)	10,013,311,736	28,312,671,668	-	-	28,312,671,668	8,454,699,987	9,685,899,037	-	9,685,899,037
Non-rated II (Note 2)	7,515,225,796	120,604,572	-	-	120,604,572	15,231,172,859	20,361,060	-	20,361,060
Total	81,519,145,732	66,666,045,291	12,229,144	11,157,596	66,689,432,031	82,090,098,250	42,998,769,648	11,200,033	43,009,969,681
Impairment loss allowance		(59,605,095)	(379,607)	(12,133,870)	(72,118,572)		(18,216,690)	(558,347)	(18,775,037)

Note 1: These non-rated financial assets mainly include government bonds and policy financial bonds.

Note 2: These non-rated financial assets are mainly other debt securities and trading securities with no ratings provided by independent rating agencies.

58. FINANCIAL RISK MANAGEMENT *(continued)***(a) Credit risk** *(continued)***Debt securities (including debt securities measured at FVTPL and at FVTOCI)** *(continued)***(iii) Movement of impairment loss allowance**

The movement in impairment loss allowance for debt investments at FVTOCI during the year was as follows:

	Year ended 31 December						
	2022				2021		
	12-month ECL	Lifetime ECL- not credit impaired	Lifetime ECL-credit impaired	Total	12-month ECL	Lifetime ECL- not credit impaired	Total
As at 1 January 2022	18,216,690	558,347	-	18,775,037	18,166,922	-	18,166,922
Changes due to financial instruments recognised as at 1 January 2022:							
- Transfer to lifetime ECL-credit impaired	(154,516)	-	154,516	-	-	-	-
- Transfer to lifetime ECL-not credit impaired	(106,370)	106,370	-	-	(121,271)	121,271	-
- Impairment losses recognised	4,427,664	304,644	7,743,726	12,476,034	249,948	239,858	489,806
- Impairment losses reversed	(1,115,336)	-	-	(1,115,336)	(750,527)	-	(750,527)
New financial assets originated or purchased	49,185,977	-	2,769,695	51,955,672	14,717,219	180,871	14,898,090
Financial assets derecognised (including written-offs)	(9,918,200)	(380,519)	-	(10,298,719)	(13,868,000)	-	(13,868,000)
Others	(930,814)	(209,235)	1,465,933	325,884	(177,601)	16,347	(161,254)
As at 31 December 2022	59,605,095	379,607	12,133,870	72,118,572	18,216,690	558,347	18,775,037

As at 31 December 2021, there was no credit-impaired debt investment held by the Group.

58. FINANCIAL RISK MANAGEMENT *(continued)***(a) Credit risk** *(continued)***Other non-derivative financial investments (other than debt securities)**

The Group has adopted the following measures to manage credit risk in capital businesses including margin financing and securities lending business and stock-based lending business: vetting counterparties; determining credit ratings and setting lending limits; managing collaterals (via haircut rates, liquidity and concentration) and closely monitoring margin ratios and/or collateral ratios; establishing and implementing margin call and mandatory liquidation policy.

- (i) The exposure to credit risk for financial assets other than debt securities at the reporting date by geographic region was as follows:

	As at 31 December	
	2022	2021
Mainland China	199,484,725,031	205,458,656,185
Outside mainland China	83,406,308,229	76,293,494,356
Total	282,891,033,260	281,752,150,541

(ii) Movement of impairment loss allowance

The movement in impairment loss allowance for other financial instruments (other than debt investments) at amortised cost during the year was as follows:

58. FINANCIAL RISK MANAGEMENT *(continued)***(a) Credit risk** *(continued)***Other non-derivative financial investments (other than debt securities)** *(continued)***(ii) Movement of impairment loss allowance** *(continued)**(1) Financial assets held under resale agreements*

	Year ended 31 December 2022			
	12-month ECL	Lifetime ECL- not credit impaired	Lifetime ECL- credit impaired	Total
As at 1 January 2022	41,204,100	–	28,249,249	69,453,349
Changes due to financial instruments recognised as at 1 January 2022				
– Transfer to lifetime ECL-credit impaired	–	–	–	–
– Transfer to lifetime ECL-not credit impaired	–	–	–	–
– Transfer to 12m ECL	–	–	–	–
– Impairment losses recognised	216,699	–	–	216,699
– Impairment losses reversed	(2,572,194)	–	–	(2,572,194)
New financial assets originated or purchased	7,335,882	–	–	7,335,882
Financial assets derecognised (including written-offs)	(17,886,034)	–	–	(17,886,034)
Others	–	–	–	–
Impairment loss allowance as at 31 December 2022	28,298,453	–	28,249,249	56,547,702
Gross carrying amount as at 31 December 2022	27,143,473,151	–	48,876,598	27,192,349,749

58. FINANCIAL RISK MANAGEMENT *(continued)***(a) Credit risk** *(continued)***Other non-derivative financial investments (other than debt securities)** *(continued)***(ii) Movement of impairment loss allowance** *(continued)*(1) *Financial assets held under resale agreements (continued)*

	Year ended 31 December 2021			Total
	12-month ECL	Lifetime ECL– not credit impaired	Lifetime ECL– credit impaired	
As at 1 January 2021	41,298,123	7,386,813	253,931,844	302,616,780
Changes due to financial instruments recognised as at 1 January 2021				
– Transfer to lifetime ECL-credit impaired	–	–	–	–
– Transfer to lifetime ECL-not credit impaired	–	–	–	–
– Transfer to 12m ECL	4,685,542	(4,685,542)	–	–
– Impairment losses recognised	56,298	–	–	56,298
– Impairment losses reversed	(5,067,213)	–	(2,500,000)	(7,567,213)
New financial assets originated or purchased	18,504,105	–	–	18,504,105
Financial assets derecognised (including written-offs)	(18,272,755)	(2,701,271)	(223,182,595)	(244,156,621)
Others	–	–	–	–
Impairment loss allowance as at 31 December 2021	41,204,100	–	28,249,249	69,453,349
Gross carrying amount as at 31 December 2021	25,879,070,810	–	48,876,598	25,927,947,408

58. FINANCIAL RISK MANAGEMENT *(continued)***(a) Credit risk** *(continued)***Other non-derivative financial investments (other than debt securities)** *(continued)***(ii) Movement of impairment loss allowance** *(continued)**(2) Receivable from margin clients*

	Year ended 31 December 2022			Total
	12-month ECL	Lifetime ECL- not credit impaired	Lifetime ECL- credit impaired	
As at 1 January 2022	161,966,115	–	–	161,966,115
Changes due to financial instruments recognised as at 1 January 2022:				
– Transfer to lifetime ECL-credit impaired	–	–	–	–
– Transfer to lifetime ECL-not credit impaired	(59,116)	59,116	–	–
– Transfer to 12m ECL	–	–	–	–
– Impairment losses recognised	26,076,693	389,136	–	26,465,829
– Impairment losses reversed	(37,761,156)	(52)	–	(37,761,208)
New financial assets originated or purchased	22,521,408	34	–	22,521,442
Financial assets derecognised (including written-offs)	(31,464,215)	–	–	(31,464,215)
Others	815,934	–	–	815,934
Impairment loss allowance as at 31 December 2022	142,095,663	448,234	–	142,543,897
Gross carrying amount as at 31 December 2022	31,756,190,011	12,544,347	–	31,768,734,358

58. FINANCIAL RISK MANAGEMENT (continued)**(a) Credit risk** (continued)**Other non-derivative financial investments (other than debt securities)** (continued)**(ii) Movement of impairment loss allowance** (continued)

(2) Receivable from margin clients (continued)

	Year ended 31 December 2021			Total
	12-month ECL	Lifetime ECL– not credit impaired	Lifetime ECL– credit impaired	
As at 1 January 2021	131,830,972	4,832,093	140,371	136,803,436
Changes due to financial instruments recognised as at 1 January 2021:				
– Transfer to lifetime ECL-credit impaired	–	–	–	–
– Transfer to lifetime ECL-not credit impaired	–	–	–	–
– Transfer to 12m ECL	4,007,761	(3,874,349)	(133,412)	–
– Impairment losses recognised	36,671,817	–	–	36,671,817
– Impairment losses reversed	(23,225,981)	–	–	(23,225,981)
New financial assets originated or purchased	34,454,141	–	–	34,454,141
Financial assets derecognised (including written-offs)	(21,446,732)	(949,644)	(6,959)	(22,403,335)
Others	(325,863)	(8,100)	–	(333,963)
Impairment loss allowance as at 31 December 2021	161,966,115	–	–	161,966,115
Gross carrying amount as at 31 December 2021	39,641,022,829	–	–	39,641,022,829

58. FINANCIAL RISK MANAGEMENT *(continued)***(a) Credit risk** *(continued)***Other non-derivative financial investments (other than debt securities)** *(continued)***(ii) Movement of impairment loss allowance** *(continued)**(3) Other financial instruments at amortised cost*

	Year ended 31 December 2022			
	12-month ECL	Lifetime ECL- not credit impaired	Lifetime ECL- credit impaired	Total
As at 1 January 2022	206,022,189	59,967,972	329,587,043	595,577,204
Changes due to financial instruments recognised as at 1 January 2022:				
– Transfer to lifetime ECL-credit impaired	(80,327)	(4,369)	84,696	–
– Transfer to lifetime ECL-not credit impaired	(34,605)	34,605	–	–
– Transfer to 12m ECL	–	–	–	–
– Impairment losses recognised	6,803,834	27,843,924	87,924,743	122,572,501
– Impairment losses reversed	(160,646,560)	(3,498,444)	(19,837,369)	(183,982,373)
New financial assets originated or purchased	79,265,432	8,502,290	–	87,767,722
Financial assets derecognised (including written-offs)	(19,476,499)	(34,605)	(73,204,599)	(92,715,703)
Others	10,020,555	(10,301,781)	3,963,774	3,682,548
Impairment loss allowance as at 31 December 2022	121,874,019	82,509,592	328,518,288	532,901,899
Gross carrying amount as at 31 December 2022	186,298,776,073	2,614,717,582	360,803,852	189,274,297,507

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT *(continued)*

(a) Credit risk *(continued)*

Other non-derivative financial investments (other than debt securities) *(continued)*

(ii) Movement of impairment loss allowance *(continued)*

(3) Other financial instruments at amortised cost *(continued)*

	Year ended 31 December 2021			Total
	12-month ECL	Lifetime ECL– not credit impaired	Lifetime ECL– credit impaired	
As at 1 January 2021	246,164,910	66,698,100	488,887,781	801,750,791
Changes due to financial instruments recognised as at 1 January 2021:				
– Transfer to lifetime ECL-credit impaired	(101,000)	(4,802)	105,802	–
– Transfer to lifetime ECL-not credit impaired	(4,290)	4,290	–	–
– Transfer to 12m ECL	3,995,533	(3,282,621)	(712,912)	–
– Impairment losses recognised	2,305,977	4,736,550	72,799,222	79,841,749
– Impairment losses reversed	(196,289,709)	(17,703,439)	(23,275,507)	(237,268,655)
New financial assets originated or purchased	166,163,264	8,320,114	2,482	174,485,860
Financial assets derecognised (including written-offs)	(12,014,672)	(41,677)	(206,291,184)	(218,347,533)
Others	(4,197,824)	1,241,457	(1,928,641)	(4,885,008)
Impairment loss allowance as at 31 December 2021	206,022,189	59,967,972	329,587,043	595,577,204
Gross carrying amount as at 31 December 2021	178,938,564,809	2,940,057,310	382,606,641	182,261,228,760

Other financial instruments at amortised cost mainly include accounts receivable, other receivables and deposits with banks.

58. FINANCIAL RISK MANAGEMENT *(continued)*

(a) Credit risk *(continued)*

Derivatives

Regarding the counterparty credit risk of the OTC derivatives business, the Group has established a counterparty credit rating system. Through a combination of qualitative and quantitative methods, it comprehensively evaluates counterparty qualifications and determines credit ratings accordingly. On the basis of credit ratings, the Group sets a corresponding limit of credit risk exposure for each counterparty, and manages counterparty credit risk by signing OTC derivatives trading master agreements and performance guarantee agreements, and by requiring performance guarantees. The Group calculates the minimum amount required as collateral and credit risk exposure for an OTC derivative counterparty by establishing dynamic scenarios combined with stress test, and measures and monitors the minimum collateral value and credit risk exposure through the system on a daily basis. In view of this, the Group maintains the credit risk exposure of derivatives transactions within an acceptable range.

(b) Liquidity risk

Liquidity risk refers to the risks arising from the Group's inability to obtain sufficient funds at reasonable costs in a timely manner to meet its debt obligations, fulfill other payment obligations, and satisfy the funding needs in conducting ordinary business operations.

The Group implements vertical and centralised management on liquidity risks of all domestic and overseas branches and subsidiaries. The Group has adopted the following measures to manage liquidity risk: closely monitoring balance sheets of the Group and of its branches and subsidiaries, and managing liquidity gaps between assets and liabilities; setting liquidity risk limits based on the Group's overall situation and regulatory requirement; conducting cash flow forecast and liquidity risk stress test on a regular and irregular basis to analyse and assess the Group's liquidity risk level; maintaining adequate high-quality liquid assets and establishing contingency plan for potential liquidity crisis situation.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT *(continued)*

(b) Liquidity risk *(continued)*

At the end of the reporting period, the contractual undiscounted cash flows (including the principal and interests) of the Group's non-derivative financial liabilities are analysed according to the maturity dates. The derivative financial liabilities stated at the fair values and presented at the expected maturity dates or possible termination dates are as follows:

	As at 31 December 2022				
	Overdue/ repayable on demand	Within 1 year (inclusive)	1 – 5 years (inclusive)	More than 5 years	Total
Financial liabilities					
Financial liabilities at fair value through profit or loss	–	32,927,293,384	12,289,891,023	–	45,217,184,407
Derivative financial liabilities	–	10,788,110,525	554,698,678	5,318,294	11,348,127,497
Accounts payable to brokerage clients	92,099,956,329	–	–	–	92,099,956,329
Placements from financial institutions	–	61,105,591,236	–	–	61,105,591,236
Short-term debt securities issued	–	17,197,339,150	1,451,940,735	–	18,649,279,885
REPOs	–	43,163,696,612	–	–	43,163,696,612
Long-term debt securities issued	–	68,737,303,607	84,513,906,898	8,734,200,000	161,985,410,505
Lease liabilities	–	1,002,434,782	1,474,245,776	100,436,202	2,577,116,760
Others	98,672,572,220	13,241,169,494	6,592,406	34,518	111,920,368,638
Total	190,772,528,549	248,162,938,790	100,291,275,516	8,839,989,014	548,066,731,869

58. FINANCIAL RISK MANAGEMENT *(continued)***(b) Liquidity risk** *(continued)*

As at 31 December 2021					
	Overdue/ repayable on demand	Within 1 year (inclusive)	1 – 5 years (inclusive)	More than 5 years	Total
Financial liabilities					
Financial liabilities at fair value through profit or loss	–	38,925,007,061	2,252,774	–	38,927,259,835
Derivative financial liabilities	–	16,982,247,611	1,143,550,424	8,209,473	18,134,007,508
Accounts payable to brokerage clients	93,445,165,307	–	–	–	93,445,165,307
Placements from financial institutions	–	51,678,428,196	–	–	51,678,428,196
Short-term debt securities issued	–	21,653,617,895	1,507,907,732	–	23,161,525,627
REPOs	–	16,379,116,195	–	–	16,379,116,195
Long-term debt securities issued	–	28,091,584,553	139,400,410,022	9,957,110,000	177,449,104,575
Lease liabilities	–	768,435,057	1,235,827,786	76,094,482	2,080,357,325
Others	90,791,707,443	56,806,142,292	14,780,088	–	147,612,629,823
Total	184,236,872,750	231,284,578,860	143,304,728,826	10,041,413,955	568,867,594,391

(c) Market risk

Market risk is the risk of loss of the Group's income and value of financial instruments arising from unfavourable market conditions such as adverse changes in interest rates, stock prices and exchange rates. The objectives of market risk management are to monitor the market risk and control it within the acceptable range and to maximise the risk-adjusted return. The Group conducts stress test on a regular basis and calculates risk control indicators and operating indicators under different scenarios. The Group monitors the market risk for investment portfolios and non-trading portfolios separately.

58. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Market risk *(continued)*

(i) Market risk of investment portfolios

Investment portfolio includes financial assets at FVTPL and at FVTOCI, derivative financial assets, financial liabilities at FVTPL, derivative financial liabilities. The risk exposures are measured and monitored against limits on principal, stop loss limit, etc., and are maintained within the established limits. The Group adopts various kinds of methods (such as Value-at-Risk ("VaR") analysis, sensitivity limit analysis, investment concentration limit analysis, scenario analysis and stress test) to manage market risk. The VaR analysis is a major tool used by the Group to measure and monitor market risk of the investment portfolios.

VaR is a technique with the use of which the Group estimates the potential losses that could incur on its risk position under the unfavourable market condition over a specified time horizon and at a given level of confidence. The independent risk management personnel of the Group computes VaR using historical simulation method and implements relevant controls over the market risk accordingly. The historical simulation method is used to estimate future profit or loss based on observed historical market risk factors movements and sensitivity of the current investment portfolio to those risk factors.

Based on three-year historically observed market risk factors movements, the Group has adopted the historical simulation method at the 95% confidence level to compute its daily VaR. The 95% daily VaR indicates that the expected one-day loss of the Group's portfolio will not exceed this VaR at 95% chance, if the portfolio were held constant for one day. Although VaR is an important tool for measuring market risk, the assumptions on which the model is based do have some limitations, including the following:

- When there is severe market illiquidity for a prolonged period, the realisable value of the Group's investment portfolio in a trade day may vary from the estimate due to the one-day time horizon of VaR;
- The 95% confidence level does not reflect losses that may occur beyond this level. Under the model currently in use, the loss in portfolio value would have been exceeded with a frequency of 5%;
- VaR is calculated on an end-of-day basis and does not take into account intraday trading; and
- Historical changes in market risk factors may not be accurate predictors of future market conditions, especially in terms of fully incorporating the risk of extreme market events.

58. FINANCIAL RISK MANAGEMENT *(continued)***(c) Market risk** *(continued)***(i) Market risk of investment portfolios** *(continued)*

The following tables set forth the Group computed VaRs by risk categories as of the dates and for the years of 2022 and 2021 respectively:

	As at 31 December 2022	Year ended 31 December 2022		
		Average	Highest	Lowest
Equity prices	108,007,525	130,815,489	187,269,394	96,869,449
Interest rates	71,728,794	69,936,712	82,950,114	50,930,928
Currency rates	42,049,313	34,952,518	48,527,145	20,805,584
Commodity prices	698,524	1,080,381	2,673,152	469,105
Diversification effect	(90,401,787)	(87,254,104)		
Total portfolio	132,082,369	149,530,996	186,055,582	126,055,341

	As at 31 December 2021	Year ended 31 December 2021		
		Average	Highest	Lowest
Equity prices	185,696,707	180,086,116	215,684,592	132,532,882
Interest rates	51,739,456	54,591,702	79,273,858	35,761,912
Currency rates	39,091,828	33,845,476	44,258,664	18,989,510
Commodity prices	953,532	559,318	1,548,226	116,233
Diversification effect	(97,190,940)	(83,694,087)		
Total portfolio	180,290,583	185,388,525	220,752,094	151,260,280

58. FINANCIAL RISK MANAGEMENT *(continued)***(c) Market risk** *(continued)***(ii) Market risk of non-trading portfolios****(1) Interest rate risk**

The non-trading portfolios of the Group are subject to the risk of interest rate fluctuations. Except for the financial assets and liabilities managed through VaR, the Group's major interest-earning assets in its non-trading portfolios include deposits with banks and with clearinghouses, receivable from margin clients and reverse REPOs; and its interest-bearing liabilities mainly include short-term debt securities issued, placements from financial institutions, REPOs and long-term debt securities issued.

The Group adopts sensitivity analysis to measure the interest rate risk of non-trading portfolios. Assuming all other variables remain constant, interest rate sensitivity analysis is as follows:

Sensitivity of net profit		
Year ended 31 December		
	2022	2021
Changes in basis points (bps)		
Increase by 50 bps	(328,607,802)	(294,941,100)
Decrease by 50 bps or decrease to 0	381,121,039	371,242,196

Sensitivity of equity		
As at 31 December		
	2022	2021
Changes in bps		
Increase by 50 bps	(328,607,802)	(294,941,100)
Decrease by 50 bps or decrease to 0	381,121,039	371,242,196

58. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Market risk *(continued)*

(ii) Market risk of non-trading portfolios *(continued)*

(1) Interest rate risk *(continued)*

The sensitivity analysis is based on the static rate risk profile of the Group's assets and liabilities. The sensitivity analysis measures the impact of changes of interest rates in terms of how annualised net profit or loss and equity would have been affected by repricing of the Group's assets and liabilities over the next 12 months. The sensitivity analysis is based on the following assumptions that:

- The 50-bp changes of interest rates at the end of the reporting periods apply to all of the Group's non-trading financial instruments in the next 12 months;
- The shift in the yield curve is parallel with the changes of interest rate;
- There are no changes in the assets and liabilities portfolios;
- Other variables (including exchange rates) remain unchanged; and
- Risk management measures undertaken by the Group are not considered.

As the actual situation in relation with interest rate changes can differ from the above assumptions, the impact of the interest rate changes on the Group's net profit and equity may vary from the estimated results of the sensitivity analysis.

58. FINANCIAL RISK MANAGEMENT *(continued)***(c) Market risk** *(continued)***(ii) Market risk of non-trading portfolios** *(continued)***(2) Currency risk**

Currency risk is the risk arising from fluctuations of foreign exchange rates. The table below presents the exchange rate sensitivity analysis of the Group's major currency risk exposures, which calculates the impact of reasonably possible changes in the foreign exchange rate on equity where all other variables are held constant. This analysis does not take into account any foreign exchange correlations or changes in fair values of financial instruments denominated in foreign currencies, nor does it take into account any measures (for instance use of currency derivatives) that the Group may take to address the adverse impact of foreign exchange exposure on equity.

Currency	Changes in exchange rates	Sensitivity of equity As at 31 December	
		2022	2021
USD	1%	(282,026,183)	(257,894,315)
Hong Kong dollar ("HKD")	1%	45,047,240	82,566,111
Others	1%	2,873,905	14,302,180

While the table above indicates the impact on equity of 1% appreciation of USD, HKD and other foreign currencies, there will be an opposite effect with the same amount if the currencies depreciate by the same percentage.

The table below presents the Group's exposure to foreign exchange risk as at 31 December 2022 and 31 December 2021. The Group's exposure to RMB is presented in the tables below for comparison purposes. Included in the table are the carrying amounts of the assets and liabilities of the Group in RMB equivalent, categorized by the original currencies.

58. FINANCIAL RISK MANAGEMENT *(continued)***(c) Market risk** *(continued)***(ii) Market risk of non-trading portfolios** *(continued)***(2) Currency risk** *(continued)*

	As at 31 December 2022				
	RMB	USD in RMB equivalent	HKD in RMB equivalent	Other in RMB equivalent	Total
Net exposure in the consolidated statement of financial position	108,689,729,567	(23,640,115,079)	13,409,946,855	1,015,134,480	99,474,695,823

	As at 31 December 2021				
	RMB	USD in RMB equivalent	HKD in RMB equivalent	Other in RMB equivalent	Total
Net exposure in the consolidated statement of financial position	117,757,949,422	(41,430,626,148)	6,358,529,794	2,044,983,359	84,730,836,427

59. CAPITAL MANAGEMENT

The Group's capital management policy is to maintain an adequate capital base, so as to retain the confidence of the investors, the creditors and the counterparties and to ensure the sound development of future business. The objective of the Group's capital management is to meet legal and regulatory requirements, while maintaining adequate capital and maximising returns. Based on its strategic plan, its business development needs and the tendency in its risk exposure, the Group carries out the forecast, planning and management of its regulatory capital through scenario analysis and stress testing.

59. CAPITAL MANAGEMENT *(continued)*

The Group calculates its regulatory capital in accordance with relevant regulations applicable in the local jurisdiction and which may vary from jurisdictions. The Company calculates regulatory capital in accordance with the Provisions on the Calculation Basis for Risk Control Indicators of Securities Companies (CSRC Announcement [2020] No. 10) issued by the CSRC on 23 January 2020.

In accordance with CSRC Announcement [2020] No. 10, the Company is required to meet the following standards for risk control indicators on a continual basis:

- (i) Risk Coverage Ratio (Net capital/Total risk capital reserves $\times$ 100%) shall be no less than 100% ("Ratio i");
- (ii) Capital Leverage Ratio (Core net capital/Total on-and-off-balance-sheet assets $\times$ 100%) shall be no less than 8% ("Ratio ii");
- (iii) Liquidity Coverage Ratio (High quality liquid assets/Total net cash outflows over the next 30 days $\times$ 100%) shall be no less than 100% ("Ratio iii");
- (iv) Net Stable Funding Ratio (Stable funding available/Stable funding required $\times$ 100%) shall be no less than 100% ("Ratio iv");
- (v) The ratio of net capital divided by net assets shall be no less than 20% ("Ratio v");
- (vi) The ratio of net capital divided by liabilities shall be no less than 8% ("Ratio vi");
- (vii) The ratio of net assets divided by liabilities shall be no less than 10% ("Ratio vii");

59. CAPITAL MANAGEMENT *(continued)*

(viii) The ratio of equity securities and related derivatives held divided by net capital shall not exceed 100% ("Ratio viii");

(ix) The ratio of non-equity securities and related derivatives held divided by net capital shall not exceed 500% ("Ratio ix").

As at 31 December 2022 and 2021, the above risk control indicators of the Company were as follows:

	As at 31 December	
	2022	2021
Net Capital	45,336,902,147	48,228,680,303
Ratio i	182.42%	151.62%
Ratio ii	11.24%	12.81%
Ratio iii	239.71%	316.68%
Ratio iv	154.27%	136.45%
Ratio v	58.80%	72.35%
Ratio vi	18.10%	19.67%
Ratio vii	30.79%	27.19%
Ratio viii	57.48%	58.01%
Ratio ix	339.50%	306.44%

Similar to the Company, certain subsidiaries of the Group are also subject to capital requirements imposed by their local regulators, including the CSRC, the Hong Kong Securities and Futures Commission, etc..

The above risk control indicators are calculated based on the financial information prepared in accordance with China Accounting Standards for Business Enterprises.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

60. STATEMENT OF FINANCIAL POSITION AND CHANGES IN EQUITY OF THE COMPANY

(a) The Company's statement of financial position

	Note	As at 31 December	
		2022	2021
Non-current assets:			
Property and equipment		637,959,429	545,111,929
Right-of-use assets		789,148,071	558,563,929
Intangible assets		480,269,740	227,366,712
Interests in subsidiaries	61	29,256,778,514	26,953,277,514
Interests in associates and joint ventures		516,742,492	507,023,713
Financial assets at fair value through profit or loss		10,356,000	–
Reverse REPOs		–	51,790,820
Refundable deposits		1,783,321,395	1,184,105,034
Deferred tax assets		1,747,928,233	1,027,518,156
Other non-current assets		313,490,774	130,438,831
Total non-current assets		35,535,994,648	31,185,196,638
Current assets:			
Accounts receivable		17,948,183,904	38,074,249,428
Receivable from margin clients		1,756,125,267	3,001,822,335
Financial assets at fair value through other comprehensive income		44,126,298,315	25,515,241,608
Financial assets at fair value through profit or loss		150,420,784,047	148,144,757,401
Derivative financial assets		12,468,902,246	12,348,351,195
Reverse REPOs		18,939,685,842	21,318,427,115
Cash held on behalf of clients		12,350,866,107	18,308,909,816
Cash and bank balances		42,712,021,919	30,293,487,155
Other current assets		3,730,367,947	2,170,979,257
Total current assets		304,453,235,594	299,176,225,310
Total assets		339,989,230,242	330,361,421,948

60. STATEMENT OF FINANCIAL POSITION AND CHANGES IN EQUITY OF THE COMPANY*(continued)***(a) The Company's statement of financial position** *(continued)*

	As at 31 December	
	2022	2021
Current liabilities:		
Financial liabilities at fair value through profit or loss	14,986,691,382	530,502,335
Derivative financial liabilities	13,637,251,734	14,133,736,779
Accounts payable to brokerage clients	12,466,179,735	11,205,854,169
Placements from financial institutions	34,112,499,168	31,203,985,700
Short-term debt securities issued	9,015,084,426	9,518,576,154
REPOs	21,255,464,068	4,271,897,912
Employee benefits payable	5,214,843,785	6,606,898,709
Income tax payable	429,498,493	6,127,631
Long-term debt securities issued due within one year	40,960,833,789	17,289,749,310
Lease liabilities	427,549,275	319,100,902
Contract liabilities	146,978,121	117,421,490
Other current liabilities	71,132,350,398	93,792,029,672
Total current liabilities	223,785,224,374	188,995,880,763
Net current assets	80,668,011,220	110,180,344,547
Total assets less current liabilities	116,204,005,868	141,365,541,185
Non-current liabilities:		
Non-current employee benefits payable	272,873,745	548,478,233
Long-term debt securities issued	38,439,720,629	73,902,636,078
Lease liabilities	384,307,553	257,820,654
Total non-current liabilities	39,096,901,927	74,708,934,965
Net assets	77,107,103,941	66,656,606,220

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

60. STATEMENT OF FINANCIAL POSITION AND CHANGES IN EQUITY OF THE COMPANY

(continued)

(a) The Company's statement of financial position (continued)

	Notes	As at 31 December	
		2022	2021
Equity:			
Share capital	50(a)	4,827,256,868	4,827,256,868
Other equity instruments	51	16,400,000,000	8,500,000,000
Reserves	50(b)	48,399,339,182	47,117,371,591
Retained profits		7,480,507,891	6,211,977,761
Total equity		77,107,103,941	66,656,606,220

(b) Statement of changes in equity of the Company

	Reserves								Total equity
	Share capital	Other equity instruments	Capital reserve	Surplus reserve	General reserves	Investment revaluation reserve	Subtotal	Retained profits	
At 1 January 2022	4,827,256,868	8,500,000,000	41,698,292,045	1,392,448,797	3,919,804,534	106,826,215	47,117,371,591	6,211,977,761	66,656,606,220
Changes in equity for the year									
Profit for the year	-	-	-	-	-	-	-	4,642,243,256	4,642,243,256
Other comprehensive income for the year	-	-	-	-	-	(100,298,664)	(100,298,664)	-	(100,298,664)
Total comprehensive income for the year	-	-	-	-	-	(100,298,664)	(100,298,664)	4,642,243,256	4,541,944,592
Appropriation to surplus reserve	-	-	-	464,224,326	-	-	464,224,326	(464,224,326)	-
Appropriation to general reserves	-	-	-	-	934,711,740	-	934,711,740	(934,711,740)	-
Distributions to holders of perpetual subordinated bonds	-	-	-	-	-	-	-	(526,600,000)	(526,600,000)
Issuance of perpetual subordinated bonds	-	7,900,000,000	(16,669,811)	-	-	-	(16,669,811)	-	7,883,330,189
Dividends to shareholders	-	-	-	-	-	-	-	(1,448,177,060)	(1,448,177,060)
At 31 December 2022	4,827,256,868	16,400,000,000	41,681,622,234	1,856,673,123	4,854,516,274	6,527,551	48,399,339,182	7,480,507,891	77,107,103,941

60. STATEMENT OF FINANCIAL POSITION AND CHANGES IN EQUITY OF THE COMPANY*(continued)***(b) Statement of changes in equity of the Company** *(continued)*

	Share capital	Other equity instruments	Capital reserve	Surplus reserve	Reserves		Subtotal	Retained profits	Total equity
					General reserves	Investment revaluation reserve			
At 1 January 2021	4,827,256,868	5,000,000,000	41,699,678,499	995,576,479	3,118,978,079	(17,519,696)	45,796,713,361	4,696,059,588	60,320,029,817
Changes in equity for the year									
Profit for the year	-	-	-	-	-	-	-	3,968,723,182	3,968,723,182
Other comprehensive income for the year	-	-	-	-	-	124,345,911	124,345,911	-	124,345,911
Total comprehensive income for the year	-	-	-	-	-	124,345,911	124,345,911	3,968,723,182	4,093,069,093
Appropriation to surplus reserve	-	-	-	396,872,318	-	-	396,872,318	(396,872,318)	-
Appropriation to general reserves	-	-	-	-	800,826,455	-	800,826,455	(800,826,455)	-
Distributions to holders of perpetual subordinated bonds	-	-	-	-	-	-	-	(386,200,000)	(386,200,000)
Issuance of perpetual subordinated bonds	-	3,500,000,000	-	-	-	-	-	-	3,500,000,000
Dividends to shareholders	-	-	-	-	-	-	-	(868,906,236)	(868,906,236)
Others	-	-	(1,386,454)	-	-	-	(1,386,454)	-	(1,386,454)
At 31 December 2021	4,827,256,868	8,500,000,000	41,698,292,045	1,392,448,797	3,919,804,534	106,826,215	47,117,371,591	6,211,977,761	66,656,606,220

61. INTERESTS IN SUBSIDIARIES

	As at 31 December	
	2022	2021
Unlisted shares, at cost or deemed cost	29,256,778,514	26,953,277,514

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

61. INTERESTS IN SUBSIDIARIES (continued)

(a) Particulars of the Company's principal subsidiaries are as follows:

Name of company	Place of incorporation and operation	Kind of legal entity	Particulars of issued and paid-in capital	Equity interest held by the Company as at 31 December		Principal activity	Auditor ⁽¹⁾
				2022	2021		
China International Capital Corporation (International) Limited (Formerly known as China International Capital Corporation (Hong Kong) Limited)	Hong Kong SAR	Company limited by shares	HKD 6,000,000,000	100%	100%	Overseas investment holding business	DTT
CICC Wealth Management	Shenzhen, PRC	Limited liability company	RMB 8,000,000,000	100%	100%	Wealth management and securities brokerage business	DTT PRC
CICC Capital	Beijing, PRC	Limited liability company	RMB 922,804,807	100%	100%	Private equity investment business	DTT PRC
CICC Pucheng Investment Co., Ltd.	Shanghai, PRC	Limited liability company	RMB 3,500,000,000	100%	100%	Alternative investment business: financial products, equity, etc.	DTT PRC
CICC Fund Management Co., Ltd.	Beijing, PRC	Limited liability company	RMB 500,000,000	100%	100%	Management of funds business	DTT PRC
CICC Futures Co., Ltd.	Xining, PRC	Limited liability company	RMB 350,000,000	100%	100%	Futures brokerage and asset management business	DTT PRC
CICC Private Equity Management Co., Ltd.	Shanghai, PRC	Limited liability company	RMB 99,500,000	100%	100%	Private equity investment business	DTT PRC
CICC Financial Trading Limited ⁽²⁾	Hong Kong SAR	Company limited by shares	HKD1	100%	100%	Securities trading business	DTT

Notes:

(1) Statutory auditors of the respective subsidiaries of the Group are as follows:

- DTT PRC represents Deloitte Touche Tohmatsu Certified Public Accountants LLP, 德勤華永會計師事務所(特殊普通合夥), a firm of certified public accountants registered in the PRC;
- DTT represents Deloitte Touche Tohmatsu, 德勤關黃陳方會計師行(香港), a firm of certified public accountants registered in Hong Kong;

(2) The equity interest of the subsidiary was indirectly held by the Company.

62. CONTINGENCIES

The Group is exposed to the risk of economic benefit outflows due to litigations, arbitrations or regulatory investigations in the course of operations. The Group, after having assessed in accordance with the IAS, believes that the economic benefit outflows of such risk do not meet the recognition of provisions. The Group had no outstanding litigations, arbitration or regulatory investigations which had a material impact on its consolidated financial position or operating results as at 31 December 2022.

63. SUBSEQUENT EVENTS

(a) Corporate bonds

On 17 January 2023, the Group issued the first tranche of public corporate bonds, with type I named as 23 CICC G1 and type II named as 23 CICC G2. The total principal amount of 23 CICC G1 is RMB1.0 billion with duration of 3 years and the interest rate is 3.00% per annum, with an issuer's option to adjust the nominal interest rate at the end of second year and an obligation to redeem the bonds when requested by investors. The total principal amount of 23 CICC G2 is RMB3.0 billion with duration of 5 years and the interest rate is 3.18% per annum, with an issuer's option to adjust the nominal interest rate at the end of third year and an obligation to redeem the bonds when requested by investors.

The Group fully exercised the call option on the 20 CICC WMS G1 with an aggregate principal amount of RMB2.0 billion on 16 January 2023. The Group completed the fully redemption, as the option writer, of the 21 CICC F1 with an aggregate principal amount of RMB2.5 billion on 18 January 2023, of the 20 CICC F1 with an aggregate principal amount of RMB4.0 billion on 27 February 2023, of the 21 CICC F3 with an aggregate principal amount of RMB1.5 billion on 6 March 2023 and of the 21 CICC WMS G1 with an aggregate principal amount of RMB2.0 billion on 27 March 2023.

63. SUBSEQUENT EVENTS *(continued)*

(b) Subordinated bonds

On 13 February 2023, the Group issued the first tranche of public subordinated bonds, with type I named as 23 CICC WMS C1 and type II named as 23 CICC WMS C2. The total principal amount of 23 CICC WMS C1 is RMB2.5 billion with duration of 3 years and the interest rate is 3.80% per annum. The total principal amount of 23 CICC WMS C2 is RMB0.5 billion with duration of 5 years and the interest rate is 4.17% per annum.

(c) MTNs

The Group issued a tranche of 3-year MTN with an aggregate principal amount of USD1.25 billion on 1 March 2023 and the interest rate is 5.493% per annum.

The Group redeemed the 3-year floating rate MTN with an aggregate principal amount of USD1.0 billion on 21 February 2023.

(d) Proposed profit distribution after the reporting period

In accordance with the 2022 profit distribution plan approved by the Board of Directors on 31 March 2023, the Company will adopt the method of cash dividends for its 2022 profit distribution. The total of proposed cash dividends to be distributed is RMB868,906,236 (tax inclusive). On the basis of 4,827,256,868 shares in issue as at the date of approval of the financial statements of the Company, a cash dividend of RMB1.80 (tax inclusive) for every ten shares will be distributed. The 2022 profit distribution plan is subject to approval of the related resolution by the annual general meeting. The cash dividends will be recognized as liabilities after the approval and declaration by the annual general meeting.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of China International Capital Corporation Limited

(Incorporated in the People's Republic of China with limited liability)

OPINION

We have audited the consolidated financial statements of China International Capital Corporation Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 214 to 367, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
<i>Valuation of financial instruments measured at Level III fair value</i>	
We identified the valuation of financial instruments measured at Level III fair value as a key audit matter. As at 31 December 2021, the Group holds financial instruments of RMB16,371 million measured at Level III fair values as disclosed in Note 56, which are significant to the consolidated financial statements. For the valuation of these financial instruments measured at Level III fair value, the selection of valuation techniques, the key assumptions and unobservable inputs used in the valuation techniques involve significant estimation of the management as disclosed in Note 4(a) and Note 56. Owing to the above reasons, we identified the valuation of financial instruments measured at Level III fair value as a key audit matter in our audit of the consolidated financial statements.	Our procedures in relation to valuation of financial instruments measured at Level III fair value included: - Understanding the Group's valuation models for financial instruments at Level III fair value and key controls over selection of valuation methods and determining the valuation of such financial instruments; - Selecting financial instruments at Level III fair value on a sample basis and: - Reviewing the investment agreements to understand the relevant investment terms and identifying any conditions that were relevant to the valuation of the selected financial instruments; - Evaluating the appropriateness of the model adopted by management in the valuation of the selected financial instruments, based on our knowledge of current industry practice; - Evaluating the appropriateness of the unobservable and observable inputs used by the management for measuring the fair value of the selected financial instruments with reference to relevant market data; - For the samples selected in above procedures, involving our internal valuation specialists to develop expected fair values and sensitivity analysis of the selected financial instruments, on a sample basis, and investigating if the expected fair values are significantly deviated from the corresponding fair value adopted by the Group.

Independent Auditor's Report

For the year ended 31 December 2021 (Expressed in RMB, unless otherwise stated)

KEY AUDIT MATTERS (continued)

Key Audit Matter	How our audit addressed the key audit matter
<i>Consolidation of structured entities</i>	
We identified the consolidation of structured entities as a key audit matter. As disclosed in Note 53(a) to the consolidated financial statements, as at 31 December 2021, the carrying amount of interests held by the Group amounted to RMB28,606 million, which is significant to the consolidated financial statements. As disclosed in Note 4(b) to the consolidated financial statements, in accordance with the principle of control in IFRS 10 <i>Consolidated Financial Statements</i>, to determine whether structured entities should be consolidated, a combination of factors need to be assessed by management to make a comprehensive judgment on whether the Group has controlled the structured entities, according to the terms of the related contracts, including the purpose of establishment, the Group's power over the structured entities, all variable returns obtained including investment income and management remuneration, the ability to use power over the investees to affect the amount of returns, that the Group is a principal or an agent and etc. The assessment above involves significant judgement and estimation of the management. Owing to the above reasons, we identified the consolidation of structured entities as a key audit matter in our audit of the consolidated financial statements.	Our procedures in relation to consolidation of structured entities included: - Evaluating the design and implementation of management's key controls over determining the consolidation of structured entities; - Reviewing, on a sample basis, the related investment contracts and service agreements of investments in structured entities to assess whether the management has appropriately considered the following factors in determining the consolidation of structured entities: - The purpose of establishment, the major activities and decision-making process of these structured entities; - All variable returns entitled, primarily investment income and management remuneration, by the Group; - The Group's substantive power over these structured entities and how it can affect the variable returns; and - Whether the Group makes investment decision as the principal. - Checking and evaluating, on a sample basis, management's quantitative analysis on the Group's exposure or right to variable returns with its economic interests in the structured entity and examining the data used in these calculations by reference to the related contracts.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of 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.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Independent Auditor's Report

For the year ended 31 December 2021 (Expressed in RMB, unless otherwise stated)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Mr. Man Kai Sze.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong, China
30 March 2022

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2021 (Expressed in Renminbi ("RMB"), unless otherwise stated)

	Notes	Year ended 31 December 2021	2020
Revenue:			
Fee and commission income	7	19,481,226,228	15,614,699,770
Interest income	8	7,276,478,630	5,644,871,039
Investment income	9	14,703,455,333	13,158,640,416
Total revenue		41,461,160,191	34,418,211,225
Other losses, net	10	(496,738,413)	(2,016,384,259)
Total revenue and other income		40,964,421,778	32,401,826,966
Expenses:			
Fee and commission expenses	11	2,652,828,459	1,989,083,356
Interest expenses	12	8,266,695,757	6,713,748,168
Staff costs	13	13,326,531,000	10,775,510,804
Depreciation and amortisation expenses	16	1,182,680,073	1,000,778,080
Tax and surcharges		133,842,886	115,775,920
Other operating expenses and costs	17	2,979,325,247	2,088,661,086
(Reversal of)/provision for impairment losses under expected credit loss ("ECL") model	18	(408,034,310)	972,795,291
Total expenses		28,133,869,112	23,656,352,705
Operating profit		12,830,552,666	8,745,474,261
Share of profits/(losses) of associates and joint ventures		147,560,193	(32,791,974)
Profit before income tax		12,978,112,859	8,712,682,287
Less: Income tax expense	19	2,168,191,190	1,450,542,933
Profit for the year		10,809,921,669	7,262,139,354
Attributable to:			
Shareholders of the Company		10,777,713,147	7,207,452,452
Non-controlling interests		32,208,522	54,686,902
Basic earnings per share (in RMB per share)	20	2.16	1.60

The notes on pages 224 to 367 form part of these financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2021 (Expressed in RMB, unless otherwise stated)

	Year ended 31 December	
	2021	2020
Profit for the year	10,809,921,669	7,262,139,354
Other comprehensive income for the year		
Items that may be reclassified to profit or loss in subsequent periods:		
Financial assets at fair value through other comprehensive income:		
– Net gains/(losses) from changes in fair value	194,218,652	(59,000,864)
– Provision for impairment losses under ECL model	608,115	1,123,234
– Tax effect	(42,264,905)	48,247,322
– Net gains transferred to profit or loss on disposals	(60,742,856)	(143,553,236)
Interests in associates and joint ventures:		
– Share of other comprehensive income	–	103,278
Foreign currency translation difference of financial statements of overseas subsidiaries	(323,183,113)	(716,447,510)
Others	(2,674,098)	–
Total other comprehensive income for the year, net of income tax	(234,038,205)	(869,527,776)
Total comprehensive income for the year	10,575,883,464	6,392,611,578
Attributable to:		
Shareholders of the Company	10,543,674,942	6,337,924,676
Non-controlling interests	32,208,522	54,686,902

The notes on pages 224 to 367 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2021 (Expressed in RMB, unless otherwise stated)

	Notes	As at 31 December 2021	2020
Non-current assets:			
Property and equipment	21	1,131,867,523	748,398,324
Right-of-use assets	22	2,994,642,543	2,271,552,336
Goodwill	23	1,622,663,283	1,582,678,646
Intangible assets	24	432,742,712	310,819,976
Interests in associates and joint ventures	25	1,086,935,585	1,188,852,866
Financial assets at fair value through profit or loss	26	8,778,820,783	6,709,361,710
Financial assets held under resale agreements ("reverse REPOs")	27	347,738,411	902,186,358
Refundable deposits	28	12,631,912,764	11,768,323,935
Deferred tax assets	29	1,628,639,392	1,787,614,365
Other non-current assets	30	328,514,762	510,965,054
Total non-current assets		30,984,477,758	27,780,753,570
Current assets:			
Accounts receivable	31	45,742,880,588	43,493,774,685
Receivable from margin clients	32	39,479,056,714	33,884,813,279
Financial assets at fair value through other comprehensive income	33	43,009,969,681	37,212,187,524
Financial assets at fair value through profit or loss	26	292,395,394,321	240,896,335,935
Reverse REPOs	27	25,510,755,648	17,528,510,790
Derivative financial assets	34	14,564,228,663	12,311,263,836
Cash held on behalf of clients	35	91,037,390,313	60,950,716,097
Cash and bank balances	36	66,143,094,889	47,161,071,068
Other current assets		928,240,640	401,072,832
Total current assets		618,811,011,457	493,839,746,046
Total assets		649,795,489,215	521,620,499,616

	Notes	As at 31 December	
		2021	2020
Current liabilities:			
Financial liabilities at fair value through profit or loss	39	38,926,786,684	42,891,549,327
Derivative financial liabilities	34	18,134,007,508	24,682,534,637
Accounts payable to brokerage clients	40	93,445,165,307	70,655,180,456
Placements from financial institutions	41	51,477,278,678	34,516,414,695
Short-term debt securities issued	42	22,989,857,489	26,492,570,465
Financial assets sold under repurchase agreements ("REPOs")	43	16,376,070,951	25,101,083,823
Employee benefits payable	44	10,507,201,308	7,805,043,988
Income tax payable		979,703,792	915,619,202
Long-term debt securities issued due within one year	46	34,753,251,574	23,386,443,319
Lease liabilities	47	725,687,814	541,299,132
Contract liabilities	48	412,950,874	170,928,280
Other current liabilities	45	147,853,683,990	85,922,851,573
Total current liabilities		436,581,645,969	343,081,518,897
Net current assets		182,229,365,488	150,758,227,149
Total assets less current liabilities		213,213,843,246	178,538,980,719
Non-current liabilities:			
Non-current employee benefits payable	44	661,663,772	781,920,387
Long-term debt securities issued	46	125,755,298,201	104,614,517,533
Deferred tax liabilities	29	431,655,234	506,667,665
Lease liabilities	47	1,277,207,612	663,560,140
Other non-current liabilities	49	357,182,000	157,182,000
Total non-current liabilities		128,483,006,819	106,723,847,725
Net assets		84,730,836,427	71,815,132,994

Consolidated Statement of Financial Position

As at 31 December 2021 (Expressed in RMB, unless otherwise stated)

	Notes	As at 31 December 2021	2020
Equity:			
Share capital	50(a)	4,827,256,868	4,827,256,868
Other equity instruments	51	8,500,000,000	5,000,000,000
Reserves	50(b)	45,565,955,440	44,008,757,978
Retained profits		25,528,908,966	17,798,924,176
Total equity attributable to shareholders of the Company		84,422,121,274	71,634,939,022
Non-controlling interests		308,715,153	180,193,972
Total equity		84,730,836,427	71,815,132,994

The notes on pages 224 to 367 form part of these financial statements.

The consolidated financial statements on pages 214 to 367 were approved and authorised for issue by the board of directors on 30 March 2022.

Shen Rujun
Chairman of Board

Huang Zhaohui
Chief Executive Officer

Company chop

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

219

For the year ended 31 December 2021 (Expressed in RMB, unless otherwise stated)

	Attributable to shareholders of the Company											
	Reserves								Retained profits	Subtotal	Non-controlling interests	Total equity
	Share capital (Note 50(a))	Other equity instruments (Note 51)	Capital reserve (Note 50(b)(i))	Surplus reserve (Note 50(b)(ii))	General reserves (Note 50(b)(iii))	Investment revaluation reserve (Note 50(b)(iv))	Foreign currency translation reserve (Note 50(b)(v))	Other reserve (Note 50(b)(vi))				
At 1 January 2021	4,827,256,868	5,000,000,000	39,533,272,979	995,576,479	4,074,311,372	37,927,416	(632,330,268)	-	17,798,924,176	71,634,939,022	180,193,972	71,815,132,994
Changes in equity for the year												
Profit for the year	-	-	-	-	-	-	-	-	10,777,713,147	10,777,713,147	32,208,522	10,809,921,669
Other comprehensive income for the year	-	-	-	-	-	91,819,006	(323,183,113)	(2,674,098)	-	(234,038,205)	-	(234,038,205)
Total comprehensive income												
for the year	-	-	-	-	-	91,819,006	(323,183,113)	(2,674,098)	10,777,713,147	10,543,674,942	32,208,522	10,575,883,464
Appropriation to surplus reserve												
	-	-	-	396,872,318	-	-	-	-	(396,872,318)	-	-	-
Appropriation to general reserves												
	-	-	-	-	1,395,749,803	-	-	-	(1,395,749,803)	-	-	-
Distributions to holders of perpetual subordinated bonds												
	-	-	-	-	-	-	-	-	(386,200,000)	(386,200,000)	-	(386,200,000)
Issuance of perpetual subordinated bonds												
	-	3,500,000,000	-	-	-	-	-	-	-	3,500,000,000	-	3,500,000,000
Dividends to shareholders												
	-	-	-	-	-	-	-	-	(868,906,236)	(868,906,236)	(63,947,434)	(932,853,670)
Acquisition of a subsidiary (Note 61(b))												
	-	-	-	-	-	-	-	-	-	-	173,080,789	173,080,789
Disposal of subsidiaries												
	-	-	-	-	-	-	-	-	-	-	(12,820,696)	(12,820,696)
Others												
	-	-	(1,386,454)	-	-	-	-	-	-	(1,386,454)	-	(1,386,454)
At 31 December 2021	4,827,256,868	8,500,000,000	39,531,886,525	1,392,448,797	5,470,061,175	129,746,422	(955,513,381)	(2,674,098)	25,528,908,966	84,422,121,274	308,715,153	84,730,836,427

Consolidated Statement of Changes in Equity

For the year ended 31 December 2021 (Expressed in RMB, unless otherwise stated)

	Attributable to shareholders of the Company										Non-controlling interests	Total equity
	Reserves							Retained profits	Subtotal			
	Share capital (Note 50(a))	Other equity instruments (Note 51)	Capital reserve (Note 50(b)(i))	Surplus reserve (Note 50(b)(ii))	General reserves (Note 50(b)(iii))	Investment revaluation reserve (Note 50(b)(iv))	Foreign currency translation reserve (Note 50(b)(v))					
At 1 January 2020	4,368,667,868	1,000,000,000	26,931,646,975	736,558,479	3,201,193,156	191,007,682	84,117,242	11,780,607,940	48,293,799,342	237,736,093	48,531,535,435	
Changes in equity for the year												
Profit for the year	-	-	-	-	-	-	-	7,207,452,452	7,207,452,452	54,686,902	7,262,139,354	
Other comprehensive income for the year	-	-	-	-	-	(153,080,266)	(716,447,510)	-	(869,527,776)	-	(869,527,776)	
Total comprehensive income for the year												
	-	-	-	-	-	(153,080,266)	(716,447,510)	7,207,452,452	6,337,924,676	54,686,902	6,392,611,578	
Appropriation to surplus reserve												
	-	-	-	259,018,000	-	-	-	(259,018,000)	-	-	-	
Appropriation to general reserves												
	-	-	-	-	873,118,216	-	-	(873,118,216)	-	-	-	
Distributions to holders of perpetual subordinated bonds												
	-	-	-	-	-	-	-	(57,000,000)	(57,000,000)	-	(57,000,000)	
Issuance of RMB denominated ordinary shares ("A Shares")												
	458,589,000	-	12,573,472,492	-	-	-	-	-	13,032,061,492	-	13,032,061,492	
Issuance of perpetual subordinated bonds												
	-	5,000,000,000	-	-	-	-	-	-	5,000,000,000	-	5,000,000,000	
Redemption of perpetual subordinated bonds												
	-	(1,000,000,000)	-	-	-	-	-	-	(1,000,000,000)	-	(1,000,000,000)	
Dividends to non-controlling interests												
	-	-	-	-	-	-	-	-	-	(15,431,032)	(15,431,032)	
Acquisition of non-controlling interests												
	-	-	28,153,512	-	-	-	-	-	28,153,512	(93,836,612)	(65,683,100)	
Liquidation of subsidiaries												
	-	-	-	-	-	-	-	-	-	(2,961,379)	(2,961,379)	
At 31 December 2020	4,827,256,868	5,000,000,000	39,533,272,979	995,576,479	4,074,311,372	37,927,416	(632,330,268)	17,798,924,176	71,634,939,022	180,193,972	71,815,132,994	

The notes on pages 224 to 367 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

221

For the year ended 31 December 2021 (Expressed in RMB, unless otherwise stated)

	Year ended 31 December	
	2021	2020
Cash flows from operating activities:		
Profit before income tax	12,978,112,859	8,712,682,287
Adjustments for:		
Net financing interest expenses	5,878,864,962	4,397,010,784
Depreciation and amortisation expenses	1,182,680,073	1,000,778,080
(Reversal of)/provision for impairment losses under ECL model	(408,034,310)	972,795,291
Net losses/(gains) on disposal of property, equipment and other assets	4,623,401	(708,423)
Foreign exchange (gains)/losses from derivatives and from others	(982,224,939)	2,182,256,322
(Gains)/losses on changes in fair value of financial instruments at fair value through profit or loss	(12,644,407,721)	5,921,265,185
Interest income from financial assets at fair value through other comprehensive income	(1,177,075,057)	(1,163,278,994)
Dividend income from investments in financial assets and share of profits of associates and joint ventures	(157,424,440)	(49,225,405)
Net gains on disposal of investments	(153,715,325)	(724,905,073)
Operating cash flows before movements in working capital	4,521,399,503	21,248,670,054
Increase in receivable from margin clients	(5,299,709,847)	(10,777,778,021)
Increase in accounts receivable, other receivables and prepayments	(3,630,819,089)	(27,611,308,094)
Increase in reverse REPOs	(7,155,609,294)	(4,380,979,811)
Increase in financial instruments at fair value through profit or loss	(50,021,784,852)	(62,275,322,604)
Increase in cash held on behalf of clients	(30,082,315,371)	(12,488,113,549)
(Increase)/decrease in restricted bank deposits	(408,055,900)	386,794,440
Increase in refundable deposits	(863,502,823)	(5,269,413,596)
Increase in accounts payable to brokerage clients	22,785,626,006	23,055,610,235
(Decrease)/increase in REPOs	(8,699,392,520)	409,538,302
Increase in other liabilities	82,746,054,211	46,000,357,613
Cash generated from/(used in) operating activities, before income tax	3,891,890,024	(31,701,945,031)
Income tax paid	(2,024,488,670)	(2,036,745,238)
Net cash generated from/(used in) operating activities	1,867,401,354	(33,738,690,269)

Consolidated Statement of Cash Flows

For the year ended 31 December 2021 (Expressed in RMB, unless otherwise stated)

	Notes	Year ended 31 December 2021	2020
Cash flows from investing activities:			
Cash receipts from disposal of investments		42,432,404,748	39,068,118,584
Cash receipts of investment returns		1,607,630,359	819,534,578
Cash and cash equivalents from acquisition of a subsidiary		236,175,135	–
Proceeds from disposal of interest in associates and joint ventures		15,435,237	–
Proceeds from disposal of property, equipment and other long-term assets		–	31,576,002
Purchase of investments		(50,552,079,460)	(47,048,454,517)
Purchase of property, equipment and other long-term assets		(1,058,414,313)	(460,252,973)
Net cash outflows on disposal of subsidiaries	9	(11,629,041)	(469,103,820)
Net cash used in investing activities		(7,330,477,335)	(8,058,582,146)
Cash flows from financing activities:			
Proceeds from issuance of beneficiary certificates		47,872,317,839	63,395,882,718
Proceeds from issuance of corporate bonds		45,000,000,000	55,000,000,000
Proceeds from issuance of medium-term notes ("MTNs")		9,727,050,000	11,305,914,640
Proceeds from issuance of subordinated bonds		7,000,000,000	3,500,000,000
Proceeds from issuance of perpetual subordinated bonds		3,500,000,000	5,000,000,000
Proceeds from issuance of structured notes		2,232,650,401	10,529,132,195
Proceeds from issuance of short-term commercial papers		1,000,000,000	–
Proceeds from issuance of shares		–	13,032,061,492
Redemption of beneficiary certificates		(55,675,519,569)	(57,224,339,603)
Redemption of corporate bonds		(9,776,000,000)	(19,000,000,000)
Redemption of MTNS		(7,271,702,400)	–
Redemption of structured notes		(6,268,914,105)	(10,773,425,640)
Redemption of subordinated bonds		(5,000,000,000)	(1,000,000,000)
Redemption of asset-backed securities		–	(1,900,000,000)
Redemption of perpetual subordinated bonds		–	(1,000,000,000)
Cash paid for dividend or interest		(4,972,167,490)	(4,136,836,240)
Dividends paid to shareholders of the Company		(868,906,236)	–
Repayment of lease liabilities		(694,738,032)	(554,085,281)
Distribution to holders of perpetual subordinated bonds		(232,000,000)	(57,000,000)
Cash outflows associated with other financing activities		(47,172,588)	(129,280,579)
Net cash generated from financing activities		25,524,897,820	65,988,023,702

	Notes	Year ended 31 December	
		2021	2020
Net increase in cash and cash equivalents		20,061,821,839	24,190,751,287
Cash and cash equivalents at the beginning of the year		46,662,433,555	23,097,595,256
Effect of exchange rate changes		(1,531,308,670)	(625,912,988)
Cash and cash equivalents at the end of the year	37	65,192,946,724	46,662,433,555
Net cash used in operating activities including:			
Interest received		8,991,936,481	5,904,405,665
Interest paid		(2,261,950,471)	(2,085,583,493)

The notes on pages 224 to 367 form part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in RMB, unless otherwise stated)

224

1. GENERAL INFORMATION

China International Capital Corporation Limited (中國國際金融股份有限公司) (the "Company") was established on 25 June 1995 in the People's Republic of China ("PRC") as approved by the People's Bank of China ("PBOC"). On 31 July 1995, it obtained the Business License for Enterprise Legal Person (Qi He Guo Zi No. 000599) issued by the State Administration for Industry and Commerce of the PRC.

Pursuant to a conversion completed on 1 June 2015, the Company was converted into a joint stock company with limited liability. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited on 9 November 2015 and was listed on the Shanghai Stock Exchange on 2 November 2020.

The Company's unified social credit code is 91110000625909986U, and the registered address of the Company is the 27th and 28th Floor, China World Trade Center 2, 1 Jian Guo Men Wai Avenue, Chaoyang District, Beijing, the PRC. As at 31 December 2021, the Company has 4 securities business offices and 10 branches. Please refer to Note 61 for details of subsidiaries of the Company.

The Company and its subsidiaries (together the "Group") are principally engaged in investment banking business, equities business, fixed-income, currency and commodity ("FICC") business, asset management business, private equity business, wealth management business and other business activities.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

2.1 Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards (the "IASs") Board (the "IASB"), for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

Amendments to IFRS 16	<i>Covid-19-Related Rent Concessions</i>
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	<i>Interest Rate Benchmark Reform – Phase 2</i>

Except as described below, the application of the amendments to IFRSs in the current year has had no material effect on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

(a) Impacts on application of Amendment to IFRS 16 Covid-19-Related Rent Concessions

The amendment to IFRS 16 provides a practical expedient to Covid-19-Related rent concessions if certain conditions are met. The application of this amendment has had no material impact on the Group's financial positions and performance for the current and prior years.

(b) Impacts on application of Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform – Phase 2

As at 1 January 2021, the Group has certain financial assets, financial liabilities and derivatives, of which the interests are indexed to benchmark rates that may be subject to interest rate benchmark reform. After assessment, the application of the amendments to IFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures of the consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

2.2 New and Amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17	<i>Insurance Contracts and the related Amendmentsⁱⁱⁱ</i>
Amendments to IFRS 3	<i>Reference to the Conceptual Frameworkⁱⁱ</i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture^{iv}</i>
Amendments to IFRS 16	<i>Covid-19-Related Rent Concessions beyond 30 June 2021ⁱ</i>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policiesⁱⁱⁱ</i>
Amendments to IAS 8	<i>Definition of Accounting Estimatesⁱⁱⁱ</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transactionⁱⁱⁱ</i>
Amendments to IAS 16	<i>Property, Plant and Equipment – Proceeds before Intended Useⁱ</i>
Amendments to IAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contractⁱⁱ</i>
Amendments to IFRS Standards	<i>Annual Improvements to IFRS Standards 2018-2020ⁱⁱ</i>

- (i) Effective for annual periods beginning on or after 1 April 2021.
- (ii) Effective for annual periods beginning on or after 1 January 2022.
- (iii) Effective for annual periods beginning on or after 1 January 2023.
- (iv) Effective for annual periods beginning on or after a date to be determined.

Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

IAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSS") (continued)

2.2 New and Amendments to IFRSs in issue but not yet effective (continued)

Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies (continued)

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group's significant accounting policies.

Apart from the application of IAS 1 and IFRS Practice Statement 2 will give rise to changes in disclosures of accounting policies, the directors of the Company anticipate that the application of the above new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosure provisions of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16 *Leases* ("IFRS 16"), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.1 Basis of preparation of consolidated financial statements *(continued)*

For financial instruments which are transacted at fair value and for which a valuation technique with unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equal the transaction price or investment cost.

In addition, for financial reporting purposes, fair value measurements are categorised into Level I, II or III based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level I inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level II inputs are inputs, other than quoted prices included within Level I, that are observable for the asset or liability, either directly or indirectly; and
- Level III inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

3.2 Significant accounting policies

(a) Basis of consolidation

(i) *Business combinations*

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in a business combination is generally measured at fair value, as well as the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively;
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(a) Basis of consolidation *(continued)*

(i) **Business combinations** *(continued)*

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

(ii) **Subsidiaries and non-controlling interests**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised gains arising from intra-group transactions are eliminated in full when preparing the financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Group, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between holders of non-controlling interests and shareholders of the Company.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(a) Basis of consolidation *(continued)*

(ii) Subsidiaries and non-controlling interests *(continued)*

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised. Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary. Any gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owner of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 3.2(e)) or, when appropriate, the cost on initial recognition of an investment in an associate or a joint venture (see Note 3.2(a)(iii)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 3.2(k)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(iii) Associates and joint ventures

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Note 3.2(k)). Any acquisition-date excess over cost, the Group's share of the post-acquisition post-tax results of the investees and any impairment losses for the year are recognised in the Group's profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investee's other comprehensive income is recognised in the Group's other comprehensive income.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(a) Basis of consolidation *(continued)*

(iii) Associates and joint ventures *(continued)*

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with any other long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

Unrealised profits and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 3.2(e)).

In the Group's consolidated statement of financial position, investments in associates and joint ventures are accounted for under the equity method, unless classified as held for sale (or included in a disposal group that is classified as held for sale).

(b) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit ("CGU"), or groups of cash-generating units ("CGUs"), that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 3.2(k)).

On disposal of a CGU during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(c) Foreign currency

(i) Translation of foreign currencies

The financial statements are presented in RMB, which is the Company's functional and presentation currency.

When the Group receives capital in foreign currencies from investors, the capital is translated to RMB at the spot exchange rates ruling at the date of receipt. Other foreign currency transactions are, on initial recognition, translated to the respective functional currencies of the entities at the exchange rates that approximate the spot exchange rate ruling at the transaction dates.

A spot exchange rate is quoted by the PBOC, the State Administration of Foreign Exchange, or a cross rate determined based on quoted exchange rates. A rate that approximates the spot exchange rate is determined by a systematic and rational method, normally the average exchange rate of the current period.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currencies at the spot exchange rates ruling at the end of the year. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency used to hedge a net investment in a foreign operation that are recognised in other comprehensive income.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated to the functional currencies using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to the functional currencies using the foreign exchange rates ruling at the dates the fair value is measured. The exchange differences are recognised in profit or loss, except for the exchange differences arising from the translation of non-monetary financial assets at fair value through other comprehensive income which are recognised in other comprehensive income.

(ii) Foreign operations

The results of foreign operations are translated to RMB at the exchange rates approximating the spot exchange rate ruling at the transaction dates. Statement of financial position items are translated to RMB at the closing foreign exchange rates at the end of the year. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the foreign currency translation reserve.

Upon disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(d) Cash and cash equivalents

Cash and cash equivalents comprise cash and bank balances, demand deposits with banks and other institutions, and short-term, highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments

(i) **Recognition and initial measurement**

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost on initial recognition.

(ii) **Classification and subsequent measurement**

(1) *Financial assets*

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income ("FVTOCI") (including debt investment and equity investment); or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding ("SPPI").

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) **Classification and subsequent measurement** *(continued)*

(1) *Financial assets (continued)*

A debt investment is measured at FVTOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding ("SPPI").

On initial recognition of an equity investment that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 Business Combinations applies, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income (OCI). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

(e) Financial instruments (continued)

(ii) Classification and subsequent measurement (continued)

(1) Financial assets (continued)

Financial assets – Business model assessment (continued)

- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – The "SPPI" assessment

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) **Classification and subsequent measurement** *(continued)*

(1) *Financial assets (continued)*

Financial assets – The “SPPI” assessment (continued)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets – Subsequent measurement and gains and losses

Financial assets classified as at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets classified as at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. For purchased or originated credit-impaired financial assets, the Group recognises interest by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Debt investments classified as at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments classified as at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

(e) Financial instruments (continued)

(ii) Classification and subsequent measurement (continued)

(2) Impairment of financial assets

The Group performs impairment assessment under ECL model and correspondingly recognises loss allowances on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, receivable from margin clients, reverse REPOs, accounts receivable in accordance with IFRS 15 *Revenue from contracts with customers* ("IFRS 15") and loans to associates and joint ventures);
- debt investment measured at FVTOCI; and
- contract assets in accordance with IFRS 15.

The Group measures the loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

The Group always recognises lifetime ECL for trade receivable and contract assets that result from transactions that are within the scope of IFRS 15, and that do not contain a significant financing component in accordance with IFRS 15 (or when the group applies the practical expedient in accordance with IFRS 15). The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) **Classification and subsequent measurement** *(continued)*

(2) *Impairment of financial assets (continued)*

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- significant changes in external market indicators of credit risk for a particular financial instruments or similar financial instruments with the same expected life;
- an actual or expected significant deterioration in the financial instrument's external or internal (if available) credit rating;
- an actual or expected internal credit rating downgrade for the borrower;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations;
- significant deterioration in the value of the collateral supporting the obligation or the quality of third-party guarantees or credit enhancements;
- an actual or expected significant deterioration in the quality of credit enhancement;
- significant changes in the expected performance and behavior of the borrower.

Irrespective of the outcome of the above assessment, the Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) **Classification and subsequent measurement** *(continued)*

(2) *Impairment of financial assets (continued)*

Depending on the nature of the financial instruments, the Group identifies significant changes in credit risk on individual financial instruments or a group or sub-group of financial instruments. For purpose of determining significant increases in credit risk on a collective basis, the Group groups financial instruments on the basis of shared credit risk characteristics, which may include, past-due status and credit risk ratings.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) **Classification and subsequent measurement** *(continued)*

(2) *Impairment of financial assets (continued)*

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVTOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation;
- the disappearance of an active market for a security because of financial difficulties;
- the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Presentation of allowance for ECL in the statement of financial position

The allowances for ECL for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

For debt securities at FVTOCI, the allowance for ECL is charged to profit or loss and is recognised in OCI.

Write-off policy

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(ii) Classification and subsequent measurement *(continued)*

(3) Financial liabilities and equity – Classification, subsequent measurement and gains and losses

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Perpetual instruments, which include no contractual obligation for the Group to deliver cash or other financial assets or of which the Group has the sole discretion to indefinitely defer payment for distribution or redemption are classified as equity instruments.

Repurchase of the Group's own equity instruments is recognised in and deducted directly from equity. No gain or loss is recognised in profit or loss for the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities

Financial liabilities are classified as measured at FVTPL or amortised cost.

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. For financial liabilities that are designated as at FVTPL, the amount of changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

Financial liabilities at amortised cost are subsequently measured at amortised cost using the effective interest method.

(iii) Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows of the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(iii) Derecognition *(continued)*

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled, or expired. The Group also derecognises a financial liability when the terms of the financial liability are substantially modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) Fair value measurement principles

If there is an active market for a financial asset or financial liability, the quoted market price without adjusting for transaction costs that may be incurred upon future disposal or settlement is used to establish the fair value of the financial asset or financial liability. For a financial asset held or a financial liability to be assumed, the quoted price is the current bid price. For a financial asset to be acquired or a financial liability assumed, the quoted price is the current asking price. Quoted prices from an active market are prices that are readily and regularly available from an exchange, dealer, broker, industry group or pricing service agency, and represent actual and regularly occurring market transactions on an arm's length basis.

If no active market exists for a financial instrument, a valuation technique is used to establish the fair value. Valuation techniques include using recent arm's length market transactions between knowledgeable willing parties, reference to the current fair value of another instrument that is substantially the same, discounted cash flow analysis and option pricing models. Where discounted cash flow technique is used, future cash flows are estimated based on management's best estimates and the discount rate used is the prevailing market rate applicable for instrument with similar terms and conditions at the end of the year. Where other pricing models are used, inputs are based on market data at the end of the year.

In estimating the fair value of a financial asset or financial liability, the Group considers all factors including, but not limited to, risk-free interest rate, credit risk, foreign exchange rate and market volatility, that are likely to affect the fair value of the financial asset or financial liability.

The Group obtains market data from the same market where the financial instrument was originated or purchased.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(vi) **Derivative financial instruments and hedge accounting**

(1) *Derivative financial instruments*

Derivative financial instruments are initially measured at fair value at the date a derivative contract is entered into and are subsequently measured at fair value. Changes in fair value of these derivative financial instruments other than those designated as hedging instrument are recognised in profit or loss. Fair values are obtained from quoted market prices in active market or are determined using valuation techniques, including discounted cash flow model and options pricing model as appropriate.

A derivative instrument is recognised as an asset when the fair value is positive and as a liability when the fair value is negative.

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortised cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of IFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

(2) *Hedge accounting*

The Group designates certain derivatives as hedging instruments for fair value hedges or hedges of net investments in foreign operations.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the entity will assess whether the hedging relationship meets the hedge effectiveness requirements.

Certain derivative transactions, while providing effective economic hedges under the Group's risk management positions, do not qualify for hedge accounting and are therefore treated as derivatives held for trading with fair value gains or losses recognised in profit or loss.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(vi) **Derivative financial instruments and hedge accounting** *(continued)*

(2) *Hedge accounting (continued)*

Assessment of hedging relationship and effectiveness

For hedge effectiveness assessment, the Group considers whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the entity actually uses to hedge that quantity of hedged item.

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

Hedges which meet the strict criteria for hedge accounting are accounted for in accordance with the Group's accounting policy as set out below.

(3) *Fair value hedges*

Fair value hedges are hedges of the Group's exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment, or an identified portion of such an asset, liability or unrecognised firm commitment, that is attributable to a particular risk and could affect the profit or loss. For fair value hedges, the carrying amount of the hedged item is adjusted for gains and losses attributable to the risk being hedged, the derivative is remeasured at fair value and the gains and losses from both are taken to profit or loss. For hedged items recorded at amortised cost, the difference between the carrying value of the hedged item and the face value is amortised over the remaining term of the original hedge using the effective interest rate method.

The Group discontinues fair value hedge accounting if the hedging instrument expires or is sold, terminated or exercised, the hedge no longer meets the criteria for hedge accounting. If the hedged items are derecognised, the unamortised fair value is recorded in profit or loss.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(e) Financial instruments *(continued)*

(vi) Derivative financial instruments and hedge accounting *(continued)*

(4) Hedges of net investments in foreign operations

Hedges of net investments in foreign operations are hedges of the foreign currency risk of net investments in foreign operations. The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognised in other comprehensive income. The ineffective portion is recognised immediately in profit or loss and included in the statement of profit or loss. The cumulative gain or loss on the hedging instrument relating to the effective portion of the hedge that has been accumulated in equity are reclassified to profit or loss on the disposal or partial disposal of the foreign operation.

(f) Financial assets held under resale agreements and financial assets sold under repurchase agreements

Financial assets purchased under agreements to resell are reported not as purchases of the assets but as receivables and are carried in the statement of financial position at amortised cost.

Financial assets sold subject to a simultaneous agreement to repurchase these assets are retained in the statement of financial position and measured in accordance with their original measurement principles. The proceeds from the sale are reported as liabilities and are carried at amortised cost.

Interest earned on resale agreements and interest incurred on repurchase agreements are recognised respectively as interest income and interest expenses over the life of each agreement using the effective interest method.

(g) Property and equipment

(i) Recognition and measurement

Items of property and equipment are stated at cost less accumulated depreciation and impairment losses (Note 3.2(k)). Property and equipment under construction is stated at cost less impairment losses (Note 3.2(k)).

The cost of a purchased property and equipment asset comprises the purchase price, related taxes, and any expenditure directly attributable to bringing the asset into working condition for its intended use.

Costs of construction in progress are determined based on the actual expenditure incurred which include all necessary expenditure incurred during the construction period, borrowing costs eligible for capitalization and other costs incurred to bring the asset to its intended use.

(ii) Subsequent costs

The subsequent costs including the cost of replacing part of an item of property or equipment are recognised in the carrying amount of the item if the recognition criteria are satisfied, and the carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(g) Property and equipment *(continued)*

(iii) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of property and equipment. Where the individual component parts of an item of property and equipment have different useful lives or provide benefits to the Group in different patterns, each part is depreciated separately. The estimated useful lives and the rate of net residual values of each class of property and equipment are as follows:

	Estimated useful life	Estimated rate of net residual value
Buildings	20 – 35 years	3% – 5%
Office equipment	2 – 5 years	0% – 10%
Furniture and fixtures	3 – 5 years	0% – 10%
Motor vehicles	3 – 5 years	0% – 10%
Leasehold improvements	Benefit period	Nil

No depreciation is provided in respect of property and equipment under construction.

Depreciation methods, useful lives and net residual values are reassessed at the end of the reporting period.

(iv) Gains or losses from the retirement or disposal

Gains or losses arising from the retirement or disposal of property and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss on the date of disposal or retirement.

(h) Leases

(i) Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(ii) The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the consideration is allocated in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead to account for the lease component and any associated non-lease components as a single lease component.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(h) Leases *(continued)*

(ii) **The Group as a lessee** *(continued)*

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date (i.e. the date the underlying asset is available for use) and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

Except for short-term leases and leases of low value assets, the Group recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use assets include:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, a right-of-use asset is depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of the lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(h) Leases *(continued)*

(ii) **The Group as a lessee** *(continued)*

Lease liabilities (continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in an index or a change in expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

(h) Leases (continued)

(ii) The Group as a lessee (continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Taxation

For the purposes of measuring deferred tax arising from the recognition of right-of-use assets and related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities. Temporary differences associated with right-of-use assets and lease liabilities are not recognised when the Group initially recognising the assets and liabilities and over the lease terms as a result of applying the initial recognition exemption of deferred tax under IAS 12 Income Taxes.

(i) Intangible assets

Intangible assets are stated in the statement of financial position at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (Note 3.2(k)).

Useful lives of intangible assets are determined as the period that the assets are expected to generate economic benefits for the Group, and when there is no foreseeable limit on the period of time over which the asset is expected to generate economic benefits for the Group, the intangible assets are regarded as having indefinite useful life.

Amortisation of an intangible asset with finite useful life is charged to profit or loss on a straight-line basis over its estimated useful life. Both the period and method of amortisation are reviewed annually.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(i) Intangible assets *(continued)*

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

The self-developed software and software acquired from third party shall be amortised over 1 to 10 years. The trade mark right and the securities trading seat rights in mainland China shall be amortised over 10 years.

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(j) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 3.2(o)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECLs in accordance with the policy set out in Note 3.2(e)(ii)(2) and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see Note 3.2(o)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis. When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 3.2(o)(v)).

(k) Impairment of non-financial assets

Internal and external sources of information are reviewed at the end of year to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property and equipment (other than properties carried at revalued amounts);
- intangible assets;
- right-of-use assets;
- investments in subsidiaries, associates and joint ventures; and
- goodwill.

If any impairment indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amounts are estimated annually whether or not there is any indication of impairment.

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a CGU).

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(k) Impairment of non-financial assets *(continued)*

– **Recognition of impairment losses**

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the CGU to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of CGU are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

– **Reversals of impairment losses**

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favorable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(l) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements of the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

(m) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Pursuant to the relevant laws and regulations in the PRC, the Group participated in the social pension schemes for employees arranged by local government labour and security authorities. The Group makes contributions to the retirement schemes at the applicable rates based on the amount stipulated by the government. The contributions are charged to profit or loss on an accrual basis. When employees retire, the local labour and security authorities are responsible for the payment of the basic retirement benefits to the retired employees.

The Group also participates in the Mandatory Provident Fund Scheme (the "MPF Scheme") for its employees in Hong Kong under the *Mandatory Provident Fund Scheme Ordinance* and there is no forfeited contributions that may be used by the Group to reduce the existing level of contributions.

(ii) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

(iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

(n) Offsetting

Income and expenses are presented on a net basis only when permitted by the accounting standards, or for gains and losses arising from a group of similar transactions such as in the Group's trading activity.

(o) Revenue from contracts with customers and other income

Income is classified by the Group as revenue when it arises from the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(o) Revenue from contracts with customers and other income *(continued)*

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Where the contract contains a variable consideration, the Group estimates the amount of consideration which it will be entitled in exchange for transferring the promised goods or services to a customer and includes in the transaction price some or all of the variable consideration estimated, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) **Underwriting and sponsoring fees, financial advisory fees and investment advisory fees**

Underwriting and sponsoring fees are recognised when the Group has fulfilled its obligations under the underwriting and sponsoring contract.

Depending on the nature of the services and the contract terms, financial advisory fees and investment advisory fees are recognised in profit or loss over time using a method that depicts the Group's performance, or at a point in time when the service is completed.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(o) Revenue from contracts with customers and other income *(continued)*

(ii) Asset management fees

Asset management fees include periodic management fees calculated based on assets under management and performance-based fee. The fees are recognised progressively over time using a method that depicts the Group's performance, to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

(iii) Brokerage commission income

Brokerage commission income includes commission income from brokerage trading of securities and leasing out trading seats. Commission income from brokerage trading of securities is recognised on the trade date basis when the relevant transactions are executed. Commission income from leasing out trading seats is recognised when the related services are rendered.

(iv) Dividend income

Dividend income from investments is recognised when the rights to receive payment have been established.

(v) Interest income

Interest income is recognised in profit or loss by using the effective interest method. For financial assets measured at amortised cost or debt securities measured at FVTOCI that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of impairment loss allowance) of the asset.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the year. The effective interest rate is the rate that exactly discounts the estimated future cash receipts or payments through the expected life of the financial instrument or, when appropriate, a shorter period, to net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment, call and similar options) but does not consider future credit losses. The calculation of the effective interest rate includes all fees paid or received between parties to the contract, transaction costs, and all other discounts or premiums that are an integral part of the effective interest rate.

(p) Expenses recognition

(i) Interest expenses

Interest expenses are accrued on a time proportion basis with reference to the amortised cost and the applicable effective interest rate.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(p) Expenses recognition *(continued)*

(ii) Fee and commission expenses

Fee and commission expenses are charged to profit or loss on an accrual basis.

(iii) Other expenses

Other expenses are recognised on an accrual basis.

(q) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(r) Income tax

Income tax expense comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amount of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of year, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss related to the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(r) Income tax *(continued)*

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The carrying amount of a deferred tax asset is reviewed at the end of year and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to settle the current tax assets and the current tax liabilities on a net basis or realise the assets and settle the liabilities simultaneously.

(s) Dividends appropriated to investors

Dividends or distributions of profits proposed in the profit appropriation plan which will be authorised and declared after the end of the year are not recognised as a liability at the end of the year but disclosed separately in the notes to the consolidated financial statements.

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(t) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Government grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Government grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(u) Related parties

(i) A person, or a close member of that person's family, is related to the Group if that person:

- (1) has control or joint control over the Group;
- (2) has significant influence over the Group; or
- (3) is a member of the key management personnel of the Group or the Group's parent.

(ii) An entity is related to the Group if any of the following conditions applies:

- (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (3) Both entities are joint ventures of the same third party;
- (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (6) The entity is controlled or jointly controlled by a person identified in Note 3.2(u)(i);
- (7) A person identified in Note 3.2(u)(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).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

3. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(continued)*

3.2 Significant accounting policies *(continued)*

(v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial statements provided regularly to the Group's senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various business lines and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of clients, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3.2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Fair value of financial instruments

Financial instruments without quotes from an active market require the use of valuation techniques to determine their fair values. Valuation techniques include the use of the latest market transaction information, reference to the current fair values of similar financial instruments, discounted cash flow method and option pricing model. Valuation techniques are subject to validation and adjustment before use to ensure that the valuation results reflect actual market conditions. The valuation models developed by the Group use market information as much as possible and information specific to the Group as little as possible. It should be noted that some of the information used in the valuation models requires management to make estimates (e.g. counterparty risk, risk correlation factors, etc.). The Group regularly reviews these estimates and assumptions and makes adjustments as necessary. Whilst the Group considers these valuations are the best estimates, the ongoing Covid-19 pandemic has resulted in greater market volatility and may affect the investees' or issuer' businesses, which have led to higher degree of uncertainties in respect of the valuations in the current and prior year.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

(b) Determination of consolidation scope

All facts and circumstances must be taken into consideration in the assessment of whether the Group, as an investor, controls the investee. The principle of control includes three elements: (i) power over the investee; (ii) exposure, or rights, to variable returns from involvement with the investee; and (iii) the ability to use power over the investee to affect the amount of investor's returns. The Group reassesses whether it controls an investee when relevant facts and circumstances change to such an extent that there is a change in one or more of the three elements of control listed above.

For structured entities, the Group assesses whether the combination of investments it holds, if any, together with its remuneration creates exposure to variability of returns from the activities of the structured entities that is of such significance indicating that the Group is a principal. The structured entities shall be consolidated if the Group acts in the role of principal.

(c) Impairment of goodwill

The Group assesses the recoverable amount of the goodwill at the end of year and performs impairment test no matter whether there is indication that the unit may be impaired or not.

The recoverable amount of a CGU (or group of CGUs) is the greater of its fair value less costs of disposal and value in use. In assessing the present value of expected future cash flows, significant judgements are exercised over the assets' selling price, related operating revenue and expenses and discounting rate to calculate the present value. All relevant information which can be obtained are used for estimation of the recoverable amount, including the estimation of the selling price and related revenue and operating expenses based on reasonable and supportable assumptions. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise. Furthermore, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainties due to uncertainty on how the Covid-19 pandemic may progress and evolve.

(d) Measurement and recognition of ECLs

The measurement of the ECL allowance for debt investments measured at amortised cost and FVTOCI is an area that requires the use of models and assumptions about future economic conditions and credit behavior of the client (such as the likelihood of clients defaulting and the resulting losses). A number of significant judgements are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL;
- Determining the number and relative weightings of forward-looking scenarios for the ECL of each type of product/market.

See Note 58(a) for more details on ECL.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

(e) Income tax

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are made accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all tax legislations. Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As disclosed in Note 29(b), the recognition of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty especially the uncertainty on how the Covid-19 pandemic may progress and evolve. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered.

5. TAXATION

(a) Value-added tax ("VAT") and surcharges

The applicable tax rate is 6%. The urban maintenance and construction tax, education surcharge and local education surcharge are charged at 7%, 3% and 2% of VAT respectively.

(b) Income tax

The income tax rate applicable to the Company and its subsidiaries in mainland China is 25%.

The income tax rate applicable to the subsidiaries in Hong Kong Special Administrative Region ("Hong Kong SAR") is 16.5%. Taxes of other offshore subsidiaries are charged at the relevant local rates.

6. SEGMENT REPORTING

Reportable segments are identified based on operating segments which are determined based on the Group's internal organisational structure, management requirements and internal reporting mechanisms. An operating segment is a component of the Group:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are regularly reviewed by the Group's management for the purposes of resources allocation and performance evaluation; and
- for which statements of financial position, of profit or loss and of cash flows are available.

Two or more operating segments may be aggregated into a single operating segment if the segments have similar economic characteristics in respect of:

- nature of the services;
- type or class of clients for the services;
- approaches to providing the services; and
- nature of the regulatory environment.

For management purposes, the Group's businesses are structured and managed separately according to the nature of their operations and the services that the Group provides. Each of the Group's operating segments represents a strategic business unit and offers services which are subject to risks and returns different from those to which the services offered by the other operating segments are subject. A summary of the operating segments is as follows:

- the Investment Banking segment provides investment banking services, including equity financing, debt and structured financing and financial advisory services to domestic and overseas corporations and institutional clients.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

6. SEGMENT REPORTING (continued)

- the Equities segment provides one-stop integrated financial services such as investment research, sales, trading, products and cross-border services to domestic and overseas professional investors, including institutional trading services and capital services such as primary brokerage, over-the-counter derivatives, capital introduction and market-making transactions.
- the FICC segment provides a package of services and supports in the areas of market making and financing to domestic and overseas institutional and corporate clients on fixed-income products such as interest rate, credit and structured products, as well as on overseas exchange and commodities.
- the Asset Management segment designs and provides a wide range of asset management products and services to domestic and overseas investors, including social security and annuity investment management business, institutional entrusted investment management business, overseas asset management business, retail and mutual fund business, etc.
- the Private Equity segment designs and provides integrated private equity fund products and services to domestic and overseas investors, mainly including corporate equity funds, Fund of Funds, dollar funds, real estate funds, infrastructure funds, etc.
- the Wealth Management segment provides a wide range of wealth management products and services, consisting of transactional services, capital services and product configuration services, to retail clients, families and corporate clients.
- the Others segment mainly comprises of other business departments and back offices.

6. SEGMENT REPORTING (continued)

(a) Segment results

	Year ended 31 December 2021							Total
	Investment banking	Equities	FICC	Asset Management	Private Equity	Wealth Management	Others	
Segment revenue								
– Fee and commission income (Note 1)	6,029,414,530	3,652,103,796	964,451,035	1,451,307,261	1,516,753,482	6,005,064,578	(137,868,454)	19,481,226,228
– Interest income	83,805,899	836,375,326	1,268,727,913	82,219,323	10,291,128	4,316,521,155	678,537,886	7,276,478,630
– Investment income	665,526,723	6,324,957,860	4,323,086,108	20,123,905	961,904,333	812,127,406	1,595,728,998	14,703,455,333
– Other income/(losses), net	2,155,989	(446,992,035)	(180,776,704)	(1,976,999)	56,100,382	72,889,971	1,860,983	(496,738,413)
Segment revenue and other income	6,780,903,141	10,366,444,947	6,375,488,352	1,551,673,490	2,545,049,325	11,206,603,110	2,138,259,413	40,964,421,778
Segment expenses	4,327,159,461	3,310,707,017	4,137,599,903	1,072,299,036	1,260,660,690	8,349,242,670	5,676,200,335	28,133,869,112
Segment operating profit/(loss)	2,453,743,680	7,055,737,930	2,237,888,449	479,374,454	1,284,388,635	2,857,360,440	(3,537,940,922)	12,830,552,666
Share of profits/(losses) of associates and joint ventures	-	-	-	41,976,763	170,072,392	(64,510,727)	21,765	147,560,193
Profit/(loss) before income tax	2,453,743,680	7,055,737,930	2,237,888,449	521,351,217	1,454,461,027	2,792,849,713	(3,537,919,157)	12,978,112,859
Segment assets	17,135,821,322	228,408,848,666	117,869,897,456	4,338,697,107	6,786,640,301	150,898,930,293	122,728,014,678	648,166,849,823
Deferred tax assets								1,628,639,392
Total assets								649,795,489,215
Segment liabilities	16,848,020,822	219,005,468,387	99,815,856,866	3,098,769,889	3,848,007,560	135,685,090,086	86,331,783,944	564,632,997,554
Deferred tax liabilities								431,655,234
Total liabilities								565,064,652,788
Other segment information (Amounts included in the measure of segment profit or loss):								
Interest expenses (Note 2)	226,457,208	1,052,768,284	3,086,449,442	95,742,862	142,695,705	2,253,728,486	1,408,853,770	8,266,695,757
Depreciation and amortisation expenses	93,281,119	79,086,777	65,088,274	60,375,042	47,561,526	474,336,326	362,951,009	1,182,680,073
(Reversal of)/provision for impairment losses under ECL model	(157,491,079)	(49,262,546)	(2,735,538)	(3,185,520)	(2,861,434)	(193,653,589)	1,155,396	(408,034,310)

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

6. SEGMENT REPORTING (continued)

(a) Segment results (continued)

	Year ended 31 December 2020							
	Investment banking	Equities	FICC	Asset Management	Private Equity	Wealth Management	Others	Total
Segment revenue								
– Fee and commission income (Note 1)	5,133,978,615	2,489,137,955	647,382,025	1,149,366,225	1,472,814,537	4,711,149,590	10,870,823	15,614,699,770
– Interest income	50,972,768	582,327,810	1,310,773,183	14,654,763	17,676,176	3,160,812,264	507,654,075	5,644,871,039
– Investment income	941,352,619	5,264,400,395	4,525,101,195	157,777,759	488,558,343	515,752,603	1,265,697,502	13,158,640,416
– Other income/(losses), net	1,105,217	(1,454,130,377)	(523,398,248)	(5,489,545)	51,808,120	33,970,654	(120,250,080)	(2,016,384,259)
Segment revenue and other income	6,127,409,219	6,881,735,783	5,959,858,155	1,316,309,202	2,030,857,176	8,421,685,111	1,663,972,320	32,401,826,966
Segment expenses	4,267,367,992	2,846,902,460	3,554,550,075	939,096,109	926,715,137	6,532,847,358	4,588,873,574	23,656,352,705
Segment operating profit/(loss)	1,860,041,227	4,034,833,323	2,405,308,080	377,213,093	1,104,142,039	1,888,837,753	(2,924,901,254)	8,745,474,261
Share of profits/(losses) of associates and joint ventures	–	–	–	10,615,161	29,703,534	(52,194,113)	(20,916,556)	(32,791,974)
Profit/(loss) before income tax	1,860,041,227	4,034,833,323	2,405,308,080	387,828,254	1,133,845,573	1,836,643,640	(2,945,817,810)	8,712,682,287
Segment assets	8,251,152,358	198,621,486,212	121,206,372,204	5,339,010,437	5,294,197,539	99,795,490,534	81,325,175,967	519,832,885,251
Deferred tax assets								1,787,614,365
Total assets								521,620,499,616
Segment liabilities	8,154,224,741	188,917,761,031	102,946,304,906	2,089,648,102	1,830,183,332	88,893,111,909	56,467,464,936	449,298,698,957
Deferred tax liabilities								506,667,665
Total liabilities								449,805,366,622
Other segment information (Amounts included in the measure of segment profit or loss):								
Interest expenses (Note 2)	253,491,014	953,735,323	2,760,772,473	47,866,061	65,072,299	1,693,942,202	938,868,796	6,713,748,168
Depreciation and amortisation expenses	98,801,239	62,167,371	56,404,643	57,664,394	45,508,972	367,945,114	312,286,347	1,000,778,080
Provision for/(reversal of) impairment losses under ECL model	228,684,382	232,463,958	19,050,305	91,446,643	(6,942,533)	388,865,426	19,227,110	972,795,291

Note 1: Disaggregation of revenue was disclosed in Note 7. Brokerage commission income is mainly generated from brokerage service provided by Equities and Wealth Management segments; underwriting and sponsoring fees and financial advisory fees are mainly generated by Investment Banking segment; asset management fees are mainly generated by Asset Management, Private Equity and Wealth Management segments.

Note 2: The Group allocates interest expenses across the reportable segments based on the capital used during the reporting period for the purpose of measuring segment operating performance and improving efficiencies of capital management.

6. SEGMENT REPORTING *(continued)*

(b) Geographical information

The following table sets out the Group's revenue and other income from external clients and the Group's non-current assets (excluding financial assets at fair value through profit or loss, reverse REPOs, refundable deposits and deferred tax assets, same as below) in terms of geographical locations. The geographical locations of the revenue and other income from external clients are identified based on the locations of the clients in which the services or the products are rendered. The geographical locations of the non-current assets are identified based on where the fixed assets are located, where the intangible assets are allocated or where the associates and joint ventures operate.

	Revenue and other income from external clients Year ended 31 December	
	2021	2020
Mainland China	32,647,239,421	25,947,518,788
Outside mainland China	8,317,182,357	6,454,308,178
Total	40,964,421,778	32,401,826,966

	Non-current assets As at 31 December	
	2021	2020
Mainland China	6,610,534,969	4,896,853,135
Outside mainland China	986,831,439	1,716,414,067
Total	7,597,366,408	6,613,267,202

Reconciliation of segment non-current assets:

	Non-current assets As at 31 December	
	2021	2020
Total non-current assets for segments	34,550,643,922	29,361,611,314
Elimination of inter-segment non-current assets	(26,953,277,514)	(22,748,344,112)
Total	7,597,366,408	6,613,267,202

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

6. SEGMENT REPORTING (continued)

(c) Major clients

The Group's client base is diversified and there was no case where the revenue recognised from a single client exceeded 10% of the Group's revenue for the years ended 31 December 2021 and 2020.

7. FEE AND COMMISSION INCOME

	Year ended 31 December	
	2021	2020
Brokerage commission income	8,175,013,657	6,110,720,519
Underwriting and sponsoring fees	6,155,083,342	5,343,341,053
Asset management fees	3,265,434,816	2,796,022,145
Financial advisory fees	1,168,263,233	866,049,521
Investment advisory fees	654,185,716	458,541,700
Others	63,245,464	40,024,832
Total	19,481,226,228	15,614,699,770

The remaining performance obligation is recognised as contract liabilities as at 31 December 2021 and 31 December 2020, and disclosed in Note 48. Except as otherwise stated, there is no significant remaining performance obligation. Therefore, other information associated with the remaining performance obligations is not disclosed.

8. INTEREST INCOME

	Year ended 31 December	
	2021	2020
Interest income from margin financing and securities lending	2,857,404,292	2,038,478,998
Interest income from financial institutions	2,131,342,257	1,640,819,396
Interest income from financial assets at fair value through other comprehensive income	1,177,075,057	1,163,278,994
Interest income from reverse REPOs	976,184,479	687,030,820
Others	134,472,545	115,262,831
Total	7,276,478,630	5,644,871,039

9. INVESTMENT INCOME

	Year ended 31 December	
	2021	2020
Net gains from disposal of financial assets at fair value through other comprehensive income	60,742,856	143,553,236
Net gains from financial instruments at fair value through profit or loss	27,440,230,992	31,863,283,753
Net losses from derivative financial instruments	(12,737,765,442)	(19,076,807,851)
Others (Note)	(59,753,073)	228,611,278
Total	14,703,455,333	13,158,640,416

Note: For the year ended 31 December 2020, other investment income mainly consisted of a gain of RMB214 million arising from disposal of a subsidiary owned by China CICC Wealth Management Securities Company Limited ("CICC Wealth Management", "CISC" or "CICC WMS"). CICC Wealth Management is a wholly owned subsidiary of the Company.

10. OTHER LOSSES, NET

	Year ended 31 December	
	2021	2020
Tax refunds	44,391,214	35,743,324
Government grants	112,633,477	99,197,508
Foreign exchange losses from derivatives	(96,071,265)	(1,913,029,046)
Others (Note)	(557,691,839)	(238,296,045)
Total	(496,738,413)	(2,016,384,259)

Note: Others mainly consisted of gains and losses arising from foreign currency transactions other than foreign exchange derivative transactions due to exchange rate fluctuations.

11. FEE AND COMMISSION EXPENSES

	Year ended 31 December	
	2021	2020
Brokerage commission expenses	2,144,191,097	1,500,251,148
Underwriting and sponsoring expenses	287,052,839	253,255,410
Asset management expenses	221,580,804	235,576,798
Others	3,719	–
Total	2,652,828,459	1,989,083,356

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

12. INTEREST EXPENSES

	Year ended 31 December	
	2021	2020
Interest expenses on:		
– Corporate bonds	3,467,593,358	1,928,655,754
– Subordinated bonds	1,304,385,699	1,035,950,167
– Placements from financial institutions	1,027,143,459	821,960,532
– REPOs	716,756,920	795,605,313
– MTNs	493,946,229	462,090,895
– Beneficiary certificates	411,578,311	516,641,459
– Accounts payable to brokerage clients	294,094,060	232,542,671
– Financial bonds	84,750,000	84,982,192
– Lease liabilities	57,334,036	57,162,780
– Structured notes	51,808,887	179,053,499
– Short-term commercial papers	2,235,616	–
– Others	355,069,182	599,102,906
Total	8,266,695,757	6,713,748,168

13. STAFF COSTS

	Year ended 31 December	
	2021	2020
Salaries, bonus and allowance	12,041,725,539	10,091,602,451
Retirement scheme contributions	529,110,488	167,961,232
Other social welfare	543,735,077	352,698,453
Other benefits	211,959,896	163,248,668
Total	13,326,531,000	10,775,510,804

The Group is required to participate in pension schemes in mainland China, Hong Kong SAR and other jurisdictions whereby the Group pays annual contributions for its employees at certain ratios of salaries. The Group has no other material obligations of payment for retirement benefits to its employees beyond the annual contributions described above.

14. DIRECTORS' AND SUPERVISORS' REMUNERATION

Directors' and supervisors' remuneration is as follows:

Name	Year ended 31 December 2021				
	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total remuneration
Executive Director					
Huang Zhaohui (ii) (iii)	–	1,666,769	6,154,406	132,089	7,953,264
Non-executive Director					
Shen Rujun	–	–	–	–	–
Xiong Lianhua (vi)	–	–	–	–	–
Zhu Hailin (vii)	–	–	–	–	–
Tan Lixia (iii)	–	–	–	–	–
Duan Wenwu (iii)	–	–	–	–	–
Independent Non-executive Director					
Liu Li	835,000	–	–	–	835,000
Siu Wai Keung	860,000	–	–	–	860,000
Ben Shenglin	830,000	–	–	–	830,000
Peter Hugh Nolan (iii)	780,000	–	–	–	780,000
Supervisor					
Gao Tao	–	1,528,942	6,313,662	100,572	7,943,176
Jin Lizuo	385,000	–	–	–	385,000
Cui Zheng (iii)	–	–	–	–	–
Total	3,690,000	3,195,711	12,468,068	232,661	19,586,440

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

14. DIRECTORS' AND SUPERVISORS' REMUNERATION (continued)

Name	Year ended 31 December 2020				Total remuneration
	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	
Executive Director					
Bi Mingjian (iv)	–	521,767	–	5,656	527,423
Huang Zhaohui (ii) (iii)	–	1,441,318	11,875,028	69,157	13,385,503
Non-executive Director					
Shen Rujun	–	–	–	–	–
Xiong Lianhua (vi)	–	–	–	–	–
Tan Lixia (iii)	–	–	–	–	–
Duan Wenwu (iii)	–	–	–	–	–
Zhao Haiying (iv)	–	–	–	–	–
David Bonderman (iv)	–	–	–	–	–
Liu Haifeng David (iv)	–	–	–	–	–
Shi Jun (iv)	–	–	–	–	–
Cha Mou Daid Johnson (iv)	–	–	–	–	–
Huang Hao (iii) (v)	–	–	–	–	–
Independent Non-executive Director					
Liu Li	767,917	–	–	–	767,917
Siu Wai Keung	787,083	–	–	–	787,083
Ben Shenglin	804,688	–	–	–	804,688
Peter Hugh Nolan (iii)	591,667	–	–	–	591,667
Edwin Roca Lim (iv)	120,000	–	–	–	120,000
Supervisor					
Gao Tao	–	1,522,795	3,901,080	51,770	5,475,645
Jin Lizuo	375,250	–	–	–	375,250
Cui Zheng (iii)	–	–	–	–	–
Liu Haoling (iv)	–	–	–	–	–
Total	3,446,605	3,485,880	15,776,108	126,583	22,835,176

- (i) The amounts disclosed above in respect of the remuneration of directors and supervisors were presented before income tax.
- (ii) The remuneration of Mr. Huang Zhaohui includes the compensation for the services provided by Mr. Huang Zhaohui acting as the Chief Executive Officer of the Company.
- (iii) Appointed as executive Director, non-executive Director, independent non-executive Director or supervisor in February 2020. Mr. Peter Hugh Nolan donated a total of RMB180,000 to CICC Charity Foundation in 2021 (2020: RMB150,000).
- (iv) Resigned as executive Director, non-executive Director, independent non-executive Director or supervisor in February 2020.
- (v) Resigned as non-executive Director in December 2020.
- (vi) Appointed as non-executive Director in February 2020 and resigned as non-executive Director in January 2021.
- (vii) Appointed as non-executive in September 2021.

There were no amounts paid during the year to the directors and supervisors in connection with their retirement from employment or as compensation for loss of office with the Group, or as inducement to join. There was no other arrangement under which a director or a supervisor waived or agreed to waive any remuneration during the year.

15. INDIVIDUALS WITH HIGHEST EMOLUMENTS

None of the five individuals with the highest emoluments in 2021 are directors or supervisors of the Company. Of the five individuals with the highest emoluments in 2020, one is a director whose emoluments are disclosed (see Note 14). The aggregate of the emoluments are as follows:

	Year ended 31 December	
	2021	2020
Salaries and other emoluments	9,822,091	14,621,320
Discretionary bonuses	74,276,967	71,247,114
Retirement scheme contributions	735,121	263,349
Total	84,834,179	86,131,783

The emoluments of these individuals with the highest emoluments are within the following bands:

	Number of individuals	
	2021	2020
From RMB15,500,001 to RMB16,000,000	–	2
From RMB16,000,001 to RMB16,500,000	–	1
From RMB16,500,001 to RMB17,000,000	3	–
From RMB17,000,001 to RMB17,500,000	2	–
From RMB17,500,001 to RMB18,000,000	–	–
From RMB18,000,001 to RMB18,500,000	–	–
From RMB18,500,001 to RMB19,000,000	–	1
From RMB19,000,001 to RMB19,500,000	–	1
From RMB19,500,001 to RMB20,000,000	–	–

No emoluments are paid or payable to these individuals in connection with their retirement from employment or as compensation for loss of office or inducement to join during the year.

Notes to the Consolidated Financial Statements
(Expressed in RMB, unless otherwise stated)

16. DEPRECIATION AND AMORTISATION EXPENSES

	Year ended 31 December	
	2021	2020
Depreciation of right-of-use assets	658,186,767	598,536,803
Depreciation of property and equipment	369,610,860	285,280,264
Amortisation of intangible assets	153,514,193	115,811,547
Others	1,368,253	1,149,466
Total	1,182,680,073	1,000,778,080

17. OTHER OPERATING EXPENSES AND COSTS

	Year ended 31 December	
	2021	2020
Business development expenses	1,054,482,439	712,511,530
Information technology related expenses	704,537,923	390,778,139
Travelling and transportation expenses	312,333,243	210,582,323
Professional service fees	298,000,168	217,575,762
Utilities and maintenance	101,770,914	77,217,917
Securities Investor Protection Fund	99,672,124	77,097,941
Lease expenses	86,612,764	29,823,722
Auditors' remuneration	14,067,170	12,842,024
Others	307,848,502	360,231,728
Total	2,979,325,247	2,088,661,086

18. (REVERSAL OF)/PROVISION FOR IMPAIRMENT LOSSES UNDER ECL MODEL

	Year ended 31 December	
	2021	2020
Impairment losses (reversed of)/provided for:		
Accounts receivable and other assets	(201,248,299)	572,058,918
Receivable from margin clients	25,496,642	111,960,873
Reverse REPOs	(233,163,431)	287,054,140
Financial assets at fair value through other comprehensive income	769,369	1,841,028
Cash and bank balances	111,409	(119,668)
Total	(408,034,310)	972,795,291

19. INCOME TAX EXPENSE

(a) Taxation in the consolidated statement of profit or loss:

	Year ended 31 December	
	2021	2020
Current tax		
– Mainland China income tax	1,410,042,352	1,496,238,833
– Outside mainland China profits tax	698,291,402	464,232,341
Subtotal	2,108,333,754	1,960,471,174
Deferred tax		
– Origination and reversal of temporary differences	59,857,436	(509,928,241)
Total	2,168,191,190	1,450,542,933

(b) Reconciliation between income tax expense and accounting profit at applicable tax rates:

The income tax has been provided at the statutory rate of 25%, in accordance with the relevant tax laws in mainland China during the period. Taxes on profits assessable outside mainland China have been calculated at the applicable tax rates prevailing in the countries/jurisdictions in which the Group operates, based on the existing legislation, interpretations and practices. Reconciliation between income tax expense that would result from applying the PRC statutory income tax rate to the Group's profit before income tax and the income tax expense in the consolidated statement of profit or loss is as follows:

	Year ended 31 December	
	2021	2020
Profit before income tax	12,978,112,859	8,712,682,287
Income tax calculated at the PRC statutory income tax rate	3,244,528,215	2,178,170,572
Effect of non-deductible expenses	37,367,219	55,513,014
Effect of non-taxable income	(510,699,925)	(430,165,877)
Effect of different applicable tax rates of the subsidiaries	(492,083,117)	(258,185,995)
Effect of deductible temporary differences or deductible tax losses with no deferred tax asset recognised during the year	17,622,340	56,934,075
Effect of utilisation of the deductible temporary differences or deductible tax losses with no deferred tax asset recognised in previous periods	(54,638,580)	(115,094,712)
Others	(73,904,962)	(36,628,144)
Total income tax expense	2,168,191,190	1,450,542,933

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

20. BASIC EARNINGS PER SHARE

	Year ended 31 December	
	2021	2020
Profit attributable to shareholders of the Company	10,777,713,147	7,207,452,452
Interest for holders of perpetual subordinated bonds for the year	(354,349,041)	(102,564,384)
Total	10,423,364,106	7,104,888,068
Weighted average number of ordinary shares in issue (Note)	4,827,256,868	4,445,099,368
Basic earnings per share (in RMB per share)	2.16	1.60

Note: In November 2020, the Company completed the issuance of 458,589,000 A Shares at a price of RMB28.78 per share with par value of RMB1 and listed on the Shanghai Stock Exchange. Accordingly, the registered capital and share capital of the Company increased to RMB4,827,256,868.

Basic earnings per share was calculated as the profit for the period attributable to ordinary shareholders of the Company divided by the weighted average number of ordinary shares in issue.

No diluted earnings per share has been presented for the years ended 31 December 2021 and 2020 as the Company had no potential ordinary shares in issue during the periods.

21. PROPERTY AND EQUIPMENT

	Buildings	Office equipment	Furniture and fixtures	Motor vehicles	Leasehold improvements	Construction in progress	Total
Cost							
As at 31 December 2020	92,721,687	1,600,593,892	105,571,362	21,250,345	811,121,887	37,337,284	2,668,596,457
Acquired on acquisition of a subsidiary	-	1,303,344	917,435	-	5,300,327	-	7,521,106
Additions and transfer-in	-	411,826,489	25,086,388	-	172,020,313	245,529,612	854,462,802
Transfer-out	-	-	-	-	-	(93,430,044)	(93,430,044)
Disposals	-	(118,562,250)	(6,854,388)	(10,854,540)	(88,585,163)	-	(224,856,341)
Effect of changes in exchange rates	-	(4,416,986)	(1,307,295)	-	(4,818,191)	-	(10,542,472)
As at 31 December 2021	92,721,687	1,890,744,489	123,413,502	10,395,805	895,039,173	189,436,852	3,201,751,508
Accumulated depreciation							
As at 31 December 2020	(41,485,338)	(1,167,366,201)	(78,923,235)	(17,163,812)	(615,259,547)	-	(1,920,198,133)
Acquired on acquisition of a subsidiary	-	(979,879)	(389,617)	-	(2,136,835)	-	(3,506,331)
Additions	(4,450,571)	(244,230,810)	(12,794,005)	(344,880)	(107,790,594)	-	(369,610,860)
Disposals	-	111,529,437	6,309,389	9,128,295	88,585,162	-	215,552,283
Effect of changes in exchange rates	-	3,929,987	428,869	-	3,520,200	-	7,879,056
As at 31 December 2021	(45,935,909)	(1,297,117,466)	(85,368,599)	(8,380,397)	(633,081,614)	-	(2,069,883,985)
Carrying amount							
As at 31 December 2021	46,785,778	593,627,023	38,044,903	2,015,408	261,957,559	189,436,852	1,131,867,523
As at 31 December 2020	51,236,349	433,227,691	26,648,127	4,086,533	195,862,340	37,337,284	748,398,324

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

21. PROPERTY AND EQUIPMENT (continued)

	Buildings	Office equipment	Furniture and fixtures	Motor vehicles	Leasehold improvements	Construction in progress	Total
Cost							
As at 31 December 2019	91,329,992	1,481,439,154	104,438,927	54,751,668	806,063,472	6,514,139	2,544,537,352
Transfer-out due to disposals of subsidiaries	–	(4,496,590)	(37,147)	(593,130)	(7,261,768)	–	(12,388,635)
Additions and transfer-in	1,391,695	216,248,401	7,830,289	360,080	66,793,587	58,823,981	351,448,033
Transfer-out	–	–	–	–	–	(28,000,836)	(28,000,836)
Disposals	–	(84,484,221)	(5,605,381)	(33,261,678)	(45,365,875)	–	(168,717,155)
Effect of changes in exchange rates	–	(8,112,852)	(1,055,326)	(6,595)	(9,107,529)	–	(18,282,302)
As at 31 December 2020	92,721,687	1,600,593,892	105,571,362	21,250,345	811,121,887	37,337,284	2,668,596,457
Accumulated depreciation							
As at 31 December 2019	(37,124,241)	(1,065,069,036)	(72,650,171)	(45,328,010)	(594,859,174)	–	(1,815,030,632)
Transfer-out due to disposals of subsidiaries	–	3,960,597	14,859	593,130	6,958,083	–	11,526,669
Additions	(4,361,097)	(190,552,412)	(11,449,962)	(2,018,424)	(76,898,369)	–	(285,280,264)
Disposals	–	79,246,758	5,141,517	29,582,897	45,345,873	–	159,317,045
Effect of changes in exchange rates	–	5,047,892	20,522	6,595	4,194,040	–	9,269,049
As at 31 December 2020	(41,485,338)	(1,167,366,201)	(78,923,235)	(17,163,812)	(615,259,547)	–	(1,920,198,133)
Carrying amount							
As at 31 December 2020	51,236,349	433,227,691	26,648,127	4,086,533	195,862,340	37,337,284	748,398,324
As at 31 December 2019	54,205,751	416,370,118	31,788,756	9,423,658	211,204,298	6,514,139	729,506,720

22. RIGHT-OF-USE ASSETS

	Buildings	Leasehold land	Equipment	Total
Cost				
As at 31 December 2020	2,192,003,536	1,266,558,879	877,867	3,459,440,282
Acquired on acquisition of a subsidiary	58,017,322	–	–	58,017,322
Transfer-out due to disposals of subsidiaries	(2,066,509)	–	–	(2,066,509)
Increases	1,609,171,350	–	–	1,609,171,350
Decreases	(609,719,980)	–	–	(609,719,980)
Effect of changes in exchange rates	(15,266,792)	–	(23,022)	(15,289,814)
As at 31 December 2021	3,232,138,927	1,266,558,879	854,845	4,499,552,651
Accumulated depreciation				
As at 31 December 2020	(1,002,613,003)	(184,821,786)	(453,157)	(1,187,887,946)
Acquired on acquisition of a subsidiary	(30,620,253)	–	–	(30,620,253)
Transfer-out due to disposals of subsidiaries	1,606,446	–	–	1,606,446
Increases	(658,081,165)	(32,910,658)	(156,625)	(691,148,448)
Decreases	395,439,400	–	–	395,439,400
Effect of changes in exchange rates	7,687,383	–	13,310	7,700,693
As at 31 December 2021	(1,286,581,192)	(217,732,444)	(596,472)	(1,504,910,108)
Carrying amount				
As at 31 December 2021	1,945,557,735	1,048,826,435	258,373	2,994,642,543
As at 31 December 2020	1,189,390,533	1,081,737,093	424,710	2,271,552,336
Expense relating to leases of low-value assets, short-term leases and other leases with lease terms end within 12 months for the year				86,612,764
Total cash outflow for leases for the year				863,668,568

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

22. RIGHT-OF-USE ASSETS (continued)

	Buildings	Leasehold land	Equipment	Total
Cost				
As at 31 December 2019	2,023,843,309	1,266,558,879	891,449	3,291,293,637
Increases	317,109,121	–	74,410	317,183,531
Decreases	(116,914,915)	–	–	(116,914,915)
Effect of changes in exchange rates	(32,033,979)	–	(87,992)	(32,121,971)
As at 31 December 2020	2,192,003,536	1,266,558,879	877,867	3,459,440,282
Accumulated depreciation				
As at 31 December 2019	(535,523,833)	(151,911,128)	(349,805)	(687,784,766)
Increases	(568,695,032)	(32,910,658)	(162,125)	(601,767,815)
Decreases	92,838,106	–	–	92,838,106
Effect of changes in exchange rates	8,767,756	–	58,773	8,826,529
As at 31 December 2020	(1,002,613,003)	(184,821,786)	(453,157)	(1,187,887,946)
Carrying amount				
As at 31 December 2020	1,189,390,533	1,081,737,093	424,710	2,271,552,336
As at 31 December 2019	1,488,319,476	1,114,647,751	541,644	2,603,508,871
Expense relating to leases of low-value assets, short-term leases and other leases with lease terms end within 12 months for the year				29,823,722
Total cash outflow for leases for the year				634,214,025

23. GOODWILL

(a) Changes in goodwill

Subsidiaries	As at 1 January 2021	Additions	Disposals	As at 31 December 2021	Less: Impairment loss allowance
CICC Wealth Management (Note 1)	1,582,678,646	–	–	1,582,678,646	–
Beijing Science & Technology Innovation Investment Management Co., Ltd (Note 2)	–	39,984,637	–	39,984,637	–
Total	1,582,678,646	39,984,637	–	1,622,663,283	–

Subsidiaries	As at 1 January 2020	Additions	Disposals	As at 31 December 2020	Less: Impairment loss allowance
CICC Wealth Management (Note 1)	1,582,678,646	–	–	1,582,678,646	–

Note 1: The Company acquired CICC Wealth Management in 2017 and paid, as the cost of the acquisition, the consideration of RMB16,700,695,000 in the form of share issuance. The difference between the consideration and the fair value of the identifiable net assets attributable to the Company amounted to RMB1,582,678,646 and was recognised as goodwill related to the cash-generating unit ("CGU") of Wealth Management.

Note 2: In 2021, CICC Capital Management Co., Ltd. ("CICC Capital"), a subsidiary of CICC, invested RMB220,129,947 as the cash consideration to increase the capital of Beijing Science & Technology Innovation Investment Management Co., Ltd. ("Science & Technology Innovation") and therefore acquired 51% equity interests of Science & Technology Innovation. Science & Technology Innovation became a subsidiary of the Company after this acquisition. The difference between the consideration and the fair value of the identifiable net assets attributable to CICC Capital amounted to RMB39,984,637 and was recognised as goodwill.

(b) Impairment test

The recoverable amount of the CGU in respect of Wealth Management is determined based on the present value of expected future cash flows, which was determined based on the financial budgets (including budgeted income and profit margins based on the CGU's past performance and management's expectations for market development) approved by the management covering a certain period, cash flows beyond the certain period are extrapolated using an estimated long-term growth rate of 3.0% (2020: 3.0%). Pre-tax discount rates used by the Group was 16.0% (31 December 2020: 18.9%). As the goodwill arising from the acquisition of Science and Technology Innovation is not material, the details of the impairment analysis are not disclosed.

As at 31 December 2021 and 31 December 2020, the Group performed annual goodwill impairment test. There was no impairment recognised for the goodwill related to the aforesaid CGUs since the recoverable amounts were greater than its carrying amounts individually.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

24. INTANGIBLE ASSETS

	Securities trading seat rights	Others (Note)	Total
Cost			
As at 31 December 2020	163,112,847	603,671,526	766,784,373
Acquired on acquisition of a subsidiary	–	1,259,638	1,259,638
Additions	–	274,823,982	274,823,982
Disposals	–	(5,536,526)	(5,536,526)
Effect of changes in exchange rates	(12,020)	(30,225)	(42,245)
As at 31 December 2021	163,100,827	874,188,395	1,037,289,222
Accumulated amortisation			
As at 31 December 2020	(109,487,844)	(346,476,553)	(455,964,397)
Acquired on acquisition of a subsidiary	–	(315,970)	(315,970)
Additions	(8,580,000)	(144,934,193)	(153,514,193)
Disposals	–	5,228,358	5,228,358
Effect of changes in exchange rates	–	19,692	19,692
As at 31 December 2021	(118,067,844)	(486,478,666)	(604,546,510)
Carrying amount			
As at 31 December 2021	45,032,983	387,709,729	432,742,712
As at 31 December 2020	53,625,003	257,194,973	310,819,976

24. INTANGIBLE ASSETS *(continued)*

	Securities trading seat rights	Others (Note)	Total
Cost			
As at 31 December 2019	164,008,627	466,228,881	630,237,508
Transfer-out due to disposals of subsidiaries	(885,930)	(1,553,999)	(2,439,929)
Additions	–	142,967,169	142,967,169
Disposals	–	(3,926,177)	(3,926,177)
Effect of changes in exchange rates	(9,850)	(44,348)	(54,198)
As at 31 December 2020	163,112,847	603,671,526	766,784,373
Accumulated amortisation			
As at 31 December 2019	(100,890,344)	(244,246,505)	(345,136,849)
Transfer-out due to disposals of subsidiaries	–	1,520,400	1,520,400
Additions	(8,597,500)	(107,214,047)	(115,811,547)
Disposals	–	3,445,863	3,445,863
Effect of changes in exchange rates	–	17,736	17,736
As at 31 December 2020	(109,487,844)	(346,476,553)	(455,964,397)
Carrying amount			
As at 31 December 2020	53,625,003	257,194,973	310,819,976
As at 31 December 2019	63,118,283	221,982,376	285,100,659

Note: As at 31 December 2021 and 2020, others mainly included computer software used by the Group.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

25. INTERESTS IN ASSOCIATES AND JOINT VENTURES

	As at 31 December	
	2021	2020
Share of net assets		
– Associates	497,800,566	610,484,204
– Joint ventures	589,135,019	578,368,662
Total	1,086,935,585	1,188,852,866

The following list contains only the particulars of the major associate and joint venture which are unlisted corporate entities of which quoted market prices are not available:

Name of an associate	Form of business structure	Place of incorporation operation	Particulars of issued and paid-in capital	Proportion of ownership interest			Principal activity
				Group's effective interest	Held by the Company	Held by a subsidiary	
Zheshang Jinhui Trust Co., Ltd. ("Zheshang Jinhui") (Note 1)	Incorporated	Hangzhou, PRC	RMB2,880,000,000	10.33%	10.33%	–	Trust business

Name of a joint venture	Form of business structure	Place of incorporation operation	Particulars of issued and paid-in capital	Proportion of ownership interest			Principal activity
				Group's effective interest	Held by the Company	Held by a subsidiary	
Jinteng Technology Information (Shenzhen) Co., Ltd. ("Jinteng Technology") (Note 2)	Incorporated	Shenzhen, PRC	RMB500,000,000	51.00%	51.00%	–	Information technology services

Note 1: The Company holds 10.33% equity interest of Zheshang Jinhui but has significant influence over Zheshang Jinhui as it can appoint members in Zheshang Jinhui's Board of Directors. Zheshang Jinhui is accounted for as an associate of the Company.

Note 2: The Company holds 51.00% equity interest of Jinteng Technology and jointly controls Jinteng Technology with a third party according to the contractual arrangement. Jinteng Technology is accounted for as a joint venture of the Company.

25. INTERESTS IN ASSOCIATES AND JOINT VENTURES *(continued)*

A summary of financial information of the Group's associates and joint ventures is presented below:

(a) Zheshang Jinhui

	Year ended 31 December	
	2021	2020
Financial information of the associate		
– Assets	4,526,101,883	2,681,511,107
– Liabilities	355,327,056	400,057,759
– Net assets	4,170,774,827	2,281,453,348
– Operating income	533,258,877	509,623,208
– Net profit	189,563,750	105,924,119
Reconciled to the Group's interests in the associate:		
Group's effective interest	10.33%	17.50%
Group's share of net assets of the associate	430,835,247	399,254,336
Carrying amount in the consolidated financial statements	430,835,247	399,254,336

(b) Jinteng Technology

	Year ended 31 December	
	2021	2020
Financial information of the joint venture		
– Assets	189,865,289	185,800,654
– Liabilities	93,160,173	63,532,985
– Net assets	96,705,116	122,267,669
– Operating income	27,130,050	–
– Net loss	(125,562,552)	(77,732,331)
Reconciled to the Group's interests in the joint venture:		
Group's effective interest	51.00%	51.00%
Group's share of net assets of the joint venture	49,319,609	62,356,511
Carrying amount in the consolidated financial statements	49,319,609	62,356,511

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

25. INTERESTS IN ASSOCIATES AND JOINT VENTURES *(continued)*

(c) Other associates and joint ventures:

	Year ended 31 December	
	2021	2020
Aggregate carrying amount of Group's interests in other associates and joint ventures in the consolidated financial statements	606,780,729	727,242,019
Aggregate amounts of the Group's share of profit or loss and other comprehensive income of those associates and joint ventures		
– Profit/(loss) for the year	178,629,729	(11,690,273)
– Total comprehensive income/(loss)	178,629,729	(11,586,995)

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Non-current

	As at 31 December	
	2021	2020
Equity securities	8,778,820,783	6,709,361,710

Current

	As at 31 December	
	2021	2020
Equity securities	118,970,508,810	104,210,837,992
Debt securities (Note)	82,090,098,250	80,814,486,684
Funds and other investments	91,334,787,261	55,871,011,259
Total	292,395,394,321	240,896,335,935

Note: As at 31 December 2021, the perpetual bonds included in debt securities amounted to RMB10,422,322,751 (31 December 2020: RMB13,646,545,485).

27. FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS ("REVERSE REPOS")

(a) Analysed by collateral type:

Non-current

	As at 31 December	
	2021	2020
Stocks	340,465,446	886,465,533
Accrued interests	7,538,312	18,705,684
Less: Impairment loss allowance	(265,347)	(2,984,859)
Total	347,738,411	902,186,358

Current

	As at 31 December	
	2021	2020
Stocks	7,843,426,753	8,697,855,495
Debt securities	17,543,357,356	8,987,319,233
Subtotal	25,386,784,109	17,685,174,728
Accrued interests	193,159,541	142,967,983
Less: Impairment loss allowance	(69,188,002)	(299,631,921)
Total	25,510,755,648	17,528,510,790

(b) Analysed by market:

Non-current

	As at 31 December	
	2021	2020
Stock exchanges	51,790,819	550,856,785
Over-the-counter market	295,947,592	351,329,573
Total	347,738,411	902,186,358

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

27. FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS ("REVERSE REPOS") (continued)

(b) Analysed by market: (continued)

Current

	As at 31 December	
	2021	2020
Stock exchanges	19,235,585,288	15,465,920,946
Inter-bank market	5,625,905,902	1,727,510,775
Over-the-counter market	649,264,458	335,079,069
Total	25,510,755,648	17,528,510,790

The Group receives securities as collaterals in connection with reverse REPO business. The Group is allowed to sell or re-pledge the collaterals held in connection with debt securities outright REPO business in the absence of default of its counterparties. If the securities depreciate in value, the Group may, in certain circumstances, require additional collaterals. The Group has an obligation to return the collaterals to its counterparties at the expiration of the agreements.

As at 31 December 2021, the collaterals received by the Group in connection with reverse REPO business amounted to RMB48,706,057,222 (31 December 2020: RMB43,423,699,202).

28. REFUNDABLE DEPOSITS

	As at 31 December	
	2021	2020
Self-owned refundable deposits	5,746,718,946	8,107,621,610
Refundable deposits held on behalf of clients	6,884,557,743	3,660,152,256
Subtotal	12,631,276,689	11,767,773,866
Accrued interests	636,075	550,069
Total	12,631,912,764	11,768,323,935

Refundable deposits are mainly placed at stock exchanges and clearinghouses, futures and commodity exchanges, China Securities Finance Corporation Limited, Shanghai Clearing House, futures companies and other institutions.

29. DEFERRED TAX ASSETS/(LIABILITIES)

(a) Deferred tax assets and liabilities recognised

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movement during the year are as follows:

	As at 1 January 2021	Credited/ (charged) to profit or loss	Charged to equity	Addition from acquisition of a subsidiary	Effect of changes in exchange rates	As at 31 December 2021		
						Deferred tax, net	Deferred tax assets	Deferred tax liabilities
Deferred tax assets/(liabilities) before set-off:								
Staff cost	1,286,938,753	469,560,114	-	5,259,609	(259,787)	1,761,498,689	1,761,498,689	-
Deductible tax losses	65,048,404	(55,693,352)	-	15,516,134	(1,096,610)	23,774,576	23,774,576	-
Depreciation and amortisation	(29,798,976)	(34,582,015)	-	-	(36,346)	(64,417,337)	1,966,994	(66,384,331)
Changes in fair values of financial instruments at fair value through profit or loss	(282,134,833)	(512,782,147)	-	(608,438)	(11,059)	(795,536,477)	37,931,705	(833,468,182)
Changes in fair values of financial assets at fair value through other comprehensive income	(4,795,623)	-	(42,162,889)	-	153,867	(46,804,645)	11,904,446	(58,709,091)
Impairment loss allowance	192,516,052	(69,759,884)	(444,878)	-	(370,024)	121,941,266	121,941,266	-
Fair value adjustment arising from acquisition of a subsidiary	(167,194,386)	3,252,243	-	(46,919)	-	(163,989,062)	-	(163,989,062)
Others	220,367,309	140,147,605	-	-	2,234	360,517,148	364,844,020	(4,326,872)
Subtotal	1,280,946,700	(59,857,436)	(42,607,767)	20,120,386	(1,617,725)	1,196,984,158	2,323,861,696	(1,126,877,538)
Set off							(695,222,304)	695,222,304
Deferred tax assets/(liabilities) recognised in the consolidated statement of financial position							1,628,639,392	(431,655,234)

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

29. DEFERRED TAX ASSETS/(LIABILITIES) (continued)

(a) Deferred tax assets and liabilities recognised (continued)

	As at 1 January 2020	Credited/ (charged) to profit or loss	Credited/ (charged) to equity	Effect of changes in exchange rates	As at 31 December 2020		
					Deferred tax, net	Deferred tax assets	Deferred tax liabilities
Deferred tax assets/(liabilities) before set-off:							
Staff cost	830,304,832	457,384,927	-	(751,006)	1,286,938,753	1,286,938,753	-
Deductible tax losses	33,729,748	34,680,521	-	(3,361,865)	65,048,404	65,048,404	-
Depreciation and amortisation	(30,173,159)	429,382	-	(55,199)	(29,798,976)	1,709,895	(31,508,871)
Changes in fair values of financial instruments at fair value through profit or loss	(78,058,586)	(204,197,972)	-	121,725	(282,134,833)	225,082,043	(507,216,876)
Changes in fair values of financial assets at fair value through other comprehensive income	(53,438,968)	-	48,518,724	124,621	(4,795,623)	7,288,066	(12,083,689)
Impairment loss allowance	57,335,066	137,306,696	(474,066)	(1,651,644)	192,516,052	191,252,622	1,263,430
Fair value adjustment arising from acquisition of a subsidiary	(174,993,509)	7,799,123	-	-	(167,194,386)	-	(167,194,386)
Others	143,851,131	76,525,564	-	(9,386)	220,367,309	237,935,468	(17,568,159)
Subtotal	728,556,555	509,928,241	48,044,658	(5,582,754)	1,280,946,700	2,015,255,251	(734,308,551)
Set off						(227,640,886)	227,640,886
Deferred tax assets/(liabilities) recognised in the consolidated statement of financial position						1,787,614,365	(506,667,665)

(b) Deferred tax assets not recognised

As at 31 December 2021, the accumulated deductible temporary differences and deductible tax losses with no deferred tax asset recognised of the Group amounted to RMB1,533 million (31 December 2020: RMB1,505 million).

Deferred tax assets not recognised in respect of cumulative tax losses are mainly attributable to certain overseas subsidiaries of the Group which were set up to strengthen the Group's cross-border service capabilities.

Deferred tax asset arising from unused tax losses is recognised only to the extent that an entity has sufficient taxable temporary differences or there is other convincing evidence that sufficient taxable profit will be available against which the unused tax losses can be utilised by the entity, when the entity has a history of recent losses. The directors of the Company review the financial performance of these overseas subsidiaries at the end of year to determine whether there is sufficient taxable profit to be available against the unused tax losses, and they are of the opinion that it is probable that sufficient future taxable profits against which the losses can be utilised may not be available in these overseas entities in the foreseeable future, given the current market conditions, and that further expenditures of these overseas subsidiaries are considered necessary for expanding the Group's overseas operations based on its business strategies.

30. OTHER NON-CURRENT ASSETS

	As at 31 December	
	2021	2020
Rental and other deposits	242,435,920	150,211,057
Others	87,378,935	528,831,735
Subtotal	329,814,855	679,042,792
Less: Impairment loss allowance	(1,300,093)	(168,077,738)
Total	328,514,762	510,965,054

31. ACCOUNTS RECEIVABLE

(a) Analysed by nature:

	As at 31 December	
	2021	2020
Trade receivable (Note)	43,111,765,949	41,104,785,042
Asset management fees receivable	1,448,802,510	1,310,345,227
Underwriting and advisory fees receivable	1,178,055,128	1,296,068,783
Trading seat rental fees receivable	262,339,248	195,405,526
Others	319,639,028	212,101,324
Subtotal	46,320,601,863	44,118,705,902
Less: Impairment loss allowance	(577,721,275)	(624,931,217)
Total	45,742,880,588	43,493,774,685

Note: Trade receivable mainly consisted of receivables from brokers and clearinghouses for trade settlements and from counterparties in derivative transactions and deposits for securities-based lending.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

31. ACCOUNTS RECEIVABLE (continued)

(b) Analysed by aging:

	As at 31 December 2021			
	Gross amount		Impairment loss allowance	
	Amount	%	Amount	%
Within 1 year (inclusive)	45,024,675,488	97.21%	(218,683,813)	37.86%
1 – 2 years (inclusive)	770,316,421	1.66%	(63,912,118)	11.06%
2 – 3 years (inclusive)	227,291,657	0.49%	(105,037,551)	18.18%
More than 3 years	298,318,297	0.64%	(190,087,793)	32.90%
Total	46,320,601,863	100.00%	(577,721,275)	100.00%

	As at 31 December 2020			
	Gross amount		Impairment loss allowance	
	Amount	%	Amount	%
Within 1 year (inclusive)	42,357,168,020	96.00%	(206,675,937)	33.08%
1 – 2 years (inclusive)	1,317,021,385	2.99%	(197,759,198)	31.64%
2 – 3 years (inclusive)	141,947,812	0.32%	(94,563,609)	15.13%
More than 3 years	302,568,685	0.69%	(125,932,473)	20.15%
Total	44,118,705,902	100.00%	(624,931,217)	100.00%

32. RECEIVABLE FROM MARGIN CLIENTS

(a) Analysed by nature:

	As at 31 December	
	2021	2020
Individuals	33,200,516,997	29,229,190,952
Institutions	5,439,116,673	4,110,732,871
Subtotal	38,639,633,670	33,339,923,823
Accrued interests	1,001,389,159	681,692,892
Less: Impairment loss allowance	(161,966,115)	(136,803,436)
Total	39,479,056,714	33,884,813,279

32. RECEIVABLE FROM MARGIN CLIENTS *(continued)***(b) Analysed by fair value of collaterals:**

	As at 31 December	
	2021	2020
Stocks	124,939,879,833	102,655,533,418
Funds	11,192,319,708	5,758,757,056
Cash	7,441,888,372	4,629,138,045
Debt securities	247,429,455	116,697,735
Total	143,821,517,368	113,160,126,254

33. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME**(a) Analysed by type:**

	As at 31 December	
	2021	2020
At fair value		
– Debt securities	43,009,969,681	37,212,187,524

(b) Analysed by listing status:

	As at 31 December	
	2021	2020
Listed		
– In Hong Kong, China	3,873,877,762	2,071,334,212
– Outside Hong Kong, China	39,136,091,919	35,140,853,312
Total	43,009,969,681	37,212,187,524

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

34. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES)

	As at 31 December 2021		
	Notional amount	Fair value Assets	Liabilities
Hedging instruments (a)			
– Interest rate contracts	6,390,000,000	93,610,591	–
– Currency contracts	565,774,000	16,827,830	–
Non-hedging instruments			
– Interest rate contracts	242,441,578,342	1,171,561,161	(1,111,387,288)
– Currency contracts	190,415,232,394	1,304,156,273	(1,346,933,865)
– Equity contracts	434,621,453,927	11,666,573,674	(15,423,808,261)
– Credit contracts	3,335,399,000	28,522,231	(12,751,155)
– Other contracts (Note)	47,966,982,401	466,303,899	(350,093,069)
Total	925,736,420,064	14,747,555,659	(18,244,973,638)
Less: Settlement		(183,326,996)	110,966,130
Net position		14,564,228,663	(18,134,007,508)

	As at 31 December 2020		
	Notional amount	Fair value Assets	Liabilities
Hedging instruments (a)			
– Interest rate contracts	9,590,000,000	147,610,386	–
Non-hedging instruments			
– Interest rate contracts	405,563,762,807	610,719,055	(666,826,709)
– Currency contracts	122,152,208,668	1,925,466,923	(3,427,667,304)
– Equity contracts	301,153,269,581	9,045,945,509	(20,693,731,679)
– Credit contracts	1,228,896,500	10,146,455	(10,762,169)
– Other contracts (Note)	54,619,624,733	609,631,600	(585,781,254)
Total	894,307,762,289	12,349,519,928	(25,384,769,115)
Less: Settlement		(38,256,092)	702,234,478
Net position		12,311,263,836	(24,682,534,637)

Note: Other contracts mainly include commodity options and commodity futures.

34. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES) (continued)

Under a daily mark-to-market settlement arrangement, any gains or losses of the Group's positions in futures contracts in mainland China are settled daily. As at 31 December 2021, derivative financial assets of RMB183,326,996 arose from unexpired commodity and treasury bond futures contracts (31 December 2020: RMB38,256,092); derivative financial liabilities of RMB110,966,130 arose from unexpired stock index futures contracts (31 December 2020: RMB702,234,478). These gains or losses are reflected as settlement in the tables above.

(a) Hedging instruments

(i) Fair value hedges

Fair value hedges are used by the Group to protect against changes in the fair value of financial liabilities due to movements in market interest rates. Interest rate swaps are used to hedge the interest rate risk of the selected long-term debt securities issued.

The gains of fair value hedges are presented as follows:

	Year ended 31 December	
	2021	2020
Gains arising from fair value hedges, net:		
Interest rate contracts	(3,871,167)	3,333,399
Hedged items attributable to the hedged risk	30,725,835	26,865,606
Total	26,854,668	30,199,005

The notional amounts with remaining life of the designated as hedging instruments in fair value hedges are presented as follows:

	As at 31 December 2021			Total
	Less than 6 months (inclusive)	6 months to 12 months (inclusive)	More than 12 months	
Hedging instruments-interest rate contracts	1,550,000,000	2,920,000,000	1,920,000,000	6,390,000,000
	As at 31 December 2020			Total
	Less than 6 months (inclusive)	6 months to 12 months (inclusive)	More than 12 months	
Hedging instruments-interest rate contracts	1,400,000,000	2,000,000,000	6,190,000,000	9,590,000,000

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

34. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES) (continued)

(a) Hedging instruments (continued)

(i) Fair value hedges (continued)

Details of the Group's hedged risk exposure in fair value hedges strategy are set out below:

Long-term debt securities issued	As at 31 December	
	2021	2020
Carrying amount of hedged items	6,559,631,222	9,878,977,040
Accumulated adjustments to the fair value of hedged items	122,669,430	207,364,163

(ii) Hedges of net investments in foreign operations

The Group's consolidated financial position is affected by the exchange differences between the functional currency of the Company and functional currencies of its subsidiaries. The Group hedges such foreign exchange exposure in limited circumstances. The Group hedges exchange exposures using foreign exchange forward contracts for certain net investments in foreign operations. Under the hedging relationships, the Group separates the forward element and the spot element of a forward contract and designates as the hedging instrument only the change in the value of the spot element of the forward contract. There was no hedge ineffectiveness for the year ended 31 December 2021 (2020: NA).

As at 31 December 2021, the accumulated net gains from the hedging instruments recognised in other comprehensive income amounted to RMB19,772,308 (31 December 2020: NA). For the year ended 31 December 2021, the net gains associated with forward elements of forward contracts recognised in profit or loss were RMB14,572,332 (2020: NA).

As at 31 December 2021, the nominal amount of hedging instruments designated as hedges of net investments in foreign operations by the Group was RMB565,774,000 (31 December 2020: NA), and the remaining maturity date is within 6 months.

35. CASH HELD ON BEHALF OF CLIENTS

The Group maintains segregated deposit accounts with banks and authorised institutions to hold client monies arising from its ordinary course of business. The Group has classified their client monies as cash held on behalf of clients under current assets of the consolidated statement of financial position and recognised the corresponding current liabilities, in particular, accounts payable to brokerage clients and accounts payable to underwriting clients, on the grounds that the Group is liable for any misappropriation of their clients' monies. In mainland China, clients' monies are restricted and governed by relevant third-party deposit regulations issued by the China Securities Regulatory Commission (the "CSRC"). In Hong Kong SAR, clients' monies are restricted and governed by the *Securities and Futures (Client Money) Rules* under the *Securities and Futures Ordinance*.

36. CASH AND BANK BALANCES

	As at 31 December	
	2021	2020
Cash on hand	146,897	139,386
Deposits with banks	59,655,004,412	44,082,495,955
Deposits with clearinghouses	6,372,900,707	3,006,847,606
Subtotal	66,028,052,016	47,089,482,947
Accrued interests	115,322,702	71,756,629
Less: Impairment loss allowance	(279,829)	(168,508)
Total	66,143,094,889	47,161,071,068

37. CASH AND CASH EQUIVALENTS

	As at 31 December	
	2021	2020
Cash on hand	146,897	139,386
Deposits with banks	59,655,004,412	44,082,495,955
Deposits with clearinghouses	6,372,900,707	3,006,847,606
Subtotal	66,028,052,016	47,089,482,947
Less: Restricted bank deposits	(835,105,292)	(427,049,392)
Total	65,192,946,724	46,662,433,555

The restricted bank deposits mainly include the risk reserve deposits held for asset management business and temporary deposits held on behalf of non-brokerage clients.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	As at 1 January 2021	Cash flows	Non-cash changes			As at 31 December 2021
			(Transferred out)/ transferred in	Interests, amortisation and effect of changes in exchange rates	Fair value changes	
Short-term debt securities issued	26,492,570,465	(3,698,500,070)	(202,222,740)	398,009,834	–	22,989,857,489
Long-term debt securities issued due within one year	23,386,443,319	(26,679,555,965)	36,641,688,229	1,451,886,236	(47,210,245)	34,753,251,574
Long-term debt securities issued	104,614,517,533	54,304,293,617	(36,439,465,489)	3,256,521,153	19,431,387	125,755,298,201
Total liabilities arising from financing activities	154,493,531,317	23,926,237,582	–	5,106,417,223	(27,778,858)	183,498,407,264

	As at 1 January 2020	Cash flows	Non-cash changes			As at 31 December 2020
			(Transferred out)/ transferred in	Interests, amortisation and effect of changes in exchange rates	Fair value changes	
Short-term debt securities issued	21,240,334,869	5,727,806,168	(354,361,607)	(121,208,965)	–	26,492,570,465
Long-term debt securities issued due within one year	21,806,085,676	(22,760,594,553)	23,426,068,537	888,910,595	25,973,064	23,386,443,319
Long-term debt securities issued	57,585,268,714	69,014,734,667	(23,071,706,930)	1,110,133,930	(23,912,848)	104,614,517,533
Total liabilities arising from financing activities	100,631,689,259	51,981,946,282	–	1,877,835,560	2,060,216	154,493,531,317

39. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 31 December 2021		
	Financial liabilities held for trading	Financial liabilities designated as at fair value through profit or loss	Total
Equity securities	2,755,876,401	34,162,624,317	36,918,500,718
Debt securities	823,345,819	526,215,128	1,349,560,947
Funds and others	658,725,019	–	658,725,019
Total	4,237,947,239	34,688,839,445	38,926,786,684

	As at 31 December 2020		
	Financial liabilities held for trading	Financial liabilities designated as at fair value through profit or loss	Total
Equity securities	5,904,122,584	33,251,717,178	39,155,839,762
Debt securities	1,066,167,906	1,542,983,452	2,609,151,358
Funds and others	1,126,558,207	–	1,126,558,207
Total	8,096,848,697	34,794,700,630	42,891,549,327

Note 1: As at 31 December 2021 and 31 December 2020, there were no significant fair value changes related to the changes in the credit risk of financial liabilities designated as at fair value through profit or loss of the Group.

Note 2: The Group's financial liabilities designated at fair value through profit or loss are mainly equity-linked instruments, and their fair values are linked to stock, index, etc.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

40. ACCOUNTS PAYABLE TO BROKERAGE CLIENTS

	As at 31 December	
	2021	2020
Client deposits for brokerage trading	84,806,501,501	62,030,728,369
Client deposits for margin financing and securities lending	8,622,632,712	8,612,779,838
Subtotal	93,429,134,213	70,643,508,207
Accrued interests	16,031,094	11,672,249
Total	93,445,165,307	70,655,180,456

Accounts payable to brokerage clients represent the monies received from and repayable to brokerage clients, which are mainly held at banks and clearinghouses. Accounts payable to brokerage clients are interest-bearing at the prevailing interest rate.

The balance of the accounts payable includes certain margin deposits and cash collaterals received from clients for their margin financing and securities lending activities under ordinary course of business. Only the amounts in excess of the required amount of margin deposits and cash collaterals are repayable on demand.

41. PLACEMENTS FROM FINANCIAL INSTITUTIONS

(a) Analysed by funding source:

	As at 31 December	
	2021	2020
Placements from banks	50,516,199,330	33,796,181,995
Placements from China Securities Finance Corporation Limited	500,000,000	200,000,000
Placements from non-bank financial institution	200,000,000	300,000,000
Subtotal	51,216,199,330	34,296,181,995
Accrued interests	261,079,348	220,232,700
Total	51,477,278,678	34,516,414,695

41. PLACEMENTS FROM FINANCIAL INSTITUTIONS *(continued)***(b) Analysed by residual maturity:**

	As at 31 December			
	2021		2020	
	Book value	Range of interest rate	Book value	Range of interest rate
Within 1 month (inclusive)	36,379,699,104	0.18% – 3.60%	18,964,291,414	0.99% – 3.50%
1 – 3 months (inclusive)	3,432,566,420	0.90% – 3.40%	4,248,025,919	1.08% – 2.99%
3 months – 1 year (inclusive)	11,665,013,154	1.05% – 3.20%	11,304,097,362	1.76% – 3.49%
Total	51,477,278,678		34,516,414,695	

42. SHORT-TERM DEBT SECURITIES ISSUED

	Notes	As at 31 December	
		2021	2020
Beneficiary certificates	(a)	15,121,477,870	19,683,669,800
Short-term corporate bonds	(b)	5,000,000,000	–
Structured notes	(c)	1,762,243,471	5,884,269,327
Short-term commercial papers	(d)	1,000,000,000	–
MTNs	(e)	–	803,260,708
Subtotal		22,883,721,341	26,371,199,835
Accrued interests:			
Beneficiary certificates		51,422,773	92,036,857
Short-term corporate bonds		40,963,789	–
Structured notes		11,513,970	27,082,943
Short-term commercial papers		2,235,616	–
MTNs		–	2,250,830
Total		22,989,857,489	26,492,570,465

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

42. SHORT-TERM DEBT SECURITIES ISSUED (continued)

(a) Beneficiary certificates:

Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Reclassified to long-term debt securities issued (Note)	Book value as at 31 December 2021
0.00% – 11.02%	19,775,706,657	47,872,317,839	(38,391,344)	(52,234,509,769)	(202,222,740)	15,172,900,643

Nominal interest rate	Book value as at 1 January 2020	Issuance	Interest accrued, net of interest paid	Redemption	Reclassified to long-term debt securities issued (Note)	Book value as at 31 December 2020
0.00% – 11.02%	14,590,818,072	61,155,882,718	8,707,077	(55,625,339,603)	(354,361,607)	19,775,706,657

Note: A balance of RMB202 million (31 December 2020: RMB354 million) was reclassified to long-term debt securities issued as extension rights were exercised by the holders of these beneficiary certificates.

The Group has issued beneficiary certificates bearing nominal interest at:

- fixed rates, ranging from 1.50% to 7.90% per annum;
- a fixed rate plus a floating rate; or
- a floating rate.

The floating interest rate is calculated based on stock indices such as Shanghai & Shenzhen 300 Index and China Securities Index 500, individual stocks, prices of commodity products or United States dollar ("USD") index. The yield rate of such income certificates is based on market performance of the underlying instruments in the contractual period, and the non-fixed income is bifurcated and accounted under derivative financial instruments.

42. SHORT-TERM DEBT SECURITIES ISSUED *(continued)***(b) Short-term corporate bonds:**

Name	Interest commencement date	Maturity date	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
21 CISC WMS S1	09/08/2021	09/08/2022	2,000,000,000	2.68%	-	2,000,000,000	20,042,181	-	-	2,020,042,181
21 CISC WMS S2	24/09/2021	24/09/2022	3,000,000,000	2.85%	-	3,000,000,000	20,921,608	-	-	3,020,921,608
Total					-	5,000,000,000	40,963,789	-	-	5,040,963,789

(c) Structured notes:

Name	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
Structured notes (i)	5,911,352,270	2,232,650,401	(15,568,973)	(6,268,914,105)	(85,762,152)	1,773,757,441

Name	Book value as at 1 January 2020	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2020
Structured notes (i)	6,649,516,797	10,529,132,195	(40,654,932)	(10,773,425,640)	(453,216,150)	5,911,352,270

- (i) The notes were issued bearing nominal interest rates ranging from 0.25% to 3.80% per annum. The notes are for maturities of 21 days to 365 days.

(d) Short-term commercial papers:

Name	Interest commencement date	Maturity date	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
21 CICC CP001	29/11/2021	25/02/2022	1,000,000,000	2.55%	-	1,000,000,000	2,235,616	-	-	1,002,235,616

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

42. SHORT-TERM DEBT SECURITIES ISSUED (continued)

(e) MTNs:

Name	Interest commencement date	Maturity date	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
MTN(i)	28/09/2020	27/09/2021	USD123.2 million	1.05%	805,511,538	-	(2,250,830)	(797,042,400)	(6,218,308)	-

Name	Interest commencement date	Maturity date	Principal	Nominal interest rate	Book value as at 1 January 2020	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2020
MTN(i)	28/09/2020	27/09/2021	USD123.2 million	1.05%	-	840,864,640	2,250,830	-	(37,603,932)	805,511,538

(i) The Group redeemed the MTN on 27 September 2021.

43. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS ("REPOS")

(a) Analysed by collateral type:

	As at 31 December 2021	2020
Debt securities	13,428,469,513	20,905,356,393
Others	2,942,551,319	4,165,056,959
Subtotal	16,371,020,832	25,070,413,352
Accrued interests	5,050,119	30,670,471
Total	16,376,070,951	25,101,083,823

(b) Analysed by market:

	As at 31 December 2021	2020
Inter-bank market	9,477,194,594	14,593,790,179
Stock exchanges	1,960,221,642	3,902,244,482
Over-the-counter market	4,938,654,715	6,605,049,162
Total	16,376,070,951	25,101,083,823

As at 31 December 2021, the Group's pledged collateral in connection with its repurchase financing business amounted to RMB17,706,662,301 (31 December 2020: RMB25,245,903,799).

44. EMPLOYEE BENEFITS PAYABLE

	As at 31 December	
	2021	2020
Non-current		
Salaries, bonus and allowances	661,663,772	781,920,387
Current		
Salaries, bonus and allowances	10,352,150,340	7,714,334,048
Retirement scheme contribution	56,349,244	14,712,400
Other social welfare	39,276,663	38,179,136
Others	59,425,061	37,818,404
Subtotal	10,507,201,308	7,805,043,988
Total	11,168,865,080	8,586,964,375

45. OTHER CURRENT LIABILITIES

	As at 31 December	
	2021	2020
Trade payable	134,781,241,379	78,737,749,542
Accounts payable to underwriting clients	7,304,310,900	–
Payables to other investors of consolidated structured entities (Note 1)	2,843,550,185	4,487,977,574
Accrued expenses	966,024,464	787,129,102
Sundry tax payable	617,465,786	908,722,259
Dividends payable (Note 2)	218,147,434	–
Others	1,122,943,842	1,001,273,096
Total	147,853,683,990	85,922,851,573

Note 1: For each reporting period, the consolidation scope of structured entities varies due to the addition of structured entities to which the Group is a principal or due to the liquidation of the consolidated structured entities or changes in the Group's interests therein.

Note 2: As at 31 December 2021, dividends payable includes distribution to holders of perpetual subordinated bonds of RMB154,200,000 and dividends payable to non-controlling interests of RMB63,947,434 (31 December 2020: Nil).

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

46. LONG-TERM DEBT SECURITIES ISSUED

		As at 31 December	
	Notes	2021	2020
Due within one year			
– Corporate bonds	(a)	15,533,719,765	9,830,163,597
– Subordinated bonds	(b)	9,960,925,191	5,008,689,660
– MTNs	(c)	6,372,054,429	6,520,769,369
– Financial bonds	(d)	2,500,000,000	–
– Beneficiary certificates	(e)	–	1,741,009,800
Subtotal		34,366,699,385	23,100,632,426
Due after one year			
– Corporate bonds	(a)	88,004,854,904	63,530,023,736
– Subordinated bonds	(b)	16,555,765,429	19,530,109,664
– MTNs	(c)	19,089,128,134	16,269,771,958
– Financial bonds	(d)	–	2,500,000,000
– Beneficiary certificates	(e)	–	1,500,000,000
Subtotal		123,649,748,467	103,329,905,358
Accrued interests:			
– Corporate bonds		1,770,852,575	1,045,156,424
– Subordinated bonds		568,525,592	363,649,805
– MTNs		121,842,249	63,919,194
– Financial bonds		30,881,507	30,881,507
– Beneficiary certificates		–	66,816,138
Subtotal		2,492,101,923	1,570,423,068
Total		160,508,549,775	128,000,960,852
Fair value		163,078,293,731	127,825,070,661

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(a) Corporate bonds:

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
16CCCC01 (i)	18/07/2016	18/07/2021	Annually	3,000,000,000	3.58%	2,923,108,092	-	(47,108,092)	(2,876,000,000)	-	-
16CCCC02 (ii)	18/07/2016	18/07/2023	Annually	1,000,000,000	3.29%	1,015,052,877	-	(15,052,877)	(1,000,000,000)	-	-
16CCCC04 (iii)	27/10/2016	27/10/2023	Annually	900,000,000	3.13%	905,093,753	-	(5,093,753)	(900,000,000)	-	-
17CCCC03	08/05/2017	08/05/2022	Annually	1,000,000,000	5.19%	1,039,819,840	-	5,070,214	-	(14,169,351)	1,030,720,703
18CCCC02 (x)	26/01/2018	26/01/2021	Annually	1,000,000,000	5.70%	1,053,487,398	-	(37,421,339)	(1,000,000,000)	(16,066,059)	-
18CCCC04 (vii)	24/04/2018	24/04/2021	Annually	1,000,000,000	4.94%	1,034,778,011	-	(21,214,544)	(1,000,000,000)	(13,583,467)	-
18CCCC06 (xiv)	28/06/2018	28/06/2021	Annually	1,000,000,000	5.30%	1,026,731,144	-	(18,438,798)	(1,000,000,000)	(8,292,346)	-
19CCCC04 (vii)	21/11/2019	21/11/2025	Annually	1,500,000,000	3.52%	1,505,930,959	-	-	-	-	1,505,930,959
20CCCCF1 (vii)	26/02/2020	26/02/2025	Annually	4,000,000,000	3.20%	4,108,361,644	-	-	-	-	4,108,361,644
20CCCCG1 (xvii)	03/04/2020	03/04/2026	Annually	1,500,000,000	2.89%	1,532,304,658	-	-	-	-	1,532,304,658
20CCCCG2 (xviii)	03/04/2020	03/04/2027	Annually	1,000,000,000	3.25%	1,024,219,178	-	-	-	-	1,024,219,178
20CCCCG3 (xix)	06/05/2020	06/05/2026	Annually	3,300,000,000	2.37%	3,351,211,479	-	-	-	-	3,351,211,479
20CCCCG4 (xx)	06/05/2020	06/05/2027	Annually	700,000,000	2.88%	713,200,658	-	-	-	-	713,200,658
20CCCCF2 (vii)	28/05/2020	28/05/2025	Annually	3,000,000,000	2.95%	3,052,615,069	-	-	-	-	3,052,615,069
20CCCCG5 (xxi)	22/06/2020	22/06/2026	Annually	1,500,000,000	3.10%	1,524,460,274	-	-	-	-	1,524,460,274
20CCCCF3 (xvii)	24/07/2020	24/07/2025	Annually	3,000,000,000	3.80%	3,049,972,603	-	-	-	-	3,049,972,603
20CCCC07 (xxiv)	10/09/2020	10/09/2025	Annually	5,000,000,000	3.78%	5,057,476,712	-	-	-	-	5,057,476,712
20CCCC09 (xxv)	23/09/2020	23/09/2025	Annually	5,000,000,000	3.80%	5,051,013,699	-	-	-	-	5,051,013,699
20CCCC11 (xxvi)	19/10/2020	19/10/2023	Annually	2,500,000,000	3.50%	2,517,500,000	-	-	-	-	2,517,500,000
20CCCC12 (xxvii)	19/10/2020	19/10/2025	Annually	2,500,000,000	3.74%	2,518,700,000	-	-	-	-	2,518,700,000
20CCCC13 (xxviii)	28/10/2020	28/10/2023	Annually	2,000,000,000	3.48%	2,012,203,836	-	-	-	-	2,012,203,836
20CCCC14 (xxix)	28/10/2020	28/10/2025	Annually	3,000,000,000	3.68%	3,019,357,808	-	-	-	-	3,019,357,808
20CCCCF4 (xxx)	14/12/2020	14/12/2023	Annually	2,500,000,000	3.85%	2,504,482,877	-	-	-	-	2,504,482,877
20CCCCF5 (xxxi)	14/12/2020	14/12/2025	Annually	2,500,000,000	4.09%	2,504,762,329	-	-	-	-	2,504,762,329
21CCCCF1 (xlii)	18/01/2021	18/01/2024	Annually	2,500,000,000	3.55%	-	2,500,000,000	84,373,288	-	-	2,584,373,288
21CCCCF2 (xliii)	18/01/2021	18/01/2026	Annually	2,500,000,000	3.75%	-	2,500,000,000	89,126,712	-	-	2,589,126,712
21CCCCF3 (xliv)	04/03/2021	04/03/2024	Annually	1,500,000,000	3.60%	-	1,500,000,000	44,679,452	-	-	1,544,679,452
21CCCCF4 (xlv)	04/03/2021	04/03/2026	Annually	2,000,000,000	3.82%	-	2,000,000,000	63,213,151	-	-	2,063,213,151
21CCCCG1 (xlvi)	16/03/2021	16/03/2026	Annually	2,000,000,000	3.58%	-	2,000,000,000	56,887,671	-	-	2,056,887,671
21CCCCG2	16/03/2021	16/03/2031	Annually	2,000,000,000	4.10%	-	2,000,000,000	65,150,685	-	-	2,065,150,685

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(a) Corporate bonds: (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
21 CCC G3 (xlii)	25/03/2021	25/03/2026	Annually	1,500,000,000	3.51%	-	1,500,000,000	40,533,288	-	-	1,540,533,288
21 CCC G4	25/03/2021	25/03/2031	Annually	2,500,000,000	4.07%	-	2,500,000,000	78,333,562	-	-	2,578,333,562
21 CCC F5 (xliii)	13/04/2021	13/04/2024	Annually	1,000,000,000	3.43%	-	1,000,000,000	24,620,822	-	-	1,024,620,822
21 CCC F6 (xliii)	13/04/2021	13/04/2026	Annually	3,500,000,000	3.70%	-	3,500,000,000	92,601,370	-	-	3,592,601,370
21 CCC G5 (i)	16/08/2021	16/08/2026	Annually	1,000,000,000	3.04%	-	1,000,000,000	11,410,411	-	-	1,011,410,411
21 CCC G6 (i)	16/08/2021	16/08/2028	Annually	1,500,000,000	3.39%	-	1,500,000,000	19,086,164	-	-	1,519,086,164
21 CCC G7	08/12/2021	08/12/2024	Annually	2,500,000,000	2.97%	-	2,500,000,000	4,678,767	-	-	2,504,678,767
21 CCC G8	08/12/2021	08/12/2031	Annually	1,000,000,000	3.68%	-	1,000,000,000	2,318,904	-	-	1,002,318,904
17 CSC F2	18/07/2017	18/07/2022	Annually	1,000,000,000	5.10%	1,023,334,247	-	(2,407)	-	2,407	1,023,334,247
18 CSC 01 (xxviii)	23/03/2018	23/03/2021	Annually	1,000,000,000	5.95%	1,046,280,749	-	(46,345,867)	(1,000,000,000)	65,118	-
18 CSC 03 (xxv)	21/09/2018	21/09/2021	Annually	1,000,000,000	4.99%	1,013,896,731	-	(13,994,182)	(1,000,000,000)	97,451	-
19 CSC 01	22/04/2019	22/04/2022	Annually	2,000,000,000	4.22%	2,058,563,227	-	(3,981)	-	133,436	2,058,692,682
19 CCC WMS 01 (xxvi)	16/10/2019	16/10/2024	Annually	3,000,000,000	3.58%	3,020,477,755	-	(948,462)	-	939,284	3,020,468,577
20 CCC WMS G1 (xxvii)	16/01/2020	16/01/2025	Annually	2,000,000,000	3.44%	2,065,594,368	-	(1,897,763)	-	793,230	2,064,489,835
20 CCC WMS F1 (xxviii)	09/04/2020	09/04/2025	Annually	3,000,000,000	3.17%	3,063,566,301	-	(2,834,675)	-	933,991	3,067,665,617
20 CCC WMS F2	28/07/2020	28/07/2023	Annually	2,000,000,000	3.80%	2,032,490,411	-	(1,890,377)	-	876,051	2,031,676,085
20 CCC WMS G2 (xxix)	21/10/2020	21/10/2025	Annually	2,000,000,000	3.77%	2,014,873,425	-	(1,647,802)	-	369,446	2,013,595,069
20 CCC WMS G3	21/10/2020	21/10/2025	Annually	1,000,000,000	4.20%	1,008,284,932	-	(824,057)	-	183,369	1,007,644,244
20 CCC WMS G5 (ii)	24/11/2020	24/11/2025	Annually	1,000,000,000	3.98%	1,004,143,562	-	(756,594)	-	155,831	1,003,542,799
20 CCC WMS G6 (ii)	15/12/2020	15/12/2025	Annually	1,000,000,000	3.85%	1,001,793,151	-	(756,533)	-	147,969	1,001,184,587
21 CCC WMS G1 (iii)	26/03/2021	26/03/2024	Annually	2,000,000,000	3.44%	-	2,000,000,000	50,004,311	-	759,312	2,050,763,623
21 CCC WMS G2 (iii)	26/03/2021	26/03/2026	Annually	3,000,000,000	3.65%	-	3,000,000,000	82,686,792	-	278,146	3,082,964,938
21 CCC WMS G3 (iv)	22/04/2021	22/04/2026	Annually	3,000,000,000	3.55%	-	3,000,000,000	72,499,121	-	257,032	3,072,756,153
21 CCC WMS G4	22/04/2021	22/04/2026	Annually	2,000,000,000	3.84%	-	2,000,000,000	50,482,119	-	411,708	2,050,893,827
21 CCC WMS G5 (iv)	09/12/2021	09/12/2026	Annually	3,000,000,000	3.06%	-	3,000,000,000	4,171,450	-	74,778	3,004,246,228
Total						74,405,343,757	40,000,000,000	725,696,151	(9,776,000,000)	(45,612,664)	105,309,427,244

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(a) Corporate bonds: (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2020	Interest accrued, net of			Redemption	Amortisation and others	Book value as at 31 December 2020
							Issuance	interest paid				
16CCCC01 (i)	18/07/2016	18/07/2021	Annually	3,000,000,000	3.58%	2,972,826,008	-	282,084	-	-	-	2,973,108,092
16CCCC02 (ii)	18/07/2016	18/07/2023	Annually	1,000,000,000	3.29%	1,015,052,877	-	-	-	-	-	1,015,052,877
16CCCC04 (iii)	27/10/2016	27/10/2023	Annually	900,000,000	3.13%	905,089,753	-	-	-	-	-	905,089,753
17CCCC01 (iv)	20/01/2017	20/01/2020	Annually	4,000,000,000	4.35%	4,165,686,653	-	(136,356,664)	(4,000,000,000)	(29,320,989)	-	-
17CCCC02 (v)	08/05/2017	08/05/2020	Annually	1,000,000,000	4.97%	1,032,496,932	-	(19,782,570)	(1,000,000,000)	(12,714,362)	-	-
17CCCC03	08/05/2017	08/05/2022	Annually	1,000,000,000	5.19%	1,055,402,156	-	(8,917,013)	-	(6,655,303)	1,039,819,840	-
17CCCC04 (vi)	27/07/2017	27/07/2020	Annually	2,000,000,000	4.78%	2,042,623,556	-	(24,900,980)	(2,000,000,000)	(17,722,666)	-	-
17CCCC05 (vii)	20/10/2017	20/10/2020	Annually	2,000,000,000	5.13%	2,019,150,286	-	1,577,033	(2,000,000,000)	(20,727,329)	-	-
17CCCC06 (viii)	21/11/2017	21/11/2020	Annually	2,500,000,000	5.49%	2,512,752,752	-	17,466,810	(2,500,000,000)	(30,219,562)	-	-
18CCCC01 (ix)	26/01/2018	26/01/2020	Annually	1,000,000,000	5.58%	1,052,245,432	-	(40,513,328)	(1,000,000,000)	(11,732,104)	-	-
18CCCC02 (x)	26/01/2018	26/01/2021	Annually	1,000,000,000	5.70%	1,062,144,259	-	(2,461,455)	-	(6,195,406)	1,053,487,398	-
18CCCC03 (xi)	24/04/2018	24/04/2020	Annually	500,000,000	4.80%	517,057,151	-	(13,576,425)	(500,000,000)	(3,480,726)	-	-
18CCCC04 (xii)	24/04/2018	24/04/2021	Annually	1,000,000,000	4.94%	1,041,603,234	-	(44,701,094)	-	(2,355,129)	1,034,778,011	-
18CCCC05 (xiii)	28/06/2018	28/06/2020	Annually	1,000,000,000	5.20%	1,027,609,561	-	(23,003,639)	(1,000,000,000)	(4,606,322)	-	-
18CCCC06 (xiv)	28/06/2018	28/06/2021	Annually	1,000,000,000	5.30%	1,032,202,027	-	(4,007,022)	-	(1,463,861)	1,026,731,144	-
19CCCC04 (xv)	21/11/2019	21/11/2025	Annually	1,500,000,000	3.52%	1,505,786,301	-	144,658	-	-	-	1,505,930,959
20CCCC F1 (xvi)	26/02/2020	26/02/2025	Annually	4,000,000,000	3.20%	-	4,000,000,000	108,361,644	-	-	-	4,108,361,644
20CCCC G1 (xvii)	03/04/2020	03/04/2026	Annually	1,500,000,000	2.89%	-	1,500,000,000	32,304,658	-	-	-	1,532,304,658
20CCCC G2 (xviii)	03/04/2020	03/04/2027	Annually	1,000,000,000	3.25%	-	1,000,000,000	24,219,178	-	-	-	1,024,219,178
20CCCC G3 (xix)	06/05/2020	06/05/2026	Annually	3,300,000,000	2.37%	-	3,300,000,000	51,211,479	-	-	-	3,351,211,479
20CCCC G4 (xx)	06/05/2020	06/05/2027	Annually	700,000,000	2.88%	-	700,000,000	13,200,658	-	-	-	713,200,658
20CCCC F2 (xxi)	28/05/2020	28/05/2025	Annually	3,000,000,000	2.95%	-	3,000,000,000	52,615,069	-	-	-	3,052,615,069
20CCCC G5 (xxii)	22/06/2020	22/06/2026	Annually	1,500,000,000	3.10%	-	1,500,000,000	24,460,274	-	-	-	1,524,460,274
20CCCC F3 (xxiii)	24/07/2020	24/07/2025	Annually	3,000,000,000	3.80%	-	3,000,000,000	49,972,603	-	-	-	3,049,972,603
20CCCC 07 (xxiv)	10/09/2020	10/09/2025	Annually	5,000,000,000	3.78%	-	5,000,000,000	57,476,712	-	-	-	5,057,476,712
20CCCC 09 (xxv)	23/09/2020	23/09/2025	Annually	5,000,000,000	3.80%	-	5,000,000,000	51,013,699	-	-	-	5,051,013,699
20CCCC 11 (xxvi)	19/10/2020	19/10/2023	Annually	2,500,000,000	3.50%	-	2,500,000,000	17,500,000	-	-	-	2,517,500,000
20CCCC 12 (xxvii)	19/10/2020	19/10/2025	Annually	2,500,000,000	3.74%	-	2,500,000,000	18,700,000	-	-	-	2,518,700,000
20CCCC 13 (xxviii)	28/10/2020	28/10/2023	Annually	2,000,000,000	3.48%	-	2,000,000,000	12,203,856	-	-	-	2,012,203,856

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(a) Corporate bonds: (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2020	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2020
20 CCC 14 (xix)	28/10/2020	28/10/2025	Annually	3,000,000,000	3.68%	-	3,000,000,000	19,357,808	-	-	3,019,357,808
20 CCC F4 (xix)	14/12/2020	14/12/2023	Annually	2,500,000,000	3.85%	-	2,500,000,000	4,482,877	-	-	2,504,482,877
20 CCC F5 (xx)	14/12/2020	14/12/2025	Annually	2,500,000,000	4.09%	-	2,500,000,000	4,762,329	-	-	2,504,762,329
17 CSC F1 (xxii)	18/07/2017	18/07/2020	Annually	3,000,000,000	4.95%	3,067,738,196	-	(67,738,196)	(3,000,000,000)	-	-
17 CSC F2	18/07/2017	18/07/2022	Annually	1,000,000,000	5.10%	1,023,270,492	-	63,755	-	-	1,023,334,247
18 CSC 01 (xxiii)	23/03/2018	23/03/2021	Annually	1,000,000,000	5.95%	1,046,088,333	-	126,492	-	65,924	1,046,280,749
18 CSC 02 (xxiv)	03/09/2018	03/09/2020	Annually	2,000,000,000	4.72%	2,032,396,587	-	(40,027,001)	(2,000,000,000)	7,630,414	-
18 CSC 03 (xxv)	21/09/2018	21/09/2021	Annually	1,000,000,000	4.99%	1,013,794,862	-	38,100	-	63,769	1,013,896,731
19 CSC 01	22/04/2019	22/04/2022	Annually	2,000,000,000	4.22%	2,058,278,417	-	160,473	-	124,337	2,058,563,227
19 CCC WMS 01 (xxvi)	16/10/2019	16/10/2024	Annually	3,000,000,000	3.58%	3,022,595,081	-	(2,768,284)	-	650,958	3,020,477,755
20 CCC WMS G1 (xxvii)	16/01/2020	16/01/2025	Annually	2,000,000,000	3.44%	-	2,000,000,000	65,508,630	-	85,738	2,065,594,368
20 CCC WMS F1 (xxviii)	09/04/2020	09/04/2025	Annually	3,000,000,000	3.17%	-	3,000,000,000	69,566,301	-	-	3,069,566,301
20 CCC WMS F2	28/07/2020	28/07/2023	Annually	2,000,000,000	3.80%	-	2,000,000,000	32,690,411	-	-	2,032,690,411
20 CCC WMS G2 (xxix)	21/10/2020	21/10/2025	Annually	2,000,000,000	3.77%	-	2,000,000,000	14,873,425	-	-	2,014,873,425
20 CCC WMS G3	21/10/2020	21/10/2025	Annually	1,000,000,000	4.20%	-	1,000,000,000	8,284,932	-	-	1,008,284,932
20 CCC WMS G5 (x)	24/11/2020	24/11/2025	Annually	1,000,000,000	3.98%	-	1,000,000,000	4,143,562	-	-	1,004,143,562
20 CCC WMS G6 (xi)	15/12/2020	15/12/2025	Annually	1,000,000,000	3.85%	-	1,000,000,000	1,793,151	-	-	1,001,793,151
Total						38,173,915,296	55,000,000,000	370,011,020	(19,000,000,000)	(138,582,559)	74,405,343,757

46. LONG-TERM DEBT SECURITIES ISSUED *(continued)*

(a) Corporate bonds: *(continued)*

- (i) The Company redeemed the bonds on 19 July 2021.
- (ii) The Company has an option to redeem the bonds on 18 July 2021. If the early-redemption option is not exercised, the Company will have an option to increase the nominal interest rate and an obligation to redeem the bonds when requested by the investors. The Company redeemed the bonds on 19 July 2021.
- (iii) The Company has an option to redeem the bonds on 27 October 2021. If the early-redemption option is not exercised, the Company will have an option to increase the nominal interest rate and an obligation to redeem the bonds when requested by the investors. The Company redeemed the bonds on 27 October 2021.
- (iv) The Company redeemed the bonds on 20 January 2020.
- (v) The Company redeemed the bonds on 8 May 2020.
- (vi) The Company redeemed the bonds on 27 July 2020.
- (vii) The Company redeemed the bonds on 20 October 2020.
- (viii) The Company redeemed the bonds on 23 November 2020.
- (ix) The Company redeemed the bonds on 3 February 2020.
- (x) The Company redeemed the bonds on 26 January 2021.
- (xi) The Company redeemed the bonds on 24 April 2020.
- (xii) The Company redeemed the bonds on 26 April 2021.
- (xiii) The Company redeemed the bonds on 29 June 2020.
- (xiv) The Company redeemed the bonds on 28 June 2021.
- (xv) The Company has an option to adjust the nominal interest rate on 21 November 2022 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xvi) The Company has an option to adjust the nominal interest rate on 26 February 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xvii) The Company has an option to adjust the nominal interest rate on 3 April 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xviii) The Company has an option to adjust the nominal interest rate on 3 April 2025 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xix) The Company has an option to adjust the nominal interest rate on 6 May 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xx) The Company has an option to adjust the nominal interest rate on 6 May 2025 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxi) The Company has an option to adjust the nominal interest rate on 28 May 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxii) The Company has an option to adjust the nominal interest rate on 22 June 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxiii) The Company has an option to adjust the nominal interest rate on 24 July 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxiv) The Company has an option to adjust the nominal interest rate on 10 September 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxv) The Company has an option to adjust the nominal interest rate on 23 September 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxvi) The Company has an option to adjust the nominal interest rate on 19 October 2022 and an obligation to redeem the bonds when requested by the investors accordingly.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(a) Corporate bonds: (continued)

- (xxvii) The Company has an option to adjust the nominal interest rate on 19 October 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxviii) The Company has an option to adjust the nominal interest rate on 28 October 2022 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxix) The Company has an option to adjust the nominal interest rate on 28 October 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxx) The Company has an option to adjust the nominal interest rate on 14 December 2022 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxxi) The Company has an option to adjust the nominal interest rate on 14 December 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxxii) CICC Wealth Management redeemed the bonds on 20 July 2020.
- (xxxiii) CICC Wealth Management redeemed the bonds on 23 March 2021.
- (xxxiv) CICC Wealth Management redeemed the bonds on 3 September 2020.
- (xxxv) CICC Wealth Management redeemed the bonds on 22 September 2021.
- (xxxvi) CICC Wealth Management has an option to adjust the nominal interest rate on 16 October 2022 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxxvii) CICC Wealth Management has an option to adjust the nominal interest rate on 16 January 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxxviii) CICC Wealth Management has an option to adjust the nominal interest rate on 9 April 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xxxix) CICC Wealth Management has an option to adjust the nominal interest rate on 21 October 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xl) CICC Wealth Management has an option to adjust the nominal interest rate on 24 November 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xli) CICC Wealth Management has an option to adjust the nominal interest rate on 15 December 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xlii) The Company has an option to adjust the nominal interest rate on 18 January 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xliii) The Company has an option to adjust the nominal interest rate on 18 January 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xliv) The Company has an option to adjust the nominal interest rate on 4 March 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xlv) The Company has an option to adjust the nominal interest rate on 4 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xlvi) The Company has an option to adjust the nominal interest rate on 16 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xlvii) The Company has an option to adjust the nominal interest rate on 25 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (xlviii) The Company has an option to adjust the nominal interest rate on 13 April 2023 and an obligation to redeem the bonds when requested by the investors accordingly.

46. LONG-TERM DEBT SECURITIES ISSUED *(continued)*

(a) Corporate bonds: *(continued)*

- (xix) The Company has an option to adjust the nominal interest rate on 13 April 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (i) The Company has an option to adjust the nominal interest rate on 16 August 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (ii) The Company has an option to adjust the nominal interest rate on 16 August 2026 and an obligation to redeem the bonds when requested by the investors accordingly.
- (iii) CICC Wealth Management has an option to adjust the nominal interest rate on 26 March 2023 and an obligation to redeem the bonds when requested by the investors accordingly.
- (iii) CICC Wealth Management has an option to adjust the nominal interest rate on 26 March 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (iv) CICC Wealth Management has an option to adjust the nominal interest rate on 22 April 2024 and an obligation to redeem the bonds when requested by the investors accordingly.
- (v) CICC Wealth Management has an option to adjust the nominal interest rate on 9 December 2024 and an obligation to redeem the bonds when requested by the investors accordingly.

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(b) Subordinated bonds:

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
16CCCC2 (i)	15/12/2016	15/12/2021	Annually	3,400,000,000	4.60%	3,406,855,890	-	(6,855,890)	(3,400,000,000)	-	-
					1st - 5th year, 5.00%;						
16CCCC Futures (ii)	16/12/2016	16/12/2024	Annually	100,000,000	6th - 8th year, 8.00%	100,219,178	-	(219,178)	(100,000,000)	-	-
17CCCC1	22/05/2017	22/05/2022	Annually	600,000,000	5.39%	624,072,890	-	1,721,943	-	(7,474,534)	618,319,699
17CCCC2	24/07/2017	24/07/2022	Annually	1,500,000,000	4.98%	1,541,393,843	-	632,098	-	(13,093,121)	1,528,932,820
17CCCC3	16/11/2017	16/11/2022	Annually	1,500,000,000	5.50%	1,514,165,601	-	(2,327,379)	-	(15,420,217)	1,496,418,005
18CCCC1	20/04/2018	20/04/2023	Annually	1,000,000,000	5.30%	1,051,682,141	-	(3,478,752)	-	(4,066,834)	1,044,136,555
18CCCC2 (iii)	29/08/2018	29/08/2021	Annually	1,500,000,000	4.70%	1,522,573,405	-	(13,883,743)	(1,500,000,000)	(8,689,662)	-
19CCCC1	19/04/2019	19/04/2022	Annually	1,500,000,000	4.20%	1,544,358,904	-	-	-	-	1,544,358,904
19CCCC3	14/10/2019	14/10/2024	Annually	1,500,000,000	4.09%	1,513,110,411	-	-	-	-	1,513,110,411
19CCCC4	11/11/2019	11/11/2024	Annually	1,500,000,000	4.12%	1,508,465,753	-	-	-	-	1,508,465,753
19CCCC5	05/12/2019	05/12/2024	Annually	2,000,000,000	4.20%	2,005,983,562	-	-	-	-	2,005,983,562
20CCCC1	17/02/2020	17/02/2025	Annually	1,500,000,000	3.85%	1,550,155,479	-	-	-	-	1,550,155,479
21CCCC1	08/02/2021	08/02/2024	Annually	1,000,000,000	3.90%	-	1,000,000,000	33,609,951	-	8,822,662	1,042,432,613
21CCCC2	08/02/2021	08/02/2026	Annually	1,000,000,000	4.49%	-	1,000,000,000	39,005,787	-	14,675,560	1,053,681,347
17CSC02	23/02/2017	23/02/2022	Annually	1,800,000,000	5.00%	1,876,112,521	-	(39,952)	-	747,762	1,876,820,331
19CSCC1	25/04/2019	25/04/2022	Annually	3,000,000,000	4.50%	3,091,333,871	-	(6,367)	-	1,132,583	3,092,460,087
20CCCCWMS C1	17/04/2020	17/04/2025	Annually	2,000,000,000	3.80%	2,051,965,880	-	(3,585)	-	428,361	2,052,390,656
21CCCCWMS C1	09/03/2021	09/03/2024	Annually	1,000,000,000	3.98%	-	1,000,000,000	31,437,643	-	289,038	1,031,726,681
21CCCCWMS C2	09/03/2021	09/03/2026	Annually	1,000,000,000	4.58%	-	1,000,000,000	36,336,272	-	172,465	1,036,508,737
21CCCCWMS C3	09/04/2021	09/04/2024	Annually	2,000,000,000	3.94%	-	2,000,000,000	56,567,267	-	279,551	2,056,846,818
21CCCCWMS C4	09/04/2021	09/04/2026	Annually	1,000,000,000	4.50%	-	1,000,000,000	32,380,072	-	87,682	1,032,467,754
Total						24,902,449,129	7,000,000,000	204,875,787	(5,000,000,000)	(22,108,704)	27,085,216,212

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(b) Subordinated bonds: (continued)

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2020	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2020
16 CICC C2 (i)	15/12/2016	15/12/2021	Annually	3,400,000,000	4.60%	3,406,855,890	-	-	-	-	3,406,855,890
16 CICC Futures (ii)	16/12/2016	16/12/2024	Annually	100,000,000	1st - 5th year 5.00%; 6th - 8th year 8.00%	100,219,178	-	-	-	-	100,219,178
17 CICC C1	22/05/2017	22/05/2022	Annually	600,000,000	5.39%	632,624,900	-	(5,355,148)	-	(3,207,662)	624,072,690
17 CICC C2	24/07/2017	24/07/2022	Annually	1,500,000,000	4.98%	1,559,390,549	-	(12,866,812)	-	(5,189,894)	1,541,359,843
17 CICC C3	16/11/2017	16/11/2022	Annually	1,500,000,000	5.50%	1,540,393,113	-	(16,046,016)	-	(10,181,496)	1,514,165,601
18 CICC C1	20/04/2018	20/04/2023	Annually	1,000,000,000	5.30%	1,058,803,374	-	(8,452,147)	-	1,330,914	1,051,682,141
18 CICC C2 (iii)	29/08/2018	29/08/2021	Annually	1,500,000,000	4.70%	1,529,206,314	-	(6,194,958)	-	(437,971)	1,522,573,405
19 CICC C1	19/04/2019	19/04/2022	Annually	1,500,000,000	4.20%	1,544,186,301	-	172,403	-	-	1,544,358,904
19 CICC C3	14/10/2019	14/10/2024	Annually	1,500,000,000	4.09%	1,512,942,329	-	168,082	-	-	1,513,110,411
19 CICC C4	11/11/2019	11/11/2024	Annually	1,500,000,000	4.12%	1,508,296,438	-	169,315	-	-	1,508,465,753
19 CICC C5	05/12/2019	05/12/2024	Annually	2,000,000,000	4.20%	2,005,753,455	-	230,137	-	-	2,005,983,562
20 CICC C1	17/02/2020	17/02/2025	Annually	1,500,000,000	3.85%	-	1,500,000,000	50,155,479	-	-	1,550,155,479
17 CICC C1 (iv)	23/02/2017	23/02/2020	Annually	1,000,000,000	4.85%	1,041,359,653	-	(41,457,534)	(1,000,000,000)	97,880	-
17 CICC C2	23/02/2017	23/02/2022	Annually	1,800,000,000	5.00%	1,875,369,227	-	35,706	-	707,588	1,876,112,521
19 CICC C1	25/04/2019	25/04/2022	Annually	3,000,000,000	4.50%	3,092,580,966	-	(3,142,577)	-	1,894,482	3,091,333,871
20 CICC MMS C1	17/04/2020	17/04/2025	Annually	2,000,000,000	3.80%	-	2,000,000,000	51,664,618	-	301,262	2,051,965,880
Total						22,408,032,657	3,500,000,000	9,100,768	(1,000,000,000)	(14,684,296)	24,902,449,129

- (i) The Company redeemed the bonds on 15 December 2021.
- (ii) CICC Futures Co., Ltd redeemed the bonds on 16 December 2021.
- (iii) The Company redeemed the bonds on 30 August 2021.
- (iv) CICC Wealth Management redeemed the bonds on 24 February 2020.

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(c) MTNs:

Name	Interest commencement date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
MTN (i)	25/04/2018	Quarterly	USD600 million	3M LIBOR plus 1.2%	3,923,367,904	-	(10,263,951)	(3,894,780,000)	(18,323,953)	-
MTN (ii)	11/09/2018	Quarterly	USD400 million	3M LIBOR plus 1.2%	2,609,690,057	-	(2,024,642)	(2,579,880,000)	(27,785,415)	-
MTN	03/05/2019	Quarterly	USD700 million	3M LIBOR plus 1.2%	4,569,141,336	-	(636,940)	-	(98,528,933)	4,469,976,363
MTN	03/05/2019	Semi-annually	USD300 million	3.38%	1,963,183,847	-	(239,186)	-	(41,194,684)	1,921,749,977
MTN	18/02/2020	Quarterly	USD1,000 million	3M LIBOR plus 0.9%	6,519,649,063	-	(509,910)	-	(142,290,787)	6,376,848,366
MTN	10/08/2020	Semi-annually	USD500 million	1.75%	3,269,428,314	-	(201,391)	-	(68,786,235)	3,200,440,688
MTN	26/01/2021	Semi-annually	USD1,000 million	1.63%	-	6,484,700,000	44,347,244	-	(122,073,503)	6,406,973,741
MTN	26/01/2021	Semi-annually	USD500 million	2.00%	-	3,242,350,000	27,450,931	-	(62,765,254)	3,207,035,677
Total					22,854,460,321	9,727,050,000	57,923,055	(6,474,660,000)	(581,748,764)	25,583,024,812

Name	Interest commencement date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2020	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2020
MTN (i)	25/04/2018	Quarterly	USD600 million	3M LIBOR plus 1.2%	4,203,319,129	-	(14,183,383)	-	(265,767,842)	3,923,367,904
MTN (ii)	11/09/2018	Quarterly	USD400 million	3M LIBOR plus 1.2%	2,789,214,903	-	(2,765,171)	-	(176,759,675)	2,609,690,057
MTN	03/05/2019	Quarterly	USD700 million	3M LIBOR plus 1.2%	4,892,001,713	-	(13,741,110)	-	(309,119,267)	4,569,141,336
MTN	03/05/2019	Semi-annually	USD300 million	3.38%	2,095,186,685	-	(723,490)	-	(131,279,348)	1,963,183,847
MTN	18/02/2020	Quarterly	USD1,000 million	3M LIBOR plus 0.9%	-	6,982,600,000	8,722,089	-	(471,673,026)	6,519,649,063
MTN	10/08/2020	Semi-annually	USD500 million	1.75%	-	3,482,450,000	22,361,375	-	(235,383,061)	3,269,428,314
Total					13,979,722,430	10,465,050,000	(329,690)	-	(1,589,982,219)	22,854,460,521

(i) The maturity date of floating-rate MTN is the interest payment date falling on or nearest to the date listed above.

(ii) The Group redeemed the MTN on 26 April 2021.

(iii) The Group redeemed the MTN on 13 September 2021.

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(d) Financial bonds:

Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2021
19 CCC Financial Bond 01	22/08/2019	22/08/2022	Annually	2,500,000,000	3.39%	2,530,881,507	-	-	-	-	2,530,881,507
Name	Interest commencement date	Maturity date	Interest payment	Principal	Nominal interest rate	Book value as at 1 January 2020	Issuance	Interest accrued, net of interest paid	Redemption	Amortisation and others	Book value as at 31 December 2020
19 CCC Financial Bond 01	22/08/2019	22/08/2022	Annually	2,500,000,000	3.39%	2,530,649,315	-	232,192	-	-	2,530,881,507

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

46. LONG-TERM DEBT SECURITIES ISSUED (continued)

(e) Beneficiary certificates:

Nominal interest rate	Book value as at 1 January 2021	Issuance	Interest accrued, net of interest paid	Reclassified from short-term debt securities issued	Redemption	Book value as at 31 December 2021
3.05% – 10.50%	3,307,825,938	–	(69,038,878)	202,222,740	(3,441,009,800)	–

Nominal interest rate	Book value as at 1 January 2020	Issuance	Interest accrued, net of interest paid	Reclassified from short-term debt securities issued	Redemption	Book value as at 31 December 2020
2.40% – 10.50%	2,299,034,692	2,240,000,000	13,429,639	354,361,607	(1,599,000,000)	3,307,825,938

The Group has issued beneficiary certificates bearing nominal interest at:

- a fixed rate, ranging from 2.40% to 4.65% per annum; or
- a fixed rate plus a floating rate.

The floating interest rate is calculated based on the index market. The yield rate of such beneficiary certificates is based on market performance of the underlying instruments in the contractual period, and the non-fixed income is bifurcated and accounted under derivative financial instruments.

An investor put or issuer call is applicable for certain beneficiary certificates.

The beneficiary certificates are for maturities of 1 year to 3 years.

47. LEASE LIABILITIES

	As at 31 December 2021	2020
Buildings	2,002,637,088	1,204,434,599
Equipment	258,338	424,673
Subtotal	2,002,895,426	1,204,859,272
Less: Amount due for settlement within 12 months shown under current liabilities	725,687,814	541,299,132
Amount due for settlement after 12 months shown under non-current liabilities	1,277,207,612	663,560,140

For the year ended 31 December 2021, the weighted average incremental borrowing rate applied to lease liabilities is 3.60% (For the year ended 31 December 2020: 4.46%).

(a) Leases committed

As at 31 December 2021, the Group entered into new leases that are not yet commenced, with average non-cancellable period ranged from 3 to 6 years (31 December 2020: from 2 to 5 years) and extension options. The total future undiscounted cash flows over the non-cancellable period amounted to RMB507,150,934 (31 December 2020: RMB181,981,193).

Details of the lease maturity analysis of lease liabilities are disclosed in Note 58(b).

48. CONTRACT LIABILITIES

	As at 31 December 2021	2020
Investment banking services	200,707,492	86,228,079
Asset management services	192,423,929	79,043,664
Others	19,819,453	5,656,537
Total	412,950,874	170,928,280

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

49. OTHER NON-CURRENT LIABILITIES

	As at 31 December 2021	2020
Payables to other investors of consolidated structured entities	200,000,000	–
Deferred income	146,982,000	146,982,000
Long-term borrowings	10,200,000	10,200,000
Total	357,182,000	157,182,000

50. CAPITAL, RESERVES AND DIVIDENDS

(a) Share capital

The Company's number of shares and nominal value are as follows:

	As at 31 December 2021	2020
Ordinary shares of RMB1 each, issued and fully paid		
A shares	2,923,542,440	2,923,542,440
H shares	1,903,714,428	1,903,714,428
Total	4,827,256,868	4,827,256,868
Share capital		
A shares	2,923,542,440	2,923,542,440
H shares	1,903,714,428	1,903,714,428
Total	4,827,256,868	4,827,256,868

On 2 November 2020, the Company completed the initial public offering of 458,589,000 A shares at a price of RMB28.78 per share with par value of RMB1 and listed on the Shanghai Stock Exchange. Accordingly, the registered capital of the Company increased to RMB4,827,256,868 and the total number of shares of the Company increased to 4,827,256,868 shares, including 2,923,542,440 A shares and 1,903,714,428 H shares.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares in issue confer identical right in respect of the Company's residual assets.

50. CAPITAL, RESERVES AND DIVIDENDS (continued)**(b) Reserves****(i) Capital reserve*****The Group***

	As at 31 December	
	2021	2020
Share premium (Note)	39,458,384,639	39,458,384,639
Others	73,501,886	74,888,340
Total	39,531,886,525	39,533,272,979

The Company

	As at 31 December	
	2021	2020
Share premium (Note)	41,677,969,578	41,677,969,578
Others	20,322,467	21,708,921
Total	41,698,292,045	41,699,678,499

Note: The premium arising from the Company's share issuance (see Note 50(a)), net of expenses which met the capitalisation criteria, was recorded in share premium.

(ii) Surplus reserve

The surplus reserve represents statutory surplus reserve. According to the Accounting Standards for Business Enterprises issued by the MOF and other relevant requirements, the Company is required to appropriate 10% of its net profit, after offsetting prior year's accumulated losses, to the statutory surplus reserve until the reserve balance reaches 50% of its registered capital. Subject to the approval of the shareholders, the statutory surplus reserve may be used to offset accumulated losses, or converted into capital of the Company provided that the balance of the statutory surplus reserve after such capitalisation is not less than 25% of the registered capital immediately before the capitalisation.

The Company makes the appropriation to surplus reserve at the end of each year.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

50. CAPITAL, RESERVES AND DIVIDENDS *(continued)*

(b) Reserves *(continued)*

(iii) General reserves

General reserves include general risk reserve and trading risk reserve.

In accordance with the Financial Rules for Financial Enterprises (Order of the MOF No. 42) and the application guidance (Cai Jin [2007] No. 23) issued by the MOF, and the Guideline of Supervision of Annual Report of Securities Companies issued by the CSRC, the Company is required to appropriate an amount equivalent to 10% of the net profit to the general risk reserve.

In addition, the Company as the mutual fund custodian shall accrue general risk reserve at a proportion of no less than 2.5% of custodian fee income. The accrual could be suspended on condition that the ending balance of risk reserve reached 0.25% of the aggregate of net asset values of the mutual funds under custody at the end of last quarter.

In accordance with the Guideline of Supervision of Annual Report of Securities Companies issued by the CSRC, the Company is required to appropriate an amount equivalent to 10% of the net profit to the trading risk reserve.

In accordance with the Guidelines for the Large Collective Asset Management Business of Securities Companies on implementing the Guiding Opinions for Regulating the Asset Management Business of Financial Institutions, securities companies shall be analogically governed by relevant laws and requirements of public offering funds. Accordingly, the Company and CICC Wealth Management accrued risk reserves for large collective asset management business in accordance with relevant regulations on mutual funds.

General reserves for the Company's subsidiaries are appropriated if relevant requirements are in place.

(iv) Investment revaluation reserve

The investment revaluation reserve mainly represents cumulative gains and losses arising on the revaluation of financial assets at fair value through other comprehensive income, net of amounts reclassified to profit or loss when those financial assets are disposed of or are determined to be impaired.

(v) Foreign currency translation reserve

The foreign currency translation reserve comprises foreign exchange differences arising from translation of the financial statements of the Group entities from their respective reporting currencies to RMB.

(vi) Other reserve

Other reserve represents the costs of hedging of the Group's hedges of net investments in foreign operations.

50. CAPITAL, RESERVES AND DIVIDENDS *(continued)*

(c) Dividends

On 30 March 2022, the 2021 profit distribution plan was approved by the Board of Directors. For details, please refer to Note 63(f).

The Company's Annual General Meeting approved the 2020 profit distribution plan on 18 May 2021. The distribution of cash dividends amounting to RMB868,906,236 was made in July 2021.

Dividends proposed by the directors are not deducted from equity, until approved by the Annual General Meeting. After being approved and declared, the dividends are recognised as a liability.

51. OTHER EQUITY INSTRUMENTS

At initial recognition, the Group classifies the perpetual subordinated bonds issued as financial liabilities or equity instruments based on their contractual terms and their economic substance after considering the definition of financial liabilities and equity instruments.

Perpetual subordinated bonds issued that should be classified as equity instruments are recognised in equity at the actual amount received. Any distribution of dividends or interests during the instruments' duration is treated as profit distribution. When the perpetual subordinated bonds are redeemed pursuant to the contractual terms, the redemption price is charged to equity.

Key contractual terms related to the above perpetual subordinated bonds are as follows:

- The bonds bear interest at a fixed rate;
- The nominal interest rate of the first five interest-bearing years is determined by book building and will remain unchanged. The nominal interest rate resets every five years since the sixth interest-bearing year;
- The Company has an option to defer interest payment, except in the event of mandatory interest payments, so that at each interest payment date, the issuer may choose to defer to the next interest payment date the payment for the interest for the current period as well as all the accreted interests as a result of exercising the interest payment deferral option. There is no limitation on number of times that the Company exercises the deferral option. Exercising the interest payment deferral option shall not be deemed as the issuer's failure to pay the interest in full as agreed. Mandatory interest payment events are limited to dividend distributions to ordinary shareholders and reductions of registered capital.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

51. OTHER EQUITY INSTRUMENTS (continued)

The Company does not have any contractual obligation to deliver cash or other financial assets to redeem the perpetual subordinated bonds. The redemption of the perpetual subordinated bonds is solely at the discretion of the Company.

- (a) On 29 May 2020, the Company exercised the issuer early-redemption option for the 2015 perpetual subordinated bonds to redeem all of the perpetual subordinated bonds that had been registered as at the redemption registration date.
- (b) The Company issued 20 CICC Y1 with an aggregate principal amount of RMB5.0 billion and the interest commencement date is 28 August 2020.
- (c) The Company issued 21 CICC Y1 with an aggregate principal amount of RMB1.5 billion and the interest commencement date is 29 January 2021, and issued 21 CICC Y2 with an aggregate principal amount of RMB2.0 billion and the interest commencement date is 26 April 2021.

52. COMMITMENTS

(a) Capital commitments

As at 31 December 2021 and 31 December 2020 the capital commitments contracted but not provided for in the financial statements were as follows:

	As at 31 December	
	2021	2020
Contracted, but not provided for	3,927,668,725	2,703,292,134

(b) Underwriting commitments

According to the relevant tendering documents, the underwriting commitments taken but not provided for at 31 December 2021 was RMB285,714,286 for the Group (31 December 2020: RMB600,200,820).

53. INTERESTS IN STRUCTURED ENTITIES

(a) Interests in structured entities consolidated by the Group

When considering the power over structured entities, the Group determines whether the Group is a principal or an agent based on a combination of factors such as the Group's decision-making scope, the power of other investees and the exposure to variable returns, etc. The structured entities in which the Group exercises investment decision-making power as a principal and in which the Group's entitled variable return accounts for a relatively large portion of in the total return of the structured entities shall be consolidated.

As at 31 December 2021, the total assets of the consolidated structured entities amounted to RMB60,543,962,370 (31 December 2020: RMB48,869,898,450), and the carrying amount of interests held by the Group in the consolidated structured entities amounted to RMB28,605,810,011 (31 December 2020: RMB23,704,298,145).

(b) Interests in structured entities sponsored by third party institutions

The types of structured entities that the Group does not consolidate but holds an interest in include wealth management products, asset management schemes, mutual funds, trust products, and other vehicles issued by other financial institutions.

The Group's exposure to the variable returns in these structured entities is not significant and the maximum exposure to losses is limited to the carrying amount of the interests held by the Group in these structured entities.

	As at 31 December	
	2021	2020
Carrying amount of interests held by the Group		
– Financial assets at fair value through profit or loss (Note)	132,554,971,825	92,373,416,588
– Financial assets at fair value through other comprehensive income	–	9,097,634

Note: As at 31 December 2021, the Group's FVTPL amounting to RMB23,978,375,338 and certain derivative financial instruments (including derivative financial assets of RMB132,629,450 and derivative financial liabilities of RMB2,258,315,881) were arranged as a combination of relevant trading arrangements with an aim to hedge the fluctuation of profits and losses of FVTPL as a whole and to lock in the income of such business..

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

53. INTERESTS IN STRUCTURED ENTITIES *(continued)*

(c) Interests in structured entities sponsored by the Group but not consolidated

Structured entities in which the Group serves as a general partner or a manager, and therefore over which the Group has a power during the years include private equity funds, mutual funds and asset management products. These structured entities are mainly financed through issuing units to investors.

	As at 31 December	
	2021	2020
Carrying amount of interests held by the Group		
– Financial assets at fair value through profit or loss	8,699,907,953	9,198,529,370
– Accounts receivable	1,448,802,510	1,310,345,227
– Interests in associates and joint ventures	44,863,002	300,388,852

For the year ended 31 December 2021, the management fee and performance fee obtained from these structured entities amounted to RMB3,265,434,816 (For the year ended 31 December 2020: RMB2,796,022,145).

Except for those which have been consolidated by the Group as set out in Note 53(a), the Group's exposure to the variable returns in the rest of these structured entities is not significant. The maximum exposure to losses is limited to the carrying amount of the interests held by the Group in these structured entities.

During the year, the Group did not provide financial support to these unconsolidated structured entities and has no intention of providing financial or other support in the future.

54. TRANSFERS OF FINANCIAL ASSETS

In the ordinary course of business, the Group enters into certain transactions in which it transfers recognised financial assets to third parties or customers. If these transfers qualify for derecognition, the Group derecognises all or part of the financial assets where appropriate. If the Group has retained substantially all the risks and rewards on these assets, the Group continues to recognise these assets.

(a) Repurchase agreements

Sales and repurchase agreements are transactions in which the Group sells a financial asset and simultaneously agrees to repurchase it (or an asset that is substantially the same) at an agreed date and price. The repurchase price is fixed and the Group is still exposed to substantially all risks and rewards of the financial asset transferred. The financial asset is not derecognised from the consolidated financial statements but is regarded as “collateral” for any secured borrowing arrangements because the Group retains substantially all the risks and rewards of the financial asset. A financial liability is recognised for cash received under the borrowing arrangements. In this kind of transactions, the recourse of counterparties against the Group is not limited to the transferred financial assets.

The following tables provide a summary of carrying amounts and fair values related to the transferred financial assets that are not derecognised in their entirety and the associated liabilities:

As at 31 December 2021	Financial assets measured at fair value through profit or loss	Financial assets measured at fair value through other comprehensive income	Total
Carrying amount of transferred assets	3,598,214,479	1,843,575,006	5,441,789,485
Carrying amount of associated liabilities	(3,237,655,794)	(1,700,998,923)	(4,938,654,717)
Net position	360,558,685	142,576,083	503,134,768
As at 31 December 2020	Financial assets measured at fair value through profit or loss	Financial assets measured at fair value through other comprehensive income	Total
Carrying amount of transferred assets	3,071,449,427	2,443,009,186	5,514,458,613
Carrying amount of associated liabilities	(2,794,138,331)	(2,427,831,582)	(5,221,969,913)
Net position	277,311,096	15,177,604	292,488,700

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

54. TRANSFERS OF FINANCIAL ASSETS (continued)

(b) Securities lending arrangement

The Group enters into securities lending agreements with clients under which it lend out its financial assets measured at fair value through profit or loss that are secured by clients' securities and deposits held as collateral. As at 31 December 2021, the equity securities and ETFs which were lent out by the Group amounted to RMB2,753,557,470 (31 December 2020: RMB2,931,885,022). Pursuant to the securities lending agreements, the Group lent its own securities to clients. In view of this, the Group determined that it retains substantially all the risks and rewards of ownership of these securities and therefore did not derecognise these securities in the consolidated financial statements.

55. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

(a) The controlling shareholder of the Company – Central Huijin Investment Ltd. ("Huijin")

As at 31 December 2021, Huijin owned 40.17% of the equity interest of the Company (31 December 2020: 40.17%) directly and indirectly.

In November 2020, the Company completed the initial public offering of 458,589,000 A shares and listed on the Shanghai Stock Exchange. After the completion of the issuance, the registered capital and share capital of the Company increased to RMB4,827,256,868 (see Note 50(a)). Accordingly, the equity interest held directly by Huijin decreased to 40.11%.

Huijin does not carry out any other commercial business activities, nor does it interfere with the daily operations of the state-owned key financial enterprises it controls. The Group's daily business transactions with Huijin and Huijin's affiliates are conducted on normal commercial terms.

(i) Related party transactions with Huijin and Huijin's affiliates

	Year ended 31 December	
	2021	2020
Brokerage commission income	45,400,929	16,725,271
Underwriting and sponsoring fees	57,380,913	78,441,988
Asset management fees	10,410,595	1,064,125
Investment advisory fees	566,038	–
Interest income	1,404,036,967	866,345,958
Net gains from financial instruments at fair value		
through profit or loss	211,944,336	56,611,061
Net gains from derivative financial instruments	669,045,692	181,895,569
Other income/(losses), net	88,033,291	(703,901)
Brokerage commission expenses	61,637,544	45,978,789
Underwriting and sponsoring expenses	114,749	–
Asset management expenses	27,385,012	35,599,752
Interest expenses	431,472,648	322,950,675
Other operating expenses and costs	9,977,364	8,308,280

55. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)***(a) The controlling shareholder of the Company – Central Huijin Investment Ltd. (“Huijin”)***(continued)***(ii) The balances of transactions with Huijin and Huijin’s affiliates**

	As at 31 December	
	2021	2020
Accounts receivable	103,906,491	892,335,688
Financial assets at fair value through other comprehensive income	4,721,292,896	4,486,800,088
Financial assets at fair value through profit or loss	8,909,393,809	3,558,032,591
Refundable deposits	31,593,102	40,442,798
Derivative financial assets	808,971,579	929,893,328
Cash and bank balances (Note)	60,132,857,289	44,011,197,862
Other non-current assets	3,526,859	930,481
Financial liabilities at fair value through profit or loss	40,332,880	269,373,752
Derivative financial liabilities	336,215,231	965,555,551
Accounts payable to brokerage clients	6,895,535	32,030,997
Placements from financial institutions	14,550,235,866	10,490,809,695
REPOs	3,160,809,973	4,228,739,184
Short-term debt securities issued	19,701,000	25,245,000
Long-term debt securities issued	2,157,387,672	1,536,168,603
Other current liabilities	818,859,662	1,298,816,638

Note: Balances of deposits at Huijin’s affiliates include self-owned cash and bank balances and cash held on behalf of clients.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

55. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (continued)

(b) Related party transactions with key management personnel

The key management personnel are those who have the authority and responsibility to plan, direct and control directly or indirectly, the activities of the Group, including members of the Board of Directors and the supervisory board, and other senior executives. Remuneration for key management personnel of the Group is as follows:

	Year ended 31 December	
	2021	2020
Salaries, allowances and benefits in kind	27,850,320	32,150,429
Discretionary bonuses	67,174,595	135,243,190
Retirement scheme contributions	1,488,691	869,714
Total	96,513,606	168,263,333

(c) Related party transactions with other shareholders holding 5% or more shares of the Company

(i) Related party transactions with other shareholders holding 5% or more shares of the Company

	Year ended 31 December	
	2021	2020
Brokerage commission income	–	12,954
Interest expenses	444	7,689

(ii) The balances of transactions with other shareholders holding 5% or more shares of the Company

	As at 31 December	
	2021	2020
Accounts payable to brokerage clients	47	210,514
Other current liabilities	3,996	–

55. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)***(d) Related party transactions with the Group's associates and joint ventures****(i) Related party transactions with associates and joint ventures and their affiliates**

	Year ended 31 December	
	2021	2020
Brokerage commission income	16,952,485	25,113,571
Investment advisory fees	17,145,824	26,236,793
Asset management fees	–	12,074,281
Asset management expenses	400,000	12,462,334
Interest income	4,342,408	6,123,248
Interest expenses	27,220	27,377
Other operating expenses and costs	250,000	659,210
(Reversal of)/provision for impairment losses under ECL model	(61,638)	11,269

(ii) The balances of transactions with associates and joint ventures and their affiliates

	As at 31 December	
	2021	2020
Accounts receivable	19,576,095	32,211,963
Other non-current assets	184,365,488	182,958,826
Accounts payable to brokerage clients	448,379	905
Other current liabilities	12,480,000	12,080,000

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

55. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS *(continued)*

(e) Applicability of the Listing Rules relating to connected transactions

The related party transactions above do not constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the Directors' Reports.

(f) Directors' and supervisors' interests in contracts and service contracts

At any time during the year, none of the Group's directors or supervisors had any interest, whether directly or indirectly, in any contract (excluding service contracts) of significance in relation to the Company's business to which the Company, or its associated companies, is a party. None of the directors and supervisors has entered into a service contract with the Company that cannot be terminated by the Company within one year without payment of compensation (other than statutory compensation).

56. FAIR VALUE INFORMATION

The Group adopts the following methods and assumptions when evaluating fair values:

- (i) Financial assets including cash and bank balances, cash held on behalf of clients and reverse REPOs and financial liabilities including short-term placements from financial institutions and REPOs, are mainly instruments with floating interest rates or for short-term financing. Accordingly, the carrying amounts approximate their fair values.
- (ii) Financial instruments at fair value through profit or loss or through other comprehensive income and derivatives are stated at fair value. For financial instruments traded in active markets, the Group uses market prices as the best estimate for their fair values. For financial instruments without any market price, the Group determines their fair values using discounted cash flows or other valuation techniques.
- (iii) The fair values of short-term and long-term debt securities issued are determined with reference to the available market prices or quotes from brokers or agents. If there is no quoted market price in an active market, the Group estimates the fair values using discounted cash flows or other valuation techniques with reference to the yields of financial instruments with similar characteristics such as similar credit risk and maturity. The fair values of long-term debt securities issued are disclosed in Note 46. The carrying amounts of short-term debt securities issued approximate their fair values.
- (iv) Accounts receivable and accounts payable to brokerage clients are mainly due within one year. Accordingly, the carrying amounts approximate their fair values.

56. FAIR VALUE INFORMATION *(continued)*

(a) Financial assets and liabilities measured at fair value

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

- Level I: Fair value measured using only Level I inputs (i.e. unadjusted quoted prices in active markets for identical assets or liabilities) at the measurement date.
- Level II: Fair value measured using Level II inputs (i.e. observable inputs which are unqualified as Level I inputs), and no significant unobservable inputs. Unobservable inputs are the inputs for which market data are not available.
- Level III: Fair value measured using significant unobservable inputs.

If there is a reliable market quote for a financial instrument, the fair value of the financial instrument is measured based on quoted market price. If a reliable quoted market price is not available, the fair value of the financial instrument is estimated using valuation techniques. For the fair value of financial instruments categorised within Level II, the valuation techniques applied include discounted cash flow analysis and option pricing models. The significant observable inputs to the valuation techniques used for Level II include future cash flows estimated based on contractual terms, risk-free and benchmark interest rates, credit spreads and foreign exchange rates. For the fair value of financial instruments categorised within Level III, the valuation techniques and significant unobservable inputs are disclosed in Note 56(a)(ii).

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

56. FAIR VALUE INFORMATION (continued)

(a) Financial assets and liabilities measured at fair value (continued)

The following table presents the analysis of financial instruments measured at fair value at the end of the year on the basis of the fair value hierarchy:

	As at 31 December 2021			
	Level I	Level II	Level III	Total
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	112,422,691,042	672,818,230	14,653,820,321	127,749,329,593
– Debt securities	1,150,817,250	80,606,354,975	332,926,025	82,090,098,250
– Funds and other investments	13,326,241,884	76,623,979,003	1,384,566,374	91,334,787,261
Derivative financial assets	268,377,960	14,295,850,703	–	14,564,228,663
Financial assets at fair value through other comprehensive income				
– Debt securities	–	43,009,969,681	–	43,009,969,681
Total	127,168,128,136	215,208,972,592	16,371,312,720	358,748,413,448
Liabilities				
Financial liabilities at fair value through profit or loss				
Financial liabilities held for trading				
– Equity securities	(2,755,627,220)	(249,181)	–	(2,755,876,401)
– Debt securities	–	(823,345,819)	–	(823,345,819)
– Funds and others	(658,725,019)	–	–	(658,725,019)
Financial liabilities designated as at fair value through profit or loss				
– Equity securities	–	(34,162,624,317)	–	(34,162,624,317)
– Debt securities	–	(526,215,128)	–	(526,215,128)
Derivative financial liabilities	(224,649,958)	(17,909,357,550)	–	(18,134,007,508)
Total	(3,639,002,197)	(53,421,791,995)	–	(57,060,794,192)

56. FAIR VALUE INFORMATION *(continued)***(a) Financial assets and liabilities measured at fair value** *(continued)*

	As at 31 December 2020			
	Level I	Level II	Level III	Total
Assets				
Financial assets at fair value through profit or loss				
– Equity securities	92,814,231,510	538,538,406	17,567,429,786	110,920,199,702
– Debt securities	1,210,768,017	79,171,022,879	432,695,788	80,814,486,684
– Funds and other investments	11,965,827,662	43,571,807,870	333,375,727	55,871,011,259
Derivative financial assets	836,397,586	11,474,866,250	–	12,311,263,836
Financial assets at fair value through other comprehensive income				
– Debt securities	–	37,212,187,524	–	37,212,187,524
Total	106,827,224,775	171,968,422,929	18,333,501,301	297,129,149,005
Liabilities				
Financial liabilities at fair value through profit or loss				
Financial liabilities held for trading				
– Equity securities	(5,889,938,351)	(14,184,233)	–	(5,904,122,584)
– Debt securities	–	(1,066,167,906)	–	(1,066,167,906)
– Funds and others	(1,126,558,207)	–	–	(1,126,558,207)
Financial liabilities designated as at fair value through profit or loss				
– Equity securities	–	(33,251,717,178)	–	(33,251,717,178)
– Debt securities	–	(1,542,983,452)	–	(1,542,983,452)
Derivative financial liabilities	(236,239,998)	(24,446,294,639)	–	(24,682,534,637)
Total	(7,252,736,556)	(60,321,347,408)	–	(67,574,083,964)

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

56. FAIR VALUE INFORMATION *(continued)*

(a) Financial assets and liabilities measured at fair value *(continued)*

(i) Transfer between levels

As of 31 December 2021, the Group's investments in suspended stocks of RMB1 million (31 December 2020: RMB30 million) were transferred from Level I to Level II, as the quoted prices of these stocks were no longer regularly available.

As of 31 December 2021, the Group's investments in equity securities of RMB107 million (31 December 2020: RMB33 million) were transferred from Level I or II to Level III, as the fair values of these investments were determined with the use of valuation techniques instead of quoted prices, due to events such as delisting, etc.

As of 31 December 2021, the Group's investments in debt securities of RMB30 million (31 December 2020: RMB388 million) were transferred from Level II to Level III, as the fair values of these investments were determined with the use of valuation techniques instead of quoted prices, due to events such as potential credit risk in existence, etc.

As of 31 December 2021, the Group's investments in fund and other securities of RMB181 million (31 December 2020: nil) were transferred from Level II to Level III, as the fair values of these investments were determined with the use of valuation techniques instead of quoted prices, due to events such as potential credit risk in existence, etc.

As of 31 December 2021, the Group's investments in FVTPL of RMB647 million (31 December 2020: RMB35 million) were transferred from Level III to Level I or II, as the fair values of these investments were determined with the use of quoted prices instead of valuation techniques, due to events such as listing, re-listing or expiration of lock-up period, etc.

Apart from the transfers above, for the years ended 31 December 2021 and 2020, there was no other significant transfer among Level I, Level II and Level III for the Group's financial assets and liabilities measured at fair value. In accordance with its accounting policies, the Group recognises transfers among the levels as at the end of the reporting period in which such transfers occur.

There is no significant change for the Group's applied fair value valuation techniques in 2021 and 2020.

56. FAIR VALUE INFORMATION *(continued)***(a) Financial assets and liabilities measured at fair value** *(continued)***(ii) Information about Level III fair value measurements**

The following table presents a reconciliation from the beginning balances to the ending balances of financial assets measured at Level III through profit or loss:

	Financial assets at fair value through profit or loss
As at 1 January 2021	18,333,501,301
Gains for the year	1,487,733,359
Purchases	8,064,703,195
Disposals and settlement	(11,185,602,711)
Transfer into Level III	318,388,093
Transfer out of Level III	(647,410,517)
As at 31 December 2021	16,371,312,720
Net gains for the year included in profit or loss for assets held at the end of the year	1,799,435,471

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

56. FAIR VALUE INFORMATION (continued)

(a) Financial assets and liabilities measured at fair value (continued)

(ii) Information about Level III fair value measurements (continued)

	Financial assets at fair value through profit or loss
As at 1 January 2020	4,857,511,258
Gains for the year	1,897,406,804
Purchases	12,138,828,913
Disposals and settlement	(945,940,038)
Transfer into Level III	420,628,728
Transfer out of Level III	(34,934,364)
As at 31 December 2020	18,333,501,301
Net gains for the year included in profit or loss for assets held at the end of the year	1,983,597,596

For financial instruments measured at Level III, fair values are determined based on the reports on capital account for these instruments obtained by management or determined by using valuation techniques such as discounted cash flow model, market comparable company analysis and recent financing price method. Key determinant to categorise fair value as Level III is the significance of the unobservable inputs to the overall fair value measurement. The following table presents the valuation techniques and inputs used in the valuation of the major financial instruments measured at Level III. As of 31 December 2021 and 31 December 2020, the fair value of the financial instruments measured at Level III is not significantly sensitive to a reasonable change in these unobservable inputs.

Financial instruments	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value
Debt securities	Level III	Discounted cash flow models	Discount rate (Note 1)	The higher the discount, the lower the fair value
Equity securities	Level III	Option pricing models	Historical volatility (Note 2)	The higher the volatility, the lower the fair value
Equity securities	Level III	Market comparable companies	Discount for lack of marketability (Note 3)	The higher the discount, the lower the fair value

Note 1: Discount rate, ranging from 2.48% to 5.42% (31 December 2020: 2.47% to 3.36%).

Note 2: Historical volatility, ranging from 17.85% to 88.40% (31 December 2020: 22.57% to 90.00%).

Note 3: Discount for lack of marketability, ranging from 20.00% to 60.00% (31 December 2020: 60.00%).

56. FAIR VALUE INFORMATION *(continued)*

(b) Fair value of financial assets and liabilities carried at other than fair value

The fair values of long-term debt securities issued have been determined in accordance with generally accepted pricing models based on discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of the Group. The fair values of long-term debt securities issued are classified as Level II and disclosed in Note 46.

Except for the above, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities carried at amortised cost in the Group's consolidated statement of financial position approximate their fair values.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

57. OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

When there is a current legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously, the relevant financial assets and liabilities:

- are offset in the consolidated statement of financial position of the Group; and
- are subject to an enforceable master netting agreement or similar agreement, irrespective of whether they are offset in the consolidated statement of financial position of the Group.

The table below presents the amount of account receivables and payables which are settled on the same settlement date and for the same currency on a net basis with the same overseas clearing house..

As at 31 December 2021					
	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position	Net amounts of financial assets presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		
Gross amounts of recognised financial assets			Financial instruments	Cash collateral	Net amount

Accounts receivable from clearinghouse

5,499,891,478	(4,778,010,534)	721,880,944	(153,445,591)	–	568,435,353

As at 31 December 2021						
	Gross amounts of recognised financial assets	Net amounts of financial liabilities presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position			
Gross amounts of recognised financial liabilities	consolidated statement of financial position	consolidated statement of financial position	Financial instruments	Cash collateral		Net amount

Accounts payable to clearinghouse

4,931,456,125	(4,778,010,534)	153,445,591	(153,445,591)	–	–

57. OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES *(continued)*

As at 31 December 2020						
	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position	Net amounts of financial assets presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position			
	Gross amounts of recognised financial assets		Financial instruments	Cash collateral	Net amount	
Accounts receivable from clearinghouse	11,301,343,002	(9,255,571,852)	2,045,771,150	(2,692,821)	–	2,043,078,329

As at 31 December 2020						
	Gross amounts of recognised financial assets set off in the consolidated statement of financial position	Net amounts of financial liabilities presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position			
	Gross amounts of recognised financial liabilities		Financial instruments	Cash collateral	Net amount	
Accounts payable to clearinghouse	9,258,264,673	(9,255,571,852)	2,692,821	(2,692,821)	–	–

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT

The Group's risk management aims to effectively allocate risk-based capital, limit risks to a controllable level, maximise the corporate value and constantly solidify the foundation for a steady and sustainable development of the Group. The Group monitors and controls different types of risk exposures, such as credit risk, liquidity risk and market risk which incurred from Group's holdings on various financial instruments.

(a) Credit risk

Credit risk refers to the risk caused by deterioration in creditworthiness or default losses of counterparties, borrowers and securities issuers.

The exposure to credit risk of the Group arises mainly from: (1) credit risk from default or bankruptcy of debtors, including the loss due to default of intermediary institutions (such as brokers or custodian banks), in which case the risk exposure is the total value of outstanding debts; (2) counterparty risk in terms of failure to fulfill obligations under contracts or deterioration in creditworthiness of counterparties in the over-the-counter ("OTC") derivative transactions (such as forward, swap or option transactions), in which case the risk exposure depends on current exposure and potential future exposure of the derivatives; (3) credit risk caused by the deterioration in creditworthiness or default losses of securities issuers.

At the end of the reporting period, the Group's maximum credit risk exposure is the net carrying amount of financial assets without taking account of any collateral or other credit enhancements.

Measurement of ECL

The Group recognises an impairment loss allowance for financial assets measured at amortised cost (including receivable from margin clients, reverse REPOs, etc.) and debt securities measured at fair value through other comprehensive income via ECL model. The measurement of the ECL is based on the Probability of Default ("PD"), Loss Given Default ("LGD") and Exposure at Default ("EAD").

A default is that a client, a financier or issuer of investment products fails to fulfil the contract. PD is an estimate of the likelihood of default over a given time horizon. The Group estimates the PD based on its internal rating model, integrating factors such as external rating information, macroeconomic environment and changes in quantitative and qualitative indicators of the counterparties or bonds issuers. LGD is an estimate of the loss bore by the Group on the exposure at default. In the determination of LGD, the Group estimates the recoverable cash flow from disposing underlying assets and collaterals by taking their liquidity and relevant historical market data into full consideration, and estimates LGD based on the difference between the recoverable and the contracted cash flows. EAD is the amount that shall be repaid to the Group when a default occurs. When measuring the ECL, the Group classifies the assets into different risk stages based on whether the credit risk of each asset has increased significantly since the initial recognition. Accordingly, the Group measures the loss allowance on either a 12-month or the lifetime basis for the investments at different risk stages.

58. FINANCIAL RISK MANAGEMENT *(continued)*

(a) Credit risk *(continued)*

Measurement of ECL *(continued)*

Provision method of ECL

The Group recognises impairment allowance based on ECL for businesses such as debt securities investment and margin financing. For the financial instruments for which the ECL measurement is used, the Group classifies these financial instruments into different risk stages based on whether the credit risk of each instrument has increased significantly since the initial recognition. The financial instruments with low credit risk on the balance sheet date or of which the credit risk has not increased significantly since the initial recognition will be classified into "Stage 1"; the financial instruments of which the credit risk has increased significantly since the initial recognition will be classified into "Stage 2"; and the financial instruments that have been credit-impaired will be transferred into "Stage 3". The Group measures ECL based on the parameters such as PD, LGD, EAD and forward looking information, and regularly tests and updates ECL models and assumptions.

The criteria of significant increase in credit risk ("SICR")

The Group considers a financial instrument experiencing SICR when one or more of the following quantitative and qualitative criteria have been met: (1) for debt securities investment business: the latest external or internal ratings of the bond issuer or the debt securities per se decline substantially compared with their ratings on the initial recognition, or there are adverse changes in business, financial or external conditions of the bond issuer and these adverse changes are expected to cause a significant decrease in the bond issuer's ability to meet its obligations; or (2) for margin financing business: the performance guarantee ratio is lower than or equal to the predetermined liquidation line but above 100%, or when contractual payments are less than or equal to 30 days past due.

The criteria of credit-impaired assets

The Group considers that a financial instrument has been credit-impaired when (1) for debt securities: the circumstances in which a bond issuer can be regarded as in default include failure to perform the payment obligations as agreed, having other bond defaults or having significant financial difficulties; (2) for margin financing business: the performance guarantee ratio is lower than or equal to 100%, or when contractual payments are more than 30 days past due.

Forward-looking information

The Group measures ECL using forward looking information without undue costs or efforts. In order to adjust the default rates to incorporate forward-looking information, the Group, using forecasted of year-on-year growth rates on GDP (cumulatively accounted) and outstanding RMB loans as the basis, establishes relationship between the two macroeconomic indicators and default rates with the use of statistical models and sets different scenario weightings. The Group determined the forecasted values of the two macroeconomic indicators to be 5.34% and 11.36% as at 31 December 2021 based on publicly available forecasts of third parties. The tuning parameter was determined with the use of weighted average of the values under optimistic, neutral and pessimistic hypothetical scenarios in combination with qualitative analysis method.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Debt securities (including debt securities measured at FVTPL and at FVTOCI)

The Group emphasizes the diversification level of the fixed income credit products and the credit products invested are those predominantly with relatively high credit ratings. The Group controls its market risk and credit risk exposures by setting up limits on investment size, product types, credit ratings and concentrations, and closely monitors and tracks bond issuers' business performance and credit profiles so as to constantly evaluate and warn any credit deterioration.

The carrying amount of the Group's debt securities is presented as follows:

	As at 31 December 2021	2020
Financial assets at fair value through profit or loss	82,090,098,250	80,814,486,684
Financial assets at fair value through other comprehensive income	43,009,969,681	37,212,187,524
Total	125,100,067,931	118,026,674,208

(i) The exposure to credit risk for debt securities at FVTPL and FVTOCI by the location of issuer is presented as follows.

	As at 31 December 2021	2020
Mainland China	124,997,230,937	117,490,283,780
Outside mainland China	102,836,994	536,390,428
Total	125,100,067,931	118,026,674,208

58. FINANCIAL RISK MANAGEMENT *(continued)*

(a) Credit risk *(continued)*

Debt securities (including debt securities measured at FVTPL and at FVTOCI) *(continued)*

(ii) The following table presents an analysis of credit quality of the debt securities at FVTPL and FVTOCI.

Credit rating	As at 31 December					
	2021			2020		
	FVTPL	12-month ECL	FVTOCI Lifetime ECL	Total	FVTPL	FVTOCI 12-month ECL
Outside mainland China (by international rating agencies)						
– AAA	12,640	–	–	–	13,428	–
– From AA- to AA+	19,036,790	–	–	–	195,266,774	–
– From A- to A+	1,000,030,827	3,365,289,987	–	3,365,289,987	976,835,477	1,266,183,968
– Below A-	8,768,819,581	2,240,680,695	11,200,033	2,251,880,728	11,918,910,384	2,473,257,046
Subtotal	9,787,899,838	5,605,970,682	11,200,033	5,617,170,715	13,091,026,063	3,739,441,014
Mainland China (by domestic rating agencies)						
– AAA	41,383,207,132	26,236,935,997	–	26,236,935,997	36,619,827,151	29,898,050,228
– From AA- to AA+	5,164,263,554	1,449,602,872	–	1,449,602,872	6,886,308,780	487,227,674
– From A- to A+	1,125,912,041	–	–	–	1,850,277,198	–
– Below A-	942,942,839	–	–	–	502,380,429	–
Subtotal	48,616,325,566	27,686,538,869	–	27,686,538,869	45,858,793,558	30,385,277,902
Non-rated I (Note 1)	8,454,699,987	9,685,899,037	–	9,685,899,037	5,953,043,593	3,087,468,608
Non-rated II (Note 2)	15,231,172,859	20,361,060	–	20,361,060	15,911,623,470	–
Total	82,090,098,250	42,998,769,648	11,200,033	43,009,969,681	80,814,486,684	37,212,187,524
Impairment loss allowance		(18,216,690)	(558,347)	(18,775,037)		(18,166,922)

Note 1: These non-rated financial assets mainly include government bonds and policy financial bonds.

Note 2: These non-rated financial assets are mainly other debt securities and trading securities with no ratings provided by independent rating agencies.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Debt securities (including debt securities measured at FVTPL and at FVTOCI) (continued)

(iii) Movement of impairment loss allowance

The movement in impairment loss allowance for debt investments at FVTOCI during the year was as follows.

	12-month ECL	2021 Lifetime ECL	Total	2020 12-month ECL
As at 1 January 2021	18,166,922	–	18,166,922	17,043,688
Changes due to financial instruments recognised as at 1 January 2021:				
– Transfer to lifetime ECL	(121,271)	121,271	–	–
– Impairment losses recognised	249,948	239,858	489,806	2,167,942
– Impairment losses reversed	(750,527)	–	(750,527)	(3,459,968)
New financial assets originated or purchased	14,717,219	180,871	14,898,090	12,484,361
Financial assets derecognised (including written-offs)	(13,868,000)	–	(13,868,000)	(9,351,307)
Others	(177,601)	16,347	(161,254)	(717,794)
As at 31 December 2021	18,216,690	558,347	18,775,037	18,166,922

As at 31 December 2020, there was no lifetime ECL on debt investments held by the Group.

58. FINANCIAL RISK MANAGEMENT *(continued)*

(a) Credit risk *(continued)*

Other non-derivative financial investments (other than debt securities)

The Group has adopted the following measures to manage credit risk in capital businesses including margin financing and securities lending business and stock-based lending business: vetting counterparties determining credit ratings and setting lending limits; managing collaterals (via haircut rates, liquidity and concentration) and closely monitoring margin ratios and/or collateral ratios, establishing and implementing margin call and mandatory liquidation policy.

- (i) The exposure to credit risk for financial assets other than debt securities at the reporting date by geographic region was as follows.

	As at 31 December	
	2021	2020
Mainland China	205,458,656,185	161,864,911,019
Outside mainland China	76,293,494,356	54,449,388,368
Total	281,752,150,541	216,314,299,387

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Other non-derivative financial investments (other than debt securities) (continued)

(ii) Movement of impairment loss allowance

The movement in impairment loss allowance for other financial instruments (other than debt investments) at amortised cost during the year was as follows.

(1) Financial assets held under resale agreements

	12-month ECL	Year ended 31 December 2021		Total
		Lifetime ECL- not credit impaired	Lifetime ECL- credit impaired	
As at 1 January 2021	41,298,123	7,386,813	253,931,844	302,616,780
Changes due to financial instruments recognised as at 1 January 2021				
– Transfer to credit-impaired	–	–	–	–
– Transfer to lifetime ECL	–	–	–	–
– Transfer to 12m ECL	4,685,542	(4,685,542)	–	–
– Impairment losses recognised	56,298	–	–	56,298
– Impairment losses reversed	(5,067,213)	–	(2,500,000)	(7,567,213)
New financial assets originated or purchased	18,504,105	–	–	18,504,105
Financial assets derecognised (including written-offs)	(18,272,755)	(2,701,271)	(223,182,595)	(244,156,621)
Others	–	–	–	–
Impairment loss allowance as at 31 December 2021	41,204,100	–	28,249,249	69,453,349
Gross carrying amount as at 31 December 2021	25,879,070,810	–	48,876,598	25,927,947,408

58. FINANCIAL RISK MANAGEMENT *(continued)***(a) Credit risk** *(continued)***Other non-derivative financial investments (other than debt securities)** *(continued)***(ii) Movement of impairment loss allowance** *(continued)**(1) Financial assets held under resale agreements (continued)*

	Year ended 31 December 2020			
	12-month ECL	Lifetime ECL- not credit impaired	Lifetime ECL- credit impaired	Total
As at 1 January 2020	5,831,361	769,153	23,997,626	30,598,140
Changes due to financial instruments recognised as at 1 January 2020:				
– Transfer to credit-impaired	(13,715)	–	13,715	–
– Transfer to lifetime ECL	(252,621)	252,621	–	–
– Transfer to 12m ECL	192,970	(192,970)	–	–
– Impairment losses recognised	9,377,301	1,184,818	238,862,186	249,424,305
– Impairment losses reversed	(264,067)	–	(6,000,000)	(6,264,067)
New financial assets originated or purchased	30,386,511	5,949,374	16,456,111	52,791,996
Financial assets derecognised (including written-offs)	(3,959,617)	(576,183)	(19,397,794)	(23,933,594)
Others	–	–	–	–
Impairment loss allowance as at 31 December 2020	41,298,123	7,386,813	253,931,844	302,616,780
Gross carrying amount as at 31 December 2020	16,951,368,082	1,291,037,939	490,907,907	18,733,313,928

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Other non-derivative financial investments (other than debt securities) (continued)

(ii) Movement of impairment loss allowance (continued)

(2) Receivable from margin clients

		Year ended 31 December 2021		
	12-month ECL	Lifetime ECL- not credit impaired	Lifetime ECL- credit impaired	Total
As at 1 January 2021	131,830,972	4,832,093	140,371	136,803,436
Changes due to financial instruments recognised as at 1 January 2021:				
– Transfer to credit-impaired	–	–	–	–
– Transfer to lifetime ECL	–	–	–	–
– Transfer to 12m ECL	4,007,761	(3,874,349)	(133,412)	–
– Impairment losses recognised	36,671,817	–	–	36,671,817
– Impairment losses reversed	(23,225,981)	–	–	(23,225,981)
New financial assets originated or purchased	34,454,141	–	–	34,454,141
Financial assets derecognised (including written-offs)	(21,446,732)	(949,644)	(6,959)	(22,403,335)
Others	(325,863)	(8,100)	–	(333,963)
Impairment loss allowance as at 31 December 2021	161,966,115	–	–	161,966,115
Gross carrying amount as at 31 December 2021	39,641,022,829	–	–	39,641,022,829

58. FINANCIAL RISK MANAGEMENT *(continued)***(a) Credit risk** *(continued)***Other non-derivative financial investments (other than debt securities)** *(continued)***(ii) Movement of impairment loss allowance** *(continued)**(2) Receivable from margin clients (continued)*

	Year ended 31 December 2020			
	12-month ECL	Lifetime ECL- not credit impaired	Lifetime ECL- credit impaired	Total
As at 1 January 2020	22,634,834	1,029,104	19,288,172	42,952,110
Changes due to financial instruments recognised as at 1 January 2020:				
– Transfer to credit-impaired	(22,423)	(24,413)	46,836	–
– Transfer to lifetime ECL	(1,090,117)	1,090,117	–	–
– Transfer to 12m ECL	852,501	(615,411)	(237,090)	–
– Impairment losses recognised	74,420,775	3,252,465	93,449	77,766,689
– Impairment losses reversed	(1,704,912)	(175,891)	(2,972)	(1,883,775)
New financial assets originated or purchased	39,609,040	338,425	3,057	39,950,522
Financial assets derecognised (including written-offs)	(2,718,590)	(62,303)	(1,091,670)	(3,872,563)
Others	(150,136)	–	(17,959,411)	(18,109,547)
Impairment loss allowance as at 31 December 2020	131,830,972	4,832,093	140,371	136,803,436
Gross carrying amount as at 31 December 2020	33,048,396,685	945,529,412	27,690,618	34,021,616,715

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Other non-derivative financial investments (other than debt securities) (continued)

(ii) Movement of impairment loss allowance (continued)

(3) Other financial instruments at amortised cost

	Year ended 31 December 2021			
	12-month ECL	Lifetime ECL- not credit impaired	Lifetime ECL- credit impaired	Total
As at 1 January 2021	246,164,910	66,698,100	488,887,781	801,750,791
Changes due to financial instruments recognised as at 1 January 2021:				
– Transfer to credit-impaired	(101,000)	(4,802)	105,802	–
– Transfer to lifetime ECL	(4,290)	4,290	–	–
– Transfer to 12m ECL	3,995,533	(3,282,621)	(712,912)	–
– Impairment losses recognised	2,305,977	4,736,550	72,799,222	79,841,749
– Impairment losses reversed	(196,289,709)	(17,703,439)	(23,275,507)	(237,268,655)
New financial assets originated or purchased	166,163,264	8,320,114	2,482	174,485,860
Financial assets derecognised (including written-offs)	(12,014,672)	(41,677)	(206,291,184)	(218,347,533)
Others	(4,197,824)	1,241,457	(1,928,641)	(4,885,008)
Impairment loss allowance as at 31 December 2021	206,022,189	59,967,972	329,587,043	595,577,204
Gross carrying amount as at 31 December 2021	178,938,564,809	2,940,057,310	382,606,641	182,261,228,760

58. FINANCIAL RISK MANAGEMENT *(continued)*

(a) Credit risk *(continued)*

Other non-derivative financial investments (other than debt securities) *(continued)*

(ii) Movement of impairment loss allowance *(continued)*

(3) Other financial instruments at amortised cost *(continued)*

	Year ended 31 December 2020			
	12-month ECL	Lifetime ECL- not credit impaired	Lifetime ECL- credit impaired	Total
As at 1 January 2020	591,187	13,416,548	247,094,928	261,102,663
Changes due to financial instruments recognised as at 1 January 2020:				
– Transfer to credit-impaired	–	–	–	–
– Transfer to lifetime ECL	–	–	–	–
– Transfer to 12m ECL	–	–	–	–
– Impairment losses recognised	87,187,854	40,835,118	299,837,451	427,860,423
– Impairment losses reversed	(93,674)	(494)	(3,763,460)	(3,857,628)
New financial assets originated or purchased	160,325,843	12,810,836	676,754	173,813,433
Financial assets derecognised (including written-offs)	(1,726,376)	–	(40,827,360)	(42,553,736)
Others	(119,924)	(363,908)	(14,130,532)	(14,614,364)
Impairment loss allowance as at 31 December 2020	246,164,910	66,698,100	488,887,781	801,750,791
Gross carrying amount as at 31 December 2020	137,087,617,961	3,073,423,290	576,138,791	140,737,180,042

Other financial instruments at amortised cost mainly include accounts receivable, other receivables and deposits with banks.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

Derivatives

Regarding the counterparty credit risk of the OTC derivatives business, the Group has established a counterparty credit rating system. Through a combination of qualitative and quantitative methods, it comprehensively evaluates counterparty qualifications and determines credit ratings accordingly. On the basis of credit ratings, the Group sets a corresponding limit of credit risk exposure for each counterparty, and manages counterparty credit risk by signing OTC derivatives trading master agreements and performance guarantee agreements, and by requiring performance guarantees. The Group calculates the minimum amount required as collateral and credit risk exposure for an OTC derivative counterparty by establishing dynamic scenarios combined with stress test, and measures and monitors the minimum collateral value and credit risk exposure through the system on a daily basis. In view of this, the Group maintains the credit risk exposure of derivatives transactions within an acceptable range.

(b) Liquidity risk

Liquidity risk refers to the risks arising from the Group's inability to obtain sufficient funds at reasonable costs in a timely manner to meet its debt obligations, fulfill other payment obligations, and satisfy the funding needs in conducting ordinary business operations.

The Group implements vertical and centralised management on liquidity risks of all domestic and overseas branches and subsidiaries. The Group has adopted the following measures to manage liquidity risk: closely monitoring balance sheets of the Group and of its branches and subsidiaries, and managing liquidity gaps between assets and liabilities; setting liquidity risk limits based on the Group's overall situation and regulatory requirement; conducting cash flow forecast and liquidity risk stress test on a regular and irregular basis to analyse and assess the Group's liquidity risk level; maintaining adequate high-quality liquid assets and establishing contingency plan for potential liquidity crisis situation.

At the end of the reporting period, the contractual undiscounted cash flows (including the principal and interests) of the Group's non-derivative financial liabilities are analysed according to the maturity dates. The derivative financial liabilities stated at the fair values and presented at the expected maturity dates or possible termination dates are as follows:

58. FINANCIAL RISK MANAGEMENT (continued)**(b) Liquidity risk** (continued)

	As at 31 December 2021					
	Overdue/ repayable on demand	Within 1 year (inclusive)	1 – 5 years (inclusive)	More than 5 years	Undated	Total
Financial liabilities						
Financial liabilities at fair value through profit or loss	-	38,925,007,061	2,252,774	-	-	38,927,259,835
Derivative financial liabilities	-	16,982,247,611	1,143,550,424	8,209,473	-	18,134,007,508
Accounts payable to brokerage clients	93,445,165,307	-	-	-	-	93,445,165,307
Placements from financial institutions	-	51,678,428,196	-	-	-	51,678,428,196
Short-term debt securities issued	-	21,653,617,895	1,507,907,732	-	-	23,161,525,627
REPOs	-	16,379,116,195	-	-	-	16,379,116,195
Long-term debt securities issued	-	28,091,584,553	139,400,410,022	9,957,110,000	-	177,449,104,575
Lease liabilities	-	768,435,057	1,235,827,786	76,094,482	-	2,080,357,325
Others	90,791,707,443	56,806,142,292	14,780,088	-	-	147,612,629,823
Total	184,236,872,750	231,284,578,860	143,304,728,826	10,041,413,955	-	568,867,594,391

	As at 31 December 2020					
	Overdue/ repayable on demand	Within 1 year (inclusive)	1 – 5 years (inclusive)	More than 5 years	Undated	Total
Financial liabilities						
Financial liabilities at fair value through profit or loss	-	42,861,548,262	31,204,353	-	-	42,892,752,615
Derivative financial liabilities	-	24,274,292,861	404,514,934	3,726,842	-	24,682,534,637
Accounts payable to brokerage clients	70,655,180,456	-	-	-	-	70,655,180,456
Placements from financial institutions	-	34,693,675,373	-	-	-	34,693,675,373
Short-term debt securities issued	-	24,786,178,088	1,777,427,519	-	-	26,563,605,607
REPOs	-	25,176,471,507	-	-	-	25,176,471,507
Long-term debt securities issued	-	25,317,890,096	107,220,070,994	8,273,380,000	-	140,811,341,090
Lease liabilities	-	583,385,659	631,680,737	80,101,973	-	1,295,168,369
Others	55,400,011,773	29,438,926,631	13,888,735	-	-	84,852,827,139
Total	126,055,192,229	207,132,368,477	110,078,787,272	8,357,208,815	-	451,623,556,793

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Market risk

Market risk is the risk of loss of the Group's income and value of financial instruments arising from unfavourable market conditions such as adverse changes in interest rates, stock prices and exchange rates. The objectives of market risk management are to monitor the market risk and control it within the acceptable range and to maximise the risk-adjusted return. The Group conducts stress test on a regular basis and calculates risk control indicators and operating indicators under different scenarios. The Group monitors the market risk for investment portfolios and non-trading portfolios separately.

(i) Market risk of investment portfolios

Investment portfolio includes financial assets at FVTPL and at FVTOCI, derivative financial assets, financial liabilities at FVTPL, derivative financial liabilities. The risk exposures are measured and monitored against limits on principal, stop loss limit, etc., and are maintained within the established limits. The Group adopts various kinds of methods (such as Value-at-Risk ("VaR") analysis, sensitivity limit analysis, investment concentration limit analysis, scenario analysis and stress test) to manage market risk. The VaR analysis is a major tool used by the Group to measure and monitor market risk of the investment portfolios.

VaR is a technique with the use of which the Group estimates the potential losses that could incur on its risk position under the unfavourable market condition over a specified time horizon and at a given level of confidence. The independent risk management personnel of the Group computes VaR using historical simulation method and implements relevant controls over the market risk accordingly. The historical simulation method is used to estimate future profit or loss based on observed historical market risk factors movements and sensitivity of the current investment portfolio to those risk factors.

Based on three-year historically observed market risk factors movements, the Group has adopted the historical simulation method at the 95% confidence level to compute its daily VaR. The 95% daily VaR indicates that the expected one-day loss of the Group's portfolio will not exceed this VaR at 95% chance, if the portfolio were held constant for one day. Although VaR is an important tool for measuring market risk, the assumptions on which the model is based do have some limitations, including the following:

- When there is severe market illiquidity for a prolonged period, the realisable value of the Group's investment portfolio in a trade day may vary from the estimate due to the one-day time horizon of VaR;
- The 95% confidence level does not reflect losses that may occur beyond this level. Under the model currently in use, the unrealised loss in portfolio value would have been exceeded with a frequency of 5%;
- VaR is calculated on an end-of-day basis and does not take into account intraday trading; and
- Historical changes in market risk factors may not be accurate predictors of future market conditions, especially in terms of fully incorporating the risk of extreme market events.

58. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Market risk *(continued)*

(i) Market risk of investment portfolios *(continued)*

The following tables set forth the Group computed VaRs by risk categories as of the dates and for the years of 2021 and 2020 respectively:

	As at 31 December 2021	Year ended 31 December 2021		
		Average	Highest	Lowest
Equity prices	185,696,707	180,086,116	215,684,592	132,532,882
Interest rates	51,739,456	54,591,702	79,273,858	35,761,912
Currency rates	39,091,828	33,845,476	44,258,664	18,989,510
Commodity prices	953,532	559,318	1,548,226	116,233
Diversification effect	(97,190,940)	(83,694,087)		
Total portfolio	180,290,583	185,388,525	220,752,094	151,260,280

	As at 31 December 2020	Year ended 31 December 2020		
		Average	Highest	Lowest
Equity prices	168,760,417	159,476,256	271,586,230	32,843,887
Interest rates	35,629,109	43,610,214	53,094,558	29,775,232
Currency rates	37,172,023	36,988,612	43,489,561	25,464,285
Commodity prices	1,309,872	1,359,948	5,372,547	283,783
Diversification effect	(63,062,795)	(71,837,789)		
Total portfolio	179,808,626	169,597,241	267,183,358	62,439,644

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT (continued)

(c) Market risk (continued)

(ii) Market risk of non-trading portfolios

(1) Interest rate risk

The non-trading portfolios of the Group are subject to the risk of interest rate fluctuations. Except for the financial assets and liabilities managed through VaR, the Group's major interest-earning assets in its non-trading portfolios include deposits with banks and with clearinghouses, receivable from margin clients and reverse REPOs; and its interest-bearing liabilities mainly include short-term debt securities issued, placements from financial institutions, REPOs and long-term debt securities issued.

The Group adopts sensitivity analysis to measure the interest rate risk of non-trading portfolios. Assuming all other variables remain constant, interest rate sensitivity analysis is as follows:

	Sensitivity of net profit	
	Year ended 31 December	
	2021	2020
Changes in basis points (bps)		
Increase by 50 bps	(294,941,100)	(287,838,356)
Decrease by 50 bps or decrease to 0	371,242,196	323,448,026
	Sensitivity of equity	
	As at 31 December	
	2021	2020
Changes in bps		
Increase by 50 bps	(294,941,100)	(287,838,356)
Decrease by 50 bps or decrease to 0	371,242,196	323,448,026

58. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Market risk *(continued)*

(ii) Market risk of non-trading portfolios *(continued)*

(1) Interest rate risk *(continued)*

The sensitivity analysis is based on the static rate risk profile of the Group's assets and liabilities. The sensitivity analysis measures the impact of changes of interest rates within one year and shows how annualised net profit or loss and equity would have been affected by repricing of the Group's assets and liabilities within the one-year period. The sensitivity analysis is based on the following assumptions that:

- The 50-bp changes of interest rates at the end of the reporting periods apply to all of the Group's non-trading financial instruments in the next 12 months;
- The shift in the yield curve is parallel with the changes of interest rate;
- There are no changes in the assets and liabilities portfolios;
- Other variables (including exchange rates) remain unchanged; and
- Risk management measures undertaken by the Group are not considered.

As the actual changes of interest rate can be different from the above assumptions, the impact of the interest rate changes on the Group's net profit and equity may vary from the estimated results of the sensitivity analysis.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

58. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Market risk *(continued)*

(ii) Market risk of non-trading portfolios *(continued)*

(2) Currency risk

Currency risk is the risk arising from fluctuations of foreign exchange rates. The table below presents the exchange rate sensitivity analysis of the Group's major currency risk exposures, which calculates the impact of reasonably possible changes in the foreign exchange rate on equity where all other variables are held constant. This analysis does not take into account any foreign exchange correlations or changes in fair values of financial instruments denominated in foreign currencies, nor does it take into account any measures (for instance use of currency derivatives) that the Group may take to address the adverse impact of foreign exchange exposure on equity.

Currency	Changes in exchange rates	Sensitivity of equity As at 31 December	
		2021	2020
USD	1%	(257,894,315)	(257,483,322)
Hong Kong dollar ("HKD")	1%	82,566,111	80,385,868
Others	1%	14,302,180	1,773,972

While the table above indicates the impact on equity of 1% appreciation of USD, HKD and other foreign currencies, there will be an opposite effect with the same amount if the currencies depreciate by the same percentage.

58. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Market risk *(continued)*

(ii) Market risk of non-trading portfolios *(continued)*

(2) Currency risk *(continued)*

The table below presents the Group's exposure to foreign exchange risk as at 31 December 2021 and 31 December 2020. The Group's exposure to RMB is presented in the tables below for comparison purposes. Included in the table are the carrying amounts of the assets and liabilities of the Group in RMB equivalent, categorized by the original currencies.

	As at 31 December 2021				
	RMB	USD in RMB equivalent	HKD in RMB equivalent	Other in RMB equivalent	Total
Net exposure in the consolidated statement of financial position	117,757,949,422	(41,430,626,148)	6,358,529,794	2,044,983,359	84,730,836,427

	As at 31 December 2020				
	RMB	USD in RMB equivalent	HKD in RMB equivalent	Other in RMB equivalent	Total
Net exposure in the consolidated statement of financial position	108,221,153,244	(41,876,793,298)	5,012,104,375	458,668,673	71,815,132,994

59. CAPITAL MANAGEMENT

The Group's capital management policy is to maintain an adequate capital base, so as to retain the confidence of the investors, the creditors and the counterparties and to ensure the sound development of future business. The objective of the Group's capital management is to meet legal and regulatory requirements, while maintaining adequate capital and maximising returns. Based on its strategic plan, its business development needs and the tendency in its risk exposure, the Group carries out the forecast, planning and management of its regulatory capital through scenario analysis and stress testing.

The Group calculates its regulatory capital in accordance with relevant regulations applicable in the local jurisdiction and which may vary from jurisdictions. The Company calculates regulatory capital in accordance with the Provisions on the Calculation Basis for Risk Control Indicators of Securities Companies (CSRC Announcement [2020] No. 10) issued by the CSRC on 23 January 2020.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

59. CAPITAL MANAGEMENT (continued)

In accordance with CSRC Announcement [2020] No. 10, the Company is required to meet the following standards for risk control indicators on a continual basis:

- (i) Risk Coverage Ratio (Net capital/Total risk capital reserves×100%) shall be no less than 100% ("Ratio i");
- (ii) Capital Leverage Ratio (Core net capital/Total on-and-off-balance-sheet assets×100%) shall be no less than 8% ("Ratio ii");
- (iii) Liquidity Coverage Ratio (High quality liquid assets/Total net cash outflows over the next 30 days×100%) shall be no less than 100% ("Ratio iii");
- (iv) Net Stable Funding Ratio (Stable funding available/Stable funding required×100%) shall be no less than 100% ("Ratio iv");
- (v) The ratio of net capital divided by net assets shall be no less than 20% ("Ratio v");
- (vi) The ratio of net capital divided by liabilities shall be no less than 8% ("Ratio vi");
- (vii) The ratio of net assets divided by liabilities shall be no less than 10% ("Ratio vii");
- (viii) The ratio of equity securities and related derivatives held divided by net capital shall not exceed 100% ("Ratio viii");
- (ix) The ratio of non-equity securities and related derivatives held divided by net capital shall not exceed 500% ("Ratio ix").

As at 31 December 2021 and 2020, the above risk control indicators of the Company were as follows:

	As at 31 December	
	2021	2020
Net Capital	48,228,680,303	46,601,687,730
Ratio i	151.62%	162.87%
Ratio ii	12.81%	14.36%
Ratio iii	316.68%	248.55%
Ratio iv	136.45%	124.96%
Ratio v	72.35%	77.26%
Ratio vi	19.67%	22.73%
Ratio vii	27.19%	29.42%
Ratio viii	58.01%	45.62%
Ratio ix	306.44%	278.46%

Similar to the Company, certain subsidiaries of the Group are also subject to capital requirements imposed by their local regulators, including the CSRC, the Hong Kong Securities and Futures Commission, etc.

The above risk control indicators are calculated based on the financial information prepared in accordance with China Accounting Standards for Business Enterprises.

60. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(a) The Company's statement of financial position

	Note	As at 31 December 2021	2020
Non-current assets:			
Property and equipment		545,111,929	431,948,535
Right-of-use assets		558,563,929	452,276,527
Intangible assets		227,366,712	130,797,304
Interests in subsidiaries	61	26,953,277,514	24,953,777,514
Interests in associates and joint ventures		507,023,713	488,556,150
Reverse REPOs		51,790,820	525,896,882
Refundable deposits		1,184,105,034	1,815,919,438
Deferred tax assets		1,027,518,156	1,220,716,177
Other non-current assets		130,438,831	106,657,344
Total non-current assets		31,185,196,638	30,126,545,871
Current assets:			
Accounts receivable		38,074,249,428	31,412,045,335
Receivable from margin clients		3,001,822,335	5,333,303,299
Financial assets at fair value through other comprehensive income		25,515,241,608	24,588,747,038
Financial assets at fair value through profit or loss		148,144,757,401	126,086,149,449
Derivative financial assets		12,348,351,195	14,737,812,715
Reverse REPOs		21,318,427,115	13,055,783,358
Cash held on behalf of clients		18,308,909,816	20,765,908,168
Cash and bank balances		30,293,487,155	18,186,478,824
Other current assets		2,170,979,257	1,801,416,554
Total current assets		299,176,225,310	255,967,644,740
Total assets		330,361,421,948	286,094,190,611

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

60. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

(a) The Company's statement of financial position (continued)

	Notes	As at 31 December	
		2021	2020
Current liabilities:			
Financial liabilities at fair value through profit or loss		530,502,335	1,317,838,255
Derivative financial liabilities		14,133,736,779	16,407,248,492
Accounts payable to brokerage clients		11,205,854,169	20,745,017,791
Placements from financial institutions		31,203,985,700	22,537,987,183
Short-term debt securities issued		9,518,576,154	14,992,735,169
REPOs		4,271,897,912	12,825,570,771
Employee benefits payable		6,196,491,185	4,868,599,963
Income tax payable		6,127,631	505,905,753
Long-term debt securities issued due within one year		17,289,749,310	13,135,347,932
Contract liabilities		117,421,490	85,493,272
Other current liabilities		93,792,029,672	54,371,291,980
Total current liabilities		188,266,372,337	161,793,036,561
Net current assets		110,909,852,973	94,174,608,179
Total assets less current liabilities		142,095,049,611	124,301,154,050
Non-current liabilities:			
Non-current employee benefits payable		958,885,757	527,356,440
Long-term debt securities issued		73,902,636,078	62,974,381,321
Lease liabilities		576,921,556	479,386,472
Total non-current liabilities		75,438,443,391	63,981,124,233
Net assets		66,656,606,220	60,320,029,817
Equity:			
Share capital	50(a)	4,827,256,868	4,827,256,868
Other equity instruments	51	8,500,000,000	5,000,000,000
Reserves	50(b)	47,117,371,591	45,796,713,361
Retained profits		6,211,977,761	4,696,059,588
Total equity		66,656,606,220	60,320,029,817

60. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY *(continued)*

(b) Movement in the Company's reserves

	Share capital	Other equity instruments	Reserves				Subtotal	Retained profits	Total equity
			Capital reserve	Surplus reserve	General reserves	Investment revaluation reserve			
At 1 January 2021	4,827,256,868	5,000,000,000	41,699,678,499	995,576,479	3,118,978,079	(17,519,696)	45,796,713,361	4,696,059,588	60,320,029,817
Changes in equity for the year									
Profit for the year	-	-	-	-	-	-	-	3,968,723,182	3,968,723,182
Other comprehensive income for the year	-	-	-	-	-	124,345,911	124,345,911	-	124,345,911
Total comprehensive income for the year	-	-	-	-	-	124,345,911	124,345,911	3,968,723,182	4,093,069,093
Appropriation to surplus reserve	-	-	-	396,872,318	-	-	396,872,318	(396,872,318)	-
Appropriation to general reserves	-	-	-	-	800,826,455	-	800,826,455	(800,826,455)	-
Distributions to holders of perpetual subordinated bonds	-	-	-	-	-	-	-	(386,200,000)	(386,200,000)
Issuance of perpetual subordinated bonds	-	3,500,000,000	-	-	-	-	-	-	3,500,000,000
Dividends to shareholders	-	-	-	-	-	-	-	(868,906,236)	(868,906,236)
Others	-	-	(1,386,454)	-	-	-	(1,386,454)	-	(1,386,454)
At 31 December 2021	4,827,256,868	8,500,000,000	41,698,292,045	1,392,448,797	3,919,804,534	106,826,215	47,117,371,591	6,211,977,761	66,656,606,220

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

60. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

(b) Movement in the Company's reserves (continued)

	Reserves							Retained profits	Total equity
	Share capital	Other equity instruments	Capital reserve	Surplus reserve	General reserves	Investment revaluation reserve	Subtotal		
At 1 January 2020	4,368,667,868	1,000,000,000	29,126,206,007	736,558,479	2,594,387,788	113,040,994	32,570,193,268	2,946,487,882	40,885,349,018
Changes in equity for the year									
Profit for the year	-	-	-	-	-	-	-	2,590,179,997	2,590,179,997
Other comprehensive income for the year	-	-	-	-	-	(130,560,690)	(130,560,690)	-	(130,560,690)
Total comprehensive income for the year	-	-	-	-	-	(130,560,690)	(130,560,690)	2,590,179,997	2,459,619,307
Appropriation to surplus reserve	-	-	-	259,018,000	-	-	259,018,000	(259,018,000)	-
Appropriation to general reserves	-	-	-	-	524,590,291	-	524,590,291	(524,590,291)	-
Distributions to holders of perpetual subordinated bonds	-	-	-	-	-	-	-	(57,000,000)	(57,000,000)
Issuance of A Shares	458,589,000	-	12,573,472,492	-	-	-	12,573,472,492	-	13,032,061,492
Issuance of perpetual subordinated bonds	-	5,000,000,000	-	-	-	-	-	-	5,000,000,000
Redemption of perpetual subordinated bonds	-	(1,000,000,000)	-	-	-	-	-	-	(1,000,000,000)
At 31 December 2020	4,827,256,868	5,000,000,000	41,699,678,499	995,576,479	3,118,978,079	(17,519,696)	45,796,713,361	4,696,059,588	60,320,029,817

61. INTERESTS IN SUBSIDIARIES

	As at 31 December 2021	2020
Unlisted shares, at cost or deemed cost	26,953,277,514	24,953,777,514

61. INTERESTS IN SUBSIDIARIES *(continued)*

(a) Particulars of the Company's principal subsidiaries are as follows:

Name of company	Place of incorporation and operation	Kind of legal entity	Particulars of issued and paid-in capital	Equity interest held by the Company as at 31 December		Principal activity	Auditor ⁽¹⁾
				2021	2020		
China International Capital Corporation (Hong Kong) Limited	Hong Kong SAR	Company limited by shares	HKD 3,900,000,000	100%	100%	Overseas investment holding business	DTT
CICC Wealth Management	Shenzhen, PRC	Limited liability company	RMB 8,000,000,000	100%	100%	Wealth management and securities brokerage business	DTT PRC
CICC Capital	Beijing, PRC	Limited liability company	RMB922,804,807	100%	100%	Private equity investment business	DTT PRC
CICC Pucheng Investment Co., Ltd.	Shanghai, PRC	Limited liability company	RMB 3,000,000,000	100%	100%	Alternative investment business: financial products, equity, etc.	DTT PRC
CICC Fund Management Co., Ltd.	Beijing, PRC	Limited liability company	RMB 500,000,000	100%	100%	Management of funds business	DTT PRC
CICC Futures Co., Ltd.	Xining, PRC	Limited liability company	RMB 350,000,000	100%	100%	Futures brokerage and asset management business	DTT PRC
CICC Private Equity Management Co., Ltd.	Shanghai, PRC	Limited liability company	RMB 99,500,000	100%	100%	Private equity investment business	DTT PRC
CICC Financial Trading Limited ⁽²⁾	Hong Kong SAR	Company limited by shares	HKD1	100%	100%	Securities trading business	DTT

Notes:

(1) Statutory auditors of the respective subsidiaries of the Group are as follows:

- DTT PRC represents Deloitte Touche Tohmatsu Certified Public Accountants LLP, 德勤華永會計師事務所(特殊普通合夥), a firm of certified public accountants registered in the PRC;
- DTT represents Deloitte Touche Tohmatsu, 德勤關黃陳方會計師行(香港), a firm of certified public accountants registered in Hong Kong;

(2) The equity interest of the subsidiary was indirectly held by the Company.

Notes to the Consolidated Financial Statements

(Expressed in RMB, unless otherwise stated)

61. INTERESTS IN SUBSIDIARIES *(continued)*

(b) Acquisition of a subsidiary

CICC Capital, a subsidiary of the Company, increased the capital of Science & Technology Innovation with cash consideration of RMB220,129,947 as the consolidation cost in October 2021. After the capital increase, CICC Capital held 51% of shareholding and voting rights, which resulted in the control over Science & Technology Innovation that was included in the scope of consolidation.

The deal price of CICC Capital's capital increase in Science & Technology Innovation was based on the assessment value determined by the Asset Assessment Report on the Value of All Equity of Science & Technology Innovation Shareholders Involved in the Capital Increase in Science & Technology Innovation Proposed by CICC Capital Through Non-public Agreement, which was issued by China Enterprise Appraisals Consultation Co., Ltd. with 31 December 2020 as the assessment base date (Zhong Qi Hua Ping Bao Zi (2021) No. 1226). The aforesaid Assessment Report was approved by the Reply of the State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality on the Capital Increase Asset Assessment Project of Science & Technology Innovation (Jing Guo Zi Chan Quan [2021] No. 22).

The difference between the consolidation consideration and the fair value of identifiable net assets of Science & Technology Innovation attributable to CICC Capital on the consolidation date was recognised as goodwill of RMB39,984,637.

62. CONTINGENCIES

The Group is exposed to the risk of economic benefit outflows due to litigations, arbitrations or regulatory investigations in the course of operations. The Group, after having assessed in accordance with the IAS, believes that the probability for the occurrence of such risk is relatively low. The Group had no outstanding contingent matters which had a material impact on its consolidated financial position as at 31 December 2021.

63. SUBSEQUENT EVENTS

(a) Corporate bonds

On 8 March 2022, the Group issued the first tranche of public corporate bonds, with type I named as 22 CICC WMS G1 and type II named as 22 CICC WMS G2. The total principal amount of 22 CICC WMS G1 is RMB1.5 billion with duration of 3 years and the interest rate is 3.07% per annum. The total principal amount of 22 CICC WMS G2 is RMB0.5 billion with duration of 5 years and the interest rate is 3.49% per annum.

(b) Subordinated bonds

On 24 March 2022, the Group issued the first tranche of public subordinated bonds, with type I named as 22 CICC WMS C1 and type II named as 22 CICC WMS C2. The total principal amount of 22 CICC WMS C1 is RMB1.5 billion with duration of 3 years and the interest rate is 3.50% per annum. The total principal amount of 22 CICC WMS C2 is RMB0.5 billion with duration of 5 years and the interest rate is 3.89% per annum. The Group redeemed 17 CISC 02 with an aggregate principal amount of RMB1.8 billion on 23 February 2022.

(c) MTNs

The Group issued a tranche of 3-year MTN with an aggregate principal amount of USD0.6 billion on 21 March 2022 and the interest rate is 2.875% per annum.

(d) Short-term commercial papers

The Group redeemed 21 CICC CP001 with an aggregate principal amount of RMB1.0 billion on 25 February 2022.

(e) Perpetual subordinated bonds

On 13 January 2022, the Group issued the first tranche of public perpetual subordinated bonds named as 22 CICC Y1. The total principal amount is RMB3.9 billion and the interest rate is 3.60% per annum.

(f) Proposed profit distribution after the reporting period

In accordance with the 2021 profit distribution plan approved by the Board of Directors on 30 March 2022, the Company will adopt the method of cash dividends for its 2021 profit distribution. The total of proposed cash dividends to be distributed is RMB1,448,177,060 (tax inclusive). On the basis of 4,827,256,868 shares in issue as at the date of approval of the financial statements of the Company, a cash dividend of RMB3.00 (tax inclusive) for every ten shares will be distributed. The 2021 profit distribution plan is subject to approval of the related resolution by the annual general meeting. The cash dividends will be recognized as liabilities after the approval and declaration by the annual general meeting.

CHINA INTERNATIONAL CAPITAL CORPORATION
(INTERNATIONAL) LIMITED

中國國際金融(國際)有限公司

(FORMERLY KNOWN AS CHINA INTERNATIONAL
CAPITAL CORPORATION (HONG KONG) LIMITED

中國國際金融(香港)有限公司)

Reports and Consolidated Financial Statements
For the year ended 31 December 2022

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

REPORTS AND CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

<u>CONTENTS</u>	<u>PAGE(S)</u>
DIRECTORS' REPORT	1 - 3
INDEPENDENT AUDITOR'S REPORT	4 - 7
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	8
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	9 & 10
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	11
CONSOLIDATED STATEMENT OF CASH FLOWS	12 & 13
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	14 – 108

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

DIRECTORS' REPORT

The directors are pleased to submit herewith their annual report together with the audited consolidated financial statements for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activity of China International Capital Corporation (International) Limited (the "Company") is investment holding. The principal activities and other particulars of the Company's subsidiaries are set out in note 14 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2022 and the Group's financial position at 31 December 2022 are set out in the consolidated financial statements on pages 8 to 10.

The directors do not recommend the payment of a dividend (2021: nil) and propose that the profit for the year be retained.

LONG-TERM NOTES ISSUED

Details of the long-term notes issued by the Group are set out in note 31 to the consolidated financial statements.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 32 to the consolidated financial statements.

On 28 July 2022, the Company issued 210,000,000 ordinary shares at a consideration of HK\$2,100,000,000 to its immediate holding company to finance the working capital of the Company. The new shares issued rank pari passu in all respects with the existing shares.

DIRECTORS

The directors during the year and up to the date of this report were:

Chu Gang

Ma Kui

Wong King Fung

Xia Xinhua

Liu Qingchuan

Xu Yicheng

Huang Haizhou

Wu Bo

(resigned on 26 October 2022)

(appointed on 5 August 2022)

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

DIRECTORS - continued

In accordance with the provisions of the Company's Article of Association, all directors retire and being eligible, offer themselves for re-election, continue in office.

The names of directors who have served on the board of directors of the subsidiaries of the Company during the year and up to the date of this report included:

Bai David Dawei¹, Chan Ho Wing, Chan Ka Chun, Chan Wing Hing Barry, Chen Jiaxin, Cheng Beichen, Chu Gang, Cong Hui, Diao Zhihai, Elizabeth Eng Ming Fang, Feng Ping¹, Feng Sibo¹, Fu Samantha Minhui, Fung Wing Yan, Gao Vincent Wenlong, Gao Xing¹, Goto Naoyuki, He Ning¹, Hon Tsz Kin, Huang Haizhou, Huang Kanglin, Huang Yilong¹, Huang Zhaohui, Huh Yongsoo, Ji Yanbin, Jia Jia, Ka Chau Kei, Lai Yin Chung, Lam Po Shan¹, Lau Tsz Wing, Lee Hung Hing, Li Yanlin, Liang Dongqing, Liang Guozhong¹, Liang Ying, Lin Ning, Lin Xi, Lit Ho Man Vienna, Liu Jian, Liu Qingchuan, Liu Zhao, Long Liang, Lorna Carroll, Lu Yin¹, Ma Kui, Martin Laufer¹, Michael Müller, Mu Xiaoyun¹, Ng Soon Wei Stephen, Nguyen Thomas¹, Niu Xuezhi¹, Park Byung Eun, Peng Jun, Peng Wensheng, Qian Ting, Qiao Bo¹, Qiu Jin, Shan Junbao, Shen Yuanjiang, Shi Xiangdong, Shin Hong Jae¹, Sim Sher Ling Sharen, Sneah Jason, So Hiu Fai, Sophia Dilbert¹, Tam Hiu Ching, Tan Bin, Tanaka Eiji, Teo Siew Li, To Derek Kai Chung¹, Tong Xuanzi¹, Tsui Chun Wa, Wang Jin, Wang Ke, Wang Lei, Wang Sheng¹, Wang Sheng¹, Wang Shuguang¹, Wong Chi Man, Wong King Fung, Wu Bo, Wu Xia, Wu Yu, Xia Xinhuan, Xing Dongyuan, Xu Jia, Xu Mengmeng, Xu Yicheng, Xu Zhongchao, Yin Xiaobin, Yu Weijiang, Zhang Dazhi, Zhang Shenglan, Zhang Wangyi, Zhang Yongcheng, Zhang Zhihong, Zhao Fuqiang¹, Zhou Jiaying, Zhou Xuetao, Zhu Xin¹, Zou Danruo

Note:

¹ No longer directors of the subsidiaries of the Company as at the date of this report.

ARRANGEMENTS TO PURCHASE SHARES AND DEBENTURES

At no time during the year was the Company or its holding company, or any of its fellow subsidiaries or subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporates.

DIRECTORS' INTEREST IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance, to which the Company or its holding company, or any of its fellow subsidiaries or subsidiaries, was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

BUSINESS REVIEW

The Company is a wholly owned subsidiary of another body corporate. Accordingly, it is exempted from preparing a business review under the Hong Kong Companies Ordinance.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the Company is currently in force and was in force throughout this year.

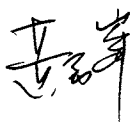
SUBSEQUENT EVENTS

Details of significant events occurring after the reporting date are set out in note 43 to the consolidated financial statements.

INDEPENDENT AUDITOR

A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the board



Wong King Fung
Director
Hong Kong

28 APR 2023

INDEPENDENT AUDITOR'S REPORT

TO THE SOLE MEMBER OF
CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)
(Incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of China International Capital Corporation (International) Limited (formerly known as China International Capital Corporation (Hong Kong) Limited) (the "Company") and its subsidiaries (the "Group") set out on pages 8 to 108, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code") and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The directors of the Company are responsible for the other information. The other information comprises all the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT

TO THE SOLE MEMBER OF CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED - continued

中國國際金融(國際)有限公司

(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION

(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

(Incorporated in Hong Kong with limited liability)

Other Information - continued

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA 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.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you in accordance with section 405 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE SOLE MEMBER OF CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED - continued

中國國際金融(國際)有限公司

(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION

(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

(Incorporated in Hong Kong with limited liability)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements - continued

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT

TO THE SOLE MEMBER OF CHINA INTERNATIONAL CAPITAL CORPORATION
(INTERNATIONAL) LIMITED - continued

中國國際金融(國際)有限公司

(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION

(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

(Incorporated in Hong Kong with limited liability)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements - continued

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

28 APR 2023

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

	NOTES	2022 HK\$	2021 HK\$
Revenue			
Fee and commission income	4	2,950,653,225	4,535,286,203
Interest income	5	768,675,434	416,419,040
Investment income	6	5,695,710,264	5,356,234,962
Total revenue		9,415,038,923	10,307,940,205
Other gains and losses, net	7	(1,057,525,057)	(290,593,532)
Staff costs	8(a)	(1,484,086,528)	(1,959,993,658)
Net reversal of impairment loss	8(d)	7,055,900	178,265,612
Depreciation		(261,108,459)	(212,980,044)
Other operating expenses	8(b)	(975,776,662)	(1,245,370,751)
Profit from operations		5,643,598,117	6,777,267,832
Finance costs	8(c)	(1,916,521,992)	(825,556,540)
Share of results of joint ventures		(17,595,862)	83,909,803
Share of result of an associate		781,011	121,089
Profit before taxation	8	3,710,261,274	6,035,742,184
Income tax expense	9(a)	(612,223,378)	(882,359,120)
Profit for the year		3,098,037,896	5,153,383,064
Other comprehensive (expense)/income			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of financial statements of overseas subsidiaries		(61,634,834)	55,478,756
Financial assets at fair value through other comprehensive income: net movement in revaluation reserve	17	(190,245,065)	(103,337,985)
Other comprehensive expense for the year, net of income tax		(251,879,899)	(47,859,229)
Total comprehensive income for the year		2,846,157,997	5,105,523,835
Profit for the year attributable to owners of the Company		3,098,037,896	5,153,383,064
Non-controlling interests		-	-
		3,098,037,896	5,153,383,064
Total comprehensive income attributable to owners of the Company		2,846,157,997	5,105,523,835
Non-controlling interests		-	-
		2,846,157,997	5,105,523,835

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

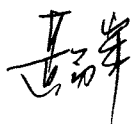
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT 31 DECEMBER 2022

	NOTES	2022 HK\$	2021 HK\$
Non-current assets			
Property and equipment	11	158,124,641	118,949,995
Right-of-use assets	12	554,951,366	672,223,726
Financial assets at fair value through profit or loss	20	2,363,287,483	2,592,942,236
Other non-current assets	13	727,841,407	1,556,964,942
Deferred tax assets	19	77,014,283	47,509,003
Interest in an associate	15	2,315,993	1,672,862
Interests in joint ventures	16	295,674,255	365,318,741
		<u>4,179,209,428</u>	<u>5,355,581,505</u>
Current assets			
Financial assets at fair value through profit or loss	20	87,539,554,340	123,518,536,930
Financial assets at fair value through other comprehensive income	17	7,203,105,842	6,870,316,433
Financial assets held under resale agreements ("reverse REPOs")	18	5,438,279,302	794,110,149
Derivatives	36	14,487,645,407	9,149,111,627
Accounts receivable	21	42,654,577,293	50,505,860,849
Other receivables, deposits and prepayments	22	405,662,641	628,182,002
Amount due from the ultimate holding company	23	67,617,386	133,775,132
Amount due from a joint venture	23	1,774,301	1,821,875
Tax recoverable		328,100,051	2,006,188
Fixed deposits with original maturity over three months	24	21,830,891	21,834,589
Cash and cash equivalents	24	31,444,362,148	22,385,223,442
		<u>189,592,509,602</u>	<u>214,010,779,216</u>
Current liabilities			
Accounts payable	25	55,302,158,266	80,918,885,101
Financial liabilities at fair value through profit or loss	26	32,833,212,242	44,600,098,751
Financial assets sold under repurchase agreements ("REPOs")	27	10,618,860,267	6,040,428,958
Derivatives	36	9,484,668,882	12,119,861,494
Lease liabilities	28	177,593,725	166,875,756
Other creditors and accruals	29	2,119,478,310	2,543,021,029
Amount due to the ultimate holding company	23	106,430,205	195,777,372
Bank loans and overdrafts	30	24,910,616,591	19,972,127,832
Tax payable		64,316,449	368,650,106
Short-term notes issued	31	909,364,788	1,935,526,469
Current portion of long-term notes issued	31	11,689,732,398	7,793,608,646
		<u>148,216,432,123</u>	<u>176,654,861,514</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

	NOTES	2022 HK\$	2021 HK\$
Net current assets		41,376,077,479	37,355,917,702
Total assets less current liabilities		45,555,286,907	42,711,499,207
Non-current liabilities			
Long-term notes issued	31	21,366,205,430	23,347,759,460
Lease liabilities	28	431,205,933	548,962,920
Deferred tax liabilities	19	-	3,059,514
		21,797,411,363	23,899,781,894
Net assets		23,757,875,544	18,811,717,313
Capital and reserves			
Share capital	32(a)	6,000,000,000	3,900,000,000
Reserves	32(d)	17,757,875,310	14,911,717,313
Equity attributable to owners of the Company		23,757,875,310	18,811,717,313
Non-controlling interests		234	-
Total equity		23,757,875,544	18,811,717,313

The consolidated financial statements on pages 8 to 108 were approved and authorised for issue by the Board of Directors on **28 APR 2023** and are signed on its behalf by:



Wong King Fung
DIRECTOR



Ma Kui
DIRECTOR

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

	Share capital HK\$	Exchange reserve HK\$	Retained profits HK\$	Revaluation reserve (recycling) HK\$	Subtotal HK\$	Non-controlling interests HK\$	Total HK\$
Balance at 1 January 2021	3,900,000,000	(22,605,026)	9,795,072,948	33,725,556	13,706,193,478	-	13,706,193,478
Profit for the year	-	-	5,153,383,064	-	5,153,383,064	-	5,153,383,064
Other comprehensive income/(expense)	-	55,478,756	-	(103,337,985)	(47,859,229)	-	(47,859,229)
Total comprehensive income/(expense) for the year	-	55,478,756	5,153,383,064	(103,337,985)	5,105,523,835	-	5,105,523,835
Balance at 31 December 2021	3,900,000,000	32,873,730	14,948,456,012	(69,612,429)	18,811,717,313	-	18,811,717,313
Profit for the year	-	-	3,098,037,896	-	3,098,037,896	-	3,098,037,896
Other comprehensive expense	-	(61,634,834)	-	(190,245,065)	(251,879,899)	-	(251,879,899)
Total comprehensive (expense)/income for the year	-	(61,634,834)	3,098,037,896	(190,245,065)	2,846,157,997	-	2,846,157,997
Shares issued (Note 32(a))	2,100,000,000	-	-	-	2,100,000,000	-	2,100,000,000
Capital contribution from non-controlling interests	-	-	-	-	-	234	234
Balance at 31 December 2022	6,000,000,000	(28,761,104)	18,046,493,908	(259,857,494)	23,757,875,310	234	23,757,875,544

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2022

	<u>2022</u> HK\$	<u>2021</u> HK\$
Operating activities		
Profit before taxation	3,710,261,274	6,035,742,184
Adjustments for:		
Depreciation	261,108,459	212,980,044
Net reversal of impairment loss	(7,055,900)	(178,265,612)
Interest element of leases	15,779,436	14,486,242
Other interest expenses	1,688,364,680	786,246,767
Share of results of joint ventures	17,595,862	(83,909,803)
Share of result of an associate	(781,011)	(121,089)
Unrealised fair value gains on financial assets and liabilities at fair value through profit or loss and derivatives	(2,251,705,336)	(13,742,940,288)
Operating cash flow before movements in working capital	3,433,567,464	(6,955,781,555)
Decrease in other non-current assets	829,123,535	412,727,402
Net change in financial assets and financial liabilities at fair value through profit or loss and derivatives	18,526,524,991	(15,036,472,137)
Net change in financial assets at fair value through other comprehensive income	(581,149,023)	(2,526,767,904)
Net change in reverse REPOs and REPOs	(65,737,844)	1,969,543,619
Decrease/(increase) in accounts receivable	7,877,999,104	(13,064,735,312)
Decrease in other receivables, deposits and prepayments	223,411,452	878,749,906
Decrease/(increase) in fixed deposits with original maturity over three months	3,698	(131,206)
Net change in amount due from/to ultimate holding company	(23,189,421)	(265,225,161)
Net change in amounts due from/to fellow subsidiaries	-	(714,876)
Decrease/(increase) in amounts due from a joint venture	47,574	(1,821,875)
(Decrease)/increase in accounts payable	(25,616,726,835)	33,381,999,681
Decrease in other creditors, accruals and other non-current liabilities	(623,601,502)	(1,127,073,771)
Net cash generated from/(used in) operations	3,980,273,193	(2,335,703,189)

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

	<u>NOTES</u>	<u>2022</u> HK\$	<u>2021</u> HK\$
Net cash generated from/(used in) operations		3,980,273,193	(2,335,703,189)
Tax paid			
Hong Kong Profits Tax paid		(1,207,795,620)	(668,495,134)
Overseas tax (paid)/refund		(27,069,267)	209,598
Net cash generated from/(used in) operating activities		<u>2,745,408,306</u>	<u>(3,003,988,725)</u>
Investing activities			
Payment for purchase of property and equipment		(118,725,963)	(54,967,260)
Payment for purchase of non-current financial assets at fair value through profit or loss	37(f)(i)(a)	(235,638,127)	(396,428,325)
Proceed from disposal/redemption of non-current financial assets at fair value through profit or loss	37(f)(i)(a)	406,476,442	268,935,224
Distribution received from a joint venture		51,592,063	-
Net cash generated from/(used in) investing activities		<u>103,704,415</u>	<u>(182,460,361)</u>
Financing activities			
Net proceeds from bank loans	24(b)	4,938,488,759	11,229,426,818
Proceeds from issuance of long-term notes	24(b)	9,728,391,686	11,834,564,473
Payment of redemption of long-term notes	24(b)	(7,793,608,646)	(7,771,925,191)
Proceeds from issuance of short-term notes	24(b)	1,923,170,973	3,545,414,829
Payment of redemption of short-term notes	24(b)	(2,949,332,654)	(9,555,720,344)
Repayments of lease liabilities	24(b)	(191,872,575)	(165,071,595)
Issuance of shares	32(a)	2,100,000,000	-
Proceeds from non-controlling interests		234	-
Other interest paid	24(b)	(1,488,305,897)	(742,775,034)
Net cash generated from financing activities		<u>6,266,931,880</u>	<u>8,373,913,956</u>
Net increase in cash and cash equivalents		<u>9,116,044,601</u>	<u>5,187,464,870</u>
Cash and cash equivalents at 1 January		<u>22,385,223,442</u>	<u>17,133,510,192</u>
Effect of foreign exchange rate changes		<u>(56,905,895)</u>	<u>64,248,380</u>
Cash and cash equivalents at 31 December	24	<u><u>31,444,362,148</u></u>	<u><u>22,385,223,442</u></u>
Net cash generated from/(used in) operating activities including:			
Interest received		938,530,466	1,057,025,573
Interest paid		(167,283,000)	(25,621,283)

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

1. GENERAL INFORMATION

China International Capital Corporation (International) Limited (formerly known as China International Capital Corporation (Hong Kong) Limited) (the "Company") is a company incorporated in Hong Kong. Its immediate and ultimate holding company is China International Capital Corporation Limited, a public limited company incorporated in the People's Republic of China, of which its H shares are listed on The Stock Exchange of Hong Kong Limited and its A shares are listed on the Shanghai Stock Exchange. The address of the registered office and principal place of business of the Company is at 29th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong.

The principal activity of the Company is investment holding.

The principal activities of the Company's subsidiaries are set out in note 14 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment - Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts - Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018 - 2020

Except as described below, the application of the amendments to HKFRSs in the current year had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") - continued

Amendments to HKFRSs that are mandatorily effective for the current year - continued

Impacts on application of Amendments to HKFRS 3 Reference to the Conceptual Framework

The Group has applied the amendments to business combinations for which the acquisition date was on or after 1 January 2022. The amendments update a reference in HKFRS 3 Business Combinations so that it refers to the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the "Conceptual Framework") instead of Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting 2010 issued in October 2010), add a requirement that, for transactions and events within the scope of HKAS 37 Provisions, Contingent Liabilities and Contingent Assets or HK(IFRIC)-Int 21 Levies, an acquirer applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination and add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The application of the amendments in the current year has had no impact on the Group's consolidated financial statements.

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after a date to be determined.

³ Effective for annual periods beginning on or 1 January 2024.

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") - continued

New and amendments to HKFRSs in issue but not yet effective - continued

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Based on the Group's outstanding liabilities as at 31 December 2022, the application of the amendments will not result in reclassification of the Group's liabilities.

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") - continued

New and amendments to HKFRSs in issue but not yet effective - continued

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies - continued

HKFRS Practice Statement 2 Making Materiality Judgements (the "Practice Statement") is also amended to illustrate how an entity applies the "four-step materiality process" to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group's significant accounting policies. The impacts of application, if any, will be disclosed in the Group's future consolidated financial statements.

Amendments to HKAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as "monetary amounts in financial statements that are subject to measurement uncertainty". An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty - that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group's consolidated financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.1 Basis of preparation of consolidated financial statements - continued

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are accounted for in accordance with HKFRS 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as value in use in HKAS 36 *Impairment of Assets*.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

When the Group is an investor of a fund in which the Group also acts as a fund manager, the Group will determine whether it is a principal or an agent for the purpose of assessing whether the Group controls the relevant fund.

An agent is a party primarily engaged to act on behalf and for the benefit of another party or parties (the principal(s)) and therefore does not control the investee when it exercises its decision-making authority. In determining whether the Group is an agent to the fund, the Group would assess:

- the scope of its decision-making authority over the investee;
- the rights held by other parties;
- the remuneration to which it is entitled in accordance with the remuneration agreements; and
- the decision maker's exposure to variability of returns from other interests that it holds in the investee.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Basis of consolidation - continued

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Business combinations or asset acquisitions

Optional concentration test

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Business combinations or asset acquisitions - continued

Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

For business combinations in which the acquisition date is on or after 1 January 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the "Conceptual Framework") except for transactions and events within the scope of HKAS 37 or HK(IFRIC) - Int 21, in which the Group applies HKAS 37 or HK(IFRIC) - Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits respectively;
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Business combinations or asset acquisitions - continued

Business combinations - continued

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

Investments in associates and joint ventures

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Investments in associates and joint ventures - continued

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9 *Financial Instruments*, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Investment funds

The Group has invested in investment funds. The Group's percentage ownership in the investment funds can fluctuate from day to day according to the Group's and third-party participation in them. Where the Group is deemed to control such funds, with control determined based on an analysis of the guidance in HKFRS 10 *Consolidated Financial Statements*, they are consolidated, with the interests of parties other than the Group being classified as liabilities because there is a contractual obligation for the issuer to repurchase or redeem units in such funds for cash. These interests held by third parties are presented as "Third party interest in consolidated investment funds" included in "other creditors and accruals" in the consolidated statement of financial position. Third party interest in consolidated investment funds is measured at fair value at the end of the reporting period. Where the Group does not control such funds, they are carried at fair value and classified as financial assets at fair value through profit or loss in the consolidated statement of financial position.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a service, or a bundle of services, that is distinct or a series of distinct services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct service.

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Revenue from contracts with customers - continued

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

The Group's performance obligation of main source of income under the scope of HKFRS 15 *Revenue from Contracts with Customers* are as follows:

- (i) Brokerage commission income includes commission income from brokerage trading of securities. Commission income from brokerage trading of securities is recognised on the trade date basis when the relevant transactions are executed;
- (ii) Underwriting fee income are recognised at the point when relevant underwriting activities are completed;
- (iii) Asset and fund management fees include periodic management fees calculated based on assets under management and performance-based fee. The fees are recognised over time using a method that depicts the Group's performance, to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur; and
- (iv) Advisory and research fee income is recognised in profit or loss over time using a method that depicts the Group's performance, or at a point in time when the service is completed, depending on the nature of the services and the contract terms.

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration for asset management services to which it will be entitled using the most likely amount.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Revenue from contracts with customers - continued

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Leases - continued

The Group as a lessee - continued

Allocation of consideration to components of a contract - continued

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of office premises and office equipment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Leases - continued

The Group as a lessee - continued

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Leases - continued

The Group as a lessee - continued

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentive receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities and lease incentives from lessor by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Property and equipment

Property and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method as follows:

Leasehold improvements	The shorter of the estimated useful lives or the unexpired terms of the leases
Furniture and fixtures	3 years
Computer equipment	2 to 3 years
Office equipment	3 years

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Property and equipment - continued

The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Impairment of non-financial assets

At the end of the reporting period, the Group reviews the carrying amounts of its property and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Impairment of non-financial assets - continued

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised when the group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for accounts receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Interest income which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income ("OCI") if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Classification and subsequent measurement of financial assets - continued

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method, and foreign exchange gains and losses are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in OCI and accumulated under the heading of revaluation reserve (recycling). Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Classification and subsequent measurement of financial assets - continued

(iii) Financial assets at FVTPL - continued

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any interest earned on the financial asset and is included in the "investment income" line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including reverse REPOs, accounts receivable, other receivables and deposits, cash and cash equivalents, fixed deposits with original maturity over three months, financial assets at fair value through other comprehensive income, amounts due from fellow subsidiaries, amount due from a joint venture and amount due from ultimate holding company) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivable that result from transactions within the scope of HKFRS 15. The ECL on these assets are assessed individually for debtors with significant balances and/or based on the Group's historical default rates or default rates by reference to the Probability of Default ("PD"), Loss Given Default ("LGD") over the expected life and is adjusted for forward-looking estimates.

For all other instruments, the Group recognises 12m ECL for all financial assets at amortised cost unless when there has been a significant increase in credit risk since initial recognition in which case, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets - continued

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due (except for accounts receivable arising from dealing in securities where a shorter period of past due is applied), unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets - continued

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due (except for accounts receivable arising from dealing in securities where a shorter period of past due is applied) unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets - continued

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of accounts receivable, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for certain account receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature and industry of debtors; and
- External credit rating where available

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets - continued

(v) Measurement and recognition of ECL - continued

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for investments in debt instruments that are measured at FVTOCI, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivable where the corresponding adjustment is recognised through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognised in other comprehensive income and accumulated in the FVTOCI reserve included in instruments revaluation reserve without reducing the carrying amount of these debt instruments. Such amount represents the changes in the FVTOCI reserve in relation to accumulated loss allowance.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the revaluation reserve is reclassified to profit or loss.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

(i) Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial liabilities and equity instruments - continued

Financial liabilities - continued

(i) Financial liabilities at FVTPL - continued

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

(ii) Financial liabilities at amortised cost

Financial liabilities including accounts payable, REPOs, other creditors, amount due to ultimate holding company, long-term and short-term notes issued, and bank loans and overdrafts are subsequently measured at amortised cost, using the effective interest method.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial liabilities and equity instruments - continued

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform

For changes in the basis for determining the contractual cash flows of a financial asset or financial liability to which the amortised cost measurement applies as a result of interest rate benchmark reform, the Group applies the practical expedient to account for these changes by updating the effective interest rate, such change in effective interest rate normally has no significant effect on the carrying amount of the relevant financial asset or financial liability.

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if and only if, both these conditions are met:

- the change is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis (i.e. the basis immediately preceding the change).

For other changes made to a financial asset or financial liability in addition to changes to the basis for determining the contractual cash flows required by interest rate benchmark reform, the Group first applies the practical expedient to the changes required by interest rate benchmark reform by updating the effective interest rate. The Group then applies the applicable requirements in HKFRS 9 on modification of a financial asset or a financial liability to the additional changes to which the practical expedient does not apply.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Derivative financial instruments

Derivative financial instruments are initially measured at fair value at the date a derivative contract is entered into and are subsequently measured at fair value. Changes in fair value of these derivative financial instruments other than those designated as hedging instrument are recognised in profit or loss. Fair values are obtained from quoted market prices in active market or are determined using valuation techniques, including discounted cash flow model and options pricing model as appropriate.

A derivative instrument is recognised as an asset when the fair value is positive and as a liability when the fair value is negative.

Repurchase agreements

Financial assets sold under repurchase agreements continue to be recognised, which do not result in derecognition of the financial assets. Financial assets sold subject to agreements with a commitment to repurchase at a specific future date are not derecognised in the consolidated statement of financial position. The proceeds from selling such assets are presented as "financial assets sold under repurchase agreements". Financial assets sold under repurchase agreements are initially measured at fair value and are subsequently measured at amortised cost using the effective interest method.

Reverse repurchase agreements

Financial assets that have been purchased under agreements with a commitment to resell at a specific future date are not recognised in the consolidated statement of financial position. The cost of purchasing such assets is presented under "financial assets held under resale agreements" in the consolidated statement of financial position. Financial assets held under resale agreements are initially measured at fair value and are subsequently measured at amortised cost using the effective interest method.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability is offset and the net amount presented in the consolidated statement of financial position when, and only when the Group currently has legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Hedge accounting

The Group designates a derivative as hedging instrument for fair value hedge.

At the inception of the hedging relationship the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking the hedge transaction. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values of the hedged item attributable to the hedged risk.

Assessment of hedging relationship and effectiveness

For hedge effectiveness assessment, the Group considers whether the hedging instrument is effective in offsetting changes in fair values of the hedged item attributable to the hedged risk, which is when the hedging relationship meets all of the following hedge effectiveness requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the entity actually uses to hedge that quantity of hedged item.

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

For changes made to the hedged risk, hedged item or hedging instrument required by interest rate benchmark reform, the Group amends the formal designation of a hedging relationship to reflect the changes by the end of the reporting period during which the relevant changes were made. Such an amendment to the formal designation of the hedging relationship constitutes neither the discontinuation of the hedging relationship nor the designation of a new hedging relationship.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Hedge accounting - continued

Fair value hedges

The fair value change on qualifying hedging instruments is recognised in profit or loss except when the hedging instrument hedges an equity instrument designated at FVTOCI in which case it is recognised in other comprehensive income.

The carrying amount of a hedged item not already measured at fair value is adjusted for the fair value change attributable to the hedged risk with a corresponding entry in profit or loss. Where hedging gains or losses are recognised in profit or loss, they are recognised in the same line as the hedged item.

Discontinuation of hedge accounting

The Group discontinues hedge accounting prospectively only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. Discontinuing hedge accounting can either affect a hedging relationship in its entirety or only a part of it (in which case hedge accounting continues for the remainder of the hedging relationship).

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less) investments. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Bank balances for which use by the Group is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash. Contractual restrictions affecting use of bank balances are disclosed in note 24.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit/(loss) before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Taxation - continued

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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 profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of the Company (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates/joint ventures.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

Employee benefits

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are recognised as expense when employees have rendered service entitling them to the contributions.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Employee benefits - continued

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

Related parties

- (a) A person, or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control of the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Related parties - continued

- (b) An entity is related to the Group if any of the following conditions applies:
- continued
- (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);
 - (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); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

4. FEE AND COMMISSION INCOME

The principal activities of the Group are securities broking and dealing, and provision of advisory, underwriting, and asset management services.

The amount of each significant category of revenue is as follows:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Commission and brokerage income	782,469,279	1,056,946,872
Advisory and research fee income	872,096,866	1,088,657,736
Underwriting fee income	1,215,504,038	2,329,164,580
Asset management fee	80,583,042	60,517,015
	<u>2,950,653,225</u>	<u>4,535,286,203</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

4. FEE AND COMMISSION INCOME - continued

Timing of revenue recognition

	<u>2022</u> HK\$	<u>2021</u> HK\$
A point in time	1,997,973,317	3,386,111,452
Over time	952,679,908	1,149,174,751
	<u>2,950,653,225</u>	<u>4,535,286,203</u>

Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date is not significant to the consolidated financial statements.

5. INTEREST INCOME

	<u>2022</u> HK\$	<u>2021</u> HK\$
Interest income from financial assets at fair value through other comprehensive income	196,841,765	166,794,418
Interest income from margin loans	101,545,459	123,906,243
Interest income from other financial assets at amortised cost	470,288,210	125,718,379
	<u>768,675,434</u>	<u>416,419,040</u>

6. INVESTMENT INCOME

	<u>2022</u> HK\$	<u>2021</u> HK\$
Net gains on financial assets and liabilities at FVTPL and derivatives	5,965,148,221	5,388,351,737
Net losses on disposal of financial assets at FVTOCI (Note 17)	(269,437,957)	(32,116,775)
	<u>5,695,710,264</u>	<u>5,356,234,962</u>

7. OTHER GAINS AND LOSSES, NET

	<u>2022</u> HK\$	<u>2021</u> HK\$
Exchange losses, net	(1,066,853,991)	(375,135,614)
Others gains	9,328,934	84,542,082
	<u>(1,057,525,057)</u>	<u>(290,593,532)</u>

8. PROFIT BEFORE TAXATION

	2022 HK\$	2021 HK\$
(a) Staff costs		
Salaries, bonuses and allowances	1,442,544,401	1,929,069,575
Contributions to Mandatory Provident Fund	41,542,127	30,924,083
	<u>1,484,086,528</u>	<u>1,959,993,658</u>
(b) Other operating expenses included:		
Brokerage expenses	300,827,668	657,326,700
Legal and professional fees	167,960,011	126,052,009
Auditors' remuneration	5,680,935	4,423,347
	<u></u>	<u></u>
(c) Finance costs		
Interest expenses on		
- financial institutions	372,036,505	90,416,939
- short-term notes issued	19,581,294	62,211,663
- long-term notes issued	722,230,005	595,577,619
- repurchase agreements	212,377,876	24,823,531
- lease liabilities	15,779,436	14,486,242
- security lendings and collateral received	540,885,421	30,491,592
- others	33,631,455	7,548,954
	<u>1,916,521,992</u>	<u>825,556,540</u>
(d) Net reversal on impairment loss		
- Accounts receivable from margin clients	(1,660,720)	2,008,190
- Accounts receivable from brokers	(29,312,649)	10,404,163
- Fee receivables	4,383,314	337,628
- Financial assets at FVTOCI	20,551,739	(3,845,529)
- Other receivables	(892,091)	(187,182,452)
- Others	(125,493)	12,388
	<u>(7,055,900)</u>	<u>(178,265,612)</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

9. INCOME TAX EXPENSE

(a) Taxation charged to profit or loss

	<u>2022</u> HK\$	<u>2021</u> HK\$
Current tax - Hong Kong Profits Tax		
Provision for the year	588,989,082	852,459,983
Overprovision in respect of prior years	(12,738,036)	(10,123,861)
	<u>576,251,046</u>	<u>842,336,122</u>
Current tax - Overseas		
Provision/(refund) for the year	<u>31,286,328</u>	<u>(209,598)</u>
Deferred tax		
Origination and reversal of temporary differences (Note 19)	<u>4,686,004</u>	<u>40,232,596</u>
	<u>612,223,378</u>	<u>882,359,120</u>

The provision for Hong Kong Profits Tax for 2022 is calculated at 16.5% (2021: 16.5%) of the estimated assessable profits for the year. Taxation for overseas operations and subsidiaries are charged at the appropriate current rates of taxation ruling in the relevant countries.

(b) The income tax expense for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Profit before taxation	<u>3,710,261,274</u>	<u>6,035,742,184</u>
Notional tax on profit before tax, at 16.5%	612,193,110	995,897,460
Effect of different tax rate of subsidiaries operating in other jurisdiction	41,281,392	(82,543,481)
Tax effect of non-deductible expenses	2,539,671	2,914,015
Tax effect of non-taxable revenue	(27,443,391)	(4,190,950)
Tax effect of unused tax losses not recognised	6,449,945	11,752,638
Utilisation of tax losses not previously recognised	(31,845,524)	(58,265,257)
Over provision in prior years	(12,738,036)	(10,123,861)
Others	<u>21,786,211</u>	<u>26,918,556</u>
Tax charge for the year	<u>612,223,378</u>	<u>882,359,120</u>

(c) Deferred tax assets

The Group has not recognised deferred tax assets in respect of cumulative tax losses of approximately HK\$1,368,000,000 (2021: HK\$1,557,000,000) due to unpredictability of future profit streams. The tax losses may be carried forward indefinitely subject to the approval from the relevant tax authorities.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

10. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Directors' fees	-	-
Salaries, bonuses and other allowances	32,622,627	44,140,917
Post-employment benefits	514,017	545,126
	<u>33,136,644</u>	<u>44,686,043</u>

11. PROPERTY AND EQUIPMENT

	<u>Leasehold improvements</u> HK\$	<u>Furniture and fixtures</u> HK\$	<u>Computer equipment</u> HK\$	<u>Office equipment</u> HK\$	<u>Total</u> HK\$
Cost:					
At 1 January 2022	224,282,134	22,403,755	164,026,002	40,779,467	451,491,358
Additions	45,840,429	5,322,105	60,783,610	6,779,819	118,725,963
Disposals	(73,433)	(1,468,882)	(20,242,493)	(4,067,330)	(25,852,138)
Exchange difference	(3,273,607)	(549,321)	(1,990,000)	(493,834)	(6,306,762)
At 31 December 2022	<u>266,775,523</u>	<u>25,707,657</u>	<u>202,577,119</u>	<u>42,998,122</u>	<u>538,058,421</u>
Accumulated depreciation:					
At 1 January 2022	152,031,234	17,594,233	130,125,367	32,790,529	332,541,363
Charge for the year	35,807,098	4,895,178	30,523,153	6,976,676	78,202,105
Written off on disposal	(73,433)	(1,468,882)	(20,242,493)	(4,067,330)	(25,852,138)
Exchange difference	(3,755,284)	(978,976)	(114,844)	(108,446)	(4,957,550)
At 31 December 2022	<u>184,009,615</u>	<u>20,041,553</u>	<u>140,291,183</u>	<u>35,591,429</u>	<u>379,933,780</u>
Carrying amount:					
At 31 December 2022	<u>82,765,908</u>	<u>5,666,104</u>	<u>62,285,936</u>	<u>7,406,693</u>	<u>158,124,641</u>
Cost:					
At 1 January 2021	202,158,434	21,146,240	146,095,498	34,829,762	404,229,934
Additions	20,224,325	3,952,979	24,729,125	6,060,831	54,967,260
Disposals	(423,444)	(2,682,554)	(6,401,995)	(118,601)	(9,626,594)
Exchange difference	2,322,819	(12,910)	(396,626)	7,475	1,920,758
At 31 December 2021	<u>224,282,134</u>	<u>22,403,755</u>	<u>164,026,002</u>	<u>40,779,467</u>	<u>451,491,358</u>
Accumulated depreciation:					
At 1 January 2021	124,354,811	15,845,061	111,981,013	25,341,840	277,522,725
Charge for the year	25,847,706	3,482,403	24,894,608	7,572,200	61,796,917
Written off on disposal	(423,444)	(2,682,554)	(6,401,995)	(118,601)	(9,626,594)
Exchange difference	2,252,161	949,323	(348,259)	(4,910)	2,848,315
At 31 December 2021	<u>152,031,234</u>	<u>17,594,233</u>	<u>130,125,367</u>	<u>32,790,529</u>	<u>332,541,363</u>
Carrying amount:					
At 31 December 2021	<u>72,250,900</u>	<u>4,809,522</u>	<u>33,900,635</u>	<u>7,988,938</u>	<u>118,949,995</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

12. RIGHT-OF-USE ASSETS

	Leasehold building HK\$	
At 31 December 2022		
Carrying amount	554,951,366	
At 31 December 2021		
Carrying amount	672,223,726	
For the year ended 31 December 2022		
Depreciation charge	182,906,354	
For the year ended 31 December 2021		
Depreciation charge	151,183,127	
	<u>2022</u>	<u>2021</u>
	HK\$	HK\$
Expenses relating to short-term leases	2,598,125	2,591,154
Total cash outflow for leases (including payment of lease liabilities and short-term leases)	194,470,700	167,662,749
Additions to right-of-use assets from new operating leases (Note)	<u>57,421,290</u>	<u>464,866,248</u>

Note: During the year, the Group entered into new lease agreements for office premises for period from 3 to 10 years (2021: 3 to 4 years). On the lease commencement date, the Group recognised right-of-use assets and lease liabilities. The addition of these assets and liabilities are non-cash in nature and not presented as part of the cash movement in consolidated statement of cash flows.

The Group leases various offices for its operations. Lease contracts are entered into for fixed term of 2 to 10 years (2021: 2 to 10 years), but may have extension options as below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Extension options

The Group has extension options in a number of office leases. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension options held are exercisable only by the Group and not by the respective lessors.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

12. RIGHT-OF-USE ASSETS - continued

Extension options - continued

The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The potential exposures to these future lease payments for extension options in which the Group is not reasonably certain to exercise is summarised below:

	Lease liabilities recognised as at 31 December 2022 HK\$	Potential future lease payments not included in lease liabilities (undiscounted) HK\$	Lease liabilities recognised as at 31 December 2021 HK\$	Potential future lease payments not included in lease liabilities (undiscounted) HK\$
Office leases - Hong Kong	426,189,916	561,870,493	571,884,104	561,870,493
Office leases - Overseas	182,609,742	107,080,617	143,954,572	107,007,726

Restrictions or covenants on leases

In addition, lease liabilities of HK\$608,799,658 are recognised with related right-of-use assets of HK\$554,951,366 as at 31 December 2022 (2021: lease liabilities of HK\$715,838,676 and related right-of-use assets of HK\$672,223,726). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Leases committed

As at 31 December 2022, the Group entered into a new office that is not commenced, with non-cancellable period of 4 years (2021: 3 years) with extension options, the total future undiscounted cash flows under which amounted to HK\$129,935,376 over the non-cancellable period (2021: HK\$99,023,460).

Details of the lease maturity analysis of lease liabilities are set out in note 28.

13. OTHER NON-CURRENT ASSETS

	<u>2022</u> HK\$	<u>2021</u> HK\$
Deposits with stock exchanges	648,639,473	1,521,291,654
Fees receivable	8,459,188	2,382,129
Non-current rental deposits	43,539,028	-
Loan receivable (Note 22)	-	26,617,403
Others	27,203,718	6,673,756
	<u>727,841,407</u>	<u>1,556,964,942</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

14. INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

<u>Name of company</u>	<u>Place of incorporation</u>	<u>Registered capital/particulars of issued and paid-up capital**</u>	<u>Percentage of ordinary shares held</u>	<u>Principal activities</u>
China International Capital Corporation Hong Kong Asset Management Limited	Hong Kong	533,540,000 shares	100%	Asset management and advisory
China International Capital Corporation Hong Kong Securities Limited	Hong Kong	354,022,000 shares	100%	Securities broking, underwriting and advisory
China International Capital Corporation (Singapore) Pte. Limited	Singapore	52,000,000 shares	100%	Securities broking, underwriting and advisory
China International Capital Corporation (Japan) Limited	Japan	8,200 shares	100%	Securities trading
China International Capital Corporation (Europe) GmbH	Germany	EUR2,025,000	100%	Investment banking
CICC Financial Products Ltd.	British Virgin Islands	1 share	100%*	Securities trading
CICC US Securities, Inc.	The United States of America	840 shares (2021: 760 shares)	100%*	Securities broking
CICC Sun Company Limited	British Virgin Islands	100 shares	100%*	Investment holding
Perpetual Treasure Investment Management Ltd.	Cayman Islands	1 share	100%*	Investment holding
Profit Insight Limited	Hong Kong	1 share	100%*	Investment holding
Tianjin Jia Cheng Investment Management Company Limited	People's Republic of China	- (2021: US\$150,000)	Liquidated (2021: 100%*)	Investment holding
China International Capital Corporation (UK) Limited	The United Kingdom	33,000,000 shares	100%	Securities broking and advisory
CICC Alternative Investment Management Ltd.	Cayman Islands	- (2021: 1 share)	Liquidated (2021: 100%*)	Investment holding
China International Capital Corporation Hong Kong Futures Limited	Hong Kong	72,000,000 shares	100%	Futures contracts broking

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

14. INVESTMENTS IN SUBSIDIARIES - continued

<u>Name of company</u>	<u>Place of incorporation</u>	<u>Registered capital/Particulars of issued and paid-up capital**</u>	<u>Percentage of ordinary shares held</u>	<u>Principal activities</u>
CICC US Securities (Hong Kong) Limited	Hong Kong	15,500,001 shares	100%*	Securities broking
China International Capital Corporation (USA) Holdings Inc.	The United States of America	1,430,000 shares (2021: 1,350,000 shares)	100%	Investment holding
CICC Hong Kong Finance 2016 MTN Limited	British Virgin Islands	2 shares	100%	Note issuing
CICC Hong Kong Finance (Cayman) Limited	Cayman Islands	1 share	100%	Financing
CICC Investment Management (USA) Inc.	The United States of America	100,000 shares	100%*	Asset management
CICC Investment Management Co. Ltd.	Cayman Islands	1 share	100%*	Investment holding
CICC Growth Capital Fund GP, Ltd.	Cayman Islands	1 share	100%*	Investment holding
CICC Investment Advisory Company Limited	Hong Kong	1 share	100%*	Investment holding
CICC Financial Trading Limited	Hong Kong	1 share	100%*	Securities trading
CICC Commodity Trading Limited	British Virgin Islands	1 share	100%*	Securities trading
CICC PFG Cayman Ltd.	Cayman Islands	1 share	100%*	Investment holding

* Indirectly held

** Entities with no 2021 comparative disclosed represent no change to share capital in both years.

15. INTEREST IN AN ASSOCIATE

	<u>2022</u> HK\$	<u>2021</u> HK\$
Cost of investment in an associate	2,085,763	2,085,763
Share of post-acquisition profits/(losses)	161,941	(619,071)
Exchange adjustments	68,289	206,170
	<u>2,315,993</u>	<u>1,672,862</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

15. INTEREST IN AN ASSOCIATE - continued

Details of Group's associate at the end of the reporting period are as follow:

<u>Name of entity</u>	<u>Country of incorporation/ registration</u>	<u>Principal place of business</u>	<u>Proportion of ownership interest held by the Group</u>		<u>Proportion of voting rights held by the Group</u>		<u>Principal activity</u>
			<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	
Trail Management	France	France	25%	25%	25%	25%	Asset management

16. INTERESTS IN JOINT VENTURES

	<u>2022</u> HK\$	<u>2021</u> HK\$
Cost of investments in joint ventures	314,220,725	314,220,725
Share of post-acquisition (losses)/profits, net of distribution received	(18,614,895)	50,573,030
Exchange adjustments	68,425	524,986
	<u>295,674,255</u>	<u>365,318,741</u>

Details of each of Group's joint ventures at the end of the reporting period are as follow:

<u>Name of entity</u>	<u>Country of incorporation/ registration</u>	<u>Principal place of business</u>	<u>Proportion of ownership interest held by the Group</u>		<u>Proportion of voting rights held by the Group</u>		<u>Principal activities</u>
			<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	
CICC ALPHA Investment Group Limited	Cayman Island	Hong Kong	50%	50%	50%	50%	Investment holding
KCA Capital Partners	Cayman Island	Hong Kong	55%	55%	55%	55%	Asset management
Global Bridge Capital I GP, LLC	Cayman Island	Hong Kong	50%	50%	50%	50%	Asset management
Global Bridge Capital Management LLC	Cayman Island	Hong Kong	50%	50%	50%	50%	Asset management
Krane Funds Advisors, LLC	Delaware, the United States of America	Delaware, the United States of America	50.1%	50.1%	50.1%	50.1%	Asset management

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

16. INTERESTS IN JOINT VENTURES - continued

Details of group's interests in the joint ventures, which are accounted for using the equity method in the consolidated financial statements, are as follows:

Note: CICC ALPHA Investment Group Limited was established by the Company's subsidiary and a real estate investment manager, the other investor to this joint venture. CICC ALPHA Investment Group Limited is mainly engaged in investment activities.

KCA Capital Partners was established by the Company's subsidiary and a private equity investment manager, the other investor to this joint venture. The Group holds 55% equity interest in KCA Capital Partners and jointly controls KCA Capital Partners with a third party according to the contractual arrangement. KCA Capital Partners is accounted for as a joint venture of the Group. KCA Capital Partners and its subsidiaries act as general partner and investment manager of a private equity fund, KCA Advantage Fund, Limited Partnership.

Global Bridge Capital I GP, LLC was established by the Company's subsidiary and a private equity investment manager, the other investor to this joint venture. Global Bridge Capital I GP, LLC acts as general partner of a private equity fund, Global Bridge Capital USD Fund I, L.P.

Global Bridge Capital Management, LLC was established by the Company's subsidiary and a private equity investment manager, the other investor to this joint venture. Global Bridge Capital Management, LLC acts as investment manager of a private equity fund, Global Bridge Capital USD Fund I, L.P.

The Group holds 50.1% equity interest in Krane Funds Advisors, LLC ("Krane LLC") and jointly controls Krane LLC with a third party according to the contractual arrangement. Krane LLC is accounted for as a joint venture of the Group. Krane LLC is the investment manager for Krane Shares ETFs.

The above joint ventures in which the Group participates, are unlisted corporate entities whose quoted market prices are not available.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

16. INTERESTS IN JOINT VENTURES - continued

Summarised financial information of the material joint venture, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Gross amounts of Krane LLC's		
Current assets	139,523,516	201,428,450
Non-current assets	13,641,067	67,112,651
Current liabilities	(293,882,730)	(370,835,505)
Non-current liabilities	(721,410)	(721,532)
Net liabilities	(141,439,557)	(103,015,936)
Revenue	671,449,392	686,613,447
Profit for the year	65,272,890	93,816,090
Reconciled to the Group's interest in Krane LLC		
Gross amounts of Krane LLC's net liabilities	(141,439,557)	(103,015,936)
Group's effective interest	50.1%	50.1%
Group's share of Krane LLC's net liabilities	(70,861,218)	(51,610,984)
Goodwill	300,651,270	300,702,198
Carrying amount in the consolidated financial statements	<u>229,790,052</u>	<u>249,091,214</u>

Aggregate information of joint ventures those are not material:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Carrying amount of immaterial joint ventures in the consolidated financial statements	65,884,203	116,227,527
Amounts of the Group's share of joint ventures: (Loss)/profit and total comprehensive (expense)/income	<u>(50,405,985)</u>	<u>37,110,475</u>

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	<u>2022</u> HK\$	<u>2021</u> HK\$
Listed debt securities	<u>7,203,105,842</u>	<u>6,870,316,433</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME
- continued

Reclassification adjustments relating to components of other comprehensive income:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Changes in fair value recognised during the year	(521,188,600)	(151,402,836)
Tax effect (Note 19)	40,953,839	19,793,605
Reclassification adjustment for amounts transferred to profit or loss:		
- Net losses on disposal (Note 6)	269,437,957	32,116,775
- Net charge/(reversal) of impairment allowance	20,551,739	(3,845,529)
Net movement in the revaluation reserve during the year recognised in other comprehensive income	<u>(190,245,065)</u>	<u>(103,337,985)</u>

18. FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS ("REVERSE REPOS")

Analysed by collateral type:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Current		
Debt securities	5,435,849,187	794,868,444
Accrued interest	2,430,115	(758,295)
Total	<u>5,438,279,302</u>	<u>794,110,149</u>

The Group entered into reverse repurchase agreements of HK\$5,438,279,302 as at 31 December 2022 (2021: HK\$794,110,149). As at 31 December 2022, Counterparties' debt securities of HK\$5,343,320,452 (2021: HK\$776,872,753) were collateralised against the amounts receivable under these reverse repurchase agreements.

Interest incurred on reverse repurchase agreements has been reported as interest income. The agreements can be terminated by the Group or the counterparties on demand.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

19. DEFERRED TAX ASSETS/(LIABILITIES)

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Deferred tax assets	77,014,283	47,509,003
Deferred tax liabilities	-	(3,059,514)
	<u>77,014,283</u>	<u>44,449,489</u>

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

	<u>Tax losses</u> HK\$	<u>Impairment and other provisions</u> HK\$	<u>Difference between depreciation allowances and related depreciation</u> HK\$	<u>Revaluation of properties/ Fair value change of financial instruments at FVTPL</u> HK\$	<u>Fair value change of financial instruments at FVTOCI</u> HK\$	<u>Others</u> HK\$	<u>Total</u> HK\$
Deferred tax arising from:							
At 1 January 2021	41,895,305	18,014,450	1,513,987	(2,361,955)	(5,260,622)	10,490,924	64,292,089
(Charged)/credited to profit or loss (Note 9(a))	(39,760,873)	(1,986,698)	413,881	(806,358)	-	1,907,452	(40,232,596)
Credited/(charged) to other comprehensive income (Note 17)	-	634,513	-	-	19,793,605	-	20,428,118
Exchange difference	(61,822)	90,110	-	(82,855)	27,247	(10,802)	(38,122)
At 31 December 2021	<u>2,072,610</u>	<u>16,752,375</u>	<u>1,927,868</u>	<u>(3,251,168)</u>	<u>14,560,230</u>	<u>12,387,574</u>	<u>44,449,489</u>
1 January 2022	2,072,610	16,752,375	1,927,868	(3,251,168)	14,560,230	12,387,574	44,449,489
(Charged)/credited to profit or loss (Note 9(a))	(1,282,597)	(1,492,724)	(5,214,191)	3,270,131	-	33,377	(4,686,004)
(Charged)/credited to other comprehensive income (Note 17)	-	(3,391,029)	-	-	40,953,839	-	37,562,810
Exchange difference	(220,815)	(8,989)	(614)	(18,963)	27,888	(90,519)	(312,012)
At 31 December 2022	<u>569,198</u>	<u>11,859,633</u>	<u>(3,286,937)</u>	<u>-</u>	<u>55,541,957</u>	<u>12,330,432</u>	<u>77,014,283</u>

Deferred tax assets are recognised for tax losses and deductible temporary difference from deferred compensation and impairment carried forward to the extent that realisation of the deferred tax benefit through future profits is probable. Based on the recent business plan, management considered that the respective group companies would be able to generate taxable profits to utilise the deferred tax assets in the foreseeable future.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	<u>2022</u> HK\$	<u>2021</u> HK\$
Financial assets at fair value through profit or loss		
Debt securities, at fair value		
- Listed	4,154,878,210	11,894,650,095
- Unlisted	1,327,393,157	76,851,669
	<u>5,482,271,367</u>	<u>11,971,501,764</u>
Equity securities, at fair value		
- Listed in Hong Kong	11,781,268,282	8,291,016,417
- Listed outside Hong Kong	65,971,417,787	97,162,028,458
- Unlisted	1,237,024,093	1,131,630,500
	<u>78,989,710,162</u>	<u>106,584,675,375</u>
Funds, at fair value		
- Listed	3,078,617,547	3,634,660,503
- Unlisted	2,352,242,747	3,920,641,524
	<u>5,430,860,294</u>	<u>7,555,302,027</u>
	<u>89,902,841,823</u>	<u>126,111,479,166</u>

Included in above balances is an amount of HK\$2,363,287,483 (2021: HK\$2,592,942,236) which is expected to be recovered in more than one year and therefore is classified as non-current assets as at 31 December 2022. The remaining balance of HK\$87,539,554,340 (2021: HK\$123,518,536,930) is classified as current assets.

As at 31 December 2022, securities of HK\$nil (2021: HK\$1,372,631,588) held by the Group were pledged in respect of the Group's overdraft facilities with brokers.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

21. ACCOUNTS RECEIVABLE

	<u>2022</u> HK\$	<u>2021</u> HK\$
Accounts receivable		
- Margin clients	1,461,572,386	2,877,673,912
- Cash clients	2,764,765,626	3,544,603,645
- Clearing houses	843,189,550	990,748,441
- Brokers	37,048,078,939	41,000,806,484
- Fees receivable	604,757,347	694,874,811
- Others	22,831,765	1,536,941,409
Less: Impairment allowances for credit losses	(90,618,320)	(139,787,853)
	<u>42,654,577,293</u>	<u>50,505,860,849</u>

Accounts receivable are expected to be recovered on demand or within one year.

Accounts receivable from clients, brokers, dealers and clearing houses arising from the business of dealing in securities and futures are repayable on demand subsequent to settlement date. The normal settlement terms of accounts receivable arising from the business of dealing in securities and futures are usually a few days after trade date.

Normal settlement terms of accounts receivable from advisory, asset and fund management are determined in accordance with the contract terms, usually within one year after the services provided.

Included in accounts receivable from brokers in the above is cash collateral of HK\$19,725,103,158 (2021: HK\$25,537,355,179) held with brokers which had been pledged to the brokers as collateral for the Group's derivative instruments and securities borrowing transactions. Collateral paid under stock borrowing agreements is repayable upon expiry of relevant stock borrowing agreements and the relevant stocks borrowed are returned to the lenders.

Margin loans due from margin clients of HK\$1,461,572,386 (2021: HK\$2,877,673,912) are current and repayable on demand. Margin clients are required to pledge securities collateral to the Group in order to obtain credit facilities for securities trading. The amount of credit facilities granted to them is determined by the discounted value of securities accepted by the Group. At 31 December 2022, the total market value of securities pledged as collateral in respect of the loans to margin clients was approximately HK\$5,461,583,924 (2021: HK\$12,816,879,920).

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

22. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	<u>2022</u> HK\$	<u>2021</u> HK\$
Rental deposits	-	44,978,300
Other receivables and prepayments	406,544,841	611,265,114
Less: Impairment allowances for credit losses	(882,200)	(1,444,009)
	<u>405,662,641</u>	<u>654,799,405</u>
Less: Current other receivables, deposits and prepayments	<u>405,662,641</u>	<u>628,182,002</u>
Non-current loan receivables included in "Other non-current assets" (Note 13)	<u>-</u>	<u>26,617,403</u>

Included in other receivables balance of HK\$140 million (2021: HK\$211 million) is an unsecured loan to a joint venture which is carried an interest at 2% plus 3-month USD LIBOR per annum, is unsecured and repayable on demand.

Included in other receivables balance of HK\$20 million (2021: HK\$105 million) are unsecured loans to third parties. The loans carried fixed interest rates at 8% (2021: 8%) per annum and with remaining maturity within 1 year (2021: within 1 to 2 years).

Included in other receivables balance of HK\$nil (2021: HK\$94 million) are unsecured loans to fellow subsidiaries which carried fixed interest rates at per annum and repayable on demand in 2021.

All of the other receivables and deposits are expected to be recovered within one year.

23. AMOUNTS DUE FROM/TO THE ULTIMATE HOLDING COMPANY AND A JOINT VENTURE

Amounts due from/to the ultimate holding company and a joint venture are unsecured, interest-free and repayable on demand.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

24. FIXED DEPOSITS WITH ORIGINAL MATURITY OVER THREE MONTHS, CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

	<u>2022</u> HK\$	<u>2021</u> HK\$
General accounts:		
- deposits with banks	7,279,361,380	2,574,085,522
- cash at banks and on hand	24,186,835,586	19,832,976,436
Impairment allowance	(3,927)	(3,927)
Fixed deposits with original maturity over three months (Note)	<u>(21,830,891)</u>	<u>(21,834,589)</u>
Cash and cash equivalents in the consolidated statement of financial position	<u>31,444,362,148</u>	<u>22,385,223,442</u>

Note: Included in fixed deposits with original maturity over three months, HK\$21,830,891 (2021: HK\$21,834,589) represented restricted bank deposits.

As at 31 December 2022, bank balances amounting to HK\$21,830,891 (2021: HK\$21,834,589) are placed in restricted bank accounts to secure the facilities granted to the Group. The balances carry interest rate at 1.60% (2021: 0.22%) per annum.

The Group maintains segregated client accounts with licensed banks to hold clients' monies arising from normal business transactions in connection with the Group's brokerage and asset management activities. As at 31 December 2022, segregated client monies accounts not dealt with in these consolidated financial statements amounted to HK\$26,795,612,184 (2021: HK\$31,748,413,795).

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED

中國國際金融(國際)有限公司

(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION

(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

24. FIXED DEPOSITS WITH ORIGINAL MATURITY OVER THREE MONTHS, CASH AND CASH EQUIVALENTS - continued

(b) Reconciliation of liabilities arising from financing activities:

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the consolidated statement of cash flows as cash flows from financing activities.

	Lease liabilities HK\$	Bank loans HK\$	Short-term notes issued HK\$	Long-term notes issued HK\$	Interest payable included in other creditors and accruals HK\$	Total HK\$
At 1 January 2022	715,838,676	19,972,127,832	1,935,526,469	31,141,368,106	176,680,552	53,941,541,635
Net proceeds from bank loans	-	4,938,488,759	-	-	-	4,938,488,759
Proceeds from issuance of long-term notes	-	-	-	9,728,391,686	-	9,728,391,686
Payment of redemption of long-term notes	-	-	-	(7,793,608,646)	-	(7,793,608,646)
Proceeds from issuance of short-term notes	-	-	1,923,170,973	-	-	1,923,170,973
Payment of redemption of short-term notes	-	-	(2,949,332,654)	-	-	(2,949,332,654)
Payment of lease liabilities	(191,872,575)	-	-	-	-	(191,872,575)
Interest paid	-	-	-	-	(1,488,305,897)	(1,488,305,897)
Total changes from financing cash flows	(191,872,575)	4,938,488,759	(1,026,161,681)	1,934,783,040	(1,488,305,897)	4,166,931,646
Other change						
Addition of lease liabilities	57,421,290	-	-	-	-	57,421,290
Interest accrued	-	-	-	-	1,688,364,680	1,688,364,680
Interest element of lease liabilities	15,779,436	-	-	-	-	15,779,436
Adjustments to the fair value of hedged items	-	-	-	(20,213,318)	-	(20,213,318)
Exchange adjustments	11,632,831	-	-	-	-	11,632,831
Total other change	84,833,557	-	-	(20,213,318)	1,688,364,680	1,752,984,919
At 31 December 2022	608,799,658	24,910,616,591	909,364,788	33,055,937,828	376,739,335	59,861,458,200

	Lease liabilities HK\$	Bank loans HK\$	Short-term notes issued HK\$	Long-term notes issued HK\$	Interest payable included in other creditors and accruals HK\$	Total HK\$
At 1 January 2021	401,557,781	8,742,701,014	7,945,831,984	27,078,728,824	133,208,819	44,302,028,422
Net proceeds from bank loans	-	11,229,426,818	-	-	-	11,229,426,818
Proceeds from issuance of long-term notes	-	-	-	11,834,564,473	-	11,834,564,473
Payment of redemption of long-term notes	-	-	-	(7,771,925,191)	-	(7,771,925,191)
Proceeds from issuance of short-term notes	-	-	3,545,414,829	-	-	3,545,414,829
Payment of redemption of short-term notes	-	-	(9,555,720,344)	-	-	(9,555,720,344)
Payment of lease liabilities	(165,071,595)	-	-	-	-	(165,071,595)
Interest paid	-	-	-	-	(742,775,034)	(742,775,034)
Total changes from financing cash flows	(165,071,595)	11,229,426,818	(6,010,305,515)	4,062,639,282	(742,775,034)	8,373,913,956
Other change						
Addition of lease liabilities	464,866,248	-	-	-	-	464,866,248
Interest accrued	-	-	-	-	786,246,767	786,246,767
Interest element of lease liabilities	14,486,242	-	-	-	-	14,486,242
Total other change	479,352,490	-	-	-	786,246,767	1,265,599,257
At 31 December 2021	715,838,676	19,972,127,832	1,935,526,469	31,141,368,106	176,680,552	53,941,541,635

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

25. ACCOUNTS PAYABLE

The following is an analysis of accounts payable at the end of the reporting period:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Accounts payable		
- Cash clients	2,289,242,600	4,980,385,150
- Margin clients	170,948,173	143,447,705
- Clearing houses	162,096,303	187,678,071
- Brokers	10,195,167,061	12,977,552,682
Margin deposits received in relation to derivative trading	41,884,958,785	61,892,639,751
Fees payable	236,872,667	469,583,352
Others	362,872,677	267,598,390
	<u>55,302,158,266</u>	<u>80,918,885,101</u>

All accounts payable and margin deposits received are under normal course of business. The amounts in excess of the required amount of margin deposits and cash collateral are repayable on demand.

26. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	<u>2022</u> HK\$	<u>2021</u> HK\$
Short positions in equity securities, at fair value		
- Listed in Hong Kong	2,363,317,483	1,875,864,345
- Listed outside Hong Kong	2,531,659	-
Short positions in equity-linked financial instruments at fair value		
- Unlisted	29,550,944,492	41,784,031,692
Short positions in debt securities, at fair value		
- Listed	656,801,224	826,630,746
Short positions in structured notes, at fair value		
- Unlisted	259,617,384	113,571,968
	<u>32,833,212,242</u>	<u>44,600,098,751</u>

Included in financial liabilities at fair value through profit or loss are financial liabilities designated at FVTPL which are the short position of equity-linked financial instruments amounting to HK\$29,551 million (2021: HK\$41,784 million) held and structured notes amounting to HK\$260 million (2021: HK\$114 million) issued by the Group. The risk of economic exposure of these financial products is primarily hedged by certain financial instruments held by the Group classified as financial assets at FVTPL. The Group managed relevant assets and liabilities on a pair basis and such relevant liabilities are valued with direct reference to its hedging assets. The remaining balances represent financial liabilities held for trading at the end of the reporting period.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

27. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS ("REPOS")

Analysed by collateral type:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Equity securities	7,844,522,678	3,599,010,908
Debt securities	2,726,503,728	2,438,679,065
Accrued interest	47,833,861	2,738,985
Total	<u>10,618,860,267</u>	<u>6,040,428,958</u>

The Group entered into repurchase agreements of HK\$10,618,860,267 as at 31 December 2022 (2021: HK\$6,040,428,958). As at 31 December 2022, securities of HK\$11,591,339,329 (2021: HK\$6,655,809,057) were secured against the liability under these repurchase agreements. Interest incurred on repurchase agreements has been reported as interest expenses. The agreements can be terminated by the Group or the counterparties on demand.

28. LEASE LIABILITIES

	<u>2022</u> HK\$	<u>2021</u> HK\$
Lease liabilities payable:		
Within one year	177,593,725	166,875,756
More than one year but not more than two years	176,424,681	169,920,809
More than two years but not more than five years	189,845,006	328,068,871
Within a period of more than five years	64,936,246	50,973,240
	<u>608,799,658</u>	<u>715,838,676</u>
Less: Current lease liabilities payable	(177,593,725)	(166,875,756)
Non-current lease liabilities payable	<u>431,205,933</u>	<u>548,962,920</u>

Lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	<u>2022</u> HK\$	<u>2021</u> HK\$
	<u>As at 31 December</u>	
United States Dollar	112,664,517	125,206,840
Great British Pound	56,669,537	1,635,790
Euro	2,361,785	3,487,844
Singapore Dollar	7,786,683	13,624,097
Japanese Yen	3,127,402	5,137,101

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

29. OTHER CREDITORS AND ACCRUALS

The following is an analysis of other creditors and accruals at the end of the reporting period:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Accrued expenses	1,428,505,636	2,001,916,262
Third party interest in consolidated investment funds (Note)	36,591,473	24,291,848
Interest payable	376,739,335	176,680,552
Others	277,641,866	340,132,367
	<u>2,119,478,310</u>	<u>2,543,021,029</u>

Note: Amount represents payables to the investors of consolidated structured entities which is measured at fair value through profit or loss. For each reporting period, the consolidation scope of structured entities varies due to the addition and liquidation of the consolidated structured entities, and changes in the interests therein. As at 31 December 2022, the total assets of the consolidated structured entities are HK\$590 million (2021: HK\$247 million). The Group did not provide financial supports to the consolidated structured entities.

30. BANK LOANS AND OVERDRAFTS

At 31 December 2022, the bank loans and overdrafts were as follows:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Bank loans and overdrafts - unsecured	24,910,616,591	19,972,127,832

The carrying amounts of the bank loans and overdrafts approximate to their fair value. The bank loans bear interests from 1.35% to 6.35% (2021: 0.8% to 3.5%) per annum and are repayable within one year.

The Group has complied with these covenants throughout the reporting period.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

31. NOTES ISSUED

	<u>2022</u> HK\$	<u>2021</u> HK\$
Long-term notes issued		
- Current	11,689,732,398	7,793,608,646
- Non-current	21,366,205,430	23,347,759,460
	<u>33,055,937,828</u>	<u>31,141,368,106</u>
Short-term notes issued	<u>909,364,788</u>	<u>1,935,526,469</u>

On 3 May 2019, CICC Hong Kong Finance 2016 MTN Limited (the "issuer"), a subsidiary of the Company, issued long-term notes of US\$300,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 3.375% per annum and repaid on 3 May 2022.

On 3 May 2019, the issuer issued long-term notes of US\$700,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 3-month LIBOR plus 1.175% per annum and repaid on 3 May 2022.

On 18 February 2020, the issuer issued long-term notes of US\$1,000,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 3-month LIBOR plus 0.9% per annum and repayable on 18 February 2023.

On 10 August 2020, the issuer issued long-term notes of US\$500,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 1.75% per annum and repayable on 10 August 2023.

On 26 January 2021, the issuer issued long-term notes of US\$1,000,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 1.625% per annum and repayable on 26 January 2024.

On 26 January 2021, the issuer issued long-term notes of US\$500,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 2% per annum and repayable on 26 January 2026.

On 21 March 2022, the issuer issued long-term notes of US\$600,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 2.875% per annum and repayable on 21 March 2025.

On 22 November 2022, the issuer issued long-term notes of US\$650,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 5.42% per annum and repayable on 22 November 2025.

As at 31 December 2022, fair value of the long-term notes issued is amounted to HK\$32,174,195,621 (2021: HK\$31,152,870,323).

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

31. NOTES ISSUED - continued

The following features are embedded in the notes issued by the issuer:

- The notes can be redeemed by the issuer at any time prior to the maturity date if the Company is obliged to pay additional taxation amounts as a result of any change in, or amendment to, the laws or regulations;
- The noteholders can demand the issuer to early redeem the notes if there is change of control event under the following circumstances:
 - (i) Central Huijin Investment Ltd. ("Central Huijin") directly or indirectly ceases to be the largest shareholder of the ultimate holding company;
 - (ii) the ultimate holding company ceases to directly or indirectly hold or own 100 per cent of the issued share capital of the Company; or
 - (iii) the Company ceases to directly or indirectly hold or own 100 per cent of the issued share capital of the issuer.

As at 31 December 2022, the outstanding short-term notes issued by CICC Financial Products Ltd., a subsidiary of the Company, totalled HK\$909,364,788 (2021: HK\$1,935,526,469) bearing nominal interest ranging from 1.24% to 5.05% per annum (2021: 0.25% to 1.2% per annum), and repayable within one year.

32. SHARE CAPITAL AND RESERVES

(a) Share capital

	2022		2021	
	No. of ordinary shares	Amount HK\$	No. of ordinary shares	Amount HK\$
Issued and fully paid:				
At 1 January	387,660,000	3,900,000,000	387,660,000	3,900,000,000
Shares issued	210,000,000	2,100,000,000	-	-
At 31 December	<u>597,660,000</u>	<u>6,000,000,000</u>	<u>387,660,000</u>	<u>3,900,000,000</u>

On 28 July 2022, the Company issued 210,000,000 ordinary shares at a consideration of HK\$2,100,000,000 to its immediate holding company. The new shares issued rank pari passu in all respects with the existing shares.

In accordance with section 135 of the Hong Kong Companies Ordinance, the ordinary shares of the Company do not have a par value.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

32. SHARE CAPITAL AND RESERVES - continued

(b) Movements in components of equity

The Company

	Share capital HK\$	Retained profits HK\$	Total HK\$
Balance at 1 January 2021	3,900,000,000	1,612,616,660	5,512,616,660
Profit for the year	-	34,653,324	34,653,324
Balance at 31 December 2021 and 1 January 2022	3,900,000,000	1,647,269,984	5,547,269,984
Shares issued	2,100,000,000	-	2,100,000,000
Profit for the year	-	277,629,764	277,629,764
Balance at 31 December 2022	6,000,000,000	1,924,899,748	7,924,899,748

The movement in the Group's components of equity has been disclosed in the consolidated statement of changes in equity.

(c) Capital management

The Company's primary objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders, by pricing products and services commensurate with the level of risk and by securing access to finance at a reasonable cost. As the Company is part of a larger group, the Company's sources of additional capital and policies for distribution of excess capital may also be affected by the China International Capital Corporation Limited's capital management objectives.

The Company defines "capital" as including all components of equity.

The Company's capital structure is regularly reviewed and managed with due regard to the capital management practices of the China International Capital Corporation Limited, the ultimate holding company of the Company. Adjustments are made to the capital structure in light of changes in economic conditions affecting the Group or the Company, to the extent that these do not conflict with the directors' fiduciary duties towards the Company or the requirements of the Hong Kong Companies Ordinance. The Company was not subject to externally imposed capital requirements in 2022 and 2021. Certain subsidiaries of the Company are subject to regulatory imposed capital requirements and these subsidiaries have complied with these requirements at all time during both the current and prior financial years.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

32. SHARE CAPITAL AND RESERVES - continued

(d) Nature and purpose of reserves

Exchange reserve

The exchange reserve comprises foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3.

Revaluation reserve (recycling)

The investment revaluation reserve comprises the cumulative net changes in fair values of financial assets at fair value through other comprehensive income under HKFRS 9 held at the end of year.

33. INVOLVEMENT WITH UNCONSOLIDATED STRUCTURED ENTITIES

The table below describes the types of structured entities that the Group does not consolidate but in which it holds an interest:

Type of unconsolidated structured entities	Nature and purpose	Asset management/ investment advisory fees earned in 2022 HK\$	*Carrying amounts of interests held by the Group at 31 December 2022 HK\$
Investment funds - the Group acts as the investment manager or investment advisor	To manage assets on behalf of third party investors and generate fees for the investment manager/investment advisor	126,910,444	1,375,446,432
Investment funds - third parties act as the investment managers or investment advisors	To hold an interest in the mutual funds sponsored by other institutions	-	4,183,521,971

* Carrying amounts of interests held by the Group represents the Group's investments in these investment funds presented as "financial assets at FVTPL" and management fees receivable presented as "accounts receivable" in the consolidated statement of financial position.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

33. INVOLVEMENT WITH UNCONSOLIDATED STRUCTURED ENTITIES - continued

<u>Type of unconsolidated structured entities</u>	<u>Nature and purpose</u>	<u>Asset management/ investment advisory fees earned in 2021</u> HK\$	<u>*Carrying amounts of interests held by the Group at 31 December 2021</u> HK\$
Investment funds - the Group acts as the investment manager or investment advisor	To manage assets on behalf of third party investors and generate fees for the investment manager/investment advisor	219,036,697	2,391,458,433
Investment funds - third parties act as the investment managers or investment advisors	To hold an interest in the mutual funds sponsored by other institutions	-	5,305,630,633

* Carrying amounts of interests held by the Group represents the Group's investments in these investment funds presented as "financial assets at FVTPL" and management fee receivables presented as "accounts receivable" in the consolidated statement of financial position.

These unconsolidated structured entities are mainly financed through the issue of units to investors. The maximum exposure to loss is limited to the carrying amount of the interest held by the Group presented above. The exposure to the variable returns in these structured entities is not significant, thus the Group did not consolidate these structured entities.

During the year, the Group did not provide financial support to unconsolidated structured entities and has no intention of providing financial or other support.

34. FINANCIAL GUARANTEES

At 31 December 2022, the Company had bank guarantees of HK\$2,461,000,000 (2021: HK\$2,961,000,000) for banking facilities granted to wholly-owned subsidiaries at no consideration. As at 31 December 2022 and 2021, no such facility was utilised by the subsidiaries. Other than the above bank guarantees, the Group has not entered into other bank guarantees during both the current and prior financial years.

35. PARENT AND ULTIMATE HOLDING COMPANY

The directors consider the parent and ultimate holding company at 31 December 2022 to be China International Capital Corporation Limited which is established in the People's Republic of China. China International Capital Corporation Limited produces consolidated financial statements for public use.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED

中國國際金融(國際)有限公司

(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION

(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

36. DERIVATIVES

The use of derivatives for proprietary trading and their sale to customers as risk management products are an integral part of the Group's business activities except those the Group designates as hedging instruments for the fair value of notes issued. The principal derivative financial instruments used by the Group are foreign exchange rate, interest, commodity, credit and equity related contracts, which are primarily over-the-counter derivatives. For accounting purposes, derivatives are classified as financial assets or liabilities at FVTPL.

(a) Fair value of derivatives

	31 December 2022		31 December 2021	
	Assets	Liabilities	Assets	Liabilities
	HK\$	HK\$	HK\$	HK\$
Currency derivatives				
- Forwards	1,318,081,923	1,833,581,864	1,077,007,374	1,203,058,749
- Options purchased	26,800,978	-	10,082,447	-
- Options written	-	25,622,124	-	14,584,561
- Futures	13,778	-	-	-
Credit derivatives				
- Credit default swaps	706,695	401,730	456,951	4,304,070
Interest rate derivatives				
- Forwards	-	-	800,762	-
- Swaps (non- hedging instruments)	273,093,797	220,924,389	118,661,161	204,881,020
- Swaps (hedging instruments)	-	21,184,171	-	-
- Futures	8,392,824	66,992,364	44,305,938	10,522,638
Equity derivatives				
- Total return swaps	11,784,740,890	6,144,001,791	7,023,440,466	9,005,286,662
- Forwards	41,096	1,802	7,312,548	325,532,304
- Options purchased	134,387,244	98,907,451	403,888,949	558,816,414
- Options written	-	187,652,214	-	270,394,904
- Futures	139,079,356	21,989,476	170,837,784	42,442,834
Commodity derivatives				
- Forwards	241,808,524	648,319,429	243,222,795	332,439,060
- Swaps	515,150,808	135,450,706	-	-
- Options purchased	83,737	-	-	-
- Options written	-	-	-	487,535
- Futures	45,263,757	79,639,371	49,094,452	147,110,743
	14,487,645,407	9,484,668,882	9,149,111,627	12,119,861,494

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED

中國國際金融(國際)有限公司

(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

36. DERIVATIVES - continued

(b) Remaining life of derivatives

The following table provides an analysis of the notional amounts of derivatives of the Group by relevant maturity grouping based on the remaining periods to settlement at the end of the reporting period.

	Total	31 December 2022				Notional amounts with remaining life over 5 years	
		Notional amounts with remaining life of 1 year or less		Notional amounts with remaining life of 1 to 5 years		Assets HK\$	Liabilities HK\$
		Assets HK\$	Liabilities HK\$	Assets HK\$	Liabilities HK\$		
Currency derivatives							
- Forwards	104,573,282,728	45,649,821,621	58,760,207,107	-	163,254,000	-	-
- Options purchased	7,256,636,467	7,256,636,467	-	-	-	-	-
- Options written	7,890,327,859	-	7,890,327,859	-	-	-	-
- Futures	5,423,318	5,423,318	-	-	-	-	-
Credit derivatives							
- Credit default swaps	101,357,708	-	-	62,373,974	38,983,734	-	-
Interest rate derivatives							
- Swaps (non-hedging instruments)	114,628,803,321	55,674,528,871	28,614,231,103	13,305,724,294	16,073,736,168	437,442,706	523,140,179
- Swaps (hedging instruments)	5,067,885,410	-	-	-	5,067,885,410	-	-
- Futures	9,890,846,196	1,644,391,213	8,246,454,983	-	-	-	-
Equity derivatives							
- Total return swap	262,414,893,196	137,838,113,618	117,194,819,481	5,070,952,974	2,311,007,123	-	-
- Options purchased	3,173,975,329	1,312,373,003	1,573,467,749	253,246,381	34,888,196	-	-
- Options written	2,909,798,587	-	2,534,230,649	-	375,567,938	-	-
- Futures	10,820,796,130	7,798,522,167	3,022,273,963	-	-	-	-
- Forwards	4,806,789	3,481,398	1,325,391	-	-	-	-
Commodity derivatives							
- Forwards	19,240,380,144	4,674,291,347	14,566,088,797	-	-	-	-
- Swaps	20,896,101,780	15,099,810,012	4,230,914,230	21,673,393	194,092,532	285,894,440	1,063,717,173
- Options purchased	39,296	39,296	-	-	-	-	-
- Futures	3,109,856,418	990,834,089	2,119,022,329	-	-	-	-

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

36. DERIVATIVES - continued

(b) Remaining life of derivatives - continued

		31 December 2021					
	Total	Notional amounts with remaining life of 1 year or less		Notional amounts with remaining life of 1 to 5 years		Notional amounts with remaining life over 5 years	
		Assets HK\$	Liabilities HK\$	Assets HK\$	Liabilities HK\$	Assets HK\$	Liabilities HK\$
Currency derivatives							
- Forwards	161,317,687,794	79,149,635,404	82,168,052,390	-	-	-	-
- Options purchased	7,650,419,313	7,650,419,313	-	-	-	-	-
- Options written	8,325,841,083	-	8,325,841,083	-	-	-	-
Credit derivatives							
- Credit default swaps	467,884,051	-	155,961,350	-	38,990,338	-	272,932,363
Interest rate derivatives							
- Forwards	74,769,035	74,769,035	-	-	-	-	-
- Swaps	46,425,351,671	16,229,915,213	13,617,303,592	3,224,235,285	13,185,730,944	-	168,166,637
- Futures	5,353,642,972	4,122,996,936	1,230,646,036	-	-	-	-
Equity derivatives							
- Total return swap	340,839,780,492	176,167,693,596	162,380,198,144	863,497,169	1,428,391,583	-	-
- Options purchased	8,968,090,593	3,461,657,263	4,676,354,357	730,897,759	99,181,214	-	-
- Options written	3,403,608,750	-	3,165,557,981	-	238,050,769	-	-
- Futures	11,612,147,791	8,403,438,424	3,208,709,367	-	-	-	-
- Forwards	2,039,947,104	271,290,208	1,768,656,896	-	-	-	-
Commodity derivatives							
- Forwards	20,452,923,190	8,798,722,057	11,654,201,133	-	-	-	-
- Options written	2,806,914	-	2,806,914	-	-	-	-
- Futures	3,575,780,090	1,359,475,717	2,216,304,373	-	-	-	-

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

36. DERIVATIVES - continued

(c) Hedging instruments

Fair value hedges are used by the Group to protect against changes in the fair value of financial liabilities due to movements in market interest rates. Interest rate swaps are used to hedge the interest rate risk of the selected long-term debt securities issued.

The gains/loss of fair value hedges are presented as follows:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Losses arising from fair value hedges, net:		
Interest rate contracts	(21,195,356)	-
Hedged items attributable to the hedged risk	20,213,318	-
	<u>(982,038)</u>	<u>-</u>

Details of the Group's hedged risk exposure in fair value hedges strategy are set out below:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Notes issued		
Carrying amount of hedged items	5,098,405,342	-
Accumulated adjustments to the fair value of hedged items	(20,202,652)	-
	<u>5,078,202,690</u>	<u>-</u>

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Major risk factors of financial instruments, traded by the Group, include both market (e.g. equity, currency and interest rate) and credit risks. There is a well-established risk management framework that covers essential functions including risk identification, measurement, monitoring and reporting. There are defined policies, standards, structures, methods and procedures, which form a comprehensive risk management system. All stakeholders, including designated risk managers, play roles in various areas such as credit risk management and market risk management.

Risk limit management is an integral part of the risk management system, and it covers limit setting, approval, monitoring, reporting and review. Risk exposures are calculated, monitored against approved limits, and reported on a daily basis.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk

Credit risk is the risk that financial loss arises from the failure of a client or counterparty to meet its obligations under a transaction.

In the course of its broking, dealing and investment banking activities, the Group is exposed to credit risk exposure. The credit risks consist of:

- (i) Default risk of issuer to repay principal and interest of debt securities held by the Group and the default risk of banks, brokers and clearing houses with which the Group has deposited cash or securities;
- (ii) Default risk from the counterparties of the over-the-counter derivative transactions;
- (iii) Default risk from customers where fee receivables are not settled;
- (iv) Settlement risk arising where cash payments or delivery of securities are made against expected receipt of counterparty or client payment on the same date and the receipt of the counterparty or client payment is uncertain; and
- (v) Default risk from margin clients with inadequate securities collateral and margin deposits under unfavourable market conditions.

Other than concentration of credit risk on cash balances which are deposited with several banks with high credit ratings, the Group does not have any other significant concentrations of credit risk. The maximum exposure to credit risk without taking into account of any collateral held is represented by the carrying amount of each financial asset and the notional amount of credit default swap entered by the Group as disclosed in note 36. The Group has a well-established credit risk management process which is governed by the Group's credit policies and procedures approved by senior management. These processes involve the delegation of credit approval authorities, reviewing and establishing limits for each type of credit exposure on different products for each client and counterparty, monitoring of risks and reporting procedures.

Transactions involving derivative financial instruments are with counterparties of defined credit standing and with whom the Group has signed a netting agreement. Given their high credit standing, management does not expect any counterparty to fail to meet its obligations. In addition, for counterparties with low credit standing, the Group requires them to post collateral to cover any potential risks. Settlement with clients and counterparties is usually conducted on delivery versus payment basis.

In respect of accounts receivable from brokers and clearing houses, credit risks are considered low as the Group normally enters into transactions with brokers and clearing houses which are registered with regulatory bodies and with sound reputation in the industry. In respect of investments of the Group and clients' securities kept by and receivable from banks, brokers and clearing houses, credit risks are considered low as the Group normally enters into transactions with banks, brokers and clearing houses which are registered with regulatory bodies and with sound reputation in the industry. Management monitors the credit rating and financial position of the banks, brokers and clearing houses on an ongoing basis.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

The Group considers that the credit risk of amount due from the ultimate holding company, fellow subsidiaries and joint ventures is insignificant, all balances are classified as stage 1 and the expected credit losses are insignificant.

The Group has adopted the following measures to manage credit risk in capital businesses, including margin financing and securities borrowing and lending, reverse REPOs transactions, other lending and other businesses: approving counterparties, and assigning credit ratings and lending limits to counterparties; managing collaterals (haircut rates, liquidity and concentration) and closely monitoring margin ratios and/or collateral ratios; and establishing and implementing margin call and mandatory liquidation policy.

As at 31 December 2022 and 2021, reverse REPOs are classified as stage 1 and the directors of the Company consider that there is no significant increase in credit risk and expected credit losses are insignificant taking into account of credit rating of the counterparties.

Cash held by the Group and clients' money are deposited with various banks which are considered reputable with high credit standing. The Group monitors the credit rating and financial position of the banks on an ongoing basis, thus the credit risk is considered as limited and the expected credit loss is insignificant.

Accounts receivable from clients, accounts receivable from brokers and fee receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

Individual credit evaluations are performed on all clients. Margin clients are required to place deposits as prescribed in the Group's credit policy before execution of any purchase transactions. The Group normally obtains liquid securities and/or cash deposits as collateral for providing financing to its margin clients. Market conditions and adequacy of securities collateral and margin deposits of each margin account are monitored by the management on a real time basis. Margin calls and forced liquidation are made where necessary.

Impairment losses in respect of accounts receivable from clients, accounts receivable from brokers and fees receivable are recorded using an allowance account unless the Group assessed that recovery of the amount is remote, in which case the impairment loss is written off against accounts receivable directly.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

Accounts receivable from clients, accounts receivable from brokers and fee receivables - continued

The movement in the allowance for impairment losses of accounts receivable from clients, accounts receivable from brokers and fee receivables during the year are as follows:

	12m ECL HK\$	Lifetime ECL not credit-impaired HK\$	Lifetime ECL credit-impaired HK\$	Total HK\$
As at 1 January 2021	81,401,605	14,761,600	30,384,621	126,547,826
Changes due to financial instruments recognised as at 1 January 2021:				
- Transfer to credit-impaired	-	-	-	-
- Transfer to lifetime ECL	-	-	-	-
- Transfer to 12m ECL	-	-	-	-
- Impairment losses recognised	18,676,812	1,426,248	2,819,609	22,922,669
- Impairment losses reversed	(10,221,897)	(5,733,447)	-	(15,955,344)
New financial assets originated or purchased	2,516,497	50,211	4,492,393	7,059,101
Financial assets derecognised (including written-offs)	(1,299,997)	(87,811)	-	(1,387,808)
Others	509,688	(29,595)	121,316	601,409
As at 31 December 2021	91,582,708	10,387,206	37,817,939	139,787,853
Changes due to financial instruments recognised as at 1 January 2022:				
- Transfer to credit-impaired	-	-	-	-
- Transfer to lifetime ECL	-	-	-	-
- Transfer to 12m ECL	-	-	-	-
- Impairment losses recognised	4,817,386	7,111,966	3,464,638	15,393,990
- Impairment losses reversed	(37,064,252)	-	(3,362,481)	(40,426,733)
New financial assets originated or purchased	1,227,751	-	-	1,227,751
Financial assets derecognised (including written-offs)	(2,689,839)	(480,372)	(21,902,764)	(25,072,975)
Others	(71,045)	(26,973)	(193,548)	(291,566)
As at 31 December 2022	57,802,709	16,991,827	15,823,784	90,618,320

As at 31 December 2022, there was no accounts receivable from margin clients (2021: HK\$19,187,010) which are credit-impaired with a full provision of expected credit losses made, the remaining receivables from margin client are not credit-impaired and classified as stage 1 as there is no significant increase in credit risk and relate to a wide range of customers for whom there was no recent history of default or with sufficient collaterals. An impairment of HK\$6,401,970 (2021: HK\$10,778,444) was recognised for stage 1 accounts receivable from margin clients as at 31 December 2022.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

Accounts receivable from clients, accounts receivable from brokers and fee receivables - continued

As at 31 December 2022 and 2021, accounts receivables from brokers, clearing houses are classified at stage 1 and assessed individually and the directors of the Company consider that there is no significant increase in credit risk. As at 31 December 2022, the expected credit losses are approximately HK\$51,390,873 (2021: HK\$80,775,187).

As at 31 December 2022, an impairment of HK\$15,823,784 (2021: HK\$18,374,081) has been fully provided for fees receivable which are considered as credit-impaired. The directors of the Company consider the remaining fees receivable as fully recoverable.

Management of the Group consider expected credit losses of the remaining accounts receivable from clients is insignificant as at 31 December 2022 and 2021.

Debt investments (including debt securities measured at FVTPL and FVTOCI)

The Group focuses on decentralising investments for the credit-type fixed income securities investment which are mainly high-credit rating products. The Group pre-controls the exposure of the credit risk by setting investment position limit, classifying the sub-investment varieties, sub-credit rating limits and concentration limits. Moreover, the Group continuously tracks the bond issuer's business conditions and credit rating changes through monitoring, pre-warning, risk detecting, etc. At the same time, the Group is highly prudent in the investment of the asset-based securities products and strictly evaluates the quality of the underlying asset pool and the effectiveness of the credit enhancement.

In accordance with HKFRS 9, the Group started to recognise provision for expected credit losses in respect of debt investments not measured at fair value through profit or loss based on expected credit loss since 2018. The Group classifies each financial instrument into different risk stages based on whether the credit risk of the relevant financial instrument has increased significantly since its initial recognition. A financial instrument is included in stage 1 if it has low credit risk at the reporting date or its credit risk has not increased significantly since its initial recognition; a financial instrument is included in stage 2 if its credit risk has increased significantly since its initial recognition; a financial instrument is migrated to stage 3 if it has objective evidence of credit-impairment. Accordingly, the Group measures loss allowance based on either a 12-month or the lifetime base for those investments in different risk stages. The Group measures the expected credit loss based on parameters such as PD, LGD and EAD.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

Debt investments (including debt securities measured at FVTPL and FVTOCI)
- continued

The following table presents an analysis of the credit quality of debt investments at FVTOCI and FVTPL by carrying amount. It indicates whether assets measured at FVTOCI were subject to a 12m ECL or lifetime ECL allowance and, in the latter case, whether they were credit-impaired.

The Group

Credit rating	As at 31 December						
	2022				2021		
	FVTPL HK\$	FVTOCI (subject to 12m ECL) HK\$	FVTOCI (subject to lifetime ECL (not credit impaired)) HK\$	FVTOCI (subject to lifetime ECL (credit impaired)) HK\$	FVTPL HK\$	FVTOCI (subject to 12m ECL) HK\$	FVTOCI (subject to lifetime ECL (not credit impaired)) HK\$
Bloomberg comprehensive rating							
- AAA	620,925,390	783,138,422	-	-	15,460	-	-
- From AA- to AA+	225,675,518	-	-	-	23,283,745	-	-
- From A- to A+	2,095,148,987	4,184,710,504	-	-	1,220,233,519	4,116,059,182	-
- Below A-	630,934,260	2,209,075,871	13,690,311	9,023,517	1,670,092,931	2,619,145,941	13,698,670
Sub-total	3,572,684,155	7,176,924,797	13,690,311	9,023,517	2,913,625,655	6,735,205,123	13,698,670
Other comprehensive rating							
- AAA	156,115,808	-	-	-	71,438,635	-	-
- From AA- to AA+	354,057,892	-	-	-	358,662,123	-	-
- From A- to A+	87,039,373	-	-	-	57,570,795	-	-
- Below A-	1,377,219	-	-	-	2,581,817	-	-
Sub-total	598,590,292	-	-	-	490,253,370	-	-
Non-rated (Note)	1,310,996,920	-	-	3,467,217	8,567,622,739	121,412,640	-
Total	5,482,271,367	7,176,924,797	13,690,311	12,490,734	11,971,501,764	6,856,617,763	13,698,670
Loss allowance	-	(3,697,266)	(650,911)	(20,759,107)	-	(4,039,245)	(670,839)

Note: Non-rated financial assets are mainly other debt instruments and trading securities which are not rated by independent rating agencies. The Group monitors the credit rating of the issuer of non-rated debt securities and assesses the credit risk of the relevant debt securities.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

Debt investments (including debt securities measured at FVTPL and FVTOCI)
 - continued

Movement of allowance for impairment losses

The movement in the allowance for impairment losses in respect of debt investments at FVTOCI during the year was as follows:

	12m ECL HK\$	Lifetime ECL not credit-impaired HK\$	Lifetime ECL credit-impaired HK\$	Total HK\$
As at 1 January 2021	8,507,292	-	-	8,507,292
Changes due to financial instruments recognised as at 1 January 2021:				
- Transfer	(144,088)	144,088	-	-
- Impairment losses recognised	-	299,456	-	299,456
- Impairment losses reversed	(153,916)	-	-	(153,916)
New financial assets originated or purchased	3,878,637	226,190	-	4,104,827
Financial assets derecognised (including written-offs)	(8,095,896)	-	-	(8,095,896)
Others	47,216	1,105	-	48,321
As at 31 December 2021	4,039,245	670,839	-	4,710,084
Changes due to financial instruments recognised as at 1 January 2022:				
- Transfer	(342,911)	157,430	185,481	-
- Impairment losses recognised	671,404	523,034	15,489,200	16,683,638
- Impairment losses reversed	(621,256)	-	-	(621,256)
New financial assets originated or purchased	1,403,210	-	5,432,252	6,835,462
Financial assets derecognised (including written-offs)	(1,675,268)	(670,839)	-	(2,346,107)
Others	222,842	(29,553)	(347,826)	(154,537)
As at 31 December 2022	3,697,266	650,911	20,759,107	25,107,284

Derivatives

Regarding the counterparty credit risk of the OTC derivatives business, the Group has established a counterparty credit rating system. Through a combination of qualitative and quantitative methods, it comprehensively evaluates counterparty qualifications and assigns corresponding credit ratings accordingly. On the basis of credit ratings, the Group sets credit risk exposure limits for counterparties, and manage counterparty credit risk by signing OTC derivatives trading master agreements and performance guarantee agreements, and requiring performance guarantees. The Group calculates the minimum amount required as OTC counterparty's performance collateral and credit risk exposure through the establishment of a dynamic scenario combined with stress test, and performs daily measurement and monitoring through the system. In view of this, the Group maintains the credit risk exposure of derivatives transactions within an acceptable range.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

Other non-derivative financial investments (other than accounts receivable from clients, accounts receivable from brokers, fee receivables and debt investment)

The Group has adopted the following measures to manage credit risk: approving counterparties, and assigning credit ratings and lending limits to counterparties; managing collaterals (haircut rates, liquidity and concentration) and closely monitoring margin ratios and/or collateral ratios; and establishing and implementing margin call and mandatory liquidation policy.

The movement in the allowance for impairment losses of other financial instruments at amortised cost during the year are as follows:

	12m ECL HK\$	Lifetime ECL not credit-impaired HK\$	Lifetime ECL credit-impaired HK\$	Total HK\$
As at 1 January 2021	2,714,298	-	185,255,283	187,969,581
Changes due to financial instruments recognised as at 1 January 2021:				
- Impairment losses reversed	(1,411,998)	-	(185,899,467)	(187,311,465)
New financial assets originated or purchased	129,013	-	-	129,013
Others	12,696	-	644,184	656,880
As at 31 December 2021	1,444,009	-	-	1,444,009
Changes due to financial instruments recognised as at 1 January 2022:				
- Impairment losses recognised	-	-	-	-
- Impairment losses reversed	(870,412)	-	(44,401)	(914,813)
New financial assets originated or purchased	-	-	472,964	472,964
Financial assets derecognised (including written-offs)	(102,418)	-	-	(102,418)
Others	6,456	-	(23,998)	(17,542)
As at 31 December 2022	477,635	-	404,565	882,200

For the year ended 31 December 2021, the decrease in lifetime credit-impaired ECL is mainly due to the reversal of impairment to a loan to third party with a gross carrying amount HK\$185,255,823. Such loan was fully recovered during the year ended 31 December 2021.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(b) Liquidity risk

The Group is responsible for its own cash management, including short-term placement of cash surpluses. The Group's policy is to regularly monitor its expected liquidity requirements and its compliance with regulatory requirements, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed line of funding from major financial institutions to meet its liquidity requirements.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay:

	31 December 2022				
	Carrying amount HK\$	Total contractual undiscounted cash flow HK\$	Within 1 year or on demand HK\$	More than 1 year but less than 5 years HK\$	More than 5 years HK\$
Accounts payable	55,302,158,266	55,302,158,266	55,302,158,266	-	-
Financial liabilities at fair value through profit or loss	32,833,212,242	32,833,212,242	32,833,212,242	-	-
Derivatives	9,484,668,882	58,923,461,107	58,760,207,107	163,254,000	-
REPOs	10,618,860,267	10,618,860,267	10,618,860,267	-	-
Lease liabilities	608,799,658	651,531,017	189,600,751	391,234,691	70,695,575
Other creditors and accruals	762,970,940	762,970,940	762,970,940	-	-
Amount due to the ultimate holding company	106,430,205	106,430,205	106,430,205	-	-
Bank loans and overdrafts	24,910,616,591	25,228,055,448	25,228,055,448	-	-
Short-term notes issued	909,364,788	914,575,858	914,575,858	-	-
Long-term notes Issued	33,055,937,828	34,938,859,657	12,488,330,007	22,450,529,650	-

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(b) Liquidity risk - continued

	31 December 2021				
	Carrying amount HK\$	Total contractual undiscounted cash flow HK\$	Within 1 year or on demand HK\$	More than 1 year but less than 5 years HK\$	More than 5 years HK\$
Accounts payable	80,918,885,101	80,918,885,101	80,918,885,101	-	-
Financial liabilities at fair value through profit or loss	44,600,098,751	44,600,098,751	44,600,098,751	-	-
Derivatives	12,119,861,494	82,168,052,390	82,168,052,390	-	-
REPOs	6,040,428,958	6,040,428,958	6,040,428,958	-	-
Lease liabilities	715,838,676	768,792,291	192,341,737	522,297,732	54,152,822
Other creditors and accruals	541,104,767	541,104,767	541,104,767	-	-
Amount due to the ultimate holding company	195,777,372	195,777,372	195,777,372	-	-
Bank loans and overdrafts	19,972,127,832	20,018,892,445	20,018,892,445	-	-
Short-term notes issued	1,935,526,469	1,940,393,391	1,940,393,391	-	-
Long-term notes Issued	31,141,368,106	32,177,162,087	8,230,466,459	23,946,695,628	-

(c) Currency risk

The Group is exposed to currency risk primarily through underwriting, overseas brokerage, placement activities, trading securities and other financial products that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily Renminbi, United States dollars, Euro and Singapore dollars. As the Hong Kong dollar is pegged to the United States dollar, the Group considers the risk of movements in exchange rates between the Hong Kong dollar and the United States dollar to be insignificant.

(i) Foreign currency profile

At 31 December 2022, the Group had the following material net foreign currency positions included in the consolidated statement of financial position:

	31 December 2022 HK\$	31 December 2021 HK\$
Net assets in Renminbi	41,132,672,241	54,771,352,226
Net liabilities in United States Dollars	(25,140,185,132)	(43,482,511,203)
Net assets/(liabilities) in Singapore dollars	551,812,492	(99,276,159)
Net assets in Euro	314,708,327	231,452,341
Net assets/(liabilities) in Pound Sterling	219,142,465	(700,293,386)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(c) Currency risk - continued

(ii) Sensitivity analysis

The Group assumes that the change of exchange rate between the Hong Kong dollar and the United States dollar would not have significant impact on the non-derivative financial instruments. As a result, such impact is excluded in the sensitivity analysis presentation.

At 31 December 2022, it is estimated that a general appreciation of 1% in the relevant currencies would increase the Group's profit after tax and retained earnings by approximately HK\$217 million (2021: HK\$385 million). A general depreciation of 1% in the relevant currencies would decrease the Group's profit after tax and retained earnings by approximately HK\$221 million (2021: HK\$383 million).

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to each of the Group's exposure to currency risk for both derivative and non-derivative financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual end of the reporting period. The analysis is performed on the same basis for 2021.

(d) Interest rate risk

The Group's interest rate positions arise primarily from holding of interest-bearing bank deposits, reverse repurchase agreements, repurchase agreements and loans. Interest rate risk primarily results from the timing differences in the repricing of interest-bearing assets and liabilities.

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk-free rates. Details of the impacts on the Group's risk management strategy arising from the interest rate benchmark reform and the progress towards implementation of alternative benchmark interest rates are set out under "interest rate benchmark reform" in this note.

(i) Interest rate profile

The following table indicates the effective interest rates for the relevant periods and the mismatches of the expected interest repricing dates for interest-bearing assets and liabilities at the end of the reporting period.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(d) Interest rate risk - continued

(i) Interest rate profile - continued

	31 December 2022		31 December 2021	
	Effective interest rate per annum	Total HK\$	Effective interest rate per annum	Total HK\$
Assets				
Cash and cash equivalents	0.68%	27,319,818,106	0.10%	19,590,305,109
Financial assets measured at FVTPL and derivatives	5.23%	5,763,757,988	5.50%	12,135,269,625
Financial assets measured at FVTOCI	5.62%	7,203,105,842	2.13%	6,870,316,433
Reverse REPOs	2.18%	5,438,279,302	0.08%	794,110,149
Accounts receivable from margin clients	4.68%	1,461,572,385	4.14%	2,877,673,912
Liabilities				
Bank loans and overdrafts	1.66%	24,910,616,591	0.63%	19,972,127,832
REPOs	0.88%	10,618,860,267	0.54%	6,040,428,958
Financial liabilities measured at FVTPL and derivatives	6.07%	965,902,148	7.09%	1,042,034,404
Lease liabilities	2.38%	608,799,658	2.59%	715,838,676
Short-term notes issued	2.95%	909,364,788	0.98%	1,935,526,469
Long-term notes issued	2.25%	33,055,937,828	1.62%	31,141,368,106

(ii) Sensitivity analysis

At 31 December 2022, it is estimated that a general increase of 100 basis points (2021: 100 basis points) in interest rates, with all other variables held constant, would decrease the Group's profit after tax and retained earnings by approximately HK\$337 million (2021: HK\$246 million) and other components of equity by approximately HK\$86 million (2021: HK\$121 million). A general decrease of 100 basis points, would increase the profit after tax and retained earnings by approximately HK\$416 million (2021: HK\$401 million) and other components of equity by approximately HK\$88 million (2021: HK\$123 million).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The 100 basis points (2021: 100 basis points) increase represents management's assessment of a reasonably possible change in interest rates over the period until the next annual end of the reporting period.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(d) Interest rate risk - continued

(iii) Fair value hedges of interest rate risk

The Group uses interest rate swaps to hedge its exposure to changes in the fair values of fixed rate notes issued in respect of a benchmark interest rate. Pay-floating and receive-fixed interest rate swaps are matched to fixed rate notes issued with terms that closely align with the critical terms of the hedged item.

Only the interest rate risk element is hedged and therefore other risks are managed but not hedged by the Group. Interest rate risk to which the Group applies hedge accounting arises from fixed-rate note issued, whose fair value fluctuates when benchmark interest rates change. The Group hedges interest rate risk only to the extent of benchmark interest rates because the changes in fair value of an issued liability or a debt security are significantly influenced by changes in the benchmark interest rate. Hedge accounting is applied where economic hedge relationships meet the hedge accounting criteria.

Before fair value hedge accounting is applied by the Group, the Group determines whether an economic relationship between the hedged item and the hedging instrument exists based on an evaluation of the qualitative characteristics of these items and the hedged risk that is supported by quantitative analysis. The Group considers whether the critical terms of the hedged item and hedging instrument closely align when assessing the presence of an economic relationship. The Group evaluates whether the fair value of the hedged item and the hedging instrument respond similarly to similar risks.

The Group establishes a hedge ratio by aligning the par amount of the notes issued and the notional amount of the interest rate swap designated as a hedging instrument. Possible sources of ineffectiveness are as follows:

- (i) the fair value changes related to the benchmark rate before next fixing date and on the fixed spread over the benchmark rate of the interest rate swap;
- (ii) changes in interest rate sensitivity at different fair value level;
- (iii) the effect of the counterparty and the Group's own credit risk on the fair value of the interest rate swap, which is not reflected in the fair value of the hedged item attributable to the change in interest rate.

Details of the interest rate swaps and notes issued held by the Group as hedging instruments and hedged instruments in fair value hedges of interest risk are disclosed in note 36.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(e) Other price risk

The Group is exposed to price change arising from debt securities, equity securities, investment funds and derivative financial instruments.

Sensitivity analysis

At 31 December 2022, it is estimated that a general increase of 1% in the relevant risk variables would decrease the Group's profit after tax and retained earnings by approximately HK\$113 million (2021: increase by HK\$17 million) and decrease other components of equity by approximately HK\$86 million (2021: HK\$121 million). A general decrease of 1% in the relevant risk variables would increase the Group's profit after tax and retained earnings by approximately HK\$115 million (2021: decrease by HK\$17 million) and increase other components of equity by approximately HK\$88 million (2021: HK\$123 million).

(f) Fair values

(i) Financial instruments carried at fair value

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs. If there is a reliable market quote for financial instruments, the fair value of financial instruments is based on quoted market prices. If a reliable quoted market price is not available, the fair value of the financial instruments is estimated using valuation techniques. Valuation techniques applied include reference to the fair value of another instrument that is substantially the same, discounted cash flow analysis and option pricing models. The inputs used in valuation techniques include risk-free and benchmark interest rates, credit spreads and foreign exchange rates. Where discounted cash flow analysis is used, estimated cash flows are based on management's best estimates and the discount rate used is reference to another instrument that is substantially the same.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(f) Fair values - continued

(i) Financial instruments carried at fair value - continued

The table below analyses financial instruments, measured at fair value at the end of the reporting period, by the level in the fair value hierarchy into which the fair value treatment is categorised:

	31 December 2022			
	Level 1 HK\$	Level 2 HK\$	Level 3 HK\$	Total HK\$
Assets				
Financial assets				
at fair value through profit or loss and derivatives				
- Investment in listed funds	2,911,641,330	166,976,217	-	3,078,617,547
- Investment in unlisted funds	-	1,234,116,379	1,118,126,368	2,352,242,747
- Debt securities	83,553,693	5,398,717,674	-	5,482,271,367
- Equity investments	77,524,258,820	228,427,249	1,237,024,093	78,989,710,162
- Positive fair value of derivatives	192,749,715	14,294,895,692	-	14,487,645,407
	<u>80,712,203,558</u>	<u>21,323,133,211</u>	<u>2,355,150,461</u>	<u>104,390,487,230</u>
Financial assets at fair value through other comprehensive income				
- Listed debt securities	-	7,203,105,842	-	7,203,105,842
	<u>80,712,203,557</u>	<u>28,526,239,054</u>	<u>2,355,150,461</u>	<u>111,593,593,072</u>
Liabilities				
Financial liabilities				
at fair value through profit or loss and derivatives				
- Short positions in equity investments	2,337,764,102	28,085,040	-	2,365,849,142
- Short positions in debt Securities	-	656,801,224	-	656,801,224
- Short positions in structured notes	-	259,617,384	-	259,617,384
- Short positions in equity-linked financial instruments	-	29,550,944,492	-	29,550,944,492
- Negative fair value of derivatives	168,621,211	9,316,047,671	-	9,484,668,882
- Third party interest in consolidated investment funds	-	36,591,473	-	36,591,473
	<u>2,506,385,313</u>	<u>39,848,087,284</u>	<u>-</u>	<u>42,354,472,597</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(f) Fair values - continued

(i) Financial instruments carried at fair value - continued

	31 December 2021			
	Level 1 HK\$	Level 2 HK\$	Level 3 HK\$	Total HK\$
Assets				
Financial assets at fair value through profit or loss and derivatives				
- Investment in listed funds	3,634,660,503	-	-	3,634,660,503
- Investment in unlisted funds	-	2,446,723,907	1,473,917,617	3,920,641,524
- Debt securities	94,112,064	11,877,389,700	-	11,971,501,764
- Equity investments	105,453,044,875	-	1,131,630,500	106,584,675,375
- Positive fair value of derivatives	264,238,174	8,884,873,453	-	9,149,111,627
	<u>109,446,055,616</u>	<u>23,208,987,060</u>	<u>2,605,548,117</u>	<u>135,260,590,793</u>
Financial assets at fair value through other comprehensive income				
- Listed debt securities	-	6,870,316,433	-	6,870,316,433
	<u>109,446,055,616</u>	<u>30,079,303,493</u>	<u>2,605,548,117</u>	<u>142,130,907,226</u>
Liabilities				
Financial liabilities at fair value through profit or loss and derivatives				
- Short positions in equity investments	1,875,864,345	-	-	1,875,864,345
- Short positions in debt Securities	-	826,630,746	-	826,630,746
- Short positions in structured notes	-	113,571,968	-	113,571,968
- Short positions in equity-linked financial instruments	-	41,784,031,692	-	41,784,031,692
- Negative fair value of derivatives	200,076,215	11,919,785,279	-	12,119,861,494
- Third party interest in consolidated investment funds	-	24,291,848	-	24,291,848
	<u>2,075,940,560</u>	<u>54,668,311,533</u>	<u>-</u>	<u>56,744,252,093</u>

There has been no transfer of financial instruments between Level 1 and Level 2 of the fair value hierarchy during the year.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(f) Fair values - continued

(i) Financial instruments carried at fair value - continued

(a) Movement of financial instruments with significant unobservable inputs

	Financial assets measured at fair value through <u>profit or loss</u> HK\$
At 1 January 2022	2,605,548,117
Payment for purchases (non-current financial instruments)	235,638,127
Net unrealised gains or losses recognised in profit or loss	(53,009,352)
Realised gains or losses recognised in profit or loss	(26,549,989)
Proceeds from redemption/disposal	(406,476,442)
At 31 December 2022	<u>2,355,150,461</u>
At 1 January 2021	2,010,416,704
Payment for purchases (non-current financial instruments)	396,428,325
Payment for purchases (current financial instruments)	22,896,057
Net unrealised gains or losses recognised in profit or loss	337,957,981
Realised gains or losses recognised in profit or loss	115,427,111
Proceeds from redemption/disposal	(268,935,224)
Transfer into Level 1	(8,642,837)
At 31 December 2021	<u>2,605,548,117</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(f) Fair values - continued

(i) Financial instruments carried at fair value - continued

(a) Movement of financial instruments with significant unobservable inputs - continued

The table below sets out information about significant unobservable inputs used at year end in measuring financial instruments categorised as Level 3 in the fair value hierarchy.

<u>Financial assets</u>	<u>Valuation Techniques and key inputs</u>	<u>Significant unobservable inputs</u>	<u>Relationship of unobservable inputs to fair value</u>
Unlisted funds	Allocated net asset value of underlying fund and underlying equity and debt securities	Net asset value of underlying funds and underlying securities	The higher the allocated net asset value, the higher the fair value
Unlisted equity securities	Recent transaction or market comparable company	Pricing multiples of market comparable companies: - Price to sales multiple (from 8.8x to 11.1x) - Total enterprise value to earnings before interest taxes, depreciation and amortisation multiple (from 6.5x to 13.0x)	The higher the pricing multiples, the higher the fair value
		Discount for lack of marketability (Note 1)	The higher the discount, the lower the fair value
		Discount for the negative impact of a recent market event (Note 2)	The higher the discount, the lower the fair value

Note 1: Unobservable input is the discount for lack of marketability at 30% (2021: 30%).

Note 2: Unobservable input is the discount rate for the negative impact on a recent market event at 0% (2021: 20%).

(b) Effects of changes in significant unobservable assumptions to reasonably possible alternative assumptions are insignificant.

The fair value of financial instruments are in certain circumstances, measured using valuation models that incorporate assumptions that are not supported by prices from observable current market transactions in the same instrument and are not based on observable market data.

(ii) Fair values of financial instruments carried at other than fair value

All financial instruments except for long-term notes issued are carried at amounts not materially different from their fair value as at 31 December 2022 and 2021.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(g) Interest rate benchmark reform

Several of the Group's financial assets and liabilities will or may be subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

LIBOR

The Financial Conduct Authority has confirmed all LIBOR settings will either cease to be provided by any administrator or no longer be representative:

- immediately after 31 December 2021, in the case of all sterling, euro, Swiss franc and Japanese yen settings, and the 1-week and 2-month US dollar settings; and
- immediately after 30 June 2023, in the case of the remaining US dollar settings.

HIBOR

While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist.

(i) Risks arising from the interest rate benchmark reform

The following are the key risks for the Group arising from the transition:

Interest rate related risks

For contracts which have not been transitioned to the relevant alternative benchmark rates and without detailed fallback clauses, if the bilateral negotiations with the Group's counterparties are not successfully concluded before the cessation of LIBORs, there are significant uncertainties with regard to the interest rate that would apply. This gives rise to additional interest rate risk that was not anticipated when the contracts were entered into.

There are fundamental differences between IBORs and the various alternative benchmark rates. IBORs are forward looking term rates published for a period (e.g. 3 months) at the beginning of that period and include an inter-bank credit spread, whereas alternative benchmark rates are typically risk-free overnight rates published at the end of the overnight period with no embedded credit spread. These differences will result in additional uncertainty regarding floating rate interest payments

Liquidity risk

The additional uncertainty on various alternative rates which are typically published on overnight basis will require additional liquidity management. The Group will monitor this risk on an on-going basis.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(g) Interest rate benchmark reform - continued

HIBOR - continued

(i) Risks arising from the interest rate benchmark reform - continued

Litigation risk

If no agreement is reached to implement the interest rate benchmark reform on contracts which have not been transitioned to the relevant alternative benchmark rates (e.g. arising from differing interpretation of existing fallback terms), there is a risk of prolonged disputes with counterparties which could give rise to additional legal and other costs. The Group is working closely with all counterparties to avoid this from occurring.

Interest rate basis risk

Interest rate basis risk may arise if a non-derivative instrument and the derivative instrument held to manage the interest risk on the non-derivative instrument transition to alternative benchmark rates at different times. This risk may also arise where back-to-back derivatives transition at different times. The Group will monitor this risk on an on-going basis.

(ii) Progress towards implementation of alternative benchmark interest rates

As part of the Group's risk management for transition, new contracts entered into by the Group are linked to the relevant alternative benchmark rates or interest rates which are not subject to reform to the extent feasible. Otherwise, the Group ensured the relevant contracts include detailed fallback clauses clearly referencing the alternative benchmark rate and the specific triggering event on which the clause is activated.

During the year, all contracts which are linked to USD LIBOR have been continued until the transition date. In addition, for a floating rate loan that is linked to HIBOR, the Group had confirmed with the relevant counterparty HIBOR will continue to maturity.

The Group is planning to transition the majority of its remaining LIBOR-linked contracts through introduction of, or amendments to, fallback clauses into the contracts which will change the basis for determining the interest cash flows from LIBOR to Secured Overnight Financing Rate ("SOFR") at an agreed point in time.

The following table shows the total amounts of outstanding contracts and the progress in completing the transition to alternative benchmark rates as at 31 December 2022. The amounts of financial assets and liabilities are shown at their carrying amounts and derivatives are shown at their notional amounts.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(g) Interest rate benchmark reform - continued

HIBOR - continued

(ii) Progress towards implementation of alternative benchmark interest rates
- continued

As at 31 December 2022

<u>Financial instruments prior to transition</u>	<u>Maturing in</u>	<u>Carrying amounts/ notional amounts</u> HK\$	<u>Transition progress for financial instruments</u>
Non-derivative financial liabilities			
Debt securities linked to 3-month USD LIBOR	2023 - 2025	79,307,664	Transition driven by debt securities issuer
Long-term notes issued linked to 3-month USD LIBOR	2023	7,795,840,132	No transition planned until maturity
Derivatives receive/pay 3-month USD LIBOR interest rate swaps	2023	359,675,598	No transition planned until maturity

As at 31 December 2021

<u>Financial instruments prior to transition</u>	<u>Maturing in</u>	<u>Carrying amounts/ notional amounts</u> HK\$	<u>Transition progress for financial instruments</u>
Non-derivative financial liabilities			
Debt securities linked to 3-month USD LIBOR	2022	98,075,312	Transition driven by debt securities issuer
Loans to a joint venture (included in other receivables)	2022	210,547,823	No transition planned until maturity
Long-term notes issued linked to 3-month USD LIBOR	2022 - 2023	13,245,060,768	No transition planned until maturity
Derivatives receive/pay 3-month USD LIBOR interest rate swaps	2022 - 2023	365,050,935	No transition planned until maturity

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

38. ASSETS PLEDGED AS SECURITY

As at 31 December 2022, the amount of assets pledged in respect of the Group's overdraft facilities, derivative trading and repurchase agreements with certain brokers amounted to HK\$11,591,339,329 (2021: HK\$8,028,440,645). The amount of assets which was secured against the liabilities under repurchase agreements and overdraft facilities is disclosed in notes 20 and 27.

These transactions are conducted under terms that are usual and customary to standard lending activities.

39. OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The disclosures set out in the tables below include derivatives instruments, repurchase and reverse purchase agreements, and other assets and liabilities that:

- are offset in the consolidated statement of financial position of the Group; and
- are subject to an enforceable master netting agreement or similar agreement, irrespective of whether they are offset in the consolidated statement of financial position of the Group.

Description of types of financial assets	At 31 December 2022					
	Gross amount of financial instruments in statement of financial position	Gross amount of financial instruments offset in the statement of financial position	Net amount of financial instruments presented in the statement of financial position	Related financial instruments not set off in statement of financial position		Net amount
	HK\$	HK\$	HK\$	Cash collateral	Financial instruments/securities collateral	HK\$
Derivatives	14,487,645,407	-	14,487,645,407	(4,649,895,709)	(5,773,235,916)	4,064,513,782
Reverse repurchase agreements	5,438,279,302	-	5,438,279,302	-	(5,343,320,452)	94,958,850
Accounts receivable	44,451,388,028	(1,796,810,735)	42,654,577,293	-	(2,650,105,198)	40,004,472,095

Description of types of financial liabilities	At 31 December 2022					
	Gross amount of financial instruments in statement of financial position	Gross amount of financial instruments offset in the statement of financial position	Net amount of financial instruments presented in the statement of financial position	Related financial instruments not set off in statement of financial position		Net amount
	HK\$	HK\$	HK\$	Cash collateral	Financial instruments/securities collateral	HK\$
Derivatives	9,484,668,882	-	9,484,668,882	(427,753,272)	(5,773,235,916)	3,283,679,694
Repurchase agreements	10,618,860,267	-	10,618,860,267	-	(10,618,860,267)	-
Accounts payable	57,098,969,001	(1,796,810,735)	55,302,158,266	-	(5,581,623,422)	49,720,534,844

Description of types of financial assets	At 31 December 2021					
	Gross amount of financial instruments in statement of financial position	Gross amount of financial instruments offset in the statement of financial position	Net amount of financial instruments presented in the statement of financial position	Related financial instruments not set off in statement of financial position		Net amount
	HK\$	HK\$	HK\$	Cash collateral	Financial instruments/securities collateral	HK\$
Derivatives	9,149,111,627	-	9,149,111,627	(1,560,689,883)	(6,596,243,584)	992,178,160
Reverse repurchase agreements	794,110,149	-	794,110,149	-	(776,872,753)	17,237,396
Accounts receivable	56,465,958,584	(5,960,097,735)	50,505,860,849	-	(4,793,276,993)	45,712,583,856

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

39. OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES - continued

Description of types of financial liabilities	At 31 December 2021					
	Gross amount of financial instruments in statement of financial position	Gross amount of financial instruments offset in the statement of financial position	Net amount of financial instruments presented in the statement of financial position	Related financial instruments not set off in statement of financial position		Net amount
	HK\$	HK\$	HK\$	Cash collateral HK\$	Financial instruments/ securities collateral HK\$	
Derivatives	12,119,861,494	-	12,119,861,494	(674,816,608)	(6,596,243,584)	4,848,801,302
Repurchase agreements	6,040,428,958	-	6,040,428,958	-	(6,040,428,958)	-
Accounts payable	86,878,982,836	(5,960,097,735)	80,918,885,101	-	(2,951,917,317)	77,966,967,784

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

Derivatives and repurchase/reverse repurchase agreement included in amounts not set off in the consolidated statement of financial position relate to transaction where:

- the counterparty has an offsetting exposure with the Group and a master netting or similar agreement is in place with a right of set off in the event of default, insolvency or bankruptcy, or the offset criteria are otherwise not satisfied; and
- collateral received or pledged in respect of the transactions described above.

40. MATERIAL RELATED PARTY TRANSACTIONS

As at 31 December 2022, Central Huijin Investment Ltd ("Central Huijin") owned 40.17% of the equity interest of the immediate holding company (31 December 2021: 40.17%) directly and indirectly.

Central Huijin does not carry out any other commercial business activities, nor does it interfere with daily operations of the state-owned financial institutions it controls. The Group's daily business transactions with Central Huijin and its affiliates are conducted on normal commercial terms.

In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, the Group entered into the following material related party transactions.

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

40. MATERIAL RELATED PARTY TRANSACTIONS - continued

(i) The balances of transactions with the Group's affiliates

	<u>2022</u> HK\$	<u>2021</u> HK\$
Amount due from ultimate holding company	67,617,387	133,775,132
Amount due to ultimate holding company	106,430,205	195,777,372
Accounts receivable from fellow subsidiaries	1,006,315,360	1,408,897,013
Amount payable to ultimate holding company	2,062,116,707	2,701,754,968
Accounts payable to fellow subsidiaries	22,723,071	14,775,976,326
Other receivables from fellow subsidiaries	-	94,056,845
Derivative liabilities with ultimate holding company	139,246,356	603,842,437
Derivative assets with ultimate holding company	685,422,040	256,652,363
Derivative liabilities with fellow subsidiaries	10,725,488	1,622,269,141
Derivative assets with fellow subsidiaries	82,495,361	2,533,633,353
Investment income received from the ultimate holding company	1,260,515,268	1,484,568,873
Investment income received from fellow subsidiaries	297,550	681,718,970
Advisory fee received from ultimate holding company	102,879,030	203,944,373
Brokerage expenses from fellow subsidiaries	1,072,900	266,192,306

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

40. MATERIAL RELATED PARTY TRANSACTIONS - continued

(i) The balances of transactions with the Group's affiliates - continued

Key management personnel remuneration

The key management personnel are those who have the authority and responsibility to plan, direct and control directly or indirectly, the activities of the Group, including members of the Board of Directors and the supervisory board, and other senior executives.

Remuneration for key management personnel is as follows:

	<u>2022</u> HK\$	<u>2021</u> HK\$
Short-term employee benefits	32,622,627	44,140,917
Post-employment benefits	514,017	545,126
	<u>33,136,644</u>	<u>44,686,043</u>

Total remuneration is included in staff costs (Note 8(a)).

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
中國國際金融(國際)有限公司
(FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED 中國國際金融(香港)有限公司)

41. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

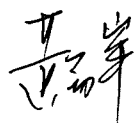
	<u>2022</u> HK\$	<u>2021</u> HK\$
Non-current assets		
Property and equipment	341,026	-
Investments in subsidiaries	6,771,001,284	6,708,354,609
Loan to a subsidiary	19,959,672	-
Other non-current assets	39,369,766	200,000
Right-of-use assets	419,098,957	564,436,381
	<u>7,249,770,705</u>	<u>7,272,990,990</u>
Current assets		
Financial assets at fair value through profit or loss	-	441,698,557
Derivatives	19,598,892	18,730,872
Accounts receivable	163,391,972	128,622,118
Other receivables, deposits and prepayments	62,090,985	135,337,774
Loans to subsidiaries	38,537,472,390	35,805,986,204
Amounts due from subsidiaries	2,287,429,260	1,562,085,343
Fixed deposits with original maturity over three months	21,830,891	21,834,589
Cash and cash equivalents	18,738,483,418	11,261,007,185
	<u>59,830,297,808</u>	<u>49,375,302,642</u>
Current liabilities		
Derivatives	22,839,525	11,043,677
Other creditors and accruals	176,370,611	53,597,957
Amounts due to subsidiaries	15,974,306	604,218,480
Loans from subsidiaries	12,534,798,863	8,374,574,040
Bank loans	24,013,980,096	17,590,592,099
Lease liabilities	147,957,526	141,550,136
	<u>36,911,920,927</u>	<u>26,775,576,389</u>
Net current assets	<u>22,918,376,881</u>	<u>22,599,726,253</u>
Total assets less current liabilities	<u>30,168,147,586</u>	<u>29,872,717,243</u>
Non-current liabilities		
Loans from a subsidiary	21,965,015,448	23,900,250,392
Lease liabilities	278,232,390	425,196,867
	<u>22,243,247,838</u>	<u>24,325,447,259</u>
Net assets	<u><u>7,924,899,748</u></u>	<u><u>5,547,269,984</u></u>

CHINA INTERNATIONAL CAPITAL CORPORATION (INTERNATIONAL) LIMITED
 中國國際金融(國際)有限公司
 (FORMERLY KNOWN AS CHINA INTERNATIONAL CAPITAL CORPORATION
 (HONG KONG) LIMITED 中國國際金融(香港)有限公司)

41. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION - continued

	<u>2022</u> HK\$	<u>2021</u> HK\$
Equity		
Share capital	6,000,000,000	3,900,000,000
Reserves	1,924,899,748	1,647,269,984
	<u>7,924,899,748</u>	<u>5,547,269,984</u>

The statement of financial position was approved and authorised for issue by the Board of Directors on **28 APR 2023** and are signed on its behalf by:



Wong King Fung
DIRECTOR



Ma Kui
DIRECTOR

42. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Determination of consolidation of investment funds

The Group set up certain investment funds in which the Group is an investor and also the fund manager. The Group has decision-making authority and power over the relevant activities of the fund because the Group, acting as the fund manager, can decide which investments the fund should acquire or dispose of. All facts and circumstances are taken into consideration in the assessment of whether the Group, as an investor, controls the investment funds. The principle of control sets out the following three elements of control: (a) power over the investment funds; (b) exposure, or rights, to variable returns from involvement with the investment funds; and (c) the ability to use power over the investment funds to affect the amount of the investor's returns. The Group's initial assessment of control or its status as a principal or an agent would not change simply because of a change in market conditions (e.g. a change in the investee's returns driven by market conditions), unless the change in market conditions changes one or more of the three elements of control listed above or changes the overall relationship between a principal and an agent. For these investment funds, the Group assesses whether (i) there are any other holders in these investment funds which have practical ability to remove the Group, and prevent the Group to direct the relevant activities of the investment funds; and (ii) the combination of investments it held together with its remuneration creates exposure to variability of returns from the activities of the investment funds.

As at 31 December 2022, the directors of the Company concluded that the Group had control over 9 (2021: 3) of the investments funds and acted as agent for the remaining investment funds.

42. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION
UNCERTAINTY - continued

Key sources of estimation uncertainty

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

Income taxes

As those deferred tax assets on tax losses can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised; management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered. When it is assessed that generation of taxable profits in the foreseeable future is not probable, no further deferred tax assets will be recognised and the recognised deferred tax assets will be reversed when necessary.

Estimation of fair value of financial instruments

The Group selects appropriate valuation techniques for financial instruments not quoted in an active market and making assumptions that are based on market conditions existing at the end of each reporting period. Valuation techniques commonly used by market practitioners are applied. The inputs are taken from observable markets where possible, but where this is not feasible, unobservable data is used based on the judgement of the directors of the Company. The detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of financial assets classified as Level 3 under fair value hierarchy are set out in note 37(f).

Impairment losses of financial assets

The measurement of the ECL allowance for financial assets at amortised cost and debt investments measured at FVTOCI is an area that requires the use of models and assumptions about future economic conditions and credit behaviour of the client (such as the likelihood of clients defaulting and the resulting losses). A number of significant judgements are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL;
- Determining the number and relative weightings of forward-looking scenarios for the ECL of each type of product/market.

Loss allowances for accounts receivable that result from transactions within the scope of HKFRS 15 are always measured at an amount equal to lifetime ECLs, which are those losses that are expected to occur over the expected life of such accounts receivable.

See Note 37(a) for more details on ECL.

43. SUBSEQUENT EVENTS

On 1 March 2023, a subsidiary of the Group issued long-term notes of US\$1,250,000,000. These notes are unsecured, guaranteed by the Company, interest-bearing at 5.493% per annum and repayable on 1 March 2026.

44. CONTINGENCIES

The Group is exposed to the risk of economic benefit outflows due to litigations, arbitrations or regulatory investigations in the course of operations. The Group, after having assessed in accordance with HKFRSs, believes that the risk of economic benefit outflows does not meet the recognition of provisions. The Group had no outstanding contingent matters which had a material impact on its consolidated financial position as at 31 December 2022.

CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED
中國國際金融(香港)有限公司

Reports and Consolidated Financial Statements
For the year ended 31 December 2021

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

REPORTS AND CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

<u>CONTENTS</u>	<u>PAGE(S)</u>
DIRECTORS' REPORT	1 - 3
INDEPENDENT AUDITOR'S REPORT	4 - 6
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	7
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	8 & 9
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	10
CONSOLIDATED STATEMENT OF CASH FLOWS	11 & 12
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	13 - 97

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED

中國國際金融(香港)有限公司

DIRECTORS' REPORT

The directors are pleased to submit herewith their annual report together with the audited consolidated financial statements for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The principal activity of China International Capital Corporation (Hong Kong) Limited (the "Company") is investment holding. The principal activities and other particulars of the Company's subsidiaries are set out in note 14 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2021 and the Group's financial position at 31 December 2021 are set out in the consolidated financial statements on pages 7 to 9.

The directors do not recommend the payment of a dividend (2020: nil) and propose that the profit for the year be retained.

LONG-TERM NOTES ISSUED

Details of the long-term notes issued by the Group are set out in note 31 to the consolidated financial statements.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 32 to the consolidated financial statements.

DIRECTORS

The directors during the year and up to the date of this report were:

Chu Gang

Huang Haizhou

Ma Kui

Wong King Fung

Xia Xinhan

Yu Weijiang

Liu Qingchuan

XU Yicheng

(resigned on 6 August 2021)

(appointed on 23 March 2021)

(appointed on 6 August 2021)

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED

中國國際金融(香港)有限公司

DIRECTORS - continued

In accordance with the provisions of the Company's Article of Association, all directors retire and being eligible, offer themselves for re-election, continue in office.

The names of directors who have served on the board of directors of the subsidiaries of the Company during the year and up to the date of this report included:

Bai David Dawei, Chan Ho Wing, Chan Ka Chun, Chan Wing Hing Barry, Chan Yin Yi Alice¹, Chen Gang¹, Cheng Beichen, Cheong Kok Yeong Paul, Chu Gang, Cong Hui, Diao Zhihai, Elizabeth Eng Ming Fang, Feng Ping, Feng Sibao, Gao Qing¹, Gao Vincent Wenlong, Gao Xing, Gong Shu¹, Goto Naoyuki, He Ning, Huang Haizhou, Huang Yilong, Huang Zhaozhui, Jia Jia, Ka Chau Kei, Ko Vincent Boon Leng, Kriste Jodi Rankin¹, Lai Yin Chung, Lam Po Shan, Lau Tsz Wing, Li Huoqiong, Li Yanlin, Liang Dongqing, Liang Guozhong, Liang Ying, Lin Ning, Lin Xi, Lit Ho Man Vienna, Liu Jian, Liu Qingchun, Liu Zhao, Lorna Carroll, Lu Yin, Ma Kui, Martin Laufer, Ng Soon Wei Stephen, Ngan Chunyat¹, Nguyen Thomas, Niu Xuezhi, Pan Tianhao¹, Peng Wensheng, Qian Ting, Qiao Bo, Qiu Jin, Shan Junbao, Shi Qi¹, Sim Sher Ling Sharen, Sneah Jason, So Hiu Fai, Sophia Dibert, Sun Li¹, Tam Hiu Ching, Tan Bin, Teo Siew Li, To Derek Kai Chung, Tong Xuanzi, Tsui Chun Wa, Wang Jin, Wang Ke, Wang Lei, Wang Sheng, Wang Zilong, Wong Chi Man, Wong King Fung, Wu Bo, Wu Xia, Xia Xinhuan, Xing Dongyuan, Xiong Sifei¹, Xu Mengmeng, Xu Wei¹, Xu Yicheng, Xu Zhongchao, Yang Hao, Ye Hong¹, Yu Weijiang, Zhang Fengwei¹, Zhang Shenglan, Zhang Wenting¹, Zhang Yongcheng, Zhang Zhihong, Zhao Fuqiang, Zhou Jiaxing, Zhou Xuetao, Zhu Xin, Zou Danruo

Note:

¹ No longer directors of the subsidiaries of the Company as at the date of this report.

ARRANGEMENTS TO PURCHASE SHARES AND DEBENTURES

At no time during the year was the Company or its holding company or any of its fellow subsidiaries or subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporates.

DIRECTORS' INTEREST IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance, to which the Company, or its holding company or any of its fellow subsidiaries or subsidiaries, was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

BUSINESS REVIEW

The Company is a wholly owned subsidiary of another body corporate. Accordingly, it is exempted from preparing a business review under the Hong Kong Companies Ordinance.

SUBSEQUENT EVENTS

Details of significant events occurring after the reporting date are set out in note 43 to the consolidated financial statements.

INDEPENDENT AUDITOR

A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the board



Wong King Fung
Director
Hong Kong
26 APR 2022

INDEPENDENT AUDITOR'S REPORT**TO THE SOLE MEMBER OF CHINA INTERNATIONAL CAPITAL CORPORATION
(HONG KONG) LIMITED****中國國際金融(香港)有限公司****(Incorporated in Hong Kong with limited liability)****Opinion**

We have audited the consolidated financial statements of China International Capital Corporation (Hong Kong) Limited (the "Company") and its subsidiaries (the "Group") set out on pages 7 to 97, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code") and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The directors of the Company are responsible for the other information. The other information comprises all the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT

TO THE SOLE MEMBER OF CHINA INTERNATIONAL CAPITAL CORPORATION

(HONG KONG) LIMITED - continued

中國國際金融(香港)有限公司

(Incorporated in Hong Kong with limited liability)

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA 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.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you in accordance with section 405 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

INDEPENDENT AUDITOR'S REPORT

TO THE SOLE MEMBER OF CHINA INTERNATIONAL CAPITAL CORPORATION

(HONG KONG) LIMITED - continued

中國國際金融(香港)有限公司

(Incorporated in Hong Kong with limited liability)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements - continued

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

26 APR 2022

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED

中國國際金融(香港)有限公司

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021**

	<u>NOTES</u>	<u>2021</u> HK\$	<u>2020</u> HK\$
Revenue			
Fee and commission income	4	4,535,286,203	3,342,845,643
Interest income	5	416,419,040	478,369,882
Investment income	6	5,356,234,962	3,565,795,151
Total revenue		10,307,940,205	7,387,010,676
Other gains and losses, net	7	(290,593,532)	(153,100,990)
Staff costs	8(a)	(1,959,993,658)	(1,910,560,277)
Net reversal/(provision) of impairment loss	8(d)	178,265,612	(284,460,620)
Depreciation		(212,980,044)	(182,813,315)
Other operating expenses	8(b)	(1,245,370,751)	(784,252,824)
Profit from operations		6,777,267,832	4,071,822,650
Finance costs	8(c)	(825,556,540)	(1,116,647,971)
Share of results of joint ventures		83,909,803	(19,479,677)
Share of results of associates		121,089	623,482
Profit before taxation	8	6,035,742,184	2,936,318,484
Income tax expense	9(a)	(882,359,120)	(484,530,378)
Profit for the year		5,153,383,064	2,451,788,106
Other comprehensive income/(expense)			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of financial statements of overseas subsidiaries		55,478,756	2,890,948
Financial assets at fair value through other comprehensive income: net movement in revaluation reserve	17	(103,337,985)	(20,911,615)
Other comprehensive expense for the year, net of income tax		(47,859,229)	(18,020,667)
Total comprehensive income for the year		5,105,523,835	2,433,767,439

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

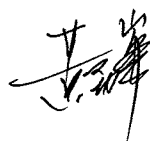
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT 31 DECEMBER 2021

	<u>NOTES</u>	<u>2021</u> HK\$	<u>2020</u> HK\$
Non-current assets			
Property, plant and equipment	11	118,949,995	126,707,209
Right-of-use assets	12	672,223,726	364,865,581
Financial assets at fair value through profit or loss	20	2,592,942,236	2,023,874,856
Other non-current assets	13	1,556,964,942	1,969,692,344
Deferred tax assets	19	47,509,003	70,404,542
Interest in an associate	15	1,672,862	1,643,578
Interests in joint ventures	16	365,318,741	279,666,251
		<u>5,355,581,505</u>	<u>4,836,854,361</u>
Current assets			
Financial assets at fair value through profit or loss	20	123,518,536,930	106,745,748,972
Financial assets at fair value through other comprehensive income	17	6,870,316,433	4,443,040,985
Financial assets held under resale agreements ("reverse REPOs")	18	794,110,149	398,126,359
Derivatives	36	9,149,111,627	8,053,180,948
Accounts receivable	21	50,505,860,849	37,454,288,241
Other receivables, deposits and prepayments	22	628,182,002	1,319,349,311
Amount due from the ultimate holding company	23	133,775,132	73,332,123
Amounts due from fellow subsidiaries	23	-	46,267
Amount due from a joint venture	23	1,821,875	-
Tax recoverable		2,006,188	150,642
Fixed deposits with original maturity over three months	24	21,834,589	21,703,193
Cash and cash equivalents	24	22,385,223,442	17,133,510,192
		<u>214,010,779,216</u>	<u>175,642,477,233</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

	NOTES	2021 HK\$	2020 HK\$
Current liabilities			
Accounts payable	25	80,918,885,101	47,536,885,420
Financial liabilities at fair value through profit or loss	26	44,600,098,751	44,291,262,172
Financial assets sold under repurchase agreements ("REPOs")	27	6,040,428,958	3,674,901,549
Derivatives	36	12,119,861,494	22,894,649,609
Lease liabilities	28	166,875,756	149,344,083
Other creditors and accruals	29	2,543,021,029	3,626,623,067
Amount due to the ultimate holding company	23	195,777,372	400,559,524
Amounts due to fellow subsidiaries	23	-	761,143
Bank loans and overdrafts	30	19,972,127,832	8,742,701,014
Tax payable		368,650,106	172,563,576
Short-term notes issued	31	1,935,526,469	7,945,831,984
Long-term notes issued	31	7,793,608,646	7,747,694,226
		<u>176,654,861,514</u>	<u>147,183,777,367</u>
Net current assets		<u>37,355,917,702</u>	<u>28,458,699,866</u>
Total assets less current liabilities		<u>42,711,499,207</u>	<u>33,295,554,227</u>
Non-current liabilities			
Long-term notes issued	31	23,347,759,460	19,331,034,598
Lease liabilities	28	548,962,920	252,213,698
Deferred tax liabilities	19	3,059,514	6,112,453
		<u>23,899,781,894</u>	<u>19,589,360,749</u>
Net assets		<u>18,811,717,313</u>	<u>13,706,193,478</u>
Capital and reserves			
Share capital	32(a)	3,900,000,000	3,900,000,000
Reserves	32(d)	14,911,717,313	9,806,193,478
Total equity		<u>18,811,717,313</u>	<u>13,706,193,478</u>

The consolidated financial statements on pages 7 to 97 were approved and authorised for issue by the Board of Directors on **26 APR 2022** and are signed on its behalf by:



Wong King Fung
DIRECTOR



Ma Kui
DIRECTOR

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

	Share capital HK\$	Exchange reserve HK\$	Retained profits HK\$	Revaluation reserve (recycling) HK\$	Total HK\$
Balance at 1 January 2020	2,300,000,000	(25,495,974)	7,343,284,842	54,637,171	9,672,426,039
Shares issued (Note 32(a))	1,600,000,000	-	-	-	1,600,000,000
Profit for the year	-	-	2,451,788,106	-	2,451,788,106
Other comprehensive income/(expense)	-	2,890,948	-	(20,911,615)	(18,020,667)
Balance at 31 December 2020	3,900,000,000	(22,605,026)	9,795,072,948	33,725,556	13,706,193,478
Profit for the year	-	-	5,153,383,064	-	5,153,383,064
Other comprehensive income/(expense)	-	55,478,756	-	(103,337,985)	(47,859,229)
Balance at 31 December 2021	3,900,000,000	32,873,730	14,948,456,012	(69,612,429)	18,811,717,313

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED

中國國際金融(香港)有限公司

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2021

	<u>2021</u> HK\$	<u>2020</u> HK\$
Operating activities		
Profit before taxation	6,035,742,184	2,936,318,484
Adjustments for:		
Depreciation	212,980,044	182,813,315
Net (reversal)/charge of impairment loss	(178,265,612)	284,460,620
Interest element of leases	14,486,242	15,279,798
Other interest expenses	786,246,767	956,783,444
Loss on disposal of property, plant and equipment	-	48,607
Share of results of joint ventures	(83,909,803)	19,479,677
Share of results of associates	(121,089)	(623,482)
Unrealised fair value gains on financial assets and liabilities at fair value through profit or loss and derivatives	(13,742,940,288)	(14,652,402,010)
Operating cash flow before movements in working capital	(6,955,781,555)	(10,257,841,547)
Decrease/(increase) in other non-current assets	412,727,402	(959,271,349)
Net change in financial assets and financial liabilities at fair value through profit or loss and derivatives	(15,036,472,137)	11,732,205,468
Net change in financial assets at fair value through other comprehensive income	(2,526,767,904)	842,205,830
Net change in reverse REPOs and REPOs	1,969,543,619	(7,413,927,186)
Increase in accounts receivable	(13,064,735,312)	(23,210,865,592)
Decrease in other receivables, deposits and prepayments	878,749,906	824,461,636
(Increase)/decrease in fixed deposits with original maturity over three months	(131,206)	77,863,102
Net change in amount due from/to ultimate holding company	(265,225,161)	464,667,704
Net change in amounts due from/to fellow subsidiaries	(714,876)	(5,118,176)
Net change in amounts due from joint ventures	(1,821,875)	2,288,515
Increase in accounts payable	33,381,999,681	28,063,881,212
Net change in other creditors, accruals and other non-current liabilities	(1,127,073,771)	1,357,113,916
Net cash (used in)/generated from operations	(2,335,703,189)	1,517,663,533

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

	<u>NOTES</u>	<u>2021</u> HK\$	<u>2020</u> HK\$
Net cash (used in)/generated from operations		(2,335,703,189)	1,517,663,533
Tax paid			
Hong Kong Profits Tax paid		(668,495,134)	(761,838,770)
Overseas tax refund/(paid)		209,598	(30,963,052)
Net cash (used in)/generated from operating activities		<u>(3,003,988,725)</u>	<u>724,861,711</u>
Investing activities			
Payment for purchase of property, plant and equipment		(54,967,260)	(50,941,564)
Payment for purchase of non-current financial assets at fair value through profit or loss	37(f)(i)(a)	(396,428,325)	(387,869,681)
Proceed from disposal/redemption of non-current financial assets at fair value through profit or loss	37(f)(i)(a)	268,935,224	225,325,905
Proceed from disposal of interest in a subsidiary	37(f)(i)(a)	-	148,393,546
Net cash used in investing activities		<u>(182,460,361)</u>	<u>(65,091,794)</u>
Financing activities			
Net proceeds from bank loans	24(b)	11,229,426,818	322,034,857
Proceeds from issuance of long-term notes	24(b)	11,834,564,473	11,544,252,116
Payment of redemption of long-term notes	24(b)	(7,771,925,191)	-
Proceeds from issuance of short-term notes	24(b)	3,545,414,829	9,423,030,839
Payment of redemption of short-term notes	24(b)	(9,555,720,344)	(8,824,738,342)
Repayments of lease liabilities	24(b)	(165,071,595)	(148,585,125)
Issuance of shares	32(a)	-	1,600,000,000
Other interest paid	24(b)	(742,775,034)	(1,012,254,480)
Net cash generated from financing activities		<u>8,373,913,956</u>	<u>12,903,739,865</u>
Net increase in cash and cash equivalents		<u>5,187,464,870</u>	<u>13,563,509,782</u>
Cash and cash equivalents at 1 January		<u>17,133,510,192</u>	<u>3,561,563,951</u>
Effect of foreign exchange rate changes		<u>64,248,380</u>	<u>8,436,459</u>
Cash and cash equivalents at 31 December	24	<u><u>22,385,223,442</u></u>	<u><u>17,133,510,192</u></u>
Net cash (used in)/generated from operating activities including:			
Interest received		1,057,025,573	1,006,853,343
Interest paid		(25,621,283)	(178,551,276)

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

1. GENERAL INFORMATION

China International Capital Corporation (Hong Kong) Limited (the "Company") is a company incorporated in Hong Kong. Its ultimate holding company is China International Capital Corporation Limited, which is a public limited company incorporated in the People's Republic of China and its H shares are listed on The Stock Exchange of Hong Kong Limited and its A shares are listed on the Shanghai Stock Exchange. The address of the registered office and principal place of business of the Company is at 29th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong.

The principal activity of the Company is investment holding.

The principal activities of the Company's subsidiaries are set out in note 14 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Covid-19-Related Rent Concessions
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform - Phase 2

Except as described below, the application of the amendments to HKFRSs in the current year had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Impacts on application of Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 Interest Rate Benchmark Reform - Phase 2

The Group has applied the amendments for the first time in the current year. The amendments relate to changes in the basis for determining the contractual cash flows of financial assets, financial liabilities and lease liabilities as a result of interest rate benchmark reform, specific hedge accounting requirements and the related disclosure requirements applying HKFRS 7 *Financial Instruments: Disclosures* ("HKFRS 7").

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") - continued

Amendments to HKFRSs that are mandatorily effective for the current year - continued

Impacts on application of Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 Interest Rate Benchmark Reform - Phase 2 - continued

As at 1 January 2021, the Group has several Hong Kong Interbank Offered Rate ("HIBOR") and London Interbank Offered Rate ("LIBOR") debt securities at fair value through profit or loss, loans to a joint venture, short-term notes issued, long-term notes issued and derivative contracts, the interests of which are indexed to benchmark rates that will or may be subject to interest rate benchmark reform. The following table shows the total amounts of these outstanding contracts. The amounts of financial assets and liabilities and others are shown at their principal amounts and derivatives are shown at their notional amounts.

	<u>HKD HIBOR</u> HK\$	<u>USD LIBOR</u> HK\$
Financial assets		
Debt securities at fair value through profit or loss	-	444,753,459
Loans to a joint venture (included in other receivables)	-	209,320,256
	-	654,073,715
Financial liabilities		
Short-term notes issued	-	2,170,728,578
Long-term notes issued	-	20,932,025,569
	-	23,102,754,147
Derivative contracts		
Interest rate swaps	200,000,000	1,226,081,769
Total return swaps	-	232,144,900,440
	200,000,000	233,370,982,209

During the year, entire loans to a joint venture with principal amount of HK\$209,320,256 matured and fully recovered. All short-term notes issued with principal amount of HK\$2,170,728,578 matured and fully repaid. Long-term notes issued with principal amount of HK\$7,752,602,062 matured and fully repaid during the year while the outstanding long-term noted issued with principal amount of HK\$13,179,423,507 would continue to be indexed to 3-month USD LIBOR until maturity.

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") - continued

Amendments to HKFRSs that are mandatorily effective for the current year - continued

Impacts on application of Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 Interest Rate Benchmark Reform - Phase 2 - continued

Interest rate swaps indexed to HIBOR and those indexed to 3-month USD LIBOR with notional amount of HK\$863,159,208 matured during the year ended 31 December 2021. Remaining interest rate swap contracts with notional amount of HK\$362,922,561 would continue to be indexed to 3-month USD LIBOR until maturity. The Group rollover total return swap contracts regularly with counterparties and these contracts have been transitioned to the Secured Overnight Financing Rate ("SOFR") upon rollover. Additional disclosures as required by HKFRS 7 are set out in note 37.

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and the related Amendments ³
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021 ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ³
Amendments to HKAS 8	Definition of Accounting Estimates ³
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts - Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018 - 2020 ²

¹ Effective for annual periods beginning on or after 1 April 2021.

² Effective for annual periods beginning on or after 1 January 2022.

³ Effective for annual periods beginning on or after 1 January 2023.

⁴ Effective for annual periods beginning on or after a date to be determined.

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") - continued

New and amendments to HKFRSs in issue but not yet effective - continued

Amendments to HKFRS 10 and HKAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to HKFRS 10 *Consolidated Financial Statements* and HKAS 28 *Investments in Associates and Joint Ventures* deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") - continued

New and amendments to HKFRSs in issue but not yet effective - continued

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) - continued

As at 31 December 2021, the Group's right to defer settlement for non-current long-term notes issued of HK\$23,347,759,460 are subject to compliance with covenants within 12 months from the reporting date. Such long-term notes issued were classified as non-current as the Group met such covenants at 31 December 2021. Pending clarification on the application of relevant requirements of the amendments, the Group will further assess whether application of the amendments will have an impact on the classification of these borrowings. The impacts on application, if any, will be disclosed in the Group's future consolidated financial statements.

Except for as disclosed above, the application of the amendments will not result in reclassification of the Group's other liabilities as at 31 December 2021.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are accounted for in accordance with HKFRS 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as value in use in HKAS 36 *Impairment of Assets*.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.1 Basis of preparation of consolidated financial statements - continued

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.2 Significant accounting policies

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Basis of consolidation - continued

When the Group is an investor of a fund in which the Group also acts as a fund manager, the Group will determine whether it is a principal or an agent for the purpose of assessing whether the Group controls the relevant fund.

An agent is a party primarily engaged to act on behalf and for the benefit of another party or parties (the principal(s)) and therefore does not control the investee when it exercises its decision-making authority. In determining whether the Group is an agent to the fund, the Group would assess:

- the scope of its decision-making authority over the investee;
- the rights held by other parties;
- the remuneration to which it is entitled in accordance with the remuneration agreements; and
- the decision maker's exposure to variability of returns from other interests that it holds in the investee.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Investments in associates and joint ventures - continued

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9 *Financial Instruments*, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Investment funds

The Group has invested in investment funds. The Group's percentage ownership in the investment funds can fluctuate from day to day according to the Group's and third-party participation in them. Where the Group is deemed to control such funds, with control determined based on an analysis of the guidance in HKFRS 10 *Consolidated Financial Statements*, they are consolidated, with the interests of parties other than the Group being classified as liabilities because there is a contractual obligation for the issuer to repurchase or redeem units in such funds for cash. These interests held by third parties are presented as "Third party interest in consolidated investment funds" included in "other creditors and accruals" in the consolidated statement of financial position. Third party interest in consolidated investment funds is measured at fair value at the end of the reporting period. Where the Group does not control such funds, they are carried at fair value and classified as financial assets at fair value through profit or loss in the consolidated statement of financial position.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a service, or a bundle of services, that is distinct or a series of distinct services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct service.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Revenue from contracts with customers - continued

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

The Group's performance obligation of main source of income under the scope of HKFRS 15 *Revenue from Contracts with Customers* are as follows:

- (i) Brokerage commission income includes commission income from brokerage trading of securities. Commission income from brokerage trading of securities is recognised on the trade date basis when the relevant transactions are executed;
- (ii) Underwriting fee income are recognised at the point when relevant underwriting activities are completed;
- (iii) Asset and fund management fees include periodic management fees calculated based on assets under management and performance-based fee. The fees are recognised over time using a method that depicts the Group's performance, to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur; and
- (iv) Advisory and research fee income is recognised in profit or loss over time using a method that depicts the Group's performance, or at a point in time when the service is completed, depending on the nature of the services and the contract terms.

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration for asset management services to which it will be entitled using the most likely amount.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Revenue from contracts with customers - continued

Variable consideration - continued

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Leases - continued

Definition of a lease - continued

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of office premises and office equipment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Leases - continued

The Group as a lessee - continued

Right-of-use assets - continued

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Leases - continued

The Group as a lessee - continued

Lease liabilities - continued

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentive receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities and lease incentives from lessor by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Property and equipment

Property and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Property and equipment - continued

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method as follows:

Leasehold improvements	The shorter of the estimated useful lives or the unexpired terms of the leases
Furniture and fixtures	3 years
Computer equipment	2 to 3 years
Office equipment	3 years

The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Impairment of non-financial assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Impairment of non-financial assets - continued

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised when the group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for accounts receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Interest income which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income ("OCI") if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Classification and subsequent measurement of financial assets - continued

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method, and foreign exchange gains and losses are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in OCI and accumulated under the heading of revaluation reserve (recycling). Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Classification and subsequent measurement of financial assets - continued

(iii) Financial assets at FVTPL - continued

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any interest earned on the financial asset and is included in the "investment income" line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including reverse REPOs, accounts receivable, other receivables and deposits, cash and cash equivalents, fixed deposits with original maturity over three months, financial assets at fair value through other comprehensive income, amounts due from fellow subsidiaries, amount due from a joint venture and amount due from ultimate holding company) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivable that result from transactions within the scope of HKFRS 15. The ECL on these assets are assessed individually for debtors with significant balances and/or based on the Group's historical default rates or default rates by reference to the Probability of Default ("PD"), Loss Given Default ("LGD") over the expected life and is adjusted for forward-looking estimates.

For all other instruments, the Group recognises 12m ECL for all financial assets at amortised cost unless when there has been a significant increase in credit risk since initial recognition in which case, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets - continued

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due (except for accounts receivable arising from dealing in securities where a shorter period of past due is applied), unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets - continued

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due (except for accounts receivable arising from dealing in securities where a shorter period of past due is applied) unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets - continued

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of accounts receivable, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for certain account receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature and industry of debtors; and
- External credit rating where available

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial assets - continued

Impairment of financial assets - continued

(v) Measurement and recognition of ECL - continued

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for investments in debt instruments that are measured at FVTOCI, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivable where the corresponding adjustment is recognised through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognised in other comprehensive income and accumulated in the FVTOCI reserve included in instruments revaluation reserve without reducing the carrying amount of these debt instruments. Such amount represents the changes in the FVTOCI reserve in relation to accumulated loss allowance.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the revaluation reserve is reclassified to profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

(i) Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial liabilities and equity instruments - continued

Financial liabilities - continued

(i) Financial liabilities at FVTPL - continued

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

(ii) Financial liabilities at amortised cost

Financial liabilities including accounts payable, REPOs, other creditors, amount due to ultimate holding company, amounts due to fellow subsidiaries, long-term and short-term notes issued, and bank loan and overdrafts are subsequently measured at amortised cost, using the effective interest method.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Financial liabilities and equity instruments - continued

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform

For changes in the basis for determining the contractual cash flows of a financial asset or financial liability to which the amortised cost measurement applies as a result of interest rate benchmark reform, the Group applies the practical expedient to account for these changes by updating the effective interest rate, such change in effective interest rate normally has no significant effect on the carrying amount of the relevant financial asset or financial liability.

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if and only if, both these conditions are met:

- the change is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis (i.e. the basis immediately preceding the change).

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Financial instruments - continued

Repurchase agreements

Financial assets sold under repurchase agreements continue to be recognised, which do not result in derecognition of the financial assets. Financial assets sold subject to agreements with a commitment to repurchase at a specific future date are not derecognised in the consolidated statement of financial position. The proceeds from selling such assets are presented as "financial assets sold under repurchase agreements". Financial assets sold under repurchase agreements are initially measured at fair value and are subsequently measured at amortised cost using the effective interest method.

Reverse repurchase agreements

Financial assets that have been purchased under agreements with a commitment to resell at a specific future date are not recognised in the consolidated statement of financial position. The cost of purchasing such assets is presented under "financial assets held under resale agreements" in the consolidated statement of financial position. Financial assets held under resale agreements are initially measured at fair value and are subsequently measured at amortised cost using the effective interest method.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability is offset and the net amount presented in the consolidated statement of financial position when, and only when the Group currently has legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit/(loss) before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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 profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Taxation - continued

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of the Company (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates/joint ventures.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Foreign currencies - continued

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

Employee benefits

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are recognised as expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND
SIGNIFICANT ACCOUNTING POLICIES - continued

3.2 Significant accounting policies - continued

Related parties

- (a) A person, or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control of the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities 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);
 - (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); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

4. FEE AND COMMISSION INCOME

The principal activities of the Group are securities broking and dealing, and provision of advisory, underwriting, and asset management services.

The amount of each significant category of revenue is as follows:

	<u>2021</u> HK\$	<u>2020</u> HK\$
Commission and brokerage income	1,056,946,872	812,879,669
Advisory and research fee income	1,088,657,736	781,760,363
Underwriting fee income	2,329,164,580	1,722,798,781
Asset management fee	60,517,015	25,406,830
	<u>4,535,286,203</u>	<u>3,342,845,643</u>

Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date is not significant to the consolidated financial statements.

5. INTEREST INCOME

	<u>2021</u> HK\$	<u>2020</u> HK\$
Interest income from financial assets at fair value through other comprehensive income	166,794,418	236,350,126
Interest income from margin loans	123,906,243	72,968,283
Interest income from other financial assets at amortised cost	125,718,379	169,051,473
	<u>416,419,040</u>	<u>478,369,882</u>

6. INVESTMENT INCOME

	<u>2021</u> HK\$	<u>2020</u> HK\$
Net gains on financial assets and liabilities at FVTPL and derivatives	5,388,351,737	3,503,804,988
Net (losses)/gains on disposal of financial assets at FVTOCI (Note 17)	(32,116,775)	61,990,163
	<u>5,356,234,962</u>	<u>3,565,795,151</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

7. OTHER GAINS AND LOSSES, NET

	<u>2021</u> HK\$	<u>2020</u> HK\$
Exchange losses, net	(375,135,614)	(123,136,694)
Others gains/(losses)	84,542,082	(29,964,296)
	<u>(290,593,532)</u>	<u>(153,100,990)</u>

8. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

	<u>2021</u> HK\$	<u>2020</u> HK\$
(a) Staff costs		
Salaries, bonuses and allowances	1,929,069,575	1,887,162,571
Contributions to Mandatory Provident Fund	30,924,083	23,397,706
	<u>1,959,993,658</u>	<u>1,910,560,277</u>
(b) Other operating expenses included:		
Brokerage expenses	657,326,700	328,459,307
Legal and professional fees	126,052,009	108,009,779
Auditors' remuneration	4,423,347	3,922,630
	<u>825,556,540</u>	<u>1,116,647,971</u>
(c) Finance costs		
Interest expenses on		
- financial institutions	90,416,939	230,191,503
- short-term notes issued	62,211,663	200,764,834
- long-term notes issued	595,577,619	517,817,058
- repurchase agreements	24,823,531	144,584,729
- lease liabilities	14,486,242	15,279,798
- others	38,040,546	8,010,049
	<u>825,556,540</u>	<u>1,116,647,971</u>
(d) Net (reversal)/charge on impairment loss		
- Accounts receivable from margin client	2,008,190	12,476,569
- Accounts receivable from brokers	10,404,163	69,865,278
- Fee receivables	337,628	14,742,740
- Financial assets at FVTOCI	(3,845,529)	(944,605)
- Other receivables	(187,182,452)	188,358,517
- Others	12,388	(37,879)
	<u>(178,265,612)</u>	<u>284,460,620</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

9. INCOME TAX EXPENSE

(a) Taxation charged to profit or loss

	<u>2021</u> HK\$	<u>2020</u> HK\$
Current tax - Hong Kong Profits Tax		
Provision for the year	852,459,983	500,906,002
(Over)/underprovision in respect of prior years	(10,123,861)	693,221
	<u>842,336,122</u>	<u>501,599,223</u>
Current tax - Overseas		
(Refund)/provision for the year	(209,598)	30,963,052
	<u>(209,598)</u>	<u>30,963,052</u>
Deferred tax		
Origination and reversal of temporary differences (Note 19)	40,232,596	(48,031,897)
	<u>40,232,596</u>	<u>(48,031,897)</u>
	<u>882,359,120</u>	<u>484,530,378</u>

The provision for Hong Kong Profits Tax for 2021 is calculated at 16.5% (2020: 16.5%) of the estimated assessable profits for the year. Taxation for overseas operations and subsidiaries are charged at the appropriate current rates of taxation ruling in the relevant countries.

(b) Reconciliation between tax expense and accounting profit at applicable tax rates

	<u>2021</u> HK\$	<u>2020</u> HK\$
Profit before taxation	6,035,742,184	2,936,318,484
Notional tax on profit before tax, at 16.5%	995,897,460	484,492,550
Effect of different tax rate of subsidiaries operating in other jurisdiction	(82,543,481)	(46,116,335)
Tax effect of non-deductible expenses	2,914,015	5,175,741
Tax effect of non-taxable revenue	(4,190,950)	(9,024,453)
Tax effect of unused tax loss not recognised	11,752,638	56,981,751
Utilisation of tax loss not previously recognised	(58,265,257)	(2,787,919)
(Over)/underprovision in prior years	(10,123,861)	693,221
Others	26,918,556	(4,884,178)
Tax charge for the year	<u>882,359,120</u>	<u>484,530,378</u>

(c) Deferred tax assets

The Group has not recognised deferred tax assets in respect of cumulative tax losses of HK\$1,556,891,150 (2020: HK\$1,817,227,313) due to unpredictability of future profit streams. The tax losses may be carried forward indefinitely subject to the approval from the relevant tax authorities.

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

10. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	<u>2021</u> HK\$	<u>2020</u> HK\$
Directors' fees	-	-
Salaries, bonuses and other allowances	44,140,917	68,305,057
Post-employment benefits	545,126	607,259
	<u>44,686,043</u>	<u>68,912,316</u>

11. PROPERTY, PLANT AND EQUIPMENT

	<u>Leasehold improvements</u> HK\$	<u>Furniture and fixtures</u> HK\$	<u>Computer equipment</u> HK\$	<u>Office equipment</u> HK\$	<u>Total</u> HK\$
Cost:					
At 1 January 2021	202,158,434	21,146,240	146,095,498	34,829,762	404,229,934
Additions	20,224,325	3,952,979	24,729,125	6,060,831	54,967,260
Disposals	(423,444)	(2,682,554)	(6,401,995)	(118,601)	(9,626,594)
Exchange difference	2,322,819	(12,910)	(396,626)	7,475	1,920,758
At 31 December 2021	<u>224,282,134</u>	<u>22,403,755</u>	<u>164,026,002</u>	<u>40,779,467</u>	<u>451,491,358</u>
Accumulated depreciation:					
At 1 January 2021	124,354,811	15,845,061	111,981,013	25,341,840	277,522,725
Charge for the year	25,847,706	3,482,403	24,894,608	7,572,200	61,796,917
Written off on disposal	(423,444)	(2,682,554)	(6,401,995)	(118,601)	(9,626,594)
Exchange difference	2,252,161	949,323	(348,259)	(4,910)	2,848,315
At 31 December 2021	<u>152,031,234</u>	<u>17,594,233</u>	<u>130,125,367</u>	<u>32,790,529</u>	<u>332,541,363</u>
Carrying amount:					
At 31 December 2021	<u>72,250,900</u>	<u>4,809,522</u>	<u>33,900,635</u>	<u>7,988,938</u>	<u>118,949,995</u>
Cost:					
At 1 January 2020	180,310,862	21,108,381	135,570,359	30,750,013	367,739,615
Additions	23,175,075	1,038,283	22,808,155	3,920,051	50,941,564
Disposals	(377,885)	(1,108,709)	(5,865,341)	(421,668)	(7,773,603)
Exchange difference	(949,618)	108,285	(6,417,675)	581,366	(6,677,642)
At 31 December 2020	<u>202,158,434</u>	<u>21,146,240</u>	<u>146,095,498</u>	<u>34,829,762</u>	<u>404,229,934</u>
Accumulated depreciation:					
At 1 January 2020	107,115,548	13,772,096	103,366,157	20,125,226	244,379,027
Charge for the year	17,124,238	2,212,566	19,657,257	4,775,745	43,769,806
Written off on disposal	(377,885)	(1,108,709)	(5,865,341)	(373,061)	(7,724,996)
Exchange difference	492,910	969,108	(5,177,060)	813,930	(2,901,112)
At 31 December 2020	<u>124,354,811</u>	<u>15,845,061</u>	<u>111,981,013</u>	<u>25,341,840</u>	<u>277,522,725</u>
Carrying amount:					
At 31 December 2020	<u>77,803,623</u>	<u>5,301,179</u>	<u>34,114,485</u>	<u>9,487,922</u>	<u>126,707,209</u>

12. RIGHT-OF-USE ASSETS

	Leasehold building HK\$	
At 31 December 2021		
Carrying amount	672,223,726	
At 31 December 2020		
Carrying amount	364,865,581	
For the year ended 31 December 2021		
Depreciation charge	151,183,127	
For the year ended 31 December 2020		
Depreciation charge	139,043,509	
	<u>2021</u> HK\$	<u>2020</u> HK\$
Expenses relating to short-term leases	2,591,154	187,357
Total cash outflow for leases (including payment of lease liabilities and short-term leases)	167,662,749	148,772,482
Additions to right-of-use assets from new operating leases (Note)	<u>464,866,248</u>	<u>55,480,341</u>

Note: During the year, the Group entered into new lease agreements for office premises for period from 3 to 4 years (2020: 2 to 10 years). On the lease commencement date, the Group recognised right-of-use assets and lease liabilities. The addition of these assets and liabilities are non-cash in nature and not presented as part of the cash movement in consolidated statement of cash flows.

The Group leases various offices for its operations. Lease contracts are entered into for fixed term of 2 to 10 years (2020: 2 to 10 years), but may have extension options as below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Extension options

The Group has extension options in a number of office leases. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension options held are exercisable only by the Group and not by the respective lessors.

12. RIGHT-OF-USE ASSETS - continued

Extension options - continued

The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The potential exposures to these future lease payments for extension options in which the Group is not reasonably certain to exercise is summarised below:

	Lease liabilities recognised as at 31 December 2021 HK\$	Potential future lease payments not included in lease liabilities (undiscounted) HK\$	Lease liabilities recognised as at 31 December 2020 HK\$	Potential future lease payments not included in lease liabilities (undiscounted) HK\$
Office leases - Hong Kong	571,884,104	561,870,493	231,312,367	374,339,520
Office leases - Overseas	143,954,572	107,007,726	170,245,414	106,722,281

Restrictions or covenants on leases

In addition, lease liabilities of HK\$715,838,676 are recognised with related right-of-use assets of HK\$672,223,726 as at 31 December 2021 (2020: lease liabilities of HK\$401,557,781 and related right-of-use assets of HK\$364,865,581). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Leases committed

As at 31 December 2021, the Group entered into a new office that is not commenced, with non-cancellable period of 3 years with extension options, the total future undiscounted cash flows under which amounted to HK\$99,023,460 over the non-cancellable period (2020: Nil).

Details of the lease maturity analysis of lease liabilities are set out in note 28.

13. OTHER NON-CURRENT ASSETS

	2021 HK\$	2020 HK\$
Deposits with stock exchanges	1,521,291,654	1,913,733,633
Fee receivables	2,382,129	5,717,732
Loan receivable (Note 22)	26,617,403	40,555,946
Others	6,673,756	9,685,033
	<u>1,556,964,942</u>	<u>1,969,692,344</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

14. INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

<u>Name of company</u>	<u>Place of incorporation</u>	<u>Registered capital/particulars of issued and paid-up capital**</u>	<u>Percentage of ordinary shares held</u>	<u>Principal activity</u>
China International Capital Corporation Hong Kong Asset Management Limited	Hong Kong	533,540,000 shares (2020: 443,540,000 shares)	100%	Asset management and advisory
China International Capital Corporation Hong Kong Securities Limited	Hong Kong	354,022,000 shares (2020: 254,822,000 shares)	100%	Securities broking, underwriting and advisory
China International Capital Corporation (Singapore) Pte. Limited	Singapore	52,000,000 shares	100%	Securities broking, underwriting and advisory
China International Capital Corporation (Japan) Limited	Japan	8,200 shares	100%	Securities trading
China International Capital Corporation (Europe) GmbH (Formerly known as CICC Deutschland GrmbH)	Germany	EUR2,025,000	100%	Investment banking
CICC Financial Products Ltd.	British Virgin Islands	1 share	100%*	Securities trading
CICC Investment Group Company Limited	British Virgin Islands	- (2020:100 shares)	Liquidated (2020:100%*)	Investment holding
CICC US Securities, Inc.	The United States of America	760 shares (2020: 680 shares)	100%*	Securities broking
CICC Sun Company Limited	British Virgin Islands	100 shares	100%*	Investment holding
Perpetual Treasure Investment Management Ltd.	Cayman Islands	1 share	100%*	Investment holding
Profit Insight Limited	Hong Kong	1 share	100%*	Investment holding
Tianjin Jia Cheng Investment Management Company Limited	People's Republic of China	US\$150,000	100%*	Investment holding
China International Capital Corporation (UK) Limited	The United Kingdom	33,000,000 shares	100%	Securities broking and advisory
CICC Alternative Investment Management Ltd.	Cayman Islands	1 share	100%*	Investment holding
China International Capital Corporation Hong Kong Futures Limited	Hong Kong	72,000,000 shares	100%	Futures contracts broking

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

14. INVESTMENTS IN SUBSIDIARIES - continued

<u>Name of company</u>	<u>Place of incorporation</u>	<u>Registered capital/Particulars of issued and paid-up capital**</u>	<u>Percentage of ordinary shares held</u>	<u>Principal activity</u>
CICC US Securities (Hong Kong) Limited	Hong Kong	15,500,001 shares	100%*	Securities broking
China International Capital Corporation (USA) Holdings Inc.	The United States of America	1,350,000 shares (2020: 1,270,000 shares)	100%	Investment holding
CICC Hong Kong Finance 2016 MTN Limited	British Virgin Islands	2 shares	100%	Note issuing
CICC Hong Kong Finance (Cayman) Limited	Cayman Islands	1 share	100%	Financing
CICC Investment Management (USA) Inc.	The United States of America	100,000 shares	100%*	Asset management
CICC Investment Management Co. Ltd.	Cayman Islands	1 share	100%*	Investment holding
CICC Growth Capital Fund GP, Ltd.	Cayman Islands	1 share	100%*	Investment holding
CICC Investment Advisory Company Limited	Hong Kong	1 share	100%*	Investment holding
CICC Financial Trading Limited	Hong Kong	1 share	100%*	Securities trading
CICC Commodity Trading Limited	British Virgin Islands	1 share	100%*	Securities trading
CICC PFG Cayman Limited	Cayman Islands	1 share	100%*	Investment holding
CICC Private Investment Holding Co. Limited	Cayman Islands	- (2020:1 share)	Liquidated (2020:100%*)	Investment holding

* Indirectly held

** Entities with no 2020 comparative disclosed represent no change to share capital in both years.

15. INTEREST IN AN ASSOCIATE

	<u>2021</u> HK\$	<u>2020</u> HK\$
Cost of investment in an associate	2,085,763	2,085,763
Share of post-acquisition losses	(619,071)	(740,160)
Exchange adjustments	206,170	297,975
	<u>1,672,862</u>	<u>1,643,578</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

15. INTEREST IN AN ASSOCIATE - continued

Details of Group's associate at the end of the reporting period are as follow:

<u>Name of entity</u>	<u>Country of incorporation/ registration</u>	<u>Principal place of business</u>	<u>Proportion of ownership interest held by the Group</u>		<u>Proportion of voting rights held by the Group</u>		<u>Principal activity</u>
			<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	
Trail Management (Formerly known as FC International Management Limited)	France	France	25%	25%	25%	25%	Asset management

16. INTERESTS IN JOINT VENTURES

	<u>2021</u> HK\$	<u>2020</u> HK\$
Cost of investments in joint ventures	314,220,725	314,220,725
Share of post-acquisition profits/(losses)	50,573,030	(33,336,773)
Exchange adjustments	524,986	(1,217,701)
	<u>365,318,741</u>	<u>279,666,251</u>

Details of each of Group's joint ventures at the end of the reporting period are as follow:

<u>Name of entity</u>	<u>Country of incorporation/ registration</u>	<u>Principal place of business</u>	<u>Proportion of ownership interest held by the Group</u>		<u>Proportion of voting rights held by the Group</u>		<u>Principal activity</u>
			<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	
CICC ALPHA Investment Group Limited	Cayman Island	Hong Kong	50%	50%	50%	50%	Investment holding
KCA Capital Partners	Cayman Island	Hong Kong	55%	55%	55%	55%	Asset management
Global Bridge Capital I GP, LLC	Cayman Island	Hong Kong	50%	50%	50%	50%	Asset management
Global Bridge Capital Management LLC	Cayman Island	Hong Kong	50%	50%	50%	50%	Asset management
Krane Funds Advisors, LLC	Delaware, the United States of America	Delaware, the United States of America	50.1%	50.1%	50.1%	50.1%	Asset management

16. INTERESTS IN JOINT VENTURES - continued

Details of group's interests in the joint ventures, which are accounted for using the equity method in the consolidated financial statements, are as follows:

Note: CICC ALPHA Investment Group Limited was established by the Company's subsidiary and a real estate investment manager, the other investor to this joint venture. CICC ALPHA Investment Group Limited is mainly engaged in investment activities.

KCA Capital Partners was established by the Company's subsidiary and a private equity investment manager, the other investor to this joint venture. KCA Capital Partners and its subsidiaries act as general partner and investment manager of a private equity fund, KCA Advantage Fund, Limited Partnership.

Global Bridge Capital I GP, LLC was established by the Company's subsidiary and a private equity investment manager, the other investor to this joint venture. Global Bridge Capital I GP, LLC acts as general partner of a private equity fund, Global Bridge Capital USD Fund I, L.P.

Global Bridge Capital Management, LLC was established by the Company's subsidiary and a private equity investment manager, the other investor to this joint venture. Global Bridge Capital Management, LLC acts as investment manager of a private equity fund, Global Bridge Capital USD Fund I, L.P.

Krane Funds Advisors, LLC ("Krane LLC") is the investment manager for Krane Shares ETFs.

The above joint ventures in which the Group participates, are unlisted corporate entities whose quoted market prices are not available.

Summarised financial information of the material joint venture, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

	<u>2021</u> HK\$	<u>2020</u> HK\$
Gross amounts of Krane LLC's		
Current assets	201,428,450	126,869,707
Non-current assets	67,112,651	387,630
Current liabilities	(370,835,505)	(322,682,331)
Non-current liabilities	(721,532)	-
Net liabilities	(103,015,936)	(195,424,994)
Revenue	686,613,447	225,113,954
Profit/(loss) for the year	93,816,090	(39,390,258)
Reconciled to the Group's interest in Krane LLC		
Gross amounts of Krane LLC's net liabilities	(103,015,936)	(195,424,994)
Group's effective interest	50.1%	50.1%
Group's share of Krane LLC's net liabilities	(51,610,984)	(97,907,922)
Goodwill	300,702,198	298,949,000
Carrying amount in the consolidated financial statements	<u>249,091,214</u>	<u>201,041,078</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

16. INTERESTS IN JOINT VENTURES - continued

Aggregate information of joint ventures those are not material:

	<u>2021</u> HK\$	<u>2020</u> HK\$
Carrying amount of immaterial joint ventures in the consolidated financial statements	116,227,527	78,625,173
Amounts of the Group's share of joint ventures:		
Profit and total comprehensive income	<u>37,110,475</u>	<u>3,589,884</u>

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	<u>2021</u> HK\$	<u>2020</u> HK\$
Listed debt securities	<u>6,870,316,433</u>	<u>4,443,040,985</u>

Reclassification adjustments relating to components of other comprehensive income:

	<u>2021</u> HK\$	<u>2020</u> HK\$
Changes in fair value recognised during the year	(151,402,836)	37,868,131
Tax effect (Note 19)	19,793,605	4,155,022
Reclassification adjustment for amounts transferred to profit or loss:		
- Net losses/(gains) on disposal (Note 6)	32,116,775	(61,990,163)
- Reversal of impairment allowance	<u>(3,845,529)</u>	<u>(944,605)</u>
Net movement in the revaluation reserve during the year recognised in other comprehensive income	<u>(103,337,985)</u>	<u>(20,911,615)</u>

18. FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS ("REVERSE REPOS")

Analysed by collateral type:

	<u>2021</u> HK\$	<u>2020</u> HK\$
Current		
Debt securities	794,868,444	398,264,751
Accrued interest	<u>(758,295)</u>	<u>(138,392)</u>
Total	<u>794,110,149</u>	<u>398,126,359</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

18. FINANCIAL ASSETS HELD UNDER RESALE AGREEMENTS ("REVERSE REPOS")
- continued

The Group entered into reverse repurchase agreements of HK\$794,110,149 as at 31 December 2021 (2020: HK\$398,126,359). As at 31 December 2021, Counterparties' debt securities of HK\$776,872,753 (2020: HK\$388,925,904) were collateralised against the amounts receivable under these reverse repurchase agreements.

Interest incurred on reverse repurchase agreements has been reported as interest income. The agreements can be terminated by the Group or the counterparties on demand.

19. DEFERRED TAX ASSETS/(LIABILITIES)

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2021 HK\$	2020 HK\$
Deferred tax assets	47,509,003	70,404,542
Deferred tax liabilities	(3,059,514)	(6,112,453)
	<u>44,449,489</u>	<u>64,292,089</u>

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Tax losses HK\$	Impairment and other provisions HK\$	Difference between depreciation allowances and related depreciation HK\$	Revaluation of properties/ Fair value change of financial instruments at FVTPL HK\$	Fair value change of financial instruments at FVTOCI HK\$	Others HK\$	Total HK\$
Deferred tax arising from:							
At 1 January 2020	13,160,020	-	2,217,317	(1,805,238)	(9,192,202)	7,854,511	12,234,408
Credited/(charged) to profit or loss (Note 9(a))	28,735,285	18,013,844	(703,330)	(428,244)	(221,532)	2,635,874	48,031,897
Credited/(charged) to other comprehensive income (Note 17)	-	-	-	-	4,155,022	-	4,155,022
Exchange difference	-	606	-	(128,473)	(1,910)	539	(129,238)
At 31 December 2020	<u>41,895,305</u>	<u>18,014,450</u>	<u>1,513,987</u>	<u>(2,361,955)</u>	<u>(5,260,622)</u>	<u>10,490,924</u>	<u>64,292,089</u>
1 January 2021	41,895,305	18,014,450	1,513,987	(2,361,955)	(5,260,622)	10,490,924	64,292,089
(Charged)/credited to profit or loss (Note 9(a))	(39,760,873)	(1,986,698)	413,881	(806,358)	-	1,907,452	(40,232,596)
Credited/(charged) to other comprehensive income (Note 17)	-	634,513	-	-	19,793,605	-	20,428,118
Exchange difference	(61,822)	90,110	-	(82,855)	27,247	(10,802)	(38,122)
At 31 December 2021	<u>2,072,610</u>	<u>16,752,375</u>	<u>1,927,868</u>	<u>(3,251,168)</u>	<u>14,560,230</u>	<u>12,387,574</u>	<u>44,449,489</u>

Deferred tax assets are recognised for tax losses and deductible temporary difference from deferred compensation and impairment carried forward to the extent that realisation of the deferred tax benefit through future profits is probable. Based on the recent business plan, management considered that the respective group companies would be able to generate taxable profits to utilise the deferred tax assets in the foreseeable future.

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	<u>2021</u> HK\$	<u>2020</u> HK\$
Financial assets at fair value through profit or loss		
Debt securities, at fair value		
- Listed	11,894,650,095	15,364,251,382
- Unlisted	76,851,669	189,935,758
	<u>11,971,501,764</u>	<u>15,554,187,140</u>
Equity securities, at fair value		
- Listed in Hong Kong	8,291,016,417	4,676,393,121
- Listed outside Hong Kong	97,162,028,458	82,293,080,751
- Unlisted	1,131,630,500	893,914,842
	<u>106,584,675,375</u>	<u>87,863,388,714</u>
Equity-linked financial instrument		
- Unlisted	-	36,737,619
	<u>-</u>	<u>36,737,619</u>
Funds, at fair value		
- Listed	3,634,660,503	2,971,478,716
- Unlisted	3,920,641,524	2,343,831,639
	<u>7,555,302,027</u>	<u>5,315,310,355</u>
	<u>126,111,479,166</u>	<u>108,769,623,828</u>

Included in above balances is an amount of HK\$2,592,942,236 (2020: HK\$2,023,874,856) which is expected to be recovered in more than one year and therefore is classified as non-current assets as at 31 December 2021. The remaining balance of HK\$123,518,536,930 (2020: HK\$106,745,748,972) is classified as current assets.

As at 31 December 2021, securities of HK\$1,372,631,588 (2020: HK\$232,402,024) held by the Group were pledged in respect of the Group's overdraft facilities with brokers.

21. ACCOUNTS RECEIVABLE

	<u>2021</u> HK\$	<u>2020</u> HK\$
Accounts receivable		
- Margin clients	2,877,673,912	3,112,634,471
- Cash clients	3,544,603,645	3,879,086,918
- Clearing houses	990,748,441	2,494,064,805
- Brokers	41,000,806,484	27,222,844,550
- Fee receivables	694,874,811	839,831,223
- Others	1,536,941,409	32,374,100
Less: Impairment allowances for credit losses	(139,787,853)	(126,547,826)
	<u>50,505,860,849</u>	<u>37,454,288,241</u>

21. ACCOUNTS RECEIVABLE - continued

Accounts receivable are expected to be recovered on demand or within one year.

Accounts receivable from clients, brokers, dealers and clearing houses arising from the business of dealing in securities and futures are repayable on demand subsequent to settlement date. The normal settlement terms of accounts receivable arising from the business of dealing in securities and futures are usually a few days after trade date.

Normal settlement terms of accounts receivable from advisory, asset and fund management are determined in accordance with the contract terms, usually within one year after the services provided.

Included in accounts receivable from brokers in the above is cash collateral of HK\$25,537,355,179 (2020: HK\$17,331,280,768) held with brokers which had been pledged to the brokers as collateral for the Group's derivative instruments and securities borrowing transaction. Collateral paid under stock borrowing agreements is repayable upon expiry of relevant stock borrowing agreements and the relevant stocks borrowed are returned to the lender.

Margin loans due from margin clients of HK\$2,877,673,912 (2020: HK\$3,112,634,471) are current and repayable on demand. Margin clients are required to pledge securities collateral to the Group in order to obtain credit facilities for securities trading. The amount of credit facilities granted to them is determined by the discounted value of securities accepted by the Group. At 31 December 2021, the total market value of securities pledged as collateral in respect of the loans to margin clients was approximately HK\$12,816,879,920 (2020: HK\$15,003,095,910).

22. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	<u>2021</u> HK\$	<u>2020</u> HK\$
Rental deposits	44,978,300	39,048,496
Other receivables and prepayments	611,265,114	1,508,826,342
Less: Impairment allowances for credit losses	(1,444,009)	(187,969,581)
	<u>654,799,405</u>	<u>1,359,905,257</u>
Less: Current other receivables, deposits and prepayments	<u>628,182,002</u>	<u>1,319,349,311</u>
Non-current other receivables included in "Other non-current assets" (Note 13)	<u>26,617,403</u>	<u>40,555,946</u>

Included in other receivables balance of HK\$211 million (2020: HK\$209 million) is an unsecured loan to a joint venture which is carried an interest at 2% plus 3-month USD LIBOR per annum, is unsecured and repayable on demand.

Included in other receivables balance of HK\$105 million (2020: HK\$134 million) are unsecured loans to third parties. The loans carried fixed interest rates at 8% (2020: 8%) per annum and with remaining maturity within 1 to 2 years (2020: within 1 to 3 years).

22. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS - continued

During the year ended 31 December 2020, there was a default of a loan to a third party amounting to HK\$185,255,283. As at 31 December 2020, the directors of the Company consider the recovery of the remaining outstanding is remote and the receivable is classified as stage 3. As a result, credited-impaired lifetime ECL was provided to the entire outstanding loan balance and the related interest amounted to HK\$185,255,283. During the year ended 31 December 2021, such credit-impaired loan has been fully recovered through assignment of such loan to a third party.

Included in other receivables balance of HK\$94 million (2020: HK\$773 million) are unsecured loans to fellow subsidiaries which carried fixed interest rates at 1% (2020: 1%) per annum and repayable on demand (2020: repayable on demand).

All of the other receivables and deposits are expected to be recovered within one year.

23. AMOUNTS DUE FROM/TO THE ULTIMATE HOLDING COMPANY/FELLOW SUBSIDIARIES/A JOINT VENTURE

Amounts due from/to the ultimate holding company/fellow subsidiaries/a joint venture are unsecured, interest-free and repayable on demand.

24. CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

	<u>2021</u> HK\$	<u>2020</u> HK\$
General accounts:		
- deposits with banks	2,574,085,522	4,562,315,682
- cash at banks and on hand	19,832,976,436	12,592,901,796
Impairment allowance	(3,927)	(4,093)
Fixed deposits with original maturity over three months (Note)	<u>(21,834,589)</u>	<u>(21,703,193)</u>
Cash and cash equivalents in the consolidated statement of financial position	<u>22,385,223,442</u>	<u>17,133,510,192</u>

Note: Included in fixed deposits with original maturity over three months, HK\$21,834,589 (2020: HK\$21,703,193) represented restricted bank deposits.

The Group maintains segregated client accounts with licensed banks to hold clients' monies arising from normal business transactions in connection with the Group's brokerage and asset management activities. As at 31 December 2021, segregated client monies accounts not dealt with in these consolidated financial statements amounted to HK\$31,748,413,795 (2020: HK\$15,209,315,655).

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

24. CASH AND CASH EQUIVALENTS - continued

(b) Reconciliation of liabilities arising from financing activities:

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the consolidated statement of cash flows as cash flows from financing activities.

	Lease liabilities HK\$	Bank loans HK\$	Short-term notes issued HK\$	Long-term notes issued HK\$	Interest payable included in other creditors and accruals HK\$	Total HK\$
At 1 January 2021	401,557,781	8,742,701,014	7,945,831,984	27,078,728,824	133,208,819	44,302,028,422
Net proceeds from bank loans	-	11,229,426,818	-	-	-	11,229,426,818
Proceeds from issuance of long-term notes	-	-	-	11,834,564,473	-	11,834,564,473
Payment of redemption of long-term notes	-	-	-	(7,771,925,191)	-	(7,771,925,191)
Proceeds from issuance of short-term notes	-	-	3,545,414,829	-	-	3,545,414,829
Payment of redemption of short-term notes	-	-	(9,555,720,344)	-	-	(9,555,720,344)
Payment of lease liabilities	(165,071,595)	-	-	-	-	(165,071,595)
Interest paid	-	-	-	-	(742,775,034)	(742,775,034)
Total changes from financing cash flows	(165,071,595)	11,229,426,818	(6,010,305,515)	4,062,639,282	(742,775,034)	8,373,913,956
Other change						
Addition of lease liabilities	464,866,248	-	-	-	-	464,866,248
Interest accrued	-	-	-	-	786,246,767	786,246,767
Interest element of lease liabilities	14,486,242	-	-	-	-	14,486,242
Total other change	479,352,490	-	-	-	786,246,767	1,265,599,257
At 31 December 2021	715,838,676	19,972,127,832	1,935,526,469	31,141,368,106	176,680,552	53,941,541,635

	Lease liabilities HK\$	Bank loans HK\$	Short-term notes issued HK\$	Long-term notes issued HK\$	Interest payable included in other creditors and accruals HK\$	Total HK\$
At 1 January 2020	479,382,767	8,420,666,157	7,347,539,487	15,534,476,708	188,679,855	31,970,744,974
Net proceeds from bank loans	-	322,034,857	-	-	-	322,034,857
Proceeds from issuance of long-term notes	-	-	-	11,544,252,116	-	11,544,252,116
Payment of redemption of long-term notes	-	-	-	-	-	-
Proceeds from issuance of short-term notes	-	-	9,423,030,839	-	-	9,423,030,839
Payment of redemption of short-term notes	-	-	(8,824,738,342)	-	-	(8,824,738,342)
Payment of lease liabilities	(148,585,125)	-	-	-	-	(148,585,125)
Interest paid	-	-	-	-	(1,012,254,480)	(1,012,254,480)
Total changes from financing cash flows	(148,585,125)	322,034,857	598,292,497	11,544,252,116	(1,012,254,480)	11,303,739,865
Other change						
Addition of lease liabilities	55,480,341	-	-	-	-	55,480,341
Interest accrued	-	-	-	-	956,783,444	956,783,444
Interest element of lease liabilities	15,279,798	-	-	-	-	15,279,798
Total other change	70,760,139	-	-	-	956,783,444	1,027,543,583
At 31 December 2020	401,557,781	8,742,701,014	7,945,831,984	27,078,728,824	133,208,819	44,302,028,422

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

25. ACCOUNTS PAYABLE

The following is an analysis of accounts payable at the end of the reporting period:

	<u>2021</u> HK\$	<u>2020</u> HK\$
Accounts payable		
- Cash clients	4,980,385,150	8,202,235,622
- Margin clients	143,447,705	219,800,994
- Clearing houses	187,678,071	3,199,493
- Brokers	12,977,552,682	4,469,485,404
Margin deposits received in relation to derivative trading	61,892,639,751	34,137,892,620
Fees payable	469,583,352	454,882,560
Others	267,598,390	49,388,727
	<u>80,918,885,101</u>	<u>47,536,885,420</u>

All accounts payable and margin deposits received are under normal course of business. The amounts in excess of the required amount of margin deposits and cash collatera are repayable on demand.

26. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

	<u>2021</u> HK\$	<u>2020</u> HK\$
Short positions in equity securities, at fair value		
- Listed in Hong Kong	1,875,864,345	3,240,887,825
- Listed outside Hong Kong	-	7,849,893
Short positions in equity-linked financial instruments at fair value		
- Unlisted	41,784,031,692	39,508,242,451
Short positions in debt securities, at fair value		
- Listed	826,630,746	362,461,050
Short positions in structured notes, at fair value		
- Unlisted	113,571,968	1,171,820,953
	<u>44,600,098,751</u>	<u>44,291,262,172</u>

Included in financial liabilities at fair value through profit or loss are financial liabilities designated at FVTPL which are the short position of equity-linked financial instruments amounting to HK\$41,784 million (2020: HK\$39,508 million) held and structured notes amounting to HK\$114 million (2020: HK\$1,172 million) issued by the Group. The risk of economic exposure of these financial products is primarily hedged by certain financial instruments held by the Group classified as financial assets at FVTPL. The Group managed relevant assets and liabilities on a pair basis and such relevant liabilities are valued with direct reference to its hedging assets. The remaining balances represent financial liabilities held for trading at the end of the reporting period.

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

27. FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS ("REPOS")

Analysed by collateral type:

	<u>2021</u> HK\$	<u>2020</u> HK\$
Equity securities	3,599,010,908	790,191,718
Debt securities	2,438,679,065	2,881,173,094
Accrued interest	2,738,985	3,536,737
Total	<u>6,040,428,958</u>	<u>3,674,901,549</u>

The Group entered into repurchase agreements of HK\$6,040,428,958 as at 31 December 2021 (2020: HK\$3,674,901,549). As at 31 December 2021, securities of HK\$6,655,809,057 (2020: HK\$4,290,748,074) were secured against the liability under these repurchase agreements. Interest incurred on repurchase agreements has been reported as interest expenses. The agreements can be terminated by the Group or the counterparties on demand.

28. LEASE LIABILITIES

	<u>2021</u> HK\$	<u>2020</u> HK\$
Lease liabilities payable:		
Within one year	166,875,756	149,344,083
More than one year but not more than two years	169,920,809	129,534,530
More than two years but not more than five years	328,068,871	56,295,521
Within a period of more than five years	50,973,240	66,383,647
	<u>715,838,676</u>	<u>401,557,781</u>
Less: Current lease liabilities payable	(166,875,756)	(149,344,083)
Non-current lease liabilities payable	<u>548,962,920</u>	<u>252,213,698</u>

Lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	As at 31 December	
	<u>2021</u> HK\$	<u>2020</u> HK\$
United States Dollar	125,206,840	139,923,172
Great British Pound	1,635,790	8,132,125
Euro	3,487,844	4,941,787
Singapore Dollar	13,624,097	17,248,330
Japanese Yen	<u>5,137,101</u>	<u>7,902,352</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

29. OTHER CREDITORS AND ACCRUALS

The following is an analysis of other creditors and accruals at the end of the reporting period:

	<u>2021</u> HK\$	<u>2020</u> HK\$
Accrued expenses	2,001,916,262	1,720,841,333
Third party interest in consolidated investment funds (Note)	24,291,848	1,533,466,899
Interest payable	176,680,552	133,208,819
Others	340,132,367	239,106,016
	<u>2,543,021,029</u>	<u>3,626,623,067</u>

Note: Amount represents payables to the investors of consolidated structured entities which is measured at fair value through profit or loss. For each reporting period, the consolidation scope of structured entities varies due to the addition and liquidation of the consolidated structured entities, and changes in the interests therein. As at 31 December 2021, the total assets of the consolidated investment funds are HK\$247 million (2020: HK\$2,826 million). The Group did not provide financial supports to the consolidated investment funds.

30. BANK LOANS AND OVERDRAFTS

At 31 December 2021, the bank loans and overdrafts were as follows:

	<u>2021</u> HK\$	<u>2020</u> HK\$
Bank loans and overdrafts - unsecured	19,972,127,832	8,742,701,014

The carrying amounts of the bank loans and overdrafts approximate to their fair value. The bank loans bear interests from 0.8% to 3.5% (2020: 1% to 3.5%) per annum and are repayable within one year.

The Group has complied with these covenants throughout the reporting period.

31. NOTES ISSUED

	<u>2021</u> HK\$	<u>2020</u> HK\$
Long-term notes issued		
- Current	7,793,608,646	7,747,694,226
- Non-current	23,347,759,460	19,331,034,598
	<u>31,141,368,106</u>	<u>27,078,728,824</u>
Short-term notes issued	<u>1,935,526,469</u>	<u>7,945,831,984</u>

31. NOTES ISSUED - continued

On 3 May 2019, CICC Hong Kong Finance 2016 MTN Limited (the "issuer"), a subsidiary of the Company, issued long-term notes of US\$300,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 3.375% per annum and repayable on 3 May 2022.

On 3 May 2019, the issuer issued long-term notes of US\$700,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 3-month LIBOR plus 1.175% per annum and repayable on 3 May 2022.

On 18 February 2020, the issuer issued long-term notes of US\$1,000,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 3-month LIBOR plus 0.9% per annum and repayable on 18 February 2023.

On 10 August 2020, the issuer issued long-term notes of US\$500,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 1.75% per annum and repayable on 10 August 2023.

On 26 January 2021, the issuer issued long-term notes of US\$1,000,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 1.625% per annum and repayable on 26 January 2024.

On 26 January 2021, the issuer issued long-term notes of US\$500,000,000. The notes are unsecured, guaranteed by the Company, interest-bearing at 2% per annum and repayable on 26 January 2026.

As at 31 December 2021, fair value of the long-term notes issued is amounted to HK\$31,152,870,323 (2020: HK\$27,094,685,238), and that of the short-term notes issued by the issuer is amounted to HK\$nil (2020: HK\$954,299,170).

The following features are embedded in the notes issued by the issuer:

- The notes can be redeemed by the issuer at any time prior to the maturity date if the Company is obliged to pay additional taxation amounts as a result of any change in, or amendment to, the laws or regulations;
- The noteholders can demand the issuer to early redeem the notes if there is change of control event under the following circumstances:
 - (i) Central Huijin Investment Ltd. ("Central Huijin") directly or indirectly ceases to be the largest shareholder of the ultimate holding company;
 - (ii) the ultimate holding company ceases to directly or indirectly hold or own 100 per cent of the issued share capital of the Company; or
 - (iii) the Company ceases to directly or indirectly hold or own 100 per cent of the issued share capital of the issuer.

As at 31 December 2021, CICC Financial Products Ltd., a subsidiary of the Company issued short-term notes totalling HK\$ 1,935,526,469 (2020: HK\$6,146,478,614) bearing nominal interest ranging from 0.25% to 1.2% per annum (2020: 0.5% to 3.27% per annum), repayable within one year.

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

31. NOTES ISSUED - continued

As at 31 December 2020, CICC Financial Trading Limited, a subsidiary of the Company issued short-term notes totalling HK\$844,953,974 bearing nominal interest 0.53% to 3.00% per annum, repayable within one year.

32. SHARE CAPITAL AND RESERVES

(a) Share capital

	2021		2020	
	No. of ordinary shares	Amount HK\$	No. of ordinary shares	Amount HK\$
Issued and fully paid:				
At 1 January	387,660,000	3,900,000,000	227,660,000	2,300,000,000
Shares issued	-	-	160,000,000	1,600,000,000
At 31 December	387,660,000	3,900,000,000	387,660,000	3,900,000,000

On 14 September 2020, the Company issued 160,000,000 ordinary shares of HK\$10 each to its immediate holding company. The new shares issued rank pari passu in all respects with the existing shares.

In accordance with section 135 of the Hong Kong Companies Ordinance, the ordinary shares of the Company do not have a par value.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

(b) Movements in components of equity

The Company

	Share capital HK\$	Retained profits HK\$	Total HK\$
Balance at 1 January 2020	2,300,000,000	1,909,223,115	4,209,223,115
Shares issued	1,600,000,000	-	1,600,000,000
Loss for the year	-	(296,606,455)	(296,606,455)
Balance at 31 December 2020 and 1 January 2021	3,900,000,000	1,612,616,660	5,512,616,660
Profit for the year	-	34,653,324	34,653,324
Balance at 31 December 2021	3,900,000,000	1,647,269,984	5,547,269,984

32. SHARE CAPITAL AND RESERVES - continued

(b) Movements in components of equity - continued

The movement in the Group's components of equity has been disclosed in the consolidated statement of changes in equity.

(c) Capital management

The Company's primary objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders, by pricing products and services commensurate with the level of risk and by securing access to finance at a reasonable cost. As the Company is part of a larger group, the Company's sources of additional capital and policies for distribution of excess capital may also be affected by the Group's capital management objectives.

The Company defines "capital" as including all components of equity.

The Company's capital structure is regularly reviewed and managed with due regard to the capital management practices of the Group to which the Company belongs. Adjustments are made to the capital structure in light of changes in economic conditions affecting the Group or the Company, to the extent that these do not conflict with the directors' fiduciary duties towards the Company or the requirements of the Hong Kong Companies Ordinance. The Company was not subject to externally imposed capital requirements in 2021 and 2020. Certain subsidiaries of the Company are subject to regulatory imposed capital requirements and these subsidiaries have complied with these requirements at all time during both the current and prior financial years.

(d) Nature and purpose of reserves

Exchange reserve

The exchange reserve comprises foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3.

Revaluation reserve (recycling)

The investment revaluation reserve comprises the cumulative net changes in fair values of financial assets at fair value through other comprehensive income under HKFRS 9 held at the end of year.

33. INVOLVEMENT WITH UNCONSOLIDATED STRUCTURED ENTITIES

The table below describes the types of structured entities that the Group does not consolidate but in which it holds an interest:

<u>Type of unconsolidated structured entities</u>	<u>Nature and purpose</u>	Asset management/ investment advisory fees earned in 2021 HK\$	*Carrying amounts of interests held by the Group at 31 December 2021 HK\$
Investment funds - the Group acts as the investment manager or investment advisor	To manage assets on behalf of third party investors and generate fees for the investment manager/investment advisor	219,036,697	2,391,458,433
Investment funds - third parties act as the investment managers or investment advisors	To hold an interest in the mutual funds sponsored by other institutions	-	5,305,630,633

* Carrying amounts of interests held by the Group represents the Group's investments in these investment funds presented as "financial assets at FVTPL" and management fee receivables presented as "accounts receivable" in the consolidated statement of financial position.

<u>Type of unconsolidated structured entities</u>	<u>Nature and purpose</u>	Asset management/ investment advisory fees earned in 2020 HK\$	*Carrying amounts of interests held by the Group at 31 December 2020 HK\$
Investment funds - the Group acts as the investment manager or investment advisor	To manage assets on behalf of third party investors and generate fees for the investment manager/investment advisor	159,926,373	1,458,083,631
Investment funds - third parties act as the investment managers or investment advisors	To hold an interest in the mutual funds sponsored by other institutions	-	3,926,956,809

* Carrying amounts of interests held by the Group represents the Group's investments in these investment funds presented as "financial assets at FVTPL" and management fee receivables presented as "accounts receivable" in the consolidated statement of financial position.

33. INVOLVEMENT WITH UNCONSOLIDATED STRUCTURED ENTITIES - continued

These unconsolidated structured entities are mainly financed through the issue of units to investors. The maximum exposure to loss is limited to the carrying amount of the interest held by the Group presented above. The exposure to the variable returns in these structured entities is not significant, thus the Group did not consolidate these structured entities.

During the year, the Group did not provide financial support to unconsolidated structured entities and has no intention of providing financial or other support.

34. FINANCIAL GUARANTEES

At 31 December 2021, the Company had bank guarantees of HK\$2,961,000,000 (2020: HK\$2,961,000,000) for banking facilities granted to wholly-owned subsidiaries at no consideration. Other than the above bank guarantees, the Group has not entered into other bank guarantees during both the current and prior financial years.

35. PARENT AND ULTIMATE HOLDING COMPANY

The directors consider the parent and the ultimate holding company at 31 December 2021 to be China International Capital Corporation Limited which is established in the People's Republic of China. The ultimate controlling party produces consolidated financial statements for public use.

36. DERIVATIVES

The use of derivatives for proprietary trading and their sale to customers as risk management products are an integral part of the Group's business activities. The principal derivative financial instruments used by the Group are foreign exchange rate, interest, commodity, credit and equity related contracts, which are primarily over-the-counter derivatives. For accounting purposes, derivatives are classified as financial assets or liabilities at FVTPL.

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

36. DERIVATIVES - continued

(a) Fair value of derivatives

	31 December 2021		31 December 2020	
	<u>Assets</u>	<u>Liabilities</u>	<u>Assets</u>	<u>Liabilities</u>
	HK\$	HK\$	HK\$	HK\$
Currency derivatives				
- Forwards	1,077,007,374	1,203,058,749	1,007,925,336	2,887,357,373
- Options purchased	10,082,447	-	-	-
- Options written	-	14,584,561	-	-
Credit derivatives				
- Credit default swaps	456,951	4,304,070	362,674	4,286,536
Interest rate derivatives				
- Forwards	800,762	-	-	-
- Swaps	118,661,161	204,881,020	64,167,753	94,013,000
- Futures	44,305,938	10,522,638	3,973,432	6,601,732
Equity derivatives				
- Total return swaps	7,023,440,466	9,005,286,662	6,109,084,081	17,496,254,429
- Forwards	7,312,548	325,532,304	-	-
- Options purchased	403,888,949	558,816,414	55,788,971	-
- Options written	-	270,394,904	-	361,397,917
- Futures	170,837,784	42,442,834	51,206,549	1,355,341,023
Commodity derivatives				
- Forwards	243,222,795	332,439,060	125,693,685	157,321,197
- Options purchased	-	-	9,694,540	9,801,526
- Options written	-	487,535	-	-
- Futures	49,094,452	147,110,743	625,283,927	522,274,876
	<u>9,149,111,627</u>	<u>12,119,861,494</u>	<u>8,053,180,948</u>	<u>22,894,649,609</u>

36. DERIVATIVES - continued

(b) Remaining life of derivatives

The following table provides an analysis of the notional amounts of derivatives of the Group by relevant maturity grouping based on the remaining periods to settlement at the end of the reporting period.

31 December 2021						
Total	Notional amounts with remaining life of 1 year or less		Notional amounts with remaining life of 1 to 5 years		Notional amounts with remaining life over 5 years	
	Assets HK\$	Liabilities HK\$	Assets HK\$	Liabilities HK\$	Assets HK\$	Liabilities HK\$
Currency derivatives						
- Forwards	161,317,687,794	79,149,635,404	82,168,052,390	-	-	-
- Options purchased	7,650,419,313	7,650,419,313	-	-	-	-
- Options written	8,325,841,083	-	8,325,841,083	-	-	-
Credit derivatives						
- Credit default swaps	467,884,051	-	155,961,350	-	38,990,338	272,932,363
Interest rate derivatives						
- Forwards	74,769,035	74,769,035	-	-	-	-
- Swaps	46,425,351,671	16,229,915,213	13,617,303,592	3,224,235,285	13,185,730,944	168,166,637
- Futures	5,353,642,972	4,122,996,936	1,230,646,036	-	-	-
Equity derivatives						
- Total return swap	340,839,780,492	176,167,693,596	162,380,198,144	863,497,169	1,428,391,583	-
- Options purchased	8,968,090,593	3,461,657,263	4,676,354,357	730,897,759	99,181,214	-
- Options written	3,403,608,750	-	3,165,557,981	-	238,050,769	-
- Futures	11,612,147,791	8,403,438,424	3,208,709,367	-	-	-
- Forwards	2,039,947,104	271,290,208	1,768,656,896	-	-	-
Commodity derivatives						
- Forwards	20,452,923,190	8,798,722,057	11,654,201,133	-	-	-
- Options written	2,806,914	-	2,806,914	-	-	-
- Futures	3,575,780,090	1,359,475,717	2,216,304,373	-	-	-

36. DERIVATIVES - continued

(b) Remaining life of derivatives - continued

31 December 2020							
	Total	Notional amounts with remaining life of 1 year or less		Notional amounts with remaining life of 1 to 5 years		Notional amounts with remaining life over 5 years	
		Assets HK\$	Liabilities HK\$	Assets HK\$	Liabilities HK\$	Assets HK\$	Liabilities HK\$
Currency derivatives							
- Forwards	109,849,358,168	45,421,823,869	64,427,534,299	-	-	-	-
Credit derivatives							
- Credit default swaps	280,876,027	38,763,010	38,763,010	-	203,350,007	-	-
Interest rate derivatives							
- Swaps	21,935,669,402	7,865,882,845	9,189,165,935	1,912,513,060	2,968,107,562	-	-
- Futures	10,402,143,866	4,687,086,655	5,715,057,211	-	-	-	-
Equity derivatives							
- Total return swap	232,144,900,440	101,918,682,248	130,165,184,202	40,811,238	20,222,752	-	-
- Options purchased	691,767,947	668,510,141	-	23,257,806	-	-	-
- Options written	3,633,042,739	-	3,633,042,739	-	-	-	-
- Futures	18,848,367,057	2,343,946,967	16,504,420,090	-	-	-	-
Commodity derivatives							
- Forwards	7,763,736,169	3,669,948,479	4,093,787,690	-	-	-	-
- Options purchased	400,136,290	124,480,275	275,656,015	-	-	-	-
- Futures	16,128,617,843	8,367,519,490	7,761,098,353	-	-	-	-

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Major risk factors of financial instruments, traded by the Group, include both market (e.g. equity, currency and interest rate) and credit risks. There is a well-established risk management framework that covers essential functions including risk identification, measurement, monitoring and reporting. There are defined policies, standards, structures, methods and procedures, which form a comprehensive risk management system. All stakeholders, including designated risk managers, play roles in various areas such as credit risk management and market risk management.

Risk limit management is an integral part of the risk management system, and it covers limit setting, approval, monitoring, reporting and review. Risk exposures are calculated, monitored against approved limits, and reported on a daily basis.

(a) Credit risk

Credit risk is the risk that financial loss arises from the failure of a client or counterparty to meet its obligations under a transaction.

In the course of its broking, dealing and investment banking activities, the Group is exposed to credit risk exposure. The credit risks consist of:

- (i) Default risk of issuer to repay principal and interest of debt securities held by the Group and the default risk of banks, brokers and clearing houses with which the Group has deposited cash or securities;
- (ii) Default risk from the counterparties of the over-the-counter derivative transactions;
- (iii) Default risk from customers where fee receivables are not settled;
- (iv) Settlement risk arising where cash payments or delivery of securities are made against expected receipt of counterparty or client payment on the same date and the receipt of the counterparty or client payment is uncertain; and
- (v) Default risk from margin clients with inadequate securities collateral and margin deposits under unfavourable market conditions.

The Group has concentration of credit risk towards its accounts receivable, other receivables, amount due from the ultimate holding company, debt securities, derivative financial instruments, and cash and cash equivalents. The maximum exposure to credit risk without taking into account of any collateral held is represented by the carrying amount of each financial asset and the notional amount of credit default swap entered by the Group as disclosed in note 36. The Group has a well-established credit risk management process which is governed by the Group's credit policies and procedures approved by senior management. These processes involve the delegation of credit approval authorities, reviewing and establishing limits for each type of credit exposure on different products for each client and counterparty, monitoring of risks and reporting procedures.

Transactions involving derivative financial instruments are with counterparties of defined credit standing and with whom the Group has a signed netting agreement. Given their high credit standing, management does not expect any counterparty to fail to meet its obligations. In addition, for counterparties with low credit standing, the Group requires them to post collateral to cover any potential risks. Settlement with clients and counterparties is usually conducted on delivery versus payment basis.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

In respect of accounts receivable from brokers and clearing houses, credit risks are considered low as the Group normally enters into transactions with brokers and clearing houses which are registered with regulatory bodies and with sound reputation in the industry. In respect of investments of the Group and clients' securities kept by and receivables from banks, brokers and clearing houses, credit risks are considered low as the Group normally enters into transactions with banks, brokers and clearing houses which are registered with regulatory bodies and with sound reputation in the industry. Management monitors the credit rating and financial position of the banks, brokers and clearing houses on an ongoing basis.

The Group considers that the credit risk of amount due from the ultimate holding company, fellow subsidiaries and joint ventures is insignificant, all balances are classified as stage 1 and the expected credit losses are insignificant.

The Group has adopted the following measures to manage credit risk in capital businesses, including margin financing and securities borrowing and lending, reverse REPOs transactions, other lending and other businesses: approving counterparties, and assigning credit ratings and lending limits to counterparties; managing collaterals (haircut rates, liquidity and concentration) and closely monitoring margin ratios and/or collateral ratios; and establishing and implementing margin call and mandatory liquidation policy.

As at 31 December 2021 and 2020, reverse REPOs are classified as stage 1 and the directors of the Company considers that there is no significant increase in credit risk and expected credit losses are insignificant.

Cash held by the Group and clients' money are deposited with various banks which are considered reputable with high credit standing. The Group monitors the credit rating and financial position of the banks on an ongoing basis, thus the credit risk is considered as limited and the expected credit loss is insignificant.

Accounts receivable from clients, accounts receivable from brokers and fee receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

Individual credit evaluations are performed on all clients. Margin clients are required to place deposits as prescribed in the Group's credit policy before execution of any purchase transactions. The Group normally obtains liquid securities and/or cash deposits as collateral for providing financing to its margin clients. Market conditions and adequacy of securities collateral and margin deposits of each margin account are monitored by the management on a real time basis. Margin calls and forced liquidation are made where necessary.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

Accounts receivable from clients, accounts receivable from brokers and fee receivables - continued

Impairment losses in respect of accounts receivable from clients, accounts receivable from brokers and fee receivables are recorded using an allowance account unless the Group assessed that recovery of the amount is remote, in which case the impairment loss is written off against accounts receivable directly.

The movement in the allowance for impairment losses of accounts receivable from clients, accounts receivable from brokers and fee receivables during the year are as follows:

	12m ECL HK\$	Lifetime ECL not credit-impaired HK\$	Lifetime ECL credit-impaired HK\$	Total HK\$
As at 1 January 2020	1,524,594	-	27,872,169	29,396,763
Changes due to financial instruments recognised as at 1 January 2020:				
- Transfer to credit-impaired	-	-	-	-
- Transfer to lifetime ECL	(40,135)	40,135	-	-
- Transfer to 12m ECL	-	-	-	-
- Impairment losses recognised	2,624,431	11,554,821	2,453,376	16,632,628
- Impairment losses reversed	(63,095)	-	-	(63,095)
New financial assets originated or purchased	77,958,552	3,163,502	-	81,122,054
Financial assets derecognised (including written-offs)	(607,000)	-	-	(607,000)
Others	4,258	3,142	59,076	66,476
As at 31 December 2020	81,401,605	14,761,600	30,384,621	126,547,826
Changes due to financial instruments recognised as at 1 January 2021:				
- Transfer to credit-impaired	-	-	-	-
- Transfer to lifetime ECL	-	-	-	-
- Transfer to 12m ECL	-	-	-	-
- Impairment losses recognised	18,676,812	1,426,248	2,819,609	22,922,669
- Impairment losses reversed	(10,221,897)	(5,733,447)	-	(15,955,344)
New financial assets originated or purchased	2,516,497	50,211	4,492,393	7,059,101
Financial assets derecognised (including written-offs)	(1,299,997)	(87,811)	-	(1,387,808)
Others	509,688	(29,595)	121,316	601,409
As at 31 December 2021	91,582,708	10,387,206	37,817,939	139,787,853

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

Accounts receivable from clients, accounts receivable from brokers and fee receivables - continued

As at 31 December 2021, except for accounts receivable from margin clients amounting to HK\$19,187,010 (2020: HK\$16,367,401) which are credit-impaired with a full provision of expected credit losses made, the remaining receivables from margin client are not credit-impaired and relate to a wide range of customers for whom there was no recent history of default or with sufficient collaterals. The remaining accounts receivable from clients are classified as stage 1 as there is no significant increase in credit risk. An impairment of HK\$10,778,444 (2020: HK\$11,502,052) was recognised for stage 1 accounts receivable from margin clients as at 31 December 2021.

As at 31 December 2021 and 2020, accounts receivables from brokers, clearing houses are classified at stage 1 and the directors of the Company considers that there is no significant increase in credit risk. As at 31 December 2021, the expected credit losses are approximately HK\$80,775,187 (2020: HK\$69,869,533).

As at 31 December 2021, an impairment of HK\$18,374,081 (2020: HK\$13,767,709) has been fully provided for fee receivables which are considered as credit-impaired. The directors of the Company consider the remaining fee receivables as fully recoverable.

Management of the Group considers expected credit losses of the remaining accounts receivable from clients is insignificant for the years ended 31 December 2021 and 2020.

Debt investments (including debt securities measured at FVTPL and FVTOCI)

The Group focuses on decentralising investments for the credit-type fixed income securities investment which are mainly high-credit rating products. The Group pre-controls the exposure of the credit risk by setting investment position limit, classifying the sub-investment varieties, sub-credit rating limits and concentration limits. Moreover, the Group continuously tracks the bond issuer's business conditions and credit rating changes through monitoring, pre-warning, risk detecting, etc. At the same time, the Group is highly prudent in the investment of the asset-based securities products and strictly evaluates the quality of the underlying asset pool and the effectiveness of the credit enhancement.

In accordance with HKFRS 9, the Group started to recognise provision for expected credit losses in respect of debt investments not measured at fair value through profit or loss based on expected credit loss since 2018. The Group classifies each financial instrument into different risk stages based on whether the credit risk of the relevant financial instrument has increased significantly since its initial recognition. A financial instrument is included in stage 1 if it has low credit risk at the reporting date or its credit risk has not increased significantly since its initial recognition; a financial instrument is included in stage 2 if its credit risk has increased significantly since its initial recognition; a financial instrument is migrated to stage 3 if it has objective evidence of credit-impairment. Accordingly, the Group measures loss allowance based on either a 12-month or the lifetime base for those investments in different risk stages. The Group measures the expected credit loss based on parameters such as PD, LGD and EAD.

37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

Debt investments (including debt securities measured at FVTPL and FVTOCI)
- continued

The following table presents an analysis of the credit quality of debt investments at FVTOCI and FVTPL by carrying amount. It indicates whether assets measured at FVTOCI were subject to a 12m ECL or lifetime ECL allowance and, in the latter case, whether they were credit-impaired.

The Group

Credit rating	As at 31 December				
	2021			2020	
	FVTPL HK\$	FVTOCI (subject to 12m ECL) HK\$	FVTOCI (subject to lifetime ECL (not credit impaired)) HK\$	FVTPL HK\$	FVTOCI (subject to 12m ECL) HK\$
Bloomberg comprehensive rating					
- AAA	15,460	-	-	15,955	-
- From AA- to AA+	23,283,745	-	-	39,606,364	-
- From A- to A+	1,220,233,519	4,116,059,182	-	1,299,037,621	1,432,589,174
- Below A-	1,670,092,931	2,619,145,941	13,698,670	5,046,186,209	2,513,561,870
Sub-total	2,913,625,655	6,735,205,123	13,698,670	6,384,846,149	3,946,151,044
Other comprehensive rating					
- AAA	71,438,635	-	-	27,677,780	-
- From AA- to AA+	358,662,123	-	-	408,189,755	-
- From A- to A+	57,570,795	-	-	20,233,545	-
- Below A-	2,581,817	-	-	-	-
Sub-total	490,253,370	-	-	456,101,080	-
Non-rated (Note)	8,567,622,739	121,412,640	-	8,713,239,911	496,889,941
Carrying amount before impairment	11,971,501,764	6,856,617,763	13,698,670	15,554,187,140	4,443,040,985
Loss allowance	-	(4,039,245)	(670,839)	-	(8,507,292)
Total	11,971,501,764	6,852,578,518	13,027,831	15,554,187,140	4,434,533,693

Note: Non-rated financial assets are mainly other debt instruments and trading securities which are not rated by independent rating agencies. The Group monitors the credit rating of the issuer of non-rated debt securities and assesses the credit risk of the relevant debt securities.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

Debt investments (including debt securities measured at FVTPL and FVTOCI)
- continued

Movement of allowance for impairment losses

The movement in the allowance for impairment losses in respect of debt investments at FVTOCI during the year was as follows:

	12m ECL HK\$	Lifetime ECL not credit-impaired HK\$	Lifetime ECL credit-impaired HK\$	Total HK\$
As at 1 January 2020	9,506,293	-	-	9,506,293
Changes due to financial instruments recognised as at 1 January 2020:				
- Impairment losses recognised	70,054	-	-	70,054
- Impairment losses reversed	(8,554,948)	-	-	(8,554,948)
New financial assets originated or purchased	7,540,289	-	-	7,540,289
Others	(54,396)	-	-	(54,396)
As at 31 December 2020	8,507,292	-	-	8,507,292
Changes due to financial instruments recognised as at 1 January 2021:				
- Transfer	(144,088)	144,088	-	-
- Impairment losses recognised	-	299,456	-	299,456
- Impairment losses reversed	(153,916)	-	-	(153,916)
New financial assets originated or purchased	3,878,637	226,190	-	4,104,827
Financial assets derecognised (including written-offs)	(8,095,896)	-	-	(8,095,896)
Others	47,216	1,105	-	48,321
As at 31 December 2021	4,039,245	670,839	-	4,710,084

Derivatives

Regarding the counterparty credit risk of the OTC derivatives business, the Group has established a counterparty credit rating system. Through a combination of qualitative and quantitative methods, it comprehensively evaluates counterparty qualifications and assigns corresponding credit ratings accordingly. On the basis of credit ratings, the Group sets credit risk exposure limits for counterparties, and manage counterparty credit risk by signing OTC derivatives trading master agreements and performance guarantee agreements, and requiring performance guarantees. The Group calculates the minimum amount required as OTC counterparty's performance collateral and credit risk exposure through the establishment of a dynamic scenario combined with stress test, and performs daily measurement and monitoring through the system. In view of this, the Group maintains the credit risk exposure of derivatives transactions within an acceptable range.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(a) Credit risk - continued

Other non-derivative financial investments (other than accounts receivable from clients, accounts receivable from brokers, fee receivables and debt investment)

The Group has adopted the following measures to manage credit risk: approving counterparties, and assigning credit ratings and lending limits to counterparties; managing collaterals (haircut rates, liquidity and concentration) and closely monitoring margin ratios and/or collateral ratios; and establishing and implementing margin call and mandatory liquidation policy.

The movement in the allowance for impairment losses of other financial instruments at amortised cost during the year are as follows:

	12m ECL HK\$	Lifetime ECL not credit-impaired HK\$	Lifetime ECL credit-impaired HK\$	Total HK\$
As at 1 January 2020	-	-	-	-
Changes due to financial instruments recognised as at 1 January 2020:				
- Impairment losses recognised	1,486,664	-	185,637,451	187,124,115
New financial assets originated or purchased	1,234,402	-	-	1,234,402
Others	(6,768)	-	(382,168)	(388,936)
As at 31 December 2020	2,714,298	-	185,255,283	187,969,581
Changes due to financial instruments recognised as at 1 January 2021:				
- Impairment losses reversed	(1,411,998)	-	(185,899,467)	(187,311,465)
New financial assets originated or purchased	129,013	-	-	129,013
Others	12,696	-	644,184	656,880
As at 31 December 2021	1,444,009	-	-	1,444,009

For the year ended 31 December 2020, the increase in lifetime credit-impaired ECL is mainly due to the recognition of impairment to a loan to third party with a gross carrying amount HK\$185,255,283. Such loan was fully recovered during the year ended 31 December 2021 as disclosed in note 22.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(b) Liquidity risk

The Group is responsible for its own cash management, including short-term placement of cash surpluses. The Group's policy is to regularly monitor its expected liquidity requirements and its compliance with regulatory requirements, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed line of funding from major financial institutions to meet its liquidity requirements.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay:

	31 December 2021				
	Carrying amount HK\$	Total contractual undiscounted cash flow HK\$	Within 1 year or on demand HK\$	More than 1 year but less than 5 years HK\$	More than 5 years HK\$
Accounts payable	80,918,885,101	80,918,885,101	80,918,885,101	-	-
Financial liabilities at fair value through profit or loss	44,600,098,751	44,600,098,751	44,600,098,751	-	-
Derivatives	12,119,861,494	82,168,052,390	82,168,052,390	-	-
REPOs	6,040,428,958	6,040,428,958	6,040,428,958	-	-
Lease liabilities	715,838,676	768,792,291	192,341,737	522,297,732	54,152,822
Other creditors and accruals	541,104,767	541,104,767	541,104,767	-	-
Amount due to the ultimate holding company	195,777,372	195,777,372	195,777,372	-	-
Bank loans and overdrafts	19,972,127,832	20,018,892,445	20,018,892,445	-	-
Short-term notes issued	1,935,526,469	1,940,393,391	1,940,393,391	-	-
Long-term notes Issued	31,141,368,106	32,177,162,087	8,230,466,459	23,946,695,628	-

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(b) Liquidity risk - continued

	31 December 2020				
	Carrying amount HK\$	Total contractual undiscounted cash flow HK\$	Within 1 year or on demand HK\$	More than 1 year but less than 5 years HK\$	More than 5 years HK\$
Accounts payable	47,536,885,420	47,536,885,420	47,536,885,420	-	-
Financial liabilities at fair value through profit or loss	44,291,262,172	44,291,262,172	44,291,262,172	-	-
Derivatives	22,894,649,609	64,427,534,299	64,427,534,299	-	-
REPOs	3,674,901,549	3,674,901,549	3,674,901,549	-	-
Lease liabilities	401,557,781	437,385,917	161,645,081	203,828,475	71,912,361
Other creditors and accruals	1,905,781,734	1,905,781,734	1,905,781,734	-	-
Amount due to the ultimate holding company	400,559,524	400,559,524	400,559,524	-	-
Amounts due to fellow subsidiaries	761,143	761,143	761,143	-	-
Bank loans and overdrafts	8,742,701,014	8,787,338,618	8,787,338,618	-	-
Short-term notes issued	7,945,831,984	8,021,357,111	8,021,357,111	-	-
Long-term notes issued	27,078,728,824	27,834,326,113	8,129,913,452	19,704,412,661	-

(c) Currency risk

The Group is exposed to currency risk primarily through underwriting, overseas brokerage, placement activities, trading securities and other financial products that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily Renminbi, United States dollars, Euro and Singapore dollars. As the Hong Kong dollar is pegged to the United States dollar, the Group considers the risk of movements in exchange rates between the Hong Kong dollar and the United States dollar to be insignificant.

(i) Foreign currency profile

At 31 December 2021, the Group had the following material net foreign currency positions included in the consolidated statement of financial position:

	31 December 2021 HK\$	31 December 2020 HK\$
Net assets in Renminbi	54,771,352,226	56,733,112,836
Net liabilities in United States Dollars	(43,482,511,203)	(47,897,713,913)
Net (liabilities)/assets in Singapore dollars	(99,276,159)	94,616,422
Net assets in Euro	231,452,341	256,899,901
Net (liabilities)/assets in Pound Sterling	(700,293,386)	203,491,590

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(c) Currency risk - continued

(ii) Sensitivity analysis

The Group assumes that the change of exchange rate between the Hong Kong dollar and the United States dollar would not have significant impact on the non-derivative financial instruments. As a result, such impact is excluded in the sensitivity analysis presentation.

At 31 December 2021, it is estimated that a general appreciation of 1% in the relevant currencies would increase the Group's profit after tax and retained earnings by approximately HK\$385 million (2020: HK\$457 million). A general depreciation of 1% in the relevant currencies would decrease the Group's profit after tax and retained earnings by approximately HK\$383 million (2020: HK\$457 million).

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to each of the Group's exposure to currency risk for both derivative and non-derivative financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual end of the reporting period. The analysis is performed on the same basis for 2020.

(d) Interest rate risk

The Group's interest rate positions arise primarily from holding of interest-bearing bank deposits, reverse repurchase agreements, repurchase agreements and loans. Interest rate risk primarily results from the timing differences in the repricing of interest-bearing assets and liabilities.

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk-free rates. Details of the impacts on the Group's risk management strategy arising from the interest rate benchmark reform and the progress towards implementation of alternative benchmark interest rates are set out under "interest rate benchmark reform" in this note.

(i) Interest rate profile

The following table indicates the effective interest rates for the relevant periods and the mismatches of the expected interest repricing dates for interest-bearing assets and liabilities at the end of the reporting period.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(d) Interest rate risk - continued

(i) Interest rate profile - continued

	31 December 2021		31 December 2020	
	Effective interest rate per annum	Total HK\$	Effective interest rate per annum	Total HK\$
Assets				
Cash and cash equivalents	0.10%	19,590,305,109	0.66%	13,797,262,266
Financial assets measured at FVTPL and derivatives	5.50%	12,135,269,625	2.48%	15,622,328,325
Financial assets measured at FVTOCI	2.13%	6,870,316,433	2.52%	4,443,040,985
Reverse REPOs	0.08%	794,110,149	0.68%	398,126,359
Accounts receivable from margin clients	4.14%	2,877,673,912	4.08%	3,112,634,471
Liabilities				
Bank loans and overdrafts	0.63%	19,972,127,832	2.30%	8,742,701,014
REPOs	0.54%	6,040,428,958	2.02%	3,674,901,549
Financial liabilities measured at FVTPL and derivatives	7.09%	1,042,034,404	4.61%	463,075,782
Lease liabilities	2.59%	715,838,676	3.64%	401,557,781
Short-term notes issued	0.98%	1,935,526,469	1.42%	7,945,831,984
Long-term notes issued	1.62%	31,141,368,106	1.57%	27,078,728,824

(ii) Sensitivity analysis

At 31 December 2021, it is estimated that a general increase of 100 basis points (2020: 100 basis points) in interest rates, with all other variables held constant, would decrease the Group's profit after tax and retained earnings by approximately HK\$246 million (2020: HK\$354 million) and other components of equity by approximately HK\$121 million (2020: HK\$115 million). A general decrease of 100 basis points, would increase the profit after tax and retained earnings by approximately HK\$401 million (2020: HK\$404 million) and other components of equity by approximately HK\$123 million (2020: HK\$123 million).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The 100 basis points (2020: 100 basis points) increase represents management's assessment of a reasonably possible change in interest rates over the period until the next annual end of the reporting period.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(e) Other price risk

The Group is exposed to price change arising from debt securities, equity securities, investment funds and derivative financial instruments.

Sensitivity analysis

At 31 December 2021, it is estimated that a general increase of 1% in the relevant risk variables would increase the Group's profit after tax and retained earnings by approximately HK\$17 million (2020: HK\$55 million) and decrease other components of equity by approximately HK\$121 million (2020: HK\$140 million). A general decrease of 1% in the relevant risk variables would decrease the Group's profit after tax and retained earnings by approximately HK\$17 million (2020: HK\$60 million) and increase other components of equity by approximately HK\$123 million (2020: HK\$148 million).

(f) Fair values

(i) Financial instruments carried at fair value

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs. If there is a reliable market quote for financial instruments, the fair value of financial instruments is based on quoted market prices. If a reliable quoted market price is not available, the fair value of the financial instruments is estimated using valuation techniques. Valuation techniques applied include reference to the fair value of another instrument that is substantially the same, discounted cash flow analysis and option pricing models. The inputs used in valuation techniques include risk-free and benchmark interest rates, credit spreads and foreign exchange rates. Where discounted cash flow analysis is used, estimated cash flows are based on management's best estimates and the discount rate used is reference to another instrument that is substantially the same.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(f) Fair values - continued

(i) Financial instruments carried at fair value - continued

The table below analyses financial instruments, measured at fair value at the end of the reporting period, by the level in the fair value hierarchy into which the fair value treatment is categorised:

	31 December 2021			
	Level 1	Level 2	Level 3	Total
	HK\$	HK\$	HK\$	HK\$
Assets				
Financial assets				
at fair value through profit or loss and derivatives				
- Investment in listed fund	3,634,660,503	-	-	3,634,660,503
- Investment in unlisted Fund	-	2,446,723,907	1,473,917,617	3,920,641,524
- Debt securities	94,112,064	11,877,389,700	-	11,971,501,764
- Equity investments	105,453,044,875	-	1,131,630,500	106,584,675,375
- Positive fair value of derivatives	264,238,174	8,884,873,453	-	9,149,111,627
	<u>109,446,055,616</u>	<u>23,208,987,060</u>	<u>2,605,548,117</u>	<u>135,260,590,793</u>
Financial assets at fair value through other comprehensive income				
- Listed debt securities	-	6,870,316,433	-	6,870,316,433
	<u>109,446,055,616</u>	<u>30,079,303,493</u>	<u>2,605,548,117</u>	<u>142,130,907,226</u>
Liabilities				
Financial liabilities at fair value through profit or loss and derivatives				
- Short positions in equity investments	1,875,864,345	-	-	1,875,864,345
- Short positions in debt Securities	-	826,630,746	-	826,630,746
- Short positions in structured notes	-	113,571,968	-	113,571,968
- Short positions in equity-linked financial instruments	-	41,784,031,692	-	41,784,031,692
- Negative fair value of derivatives	200,076,215	11,919,785,279	-	12,119,861,494
- Third party interest in consolidated investment funds	-	24,291,848	-	24,291,848
	<u>2,075,940,560</u>	<u>54,668,311,533</u>	<u>-</u>	<u>56,744,252,093</u>

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(f) Fair values - continued

(i) Financial instruments carried at fair value - continued

	31 December 2020			
	Level 1 HK\$	Level 2 HK\$	Level 3 HK\$	Total HK\$
Assets				
Financial assets				
at fair value through profit or loss and derivatives				
- Investment in listed fund	2,971,478,716	-	-	2,971,478,716
- Investment in unlisted fund	-	1,235,972,613	1,107,859,026	2,343,831,639
- Debt securities	563,580,246	14,990,606,894	-	15,554,187,140
- Equity investments	86,934,756,842	26,074,194	902,557,678	87,863,388,714
- Equity-linked financial instruments	-	36,737,619	-	36,737,619
- Positive fair value of derivatives	680,463,908	7,372,717,040	-	8,053,180,948
	<u>91,150,279,712</u>	<u>23,662,108,360</u>	<u>2,010,416,704</u>	<u>116,822,804,776</u>
Financial assets at fair value through other comprehensive income				
- Listed debt securities	-	4,443,040,985	-	4,443,040,985
	<u>91,150,279,712</u>	<u>28,105,149,345</u>	<u>2,010,416,704</u>	<u>121,265,845,761</u>
Liabilities				
Financial liabilities				
at fair value through profit or loss and derivatives				
- Short positions in equity investments	3,231,884,630	16,853,088	-	3,248,737,718
- Short positions in debt securities	-	362,461,050	-	362,461,050
- Short positions in structured notes	-	1,171,820,953	-	1,171,820,953
- Short positions in equity-linked financial instruments	-	39,508,242,451	-	39,508,242,451
- Negative fair value of derivatives	1,884,217,631	21,010,431,978	-	22,894,649,609
- Third party interest in consolidated investment funds	-	1,533,466,899	-	1,533,466,899
	<u>5,116,102,261</u>	<u>63,603,276,419</u>	<u>-</u>	<u>68,719,378,680</u>

There has been no transfer of financial instruments between Level 1 and Level 2 of the fair value hierarchy during the year.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(f) Fair values - continued

(i) Financial instruments carried at fair value - continued

(a) Movement of financial instruments with significant unobservable inputs

	Financial assets measured at fair value through profit or loss HK\$
At 1 January 2021	2,010,416,704
Payment for purchases (non-current financial instruments)	396,428,325
Payment for purchases (current financial instruments)	22,896,057
Net unrealised gains or losses recognised in profit or loss	337,957,981
Realised gains or losses recognised in profit or loss	115,427,111
Proceeds from redemption/disposal	(268,935,224)
Transfer into Level 1	(8,642,837)
At 31 December 2021	2,605,548,117
At 1 January 2020	1,923,479,165
Payment for purchases	387,869,681
Net unrealised gains or losses recognised in profit or loss	115,780,330
Realised gains or losses recognised in profit or loss	1,381,039
Proceeds from redemption/disposal	(225,325,905)
Recognition of a new financial asset after deconsolidation of a subsidiary*	23,257,800
Derecognition due to deconsolidation of a subsidiary*	(207,736,532)
Transfer into Level 1	(8,288,874)
At 31 December 2020	2,010,416,704

* During the year ended 31 December 2020, the Group disposed of 62% interest in a subsidiary and received a proceed of HK\$148,393,546. Included in the above movement of financial instruments with significant unobservable inputs, an unlisted equity investment held by such subsidiary amounting to HK\$207,736,532 is derecognised upon the above disposal. After such disposal, the Group's remaining interest in such entity amounting to HK\$23,537,800 is classified as financial assets at fair value through profit or loss.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES – continued

(f) Fair values - continued

(i) Financial instruments carried at fair value - continued

(a) Movement of financial instruments with significant unobservable inputs - continued

The table below sets out information about significant unobservable inputs used at year end in measuring financial instruments categorised as Level 3 in the fair value hierarchy.

<u>Financial assets</u>	<u>Valuation Techniques and key inputs</u>	<u>Significant unobservable inputs</u>	<u>Relationship of unobservable inputs to fair value</u>
Unlisted funds	Allocated net asset value of underlying fund and underlying equity and debt securities	Net asset value of underlying funds and underlying securities	The higher the allocated net asset value, the higher the fair value
Unlisted equity securities	Recent transaction or market comparable company	Pricing multiples of market comparable companies: - Price to sales multiple (from 3.6x to 11.3x) - Total enterprise value to earnings before interest taxes, depreciation and amortisation multiple (from 6.0x to 14.7x)	The higher the pricing multiples, the higher the fair value
		Discount for lack of marketability (Note 1)	The higher the discount, the lower the fair value
		Discount for the negative impact of a recent market event (Note 2)	The higher the discount, the lower the fair value

Note 1: Unobservable input is the discount for lack of marketability at 30% (2020: 30%).

Note 2: Unobservable input is the discount rate for the negative impact on a recent market event at 20% (2020: 20%).

(b) Effects of changes in significant unobservable assumptions to reasonably possible alternative assumptions are insignificant.

The fair value of financial instruments are in certain circumstances, measured using valuation models that incorporate assumptions that are not supported by prices from observable current market transactions in the same instrument and are not based on observable market data.

(ii) Fair values of financial instruments carried at other than fair value

All financial instruments except for long-term notes issued are carried at amounts not materially different from their fair value as at 31 December 2021 and 2020.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(g) Interest rate benchmark reform

As listed in notes 20, 23, 31 and 36, the Group has several HIBOR and LIBOR debt investments at FVTPL, loans to a joint venture, short-term notes issued, long-term notes issued and derivative contracts will be subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

LIBOR

The Financial Conduct Authority has confirmed all LIBOR settings will either cease to be provided by any administrator or no longer be representative:

- immediately after 31 December 2021, in the case of all sterling, euro, Swiss franc and Japanese yen settings, and the 1-week and 2-month US dollar settings; and
- immediately after 30 June 2023, in the case of the remaining US dollar settings.

HIBOR

While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist.

(i) Risks arising from the interest rate benchmark reform

The following are the key risks for the Group arising from the transition:

Interest rate related risks

For contracts which have not been transitioned to the relevant alternative benchmark rates and without detailed fallback clauses, if the bilateral negotiations with the Group's counterparties are not successfully concluded before the cessation of LIBORs, there are significant uncertainties with regard to the interest rate that would apply. This gives rise to additional interest rate risk that was not anticipated when the contracts were entered into.

There are fundamental differences between IBORs and the various alternative benchmark rates. IBORs are forward looking term rates published for a period (e.g. 3 months) at the beginning of that period and include an inter-bank credit spread, whereas alternative benchmark rates are typically risk-free overnight rates published at the end of the overnight period with no embedded credit spread. These differences will result in additional uncertainty regarding floating rate interest payments

Liquidity risk

The additional uncertainty on various alternative rates which are typically published on overnight basis will require additional liquidity management. The Group's liquidity risk management policy has been updated to ensure sufficient liquid resources to accommodate unexpected increases in overnight rates.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(g) Interest rate benchmark reform - continued

HIBOR - continued

(i) Risks arising from the interest rate benchmark reform - continued

Litigation risk

If no agreement is reached to implement the interest rate benchmark reform on contracts which have not been transitioned to the relevant alternative benchmark rates (e.g. arising from differing interpretation of existing fallback terms), there is a risk of prolonged disputes with counterparties which could give rise to additional legal and other costs. The Group is working closely with all counterparties to avoid this from occurring.

Interest rate basis risk

Interest rate basis risk may arise if a non-derivative instrument and the derivative instrument held to manage the interest risk on the non-derivative instrument transition to alternative benchmark rates at different times. This risk may also arise where back-to-back derivatives transition at different times. The Group will monitor this risk against its risk management policy which has been updated to allow for temporary mismatches of up to 12 months and transact additional basis interest rate swaps if required.

(ii) Progress towards implementation of alternative benchmark interest rates

As part of the Group's risk management for transition, new contracts entered into by the Group are linked to the relevant alternative benchmark rates or interest rates which are not subject to reform to the extent feasible. Otherwise, the Group ensured the relevant contracts include detailed fallback clauses clearly referencing the alternative benchmark rate and the specific triggering event on which the clause is activated.

The Group has no contracts which are linked to 1-week and 2-month USD LIBOR. During the years, contracts linked to 3-month USD LIBOR are either matured or continued to be linked to 3-month LIBOR. Total return swap contracts are transitioned to SOFR upon rollover with counterparties.

The Group is planning to transition the majority of its remaining 3-month USD LIBOR contracts through introduction of, or amendments to, fallback clauses into the contracts which will change the basis for determining the interest cash flows from 3-month USD LIBOR to SOFR at an agreed point in time.

The following table shows the total amounts of outstanding contracts and the progress in completing the transition to alternative benchmark rates as at 31 December 2021. The amounts of financial assets and liabilities are shown at their carrying amounts and derivatives are shown at their notional amounts.

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUES - continued

(g) Interest rate benchmark reform - continued

HIBOR - continued

(ii) Progress towards implementation of alternative benchmark interest rates
- continued

HIBOR and LIBOR debt securities, loans to a joint venture, long-term notes issued and derivative contracts

<u>Financial instruments prior to transition</u>	<u>Maturing in</u>	<u>Carrying amounts/ notional amounts</u> HK\$	<u>Transition progress for financial instruments</u>
Non-derivative financial liabilities			
Debt securities linked to 3-month USD LIBOR	2022	98,075,312	Transition driven by debt securities issuer
Loans to a joint Venture (included in other receivables)	2022	210,547,823	No transition planned unit maturity
Long-term notes issued linked to 3-month USD LIBOR	2022 - 2023	13,245,060,768	No transition planned unit maturity
Derivatives			
receive/pay 3-month USD LIBOR interest rate swaps	2022 - 2023	365,050,935	No transition planned unit maturity

38. ASSETS PLEDGED AS SECURITY

As at 31 December 2021, the amount of assets pledged in respect of the Group's overdraft facilities, derivative trading and repurchase agreements with certain brokers amounted to HK\$8,028,440,645 (2020: HK\$4,523,150,098). The amount of assets which was secured against the liabilities under repurchase agreements and overdraft facilities is disclosed in notes 20 and 27.

These transactions are conducted under terms that are usual and customary to standard lending activities.

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED

中國國際金融(香港)有限公司

39. OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The disclosures set out in the tables below include derivatives instruments, repurchase and reverse purchase agreements, and other assets and liabilities that:

- are offset in the consolidated statement of financial position of the Group; and
- are subject to an enforceable master netting agreement or similar agreement, irrespective of whether they are offset in the consolidated statement of financial position of the Group.

Description of types of financial assets	At 31 December 2021					
	Gross amount of financial instruments in statement of financial position	Gross amount of financial instruments offset in the statement of financial position	Net amount of financial instruments presented in the statement of financial position	Related financial instruments not set off in statement of financial position		Net amount
	HK\$	HK\$	HK\$	Cash collateral	Financial instruments/securities collateral	HK\$
Derivatives	9,149,111,627	-	9,149,111,627	(1,560,689,883)	(6,596,243,584)	992,178,160
Reverse repurchase agreements	794,110,149	-	794,110,149	-	(776,872,753)	17,237,396
Accounts receivable	56,465,958,584	(5,960,097,735)	50,505,860,849	-	(4,793,276,993)	45,712,583,856

Description of types of financial liabilities	At 31 December 2021					
	Gross amount of financial instruments in statement of financial position	Gross amount of financial instruments offset in the statement of financial position	Net amount of financial instruments presented in the statement of financial position	Related financial instruments not set off in statement of financial position		Net amount
	HK\$	HK\$	HK\$	Cash collateral	Financial instruments/securities collateral	HK\$
Derivatives	12,119,861,494	-	12,119,861,494	(674,816,608)	(6,596,243,584)	4,848,801,302
Repurchase agreements	6,040,428,958	-	6,040,428,958	-	(6,040,428,958)	-
Accounts payable	86,878,982,836	(5,960,097,735)	80,918,885,101	-	(2,951,917,317)	77,966,967,784

Description of types of financial assets	At 31 December 2020					
	Gross amount of financial instruments in the consolidated statement of financial position	Gross amount of financial instruments offset in the consolidated statement of financial position	Net amount of financial instruments presented in the consolidated statement of financial position	Related financial instruments not set off in the consolidated statement of financial position		Net amount
	HK\$	HK\$	HK\$	Cash collateral	Financial instruments/securities collateral	HK\$
Derivatives	8,053,180,948	-	8,053,180,948	(803,244,375)	(5,949,337,585)	1,300,598,988
Reverse repurchase agreements	398,126,359	-	398,126,359	-	(388,925,904)	9,200,455
Accounts receivable	48,451,355,695	(10,997,067,454)	37,454,288,241	-	(7,355,425,666)	30,098,862,575

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

39. OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES - continued

Description of types of financial liabilities	At 31 December 2020					
	Gross amount of financial instruments in the consolidated statement of financial position HK\$	Gross amount of financial instruments offset in the consolidated statement of financial position HK\$	Net amount of financial instruments presented in the consolidated statement of financial position HK\$	Related financial instruments not set off in the consolidated statement of financial position Cash collateral HK\$	Financial instruments/ securities collateral HK\$	Net amount HK\$
Derivatives	22,894,649,609	-	22,894,649,609	(2,827,247,591)	(5,949,337,585)	14,118,064,433
Repurchase agreements	3,674,901,549	-	3,674,901,549	-	(3,674,901,549)	-
Accounts payable	58,533,952,874	(10,997,067,454)	47,536,885,420	-	(2,438,588,970)	45,098,296,450

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

Derivatives and repurchase/reverse repurchase agreement included in amounts not set off in the consolidated statement of financial position relate to transaction where:

- the counterparty has an offsetting exposure with the Group and a master netting or similar agreement is in place with a right of set off in the event of default, insolvency or bankruptcy, or the offset criteria are otherwise not satisfied; and
- collateral received or pledged in respect of the transactions described above.

40. MATERIAL RELATED PARTY TRANSACTIONS

As at 31 December 2021, Central Huijin Investment Ltd ("Central Huijin") owned 40.17% of the equity interest of the immediate holding company (31 December 2020: 40.17%) directly and indirectly.

Central Huijin does not engage in other business activities, and does not intervene in the day-to-day business operations of the key state-owned financial institutions it controls.

The Group enters into transactions with Central Huijin and its related parties in the ordinary course of business under normal commercial terms.

In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, the Group entered into the following material related party transactions.

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

40. MATERIAL RELATED PARTY TRANSACTIONS - continued

(i) Related party transactions and balances with Central Huijin and Central Huijin's affiliates

	<u>2021</u> HK\$	<u>2020</u> HK\$
Underwriting fee income	4,406,483	6,349,119
Interest income	10,092,037	14,319,326
Net gains from financial assets and financial liabilities at FVTPL and derivative	5,632,574	11,003,037
Accounts receivable	5,858,146	879,458
Financial assets at FVTPL	746,331,240	65,570,525
Financial assets at FVTOCI	2,226,113,022	380,040,918
Accounts payable to brokerage clients	1,278,435	1,277,654

(ii) The balances of transactions with the Group's affiliates

	<u>2021</u> HK\$	<u>2020</u> HK\$
Amount due from ultimate holding company	133,775,132	73,332,123
Amount due to ultimate holding company	195,777,372	400,559,524
Accounts receivable from fellow subsidiaries	1,408,897,013	1,473,365,312
Amount payable to ultimate holding company	2,701,754,968	879,150,309
Accounts payable to fellow subsidiaries	14,775,976,326	7,717,779,631
Other receivable from fellow subsidiaries	94,056,845	816,291,463
Derivative liabilities with ultimate holding company	603,842,437	884,501,561

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

40. MATERIAL RELATED PARTY TRANSACTIONS - continued

(ii) The balances of transactions with the Group's affiliates - continued

	<u>2021</u> HK\$	<u>2020</u> HK\$
Derivative assets with ultimate holding company	256,652,363	222,595,480
Derivative liabilities with fellow subsidiaries	1,622,269,141	654,117,976
Derivative assets with fellow subsidiaries	2,533,633,353	9,454,157,745
Investment income received from the ultimate holding company	1,484,568,873	1,445,549,195
Investment income received from fellow subsidiaries	681,718,970	423,560,920
Advisory fee received from ultimate holding company	203,944,373	115,811,187
Brokerage expenses from fellow subsidiaries	266,192,306	18,705,520

Key management personnel remuneration

Remuneration for key management personnel is as follows:

	<u>2021</u> HK\$	<u>2020</u> HK\$
Short-term employee benefits	44,140,917	68,305,057
Post-employment benefits	545,126	607,259
	44,686,043	68,912,316

Total remuneration is included in staff costs (Note 8(a)).

CHINA INTERNATIONAL CAPITAL CORPORATION (HONG KONG) LIMITED
中國國際金融(香港)有限公司

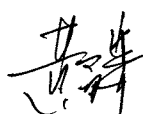
41. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	<u>2021</u> HK\$	<u>2020</u> HK\$
Non-current assets		
Investments in subsidiaries	6,708,354,609	5,533,931,234
Other non-current assets	200,000	200,000
Right-of-use assets	564,436,381	231,944,049
Deferred tax assets	-	42,274,395
	<u>7,272,990,990</u>	<u>5,808,349,678</u>
Current assets		
Financial assets at fair value through profit or loss	441,698,557	523,601,399
Derivatives	18,730,872	3,112,033
Accounts receivable	128,622,118	123,609,727
Other receivables, deposits and prepayments	135,337,774	852,754,428
Loans to subsidiaries	35,805,986,204	25,362,737,455
Amounts due from subsidiaries	1,562,085,343	2,182,968,097
Fixed deposits with original maturity over three months	21,834,589	21,703,193
Cash and cash equivalents	11,261,007,185	7,364,421,217
	<u>49,375,302,642</u>	<u>36,434,907,549</u>
Current liabilities		
Derivatives	11,043,677	73,789,616
Other creditors and accruals	53,597,957	43,564,270
Amount due to the ultimate holding company	-	1,663,048
Amounts due to subsidiaries	604,218,480	59,707
Loans from a subsidiary	8,374,574,040	9,310,417,719
Bank loans	17,590,592,099	7,151,246,614
Lease liabilities	141,550,136	121,616,014
	<u>26,775,576,389</u>	<u>16,702,356,988</u>
Net current assets	<u>22,599,726,253</u>	<u>19,732,550,561</u>
Total assets less current liabilities	<u>29,872,717,243</u>	<u>25,540,900,239</u>
Non-current liabilities		
Loans from a subsidiary	23,900,250,392	19,918,587,227
Lease liabilities	425,196,867	109,696,352
	<u>24,325,447,259</u>	<u>20,028,283,579</u>
Net assets	<u><u>5,547,269,984</u></u>	<u><u>5,512,616,660</u></u>

41. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION - continued

	<u>2021</u> HK\$	<u>2020</u> HK\$
Equity		
Share capital	3,900,000,000	3,900,000,000
Reserves	1,647,269,984	1,612,616,660
	<u>5,547,269,984</u>	<u>5,512,616,660</u>

The statement of financial position was approved and authorised for issue by the Board of Directors on **26 APR 2022** and are signed on its behalf by:



Wong King Fung
DIRECTOR



Ma Kui
DIRECTOR

42. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

Key source of estimated uncertainty and critical judgements in applying the Group's accounting policies which has significant effect on the consolidated financial statements is set out below:

Income taxes

As those deferred tax assets on tax losses can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised; management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered. When it is assessed that generation of taxable profits in the foreseeable future is not probable, no further deferred tax assets will be recognised and the recognised deferred tax assets will be reversed when necessary.

Estimation of fair value of financial instruments

The Group selects appropriate valuation techniques for financial instruments not quoted in an active market and making assumptions that are based on market conditions existing at the end of each reporting period. Valuation techniques commonly used by market practitioners are applied. The inputs are taken from observable markets where possible, but where this is not feasible, unobservable data is used based on the judgement of the directors of the Company. The detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of financial assets classified as Level 3 under fair value hierarchy are set out in note 37(f).

42. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES - continued

Impairment losses of financial assets

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12m ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities, accounts receivable from clients, clearing house, brokers, Reverse REPOs, other receivables, amounts due from ultimate holding company, fellow subsidiaries and joint ventures and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for accounts receivable that result from transactions within the scope of HKFRS 15 are always measured at an amount equal to lifetime ECLs, which are those losses that are expected to occur over the expected life of such accounts receivable.

ECL measurement is an accounting estimate which is subject to management judgement in the selection of methodology and data input and it involves management assessment of events that may indicate significant deterioration of credit risk.

43. SUBSEQUENT EVENTS

On 21 March 2022, a subsidiary of the Group subsequently issued long-term notes of US\$600,000,000. These notes are unsecured, guaranteed by the Company, interest-bearing at 2.875% per annum and repayable on 21 March 2025.

44. CONTINGENCIES

The Group is exposed to the risk of economic benefit outflows due to litigations, arbitrations or regulatory investigations in the course of operations. The Group, after having assessed in accordance with Hong Kong Accounting Standards, believes that the probability for the occurrence of such risk is relatively low. The Group had no outstanding contingent matters which had a material impact on its consolidated financial position as at 31 December 2021.

ISSUER	GUARANTOR	COMPANY
CICC Hong Kong Finance 2016 MTN Limited Kingston Chambers PO Box 173 Road Town Tortola British Virgin Islands	China International Capital Corporation (International) Limited 中國國際金融(國際)有限公司 29th Floor One International Finance Centre 1 Harbour View Street, Central Hong Kong	China International Capital Corporation Limited 中國國際金融股份有限公司 27th and 28th Floor China World Office 2 1 Jianguomenwai Avenue Chaoyang District Beijing, PRC

**ISSUING AND PAYING AGENT AND
TRANSFER AGENT (IN RELATION TO NOTES
NOT CLEARED THROUGH THE CMU)**

TRUSTEE

Citibank, N.A., London Branch
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Citicorp International Limited
20/F, Citi Tower
One Bay East, 83 Hoi Bun Road
Kwun Tong
Hong Kong

REGISTRAR

**CMU LODGING AND PAYING AGENT AND
TRANSFER AGENT (IN RELATION TO NOTES
CLEARED THROUGH THE CMU)**

Citibank, N.A., London Branch
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Citicorp International Limited
20/F, Citi Tower
One Bay East, 83 Hoi Bun Road
Kwun Tong
Hong Kong

JOINT ARRANGERS

**China International Capital Corporation
Hong Kong Securities Limited**
29th Floor
One International Finance Centre
1 Harbour View Street, Central
Hong Kong

Citigroup Global Markets Limited
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Standard Chartered Bank
One Basinghall Avenue
London EC2V 5DD
United Kingdom

DEALERS

**China International Capital Corporation
Hong Kong Securities Limited**
29th Floor
One International Finance Centre
1 Harbour View Street, Central
Hong Kong

Citigroup Global Markets Limited
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Standard Chartered Bank
One Basinghall Avenue
London EC2V 5DD
United Kingdom

**Bank of Communications Co., Ltd.
Hong Kong Branch**
20 Pedder Street
Central
Hong Kong

China Construction Bank (Asia) Corporation Limited
28/F
CCB Tower
3 Connaught Road
Central
Hong Kong

**Industrial Bank Co., Ltd
Hong Kong Branch**
10-12/F
One International Finance Centre
1 Harbour View Street
Central, Hong Kong

Industrial and Commercial Bank of China (Asia) Limited
28/F
ICBC Tower
3 Garden Road
Central, Hong Kong

**Shanghai Pudong Development Bank Co., Ltd.,
Hong Kong Branch**
30/F, SPD Bank Tower
One Hennessy
1 Hennessy Road
Hong Kong

LEGAL ADVISERS TO THE ISSUER, THE GUARANTOR AND THE COMPANY

As to Hong Kong and English law

Linklaters
11th Floor
Alexandra House
Chater Road
Hong Kong

As to PRC law

Haiwen & Partners
20th Floor
Fortune Financial Centre
5 Dong San Huan Central Road
Chaoyang District
Beijing, PRC

As to BVI law

**Maples and Calder
(Hong Kong) LLP**
26th Floor Central Plaza
18 Harbour Road
Wanchai
Hong Kong

LEGAL ADVISERS TO THE JOINT ARRANGERS

As to English law

Allen & Overy
9th Floor
Three Exchange Square
Central
Hong Kong

As to PRC law

King & Wood Mallesons
18th Floor
East Tower, World Financial Center
1 Dongsanhuan Zhonglu
Chaoyang District
Beijing, PRC

LEGAL ADVISOR TO THE TRUSTEE

As to English law

Allen & Overy LLP
50 Collyer Quay
09-01 OUE Bayfront
Singapore 049321

INDEPENDENT AUDITOR OF THE COMPANY AND THE GUARANTOR

Deloitte Touche Tohmatsu
35/F, One Pacific Place
No. 88 Queensway
Hong Kong

**PRICING SUPPLEMENT RELATING TO THE FIXED RATE NOTES
DATED 10 JANUARY 2024**

IMPORTANT NOTICE

THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE ADDRESSEES OUTSIDE OF THE UNITED STATES AND ARE NOT U.S. PERSONS.

IMPORTANT: You must read the following disclaimer before continuing. If you are not the intended recipient of this message, please do not distribute or copy the information contained in this e-mail, but instead, delete and destroy all copies of this e-mail including all attachments. The following disclaimer applies to the attached pricing supplement (the **Pricing Supplement**). You are advised to read this disclaimer carefully before accessing, reading or making any other use of the attached Pricing Supplement. In accessing the attached Pricing Supplement, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from the company as a result of such access. In order to be eligible to view the attached Pricing Supplement or make an investment decision with respect to the securities, investors must be non-U.S. persons outside the United States.

Confirmation of Your Representation: The attached Pricing Supplement is being sent to you at your request and by accepting the e-mail and accessing the attached Pricing Supplement, you shall be deemed to represent to the Managers (as defined in the Pricing Supplement) that (1) you and any customers you represent are outside the United States and that the e-mail address that you gave us and to which this e-mail has been delivered is not located in the United States, its territories or possessions, (2) you are not a U.S. person, or acting to, the account or benefit of a U.S. person (in each case as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the **Securities Act**)) and (3) you consent to delivery of the attached Pricing Supplement and any amendments or supplements thereto by electronic transmission.

The attached Pricing Supplement has been made available to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and, consequently, none of the Issuer, the Guarantor, the Company, the Managers or any of their respective affiliates, directors, officers, employees, representatives, agents and each person who controls the Issuer, the Guarantor, the Company, the Managers or any of their respective affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the document distributed to you in electronic format and the hard copy version available to you upon request from the Issuer, the Guarantor, the Company and the Managers.

Restrictions: The attached Pricing Supplement is being furnished in connection with an offering in offshore transactions to non-U.S. persons outside the United States in compliance with Regulation S under the Securities Act solely for the purpose of enabling a prospective investor to consider the purchase of the securities described herein.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT), OR IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THE OFFERING IS MADE SOLELY TO NON-U.S. PERSONS OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE OF REGULATION S UNDER THE SECURITIES ACT.

Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (the SFA) – The Notes as described in the Pricing Supplement shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Managers or any affiliate of the Managers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Managers or such affiliate on behalf of the Issuer, the Guarantor and the Company in such jurisdictions.

You are reminded that you have accessed the attached Pricing Supplement on the basis that you are a person into whose possession the attached Pricing Supplement may be lawfully delivered in accordance with the laws of the

jurisdiction in which you are located and you may not, nor are you authorised to, deliver this document, electronically or otherwise, to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you are not allowed to purchase any of the securities described in the attached Pricing Supplement.

Actions that You May Not Take: If you receive this document by e-mail, you should not reply by e-mail to this document, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected.

YOU ARE NOT AUTHORISED TO AND YOU MAY NOT FORWARD OR DELIVER THE ATTACHED PRICING SUPPLEMENT, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH PRICING SUPPLEMENT IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE ATTACHED PRICING SUPPLEMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

You are responsible for protecting against viruses and other destructive items. If you receive this document by e-mail, your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

PRICING SUPPLEMENT

10 January 2024

CICC HONG KONG FINANCE 2016 MTN LIMITED (the “Issuer”)
(incorporated in the British Virgin Islands with limited liability)

Issue of U.S.\$500,000,000 5.012 per cent. Notes due 2027 (the “Notes”)

unconditionally and irrevocably guaranteed by

China International Capital Corporation (International) Limited (the “Guarantor”)
(incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of China International Capital Corporation Limited)

and with the benefit of a Keepwell Deed provided by

China International Capital Corporation Limited (the “Company”)
(a joint stock limited company incorporated in the People’s Republic of China)

under its U.S.\$10,000,000,000

Guaranteed Medium Term Note Programme (the “Programme”)

This document is for distribution to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **HKEX**)) (the **Professional Investors**) only.

The HKEX has not reviewed the contents of this document, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this document to Professional Investors only have been reproduced in this document. Listing of the Programme or the Notes on the HKEX is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes or the Issuer, the Guarantor, the Guarantor and its subsidiaries (collectively, the “Guarantor Group”), the Company or the Company and its subsidiaries (collectively, the “Group”) or quality of disclosure in this document. Hong Kong Exchanges and Clearing Limited and the HKEX take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

Notice to Hong Kong investors: The Issuer, the Guarantor and the Company confirm that the Notes are intended for purchase by Professional Investors only and will be listed on the HKEX on that basis. Accordingly, the Issuer, the Guarantor and the Company confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

This document together with the Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer, the Guarantor, the Guarantor Group, the Company or the Group. Each of the Issuer, the Guarantor and the Company accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading. This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the **Conditions**) set forth in the Offering Circular dated 4 January 2024 (the **Offering Circular**). This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular. Full information on the Issuer, the Guarantor, the Company and the offer of the Notes is only available on the basis of the combination of the Offering Circular and this Pricing Supplement.

Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (the SFA) – The Notes as described in the Pricing Supplement shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

1. (a) Issuer: CICC Hong Kong Finance 2016 MTN Limited (LEI of the Issuer is 52900N4NO8N9ILCZC31)
- (b) Guarantor: China International Capital Corporation (International) Limited
- (c) Company/Keepwell Provider: China International Capital Corporation Limited
2. (a) Series Number: 17
- (b) Tranche Number: 01
- (c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: United States Dollars (U.S.\$)
4. Aggregate Nominal Amount:
 - (a) Series: U.S.\$500,000,000
 - (b) Tranche: U.S.\$500,000,000
5. (a) Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
- (b) Private Bank Rebate/Commission: Not Applicable
6. (a) Specified Denominations: U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
- (b) Calculation Amount: U.S.\$1,000
7. (a) Issue Date: 18 January 2024
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 18 January 2027
9. Interest Basis: 5.012 per cent. Fixed Rate
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable

13.	Date of Board approval for issuance of Notes and Guarantee obtained:	Board of directors of the Issuer: dated 21 October 2020 and the sole shareholder resolution of the Issuer dated 17 October 2023; and Board of directors of the Guarantor dated 4 January 2024 and the sole shareholder resolution of the Guarantor dated 16 October 2023
14.	NDRC Registration:	17 May 2023
15.	Listing:	The Stock Exchange of Hong Kong Limited, and the expected effective listing date of the Notes is 19 January 2024
16.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17.	Fixed Rate Note Provisions:	Applicable
	(a) Rate of Interest:	5.012 per cent. per annum payable semi-annually in arrear
	(b) Interest Payment Date(s):	18 January and 18 July in each year
	(c) Fixed Coupon Amount(s):	U.S.\$25.06 per Calculation Amount
	<i>(Applicable to Notes in definitive form)</i>	
	(d) Broken Amount:	Not Applicable
	<i>(Applicable to Notes in definitive form)</i>	
	(e) Day Count Fraction:	30/360
	(f) Determination Date(s):	Not Applicable
	(g) Other terms relating to the method of calculating interest for Fixed Rate Notes:	None
18.	Floating Rate Note Provisions:	Not Applicable
19.	Zero Coupon Note Provisions:	Not Applicable
20.	Index Linked Interest Note Provisions:	Not Applicable
21.	Dual Currency Interest Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

22.	Issuer Call:	Not Applicable
23.	Investor Put:	Not Applicable
24.	Change of Control Put:	Applicable

25. Final Redemption Amount: U.S.\$1,000 per Calculation Amount
26. Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions): U.S.\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27. Form of Notes: **Registered Notes:**
Global Certificate exchangeable for Individual Note Certificates in the limited circumstances described in the Global Certificate
28. Additional Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable
29. Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature): No
30. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
31. Details relating to Instalment Notes:
- (a) Instalment Amount(s): Not Applicable
- (b) Instalment Date(s): Not Applicable
32. Redenomination applicable: Redenomination not applicable
33. Consolidation provisions: The provisions in Condition 15 apply
34. Other terms or special conditions: Not Applicable

DISTRIBUTION

35. (a) If syndicated, names and addresses of Managers and commitments: **LEAD MANAGERS:**
CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED
CITIGROUP GLOBAL MARKETS LIMITED
STANDARD CHARTERED BANK
CHINA GALAXY INTERNATIONAL SECURITIES (HONG KONG) CO., LIMITED

CRÉDIT AGRICOLE CORPORATE AND INVESTMENT
BANK

MANAGERS:

CHINA INTERNATIONAL CAPITAL CORPORATION HONG
KONG SECURITIES LIMITED

CITIGROUP GLOBAL MARKETS LIMITED

STANDARD CHARTERED BANK

CHINA GALAXY INTERNATIONAL SECURITIES (HONG
KONG) CO., LIMITED

CRÉDIT AGRICOLE CORPORATE AND INVESTMENT
BANK

ABCI CAPITAL LIMITED

AGRICULTURAL BANK OF CHINA LIMITED HONG KONG
BRANCH

BANK OF CHINA (HONG KONG) LIMITED

BANK OF CHINA LIMITED

BANK OF COMMUNICATIONS CO., LTD. HONG KONG
BRANCH

BNP PARIBAS

BOCOM INTERNATIONAL SECURITIES LIMITED

CHINA CITIC BANK INTERNATIONAL LIMITED

CHINA CONSTRUCTION BANK (ASIA) CORPORATION
LIMITED

CHINA EVERBRIGHT BANK CO., LTD., HONG KONG
BRANCH

CHINA INDUSTRIAL SECURITIES INTERNATIONAL
BROKERAGE LIMITED

CHINA MINSHENG BANKING CORP., LTD., HONG KONG
BRANCH

CHIYU BANKING CORPORATION LIMITED

CMB INTERNATIONAL CAPITAL LIMITED

CMB WING LUNG BANK LIMITED

CMBC SECURITIES COMPANY LIMITED

CNCB (HONG KONG) CAPITAL LIMITED

DBS BANK LTD.

GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED

THE HONGKONG AND SHANGHAI BANKING
CORPORATION LIMITED

HUA XIA BANK CO., LIMITED HONG KONG BRANCH

HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

ICBC INTERNATIONAL SECURITIES LIMITED

INDUSTRIAL AND COMMERCIAL BANK OF CHINA (ASIA)
LIMITED

INDUSTRIAL AND COMMERCIAL BANK OF CHINA
LIMITED, SINGAPORE BRANCH

INDUSTRIAL BANK CO., LTD. HONG KONG BRANCH

NANYANG COMMERCIAL BANK, LIMITED

OVERSEA-CHINESE BANKING CORPORATION LIMITED

SHANGHAI PUDONG DEVELOPMENT BANK CO., LTD.,
HONG KONG BRANCH

SHENWAN HONGYUAN SECURITIES (H.K.) LIMITED

SMBC NIKKO SECURITIES (HONG KONG) LIMITED

SPDB INTERNATIONAL CAPITAL LIMITED

(b) Date of Subscription Agreement: 10 January 2024

(c) Stabilisation Manager(s) (if any): Any of the Managers appointed and acting in the capacity as a
Stabilisation Manager

36. If non-syndicated, name of relevant Dealer: Not Applicable

37. U.S. Selling Restrictions: Reg. S Category 2; TEFRA Not Applicable

38. (a) Prohibition of Sales to EEA Retail Investors Not Applicable

(b) Prohibition of Sales to UK Retail Investors Not Applicable

39. Additional selling restrictions: Not Applicable

OPERATIONAL INFORMATION

40.	Any clearing system(s) other than Euroclear or Clearstream and the relevant identification number(s):	Not Applicable
41.	Delivery:	Delivery against payment
42.	Additional Paying Agents (if any):	Not Applicable
	ISIN:	XS2745345087
	Common Code:	274534508
43.	Contact email addresses of the Overall Coordinators where the underlying investor information should be sent:	IB_Project_I_2024@cicc.com.cn; DCM.Omnibus@citi.com; SYNHK@sc.com
44.	Programme Ratings:	“BBB+” by S&P “BBB+” by Fitch “Baa1” by Moody’s
45.	Notes Ratings:	“BBB+” by Fitch

USE OF PROCEEDS

The net proceeds from the issue of the Notes will be used to repay certain existing indebtedness and for working capital and other general corporate purposes of the Guarantor and its subsidiaries.

STABILISATION

In connection with this issue, any of the Managers named as Stabilisation Manager (or persons acting on behalf of any Stabilisation Manager) (the **Stabilisation Manager**) in this Pricing Supplement may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager (or persons acting on behalf of any Stabilisation Manager) in accordance with all applicable laws and rules.

MATERIAL ADVERSE CHANGE STATEMENT

Except as disclosed in the Offering Circular, there has been no adverse change on the financial condition, prospects, results of operations, management or general affairs of the Issuer, the Guarantor, or the Group since 30 June 2023 which is material and adverse in the context of the issue and offering of the Notes and the Guarantee.

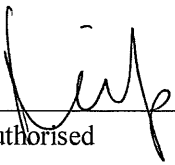
LISTING APPLICATION

This Pricing Supplement comprises the final terms required for the issue of Notes described herein pursuant to the U.S.\$10,000,000,000 Guaranteed Medium Term Note Programme of CICC Hong Kong Finance 2016 MTN Limited.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By: 
Duly authorised

Signed on behalf of the Guarantor:

By: 
Duly authorised

**PRICING SUPPLEMENT RELATING TO THE FLOATING RATE NOTES
DATED 10 JANUARY 2024**

IMPORTANT NOTICE

THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE ADDRESSEES OUTSIDE OF THE UNITED STATES AND ARE NOT U.S. PERSONS.

IMPORTANT: You must read the following disclaimer before continuing. If you are not the intended recipient of this message, please do not distribute or copy the information contained in this e-mail, but instead, delete and destroy all copies of this e-mail including all attachments. The following disclaimer applies to the attached pricing supplement (the **Pricing Supplement**). You are advised to read this disclaimer carefully before accessing, reading or making any other use of the attached Pricing Supplement. In accessing the attached Pricing Supplement, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from the company as a result of such access. In order to be eligible to view the attached Pricing Supplement or make an investment decision with respect to the securities, investors must be non-U.S. persons outside the United States.

Confirmation of Your Representation: The attached Pricing Supplement is being sent to you at your request and by accepting the e-mail and accessing the attached Pricing Supplement, you shall be deemed to represent to the Managers (as defined in the Pricing Supplement) that (1) you and any customers you represent are outside the United States and that the e-mail address that you gave us and to which this e-mail has been delivered is not located in the United States, its territories or possessions, (2) you are not a U.S. person, or acting to, the account or benefit of a U.S. person (in each case as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the **Securities Act**)) and (3) you consent to delivery of the attached Pricing Supplement and any amendments or supplements thereto by electronic transmission.

The attached Pricing Supplement has been made available to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and, consequently, none of the Issuer, the Guarantor, the Company, the Managers or any of their respective affiliates, directors, officers, employees, representatives, agents and each person who controls the Issuer, the Guarantor, the Company, the Managers or any of their respective affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the document distributed to you in electronic format and the hard copy version available to you upon request from the Issuer, the Guarantor, the Company and the Managers.

Restrictions: The attached Pricing Supplement is being furnished in connection with an offering in offshore transactions to non-U.S. persons outside the United States in compliance with Regulation S under the Securities Act solely for the purpose of enabling a prospective investor to consider the purchase of the securities described herein.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT), OR IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THE OFFERING IS MADE SOLELY TO NON-U.S. PERSONS OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE OF REGULATION S UNDER THE SECURITIES ACT.

Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (the SFA) – The Notes as described in the Pricing Supplement shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the **EEA**). For these purposes, a retail investor means a person who is one (or more) of:

- (a) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**);
- (b) a customer within the meaning of Directive (EU) 2016/97 (as amended, the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

- (c) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the **Prospectus Regulation**). Consequently, no key information document required by Regulation (EU) No 1286/ 2014 (as amended, the **PRIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

For these purposes, the expression “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or more) of:

- (a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **EUWA**); or
- (b) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
- (c) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

For these purposes, the expression “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Managers or any affiliate of the Managers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Managers or such affiliate on behalf of the Issuer, the Guarantor and the Company in such jurisdictions.

You are reminded that you have accessed the attached Pricing Supplement on the basis that you are a person into whose possession the attached Pricing Supplement may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver this document, electronically or otherwise, to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you are not allowed to purchase any of the securities described in the attached Pricing Supplement.

Actions that You May Not Take: If you receive this document by e-mail, you should not reply by e-mail to this document, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected.

YOU ARE NOT AUTHORISED TO AND YOU MAY NOT FORWARD OR DELIVER THE ATTACHED PRICING SUPPLEMENT, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH PRICING SUPPLEMENT IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE ATTACHED PRICING SUPPLEMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

You are responsible for protecting against viruses and other destructive items. If you receive this document by e-mail, your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

PRICING SUPPLEMENT

10 January 2024

CICC HONG KONG FINANCE 2016 MTN LIMITED (the “Issuer”)

(incorporated in the British Virgin Islands with limited liability)

Issue of U.S.\$700,000,000 Floating Rate Notes due 2027 (the “Notes”)

unconditionally and irrevocably guaranteed by

China International Capital Corporation (International) Limited (the “Guarantor”)

(incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of China International Capital Corporation Limited)

and with the benefit of a Keepwell Deed provided by

China International Capital Corporation Limited (the “Company”)

(a joint stock limited company incorporated in the People’s Republic of China)

under its U.S.\$10,000,000,000

Guaranteed Medium Term Note Programme (the “Programme”)

This document is for distribution to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **HKEX**)) (the **Professional Investors**) only.

The HKEX has not reviewed the contents of this document, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this document to Professional Investors only have been reproduced in this document. Listing of the Programme or the Notes on the HKEX is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes or the Issuer, the Guarantor, the Guarantor and its subsidiaries (collectively, the “Guarantor Group”), the Company or the Company and its subsidiaries (collectively, the “Group”) or quality of disclosure in this document. Hong Kong Exchanges and Clearing Limited and the HKEX take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

Notice to Hong Kong investors: The Issuer, the Guarantor and the Company confirm that the Notes are intended for purchase by Professional Investors only and will be listed on the HKEX on that basis. Accordingly, the Issuer, the Guarantor and the Company confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

This document together with the Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer, the Guarantor, the Guarantor Group, the Company or the Group. Each of the Issuer, the Guarantor and the Company accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading. This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the **Conditions**) set forth in the Offering Circular dated 4 January 2024 (the **Offering Circular**). This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular. Full information on the

Issuer, the Guarantor, the Company and the offer of the Notes is only available on the basis of the combination of the Offering Circular and this Pricing Supplement.

Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore (the SFA) – The Notes as described in the Pricing Supplement shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the **EEA**). For these purposes, a retail investor means a person who is one (or more) of:

- (d) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**);
- (e) a customer within the meaning of Directive (EU) 2016/97 (as amended, the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
- (f) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the **Prospectus Regulation**). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

For these purposes, the expression “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or more) of:

- (g) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **EUWA**); or
- (h) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
- (i) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

For these purposes, the expression “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

1. (a) Issuer: CICC Hong Kong Finance 2016 MTN Limited (LEI of the Issuer is 52900N4NO8N9ILCZC31)

	(b)	Guarantor:	China International Capital Corporation (International) Limited
	(c)	Company/Keepwell Provider:	China International Capital Corporation Limited
2.	(a)	Series Number:	18
	(b)	Tranche Number:	01
	(c)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.		Specified Currency or Currencies:	United States Dollars (U.S.\$)
4.		Aggregate Nominal Amount:	
	(a)	Series:	U.S.\$700,000,000
	(b)	Tranche:	U.S.\$700,000,000
5.	(a)	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
	(b)	Private Bank Rebate/Commission:	Not Applicable
6.	(a)	Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(b)	Calculation Amount:	U.S.\$1,000
7.	(a)	Issue Date:	18 January 2024
	(b)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	Interest Payment Date falling on or nearest to 18 January 2027
9.		Interest Basis:	SOFR Compounded Index + 0.95 per cent. per annum Floating Rate
			(further particulars specified below)
10.		Redemption/Payment Basis:	Redemption at par
11.		Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options:	Not Applicable
13.		Date of Board approval for issuance of Notes and Guarantee obtained:	Board of directors of the Issuer dated 21 October 2020 and the sole shareholder resolution of the Issuer dated 17 October 2023; and

Board of directors of the Guarantor dated 4 January 2024 and the sole shareholder resolution of the Guarantor dated 16 October 2023

14.	NDRC Registration:	17 May 2023
15.	Listing:	The Stock Exchange of Hong Kong Limited, and the expected effective listing date of the Notes is 19 January 2024
16.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17.	Fixed Rate Note Provisions:	Not Applicable
18.	Floating Rate Note Provisions:	Applicable
-
(i)	Specified Period(s)/Specified Interest Payment Dates:	Interest payable quarterly in arrear on the 18th day of January, April, July and October in each year up to and ending on the Maturity Date, with the first Interest Payment Date being 18 April 2024, in each case subject to adjustment in accordance with the Business Day Convention set out in 18(ii) below
(ii)	Business Day Convention:	Modified Following Business Day Convention
(iii)	Additional Business Centre(s):	Not Applicable
(iv)	Manner in which the Rate of Interest and Interest Amount is to be determined if different from the Conditions:	Screen Rate Determination
(v)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Issuing and Paying Agent):	Citibank, N.A., London Branch
(vi)	Screen Rate Determination (other than SOFR) (Condition 5(b)(iii)(A)):	Not applicable
(vii)	Screen Rate Determination (SOFR) (Condition 5(b)(iii)(B)):	
	• Reference Rate:	SOFR Compounded Index
	• Interest Determination Date:	The fifth U.S. Government Securities Business Day prior to the last day of each Interest Accrual Period
	• SOFR Observation Shift Days:	Five U.S. Government Securities Business Days
	• SOFR Index _{Start} :	Five U.S. Government Securities Business Days

	• SOFR Index _{End} :	Five U.S. Government Securities Business Days
(viii)	ISDA Determination (Condition 5(b)(iii)(F)):	Not Applicable
(ix)	Margin(s):	+ 0.95 per cent. per annum
(x)	Minimum Rate of Interest:	Not Applicable
(xi)	Maximum Rate of Interest:	Not Applicable
(xii)	Day Count Fraction:	Actual/360
(xiii)	Fallback provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Benchmark Event (SOFR)
19.	Zero Coupon Note Provisions:	Not Applicable
20.	Index Linked Interest Note Provisions:	Not Applicable
21.	Dual Currency Interest Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

22.	Issuer Call:	Not Applicable
23.	Investor Put:	Not Applicable
24.	Change of Control Put:	Applicable
25.	Final Redemption Amount:	U.S.\$1,000 per Calculation Amount
26.	Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions):	U.S.\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27.	Form of Notes:	Registered Notes: Global Certificate exchangeable for Individual Note Certificates in the limited circumstances described in the Global Certificate
28.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable

29.	Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature):	No
30.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
31.	Details relating to Instalment Notes:	
	(a) Instalment Amount(s):	Not Applicable
	(b) Instalment Date(s):	Not Applicable
32.	Redenomination applicable:	Redenomination not applicable
33.	Consolidation provisions:	The provisions in Condition 15 apply
34.	Other terms or special conditions:	Not Applicable

DISTRIBUTION

35.	(a) If syndicated, names and addresses of Managers and commitments:	LEAD MANAGERS: CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED CITIGROUP GLOBAL MARKETS LIMITED STANDARD CHARTERED BANK CHINA GALAXY INTERNATIONAL SECURITIES (HONG KONG) CO., LIMITED CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK MANAGERS: CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED CITIGROUP GLOBAL MARKETS LIMITED STANDARD CHARTERED BANK CHINA GALAXY INTERNATIONAL SECURITIES (HONG KONG) CO., LIMITED CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK

ABCI CAPITAL LIMITED

AGRICULTURAL BANK OF CHINA LIMITED HONG KONG BRANCH

BANK OF CHINA (HONG KONG) LIMITED

BANK OF CHINA LIMITED

BANK OF COMMUNICATIONS CO., LTD. HONG KONG BRANCH

BNP PARIBAS

BOCOM INTERNATIONAL SECURITIES LIMITED

CHINA CITIC BANK INTERNATIONAL LIMITED

CHINA CONSTRUCTION BANK (ASIA) CORPORATION LIMITED

CHINA EVERBRIGHT BANK CO., LTD., HONG KONG BRANCH

CHINA INDUSTRIAL SECURITIES INTERNATIONAL BROKERAGE LIMITED

CHINA MINSHENG BANKING CORP., LTD., HONG KONG BRANCH

CHIYU BANKING CORPORATION LIMITED

CMB INTERNATIONAL CAPITAL LIMITED

CMB WING LUNG BANK LIMITED

CMBC SECURITIES COMPANY LIMITED

CNCB (HONG KONG) CAPITAL LIMITED

DBS BANK LTD.

GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED

THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED

HUA XIA BANK CO., LIMITED HONG KONG BRANCH

HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

ICBC INTERNATIONAL SECURITIES LIMITED

INDUSTRIAL AND COMMERCIAL BANK OF CHINA (ASIA) LIMITED

INDUSTRIAL AND COMMERCIAL BANK OF CHINA
LIMITED, SINGAPORE BRANCH

INDUSTRIAL BANK CO., LTD. HONG KONG BRANCH

NANYANG COMMERCIAL BANK, LIMITED

OVERSEA-CHINESE BANKING CORPORATION LIMITED

SHANGHAI PUDONG DEVELOPMENT BANK CO., LTD.,
HONG KONG BRANCH

SHENWAN HONGYUAN SECURITIES (H.K.) LIMITED

SMBC NIKKO SECURITIES (HONG KONG) LIMITED

SPDB INTERNATIONAL CAPITAL LIMITED

(b) Date of Subscription Agreement: 10 January 2024

(c) Stabilisation Manager(s) (if any): Any of the Managers appointed and acting in the capacity as a
Stabilisation Manager

36. If non-syndicated, name of relevant Dealer: Not Applicable

37. U.S. Selling Restrictions: Reg. S Category 2; TEFRA Not Applicable

38. (a) Prohibition of Sales to EEA Retail Investors Not Applicable

(b) Prohibition of Sales to UK Retail Investors Not Applicable

39. Additional selling restrictions: Not Applicable

OPERATIONAL INFORMATION

40. Any clearing system(s) other than Euroclear or Clearstream and the relevant identification number(s): Not Applicable

41. Delivery: Delivery against payment

42. Additional Paying Agents (if any): Not Applicable

ISIN: XS2745346051

Common Code: 274534605

43. Contact email addresses of the Overall Coordinators where the underlying investor information should be sent: IB_Project_I_2024@cicc.com.cn; DCM.Omnibus@citi.com;
SYNHK@sc.com

44. Programme Ratings: “BBB+” by S&P
“BBB+” by Fitch
“Baa1” by Moody’s
45. Notes Ratings: “BBB+” by Fitch

USE OF PROCEEDS

The net proceeds from the issue of the Notes will be used to repay certain existing indebtedness and for working capital and other general corporate purposes of the Guarantor and its subsidiaries.

STABILISATION

In connection with this issue, any of the Managers named as Stabilisation Manager (or persons acting on behalf of any Stabilisation Manager) (the **Stabilisation Manager**) in this Pricing Supplement may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilisation Manager (or persons acting on behalf of any Stabilisation Manager) in accordance with all applicable laws and rules.

MATERIAL ADVERSE CHANGE STATEMENT

Except as disclosed in the Offering Circular, there has been no adverse change on the financial condition, prospects, results of operations, management or general affairs of the Issuer, the Guarantor, or the Group since 30 June 2023 which is material and adverse in the context of the issue and offering of the Notes and the Guarantee.

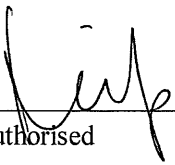
LISTING APPLICATION

This Pricing Supplement comprises the final terms required for the issue of Notes described herein pursuant to the U.S.\$10,000,000,000 Guaranteed Medium Term Note Programme of CICC Hong Kong Finance 2016 MTN Limited.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By: 
Duly authorised

Signed on behalf of the Guarantor:

By: 
Duly authorised